RIO TINTO Rio Tinto Limited
ABN 96 004 458 404

Proxy Form/Annual General Meeting

To be held at 9:30am on Thursday, 4 May 2006

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1800 813 292
(outside Australia) 61 3 9415 4030
Facsimile 61 3 9473 2555
www.computershare.com

Reference Number

Appointment of Proxy

I/We being a member/s of Rio Tinto Limited and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X') **OR** ☐ Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Rio Tinto Limited to be held in the Grand Ballroom, Hotel Sofitel, 25 Collins Street, Melbourne, Victoria on Thursday, 4 May 2006 at 9:30am and at any adjournment of that meeting.

Voting directions to your proxy - please mark X to indicate your directions

		For	Against	Abstain
Item 1.	Renewal of off-market and on-market buy-back authorities	☐	☐	☐
Item 2.	Renewal of authorities to buy back shares held by Rio Tinto plc	☐	☐	☐
Item 3.	Amendments to constituent documents	☐	☐	☐
Item 4.	To elect Tom Albanese as a director	☐	☐	☐
Item 5.	To elect Sir Rod Eddington as a director	☐	☐	☐
Item 6.	To re-elect Sir David Clementi as a director	☐	☐	☐
Item 7.	To re-elect Leigh Clifford as a director	☐	☐	☐
Item 8.	To re-elect Andrew Gould as a director	☐	☐	☐
Item 9.	To re-elect David Mayhew as a director	☐	☐	☐
Item 10.	Re-appointment of auditors of Rio Tinto plc and auditors' remuneration	☐	☐	☐
Item 11.	Approval of Remuneration report	☐	☐	☐
Item 12.	Receipt of reports and financial statements	☐	☐	☐

☐ **IMPORTANT NOTE:**
If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote in respect of Item 3 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by the Chairman of the Meeting for that Item other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote undirected proxies in favour of each Item. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on Item 3 and your votes will not be counted in calculating the required majority if a poll is called on that Item.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ____________ Contact Daytime Telephone ____________ Date / /

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How to complete the Proxy Form

1. Your Address

This is your address as it appears on Rio Tinto Limited's share register. If you are a shareholder sponsored by a broker (in which case your reference number overleaf will commence with an 'x'), you should advise your broker of any changes. **Please note, you cannot change ownership of shares or your address using this form.**

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. Your proxy may be a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.
A proxy need not be a shareholder of Rio Tinto Limited.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each Item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. Please also read the statement overleaf headed 'IMPORTANT NOTE'. If you do not mark any of the boxes on a given Item, your proxy may vote, or abstain from voting, as he or she chooses. If you mark more than one box on an Item, or if the total number of shares shown in the "For", "Against" and/or "Abstain" boxes is more than your total shareholding on Rio Tinto Limited's share register, your vote on that Item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Computershare Investor Services Pty Limited or you may copy this form.

To appoint a second proxy, you may on each of the first Proxy Form and the second Proxy Form, state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded. Please return both forms together in the same envelope.

5. Signing Instructions

You must sign this form as follows in the spaces provided.

Individual	where the holding is in one name, the shareholder must sign.
Joint Holding	where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney	to sign under Power of Attorney, you must have already lodged the Power with the share registry. If you have not previously lodged the Power of Attorney for notation, please attach it or a certified photocopy of it to this form when you return it.
Company	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a company that is a shareholder or proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from Computershare Investor Services Pty Limited.

6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address or fax number given below no later than **9.30am Australian Eastern Standard Time on Tuesday, 2 May 2006.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the enclosed reply-paid envelope or:

- by posting, delivery or facsimile to the Rio Tinto Limited Share Registry; or
- by posting, delivery or facsimile to the Registered Office of Rio Tinto Limited, being:
  Level 33
  55 Collins Street
  Melbourne Victoria 3000

Rio Tinto Limited Share Registry
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia
Facsimile number: 61 3 9473 2555