



BHP Billiton: Resourcing the Future

UBS Sharing Insights - Resources
Marius Kloppers, Chief Executive Officer

12 June 2008



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Disclaimer (continued)

No statement 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.

BHP Billiton: Resourcing the future

- Today: The world's leading diversified resources company
- Our past: A proven track record
- Our future: The outlook is exciting
- The offer for Rio Tinto



With a diversified global portfolio

Metallurgical Coal
#1 global supplier of seaborne traded metallurgical coal

Energy Coal
#4 global supplier of seaborne export thermal coal

Petroleum
A significant oil and gas exploration and production business

Base Metals
#3 global producer of copper, silver and lead

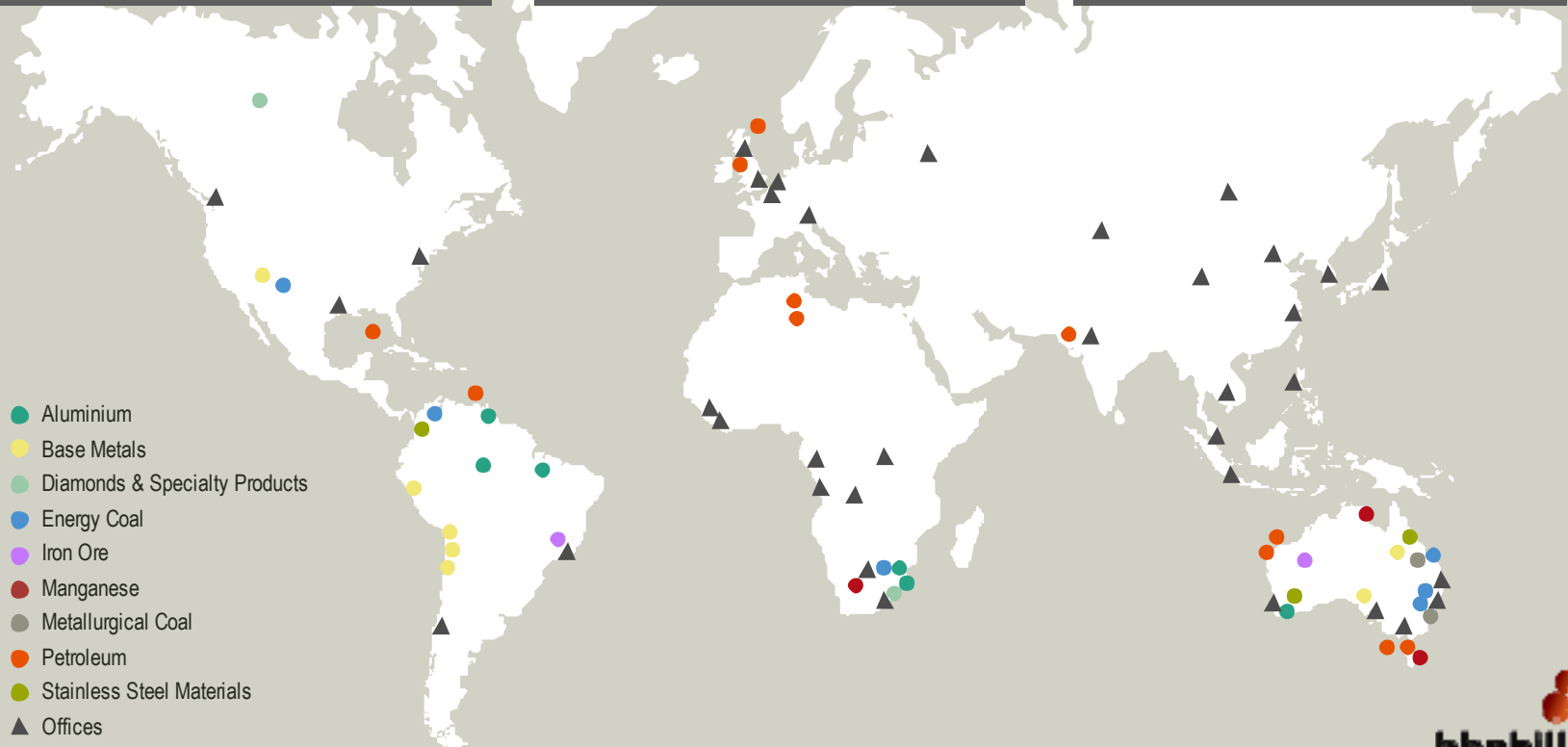
Iron Ore
#3 global supplier of seaborne iron ore

Aluminium
#4 global producer of bauxite and #4 aluminium company based on net third party sales

