

Federal Court of Australia
District Registry: New South Wales
Division: General



No: NSD576/2018

JAMES BONHAM AS TRUSTEE FOR THE AUCHAM SUPER FUND

Applicant

ILUKA RESOURCES LTD ABN 34 008 675 018 and another named in the schedule

Respondent

ORDER

JUDGE: JUSTICE PERRAM

DATE OF ORDER: 23 July 2020

WHERE MADE: Sydney

THE COURT ORDERS THAT:

Registration and opt out

1. Pursuant to section 33J of the *Federal Court of Australia Act 1976* (Cth) (**FCAA**), 4.00 pm on 9 October 2020 be fixed as the date on or before which a Group Member (as defined in the Further Amended Statement of Claim) may opt out of this proceeding (**Opt Out Deadline**).

Form and distribution of notices to group members

2. Pursuant to sections 33X and 33Y of the FCAA, the form and content of the opt out and claim registration notice set out in Schedule A (**Notice**) is approved.
3. Pursuant to section 33J of the FCAA, any group member who wishes to opt out of this proceeding must, before the Opt Out Deadline, deliver an opt out notice in the form of pages 16 to 17 of the Notice to the New South Wales District Registry of the Federal Court of Australia.
4. Pursuant to section 33Y of the FCAA, the Notice be given to group members according to the following procedure:
 - a. On or before 26 August 2020, the Applicant cause the Notice and the current (as at 26 August 2020) pleadings in this proceeding to be displayed on the website of the Applicant's solicitors, <http://www.shine.com.au>, and to remain so displayed on and until the Opt Out Deadline;



- b. On or before 26 August 2020, the Respondent cause its share registry provider Computershare, to send the Notice in accordance with the requirements set out in the protocol in Schedule B (Computershare Protocol);
 - c. On or before 26 August 2020, the District Registrar of the New South Wales District Registry of the Federal Court of Australia cause the Notice, to be:
 - i. posted on the Federal Court website; and
 - ii. available for inspection at the District Registry of the Federal Court in Sydney, Melbourne, Canberra, Brisbane, Adelaide, Perth, Hobart and Darwin.
5. The costs of and incidental to the procedure set out in Order 4 above are to be initially invoiced to and paid by the Applicant but on the basis that those costs will subsequently fall to be dealt with by the Court as part of the costs of the proceeding.
 6. If, on or before the Opt Out Deadline, the solicitors for either party receive a notice purporting to be an opt out notice referable to this proceeding, the solicitors file such notice in the New South Wales District Registry of the Federal Court of Australia within seven (7) days of receipt and the notice shall be treated as an opt out notice received by the Court at the time when it was received by the solicitors.
 7. The Applicant's and Respondent's solicitors be granted leave to inspect the Court file and to copy any opt out notices filed by group members.

Group Member data

8. By 4.00 pm on 18 September 2020, the Applicant deliver to the solicitors for the Respondent (in electronic form), the following de-identified trading data for all **Registered Group Members**, being those group members who have retained the Applicant's solicitors to act on their behalf and/or who have signed a funding agreement with Augusta Pool 1 UK Limited in relation to this proceeding, and/or who have completed and submitted the voluntary registration form at page 11 of the Notice (**Voluntary Registration Form**) as at 11 September 2020:
 - (a) a unique identification number for the group member;
 - (b) the group member's name, address and email address;
 - (c) any relevant and available Holder Identification Number (HIN) or Security Reference Number (SRN);
 - (d) the number of Iluka Resources Limited securities (**ILU securities**) held by the group member immediately prior to the commencement of trade on 12 April 2012;



- (e) for each acquisition by the group member of ILU securities during the period from 12 April 2012 to 9 July 2012 (inclusive), all transactional information regarding the purchase, including in respect of each such purchase:
- i. the date of acquisition;
 - ii. the quantity of securities acquired;
 - iii. the price per security paid; and
 - iv. brokerage paid (if available).
- (f) for each disposal by the group member of ILU securities during the period from 12 April 2012 to 9 July 2012 (inclusive), all transactional information regarding the sale, including in respect of each such sale:
- i. the date of disposal;
 - ii. the quantity of securities disposed of;
 - iii. the price per security received; and
 - iv. brokerage paid (if available).
- (g) if available:
- i. documentary evidence in support of the matters the subject of items (d) to (f);
or
 - ii. a statutory declaration in the form as set out in the Notice declaring as to the truth and accuracy of the matters the subject of items (d) to (f) above,
- (collectively, **De-identified Data**).

