

Form 604

Corporations Law Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	Iluka Resources Limited
ABN/ARSN	34 008 675 018
1. Details of substantial holder (1)	
Name	Schroder Investment Management Australia Limited
ACN/ARSN (if applicable)	22 000 443 274
There was a change in the interests of the substantial holder on	19/08/2010
The previous notice was given to the company on	03/08/2010
The previous notice was dated	29/07/2010
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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	36,008,244	8.60%	31,110,933	7.43%

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 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
30/07/2010 – 19/08/2010	SIMAL	Addition of Shares	784,950.29	143,497	143,497
30/07/2010 – 19/08/2010	SIMAL	Delivery of Shares	2,275,550.1	414,490	414,490
30/07/2010 – 19/08/2010	SIMAL	Sale	21,607,663.27	3,983,061	3,983,061
30/07/2010 – 19/08/2010	SIM Ltd	Sale	53,685.5	7961	7961
30/07/2010 – 19/08/2010	SIM Ltd	Buy	82,857.5	15,065	15,065
30/07/2010 – 19/08/2010	SIMNA Ltd	Sell	3,600,542	654,644	654,644

30/07/2010 – 19/08/2010	SIM TWN	Buy	132.891	24,162	24,162
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4. Present relevant interests

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	Beneficial Owner of securities	Nature of relevant interest (6)	Class and number of securities	Person's votes
SIMAL	BNP Paribas Securities Services	Clearview Financial Management Limited	Power to dispose of securities	445,365	445,365
SIMAL	BNP Paribas Securities Services	AMP Capital Investors	Power to dispose of securities	1,048,631	1,048,631
SIMAL	JP Morgan Custodial Services	Energy Industries Pty Ltd	Power to dispose of securities	431,506	431,506
SIMAL	JP Morgan Custodial Services	Schroder Investment Management Australia ("SIMAL")	Power to dispose of securities	8,312,013	8,312,013
SIMAL	JP Morgan Custodial Services	Health Super Pty Ltd	Power to dispose of securities	1,213,997	1,213,997
SIMAL	JP Morgan Custodial Services	Zurich Investment Management Limited	Power to dispose of securities	409,446	409,446
SIMAL	Citicorp Nominees Ltd HK	Colonial First Statement Investments Limited	Power to dispose of securities	3,830,671	3,830,671
SIMAL	HSBC Custody Nominees (Australia) Ltd	Advance Asset Management	Power to dispose of securities	2,212,385	2,212,385
SIMAL	National Nominees Ltd - Melbourne	Alcoa of Australia Pty Ltd	Power to dispose of securities	377,032	377,032
SIMAL	National Nominees Ltd – Melbourne	Equisuper Pty Ltd	Power to dispose of securities	310,031	310,031
SIMAL	National Nominees Ltd – Melbourne	Queensland Investment Corporation	Power to dispose of securities	202,299	202,299
SIMAL	National Nominees Ltd – Melbourne	Telstra Pty Ltd	Power to dispose of securities	1,586,695	1,586,695
SIMAL	National Nominees Ltd – Melbourne	The University of Sydney	Power to dispose of securities	235,976	235,976

SIMAL	National Nominees Ltd – Melbourne	Uniting Church Of NSW	Power to dispose of securities	87,980	87,980
SIMAL	National Nominees Ltd – Melbourne	Vision Pty Ltd	Power to dispose of securities	491,015	491,015
SIMAL	State Street Australia Limited	AXA Global Investors Ltd	Power to dispose of securities	354,157	354,157
SIMAL	State Street Australia Limited	IPAC Asset Management Ltd	Power to dispose of securities	2,151,794	2,151,794
SIM LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	SUTL - Schroder Unit Trusts Limited	Power to dispose of securities	1,257,387	1,257,387
SIM LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	Schroder International Selection Fund	Power to dispose of securities	79,653	79,653
SIM LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	SUTL - Schroder Unit Trusts Limited	Power to dispose of securities	285,974	285,974
SIM LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	Schroder International Selection Fund	Power to dispose of securities	15,065	15,065
SIMNA LTD	State Street Bank & Trust Co.	CBC - Global (ex-US)	Power to dispose of securities	85,100	85,100
SIMNA LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	SIMNA Ltd - Schroder Investment Management North America Ltd	Power to dispose of securities	470,725	470,725
SIMNA LTD	JPMorgan Chase Bank, N.A. (New York)	SIMNA INC - Schroder Investment Management North America Inc	Power to dispose of securities	185,174	185,174
SIMNA LTD	State Street Bank & Trust Co.	State of Connecticut	Power to dispose of securities	564,940	564,940
SIMNA LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	Vanguard Group	Power to dispose of securities	3,323,110	3,323,110
SIMNA LTD	Bank of New York (IMC) (New York)	ING Investments, LLC	Power to dispose of securities	375,288	375,288
SIMNA LTD	State Street Bank & Trust Co.	Transamerica Fund Advisors, Inc	Power to dispose of securities	743,362	743,362
SIM TWN	State Street Bank & Trust Co.	SIMTWN - Schroder Investment Management (Taiwan) Limited	Power to dispose of securities	24,162	24,162

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:

Name and ACN/ARSN (if applicable)	Nature of association
Schroder Investment Management (Australia) Limited ("SIMAL")	Level 20 Angel Place, 123 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management North America ("SIMNA")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management Limited ("SIM")	31 Gresham Street, London EC2V 7QA, UK
SIMTWN -Schroder Investment Management (Taiwan) Limited ("SIM TWN")	2F, Suite B1, 108, Sec.5, Hsin-Yi Road, Hsin-Yi District, Taipei 11047, Taiwan, R.O.C.

6. Addresses

The addresses of persons named in this form are:

Name	Address
Schroder Investment Management North America ("SIMNA")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management (Australia) Limited ("SIMAL")	Level 20 Angel Place, 123 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management Limited ("SIM")	31 Gresham Street, London EC2V 7QA, UK
SIMTWN -Schroder Investment Management (Taiwan) Limited ("SIM TWN")	2F, Suite B1, 108, Sec.5, Hsin-Yi Road, Hsin-Yi District, Taipei 11047, Taiwan, R.O.C.
Schroder Investment Management Limited Luxembourg ("SIM LUX")	31 Gresham Street, London EC2V 7QA, UK