

## Form 604

### Corporations Act 2001 Section 671B

#### Notice of change of interests of substantial holder

To Company Name/Scheme: Iluka Resources Ltd

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: 7/03/2017

The previous notice was given to the company on: 5/12/2014

The previous notice was dated: 5/12/2014

#### 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	45,649,855	10.90%	41,102,786	9.82%

### 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
06/12/2014 - 07/03/2017	SIMAL	Buy	\$42,327,707.99	6,377,197 Ordinary shares	6,377,197
06/12/2014 - 07/03/2017	SIMAL	Sell	\$41,595,544.00	6,098,863 Ordinary Shares	6,098,863
06/12/2014 - 07/03/2017	SIMAL	Transfer out	-	4,183,792 Ordinary Shares	4,183,792
06/12/2014 - 07/03/2017	SIM LTD	Buy	\$54,239,144.99	8,033,698 Ordinary Shares	8,033,698
06/12/2014 - 07/03/2017	SIM LTD	Sell	\$57,147,028.70	7,758,665 Ordinary Shares	7,758,665
06/12/2014 - 07/03/2017	SIM LTD	Transfer out	-	272,557 Ordinary Shares	272,557
06/12/2014 - 07/03/2017	SIMNA LTD	Buy	\$10,316,673.74	1,487,662 Ordinary Shares	1,487,662
06/12/2014 - 07/03/2017	SIMNA LTD	Sell	\$14,624,572.09	2,105,540 Ordinary Shares	2,105,540
06/12/2014 - 07/03/2017	SIMNA LTD	Transfer out	-	26,209 Ordinary Shares	26,209

#### 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	7,037,777 Ordinary Shares	7,037,777
SIMAL	Citicorp Nominees Ltd HK	Citicorp Nominees Ltd HK	Power to dispose of securities	4,639,477 Ordinary Shares	4,639,477
SIMAL	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	Power to dispose of securities	1,400,576 Ordinary Shares	1,400,576
SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	Power to dispose of securities	13,264,489 Ordinary Shares	13,264,489
SIMAL	National Nominees Ltd - Melbourne	National Nominees Ltd - Melbourne	Power to dispose of securities	3,301,848 Ordinary Shares	3,301,848
SIM LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	6,022,847 Ordinary Shares	6,022,847
SIM LTD	ABN Amro Mellon	ABN Amro Mellon	Power to dispose of securities	37,132 Ordinary Shares	37,132
SIM LTD	National Nominees Ltd - Melbourne	National Nominees Ltd - Melbourne	Power to dispose of securities	113,783 Ordinary Shares	113,783
SIM LTD	HSBC London	HSBC London	Power to dispose of securities	1,504,094 Ordinary Shares	1,504,094
SIMNA LTD	ABN Amro Mellon	ABN Amro Mellon	Power to dispose of securities	410,605 Ordinary Shares	410,605
SIMNA LTD	Citibank NY	Citibank NY	Power to dispose of securities	115,711 Ordinary Shares	115,711
SIMNA LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	2,655,036 Ordinary Shares	2,655,036
SIMNA LTD	State Street Bank & Trust Co	State Street Bank & Trust Co	Power to dispose of securities	312,892 Ordinary Shares	312,892
SIMNA LTD	Bank of NY Prudential	Bank of NY Prudential	Power to dispose of securities	142,823 Ordinary Shares	142,823
SIMNA LTD	Northern Trust Chicago	Northern Trust Chicago	Power to dispose of securities	143,696 Ordinary Shares	143,696

#### 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 Limited ("SIMNA LTD")	Relevant Fund Manager

## 6. Address

The address 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 LTD")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management North America Limited ("SIMNA LTD")	31 Gresham Street, London EC2V 7QA, UK