

Form 604Corporations 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: **18 May 2017**

The previous notice was given to the company on: **30 September 2016**

The previous notice was dated: **27 September 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	30,326,071	7.24%	25,794,175	6.16%

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: Kabasawa Junichi

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

Signed:

Junichi Kabasawa

Date: 23/05/2017

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 23 May 2017

Junichi Kabasawa

Kabasawa Junichi

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
28 September 2016 To 18 May 2017	Nikko AM Limited	Purchase of Shares	\$28,574,831.40	Fully Paid Ordinary & 4,224,758	4,224,758
28 September 2016 To 18 May 2017	Nikko AM Limited	Sale of Shares	\$64,613,896.16	Fully Paid Ordinary & 8,740,677	8,740,677
28 September 2016 To 18 May 2017	Nikko Asset Management Co.,Ltd	Purchase of Shares	\$41,603.03	Fully Paid Ordinary & 6,975	6,975
28 September 2016 To 18 May 2017	Nikko Asset Management Co.,Ltd	Sale of Shares	\$156,284.45	Fully Paid Ordinary & 22,952	22,952

ANNEXURE 2

Part 4 - Present Relevant Interest

This is Annexure 2 of 4 pages referred to in the Form 604 Notice of Changes of Interests of a Substantial Holder

Signed by me and dated 23 May 2017

Junichi Kabasawa

Kabasawa Junichi

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 &	132,172
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 &	132,172
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 &	142,462
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 &	150,626
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 &	154,563
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 &	102,089

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
	Services Pty Ltd	BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000		102,089	
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 & 215,438	215,438
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 & 339,348	339,348
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 & 321,045	321,045
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 54> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 503,207	503,207
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 92> Citicorp Nominees Pty Limited Level 25 2 Park Street	Investment Manager	Fully Paid Ordinary & 466,650	466,650

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	National Australia Bank Limited (NAB Custodian Services)	SYDNEY NSW 2000 <account 81> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 715,467	715,467
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 & 1,337,425	1,337,425
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 91> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 1,330,931	1,330,931
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 99> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,019,091	2,019,091
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 & 1,935,132	1,935,132
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 94> JP Morgan Nominees Australia Ltd	Investment Manager	Fully Paid Ordinary & 1,787,942	1,787,942

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	National Australia Bank Limited (NAB Custodian Services)	Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,689,891	2,689,891
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 & 301,300	301,300
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 & 5,041,877	5,041,877
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 & 6,107,519	6,107,519
				TOTAL UNIT	25,794,175

Annexure 3 Sumitomo subsidiaries

Part 3 - Changes in Relevant Interests

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 23 May 2017

Junichi Kabasawa

Kabasawa Junichi

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 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 Business Service 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

Enex Asset Management Co., Ltd.

Zijin Trust Co., Ltd

Nanjing Zijin Financial Leasing Co., Ltd.

Marubeni SumIT Rail Transport Inc.

Midwest Rail Corporation

Sumitomo Mitsui Trust Bank(Thai) Public Company Limited

Sumitomo Mitsui Trust Investment Co., Ltd.

Sumitomo Mitsui Trust(Hong Kong) 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.
Rongtong Global Investment Limited
Affin Capital Services Berhad
Nikko AM Japan Property Fund I Pte. Ltd.
Sky Ocean Asset Management Co, Ltd.
JP Asset Management Co., Ltd.
Sumitomo Mitsui Trust International Limited
NS Holdings LLP
NS Asset Management LLP
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
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.