Manganese
#1 global supplier of seaborne manganese ore

Stainless Steel Materials
#3 global nickel producer

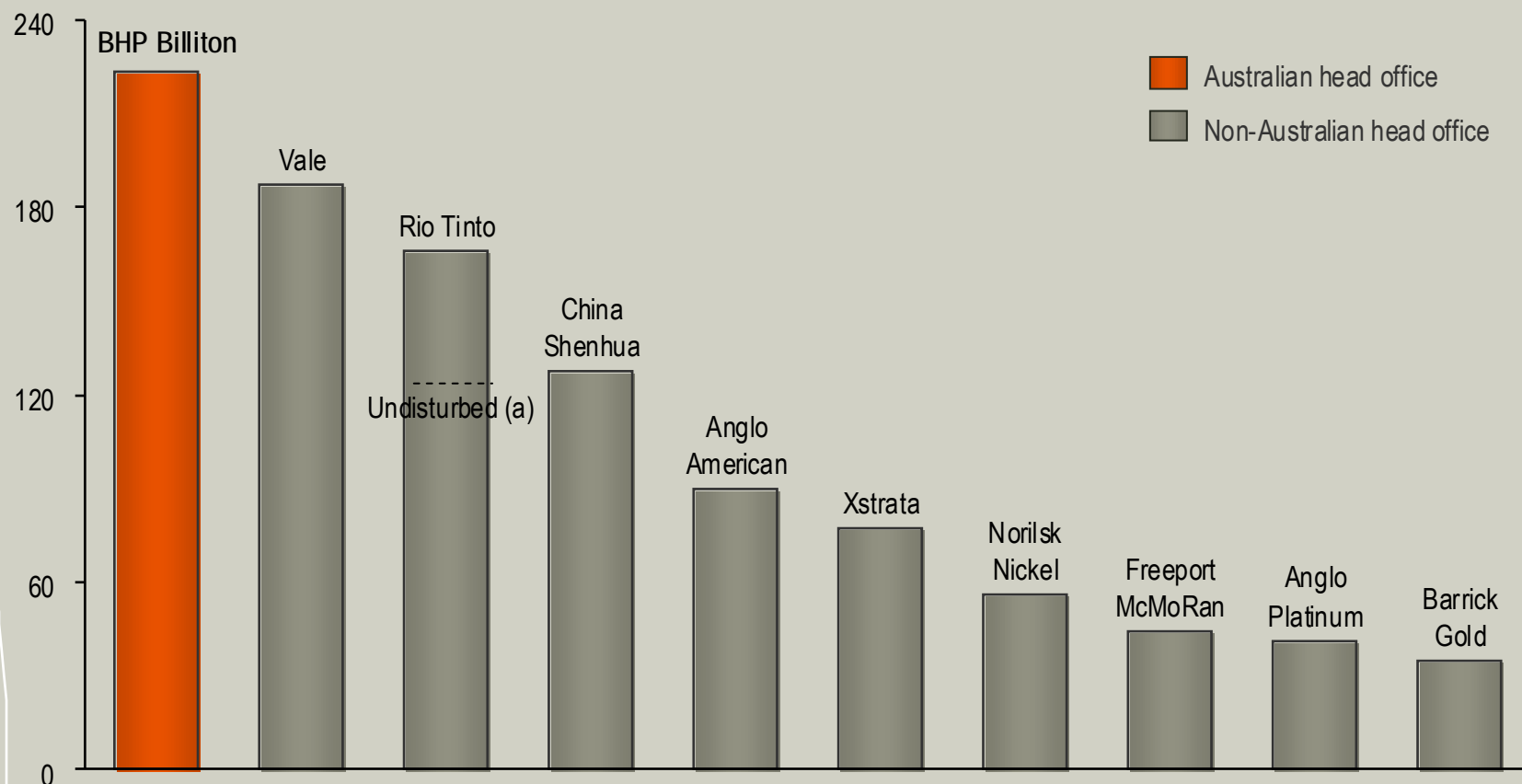
Diamonds & Specialty Products
EKATI Diamond Mine is one of the world's largest gem quality diamond producers.



The world's largest diversified resources company

Top 10 metals and mining companies

(Market capitalisation as at 30-May-2008, US\$bn)



Sources: Bloomberg, Datastream.

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

Led by an experienced senior management team

Chairman and Chief Executive Officer



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

Group Management Committee



Alex Vanselow
Chief Financial Officer

- 19 years resources experience
- 19 years at BHP Billiton



Alberto Calderon
Chief Commercial Officer

- 9 years resources experience
- 2 years at BHP Billiton



Karen Wood
Chief People Officer

- 7 years resources experience
- 7 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



Michael Yeager
Chief Executive Petroleum

- 27 years resources experience
- 2 years at BHP Billiton



Andrew Mackenzie^(a)
Chief Executive Non Ferrous

- 30 years resources experience
- Previously worked at Rio Tinto

Notes:

- a) Andrew Mackenzie's appointment to BHP Billiton was announced on 20-Nov-2007, he has not yet commenced his new role at BHP Billiton. He previously worked at Rio Tinto where he was Chief Executive, Diamonds and Industrial Minerals.

Maintaining our commitment to our core strategy

- Focus on Tier 1 assets that are large, low-cost and expandable
- 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



