

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC  
Form 425  
May 14, 2008

Filed by: BHP Billiton Plc

and BHP Billiton Limited

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Rio Tinto plc

Commission File No.: 001-10533

The following are slides comprising a presentation that was first given by Alberto Calderon, Chief Commercial Officer, BHP Billiton on May 14, 2008.

Sales Desk Update  
Alberto Calderon, Chief Commercial Officer  
14 May 2008

Page 2  
Page 2  
Disclaimer  
This  
document  
has  
been

prepared  
by  
BHP  
Billiton  
Limited  
and  
BHP  
Billiton  
Plc  
( BHP  
Billiton")  
and  
comprises  
the  
written  
materials/slides  
for  
a  
presentation  
concerning  
BHP  
Billiton's  
offers  
for  
Rio  
Tinto  
Limited  
and  
Rio  
Tinto  
plc  
( Rio  
Tinto ).  
By  
reviewing/attending  
this  
presentation  
you  
agree  
to  
be  
bound  
by  
the  
following  
conditions.  
The  
directors  
of  
BHP

Billiton  
accept  
responsibility  
for  
the  
information  
contained  
in  
this  
presentation.  
Having  
taken  
all  
reasonable  
care  
to  
ensure  
that  
such  
is  
the  
case,  
the  
information  
contained  
in  
this  
presentation  
is,  
to  
the  
best  
of  
the  
knowledge  
and  
belief  
of  
the  
directors  
of  
BHP  
Billiton,  
in  
accordance  
with  
the  
facts  
and  
contains

no  
omission  
likely  
to  
affect  
its  
import.  
Subject  
to  
the  
above,  
neither  
BHP  
Billiton  
nor  
any  
of  
its  
directors,  
officers,  
employees  
or  
advisers  
nor  
any  
other  
person  
makes  
any  
representation  
or  
warranty,  
express  
or  
implied,  
as  
to,  
and  
accordingly  
no  
reliance  
should  
be  
placed  
on,  
the  
fairness,  
accuracy  
or  
completeness

of  
the  
information  
contained  
in  
the  
presentation  
or  
of  
the  
views  
given  
or  
implied.  
To  
the  
extent  
permitted  
by  
law,  
neither  
BHP  
Billiton  
nor  
any  
of  
its  
directors,  
officers,  
employees  
or  
advisers  
nor  
any  
other  
person  
shall  
have  
any  
liability  
whatsoever  
for  
any  
errors  
or  
omissions  
or  
any  
loss  
howsoever

arising,  
directly  
or  
indirectly,  
from  
any  
use  
of  
this  
information  
or  
its  
contents  
or  
otherwise  
arising  
in  
connection  
therewith.  
This  
presentation  
is  
for  
information  
purposes  
only  
and  
does  
not  
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  
or  
qualification  
under

the securities laws of any such jurisdiction (or under an exemption from such requirements). No offering of securities shall be made into the United States except pursuant to registration under the US Securities Act of 1933, as amended, or an exemption therefrom. Neither this presentation nor any copy of it

may  
be  
taken  
or  
transmitted  
or  
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.  
This  
presentation  
is  
directed  
only  
at  
persons  
who  
(i)  
are  
persons  
falling  
within  
Article  
49(2)(a)  
to  
(d)  
("high  
net  
worth  
companies,  
unincorporated  
associations  
etc.")  
of  
the  
Financial  
Services  
and  
Markets  
Act  
2000  
(Financial  
Promotion)  
Order  
2005  
(as  
amended)  
(the  
"Order")  
or

(ii)  
have  
professional  
experience  
in  
matters  
relating  
to  
investments  
falling  
within  
Article  
19(5)  
of  
the  
Order  
or  
(iii)  
are  
outside  
the  
United  
Kingdom  
(all  
such  
persons  
being  
referred  
to  
as  
"relevant  
persons").  
This  
presentation  
must  
not  
be  
acted  
on  
or  
relied  
on  
by  
persons  
who  
are  
not  
relevant  
persons.  
Certain

statements  
in  
this  
presentation  
are  
forward-looking  
statements.

