Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/ Scheme: Iluka Resources Ltd

ACN/ ARSN: 008 675 018

1. Details of substantial holder (1)

Name: Aware Super Pty Ltd as trustee of Aware Super

ACN/ ARSN (if applicable): 11 118 202 672

The holder became a substantial holder o 10/12/2020

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO	21,589,552	21,589,552	5.11%

***Based on issued capital of 422,769,681 shares**

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365)	Beneficial Owner	21,344,497 Fully Paid Ordinary shares
Aware Financial Services Australia Limited (ABN 86 003 742 756)	Beneficial Owner	245,055 Fully Paid Ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered Holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365)	State Street Australia Limited	Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365)	21,344,497 Fully Paid Ordinary shares
Aware Financial Services Australia Limited (ABN 86 003 742 756)	State Street Australia Limited	Aware Financial Services Australia Limited (ABN 86 003 742 756)	245,055 Fully Paid Ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Acquisition:				

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Aware Super Pty Ltd as trustee of Aware Super from 10/08/2020 to 10/12/2020	$ 298,213,730.01	Zero	48,460,909 Fully Paid Ordinary Shares
Disposal: Aware Super Pty Ltd as trustee of Aware Super from 10/08/2020 to 10/12/2020	$ 310,941,717.80	Zero	33,794,552 Fully Paid Ordinary Shares
Acqusition: Aware Financial Services Australia Limited from 10/08/2020 to 10/12/2020	$ 2,727,497.60	Zero	574,085 Fully Paid Ordinary Shares
Disposal: Aware Financial Services Australia Limited from 10/08/2020 to 10/12/2020	$ 3,262,101.43	Zero	372,815 Fully Paid Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ ARSN (if applicable)	Nature of association
Aware Financial Services Australia Limited (ABN 86 003 742 756)	No Change
Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365)	No Change

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365)	Level 28, 388 George Street, Sydney, 2000
Aware Financial Services Australia Limited (ABN 86 003 742 756)	Level 22, 388 George Street, Sydney NSW 2000

Signature

Print name Ian Pendleton Capacity Company Secretary

Sign here  Date 16/12/2020

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5)

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The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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