

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: **Iluka Resources Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: **FMR LLC and FIL Limited (FIL)**
ACN/ARSN (if applicable)

The holder became a substantial holder on **27 June 2013**

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	20,950,526	5.00%	5.00%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
FMR LLC & FIL	Parent companies of a fund management group with power to exercise control over disposal of the securities	20,950,526

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Number of securities
FMR LLC & FIL	Fid POC Global (W) Man Res Plt	548
FMR LLC & FIL	FID INTL EQ CF MATERIALS SUB	939,293
FMR LLC & FIL	STATE BRD ADM OF FL-PAC T55116	379,307
FMR LLC & FIL	FID INTL DISCIPLINED EQUITY FD	19,817
FMR LLC & FIL	NATIONAL PENSION SERVICE	44,655
FMR LLC & FIL	PYRAMIS SELECT INTL EQ CM T319	673,440
FMR LLC & FIL	KENTUCKY INS PAC BASIN T2348	36,106
FMR LLC & FIL	FUND 232	1,594,510

FMR LLC & FIL	OH P&F ACWI XUS PB XJPN T50412	130,422
FMR LLC & FIL	AGILENT TEC INT-PAC BAS T50416	43,330
FMR LLC & FIL	PYR CANA SEL GLBL EQ TR T55281	46,414
FMR LLC & FIL	CATERPILLAR INC 401K SI T50578	15,098
FMR LLC & FIL	RIO TINTO STAFF SUPER FUND	300,077
FMR LLC & FIL	FIDUCIAN PORTFOLIO SERVICES	52,533
FMR LLC & FIL	SAI SELCT INTL PYR SUB T53287	40,541
FMR LLC & FIL	IBM CANADA SELECT INT'L T2286	23,315
FMR LLC & FIL	DALLAS POLICE & FIRE T50092	11,499
FMR LLC & FIL	KBR PAC BASN EX JPN SUB T55378	23,431
FMR LLC & FIL	CATERPLL R VEBA SEL EUR T55257	6,098
FMR LLC & FIL	OREGON INVMT CL SEL INT T55271	109,912
FMR LLC & FIL	FID SELECT GLB EX-JP EQ T55415	2,233
FMR LLC & FIL	SAI SEL INTL MULTI-MGR T54447	2,100
FMR LLC & FIL	KENTUCKY PEN PAC BASIN T2343	112,883
FMR LLC & FIL	NORTH YORKSHIRE COUNTY COUNCIL	37,059
FMR LLC & FIL	BR SHELL RETIREMENT	5,800
FMR LLC & FIL	HALLIBURTON INTL GRO PB T55203	49,477
FMR LLC & FIL	BP MASTER TR FOR EMP PP T55275	42,501
FMR LLC & FIL	WISCONSIN SIB FIX PAC T55233	476,600
FMR LLC & FIL	GLOBAL - SOUTH EAST ASIA SUB	51,006
FMR LLC & FIL	FID PACIFIC BASIN FUND	286,996
FMR LLC & FIL	FIDELITY OVERSEAS FUND -CANADA	2,575
FMR LLC & FIL	BARCLAYS AUSTRALIA FUND	32,516
FMR LLC & FIL	AUSTRALIANSUPER PTY LTD	3,644,289
FMR LLC & FIL	BANK OF MONTREAL S INTL T55349	29,238
FMR LLC & FIL	PY SLCT GLBL EQUITY CP T51438	16,944
FMR LLC & FIL	PYRAMIS INTL GRW PAC BSN T2333	117,866
FMR LLC & FIL	AST FI PYR AA IG PAC XJPT52905	40,353
FMR LLC & FIL	MINNESOTA SBI SEL INTL T55303	61,164
FMR LLC & FIL	ILLINOIS SURS-SEL INTL T50448	45,932
FMR LLC & FIL	NRRT GRW PB EX JP SUB T54899	174,337
FMR LLC & FIL	CATERPILLAR INC T55207	81,476
FMR LLC & FIL	ASIAN DEVELOPMENT BANK	14,715
FMR LLC & FIL	SHELL OIL SELECT INTL T55322	46,927
FMR LLC & FIL	FID GLOBAL EQUITY INVESMENT TR	1,797
FMR LLC & FIL	Chevron US Sel GL Sub T27006	23,126
FMR LLC & FIL	DEUTSCHE ARZTE - ROW	10,300
FMR LLC & FIL	FID AUSTRALIAN OPPORTUNITIES	7,712
FMR LLC & FIL	WISCONSIN SIB VAR-PB T55245	33,201
FMR LLC & FIL	FID POC GBL KOK MGD RESRCH PLT	550
FMR LLC & FIL	HQ SLCT INTL INV ACCT T55492	62,649
FMR LLC & FIL	PRINCIPAL PARTNERS INTL T50423	18,788
FMR LLC & FIL	GPIF SG	99,115
FMR LLC & FIL	COLONIAL FIRST STATE AUS F 24	622,771
FMR LLC & FIL	LA WTR PWR PAC X JPN SB T52361	105,528

