



ILUKA

Australian Securities Exchange Notice

28 March 2013

The Manager
Company Announcements Office
Australian Securities Exchange

Annual General Meeting

Please find attached the following documents in relation to Iluka Resources Limited's 2013 Annual General Meeting to be held at 9:30AM WST on Wednesday 22 May 2013 in the River Room at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia:

1. Notice of Annual General Meeting; and
2. Proxy Form.

Yours sincerely

A handwritten signature in black ink, appearing to read 'C. Wilson', with a long, sweeping horizontal line extending to the right.

Cameron Wilson
Company Secretary



Iluka
Resources
Limited

2013

Notice of Annual General Meeting

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 58th Annual General Meeting of Shareholders of Iluka Resources Limited ABN 34 008 675 018 (Iluka or Company) will be held in River View Room 5 at The Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth Western Australia on Wednesday, 22 May 2013 commencing at 9:30am (WST).

A map and transport instructions are included with this Notice of Meeting.

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. The Explanatory Memorandum describes the various matters to be considered in relation to the business to be conducted at the Annual General Meeting. This Notice of Meeting should be read in conjunction with the Explanatory Memorandum.

AGENDA

Financial Reports

To receive and consider the annual financial report, Directors' report and auditor's report for the Company and its controlled entities for the year ended 31 December 2012.

Ordinary Resolutions

1. Re-election of Director – Mr Stephen John Turner

To consider and, if thought fit, to pass the following ordinary resolution:

That Stephen John Turner who retires in accordance with Article 17.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director.

2. Re-election of Director – Mr Wayne Geoffrey Osborn

To consider and, if thought fit, to pass the following ordinary resolution:

That Wayne Geoffrey Osborn who retires in accordance with Article 17.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director.

3. Election of Director – Mr Gregory John Walton Martin

To consider and, if thought fit, to pass the following ordinary resolution:

That Gregory John Walton Martin, having been appointed by the Board as an additional Director on 1 January 2013, retires in accordance with Article 16.4(b)(ii) of the Company's Constitution and being eligible offers himself for election, be elected as a Director.

4. Election of Director – Mr James Hutchison Ranck

To consider and, if thought fit, to pass the following ordinary resolution:

That James Hutchison Ranck, having been appointed by the Board as an additional Director on 1 January 2013, retires in accordance with Article 16.4(b)(ii) of the Company's Constitution and being eligible offers himself for election, be elected as a Director.

Ordinary Resolutions (continued)

5. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following ordinary resolution:

That the Remuneration Report of the Company for the year ended 31 December 2012 as set out in the Company's 2012 Annual Report be adopted by the Company.

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25 per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election. For further information, please refer to the Explanatory Memorandum.

Voting exclusion: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or their closely related parties (which includes their spouse, child, dependent, other family members and any controlled company), or as a proxy by a member of Key Management Personnel or closely related party, unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 5 in accordance with their instructions on the Proxy Form or by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

Proxy instructions

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two individuals to act as proxies to attend and vote on that Shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be delivered to or sent by facsimile transmission to the Company's share registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia, facsimile number 1800 783 447 and outside Australia +61 (3) 9473 2555** or to the Company's registered office at Level 23, 140 St George's Terrace, Perth, Western Australia, 6000, facsimile number +61 (8) 9360 4777, at least 48 hours prior to the Meeting, or adjourned meeting as the case may be, at which the individual named in the Proxy Form proposes to vote.

Alternatively, you may register your proxy instructions electronically at the share registry website www.investorvote.com by **9:30am (WST), Monday, 20 May 2013**. For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy may, but need not, be a Shareholder.

In the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form.

Votes on resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a proportion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolution 5 unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him.

