

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Iluka Resources Limited

ACN/ARSN 008 675 018

1. Details of substantial holder (1)

Name Schroder Investment Management Australia Limited

ACN/ARSN (if applicable) 000 443 274

There was a change in the interests of the substantial holder on 15/08/2014

The previous notice was given to the company on 14/01/2014

The previous notice was dated 14/01/2014

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	35,898,163	8.57%	40,273,049	9.62%

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
15/01/2014 – 15/08/2014	SIMAL	Buy	\$ 30,317,380.72	3,429,028 Ordinary shares	3,429,028
15/01/2014 – 15/08/2014	SIMAL	Sell	\$ 12,958,677.24	1,394,566 Ordinary shares	1,394,566
15/01/2014 – 15/08/2014	SIMAL	Out specie transfer	Nil	119,887 Ordinary shares	119,887
15/01/2014 – 15/08/2014	SIM LTD	Buy	\$ 13,094,391.40	1,475,756 Ordinary shares	1,475,756
15/01/2014 – 15/08/2014	SIM LTD	Sell	\$ 965,814.61	101,657 Ordinary shares	101,657
15/01/2014 – 15/08/2014	SIMNA LTD	Buy	\$ 10,011,778.75	1,086,212 Ordinary shares	1,086,212

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
SIMAL	BNP Paribas Securities Services	BNP Paribas Securities Services	Power to dispose of securities	3,631,919 Ordinary shares	3,631,919
SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	Power to dispose of securities	11,831,734 Ordinary shares	11,831,734
SIMAL	Citicorp Nominees Ltd HK	Citicorp Nominees Ltd HK	Power to dispose of securities	3,993,504 Ordinary shares	3,993,504
SIMAL	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	Power to dispose of securities	2,904,758 Ordinary shares	2,904,758
SIMAL	National Nominees Ltd - Melbourne	National Nominees Ltd - Melbourne	Power to dispose of securities	6,425,504 Ordinary shares	6,425,504
SIMAL	State Street Australia Limited	State Street Australia Limited	Power to dispose of securities	792,014 Ordinary shares	792,014
SIM LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	6,770,853 Ordinary shares	6,770,853
SIMNA LTD	ABN Amro Mellon	ABN Amro Mellon	Power to dispose of securities	250,169 Ordinary shares	250,169

SIMNA LTD	Citibank New York	Citibank New York	Power to dispose of securities	64,063 Ordinary shares	64,063
SIMNA LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	2,279,635 Ordinary shares	2,279,635
SIMNA LTD	JP Morgan New York	JP Morgan New York	Power to dispose of securities	205,444 Ordinary shares	205,444
SIMNA LTD	State Street Bank & Trust Co	State Street Bank & Trust Co	Power to dispose of securities	1,123,452 Ordinary shares	1,123,452

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
Schroder Investment Management Australia Limited ("SIMAL")	Relevant Fund Manager
Schroder Investment Management Limited ("SIM LTD")	Relevant Fund Manager
Schroder Investment Management North America ("SIMNA LTD")	Relevant Fund Manager

6. Addresses

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

Name	Address
Schroder Investment Management (Australia) Limited ("SIMAL")	Level 20, Angel Place, 123 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management Limited ("SIM LTD")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management North America ("SIMNA LTD")	31 Gresham Street, London EC2V 7QA, UK