

**Form 605
Corporations Act 2001
Section 671B**

Notice of Ceasing to be a Substantial Holder

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

1. Details of substantial holder (s)

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

There was a change in the interests of the substantial holder on
The previous notice was given to the company on
The previous notice was dated

15 November 2013
26 August 2013
26 August 2013

2. 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:

			Consideration given in relation to change (7)	Class & No. of securities affected	Person's votes affected
Date of Change	Person whose relevant interest changed	Nature of change (6)	AUD \$	Common stock	Common stock
23 August 2013	FMR LLC & FIL	BUY	11.42	1,503	1,503
27 August 2013	FMR LLC & FIL	SELL	11.35	7,186	7,186
30 August 2013	FMR LLC & FIL	SELL	10.75	9,850	9,850
3 September 2013	FMR LLC & FIL	BUY	11.19	12,740	12,740
5 September 2013	FMR LLC & FIL	BUY	10.98	1,618	1,618
6 September 2013	FMR LLC & FIL	SELL	10.95	38,033	38,033
10 September 2013	FMR LLC & FIL	SELL	11.41	1,171	1,171
12 September 2013	FMR LLC & FIL	BUY	11.60	931	931
12 September 2013	FMR LLC & FIL	SELL	11.60	326	326
12 September 2013	FMR LLC & FIL	SELL	11.60	6,341	6,341
13 September 2013	FMR LLC & FIL	BUY	11.35	1,691	1,691

13 September 2013	FMR LLC & FIL	BUY	11.36	70,866	70,866
13 September 2013	FMR LLC & FIL	BUY	11.36	201,575	201,575
13 September 2013	FMR LLC & FIL	BUY	11.36	45,084	45,084
13 September 2013	FMR LLC & FIL	BUY	11.36	8,736	8,736
16 September 2013	FMR LLC & FIL	BUY	11.72	111,663	111,663
16 September 2013	FMR LLC & FIL	BUY	11.66	1,451	1,451
16 September 2013	FMR LLC & FIL	BUY	11.72	317,357	317,357
16 September 2013	FMR LLC & FIL	SELL	11.66	423	423
16 September 2013	FMR LLC & FIL	BUY	11.72	70,980	70,980
17 September 2013	FMR LLC & FIL	BUY	11.67	56,619	56,619
17 September 2013	FMR LLC & FIL	BUY	11.66	1,303	1,303
18 September 2013	FMR LLC & FIL	BUY	11.52	40,859	40,859
18 September 2013	FMR LLC & FIL	BUY	11.51	90,477	90,477
18 September 2013	FMR LLC & FIL	BUY	11.52	9,141	9,141
18 September 2013	FMR LLC & FIL	BUY	11.51	20,242	20,242
18 September 2013	FMR LLC & FIL	BUY	11.51	1,797	1,797
18 September 2013	FMR LLC & FIL	SELL	11.52	2,517	2,517
19 September 2013	FMR LLC & FIL	BUY	11.89	24,819	24,819
19 September 2013	FMR LLC & FIL	BUY	12.01	131,781	131,781
19 September 2013	FMR LLC & FIL	BUY	12.01	29,500	29,500
19 September 2013	FMR LLC & FIL	SELL	11.86	2,364	2,364
20 September 2013	FMR LLC & FIL	BUY	11.69	499	499
20 September 2013	FMR LLC & FIL	SELL	11.69	6,000	6,000
23 September 2013	FMR LLC & FIL	BUY	11.72	155,639	155,639
24 September 2013	FMR LLC & FIL	SELL	11.55	30,475	30,475
25 September 2013	FMR LLC & FIL	SELL	11.55	7,407	7,407
26 September 2013	FMR LLC & FIL	SELL	11.58	3,066	3,066
26 September 2013	FMR LLC & FIL	SELL	11.54	2,798	2,798
26 September 2013	FMR LLC & FIL	SELL	11.58	41,787	41,787
26 September 2013	FMR LLC & FIL	SELL	11.54	1,189	1,189

