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RIO TINTO PLC
Form 425
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and BHP Billiton Limited

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Rio Tinto plc

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The following are slides comprising an investor presentation that was given by Don Argus, Chairman, BHP Billiton on May 8, 2008.

May 2008
May 2008
BHP Billiton
Strength, Stability and Growth
BHP Billiton
Strength, Stability and Growth

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is,

to

the

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of

the

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and

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of

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Billiton,

in

accordance

with

the

facts

and

contains

no

omission

likely

to

affect

its

import.

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presentation

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constitute
or
form
part
of
any
offer
or
invitation
to
acquire,
sell
or
otherwise
dispose
of,
or
issue,
or
any
solicitation
of
any
offer
to
sell
or
otherwise
dispose
of,
purchase
or
subscribe
for,
any
securities,
nor
does
it
constitute
investment
advice,
nor
shall
it

or
any
part
of
it
nor
the
fact
of
its
distribution
form
the
basis
of,
or
be
relied
on
in
connection
with,
any
contract
or
investment
decision,
nor
does
it
constitute
a
proposal
to
make
a
takeover
bid
or
the
solicitation
of
any
vote
or
approval
in
any
jurisdiction,
nor

shall

there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration under an exemption from such requirements). No offering of securities shall be made into the United States except pursuant to an exemption therefrom.

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any

copy

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may

be

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transmitted

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distributed

or

redistributed

(directly

or

indirectly)

in

Japan.

The

distribution

of

this

document

in

other

jurisdictions

may

be

restricted

by

law

and

persons

into

whose

possession

this

document

comes

should

inform

themselves

about,
and
observe,
any
such
restrictions.

Information about Rio Tinto is based on public information which has not been independently verified.

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There
are
a
number
of
factors
that
could
cause
actual
results
or
performance
to
differ
materially
from
those
expressed
or
implied
in
the
forward-looking
statements.

Factors
that
could
cause
actual
results
or

performance
to
differ
materially
from
those
described
in
the
forward-looking
statements
include,
but
are
not
limited
to,
BHP
Billiton's
ability
to
successfully
combine
the
businesses
of
BHP
Billiton
and
Rio
Tinto
and
to
realise
expected
synergies
from
that
combination,
the
presence
of
a
competitive
proposal
in
relation
to
Rio
Tinto,

satisfaction
of
any
conditions
to
any
proposed
transaction,
including
the
receipt
of
required
regulatory
and
anti-trust
approvals,
Rio
Tinto's
willingness
to
enter
into
any
proposed
transaction,
the
successful
completion
of
any
transaction,
as
well
as
additional
factors
such
as
changes
in
global,
political,
economic,
business,
competitive,
market
or
regulatory
forces,

future
exchange
and
interest
rates,
changes
in
tax
rates,
future
business
combinations
or
dispositions
and
the
outcome
of
litigation
and
government
actions.
Additional
risks
and
factors
that
could
cause
BHP
Billiton
results
to
differ
materially
from
those
described
in
the
forward-looking
statements
can
be
found
in
BHP
Billiton's
filings
with

the
US
Securities
and
Exchange
Commission
(the
"SEC"),
including
BHP
Billiton's
Annual
Report
on
Form
20-F
for
the
fiscal
year-ended
June
30,
2007,
and
Rio
Tinto's
filings
with
the
SEC,
including
Rio
Tinto's
Annual
Report
on
Form
20-F
for
the
fiscal
year-ended
December
31,
2007,
which
are
available
at
the

SEC's
website
(<http://www.sec.gov>).

Other
unknown
or
unpredictable
factors
could
cause
actual
results
to
differ
materially
from
those
in
the
forward-looking
statements.

The
information
and
opinions
expressed
in
this
presentation
are
subject
to
change
without
notice
and
BHP
Billiton
expressly
disclaims
any
obligation
(except
as
required
by
law
or
the
rules

of
the
UK
Listing
Authority
and
the
London
Stock
Exchange,
the
UK
Takeover
Panel,
or
the
listing
rules
of
ASX
Limited)
or
undertaking
to
disseminate
any
updates
or
revisions
to
any
forward-looking
statements
contained
herein
to
reflect
any
change
in
BHP
Billiton's
expectations
with
regard
thereto
or
any
change
in

events,
conditions
or
circumstances
on
which
any
such
statement is based.

