

25 March 2014

The Manager  
Company Announcements Office  
Australian Securities Exchange ("ASX")

**PUBLIC ANNOUNCEMENT 2014 – ILUKA RESOURCES LIMITED**

Please find attached the following documents in relation to Iluka Resources Limited's 2014 Annual General Meeting to be held at 9:30am (WST) on Wednesday, 28 May 2014 in the Argyle Ballroom at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia:

1. Notice of Annual General Meeting; and
2. Proxy Form.

The 2013 Annual Report, Notice of Annual General Meeting and Proxy Form will be shortly mailed to shareholders who have elected to receive printed copies of these documents. Copies of the documents have been lodged with the ASX today and are available on the company's website: [www.iluka.com](http://www.iluka.com).

Yours sincerely



**Cameron Wilson**  
Company Secretary



Iluka  
Resources  
Limited

**2014**

Notice of Annual General Meeting

For personal use only

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General Meeting of Shareholders of Iluka Resources Limited ABN 34 008 675 018 (Iluka or Company) will be held in the Argyle Ballroom at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia on **Wednesday, 28 May 2014** commencing at 9:30am (WST).

A map and transport instructions are included with this Notice of Annual General Meeting.

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. The Explanatory Memorandum describes the various matters to be considered in relation to the business to be conducted at the Annual General Meeting. This Notice of Meeting should be read in conjunction with the Explanatory Memorandum.

## AGENDA

### Financial Reports

To receive and consider the annual financial report, Directors' report and auditor's report for the Company and its controlled entities for the year ended 31 December 2013.

### Ordinary Resolutions

#### 1. Re-election of Director – Jennifer Anne Seabrook

To consider and, if thought fit, to pass the following **ordinary resolution**:

That Jennifer Anne Seabrook who retires in accordance with Article 17.2 of the Company's Constitution and being eligible offers herself for re-election, be re-elected as a Director.

#### 2. Election of Director – Marcelo Hubmeyer De Almeida Bastos

To consider and, if thought fit, to pass the following **ordinary resolution**:

That Marcelo Hubmeyer De Almeida Bastos, having been appointed by the Board as an additional Director in February 2014, retires in accordance with Article 16.4(b)(ii) of the Company's Constitution and being eligible offers himself for election, be elected as a Director.

#### 3. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **ordinary resolution**:

That the Remuneration Report of the Company for the year ended 31 December 2013 as set out in the Company's 2013 Annual Report be adopted by the Company.

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25 per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election. For further information, please refer to the Explanatory Memorandum.

**Voting exclusion:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or their closely related parties (which includes their spouse, child, dependent, other family members and any controlled company), or as a proxy by a member of Key Management Personnel or closely related party, unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 3 in accordance with their instructions on the Proxy Form or by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

## PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

### Proxy Instructions

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two individuals to act as proxies to attend and vote on that Shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be delivered to or sent by facsimile transmission to the Company's share registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia, facsimile number 1800 783 447 and outside Australia +61 (3) 9473 2555** or to the Company's registered office at Level 23, 140 St Georges Terrace, Perth, Western Australia, 6000, facsimile number +61 (8) 9360 4777, at least 48 hours prior to the Meeting, or adjourned meeting as the case may be, at which the individual named in the Proxy Form proposes to vote.

Alternatively, you may register your proxy instructions electronically at the share registry website [www.investorvote.com](http://www.investorvote.com) by **9:30am (WST), Monday, 26 May 2014**. For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy may, but need not, be a Shareholder.

In the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form.

### Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a proportion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes with respect to a Resolution, your proxy may vote as he or she chooses with respect to that Resolution. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

### Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolution 3 unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him.

### Chairman voting undirected proxies

In accordance with the express authorisation on the Proxy Form, the Chairman will vote undirected proxies on, and in favour of, all of the proposed Resolutions.

### Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates of appointment of corporate representative are available at [www.computershare.com](http://www.computershare.com) or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

### Voting Entitlement (Snapshot Date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at the close of business on **Monday, 26 May 2014**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Questions from Shareholders

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Nick Henry of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report for the year end 31 December 2013 (or his representative), will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than **5:00pm WST Wednesday, 21 May 2014**:

**In person:** 23rd Floor, 140 St Georges Terrace, Perth WA 6000

**By mail:** Company Secretary, Iluka Resources Limited

23rd Floor, 140 St Georges Terrace, Perth WA 6000

**By fax:** +61 (8) 9360 4777

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by **5:00pm WST Friday, 23 May 2014**, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2013. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

BY ORDER OF THE BOARD



**CAMERON WILSON**  
Company Secretary

Dated: 25 March 2014

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information and benefit of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which may be material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting. This Explanatory Memorandum should be read in conjunction with the Notice of Meeting.

