BHP BILLITON LTD
Form 20-F
September 21, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**
OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE FISCAL YEAR ENDED 30 JUNE 2011

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

¨ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number: 001-09526 **Commission file number: 001-31714**

BHP BILLITON LIMITED
(ABN 49 004 028 077)
(Exact name of Registrant as specified in its charter)
VICTORIA, AUSTRALIA
(Jurisdiction of incorporation or organisation)
180 LONSDALE STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA

(Address of principal executive offices)

BHP BILLITON PLC
(REG. NO. 3196209)
(Exact name of Registrant as specified in its charter)
ENGLAND AND WALES
(Jurisdiction of incorporation or organisation)
NEATHOUSE PLACE, VICTORIA, LONDON,

UNITED KINGDOM
(Address of principal executive offices)

Securities registered or to be registered pursuant to section 12(b) of the Act.

Title of each class	**Name of each exchange on which registered**	**Title of each class**	**Name of each exchange on which registered**
American Depositary Shares*	New York Stock Exchange	American Depositary Shares*	New York Stock Exchange
Ordinary Shares**	New York Stock Exchange	Ordinary Shares, nominal value US$0.50 each**	New York Stock Exchange

* Evidenced by American Depositary Receipts. Each American Depositary Receipt represents two ordinary shares of BHP Billiton Limited or BHP Billiton Plc, as the case may be.

** Not for trading, but only in connection with the listing of the applicable American Depositary Shares.

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Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report.

	BHP Billiton Limited	BHP Billiton Plc
Fully Paid Ordinary Shares	3,211,654,687	2,138,367,191

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ¨ No x

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ¨ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨ International Financial Reporting Standards as issued by the International Accounting Standards Board x Other ¨

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ¨ Item 18 ¨

If this is an annual report, indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

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Form 20-F Cross Reference Table

Item Number	Description	Report section reference
1.	**Identity of directors, senior management and advisors**	Not applicable
2.	**Offer statistics and expected timetable**	Not applicable
3.	**Key Information**	
A	Selected financial information	1.4.1
B	Capitalisation and indebtedness	Not applicable
C	Reasons for the offer and use of proceeds	Not applicable
D	Risk factors	1.5
4.	**Information on the company**	
A	History and development of the company	2.2.1, 2.2.2 to 2.2.10, 2.3, 2.10 and 3
B	Business overview	1, 2.2 to 2.8 and 3.1
C	Organisational structure	2.10 and Note 25 to the Financial Statements
D	Property, plant and equipment	2.1, 2.2.2 to 2.2.10, 2.3, 2.8, 2.13 and 3.7.2
4A.	**Unresolved staff comments**	None
5.	**Operating and financial review and prospects**	
A	Operating results	1.5, 2.7, 3.3, 3.4, 3.6
B	Liquidity and capital resources	3.7
C	Research and development, patents and licences etc	2.5, 2.6 and 7.16
D	Trend information	3.4.1 to 3.4.8
E	Off-balance sheet arrangements	3.8 and Notes 21 and 22 to the Financial Statements
F	Tabular disclosure of contractual obligations	3.8 and Notes 21 and 22 to the Financial Statements
6.	**Directors, senior management and employees**	
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B	Compensation	6
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E	Share ownership	6, 7.8, 7.20 and 7.21
7.	**Major shareholders and related party transactions**	
A	Major shareholders	11.2
B	Related party transactions	3.9 and Note 31 to the Financial Statements
C	Interests of experts and counsel	Not applicable
8.	**Financial Information**	
A	Consolidated statements and other financial information	8, 9, 11.3 and F-1 to F-101 and F-107 to F-114
B	Significant changes	3.10
9.	**The offer and listing**	
A	Offer and listing details	11.4
B	Plan of distribution	Not applicable
C	Markets	11.1
D	Selling shareholders	Not applicable
E	Dilution	Not applicable
F	Expenses of the issue	Not applicable

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Item Number	Description	Report section reference
10.	**Additional Information**	
A	Share capital	Not applicable
B	Memorandum and articles of association	2.7.3 and 2.12
C	Material contracts	2.11
D	Exchange controls	2.7.3
E	Taxation	11.6
F	Dividends and paying agents	Not applicable
G	Statement by experts	Not applicable
H	Documents on display	2.12.14
I	Subsidiary information	3.9 and Note 25 to the Financial Statements
11.	**Quantitative and qualitative disclosures about market risk**	3.7.4 and Note 28 to the Financial Statements
12.	**Description of securities other than equity securities**	
A	Debt Securities	Not Applicable
B	Warrants and Rights	Not applicable
C	Other Securities	Not applicable
D	American Depositary Shares	11.5
13.	**Defaults, dividend arrearages and delinquencies**	There have been no defaults, dividend arrearages or delinquencies
14.	**Material modifications to the rights of security holders and use of proceeds**	There have been no material modifications to the rights of security holders and use of proceeds since our last Annual Report
15.	**Controls and procedures**	5.5.1
16.		
A	Audit committee financial expert	4.1 and 5.5.1
B	Code of ethics	5.9
C	Principal accountant fees and services	5.5.1 and Note 34 to the Financial Statements
D	Exemptions from the listing standards for audit committees	Not applicable
E	Purchases of equity securities by the issuer and affiliated purchasers	7.2
F	Change in Registrant s Certifying Accountant	There has been no change of the Registrant s Certifying Accountant since our last Annual Report
G	Corporate Governance	5.11
J (proposed)	Mine Safety and Health Administration (MSHA) Disclosure	The information concerning mine safety violations or other regulatory matters required by section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act. This item is included in Exhibit 99.1
17.	**Financial statements**	Not applicable as Item 18 complied with
18.	**Financial statements**	F-1 to F-101 and F-107 to F-114, Exhibit 15.1
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1 Key information

1.1 Our business

We are the world s largest diversified natural resources company. Our corporate objective is to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.

We pursue this through our consistent strategy of owning and operating large, long-life, low-cost, expandable, upstream assets diversified by commodity, geography and market.

This strategy means more predictable business performance over time which, in turn, underpins the creation of value for our shareholders, customers, employees and, importantly, the communities in which we operate.

We are among the world s top producers of major commodities, including aluminium, energy coal, metallurgical coal, copper, manganese, iron ore, uranium, nickel, silver and titanium minerals, and have substantial interests in oil and gas.

We continue to invest in the future.

The Group is headquartered in Melbourne, Australia, and consists of the BHP Billiton Limited Group and the BHP Billiton Plc Group as a combined enterprise, following the completion of the Dual Listed Company (DLC) merger in June 2001.

BHP Billiton Limited and BHP Billiton Plc have each retained their separate corporate identities and maintained their separate stock exchange listings, but they are operated and managed as a single unified economic entity, with their boards and senior executive management comprising the same people.

BHP Billiton Limited has a primary listing on the Australian Securities Exchange (ASX) in Australia. BHP Billiton Plc has a premium listing on the London Stock Exchange (LSE) in the UK and a secondary listing on the Johannesburg Stock Exchange in South Africa. In addition, BHP Billiton Limited American Depositary Receipts (ADRs) and BHP Billiton Plc ADRs trade on the New York Stock Exchange (NYSE) in the US.

As at 30 June 2011, we had a market capitalisation of approximately US$233.9 billion. For the FY2011, we reported net operating cash flow of US$30.1 billion, profit attributable to shareholders of US$23.6 billion and revenue of US$71.7 billion. We have approximately 100,000 employees and contractors working in more than 100 locations worldwide.

We operate nine businesses, called Customer Sector Groups (CSGs), which are aligned with the commodities we extract and market:

Petroleum

Aluminium

Base Metals (including Uranium)

Diamonds and Specialty Products

Stainless Steel Materials

Iron Ore

Manganese

Metallurgical Coal

Energy Coal

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1.2 Chairman s Review

Dear Shareholder

I am pleased to report that despite the challenges in the global economy, BHP Billiton performed well this past financial year.

