

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Iluka Resources Limited**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	11 February 2016
The previous notice was given to the company on	8 January 2016
The previous notice was dated	8 January 2016

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	21,000,030	5.02%	26,698,213	6.38%

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
			AUD \$	Common Stock	Common Stock
22/01/2016	FIL	BUY	5.61	82,147	82,147
25/01/2016	FIL	SELL	5.61	-12,431	-12,431
01/02/2016	FIL	SELL	5.58	-20,628	-20,628
04/02/2016	FIL	BUY	5.90	25,533	25,533
05/02/2016	FIL	BUY	6.20	130,371	130,371
10/02/2016	FIL	BUY	6.41	61,145	61,145
10/02/2016	FIL	BUY	6.41	80,028	80,028
10/02/2016	FIL	BUY	6.41	761,072	761,072
10/02/2016	FIL	BUY	6.41	34,181	34,181

10/02/2016	FIL	BUY	6.41	44,737	44,737
10/02/2016	FIL	BUY	6.41	425,453	425,453
10/02/2016	FIL	BUY	6.41	56,821	56,821
10/02/2016	FIL	BUY	6.41	74,369	74,369
10/02/2016	FIL	BUY	6.41	707,250	707,250
10/02/2016	FIL	BUY	6.41	20,486	20,486
10/02/2016	FIL	BUY	6.41	26,812	26,812
10/02/2016	FIL	BUY	6.41	254,984	254,984
10/02/2016	FIL	BUY	6.41	16,177	16,177
10/02/2016	FIL	BUY	6.41	21,173	21,173
10/02/2016	FIL	BUY	6.41	201,353	201,353
10/02/2016	FIL	BUY	6.41	32,323	32,323
10/02/2016	FIL	BUY	6.41	42,305	42,305
10/02/2016	FIL	BUY	6.41	402,321	402,321
10/02/2016	FIL	BUY	6.41	3,387	3,387
10/02/2016	FIL	BUY	6.41	4,433	4,433
10/02/2016	FIL	BUY	6.41	42,163	42,163
10/02/2016	FIL	BUY	6.41	16,502	16,502
10/02/2016	FIL	BUY	6.41	21,599	21,599
10/02/2016	FIL	BUY	6.41	205,404	205,404
11/02/2016	FIL	BUY	6.35	409,040	409,040
11/02/2016	FIL	BUY	6.33	69,047	69,047
11/02/2016	FIL	BUY	6.35	185,403	185,403
11/02/2016	FIL	BUY	6.33	31,299	31,299
11/02/2016	FIL	BUY	6.35	473,502	473,502
11/02/2016	FIL	BUY	6.33	79,928	79,928
11/02/2016	FIL	BUY	6.35	170,323	170,323
11/02/2016	FIL	BUY	6.33	28,752	28,752
11/02/2016	FIL	BUY	6.35	134,435	134,435
11/02/2016	FIL	BUY	6.33	22,694	22,694
11/02/2016	FIL	BUY	6.35	175,703	175,703
11/02/2016	FIL	BUY	6.33	29,661	29,661
11/02/2016	FIL	BUY	6.35	28,063	28,063
11/02/2016	FIL	BUY	6.33	4,738	4,738
11/02/2016	FIL	BUY	6.35	80,531	80,531
11/02/2016	FIL	BUY	6.33	13,594	13,594
			Total Buys	5,731,242	5,731,242
			Total Sells	(33,059)	(33,059)
			Net Buys	5,698,183	5,698,183

4. Present Relevant Interest

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

Refer to Annexure A

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:

NA

6. Addresses

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

Refer to Annexure A

Sign Here: 

Dated: 15 February 2016

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant	Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	JP MORGAN, BOURNEMOUTH (C) NORTHERN TRUST LONDON (C) CITIBANK LTD MELBOURNE (C) NATIONAL ASTL BK MELBOURNE (S) CITIBANK LONDON	Investment Discretion/ Voting Power	15,131,043
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		24,179
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	BROWN BROTHERS HARRIMAN AND CO JP MORGAN, BOURNEMOUTH (C) BROWN BROS HARRIMN LTD LUX (C) MASTER TRUST BANK OF JAPAN (C) NOMURA TRUST AND BANKING (C) HSBC BANK PLC (C) CITIBANK NA, HONG KONG BR (S) NORTHERN TRUST LUX (C)		1,639,532
				1,781,367
				2,228,974
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	JP MORGAN, BOURNEMOUTH (C) BROWN BROS HARRIMN LTD LUX (C) MASTER TRUST BANK OF JAPAN (C) HSBC INST TRST SER ASIA LTD(C) CLEARSTREAM BANKING SA LUX (C)	Investment Discretion/ Voting Power	3,570
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	NATIONAL ASTL BK MELBOURNE (S) JPMORGAN CHASE BANK NA LDN		76,056
Grand Total				26,698,213