



# Deutsche Bank Mining Conference

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

## Information Relating to the US Offer for Rio Tinto plc

In connection with the offer and sale of securities BHP Billiton would issue to Rio Tinto plc US shareholders and Rio Tinto plc ADS holders, BHP Billiton has filed with the SEC a Registration Statement on Form F-4 (the "Registration Statement"), which contains a preliminary prospectus (the "Prospectus"), and will file additional relevant materials with the SEC. This communication is not a substitute for the Registration Statement or the Prospectus that BHP Billiton has filed, or any amendments or supplements to those documents 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 THE REGISTRATION STATEMENT, THE 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 are 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>). Copies of such documents may also be obtained from BHP Billiton without charge.

## 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.

# Agenda

Diversity delivers stability and strength

China and market economic update

Robust pipeline of assets

Update on the offer for Rio Tinto

# Our core strategy sets us apart in our industry

- Focus on world-class 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

Simplicity



Accountability

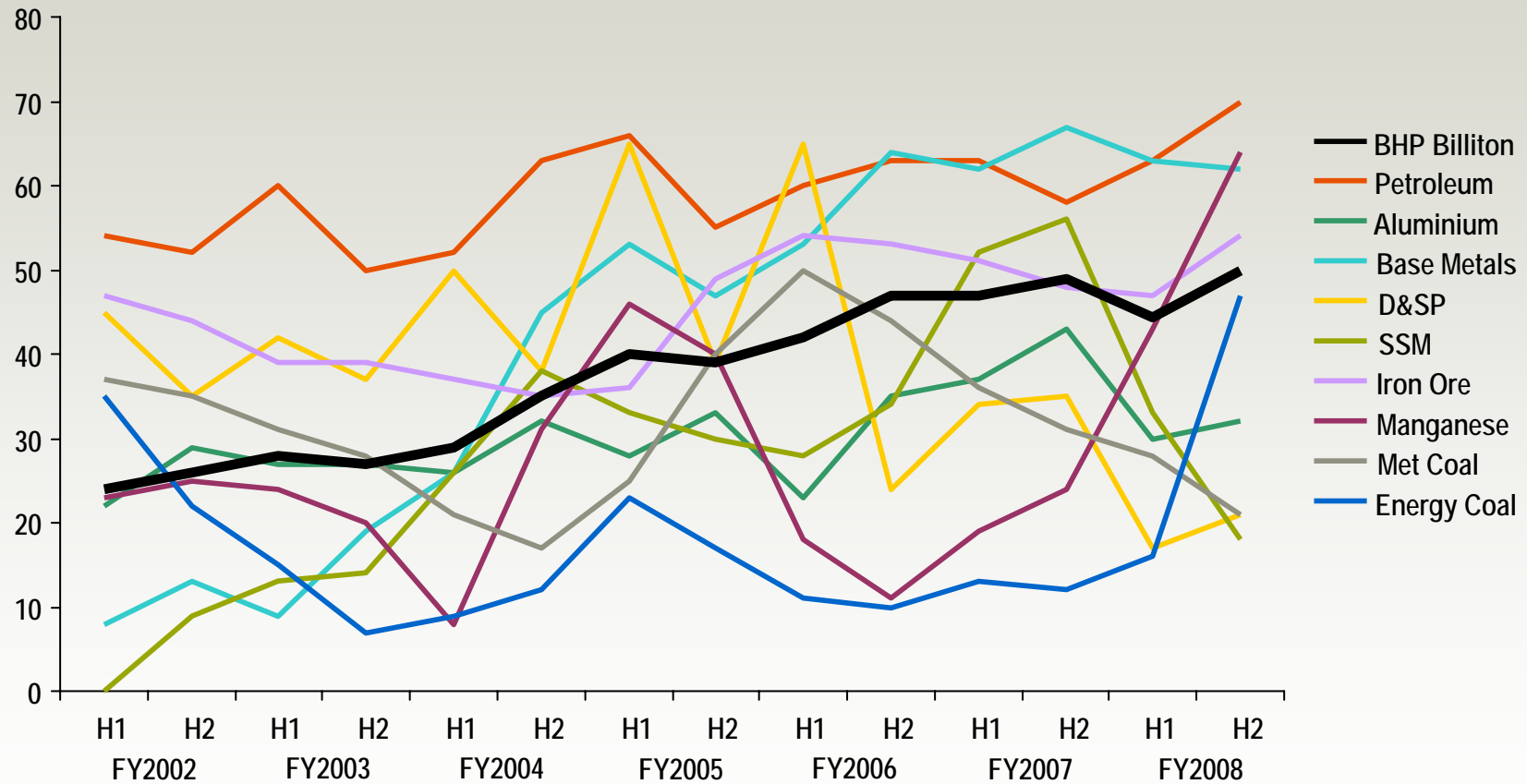


Effectiveness

# Diversity = stability and strength

## Underlying EBIT Margin<sup>(a)</sup>

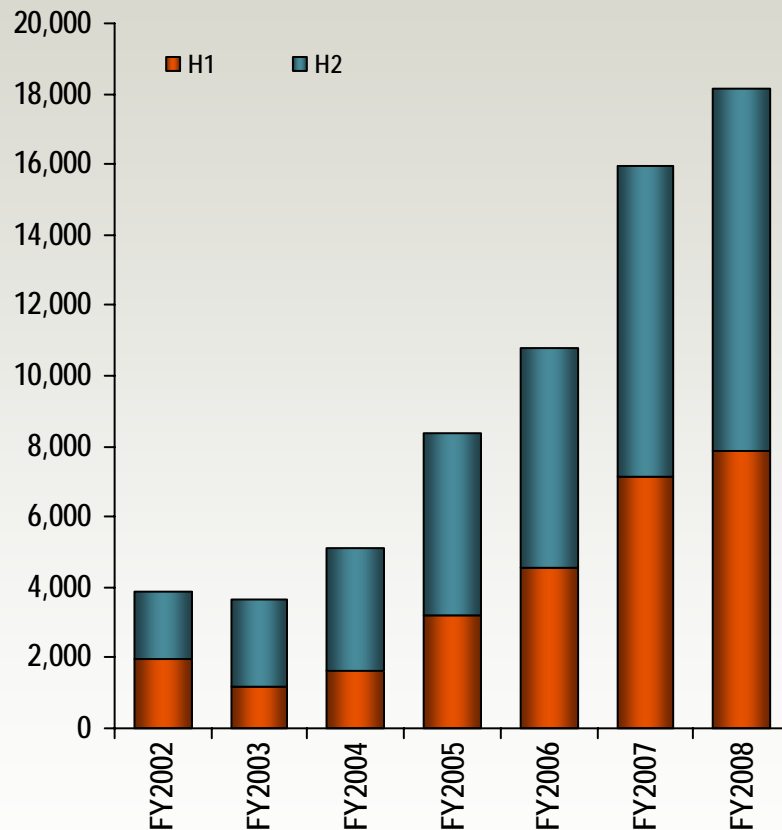
(%)



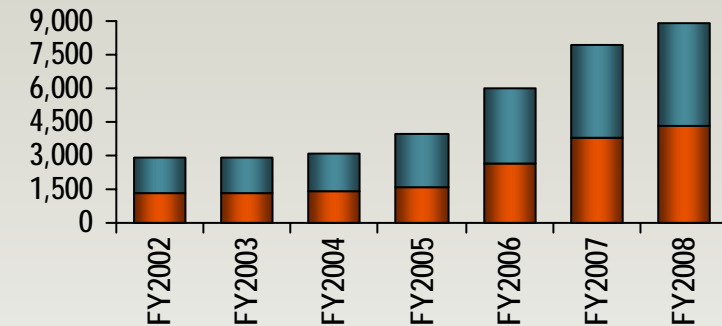
(a) FY2002 to FY2005 are calculated under UKGAAP. Subsequent periods are calculated under IFRS. All periods exclude third party trading activities.

# Strong cash flow - delivering value to shareholders

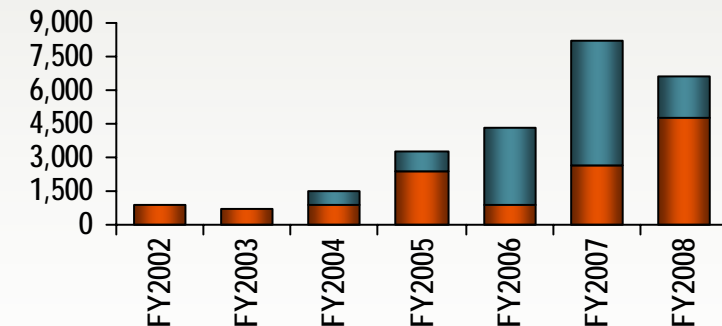
**Available Cash Flow**  
(US\$m)



**Organic Growth<sup>(a)</sup>**  
(US\$m)



**Return to Shareholders<sup>(b)</sup>**  
(US\$m)



Note: FY2005 to FY2008 have been calculated on the basis of the IFRS. Prior periods have been calculated on the basis of UKGAAP.

