

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: **Iluka Resources Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and FIL Limited (FIL)
ACN/ARSN (if applicable)

The holder became a substantial holder on 22 August 2013

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)
Ordinary shares	21,370,046	21,370,046	5.10%

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
FMR LLC & FIL	Parent companies of a fund management group with power to exercise control over disposal of the securities	21,370,046

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	Class and number of securities
FMR LLC & FIL	BR SHELL RETIREMENT	5,800
FMR LLC & FIL	FID GLOBAL DISC EQUITY (INTL)	12,310
FMR LLC & FIL	PRINCIPAL PARTNERS INTL T50423	18,788
FMR LLC & FIL	FID POC ASIA PAC EX-JAP PLT 6	1,416
FMR LLC & FIL	PYRAMIS INST INT GR PXJP T2311	9,904
FMR LLC & FIL	FID INTERNATIONAL EQTY INV TR	25,528

FMR LLC & FIL	SHELL OIL SELECT INTL T55322	46,927
FMR LLC & FIL	IBM CANADA SELECT INT'L T2286	23,315
FMR LLC & FIL	LONDON BOROUGH OF CROYDON PENS	10,087
FMR LLC & FIL	ILLINOIS SURS-SEL INTL T50448	45,932
FMR LLC & FIL	SGE MM ROW	58,426
FMR LLC & FIL	FID FDS - PACIFIC POOL	592,444
FMR LLC & FIL	GM SAL SELECT INTL PORT T53647	15,500
FMR LLC & FIL	KENTUCKY PEN PAC BASIN T2343	110,787
FMR LLC & FIL	FID POC GBL KOK MGD RESRCH PLT	771
FMR LLC & FIL	FIDELITY ASIA CYCL PILOT FUND	2,477
FMR LLC & FIL	MLC INVESTMENTS LIMITED	626,232
FMR LLC & FIL	BR SHELL PROVIDENT	4,500
FMR LLC & FIL	FIDELITY AUSTRALIAN EQ FUND	4,572,247
FMR LLC & FIL	WISCONSIN SIB VAR-PB T55245	33,201
FMR LLC & FIL	FIDUCIAN PORTFOLIO SERVICES	52,533
FMR LLC & FIL	OH P&F ACWI XUS PB XJPN T50412	130,422
FMR LLC & FIL	Fid POC Global (W) Man Res Plt	548
FMR LLC & FIL	RIVERSOURCE SELECT INTL T52973	176,173
FMR LLC & FIL	Chev UK Pen Sel GI Sub T27009	6,269
FMR LLC & FIL	LA WTR PWR PAC X JPN SB T52361	100,177
FMR LLC & FIL	BARCLAYS AUSTRALIA FUND	32,516
FMR LLC & FIL	AGILENT TEC INT-PAC BAS T50416	43,330
FMR LLC & FIL	FIL ACTIVE AUSTRALIAN EQUITY	2,020,794
FMR LLC & FIL	FID INTL DISCIPLINED EQUITY FD	19,817
FMR LLC & FIL	BP MASTER TR FOR EMP PP T55275	42,501
FMR LLC & FIL	SAI SEL INTL MULTI-MGR T54447	2,100
FMR LLC & FIL	PYRAMIS SELECT INTL EQ CM T319	673,440
FMR LLC & FIL	AUSTRALIANSUPER PTY LTD	3,644,289
FMR LLC & FIL	WORLD BANK SELECT INTL T55274	41,537
FMR LLC & FIL	UAW RMBT SEL INTL T55189	45,487
FMR LLC & FIL	STATE BRD ADM OF FL-PAC T55116	379,307
FMR LLC & FIL	AST FI PYR AA IG PAC XJPT52905	45,397
FMR LLC & FIL	GM CAD HR SELECT INTL T55533	20,440
FMR LLC & FIL	KBR PAC BASN EX JPN SUB T55378	21,707
FMR LLC & FIL	NRRIT GRW PB EX JP SUB T54899	174,337
FMR LLC & FIL	PYR SELECT INTL EQ LLC T51488	15,785
FMR LLC & FIL	FIJ IT JPN ASIA GROWTH MOTHER	34,160
FMR LLC & FIL	FID GLOBAL OPPORTNTS INTL SUB	290
FMR LLC & FIL	STANISLAUS ERA IG PBXJ T50585	23,667
FMR LLC & FIL	FID ASIASTAR FD EXJAPAN EQ SUB	45,499
FMR LLC & FIL	ACCIDENT REHAB & CMP-GLB EX-US	162,325
FMR LLC & FIL	ESSEX COUNTY COUNCIL PENS FUND	24,006
FMR LLC & FIL	OREGON INV COUNCIL CSF T55433	16,029

