

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme Iluka Resources LimitedACN/ARSN 008 675 018**1. Details of substantial holder (1)**Name PARADICE INVESTMENT MANAGEMENT PTY LTDACN/ARSN (if applicable) ABN 64 090 148 619The holder became a substantial holder on 22/05/2017**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	22,335,344	22,335,344	5.334%

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
SEE ANNEXURE 1		

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 (8)	Class and number of securities
SEE ANNEXURE 1			

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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
SEE ANNEXURE 1				

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

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

Name	Address
PARADICE INVESTMENT MGT	L27, CHIFLEY TOWER, 2 CHIFLEY SQUARE, SYDNEY NSW 2000

Signature

print name **PETER MANLEY** capacity **COMPANY SECRETARY**

sign here  date **24/05/2017**

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 Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (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 Act 2001.
- (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.

BECOMING A SUBSTANTIAL SHAREHOLDER

ANNEXURE 1

STOCK: ILUKA RESOURCES LIMITED (ASK: ILU)

DETAILS OF RELEVANT INTERESTS

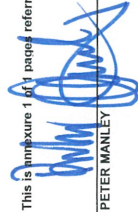
Holder of Relevant Interest	Nature of Relevant Interest	Class & Number of Securities
Paradice Investment Management Pty Ltd	Power to (or to control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements	22,335,344 Fully Paid Ordinary Shares

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as holder	Nature of Relevant Interest	Class & No of Securities	Persons Votes
Paradice Investment Management Pty Ltd	National Nominees Ltd	National Nominees Ltd	Investment Manager	5,213,953	5,213,953
Paradice Investment Management Pty Ltd	JP Morgan Nominees Aust Ltd	JP Morgan Nominees Aust Ltd	Investment Manager	4,798,555	4,798,555
Paradice Investment Management Pty Ltd	State Street Nominees Ltd	State Street Nominees Ltd	Investment Manager	6,850,288	6,850,288
Paradice Investment Management Pty Ltd	Northern Trust	Northern Trust	Investment Manager	2,308,627	2,308,627
Paradice Investment Management Pty Ltd	Cllicorp Nominees Ltd	Cllicorp Nominees Ltd	Investment Manager	3,163,921	3,163,921
			TOTAL	22,335,344	22,335,344

CONSIDERATION

Holder of Relevant Interest	Transaction Date	Consideration	Class & No of Securities
Paradice Investment Management Pty Ltd	15-Feb-17	1,889,738.18	265,973
Paradice Investment Management Pty Ltd	17-Feb-17	1,445,796.36	204,272
Paradice Investment Management Pty Ltd	23-Feb-17	1,538,129.95	227,915
Paradice Investment Management Pty Ltd	28-Feb-17	2,034,000.00	300,000
Paradice Investment Management Pty Ltd	1-Mar-17	3,710,549.87	554,247
Paradice Investment Management Pty Ltd	2-Mar-17	2,977,389.38	431,461
Paradice Investment Management Pty Ltd	3-Mar-17	2,436,899.22	350,941
Paradice Investment Management Pty Ltd	6-Mar-17	5,066,690.94	713,307
Paradice Investment Management Pty Ltd	7-Mar-17	3,426,726.91	490,420
Paradice Investment Management Pty Ltd	8-Mar-17	15,004,391.95	2,168,810
Paradice Investment Management Pty Ltd	9-Mar-17	3,210,675.91	475,043
Paradice Investment Management Pty Ltd	10-Mar-17	4,093,619.22	616,314
Paradice Investment Management Pty Ltd	13-Mar-17	6,567,900.00	1,000,000
Paradice Investment Management Pty Ltd	14-Mar-17	5,313,810.00	800,000
Paradice Investment Management Pty Ltd	15-Mar-17	6,310,072.96	960,320
Paradice Investment Management Pty Ltd	16-Mar-17	452,481.30	65,577
Paradice Investment Management Pty Ltd	17-Mar-17	520,252.49	75,000
Paradice Investment Management Pty Ltd	20-Mar-17	1,414,120.00	200,000
Paradice Investment Management Pty Ltd	21-Mar-17	553,300.03	78,509
Paradice Investment Management Pty Ltd	22-Mar-17	3,460,213.40	500,060
Paradice Investment Management Pty Ltd	23-Mar-17	1,048,910.75	150,112
Paradice Investment Management Pty Ltd	27-Mar-17	3,490,900.01	500,000
Paradice Investment Management Pty Ltd	28-Mar-17	2,929.00	404
Paradice Investment Management Pty Ltd	29-Mar-17	2,191,391.06	300,883
Paradice Investment Management Pty Ltd	30-Mar-17	2,575,556.98	343,355
Paradice Investment Management Pty Ltd	5-Apr-17	543.60	72
Paradice Investment Management Pty Ltd	7-Apr-17	693.42	91
Paradice Investment Management Pty Ltd	21-Apr-17	-12,415,007.49	-1,904,355
Paradice Investment Management Pty Ltd	26-Apr-17	-8,192,778.85	-1,256,702
Paradice Investment Management Pty Ltd	1-May-17	-5,905.20	-703
Paradice Investment Management Pty Ltd	4-May-17	7,020.48	852
Paradice Investment Management Pty Ltd	5-May-17	838.88	107
Paradice Investment Management Pty Ltd	10-May-17	1,301,813.91	161,632
Paradice Investment Management Pty Ltd	12-May-17	-23,275.23	-2,761.00
Paradice Investment Management Pty Ltd	15-May-17	603,197.52	71,048.00
Paradice Investment Management Pty Ltd	16-May-17	696.37	83
Paradice Investment Management Pty Ltd	18-May-17	2,553.32	308
Paradice Investment Management Pty Ltd	18-May-17	-85,399.81	7,886.00
Paradice Investment Management Pty Ltd	19-May-17	2,007,996.62	250,056.00
Paradice Investment Management Pty Ltd	22-May-17	14,396,144.55	1,673,499.00
Paradice Investment Management Pty Ltd	23-May-17	7639460	900,000
		\$86,004,027.96	11,674,041

This is Annexure 1 of 1 pages referred to in form 603 Notice of Initial Substantial Holder



PETER MANLEY
24/05/2017
DATE
COMPANY SECRETARY
CAPACITY