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Slide 3
Disclaimer
(continued)
None
of
the
statements
concerning
expected
cost
savings,
revenue
benefits
(and
resulting
incremental
EBITDA)
and
EPS
accretion
in
this
presentation
should
be
interpreted
to
mean
that
the
future
earnings
per
share
of
the
enlarged
BHP
Billiton
group
for
current
and
future
financial

years
will
necessarily
match
or
exceed
the
historical
or
published
earnings
per
share
of
BHP
Billiton,
and
the
actual
estimated
cost
savings
and
revenue
benefits
(and
resulting
EBITDA
enhancement)
may
be
materially
greater
or
less
than
estimated.

Information Relating to the US Offer for Rio Tinto plc

BHP
Billiton
plans
to
register
the
offer
and
sale
of
securities
it

would
issue
to
Rio
Tinto
plc
US
shareholders
and
Rio
Tinto
plc
ADS
holders
by
filing
with
the
SEC
a
Registration
Statement
(the
Registration
Statement),
which
will
contain
a
prospectus
(the
Prospectus),
as
well
as
other
relevant
materials.
No
such
materials
have
yet
been
filed.
This
communication
is
not a
substitute for any Registration Statement or Prospectus that BHP

Billiton may file with the SEC.
U.S.
INVESTORS
AND
U.S.
HOLDERS
OF
RIO
TINTO
PLC
SECURITIES
AND
ALL
HOLDERS
OF
RIO
TINTO
PLC
ADSs
ARE
URGED
TO
READ
ANY
REGISTRATION
STATEMENT,
PROSPECTUS
AND
ANY
OTHER
DOCUMENTS
MADE
AVAILABLE
TO
THEM
AND/OR
FILED
WITH
THE
SEC
REGARDING
THE
POTENTIAL
TRANSACTION,
AS
WELL
AS
ANY
AMENDMENTS
AND

SUPPLEMENTS
TO
THOSE
DOCUMENTS,
WHEN
THEY
BECOME
AVAILABLE
BECAUSE
THEY
WILL
CONTAIN
IMPORTANT
INFORMATION.

Investors
and
security
holders
will
be
able
to
obtain
a
free
copy
of
the
Registration
Statement
and
the
Prospectus
as
well
as
other
relevant
documents
filed
with
the
SEC
at
the
SEC's
website
(<http://www.sec.gov>),
once
such

documents
are
filed
with
the
SEC.
Copies
of
such
documents
may
also
be
obtained
from
BHP
Billiton
without
charge,
once
they
are
filed
with
the
SEC.

Information for US Holders of Rio Tinto Limited Shares

BHP
Billiton
Limited
is
not
required
to,
and
does
not
plan
to,
prepare
and
file
with
the
SEC
a
registration
statement
in
respect

of
the
Rio
Tinto
Limited
Offer.

Accordingly,
Rio
Tinto
Limited

shareholders should carefully consider the following:

The
Rio
Tinto
Limited
Offer
will
be
an
exchange
offer
made
for
the
securities
of
a
foreign
company.

Such
offer
is
subject
to
disclosure
requirements
of
a
foreign
country
that
are
different from
those
of
the
United
States.
Financial
statements

included
in
the
document
will
be
prepared
in
accordance
with
foreign
accounting
standards
that
may
not
be
comparable
to
the
financial
statements of United States companies.

Information Relating to the US Offer for Rio Tinto plc and the Rio Tinto Limited Offer for Rio Tinto shareholders located in the
US

It
may
be
difficult
for
you
to
enforce
your
rights
and
any
claim
you
may
have
arising
under
the
U.S.
federal
securities
laws,
since
the
issuers

are
located
in
a
foreign
country,
and
some
or
all
of
their
officers
and
directors
may
be
residents
of
foreign
countries.
You
may
not
be
able
to
sue
a
foreign
company
or
its
officers
or
directors
in
a
foreign
court
for
violations
of
the
U.S.
securities
laws.
It
may
be

difficult
to
compel
a
foreign
company
and
its
affiliates
to
subject
themselves
to
a
U.S.
court's
judgment.
You
should
be
aware
that
BHP
Billiton
may
purchase
securities
of
either
Rio
Tinto
plc
or
Rio
Tinto
Limited
otherwise
than
under
the
exchange
offer,
such
as
in
open
market
or
privately
negotiated purchases.

References in this presentation to \$
are to United States dollars unless otherwise specified.

