

RIO TINTO WESTERN HOLDINGS LIMITED
(the "Company")
Company Number: 00007132

SOLVENCY STATEMENT

For the purposes of Section 642 of the Companies Act 2006 ("the Act")

Rio Tinto Western Holdings Limited a private limited company whose registered number is 00007132 and whose registered office is at 6 St James's Square, London SW1Y 4AD ("the Company")

We,

Mark Andrewes of 6 St James's Square, London SW1Y 4AD, and

Peter Cunningham of 6 St James's Square, London SW1Y 4AD,

being all the directors of the Company do solemnly and sincerely state that

This solvency statement is for the purposes of s 642 of the Act


The Company is proposing to reduce its share capital pursuant to ss 641 to 644 of the Act by the sum of US\$6,000 million, comprising the reduction of the Company's share premium account by such amount

We have formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

This statement is made by the directors on 28 September 2016

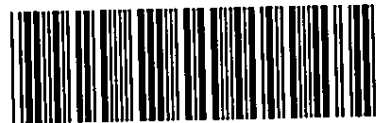


Mark Andrewes



Peter Cunningham

THURSDAY



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29/09/2016

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COMPANIES HOUSE