

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Iluka Resources Ltd.
ACN/ARSN 008 675 010

1. Details of substantial holder (1)

Name RS Investment Management Co. LLC
ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 14 / 11 / 2013

The previous notice was given to the company on 20 / 3 / 2013

The previous notice was dated 19 / 3 / 2013

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 | 25,556,240 | 6.10 | 29,870,526 | 7.13 |

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 (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|-----------------------|---|---|-------------------------|
| 20-Mar-13 | RS Investment Management Co. LLC | Acquisition of shares | 7,899,584 | 862,400 | 848,690 |
| 21-Mar-13 | RS Investment Management Co. LLC | Acquisition of shares | 2,950,776 | 319,694 | 314,620 |
| 22-Mar-13 | RS Investment Management Co. LLC | Acquisition of shares | 3,814,176 | 417,763 | 411,139 |
| 25-Mar-13 | RS Investment Management Co. LLC | Acquisition of shares | 4,635,000 | 500,000 | 492,059 |
| 26-Mar-13 | RS Investment Management Co. LLC | Acquisition of shares | 3,656,000 | 400,000 | 393,657 |
| 26-Mar-13 | RS Investment Management Co. LLC | Disposition of shares | 258,584 | 28,107 | 28,107 |
| 3-Apr-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,711,029 | 183,390 | 180,040 |
| 8-Apr-13 | RS Investment Management Co. LLC | Acquisition of shares | 849,888 | 93,600 | 93,600 |
| 11-Apr-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,183,811 | 120,900 | 120,900 |
| 17-Apr-13 | RS Investment Management Co. LLC | Acquisition of shares | 60,352 | 6,560 | 6,560 |
| 19-Apr-13 | RS Investment Management Co. LLC | Acquisition of shares | 265,996 | 30,090 | 30,090 |
| 19-Apr-13 | RS Investment Management Co. LLC | Disposition of shares | 5,569,808 | 635,800 | 624,470 |
| 22-Apr-13 | RS Investment Management Co. LLC | Acquisition of shares | 393,344 | 43,900 | 43,900 |
| 3-May-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,309,365 | 143,100 | 135,370 |

| | | | | | |
|-----------|----------------------------------|-----------------------|-----------|---------|---------|
| 9-May-13 | RS Investment Management Co. LLC | Disposition of shares | 6,432,000 | 600,000 | 588,635 |
| 10-May-13 | RS Investment Management Co. LLC | Disposition of shares | 9,228,214 | 855,864 | 839,612 |
| 13-May-13 | RS Investment Management Co. LLC | Disposition of shares | 1,818,500 | 150,000 | 147,128 |
| 14-May-13 | RS Investment Management Co. LLC | Disposition of shares | 3,742,635 | 341,170 | 334,633 |
| 16-May-13 | RS Investment Management Co. LLC | Disposition of shares | 82,416 | 7,575 | 7,428 |
| 17-May-13 | RS Investment Management Co. LLC | Disposition of shares | 1,082,000 | 100,000 | 98,085 |
| 20-May-13 | RS Investment Management Co. LLC | Disposition of shares | 2,432,260 | 225,000 | 220,704 |
| 21-May-13 | RS Investment Management Co. LLC | Disposition of shares | 4,066,514 | 364,383 | 356,044 |
| 3-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 889,418 | 80,200 | 80,200 |
| 7-Jun-13 | RS Investment Management Co. LLC | Disposition of shares | 632,830 | 60,500 | 0 |
| 11-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 234,876 | 22,200 | 22,200 |
| 11-Jun-13 | RS Investment Management Co. LLC | Disposition of shares | 851,690 | 80,500 | 0 |
| 12-Jun-13 | RS Investment Management Co. LLC | Disposition of shares | 713,380 | 67,300 | 0 |
| 13-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 75,190 | 7,300 | 0 |
| 14-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 385,365 | 37,090 | 37,090 |
| 14-Jun-13 | RS Investment Management Co. LLC | Disposition of shares | 697,702 | 67,216 | 0 |
| 21-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 8,784,000 | 900,000 | 894,390 |
| 24-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 4,690,818 | 491,700 | 446,590 |
| 25-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 6,308,325 | 661,250 | 656,380 |
| 26-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 6,260,872 | 642,800 | 594,510 |
| 27-Jun-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,009,000 | 100,900 | 100,900 |
| 1-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 695,837 | 69,100 | 69,100 |
| 2-Jul-13 | RS Investment Management Co. LLC | Disposition of shares | 340,178 | 32,995 | 32,995 |
| 4-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 812,498 | 78,200 | 78,200 |
| 8-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 604,320 | 65,800 | 65,800 |
| 9-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 849,002 | 81,400 | 81,400 |
| 16-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,355,329 | 130,070 | 127,110 |
| 17-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 951,570 | 87,300 | 87,300 |
| 18-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 960,015 | 86,100 | 86,100 |
| 25-Jul-13 | RS Investment Management Co. LLC | Disposition of shares | 2,952,133 | 258,959 | 256,912 |
| 26-Jul-13 | RS Investment Management Co. LLC | Disposition of shares | 30,267 | 2,655 | 2,634 |
| 31-Jul-13 | RS Investment Management Co. LLC | Acquisition of shares | 754,844 | 68,004 | 0 |
| 1-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 988,251 | 88,158 | 88,966 |
| 2-Aug-13 | RS Investment Management Co. LLC | Acquisition of shares | 463,779 | 40,154 | 40,154 |
| 2-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 9,336,000 | 800,000 | 795,006 |
| 5-Aug-13 | RS Investment Management Co. LLC | Acquisition of shares | 380,357 | 32,733 | 32,733 |
| 5-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 3,969,240 | 341,000 | 338,546 |
| 6-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 8,752,500 | 750,000 | 744,603 |
| 7-Aug-13 | RS Investment Management Co. LLC | Acquisition of shares | 392,530 | 34,253 | 34,253 |
| 7-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 1,364,712 | 118,981 | 118,121 |
| 8-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 4,011,000 | 350,000 | 347,470 |
| 9-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 2,890,000 | 250,000 | 248,193 |
| 12-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 4,920,637 | 420,927 | 417,885 |
| 13-Aug-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,018,454 | 86,973 | 86,973 |
| 13-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 4,003,176 | 340,986 | 338,485 |
| 14-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 2,547,272 | 217,344 | 215,750 |
| 15-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 174,719 | 15,049 | 14,938 |
| 20-Aug-13 | RS Investment Management Co. LLC | Acquisition of shares | 379,540 | 35,306 | 0 |
| 23-Aug-13 | RS Investment Management Co. LLC | Disposition of shares | 1,374,000 | 120,000 | 119,203 |
| 27-Aug-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,570,265 | 138,716 | 138,716 |
| 29-Aug-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,399,182 | 129,434 | 0 |

