

14 April 2009

The Manager
Announcements
Company Announcements Office
Australian Securities Exchange

Public Announcement 2009 – Iluka Resources Limited

Please find attached, the following documents in relation to Iluka Resources Limited's 2009 Annual General Meeting to be held at 9.30am on Thursday, 28 May 2009 in the Argyle Room at The Parmelia Hilton Hotel, 14 Mill Street Perth, Western Australia:

1. Notice of Annual General Meeting
2. Proxy Form



Cameron Wilson
Company Secretary

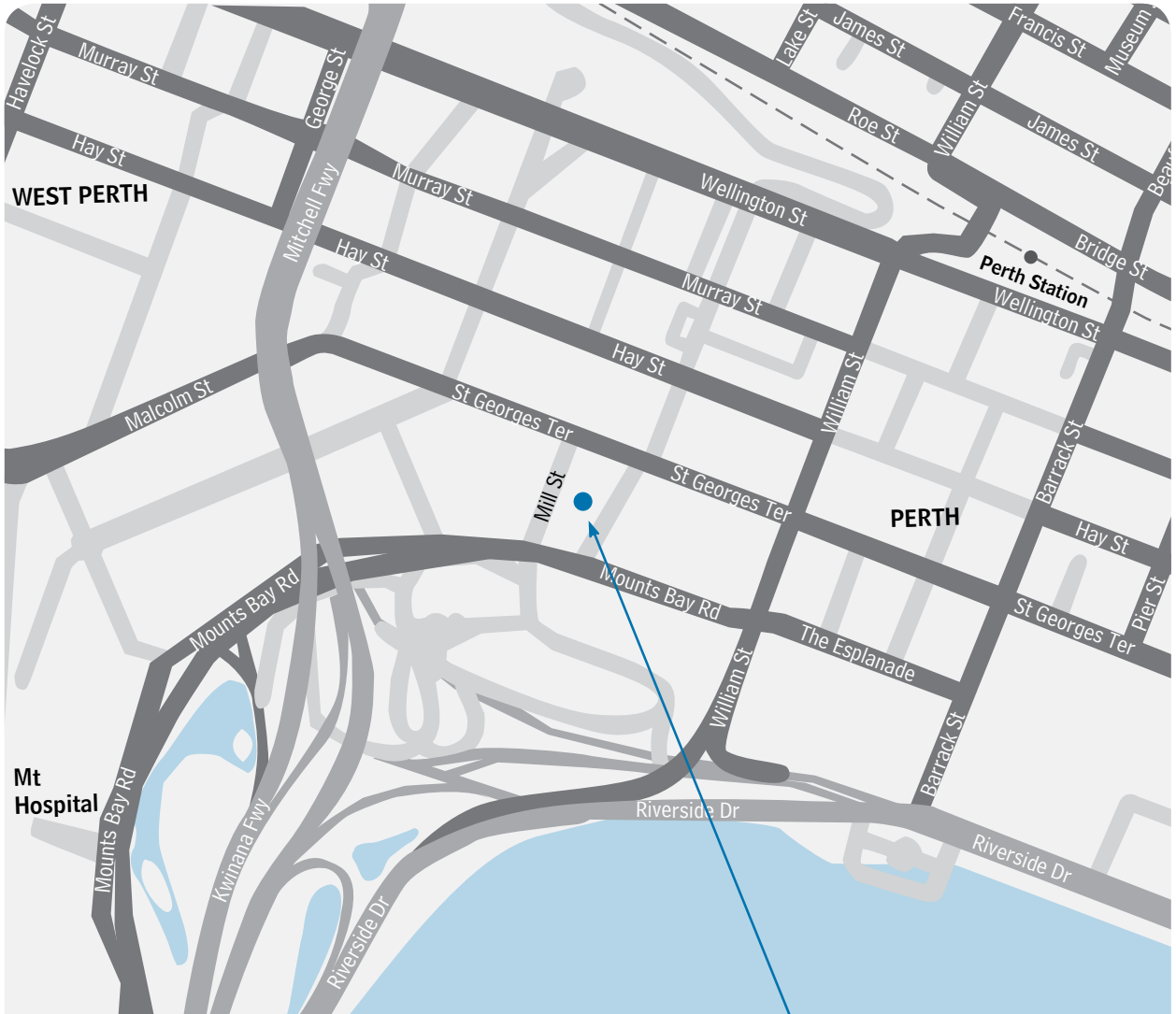


ILUKA

NOTICE OF ANNUAL GENERAL MEETING

ILUKA | 2009

MEETING VENUE



Iluka AGM 2009
Parmelia Hilton Hotel

The 54th Annual General Meeting of Iluka Resources Limited will be held in the Argyle Ballroom at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia on Thursday 28 May, commencing at 9.30am (WST).