Net attributable profit (excluding exceptional items) of US$21.7 billion was up 74 per cent, with net operating cash flows of US$30 billion and an underlying return on capital of 39 per cent. During the year, we invested about US$18 billion in growth and exploration activities and returned US$15 billion to shareholders in dividends and capital returns. More recently, we committed US$15 billion to acquire additional tier one shale assets.

There are several reasons underpinning these good results, but let me highlight two key factors.

The first is the strength of our diversified portfolio of tier one natural resources. For many years, we have implemented our strategy of investing in large, high-quality assets that deliver growth and superior margins throughout the economic cycle to create long-term shareholder value. Our performance reflects our asset quality, our strategy to maximise production and our commitment to take market prices for our products. This year we achieved production records in four commodities, including an eleventh consecutive record in iron ore.

The second factor is robust demand underpinned by the urbanisation and industrialisation of China and other developing countries on a scale that is lifting hundreds of millions of people out of poverty. Resources are fundamental for the economic growth of developing countries as they are needed for buildings, transport and infrastructure. Over the past decade these economies have contributed more to global growth than the developed world.

However, we recognise that in the short term, global imbalances and high levels of debt in Europe and the United States create uncertainty, making volatility and a protracted recovery likely. At the same time, we are positive on the longer-term outlook for the global economy as overall growth will continue to be driven by the developing countries. We believe that the Chinese Government has the appropriate policy settings to sustain its long-term ambitions for economic growth. This level of economic development will support demand and operating margins for low-cost diversified producers like BHP Billiton.

As a result of our overall performance and outlook, we completed a US$10 billion share buy-back and increased our dividend by 16 per cent to 101 US cents a share, or US$5.5 billion.

During the year your Board also approved eleven major growth projects with a total investment value of around US$13 billion in natural gas, iron ore, metallurgical and energy coal, copper and diamonds. Our organic growth program is expected to exceed US$80 billion over five years to 2015.

Investments in products like potash in Canada and recent acquisitions in the United States demonstrate our ability to meet our customers changing needs by continuing to build our diversified tier one resources portfolio, which generates options for long-term value creation.

Our US$4.8 billion acquisition of Chesapeake Energy s Fayetteville assets, followed by our recent US$15 billion acquisition of Petrohawk Energy, provide us with a world-class on-shore shale gas and liquids resource in the US.

While the resources industry is critical for global economic development and growth, our commitment at the community level is just as significant. We create jobs, support local industry and invest capital in projects across communities and regions.

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As part of our commitment, we contribute one per cent of our pre-tax profit, on a three-year rolling average, to community programs. This year, we allocated US$195.5 million to a wide range of community programs, some of which are detailed in our Sustainability Report.

We also pay taxes and royalties to governments. Last year our total tax and royalty expense (excluding the effects of exceptional items) was US$12.3 billion, and while we recognise it is appropriate for countries to periodically review tax law, we also believe any change should ensure the resources sector remains globally competitive. At the same time, the industry s substantial and ongoing investment in jobs, skills, growth and development of new sectors of the economy should be recognised.

Your Board also recognises that we operate in an industry where the foundation for everything we do is our commitment to the health and safety of our people and sustainability of the environment and communities in which we work. We have a deep focus on both what we do and on how we do it. The safety and health of our employees, contractors and communities are values that will not be compromised. This year, we had two fatalities at our operations in South Africa; sadly, two fatalities too many. This is unacceptable and a tragedy for their families, friends and colleagues. On behalf of the Board, we extend our sincere sympathies.

It is important to outline some key changes to your Board. This year we announced the appointments of Baroness Shriti Vadera and Lindsay Maxsted who, together, bring deep expertise in finance, corporate restructuring, risk management, emerging markets and public policy. With regret, we also announced the retirement of Alan Boeckmann.

In summary, we face the future with some confidence. There continues to be robust demand for our products. Our tier one resource base is diverse, of high quality and not easy to duplicate. We have talented people at all levels and we have a solid balance sheet that gives us the flexibility to pursue high-return investment opportunities while rewarding shareholders.

On your behalf, I thank the BHP Billiton team, led by your Chief Executive, Marius Kloppers, for another year of strong performance. I also thank you, our shareholders, for your continued support.

Jacques Nasser AO

Chairman

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1.3 Chief Executive Officer s Report

I am very pleased to report that in FY2011 BHP Billiton produced a record set of financial results and completed a significant capital management program while maintaining a strong balance sheet, allowing us to continue to grow and invest in our business.

This record result and sustained growth was achieved against the backdrop of a volatile global economy and a tightening of the regulatory environment worldwide. The strong performance was also delivered despite a number of unexpected operational challenges during the year, such as the severe wet weather that affected our Queensland metallurgical coal operations and the drilling moratorium imposed in the Gulf of Mexico, and capital cost pressure on some of our large-scale projects.

Tragically, we lost two of our colleagues to workplace accidents in FY2011. Every fatality has a lasting impact on family, friends and colleagues and we will never be truly successful unless we eliminate all risk of injury from our business. Safety is not an aspiration, it is something we need to live and breathe every day we are at work. Reducing the risks in our business requires strong, accountable leadership with a focus on identifying and managing hazards.

While the recovery of commodity prices and the global economy was a major factor in our excellent financial position, it is the commitment to our tier one strategy that has not only allowed BHP Billiton to continue to outperform today, but will entrench strong relative performance through all parts of the economic cycle.

Our consistent strategy of investing in large, long-life, low-cost, expandable assets, diversified by commodity, market and operating geography has left us in a position to continue to deliver value to our shareholders.

In our minerals businesses, we are particularly focused on our expandable resources basins Western Australia Iron Ore, Queensland coal and Olympic Dam copper/uranium in Australia, potash in Saskatchewan Canada and Escondida copper in Chile where large potential mineralisation can create significant options for growth. During the year, BHP Billiton outlined plans to invest in excess of US$80 billion in the next five years on these key resource hubs, which includes more than US$12.9 billion in project approvals in the last financial year.

In addition, BHP Billiton made an entry into the United States shale gas business with our acquisition of Chesapeake Energy Corporation s interest in the Fayetteville Shale, US, a world-class onshore natural gas resource. We followed this with our acquisition of Petrohawk Energy Corporation s natural gas and liquid rich shale asset.

The past year also saw the industry take a big step forward in its approach to bulk commodity pricing. We have for a long time held the view that the most open and transparent way to discover the price for our products is through simple supply and demand economics. We are seeing this evolution across our business and now have higher volumes of our commodities sold on shorter-term reference pricing. For those businesses that in the past had to negotiate long-term prices each year, such as iron ore and metallurgical coal, this is a fundamental and positive shift to a new model that we believe is beneficial to both customers and producers, providing a clearer signal of the supply and demand picture.

As we grow, the creation of a simple, accountable and scalable organisation will ensure we remain capable of managing the larger footprint that will result over time. To this end, through the BHP Billiton Operating Model, we have set up the organisation to be more scalable, more functionally specialised and in a position to deploy capital easily when required. By having a simple structure, we can organise work more effectively and let our people focus on doing what is important.

We must earn the right to grow our business by growing safely, through operating discipline and strong leadership. As an organisation, we are committed to the highest level of governance and strive to foster a culture that values and rewards exemplary ethical standards, personal and corporate integrity and respect for others.

I would like to take the opportunity to pass on my thanks to all those who deal with BHP Billiton. And, I would especially like to thank our employees and contractors whose commitment and work have contributed so much to the success of this Company.

Marius Kloppers

Chief Executive Officer

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1.4 Selected key measures

1.4.1 Financial information

Our selected financial information reflects the operations of the BHP Billiton Group, and should be read in conjunction with the 2011 financial statements, together with the accompanying notes.

We prepare our consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board, and as outlined in note 1 Accounting policies to the financial statements in this Annual Report. We publish our consolidated financial statements in US dollars.

