

WMC RESOURCES LTD
Form CB
February 11, 2005

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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))

Commonwealth of

Australia
(Jurisdiction of Subject Company's Incorporation)

or Organization)

Xstrata Capital Holdings Pty
Limited

(Name of Person(s) Furnishing Form)

ordinary shares and shares underlying American depository
shares

(Title of Class of Subject Securities)

(CUSIP Number of Class of Securities (if applicable))

Peter Horton, G.P.O. Box 860K, Melbourne Vic. 3001,
Australia 61 (03)

96856274

(Name, Address (including zip code) and Telephone Number
(including area code)

of Person(s) Authorized to Receive Notices and Communications
on Behalf of Subject Company)

December 21, 2004

(Date Tender Offer/Rights Offering Commenced)

*** An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control Number. Any member of the public may direct to the commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden. This collection of information has been reviewed by OMB in accordance with the clearance requirements of 44 U.S.C. 3507.**

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