Chairman voting undirected proxies

The Chairman will vote undirected proxies on, and in favour of, all of the proposed Resolutions, except that in respect of Resolution 5, the Chairman will only do so where expressly authorised by the Shareholder having marked the appropriate box on the Proxy Form.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates of appointment of corporate representative are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at the close of business on **Monday, 20 May 2013**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Nick Henry of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report from the year end 31 December 2012 (or his representative), will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than **5:00pm WST Friday, 17 May 2013**:

In person: 23rd Floor, 140 St George's Terrace, Perth WA 6000

By mail: Company Secretary, Iluka Resources Limited, Level 23, 140 St George's Terrace, Perth WA 6000 Australia

By fax: (08) 9360 4777 (within Australia) +61 (8) 9360 4777 (outside Australia)

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by **Monday, 20 May 2013**, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2012. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

BY ORDER OF THE BOARD



CAMERON WILSON

Company Secretary

Dated: 28 March 2013

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information and benefit of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which may be material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting. This Explanatory Memorandum should be read in conjunction with the Notice of Meeting.

Unless the context otherwise requires, capitalised terms used in this Explanatory Memorandum have the same meaning given to them in the Glossary to this Explanatory Memorandum.

FINANCIAL REPORTS

The Corporations Act requires the Annual Report of the Company (which includes the Directors' report, auditors' report and the financial statements of the Company for the year ended 31 December 2012) to be tabled at the Annual General Meeting.

Iluka's 2012 Annual Report (which includes the annual financial report, Directors' report and auditor's report) has been sent to those Shareholders who requested it. The 2012 Annual Report can be found on the Company's website (www.iluka.com).

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or financial statements.

During this item, there will be an opportunity for Shareholders to ask questions about, or comment on, the reports and the management and performance of the Company.

ORDINARY RESOLUTIONS

1. Resolution 1 – Re-election of Director – Mr Stephen John Turner

Stephen John Turner, BCom, ACA

Stephen John Turner retires under the director rotation provisions of Article 17.2 of the Company's Constitution. Mr Turner, being eligible, has offered himself for re-election as a Director.

Mr Turner was appointed to the Board in March 2010. He is a founder of the London Stock Exchange listed company, International Ferro Metals Limited. He was the chief executive officer of International Ferro Metals Limited from 2002 to 2009 and continues as a director of that company. He is also a director of South American Ferro Metals Limited, Timpetra Resources Limited and Chairman of Vantage Goldfields Limited. Mr Turner has had responsibility for resource projects in Australia, Africa and the Pacific Islands. He was a founding director of the Australian subsidiary of PSG Investment Group, a South African investment bank. He is an Australian Chartered Accountant. Mr Turner is a member of the Audit and Risk Committee.

The Board (other than Mr Turner) recommends that Shareholders vote in favour of the resolution to re-elect Mr Turner.

2. Resolution 2 – Re-election of Director – Mr Wayne Geoffrey Osborn**Wayne Geoffrey Osborn, DipEng, MBA, FTSE, MIE(Aust), FAICD**

Wayne Geoffrey Osborn retires under the director rotation provisions of Article 17.2 of the Company's Constitution. Mr Osborn, being eligible, has offered himself for re-election as a Director.

Mr Osborn was appointed to the Board in March 2010. He is a former managing director of Alcoa of Australia Limited. He is a director of Wesfarmers Limited and Alinta Holdings, and a former director of Leighton Holdings Limited. Mr Osborn is Chairman of the Australian Institute of Marine Science. He was formerly a director of the Australian Business Arts Foundation and Vice President of the Chamber of Commerce and Industry, Western Australia. Mr Osborn is Chairman of the Remuneration and Nomination Committee.

The Board (other than Mr Osborn) recommends that Shareholders vote in favour of the resolution to re-elect Mr Osborn.

3. Resolution 3 – Election of Director – Mr Gregory John Walton Martin**Greg Martin, BEc, LLB, FAIM, MAICD**

Gregory John Walton Martin was appointed to the Board with effect from 1 January 2013. Pursuant to Article 16.4(b)(ii) of the Constitution, a Director appointed as an addition to the Board must not hold office without re-election past the next annual general meeting.

In accordance with Article 16.4(b)(ii) of the Constitution, Mr Martin, being eligible, retires and offers himself for election as a Director.