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BHP Billiton

Strength, Stability and Growth

Today

we are the world's leading diversified mining company

Our past

a proven track record

Our future

the outlook is exciting

The offer for Rio Tinto

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Today

the world's leading diversified mining company

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With a global portfolio diversified by geography and commodity

Aluminium

Base Metals

Diamonds & Specialty Products

Energy Coal

Iron Ore

Manganese

Metallurgical Coal

Petroleum

Stainless Steel Materials

Offices

Note: Location of dots indicative only

Stainless Steel Materials

#3 global nickel producer

Iron Ore

#3 global supplier

of seaborne iron ore

Manganese

#1 global supplier of

seaborne manganese ore

Metallurgical Coal

#1 global supplier of seaborne

traded metallurgical coal

Base Metals

#3 global producer of copper, silver and lead

Aluminium

#4 global producer of bauxite and #4 aluminium

company based on net third party sales

Energy Coal

#4 global supplier of seaborne

export thermal coal

Petroleum

A significant oil and gas exploration

and production business

Diamonds & Specialty Products

EKATI Diamond Mine is one of the world's

largest gem quality diamond producers.

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Creating the world's largest diversified natural resources
company

Sources: Bloomberg, Datastream.

a)

Rio Tinto undisturbed market cap as at 31-Oct-2007.

Top 10 metals and mining companies

(Market capitalisation as at 18-Apr-2008, US\$bn)

Vale

Rio Tinto (a)

China

Shenhua

Anglo

American

Xstrata

Norilsk

Nickel

Freeport

McMoRan

Anglo

Platinum

Barrick

Gold

BHP Billiton

0

60

120

180

240

Australian head office

Non-Australian head office

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. led by an experienced management team

Notes:

a)

Andrew Mackenzie's appointment to BHP Billiton was announced on 20-Nov-2007, he has not yet commenced his new role as

Industrial Minerals.

Chairman and Chief Executive Officer

Group Management Committee

Don Argus

Chairman

Chairman of BHP Billiton

Group since June 2001

Chairman of BHP Limited

since April 1999

Marius Kloppers

Chief Executive Officer

15 years resources

experience

15 years at BHP Billiton

Marcus Randolph

Chief Executive Ferrous and Coal

31 years resources experience

9 years at BHP Billiton

Previously worked at Rio Tinto

Alex Vanselow

Chief Financial Officer

19 years resources experience

19 years at BHP Billiton

Karen Wood

Chief People Officer

7 years resources experience

7 years at BHP Billiton

Michael Yeager

Chief Executive Petroleum

27 years resources experience

2 years at BHP Billiton
Alberto Calderon
Chief Commercial Officer

9 years resources experience

2 years at BHP Billiton
Andrew Mackenzie
(a)
Chief Executive Non Ferrous

30 years resources experience

Yet to start at BHP Billiton

Previously worked at Rio Tinto

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. maintaining our commitment to our core strategy

Large, low-cost, expandable assets

Focus on the extraction of upstream natural resources

Portfolio diversified by commodity, customer and geography
reducing the volatility of cash flows

Maintenance of a deep diversified inventory of growth options

Focus on export orientated products

Overriding commitment to ethics, safety, environmental
practice and community engagement

Employer of choice, and a preferred partner for countries and
customers

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With an overriding commitment to ethics, safety,
environmental practice and community engagement

Sustainable development is fundamental to our success

Our licence to operate depends on responsibly operating our
business:

A
track
record
of
being
valued
by
our
communities
will
contribute
to
us
being
considered
a
company
of
choice
by
governments,
business
partners
and
communities

Improves the ability to attract and retain a skilled and
motivated workforce

Our reputation as an ethical, responsible business will assist
in our ability to attract capital

2007 sustainability report available on our website
www.bhpbilliton.com/bb/sustainableDevelopment.jsp
We aim to be a business that creates a positive legacy

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Our business today

a unique diversified portfolio balanced

across high margin commodities

Underlying EBITDA

(CY2007, 12 months, US\$bn)

Underlying

EBITDA

Margin

(a)

(CY2007, 12 months)

Note: Historical financial information has been restated for comparative purposes per note 1 of BHP Billiton's half-year financial statements

a)

EBITDA margin excludes third party sales.

0

6,000

12,000

18,000

24,000

FY2002

CY2007

4,677

23,623

Iron Ore

Manganese

Metallurgical Coal

Petroleum

Energy Coal

Aluminium

Base Metals

Stainless Steel

Materials

Diamond & Specialty Products

Non

Ferrous

(56%)

Energy

(21%)

Carbon

Steel

Materials

(22%)

52%

40%

36%

70%

52%

43%

75%

23%

34%

Iron Ore

Manganese

Metallurgical Coal

Base Metals

Stainless Steel

Materials

Aluminium

Petroleum

Energy Coal

Diamond &

Specialty Products

Slide 12
Slide 12
Slide 12
Slide 12
Slide 12
0
100

200
300
400
500
600
700
JFY2003
JFY2004
JFY2005
JFY2006
JFY2007
JFY2008
Slide 12
Slide 12
Slide 12
Slide 12
Slide 12
Slide 12
Slide 12
Slide 12
Slide 12

With full exposure to steel demand growth .

