

## Form 604

### Corporations Act 2001 Section 671B

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

To Company Name/Scheme: Iluka Resources Limited Npv

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: 5/12/2014

The previous notice was given to the  
company on: 15/08/2014

The previous notice was dated: 15/08/2014

##### 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	40,273,049	9.62%	45,649,855	10.90%

### 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:

<b>Date of change</b>	<b>Person whose relevant interest changed</b>	<b>Nature of change (6)</b>	<b>Consideration given in relation to change (7)</b>	<b>Class and number of securities affected</b>	<b>Person's votes affected</b>
16/08/2014 - 05/12/2014	SIMAL	Buy	\$39,766,453.03	5,512,967 Ordinary shares	5,512,967
16/08/2014 - 05/12/2014	SIMAL	Sell	\$8,459,100.02	1,089,682 Ordinary Shares	1,089,682
16/08/2014 - 05/12/2014	SIM Ltd	Buy	\$3,945,377.98	508,368 Ordinary Shares	508,368
16/08/2014 - 05/12/2014	SIMNA Ltd	Buy	\$3,321,402.51	445,153 Ordinary Shares	445,153

#### 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	3,554,763 Ordinary Shares	3,554,763
SIMAL	Citicorp Nominees Ltd HK	Citicorp Nominees Ltd HK	Power to dispose of securities	4,674,969 Ordinary Shares	4,674,969
SIMAL	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	Power to dispose of securities	3,495,203 Ordinary Shares	3,495,203
SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	Power to dispose of securities	13,990,901 Ordinary Shares	13,990,901
SIMAL	National Nominees Ltd - Melbourne	National Nominees Ltd - Melbourne	Power to dispose of securities	7,451,718 Ordinary Shares	7,451,718
SIMAL	State Street Australia Limited	State Street Australia Limited	Power to dispose of securities	835,164 Ordinary Shares	835,164
SIM Ltd	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	7,279,221 Ordinary Shares	7,279,221
SIMNA Ltd	ABN Amro Mellon	ABN Amro Mellon	Power to dispose of securities	295,875 Ordinary Shares	295,875
SIMNA Ltd	Citibank NY	Citibank NY	Power to dispose of securities	75,818 Ordinary Shares	75,818
SIMNA Ltd	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	2,597,924 Ordinary Shares	2,597,924
SIMNA Ltd	JP Morgan NY	JP Morgan NY	Power to dispose of securities	249,226 Ordinary Shares	249,226
SIMNA Ltd	State Street Bank & Trust Co	State Street Bank & Trust Co	Power to dispose of securities	1,149,073 Ordinary Shares	1,149,073

#### 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