9. By 4.00pm on 16 October 2020, the Applicant deliver to the solicitors for the Respondent (in electronic form), any further De-identified Data for Registered Group Members received by the applicant between 11 September 2020 and 9 October 2020.

Other Orders

10. Subject to order 5, the costs of and incidental to the procedure set out in Orders 1 to 9 above are costs in the proceeding. For the avoidance of doubt, answering enquiries from Group Members and members of the public in relation to the Notice is work incidental to Orders 1 to 9 above.
11. Order 5 of 20 December 2019 and varied by order 2 made on 26 February 2020 be further varied to require the Respondent to file and serve any affidavits containing the lay evidence upon which it proposes to rely at trial by 7 August 2020.

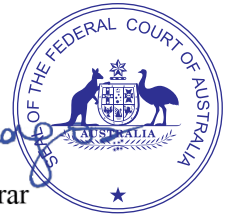


12. Order 6 of 20 December 2019 and varied by order 4 of 26 February 2020 be further varied to require the Respondent to file and serve any expert evidence upon which it proposes to rely at trial by 21 August 2020.
13. The Respondent to file and serve any Amended Defence to the Further Amended Statement of Claim by 21 August 2020.
14. Order 7 of 20 December 2019 as varied by order 5 made on 26 February 2020 be further varied to require the Applicant to file and serve any expert evidence in reply on which he proposes to rely at trial by 16 October 2020.
15. The Applicant to file and serve any Amended Reply on or before 16 October 2020.
16. The Respondent to make any application for leave to file sur-reply evidence by 30 October 2020.
17. By 30 October 2020, the parties are to seek to agree on whether the expert witnesses should meet (either in person, by video-link or telephone) for the purpose of preparing a joint report addressing the matters on which they agree and disagree and the reasons for any disagreement (**Expert Conferences**).
18. Expert Conferences (if any) are to commence by no later than 20 November 2020 and to conclude by no later than 18 December 2020.
19. Joint reports (if any) prepared by the expert witnesses following the Expert Conferences shall be filed and served by the solicitors for the applicant by no later than 18 December 2020.
20. Order 2 of 20 December 2019 be varied to require the mediation to occur by no later than 8 December 2020.
21. Order 3 of 20 December 2019 be varied to require the parties to agree a mediator to conduct the mediation by no later than 28 August 2020. If the parties cannot agree to a mediator by this date, the mediator is to be National Operations Registrar Lagos.
22. The matter be listed for further case management on the first available date after 8 December 2020.
23. The parties have liberty to apply on two days' written notice.

Date that entry is stamped: 23 July 2020

Sia Lappin

Registrar



Schedule

No: NSD576/2018



Federal Court of Australia

District Registry: New South Wales

Division: General

Respondent

ILUKA RESOURCES LTD ABN 34 008 675 018



SCHEDULE A

OPT OUT AND CLAIM REGISTRATION NOTICE

FEDERAL COURT OF AUSTRALIA

Shareholder Class Action against Iluka Resources Limited

(regarding shares purchased between 12 April 2012 and 8 July 2012)

This notice contains important information concerning: (a) your right to opt out of this class action, including a deadline for you to exercise this right should you wish to do so; and (b) for those group members who do not wish to opt out of the class action, the process for registering your claim for compensation (you are not obliged to register, however, it is requested that you register to assist with mediation of the class action). This notice sets out three options for you to take in relation to the class action:

- 1. Register your claim for compensation. In order to assist the Applicant to participate in a mediation of the class action effectively, registration is requested by 9 October 2020.**
- 2. Complete an 'opt out' form on or before 9 October 2020. By doing this you will lose any right to any compensation available in this class action, but you will not be prevented from starting your own proceeding to try and get compensation yourself (subject to applicable time limits which, as discussed below, are about to expire and for some group members, may expire immediately on lodgement of an opt out notice).**
- 3. Do nothing. You will not lose any rights by choosing this option, however, declining to register at this time may adversely impact the Applicant's ability to negotiate a settlement of this proceeding on behalf of the class at a mediation to commence later this year. If you do not register now and the class action is successful (by way of judgment or settlement), you will need to complete this registration process at a later date in order to claim compensation.**



If you are considering option 2 please read the very important information concerning potential time limits in relation to this option provided in this notice.