BHP Billiton has leading global positions in the three core raw materials for steel production

#1 global supplier of seaborne traded metallurgical coal

#3 global supplier of seaborne iron ore

#1 global supplier of seaborne manganese ore

With significant future production growth expected

Note:

Historical
nominal
prices
based
on
Japanese
financial
year
benchmarks
beginning
April
of
relevant
year.
Lines
shown
in
graph

represent
the
low
of
the
percentage
increase
over
JFY2007
prices.
a)
Metallurgical
coal
based
on
Peak
Downs
Hay
Point
FOB.
JFY2008
forecast
prices
calculated
based
on
206-240%
increase
above
JFY2007
benchmark

per
BHP
Billiton
announcement
9-Apr-2008.
b)
Manganese
based
on
GEMCO
lump
ore
contract
FOB.
JFY2008
prices
based
on

recent
manganese
spot
price
settlement
reported
in
the
Tex
Report
on
12-Feb-2008.

c)
Iron
ore
based
on
benchmark
FOB
prices.
JFY2008
forecast
prices
calculated
based
on
65-71%
increase
above
JFY2007
benchmark

per
Vale
settlement
for
Itabira
fines.
Indexed historical commodity price movement
(100 = JFY2003)

JFY2008: +206-240%

Manganese

(b)

Iron Ore

(c)

Metallurgical Coal

(a)

JFY2008: +408%

JFY2008: +65-71%

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with Petroleum as a key business

Petroleum EBIT contribution to BHP Billiton

Source :

BHP Billiton 2008.

Notes:

Results are presented in accordance with AGAAP prior to June 2000, UK GAAP from June 2000 until June 2004, and then IFRS from June 2004. BHP Billiton changed year ends from May to June in 2000, therefore the results for June 2000 represent a 13 month period.

All numbers are presented in US millions. Where translations have been made, the year end Exchange Rate (AUD/USD) referred to is as follows:

(US\$ '000)
0
500
1,000
1,500
2,000
2,500
3,000
3,500
1985
1986
1987
1988
1989
1990
1991
1992
1993
1994
1995
1996
1997
1998
1999
2000
2001
2002
2003
2004
2005
2006
2007

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Our past

a proven track record

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BHP Billiton invested in growth early to meet demand

Completed projects

(US\$bn)

Source: BHP Billiton and Rio Tinto annual and half-yearly reports.

Note: Total represents capital expenditure on completed projects.

1.0

2.1

3.9

13.1

14.6

16.0

22.7

7.2

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

FY2008YTD

Historical completed projects

WMC acquisition

Completed projects in financial year

Rio Tinto cumulative completed projects

FY2002

Antamina

Typhoon

Tintaya Oxide

FY2003

Escondida Phase IV

San Juan UG

Bream Gas Pipeline

Mozal 2

Zamzama

FY2004

WAIO - Area C

Mt Arthur North

Hillside 3

Ohanet

Cerrejon Zona Norte

WAIO - Prod & Cap Exp

WAIO Acc Exp

FY2005

NWS Train 4

ROD

GOM

WAIO RGP1

Mad Dog

Minerva

Angostura

Panda UG

Dendrobium

BMA Phase 1
FY2006
Escondida Norte
Paranam
Worsley DCP
Escondida Sulphide
WAIO RGP2
FY2007
Spence
BMA Phase 2
Blackwater Coal
FY2008
Genghis Khan
Atlantis South
Pinto Valley
Stybarrow
Koala UG
WAIO RGP3
Ravensthorpe
Yabulu

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Most developments have been executed to expectations,
wherever on the globe they are located

Notes:

a)

Selected
projects
>US\$100m
and
managed
by
BHP
Billiton.
Excludes
petroleum
projects.
Performance
relative
to
initial
announced
US\$
budget.

b)

BHP Billiton provided the latest update for the status of the Ravensthorpe
project at the announcement of its full year 2007 preliminary results on 22 August 2007. At that time the expected cost was 211%
initial announced US\$ budget and 136% of the initial target schedule.