Unless the context otherwise requires, capitalised terms used in this Explanatory Memorandum have the same meaning given to them in the Glossary to this Explanatory Memorandum.

## FINANCIAL REPORTS

The Corporations Act requires the Annual Report of the Company (which includes the Directors' report, auditors' report and the financial statements of the Company for the year ended 31 December 2013) to be tabled at the Annual General Meeting.

Iluka's 2013 Annual Report (which includes the annual financial report, Directors' report and auditor's report) has been sent to those Shareholders who requested it. The 2013 Annual Report can be found on the Company's website ([www.iluka.com](http://www.iluka.com)).

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or financial statements.

During this item, there will be an opportunity for Shareholders to ask questions about, or comment on, the reports and the management and performance of the Company.

## Ordinary Resolutions

### 1. Resolution 1 – Re-election of Director – Ms Jennifer Anne Seabrook

**Jennifer Anne Seabrook, BCom, FCA, FAICD**

Jennifer Seabrook retires under the director rotation provisions of Article 17.2 of the Company's Constitution. Ms Seabrook, being eligible, has offered herself for re-election as a Director.

Ms Seabrook was appointed to the Board in May 2008. She is also a non-executive Director of IRESS Ltd and Export Finance and Insurance Corporation and is a Special Advisor to Gresham Partners Limited. She was formerly a member of the Takeovers Panel (2000 to 2012), and previous directorships include being a non-executive Director of Amcor Limited, Bank of Western Australia Limited, West Australian Newspapers Holdings Limited, Australian Postal Corporation, Alinta Gas and Western Power. In her executive career Ms Seabrook worked at senior levels in chartered accounting, capital markets and investment banking businesses. Ms Seabrook is Chairman of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

The Board (other than Ms Seabrook) recommends that Shareholders vote in favour of the resolution to re-elect Ms Seabrook.

### 2. Resolution 2 – Election of Director – Mr Marcelo Hubmeyer De Almeida Bastos

**Marcelo Hubmeyer De Almeida Bastos, Mechanical Engineering (UFMG), MBA (FDC-MG/INSEAD), MAICD**

Marcelo Bastos was appointed to the Board in February 2014. Pursuant to Article 16.4(b)(ii) of the Constitution, a Director appointed as an addition to the Board must not hold office without re-election past the next annual general meeting.

In accordance with Article 16.4(b)(ii) of the Constitution, Mr Bastos, being eligible, retires and offers himself for election as a Director.

Mr Bastos is the Chief Operating Officer of the global resources company, MMG Limited, with responsibility for operations in three continents. He has extensive experience in major projects development and operation, and company management in the metals and mining industry (iron ore, gold, copper, nickel and coal sectors). Mr Bastos has served as the Chief Executive Officer of BHP Billiton Mitsubishi Alliance (BMA), President of Nickel West of BHP Billiton Limited, President and Chief Operating Officer of Cerro Matoso and Nickel Americas of BHP Billiton and also had a 19 year career with Vale (CVRD) in senior management and operational positions, the last of those as Director of Non Ferrous operations. He is a former non-executive Director of Golding Contractors Pty Ltd. He was a former Member of the Western Australia Chamber of Mines and Energy and served as Vice President of the Queensland Resources Council. Mr Bastos is a member of the Audit and Risk Committee.

The Board (other than Mr Bastos) recommends that Shareholders vote in favour of the resolution to elect Mr Bastos.

### 3. Resolution 3 - Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' report in the Company's Annual Report.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of Key Management Personnel and the Company's performance; and

- sets out the remuneration arrangements in place for each Director and for the Managing Director and other Key Management Personnel.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 3 is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25 per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last annual general meeting, the votes cast against the remuneration report represented less than 25 per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

A voting exclusion applies to Resolution 3 in the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 3.

The Company encourages all eligible Shareholders to cast their votes in favour of Resolution 3 (Remuneration Report).

## Glossary

In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or Meeting	Annual General Meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Annual Report	The Company's annual report including the reports of the Directors and the auditor and the financial statements of the Company of the year ended 31 December 2013 which can be downloaded from the Company's website at <a href="http://www.iluka.com">www.iluka.com</a> .
Board	Board of Directors.
Company or Iluka	Iluka Resources Limited ACN 008 675 018.
Company Secretary	Either or both of the Company Secretaries of the Company at the time of the Annual General Meeting, being Mr Cameron Wilson and Mr Nigel Tinley.
Constitution	The Company's constitution.
Corporations Act	The Corporations Act 2001 (Cth).
Director	A director of the Company.
Explanatory Memorandum	This explanatory memorandum which accompanies and forms part of the Notice of Annual General Meeting.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Managing Director	The Managing Director of the Company, Mr David Robb.
Notice and Notice of Meeting	The notice of Annual General Meeting which accompanies this Explanatory Memorandum.
Proxy Form	The proxy form accompanying this Notice.
Remuneration Report	The remuneration report appearing in the Annual Report.
Resolution	A resolution referred to in the Notice of Meeting.
Share	A share in the Company.
Shareholder	A registered holder of a Share.
WST	Western Standard Time.

