

The Vanguard Group

FACSIMILE MESSAGE

DATE: August 3 2011

TO: Australian Stock Exchange

FAX NUMBER: 011 612 9778 0999

FROM: _____

TELEPHONE NUMBER: _____

FAX NUMBER: _____

NUMBER OF PAGES (INCL. COVER PAGE) 4

MESSAGE OR INSTRUCTIONS: Iluka Reserves Ltd Form 604

The Vanguard Group
P. O. Box 2600
Valley Forge, PA 19482-2600

Phone: 610-669-1000

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Iluka Resources Ltd.

ACN/ARSN 008 675 018

1. Details of substantial holder (1)

Name Vanguard Precious Metals and Mining Fund
ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 01 / 08 / 2011

The previous notice was given to the company on 23 / 06 / 2011

The previous notice was dated 23 / 06 / 2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	29,500,000	7.05%	25,250,000	6.03%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
23/06/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 17.73 per Share AUD 16.84 per Share	Ordinary – 658,824	Vanguard Precious Metals & Mining Fund
24/06/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 17.38 per Share AUD 16.55 per Share	Ordinary – 250,000	Vanguard Precious Metals & Mining Fund
24/06/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 17.32 per Share AUD 16.50 per Share	Ordinary – 841,176	Vanguard Precious Metals & Mining Fund
29/06/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 17.07 per Share AUD 15.99 per Share	Ordinary – 500,000	Vanguard Precious Metals & Mining Fund
12/07/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 17.43 per Share AUD 16.45 per Share	Ordinary – 500,000	Vanguard Precious Metals & Mining Fund
22/07/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 20.66 per Share AUD 19.04 per Share	Ordinary – 500,000	Vanguard Precious Metals & Mining Fund
27/07/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 20.81 per Share AUD 18.89 per Share	Ordinary – 500,000	Vanguard Precious Metals & Mining Fund
29/07/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 19.59 per Share AUD 17.83 per Share	Ordinary – 390,102	Vanguard Precious Metals & Mining Fund
01/08/2011	Vanguard Precious Metals & Mining Fund	SELL	USD 20.32 per Share AUD 18.53 per Share	Ordinary – 109,898	Vanguard Precious Metals & Mining Fund

4. Present relevant interests

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Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Vanguard Precious Metals and Mining Fund	JPMorgan Chase Bank, N.A.	JPMorgan Chase Bank, N.A.	Beneficial Owner	Ordinary - 25,250,000	25,250,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

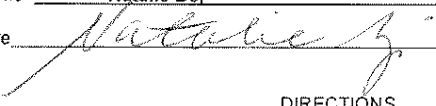
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Vanguard Precious Metals and Mining Fund	Vanguard Precious Metals and Mining Fund c/o The Vanguard Group, Inc. 455 Devon Park Drive Wayne, PA 19087 USA Attn: Nick Gould Compliance Manager Nick_Gould@Vanguard.com
JPMorgan Chase Bank, N.A.	Level 37 AAP Center 259, George Street Sydney NSW 2000 Australia

Signature

print name Natalie Bel capacity Assistant Secretary
 sign here  date 03 August 2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.