Major minerals development projects
commissioned since July 2001

(a) (b)

0%

20%

40%

60%

80%

100%

120%

Mozal

2

Hillside 3

Escondida

Phase IV

Escondida

Norte

Escondida

Sulphide
Spence
Mount Arthur
North
MAC
& PACE
WAIO
RGP1
WAIO
RGP2
WAIO
RGP3
Ravensthorpe
Time
Over Budget
Behind
Schedule
Under
Budget
Ahead of
Schedule
Budget

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Delivering superior EPS growth for shareholders

Earnings per share

(US\$ per share)

Note:

BHP Billiton's EPS represents reported underlying EPS for the financial year ending 30-June. EPS in FY2002 excludes the re

US\$ 0.31

US\$ 0.31

US\$ 0.56

US\$ 1.06

US\$ 2.34

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

50% CAGR

US\$ 1.68

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and dividend growth, with 12 consecutive ordinary dividend increases

Ordinary dividends per share
(US cents per share)

Note: Two interim dividends were paid in FY2004

45%

increase in
interim
dividend

13.0

14.5

26.0

28.0

36.0

47.0

6.5

7.0

16.5

13.5

17.5

20.0

29.0

0

5

10

15

20

25

30

35

40

45

50

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

FY2008

Full year dividend

Interim dividend

29% CAGR

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Creating considerable wealth for our shareholders

BHP Billiton Ltd

(a)

(A\$)

Source: Bloomberg, Iress.

a)

Dividends/distributions assumes that the dividends are reinvested in BHP Billiton Ltd. Includes the value of shares distributed
A holder of 1,000 BHP Billiton Ltd shares on 28 June 2001 would have seen the value of
their total holding increase by 372%

0

10,000

20,000

30,000

40,000

50,000

60,000

Jun-01

Dec-01

Jun-02

Dec-02

Jun-03

Dec-03

Jun-04

Dec-04

Jun-05

Dec-05

Jun-06

Dec-06

Jun-07

Dec-07

Dividends/Distributions Reinvested(a)

Value of BHP Billiton Ltd Shares

Value at

28 June 2001

A\$10,372

Value at

30 June 2003

A\$9,098

Value at

30 June 2005

A\$19,848

Value at

30 June 2007

A\$39,727

Value at
30 June 2002
A\$10,561
Value at
30 June 2004
A\$13,445
Value at
30 June 2006
A\$32,318
Value a
18 April 200
A\$48,92

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Our future

the outlook is exciting .

Slide 21
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Slide 21
Slide 21
0
200

400
600
800
1,000
1,200
1,400
1997
2007
0
2,000
4,000
6,000
8,000
10,000
12,000
1996
2006

Chinese growth is driving global materials demand

0
150
300
450
600
750
900
1997
2007
0
3,000
6,000
9,000
12,000
15,000
18,000
1997
2007

Copper consumption (kt)
Nickel consumption (kt)
Seaborne iron ore (mt)
Energy consumption (mtoe)

China
USA
Other

Notes:
Seaborne
iron
ore
demand
based
on

import
statistics
-
CRU
data
for
2007,
IISI
data
for
1997.
Energy
consumption
is
all
uses
of
coal,
gas,
oil
and
nuclear,
expressed
as
millions
tonnes
of
oil
equivalent,
2007
data
not
yet
available.

Source: CRU, Brook Hunt, BP Statistical Review of World Energy (2007), IISI.

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Slide 22

Slide 22

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Slide 22

...and industrialisation and urbanisation in China appears to have a long way to go

China's tiered city structure:

2005

2010

2020

84 tier 1-3 cities

(a)

106 tier 1-3 cities

(b)

143 tier 1-3 cities

(c)

Tier 1

Tier 2

Tier 3

Source: Global

Insight;

National

Bureau

of

Statistics

of

China

China

Statistical

Yearbook;

McKinsey

&

Company,

2006.

a)

Tier

1

city

defined

as

registered

population

>4.6

m

and

nominal

GDP/capita

>US\$3,200,

tier

2

city

defined

as

either

registered

population
>4.6
m
and
nominal
GDP/capita
at
least
US\$1,600
or
nominal
GDP/capita
>US\$3,200
and
registered
population
at
least
1.5m,
tier
3
city
defined
as
registered
population
1.5-4.6
m
or
nominal
GDP/capita
US\$1,600-US\$3,200.

b)
Tier
1
city
defined
as
registered
population
>4.8
m
and
nominal
GDP/capita
>US\$3,600,
tier
2
city
defined

as
either
registered
population
>4.8
m
and
nominal
GDP/capita
at
least
US\$1,800
or
GDP/capita
>US\$3,600
and
registered
population
at
least
1.6m,
tier
3
city
defined
as
registered
population
1.6-4.8
m
or
nominal
GDP/capita
US\$1,800-US\$3,600.

