
# Notice of Annual General Meeting

Notice is hereby given that the 51st Annual General Meeting of shareholders of Iluka Resources Limited ABN 34 008 675 018 ("**Iluka**" or "**company**") will be held in the Fort Macquarie Room at the InterContinental Hotel, 117 Macquarie Street, Sydney on Thursday 11 May 2006, commencing at 9.30am.

A map and transport instructions follow.

If you are unable to attend the Annual General Meeting in person, the meeting will be webcast. Details of the webcast are available on our website (www.iluka.com).

## Agenda

### 1. Financial Reports

To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 December 2005.

### 2. Re-election and Election of Directors

To consider and, if thought fit, to pass the following resolutions as separate **ordinary resolutions**:

2.1 *"That Mr Ian Mackenzie, who retires in accordance with Article 17.2 of the company's Constitution and being eligible offers himself for re-election, be elected as a Director."*

2.2 *"That Mr Donald Morley, who retires in accordance with Article 17.2 of the company's Constitution and being eligible offers himself for re-election, be elected as a Director."*

2.3 *"That Mr John Pizzey who retires in accordance with Article 16.4 of the company's Constitution and being eligible offers himself for election, be elected as a Director."*

### 3. Remuneration Report

To receive and consider the Remuneration Report of the company for the year ended 31 December 2005 as set out on pages 50 to 57 of the company's 2005 Concise Annual Report.

The vote on this resolution is advisory only and does not bind the Directors or the company.

By order of the Board.

C. Wilson

Cameron Wilson
Company Secretary

Dated: 24 March 2006

Iluka Resources Limited
ABN 34 008 675 018

Level 23, 140 St Georges Terrace, Perth WA 6000, GPO Box U1988, Perth WA 6845
Telephone: + 61 8 9360 4700 Facsimile: + 61 8 9360 4777

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# Explanatory Memorandum

## Item 1

### To receive and consider the Reports for the year ended 31 December 2005

Iluka's Concise Annual Report 2005 has been sent to shareholders (other than those who do not wish to receive it). Iluka's Full Financial Report 2005 has also been sent to those shareholders who have requested it. Both reports can be found on the company's website (www.iluka.com). There will be an opportunity for shareholders to ask questions about, or comment on, the Reports and the management and performance of the company.

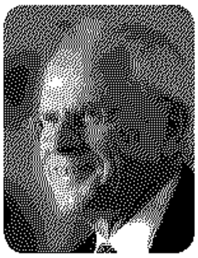
## Item 2

### Re-election of Directors

#### 2.1 Ian Mackenzie, BSc, BCom, MBA, FAICD (Chairman)

Mr Ian Mackenzie is required to retire under the director rotation provisions of Article 17.2 of the company's Constitution. Mr Mackenzie, being eligible, has offered himself for re-election as a Director.

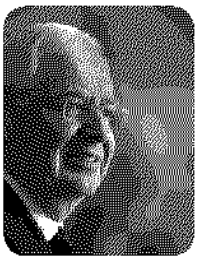
Mr Mackenzie (63) was appointed to the Board in July 1999. He is Chairman of the Bank of Western Australia Limited (BankWest) and HBOS Australia Pty Limited and a Director of MG Kailis Group. Mr Mackenzie was previously Managing Director of Romatex Limited, Managing Director and Chief Executive Officer of Bunnings Limited and Executive Chairman of Wesfi Limited. Mr Mackenzie is a member of the Remuneration and Nomination Committee and Audit and Risk Committee.



#### 2.2 Donald Morley, BSc, MBA, FAusIMM

Mr Donald Morley is required to retire under the director rotation provisions of Article 17.2 of the company's Constitution. Mr Morley, being eligible, has offered himself for re-election as a Director.

Mr Morley (66) was appointed to the Board in December 2002. He was formerly the Chief Financial Officer and a Director of WMC Limited from which he retired in October 2002. He is Chairman of Alumina Limited and a Director of Spark Infrastructure Group. Mr Morley is Chairman of the Audit and Risk Committee.



#### 2.3 John Pizzey, BE(Chem), FellDip(Management), FAICD, FAIM

Mr John Pizzey was appointed to the Board on 7 November 2005 and is required under Article 16.4 of the company's Constitution to retire at the meeting. Mr Pizzey, being eligible, has offered himself for election as a Director.

Mr Pizzey (60) was appointed to the Board in November 2005. He has extensive experience in mining and mineral processing. Mr Pizzey was Chairman of Alcoa of Australia and held a number of senior executive positions with Alcoa Inc (USA). He is the Chairman of Range River Gold and a Director of Amcor Limited. He is also a Director of St Vincent's Medical Research Institute and Ivanhoe Grammar School. He was formerly the Chairman of ION Limited (in administration) and the London Metal Exchange UK and a Director of WMC Resources Ltd and Hawker Richardson Limited. Mr Pizzey is a member of the Remuneration and Nomination Committee.

The Directors, other than those subject to re-election, support and recommend the re-election of Mr Mackenzie and Mr Morley as Directors of the company and the election of Mr Pizzey as a Director of the company.

## Item 3

### Adoption of the Remuneration Report for the year ended 31 December 2005

The company's Remuneration Report for the year ended 31 December 2005 is set out on pages 50 to 57 of the company's 2005 Concise Annual Report.

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to vote at the company's Annual General Meeting. In accordance with section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the company.

Shareholders will have the opportunity at the meeting to ask questions in relation to the Remuneration Report.

