Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000.

Name of entity

BHP BILLITON LIMITED

ACN, ARBN or ARSN

004 028 077

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully Paid Ordinary Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	9,978,692
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Not applicable

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	The additional securities rank equally in all respects with existing quoted securities from the date of allotment or, in the case of Executive Share Scheme shares, from the date of payment of the final call amount.
5	Issue price or consideration	i) Executive Share Scheme: 40,000 @ $ 8.49 a share paid to one dollar thirty-six cents. 30,000 @ $ 9.62 a share paid to one dollar thirty-six cents. 20,000 @ $12.12 a share paid to one dollar forty cents. 40,000 @ $16.87 a share paid to one dollar thirty-six cents. 24,543 @ nominal value ii) Employee Share Plan: 95,000 @ $18.00 a share 1,389,844 @ $17.08 a share 113,500 @ $17.09 a share 74,500 @ $17.09 a share 300,986 @ $ 8.29 a share 162,648 @ $ 8.30 a share 19,500 @ $13.30 a share 75,000 @ $13.31 a share 10,000 @ $13.01 a share 691,500 @ $14.29 a share 5,000 @ $15.62 a share 180,000 @ $14.30 a share 25,000 @ $14.30 a share 29,500 @ $14.12 a share 92,150 @ $14.13 a share 1,729,100 @ $14.30 a share 1,000 @ $14.13 a share 4,829,921 @ nominal value

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	i) The purpose and terms of issue in respect of the Executive Share Scheme are contained in the Explanatory Booklet (previously forwarded). Includes issue of bonus shares in order to compensate partly paid shareholders for loss suffered due to an anomaly in relation to the treatment of the Executive Shares under the BHP Steel Demerger. ii) Allotment of 4,994,228 shares issued as a result of exercised options to shareholders participating in the Company's Employee Share Plan in accordance with the terms and conditions of the Plan. iii) Allotment of 4,829,921 shares issued as a result of exercised options in consideration of the July 2001 BHP Billiton DLC Merger 1.0651 for 1 Bonus Issue to shareholders participating in the Company's Employee Share Plan & Executive Share Scheme. iv) Employee Share Plan: The purpose and terms of issue in respect of the Employee Share Plan are contained in the Explanatory Booklet (previously forwarded).
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	a) Executive Share Scheme: 21 January 2003 to 3 April 2003. b) Employee Share Plan Options: 1 November 2002 to 30 April 2003.

8 Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
3,746,966,809	Ordinary shares fully paid

9 Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
25,481,988	Employee Share Plan Options
240,000	Ordinary shares paid to $1.40
1,155,000	Ordinary shares paid to $1.36
6,120,682	Performance Share Plan Performance Rights
11,451,354	Group Incentive Scheme Performance Shares

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The additional securities will participate fully in future dividends

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not Applicable

+ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Not Applicable
13	Ratio in which the +securities will be offered	Not Applicable
14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not Applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not Applicable

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and prospectus will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do +security holders sell their entitlements *in full* through a broker?	Not Applicable
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	+Despatch date	Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ✓ Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 N/A The names of the 20 largest holders of the additional +securities, and the number and

percentage of additional +securities held by those holders

36 N/A A distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 N/A A copy of any trust deed for the additional +securities

(now go to 43)

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	Not Applicable
39	Class of +securities for which quotation is sought	Not Applicable
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Not Applicable
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	Not Applicable

42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class
Not Applicable	

(now go to 43)

All entities

Fees

43 Payment method (tick one)

☐ Cheque attached

☐ Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

☐ Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

✓ To be invoiced

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant to ASX that the issue of the +securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those +securities should not be granted +quotation. We warrant to ASX that an offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Law.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

Sign here: .. . Date: ....4/6/2003....................
(~~Director~~/Deputy Company Secretary)

Print name: R V Taylor

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+ See chapter 19 for defined terms.