	2011	2010	2009	2008	2007 [a]
Consolidated Income Statement (US$M except per share data)					
Revenue	**71,739**	52,798	50,211	59,473	47,473
Profit from operations	**31,816**	20,031	12,160	24,145	19,724
Profit attributable to members of BHP Billiton Group	**23,648**	12,722	5,877	15,390	13,416
Dividends per ordinary share paid during the period (US cents)	**91.0**	83.0	82.0	56.0	38.5
Dividends per ordinary share declared in respect of the period (US cents)	**101.0**	87.0	82.0	70.0	47.0
Earnings per ordinary share (basic) (US cents) [b]	**429.1**	228.6	105.6	275.3	229.5
Earnings per ordinary share (diluted) (US cents) [b]	**426.9**	227.8	105.4	274.8	228.9
Number of ordinary shares (millions)					
At period end	**5,350**	5,589	5,589	5,589	5,724
Weighted average	**5,511**	5,565	5,565	5,590	5,846
Diluted	**5,540**	5,595	5,598	5,605	5,866
Consolidated Balance Sheet (US$M)					
Total assets	**102,891**	88,852	78,770	76,008	61,404
Share capital (including share premium)	**2,771**	2,861	2,861	2,861	2,922
Total equity attributable to members of BHP Billiton Group	**56,762**	48,525	39,954	38,335	29,667
Other financial information					
Underlying EBIT (US$M) [c]	**31,980**	19,719	18,214	24,282	20,067
Underlying EBIT margin [c][d][e]	**47.0%**	40.7%	40.1%	47.5%	48.4%
Return on capital employed [e]	**38.5%**	26.4%	24.6%	37.5%	38.4%
Net operating cash flow (US$M) [f]	**30,080**	16,890	17,854	16,958	15,418
Project investment (US$M) [e]	**24,517**	10,770	13,965	11,440	12,781
Gearing [e]	**9.2%**	6.3%	12.1%	17.8%	25.0%

[a] On 1 July 2007, the Group adopted the policy of recognising its proportionate interest in the assets, liabilities, revenues and expenses of jointly controlled entities within each applicable line item of the financial statements. All such interests were previously recognised using the equity method. Comparative figures for 2007 that were affected by the policy change have been restated.

[b] The calculation of the number of ordinary shares used in the computation of basic earnings per share is the aggregate of the weighted average number of ordinary shares outstanding during the period of BHP Billiton Limited and BHP Billiton Plc after deduction of the weighted average number of shares held by the Billiton share repurchase scheme and the Billiton Employee Share Ownership Plan Trust and the BHP Bonus Equity Plan Trust and adjusting for the BHP Billiton Limited bonus share issue. Included in the calculation of fully diluted earnings per share are shares contingently issuable under Employee Share Ownership Plans.

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(c) Underlying EBIT is profit from operations, excluding the effect of exceptional items. See section 3.3 for more information about this measure, including a reconciliation to profit from operations.

(d) Underlying EBIT margin is profit from operations, excluding the effect of exceptional items before taxation and excluding third party production, divided by revenue from Group production. See section 3.3 for more information about this measure.

(e) See section 10 for glossary definitions.

(f) Improvements to IFRSs 2009 /AASB 2009-4 Amendments to Australian Accounting Standards arising from the Annual Improvements Project and AASB 2009-5 Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project include a requirement to classify expenditures which do not result in a recognised asset as a cash flow from operating activities. This has resulted in exploration cash flows which are not recognised as assets being reclassified from net investing cash flows to net operating cash flows for all comparative figures to 2011.

1.4.2 Operational information

Our Board and Group Management Committee monitor a range of financial and operational performance indicators, reported on a monthly basis, to measure performance over time. We also monitor a comprehensive set of health, safety, environment and community contribution indicators.

	2011	2010	2009
People and Licence to operate Health, safety, environment and community			
Total recordable injury frequency (TRIF) [a]	**5.0**	5.3	5.6
Community investment (US$M) [a][b]	**195.5**	200.5	197.8 [b]
Production [c]			
Total Petroleum production (million barrels of oil equivalent)	**159.38**	158.56	137.97
Alumina (000 tonnes)	**4,010**	3,841	4,396
Aluminium (000 tonnes)	**1,246**	1,241	1,233
Copper cathode and concentrate (000 tonnes)	**1,139.4**	1,075.2	1,207.1
Nickel (000 tonnes)	**152.7**	176.2	173.1
Iron ore (000 tonnes)	**134,406**	124,962	114,415
Manganese alloys (000 tonnes)	**753**	583	513
Manganese ores (000 tonnes)	**7,093**	6,124	4,475
Metallurgical coal (000 tonnes)	**32,678**	37,381	36,416
Energy coal (000 tonnes)	**69,500**	66,131	66,401

(a) See section 10 for glossary definitions.

(b) In FY2009 we established a UK-based charitable company, BHP Billiton Sustainable Communities, registered with the UK Charities Commission for the purpose of funding community investment globally. In FY2011 our voluntary community contribution included the provision of US$30 million (2010: US$80 million, 2009: US$60 million) to BHP Billiton Sustainable Communities.

(c) Further details appear in section 2.3 of this Report.

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1.5 Risk factors

We believe that, because of the international scope of our operations and the industries in which we are engaged, there are numerous factors which may have an effect on our results and operations. The following describes the material risks that could affect the BHP Billiton Group.

Fluctuations in commodity prices and impacts of the global financial crisis may negatively affect our results

The prices we obtain for our oil, gas, minerals and other commodities are determined by, or linked to, prices in world markets, which have historically been subject to substantial variations. The Group s usual policy is to sell its products at the prevailing market prices. The diversity provided by the Group s broad portfolio of commodities may not fully insulate the effects of price changes. Fluctuations in commodity prices can occur due to sustained price shifts reflecting underlying global economic and geopolitical factors, industry demand and supply balances, product substitution and national tariffs. The ongoing effects of the global financial and European sovereign debt crises have affected commodity market prices, demand and volatility. The ongoing uncertainty and impact on global economic growth, particularly in the developed economies, may adversely affect future demand and prices for commodities. The impact of potential longer-term sustained price shifts and shorter-term price volatility creates the risk that our financial and operating results and asset values will be materially and adversely affected by unforeseen declines in the prevailing prices of our products.

We seek to maintain a solid A credit rating as part of our strategy; however, fluctuations in commodity prices and the ongoing effects of the global financial and European sovereign debt crises may adversely impact our future cash flows, ability to adequately access and source capital from financial markets and our credit rating.

Our financial results may be negatively affected by currency exchange rate fluctuations

Our assets, earnings and cash flows are influenced by a wide variety of currencies due to the geographic diversity of the countries in which we operate. Fluctuations in the exchange rates of those currencies may have a significant impact on our financial results. The US dollar is the currency in which the majority of our sales are denominated. Operating costs are influenced by the currencies of those countries where our mines and processing plants are located and also by those currencies in which the costs of imported equipment and services are determined. The Australian dollar, South African rand, Chilean peso, Brazilian real and US dollar are the most important currencies influencing our operating costs. Given the dominant role of the US currency in our affairs, the US dollar is the currency in which we present financial performance. It is also the natural currency for borrowing and holding surplus cash. We do not generally believe that active currency hedging provides long-term benefits to our shareholders. We may consider currency protection measures appropriate in specific commercial circumstances, subject to strict limits established by our Board. Therefore, in any particular year, currency fluctuations may have a significant impact on our financial results.

The commercial counterparties we transact with may not meet their obligations which may negatively impact our results

We contract with a large number of commercial and financial counterparties including customers, suppliers, and financial institutions. The global financial and European sovereign debt crises have placed strains on global financial markets, reduced liquidity and impacted business conditions generally. Our existing counterparty credit controls may not prevent a material loss due to credit exposure to a major customer or financial counterparty. In addition, customers, suppliers, contractors or joint venture partners may fail to perform against existing contracts and obligations. Non-supply of key inputs or equipment may unfavourably impact our operations. Reduced liquidity and available sources of capital in financial markets may impact the cost and ability to fund planned investments. These factors could negatively affect our financial condition and results of operations.

