

SUPPLEMENTARY PROSPECTUS DATED 12 SEPTEMBER 2008

RIO TINTO FINANCE LIMITED

(ACN 008 559 046)

(incorporated with limited liability in Australia)

RIO TINTO FINANCE PLC

(incorporated with limited liability in England and Wales)

as Issuers

RIO TINTO PLC

(incorporated with limited liability in England and Wales)

RIO TINTO LIMITED

(ACN 004 458 404)

(incorporated with limited liability in Australia)

as Guarantors

U.S.\$10,000,000,000

Programme for the

Issuance of Debt Instruments

This Supplement (the “**Supplement**”) to the Base Prospectus dated 6 December 2007, (the “**Prospectus**”) which constitutes a base prospectus for the purposes of Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the Programme (the “**Programme**”) for the Issuance of Debt Instruments (the “**Instruments**”) established by Rio Tinto Finance Limited (ACN 008 559 046) and Rio Tinto Finance plc as issuers (each an “**Issuer**” and together, the “**Issuers**”). The payment of all amounts due in respect of Instruments issued by each Issuer will be unconditionally and irrevocably guaranteed by Rio Tinto plc (“**RTP**”) and Rio Tinto Limited (ACN 004 458 404) (together with RTP, the “**Guarantors**” and each a “**Guarantor**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuers.

Each of the Issuers and the Guarantors accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuers and the Guarantors (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

On 14 March 2008, the Guarantors published their audited consolidated financial statements for the financial year ended 31 December 2007 (the “**2007 Financial Statements**”).

On 29 April 2008, the Board of Directors of Rio Tinto Finance Limited approved the audited, non-consolidated financial statements of Rio Tinto Finance Limited for the financial year ended 31 December 2007 (the “**2007 RTFL Financial Statements**”).

On 28 July 2008, the Board of Directors of Rio Tinto Finance plc approved the audited, non-consolidated financial statements of Rio Tinto Finance plc for the financial year ended 31 December 2007 (the “**2007 RTFP Financial Statements**”).

On 26 August 2008, the Guarantors published their unaudited consolidated interim results for six months ended 30 June 2008 (the “**2008 Interim Financial Statements**”).

A copy of each of (i) the 2007 Financial Statements, the 2007 RTFL Financial Statements and the 2007 RTFP Financial Statements, in each case together with the audit report thereon and (ii) the 2008 Interim Financial Statements has been filed with the Financial Services Authority and, by virtue of this Supplement, each such document is incorporated in, and forms part of, the Prospectus.

Copies of all documents incorporated by reference in the Prospectus may be obtained from (i) the registered office of the respective Issuer or Guarantor, as the case may be, and/or (ii) the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/en-gb/pricesnews/marketnews/.

The Prospectus is further amended by this Supplement as follows:

The following paragraphs are inserted at the end of the section headed “Recent Developments” on page 57 of the Prospectus:

On 1 February 2008, The Aluminum Corporation of China and Alcoa bought a 12 per cent. stake in Rio Tinto plc for approximately U.S.\$14 billion.

On 6 February 2008, BHP Billiton announced its intention to make a new offer to acquire the entire issued share capital of Rio Tinto at an exchange ratio of 3.4 BHP Billiton shares (BHP Billiton Limited shares in the case of the offer for Rio Tinto Limited, and a mixture of BHP Billiton plc and BHP Billiton Limited shares in the case of the offer for Rio Tinto plc) per Rio Tinto share. The posting of the documents relating to the offers is subject to the satisfaction or waiver of pre-conditions which relate to the obtaining of certain regulatory clearances in Europe, Australia, the United States, Canada and South Africa. BHP Billiton’s announcement stated that it expected to obtain the necessary clearances during the second half of 2008. Following this announcement, on 6 February 2008, the directors of Rio Tinto responded by announcing that BHP Billiton’s offers, while improved, still undervalued Rio Tinto. Accordingly, the Boards rejected the offers by BHP Billiton.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Prospectus, the statements referred to in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.