The  
forward-looking  
statements  
include  
statements  
regarding  
contribution  
synergies,  
future  
cost  
savings,  
the  
cost  
and  
timing  
of  
development  
projects,  
future  
production  
volumes,  
increases  
in  
production  
and  
infrastructure  
capacity,  
the  
identification  
of  
additional  
mineral  
Reserves  
and  
Resources  
and  
project  
lives  
and,  
without  
limitation,  
other  
statements

typically  
containing  
words  
such  
as  
"intends",  
"expects",  
"anticipates",  
"targets",  
"plans",  
"estimates"  
and  
words  
of  
similar  
import.  
These  
forward-looking  
statements  
speak  
only  
as  
at  
the  
date  
of  
this  
presentation.  
These  
statements  
are  
based  
on  
current  
expectations  
and  
beliefs  
and,  
by  
their  
nature,  
are  
subject  
to  
a  
number  
of  
known  
and  
unknown



risks  
and  
uncertainties  
that  
could  
cause  
actual  
results,  
performance  
and  
achievements  
to  
differ  
materially  
from  
any  
expected  
future  
results,  
performance  
or  
achievements  
expressed  
or  
implied  
by  
such  
forward-looking  
statements.  
The  
forward-looking  
statements  
are  
based  
on  
numerous  
assumptions  
regarding  
BHP  
Billiton's  
present  
and  
future  
business  
strategies  
and  
the  
environments  
in  
which

BHP  
Billiton  
and  
Rio  
Tinto  
will  
operate  
in  
the  
future  
and  
such  
assumptions  
may  
or  
may  
not  
prove  
to  
be  
correct.  
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.

Page 3  
Page 3  
Disclaimer (continued)  
Cautionary  
Note  
to  
US

Investors

The  
SEC  
permits  
oil  
and  
gas  
companies,  
in  
their  
filings  
with  
the  
SEC,  
to  
disclose  
only  
proved  
reserves  
that  
a  
company  
has  
demonstrated  
by  
actual  
production  
or  
conclusive  
formation  
tests  
to  
be  
economically  
and  
legally  
producible  
under  
existing  
economic  
and  
operating  
conditions.  
BHP  
Billiton  
uses  
certain  
terms  
in

this  
presentation,  
such  
as  
probable  
reserves  
and  
"contingent  
resources",  
that  
the  
SEC's  
guidelines  
strictly  
prohibit  
oil  
and  
gas  
companies  
from  
including  
in  
filings  
with  
the  
SEC.  
US  
Investors  
are  
urged  
to  
consider  
closely  
the  
disclosure  
in  
BHP  
Billiton  
Annual  
Report  
on  
Form  
20-F  
from  
the  
year  
ended  
June  
20,  
2007,

File  
No.  
001-09526  
(for  
BHP  
Billiton  
Limited)  
and  
File  
No.  
001-31714  
(for  
BHP  
Billiton  
Plc),  
available  
from  
BHP  
Billiton  
at  
BHP  
Billiton  
Limited,  
180  
Lonsdale  
Street,  
Melbourne,  
Victoria,  
3000  
Australia  
or  
at  
BHP  
Billiton  
Plc,  
Neathouse  
Place,  
Victoria,  
London,  
United  
Kingdom.  
You  
can  
also  
obtain  
the  
BHP  
Billiton  
Annual  
Report

from  
the  
SEC  
by  
calling  
1-800-SEC-  
0330  
or  
by  
visiting  
the  
SEC's  
website  
(<http://www.sec.gov>).

The  
SEC  
generally  
permits  
mining  
companies  
in  
their  
filings  
with  
the  
SEC  
to  
disclose  
only  
those  
mineral  
deposits  
that  
the  
company  
can  
economically  
and  
legally  
extract.  
Certain  
terms  
in  
this  
presentation,  
including  
"resource",  
would  
not  
generally

be  
permitted  
in  
an  
SEC  
filing.  
The  
material  
denoted  
by  
such  
terms  
is  
not  
proven  
or  
probable  
Reserves  
as  
such  
terms  
are  
used  
in  
the  
SEC's  
Industry  
Guide  
7,  
and  
there  
can  
be  
no  
assurance  
that  
BHP  
Billiton  
will  
be  
able  
to  
convert  
such  
material  
to  
proven  
or  
probable  
Reserves

or  
extract  
such  
material  
economically.

