

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of Change of Interests of Substantial Holder**

To: **Iluka Resources Limited**

ACN/ARSN:

**1. Details of substantial holder (s)**

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	8 April 2016
The previous notice was given to the company on	15 February 2016
The previous notice was dated	15 February 2016

**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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	26,698,213	6.38%	21,955,931	5.24%

**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
			<b>AUD \$</b>	<b>Common Stock</b>	<b>Common Stock</b>
2/16/2016	FIL	BUY	6.83	99,089	99,089
2/16/2016	FIL	BUY	6.83	44,914	44,914
2/16/2016	FIL	BUY	6.83	114,705	114,705
2/16/2016	FIL	BUY	6.83	41,261	41,261
2/16/2016	FIL	BUY	6.83	32,567	32,567
2/16/2016	FIL	BUY	6.83	42,564	42,564
2/16/2016	FIL	BUY	6.83	6,799	6,799
2/16/2016	FIL	BUY	6.83	19,509	19,509

2/17/2016	FIL	BUY	6.50	93,068	93,068
2/17/2016	FIL	BUY	6.53	54,368	54,368
2/17/2016	FIL	BUY	6.50	42,185	42,185
2/17/2016	FIL	BUY	6.53	24,644	24,644
2/17/2016	FIL	BUY	6.50	107,736	107,736
2/17/2016	FIL	BUY	6.53	62,935	62,935
2/17/2016	FIL	BUY	6.50	38,753	38,753
2/17/2016	FIL	BUY	6.53	22,639	22,639
2/17/2016	FIL	BUY	6.50	30,588	30,588
2/17/2016	FIL	BUY	6.53	17,868	17,868
2/17/2016	FIL	BUY	6.50	39,978	39,978
2/17/2016	FIL	BUY	6.53	23,354	23,354
2/17/2016	FIL	BUY	6.50	6,386	6,386
2/17/2016	FIL	BUY	6.53	3,730	3,730
2/17/2016	FIL	BUY	6.50	18,323	18,323
2/17/2016	FIL	BUY	6.53	10,704	10,704
2/19/2016	FIL	BUY	6.70	71,145	71,145
2/19/2016	FIL	BUY	6.70	32,248	32,248
2/19/2016	FIL	BUY	6.70	82,357	82,357
2/19/2016	FIL	BUY	6.70	29,625	29,625
2/19/2016	FIL	BUY	6.70	23,383	23,383
2/19/2016	FIL	BUY	6.70	30,561	30,561
2/19/2016	FIL	BUY	6.70	4,881	4,881
2/19/2016	FIL	BUY	6.70	14,007	14,007
2/19/2016	FIL	SELL	6.70	(43,812)	(43,812)
2/22/2016	FIL	BUY	6.51	18,921	18,921
2/22/2016	FIL	BUY	6.61	60,014	60,014
2/22/2016	FIL	BUY	6.51	8,576	8,576
2/22/2016	FIL	BUY	6.61	27,202	27,202
2/22/2016	FIL	BUY	6.51	21,902	21,902
2/22/2016	FIL	BUY	6.61	69,472	69,472
2/22/2016	FIL	BUY	6.51	7,879	7,879
2/22/2016	FIL	BUY	6.61	24,989	24,989
2/22/2016	FIL	BUY	6.51	6,218	6,218
2/22/2016	FIL	BUY	6.61	19,725	19,725
2/22/2016	FIL	BUY	6.51	8,128	8,128
2/22/2016	FIL	BUY	6.61	25,779	25,779
2/22/2016	FIL	BUY	6.51	1,298	1,298
2/22/2016	FIL	BUY	6.61	4,118	4,118
2/22/2016	FIL	BUY	6.51	3,725	3,725
2/22/2016	FIL	BUY	6.61	11,815	11,815
2/22/2016	FIL	SELL	6.64	(14,393)	(14,393)
2/23/2016	FIL	BUY	6.75	4,024	4,024