FMR LLC & FIL	STANISLAUS ERA IG PBXJ T50585	23,667
FMR LLC & FIL	WICHITA RET SYS PAC BSN T50636	22,168
FMR LLC & FIL	PYR INTL GRTH PBAS XJPN T16624	348,348
FMR LLC & FIL	PYR SELECT INTL EQ LLC T51488	15,785
FMR LLC & FIL	PYR COMMODITY EQ PILOT T54595	177
FMR LLC & FIL	LONDON LIFE INTL EQTY T55479	24,023
FMR LLC & FIL	CITY OF FRESNO RT SY-SI T50621	22,572
FMR LLC & FIL	PYRAMIS SLCT INTL EQ TR T55106	89,939
FMR LLC & FIL	ROYAL BOROUGH OF KINGST PEN FD	15,439
FMR LLC & FIL	FID GLOBAL OPPORTNTS INTL SUB	290
FMR LLC & FIL	ARRE INKA GA	10,304
FMR LLC & FIL	FID ASIASTAR FD EXJAPAN EQ SUB	70,954
FMR LLC & FIL	WORLD BANK SELECT INTL T55274	41,537
FMR LLC & FIL	GUIDEMARK WORLD EX US T53708	34,855
FMR LLC & FIL	FID FAR EAST FUND - CANADA	471,991
FMR LLC & FIL	OREGON INV COUNCIL CSF T55433	16,029
FMR LLC & FIL	GM CAD SAL SEL INTL T55633	5,272
FMR LLC & FIL	VGH HANNOVER RW	15,813
FMR LLC & FIL	MLC INVESTMENTS LIMITED	626,232
FMR LLC & FIL	FA INT SOUTH EAST ASIA SUB	80,327
FMR LLC & FIL	MINN SBI-MSCI WXUS-PBXJ T55308	66,071
FMR LLC & FIL	PYRAMIS INST INT GR PXJP T2311	9,904
FMR LLC & FIL	STATE SUPER FINANCIAL SERVICES	287,492
FMR LLC & FIL	ALLTRI INKA GA	5,927
FMR LLC & FIL	LONDON BOROUGH OF CROYDON PENS	10,087
FMR LLC & FIL	CIBC IMP OS EQ POOL PB T55340	8,004
FMR LLC & FIL	CALPERS SELCT INTL PORT T55434	131,145
FMR LLC & FIL	TVA SEL INTL PLUS SEP T53650	34,605
FMR LLC & FIL	FID FDS - AUSTRALIA POOL	782,819
FMR LLC & FIL	NPFA SG	49,196
FMR LLC & FIL	FID GLOBAL DISC EQUITY (INTL)	12,310
FMR LLC & FIL	FID INTERNATIONAL EQTY INV TR	25,528
FMR LLC & FIL	Chev UK Pen Sel GI Sub T27009	6,269
FMR LLC & FIL	ESSEX COUNTY COUNCIL PENS FUND	24,006
FMR LLC & FIL	BR SHELL PROVIDENT	4,500
FMR LLC & FIL	FIL ACTIVE AUSTRALIAN EQUITY	2,020,794
FMR LLC & FIL	FID POC GBL ACR MGD RESRCH PLT	549
FMR LLC & FIL	FID GLBL COMMODITY STK FUND	28,210
FMR LLC & FIL	LADWP RHBF PACB XJPN SB T52684	15,723
FMR LLC & FIL	CALPERS SEL INTL PORT T55486	18,792
FMR LLC & FIL	NATIONAL BANK SLCT GLBL T55507	29,112
FMR LLC & FIL	FID FDS - PACIFIC POOL	592,444
FMR LLC & FIL	RIVERSOURCE SELECT INTL T52973	176,173
FMR LLC & FIL	GM SAL SELECT INTL PORT T53647	15,500
FMR LLC & FIL	FIJ IT JPN ASIA GROWTH MOTHER	34,160
FMR LLC & FIL	SGE MM ROW	62,404

