


**RIO TINTO NEWCO LIMITED**  
(the "Company")  
Company Number: 7886236

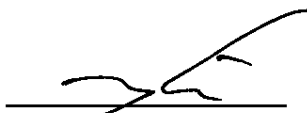
**STATEMENT OF CONFIRMATION BY DIRECTORS**

In accordance with section 644(5) of the Companies Act 2006 ("CA 2006") we, being all of the directors of the Company, HEREBY CONFIRM that the solvency statement made by the directors of the Company on 22 December 2011 in accordance with section 643 CA 2006 was

- (1) made not more than 15 days before the date on which the special resolution for reducing the share capital of the Company under section 641(1)(a) CA 2006 was passed, and
- (2) provided to the sole member of the Company in accordance with section 642(2) CA 2006

22 December 2011

  
A D C Westley  
Director

  
M J Whyte  
Director

THURSDAY



LD1 22/12/2011 #170  
COMPANIES HOUSE