

**Form 605
Corporations Act 2001
Section 671B**

Notice of Ceasing to be a Substantial Holder

To: **Iluka Resources Limited**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and FIL

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

5 July 2013

The previous notice was given to the company on

1 July 2013

The previous notice was dated

1 July 2013

2. 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:

			Consideration given in relation to change (7)	Class & No. of securities affected	Person's votes affected
Date of Change	Person whose relevant interest changed	Nature of change (6)	AUD \$	Common stock	Common stock
1 July 2013	FMR LLC & FIL	BUY	9.88	3,470	3,470
5 July 2013	FMR LLC & FIL	SELL	10.49	91,278	91,278
				Market Buy	3,470
				Market Sell	91,278
				Overall decrease	87,808

3. Resulting interest

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	20,862,718	20,862,718	4.98%

4. 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
FMR LLC	No Change
FIL	No change

5. Addresses

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

Name	Address
FMR LLC	245 Summer Street, Boston, MA 02210
FIL	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda

Sign Here P. Alexander

Dated 9 July 2013

Philip Alexander

Regulatory Reporting Manager

Duly authorized under Powers of Attorney dated 11 May 2012 by Scott Goebel by and on behalf of FMR LLC, and their respective direct and indirect subsidiaries.

Duly authorized under Powers of Attorney dated 8 October 2012 by Allan Pelvang by and on behalf of FIL Limited and their respective direct and indirect subsidiaries