Mr Martin has over 30 years' experience in the energy, utility and infrastructure sectors, having spent 25 years with the Australian Gas Light Company Ltd (AGL), including five years as chief executive officer and managing director. After leaving AGL, Mr Martin was chief executive of the infrastructure division of Challenger Financial Services Group and, subsequently, managing director and CEO of Murchison Metals Limited. He is currently Chairman of Prostar Capital, and a non-executive director of Santos Limited, Energy Developments Limited and the Australian Energy Market Operator. Mr Martin is a member of the Audit and Risk Committee.

The Board (other than Mr Martin) recommends that Shareholders vote in favour of the resolution to elect Mr Martin.

4. Resolution 4 – Election of Director – Mr James Hutchison Ranck**James Hutchison Ranck, BSE (Econ), FAICD**

James Hutchison Ranck was appointed to the Board with effect from 1 January 2013. Pursuant to Article 16.4(b)(ii) of the Constitution, a Director appointed as an addition to the Board must not hold office without re-election past the next annual general meeting.

In accordance with Article 16.4(b)(ii) of the Constitution, Mr Ranck, being eligible, retires and offers himself for election as a Director.

Mr Ranck has held senior management positions with DuPont, both in Australia and internationally in finance, chemicals, pharmaceuticals and agriculture for over 30 years. He also served as a director of DuPont's Hong Kong based subsidiary, Titanium Technologies, for seven years. Mr Ranck retired as managing director of DuPont Australia and New Zealand and Group managing director of DuPont ASEAN in May 2010. He is currently a non-executive director of Elders Limited and the CSIRO. Mr Ranck is a member of the Remuneration and Nomination Committee.

The Board (other than Mr Ranck) recommends that Shareholders vote in favour of the resolution to elect Mr Ranck.

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ORDINARY RESOLUTIONS (continued)

5. Resolution 5 – Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' report in the Company's Annual Report.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and link between the remuneration of Key Management Personnel and the Company's performance; and
- sets out the remuneration arrangements in place for each Director and for the Managing Director and other Key Management Personnel.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 5 is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25 per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last annual general meeting, the votes cast against the remuneration report represented less than 25 per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

A voting exclusion applies to Resolution 5 in the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 5.

The Company encourages all eligible Shareholders to cast their votes in favour of Resolution 5 (Remuneration Report).

GLOSSARY

In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or Meeting	Annual General Meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Annual Report	The Company's annual report including the reports of the Directors and the auditor and the financial statements of the Company of the year ended 31 December 2012 which can be downloaded from the Company's website at www.iluka.com .
Board	Board of Directors.
Company or Iluka	Iluka Resources Limited ACN 008 675 018.
Company Secretary	The Company Secretary of the Company at the time of the Annual General Meeting, Mr Cameron Wilson.
Constitution	The Company's constitution.
Corporations Act	The Corporations Act 2001 (Cth).
Director	A director of the Company.
Explanatory Memorandum	This explanatory memorandum which accompanies and forms part of the Notice of Meeting.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Managing Director	The Managing Director of the Company, Mr David Robb.
Notice and Notice of Meeting	The notice of Annual General Meeting which accompanies this Explanatory Memorandum.
Proxy Form	The proxy form accompanying this Notice.
Remuneration Report	The remuneration report appearing in the Annual Report.
Resolution	A resolution referred to in the Notice of Meeting.
Share	A share in the Company.
Shareholder	A registered holder of a Share.
WST	Western Standard Time, being the time in Perth, Western Australia.

Meeting Venue

River View Room 5 at the Perth Convention and Exhibition Centre,
21 Mounts Bay Road, Perth

Wednesday, 22 May 2013
commencing at 9:30am (WST)

The Perth Convention and Exhibition Centre is located in Perth city, adjacent to the Swan River.

Walking

Walking access into the Centre on Level 1 is via Mill Street or Mounts Bay Road. Level 2 can be accessed via the Esplanade Busport overpass.

