

# 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

<b>Name of entity: Iluka Resources Limited</b>
<b>ABN: 34 008 675 018</b>

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.

<b>Name of Director</b>	Thomas O'Leary
<b>Date of last notice</b>	22 August 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.

<b>Direct or indirect interest</b>	Direct interest
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	1 March 2019 6 March 2019
<b>No. of securities held prior to change</b>	110,180 fully paid ordinary shares
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	<b><u>1 March 2019</u></b> 119,991 Restricted Shares under the 2018 Executive Incentive Plan. <b><u>6 March 2019</u></b> 69,288 fully paid ordinary shares allocated on exercise of vested Performance Rights awarded under the Managing Director's Contract of Employment (refer Part 2).
<b>Number disposed</b>	Nil

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	299,459 fully paid ordinary shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	119,991 fully paid ordinary Restricted Shares received on allocation of the 2018 Executive Incentive Plan, as approved by shareholders at the 2018 AGM.  69,288 fully paid ordinary shares received on exercise of vested Performance Rights (refer Part 2).

### 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.

<b>Detail of contract</b>	<b>Contract of Employment</b> <b>2017 Long Term Incentive</b> <b>2018 Executive Incentive Plan</b>
<b>Nature of interest</b>	Performance Rights, each being a right to acquire a fully paid ordinary share in the Company
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	1 March 2019 6 March 2019
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	<b>Contract of Employment:</b> 610,490 Performance Rights, comprising: <ul style="list-style-type: none"> <li>357,115 unvested Performance Rights provided as a sign-on incentive; and</li> <li>253,375 unvested Performance Rights provided in respect of the director's 2016 Long Term Incentive grant.</li> </ul> <b>2017 Long Term Incentive:</b> 246,493 Performance Rights provided under the Company's 2017 Long Term Incentive Plan.
<b>Interest acquired</b>	<b>1 March 2019</b>  <b>Contract of Employment:</b> 69,288 unvested Performance Rights provided as a sign-on incentive now vested (but unexercised).  <b>2018 Executive Incentive Plan:</b> 76,148 Performance Rights.

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<b>Interest disposed</b>	<p><b><u>1 March 2019</u></b></p> <p><b>Contract of Employment:</b> 124,796 unvested Performance Rights provided as a sign-on incentive, lapsed.</p> <p><b><u>6 March 2019</u></b></p> <p><b>Contract of Employment:</b> 69,288 vested Performance Rights, exercised.</p>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil
<b>Interest after change</b>	<p><b>Contract of Employment:</b> 416,406 Performance Rights, comprising:</p> <ul style="list-style-type: none"> <li>• 163,031 unvested Performance Rights provided as a sign-on incentive; and</li> <li>• 253,375 unvested Performance Rights provided in respect of the director's 2016 Long Term Incentive grant.</li> </ul> <p><b>2017 Long Term Incentive:</b> 246,493 Performance Rights provided under the Company's 2017 Long Term Incentive Plan.</p> <p><b>2018 Executive Incentive Plan:</b> 76,148 Performance Rights, as approved by shareholders at the 2018 AGM.</p>

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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