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

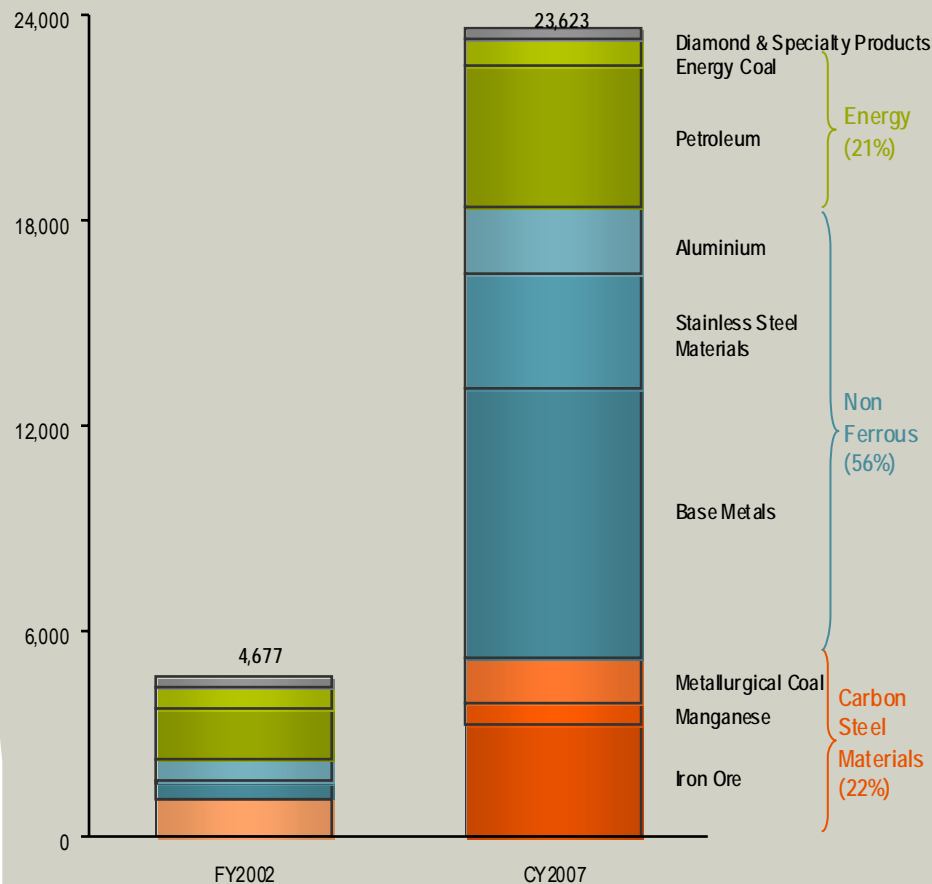


Our past: A proven track record

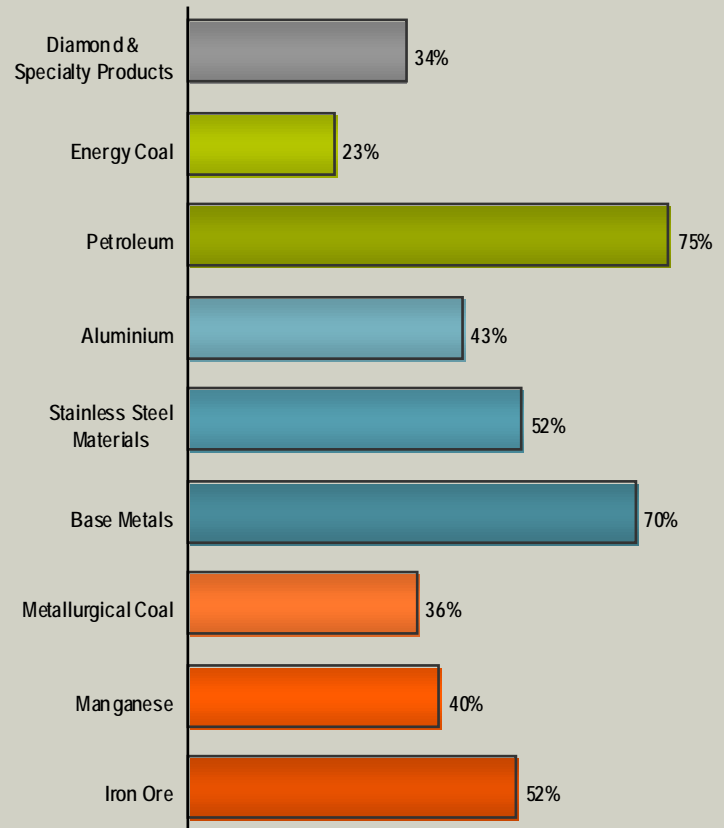


A unique diversified portfolio balanced across high margin commodities

Underlying EBITDA
(CY2007, 12 months, US\$bn)



Underlying EBITDA Margin^(a)
(CY2007, 12 months)

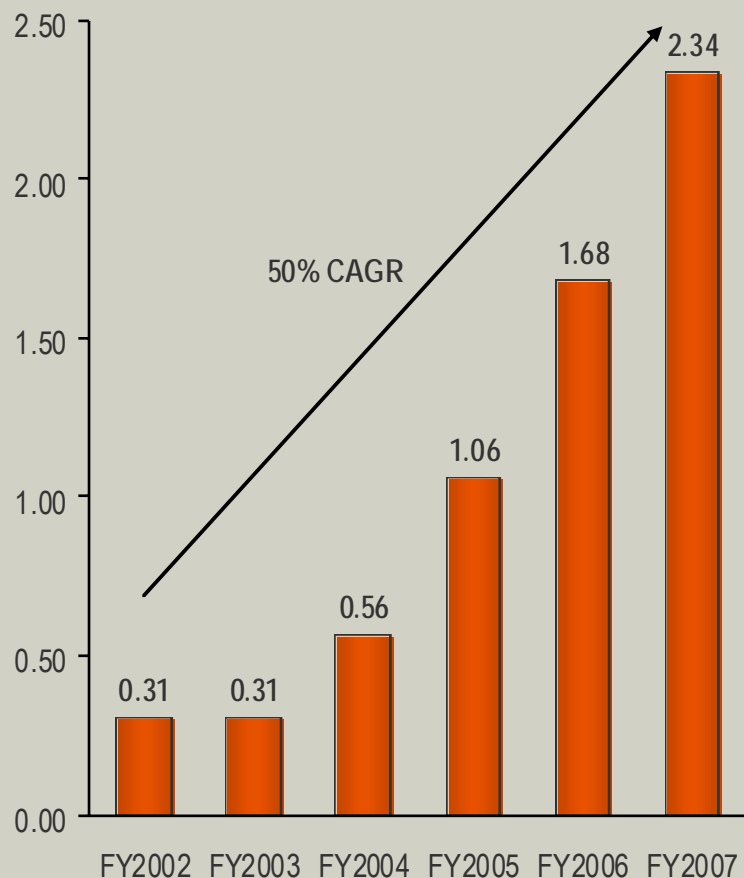


Note: Historical financial information has been restated for comparative purposes per note 1 of BHP Billiton's half-year financial report for the half-year ended 31-Dec-2007. CY2007 represents the 12 months ending 31-Dec-2007. FY2002 EBITDA number are presented in accordance with UK GAAP whereas CY2007 is based on IFRS (so underlying EBITDA).

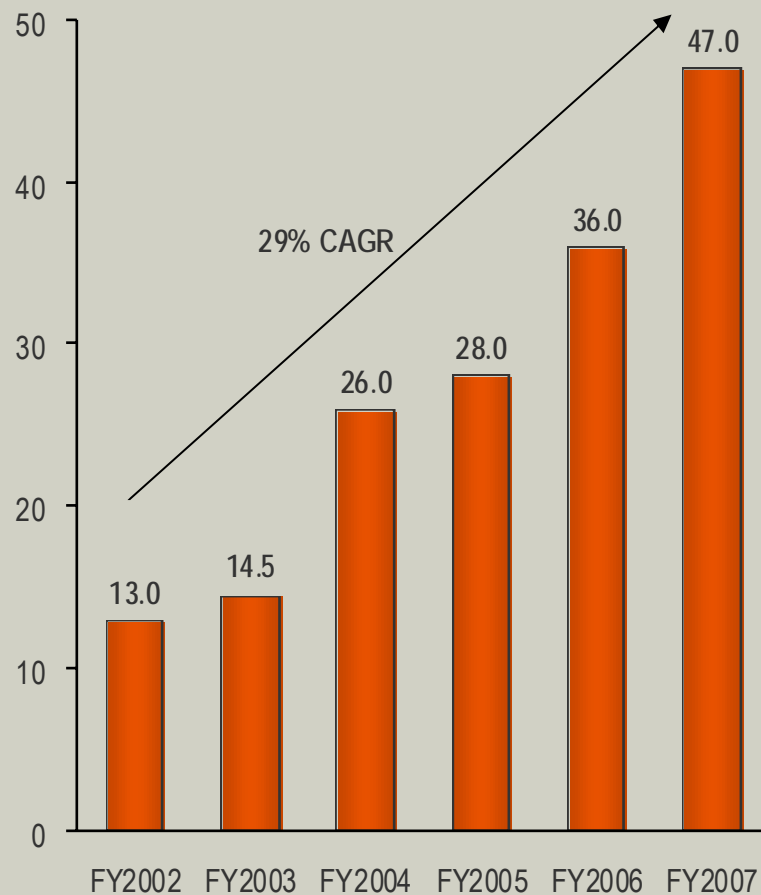
a) EBITDA margin excludes third party sales.