If you have previously signed a costs agreement with Shine Lawyers and provided details of your claim, you do not have to do anything in relation to this notice. Shine Lawyers will register your claim, and will contact you directly if you are required to provide any further information.

1. Why is this notice important?

A class action has been commenced against Iluka Resources Limited (**Iluka**) in the Federal Court of Australia by James Bonham as trustee for the Aucham Super Fund (**Applicant**), as a representative party on behalf of the Applicant and all Iluka shareholders who:

- (i) acquired shares in Iluka (ASX:ILU) between 12 April 2012 and 8.26 am (AEST) on 9 July 2012;
- (ii) suffered loss and damage as a result of the conduct of Iluka (as alleged); and
- (iii) have not settled their claims with Iluka.

Such persons are defined as **group members**.

The Federal Court has ordered that this notice be published for the information of persons who might be group members and thus may be affected by the action. **If you are a group member you should read this notice carefully. Any questions you have concerning the matters contained in this notice should not be directed to the Court.** If there is anything in it that you do not understand, you should seek legal advice.

This notice is part of a court-ordered process to assist the parties to attempt to resolve this proceeding by settlement. In order to do that, the parties need to know how many group members are likely to participate in any settlement of the proceeding, and the potential value of their claims.

Group members wishing to participate in any potential settlement of the proceeding are encouraged to register their claims by **4.00 pm on 9 October 2020 (Registration Date)**. Until you register, it will not be possible to quantify your individual claim for compensation. If



insufficient group members register by the Registration Date, this may impede the Applicant's ability to negotiate a settlement of the matter on behalf of the class. If a settlement cannot be reached, the matter will proceed to trial, which will involve a risk that the proceeding will not be successful and delay the resolution of group member claims.

If you do not register by the Registration Date **you will not** lose the right:

- (i) to compensation in any settlement that may be reached; or
- (ii) to claim damages in the event that the matter proceeds to trial and the applicant is successful;

as in either of those circumstances there will be a further registration process.

2. What is a class action?

A class action is an action that is brought by one person (**Applicant**) on his or her own behalf and on behalf of a group of people (here, group members) against another person (**Respondent**) where the Applicant and the group members have similar claims against the Respondent.

Group members in a class action **are not** individually responsible for the legal costs associated with bringing the class action. In a class action, only the Applicant is responsible for the costs.

Group members are bound by any judgment or settlement entered into in the class action unless they have opted out of the proceeding. This means that:

- (a) if the class action is successful, group members may be eligible for a share of any settlement monies or Court-awarded damages;
- (b) if the class action is unsuccessful, group members are bound by that result; and
- (c) regardless of the outcome of the class action, group members will not be able to pursue their claims against the Respondent in separate legal proceedings unless they have opted out.



3. What is Opt Out?

The Applicant in a class action does not need to seek the consent of group members to commence a class action on their behalf or to identify a specific group member. However, group members can cease to be group members by opting out of the class action. An explanation of how group members are able to opt out is found below in the section headed “What group members must do”.

4. What is this class action?

This class action against Iluka is brought by the Applicant, Mr Bonham as trustee for the Aucham Super Fund, on behalf of himself and group members.

In summary, the Applicant alleges that Iluka engaged in misleading or deceptive conduct, and breached its continuous disclosure obligation to keep the Australian Securities Exchange (**ASX**) informed of all information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of Iluka shares. In particular it is alleged that, in April and May 2012, Iluka made misleading representations as to its forecast sales for zircon and titanium dioxide products for the calendar year ending on 31 December 2012.

Iluka denies the allegations and is defending the class action.

5. Are you a group member?

As noted above, you are a group member if you acquired shares in Iluka during the period from 12 April 2012 to 8 July 2012, you suffered loss and damage as a result of Iluka’s conduct (as alleged) and have not settled your claims with Iluka.

