



Iluka
Resources
Limited

2012

Notice of Annual General Meeting

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting of Shareholders of Iluka Resources Limited ABN 34 008 675 018 (Iluka or Company) will be held in the River View Room 5 at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth on **Wednesday, 23 May 2012** commencing at 9.30am (WST).

A map and transport instructions are included with this Notice of Annual General Meeting.

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting. The Explanatory Memorandum describes the various matters to be considered in relation to the business to be conducted at the Annual General Meeting. This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum.

AGENDA

Financial Reports

To receive and consider the annual financial report, Directors' report and auditor's report for the Company and its controlled entities for the year ended 31 December 2011.

Ordinary Resolutions

1. Re-election of Director – Mr John Pizzey

To consider and, if thought fit, to pass the following ordinary resolution:

That John Pizzey who retires in accordance with Article 17.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director.

2. Re-election of Director – Mr Gavin Rezos

To consider and, if thought fit, to pass the following ordinary resolution:

That Gavin Rezos who retires in accordance with Article 17.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director.

3. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following ordinary resolution:

That the Remuneration Report of the Company for the year ended 31 December 2011 as set out in the Company's 2011 Annual Report be adopted by the Company.

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Recent amendments to the Corporations Act mean that if 25 per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election. For further information, please refer to the Explanatory Memorandum.

Voting exclusion: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or their closely related parties (which includes their spouse, child, dependent, other family members and any controlled company). Please refer to the Explanatory Memorandum for further details.

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

Proxy Instructions

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two individuals to act as proxies to attend and vote on that Shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be delivered to or sent by facsimile transmission to the Company's share registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia**, facsimile number **1800 783 447** and outside Australia **+61 (3) 9473 2555** or to the Company's registered office at Level 23, 140 St George's Terrace, Perth, Western Australia, 6000, facsimile number **+61 (8) 9360 4777**, at least 48 hours prior to the Meeting, or adjourned meeting as the case may be, at which the individual named in the Proxy Form proposes to vote.

Alternatively, you may register your proxy instructions electronically at the Share Registry website www.investorvote.com by 9.30am (WST), Monday, 21 May 2012. For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy may, but need not, be a Shareholder.

In the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form.

Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a proportion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates of appointment of corporate representative are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

Voting Entitlement (Snapshot Date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at the close of business on **Monday, 21 May 2012**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

At the Meeting the Chairman will allow a reasonable opportunity for Iluka Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Nick Henry of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report from the year end 31 December 2011 (or his representative), will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than **5.00pm WST on Friday, 18 May 2012**:

In person: 23rd Floor, 140 St George's Terrace, Perth WA 6000

By mail: Company Secretary, Iluka Resources Limited
23rd Floor, 140 St George's Terrace, Perth WA 6000

By fax: (08) 9360 4777 (within Australia)
+61 8 9360 4777 (outside Australia)

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by **Monday, 21 May 2012**, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2011. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

BY ORDER OF THE BOARD



CAMERON WILSON
Company Secretary

Dated: 27 March 2012

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information and benefit of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which may be material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting. This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting.

Unless the context otherwise requires, capitalised terms used in this Explanatory Memorandum have the same meaning given to them in the Glossary set out in Schedule 1 to this Explanatory Memorandum.

FINANCIAL REPORTS

The Corporations Act requires the Annual Report of the Company (which includes the Directors' report, auditors' report and the financial statements of the Company for the year ended 31 December 2011) to be tabled at the Annual General Meeting.

Iluka's 2011 Annual Report (which includes the annual financial report, Directors' report and auditor's report) has been sent to those Shareholders who requested it. The 2011 Annual Report can be found on the Company's website (www.iluka.com).

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or financial statements.

During this item, there will be an opportunity for Shareholders to ask questions about, or comment on, the reports and the management and performance of the Company.

Ordinary Resolutions

1. Resolution 1 - Re-election of Director – Mr John Pizzey

John Pizzey, BE (Chem), FElDip (Management), FTSE, FAICD, FAIM

John Pizzey retires under the director rotation provisions of Article 17.2 of the Company's Constitution. Mr Pizzey, being eligible, has offered himself for re-election as a Director.

