



ILUKA

Iluka Resources Limited

ABN 34 008 675 018



Need assistance?



Phone:

1300 733 043 (within Australia)
+61 3 9415 4801 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AWST) on Wednesday, 20 July 2022.**

Proxy Form

How to Vote on the Item 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 or abstain as they choose (to the extent permitted by law). 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, one securityholder may 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 (Cth)) 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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

This is an important document that requires your immediate attention. You should read the Iluka Resources Limited Demerger Booklet dated 20 June 2022 carefully before completing and returning this form. Terms defined in the Demerger Booklet have the same meaning in this form (unless the context requires otherwise). Please also read this form carefully. If you need assistance in deciding whether to complete this form, please contact your financial or other professional advisor.

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 181125

SRN/HIN: I999999999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.

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 Extraordinary OR General Meeting

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Extraordinary General 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 Extraordinary General 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 Extraordinary General Meeting of Iluka Resources Limited to be held at the Theatre on the Mezzanine level of 240 St Georges Terrace, Perth WA 6000 and online on Friday, 22 July 2022 at 9:30am (AWST) and at any adjournment or postponement of that meeting.

The Chairman of the Extraordinary General Meeting intends to vote undirected proxies in favour of Resolution 1.

Important Note: If the Chairman of the Extraordinary General Meeting is (or becomes) your proxy you can direct the Chairman to vote For or Against or Abstain from voting on the resolution below by marking the appropriate box in Step 2.

Step 2 Item 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
Resolution 1 – Approval of Demerger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:			
“That, subject to the conditions precedent set out in clause 3.1 of the Implementation Deed being satisfied or waived in accordance with that deed:			
(1) for the purposes of section 256C(1) of the Corporations Act, Iluka Resources Limited's share capital be reduced on the Implementation Date by the Capital Reduction Amount, with such amount being applied equally against each Iluka Share on issue on the Record Date and the reduction, together with the Dividend, being effected and satisfied by distributing in-specie the Sierra Rutile Shares to Eligible Shareholders (and the Sale Agent in respect of Ineligible Overseas Shareholders and Selling Shareholders); and			
(2) the Demerger otherwise be implemented in the manner more fully described in the Demerger Booklet (which accompanies and forms part of this Notice of Extraordinary General Meeting).”			

The Chairman of the Extraordinary General Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Extraordinary General Meeting may change their voting intention on the resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future meeting notices and proxy communications electronically





ILUKA

Iluka Resources Limited

ABN 34 008 675 018



Return your Form:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 1282
Melbourne Victoria 3001
Australia

By Fax:



(within Australia) (03) 9473 2093
(outside Australia) +61 3 9473 2093

By Email:

@ corpactprocessing@computershare.com.au

For all enquiries:

Phone:



(within Australia) 1300 733 043
(outside Australia) +61 3 9415 4801

Sale Facility Form

This form should be returned by 3:00pm (AWST), Monday, 25 July 2022.

This is an important document that requires your immediate attention. You should read the Iluka Resources Limited Demerger Booklet dated 20 June 2022 carefully - particularly section 5.8 which describes the Sale Facility - before completing and returning this form. Terms defined in the Demerger Booklet have the same meaning in this form (unless the context requires otherwise).

Small Shareholders are Eligible Shareholders who hold 2000 or less Iluka Shares as at the Record Date (being 5:00pm (AWST) on Thursday, 28 July 2022). If you are a Small Shareholder, you have the option to have all of the Sierra Rutile Shares which you are entitled to receive under the Demerger sold by the Sale Agent and the proceeds of sale remitted to you, free of any brokerage costs or stamp duty but excluding any interest and after deducting any applicable withholding tax. Please see section 5.8 of the Demerger Booklet for further information regarding how the proceeds from the sale will be calculated and remitted to you.

Please complete this form **only** if you want to sell **ALL** of the Sierra Rutile Shares that you are entitled to receive under the Demerger through the Sale Facility. If the number of Iluka Shares you hold on the Record Date is 2000 or less, all of the Sierra Rutile Shares you are entitled to receive under the Demerger will be transferred to the Sale Agent should you elect to participate in the Sale Facility.

Please refer to section 6 of the Demerger Booklet for further information on the Australian tax consequences of electing to sell Sierra Rutile Shares under the Sale Facility.

If you hold more than 2000 Iluka Shares on the Record Date, you are not eligible to participate in the Sale Facility and your form will be disregarded. In this case, you will receive Sierra Rutile Shares under the Demerger. If you have already disposed of all of your Iluka Shares, do not complete or return this form.

For your election to be effective, this form must be received by the Iluka Share Registry by 3:00pm (AWST) on Monday, 25 July 2022.

If the Demerger does not proceed, this form will have no effect. If you are in doubt about how to deal with this form, please contact your financial or other professional advisor.
Note this form can only be used in relation to the shareholding represented by the details printed above and overleaf.

Step 1: Registration Name & Holding Details

Details of your shareholding are shown overleaf. Please check the details provided and update your address via www.investorcentre.com/au if any of the details are incorrect. If you have a CHESS sponsored holding, please contact your CHESS sponsor to notify a change of address.

Step 2: Make an Election

If you want to sell ALL of the Sierra Rutile Shares that you are entitled to receive under the Demerger through the Sale Facility, complete Step 2 and sign in Step 3 on the reverse of this form.

Step 3: Signing Instructions

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 must 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 (Cth)) 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.

Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.


Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form



Sale Facility Form

 For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Holding Details

Registration Name:

Offer Details: Securityholding as at 5:00pm (AWST), Monday, 20 June 2022:

STEP 2 Make a Sale Facility Election

If you wish to **sell ALL of the Sierra Rutile Shares** that you are entitled to receive under the Demerger through the Sale Facility, please mark the box below.

Sell ALL Sierra Rutile Shares

STEP 3 Signature of Securityholder(s) *This section must be completed.*

By signing and returning this form I/we confirm that I/we have read and understood the terms of the Sale Facility detailed in the Demerger Booklet; understand that ALL of the Sierra Rutile Shares to which I/we am/are entitled to receive under the Demerger will be transferred to the Sale Agent and sold under the Sale Facility; and I/we authorise that transfer and sale.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Withdrawal of a Sale Election

If after returning this form, you decide you would like to retain the Sierra Rutile Shares you are entitled to receive under the Demerger instead of participating in the Sale Facility, please contact the Shareholder Information Line on the phone numbers shown on the front of this form to obtain a Sale Facility Withdrawal Form. A completed Sale Facility Withdrawal Form must be received by the Iluka Share Registry by 3.00pm (AWST) on Monday, 25 June 2022.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Iluka Resources Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Iluka Resources Limited or to third parties upon direction by Iluka Resources Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.