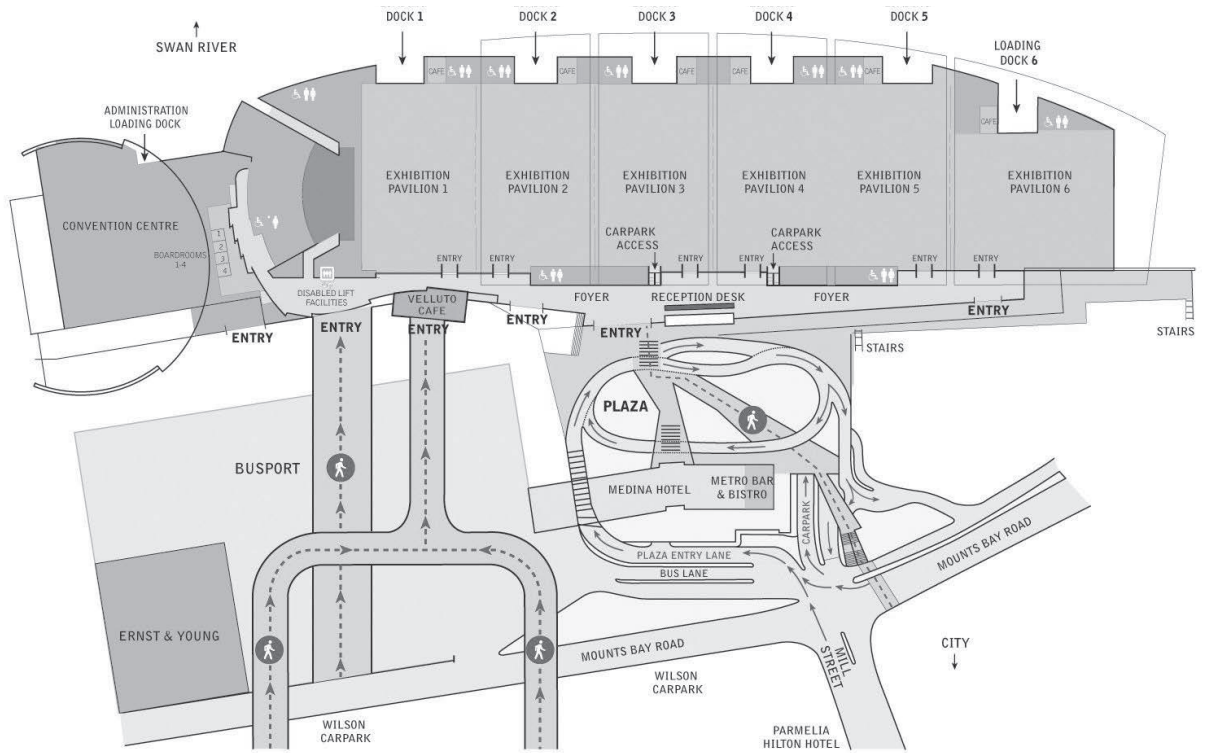
Driving

Access to the City of Perth Convention Centre Car Park is via Mill Street, Mounts Bay Road and the Riverside Drive off ramp of the Mitchell Freeway. Access to Level 1 Plaza area is from Mill Street or Mounts Bay Road.

Public Transport

Access to the Perth Centre via Public Transport is via the Esplanade Busport or from the Esplanade Train Station.

