# **Form 603**

Corporations Law Section 671B

## Notice of initial substantial holder

To Company Name/Scheme

Iluka Resources Limited

ACN/ARSN 34 008 675 018

1. Details of substantial holder (1)

Name

SCHRODER INVESTMENT MANAGEMENT AUSTRALIA LIMITED

ACN / ARSN (if applicable)

22 000 443 274

The holder became a substantial holder on 20/09/2012

#### 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	Persons' votes (5)	Voting power (6)
Ordinary Shares	418,700,517	21,115,516	21,115,516

#### 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
SIMAL	Ordinary Shares	14,983,801
SIM	Ordinary Shares	4,031,310
SIMNA	Ordinary Shares	2,100,405

### 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
SIM	JPMorgan Chase Bank, N.A (Bournemouth)	JPMorgan Chase Bank, N.A (Bournemouth)	3,145,184
SIM	State Street Bank and Trust Co	State Street Bank and Trust Co	15,169
SIM	NT London	NT London	648,085
SIM	ABN AMRO Mellon	ABN AMRO Mellon	32,256
SIM	UBS AG, London	UBS AG, London	49,264
SIM	Deutsche Bank Malaysia	Deutsche Bank Malaysia	9,668
SIM	Bank of New York	Bank of New York	90,157
SIM	Commerzbank AG	Commerzbank AG	8,348
SIM	Brown Brothers Harriman	Brown Brothers Harriman	8,620
SIM	Caceis Paris	Caceis Paris	24559
SIMAL	BNP Paribas Securities Services	BNP Paribas Securities Services	870,696
SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	5,050,185
SIMAL	Citicorp Nominees Ltd	Citicorp Nominees	1,920,997

	HSBC Custody Nominees	HSBC Custody Nominees (Australia)	
SIMAL	(Australia) Ltd	Ltd	1,391,191
SIMAL	National Nominees Ltd Melbourne	National Nominees Ltd Melbourne	4,187,959
SIMAL	State Street Australia Ltd	State Street Australia Ltd	722,765
SIMAL	State Street New Zealand Ltd	State Street New Zealand Ltd	840,008
SIMNA	JPMorgan Chase Bank, N.A	JPMorgan Chase Bank, N.A	
	(Bournemouth)	(Bournemouth)	1,373,931
SIMNA	Bank of New York Prudential	Bank of New York Prudential	223,309
SIMNA	ABN AMRO Mellon	ABN AMRO Mellon	13,067
SIMNA	Bank of New York	Bank of New York	71,037
SIMNA	State Street Bank and Trust Co	State Street Bank and Trust Co	419,061

### 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	Date of acquisition	Considerati	Consideration (9) Class and number of securities	
interest		Cash	Non- cash	ORDINARY SHARES
SIM	18/06/2012 - 20/09/2012	6,749,668		602,089
SIMAL	28/06/2012 - 20/09/2012	146,470,760		15,012,930
SIMNA	18/06/2012 - 20/09/2012	2,818,764		272,489

### 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
Schroder Investment Management Australia	Related Fund Manager
Limited ("SIMAL")	
Schroder Investment North America Limited	Related Fund Manager
("SIMNA")	
Schroder Investment Management Limited ("SIM")	Related Fund Manager

## 7. Addresses

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

Name	Address
Schroder Investment Management (Australia) Limited ("SIMAL")	Level 20 Angel Place, 120 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management (North America) Limited ("SIMNA")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management Limited ("SIM")	31 Gresham Street, London EC2V 7QA, UK