If you sold all of your Iluka shares before 9 July 2012 you are unlikely to be eligible to participate in the Iluka class action.

If you are unsure whether or not you are a group member, you should contact Shine Lawyers on +61 2 8754 7221 or email ilukaclassaction@shine.com.au or seek your own legal advice without delay.



6. Will you be liable for legal costs?

You will **not become liable for any legal costs** simply by remaining as a group member for the determination of the common questions.

The Applicant previously retained ACA Lawyers to conduct the class action. ACA Lawyers was acquired by Shine Lawyers in October 2018 and Shine has taken over the conduct of the class action. References in this notice to Shine Lawyers are references to both ACA Lawyers and Shine Lawyers.

If the preparation or finalisation of your personal claim requires work to be done in relation to issues that are specific to your claim (**Individual Legal Work**), you can engage the Applicant's lawyers, or other lawyers to do that work for you. Please note, you will be required to pay the costs of any Individual Legal Work. In shareholder class actions, group members typically do not require Individual Legal Work.

The Iluka Class Action is funded by Augusta Pool 1 UK Limited (**Augusta**). This means that Augusta has agreed to pay all the legal and other costs associated with the action, including any adverse costs orders. In exchange for funding the litigation and for assuming the financial risks associated with doing so, the Applicant has entered into a funding agreement with Augusta (**Funding Agreement**), under which the Applicant has agreed to pay Augusta a commission out of the money he receives from any order, judgment or settlement in the proceeding.

If the class action is unsuccessful, group members will have no liability for legal costs.

If, however, the class action is successful and you ultimately receive compensation, then you may be liable for the following costs, which will only be payable by way of a deduction from your compensation amount, and not otherwise:

- (a) a commission to Augusta; and
- (b) if any compensation becomes payable to you as a result of any order, judgment or settlement in the class action, the Court may make an order that some of that compensation be used to help pay a share of the costs which are incurred by the

Applicant in running the class action but which are not able to be recovered from Illuka.



Under no circumstances will class members be required to pay more in legal costs and commission than they receive in compensation.

7. Funding of this Class Action?

The terms of the Funding Agreement include:

- (a) Augusta will pay the costs incurred in conducting the class action; and
- (b) Augusta will pay any adverse costs orders which are made in the class action against the Applicant.

In the event that the class action is settled or determined by the Court in favour of the Applicant, Augusta is entitled to receive, as a first priority out of the share of the settlement or judgment amount of the **group members who have entered into a funding agreement directly with Augusta:**

- (a) reimbursement of the amounts paid by Augusta under the Funding Agreement (which includes legal costs and disbursements); and
- (b) a commission.

In order for Augusta to receive a share of the settlement amount of a group member **who has not** entered into a funding agreement directly with Augusta, Augusta will need to seek a further order from the Court.

Should the class action be settled in favour of the Applicant, Augusta may seek orders from the Court which would have the effect of applying the funding arrangements described above to all group members, even if they have not entered into a Funding Agreement with Augusta. If the Court makes such an order, all group members who have not opted out of the action will in effect be bound by the funding arrangements and will ultimately be bound to contribute, out of any amount to which they become entitled to receive by way of settlement or judgment of their claims, an amount payable to Augusta (including legal costs, disbursements and commission) as if they had agreed to the funding arrangements with Augusta (subject to approval of the Court).

A copy of the Funding Agreement may be inspected upon request by contacting Shine Lawyers at ilukaclassaction@shine.com.au or on (02) 8754 7270.



It is possible that the Court may vary aspects of the funding agreement, or make other orders in respect of funding arrangements. An example of an alternative order is an “equalisation order”, which would result in Augusta being paid only the total amount to which it is entitled under the funding arrangements but with that amount being shared across all group members and deducted from their settlement payments, so that the funded group members are no worse off.

Group members will not be required to pay any amounts to Augusta (or to Shine Lawyers) unless and until there is a successful outcome in the class action, whereupon any amounts payable will be (subject to approval of the Court) deducted from the amount to which each group member is otherwise entitled (but under no circumstances will they exceed that amount). No group member will be out-of-pocket simply by remaining as a group member.