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 54th Annual General Meeting of Shareholders of Iluka Resources Limited ABN 34 008 675 018 (**Iluka or Company**) will be held in the Argyle Ballroom at the Parmelia Hilton Hotel, 14 Mill Street, Perth on **Thursday, 28 May 2009**, commencing at 9.30am (WST).

A map with details of the location of the Annual General Meeting is included with this notice.

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting. The Explanatory Memorandum describes the various matters to be considered in relation to the business to be conducted at the Annual General Meeting. This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum.

AGENDA

FINANCIAL REPORTS

To receive and consider the annual financial report, directors' report and auditor's report for the Company and its controlled entities for the year ended 31 December 2008.

ORDINARY RESOLUTIONS

1. Re-election of Director – Mr John Pizzey

To consider and, if thought fit, to pass the following ordinary resolution:

That Mr John G. Pizy, who retires in accordance with Article 17.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director.

2. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following ordinary resolution:

That the Remuneration Report of the Company for the year ended 31 December 2008 as set out on pages 9 to 20 of the Company's 2008 Annual Report be adopted.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the Company's share registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia, facsimile number Australian 1800 783 447 and outside Australia +61 (3) 9473 2555** or to the Company's registered office at Level 23, 140 St George's Terrace, Perth, Western Australia, 6000, facsimile number +61 (8) 9360 4777, at least 48 hours prior to the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote. Alternatively, you may register your proxy instructions electronically at the Share Registry website www.investorvote.com.au by 9.30am (WST) Tuesday, 26 May 2009.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the meeting. Certificates of appointment of corporate representative are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number 1300 733 043.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at the close of business on **Tuesday, 26 May 2009**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

QUESTIONS FROM SHAREHOLDERS

At the meeting the Chairman will allow a reasonable opportunity for Iluka Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr David Smith of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report from the year end 31 December 2008 (or his representative), will attend the meeting. The Chairman will also allow a reasonable opportunity for Iluka shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have on the General Shareholder Questions Form and return the form in person or by mail to Level 23, 140 St George's Terrace, Perth WA 6000, Australia or by fax to +61 8 9360 4777 so that it is received by no later than close of business **Tuesday, 26 May 2009**.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by Tuesday, 26 May 2009, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2008. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

By order of the Board



Cameron Wilson
Company Secretary
Dated: 14 April 2009

FINANCIAL REPORTS

Iluka's Annual Report 2008 has been sent to those shareholders who requested it. The Annual Report 2008 can be found on the Company's website (www.iluka.com).

There will be an opportunity for shareholders to ask questions about, or comment on, the reports and the management and performance of the Company.

ORDINARY RESOLUTIONS



1. Re-election of Director – Mr John Pizze

G. John Pizze BE (Chem), FeIDip (Management), FAICD, FAIM, FTSE

John Pizze is required to retire under the director rotation provisions of Article 17.2 of the Company's Constitution. Mr Pizze, being eligible, has offered himself for re-election as a Director.

Mr Pizze was appointed to the Board in November 2005. He has extensive experience in mining and mineral processing. Mr Pizze was Chairman of Alcoa of Australia and held a number of senior executive positions with Alcoa Inc (USA). He is a Director of Alumina Limited, Amcor Limited, St Vincent's Medical Research Institute and Ivanhoe Grammar School. He was formerly the Chairman of Range River Gold, ION Limited (in administration) and the London Metal Exchange UK and a Director of WMC Resources Ltd.

The Board (other than Mr Pizze) recommends that shareholders vote in favour of the resolution to re-elect Mr Pizze.

2. Adoption of Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to vote at the Company's Annual General Meeting.

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 9 to 20 of the Company's Annual Report 2008 which is available on the Company's website (www.iluka.com).

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and link between the remuneration of key management personnel and the Company's performance; and
- sets out the remuneration arrangements in place for each director and for the Managing Director and other key management personnel.

In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the discussion in relation to this resolution, and the outcome of the vote, will be taken into consideration by the Board when considering the remuneration arrangements of the Company.

The Board recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.





ILUKA

Iluka Resources Limited

ABN 34 008 675 018

000001 000 ILU
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 733 043
(outside Australia) +61 3 9415 4801

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 9.30am (WST) Tuesday 26 May 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Iluka Resources Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Iluka Resources Limited to be held at the Argyle Ballroom at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia on Thursday, 28 May 2009 at 9.30am (WST) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Re-election of Director - Mr John Pizzey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

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