c)
Tier
1
city
defined
as
registered
population
>5.0
m
and
nominal
GDP/capita
>US\$4,800,
tier
2

city
defined
as
either
registered
population
>5.0
m
and
nominal
GDP/capita
at
least
US\$2,400
or
GDP/capita
>US\$4,800
and
registered
population
at
least
1.7m,
tier
3
city
defined
as
registered
population
1.7-5.0
m
or
nominal
GDP/capita
US\$2,400-US\$4,800

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0
500
1,000
1,500
2,000
2,500
3,000
3,500
4,000
4,500
5,000
5,500

FY02
H1 03
H2 03
H1 04
H2 04
H1 05
H2 05
H1 06
H2 06
H1 07
H2 07
H1 08

Base Metals
Iron Ore
SSM
Other

Sales to China currently represents 20% of
BHP Billiton's revenue

BHP Billiton revenue from China
(US\$m)

431
785
1,075
1,357
371
1,588

Europe
Japan
Other Asia
North America
China
ROW

Australia

2,407

2,946

3,611

3,999

5,293

5,013

BHP Billiton sales revenue geographical split

(H1 08, US\$bn)

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Slide 24
Slide 24
Slide 24
India
the journey has begun
0

1,000

2,000

3,000

4,000

5,000

India

China

Gross domestic product (US\$bn)

0

Gross domestic product (US\$ bn)

1996

2006

200

400

600

800

1,000

China

India

Source: International Monetary Fund, World Bank, Focus Economics, BHP Billiton.

Slide 25
Boffa/Santou
Refinery
2010
As at 2 May 2008
Proposed
capital expenditure
<\$500m
\$501m-\$2bn
\$2bn+
SSM
Energy Coal
D&SP
Iron Ore
Base Metals
Petroleum
Met Coal
CSG
Manganese
Aluminium
2008
Execution
Pyrenees
Samarco
Neptune
Shenzi
Alumar
Atlantis
North
Klipspruit

GEMCO
Zamzama
Phase 2
2013
Feasibility
Guinea
Alumina
Worsley
E&G
Perseverance
Deeps
Maruwai
Stage 1
Douglas-
Middelburg
Mt Arthur
Coal UG
Future Options
Cliffs
Newcastle
Third Port
NWS
Angel
Nimba
Ekati
Canadian
Potash
WA Iron Ore
Quantum 1
CW Africa
Exploration
Angola
& DRC
WA Iron Ore
RGP 5
WA Iron Ore
Quantum 2
Macedon
Turrum
CMSA Heap
Leach 1
NWS
CWLH
Peak Downs
Exp
DRC
Smelter
Mad Dog
West
KNS

Exp
Hallmark
Corridor
Sands 1
Puma
Cerrejon
Opt Exp
Angostura
Gas
NWS
T5
Our deep diversified inventory of growth options, many of
which are brown field expansions
Navajo
Sth
Bakhuis
Maruwai
Stage 2
NWS Nth
Rankin B
WA Iron Ore
RGP 4
Kipper
Antamina
Exp
Goonyella
Expansions
Olympic Dam
Expansion 3
Corridor
Sands 2
Knotty
Head
Maya
Nickel
Gabon
Daunia
RBM
Olympic Dam
Expansion 2
Browse
LNG
Resolution
Saraji
Thebe
CMSA
Pyro
Expansion
Cannington
Life Ext

SA Mn
Ore Exp
Wards
Well
Eastern
Indonesian
Facility
NWS
WFGH
Blackwater
UG
Olympic Dam
Expansion 1
CMSA Heap
Leach 2
Escondida
3rd Conc
Red Hill
UG
GEMCO
Exp
Samarco 4
Shenzi
Nth
Neptune
Nth
MKO
Talc
Scarborough
Caroona
Kennedy

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The offer for Rio Tinto

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Combined entity will have a unique portfolio of tier 1 assets

Highly complementary large-scale, low-cost, long-life assets

Strengthened asset portfolio and superior future growth options

Unparalleled

exposure

to

overlapping

mineral

basin

positions

and

infrastructure

Optimisation

of production efficiencies

Delivery of more volume, faster, to customers

Enhanced earnings through quantified synergies and benefits of combination

Broader stakeholders will benefit (customers, communities, employees)

A natural fit

common strategies, heritage, culture and values

1

2

3

4

5

Unlocking value: Why a combination with Rio Tinto?

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Overlapping mineral basin positions. US\$3.7bn per annum of synergies

Selected existing BHP Billiton and Rio Tinto assets, projects and concessions.