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Failure to discover new reserves, maintain or enhance existing reserves or develop new operations could negatively affect our future results and financial condition

The increased demand for our products and increased production rates from our operations in recent years has resulted in existing reserves being depleted at an accelerated rate. As our revenues and profits are related to our oil and gas and minerals operations, our results and financial condition are directly related to the success of our exploration and acquisition efforts, and our ability to replace existing reserves. Exploration activity occurs adjacent to established operations and in new regions, in developed and less developed countries. These activities may increase land tenure, infrastructure and related political risks. A failure in our ability to discover new reserves, enhance existing reserves or develop new operations in sufficient quantities to maintain or grow the current level of our reserves could negatively affect our results, financial condition and prospects.

There are numerous uncertainties inherent in estimating ore and oil and gas reserves, and geological, technical and economic assumptions that are valid at the time of estimation may change significantly when new information becomes available. The uncertain global financial outlook may affect economic assumptions related to reserve recovery and require reserve restatements. Reserve restatements could negatively affect our results and prospects.

Reduction in Chinese demand may negatively impact our results

The Chinese market has become a significant source of global demand for commodities. In CY2010, China represented 59 per cent of global seaborne iron ore demand, 39 per cent of copper demand, 38 per cent of nickel demand, 41 per cent of aluminium demand, 42 per cent of energy coal demand and 10 per cent of oil demand. China s demand for these commodities has been driving global materials demand over the past decade.

Sales into China generated US$20.3 billion (FY2010: US$13.2 billion), or 28.2 per cent (FY2010: 25.1 per cent), of our revenue in the year ended 30 June 2011. A slowing in China s economic growth could result in lower prices and demand for our products and negatively impact our results.

In response to its increased demand for commodities, China is increasingly seeking strategic self-sufficiency in key commodities, including investments in existing businesses or new developments in other countries. These investments may adversely impact future commodity demand and supply balances and prices.

Actions by governments or political events in the countries in which we operate could have a negative impact on our business

We have operations in many countries around the globe, which have varying degrees of political and commercial stability. We operate in emerging markets, which may involve additional risks that could have an adverse impact upon the profitability of an operation. These risks could include terrorism, civil unrest, nationalisation, renegotiation or nullification of existing contracts, leases, permits or other agreements, restrictions on repatriation of earnings or capital and changes in laws and policy, as well as other unforeseeable risks. Risks relating to bribery and corruption may be prevalent in some of the countries in which we operate. If any of our major projects is affected by one or more of these risks, it could have a negative effect on the operations in those countries, as well as the Group s overall operating results, financial condition and reputation.

Our operations are based on material long-term investments that anticipate long-term fiscal stability. Following the global financial crisis some governments face increased debt and funding obligations and may seek additional sources of revenue and economic rent by increasing rates of taxation, royalties or resource rent taxes to levels that are globally uncompetitive to the resource industry. Such taxes may negatively impact the financial results of existing businesses and reduce the anticipated future returns and overall level of prospective investment in those countries.

On 2 July 2010, the Australian Government proposed a Minerals Resource Rent Tax (MRRT), at a rate of 30 per cent (with a 25 per cent extraction allowance effectively resulting in a 22.5 per cent additional tax on

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profits) for Australian iron ore and coal operations, while the current Petroleum Resource Rent Tax (PRRT) is proposed to be extended to all Australian oil and gas projects, including the North West Shelf. Legislation is proposed to be introduced into parliament in late CY2011, ahead of the proposed 1 July 2012 commencement date. The MRRT would operate in parallel with State and Territory royalty regimes, with all current and future royalties fully creditable against the MRRT. The proposed MRRT and PRRT extension will increase the effective tax rate of Australian coal and iron ore operations and the North West Shelf project. This could have a negative effect on the operating results of the Group s Australian operations. The MRRT and PRRT extension is subject to the passing of legislation by the Australian Parliament, and the final legislation may differ (wholly or in part) in its final form from current expectations.

Our business could be adversely affected by new government regulation, such as controls on imports, exports and prices. Increasing requirements relating to regulatory, environmental and social approvals can potentially result in significant delays in construction and may adversely impact upon the economics of new mining and oil and gas projects, the expansion of existing operations and results of our operations.

We have oil and gas operations located in the Gulf of Mexico region of the United States. In October 2010, the United States Government lifted the deepwater drilling moratorium in the Gulf of Mexico initially put in place in May 2010 in response to the oil spill from BP s Macondo well. Although the moratorium was lifted the industry now faces more stringent permitting requirements. Despite our management processes, delays or additional costs may occur in receiving future permits and the conduct of deepwater drilling activities in the Gulf of Mexico.

Infrastructure, such as rail, ports, power and water, is critical to our business operations. We have operations or potential development projects in countries where government provided infrastructure or regulatory regimes for access to infrastructure, including our own privately operated infrastructure, may be inadequate or uncertain. These may adversely impact the efficient operations and expansion of our businesses. On 30 June 2010, the Australian Competition Tribunal granted declaration of BHP Billiton s Goldsworthy rail line, but rejected the application for declaration of our Newman rail line under Part IIIA of the Trade Practices Act. Following the tribunal s decision, access seekers may now negotiate for access to the Goldsworthy railway. These negotiations, and the availability and terms of access, would be governed by the Part IIIA statutory framework, and either the access seeker or BHP Billiton could refer disputed matters to the Australian Competition and Consumer Commission for arbitration. The outcome of this process would govern whether access would be provided and on what terms.

In South Africa, the Mineral and Petroleum Resources Development Act (2002) (MPRDA) came into effect on 1 May 2004. The law provides for the conversion of existing mining rights (so called Old Order Rights) to rights under the new regime (New Order Rights) subject to certain undertakings to be made by the company applying for such conversion. The Mining Charter requires that mining companies achieve 15 per cent ownership by historically disadvantaged South Africans of South African mining assets by 1 May 2009 and 26 per cent ownership by 1 May 2014. If we are unable to convert our South African mining rights in accordance with the MPRDA and the Mining Charter, we could lose some of those rights. Where New Order Rights are obtained under the MPRDA, these rights may not be equivalent to the Old Order Rights in terms of duration, renewal, rights and obligations.

We operate in several countries where ownership of land is uncertain and where disputes may arise in relation to ownership. In Australia, the Native Title Act (1993) provides for the establishment and recognition of native title under certain circumstances. In South Africa, the Extension of Security of Tenure Act (1997) and the Restitution of Land Rights Act (1994) provide for various landholding rights. Such legislation could negatively affect new or existing projects.

These regulations are complex, difficult to predict and outside of our control, and could negatively affect our business and results.

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We may not be able to successfully integrate our acquired businesses

We have grown our business in part through acquisitions. We expect that some of our future growth will stem from acquisitions. There are numerous risks encountered in business combinations. These include adverse regulatory conditions and obligations, commercial objectives not achieved due to minority interests, unforeseen liabilities arising from the acquired businesses, retention of key staff, sales revenues and the operational performance not meeting our expectations, anticipated synergies and cost savings being delayed or not being achieved, uncertainty in sales proceeds from planned divestments, and planned expansion projects being delayed or costing more than anticipated. These factors could negatively affect our future results and financial condition.

Our human resource talent pool may not be adequate to support our growth

Our existing operations and especially our pipeline of development projects in regions of numerous large projects, such as Western Australia and Queensland, when activated, require many highly skilled staff with relevant industry and technical experience. In the competitive labour markets that exist in these regions, the inability of the Group and industry to attract and retain such people may adversely impact our ability to adequately meet demand in projects. Skills shortages in engineering, technical service, construction and maintenance may adversely affect activities. These shortages may adversely impact the cost and schedule of development projects and the cost and efficiency of existing operations.

Increased costs and schedule delays may adversely affect our development projects

Although we devote significant time and resources to our project planning, approval and review process, we may underestimate the cost or time required to complete a project. In addition, we may fail to manage projects as effectively as we anticipate, and unforeseen challenges may emerge. Any of these may result in increased capital costs and schedule delays at our development projects impacting anticipated financial returns.

We may not recover our investments in mining and oil and gas projects

Our operations may be impacted by changed market or industry structures, commodity prices, technical operating difficulties, inability to recover our mineral, oil or gas reserves and increased operating cost levels. These may impact the ability for assets to recover their historical investment and may require financial write-downs adversely impacting our financial results.

