Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

# New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

ILUKA RESOURCES LIMITED

ABN

34 008 675 018

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 <sup>+</sup>Class of <sup>+</sup>securities issued or to be issued

Ordinary Shares

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued
- 3 Principal terms of the <sup>+</sup>securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup>securities, the amount outstanding and due dates for payment; if <sup>+</sup>convertible securities, the conversion price and dates for conversion)

Ordinary fully paid shares

<sup>+</sup> See chapter 19 for defined terms.

4	Do the <sup>+</sup> securities rank equally in all respects from the <sup>+</sup> issue date with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?	Shares issued will rank equally with all existing ordinary shares from the date of issue.
	<ul> <li>If the additional <sup>+</sup>securities do not rank equally, please state:</li> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	
5	Issue price or consideration	\$8.8601 (based on 10 days volume weighted average price of trading on ASX).
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Dividend Reinvestment Plan – Final Dividend 2018.
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h	
	<i>in relation to the</i> + <i>securities the</i> <i>subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	
бс	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	

<sup>+</sup> See chapter 19 for defined terms.

- 6e Number of <sup>+</sup>securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- 6f Number of +securities issued under an exception in rule 7.2
- 6g If <sup>+</sup>securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>+</sup>issue date and both values. Include the source of the VWAP calculation.
- 6h If <sup>+</sup>securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements
- 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements
- 7 <sup>+</sup>Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in section 2 if applicable)

Number	+Class	
422,499,116	Ordinary	



4 April 2019

<sup>+</sup> See chapter 19 for defined terms.

9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (*including* the <sup>+</sup>securities in section 2 if applicable)

	Number	+Class
11		
X		
in		

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Same as existing capital.

# Part 2 - Pro rata issue

11	Is security holder approval required?
12	Is the issue renounceable or non- renounceable?
13	Ratio in which the <sup>+</sup> securities will be offered
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates
15	<sup>+</sup> Record date to determine entitlements
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
17	Policy for deciding entitlements in relation to fractions
18	Names of countries in which the entity has security holders who will not be sent new offer documents
	Note: Security holders must be told how their entitlements are to be dealt with.
	Cross reference: rule 7.7.
19	Closing date for receipt of acceptances or renunciations

<sup>+</sup> See chapter 19 for defined terms.

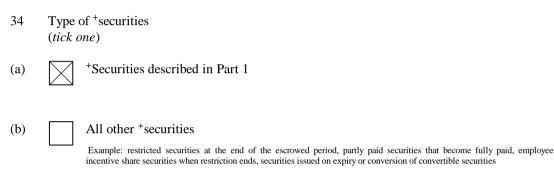
20	Names of any underwriters	
21	Amount of one undominiting for on	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
22	Numes of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of only handling for	
24	Amount of any handling fee payable to brokers who lodge	
	acceptances or renunciations on	
	behalf of security holders	
25	If the issue is contingent on	
23	security holders' approval, the date	
	of the meeting	
26		
26	Date entitlement and acceptance form and offer documents will be	
	sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to	
	participate on exercise, the date on	
	which notices will be sent to option	
	holders	
28	Date rights trading will begin (if	
	applicable)	
20		
29	Date rights trading will end (if applicable)	
	uppriouoro)	
20	How do converte boldors call their	
30	How do security holders sell their entitlements <i>in full</i> through a	
	broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker	
	and accept for the balance?	

<sup>+</sup> See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities



### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories 1 1,000 1,001 5,000 5,001 10,000 5,001 100,000 100,001 100,000 100,001 and over
- 37

A copy of any trust deed for the additional +securities

<sup>+</sup> See chapter 19 for defined terms.

### Entities that have ticked box 34(b)

- 38 Number of <sup>+</sup>securities for which <sup>+</sup>quotation is sought
- 39 <sup>+</sup>Class of <sup>+</sup>securities for which quotation is sought
- 40 Do the <sup>+</sup>securities rank equally in all respects from the +issue date with an existing <sup>+</sup>class of quoted +securities?

If the additional +securities do not rank equally, please state:

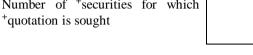
- the date from which they do •
- the extent to which they • participate for the next dividend. (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)

Number and <sup>+</sup>class of all <sup>+</sup>securities 42 quoted on ASX (including the +securities in clause 38)

Number	+Class



<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>1</sup> <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Joint Company Secretary

Date: 4 April 2019

Print name:

Sign here:

Nigel Tinley

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<sup>+</sup> See chapter 19 for defined terms.