30 September 2013	FMR LLC & FIL	SELL	11.46	245	245
1 October 2013	FMR LLC & FIL	SELL	11.38	28,699	28,699
1 October 2013	FMR LLC & FIL	SELL	11.41	17,324	17,324
2 October 2013	FMR LLC & FIL	SELL	11.44	1,569	1,569
2 October 2013	FMR LLC & FIL	SELL	11.28	25,829	25,829
3 October 2013	FMR LLC & FIL	SELL	11.20	4,373	4,373
3 October 2013	FMR LLC & FIL	SELL	11.29	232,468	232,468
4 October 2013	FMR LLC & FIL	BUY	11.58	80	80
4 October 2013	FMR LLC & FIL	BUY	11.58	1,538	1,538
4 October 2013	FMR LLC & FIL	SELL	11.55	5,198	5,198
7 October 2013	FMR LLC & FIL	SELL	11.59	1,207	1,207
7 October 2013	FMR LLC & FIL	SELL	11.66	11,139	11,139
7 October 2013	FMR LLC & FIL	SELL	11.60	290	290
10 October 2013	FMR LLC & FIL	SELL	11.24	1,416	1,416
10 October 2013	FMR LLC & FIL	SELL	11.18	1,050	1,050
10 October 2013	FMR LLC & FIL	SELL	11.18	2,307	2,307
11 October 2013	FMR LLC & FIL	BUY	11.38	39,815	39,815
11 October 2013	FMR LLC & FIL	BUY	11.38	122,632	122,632
11 October 2013	FMR LLC & FIL	BUY	11.38	3,681	3,681
14 October 2013	FMR LLC & FIL	SELL	10.85	7,200	7,200
14 October 2013	FMR LLC & FIL	SELL	10.85	7,679	7,679
14 October 2013	FMR LLC & FIL	SELL	10.85	1,204	1,204
14 October 2013	FMR LLC & FIL	SELL	10.85	18,679	18,679
14 October 2013	FMR LLC & FIL	SELL	10.85	7,945	7,945
14 October 2013	FMR LLC & FIL	SELL	10.85	8,163	8,163
14 October 2013	FMR LLC & FIL	SELL	10.85	3,190	3,190
14 October 2013	FMR LLC & FIL	SELL	10.85	5,514	5,514
14 October 2013	FMR LLC & FIL	SELL	10.85	17,063	17,063
14 October 2013	FMR LLC & FIL	SELL	10.85	2,857	2,857
14 October 2013	FMR LLC & FIL	SELL	10.85	15,755	15,755

14 October 2013	FMR LLC & FIL	SELL	10.85	10,967	10,967
14 October 2013	FMR LLC & FIL	SELL	10.85	28,720	28,720
14 October 2013	FMR LLC & FIL	SELL	10.85	20,576	20,576
14 October 2013	FMR LLC & FIL	SELL	10.85	1,646	1,646
14 October 2013	FMR LLC & FIL	SELL	10.85	17,301	17,301
14 October 2013	FMR LLC & FIL	SELL	10.85	43,241	43,241
14 October 2013	FMR LLC & FIL	SELL	10.85	3,929	3,929
14 October 2013	FMR LLC & FIL	SELL	10.85	81,955	81,955
14 October 2013	FMR LLC & FIL	SELL	10.85	3,647	3,647
14 October 2013	FMR LLC & FIL	SELL	10.85	78,415	78,415
14 October 2013	FMR LLC & FIL	SELL	10.85	5,463	5,463
15 October 2013	FMR LLC & FIL	BUY	10.47	11,021	11,021
15 October 2013	FMR LLC & FIL	BUY	10.47	35,104	35,104
15 October 2013	FMR LLC & FIL	BUY	10.47	19,748	19,748
15 October 2013	FMR LLC & FIL	BUY	10.47	38,439	38,439
15 October 2013	FMR LLC & FIL	BUY	10.47	1,836	1,836
18 October 2013	FMR LLC & FIL	SELL	9.82	5,137	5,137
18 October 2013	FMR LLC & FIL	SELL	9.82	5,666	5,666
18 October 2013	FMR LLC & FIL	BUY	9.82	4,284	4,284
18 October 2013	FMR LLC & FIL	SELL	9.82	931	931
18 October 2013	FMR LLC & FIL	SELL	9.82	14,301	14,301
18 October 2013	FMR LLC & FIL	BUY	9.82	896	896
18 October 2013	FMR LLC & FIL	BUY	9.82	6,278	6,278
18 October 2013	FMR LLC & FIL	SELL	9.82	5,732	5,732
18 October 2013	FMR LLC & FIL	SELL	9.82	5,868	5,868
18 October 2013	FMR LLC & FIL	SELL	9.82	2,536	2,536
18 October 2013	FMR LLC & FIL	SELL	9.82	4,199	4,199
18 October 2013	FMR LLC & FIL	SELL	9.82	12,992	12,992
18 October 2013	FMR LLC & FIL	SELL	9.82	2,040	2,040
18 October 2013	FMR LLC & FIL	SELL	9.82	11,992	11,992