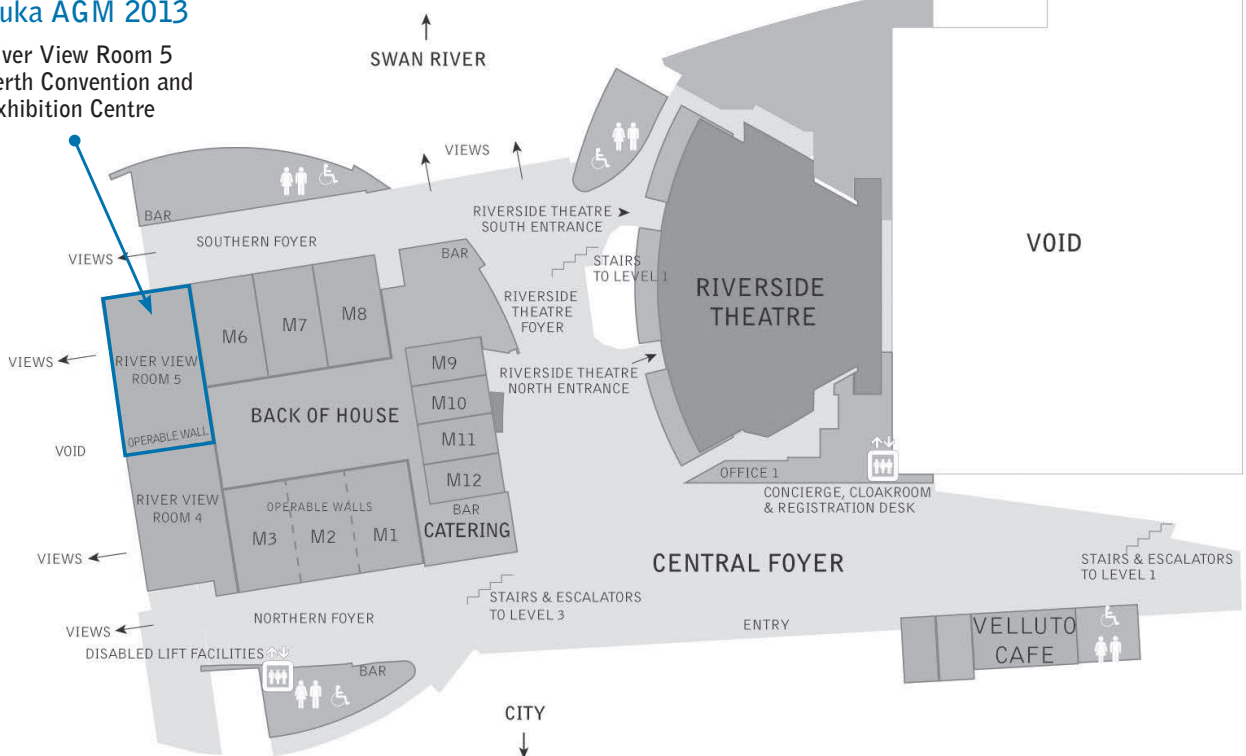
Perth Convention and Exhibition Centre – Access



Perth Convention and Exhibition Centre – Level 2

Iluka AGM 2013

River View Room 5
Perth Convention and Exhibition Centre



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Iluka Resources Limited

ABN 34 008 675 018

Registered Office:

Level 23, 140 St Georges Terrace, Perth WA 6000
GPO Box U1988, Perth WA 6845

Telephone: +61 8 9360 4700

Facsimile: +61 8 9360 4777



ILUKA

Iluka Resources Limited

ABN 34 008 675 018

000001 000 ILU
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 733 043
(outside Australia) +61 3 9415 4801

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 9:30am (WST) Monday, 20 May 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Iluka Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Iluka Resources Limited to be held in River View Room 5, at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Wednesday, 22 May 2013 at 9:30am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 5 (except where I/we have indicated a different voting intention below) even though Item 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1. Re-election of Director - Mr Stephen John Turner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Mr Wayne Osborn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director - Mr Gregory John Walton Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director - Mr James Hutchison Ranck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /



ILUKA

Iluka Resources Limited

ABN 34 008 675 018

000002 000 ILURM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
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(outside Australia) +61 3 9415 4801

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or turn over to complete the form** ➔

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IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Iluka Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Iluka Resources Limited to be held in River View Room 5, at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Wednesday, 22 May 2013 at 9:30am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 5 (except where I/we have indicated a different voting intention below) even though Item 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1. Re-election of Director - Mr Stephen John Turner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Mr Wayne Osborn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director - Mr Gregory John Walton Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director - Mr James Hutchison Ranck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

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