

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	22 August 2018

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	Direct interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	1 March 2019 6 March 2019
No. of securities held prior to change	110,180 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	<u>1 March 2019</u> 119,991 Restricted Shares under the 2018 Executive Incentive Plan. <u>6 March 2019</u> 69,288 fully paid ordinary shares allocated on exercise of vested Performance Rights awarded under the Managing Director's Contract of Employment (refer Part 2).
Number disposed	Nil

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	299,459 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	119,991 fully paid ordinary Restricted Shares received on allocation of the 2018 Executive Incentive Plan, as approved by shareholders at the 2018 AGM. 69,288 fully paid ordinary shares received on exercise of vested Performance Rights (refer Part 2).

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	Contract of Employment 2017 Long Term Incentive 2018 Executive Incentive Plan
Nature of interest	Performance Rights, each being a right to acquire a fully paid ordinary share in the Company
Name of registered holder (if issued securities)	N/A
Date of change	1 March 2019 6 March 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Contract of Employment: 610,490 Performance Rights, comprising: <ul style="list-style-type: none"> • 357,115 unvested Performance Rights provided as a sign-on incentive; and • 253,375 unvested Performance Rights provided in respect of the director's 2016 Long Term Incentive grant. 2017 Long Term Incentive: 246,493 Performance Rights provided under the Company's 2017 Long Term Incentive Plan.
Interest acquired	1 March 2019 Contract of Employment: 69,288 unvested Performance Rights provided as a sign-on incentive now vested (but unexercised). 2018 Executive Incentive Plan: 76,148 Performance Rights.

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Interest disposed	<p><u>1 March 2019</u></p> <p>Contract of Employment: 124,796 unvested Performance Rights provided as a sign-on incentive, lapsed.</p> <p><u>6 March 2019</u></p> <p>Contract of Employment: 69,288 vested Performance Rights, exercised.</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil
Interest after change	<p>Contract of Employment: 416,406 Performance Rights, comprising:</p> <ul style="list-style-type: none"> • 163,031 unvested Performance Rights provided as a sign-on incentive; and • 253,375 unvested Performance Rights provided in respect of the director's 2016 Long Term Incentive grant. <p>2017 Long Term Incentive: 246,493 Performance Rights provided under the Company's 2017 Long Term Incentive Plan.</p> <p>2018 Executive Incentive Plan: 76,148 Performance Rights, as approved by shareholders at the 2018 AGM.</p>

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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