FMR LLC & FIL	GUIDEMARK WORLD EX US T53708	34,855
FMR LLC & FIL	PYR INTL GRTH PBAS XJPN T16624	348,348
FMR LLC & FIL	DEUTSCHE ARZTE - ROW	10,300
FMR LLC & FIL	SAI SELCT INTL PYR SUB T53287	40,541
FMR LLC & FIL	COLONIAL FIRST STATE AUS F 24	767,608
FMR LLC & FIL	OREGON INVMT CL SEL INT T55271	109,912
FMR LLC & FIL	HALLIBURTON INTL GRO PB T55203	49,477
FMR LLC & FIL	PY SLCT GLBL EQUITY CP T51438	16,944
FMR LLC & FIL	WICHITA RET SYS PAC BSN T50636	22,168
FMR LLC & FIL	BANK OF MONTREAL S INTL T55349	29,238
FMR LLC & FIL	CATERPILLAR INC 401K SI T50578	15,098
FMR LLC & FIL	GLOBAL - SOUTH EAST ASIA SUB	48,288
FMR LLC & FIL	CALPERS SELCT INTL PORT T55434	131,145
FMR LLC & FIL	CATERPLL R VEBA SEL EUR T55257	4,538
FMR LLC & FIL	CALPERS SEL INTL PORT T55486	18,792
FMR LLC & FIL	DALLAS POLICE & FIRE T50092	11,499
FMR LLC & FIL	FID FAR EAST FUND - CANADA	234,111
FMR LLC & FIL	ASIAN DEVELOPMENT BANK	14,715
FMR LLC & FIL	FID POC GBL ACR MGD RESRCH PLT	769
FMR LLC & FIL	RIO TINTO STAFF SUPER FUND	341,887
FMR LLC & FIL	PYRAMIS SLCT INTL EQ TR T55106	89,939
FMR LLC & FIL	TVA SEL INTL PLUS SEP T53650	34,605
FMR LLC & FIL	FID POC GBL AC MNGD RESRCH PLT	768
FMR LLC & FIL	FUND 232	1,594,510
FMR LLC & FIL	FID SELECT GLB EX-JP EQ T55415	2,233
FMR LLC & FIL	NATIONAL PENSION SERVICE	58,255
FMR LLC & FIL	FID INTL EQ CF MATERIALS SUB	939,293
FMR LLC & FIL	ARRE INKA GA	10,304
FMR LLC & FIL	STATE SUPER FINANCIAL SERVICES	374,507
FMR LLC & FIL	GM CAD SAL SEL INTL T55633	5,272
FMR LLC & FIL	PYR COMMODITY EQ PILOT T54595	177
FMR LLC & FIL	VGH HANNOVER RW	15,813
FMR LLC & FIL	NATIONAL BANK SLCT GLBL T55507	29,112
FMR LLC & FIL	FID AUSTRALIAN OPPORTUNITIES	7,712
FMR LLC & FIL	FID GLBL COMMODITY STK FUND	20,210
FMR LLC & FIL	KENTUCKY INS PAC BASIN T2348	36,106
FMR LLC & FIL	FIDELITY OVERSEAS FUND -CANADA	1,569
FMR LLC & FIL	CATERPILLAR INC T55207	81,476
FMR LLC & FIL	FID PACIFIC BASIN FUND	286,996
FMR LLC & FIL	FA INT SOUTH EAST ASIA SUB	80,327
FMR LLC & FIL	LADWP RHBF PACB XJPN SB T52684	15,723
FMR LLC & FIL	GM HOURLY-RATE SEL INTL T55193	91,729
FMR LLC & FIL	PYRAMIS INTL GRW PAC BSN T2333	117,866