FY2007 and FY2008 cashflow reflects proportional consolidation of joint ventures.

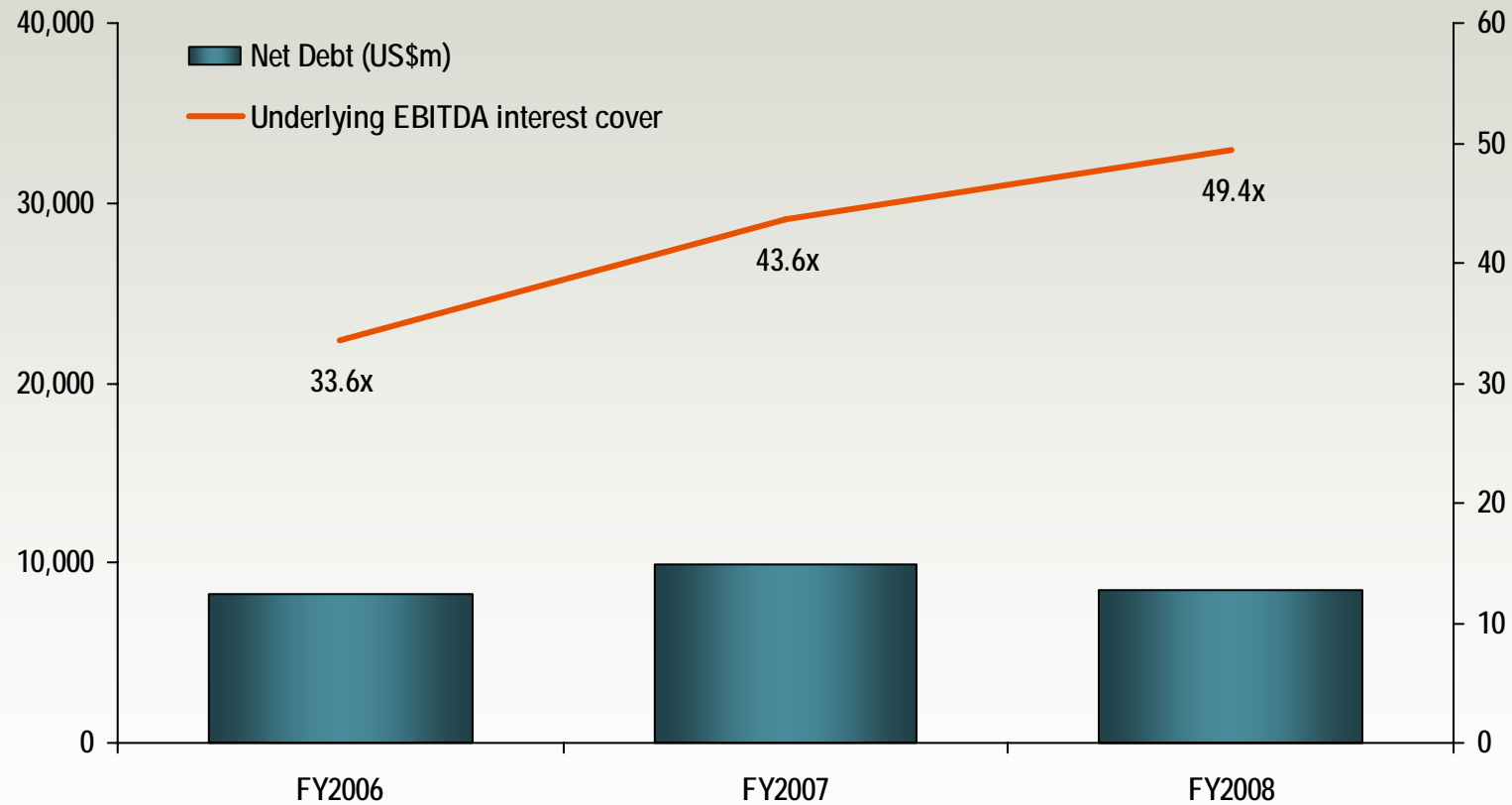
(a) Includes capital and exploration expenditures (exclude acquisitions).