Significant EPS and DPS growth delivered for shareholders

Earnings per share^(a)
(US\$ per share)



Ordinary dividends per share^(b)
(US cents per share)



Note:

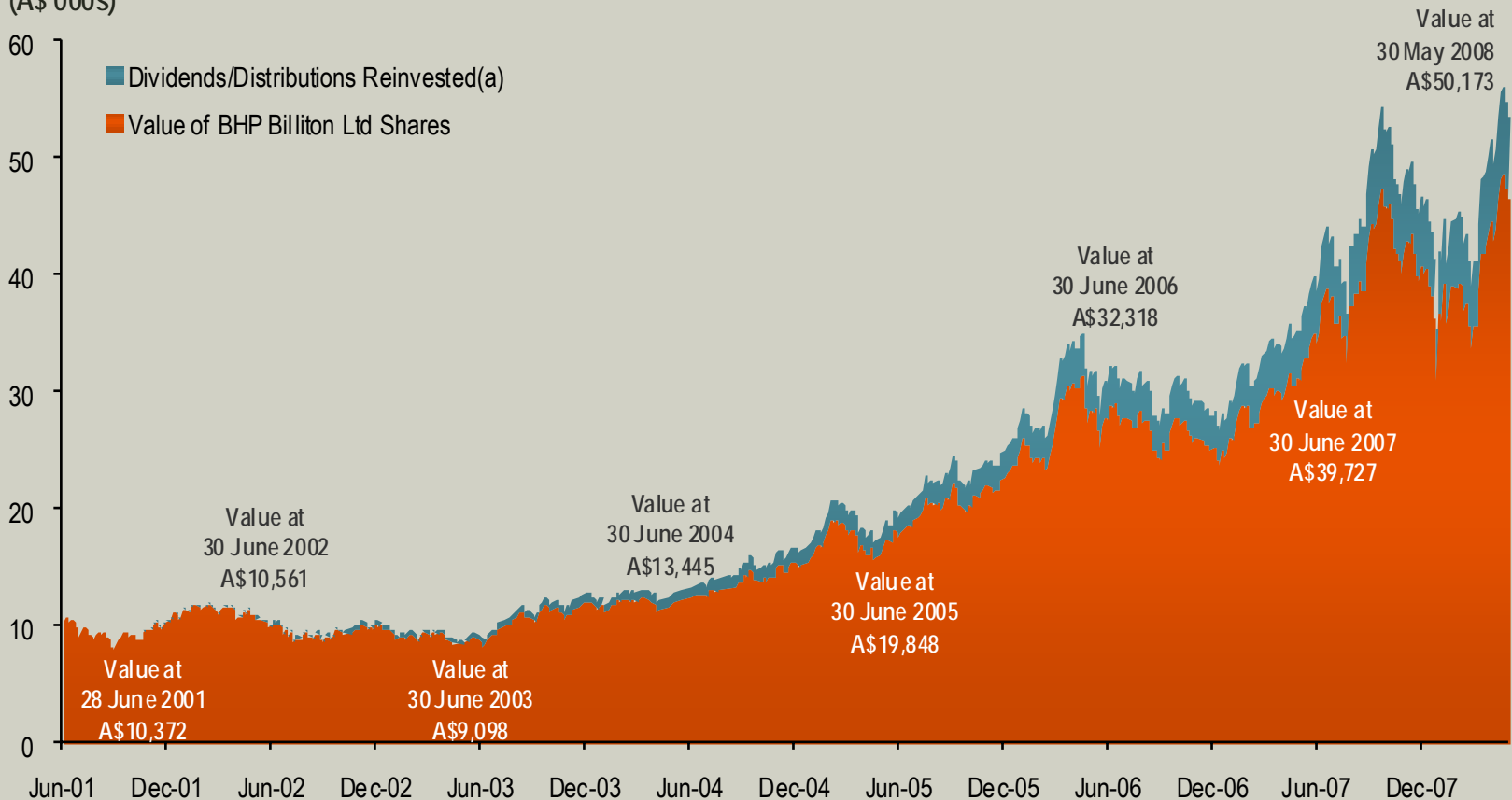
(a) BHP Billiton's EPS represents reported underlying EPS for the financial year ending 30-June. EPS in FY2002 excludes the results of BHP Billiton's Steel business which was demerged in July 2002.

(b) Two interim dividends were paid in FY2004.

Creating considerable wealth for our shareholders

A holder of 1,000 BHP Billiton Ltd shares on 28 June 2001 would have seen the value of their total holding increase by 384%

BHP Billiton Ltd^(a)
(A\$'000s)



Source: Bloomberg, Iress as at 30-May-2008.