Our non-controlled assets may not comply with our standards

Some of our assets are controlled and managed by joint venture partners or by other companies. Some joint venture partners may have divergent business objectives which may impact business and financial results. Management of our non-controlled assets may not comply with our management and operating standards, controls and procedures (including our health, safety, and environment standards). Failure to adopt equivalent standards, controls and procedures at these assets could lead to higher costs and reduced production and adversely impact our results and reputation.

Operating cost pressures and shortages could negatively impact our operating margins and expansion plans

Increasing cost pressures and shortages in skilled personnel, contractors, materials and supplies that are required as critical inputs to our existing operations and planned developments may occur across the resources industry. As the prices for our products are determined by the global commodity markets in which we operate, we may not have the ability to offset these cost increases resulting in operating margins being reduced. Notwithstanding our efforts to reduce costs and a number of key cost inputs being commodity price-linked, the inability to reduce costs and a timing lag may adversely impact our operating margins for an extended period. Our Australian-based operations may continue to be affected by the Australian Fair Work Act 2009 as labour

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agreements expire and businesses are required to negotiate labour agreements with unions. There is some evidence that labour unions are increasingly likely to pursue claims in the bargaining process about union access and involvement in operational decision-making relating to the implementation of change. These claims may adversely affect workplace flexibility, productivity and costs. Industrial action in pursuit of claims associated with the bargaining process has occurred in a number of businesses and is likely to continue to occur as unions press for new claims as part of the negotiation around new agreements.

A number of our operations are energy or water intensive and, as a result, the Group s costs and earnings could be adversely affected by rising costs or by supply interruptions. These could include the unavailability of energy, fuel or water due to a variety of reasons, including fluctuations in climate, significant increases in costs, inadequate infrastructure capacity, interruptions in supply due to equipment failure or other causes and the inability to extend supply contracts on economical terms.

These factors could lead to increased operating costs at existing operations and could negatively impact our operating margins and expansion plans.

Health, safety, environmental and community incidents or accidents and related regulations may adversely affect our operations and reputation or licence to operate

We are a major producer of carbon-related products such as energy and metallurgical coal, oil, gas, and liquefied natural gas. Our oil and gas operations are both onshore and offshore.

The nature of the industries in which we operate means that many of our activities are highly regulated by health, safety and environmental laws. As regulatory standards and expectations are constantly developing, we may be exposed to increased litigation, compliance costs and unforeseen environmental rehabilitation expenses.

Potential health, safety, environmental and community events that may have a material adverse impact on our operations include rockfall incidents in underground mining operations, aircraft incidents, light vehicle incidents, well blowouts, explosions or gas leaks, incidents involving mobile equipment, uncontrolled tailings breaches, escape of polluting substances, uncontrolled releases of hydrocarbons, human rights breaches and community protests or civil unrest.

Longer-term health impacts may arise due to unanticipated workplace exposures or historical exposures to employees or site contractors. These effects may create future financial compensation obligations.

We may continue to be exposed to increased operational costs due to the costs and lost time associated with infectious diseases such as HIV/AIDS and malaria mainly within our African workforce and the increasing global burden of chronic disease. Because we operate globally, we may be affected by potential pandemic influenza outbreaks, such as A(H1N1) and avian flu, in any of the regions in which we operate.

Legislation requiring manufacturers, importers and downstream users of chemical substances, including metals and minerals, to establish that the substances can be used without negatively affecting health or the environment may impact our operations and markets. These potential compliance costs, litigation expenses, regulatory delays, rehabilitation expenses and operational costs could negatively affect our financial results.

During FY2011, BHP Billiton acquired Chesapeake Energy Corporation s interests in the Fayetteville Shale operation. On 14 July 2011, BHP Billiton announced an agreement to acquire Petrohawk Energy Corporation, an independent oil and natural gas company engaged in the exploration, development and production of US shale gas, and on 21 August 2011, we announced that the tender offer had been completed successfully. Both businesses include operations which involve hydraulic fracturing a process of pumping water, sand and a small amount of chemical additives into the shale formation to fracture the rock and release the resource. In response to expressed health and environmental concerns, various states in which shale operations

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occur have recently adopted disclosure regulations requiring companies to disclose the chemicals used in the fracturing operations. Additionally, some states have adopted, and other states are considering adopting, regulations that could restrict hydraulic fracturing in certain circumstances. Additional costs may result from more demanding regulatory requirements and potential class action claims.

We provide for operational closure and site rehabilitation. Our operating and closed facilities are required to have closure plans. Changes in regulatory or community expectations may result in the relevant plans not being adequate. This may impact financial provisioning and costs at the affected operations.

We contribute to the communities in which we operate by providing skilled employment opportunities, salaries and wages, taxes and royalties and community development programs. Notwithstanding these actions, local communities may become dissatisfied with the impact of our operations, potentially affecting costs and production, and in extreme cases viability.

Despite our best efforts and best intentions, there remains a risk that health, safety, environmental and/or community incidents or accidents and related regulations may adversely affect our reputation or licence to operate.

Unexpected natural and operational catastrophes may adversely impact our operations

We operate extractive, processing and logistical operations in many geographic locations both onshore and offshore. Our operational processes may be subject to operational accidents such as port and shipping incidents, fire and explosion, pitwall failures, loss of power supply, railroad incidents, loss of well control, environmental pollution and mechanical failures. Our operations may also be subject to unexpected natural catastrophes such as earthquakes, flood, hurricanes and tsunamis. Based on our claims, insurance premiums and loss experience, our risk management approach is not to purchase insurance for property damage, business interruption and construction related risk exposures. Existing business continuity plans may not provide protection for all of the costs that arise from such events. The impact of these events could lead to disruptions in production, increased costs and loss of facilities more than offsetting premiums saved which would adversely affect our financial results and prospects. Third party claims arising from these events may exceed the limit of liability insurance policies we have in place.

Climate change and greenhouse effects may adversely impact our operations and markets

Carbon-based energy is a significant input in a number of the Group s mining and processing operations and we have significant sales of carbon-based energy products.

A number of governments or governmental bodies have introduced or are contemplating regulatory change in response to the impacts of climate change. Under the December 2009 Copenhagen Accord, developed countries established individual greenhouse gas targets and developing countries established national mitigation actions. The European Union Emissions Trading System (EU ETS), which came into effect on 1 January 2005, has had an impact on greenhouse gas and energy-intensive businesses based in the EU. Our Petroleum assets in the UK are currently subject to the EU ETS, as are our EU based customers. Elsewhere, there is current and emerging climate change regulation that will affect energy prices, demand and margins for carbon intensive products. The Australian Government s plan of action on climate change includes the introduction of a fixed price on carbon emissions beginning 1 July 2012 and converting to an emissions trading scheme after three years, and a mandatory renewable energy target of 20 per cent by the year 2020. From a medium to long-term perspective, we are likely to see some changes in the cost position of our greenhouse-gas-intensive assets and energy-intensive assets as a result of regulatory impacts in the countries in which we operate. These proposed regulatory mechanisms may impact our operations directly or indirectly via our suppliers and customers. Inconsistency of regulations particularly between developed and developing countries may also change the competitive position of some of our assets. Assessments of the potential impact of future climate change regulation are uncertain given the wide scope of potential regulatory change in the many countries in which we operate.

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The physical impacts of climate change on our operations are highly uncertain and will be particular to the geographic circumstances. These may include changes in rainfall patterns, water shortages, rising sea levels, increased storm intensities and higher average temperature levels. These effects may adversely impact the productivity and financial performance of our operations.

Breaches in our information technology (IT) security processes may adversely impact the conduct of our business activities

We maintain global IT and communication networks and applications to support our business activities. IT security processes protecting these systems are in place and subject to assessment as part of the review of internal control over financial reporting. These processes may not prevent future malicious action or fraud by individuals or groups, resulting in the corruption of operating systems, theft of commercially sensitive data, misappropriation of funds and disruptions to our business operations.