8. What will happen if you choose to remain a group member?

Unless you opt out, you will be bound by the outcome of the class action. If the class action is successful, and if you have registered in accordance with “Option 1” below, you will be entitled to share in the benefit of any order, judgment or settlement in favour of the Applicant and group members. If the action is unsuccessful or is not as successful as you might have wished, you will not be able to bring proceedings or take action against Iluka in respect of the matters the subject of the class action.

9. Why is this notice being published?

The Federal Court has ordered that this notice be published for the information of persons who might be group members and thus may be affected by the Iluka class action. The parties to the class action have agreed to mediate before an agreed mediator, or failing agreement on a mediator between the parties by the District Registrar. The mediation will be held by no later than 8 December 2020, and following the closure of Opting Out (Option 2, below).

10. What group members must do

If you are a group member in the Iluka class action you have the following options:



Option 1 – Register your claim for compensation

If you wish to register your claim for any loss you may have suffered as a result of Iluka's conduct, as alleged, you are requested ([unless you have already registered prior to receiving this notice](#)) to:

1. complete:
 - a. and send the **enclosed "Group Member Registration Form"** at Annexure A to this Notice either via email to Shine Lawyers at ilukaclassaction@shine.com.au or by post to Shine Lawyers PO Box 589, Darlinghurst NSW 1300; **or**
 - b. the Group Member Registration Form online via the Shine Lawyers website at <https://www.shine.com.au/service/class-actions/iluka-class-action>; and
2. provide all information and documents required as set out in the Group Member Registration Form.

As set out below, you will find copies of the court papers which detail the claims made in the Iluka class action at <https://www.shine.com.au/service/class-actions/iluka-class-action>.

If you register, and Augusta ultimately obtains orders as referred to above, the funding arrangements reflected in the Funding Agreement (subject to approval of the Court) will apply to you and you will ultimately be bound to contribute, out of any amount to which you become entitled to receive by way of settlement or judgment of your claims, an amount payable to Augusta (including legal costs, disbursements and commission) as if you had agreed to the funding arrangements with Augusta. A copy of the Funding Agreement may be inspected upon request. The terms of the Funding Agreement will be considered by the Court (and, in some circumstances, can be varied) in the event the class action is resolved by way of settlement.

Option 2 – Opt out and cease to be a group member

If you do not wish to remain a group member in the Iluka class action, you must opt out of the proceeding by completing the **enclosed "Opt Out Notice"** at Annexure B. If you opt out of the Iluka class action, you:

1. will not be affected by any orders made in the Iluka class action;



2. will not be permitted to participate in the distribution of any damages law settlement outcome; and
3. will be able to commence separate proceedings on your own behalf if you so wish.

The *Corporations Act 2001* and the *Federal Court of Australia Act 1976* (Cth) contain provisions affecting the time period in which claims can be brought against Iluka. The effect of these provisions is that, if you opt out of the Iluka class action, you are likely to lose your right to seek compensation yourself. Depending on your personal circumstances and the dates on which you acquired and/or disposed of an interest in Iluka securities, this could happen:

- **the day that you opt out;**
- **the day immediately following the day you opt out; or**
- **at any time up to 88 days from the day you opt out.**

If you would like further details of your options if you opt out of the Iluka class action please contact Shine Lawyers at ilukaclassaction@shine.com.au or on (02) 8754 7221 or obtain your own independent legal advice.

Opt out notices must be submitted directly to the New South Wales District Registry of the Federal Court of Australia before **4:00pm AEST on 9 October 2020**. Opt out notices received after this time will not be accepted, and you will remain as a group member in the Iluka class action.

Option 3 – Not respond to this notice

If you do nothing, you will remain a group member in the Iluka class action and you will be bound by any settlement, but **it will not be possible for the Applicant's representatives to quantify your claim for compensation until you register. If you choose not to register by the Registration Date you will need to do so at a later time if the Applicant is successful (or if the matter settles) in order to receive compensation.** You are, however, encouraged to register now as this will assist the Applicant's representatives to estimate the value of all group member claims which may assist it to reach a settlement on behalf of the class (subject to the approval of



the Court). Whether or not you register now, if the matter settles, you will be bound by the terms of the settlement unless you opt out and any cause of action you might otherwise have had against Iluka in respect of the matters the subject of the class action may no longer be available to you.