(b) Includes dividends paid and share buy-backs.

# The portfolio effect - financial strength

Net Debt  
(US\$m)

Underlying EBITDA / Interest Cover



Note: Underlying EBITDA interest cover based on net interest.



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Diversity delivers stability and strength

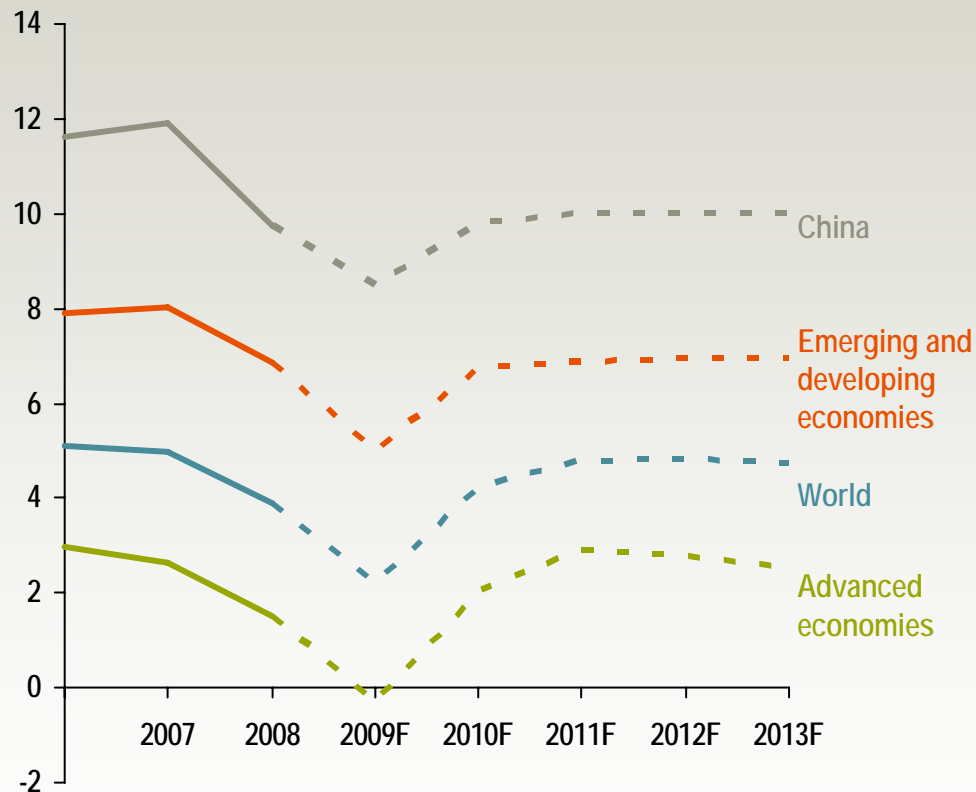
China and market economic update

Robust pipeline of assets

Update on the offer for Rio Tinto

# China. Slowing, but still growing.

Gross domestic production  
(% growth, constant 2006 US\$)



Source: IMF World Economic Indicators, October / November 2008

- Growth deceleration to 9% in 3Q08 – sixth consecutive quarter of slowing growth
- Full year growth between 9 and 9.5% (growth would have to fall below 7% in 4Q08 to compromise this)
- Growth will continue to slow in 1H09 before beginning weak recovery
- IMF expect Chinese GDP for 2009 to be 8.5%

# China macro environment

- Inflation, margin squeeze, credit restrictions, & external slowdown have curbed growth since mid-2007
- Olympic closures and security restrictions had marginal effect
- Domestic consumption, investment, and infrastructure construction growth remain at near record highs
- Macro indicators generally remain healthy though at micro level pockets of distress exist due to overcapacity, especially for marginal producers dependent on credit



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Diversity delivers stability and strength