BHP

Billiton

urges

investors

to

refer

to

its

Annual

Report

on

Form

20-F

for

the

fiscal

year

ended

June

30,

2007,

for

its

most

recent

statement

of

mineral

Reserves

calculated

in

accordance

with

Industry

Guide

7.

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  
ADR  
holders  
by  
filing  
with  
the  
Securities  
and  
Exchange  
Commission  
(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

ADRS  
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  
US  
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  
US  
securities  
laws.  
It  
may  
be  
difficult  
to  
compel  
a  
foreign  
company  
and  
its  
affiliates  
to  
subject  
themselves  
to  
a  
US  
court's  
judgment.  
You  
should  
be  
aware  
that  
BHP  
Billiton  
may  
purchase  
securities  
of

Rio  
Tinto  
plc  
and  
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.  
THIS  
MEMORANDUM  
IS  
SOLELY  
FOR  
INTERNAL  
USE  
IN  
THE  
OFFICES  
OF  
GOLDMAN  
SACHS  
INTERNATIONAL,

AND  
COPIES  
OF  
THIS  
MEMORANDUM  
OR  
ANY  
PORTION  
THEREOF  
MAY  
NOT  
BE  
MADE  
AVAILABLE  
TO  
CUSTOMERS  
OR  
OTHERWISE  
DISTRIBUTED  
OUTSIDE  
THE  
OFFICES  
OF  
GOLDMAN  
SACHS  
INTERNATIONAL.

Page 4  
Resourcing  
the future

BHP Billiton Petroleum update

Merrill Lynch conference

Update on growth  
Page 4

Page 5

BHP Billiton Petroleum

Reserve misconceptions corrected

These assets can be very long life.

BHP Billiton Petroleum targets +20 year life assets

Proved Reserves 1,353 mmboe  
PLUS probable Reserves plus 2C Contingent Resources 2,241  
mmboe  
= Total Resources 3,594 mmboe

With capital and expertise any competent E&P company can replace  
reserves for <\$20/bbl,

BHP Billiton Petroleum 3 year average <US\$15/bbl

Greater than 100% reserve replacement expected in FY08

Page 5

Source:

BHP Billiton.

Notes:

Historical information.

Future production is mid point estimate based on an array of future scenarios.

BHP Billiton attributable production

Annual production

(mmboe)