18 October 2013	FMR LLC & FIL	SELL	9.82	7,825	7,825
18 October 2013	FMR LLC & FIL	SELL	9.82	20,606	20,606
18 October 2013	FMR LLC & FIL	SELL	9.82	15,228	15,228
18 October 2013	FMR LLC & FIL	SELL	9.82	1,173	1,173
18 October 2013	FMR LLC & FIL	SELL	9.82	13,421	13,421
18 October 2013	FMR LLC & FIL	SELL	9.82	33,106	33,106
18 October 2013	FMR LLC & FIL	SELL	9.82	2,807	2,807
18 October 2013	FMR LLC & FIL	SELL	9.82	42,247	42,247
18 October 2013	FMR LLC & FIL	SELL	9.82	2,632	2,632
18 October 2013	FMR LLC & FIL	SELL	9.82	56,554	56,554
18 October 2013	FMR LLC & FIL	SELL	9.82	3,939	3,939
21 October 2013	FMR LLC & FIL	BUY	10.02	2,567	2,567
21 October 2013	FMR LLC & FIL	SELL	10.05	784	784
21 October 2013	FMR LLC & FIL	SELL	10.02	3,115	3,115
23 October 2013	FMR LLC & FIL	BUY	10.33	107,465	107,465
24 October 2013	FMR LLC & FIL	SELL	10.17	3,800	3,800
24 October 2013	FMR LLC & FIL	SELL	10.09	6,533	6,533
24 October 2013	FMR LLC & FIL	SELL	10.17	3,489	3,489
24 October 2013	FMR LLC & FIL	SELL	10.09	5,999	5,999
24 October 2013	FMR LLC & FIL	SELL	10.17	684	684
24 October 2013	FMR LLC & FIL	SELL	10.09	1,177	1,177
24 October 2013	FMR LLC & FIL	SELL	10.17	10,632	10,632
24 October 2013	FMR LLC & FIL	SELL	10.09	18,280	18,280
24 October 2013	FMR LLC & FIL	SELL	10.17	4,248	4,248
24 October 2013	FMR LLC & FIL	SELL	10.09	7,305	7,305
24 October 2013	FMR LLC & FIL	SELL	10.17	4,201	4,201
24 October 2013	FMR LLC & FIL	SELL	10.09	7,224	7,224
24 October 2013	FMR LLC & FIL	SELL	10.17	1,879	1,879
24 October 2013	FMR LLC & FIL	SELL	10.09	3,231	3,231
24 October 2013	FMR LLC & FIL	SELL	10.17	3,116	3,116

24 October 2013	FMR LLC & FIL	SELL	10.09	5,357	5,357
24 October 2013	FMR LLC & FIL	SELL	10.17	9,635	9,635
24 October 2013	FMR LLC & FIL	SELL	10.09	16,566	16,566
24 October 2013	FMR LLC & FIL	SELL	10.17	1,513	1,513
24 October 2013	FMR LLC & FIL	SELL	10.09	2,602	2,602
24 October 2013	FMR LLC & FIL	SELL	10.17	8,890	8,890
24 October 2013	FMR LLC & FIL	SELL	10.09	15,285	15,285
24 October 2013	FMR LLC & FIL	SELL	10.17	5,796	5,796
24 October 2013	FMR LLC & FIL	SELL	10.09	9,967	9,967
24 October 2013	FMR LLC & FIL	SELL	10.17	15,342	15,342
24 October 2013	FMR LLC & FIL	SELL	10.09	26,378	26,378
24 October 2013	FMR LLC & FIL	SELL	10.17	11,254	11,254
24 October 2013	FMR LLC & FIL	SELL	10.09	19,350	19,350
24 October 2013	FMR LLC & FIL	SELL	10.17	870	870
24 October 2013	FMR LLC & FIL	SELL	10.09	1,495	1,495
24 October 2013	FMR LLC & FIL	SELL	10.17	9,922	9,922
24 October 2013	FMR LLC & FIL	SELL	10.09	17,060	17,060
24 October 2013	FMR LLC & FIL	SELL	10.17	24,539	24,539
24 October 2013	FMR LLC & FIL	SELL	10.09	42,194	42,194
24 October 2013	FMR LLC & FIL	SELL	10.17	2,076	2,076
24 October 2013	FMR LLC & FIL	SELL	10.09	3,569	3,569
24 October 2013	FMR LLC & FIL	SELL	10.17	31,312	31,312
24 October 2013	FMR LLC & FIL	SELL	10.09	53,838	53,838
24 October 2013	FMR LLC & FIL	SELL	10.17	1,950	1,950
24 October 2013	FMR LLC & FIL	SELL	10.09	3,353	3,353
24 October 2013	FMR LLC & FIL	SELL	10.17	41,931	41,931
24 October 2013	FMR LLC & FIL	SELL	10.09	72,098	72,098
24 October 2013	FMR LLC & FIL	SELL	10.17	2,921	2,921
24 October 2013	FMR LLC & FIL	SELL	10.09	5,023	5,023
28 October 2013	FMR LLC & FIL	SELL	10.11	698	698