If you do nothing in response to this notice, there will likely be a further opportunity for you to register your interest in receiving compensation.

11. Where can you obtain copies of relevant documents?

You may access copies of the Court papers which detail the relevant documents filed in connection with the Iluka class action, by:

1. viewing them at the Shine Lawyers website, which is accessible at <https://www.shine.com.au/service/class-actions/iluka-class-action>;
2. inspecting them by appointment between 9.00am and 5.00pm AEST at the Sydney office of Shine Lawyers; or
3. visiting a District Registry of the Federal Court in Melbourne, Sydney, Canberra, Brisbane, Perth, Adelaide, Hobart or Darwin.

12. Questions?

Please consider the above matters carefully. If you are unclear about whether you are a group member, or if you have any other questions regarding the Iluka class action, you should contact Shine Lawyers by sending an email to ilukaclassaction@shine.com.au, or if you do not have internet access, by writing to "Iluka Class Action", Shine Lawyers, Level 6, 299 Elizabeth Street, Sydney NSW 2000. Alternatively, you can seek independent legal advice from other solicitors. You should not delay in making your decision.

If you wish to register (Option 1), but do not have access to the internet or are otherwise unable to register in accordance with Option 1, please call +61 2 8754 7221 between the hours of 9:00am to 5:00pm AEST.

At the time of your call, please ensure you have all available information relevant to your trading in Iluka securities.



ANNEXURE A

OPTION 1

GROUP MEMBER REGISTRATION

To register as a group member in the Iluka class action, please complete the Group Member Registration Form below and return the completed form via email to Shine Lawyers at ilukaclassaction@shine.com.au or by post to Shine Lawyers PO Box 589, Darlinghurst NSW 1300.

Alternatively, the Group Member Registration Form may be completed electronically and is available at <https://www.shine.com.au/service/class-actions/iluka-class-action>.

Note: If you have previously signed a costs agreement with Shine Lawyers and provided details of your claim, you do not have to do anything in relation to this notice. Shine Lawyers will contact you directly if you are required to provide any further information.

Contact (full name): _____

Owner of Iluka Resources shares:
(if different from above) _____

HIN/SRN (if known): _____

Email address: _____

Postal Address: _____

Details of acquisitions and disposals of Iluka shares between 12 April 2012 and 9 July 2012 (inclusive) (details can also be submitted electronically using an Excel template available at <https://www.shine.com.au/service/class-actions/iluka-class-action>)

Date	Type of transaction (e.g. purchase, sale)	Number of shares	Price per share (AUD/\$)	Brokerage (AUD/\$)
11/04/2012	Iluka Resources shares held at close of trading			



**IMPORTANT: SUPPORTING DOCUMENTS OR STATUTORY DECLARATION
REQUIRED**

Please provide documentary evidence in support of the information you are providing with this form, including:

- (a) holding statements and/or contract notes if available; and
- (b) trade information in Excel format, if claiming on behalf of multiple funds.

If you are unable to provide documentary evidence, please provide a Commonwealth statutory declaration declaring as to the truth and accuracy of the information you are providing with this form. The Commonwealth statutory declaration form is set out at the end of this Group Member Registration Form. Alternatively, the form may be downloaded from

<https://www.ag.gov.au/Publications/Statutory-declarations/Pages/default.aspx>

Date:

Signed by, or on behalf
of and with authority of,
the Group Member

(print name)

(as specified above)

Commonwealth of Australia
STATUTORY DECLARATION
Statutory Declarations Act 1959



1 *Insert the name, address and occupation of person making the declaration*

I,¹

make the following declaration under the *Statutory Declarations Act 1959*:

2 *Set out matter declared to in numbered paragraphs*

2

I understand that a person who intentionally makes a false statement in a statutory declaration is guilty of an offence under section 11 of the *Statutory Declarations Act 1959*, and I believe that the statements in this declaration are true in every particular.

3 *Signature of person making the declaration*

3

4 *[Optional: email address and/or telephone number of person making the declaration]*

4

5 *Place*

Declared at ⁵

on ⁶

of ⁷

6 *Day*

7 *Month and year*

Before me,

8 *Signature of person before whom the declaration is made (see over)*

8

9 *Full name, qualification and address of person before whom the declaration is made (in printed letters)*

9

10 *[Optional: email address and/or telephone number of person before whom the declaration is made]*

10

Note 1 A person who intentionally makes a false statement in a statutory declaration is guilty of an offence, the punishment for which is imprisonment for a term of 4 years — see section 11 of the *Statutory Declarations Act 1959*.