History

Projected

Bass Strait

NWS





Page 6

Page 6

BHP Billiton Petroleum

Operating performance is strong

Significant improvements in safety performance

3 LTIs

YTD (9 mos) vs

20 in FY06

Significant improvement in uptime performance

3QFY08: 93.5% vs

1QFY07: 89.0%

1% improved uptime = ~1.5 mmboe

Well into new projects coming on line

Average daily production for Apr-08 was 378

kboed

vs. ~318 kboed

FY06/FY07

Industry leading deepwater drilling performance

GOM 7 year average 3.29 days/1000 feet, 45%

better than peer average

Can cost US\$750,000 per day

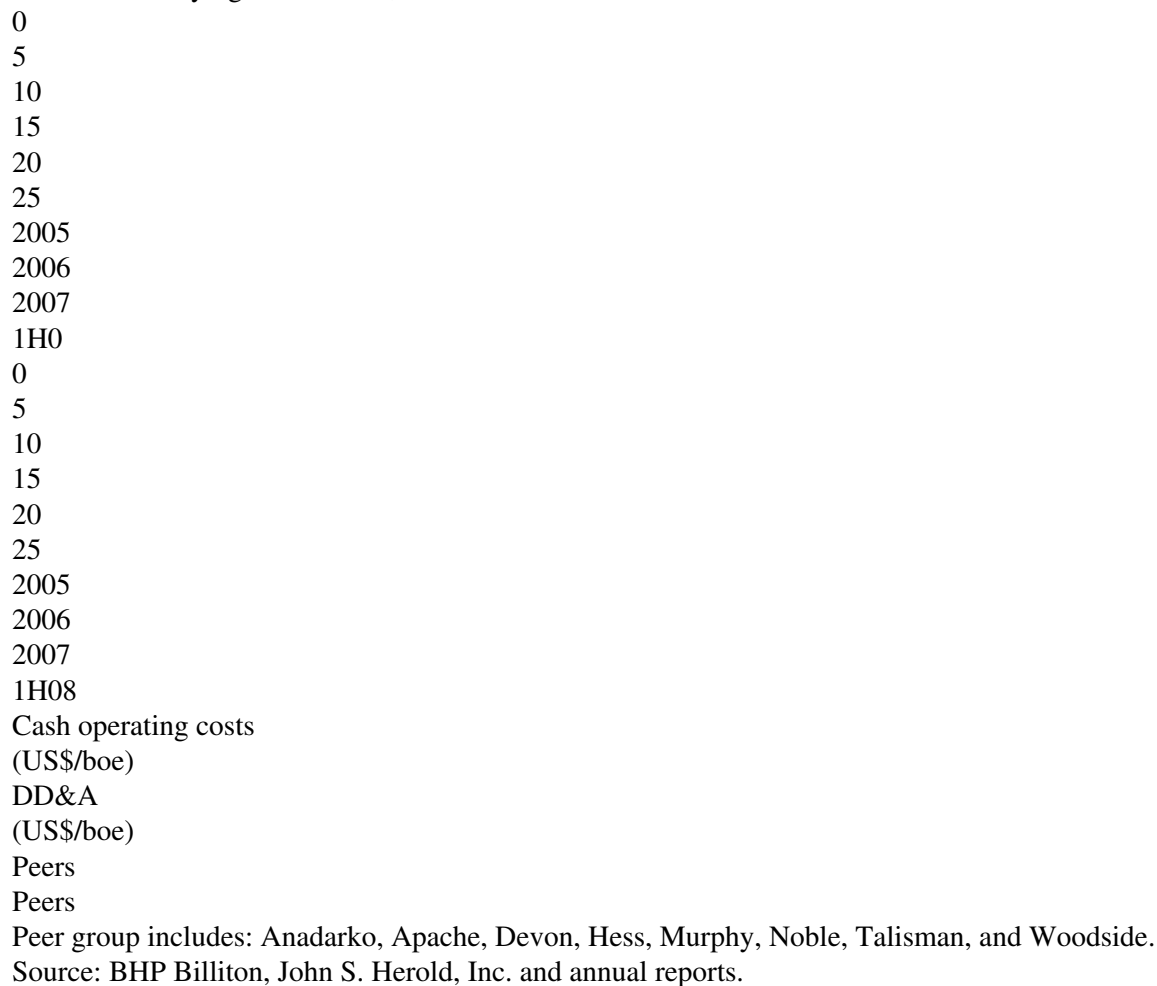
Unit operating costs holding steady ~US\$5.00/boe

Rising to ~US\$6.00/boe over next 4 years

Unit DD&A at ~US\$6.00/boe worldwide

Expected to rise as major projects come on-line

1H 08 Underlying EBIT US\$1,972m



Page 7

Page 7

BHP Billiton Petroleum

Financial outlook is underpinned by growth and price

BHP Billiton net production forecast

(mmboe/yr)

0

50  
100  
150  
200  
FY07  
FY08E  
FY09E  
FY10E  
FY11E  
Gas  
Liquids  
Gas and LNG contracts pricing structure

Forecast volume growth of ~10% CAGR to FY11, underpinned by projects in execution

Oil  
price  
environment  
expected  
to  
remain  
robust,  
excellent  
fiscal  
regimes

captures  
full  
upside

LNG market major shift in demand-supply fundamentals and crude price linkages

LNG contract reopeners are leading to large price increases -  
tied to crude

New, large volume LNG contracts capture current crude price terms

Page 8  
Page 8  
BHP Billiton Petroleum  
Ahead: Inventory of future projects under design and evaluation  
Petroleum HQ  
Algeria  
UK

Pakistan  
Gulf of Mexico  
Mad Dog West (23.9%)  
Subsea  
tie-back  
Puma (29.8%)  
Subsea  
tie-back  
Shenzi  
N (44%)  
Subsea  
tie-back  
Neptune N (35%)  
Subsea  
tie-back  
Knotty Head (25%)  
Deepwater development  
Macedon (71.43%)  
Subsea  
wells and gas plant  
Thebe (100%)  
LNG development  
Scarborough (50%)  
LNG development  
Browse LNG (10.5%)  
LNG development  
Trinidad  
Angostura Gas (45%)  
Gas field development  
W Australia  
OIL  
GAS  
LNG  
Bass Strait  
Turrum  
(50%)  
Gas field development  
NWS CWLH (16.67%)  
Replacement of FPSO and  
associated subsea  
facilities  
North West Shelf  
NWS WFGH (16.67%)  
Gas field development