2/23/2016	FIL	BUY	6.75	1,824	1,824
2/23/2016	FIL	BUY	6.75	4,658	4,658
2/23/2016	FIL	BUY	6.75	1,676	1,676
2/23/2016	FIL	BUY	6.75	1,322	1,322
2/23/2016	FIL	BUY	6.75	3,372	3,372
2/23/2016	FIL	BUY	6.75	1,728	1,728
2/23/2016	FIL	BUY	6.75	1,024	1,024
2/23/2016	FIL	BUY	6.75	1,024	1,024
2/24/2016	FIL	BUY	6.55	77,112	77,112
2/24/2016	FIL	BUY	6.55	34,953	34,953
2/24/2016	FIL	BUY	6.55	89,265	89,265
2/24/2016	FIL	BUY	6.55	32,109	32,109
2/24/2016	FIL	BUY	6.55	25,344	25,344
2/24/2016	FIL	BUY	6.55	64,621	64,621
2/24/2016	FIL	BUY	6.55	33,125	33,125
2/24/2016	FIL	BUY	6.55	4,767	4,767
2/24/2016	FIL	BUY	6.55	15,020	15,020
2/25/2016	FIL	BUY	6.58	33,184	33,184
2/25/2016	FIL	BUY	6.58	15,041	15,041
2/25/2016	FIL	BUY	6.58	38,414	38,414
2/25/2016	FIL	BUY	6.58	13,818	13,818
2/25/2016	FIL	BUY	6.58	10,906	10,906
2/25/2016	FIL	BUY	6.58	27,809	27,809
2/25/2016	FIL	BUY	6.58	14,254	14,254
2/25/2016	FIL	BUY	6.58	2,052	2,052
2/25/2016	FIL	BUY	6.58	6,463	6,463
3/01/2016	FIL	BUY	7.09	11,401	11,401
3/01/2016	FIL	BUY	7.09	82,088	82,088
3/02/2016	FIL	BUY	7.33	2,335	2,335
3/02/2016	FIL	BUY	7.33	12,282	12,282
3/02/2016	FIL	BUY	7.33	17,934	17,934
3/03/2016	FIL	BUY	7.56	7,507	7,507
3/09/2016	FIL	Transfer In	7.36	507,600	507,600
3/17/2016	FIL	BUY	7.34	495	495
3/22/2016	FIL	SELL	7.24	(52,305)	(52,305)
3/24/2016	FIL	SELL	6.57	(2,676)	(2,676)
3/29/2016	FIL	SELL	6.50	(190,910)	(190,910)
3/29/2016	FIL	SELL	6.50	(64,237)	(64,237)
3/29/2016	FIL	SELL	6.50	(268,214)	(268,214)
3/29/2016	FIL	SELL	6.50	(95,809)	(95,809)
3/29/2016	FIL	SELL	6.50	(75,641)	(75,641)
3/29/2016	FIL	SELL	6.50	(67,330)	(67,330)
3/29/2016	FIL	SELL	6.50	(15,867)	(15,867)

3/29/2016	FIL	SELL	6.50	(22,086)	(22,086)
3/30/2016	FIL	SELL	6.59	(17,526)	(17,526)
3/30/2016	FIL	SELL	6.57	(119,305)	(119,305)
3/30/2016	FIL	SELL	6.59	(5,897)	(5,897)
3/30/2016	FIL	SELL	6.57	(40,144)	(40,144)
3/30/2016	FIL	SELL	6.59	(24,623)	(24,623)
3/30/2016	FIL	SELL	6.57	(167,614)	(167,614)
3/30/2016	FIL	SELL	6.59	(8,796)	(8,796)
3/30/2016	FIL	SELL	6.57	(59,873)	(59,873)
3/30/2016	FIL	SELL	6.59	(6,944)	(6,944)
3/30/2016	FIL	SELL	6.57	(47,270)	(47,270)
3/30/2016	FIL	SELL	6.59	(6,181)	(6,181)
3/30/2016	FIL	SELL	6.57	(42,077)	(42,077)
3/30/2016	FIL	SELL	6.59	(1,457)	(1,457)
3/30/2016	FIL	SELL	6.57	(9,915)	(9,915)
3/30/2016	FIL	SELL	6.59	(2,027)	(2,027)
3/30/2016	FIL	SELL	6.57	(13,802)	(13,802)
3/31/2016	FIL	SELL	6.62	(53,449)	(53,449)
3/31/2016	FIL	SELL	6.62	(17,984)	(17,984)
3/31/2016	FIL	SELL	6.62	(75,091)	(75,091)
3/31/2016	FIL	SELL	6.62	(26,823)	(26,823)
3/31/2016	FIL	SELL	6.62	(21,177)	(21,177)
3/31/2016	FIL	SELL	6.62	(18,850)	(18,850)
3/31/2016	FIL	SELL	6.62	(4,442)	(4,442)
3/31/2016	FIL	SELL	6.62	(6,183)	(6,183)
4/01/2016	FIL	SELL	6.61	(73,862)	(73,862)
4/01/2016	FIL	SELL	6.61	(24,853)	(24,853)
4/01/2016	FIL	SELL	6.61	(103,770)	(103,770)
4/01/2016	FIL	SELL	6.61	(37,068)	(37,068)
4/01/2016	FIL	SELL	6.61	(26,050)	(26,050)
4/01/2016	FIL	SELL	6.61	(6,139)	(6,139)
4/01/2016	FIL	SELL	6.61	(8,545)	(8,545)
4/04/2016	FIL	SELL	6.57	(45,942)	(45,942)
4/04/2016	FIL	SELL	6.57	(111,821)	(111,821)
4/04/2016	FIL	SELL	6.57	(37,625)	(37,625)
4/04/2016	FIL	SELL	6.57	(157,099)	(157,099)
4/04/2016	FIL	SELL	6.57	(56,118)	(56,118)
4/04/2016	FIL	SELL	6.57	(39,437)	(39,437)
4/04/2016	FIL	SELL	6.57	(9,294)	(9,294)
4/04/2016	FIL	SELL	6.57	(12,936)	(12,936)
4/05/2016	FIL	SELL	6.45	(5,972)	(5,972)
4/05/2016	FIL	SELL	6.41	(6,053)	(6,053)
4/05/2016	FIL	SELL	6.45	(14,524)	(14,524)