Note 2 Chapter 2 of the *Criminal Code* applies to all offences against the *Statutory Declarations Act 1959* — see section 5A of the *Statutory Declarations Act 1959*.



A statutory declaration under the *Statutory Declarations Act 1959* may be made before—

(1) a person who is currently licensed or registered under a law to practise in one of the following occupations:

Architect	Chiropractor	Dentist
Financial adviser	Financial Planner	Legal practitioner
Medical practitioner <i>Migration Act 1958</i>	Midwife	Migration agent registered under Division 3 of Part 3 of the
Nurse	Occupational therapist	Optometrist
Patent attorney	Pharmacist	Physiotherapist
Psychologist	Trade marks attorney	Veterinary surgeon

(2) a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described); or

(3) a person who is in the following list:

Accountant who is:

- a) a fellow of the National Tax Accountants' Association; or
- b) a member of any of the following:
 - i. Chartered Accountants Australia and New Zealand;
 - ii. the Association of Taxation and Management Accountants;
 - iii. CPA Australia;
 - iv. the Institute of Public Accountants

Agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public

APS employee engaged on an ongoing basis with 5 or more years of continuous service who is not specified in another item in this list

Australian Consular Officer or Australian Diplomatic Officer (within the meaning of the *Consular Fees Act 1955*)

Bailiff

Bank officer with 5 or more continuous years of service

Building society officer with 5 or more years of continuous service

Chief executive officer of a Commonwealth court

Clerk of a court

Commissioner for Affidavits

Commissioner for Declarations

Credit union officer with 5 or more years of continuous service

Employee of a Commonwealth authority engaged on a permanent basis with 5 or more years of continuous service who is not specified in another

item in this list

Employee of the Australian Trade and Investment Commission who is:

- (a) in a country or place outside Australia; and
- (b) authorised under paragraph 3 (d) of the *Consular Fees Act 1955*; and
- (c) exercising the employee's function at that place

Employee of the Commonwealth who is:

- (a) at a place outside Australia; and
- (b) authorised under paragraph 3 (c) of the *Consular Fees Act 1955*; and
- (c) exercising the employee's function at that place

Engineer who is:

- a) a member of Engineers Australia, other than at the grade of student; or
- b) a Registered Professional Engineer of Professionals Australia; or
- c) registered as an engineer under a law of the Commonwealth, a State or Territory; or
- d) registered on the National Engineering Register by Engineers Australia

Finance company officer with 5 or more years of continuous service

Holder of a statutory office not specified in another item in this list

Judge

Justice of the Peace

Magistrate

Marriage celebrant registered under Subdivision C of Division 1 of Part IV of the *Marriage Act 1961*

Master of a court

Member of the Australian Defence Force who is:

- a) an officer



- b) a non-commissioned officer within the meaning of the *Defence Force Discipline Act 1982* with 5 or more years of continuous service
- c) a warrant officer within the meaning of that Act

Member of the Australasian Institute of Mining and Metallurgy

Member of the Governance Institute of Australia Ltd

Member of:

- a) the Parliament of the Commonwealth
- b) the Parliament of a State
- c) a Territory legislature
- d) a local government authority

Minister of religion registered under Subdivision A of Division 1 of Part IV of the *Marriage Act 1961*

Notary public, including a notary public (however described) exercising functions at a place outside

- a) the Commonwealth
- b) the external Territories of the Commonwealth

Permanent employee of the Australian Postal Corporation with 5 or more years of continuous service who is employed in an office providing postal services to the public

Permanent employee of

- a) a State or Territory or a State or Territory authority
- b) a local government authority

with 5 or more years of continuous service, other than such an employee who is specified in another item of this list

Person before whom a statutory declaration may be made under the law of the State or Territory in which the declaration is made

Police officer

Registrar, or Deputy Registrar, of a court

Senior executive employee of a Commonwealth authority

Senior executive employee of a State or Territory

SES employee of the Commonwealth

Sheriff

Sheriff's officer

Teacher employed on a permanent full-time or part-time basis at a school or tertiary education institution