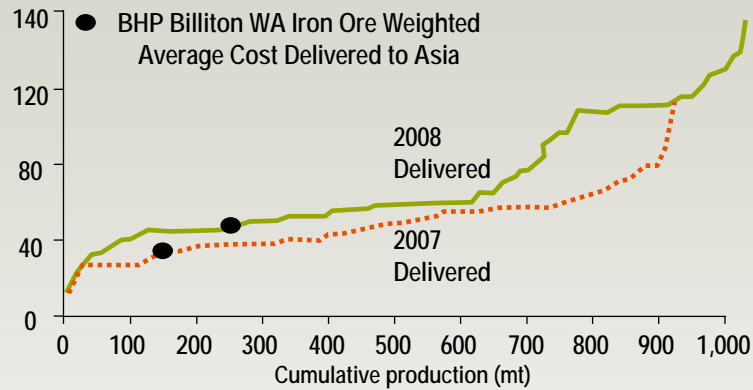
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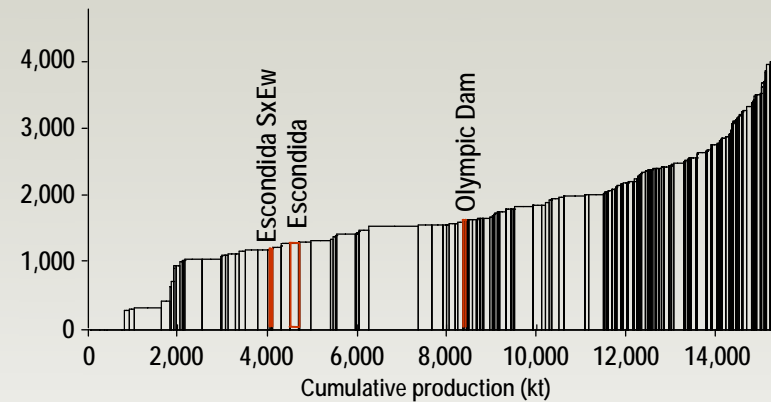
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# World class assets contribute volumes and returns through the cycle

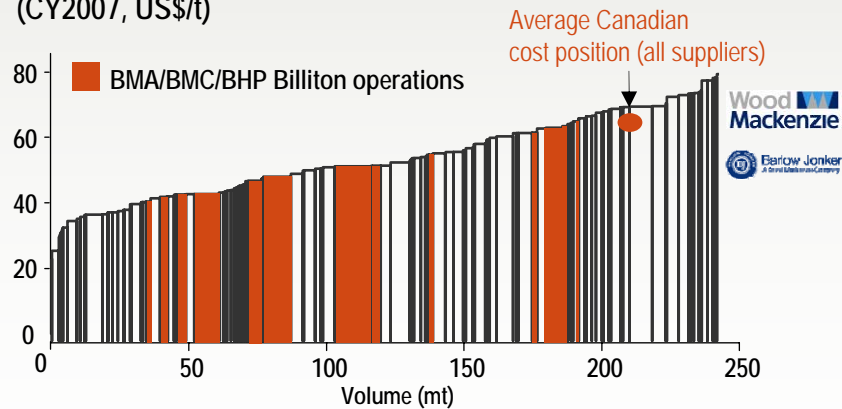
## Iron ore cash operating costs (US\$/dmt)



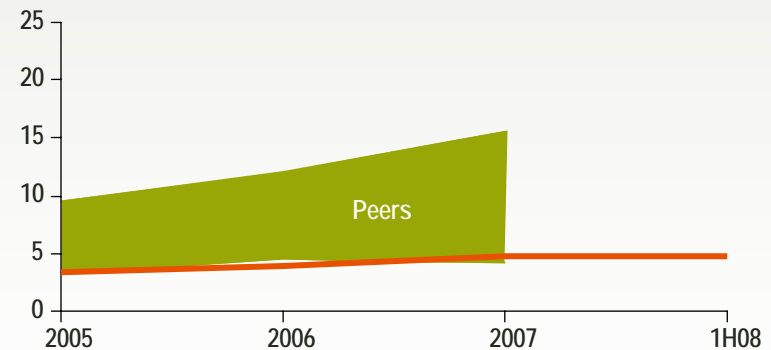
## Copper cash operating costs (US\$/t)



## Metallurgical coal FOB cash operating costs (CY2007, US\$/t)



## Oil and gas cash operating costs (US\$/boe)



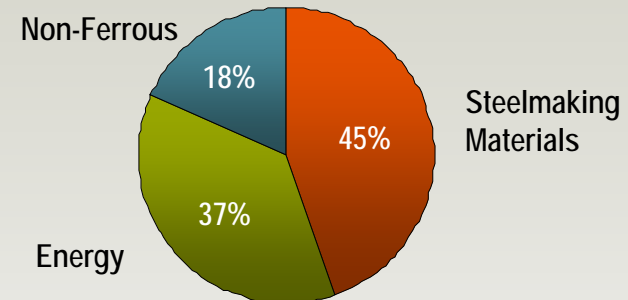
Note: Iron ore cash operating cost: as per CRU and BHP Billiton analysis. Metallurgical coal cash operating costs: Copyright Barlow Jonker. Not to be used in any third party documentation. Copper cash operating costs: as per CRU. Oil and gas cash operating costs: peer group includes Anadarko, Apache, Devon, Hess, Murphy, Noble, Talisman and Woodside;

Source: BHP Billiton, John C. Herold Inc and Annual Reports.

