

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Iluka Resources Limited
ABN: 34 008 675 018

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Thomas O'Leary
Date of last notice	13 October 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	N/A
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	
No. of securities held after change	
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	

+ See chapter 19 for defined terms.

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	2017 Long Term Incentive – grant of rights
Nature of interest	Grant of rights to acquire 246,493 fully paid shares in the Company under the Company's 2017 Long Term Incentive Plan.
Name of registered holder (if issued securities)	N/A
Date of change	23 June 2017
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	Rights to acquire 246,493 fully paid shares in the Company
Interest disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil, granted as part of Mr O'Leary's remuneration.
Interest after change	<ol style="list-style-type: none"> Contract of Employment – Grant of rights to acquire a total of 758,304 fully paid shares in the Company, comprising of 504,929 rights in respect of a sign-on incentive grant in lieu of former employer's incentives forgone and 253,375 rights in respect of the 2016 Long Term Incentive grant. 2017 Long Term Incentive – Grant of rights to acquire 246,493 fully paid shares in the Company under the Company's 2017 Long Term Incentive Plan.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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