

THOMSON GEER
LAWYERS

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Our ref DRZ:HHJ:3624165

12 August 2016

The Company Secretary
Iluka Resources Limited
By facsimile: +61 8 9360 4777

Companies Announcements Office
Australian Securities Exchange
By facsimile: 1300 135 638

Dear Sir/Madam

**ASIC Form 604: Notice of change of Interests of substantial holder
Iluka Resources Limited (ASX:ILU)**

Please find **enclosed** an ASIC Form 604 for lodgement by SailingStone Capital Partners LLC.

Yours faithfully
THOMSON GEER


David Zwi
Partner

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encl

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Iluka Resources Limited

ACN/ARSN 008 675 018

1. Details of substantial holder (1)

Name SailingStone Capital Partners LLC
ACN/ARSN (if applicable) N/A

There was a change in the interests of the
substantial holder on

10/08/2016

The previous notice was given to the company on

25/02/2016

The previous notice was dated

25/02/2016

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	37,979,189	9.07%	32,910,017	7.86%

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
10/8/2016	SailingStone Capital Partners LLC (SailingStone)	Sale of Shares	\$13,513,912.45	1,962,235 ordinary shares	1,962,235 ordinary shares
9/08/2016	SailingStone	Sale of Shares	\$4,584,325.58	664,301 ordinary shares	664,301 ordinary shares
8/08/2016	SailingStone	Sale of Shares	\$2,949,625.12	425,000 ordinary shares	425,000 ordinary shares
2/08/2016	SailingStone	Sale of Shares	\$3,336,825.57	479,716 ordinary shares	479,716 ordinary shares
1/08/2016	SailingStone	Sale of Shares	\$839,655.55	116,989 ordinary shares	116,989 ordinary shares
29/07/2016	SailingStone	Sale of Shares	\$2,195,503.09	315,000 ordinary shares	315,000 ordinary shares
28/07/2016	SailingStone	Sale of Shares	\$121,252.69	17,310 ordinary shares	17,310 ordinary shares
27/07/2016	SailingStone	Sale of Shares	\$688,563.36	100,870 ordinary shares	100,870 ordinary shares
26/07/2016	SailingStone	Sale of Shares	\$433,373.18	64,359 ordinary shares	64,359 ordinary shares
19/07/2016	SailingStone	Sale of Shares	\$925,822.45	131,570 ordinary shares	131,570 ordinary shares
14/07/2016	SailingStone	Sale of Shares	\$189,199.03	26,072 ordinary shares	26,072 ordinary shares
20/06/2016	SailingStone	Sale of Shares	\$1,567,815.64	233,330 ordinary shares	233,330 ordinary shares
16/06/2016	SailingStone	Sale of Shares	\$1,059,670.22	157,490 ordinary shares	157,490 ordinary shares
14/06/2016	SailingStone	Acquisition of further shares	\$3,012,243.26	448,166 ordinary shares	448,166 ordinary shares
7/06/2016	SailingStone	Sale of Shares	\$695,186.06	108,120 ordinary shares	108,120 ordinary shares
1/06/2016	SailingStone	Acquisition of further	\$2,082,446.30	323,530 ordinary shares	323,530 ordinary shares

		shares			
23/05/2016	SallingStone	Sale of Shares	\$361,217.31	60,040 ordinary shares	60,040 ordinary shares
2/05/2016	SallingStone	Acquisition of further shares	\$165,130.91	25,786 ordinary shares	25,786 ordinary shares
29/04/2016	SallingStone	Sale of Shares	\$2,779,264.37	434,960 ordinary shares	434,960 ordinary shares
22/04/2016	SallingStone	Sale of Shares	\$2,447,566.45	390,817 ordinary shares	390,817 ordinary shares
21/04/2016	SallingStone	Sale of Shares	\$292,680.69	46,360 ordinary shares	46,360 ordinary shares
15/04/2016	SallingStone	Acquisition of further shares	\$965,139.34	165,700 ordinary shares	165,700 ordinary shares
1/04/2016	SallingStone	Acquisition of further shares	\$965,048.01	145,720 ordinary shares	145,720 ordinary shares
29/03/2016	SallingStone C	Sale of Shares	\$250,240.79	37,932 ordinary shares	37,932 ordinary shares
21/03/2016	SallingStone	Acquisition of further shares	\$631,365.37	85,070 ordinary shares	85,070 ordinary shares
16/03/2016	SallingStone	Sale of Shares	\$1,285,211.98	173,910 ordinary shares	173,910 ordinary shares
14/03/2016	SallingStone	Acquisition of further shares	\$1,409,582.55	184,500 ordinary shares	184,500 ordinary shares
11/03/2016	SallingStone	Acquisition of further shares	\$1,216,983.89	161,120 ordinary shares	161,120 ordinary shares
10/03/2016	SallingStone	Acquisition of further shares	\$2,960,921.15	392,100 ordinary shares	392,100 ordinary shares
9/03/2016	SallingStone	Acquisition of further shares	\$1,299,765.50	177,590 ordinary shares	177,590 ordinary shares
7/03/2016	SallingStone	Sale of Shares	\$2,678,021.55	339,540 ordinary shares	339,540 ordinary shares
26/02/2016	SallingStone	Sale of Shares	\$4,046,149.05	623,771 ordinary shares	623,771 ordinary shares
24/02/2016	SallingStone	Sale of Shares	\$2,276,938.02	346,175 ordinary shares	346,175 ordinary shares
22/02/2016	SallingStone	Acquisition of further shares	\$639,943.07	97,202 ordinary shares	97,202 ordinary shares
22/02/2016	SallingStone	Sale of Shares	\$324,148.16	48,707 ordinary shares	48,707 ordinary shares
19/02/2016	SallingStone	Acquisition of further shares	\$192,943.59	28,918 ordinary shares	28,918 ordinary shares

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
SallingStone	BMO Harris Bank; BNY Mellon; Credit Suisse; JP Morgan; Northern Trust; RBC; State Street; UBS	SallingStone holds its relevant interest in its capacity as investment manager for a range of client portfolios.	SallingStone holds its relevant interest by having the power to exercise, control the exercise of or disposal of the securities to which the relevant interest relates in the ordinary course of investment management business.	32,910,017 ordinary shares	7.86%

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 applicable)	ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
SailingStone Capital Partners LLC	One California Street, 30th Floor, San Francisco, CA 94111 USA

Signature

print name Kathyne Klale

capacity

Chief Compliance Officer

sign here

Kathyne Klale

date

12/08/2016

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.