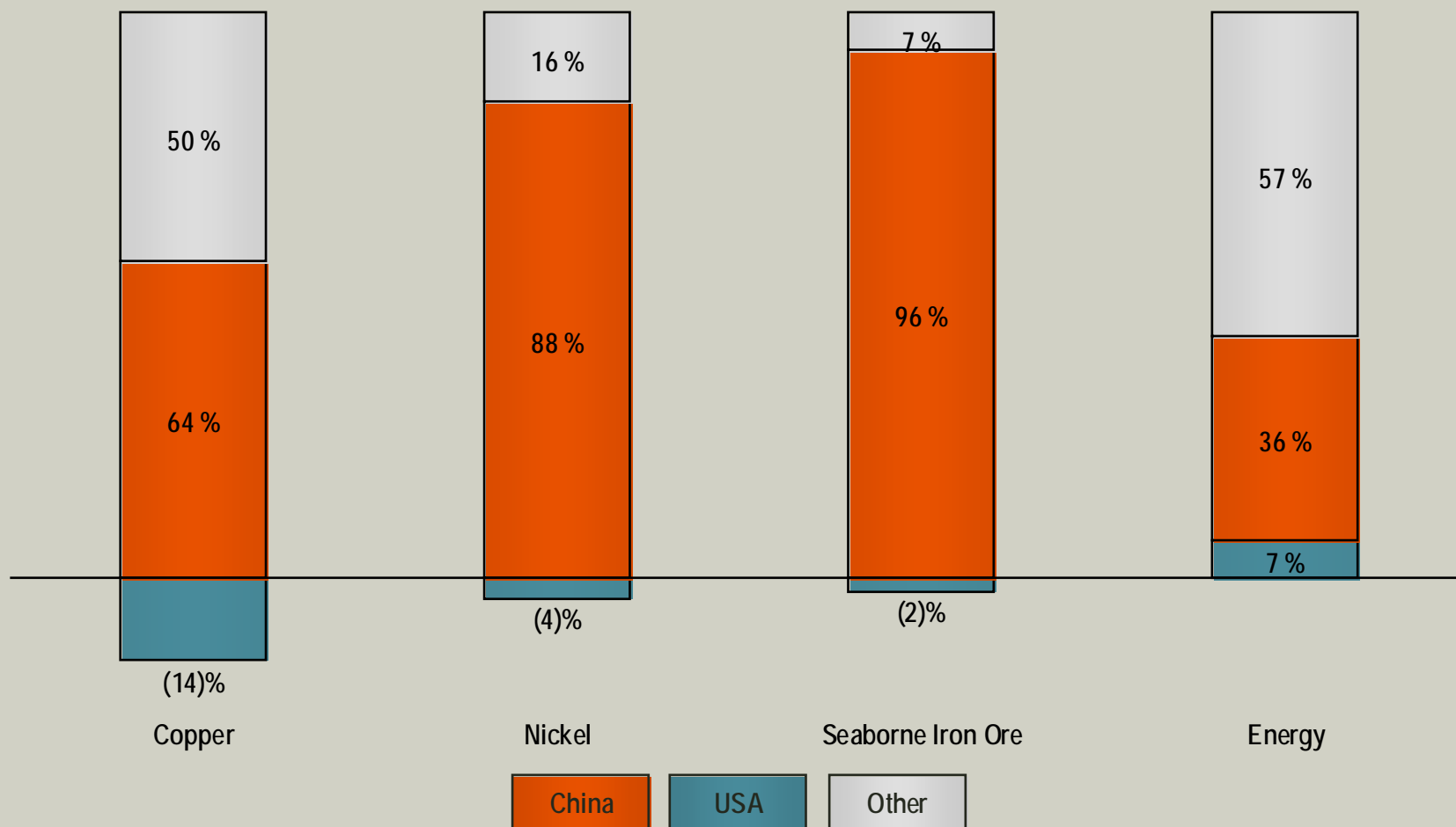
a) Dividends/distributions assumes that the dividends are reinvested in BHP Billiton Ltd. Includes the value of shares distributed in Bluescope Steel to BHP Billiton Ltd shareholders.

Our future: The outlook is exciting



Chinese growth is driving global materials demand

Change in global consumption
(%, 1997-2007^(a))



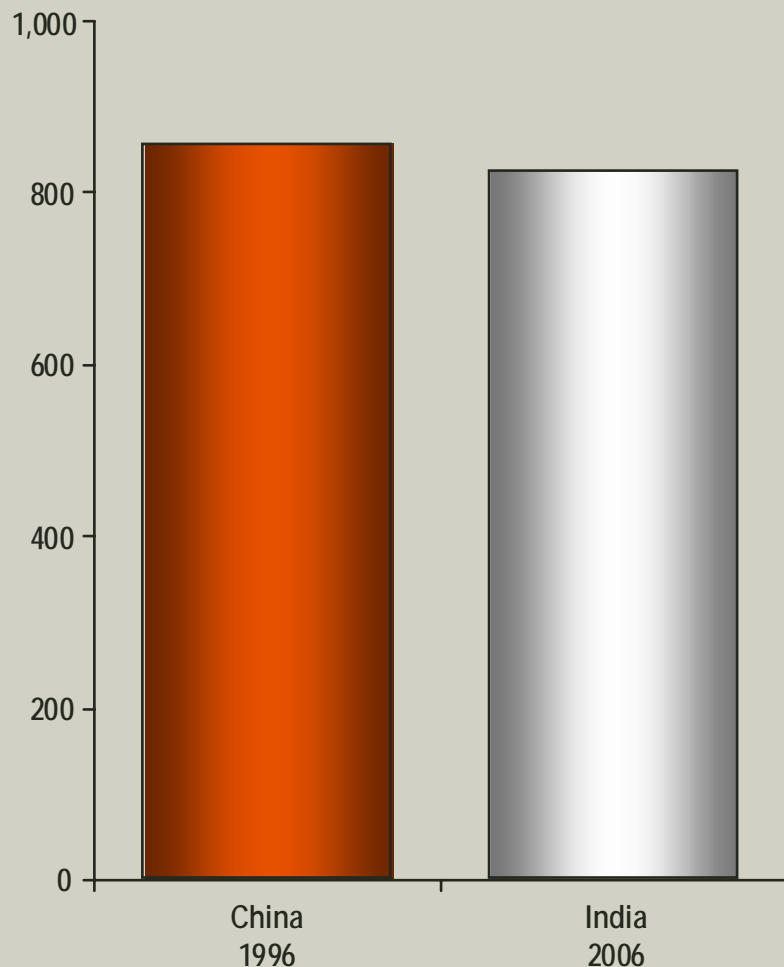
Notes: Seaborne iron ore demand based on import statistics - CRU data for 2007, IISI data for 1997. Energy consumption is all uses of coal, gas, oil and nuclear, expressed as millions tonnes of oil equivalent, 2007 data not yet available.

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

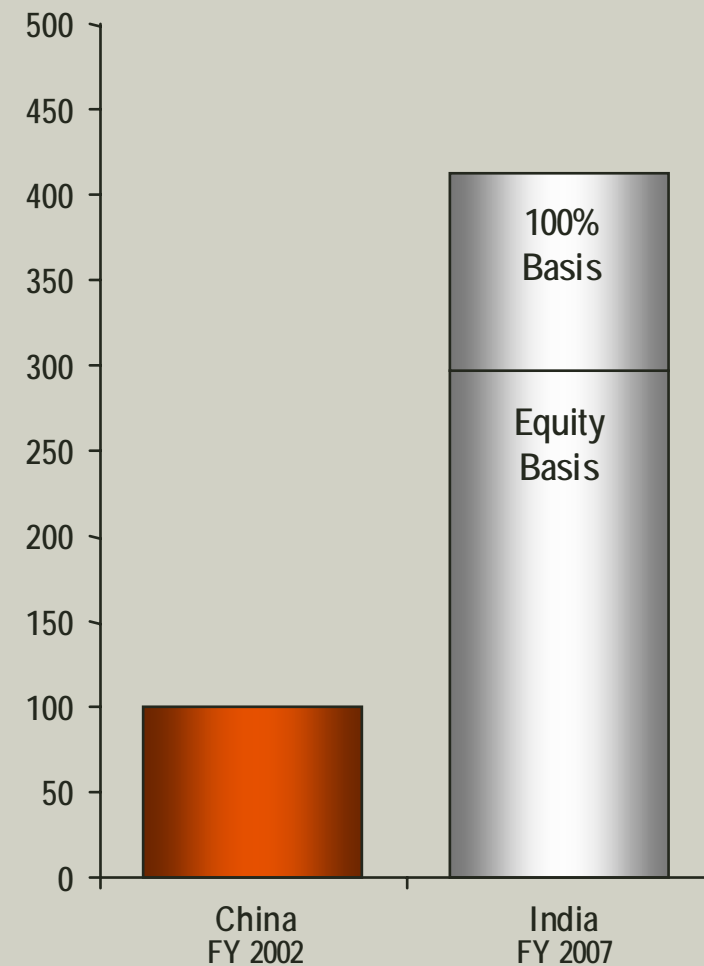
a) Consumption growth calculated based on the change in annual consumption between years ended 1997 and 2007, except for Energy consumption which is based on the period between 1995 and 2006.