Page 9  
Page 9  
BHP Billiton Petroleum  
An E&P player with the power and reach of a super-major  
Market capitalisation  
(US\$ bn  
April 2007)

Credibility and stature that Petroleum could not secure in its own right

A unique offer to major resource holder governments, NOCs and other potential partners

The corporate stature and financial strength of an oil super-major

A strong track record in building and operating major resource projects

Our domicile is of lower political sensitivity

Petroleum is a credible partner with recognised expertise in key areas

Pushing scale and structure

Increased equity ownership from ~41% to ~55%

Increased percentage of portfolio that is Operated to ~66%

0  
50  
100  
150  
200  
250  
Murphy Oil Corp  
Nexen  
Talisman  
Canadian Oil  
OMV AG  
Petro-Canada  
Chesapeake  
Hess  
PTT  
Anadarko  
EOG Resources  
XTO Energy  
Marathon  
Husky Energy  
Woodside  
Canada Natural



Apache

Repsol YPF

Suncor Energy

Devon Energy

Imperial Oil

Encana

Occidental

BG Group

Statoilhydro

Conocophillips

ENI

Chevron

Total

BP

BHP Billiton

Royal Dutch

Exxon Mobil

Integrated

E&P

(1)

Source:

Bloomberg,

Note:

Exxon Mobil US\$452bn

Page 10  
Resourcing  
the future

BHP Billiton Petroleum update

Merrill Lynch conference

Update on growth

Page 11  
Merrill Lynch Conference  
Diversified and balanced across high margin commodities  
Underlying EBITDA  
(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. FY2002 EBITDA numbers are presented in accordance with UK GAAP whereas CY2007 is based on IFRS (so underlying EBITDA margin excludes third party sales).

Iron ore

75%

Manganese

Energy coal

Metallurgical coal

52%

52%

Diamond and

specialty products

Base metals

40%

43%

36%

Petroleum

70%

Stainless

steel materials

Aluminium

34%

23%

0

6,000

12,000

18,000

24,000

FY2002

CY2007

4,677

23,623

Iron Ore

Manganese

Met. Coal

Petroleum

Energy Coal

Aluminium

Base Metals

Stainless

Steel

Diamond & Specialty

Products

Non

ferrous

(56%)

Energy

(21%)

Carbon

Steel  
Materials  
(22%)

Page 12  
Merrill Lynch Conference  
Significant price increases across all product groups  
552%  
512%  
337%  
Met. Coal

Manganese

Iron Ore

421%

228%

90%

Copper

Nickel

Aluminium

491%

346%

163%

Uranium

Oil

Energy Coal

a)

Hard

coking

coal

based

on

Peak

Downs/Goonyella/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.  
d)  
Copper  
listed  
on  
the  
London  
Mercantile  
Exchange

(LME)

e)

Nickel

listed

on

the

London

Mercantile

Exchange

(LME)

f)

Aluminium

listed

on

the

London

Mercantile

Exchange

(LME)

g)

Uranium

NEUXCO

spot

prices

h)

WTI

Crude

Oil

listed

on

the

New

York

Mercantile

Exchange

(NYMEX)

i)

Energy

Coal

(Powder

River

Basin)

Carbon Steel Materials

Non-Ferrous

Energy

(a)

(b)

(c)

(d)

(e)

- (f)
- (g)
- (h)
- (i)

Page 13  
Page 13  
Source:  
BHP  
Billiton  
2007  
Annual

Report,  
2008  
Interim  
Financial  
Results  
Announcement, Goldman  
Sachs  
JBUere  
Research  
Note:  
(a)Iron  
equivalent  
production  
based  
on  
coking  
coal  
and  
manganese  
production  
converted  
to  
iron  
ore  
equivalent  
tons.  
Prices  
estimated  
by  
dividing  
CY  
2007  
revenue  
by  
CY  
2007production.  
Includes  
production  
and  
EBIT  
from  
Iron  
Ore,  
Coking  
Coal  
and  
Manganese.  
Production  
calculated  
on

BHP  
Billiton  
figures  
for  
the  
last  
twelve  
months,  
calendarised  
to  
31-Dec-2007.

