

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Iiluka Resources Limited

ACN/ARSN _____

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 16/08/2018**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)
FPO	21,214,225	21,214,225	5.027%

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	

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:

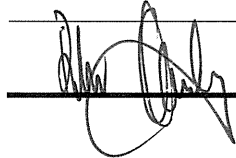
Name	Address
PARADICE INVESTMENT MGT	L27, CHIFLEY TOWER, 2 CHIFLEY SQUARE, SYDNEY NSW 2000

Signature

print name **PETER MANLEY**

capacity **COMPANY SECRETARY**

sign here



date **20/08/2018**

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

DETAILS OF RELEVANT INTERESTS

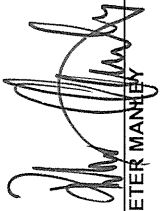
Holder of Relevant Interest	Nature of Relevant Interest	Class & Number of Securities
Paradice Investment Management Pty Ltd	Power to (or to control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements	21,214,225 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	5,064,097	5,064,097
Paradice Investment Management Pty Ltd	Citicorp Nominees Ltd	Citicorp Nominees Ltd	Investment Manager	3,052,633	3,052,633
Paradice Investment Management Pty Ltd	HSBC Nominees Aust Ltd	HSBC Nominees Aust Ltd	Investment Manager	8,504,197.00	8,504,197
Paradice Investment Management Pty Ltd	JP Morgan Nominees Aust Ltd	JP Morgan Nominees Aust Ltd	Investment Manager	4,593,298	4,593,298
			TOTAL	21,214,225	21,214,225

CONSIDERATION

Holder of Relevant Interest	Transaction Date	Consideration	Class & No of Securities
Paradice Investment Management Pty Ltd	16/04/2018	3,114,172	-
Paradice Investment Management Pty Ltd	17/04/2018	6,038,525	-
Paradice Investment Management Pty Ltd	18/04/2018	3,763	324
Paradice Investment Management Pty Ltd	18/04/2018	1,301,927	-
Paradice Investment Management Pty Ltd	19/04/2018	1,496	128
Paradice Investment Management Pty Ltd	19/04/2018	3,025,912	-
Paradice Investment Management Pty Ltd	20/04/2018	7,587	651
Paradice Investment Management Pty Ltd	20/04/2018	2,319,471	-
Paradice Investment Management Pty Ltd	23/04/2018	2,335,699	200,000
Paradice Investment Management Pty Ltd	24/04/2018	4,979	429
Paradice Investment Management Pty Ltd	24/04/2018	2,896,643	-
Paradice Investment Management Pty Ltd	26/04/2018	5,268,838	-
Paradice Investment Management Pty Ltd	27/04/2018	13,976	1,172
Paradice Investment Management Pty Ltd	30/04/2018	64,585	-
Paradice Investment Management Pty Ltd	1/05/2018	4,534	388
Paradice Investment Management Pty Ltd	3/05/2018	5,154	448
Paradice Investment Management Pty Ltd	4/05/2018	13,311	1,157

Paradice Investment Management Pty Ltd	7/05/2018	-	2,286	196
Paradice Investment Management Pty Ltd	9/05/2018	-	12,238	1,060
Paradice Investment Management Pty Ltd	10/05/2018	-	15,306	1,301
Paradice Investment Management Pty Ltd	11/05/2018	-	51,018	4,232
Paradice Investment Management Pty Ltd	14/05/2018	-	5,444,797	456,951
Paradice Investment Management Pty Ltd	15/05/2018	-	1,573,744	135,356
Paradice Investment Management Pty Ltd	16/05/2018	-	3,888,553	328,484
Paradice Investment Management Pty Ltd	17/05/2018	-	2,385,354	200,000
Paradice Investment Management Pty Ltd	18/05/2018	-	16,782	1,412
Paradice Investment Management Pty Ltd	23/05/2018	-	2,623	226
Paradice Investment Management Pty Ltd	25/05/2018	-	60,914	5,374
Paradice Investment Management Pty Ltd	28/05/2018	-	1,907,915	174,368
Paradice Investment Management Pty Ltd	29/05/2018	-	1,091,834	100,000
Paradice Investment Management Pty Ltd	30/05/2018	-	1,120	102
Paradice Investment Management Pty Ltd	30/05/2018	-	164,528	15,000
Paradice Investment Management Pty Ltd	31/05/2018	-	503,002	45,000
Paradice Investment Management Pty Ltd	1/06/2018	-	29,764	2,654
Paradice Investment Management Pty Ltd	1/06/2018	-	18,085	1,614
Paradice Investment Management Pty Ltd	5/06/2018	-	4,587	405
Paradice Investment Management Pty Ltd	6/06/2018	-	2,924	252
Paradice Investment Management Pty Ltd	7/06/2018	-	879	74
Paradice Investment Management Pty Ltd	8/06/2018	-	14,634	1,246
Paradice Investment Management Pty Ltd	13/06/2018	-	1,992	175
Paradice Investment Management Pty Ltd	15/06/2018	-	16,421	1,415
Paradice Investment Management Pty Ltd	25/06/2018	-	16,295	1,420
Paradice Investment Management Pty Ltd	27/06/2018	-	11,650	1,036
Paradice Investment Management Pty Ltd	28/06/2018	-	4,190	376
Paradice Investment Management Pty Ltd	29/06/2018	-	42,190	3,772
Paradice Investment Management Pty Ltd	3/07/2018	-	2,143,766	200,000
Paradice Investment Management Pty Ltd	5/07/2018	-	99,782	8,921
Paradice Investment Management Pty Ltd	6/07/2018	-	2,015	179
Paradice Investment Management Pty Ltd	9/07/2018	-	21,737	1,891
Paradice Investment Management Pty Ltd	10/07/2018	-	3,881	333
Paradice Investment Management Pty Ltd	13/07/2018	-	6,231	526
Paradice Investment Management Pty Ltd	16/07/2018	-	3,831	327
Paradice Investment Management Pty Ltd	18/07/2018	-	2,867	255
Paradice Investment Management Pty Ltd	20/07/2018	-	51,731	4,580
Paradice Investment Management Pty Ltd	23/07/2018	-	9,726	875
Paradice Investment Management Pty Ltd	26/07/2018	-	1,691	148
Paradice Investment Management Pty Ltd	30/07/2018	-	5,336	472
Paradice Investment Management Pty Ltd	1/08/2018	-	921	79
Paradice Investment Management Pty Ltd	1/08/2018	-	172,530	14,816
Paradice Investment Management Pty Ltd	2/08/2018	-	6,824	601
Paradice Investment Management Pty Ltd	3/08/2018	-	57,265	5,088
Paradice Investment Management Pty Ltd	6/08/2018	-	561	50
Paradice Investment Management Pty Ltd	8/08/2018	-	1,759	156
Paradice Investment Management Pty Ltd	10/08/2018	-	27,360	2,444
Paradice Investment Management Pty Ltd	14/08/2018	-	1,863	174
Paradice Investment Management Pty Ltd	15/08/2018	-	3,613	342
Paradice Investment Management Pty Ltd	16/08/2018	-	9,247,172	944,755
			\$26,981,732.27	-
				2,146,947.00


PETER MANLEY

20/08/2018
DATE

COMPANY SECRETARY
CAPACITY