Rio Tinto plc

2 Eastbourne Terrace

London W26LG

United Kingdom

T: +613 9283 3288

F: +613 9283 3151

E: tim.paine@riotinto.com

Tim Paine Assistant Secretary

19 February 2013

To:

ASX Market Announcements Office

Australian Securities Exchange

Exchange Centre 20 Bridge Street SYDNEY NSW 2000

By facsimile: 1300 135 638

And to:

Ivanhoe Australia Limited Level 13, 484 St. Kilda Road MELBOURNE VIC 3004

Attention: Ms Annabelle Brooks

Company Secretary

By facsimile: (03) 9090 8899

Dear Sir / Madam

Form 604s - Notices of change of interests of substantial holder

Attached are two Form 604s (Notice of change of interests of substantial holder) given on behalf of Rio Tinto plc in respect of the relevant interest of Rio Tinto plc and its subsidiaries in the issued share capital of Ivanhoe Australia Limited.

Yours faithfully

Tim Paine
Assistant Secretary
Rio Tinto plc

Registered Office: 2 Eastbourne Terrace London W26LG. Registered in England No. 719885

Fax sent by :

19-02-13 17:34

604

Pg: 2/7

Page 1/2 15 July 2001

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

Ivanhoe Australia Limited

ACN/ARSN

ACN 107 689 878

1. Details of substantial holder (1)

Name

Rio Tinto plc and each other entity listed at Note 1 of Annexure A (the Substantial Shareholders)

ACN/ARSN (if applicable)

There was a change in the interests of the

substantial holder on

18/02/2013

The previous notice was given to the company on

19/02/2013

The previous notice was dated

19/02/2013

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:

	Previous notice		Present notice	
Class of securities (4)	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	409,488,666	57.54% of 711,659,939	IANO AUU REG	56.53% of 724,339,661

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
	Refer to Note 1 in Annexure A	Refer to Note 2 in Annexure A	Refer to Note 2 In Annexure A	1 1014: 14 ::4:	Refer to Note 2 in Annexure A

4. Present relevant interests

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

	9. 9. 119 9. 9. 9. 9. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.				
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
IAL Holdings Singapore Pte. Ltd (<i>IAL</i> Holdings)	IAL Holdings	IAL Holdings	IDagletared bolder	409,488,666 ordinary shares	409,488,666
Each other Substantial Shareholder	IAL Holdings	IAL Holdings	Deemed relevant interest or voting power under the Corporations Act in respect of the relevant interest held by IAL Holdings, to the extent applicable	409,488,666 ordinary shares	409,488,666

Fax sent by :

19-02-13 17:34

Page 2/2

g: 3∕7

604

15 July 2001

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
ſ	N/A	N/A

6. Addresses

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

Name	Address
C/o Rio Tinto plc	2 Eastbourne Terrace, London, W2 6LG, United Kingdom

Signature

print name TIMOTHY A PRI

Capacity SECRETARY

sign here

date

19/2/2013

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.

Pg: 4/7

Annexure A

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 pic in respect of Ivanhoe Australia Limited (ACN 107 689 878).

Signed by me analydated 19 February 2013

Signature

TIMOTHY A PAINE

Print Name

AGSISTANT GECRETARY

Title

Note 1

Substantial Shareholders

(A) Rio Tinto plc;

- (B) Turquoise Hill Resources Ltd. and each of its subsidiaries, including IAL Holdings Singapore Pte. Ltd;
- (C) Rio Tinto pic's subsidiaries other than those referred to in (B) above;
- (D) Rio Tinto Limited and each of its subsidiaries, (collectively, the Substantial Shareholders).

Note 2

The following table summarises the issue of fully paid ordinary shares (*Shares*) by Ivanhoe Australia Limited (*IVA*) since the last change in the interests of the Substantial Shareholders on 30 November 2012. The Substantial Shareholders have not participated in any of the Share issues described in the table below.

	Date	Action	IVA Shares on issue
1.	14/12/12	The issue of 1,114,984 Shares pursuant to the exercise of Performance Rights in accordance with the Ivanhoe Australia Long Term Incentive Plan (<i>the Plan</i>). Nil consideration was provided for this issue.	712,774,923
2.	20/12/12	The issue of 1,708,228 Shares at A\$0.48 per share pursuant to the retail component of the non-renounceable entitlement offer announced by IVA on 21 November 2012 (<i>Offer</i>).	714,483,151
3.	18/01/13	The issue of 508,076 Shares pursuant to the exercise of Performance Rights in accordance with the Plan. Nil consideration was provided for this issue.	
4.	11/02/13	The issue of:	723,714,943
		8,674,958 Shares at A\$0.48 per share issued pursuant to the placement (partial) of the shortfall placement Shares from the Offer; and	
		48,758 Shares issued upon the exercise of Performance Rights in accordance with the Plan. Nit consideration was provided for this issue.	
5.	18/02/13	The issue of 624,718 Shares at A\$0.48 per share, being the balance of the shortfall placement Shares from the Offer.	