A breach of our governance processes may lead to regulatory penalties and loss of reputation

We operate in a global environment straddling multiple jurisdictions and complex regulatory frameworks. Our governance and compliance processes, which include the review of internal control over financial reporting, may not prevent future potential breaches of law, accounting or governance practice. The *BHP Billiton* Code of Business Conduct, together with our anti-bribery and corruption, and anti-trust standards may not prevent instances of fraudulent behaviour and dishonesty nor guarantee compliance with legal or regulatory requirements. This may lead to regulatory fines, litigation, loss of operating licences or loss of reputation.

1.6 Forward looking statements

This Annual Report contains forward looking statements, including statements regarding:

- estimated reserves
- trends in commodity prices and currency exchange rates
- demand for commodities
- plans, strategies and objectives of management
- closure or divestment of certain operations or facilities (including associated costs)
- anticipated production or construction commencement dates
- expected costs or production output
- anticipated productive lives of projects, mines and facilities
- provisions and contingent liabilities

tax and regulatory developments.

Forward looking statements can be identified by the use of terminology such as intend , aim , project , anticipate , estimate , plan , believe , may , should , will , continue or similar words. These statements discuss future expectations concerning the results of operations or financial condition, or provide other forward looking statements.

These forward looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this Annual Report. Readers are cautioned not to put undue reliance on forward looking statements.

For example, our future revenues from our operations, projects or mines described in this Annual Report will be based, in part, upon the market price of the minerals, metals or petroleum produced, which may vary

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significantly from current levels. These variations, if materially adverse, may affect the timing or the feasibility of the development of a particular project, the expansion of certain facilities or mines, or the continuation of existing operations.

Other factors that may affect the actual construction or production commencement dates, costs or production output and anticipated lives of operations, mines or facilities include our ability to profitably produce and transport the minerals, petroleum and/or metals extracted to applicable markets; the impact of foreign currency exchange rates on the market prices of the minerals, petroleum or metals we produce; activities of government authorities in some of the countries where we are exploring or developing these projects, facilities or mines, including increases in taxes, changes in environmental and other regulations and political uncertainty; and other factors identified in the description of the risk factors above.

We cannot assure you that our estimated economically recoverable reserve figures, closure or divestment of such operations or facilities, including associated costs, actual production or commencement dates, cost or production output or anticipated lives of the projects, mines and facilities discussed in this Annual Report, will not differ materially from the statements contained in this Annual Report.

Except as required by applicable regulations or by law, the Group does not undertake any obligation to publicly update or review any forward looking statements, whether as a result of new information or future events.

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2 Information on the Company

2.1 BHP Billiton locations

Projects and exploration activities are not shown on this map.

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Petroleum

Ref	Country	Fields	Description	Ownership	
1	Algeria	Ohanet	Joint operator with Sonatrach for onshore wet gas production [a]		45%
2	Algeria	ROD Integrated Development	Onshore oil production [a]		38%
3	Australia	Bass Strait	Offshore Victoria oil, condensate, LPG, natural gas and ethane production [a]		50%
4	Australia	Minerva	Operator of offshore Victoria natural gas production		90%
5	Australia	North West Shelf	Offshore Western Australia oil, condensate, LPG, natural gas and LNG production [a]	8.3	16.7%
6	Australia	Pyrenees	Operator of offshore Western Australia oil production	40	71.4%
7	Australia	Stybarrow	Operator of offshore Western Australia oil production		50%
8	Pakistan	Zamzama	Operator of onshore natural gas production		38.5%
9	Trinidad and Tobago	Angostura	Operator of offshore oil and natural gas production		45%
10	UK	Bruce/Keith	Offshore North Sea oil and natural gas production [a]	Bruce Keith	16% 31.8%
11	UK	Liverpool Bay	Operator of offshore Irish Sea oil and natural gas production		46.1%
12	US	Fayetteville	Operator of onshore natural gas production	.03	100%
13	US	Gulf of Mexico	Offshore oil, LPG and natural gas production from several fields - Shenzi 44% - Neptune 35% - Starlifter 31% - WestCameron 33.8% - Atlantis 44% [a] - MadDog 23.9% [a] - Genesis 5% [a]		

Aluminium

Ref	Country	Asset	Description	Ownership	
14	Australia	Aluminium Australia	A joint venture where we operate the Worsley alumina refinery and Boddington bauxite mine in Western Australia		86%
15	Brazil	Alumar	Integrated alumina refinery and aluminium smelter [a]	36	40%
16	Brazil	Mineração Rio do Norte	An open-cut bauxite mine [a]		14.8%
17	Mozambique	Aluminium Mozambique	A joint venture where we operate the aluminium smelter (Mozal), located near Maputo		47.1%

18	South Africa	Aluminium South Africa	Hillside and Bayside aluminium smelters, located in Richards Bay	100%

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Base Metals

Ref	Country	Asset	Description	Ownership
19	Australia	Cannington	Underground silver, lead and zinc mine, located in northwest Queensland	100%
20	Chile	Pampa Norte	Cerro Colorado and Spence open-cut mines producing copper cathode in the Atacama Desert, northern Chile	100%
21	Chile	Escondida	Comprises the world s largest copper mine, concentrators and solvent extraction plants and port operations	57.5%
22	Peru	Antamina	A joint venture open-cut copper and zinc mine, located in the Andes north-central Peru [(a)]	33.8%
23	US	Base Metals North America	Includes the Pinto Valley open-cut copper mine, located in Arizona	100%

Uranium [(b)]

Ref	Country	Asset	Description	Ownership
24	Australia	Olympic Dam	Large poly-metallic orebody and the world s largest uranium deposit, producing copper, uranium, gold and silver	100%

Diamonds and Specialty Products

Ref	Country	Asset	Description	Ownership
25	Canada	EKATI Diamond Mine	Open-cut and underground diamond mines, located in the Northwest Territories of Canada	80%
26	South Africa	Richards Bay Minerals	Integrated titanium smelter and mineral sands mining operation [(a)]	37.8%

Stainless Steel Materials

Ref	Country	Asset	Description	Ownership
27	Australia	Nickel West	Mt Keith and Leinster nickel-sulphide mines, Kalgoorlie nickel smelter, Kambalda nickel concentrator and the Kwinana nickel refinery	100%
28	Colombia	Cerro Matoso	Integrated laterite ferronickel mining and smelting operation in northern Colombia	99.9%

Iron Ore

Ref	Country	Asset	Description	Ownership
29	Australia	Western Australia Iron Ore	Integrated iron ore mines (Area C, Jimblebar, Yandi, Newman and Yarrie), and rail and port operations in the Pilbara region of Western Australia	85 100%
30	Brazil	Samarco	Open-cut mine that produces iron ore pellets [(a)]	50%

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Manganese

Ref	Country	Asset	Description	Ownership	
31	Australia	Manganese Australia	Producer of manganese ore in the Northern Territory (GEMCO) and manganese alloys in Tasmania (TEMCO)		60%
32	South Africa	Manganese South Africa	Mamatwan open-cut and Wessels underground manganese mines and the Metalloys manganese alloy plant	44.4	60%

Metallurgical Coal

Ref	Country	Asset	Description	Ownership
33	Australia	Illawarra Coal	Underground coal mines (West Cliff, Dendrobium, Appin) in southern NSW, with access to rail and port facilities	100%
34	Australia	BHP Billiton Mitsubishi Alliance	Saraji, Goonyella Riverside, Peak Downs, Norwich Park, Gregory Crinum, Blackwater and Broadmeadow open-cut and underground mines in the Queensland Bowen Basin and Hay Point Coal Terminal	50%
35	Australia	BHP Billiton Mitsui Coal	South Walker Creek and Poitrel open-cut coal mines in the Queensland Bowen Basin	80%

Energy Coal

Ref	Country	Asset	Description	Ownership	
36	Australia	NSW Energy Coal	Mt Arthur open-cut coal mine		100%
37	Colombia	Cerrejón	An open-cut coal mine, with integrated rail and port operations [(a)]		33.3%
38	South Africa	Energy Coal South Africa	Khutala, Middelburg, Klipspruit, Wolvekrans open-cut and underground mines and coal processing operations	50	100%
39	US	New Mexico Coal	Navajo open-cut and San Juan underground mines		100%

