Rio Tinto

Rio Tinto Limited
ABN 96 004 458 404

Lodge your proxy form:

Lodge your proxy form online:
www.investorvote.com.au

By Mail or In Person:
Rio Tinto Limited Share Registry
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067 Australia

Registered Office of Rio Tinto Limited
Level 33, 120 Collins Street
Melbourne VIC 3000 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1800 813 292
(outside Australia) +61 3 9415 4030

Rio Tinto Limited - Annual General Meeting

www.investorvote.com.au

- ☑ Cast your proxy appointment online
- ☑ View the annual report, annual review, financial statements and notice of meeting
- ☑ Review and update your securityholding

Your secure access information is:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your proxy appointment to be valid it must be received by 9.30am (Brisbane time) on Tuesday 8 May 2012

How to direct your proxy to vote:

Appointment of Proxy

Voting 100 per cent of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100 per cent.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: 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 sign. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you should provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

GO ONLINE TO APPOINT YOUR PROXY,
or turn over to complete the form ➔

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark X to indicate your directions

STEP 1 Appoint a proxy to vote on your behalf

I/We being a member/s of Rio Tinto Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting ('Chairman'), 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, to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Rio Tinto Limited to be held at the Ballroom Le Grand, Level 2, Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland on Thursday, 10 May 2012 at 9.30am (Brisbane time) and at any adjournment of that meeting.

Direction to Chairman for Remuneration report: Where I/we have appointed the Chairman as my/our proxy (or the Chairman becomes my/our proxy by default) in relation to Item 2 (Remuneration report) but I/we have not marked any of the boxes opposite that item under Step 2 below, I/we nevertheless hereby direct and expressly authorise the Chairman to vote in favour of the resolution on that item even though Item 2 is connected directly or indirectly with the remuneration of a member of Rio Tinto Limited's key management personnel.

STEP 2 Voting directions

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

Item	Resolution	For	Against	Abstain
Item 1	Receipt of the 2011 Annual report			
Item 2	Approval of the Remuneration report *			
Item 3	To elect Chris Lynch as a director			
Item 4	To elect John Varley as a director			
Item 5	To re-elect Tom Albanese as a director			
Item 6	To re-elect Robert Brown as a director			
Item 7	To re-elect Vivienne Cox as a director			
Item 8	To re-elect Jan du Plessis as a director			
Item 9	To re-elect Guy Elliott as a director			
Item 10	To re-elect Michael Fitzpatrick as a director			
Item 11	To re-elect Ann Godbehere as a director			
Item 12	To re-elect Richard Goodmanson as a director			
Item 13	To re-elect Lord Kerr as a director			
Item 14	To re-elect Paul Tellier as a director			
Item 15	To re-elect Sam Walsh as a director			
Item 16	Re-appointment and remuneration of auditors of Rio Tinto plc			

Special Business

Item	Resolution	For	Against	Abstain
Item 17	Renewal of off-market and on-market share buyback authorities			

* If you have appointed the Chairman as your proxy (or the Chairman becomes your proxy by default), you can direct the Chairman to vote for, against or to abstain from voting on the resolution on Item 2 (Remuneration report) by marking the relevant box opposite Item 2. Under Step 1, if the Chairman is your proxy and you do not mark any of the boxes opposite Item 2, you are directing and expressly authorising the Chairman to vote in favour of the resolution on Item 2 (Remuneration report).

The Chairman intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s)

This section must be completed.

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

Contact Name ______________ Contact Daytime Telephone ______________ Date ___ / ___ / ___

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