Pg: 5/7

604 Page 1/2

15 July 2001

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Iv	vanhoe Australia Limited	
ACN/ARSN A	ACN 107 689 878	
Details of substantial holder (1)		
Name R	Rio Tinto pic and each other entity listed at Note 1 of Annexure A (the Substantial Shareholders)	
ACN/ARSN (if applicable)		
There was a change in the interests of the		
substantial holder on	30/11/12	
The previous notice was given to the comp	pany on 14/11/11	

2. Previous and present voting power

The previous notice was dated

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:

11/11/11

 • ,				
**	Previous notice	···	Present notice	
Class of securities (4) Person's votes		Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	326,155,332	59.08% of 552,011,545	MANO 400 CCC	57.54% of 711,659,93 <u>9</u>

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
	1 10101 10 11010	Refer to Note 2 in Annexure A	Refer to Note 2 in Annexure A		Refer to Note 2 in Annexure A

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
IAL Holdings Singapore Pte. Ltd (<i>IAL</i> Holdings)	IAL Holdings	IAL Holdings		409,488,666 ordinary shares	409,488,666
Each other Substantial Shareholder	IAL Holdings	IAL Holdings		409,488,666 ordinary shares	409,488,666

604

Page 2/2 15 July 2001

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
N/A	N/A

6. Addresses

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

	100 To
Name	Address
C/o Rio Tinto pla	2 Eastbourne Terrace, London, W2 6LG, United Kingdom

Signature

print name TIMOTHY A PAINE capacity SECRETARY
sign here date 19/2/2013

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 6718(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.

Pg: 7/7

Annexure A

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 plc in respect of Ivanhoe Australia Limited (ACN 107 689 878).

Signed by me and dated 19 February 2013

Signature

TIMOTHY A PAINE

Print Name

ASSISTANT SECRETARY

Title

Note 1

Substantial Shareholders

(A) Rio Tinto pla:

- (B) Turquoise Hill Resources Ltd. and each of its subsidiaries, including IAL Holdings Singapore Pte. Ltd;
- (C) Rio Tinto plc's subsidiaries other than those referred to in (B) above;
- (D) Rio Tinto Limited and each of its subsidiaries, (collectively, the Substantial Shareholders).

Note 2

The following table summarises the issue of fully paid ordinary shares (*Shares*) by Ivanhoe Australia Limited (*IVA*) since the last change in the interests of the Substantial Shareholders on 10 November 2011. None of the Substantial Shareholders participated in the Share issues described in the table below. Nil consideration was provided for each of the Share issues described in the table below.

	Date	Action	IVA Shares on issue
1.	22/12/11	The issue of 373,750 Shares pursuant to the exercise of Performance Rights in accordance with the Ivanhoe Australia Employee Share Plan (<i>the Plan</i>).	552,385,295
2.	22/02/12	The issue of 255,000 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	552,640,295
3.	07/03/12	The issue of 95,000 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	552,735,295
4,	26/03/12	The issue of 1,186,450 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	553,921,745
5.	26/06/12	The issue of 258,750 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	554,180,495
6.	25/07/12	The issue of 507,140 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	554,687,635
7.	06/09/12	The issue of 789,238 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	555,476,873
8.	25/09/12	The issue of 106,770 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	555,583,643
9.	13/11/12	The issue of 272,500 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	555,856,143
10.	29/11/12	The issue of 125,000 Shares pursuant to the exercise of Performance Rights in accordance with the Plan.	555 ,981,1 4 3

Pursuant to a non-renounceable entitlement offer (*Offer*) announced on 21 November 2012, IVA sought to raise up to A\$80,000,000 through the issue of Shares. The Offer comprised an institutional component and a retail component. On 30 November 2012, IVA announced that under the institutional component, 155,678,796 Shares had been issued at A\$0.48 per share. IAL Holdings Singapore Pte. Ltd subscribed for 83,333,334 Shares under the institutional component of the Offer.