FMR LLC & FIL	PYR CANA SEL GLBL EQ TR T55281	44,680
FMR LLC & FIL	WISCONSIN SIB FIX PAC T55233	476,600
FMR LLC & FIL	ROYAL BOROUGH OF KINGST PEN FD	15,439
FMR LLC & FIL	IBRD PEBP SEL INTL PORT T27221	4,583
FMR LLC & FIL	MINN SBI-MSCI WXUS-PBXJ T55308	66,071
FMR LLC & FIL	FID GLOBAL EQUITY INVESMENT TR	1,797
FMR LLC & FIL	HQ SLCT INTL INV ACCT T55492	62,649
FMR LLC & FIL	LONDON LIFE INTL EQTY T55479	24,023
FMR LLC & FIL	MINNESOTA SBI SEL INTL T55303	61,164
FMR LLC & FIL	CITY OF FRESNO RT SY-SI T50621	22,572
FMR LLC & FIL	CIBC INTL EQTY PAC BAS T55010	116,874
FMR LLC & FIL	CIBC IMP OS EQ POOL PB T55340	8,004
FMR LLC & FIL	NPFA SG	49,196
FMR LLC & FIL	NORTH YORKSHIRE COUNTY COUNCIL	37,059
FMR LLC & FIL	Chevron US Sel GL Sub T27006	23,126
Total	21,370,046	5.10%

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) / Cash / non-cash AUD	Class and number of securities ordinary shares
FMR LLC & FIL	26 April 2013	8.80	40,219
FMR LLC & FIL	8 May 2013	10.17	2,477
FMR LLC & FIL	21 May 2013	11.14	23,535
FMR LLC & FIL	21 May 2013	11.14	17,166
FMR LLC & FIL	21 May 2013	11.14	4,342
FMR LLC & FIL	21 May 2013	11.14	60,882
FMR LLC & FIL	21 May 2013	11.14	25,098
FMR LLC & FIL	21 May 2013	11.14	27,664
FMR LLC & FIL	21 May 2013	11.14	23,873
FMR LLC & FIL	21 May 2013	11.14	13,798
FMR LLC & FIL	21 May 2013	11.14	19,602
FMR LLC & FIL	21 May 2013	11.14	61,283
FMR LLC & FIL	21 May 2013	11.14	8,533
FMR LLC & FIL	21 May 2013	11.14	57,273
FMR LLC & FIL	21 May 2013	11.14	35,915

FMR LLC & FIL	21 May 2013	11.14	94,759
FMR LLC & FIL	21 May 2013	11.14	71,000
FMR LLC & FIL	21 May 2013	11.14	5,375
FMR LLC & FIL	21 May 2013	11.14	62,631
FMR LLC & FIL	21 May 2013	11.14	208,533
FMR LLC & FIL	21 May 2013	11.14	12,859
FMR LLC & FIL	21 May 2013	11.14	205,866
FMR LLC & FIL	21 May 2013	11.14	12,031
FMR LLC & FIL	21 May 2013	11.14	258,642
FMR LLC & FIL	21 May 2013	11.14	18,018
FMR LLC & FIL	22 May 2013	11.57	9,035
FMR LLC & FIL	22 May 2013	11.57	6,593
FMR LLC & FIL	22 May 2013	11.57	1,670
FMR LLC & FIL	22 May 2013	11.57	23,395
FMR LLC & FIL	22 May 2013	11.57	21,628
FMR LLC & FIL	22 May 2013	11.57	10,642
FMR LLC & FIL	22 May 2013	11.57	9,190
FMR LLC & FIL	22 May 2013	11.57	5,299
FMR LLC & FIL	22 May 2013	11.57	7,532
FMR LLC & FIL	22 May 2013	11.57	23,548
FMR LLC & FIL	22 May 2013	11.57	3,278
FMR LLC & FIL	22 May 2013	11.57	22,000
FMR LLC & FIL	22 May 2013	11.57	13,774
FMR LLC & FIL	22 May 2013	11.57	36,411
FMR LLC & FIL	22 May 2013	11.57	27,222
FMR LLC & FIL	22 May 2013	11.57	2,064
FMR LLC & FIL	22 May 2013	11.57	24,054
FMR LLC & FIL	22 May 2013	11.57	80,209
FMR LLC & FIL	22 May 2013	11.57	4,935
FMR LLC & FIL	22 May 2013	11.57	79,059
FMR LLC & FIL	22 May 2013	11.57	4,621
FMR LLC & FIL	22 May 2013	11.57	99,346
FMR LLC & FIL	22 May 2013	11.57	6,920
FMR LLC & FIL	23 May 2013	11.55	743
FMR LLC & FIL	23 May 2013	11.55	542
FMR LLC & FIL	23 May 2013	11.55	137
FMR LLC & FIL	23 May 2013	11.55	1,924
FMR LLC & FIL	23 May 2013	11.55	1,778
FMR LLC & FIL	23 May 2013	11.55	875
FMR LLC & FIL	23 May 2013	11.55	756
FMR LLC & FIL	23 May 2013	11.55	436
FMR LLC & FIL	23 May 2013	11.55	619
FMR LLC & FIL	23 May 2013	11.55	1,936
FMR LLC & FIL	23 May 2013	11.55	270
FMR LLC & FIL	23 May 2013	11.55	1,809