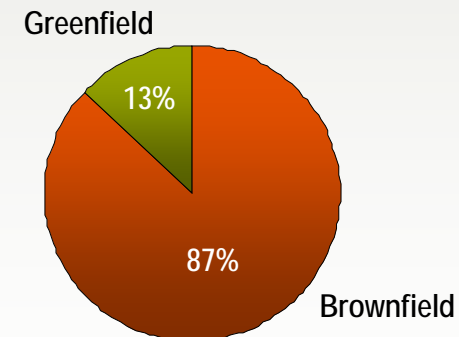
# Strength to invest through the cycle

- Strong balance sheet and cashflow provides ability to invest across the cycle
- Investing in growth today does not deliver immediate volume to the market. It can deliver future volume in to healthier markets
- Focus remains on lower capital higher returning brownfield expansions of assets at the bottom end of the cost curve
- Quality energy portfolio provides growth opportunity in high margin business
- All projects need to meet hurdle rates of return based on long term prices, not near term volatility

**% of growth CY2007-2012 (a)**  
(Estimated & unrisksed)



**Expected production growth by project type (a)(b)**  
(Copper equivalent tonnes, CY2007-CY2012)



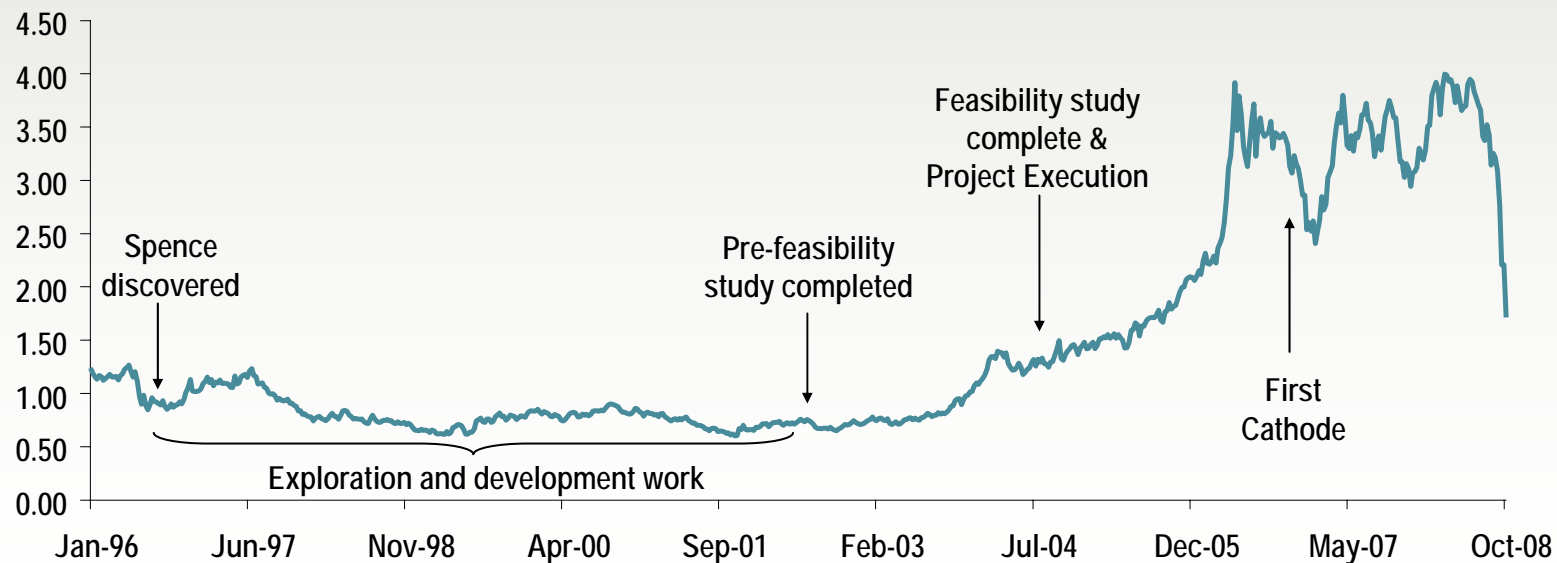
Note:

- (a) Growth in production volumes on a copper equivalent units basis between CY2007 and CY2012 calculated using BHP Billiton estimates for BHP Billiton production. Production volumes exclude BHP Billiton's Specialty 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. Prices as at July 2008. All periods exclude third party trading activities.
- (b) Brownfield includes growth from existing operations as at 31-Dec-2007, as well as expansions and additional developments of, or around those assets.

