

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 080 675 018

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 04 / 10 / 2011

The previous notice was given to the company on 19 / 09 / 2011

The previous notice was dated 14 / 07 / 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)
ORD	39,684,223	9.48%	44,369,327	10.60%

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 22 / 11 / 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.

Annexure A

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

22-Nov-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 15 July 2011 to 4 October 2011	BlackRock Group	Purchases	125,088,274	ord	8,495,499	8,495,499
from 15 July 2011 to 4 October 2011	BlackRock Group	Sales	61,480,094	ord	3,810,395	3,810,395

Annexure B

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

22-Nov-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 Investment Management (Dublin) Ltd	ORD 4,068	4,068	Dublin, Ireland
BlackRock Financial Management, Inc.	ORD 17,979	17,979	40 E. 52nd Street New York, NY 10022
BlackRock (Netherlands) B.V.	ORD 38,832	38,832	Rembrandt Tower, 17th floor Amstelplein Amsterdam Netherlands
BlackRock Fund Managers Ltd	ORD 94,390	94,390	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock (Channel Islands) Ltd	ORD 140,000	140,000	Forum House, Grenville Street St Helier JE1 0BR, Jersey
BlackRock Investment Management (Korea) Ltd.	ORD 142,100	142,100	23/F Seoul Finance Centre 84 Taepyeongno 1-ga, Jung-gu Seoul 100-768, Korea
BlackRock Asset Management Canada Limited	ORD 293,910	293,910	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1
BlackRock Investment Management, LLC	ORD 316,806	316,806	1 University Square Drive, Princeton, NJ 08540
BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)	ORD 457,182	457,182	Level 19, 120 Collins St Melbourne Australia
BlackRock International Ltd.	ORD 952,750	952,750	40 Torphichen Street Edinburgh EH3 8JB
BlackRock Advisors, LLC	ORD 1,158,686	1,158,686	100 Bellevue Parkway Wilmington, DE 19809
BlackRock Asset Management Japan Limited	ORD 1,889,632	1,889,632	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku Tokyo 100-8217
BlackRock Advisors (UK) Ltd.	ORD 2,639,638	2,639,638	Murray House 1Royal Mint Court London, EC3N 4HH, UK
BlackRock Fund Advisors	ORD 4,347,001	4,347,001	400 Howard Street San Francisco, CA, 94105

Holder of Relevant Interests / Name	Class and number of Securities		Persons Votes	Address
BlackRock Asset Management Australia Limited (ACN 001 804 566)	ORD	4,364,654	4,364,654	Level 43, Grosvenor Place 225 George Street Sydney NSW 2000 Australia
BlackRock Investment Management (UK) Ltd	ORD	6,708,467	6,708,467	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Investment Management (LUX)	ORD	9,002,500	9,002,500	6d route de Treves Luxembourg
BlackRock Institutional Trust Company, N.A.	ORD	11,800,732	11,800,732	400 Howard Street San Francisco, CA, 94105