Mr Pizzey was appointed to the Board in November 2005. He has extensive experience in mining and mineral processing. Mr Pizzey was Chairman of Alcoa of Australia and held a number of senior executive positions with Alcoa Inc (USA). He is Chairman of Alumina Limited and a director of Amcor Limited. He was formerly a director of St Vincent's Medical Research Institute (retired November 2011) and Chairman of the London Metal Exchange UK from 1997 to 2003. Mr Pizzey is the Chairman of the Board and a member of the Remuneration and Nomination Committee.

The Board (other than Mr Pizzey) recommends that Shareholders vote in favour of the resolution to re-elect Mr Pizzey.

2. Resolution 2 – Re-election of Director – Mr Gavin Rezos

Gavin Rezos, BA, LLB, B.Juris, MAICD

Gavin Rezos retires under the director rotation provisions of Article 17.2 of the Company's Constitution. Mr Rezos, being eligible, has offered himself for re-election as a Director.

Mr Rezos was appointed to the Board in June 2006. He has extensive Australian and international investment banking experience and is a former Investment Banking Director of the HSBC Group with regional roles during his HSBC career based in London, Sydney and Dubai. Mr Rezos has held chief executive positions and executive directorships of companies in the technology, energy and resources areas in the UK, US and Singapore and was formerly a Director of Amity Oil NL (Antares). He is Chairman of Alexium International Group Limited, a principal of Viaticus Capital Pty Ltd and a Director of Rowing Australia. Mr Rezos is a member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

The Board (other than Mr Rezos) recommends that Shareholders vote in favour of the resolution to re-elect Mr Rezos.

3. Resolution 3 - Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' report in the Company's Annual Report.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and link between the remuneration of Key Management Personnel and the Company's performance; and
- sets out the remuneration arrangements in place for each Director and for the Managing Director and other Key Management Personnel.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 3 is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25 per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

Division 9 of Part 2G.2 was inserted into the Corporations Act by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth).

The Company encourages all eligible Shareholders to cast their votes in favour of Resolution 3 (Remuneration Report).

A vote on Resolution 3 must not be cast (in any capacity) by or on behalf of either a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or their closely related parties.

Any undirected proxies held by the Chairman of the Annual General Meeting, other Directors or other Key Management Personnel or any of their closely related parties will not be voted on Resolution 3 (Remuneration Report). Accordingly, if you appoint the Chairman of the Meeting as your proxy, you should direct him on how to vote on Resolution 3 if you want your Shares to be voted on that item of business.

NOTICE OF ANNUAL GENERAL MEETING

Schedule 1 - Glossary

In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or Meeting	Annual General Meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Annual Report	The Company's annual report including the reports of the Directors and the auditor and the financial statements of the Company of the year ended 31 December 2011 which can be downloaded from the Company's website at www.iluka.com .
Board	Board of Directors.
Company or Iluka	Iluka Resources Limited ACN 008 675 018.
Company Secretary	The Company Secretary of the Company at the time of the Annual General Meeting, Mr Cameron Wilson.
Constitution	The Company's constitution.
Corporations Act	The Corporations Act 2001 (Cth).
Director	A director of the Company.
Explanatory Memorandum	This explanatory memorandum which accompanies and forms part of the Notice of Annual General Meeting.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Managing Director	The Managing Director of the Company, Mr David Robb.
Notice and Notice of Meeting	The notice of Annual General Meeting which accompanies this Explanatory Memorandum.
Proxy Form	The proxy form accompanying this Notice.
Remuneration Report	The remuneration report appearing in the Annual Report.
Resolution	A resolution referred to in the Notice of Meeting.
Share	A share in the Company.
Shareholder	A registered holder of a Share.
WST	Western Standard Time.

Meeting Venue

River View Room 5 at the Perth Convention and Exhibition Centre,
21 Mounts Bay Road, Perth

Wednesday, 23 May 2012
commencing at 9.30am (WST)

The Perth Convention and Exhibition Centre is located in Perth city, adjacent to the Swan River.

Walking

Walking access into the Centre on Level 1 is via Mill Street or Mounts Bay Road. Level 2 can be accessed via the Esplanade Busport overpass.

