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Stephen Consedine
Company secretary

ASX Market Announcements
Australian Securities Exchange
SYDNEY NSW 2000

18 December 2012

Form 603 - Notice of initial substantial holder

Attached is a Form 603 (Notice of initial substantial holder) in respect of Rio Tinto's relevant interest in the issued share capital of AusQuest Ltd.

Yours faithfully



Stephen Consedine
Company secretary

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme AusQuest Limited

ACN/ARSN ACN 091 542 451

1. Details of substantial holder (1)

Name See Annexure A (the **Substantial Shareholders**)

ACN/ARSN (if applicable) See Annexure A

The holder became a substantial holder on 17/12/2012

2. Details of 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 relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	10,500,000	10,500,000	6.56%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Substantial Shareholders	Increase in the existing shareholder interest from 4.6% voting power to 6.56%, by virtue of the share buy back by AusQuest Limited on 17/12/2012	10,500,000

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Substantial Shareholders	Substantial Shareholders	Substantial Shareholders	10,500,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Not applicable			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. 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 18/12/2012

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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 of 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.

THIS IS **ANNEXURE A** OF 1 PAGE REFERRED TO IN ASIC FORM 603 "NOTICE OF INITIAL SUBSTANTIAL HOLDER" PREPARED BY RIO TINTO LIMITED (ACN 004 458 404) IN RESPECT OF AUSQUEST LIMITED (ACN 910 542 451).

SIGNED BY ME AND DATED 18 DECEMBER 2012



Stephen John Consedine
Company Secretary – Rio Tinto Limited

SUBSTANTIAL SHAREHOLDERS

- (A) HAMERSLEY HOLDINGS LIMITED (ACN 008 446 222) OF LEVEL 22, 152 ST GEORGES TERRECE, PERTH, WA 6000
- (B) RIO TINTO LIMITED (ACN 004 458 404) OF LEVEL 33, 120 COLLINS STREET, MELBOURNE VIC 3000
- (C) SUBSIDIARIES OF RIO TINTO LIMITED (ACN 004 458 404) OTHER THAN HAMERSLEY HOLDINGS LIMITED
- (D) RIO TINTO PLC OF 2 EASTBOURNE TERRACE, LONDON, W2 6LG, UK
- (E) EACH SUBSIDIARY OF RIO TINTO PLC

(COLLECTIVELY, **THE SUBSTANTIAL SHAREHOLDERS**).

RIO TINTO LIMITED (ACN 004 458 404) OF LEVEL 33, 120 COLLINS STREET, MELBOURNE VIC 3000 GIVES THIS NOTICE ON ITS OWN BEHALF AND ON BEHALF OF EACH OF THE SUBSTANTIAL SHAREHOLDERS.