

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 March 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) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	19 August 2018
No. of securities held prior to change	36,273 fully paid ordinary shares
Class	Fully Paid Ordinary Shares
Number acquired	73,907 fully paid ordinary shares received on exercise of Long Term Deferred Rights (refer Part 2).
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	110,180 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	73,907 fully paid ordinary shares received on exercise of Long Term Deferred Rights provided as a sign-on incentive (refer Part 2).

+ 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	Contract of Employment 2017 Long Term Incentive
Nature of interest	Long Term Deferred 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	19 August 2018
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>	<p>1. Contract of Employment – 684,397 Long Term Deferred Rights, comprising:</p> <ul style="list-style-type: none"> • 357,115 unvested Long Term Deferred Rights provided as a sign-on incentive; • 73,907 vested but unexercised Long Term Deferred Rights provided as a sign-on incentive; and • 253,375 unvested Long Term Deferred Rights provided in respect of the director's 2016 Long Term Incentive grant. <p>2. 2017 Long Term Incentive – 246,493 rights to acquire a fully paid ordinary share in the Company under the Company's 2017 Long Term Incentive Plan.</p>
Interest acquired	N/A
Interest disposed	73,907 vested Long Term Deferred Rights exercised into fully paid ordinary shares (refer Part 1).
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	<p>1. Contract of Employment – 610,490 Long Term Deferred Rights, comprising:</p> <ul style="list-style-type: none"> • 357,115 unvested Long Term Deferred Rights provided as a sign-on incentive; and • 253,375 unvested Long Term Deferred Rights provided in respect of the director's 2016 Long Term Incentive grant. <p>2. 2017 Long Term Incentive – 246,493 rights to acquire a fully paid ordinary share in the Company under the Company's 2017 Long Term Incentive Plan.</p>

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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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