

**Form 604**Corporations Act 2001  
Section 671B**Notice of Change of Interests of Substantial Holder**

To Company Name/Scheme: Iluka Resources Limited (ASX code: ILU AU)  
ACN/ARSN: 008 675 018

**1. Details of Substantial Holder**

Name: Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its  
Subsidiaries as listed in Annexure 3  
ACN/ARSN (if applicable) n/a

There was a change in the Interests  
of the Substantial Holder on: 22<sup>nd</sup> June 2016

The previous notice was given to the company on: 14<sup>th</sup> June 2016

The previous notice was dated: 9<sup>th</sup> June 2016

**2. Previous & 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 had a relevant interest 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	Previous Notice		Present Notice	
	Person's Votes	Voting Power	Person's Votes	Voting Power
Fully Paid Ordinary	21,130,872	5.05%	26,056,475	6.22%

**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	Class & Number of Securities Affected	Person's Votes Affected
Refer Annexure 1					

**4. Present Relevant Interest**

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	Persons Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Persons Votes
Refer Annexure 2					

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### 5. Changes in Association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN/ARSN (if applicable)	Nature of Association
n/a	

### 6. Addresses

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

Name	Address
Nikko AM Limited(NAML)	Level 31, 420 George Street, Sydney NSW 2000
Nikko Asset Management Co.,Ltd(NAM)	Midtown Tower 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan
SMTH subsidiaries	As set out in Annexure 3.

### Signature

Print Name: Kiwafumi Shimizu

Capacity: Senior Manager, Risk Management Dept.  
Sumitomo Mitsui Trust Holdings, Inc.

Signed:

Kiwafumi Shimizu

Date:

27/06/2016

**ANNEXURE 1 - Part 3 - Changes in Relevant Interests**

This is Annexure 1 of 1 pages referred to in the Form 604 Notice of Changes of Interests of a Substantial Holder

Signed by me and dated 27 Jun 2016

*Kiwafumi Shimizu*

**Kiwafumi Shimizu**

Senior Manager, Risk Management Dept. Sumitomo Mitsui Trust Holdings, Inc.

Date Range of Change	Person whose Relevant Interest Changed	Nature of Change	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
10 <sup>th</sup> June 2016 To 22 <sup>nd</sup> June 2016	Nikko AM Limited	Purchase of Shares	\$ 32,729,984	Fully Paid Ordinary & 4,930,303	4,930,303
10 <sup>th</sup> June 2016 To 22 <sup>nd</sup> June 2016	Nikko AM Limited	Sale of Shares	\$ 31,817	Fully Paid Ordinary & 4,700	4,700

**ANNEXURE 2 - Part 4 - Present Relevant Interest**

This is Annexure 2 of 3 pages referred to in the Form 604 Notice of Changes of Interests of a Substantial Holder

Signed by me and dated 27 Jun 2016

*Kiwafumi Shimizu*

**Kiwafumi Shimizu**

Senior Manager, Risk Management Dept. Sumitomo Mitsui Trust Holdings, Inc.

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 87> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 115,614	115,614
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 57> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 119,449	119,449
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 127,333	127,333
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 141,819	141,819
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 7> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 170,762	170,762
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 9> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 177,778	177,778

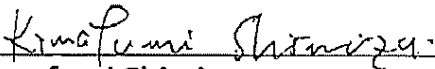
Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 93> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 179,621	179,621
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 90> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 293,521	293,521
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 299,122	299,122
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 76> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 331,579	331,579
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 54> JP Morgan Nominees Australia Ltd Level 16, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 435,823	435,823
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 92> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 444,966	444,966
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 81> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 511,117	511,117
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 98> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 530,303	530,303
Nikko AM Limited	National Australia Bank Limited	<account 91>	Investment Manager	Fully Paid Ordinary &	1,062,423

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
	(NAB Custodian Services)	National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia		1,062,423	
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 44> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,614,021	1,614,021
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 94> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,868,795	1,868,795
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 88> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 2,472,817	2,472,817
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 53> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 3,252,884	3,252,884
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 75> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 5,209,361	5,209,361
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 6,683,523	6,683,523
Nikko Asset Management Co., Ltd	Mizuho Trust & Banking Co., Ltd	Trust of Fund1	Investment Manager	Fully Paid Ordinary & 13,844	13,844
				<b>TOTAL UNIT</b>	<b>26,056,475</b>

### Annexure 3 - Sumitomo subsidiaries

This is Annexure 3 of 2 pages referred to in the Form 604 Notice of Changes of Interests of a Substantial Holder

Signed by me and dated 27 Jun 2016

  
**Kiwafumi Shimizu**

Senior Manager, Risk Management Dept. Sumitomo Mitsui Trust Holdings, Inc.

**Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:**

Sumitomo Mitsui Trust Bank, Limited

SBI Sumishin Net Bank, Ltd.

SBI Sumishin Net Bank Card Co., Ltd.

SBI Card Co., Ltd.

Sumitomo Mitsui Trust General Service Co., Ltd.

Sumitomo Mitsui Trust Career Partners Co., Ltd.

HR One Corporation

HR One Shanghai Co., Ltd.

Sumitomo Mitsui Trust Business Service Co., Ltd.

Sumitomo Mitsui Trust Systems & Services Co., Ltd.

Sumitomo Mitsui Trust Guarantee Co., Ltd.

Sumishin Guaranty Company Limited

Sumitomo Mitsui Trust Wealth Partners Co., Ltd.

Sumitomo Mitsui Trust Card Co., Ltd.

Sumitomo Mitsui Trust Club Co., Ltd.

Sumitomo Mitsui Trust Loan & Finance Co., Ltd.

Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.

Japan Machinery Leasing and Sales Co., Ltd.

Sumitomo Mitsui Trust Leasing (SINGAPORE) Pte.Ltd.

FA Leasing Ltd. Co., Ltd.

Sumishin Life Card Company, Limited

Sumitomo Mitsui Trust Investment Co., Ltd.

Sumitomo Mitsui Trust(Hong Kong) Limited

Zijin Trust Co., Ltd

Sumitomo Mitsui Trust Bank(Thai) Public Company Limited

Tokyo Securities Transfer Agent Co.,Ltd.

Japan Securities Agents, Ltd.

Sumitomo Mitsui Trust TA Solution, Ltd.

Japan Stockholders Data Service Company, Limited

Sumitomo Mitsui Trust Research Institute Co., Ltd.

Sumitomo Mitsui Trust Realty Co., Ltd.

Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.

Top REIT Asset Management Co., Ltd.

Mitsui & Co., Logistics Partners Ltd.

Sumitomo Mitsui Trust Asset Management Co., Ltd.

Nikko Asset Management Co., Ltd.

Nikko Asset Management Americas, Inc.

Nikko Asset Management Asia Limited

Nikko Asset Management Australia Limited

Nikko Asset Management Europe Ltd

Nikko AM Limited

Nikko Asset Management International Limited

Asian Islamic Investment Management Sdn. Bhd.

Nikko Asset Management New Zealand Limited

SIM Funds Management Limited
Nikko AM Americas Holding Co., Inc.
Nikko AM Global Holdings Limited
Nikko Asset Management Hong Kong Limited
Ambit Mauritius Investment Managers Private Limited
Nikko AM Global Cayman Limited
Nikko AM (Cayman) Ltd
Nikko Asset Management Luxembourg S.A.
Nikko AM Equities Australia Pty Limited
Affin Hwang Asset Management Berhad
Rongtong Fund Management Co., Ltd.
Ambit Investment Advisors Private Limited
Shen Zhen Rongtong Capital Management Co., Ltd.
Treasury Asia Asset Management Limited
Rongtong Global Investment Limited
Affin Capital Services Berhad
Nikko AM Japan Property Fund I Pte. Ltd.
Nikko AM Japan Property I-I Pte. Ltd.
Nikko AM Japan Property I-II Pte. Ltd.
Nikko AM Japan Property 1-2 SPC
Sky Ocean Asset Management Co.,Ltd.
JP Asset Management Co.,Ltd.
Sumitomo Mitsui Trust International Limited
NS Holdings LLP
NS Asset Management LLP
NewSmith US LP
NewSmith US GP LLC
Japan Trustee Services Bank, Ltd.
Sumitomo Mitsui Trust Bank (Luxembourg)S.A.
Sumitomo Mitsui Trust Bank (U.S.A.) Limited
Sumitomo Mitsui Trust (Ireland) Limited
SMT Fund Services (Ireland) Limited
SMT Trustees (Ireland) Limited
G.A.S. (Cayman) Limited
Sumitomo Mitsui Trust (UK) Limited
SMT Fund Services (UK) Limited
Japan Pension Operation Service, Ltd.
OIF(PANAMA) S.A.
STL AIRCRAFT S.A.
Maritime International Oceanus S.A.
Lucid Rainbow S.A.
SILVER SAIL (PANAMA) S.A.
SLOC(PANAMA) S.A.