29 October 2013	FMR LLC & FIL	SELL	10.14	703	703
30 October 2013	FMR LLC & FIL	SELL	10.03	9,521	9,521
30 October 2013	FMR LLC & FIL	SELL	10.03	100,088	100,088
30 October 2013	FMR LLC & FIL	BUY	10.05	21,904	21,904
31 October 2013	FMR LLC & FIL	BUY	10.20	10,900	10,900
1 November 2013	FMR LLC & FIL	SELL	10.13	22,193	22,193
4 November 2013	FMR LLC & FIL	SELL	10.11	5,604	5,604
5 November 2013	FMR LLC & FIL	SELL	10.19	728	728
5 November 2013	FMR LLC & FIL	BUY	10.27	171,521	171,521
11 November 2013	FMR LLC & FIL	SELL	9.91	1,439	1,439
12 November 2013	FMR LLC & FIL	BUY	9.82	1,114	1,114
12 November 2013	FMR LLC & FIL	BUY	9.82	205	205
12 November 2013	FMR LLC & FIL	BUY	9.82	1,534	1,534
12 November 2013	FMR LLC & FIL	SELL	9.91	34,043	34,043
12 November 2013	FMR LLC & FIL	SELL	9.91	128,825	128,825
15 November 2013	FMR LLC & FIL	SELL	9.69	8,065	8,065
15 November 2013	FMR LLC & FIL	SELL	9.69	10,092	10,092
15 November 2013	FMR LLC & FIL	SELL	9.69	1,551	1,551
15 November 2013	FMR LLC & FIL	SELL	9.69	23,242	23,242
15 November 2013	FMR LLC & FIL	SELL	9.69	8,999	8,999
15 November 2013	FMR LLC & FIL	SELL	9.69	9,067	9,067
15 November 2013	FMR LLC & FIL	SELL	9.69	3,983	3,983
15 November 2013	FMR LLC & FIL	SELL	9.69	6,586	6,586
15 November 2013	FMR LLC & FIL	SELL	9.69	19,833	19,833
15 November 2013	FMR LLC & FIL	SELL	9.69	3,206	3,206
15 November 2013	FMR LLC & FIL	SELL	9.69	18,835	18,835
15 November 2013	FMR LLC & FIL	SELL	9.69	12,304	12,304
15 November 2013	FMR LLC & FIL	SELL	9.69	32,529	32,529
15 November 2013	FMR LLC & FIL	SELL	9.69	23,540	23,540
15 November 2013	FMR LLC & FIL	SELL	9.69	1,843	1,843

15 November 2013	FMR LLC & FIL	SELL	9.69	12,072	12,072
15 November 2013	FMR LLC & FIL	SELL	9.69	51,988	51,988
15 November 2013	FMR LLC & FIL	SELL	9.69	4,405	4,405
15 November 2013	FMR LLC & FIL	SELL	9.69	63,854	63,854
15 November 2013	FMR LLC & FIL	SELL	9.69	4,132	4,132
15 November 2013	FMR LLC & FIL	SELL	9.69	88,836	88,836
15 November 2013	FMR LLC & FIL	SELL	9.69	6,188	6,188
			Market buy	2,011,433	2,011,433
			Market sell	2,422,863	2,422,863
			Off Market	(42,798)	(42,798)
			Overall decrease	(454,228)	(454,228)

3. Resulting interest

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	20,915,818	20,915,818	4.99%

4. 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
FMR LLC	No Change
FIL	No change

5. Addresses

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

Name	Address
FMR LLC	245 Summer Street, Boston, MA 02210
FIL	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda

Sign Here P. Alexander

Dated 19 November 2013

Philip Alexander

Regulatory Reporting 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 1 October 2013 by Allan Pelvang by and on behalf of FIL Limited and their respective direct and indirect subsidiaries