

**Form 604**

Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Iluka Resources Limited (ILU)

ACN/ARSN 008 675 018

**1. Details of substantial holder(1)**

Name BlackRock Investment Management (Australia) Limited and associated

ACN/ARSN (if applicable) entities (BlackRock Group)

There was a change in the interests of the substantial holder on 31 / 05 / 2011

The previous notice was given to the company on 25 / 02 / 2011

The previous notice was dated 12 / 10 / 2010

**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) |
| ORD                     | 25,208,290*     | 6.02%            | 34,713,302     | 8.29%            |
|                         | *previous note  | was incorrect    |                |                  |

**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 |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                | see Annexure A                         |                      |                                               |                                         |                         |
|                |                                        |                      |                                               |                                         |                         |
|                |                                        |                      |                                               |                                         |                         |

**4. Present relevant interests**

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 |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
|                             | see Annexure B                  |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |

## 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 |
|-----------------------------------|-----------------------|
| see Annexure B                    |                       |
|                                   |                       |

## 6. Addresses

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

| Name           | Address |
|----------------|---------|
| see Annexure B |         |
|                |         |

## Signature

print name Con Tzatzakis

capacity Director

sign here

date 19 / 09 / 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.

This is Annexure A of (1) pages referred to in form 604 Notice of change of interests of substantial shareholder

19-Sep-11

Con Tzatzakis, Director

Date

### 3. Changes in relevant interests

| Iluka Resources Limited (ILU)       |                                        |                      |                                                     |                                         |                         |  |
|-------------------------------------|----------------------------------------|----------------------|-----------------------------------------------------|-----------------------------------------|-------------------------|--|
| Date of Change                      | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) (AUD) | Class and number of securities affected | Person's votes affected |  |
| from 13 October 2010 to 31 May 2011 | BlackRock Group                        | Purchases            | 285,126,407                                         | ord 21,754,193                          | 21,754,193              |  |
| from 13 October 2010 to 31 May 2011 | BlackRock Group                        | Sales                | 133,641,467                                         | ord 12,249,181                          | 12,249,181              |  |

## Annexure B

This is Annexure B of (1) pages referred to in form 604 Notice of change of interests of substantial shareholder

19-Sep-11

Con Tzatzakis, Director

Date

### 4. Present Relevant Interests

### 6. Addresses

| Holder of Relevant Interests / Name                            | Class and number of Securities | Persons Votes | Address                                                                           |
|----------------------------------------------------------------|--------------------------------|---------------|-----------------------------------------------------------------------------------|
| BlackRock Financial Management, Inc.                           | ORD 15,079                     | 15,079        | 40 E. 52nd Street<br>New York, NY 10022                                           |
| BlackRock Fund Managers Ltd                                    | ORD 95,096                     | 95,096        | 33 King William Street<br>London EC4R 9AS, UK                                     |
| BlackRock Asset Management Canada Limited                      | ORD 161,570                    | 161,570       | 161 Bay Street, Suite 2500<br>Toronto, Ontario M5J 2S1                            |
| BlackRock Investment Management (Korea) Ltd.                   | ORD 165,000                    | 165,000       | 23/F Seoul Finance Centre<br>84 Taepyeongno 1-ga, Jung-gu<br>Seoul 100-768, Korea |
| BlackRock (Channel Islands) Ltd                                | ORD 185,000                    | 185,000       | Forum House, Grenville Street<br>St Helier JE4 8RL, Jersey                        |
| BlackRock Investment Management, LLC                           | ORD 274,687                    | 274,687       | 800 Scudders Mill Road<br>Plainsboro, NJ 08536                                    |
| BlackRock Asset Management Japan Limited                       | ORD 857,841                    | 857,841       | Marunouchi Trust Tower Main,<br>1-8-3 Marunouchi, Chiyoda-ku<br>Tokyo 100-8217    |
| BlackRock International Ltd.                                   | ORD 919,665                    | 919,665       | 40 Torphichen Street<br>Edinburgh EH3 8JB                                         |
| BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)   | ORD 946,455                    | 946,455       | Level 19, 120 Collins St<br>Melbourne Australia                                   |
| BlackRock Advisors, LLC                                        | ORD 1,280,186                  | 1,280,186     | 100 Bellevue Parkway<br>Wilmington, DE 19809                                      |
| BlackRock Advisors (UK) Ltd.                                   | ORD 2,508,015                  | 2,508,015     | Murray House<br>1Royal Mint Court<br>London, EC3N 4HH, UK                         |
| BlackRock Fund Advisors                                        | ORD 4,170,332                  | 4,170,332     | 400 Howard Street<br>San Francisco, CA, 94105                                     |
| BlackRock Asset Management Australia Limited (ACN 001 804 566) | ORD 4,389,094                  | 4,389,094     | Level 43, Grosvenor Place<br>225 George Street<br>Sydney NSW 2000 Australia       |
| BlackRock Investment Management (LUX)                          | ORD 5,800,000                  | 5,800,000     | 6d route de Treves<br>Luxembourg                                                  |

| Holder of Relevant Interests / Name         | Class and number of Securities |           | Persons Votes | Address                                       |
|---------------------------------------------|--------------------------------|-----------|---------------|-----------------------------------------------|
| BlackRock Institutional Trust Company, N.A. | ORD                            | 6,102,429 | 6,102,429     | 400 Howard Street<br>San Francisco, CA, 94105 |
| BlackRock Investment Management (UK) Ltd    | ORD                            | 6,842,853 | 6,842,853     | 33 King William Street<br>London EC4R 9AS, UK |