Merrill Lynch Conference  
Our Carbon Steel Materials assets are Tier 1 assets

Carbon Steel Materials (Iron  
Ore, Coking Coal and  
Manganese)

Resource and mineralisation  
that supports production for  
more than 50 years in both  
Coking Coal and Iron Ore

Large high grade ore bodies,  
concentrated around key  
infrastructure

Very low cost curve position and  
close proximity to Asian growth  
market

Project development and  
production growth record, the  
equal of its peers

Iron Ore  
Coking Coal  
Manganese

27.4  
103.5  
62.5

Iron ore equivalent(a)  
production  
(mt) (CY 2007)

193.3  
1.1  
0.6  
3.0  
4.7

Underlying EBIT  
(12 months, US\$bn)

Page 14  
Escondida  
Norte  
+  
Sulphide Leach  
Phase IV +  
Laguna Seca

Concentrator  
Oxide Plant  
Expansion  
Phase 3.5 +  
Oxide Plant  
Phase III  
Phase I + II  
Original plan: 320kt of copper a year  
Page 14  
Copper production at Escondida  
(Tonnes, 000)  
Source: BHP Billiton estimates  
Merrill Lynch Conference  
Escondida  
demonstrates the true value of Tier 1 assets  
Tier 1 Assets

Tier 1 assets are large, long-life, low-cost and expandable resources that generate exportable commodities.

This means that they can deliver more value for longer. They are robust in the down-cycle.

But the real value of Tier 1 is revealed during times of high prices when they can be expanded as needed to meet increased demand

Sometimes several times

Staged development maximises return.



Page 15

Merrill Lynch Conference

Staged development of Olympic Dam appears the key

(a) Does not include silvers approximate \$1 per tonne

Source:Resources, metal grades and recover rates obtained from the BHP Billiton FY2007 Annual Report. Prices as at 30 April

20

180

150  
190  
190  
730  
4.0  
0.5  
4.5  
5  
5  
19  
100  
20  
280  
200  
200  
800  
Copper  
kt  
p.a.  
Gross average revenue yield by per  
tonne of resource  
(a)  
(US\$)  
29  
Olympic Dam  
Escondida  
71  
106  
6  
33  
Uranium  
kt  
p.a.  
Gold  
koz  
p.a.  
Staged development concept -  
forecast production at each stage  
Expansion stages  
1.2&1.3  
1.1  
2.0  
3.0  
Today  
Full  
produc-  
tion

Page 16  
Resourcing  
the future

BHP Billiton Petroleum update

Merrill Lynch conference

Update on growth

Page 17

Copper equivalent: care required for future projections

Approach

Converting all production to a common basis allows volumes of different commodities to be aggregated and compound annual growth rates per annum (CAGR) to be calculated.

Copper equivalent conversion achieves this in a simplistic way.

Price used to convert

Long term consensus prices used to convert key commodities to the common basis

Which projects, what years?

Volumes include attributable production from existing operations, plus new production through expansions of existing operations and development of new greenfield projects

Time frame of CY07 to CY12 used

Use of CY07 as base year anchors growth rates on most recent, actual results\*

Five year forecast used as better able to gauge likelihood of projects. Projects beyond the five year time frame typically have much greater risks and uncertainty.

Index vs  
absolute?

Indexed does not show scale and scale matters

Unrisked or risked ?

Unrisked removes subjectivity, whilst nearer term focus on deliverable volumes reduces likelihood of aspirational projects

Value Considerations

Absolute copper equivalent units show scale, which is a significant driver of project economics

Copper equivalent units do not consider profitability

Note \*: Rio Tinto adjusted for Alcan acquisition (full year PF included for CY07)







Page 18  
Olympic Dam  
Expansion 3  
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  
BHP Billiton has an attractive growth profile of significant scale  
Navajo  
Sth  
Bakhuis  
Maruwai  
Stage 2  
NWS Nth  
Rankin B  
WA Iron Ore  
RGP 4  
Kipper  
Antamina  
Exp  
Goonyella  
Expansions  
Corridor  
Sands 2  
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  
Maya  
Nickel  
Knotty  
Head

Page 19  
Simple Copper Equivalent

Focused on deliverable  
growth over the next five  
years.