FMR LLC & FIL	23 May 2013	11.55	1,133
FMR LLC & FIL	23 May 2013	11.55	2,994
FMR LLC & FIL	23 May 2013	11.55	2,238
FMR LLC & FIL	23 May 2013	11.55	170
FMR LLC & FIL	23 May 2013	11.55	1,978
FMR LLC & FIL	23 May 2013	11.55	6,595
FMR LLC & FIL	23 May 2013	11.55	406
FMR LLC & FIL	23 May 2013	11.55	6,501
FMR LLC & FIL	23 May 2013	11.55	380
FMR LLC & FIL	23 May 2013	11.55	8,169
FMR LLC & FIL	23 May 2013	11.55	569
FMR LLC & FIL	31 May 2013	11.49	4,978
FMR LLC & FIL	31 May 2013	11.38	5,039
FMR LLC & FIL	31 May 2013	11.49	3,642
FMR LLC & FIL	31 May 2013	11.38	3,687
FMR LLC & FIL	31 May 2013	11.49	922
FMR LLC & FIL	31 May 2013	11.38	933
FMR LLC & FIL	31 May 2013	11.49	13,046
FMR LLC & FIL	31 May 2013	11.38	13,208
FMR LLC & FIL	31 May 2013	11.49	11,156
FMR LLC & FIL	31 May 2013	11.38	11,294
FMR LLC & FIL	31 May 2013	11.49	234,535
FMR LLC & FIL	31 May 2013	11.38	237,456
FMR LLC & FIL	31 May 2013	11.38	53,761
FMR LLC & FIL	31 May 2013	11.49	5,876
FMR LLC & FIL	31 May 2013	11.38	5,949
FMR LLC & FIL	31 May 2013	11.49	5,079
FMR LLC & FIL	31 May 2013	11.38	5,143
FMR LLC & FIL	31 May 2013	11.49	1,937
FMR LLC & FIL	31 May 2013	11.38	1,961
FMR LLC & FIL	31 May 2013	11.49	4,151
FMR LLC & FIL	31 May 2013	11.38	4,202
FMR LLC & FIL	31 May 2013	11.49	12,977
FMR LLC & FIL	31 May 2013	11.38	13,139
FMR LLC & FIL	31 May 2013	11.49	1,810
FMR LLC & FIL	31 May 2013	11.38	1,832
FMR LLC & FIL	31 May 2013	11.49	12,147
FMR LLC & FIL	31 May 2013	11.38	12,299
FMR LLC & FIL	31 May 2013	11.49	7,577
FMR LLC & FIL	31 May 2013	11.38	7,672
FMR LLC & FIL	31 May 2013	11.49	19,962
FMR LLC & FIL	31 May 2013	11.38	20,211
FMR LLC & FIL	31 May 2013	11.49	14,888
FMR LLC & FIL	31 May 2013	11.38	15,074
FMR LLC & FIL	31 May 2013	11.49	1,140