- 3
- 6
- 35
- 36
- 2
- 4
- 5
- 7
- 8
- 10
- 11
- 12
- 9
- 14
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- 3230
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2
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28
24
26
18
8
9
41
5
27
33
32
43
44
15
1
37
42
45
46
49
47
48
50
51
52
53
54

55
56
57
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59
60
61
62
63
64
65
66
67
68
13

BHP Billiton

Rio Tinto

1

Ekati and Diavik

48

26

Ekati

Diavik

Resolution, Pinto Valley
and Kennecott

48

26

Pinto Valley

Resolution

26

Kennecott

Mineral Sands

48

Corridor Sands

48

26

26

QMM

WA

Iron Ore

Port Hedland

Dampier

Cape Lambert

48

Mt Goldsworthy

48

48

48

Mining Area C

Yandi

26
Hamersley IO
26
Robe River
Mt Newman
Hunter
Valley
Coal
26
26
26
26
26
48
Mt Thorley
Warkworth
Hunter Valley Ops
Mt Arthur Coal
Bengalla
Mt Pleasant
Joint
Broadmeadow
Queensland
Coal
Gladstone
Hay Point
Goonyella
Riverside
Dalrymple
48
Blackwater
48
Gregory
26
Kestrel
48
Norwich
Park
48
Saraji
48
Peak Downs
26
Blair Athol
48
48
48
48
48
26

Hail Creek
South
Water Creek
Poitrel
26
24

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The offer for Rio Tinto of 3.4:1 represents a 45% premium
Rio Tinto vs

BHP Billiton historical share exchange ratio

(a)

Source: Datastream

(as of 18-Apr-08), IRESS (as of 2-May-08).

a)

Exchange

ratio

assumes

100%

BHP

Billiton

Ltd

shares

for

each

Rio

Tinto

Limited

share

and

BHP

Billiton

shares

for

each

Rio

Tinto

plc

share

consisting

of

80%

BHP

Billiton

Plc

shares

and

20%

BHP

Billiton

Ltd

shares.

b)

Pre-approach share exchange ratio represents the period between Rio Tinto offer for Alcan (12-Jul-2007) and BHP Billiton's approach to the Rio Tinto Board on 1-Nov-2007.

c)

Based on the volume weighted average market capitalisation

of Rio Tinto and BHP Billiton for the month prior to BHP Billiton's approach to the Rio Tinto Board on 1-Nov-2007.

Rio Tinto Limited share price vs

offer price

(A\$)

110
115
120
125
130
135
140
145
150
155
Feb-2008
Mar-2008
Apr-2008
May-2008
Rio Tinto Limited share price
Offer price
\$138.2
\$147.63
Rio Tinto Limited
discount to offer price: 6.3%
2.2 : 1
2.4 : 1
2.6 : 1
2.8 : 1
3.0 : 1
3.2 : 1
3.4 : 1
3.6 : 1
Jul-2007
Aug-2007
Sep-2007
Oct-2007
Nov-2007
Dec-2007
Jan-2008
Feb-2008
Mar-2008
Apr-2008
Pre approach fair value exchange ratio
12-Nov-200
BHP Billiton's proposa
06-Feb-200
BHP Billiton's offer for Rio Tint
(b)
45%
premium
(c)

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Summary of the offer for Rio Tinto

BHP Billiton has made a pre-conditional offer for Rio Tinto, it will be capable of acceptance by shareholders following regulatory approvals

The offer is being made direct to the shareholders of Rio Tinto

Rio Tinto shareholders are being offered 3.4 BHP Billiton shares for every Rio Tinto share held

The 3.4:1 offer represents a material 45%

(a)

premium

The offer is conditional on more than 50% acceptances of the publicly held shares in Rio Tinto plc and Rio Tinto Ltd

BHP Billiton has conducted global roadshows speaking to the major shareholders of BHP Billiton and Rio Tinto which has confirmed that shareholders have a clear understanding of the compelling industrial logic of the deal

BHP Billiton believes this offer is compelling for Rio Tinto shareholders, and value enhancing for BHP Billiton shareholders

and it makes even more sense if you own both

Notes:

a)

Based on the volume weighted average market capitalisation of Rio Tinto and BHP Billiton for the month prior to BHP Billiton

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Slide 31
Indicative timetable
2007
2008

Offer
Event
Nov
Dec
Jan
Feb
Mar
Apr
May
Jun
Jul
Aug
Sep
Oct
Nov
Dec
Day 0
(a)
Day 60
BHP Billiton announcement of
proposal to Rio Tinto
12-
Nov
BHP Billiton announcement of offers for all of
the outstanding shares of Rio Tinto
6-
Feb
Satisfaction of regulatory approval
pre-conditions
Posting of offer documents for Rio Tinto plc
offer and Rio Tinto Ltd offer to shareholders
Last date for fulfilment of greater than 50%
minimum acceptance condition in Rio Tinto plc
offer
Offer continues ..
Note:
a)
Date
for
Day
0
may
fall
in
2008
or
2009.
Timetable
is
indicative

only.
Second half of 2008
(within 28 days
after the
preconditions are
satisfied)