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BHP Billiton office locations

Ref	Country	Office Location	Business Area
40	Australia	Adelaide	Uranium Head Office Marketing Office
41	Australia	Brisbane	Metallurgical Coal Head Office Marketing Office Project Hub
42	Australia	Melbourne	Global Headquarters Marketing Office
43	Australia	Newcastle	Marketing Office
44	Australia	Perth	Iron Ore Head Office Stainless Steel Materials Head Office Marketing Office Minerals Exploration Office Project Hub
45	Australia	Sydney	Energy Coal Head Office
46	Belgium	Antwerp	Marketing Office
47	Brazil	Rio de Janeiro	Marketing Office
48	Canada	Saskatoon	Diamonds and Specialty Products Head Office
49	Canada	Toronto	Project Hub
50	Chile	Santiago	Base Metals Head Office Marketing Office Minerals Exploration Office Project Hub
51	China	Shanghai	Marketing Office
52	India	New Delhi	Marketing Office
53	Japan	Tokyo	Marketing Office
54	Malaysia	Kuala Lumpur	Global Shared Services Centre
55	Netherlands	The Hague	Marketing Office
56	Pakistan	Islamabad	Marketing Office
57	Russia	Moscow	Representative Office

58	Singapore	Singapore	Corporate Centre Marketing Head Office Minerals Exploration Head Office
59	South Africa	Johannesburg	Manganese Head Office Marketing Office Minerals Exploration Office
60	South Africa	Richards Bay	Marketing Office
61	South Korea	Seoul	Marketing Office
62	Switzerland	Baar	Marketing Office
63	UK	London	Aluminium Head Office Corporate Centre
64	US	Farmington	Marketing Office
65	US	Houston	Petroleum Head Office Marketing Office Project Hub
66	US	Pittsburgh	Marketing Office

(a) Jointly or non-operated BHP Billiton Assets or Fields.
(b) Uranium forms part of the Base Metals Customer Sector Group.
Percentage ownership figures have been rounded to one decimal place.

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2.2 Business overview

2.2.1 History and development

Since 29 June 2001, we have operated under a Dual Listed Company (DLC) structure. Under the DLC structure, the two parent companies, BHP Billiton Limited (formerly BHP Limited and before that The Broken Hill Proprietary Company Limited) and BHP Billiton Plc (formerly Billiton Plc) operate as a single economic entity, run by a unified Board and management team. More details of the DLC structure are located under section 2.10 of this Report.

BHP Billiton Limited was incorporated in 1885 and is registered in Australia with ABN 49 004 028 077. BHP Billiton Plc was incorporated in 1996 and is registered in England and Wales with registration number 3196209. Successive predecessor entities to BHP Billiton Plc have operated since 1860.

The registered office of BHP Billiton Limited is 180 Lonsdale Street, Melbourne, Victoria 3000, Australia, and its telephone number is 1300 55 47 57 (within Australia) or +61 3 9609 3333 (outside Australia). The registered office of BHP Billiton Plc is Neathouse Place, London SW1V 1BH, UK, and its telephone number is +44 20 7802 4000. Our agent for service in the United States is Marisa I. Reuter at 1360 Post Oak Boulevard, Suite 150, Houston, TX 77056.

2.2.2 Petroleum Customer Sector Group

Our Petroleum CSG comprises a base of large, long-life, low-unit cost operations that are located in six countries throughout the world. We pursue significant upstream opportunities with multiple options for growth to ensure continued success.

During FY2011, Petroleum delivered our fourth consecutive annual production record by realising 159.4 million barrels of oil equivalent (MMboe) from our diverse global portfolio. Our operations achieved continued high uptime rates with strong reservoir performance from the operated Pyrenees (Australia) and Shenzi (US) fields. The Angostura Gas facility (Trinidad and Tobago) was brought on stream during the fourth quarter of FY2011. New production volumes were realised from the acquisition of the Fayetteville onshore shale gas operations (US) during the fourth quarter of FY2011. Continued high margins were achieved due to operating costs being maintained on average close to US$6 per barrel on the entire global portfolio.

Production from our Gulf of Mexico projects was materially impacted through FY2011 by a drilling moratorium imposed by the US Department of the Interior on all offshore oil and gas industry activities following the oil spill from BP s Macondo well. Despite regulatory delays, BHP Billiton led the industry in returning to deepwater drilling operations and bringing the first new production on stream from our operated Shenzi field following the lifting of the moratorium on 12 October 2010. Drilling has not yet commenced in the Mad Dog and Atlantis fields operated by BP where we have a significant interest. Production in FY2011 was also adversely impacted by an active tropical cyclone season in Western Australia affecting our operated Pyrenees and Stybarrow oil operations and non-operated North West Shelf operations.

We continue to invest through economic cycles and maintain a long-term view. Our consistently strong project execution over the past five years has led us to successfully deliver five major operated projects, the latest one being the Angostura Gas platform offshore Trinidad and Tobago. This has continued our track record of delivering our projects safely, within budget and on schedule. We remain committed to growth through exploration and commenced a major international drilling campaign in FY2011 that will extend through FY2012

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and beyond. We continue to build our inventory of acreage, leads and prospects as well as progressing our major capital projects. In February 2011, we successfully executed a major acquisition of the Fayetteville Shale gas interests in Arkansas for US$4.8 billion. On 21 August 2011, we announced the successful completion of the cash tender offer to acquire Petrohawk Energy Corporation, an independent oil and natural gas company engaged in the exploration, development and production of primarily shale gas and oil in Texas and Louisiana. The total price of the offer was approximately US$12.1 billion and the total enterprise value was approximately US$15.1 billion, including the assumption of net debt. We will continue to evaluate other commercial opportunities for growth as we move forward.

Our production operations are as follows:

Bass Strait

Together with our 50-50 joint venture partner, Esso Australia (a subsidiary of ExxonMobil), we have been producing oil and gas from Bass Strait, off the south-eastern coast of Australia, for over 40 years, having participated in the original discovery of hydrocarbons in 1965. We dispatch the majority of our Bass Strait crude oil and condensate production to refineries along the east coast of Australia. Gas is piped onshore to our Longford processing facility, from which we sell our production to domestic distributors under contracts with periodic price reviews.

North West Shelf

We are a joint venture participant in the North West Shelf Project in Western Australia. The North West Shelf Project was developed in phases: the domestic gas phase supplies gas to the Western Australian domestic market mainly under long-term contracts, and a series of liquified natural gas (LNG) expansion phases supplying LNG to buyers in Japan, Korea and China under a series of long-term contracts. The project also produces LPG and condensate.

We are also a joint venture participant in four nearby oil fields. Both the North West Shelf gas and oil ventures are operated by Woodside Petroleum Ltd.

Australia operated

We operate two oil fields offshore Western Australia and one gas field in Victoria.

The Pyrenees oil development consists of three fields, two of which (Crosby and Stickle) are located in blocks WA-42-L (71.43 per cent interest), while the third (Ravensworth) straddles blocks WA-42-L and WA-43-L (40 per cent interest). The project uses a floating production storage and off-take (FPSO) facility.

The Stybarrow operation (50 per cent BHP Billiton share) is an oil development located offshore Western Australia. The project uses a FPSO facility.

The Minerva operation (90 per cent BHP Billiton share) is a gas field located offshore Victoria. The operation consists of two subsea producing wells which pipe gas onshore to a processing plant. The gas is delivered into a pipeline and sold domestically.

Gulf of Mexico

We operate three fields in the Gulf of Mexico (Neptune, Shenzi and consolidated operations in the West Cameron area), and hold non-operating interests in a further three fields (Atlantis, Mad Dog and Genesis). We also own 25 per cent and 22 per cent, respectively, of the companies that own and operate the Caesar oil pipeline and the Cleopatra gas pipeline which transport oil and gas from the Green Canyon area, where a number of our fields are located, to connecting pipelines that transport product to the mainland. We deliver our oil production to refineries along the Gulf Coast of the United States.

