MFS[SM]
INVESTMENT MANAGEMENT®

DATE: December 7, 2009

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COMMENTS:

On behalf of MFS Investment Management, we are giving notice of initial substantial holder as of 3/12/09, for Iluka Resources LTD. for going above 5%. The attached backup is the completed form 603.

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme: Iluka Resources Limited

ACN/ARSN: 008 675 018

1. Details of substantial holder (1)

Name: MFS Investment Management on behalf of Sun Life Financial Inc.

ACN/ARSN (if applicable): N/A

The holder became a substantial holder on 03/12/09

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)
See Annexure A			

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:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See 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:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See 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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure A				

6. Associates

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

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

7. Addresses

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

Name	Address
See Annexure A	

Signature

print name Robert R. Flaherty capacity Compliance Officer - Vice President

sign here Robert Flaherty date 12/7/09

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

This is Annexure A of 5 pages referred to in Form 603 Notice of Initial Substantial Holder lodged on behalf of MFS Investment Management in relation to **ILUKA RESOURCES, INC.**

NAME: ROBERT R. FLAHERTY

CAPACITY: COMPLIANCE OFFICER
VICE PRESIDENT

SIGN:

DATE: 12/7/09

2. DETAILS OF VOTING POWER

The total number of votes attached to all the voting shares in the company or voting interersts in the scheme that that 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	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY)	17,807,105.00	17,807,105.00	4.25%
ORD (MFSHE - MFS HERITAGE TRUST COMPANY)	637,210.00	637,210.00	0.15%
ORD (MFSI - MFS INSTITUTIONAL ADVISORS, INC.)	1,335,582.00	1,335,582.00	0.32%
ORD (MIL - MFS INTERNATIONAL LTD.)	1,342,520.00	1,342,520.00	0.32%
TOTAL:			5.04%

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:

HOLDER OF RELEVANT INTEREST	NATURE OF RELEVANT INTEREST (7)	CLASS AND NUMBER OF SECURITIES
MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY MFSHE - MFS HERITAGE TRUST COMPANY MFSI - MFS INSTITUTIONAL ADVISORS, INC. MIL - MFS INTERNATIONAL LTD.	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 21,122,417

4. DETAILS OF PRESENT REGISTERED HOLDERS

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

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	CLASS AND NUMBER OF SECURITIES
MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	17,807,105.00
MFSHE - MFS HERITAGE TRUST COMPANY	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	637,210.00
MFSI - MFS INSTITUTIONAL ADVISORS, INC.	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	1,335,582.00
MIL - MFS INTERNATIONAL LTD.	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	1,342,520.00
TOTAL:			**21,122,417.00**

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:

HOLDER OF RELEVANT INTEREST	DATE OF ACQUISITION	CONSIDERATION	CLASS AND NUMBER OF SECURITIES
MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY MFSHE - MFS HERITAGE TRUST COMPANY MFSI - MFS INSTITUTIONAL ADVISORS, INC. MIL - MFS INTERNATIONAL LTD.	19/08/2009 to 03/12/2009	ORD Average price of 3.714 AUD	21,122,417.00

6. ASSOCIATES

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

NAME AND CAN/ARSN (IF APPLICABLE)	NATURE OF ASSOCIATION
SUN LIFE FINANCIAL INC. (SUN LIFE)	Sun Life is a related Body Corporate of MFS and its Subsidiaries.
MASSACHUSETTS FINANCIAL SERVICES COMPANY (MFS)	MFS is a related Body Corporate of Sun Life Financial, Inc.
MFS HERITAGE TRUST COMPANY (MFSHE)	MFSHE is a related Body Corporate of MFS
MFS INSTITUTIONAL ADVISORS, INC. (MFSI)	MFSI is a related Body Corporate of MFS
MFS INTERNATIONAL LTD. (MIL)	MIL is a related Body Corporate of MFS

7. ADDRESSES

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

NAME AND CAN/ARSN (IF APPLICABLE)	NATURE OF ASSOCIATION
SUN LIFE FINANCIAL INC.	150 King Street West, Toronto, ON M5H 1J9 Canada
MASSACHUSETTS FINANCIAL SERVICES COMPANY (MFS)	500 Boylston Street, Boston, Massachusetts 02116 U.S.A.
MFS HERITAGE TRUST COMPANY (MFSHE)	500 Boylston Street, Boston, Massachusetts 02116 U.S.A.
MFS INSTITUTIONAL ADVISORS, INC. (MFSI)	500 Boylston Street, Boston, Massachusetts 02116 U.S.A.
MFS INTERNATIONAL LTD. (MIL)	Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda