Rio Tinto

Attendance card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional holders:

Rio Tinto plc invites you to lodge a proxy instruction in respect of your Ordinary shares on the resolutions overleaf and to attend the annual general meeting of the Company to be held at the **Queen Elizabeth II Conference Centre, Broad Sanctuary, London SW1**, on 19 April 2012 at 11.00 am.

Shareholder Reference Number

Proxy Form - Annual General Meeting

Cast your Proxy online...**It's fast, easy and secure!**

www.investorcentre.co.uk/eproxy **Control Number:** **SRN:** **PIN:**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown above and agree to certain terms and conditions.

View the Annual Report online: **www.riotinto.com/reportingcentre2011**

Register at **www.investorcentre.co.uk -** elect for ecommunications & manage your holding with ease!

To be effective, all proxy appointments must be lodged with the Company's registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 17 April 2012 at 11.00 am.

Appointment of Proxy

Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be in respect of your full voting entitlement. (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.)

Appointing Additional Proxies

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0800 435 021 or you may copy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of securities in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

Explanatory Notes

The 'Vote withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6 pm on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities regulations 2001.

The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0800 435 021 to request a change of address form or go to www.computershare.com.

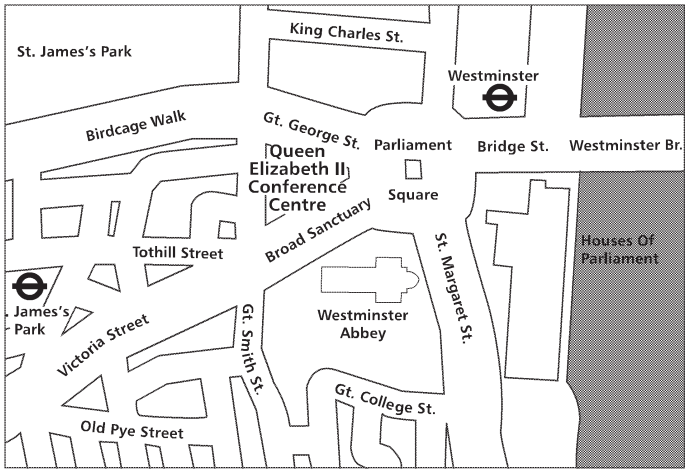
Any alterations made to this form should be initialled.

The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Holders

Location Map



Nearest underground stations: Westminster or St James's Park. Car parks near the Queen Elizabeth II Conference Centre are heavily used and shareholders are advised to travel to the meeting by public transport.

The venue is accessible for shareholders with disabilities and an induction loop is provided. Should further assistance be required on arrival, please contact a member of Rio Tinto staff.

Please note that if you are unable to attend the Annual General Meeting, it will be transmitted via a webcast and can be viewed at the Company's website www.riotinto.com/agm2012 on 19 April 2012 and a recording will be available on the website after that date.

11W4SE D01

STEP 1 Appoint a Proxy to Vote on your Behalf

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. [X]

I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).*

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement * on my/our behalf at the Annual General Meeting of Rio Tinto plc to be held at **The Queen Elizabeth II Conference Centre, Broad Sanctuary, London SW1** on 19 April 2012 at 11.00 am, and at any adjourned meeting.

*** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).**

STEP 2 Items of Business

FOLD HERE

	For	Against	Vote Withheld
1. To receive the financial statements and the reports of the directors and auditors for the year ended 31 December 2011	☐	☐	☐
2. Approval of the Remuneration report	☐	☐	☐
3. To elect Chris Lynch as a director	☐	☐	☐
4. To elect John Varley as a director	☐	☐	☐
5. To re-elect Tom Albanese as a director	☐	☐	☐
6. To re-elect Robert Brown as a director	☐	☐	☐
7. To re-elect Vivienne Cox as a director	☐	☐	☐
8. To re-elect Jan du Plessis as a director	☐	☐	☐
9. To re-elect Guy Elliott as a director	☐	☐	☐
10. To re-elect Michael Fitzpatrick as a director	☐	☐	☐
11. To re-elect Ann Godbehere as a director	☐	☐	☐
12. To re-elect Richard Goodmanson as a director	☐	☐	☐
13. To re-elect Lord Kerr as a director	☐	☐	☐
14. To re-elect Paul Tellier as a director	☐	☐	☐
15. To re-elect Sam Walsh as a director	☐	☐	☐
16. Re-appointment and remuneration of auditors	☐	☐	☐
17. Approval of the Rio Tinto Global Employee Share Plan	☐	☐	☐
18. Renewal of the Rio Tinto Share Savings Plan	☐	☐	☐
19. Authority to allot relevant securities under Section 551 of the Companies Act 2006	☐	☐	☐
20. Disapplication of pre-emption rights	☐	☐	☐
21. Authority to purchase Rio Tinto plc shares by the Company or Rio Tinto Limited	☐	☐	☐
22. Notice period for general meetings other than annual general meetings	☐	☐	☐

FOLD HERE

STEP 3 Signature

☐ Please tick here if this proxy appointment is one of multiple appointments being made.

I/We instruct my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

In the case of a corporation this form should be signed by two authorised signatories (E.g. Director & Company Secretary) stating their capacity. Alternatively, this form can be signed by a Director of the Company in the presence of a witness who attests the signature or under its common seal.

Signature

Date

DD / MM / YY

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