## Strength to invest through the cycle – Spence a case Study

- Having the ability to invest in commodity cycle downturns results in the ability to deliver future production in to more robust markets
- The decision to invest in Spence was taken in October 2004 when the copper price was around \$1.50/lb
- First production occurred in December 2006 (copper price at \$3.00/lb). Since then Spence has produced c254kt of copper at an average price of c\$3.35/lb

Copper price  
(US\$/lb)



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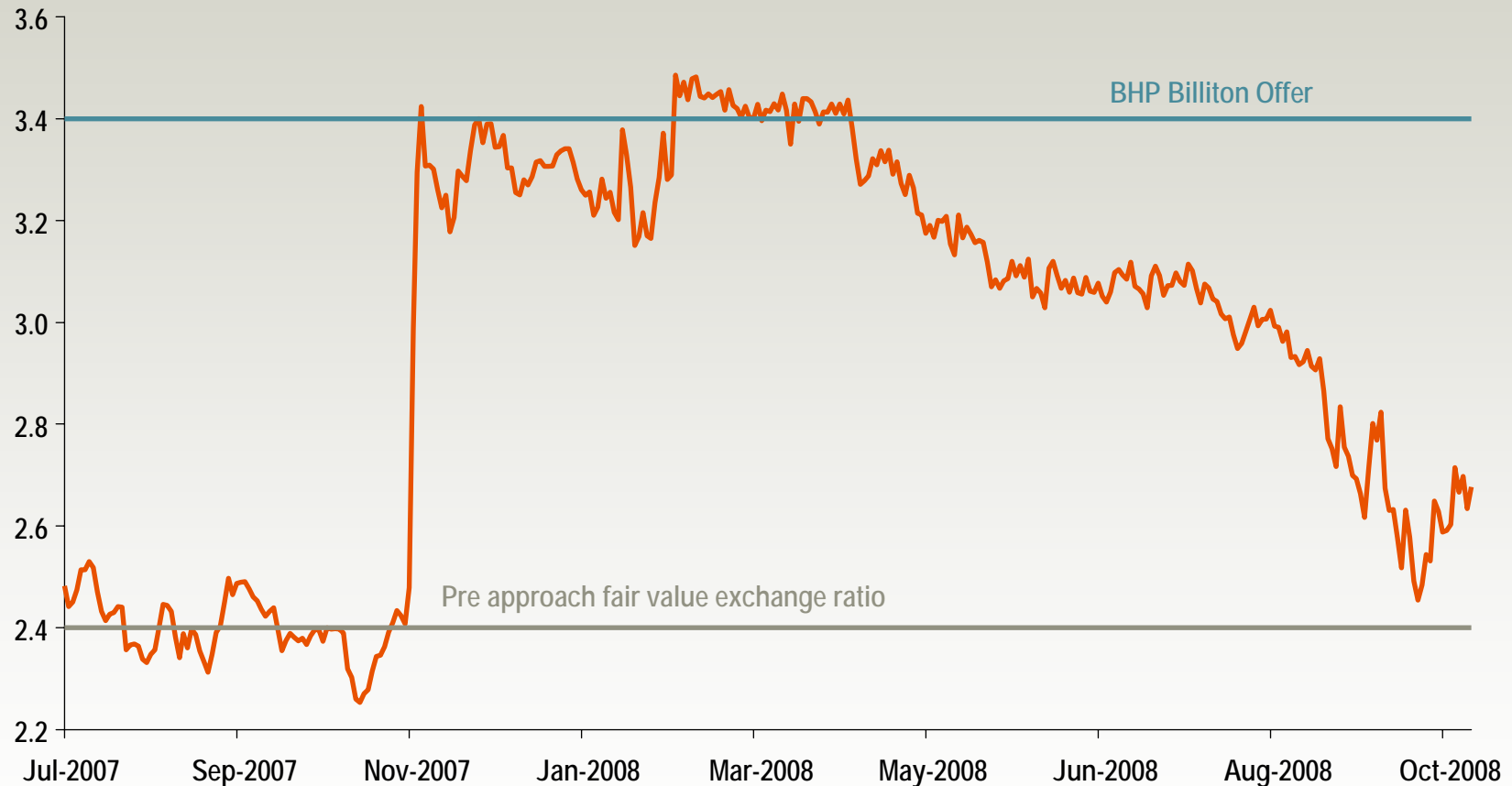


