

Rio Tinto Limited
120 Collins Street
Melbourne 3000
Australia
Postal Address:
GPO Box 384D
Melbourne 3001
Australia
T +61 (0) 3 9283 3333
F +61 (0) 3 9283 3151

Company Announcements Office
Australian Securities Exchange
SYDNEY NSW 2000

22 November 2011

Energy Resources of Australia Limited – Form 604 Notice of change of interests of substantial holder

Enclosed is an ASIC Form 604, *Notice of change of interests of substantial holder*, in accordance with section 671B of the *Corporations Act 2001* (Cth).

Following completion of the Retail component of the accelerated renounceable entitlement offer announced by Energy Resources of Australia Limited (**ERA**) on 12 October 2011, Rio Tinto's relevant interest in ERA has returned to 68.39%.

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 Energy Resources of Australia Limited (ERA)

ACN/ARSN ABN 71 008 550 865

1. Details of substantial holder (1)

Name See Annexure A (the *Substantial Shareholders*)

ACN/ARSN (if applicable) See Annexure A

There was a change in the interests of the substantial holder on 21/11/2011
The previous notice was given to the company on 26/10/2011
The previous notice was dated 26/10/2011

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 (%)	Person's votes	Voting power (%)
Ordinary shares	354,078,854	80.56%	354,078,854	68.39%

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
21/11/2011	See Annexure A	New shares issued by ERA following completion of the Retail component of the accelerated renounceable entitlement offer announced by ERA on 12 October 2011. The Substantial Shareholders were not required to sub-underwrite any Retail shortfall.	Nil	354,078,854 Ordinary shares	354,078,854

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 as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure A	North Limited	Not applicable	Registered holder	176,543,136 Ordinary shares	34.10%
See Annexure A	Peko-Wallsend Pty Ltd	Not applicable	Registered holder	177,535,718 Ordinary shares	34.29%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name Stephen John Consedine

capacity Company Secretary
Rio Tinto Limited

sign here

date

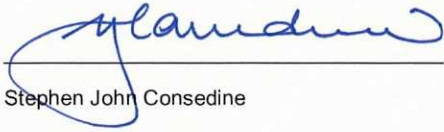
22/11/2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (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.

THIS IS **ANNEXURE A** OF 1 PAGE REFERRED TO IN ASIC FORM 604 (NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER) PREPARED BY RIO TINTO LIMITED (ACN 004 458 404) IN RESPECT OF ENERGY RESOURCES OF AUSTRALIA LIMITED (ABN 71 008 550 865).

SIGNED BY ME AND DATED **22** NOVEMBER 2011.



Stephen John Consedine

Company Secretary – Rio Tinto Limited

Substantial Shareholders

- a) North Limited (ACN 005 233 689) of Level 33, 120 Collins Street, Melbourne VIC 3000;
- b) Peko-Wallsend Pty Ltd (ACN 000 245 054) of Level 33, 120 Collins Street, Melbourne VIC 3000;
- c) Rio Tinto Limited (ACN 004 458 404) of Level 33, 120 Collins Street, Melbourne VIC 3000;
- d) Subsidiaries of Rio Tinto Limited (ACN 004 458 404) other than North Limited and Peko-Wallsend Pty Ltd;
- e) Rio Tinto plc of 2 Eastbourne Terrace, London, W2 6LG, UK
- f) 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 Shareholder