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Company Announcements Office
 Australian Securities Exchange
SYDNEY NSW 2000

16 February 2011

**Notice of change of interests of substantial holder
 and Institutional Acceptance Facility**

Enclosed is an ASIC Form 604: *Notice of change of interests of substantial holder*, issued in relation to shares in Riversdale Mining Limited (**Riversdale**) in accordance with section 671B of the *Corporations Act 2001* (Cth).

Rio Tinto increased its relevant interest in Riversdale from 35,412,111 ordinary shares (14.97%), as disclosed in its most recent substantial holding notice relating to Riversdale dated 11 January 2011, to 37,791,864 ordinary shares (15.97%).

Rio Tinto also reports that since the previous notice referred to above, the aggregate of:

- the number of Riversdale shares in respect of which acceptance instructions (in the form of acceptance forms and/or directions to custodians to accept RTJ's offer) have been received in its institutional acceptance facility (**Acceptance Facility**) as at 7.30pm, yesterday; and
- the number of Riversdale shares in which RTJ and its associates have a relevant interest,

has changed from 14.97% to 15.97% .

The following table is a breakdown of the aggregate amount between those two categories.

	Number of Riversdale shares	Percentage of Riversdale's existing issued shares
Acceptance Facility	Nil	Nil%
Relevant interest	37,791,864	15.97%
TOTALS	37,791,864	15.97%

Yours faithfully

Stephen Consedine
 Company secretary

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Riversdale Mining Limited (*Riversdale*)

ACN/ARSN 006 031 161

1. Details of substantial holder (1)

Name Rio Tinto Limited ACN 004 458 404 (*Rio Tinto*), Rio Tinto Jersey Holdings 2010 Limited ARBN 148 135 844 (a company incorporated in Jersey) (*RTJ*) and each other Substantial Holder (see Annexure "A")

ACN/ARSN (if applicable) _____

There was a change in the interests of the

substantial holder on 15/02/2011

The previous notice was given to the company on 11/01/2011

The previous notice was dated 11/01/2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	35,412,111	14.97%	37,791,864	15.97%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15/02/2011	RTJ	Acquisitions resulting from acceptances of takeover offers contained in RTJ's bidder's statement dated 10 January 2011 (<i>Offers</i>).	\$16 per share	2,379,753 ordinary shares	2,379,753
15/02/2011	Each other Substantial Shareholder (see Annexure "A")	Deemed relevant interest under the Corporations Act in respect of securities in which RTJ has a relevant interest.	\$16 per share	2,379,753 ordinary shares	2,379,753

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered	Nature of relevant interest (6)	Class and number of securities	Person's votes
RTJ	The holders of Riversdale shares who have accepted Offers	RTJ	Acquisitions resulting from acceptances of Offers.	37,791,864 ordinary shares	37,791,864
Each other Substantial Shareholder (see Annexure "A")	The holders of Riversdale shares who have accepted Offers	RTJ	Deemed relevant interest under the Corporations Act in respect of securities in which RTJ has a relevant interest.	37,791,864 ordinary shares	37,791,864
Rio Tinto	See Annexure "B"	Rio Tinto or its nominee	Power to control the exercise of a power to dispose of Riversdale ordinary shares (<i>Call Option Shares</i>) held by the persons specified in the first column of Annexure B under pre-bid call option agreements with those persons dated 22 December 2010 and 23 December 2010.	See Annexure "B"	See Annexure "B"

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure "A" to Form 604

This is Annexure "A" of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) in respect of Riversdale Mining Limited signed by me and dated 16 February 2011


Secretary


Details of Substantial Shareholders

- (a) Rio Tinto Limited (ACN 004 458 404);
- (b) each subsidiary of Rio Tinto Limited (ACN 004 458 404);
- (c) Rio Tinto plc of 2 Eastbourne Terrace, London, W2 6LG, UK; and
- (d) each subsidiary of Rio Tinto plc,
(each a **Substantial Shareholder**).

Rio Tinto Limited (ACN 004 458 404) gives this notice on its own behalf and on behalf of each of the Substantial Shareholders.

Annexure "B" to Form 604

This is Annexure "B" of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) in respect of Riversdale Mining Limited signed by me and dated 16 February 2011


Secretary

Details of present registered or beneficial holders under pre-bid call option agreements¹

Registered holder of securities	Class and number of securities	Person's votes
Passport Capital LLC investment manager of Passport Special Opportunities Master Fund, LP	3,025,442 ordinary shares	3,025,442
Passport Capital LLC investment manager of Passport Agriculture Master Fund SPC fobo Portfolio A	292,897 ordinary shares	292,897
Passport Capital LLC investment manager of Blackwell Partners LLC	552,547 ordinary shares	552,547
Passport Capital LLC investment manager of Passport Energy Master Fund SPC Ltd fobo Portfolio A	205,825 ordinary shares	205,825
Jim Cunningham, trustee of The Passport Foundation	525,000 ordinary shares	525,000
Passport Capital LLC investment manager of Passport Global Master Fund SPC Ltd fobo Portfolio A	7,718,446 ordinary shares	7,718,446
Passport Capital LLC investment manager of Passport Materials Fund II, LP	409,274 ordinary shares	409,274
Passport Capital LLC investment manager of Passport Materials Fund, LP	1,272,558 ordinary shares	1,272,558
Passport Capital LLC investment manager of Norges Bank (Bank of Norway)	4,698,010 ordinary shares	4,698,010
Munz Custodians Pty Ltd	1,102,488 ordinary shares	1,102,488
Evalon Investments Pty Ltd	150,000 ordinary shares	150,000
Stephen Mallyon	5,625 ordinary shares	5,625
Niall Lenahan	700,000 ordinary shares	700,000
William Michael O'Keeffe	2,326,499 ordinary shares	2,326,499
Bennelong Funds Management	1,000,000 ordinary shares	1,000,000
Thunderbird Investments S.a.r.l. SICAV-FIS	1,660,000 ordinary shares	1,660,000
Dr Salim Cassim	400,000 ordinary shares	400,000
Klip Pty Ltd as trustee for the Bierne Super Fund A/C	230,000 ordinary shares	230,000
Samana Capital, L.P.	7,400,000 ordinary shares	7,400,000
LinQ Resources Fund	500,000 ordinary shares	500,000
Tewson Investments Limited	1,237,500 ordinary shares	1,237,500

¹ All of the pre-bid call option agreements are substantially in the form of the copy of one of those executed agreements, which is attached as Annexure C to the Form 603 *Notice of initial substantial holder* given to Riversdale by Rio Tinto on 24 December 2010.