FMR LLC & FIL	ACCIDENT REHAB & CMP-GLB EX-US	170,280
FMR LLC & FIL	CIBC INTL EQTY PAC BAS T55010	113,502
FMR LLC & FIL	GM CAD HR SELECT INTL T55533	20,440
FMR LLC & FIL	UAW RMBT SEL INTL T55189	45,487
FMR LLC & FIL	FIDELITY AUSTRALIAN EQ FUND	3,263,164
FMR LLC & FIL	FIDELITY ASIA CYCL PILOT FUND	2,477
FMR LLC & FIL	GM HOURLY-RATE SEL INTL T55193	91,729
FMR LLC & FIL	IBRD PEBP SEL INTL PORT T27221	4,583
FMR LLC & FIL	FID POC GBL AC MNGD RESRCH PLT	548
Total	5.00%	20,950,526

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is 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
			AU \$	Common Stock	Common Stock
1 March 2013	FMR LLC & FIL	BUY	10.13	5,000	5,000
2 April 2013	FMR LLC & FIL	BUY	9.47	17	17
2 April 2013	FMR LLC & FIL	BUY	9.47	1,899	1,899
2 April 2013	FMR LLC & FIL	BUY	9.47	3,065	3,065
2 April 2013	FMR LLC & FIL	BUY	9.47	4,869	4,869
2 April 2013	FMR LLC & FIL	BUY	9.47	25,856	25,856
18 April 2013	FMR LLC & FIL	BUY	8.74	56,087	56,087
19 April 2013	FMR LLC & FIL	BUY	8.88	42,303	42,303
23 April 2013	FMR LLC & FIL	BUY	8.80	5,000	5,000
23 April 2013	FMR LLC & FIL	BUY	8.76	20,000	20,000
23 April 2013	FMR LLC & FIL	BUY	8.80	2,796	2,796
26 April 2013	FMR LLC & FIL	BUY	8.80	40,219	40,219
8 May 2013	FMR LLC & FIL	BUY	10.17	2,477	2,477
21 May 2013	FMR LLC & FIL	BUY	11.14	23,535	23,535
21 May 2013	FMR LLC & FIL	BUY	11.14	17,166	17,166
21 May 2013	FMR LLC & FIL	BUY	11.14	4,342	4,342
21 May 2013	FMR LLC & FIL	BUY	11.14	60,882	60,882
21 May 2013	FMR LLC & FIL	BUY	11.14	25,098	25,098
21 May 2013	FMR LLC & FIL	BUY	11.14	27,664	27,664
21 May 2013	FMR LLC & FIL	BUY	11.14	23,873	23,873
21 May 2013	FMR LLC & FIL	BUY	11.14	13,798	13,798
21 May 2013	FMR LLC & FIL	BUY	11.14	19,602	19,602
21 May 2013	FMR LLC & FIL	BUY	11.14	61,283	61,283