| | | | | | |
|-----------|----------------------------------|-----------------------|------------|-----------|-----------|
| 2-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,480,250 | 134,446 | 37,589 |
| 5-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 355,296 | 32,241 | 32,241 |
| 6-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 367,606 | 35,757 | 35,757 |
| 6-Sep-13 | RS Investment Management Co. LLC | Disposition of shares | 364,932 | 33,400 | 33,400 |
| 12-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 778,157 | 66,967 | 0 |
| 12-Sep-13 | RS Investment Management Co. LLC | Disposition of shares | 381,760 | 32,657 | 32,657 |
| 13-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 244,850 | 21,403 | 21,403 |
| 23-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 395,894 | 33,895 | 33,895 |
| 24-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 172,229 | 14,873 | 14,873 |
| 24-Sep-13 | RS Investment Management Co. LLC | Disposition of shares | 234,927 | 20,340 | 20,340 |
| 27-Sep-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,827,867 | 155,167 | 71,782 |
| 1-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 67,324 | 5,916 | 5,916 |
| 1-Oct-13 | RS Investment Management Co. LLC | Disposition of shares | 409,065 | 35,946 | 35,946 |
| 2-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 379,646 | 33,597 | 33,597 |
| 3-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 917,391 | 81,185 | 81,185 |
| 11-Oct-13 | RS Investment Management Co. LLC | Disposition of shares | 138,728 | 12,212 | 12,212 |
| 18-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 31,875 | 3,238 | 3,238 |
| 21-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 602,776 | 60,459 | 58,091 |
| 25-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 149,550 | 15,000 | 14,414 |
| 29-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 371,963 | 36,719 | 36,719 |
| 31-Oct-13 | RS Investment Management Co. LLC | Acquisition of shares | 996,618 | 96,759 | 19,825 |
| 8-Nov-13 | RS Investment Management Co. LLC | Acquisition of shares | 1,089,083 | 109,236 | 108,096 |
| 11-Nov-13 | RS Investment Management Co. LLC | Acquisition of shares | 4,960,000 | 500,000 | 485,628 |
| 12-Nov-13 | RS Investment Management Co. LLC | Acquisition of shares | 3,645,252 | 369,701 | 359,074 |
| 13-Nov-13 | RS Investment Management Co. LLC | Acquisition of shares | 6,643,600 | 680,000 | 660,453 |
| 14-Nov-13 | RS Investment Management Co. LLC | Acquisition of shares | 18,340,420 | 1,883,000 | 1,828,872 |

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 (B) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|----------------------------------|---|--|--|--------------------------------|----------------|
| RS Investment Management Co. LLC | Bank of New York, Brussels | Bank of New York, Brussels | RS Investment Management Co. LLC is an investment adviser registered with the U.S. Securities and Exchange Commission with power to exercise control over disposal of the securities on behalf of its clients. | 48,693 | 48,693 |
| RS Investment Management Co. LLC | Chase Nominees Limited | Chase Nominees Limited | Same as above | 138,101 | 138,101 |
| RS Investment Management Co. LLC | HSBC Custody Nominees (Australia) Limited | HSBC Custody Nominees (Australia) Limited | Same as above | 24,729,966 | 24,651,704 |
| RS Investment Management Co. LLC | National Nominees Limited | National Nominees Limited | Same as above | 3,554,770 | 3,107,478 |
| RS Investment Management Co. LLC | State Street Nominees Limited | State Street Nominees Limited | Same as above | 1,924,550 | 1,924,550 |

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 |
|-----------------------------------|-----------------------|
| Not Applicable | |

6. Addresses

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

| Name | Address |
|----------------------------------|---|
| RS Investment Management Co. LLC | One Bush Street, Suite 900 San Francisco, CA 94104 USA |

Signature

print name Nina Gupta capacity Secretary

sign here  date 18 / 11 / 2013