India – the journey has begun

GDP
(US\$ billion)



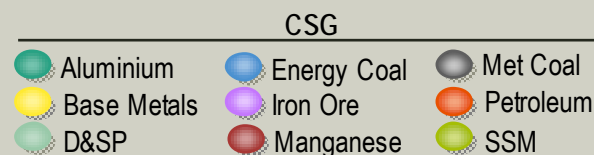
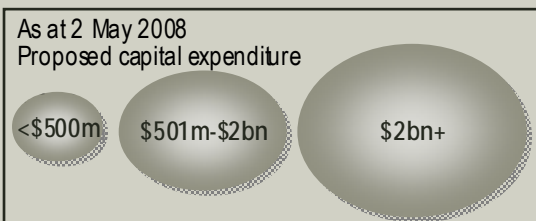
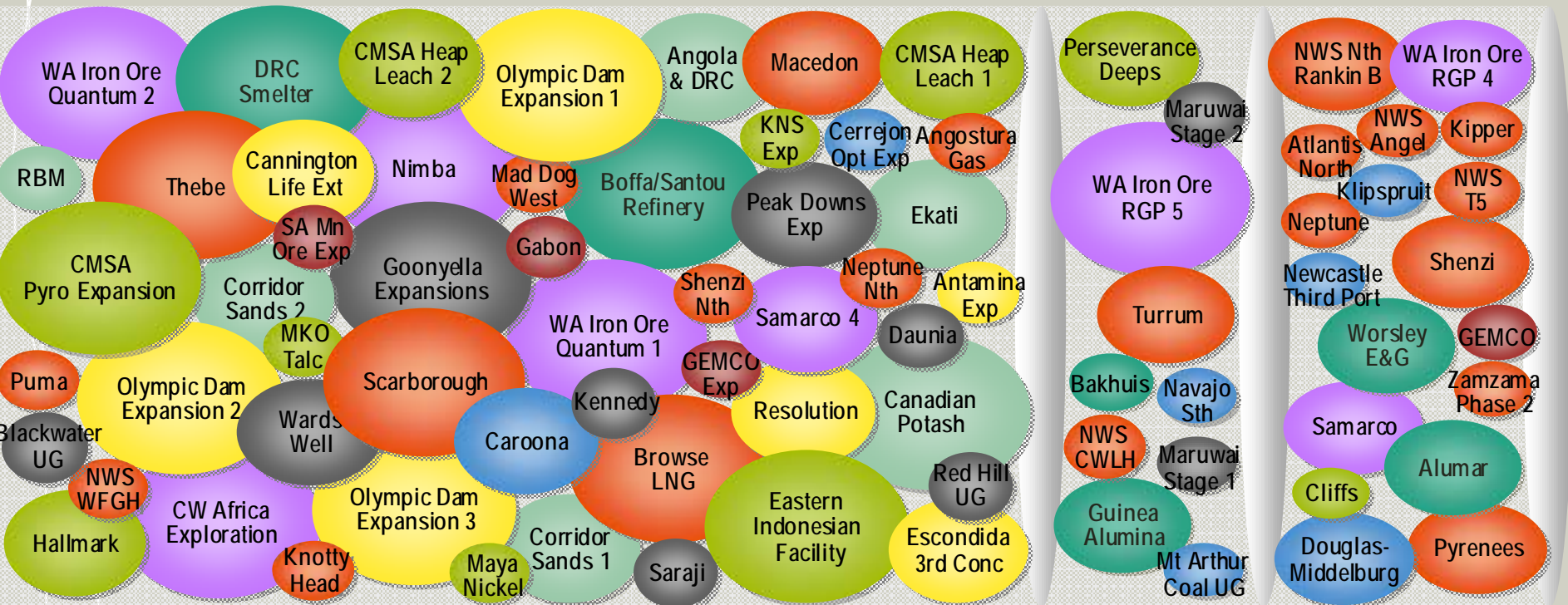
BHP Billiton copper equivalent sales volume units^(a)
(100=FY2002 sales to China)



Source: World Bank, Focus Economics, BHP Billiton.