21 May 2013	FMR LLC & FIL	BUY	11.14	8,533	8,533
21 May 2013	FMR LLC & FIL	BUY	11.14	57,273	57,273
21 May 2013	FMR LLC & FIL	BUY	11.14	35,915	35,915
21 May 2013	FMR LLC & FIL	BUY	11.14	94,759	94,759
21 May 2013	FMR LLC & FIL	BUY	11.14	71,000	71,000
21 May 2013	FMR LLC & FIL	BUY	11.14	5,375	5,375
21 May 2013	FMR LLC & FIL	BUY	11.14	62,631	62,631
21 May 2013	FMR LLC & FIL	BUY	11.14	208,533	208,533
21 May 2013	FMR LLC & FIL	BUY	11.14	12,859	12,859
21 May 2013	FMR LLC & FIL	BUY	11.14	205,866	205,866
21 May 2013	FMR LLC & FIL	BUY	11.14	12,031	12,031
21 May 2013	FMR LLC & FIL	BUY	11.14	258,642	258,642
21 May 2013	FMR LLC & FIL	BUY	11.14	18,018	18,018
22 May 2013	FMR LLC & FIL	BUY	11.57	9,035	9,035
22 May 2013	FMR LLC & FIL	BUY	11.57	6,593	6,593
22 May 2013	FMR LLC & FIL	BUY	11.57	1,670	1,670
22 May 2013	FMR LLC & FIL	BUY	11.57	23,395	23,395
22 May 2013	FMR LLC & FIL	BUY	11.57	21,628	21,628
22 May 2013	FMR LLC & FIL	BUY	11.57	10,642	10,642
22 May 2013	FMR LLC & FIL	BUY	11.57	9,190	9,190
22 May 2013	FMR LLC & FIL	BUY	11.57	5,299	5,299
22 May 2013	FMR LLC & FIL	BUY	11.57	7,532	7,532
22 May 2013	FMR LLC & FIL	BUY	11.57	23,548	23,548
22 May 2013	FMR LLC & FIL	BUY	11.57	3,278	3,278
22 May 2013	FMR LLC & FIL	BUY	11.57	22,000	22,000
22 May 2013	FMR LLC & FIL	BUY	11.57	13,774	13,774
22 May 2013	FMR LLC & FIL	BUY	11.57	36,411	36,411
22 May 2013	FMR LLC & FIL	BUY	11.57	27,222	27,222
22 May 2013	FMR LLC & FIL	BUY	11.57	2,064	2,064
22 May 2013	FMR LLC & FIL	BUY	11.57	24,054	24,054
22 May 2013	FMR LLC & FIL	BUY	11.57	80,209	80,209
22 May 2013	FMR LLC & FIL	BUY	11.57	4,935	4,935
22 May 2013	FMR LLC & FIL	BUY	11.57	79,059	79,059
22 May 2013	FMR LLC & FIL	BUY	11.57	4,621	4,621
22 May 2013	FMR LLC & FIL	BUY	11.57	99,346	99,346
22 May 2013	FMR LLC & FIL	BUY	11.57	6,920	6,920
23 May 2013	FMR LLC & FIL	BUY	11.55	743	743
23 May 2013	FMR LLC & FIL	BUY	11.55	542	542
23 May 2013	FMR LLC & FIL	BUY	11.55	137	137
23 May 2013	FMR LLC & FIL	BUY	11.55	1,924	1,924
23 May 2013	FMR LLC & FIL	BUY	11.55	1,778	1,778
23 May 2013	FMR LLC & FIL	BUY	11.55	875	875
23 May 2013	FMR LLC & FIL	BUY	11.55	756	756
23 May 2013	FMR LLC & FIL	BUY	11.55	436	436
23 May 2013	FMR LLC & FIL	BUY	11.55	619	619
23 May 2013	FMR LLC & FIL	BUY	11.55	1,936	1,936

