

**Australian Securities and Investments Commission
Corporations Act 2001 - Paragraph 669(1)(b) – Declaration**

Under paragraph 669(1)(b) of the *Corporations Act 2001 (Act)* the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6A of the Act applies to the person specified in Schedule A in the case specified in Schedule B as if section 661A of the Act (as modified by ASIC Class Order [CO 01/1544]) were further modified or varied by inserting after subsection (2):

"(2A) This subsection applies where all of the following are satisfied:

- (a) a special voting arrangement is in place whereby:
 - (i) a body corporate ("target 1") has issued a special voting share to a special purpose body corporate (called the "special voting company"); and
 - (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in target 1's constitution as at the date of the commencement of this paragraph) only so as to mirror the votes cast by holders of ordinary shares in another body corporate ("target 2"); and
 - (iii) voting shares in target 1 may from time to time be held by a subsidiary of target 2 ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in target 1's constitution as at the date of the commencement of this paragraph) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in target 2; and
- (b) a takeover bid (the "Australian bid") is made for the ordinary shares in target 1 at or around the same time as an offer (the "UK offer") is made for the ordinary shares in target 2 (being an offer which is governed by the rules set out in the City Code on Takeovers and Mergers of the United Kingdom); and
- (c) as at the date of the first offer under the Australian bid, a subsidiary of target 2 holds ordinary shares (the "cross-holding") in target 1; and
- (d) the bidder has acquired under the Australian bid, more than 50% of the ordinary shares in target 1, excluding from the number of ordinary shares:
 - (i) acquired by the bidder, any shares that were a part of the cross-holding that have been so acquired and any ordinary shares (the "pre-bid holding") in target 1 held by or on behalf

of the bidder or its associates as at the date of the first offer under the Australian bid; and

- (ii) in target 1, the cross-holding and the pre-bid holding; and
- (e) the bidder has acquired under the UK offer, more than 50% of the ordinary shares in target 2 (excluding from the number of ordinary shares acquired by the bidder and from the number of ordinary shares in target 2, ordinary shares in target 2 held by or on behalf of the bidder or its associates as at the date of the first offer under the UK offer); and
- (f) the Australian bid and the UK offer have become or have been declared free of all conditions.

For the purposes of the 75% calculation in subparagraph (1)(b)(ii), the cross-holding is taken to have been acquired by the bidder under the Australian bid to the extent (if any) that it has not been so acquired."

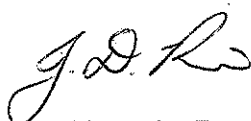
Schedule A

Rio Tinto Limited ACN 004 458 404 (*Rio Tinto Limited*)

Schedule B

A takeover bid by a bidder for all the ordinary shares in Rio Tinto Limited made at or around the same time as an offer by that bidder for all the ordinary shares in Rio Tinto Plc registered number 719885 (*Rio Tinto Plc*) a body corporate incorporated under the Companies Act of the United Kingdom.

Dated this 2nd day of October 2008



Signed by John David Price
as a delegate of the Australian Securities and Investments Commission