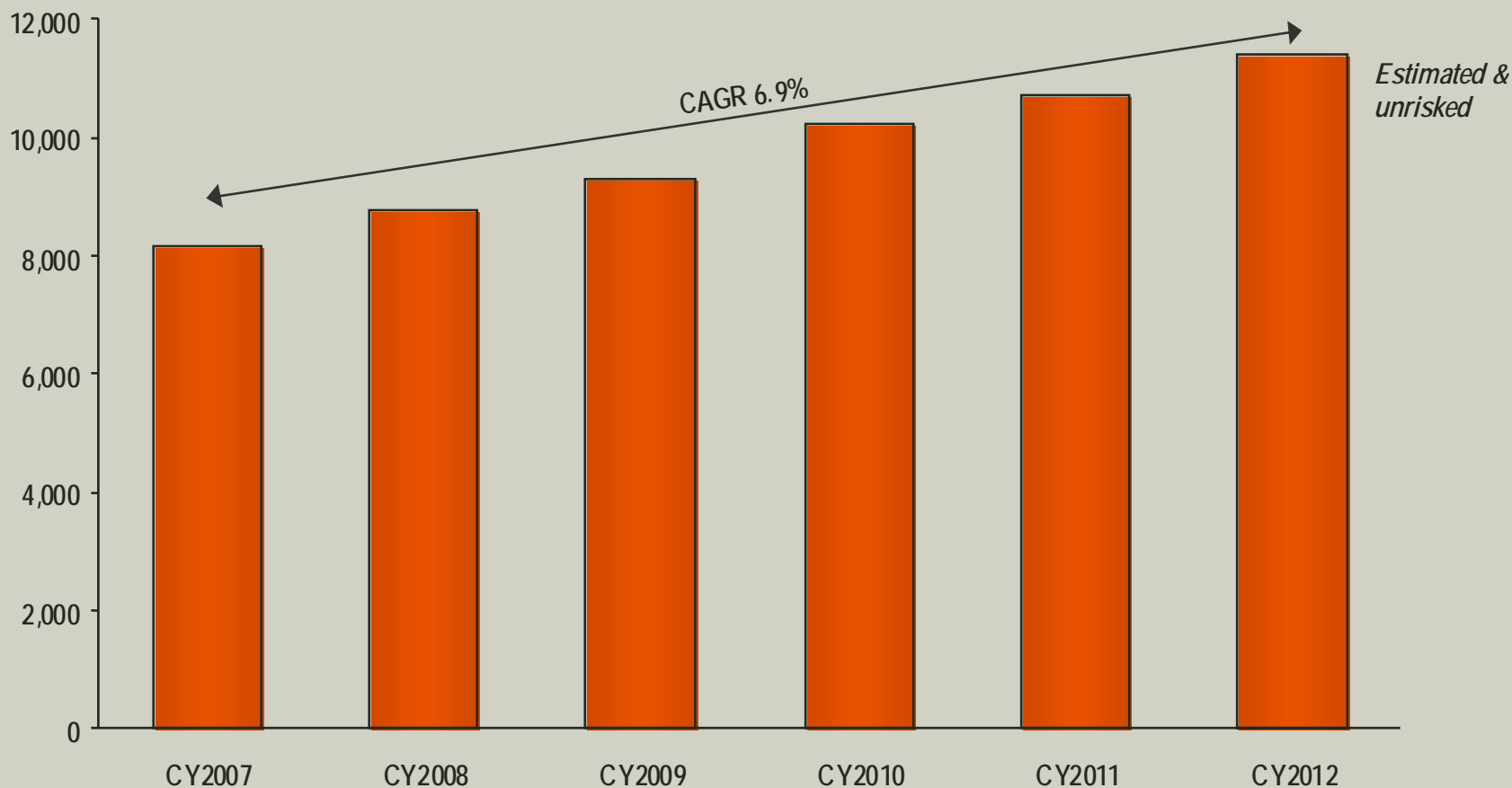
a) Note: Converted to copper equivalent units using BHP Billiton FY2007 average realised prices and BHP Billiton estimates.

BHP Billiton has a deep diversified inventory of growth options, many of which are brown field expansions



BHP Billiton has an attractive growth profile of significant scale

Production in copper equivalent tonnes
(Copper Equivalent Tonnes '000s)



Note: Copper equivalent units calculated using BHP Billiton estimates for production. Production volumes exclude BHP Billiton's Speciality Products operation and all bauxite production. All energy coal businesses are included. Alumina volumes reflect only tonnes available for external sale. Conversion of production forecasts to copper equivalent units completed using long term consensus price forecasts, plus BHP Billiton assumptions for diamonds, domestic coal and manganese.