23 May 2013	FMR LLC & FIL	BUY	11.55	270	270
23 May 2013	FMR LLC & FIL	BUY	11.55	1,809	1,809
23 May 2013	FMR LLC & FIL	BUY	11.55	1,133	1,133
23 May 2013	FMR LLC & FIL	BUY	11.55	2,994	2,994
23 May 2013	FMR LLC & FIL	BUY	11.55	2,238	2,238
23 May 2013	FMR LLC & FIL	BUY	11.55	170	170
23 May 2013	FMR LLC & FIL	BUY	11.55	1,978	1,978
23 May 2013	FMR LLC & FIL	BUY	11.55	6,595	6,595
23 May 2013	FMR LLC & FIL	BUY	11.55	406	406
23 May 2013	FMR LLC & FIL	BUY	11.55	6,501	6,501
23 May 2013	FMR LLC & FIL	BUY	11.55	380	380
23 May 2013	FMR LLC & FIL	BUY	11.55	8,169	8,169
23 May 2013	FMR LLC & FIL	BUY	11.55	569	569
31 May 2013	FMR LLC & FIL	BUY	11.49	4,978	4,978
31 May 2013	FMR LLC & FIL	BUY	11.38	5,039	5,039
31 May 2013	FMR LLC & FIL	BUY	11.49	3,642	3,642
31 May 2013	FMR LLC & FIL	BUY	11.38	3,687	3,687
31 May 2013	FMR LLC & FIL	BUY	11.49	922	922
31 May 2013	FMR LLC & FIL	BUY	11.38	933	933
31 May 2013	FMR LLC & FIL	BUY	11.49	13,046	13,046
31 May 2013	FMR LLC & FIL	BUY	11.38	13,208	13,208
31 May 2013	FMR LLC & FIL	BUY	11.49	11,156	11,156
31 May 2013	FMR LLC & FIL	BUY	11.38	11,294	11,294
31 May 2013	FMR LLC & FIL	BUY	11.49	234,535	234,535
31 May 2013	FMR LLC & FIL	BUY	11.38	237,456	237,456
31 May 2013	FMR LLC & FIL	BUY	11.38	53,761	53,761
31 May 2013	FMR LLC & FIL	BUY	11.49	5,876	5,876
31 May 2013	FMR LLC & FIL	BUY	11.38	5,949	5,949
31 May 2013	FMR LLC & FIL	BUY	11.49	5,079	5,079
31 May 2013	FMR LLC & FIL	BUY	11.38	5,143	5,143
31 May 2013	FMR LLC & FIL	BUY	11.49	1,937	1,937
31 May 2013	FMR LLC & FIL	BUY	11.38	1,961	1,961
31 May 2013	FMR LLC & FIL	BUY	11.49	4,151	4,151
31 May 2013	FMR LLC & FIL	BUY	11.38	4,202	4,202
31 May 2013	FMR LLC & FIL	BUY	11.49	12,977	12,977
31 May 2013	FMR LLC & FIL	BUY	11.38	13,139	13,139
31 May 2013	FMR LLC & FIL	BUY	11.49	1,810	1,810
31 May 2013	FMR LLC & FIL	BUY	11.38	1,832	1,832
31 May 2013	FMR LLC & FIL	BUY	11.49	12,147	12,147
31 May 2013	FMR LLC & FIL	BUY	11.38	12,299	12,299
31 May 2013	FMR LLC & FIL	BUY	11.49	7,577	7,577
31 May 2013	FMR LLC & FIL	BUY	11.38	7,672	7,672
31 May 2013	FMR LLC & FIL	BUY	11.49	19,962	19,962
31 May 2013	FMR LLC & FIL	BUY	11.38	20,211	20,211
31 May 2013	FMR LLC & FIL	BUY	11.49	14,888	14,888
31 May 2013	FMR LLC & FIL	BUY	11.38	15,074	15,074