## Meeting Venue

Argyle Ballroom, Parmelia Hilton Hotel  
14 Mill Street, Perth

Wednesday, 28 May 2014  
commencing at 9:30am (WST)

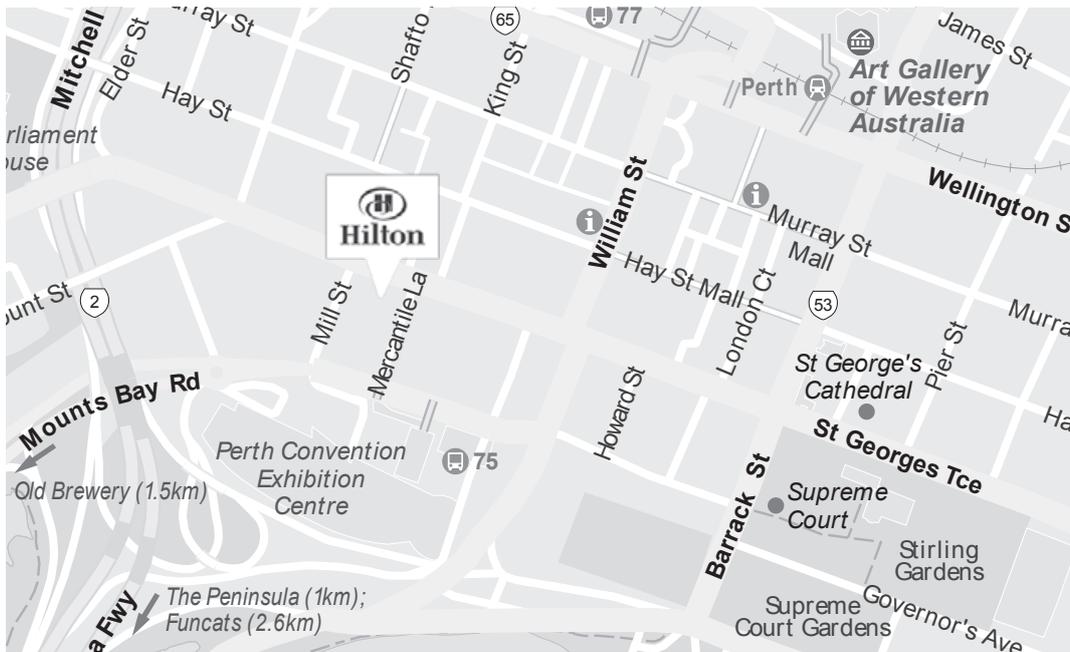
## Directions

**Walking:**  
Access into the Parmelia Hilton is via Mill Street.

**Driving:**  
Access to Mill Street is via Riverside Drive off ramp of Mitchell Freeway, Mounts Bay Road or St Georges Terrace.

**Parking:**  
Nearest public carpark is located at the Perth Exhibition Centre, accessible from Mounts Bay Road. Valet parking available at Parmelia Hotel (limited numbers).

**Public Transport:**  
Access to Mill Street is from Mounts Bay Road via the Esplanade Busport or the Esplanade Train Station.



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**Iluka Resources Limited**

ABN 34 008 675 018

Registered Office:

Level 23, 140 St Georges Terrace, Perth WA 6000  
GPO Box U1988, Perth WA 6845

Telephone: + 61 8 9360 4700

Facsimile: + 61 8 9360 4777



**ILUKA**

**Iluka Resources Limited**

ABN 34 008 675 018

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Lodge your vote:**

**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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**For all enquiries call:**  
(within Australia) 1300 733 043  
(outside Australia) +61 3 9415 4801

**Proxy Form**



**Vote and view the annual report online**

Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.  
Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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

**For your vote to be effective it must be received by 9.30am (WST) Monday, 26 May 2014**

**How to Vote on Items 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 as they choose. 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, all of the securityholders should 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) 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.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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.



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I ND

## 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 Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the 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 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 Annual General Meeting of Iluka Resources Limited to be held in the Argyle Ballroom at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia on Wednesday, 28 May 2014 at 9:30am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2 below.

### STEP 2 Items 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	Re-election of Director – Jennifer Anne Seabrook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Marcelo Hubmeyer De Almeida Bastos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

### SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

ILU

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Computershare +