

Form 604Corporations Law
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Iluka Resources**

ACN/ARSN

1. Details of substantial holder (1)

Name **M&G Investment Funds (1)**
M&G Investment Management Limited
M&G Limited
M&G Group Limited
M&G Securities Limited
Jackson National Asset Management LLC
Curian Capital LLC
Prudential plc

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **20 September 2013**

The previous notice was given to the company on **07 June 2013**

The previous notice was dated **07 June 2013**

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 Security (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
Ordinary	42,313,345	10.10%	46,095,678	11.00%

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
	M&G Investment Funds (1)				
	M&G Investment Management Limited				
	M&G Limited	PLEASE SEE ANNEX 1 (Below)			
	M&G Group Limited Limited				
	M&G Securities Limited				
	The Prudential Assurance Company Limited,				
	Prudential plc				
	Jackson National Asset Management LLC				
	Curian Capital LLC				
	Eastspring Investments				

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	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
M&G Investment Management Limited, M&G Limited, M&G Group Limited, Prudential plc	Chase Nominees Ltd	Chase Nominees Ltd	Power to dispose of, or control the exercise of a power to dispose of the securities	14,400,000
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1)	State Street Nominees Ltd A/C GMBM	State Street Nominees Ltd A/C GMBM	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	29,500,000
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1)	State Street Nominees Ltd A/C A/C GMBS	State Street Nominees Ltd A/C A/C GMBS	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	1,330,000
M&G Investment Management Limited, M&G Limited, M&G Group Limited, Prudential plc	JNL/M&G GLOBAL BASICS FUND	JNL/M&G GLOBAL BASICS FUND	Power to exercise or control the exercise of a power to dispose of, the securities	715,174
Jackson National Asset Management Plc LLC, Prudential Plc	Jackson National Asset Management LLC	Jackson National Asset Management LLC	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	98,491
Curian Capital LLC Prudential PLC	Curian capital LLC	Curian capital LLC	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	31,350
Eastspring Investments Prudential PLC The Prudential Assurance Company Limited,	PRUCLT HSBC GIS NOM(UK) PAC AC	PRUCLT HSBC GIS NOM(UK) PAC AC	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	20,663

5. Changes in association

The persons who have been 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 CAN/ARSN (if applicable)	Nature of association
M&G Investment Funds (1)	An Open Ended Investment Company (Separate Legal Entity, not within the Prudential plc group of companies), the assets are managed by M&G Investment Management Limited, which is a wholly owned subsidiary of Prudential Plc, as are M&G Limited and M&G Group Limited and as such these companies are included within this notice.

6. Addresses

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

Name	Address
M&G Investment Funds (1)	Laurence Pountney Hill, London EC4R 0HH, England
M&G Securities Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Investment Management Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Group Limited	Laurence Pountney Hill, London EC4R 0HH, England
Prudential plc	Laurence Pountney Hill, London EC4R 0HH, England
State Street Nominees Limited	20 Churchill Place , Canary Wharf , London, E14 5HJ, England
Eastspring Investments Singapore/Hong Kong	10 Marina Boulevard #32-01, Marina Bay Financial Centre Tower 2, Singapore 018983. 13/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.
Jackson National Asset Management PLC	1 Corporate Way, Michigan, USA
Curian Capital LLC	1 Corporate Way, Michigan, USA

Signature

print name **James Todd**

capacity **Notifiables Administrator**

sign here **James Todd**

date **23 September 2013**

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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 Law.
- (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) 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.

Annex 1: Transactions – 07 June 2013 – 20 September 2013

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	Ord NPV
M&G Investment Management Limited, M&G Limited, M&G Group Limited, Prudential plc (Chase Nominees Ltd) – (VANG)	02-Aug-13	11,743,057		1000000
	05-Jul-13	-5,250,000		-500000
	06-Aug-13	11,691,437		1000000
	06-Jun-13	5,499,778		500000
	11-Sep-13	2,947,136		250000
	14-Aug-13	5,817,670		500000
	15-Aug-13	304,562		26451
	15-Aug-13	848,755		73549
	29-May-13	3,357,182		300000
	31-Jul-13	-11,020,000		-1000000
Jackson National Asset Management LLC, Prudential Plc - (JNAM)	21-Aug-13	-316,774		-29800
	22-Aug-13	-9,972		-900
	23-Aug-13	-605,523		-52700
	26-Aug-13	-738,807		-64300
	29-Jul-13	16,680		1500
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1) (State Street Nominees Limited A/C GMBM) - (AUST)	05-Jul-13	5,250,000		500000
	11-Sep-13	2,947,136		250000
	20-Sep-13	11,883,110		1000000
	31-Jul-13	11,020,000		1000000
M&G Investment Management Limited M&G Limited M&G Group Limited Prudential plc (JNL/M&G Global Basics Fund) - JBCS	16-Sep-13	-2,579,007		-220615
	20-Sep-13	361,662		30435
	23-Aug-13	343,020		30349
	24-Jul-13	331,428		29729
	24-Jun-13	126,093		12940
	26-Jun-13	188,234		19244
	30-May-13	153,957		13790
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1) (State Street Nominees Ltd A/C A/C GMBS – FARE)	15-Aug-13	-848,755		73549
Curian Capital LLC Prudential PLC – (CURN)	22-May-13	-86,136		-7400
The Prudential Assurance Company Limited, Prudential PLC Eastspring Investments PRUCLT HSBC GIS NOM(UK) PAC AC (OBA, SALA, SACFA)	03-Jun-13	-6,132,381		-554453
	04-Jun-13	-830,470		-74032
	31-May-13	-3,747,957		-331436
	03-Jun-13	-121,840		-11016
	04-Jun-13	-16,501		-1471
	31-May-13	-74,465		-6585
	03-Jun-13	-693,079		-62664
	04-Jun-13	-93,859		-8367
	31-May-13	-423,584		-37458