31 May 2013	FMR LLC & FIL	BUY	11.49	1,140	1,140
31 May 2013	FMR LLC & FIL	BUY	11.38	1,155	1,155
31 May 2013	FMR LLC & FIL	BUY	11.49	13,219	13,219
31 May 2013	FMR LLC & FIL	BUY	11.38	13,383	13,383
31 May 2013	FMR LLC & FIL	BUY	11.49	35,825	35,825
31 May 2013	FMR LLC & FIL	BUY	11.38	36,270	36,270
31 May 2013	FMR LLC & FIL	BUY	11.49	2,717	2,717
31 May 2013	FMR LLC & FIL	BUY	11.38	2,750	2,750
31 May 2013	FMR LLC & FIL	BUY	11.49	43,669	43,669
31 May 2013	FMR LLC & FIL	BUY	11.38	44,212	44,212
31 May 2013	FMR LLC & FIL	BUY	11.49	2,552	2,552
31 May 2013	FMR LLC & FIL	BUY	11.38	2,584	2,584
31 May 2013	FMR LLC & FIL	BUY	11.49	54,880	54,880
31 May 2013	FMR LLC & FIL	BUY	11.38	55,563	55,563
31 May 2013	FMR LLC & FIL	BUY	11.49	3,823	3,823
31 May 2013	FMR LLC & FIL	BUY	11.38	3,871	3,871
3 June 2013	FMR LLC & FIL	BUY	11.12	15,500	15,500
3 June 2013	FMR LLC & FIL	BUY	11.12	2,601	2,601
4 June 2013	FMR LLC & FIL	BUY	11.44	1,117	1,117
4 June 2013	FMR LLC & FIL	BUY	11.44	7,616	7,616
14 June 2013	FMR LLC & FIL	BUY	10.40	895	895
14 June 2013	FMR LLC & FIL	BUY	10.40	6,113	6,113
17 June 2013	FMR LLC & FIL	BUY	10.28	5,018	5,018
19 June 2013	FMR LLC & FIL	BUY	10.50	341	341
19 June 2013	FMR LLC & FIL	BUY	10.50	1,047	1,047
21 June 2013	FMR LLC & FIL	BUY	9.76	418	418
26 June 2013	FMR LLC & FIL	BUY	9.79	8,382	8,382
27 June 2013	FMR LLC & FIL	BUY	10.05	203,604	203,604
			Total Markey Buys	3,441,457	3,441,457

6, Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are all follows:

Name and ACN/ARSN (if applicable)	Nature of association
FMR LLC	FMR LLC is a Delaware limited liability company with its principal place of business at 245 Summer Street, Boston, Massachusetts. Fidelity Management & Research Company (FMR Co.), Fidelity Management Trust Company (FMTC) and Pyramis Global Advisors LLC (PGALLC) are wholly-owned subsidiaries of FMR LLC and under the common control of FMR LLC. Each may be considered a related body corporate and hence an 'associate' of FMR LLC, as such term is used in the Corporations Law 2001. FMR Co. is advisor to registered holders named in Section 4 and has power under its management agreements to dispose of the subject shares. FMR Co. also carries out voting under the written guidelines established by the Boards of Trustees of the Funds which are registered holders. The relevant interests of FMTC and PGALLC consist of the

	power to dispose of, and may also consist of the power to vote or direct the voting of, the shares of institutional accounts with which they each have management agreements.
FIL	FIL Limited (FIL), previously known as Fidelity International Limited) is a Bermuda domiciled company with a registered office at Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda. FIL may vote or direct the voting of the shares of registered holders named in Section 4 under written guidelines established by the Board of Directors of FIL. FIL and its subsidiary management companies such as Fidelity Investments International (FII) and Fidelity Pensions Management (FPM) have power to dispose of shares of funds of registered holders named in Section 4 and/or of institutional accounts with which the companies have management agreements. FII and FPM are wholly-owned subsidiary of FIL and hence 'associates' of FIL as such term is used in the Corporations Law 2001.

1. Addresses

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

Name	Address
FMR LLC	245 Summer Street, Boston, MA 02210
FIL	PO Box HM 670, Hamilton HMCX, Bermuda

Sign Here P. Alexander

Dated: 01 July 2013

Philip Alexander

Regulatory Reporting Assistant Manager

Duly authorized under Powers of Attorney dated 11 May 2012 by Scott Goebel by and on behalf of FMR LLC, and their respective direct and indirect subsidiaries.

Duly authorized under Powers of Attorney dated 08 October 2012 by Allan Pelvang by and on behalf of FIL Limited and their respective direct and indirect subsidiaries