# Proxy and Voting Entitlement Instructions

## Proxy Instructions

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the company's share registry, **Computershare Investor Services Pty Limited, Level 2, Reserve Bank Building, 45 St Georges Terrace, Perth, Western Australia, facsimile number +61 (8) 9323 2033** or to the company's registered office at Level 23, 140 St Georges Terrace, Perth, Western Australia, 6000, facsimile number +61 (8) 9360 4777, at least 48 hours prior to the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act 2001. The proxy may, but need not, be a shareholder of the company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

## Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the company and/or the company's share registry, Computershare Investor Services, before the meeting or at the registration desk on the day of the meeting. Certificates of appointment of corporate representative are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

## Voting Entitlement

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at the close of business on 9 May 2006. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Questions from Shareholders

At the meeting the Chairman will allow a reasonable opportunity for Iluka shareholders to ask questions or make comments on the management and performance of the company.

John O'Connor of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report for the year ended 31 December 2005, will attend the meeting. The Chairman will allow shareholders to ask the auditor questions about:

(a) the conduct of the audit;

(b) the preparation and content of the auditor's report;

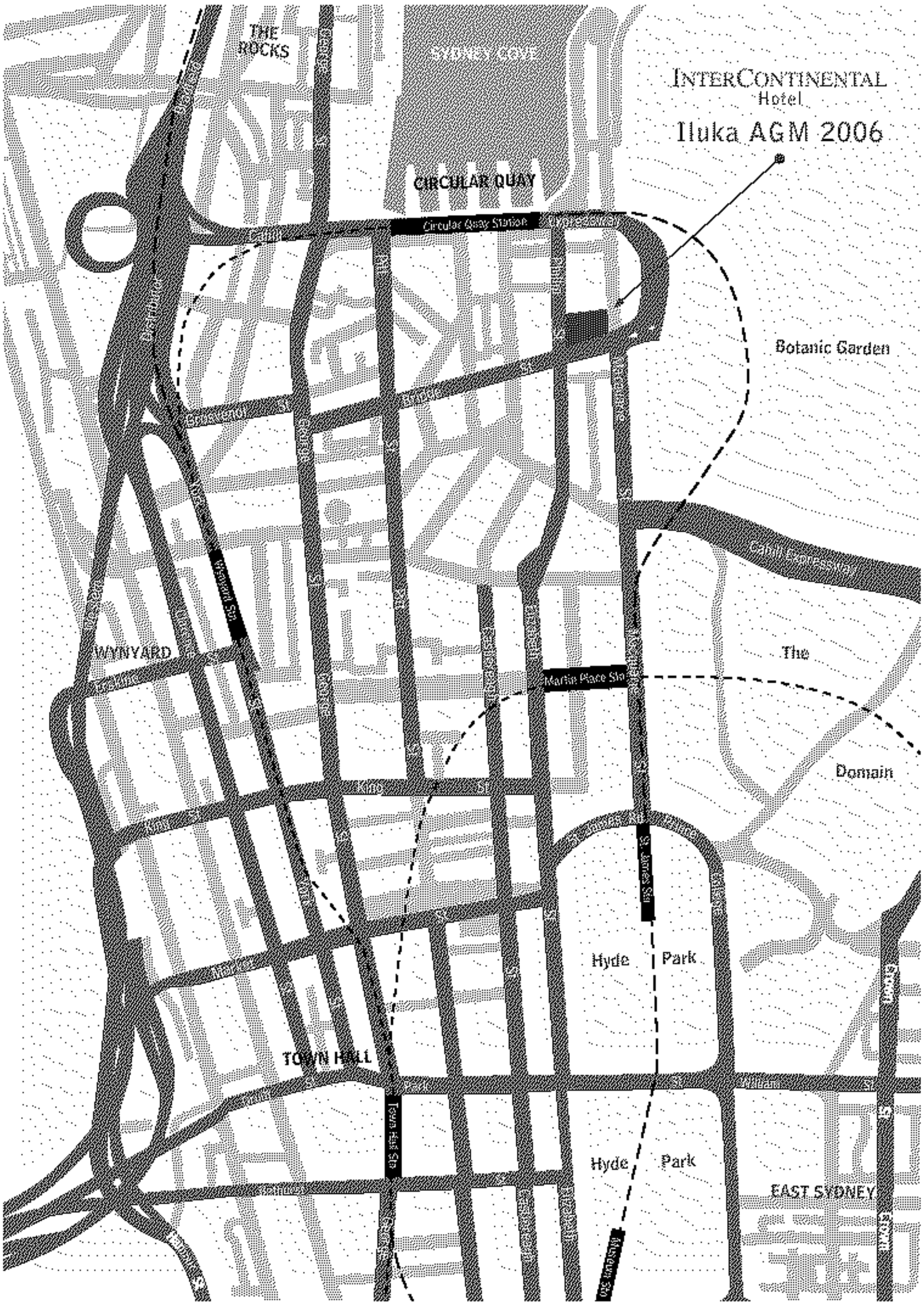
(c) the accounting policies adopted by the company in relation to the preparation of financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit.

To enable shareholders who cannot attend the meeting to raise issues and to assist the Board and the auditor of the company in responding to questions, please submit any questions you may have on the Questions from Shareholders Form and return the form in person or by mail to Level 23, 140 St Georges Terrace, Perth WA 6000, Australia or by fax to +61 8 9360 4777 so that it is received by no later than 9 May 2006.

As required under section 250PA of the Corporations Act, at the meeting, the company will make available those questions directed to the auditor received in writing by 9 May 2006, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2005. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

# Meeting Venue and Transport Details




The 2006 Annual General Meeting will be held in the Fort Macquarie Room at the InterContinental Hotel, 117 Macquarie Street, Sydney on Thursday 11 May 2006, commencing at 9.30am.