

# Form 603

## Corporations Act 2001 Section 671B

### Notice of initial substantial holder

To Company Name/Scheme Iluka Resources Limited

ACN/ARSN 008 675 018

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

Name Schroder Investment Management Australia Limited

ACN/ARSN (if applicable) 000 443 274

The holder became a substantial holder on 8 November 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	22,251,936	22,251,936	5.31%

#### 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
SIMAL	Power to dispose of securities	15,321,492 Ordinary shares
SIM LTD	Power to dispose of securities	4,617,178 Ordinary shares
SIMNA LTD	Power to dispose of securities	2,313,266 Ordinary shares

#### 4. Details of present registered holders

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

<b>Holder of relevant interest</b>	<b>Registered holder of securities</b>	<b>Person entitled to be registered as holder (8)</b>	<b>Class and number of securities</b>
SIMAL	BNP Paribas Securities Services	BNP Paribas Securities Services	1,964,393 Ordinary shares
SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	5,807,355 Ordinary shares
SIMAL	Citicorp Nominees Ltd	Citicorp Nominees Ltd	2,061,346 Ordinary shares
SIMAL	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	1,383,988 Ordinary shares
SIMAL	National Nominees Ltd Melbourne	National Nominees Ltd Melbourne	3,760,879 Ordinary shares
SIMAL	State Street Australia Ltd	State Street Australia Ltd	343,531 Ordinary shares
SIM LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	4,617,178 Ordinary shares
SIMNA LTD	ABN Amro Mellon	ABN Amro Mellon	232,993 Ordinary shares
SIMNA LTD	Citibank New York	Citibank New York	46,607 Ordinary shares
SIMNA LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	1,515,324 Ordinary shares
SIMNA LTD	JP Morgan New York	JP Morgan New York	156,623 Ordinary shares
SIMNA LTD	State Street Bank & Trust Co	State Street Bank & Trust Co	361,719 Ordinary shares

## 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:

<i>Holder of relevant interest</i>	<i>Date of acquisition</i>	<i>Consideration (9)</i>		<i>Class and number of securities</i>
		<i>Cash</i>	<i>Non-cash</i>	
SIMAL	9/07/2013 – 8/11/2013	\$14,698,606.32		1,501,029 Ordinary shares
SIM LTD	9/07/2013 – 8/11/2013	\$1,265,148.44		117,380 Ordinary shares
SIMNA LTD	9/07/2013 – 8/11/2013	\$184,021.17		17,679 Ordinary shares

## 6. Associates

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

<i>Name and ACN/ARSN (if applicable)</i>	<i>Nature of association</i>
Schroder Investment Management Australia Limited (“SIMAL”)	Related Fund Manager
Schroder Investment Management Limited (“SIM LTD”)	Relevant Fund Manager
Schroder Investment Management North America (“SIMNA LTD”)	Relevant Fund Manager

## 7. Addresses

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

<i>Name</i>	<i>Address</i>
Schroder Investment Management Australia Limited (“SIMAL”)	Level 20, Angel Place, 123 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management Limited (“SIM LTD”)	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management North America (“SIMNA LTD”)	31 Gresham Street, London EC2V 7QA, UK