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Conclusion

Strength, stability and growth

A strong resources sector is fundamental to Australia's economic prosperity

The global resources industry is undergoing extraordinary change

BHP Billiton on a standalone basis has a bright future

The core strategy remains unchanged

Focused on producing volumes from low cost assets

A combination of BHP Billiton and Rio Tinto can generate substantial additional value for shareholders

we are a natural fit

In addition to the synergies, combining the two would create a company that is:

Unique in character;

Capable of delivering superior returns for its shareholders; and

An Australian

champion
on
the
global
stage

BHP Billiton believes the terms of the Rio Tinto offer reflect a
good deal for both companies
shareholders

The
process
has
a
long
time
to
run

an
offer
document
is
not
expected
to
be
posted
to
shareholders
until late 2008

The support of retail shareholders will be critical for the offer to succeed

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Assuming a satisfactory regulatory outcome, Rio Tinto shareholders will be faced with 2 choices:

Accept BHP Billiton's offer, which is priced at a 45% premium to the pre-approach trading valuations of the two companies; or

Reject BHP Billiton's offer

Rio Tinto shareholders will have 2 legitimate questions to ask of their Board

On what grounds can you justify rejecting the 45% premium value uplift implied by BHP Billiton's offer?

How does the Rio Tinto Board propose to deliver to its shareholders the value of the implied premium and the pro-rata share of the combination benefits that shareholders may forego by the Rio Tinto Board refusing to engage with BHP Billiton?

Remember this is about relative value not absolute value.

Legitimate questions for all shareholders

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Questions and Answers

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Senior Executive Profiles

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Appendix: Don Argus Profile

Don Argus

Chairman

Term of office:

Chairman of BHP Billiton Limited and BHP Billiton Plc since June 2001

Chairman of BHP Limited since April 1999

Director of BHP Limited since November 1996

Other directorships and offices

(current and recent):

Director of Australian Foundation Investment Company Ltd

Board Member International Monetary Conference

Member of Advisory Committee to Australian Securities Commission

Member of Financial Sector Advisory Council

Member of the International Advisory Board of Allianz AG

Member

of

International

Advisory

Committee

to

the

New

York

Stock

Exchange

Board

of

Directors

Former

Chairman

of

Brambles

Ltd

(1999

-

2008)

and

Former

Director

(1999

-
2008)

Former
Director
of
Southcorp
Limited
(1999

-
2003)

Former
Director
Melbourne
2006
Commonwealth
Games
Pty
Ltd
(2000

-
2001)

Former
Managing
Director
and
CEO
of
the
National
Australia
Bank
Group
(1991

-
1999)

Former Chairman Australian Bankers Association and Australian Institute of Bankers
Distinctions and Awards

Officer of the Order of Australia (1998) in recognition of his services to banking and
finance, and his contributions to community and sporting organisations

Awarded the Centenary Medal (2003) for service to Australian society through business

Honorary
Degrees:

-

Monash
University
(Doctor
of
Laws)

-
Griffiths
University
(Doctor
of
the
University)

Harvard University Advanced Management Program Alumni
Other:

Senior Fellow of the Financial Services Institute of Australasia

Fellow of Certified Practising Accountants

Co-Patron of Vision Australia

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Appendix: Marius Kloppers Profile

Marius Kloppers

Chief Executive Officer

Age:

46

Professional qualifications:

BE (Chem), MBA, PhD (Materials Science)

Bachelor of Chemical Engineering (University of Pretoria (South Africa))

PhD from Massachusetts Institute of Technology (MIT) (USA)

MBA from Insead (France)

Previous BHP Billiton positions:

Group President, Non-Ferrous Materials

Chief Commercial Officer

Chief Marketing Officer

Prior to the formation of BHP Billiton, other positions held included:

Group Executive of Billiton Plc (coal and manganese)

Chief Executive Samancor Manganese

Chief Operating Officer, Aluminium

General Manager, Hillside Aluminium

Variety of operating and functional roles in the Aluminium business

Other BHP Billiton roles:

Played a central role in the merger of BHP and Billiton

Led the team working on BHP Billiton's acquisition of WMC

Other work experience:

McKinsey & Co

management consultant (The Netherlands)

Sasol

petrochemicals (South Africa)

Mintek

materials research (South Africa)

Residence:

Melbourne, Australia

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