

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of 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

There was a change in the interests
of the substantial holder on 14/01/2014

The previous notice was given to the
company on 03/12/2013

The previous notice was dated 03/12/2013

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 securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	30,528,040	7.29%	35,898,163	8.57%

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
04/12/2013 – 14/01/2014	SIMAL	Buy	\$39,951,609.27	4,684,589 Ordinary shares	4,684,589
04/12/2013 – 14/01/2014	SIMAL	Sell	\$1,004,214.04	116,107 Ordinary shares	116,107
04/12/2013 – 14/01/2014	SIM LTD	Buy	\$2,803,832.43	331,784 Ordinary shares	331,784
04/12/2013 – 14/01/2014	SIMNA LTD	Buy	\$4,073,197.90	469,857 Ordinary shares	469,857

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
SIMAL	BNP Paribas Securities Services	BNP Paribas Securities Services	Power to dispose of securities	3,445,895 Ordinary shares	3,445,895
SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	Power to dispose of securities	10,613,655 Ordinary shares	10,613,655
SIMAL	Citicorp Nominees Ltd HK	Citicorp Nominees Ltd HK	Power to dispose of securities	3,694,410 Ordinary shares	3,694,410
SIMAL	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	Power to dispose of securities	2,571,462 Ordinary shares	2,571,462
SIMAL	National Nominees Ltd - Melbourne	National Nominees Ltd - Melbourne	Power to dispose of securities	6,663,053 Ordinary shares	6,663,053
SIMAL	State Street Australia Limited	State Street Australia Limited	Power to dispose of securities	676,383 Ordinary shares	676,383
SIM LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	5,396,754 Ordinary shares	5,396,754
SIMNA LTD	ABN Amro Mellon	ABN Amro Mellon	Power to dispose of securities	232,993 Ordinary shares	232,993
SIMNA LTD	Citibank New York	Citibank New York	Power to dispose of securities	55,543 Ordinary shares	55,543
SIMNA LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	1,767,721 Ordinary shares	1,767,721

SIMNA LTD	JP Morgan New York	JP Morgan New York	Power to dispose of securities	156,623 Ordinary shares	156,623
SIMNA LTD	State Street Bank & Trust Co	State Street Bank & Trust Co	Power to dispose of securities	623,671 Ordinary shares	623,671

5. 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
Schroder Investment Management Australia Limited ("SIMAL")	Relevant Fund Manager
Schroder Investment Management Limited ("SIM LTD")	Relevant Fund Manager
Schroder Investment Management North America ("SIMNA LTD")	Relevant Fund Manager

6. Addresses

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

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