

Execution Version

FINAL TERMS

Final Terms dated 9 May 2013

BHP BILLITON FINANCE LIMITED

Issue of CAD750,000,000 3.23% Notes due 15 May 2023

under the

€20,000,000,000

Euro Medium Term Note Programme

Guaranteed by BHP Billiton Limited

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus (as such term is defined in , and which forms part of, the Canadian offering memorandum dated 9 May 2013 (the "Canadian Offering Memorandum")). This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Canadian Offering Memorandum as so supplemented. Information on BHP Billiton Finance Limited (the "Issuer") and BHP Billiton Limited (the "Guarantor") and the offer of the Notes is only available on the basis of the combination of these Final Terms and such Canadian Offering Memorandum.

1	(i)	Issuer:	BHP Billiton Finance Limited
	(ii)	Guarantor:	BHP Billiton Limited
2	(i)	Series Number:	14
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3		Specified Currency:	Canadian dollars ("CAD")
4		Aggregate Nominal Amount:	
	(i)	Series:	CAD750,000,000
	(ii)	Tranche:	CAD750,000,000
5		Issue Price:	99.941 per cent of the Aggregate Nominal Amount
6	(i)	Specified Denomination(s):	CAD150,000 and, in excess thereof, integral multiples of CAD1,000
	(ii)	Calculation Amount:	CAD1,000

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7	(i) Issue Date:	14 May 2013
	(ii) Interest Commencement Date (if different from the Issue Date):	Not Applicable
8	Maturity Date:	15 May 2023
9	Interest Basis:	3.23 per cent per annum Fixed Rate
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	Date Board approval for issuance of Notes and Guarantee obtained:	The issue of the Notes was authorised pursuant to resolutions of the Board of Directors of the Issuer dated 7 May 2023. The Guarantee was authorised pursuant to resolutions of the Board of Directors dated 20-21 March 2013 and a resolution of the Finance Committee of the Guarantor dated 7 May 2013

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	3.23 per cent per annum payable in equal semi-annual instalments in arrears on each Interest Payment Date
	(ii) Interest Payment Date(s):	15 November and 15 May in each year, commencing on 15 November 2013 (the "First Interest Payment Date") up to and including the Maturity Date There will a long first coupon in respect of the period from (and including) the Issue Date to (but excluding) the First Interest Payment Date.
	(iii) Fixed Coupon Amount(s):	CAD16.15 per Calculation Amount
	(iv) Broken Amount(s):	CAD16.24 per Calculation Amount, payable on the First Interest Payment Date
	(v) Day Count Fraction (Condition 5(i)):	Actual/Actual Canadian Compound Method
	(vi) Determination Date(s) (Condition 5(i)):	Not Applicable
15	Floating Rate Note Provisions	Not Applicable

16 Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

17 Call Option Not Applicable

18 Put Option Not Applicable

19 Final Redemption Amount CAD1,000 per Calculation Amount

20 Early Redemption Amount

- (i) Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 6(c)) or an event of default (Condition 10): CAD1,000 per Calculation Amount
- (ii) Redemption for taxation reasons permitted only on Interest Payment Dates (Condition 6(c)): No. Redemption permitted at any time in accordance with Condition 6(c)
- (iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 7(f)): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21 Form of Notes: **Registered Notes**

- (i) Temporary or Permanent Global Note: The Notes will be represented on issue by a Global Certificate which will be deposited on the Issue Date with CDS (as defined below) or a nominee of CDS
- (ii) Applicable TEFRA exemption: Not Applicable
- (iii) New Global Note: No

22 Additional Financial Centre(s) (Condition 7(h)): Not Applicable

23 Talons for future Coupons to be attached to Definitive Notes: No

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Signed on behalf of the Issuer:

By:  _____
Duly authorised
BHP Billiton Finance Limited

Signed on behalf of the Guarantor:

By:  _____
Duly authorised
BHP Billiton Limited

PART B — OTHER INFORMATION

24 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Not Applicable
- (ii) Estimate of total expenses related to admission to trading: Not Applicable

25 RATINGS

Ratings: The Notes to be issued have been assigned the following ratings:

A+ by Standard & Poor's (Australia) Pty. Ltd.
A1 by Moody's Investors Service Pty. Limited

26 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

27 YIELD (Fixed Rate Notes only)

Indication of yield: 3.237 per cent (annual)

28 OPERATIONAL INFORMATION

- (i) ISIN Code: CA05545FAA53
- (ii) Common Code: 093285379
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme (together with the address of each such clearing system) and the relevant identification number(s): CDS Clearing and Depository Services Inc. ("CDS")
- (iv) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

29 THIRD PARTY INFORMATION

Not Applicable