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Facsimile Cover Sheet

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DATE: May 6, 2013

FROM: **Robert Flaherty**
VP, Compliance Officer
MFS Investment Management,
Boston, MA, USA

PHONE: **(617)-954- 5814**

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TOTAL NUMBER OF PAGES TRANSMITTED INCLUDING COVER: 7

TRANSMISSION BEING SENT TO:

NAME: **Australian Securities Exchange**

RE: **FORM 604- NOTICE OF CHANGE OF INTERESTS OF
SUBSTANTIAL SHAREHOLDER**

FAX NUMBER: **+61 2 9778 0999**

COMMENTS:

Please find attached Form 604- Notice of change of interests of substantial shareholder for Iluka Resources Limited from the Massachusetts Financial Services Company on behalf of Sun Life Financial, Inc.

Please do not hesitate to contact me at (617)-954-5814 should you have any questions

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme Iluka Resources LimitedACN/ARSN 008 675 018**1. Details of substantial holder(1)**Name MFS Investment Management on behalf of Sun Life Financial Inc.ACN/ARSN (if applicable) N/AThere was a change in the interests of the
substantial holder on03/05/2013

The previous notice was given to the company on

12/09/2012

The previous notice was dated

10/09/2012**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)
See Annexure A				

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
See Annexure A					

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
See 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:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

6. Addresses

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

Name	Address
See Annexure A	

Signature

print name See Annexure A

capacity See Annexure A

sign here

See Annexure A

date See Annexure A

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is Annexure A of 4 pages referred to in Form 604 Notice of change of interests of Substantial Holder lodged on behalf of MFS Investment Management in relation to
ILUKA RESOURCES LIMITED

NAME: ROBERT R. FLAHERTY CAPACITY: COMPLIANCE OFFICER
 VICE PRESIDENT

SIGN:

DATE:



1. 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 that 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 of the company or scheme, are as follows:

CLASS OF SECURITIES: PREVIOUS NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS MB - MFS MCLEAN BUDDEN LIMITED)	805,218.00	805,218.00	0.19%
ORD (MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY)	20,120,930.00	20,120,930.00	4.81%
ORD (MFSHE - MFS HERITAGE TRUST COMPANY)	1,220,205.00	1,220,205.00	0.29%
ORD (MFSI - MFS INSTITUTIONAL ADVISORS, INC.)	2,811,133.00	2,811,133.00	0.67%
ORD (MILUK - MFS INTERNATIONAL (U.K))	489,081.00	489,081.00	0.12%
TOTAL:		25,446,567.00	6.08%

2. PREVIOUS AND PRESENT VOTING POWER (continued)

CLASS OF SECURITIES: PRESENT NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS MB - MFS MCLEAN BUDDEN LIMITED)	639,441.00	639,441.00	0.15%
ORD (MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY)	24,393,418.00	24,393,418.00	5.83%
ORD (MFSHE - MFS HERITAGE TRUST COMPANY)	1,085,642.00	1,085,642.00	0.26%
ORD (MFSI - MFS INSTITUTIONAL ADVISORS, INC.)	3,274,669.00	3,274,669.00	0.78%
ORD (MILUK - MFS INTERNATIONAL (U.K) LTD.)	317,263.00	317,263.00	0.08%
TOTAL:		29,710,433.00	7.10%

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	CONSIDERATION GIVEN IN RELATION TO CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
19/07/12 to 10/09/12	MFS MB - MFS MCLEAN BUDDEN LIMITED	Market Purchase	ORD Average price of 9.44 AUD	ORD (165,777)	-0.04%
19/07/12 to 10/09/12	MFS - MASSACHUSETTS FINANCIAL SERVICES	Market Purchase	ORD Average price of 9.44 AUD	ORD 4,272,488	1.02%
19/07/12 to 10/09/12	MFSHE - MFS HERITAGE TRUST COMPANY	Market Purchase	ORD Average price of 9.44 AUD	ORD (134,563)	-0.03%
19/07/12 to 10/09/12	MFSI - MFS INSTITUTIONAL ADVISORS, INC.	Market Purchase	ORD Average price of 9.44 AUD	ORD 463,536	0.11%
19/07/12 to 10/09/12	MILUK - MFS INTERNATIONAL (U.K) LTD.	Market Purchase	ORD Average price of 9.44 AUD	ORD (171,818)	-0.04%
	TOTAL:			ORD 4,263,866	1.02%

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	NATURE OF RELEVANT INTEREST	CLASS AND NUMBER OF SECURITIES	PERSON'S VOTES
MFS MB - MFS MCLEAN BUDDEN LIMITED	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 639,441	0.15%
MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 24,393,418	5.83%
MFSHE - MFS HERITAGE TRUST COMPANY	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 1,085,642	0.26%
MFSI - MFS INSTITUTIONAL ADVISORS, INC.	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 3,274,669	0.78%
MILUK - MFS INTERNATIONAL (U.K) LTD.	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 317,263	0.08%
TOTAL:				ORD 29,710,433	7.10%

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 CAN/ARSN (IF APPLICABLE)	NATURE OF ASSOCIATION
SUN LIFE FINANCIAL INC. (SUN LIFE)	Sun Life is a related Body Corporate of MFS and its Subsidiaries.
MASSACHUSETTS FINANCIAL SERVICES COMPANY (MFS)	MFS is a related Body Corporate of Sun Life Financial, Inc.
MFS HERITAGE TRUST COMPANY (MFSHE)	MFSHE is a related Body Corporate of MFS
MFS INSTITUTIONAL ADVISORS, INC. (MFSI)	MFSI is a related Body Corporate of MFS
MFS INTERNATIONAL (U.K) LTD. (MILUK)	MILUK is a related Body Corporate of MFS
MFS MCLEAN BUDDEN LIMITED	MB is a related Body Corporate of MFS

6. ADDRESSES

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

NAME AND CAN/ARSN (IF APPLICABLE)	NATURE OF ASSOCIATION
SUN LIFE FINANCIAL INC.	150 King Street West, Toronto, ON M5H 1J9 Canada
MASSACHUSETTS FINANCIAL SERVICES COMPANY (MFS)	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS HERITAGE TRUST COMPANY (MFSHE)	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS INSTITUTIONAL ADVISORS, INC. (MFSI)	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS INTERNATIONAL (U.K) LTD. (MILUK)	Paternoster House, 65 St. Paul's Churchyard, London EC4M 8AB, U.K.
MFS MCLEAN BUDDEN LIMITED	Royal Trust Tower, 77 King Street West, 35 Floor, Toronto, Ontario, Canada M5K 1B7