WMC RESOURCES LTD Form CB February 28, 2005

# OMB APPROVAL

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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

### FORM CB

## TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM (AMENDMENT NO.\_\_\_)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

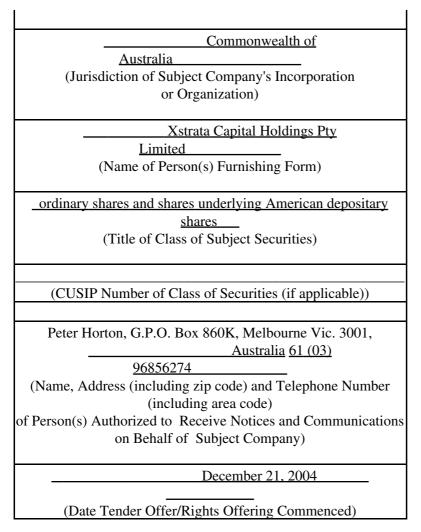
Securities Act Rule 801 (Rights Offering)	[]
Securities Act Rule 802 (Exchange Offer)	[]
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	[]
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	[X]
Exchange Act Rule 14e-2(d) (Subject Company Response)	[]

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) []

Note: Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

_	WMC Resources Limited
	_
	(Name of Subject Company)
_	Not Applicable
	(Translation of Subject Company's Name into English (if applicable))

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SEC 2560 (10-03)	Persons who respond to the collection of information contained in
	this form are not required to respond unless the form displays a
	currently valid OMB control number.

## PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

(a) Not applicable.(b) Not applicable.

Item 2. Informational Legends

Not applicable.

## PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

(1) In accordance with Chapter 6C of the Australian Corporations Act 2001, Xstrata Capital Holdings Pty Limited lodged a notice of change of interests of substantial holder (Exhibit I) with the Australian Securities and Investments Commission on February 25, 2005.

(2) Not applicable.

(3) Not applicable.

### PART III - CONSENT TO SERVICE OF PROCESS

On December 1, 2004 Xstrata Capital Holdings Pty Limited filed with the Securities and Exchange Commission an Irrevocable Consent and Power of Attorney on Form F-X.

PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By:	<u>/s/ Benny</u> Levene (Signature)
Name:	Benny Levene (Director) (Name and Title)
Date:	February 25, 2005.