The offer for Rio Tinto



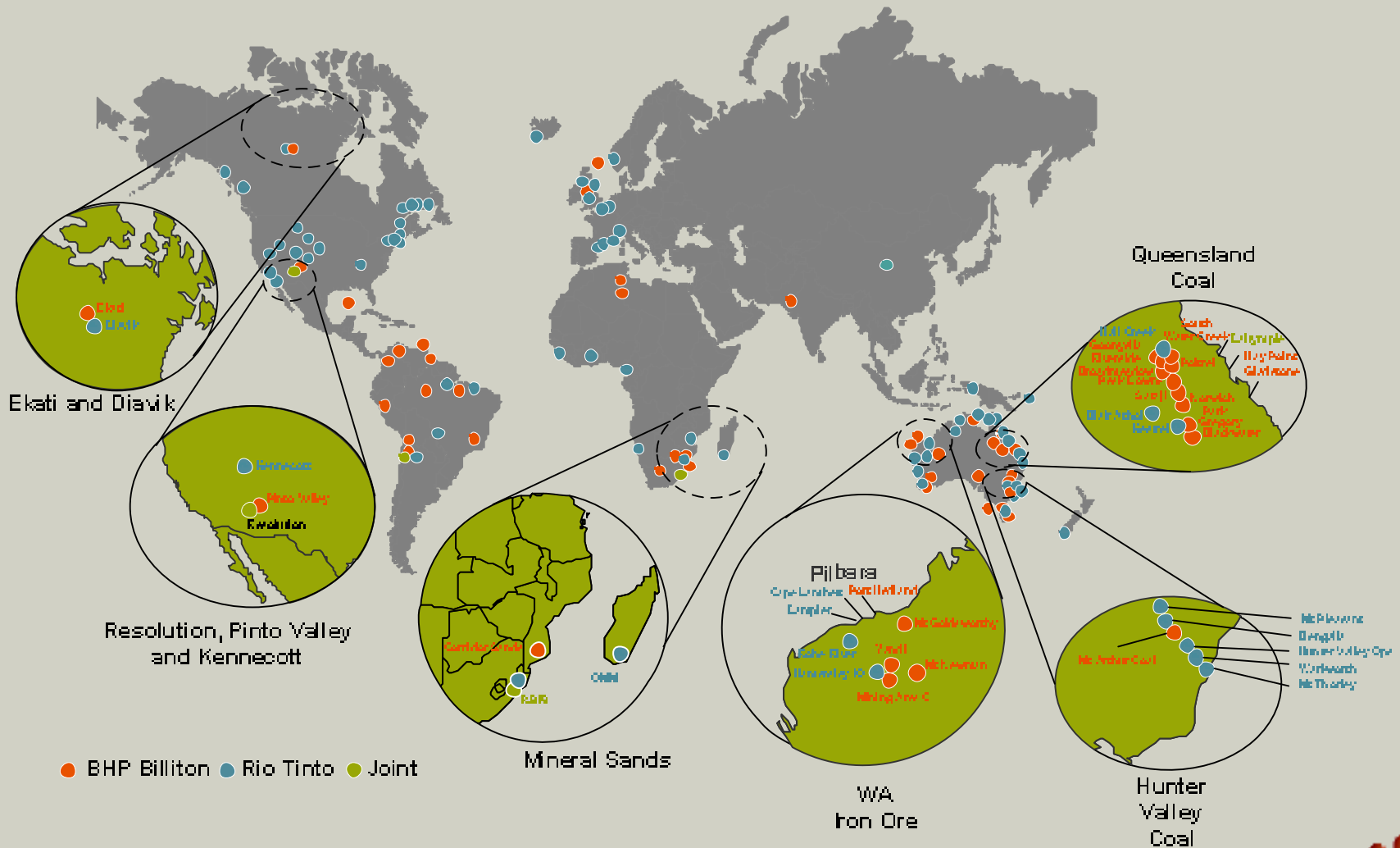
Summary of the offer for Rio Tinto

- BHP Billiton has made a pre-conditional offer for Rio Tinto, it will be capable of acceptance by shareholders following regulatory approvals and posting of offer documents
- 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 offer represents a 45%^(a) premium
- The offer is conditional on more than 50% acceptances of the publicly held shares in each of Rio Tinto plc and Rio Tinto Ltd
- Shareholders and stakeholders have indicated a clear understanding of the industrial logic of the combination
- 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's approach to the Rio Tinto Board on 1-Nov-2007.

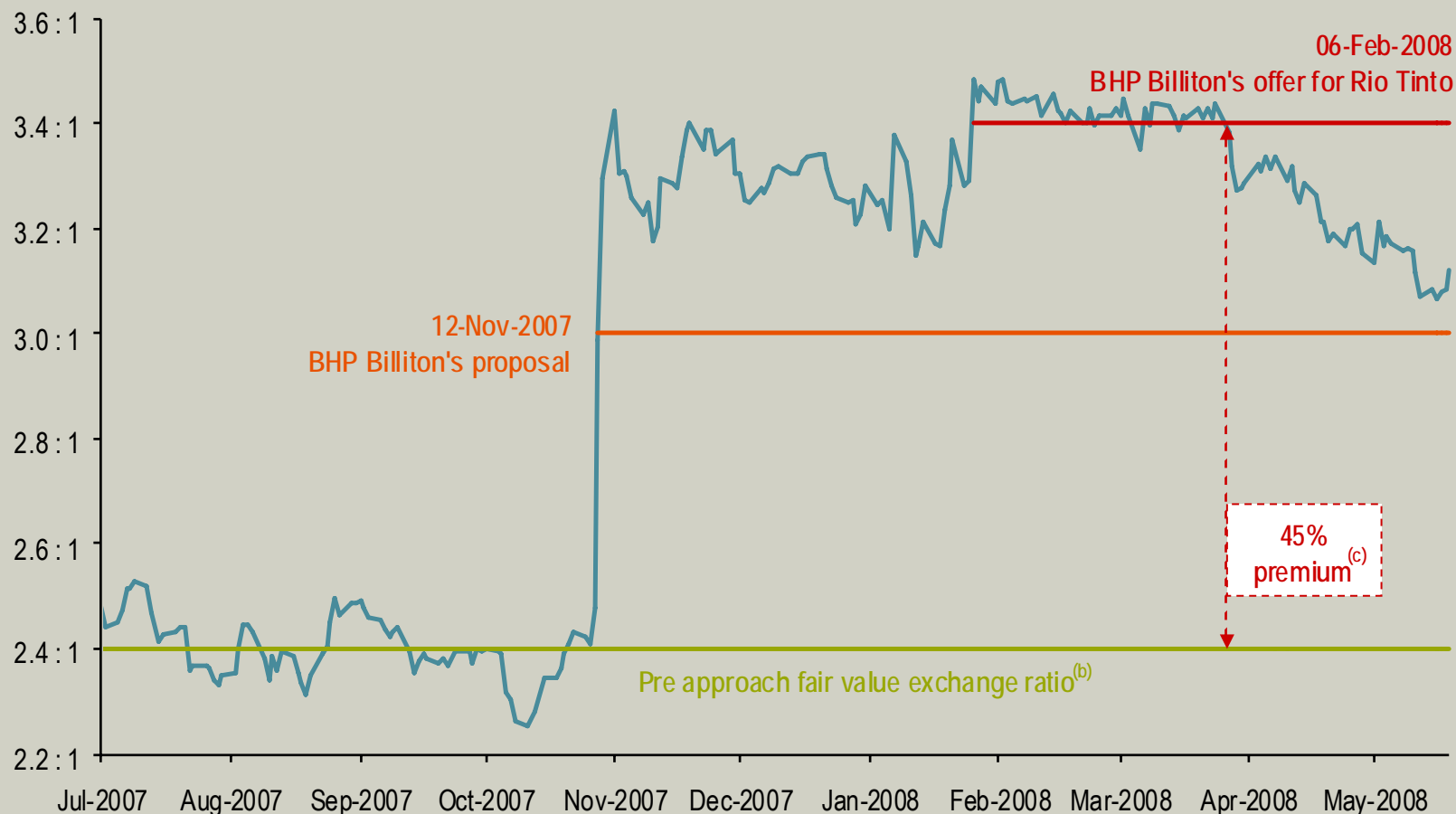
Overlapping mineral basin positions. US\$3.7bn of synergies



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

3.4:1 offer represents a 45% premium

Rio Tinto vs BHP Billiton historical share exchange ratio^(a)



Source: Datastream (as of 30-May-08).

a) Exchange ratio assumes 100% BHP Billiton Ltd shares for each Rio Tinto Ltd 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 (01-Nov-2007). Shares outstanding as of 31-Oct-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.

Conclusion

- The core strategy remains unchanged
- Focused on producing volumes from low cost assets
- BHP Billiton on a standalone basis has a bright future
- Combining with 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
 - 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 support of retail shareholders will be critical for the offer to succeed



Questions and Answers



Senior Executive Profiles



Appendix: Marius Kloppers Profile

Marius Kloppers – Chief Executive Officer



Age:	46
Professional qualifications:	<ul style="list-style-type: none">• 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:	<ul style="list-style-type: none">• Group President, Non-Ferrous Materials• Chief Commercial Officer• Chief Marketing Officer• Prior to the formation of BHP Billiton, other positions held included:<ul style="list-style-type: none">– 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:	<ul style="list-style-type: none">• 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:	<ul style="list-style-type: none">• McKinsey & Co – management consultant (The Netherlands)• Sasol – petrochemicals (South Africa)• Mintek – materials research (South Africa)
Residence:	<ul style="list-style-type: none">• Melbourne, Australia

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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