

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: **Iluka Resources Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL"),
ACN/ARSN (if applicable)

The holder became a substantial holder on 6 January 2016

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	Person's votes (5)	Voting power (6)
Ordinary shares	21,000,030	21,000,030	5.02%

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:

Refer to Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Refer to Annexure A

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:

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
			AUD \$	Common Stock	Common Stock
12/17/2015	FIL	BUY	5.43	1,760	1,760
12/17/2015	FIL	BUY	5.43	15,439	15,439
12/17/2015	FIL	BUY	5.43	4,649	4,649
12/18/2015	FIL	BUY	5.35	1,994	1,994
12/18/2015	FIL	BUY	5.34	4,205	4,205
12/18/2015	FIL	BUY	5.35	5,932	5,932
12/18/2015	FIL	BUY	5.34	12,511	12,511
12/18/2015	FIL	BUY	5.35	108,001	108,001
12/18/2015	FIL	BUY	5.37	1,954	1,954
12/18/2015	FIL	BUY	5.34	251,203	251,203
12/18/2015	FIL	BUY	5.35	1,411	1,411
12/18/2015	FIL	BUY	5.34	2,978	2,978
12/18/2015	FIL	BUY	5.35	12,250	12,250
12/18/2015	FIL	BUY	5.34	25,701	25,701
12/18/2015	FIL	BUY	5.35	23,901	23,901
12/18/2015	FIL	BUY	5.34	67,076	67,076
12/18/2015	FIL	BUY	5.37	1,426	1,426
12/18/2015	FIL	BUY	5.35	59,015	59,015
12/18/2015	FIL	BUY	5.37	1,314	1,314
12/18/2015	FIL	BUY	5.34	140,056	140,056
12/18/2015	FIL	BUY	5.35	60,545	60,545
12/18/2015	FIL	BUY	5.34	142,990	142,990
12/18/2015	FIL	BUY	5.37	1,314	1,314
12/18/2015	FIL	BUY	5.35	21,182	21,182
12/18/2015	FIL	BUY	5.34	60,306	60,306
12/18/2015	FIL	BUY	5.37	1,314	1,314
12/18/2015	FIL	BUY	5.35	3,326	3,326
12/18/2015	FIL	BUY	5.34	7,019	7,019
12/18/2015	FIL	BUY	5.35	88,122	88,122
12/18/2015	FIL	BUY	5.34	213,005	213,005
12/18/2015	FIL	BUY	5.37	2,323	2,323
12/21/2015	FIL	BUY	5.36	969	969
12/21/2015	FIL	BUY	5.41	1,116	1,116
12/21/2015	FIL	BUY	5.36	2,883	2,883
12/21/2015	FIL	BUY	5.41	3,320	3,320
12/21/2015	FIL	BUY	5.36	56,456	56,456
12/21/2015	FIL	BUY	5.41	65,018	65,018
12/21/2015	FIL	BUY	5.36	5,932	5,932

12/21/2015	FIL	BUY	5.41	6,832	6,832
12/21/2015	FIL	BUY	5.36	14,445	14,445
12/21/2015	FIL	BUY	5.41	16,635	16,635
12/21/2015	FIL	BUY	5.36	31,324	31,324
12/21/2015	FIL	BUY	5.41	36,075	36,075
12/21/2015	FIL	BUY	5.36	32,022	32,022
12/21/2015	FIL	BUY	5.41	36,878	36,878
12/21/2015	FIL	BUY	5.36	12,944	12,944
12/21/2015	FIL	BUY	5.41	14,906	14,906
12/21/2015	FIL	BUY	5.36	1,617	1,617
12/21/2015	FIL	BUY	5.41	1,863	1,863
12/21/2015	FIL	BUY	5.36	47,436	47,436
12/21/2015	FIL	BUY	5.41	54,629	54,629
12/22/2015	FIL	BUY	5.63	7,435	7,435
12/29/2015	FIL	BUY	6.13	2,250	2,250
12/29/2015	FIL	BUY	6.13	8,884	8,884
12/29/2015	FIL	BUY	6.13	134,957	134,957
12/29/2015	FIL	BUY	6.13	1,191	1,191
12/29/2015	FIL	BUY	6.13	12,905	12,905
12/29/2015	FIL	BUY	6.13	26,463	26,463
12/29/2015	FIL	BUY	6.13	57,456	57,456
12/29/2015	FIL	BUY	6.13	74,708	74,708
12/29/2015	FIL	BUY	6.13	30,133	30,133
12/29/2015	FIL	BUY	6.13	3,007	3,007
12/29/2015	FIL	BUY	6.13	113,180	113,180
12/30/2015	FIL	BUY	6.16	4,322	4,322
12/30/2015	FIL	BUY	6.16	13,705	13,705
12/30/2015	FIL	BUY	6.16	159,931	159,931
12/30/2015	FIL	BUY	6.16	1,394	1,394
12/30/2015	FIL	BUY	6.16	25,940	25,940
12/30/2015	FIL	BUY	6.16	37,230	37,230
12/30/2015	FIL	BUY	6.16	78,924	78,924
12/30/2015	FIL	BUY	6.16	39,120	39,120
12/30/2015	FIL	BUY	6.16	6,288	6,288
12/30/2015	FIL	BUY	6.16	133,146	133,146
12/31/2015	FIL	BUY	6.13	2,019	2,019
12/31/2015	FIL	BUY	6.13	6,403	6,403
12/31/2015	FIL	BUY	6.13	74,720	74,720
12/31/2015	FIL	BUY	6.13	1,120	1,120
12/31/2015	FIL	BUY	6.13	12,119	12,119
12/31/2015	FIL	BUY	6.13	17,394	17,394
12/31/2015	FIL	BUY	6.13	36,873	36,873
12/31/2015	FIL	BUY	6.13	18,277	18,277
12/31/2015	FIL	BUY	6.13	2,938	2,938
12/31/2015	FIL	BUY	6.13	62,206	62,206
1/4/2016	FIL	BUY	6.17	2,091	2,091