ANNEXURE B

OPTION 2

Form 21

Rule 9.34

OPT OUT NOTICE

No: NSD576/2018

Federal Court of Australia

District Registry: New South Wales

Division: General

JAMES BONHAM AS TRUSTEE FOR AUCHAM SUPER FUND

Applicant

ILUKA RESOURCES LTD

Respondent

To: The Registrar

Federal Court of Australia

New South Wales District Registry

Level 17, Law Courts Building, Queens Square, Sydney NSW 2000

..... (print name), a group member in this representative proceeding, gives notice under section 33J of the *Federal Court of Australia Act 1976* (Cth), that [he, she or it] (circle as applicable) is opting out of the representative proceeding.

Date:

Signed by (print name)

Group member/Lawyer for the Group member

(please complete the next page)



Group member details

Telephone:

Email:

Address:

.....

ACN/ABN (if a company or trustee):

HIN/SRN:

If the shares were acquired on behalf of another person/entity, name of that person/entity:

.....

If you are signing as the solicitor or representative of the group member:

Name:

Capacity in which you are signing:

Telephone:

Email:

Address:

.....



SCHEDULE B

COMPUTERSHARE PROTOCOL

1 Scope and definitions

- (a) Iluka Resources Limited's (**Iluka**) share registry provider, Computershare, will send the notice contained in Schedule A of the Orders made on 23 July 2020 (**Notice**) to Notice Recipients (as defined in paragraph 2(a) below).

2 Data requirements

- (a) Notice Recipients are defined as all persons who acquired a legal interest in ordinary shares in Iluka at any time during the period from 12 April 2012 to 9 July 2012 (inclusive).
- (b) The term:
- (i) "acquired" means acquisitions via Issuer or CHESS, allotments, escrow conversions, escrow releases, off market transfers or via survivorship; and
 - (ii) "person" includes natural persons and entities.
- (c) For the purposes of paragraph 2(a), the register will be "cut" in accordance with the ASX T+3 settlement cycle relevant at that time. Accordingly, the register will be cut to include all trades registered on and from 12 April 2012 to 12 July 2012.

3 Communication

3.1 Multiple interest holders

- (a) Where the register appears to disclose that a custodian or adviser represents more than one Group Member, Computershare will send a single Notice to that custodian or adviser.

3.2 Email

- (a) The Notice will be sent by email to all Notice Recipients who have provided an email address to Computershare. The content of:
- (i) the subject line of the email shall read: "IMPORTANT: Class Action Against Iluka Resources Limited"; and
 - (ii) the body of the email shall read "Please see the attached notice regarding the class action against Iluka Resources Limited".
- (b) The Notice will be sent as a PDF attachment to the email.
- (c) The Notice will be sent concurrently to Notice Recipients at 11.30am AEST on 26 August 2020.
- (d) Computershare's email server will be programmed to make a total of three (3) delivery attempts (if required) over two (2) business days.



- (e) If Computershare receives notification that an email was, or may not have been, delivered after two (2) business days, then on 28 August 2020 it will send the Notice by ordinary post in accordance with section 3.3 below to all Notice Recipients identified in the delivery failure report.

3.3 Ordinary post

- (a) The Notice will be sent by ordinary post to all Notice Recipients who:
 - (i) have not provided an email address to Computershare; and
 - (ii) did not receive, or may or may not have received, the Notice by email in accordance with section 3.2 above,on 28 August 2020.
- (b) Computershare is to post the Notice as soon as practicable after 28 August 2020 but in any event, before 1 September 2020.

4 General Compliance with this Protocol

- (a) In the event that Computershare becomes aware that they are unable to comply with any requirements under this protocol, they are to notify Herbert Smith Freehills in writing within 24 hours of so becoming aware.
- (b) In the event that Computershare becomes aware that they have failed to comply with any requirements under this protocol, they are to notify Herbert Smith Freehills in writing within 24 hours of so becoming aware.
- (c) In the event that Herbert Smith Freehills receives any notice from Computershare in accordance with sections 4(a) and 4(b) above, Herbert Smith Freehills is to notify the Applicant within two (2) business days of so becoming aware..