4/05/2016	FIL	SELL	6.41	(14,744)	(14,744)
4/05/2016	FIL	SELL	6.45	(4,893)	(4,893)
4/05/2016	FIL	SELL	6.41	(4,955)	(4,955)
4/05/2016	FIL	SELL	6.45	(20,402)	(20,402)
4/05/2016	FIL	SELL	6.41	(20,716)	(20,716)
4/05/2016	FIL	SELL	6.45	(7,293)	(7,293)
4/05/2016	FIL	SELL	6.41	(7,395)	(7,395)
4/05/2016	FIL	SELL	6.45	(5,128)	(5,128)
4/05/2016	FIL	SELL	6.41	(5,194)	(5,194)
4/05/2016	FIL	SELL	6.45	(1,214)	(1,214)
4/05/2016	FIL	SELL	6.41	(1,218)	(1,218)
4/05/2016	FIL	SELL	6.45	(1,688)	(1,688)
4/05/2016	FIL	SELL	6.41	(1,698)	(1,698)
4/06/2016	FIL	SELL	6.46	(4,113)	(4,113)
4/06/2016	FIL	SELL	6.42	(11,623)	(11,623)
4/06/2016	FIL	SELL	6.46	(10,011)	(10,011)
4/06/2016	FIL	SELL	6.42	(28,290)	(28,290)
4/06/2016	FIL	SELL	6.46	(3,368)	(3,368)
4/06/2016	FIL	SELL	6.42	(9,519)	(9,519)
4/06/2016	FIL	SELL	6.42	(1,035)	(1,035)
4/06/2016	FIL	SELL	6.46	(14,065)	(14,065)
4/06/2016	FIL	SELL	6.42	(39,746)	(39,746)
4/06/2016	FIL	SELL	6.46	(5,024)	(5,024)
4/06/2016	FIL	SELL	6.42	(14,198)	(14,198)
4/06/2016	FIL	SELL	6.42	(1,337)	(1,337)
4/06/2016	FIL	SELL	6.46	(3,531)	(3,531)
4/06/2016	FIL	SELL	6.42	(9,977)	(9,977)
4/06/2016	FIL	SELL	6.46	(1,028)	(1,028)
4/06/2016	FIL	SELL	6.42	(2,349)	(2,349)
4/06/2016	FIL	SELL	6.46	(1,158)	(1,158)
4/06/2016	FIL	SELL	6.42	(3,273)	(3,273)
4/07/2016	FIL	SELL	6.24	(26,451)	(26,451)
4/07/2016	FIL	SELL	6.17	(54,963)	(54,963)
4/07/2016	FIL	SELL	6.16	(19,986)	(19,986)
4/07/2016	FIL	SELL	6.24	(64,375)	(64,375)
4/07/2016	FIL	SELL	6.16	(39,937)	(39,937)
4/07/2016	FIL	SELL	6.17	(133,781)	(133,781)
4/07/2016	FIL	SELL	6.24	(21,661)	(21,661)
4/07/2016	FIL	SELL	6.16	(13,463)	(13,463)
4/07/2016	FIL	SELL	6.17	(45,014)	(45,014)
4/07/2016	FIL	SELL	6.24	(1,067)	(1,067)
4/07/2016	FIL	SELL	6.17	(1,067)	(1,067)
4/07/2016	FIL	SELL	6.16	(1,068)	(1,068)