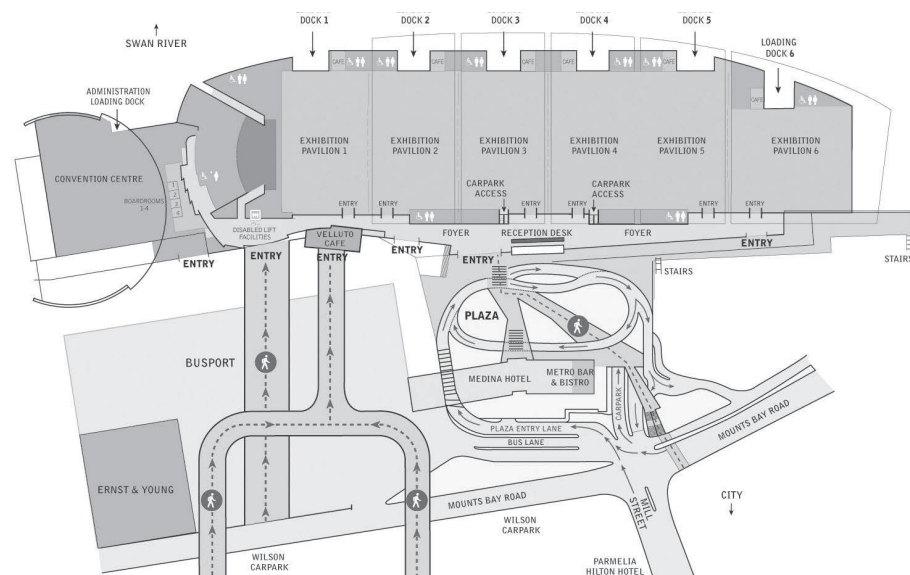
Driving

Access to the City of Perth Convention Centre Car Park is via Mill Street, Mounts Bay Road and the Riverside Drive off ramp of the Mitchell Freeway. Access to Level 1 Plaza area is from Mill Street or Mounts Bay Road.

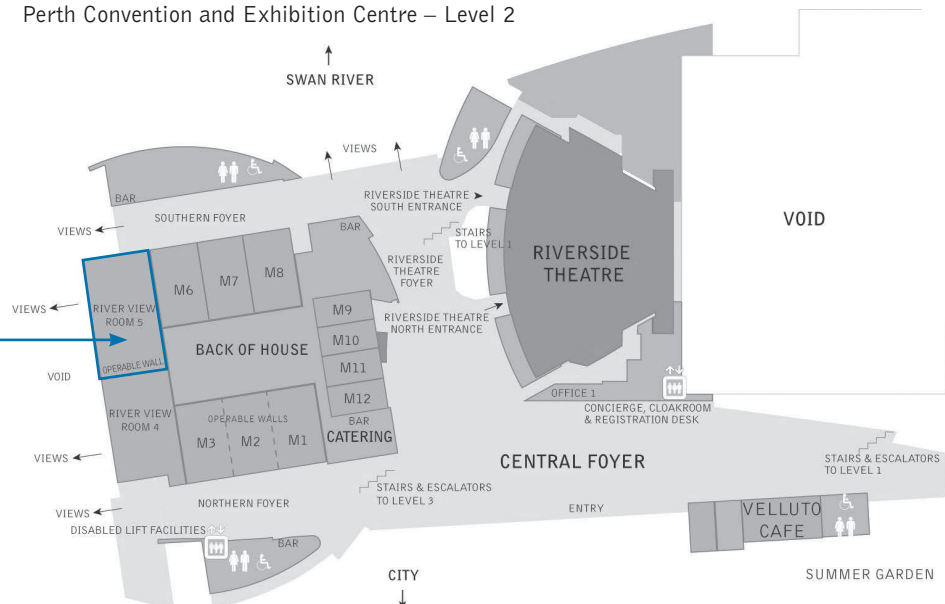
Public Transport

Access to the Perth Centre via Public Transport is via the Esplanade Busport or from the Esplanade Train Station.

Perth Convention and Exhibition Centre – Access



Perth Convention and Exhibition Centre – Level 2



Iluka AGM 2012

River View Room 5
Perth Convention and
Exhibition Centre



Iluka Resources Limited

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