

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Iluka Resources**

ACN/ARSN

1. Details of substantial holder (1)

Name **M&G Investment Funds (1)**
M&G Investment Management Limited
M&G Limited
M&G Group Limited
M&G Securities Limited
Jackson National Asset Management LLC
Curian Capital LLC
Prudential plc

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **26 October 2012**

The previous notice was given to the company on **11 May 2012**

The previous notice was dated **11 May 2012**

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 Security (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
Ordinary	33,033,691	7.88%	34,118,375	8.14%

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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	M&G Investment Funds (1)				
	M&G Investment Management Limited				
	M&G Limited	PLEASE SEE ANNEX 1 (Below)			
	M&G Group Limited Limited				
	M&G Securities Limited				
	The Prudential Assurance Company Limited,				
	Prudential plc				
	Jackson National Asset Management LLC				
	Curian Capital LLC				
	Eastspring Investments				

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
M&G Investment Management Limited, M&G Limited, M&G Group Limited, Prudential plc	Chase Nominees Ltd	Chase Nominees Ltd	Power to dispose of, or control the exercise of a power to dispose of the securities	10,200,000
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1)	State Street Nominees Ltd A/C GMBM	State Street Nominees Ltd A/C GMBM	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	21,450,000
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1)	State Street Nominees Ltd A/C A/C GMBS	State Street Nominees Ltd A/C A/C GMBS	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	725,000
M&G Investment Management Limited, M&G Limited, M&G Group Limited, Prudential plc	JNL/M&G GLOBAL BASICS FUND	JNL/M&G GLOBAL BASICS FUND	Power to exercise or control the exercise of a power to dispose of, the securities	558,828
M&G Investment Management Limited, M&G Limited, M&G Group Limited, The Prudential Assurance Company Limited, Prudential plc	PRUCLT HSBC GIS NOM(UK) PPL AC	PRUCLT HSBC GIS NOM(UK) PPL AC	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	17,893
Jackson National Asset Management Plc LLC, Prudential Plc	Jackson National Asset Management LLC	Jackson National Asset Management LLC	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	421,021
Curian Capital LLC Prudential PLC	Curian capital LLC	Curian capital LLC	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control	35,000

			the exercise of a power to dispose of, the securities	
Eastspring Investments Prudential PLC The Prudential Assurance Company Limited,	PRUCLT HSBC GIS NOM(UK) PAC AC	PRUCLT HSBC GIS NOM(UK) PAC AC	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	710,633

5. Changes in association

The persons who have been 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 CAN/ARSN (if applicable)	Nature of association
M&G Investment Funds (1)	An Open Ended Investment Company (Separate Legal Entity, not within the Prudential plc group of companies), the assets are managed by M&G Investment Management Limited, which is a wholly owned subsidiary of Prudential Plc, as are M&G Limited and M&G Group Limited and as such these companies are included within this notice.

6. Addresses

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

Name	Address
M&G Investment Funds (1)	Laurence Pountney Hill, London EC4R 0HH, England
M&G Securities Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Investment Management Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Group Limited	Laurence Pountney Hill, London EC4R 0HH, England
Prudential plc	Laurence Pountney Hill, London EC4R 0HH, England
State Street Nominees Limited	20 Churchill Place , Canary Wharf , London, E14 5HJ, England
Eastspring Investments Singapore/Hong Kong	10 Marina Boulevard #32-01, Marina Bay Financial Centre Tower 2, Singapore 018983. 13/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.
Jackson National Asset Management PLC	1 Corporate Way, Michigan, USA
Curian Capital LLC	1 Corporate Way, Michigan, USA

Signature

print name **James Todd**

capacity **Notifiables Administrator**

sign here **James Todd**

date **29 October 2012**

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

Annex 1: Transactions 11 May 2012 – 26 October 2012

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	Ord NPV
Curian Capital LLC Prudential Plc (CURN)	06-Jun-12	N/A		750
	08-Jun-12	N/A		500
	11-Jun-12	N/A		3,500
	20-Jun-12	N/A		3,100
	26-Jun-12	N/A		4,800
	28-Jun-12	N/A		6,650
	10-Jul-12	N/A		7,900
M&G Investment Management Limited M&G Limited M&G Group Limited Prudential plc (JNL/M&G Global Basics Fund) - JBCS	11-May-12	-226,259		-16,776
	18-Jul-12	500,925		55,976
	27-Jul-12	62,118		7,198
	15-Aug-12	131,772		12,624
	11-Sep-12	-931,967		-100,605
	02-Oct-12	-904,484		-91,352
	05-Oct-12	78,872		8,087
	16-Oct-12	-1,182,692		-128,333
Jackson National Asset Management LLC, Prudential Plc (JNAM)	24-Oct-12	121,064		12,233
	16-May-12	N/A		5,600
	29-May-12	N/A		4,000
	09-Jul-12	N/A		51,400
	11-Jul-12	N/A		4,900
	02-Aug-12	N/A		11,200
	10-Sep-12	N/A		-14,600
	14-Sep-12	N/A		6,279
	19-Sep-12	N/A		5,400
	28-Sep-12	N/A		-15,300
M&G Investment Management Limited, M&G Limited, M&G Group Limited, The Prudential Assurance Company Limited, Prudential plc (PRUCLT HSBC GIS NOM(UK) PPL AC – PPLIA)	08-Oct-12	N/A		-10,600
	04-Jul-12	-53,497		4,709
M&G Investment Management Limited, M&G Limited, M&G Group Limited, Prudential plc (Chase Nominees Ltd) - VANG	24-May-12	-6,431,437		500,000
	18-Oct-12	2,511,676		250,000
	26-Oct-12	16,836,888		1,650,000
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1) (State Street Nominees Limited A/C GMBM) - AUST	11-May-12	-6,743,536		-500,000
	24-May-12	-6,431,437		-500,000
Prudential Staff Pensions Ltd Prudential plc (JP Morgan Nominees) – PSPS	13-Sep-12	N/A		-20,771 No current holdings

The Prudential Assurance Company Limited, Prudential PLC Eastspring Investments PRUCLT HSBC GIS NOM(UK) PAC AC (OBA, SALA, SACFA)	17-Sep-12	428,178		39,310
	17-Sep-12	78,153		7,175
	17-Sep-12	3,606,944		331,145
	19-Sep-12	72,494		6,445
	19-Sep-12	3,345,931		297,465
	19-Sep-12	397,195		35,312
	01-Oct-12	-30,831		-3,111
	12-Oct-12	-28,809		-3,108
M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc M&G Investment Funds (1) STATE STREET NOMS LTD A/C GMBS (FARE)	18-Oct-12	1,657,706		165,000

N/A - Transactions do not have a Cash value as only our holding position is recorded on M&G systems