4/07/2016	FIL	SELL	6.24	(90,440)	(90,440)
4/07/2016	FIL	SELL	6.17	(187,954)	(187,954)
4/07/2016	FIL	SELL	6.16	(55,947)	(55,947)
4/07/2016	FIL	SELL	6.24	(32,306)	(32,306)
4/07/2016	FIL	SELL	6.16	(20,037)	(20,037)
4/07/2016	FIL	SELL	6.17	(67,140)	(67,140)
4/07/2016	FIL	SELL	6.24	(3,042)	(3,042)
4/07/2016	FIL	SELL	6.17	(6,320)	(6,320)
4/07/2016	FIL	SELL	6.16	(1,448)	(1,448)
4/07/2016	FIL	SELL	6.24	(22,705)	(22,705)
4/07/2016	FIL	SELL	6.16	(14,107)	(14,107)
4/07/2016	FIL	SELL	6.17	(47,181)	(47,181)
4/07/2016	FIL	SELL	6.24	(5,344)	(5,344)
4/07/2016	FIL	SELL	6.16	(3,318)	(3,318)
4/07/2016	FIL	SELL	6.17	(11,104)	(11,104)
4/07/2016	FIL	SELL	6.24	(7,448)	(7,448)
4/07/2016	FIL	SELL	6.16	(3,546)	(3,546)
4/07/2016	FIL	SELL	6.17	(15,476)	(15,476)
4/07/2016	FIL	Transfer In	6.45	69,109	69,109
4/08/2016	FIL	SELL	5.78	(222,681)	(222,681)
4/08/2016	FIL	SELL	5.78	(250,000)	(250,000)
4/08/2016	FIL	SELL	5.78	(442,630)	(442,630)
4/08/2016	FIL	SELL	5.78	(500,721)	(500,721)
4/08/2016	FIL	SELL	5.79	(1,154)	(1,154)
4/08/2016	FIL	SELL	5.78	(146,718)	(146,718)
4/08/2016	FIL	SELL	5.78	(169,888)	(169,888)
4/08/2016	FIL	SELL	5.79	(1,799)	(1,799)
4/08/2016	FIL	SELL	5.78	(2,002)	(2,002)
4/08/2016	FIL	SELL	5.78	(2,249)	(2,249)
4/08/2016	FIL	SELL	5.78	(620,651)	(620,651)
4/08/2016	FIL	SELL	5.78	(701,213)	(701,213)
4/08/2016	FIL	SELL	5.79	(1,304)	(1,304)
4/08/2016	FIL	SELL	5.78	(223,195)	(223,195)
4/08/2016	FIL	SELL	5.78	(250,677)	(250,677)
4/08/2016	FIL	SELL	5.78	(16,135)	(16,135)
4/08/2016	FIL	SELL	5.78	(18,118)	(18,118)
4/08/2016	FIL	SELL	5.78	(155,091)	(155,091)
4/08/2016	FIL	SELL	5.79	(1,154)	(1,154)
4/08/2016	FIL	SELL	5.78	(177,391)	(177,391)
4/08/2016	FIL	SELL	5.78	(36,950)	(36,950)
4/08/2016	FIL	SELL	5.78	(41,516)	(41,516)
4/08/2016	FIL	SELL	5.78	(39,495)	(39,495)
4/08/2016	FIL	SELL	5.78	(44,374)	(44,374)

4/08/2016	FIL	Transfer In	6.17	214,246	214,246
			<b>Total Buys</b>	<b>2,299,586</b>	<b>2,299,586</b>
			<b>Transfer In</b>	<b>790,955</b>	<b>790,955</b>
			<b>Total Sells</b>	<b>(7,832,823)</b>	<b>(7,832,823)</b>
			<b>Net Sells</b>	<b>(4,742,282)</b>	<b>(4,742,282)</b>

#### 4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to 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:

NA

#### 6. Addresses

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

Refer to Annexure A

Sign Here: \_\_\_\_\_



Dated: 12 April 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 Relevent Interest	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) STATE STREET BANK AND TR CO	Investment Discretion/ Voting Power	11,098,130 42,113 1,259,101 1,977,482 69,109
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) NOMJRA TRUST AND BANKING (C) HSBC BANK PLC (C) CITIBANK NA, HONG KONG BR (S) NORTHERN TRUST LUX (C)		76,056 1,056,930 51,855 240,377 117,608 421,042 550,540 859,612
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, 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) CITIBANK LONDON		213,386 943,758 35,997 808,627 23,773 1,598,079
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough,	NATIONAL ASTL BK MELBOURNE (S) JPMORGAN CHASE BANK NA LDN		288,464 220,322
<b>Grand Total</b>				