FMR LLC & FIL	31 May 2013	11.38	1,155
FMR LLC & FIL	31 May 2013	11.49	13,219
FMR LLC & FIL	31 May 2013	11.38	13,383
FMR LLC & FIL	31 May 2013	11.49	35,825
FMR LLC & FIL	31 May 2013	11.38	36,270
FMR LLC & FIL	31 May 2013	11.49	2,717
FMR LLC & FIL	31 May 2013	11.38	2,750
FMR LLC & FIL	31 May 2013	11.49	43,669
FMR LLC & FIL	31 May 2013	11.38	44,212
FMR LLC & FIL	31 May 2013	11.49	2,552
FMR LLC & FIL	31 May 2013	11.38	2,584
FMR LLC & FIL	31 May 2013	11.49	54,880
FMR LLC & FIL	31 May 2013	11.38	55,563
FMR LLC & FIL	31 May 2013	11.49	3,823
FMR LLC & FIL	31 May 2013	11.38	3,871
FMR LLC & FIL	3 June 2013	11.12	15,500
FMR LLC & FIL	3 June 2013	11.12	2,601
FMR LLC & FIL	4 June 2013	11.44	1,117
FMR LLC & FIL	4 June 2013	11.44	7,616
FMR LLC & FIL	14 June 2013	10.40	895
FMR LLC & FIL	14 June 2013	10.40	6,113
FMR LLC & FIL	17 June 2013	10.28	5,018
FMR LLC & FIL	19 June 2013	10.50	341
FMR LLC & FIL	19 June 2013	10.50	1,047
FMR LLC & FIL	21 June 2013	9.76	418
FMR LLC & FIL	26 June 2013	9.79	8,382
FMR LLC & FIL	27 June 2013	10.05	203,604
FMR LLC & FIL	28 June 2013	10.00	548
FMR LLC & FIL	28 June 2013	10.00	549
FMR LLC & FIL	28 June 2013	10.00	550
FMR LLC & FIL	28 June 2013	10.00	548
FMR LLC & FIL	1 July 2013	9.88	3,470
FMR LLC & FIL	11 July 2013	10.61	3,372
FMR LLC & FIL	29 July 2013	11.09	144,837
FMR LLC & FIL	1 August 2013	11.33	220
FMR LLC & FIL	1 August 2013	11.33	220
FMR LLC & FIL	1 August 2013	11.33	221
FMR LLC & FIL	2 August 2013	11.79	89,742
FMR LLC & FIL	2 August 2013	11.78	134,148
FMR LLC & FIL	2 August 2013	11.74	142,589
FMR LLC & FIL	2 August 2013	11.74	11,752
FMR LLC & FIL	2 August 2013	11.79	10,258
FMR LLC & FIL	2 August 2013	11.78	15,334
FMR LLC & FIL	2 August 2013	11.74	16,299
FMR LLC & FIL	5 August 2013	11.61	40,121

FMR LLC & FIL	5 August 2013	11.61	3,319
FMR LLC & FIL	5 August 2013	11.61	4,607
FMR LLC & FIL	6 August 2013	11.63	141,039
FMR LLC & FIL	6 August 2013	11.63	11,619
FMR LLC & FIL	6 August 2013	11.63	16,128
FMR LLC & FIL	7 August 2013	11.36	210,743
FMR LLC & FIL	7 August 2013	11.36	15,120
FMR LLC & FIL	7 August 2013	11.36	24,389
FMR LLC & FIL	9 August 2013	11.51	1,416
FMR LLC & FIL	13 August 2013	11.75	1,574
FMR LLC & FIL	19 August 2013	11.25	13,600
FMR LLC & FIL	22 August 2013	10.94	550,701
		Market Buy	4,883,598

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
FMR LLC	FMR LLC is a Delaware limited liability company with its principal place of business at 245 Summer Street, Boston, MA 02210. Fidelity Management & Research Company (FMR Co.), Fidelity Management Trust Company (FMTC) and Pyramis Global Advisors LLC (PGALLC) are wholly-owned subsidiaries of FMR LLC and under the common control of FMR LLC. Each may be considered a related body corporate and hence an 'associate' of FMR LLC, as such term is used in the Corporations Law 2001. FMR Co. is advisor to registered holders named in Section 4 and has power under its management agreements to dispose of the subject shares. FMR Co. also carries out voting under the written guidelines established by the Boards of Trustees of the Funds which are registered holders. The relevant interests of FMTC and PGALLC consist of the power to dispose of, and may also consist of the power to vote or direct the voting of, the shares of institutional accounts with which they each have management agreements.
FIL	FIL Limited (FIL), previously known as Fidelity International Limited, is a Bermuda domiciled company with a registered office at Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda. FIL may vote or direct the voting of the shares of registered holders named in Section 4 under written guidelines established by the Board of Directors of FIL. FIL and its subsidiary management companies such as Fidelity Investments International (FII) and Fidelity Pensions Management (FPM) have power to dispose of shares of funds of registered holders named in Section 4 and/or of institutional accounts with which the companies have management agreements. FII and FPM are wholly-owned subsidiary of FIL and hence 'associates' of FIL as such term is used in the Corporations Law 2001.

7. Addresses

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

Name	Address
FMR LLC	245 Summer Street, Boston, MA 02210
FIL	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda

Sign Here



Dated: 26 August 2013

Philip Alexander

Regulatory Reporting Manager

Duly authorized under Powers of Attorney dated 4 May 2012 by Scott Goebel by and on behalf of FMR LLC.

Duly authorized under Powers of Attorney dated 8 October 2012 by Allan Pelvang by and on behalf of FIL Limited and their respective direct and indirect subsidiaries.