1/4/2016	FIL	BUY	6.17	6,631	6,631
1/4/2016	FIL	BUY	6.17	77,386	77,386
1/4/2016	FIL	BUY	6.17	1,055	1,055
1/4/2016	FIL	BUY	6.17	12,552	12,552
1/4/2016	FIL	BUY	6.17	18,014	18,014
1/4/2016	FIL	BUY	6.17	38,189	38,189
1/4/2016	FIL	BUY	6.17	18,929	18,929
1/4/2016	FIL	BUY	6.17	3,042	3,042
1/4/2016	FIL	BUY	6.17	64,426	64,426
1/5/2016	FIL	BUY	6.11	1,683	1,683
1/5/2016	FIL	BUY	6.11	5,339	5,339
1/5/2016	FIL	BUY	6.11	62,302	62,302
1/5/2016	FIL	BUY	6.11	10,105	10,105
1/5/2016	FIL	BUY	6.11	14,502	14,502
1/5/2016	FIL	BUY	6.11	30,746	30,746
1/5/2016	FIL	BUY	6.11	15,239	15,239
1/5/2016	FIL	BUY	6.11	2,450	2,450
1/5/2016	FIL	BUY	6.11	51,868	51,868
1/6/2016	FIL	BUY	5.94	950	950
1/6/2016	FIL	BUY	5.94	3,013	3,013
1/6/2016	FIL	BUY	5.94	35,160	35,160
1/6/2016	FIL	BUY	5.94	5,703	5,703
1/6/2016	FIL	BUY	5.94	8,185	8,185
1/6/2016	FIL	BUY	5.94	17,351	17,351
1/6/2016	FIL	BUY	5.94	8,600	8,600
1/6/2016	FIL	BUY	5.94	1,382	1,382
1/6/2016	FIL	BUY	5.94	29,271	29,271
			Total Buys	3,540,324	3,540,324

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are all follows:

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

7. Addresses

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

Refer to Annexure A

Sign Here



Dated: 8 January 2016

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relever	Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	JP MORGAN, BOURNEMOUTH (C) NORTHERN TRUST LONDON (C) CITIBANK LTD MELBOURNE (C) NATIONAL ASTL BK MELBOURNE (S) CITIBANK LONDON	Investment Discretion/ Voting Power	11,494,321 24,179 918,453 1,016,270 1,833,142
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		3,570
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	BROWN BROTHERS HARRIMAN AND CO JP MORGAN, BOURNEMOUTH (C) BROWN BROS HARRIMN LTD LUX (C) MASTER TRUST BANK OF JAPAN (C) NOMURA TRUST AND BANKING (C) HSBC BANK PLC (C) CITIBANK NA, HONG KONG BR (S) NORTHERN TRUST LUX (C)		76,056 1,027,088 54,531 254,275 130,039 325,240 550,540 859,612
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Suite 2201, Level 22, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	JP MORGAN, BOURNEMOUTH (C) BROWN BROS HARRIMN LTD LUX (C) MASTER TRUST BANK OF JAPAN (C) HSBC INST TRST SER ASIA LTD (C) CLEARSTREAM BANKING SA LUX (C)		213,386 943,758 35,997 808,627 23,773
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	NATIONAL ASTL BK MELBOURNE (S) JPMORGAN CHASE BANK NA LON		166,217 240,950
Grand Total				21,000,030