Commence from CY '07, a  
year of known production

BHP Billiton 6.9% CAGR,  
and growing from 8.2 million  
tonnes of Cu equivalent to  
11.4 million tonnes of Cu  
equivalent

Rio Tinto on the same basis  
shows a growth rate of 6.0%  
CAGR but of lesser scale

0  
2,000  
4,000  
6,000  
8,000  
10,000  
12,000  
14,000  
CY 07  
CY 08  
CY 09  
CY 10  
CY 11  
CY 12

BHP Billiton has an attractive growth profile of significant scale

Copper Equivalent Tonnes '000  
Production in copper equivalent tonnes

BHP Billiton

Rio Tinto

Note:

Copper  
equivalent  
units  
calculated

using

BHP

Billiton

(BHPB)

estimates

for

BHPB

production;

Rio

Tinto

forecasts

for

RioTinto's

iron

ore,  
copper,  
alumina  
and  
aluminium  
production  
per  
Rio  
Tinto  
presentation  
13  
February  
2008,  
with  
Aluminium  
forecast  
adjusted  
to  
exclude  
Coega  
project  
(BHPB  
estimate).  
BHPB  
estimates  
used  
for  
Rio  
Tinto's  
production  
in  
other  
commodities.  
Production  
volumes  
exclude  
Rio  
Tinto  
Alcan's  
Engineered  
and  
Packaging  
operations,  
Industrial  
Minerals,  
Lead  
and  
Zinc  
businesses;  
BHPB's

Specialty  
Products  
operation;  
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  
BHPB  
assumptions  
for  
diamonds,  
domestic  
coal  
and  
manganese.  
Rio  
Tinto's  
CY07  
production  
volumes



include  
pro-  
forma  
full  
year  
Alcan  
alumina  
and  
aluminium  
as  
per  
12  
March  
2008  
announcement.  
Estimated &  
unrisked

Page 20

BHP Billiton's growth capital expenditure is focused on high margin commodities

Source: BHP Billiton analysis. EBIT margin excludes third party trading.

Note: BHP Billiton margins are actual CY07 margins.

Carbon Steel Materials

Non-Ferrous

Energy  
Margins matter

Cu equivalent production is  
based on implied revenue.

\$1 million of revenue from  
energy coal  
calculates to the  
same tonnage  
of copper  
equivalent as \$1 million of  
revenue from **petroleum**.

One tonne of petroleum  
derived copper is worth more  
than 4 times as much as one  
tonne of energy coal derived  
copper  
Using BHP Billiton CY 07  
EBIT margins

Page 21

64%

61%

47%

47%

37%

Copper

Petroleum

Nickel

Iron Ore

Aluminium

BHP Billiton's growth capital expenditure is focused on high margin commodities

EBIT Margin %

EBIT Margin %

20%

46%

63%

41%

14%

Aluminium

Iron Ore

Copper

Uranium

Energy Coal

Note: BHP Billiton margins are actual CY07 margins. Rio Tinto margins are actual where reported, otherwise BHP Billiton (excluding other base metals).

(a) Excluding mean synergies, and excludes Rio Tinto Alcan Engineering and Packaging. Source: BHP Billiton analysis

Top 5 Divisional CY07 EBIT Margin by Commodity

BHP Billiton CY07

Rio Tinto CY07

(a)

Ranked by

order of

contribution to

EBIT CY 07

Page 22  
Capital cost and risk matter  
Growth in Copper Equivalent Tonnes (CY 07-12)  
Production growth from brownfield  
expansions vs  
greenfield  
development

82%

78%

22%

18%

Source:

BHP

Billiton

analysis.

Rio

Tinto

excludes

Coega

greenfield

project

development.

Brownfield

Expansions or additional  
developments of, or around  
existing operations

Lower cost and lower risk

BHP Billiton 82% of growth  
in copper equivalent units  
(CY07-12)  
Greenfield

Development of a new  
operation where no  
operations exist to  
ameliorate risk or cost

BHP Billiton 18% of growth  
in copper equivalent units  
(CY07-12)