# Keys to unlocking value

- 1 Optimising mineral basin positions and infrastructure
  - Lower cost, more efficient production
  - Unlocking volume through matching reserves with infrastructure
- 2 Enhanced platform for future growth
  - Deployment of scarce resources to highest value opportunities
  - Greater ability to develop the next generation of large scale projects in new geographies
  - Better positioned as partner of choice with governments and stakeholders
  - Efficient exploration and infrastructure development
- 3 Unique synergies and combination benefits
  - Economies of scale – especially procurement
  - Avoid duplication, reduce corporate and divisional non-operating costs
  - Accelerate tonnage delivered to market

## 3.4:1 offer represents compelling value

### Rio Tinto vs BHP Billiton historical share exchange ratio



Source: Datastream (as at 4-Nov-2008).

Note: 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. 2.4 fair value exchange ratio represents average for period between Rio Tinto offer for Alcan (12-Jul-2007) and BHP Billiton approach to Rio Tinto Board (1-Nov-2007).

# Combination is about reducing risk, not increasing it

- Increased size does not mean increased complexity – simplicity of the business model remains key
- Operating as one company results in:
  - More diversified asset portfolio, lower risk
  - An enhanced portfolio of growth opportunities
  - Greater ability to develop the next generation of large scale projects in new geographies
  - Operating and capital cost efficiencies
  - Quantifiable synergies of US\$3.7bn per annum<sup>(a)</sup>
- Key management positions will be filled by drawing on the best of both management teams
- High share price correlation means similar portfolio concentration, whether the companies are combined or separate

Note:

(a) Estimated incremental EBITDA (nominal) based on publicly available information. To be read in conjunction with the notes in Appendix IV of BHP Billiton's announcement dated 6-Feb-2008. Full run rate synergies expected in the seventh full year following completion.

# Indicative timetable for the offer

Event	2008						2009	Offer Period			
	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Day 0 <sup>(a)</sup>	Day 60	Post Day 60	
<b>Regulatory Approvals</b> Satisfaction of regulatory approval pre-conditions											
<b>Offer Documentation</b> Posting of offer documents for Rio Tinto plc offer and Rio Tinto Ltd offer to shareholders										(within 28 days of the pre conditions being satisfied)	
<b>Offer Fulfilment</b> Last date for fulfilment of greater than 50% minimum acceptance condition in both the Rio Tinto plc and Rio Tinto Ltd offers											
<b>Post Day 60</b> If minimum acceptance conditions are met – offer continues. (i.e. in order to receive sufficient acceptances to enable compulsory acquisition)											

Notes:

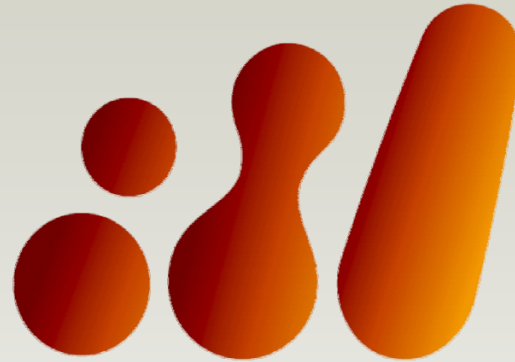
a) Date for Day 0 may fall in 2008 or 2009. Timetable is indicative only.

## Summary – Our Expectations

- Financial market volatility and economic uncertainty to continue in the short-term
- China, India and other developing economies to continue to drive demand for commodities in the long-term
- Our diversified portfolio of low cost, high quality assets places us at a competitive advantage
- Our balance sheet and strong cash flow are a significant advantage. They provide the ability to invest and grow through the cycle
- BHP Billiton is working towards completing the regulatory review process for the Rio Tinto offer by early 2009
- We believe our offer is compelling for Rio Tinto shareholders, and value enhancing for BHP Billiton shareholders



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