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Fayetteville

Fayetteville Shale operations in central Arkansas in the US consist of approximately 504,451 net acres of leasehold and producing natural gas properties and extensive infield gathering pipelines and several compression stations.

Liverpool Bay and Bruce/Keith

The Liverpool Bay integrated development consists of six offshore gas and oil fields in the Irish Sea, the Point of Ayr onshore processing plant in north Wales, and associated infrastructure. We deliver the Liverpool Bay gas by pipeline to E.ON s Connah s Quay power station.

We own 46.1 per cent of and operate Liverpool Bay. We also hold a 16 per cent non-operating interest in the Bruce oil and gas field in the North Sea and operate the Keith field (31.83 per cent share), a subsea tie-back, that is processed via the Bruce platform facilities.

Algeria

Our Algerian operations comprise our effective 45 per cent interest in the Ohanet wet gas development and our effective 38 per cent interest in the ROD Integrated Development, which consists of six satellite oil fields that pump oil back to a dedicated processing train.

Our interest in ROD is subject to a contractual determination to ensure interest from participating association leases is accurately reflected. Future redetermination of our interest may be possible under certain conditions.

Trinidad and Tobago

The Greater Angostura project is an integrated oil and gas development located offshore east Trinidad. We operate the field and have a 45 per cent interest in the production sharing contract for the project. Gas sales from the gas export platform commenced in May 2011.

Zamzama

We hold a 38.5 per cent working interest in and operate the Zamzama gas project in Sindh province of Pakistan. Both gas and condensate are sold domestically.

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Information on Petroleum operations

The following table contains additional details of our production operations. This table should be read in conjunction with the production (see section 2.3.1) and reserve tables (see section 2.13.1).

Operation & Location Australia	Product	Ownership	Operator	Title, Leases or Options	Nominal Production Capacity	Facilities, Use & Condition
Bass Strait Offshore Victoria	Oil and gas	BHP Billiton 50% Esso Australia (Exxon Mobil subsidiary) 50% Oil Basins Ltd 2.5% royalty interest in 19 production licences	Esso Australia	20 production licences (of which 4 are under renewal process), 2 retention leases (under renewal process) issued by Australian Government Expire between 2016 and end of life of field One production licence held with Santos Ltd	Oil: 200 Mbbl/d Gas: 1,075 MMcf/d LPG: 5,150 tpd Ethane: 850 tpd	20 producing fields with 21 offshore developments (14 steel jacket platforms, 3 subsea developments, 2 steel gravity based mono towers, 2 concrete gravity based platforms) Onshore infrastructure: Longford Facility (3 gas plants, liquid processing facilities) Interconnecting pipelines Long Island Point LPG and oil storage facilities Ethane pipeline
North West Shelf (NWS) gas, LNG, LPG and condensate Offshore Western Australia North Rankin, Goodwyn, Perseus, Echo-Yodel, Angel, Searipple fields	Domestic gas, LPG, condensate, LNG	North West Shelf Project is an unincorporated JV BHP Billiton: 8.33% of original domestic gas JV, will progressively increase to 16.67% 16.67% of Incremental Pipeline Gas (IPG) domestic gas JV 16.67% of original LNG JV 12.5% of China LNG JV 16.67% of LPG JV	Woodside Petroleum Ltd	9 production licences issued by Australian Government 6 expire in 2022 and 3 expire 5 years from end of production	North Rankin A platform: 2,300 MMcf/d gas 60 Mbbl/d condensate Goodwyn A platform: 1,450 MMcf/d gas 110 Mbbl/d condensate Angel platform: 960 MMcf/d gas	Production from North Rankin and Perseus processed through North Rankin A platform Production from Goodwyn, Searipple and Echo-Yodel processed through Goodwyn A platform 4 subsea wells in Perseus field tied into Goodwyn A platform

Approximately 15% of current condensate production	50 Mbbl/day condensate	Production from Angel field processed through Angel platform

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Operation & Location	Product	Ownership	Operator	Title, Leases or Options	Nominal Production Capacity	Facilities, Use & Condition
		Other participants: subsidiaries of Woodside Energy, Chevron, BP, Shell, Mitsubishi/Mitsui and China National Offshore Oil Corporation			Withnell Bay gas plant: 600 MMcf/d gas 5-train LNG plant: 45,000 tpd LNG	Onshore gas treatment plant at Withnell Bay processes gas for domestic market 5-train LNG plant
North West Shelf oil Offshore Western Australia Wanaea, Cossack, Lambert and Hermes fields	Oil	BHP Billiton 16.67% Woodside Energy 33.34% BP, Chevron, Japan Australia LNG (MIMI) 16.67% each	Woodside Petroleum Ltd	3 production licences issued by Australian Government expire 2012 2018	Production capacity: 60 Mbbl/d Storage capacity: 1 MMbbl	FPSO
Minerva Offshore Victoria Gas plant located approximately 4 km inland from Port Campbell	Gas and condensate	BHP Billiton 90% Santos (BOL) 10%	BHP Billiton	Production licence issued by Australian Government expires 5 years after production ceases	150 TJ/d gas 600 bbl/d condensate	2 well completions Single flow line transports gas to onshore gas processing facility
Stybarrow Offshore Western Australia Stybarrow and Eskdale fields	Oil and gas	BHP Billiton 50% Woodside Energy 50%	BHP Billiton	Production licence issued by Australian Government expires 5 years after production ceases	Production: 80 Mbbl/d oil Storage: 900 Mbbl	10 subsea well completions (6 producers, 3 water injectors, 1 gas injector) Gas production is reinjected
Pyrenees Offshore Western Australia	Oil	WA-42-L permit: BHP Billiton 71.43% Apache PVG 28.57%	BHP Billiton	Production licence issued by Australian Government expires 5 years after production ceases	Production: 96 Mbbl/d oil	17 subsea well completions (13 producers, 3 water injectors, 1 gas injector), FPSO

	WA-43-L permit:	Storage: 920 Mbbl	WA-42-L production commenced third quarter of FY2010
Crosby, Stickle and Ravensworth fields	BHP Billiton 40%		
	Apache Permits 31.5%		
	Inpex Alpha 28.5%		WA-43-L production commenced first quarter of FY2011

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Operation & Location	Product	Ownership	Operator	Title, Leases or Options	Nominal Production Capacity	Facilities, Use & Condition
US						
Neptune (Green Canyon 613) Offshore Deepwater Gulf of Mexico (1,300 m)	Oil and gas	BHP Billiton 35% Marathon Oil 30% Woodside Energy 20% Maxus US Exploration 15%	BHP Billiton	Lease from US Government as long as oil and gas produced in paying quantities	50 Mbbl/d oil 50 MMcf/d gas	Permanently moored tension-leg platform (TLP)
Shenzi (Green Canyon 653) Offshore Deepwater Gulf of Mexico (1,310 m)	Oil and gas	BHP Billiton 44% Hess Corporation 28% Repsol 28%	BHP Billiton	Lease from US Government as long as oil and gas produced in paying quantities	100 Mbbl/d oil 50 MMcf/d gas	Stand-alone TLP Genghis Khan field (part of same geological structure) tied back to Marco Polo TLP
West Cameron 76 Offshore Gulf of Mexico	Gas and condensate	BHP Billiton 33.76% ENI Petroleum 40% Black Elk Energy Offshore Operations 15% Ridgewood Energy Company 11.24%	BHP Billiton	Lease from US Government as long as oil and gas produced in paying quantities	120 MMcf/d gas 800 bbl/d condensate	2 conventional gas platforms
Starlifter (West Cameron 77) Offshore Gulf of Mexico	Gas and condensate	BHP Billiton 30.95% McMoRan 33.75% Black Elk Energy Offshore Operations 13.75% Ridgewood Energy Company 10.3% Castrex Offshore Inc 5.625% Walter Oil and Gas Corporation 5.625%	BHP Billiton	Lease from US Government as long as oil and gas produced in paying quantities	40 MMcf/d gas 450 bbl/d condensate	Single conventional gas platform

Atlantis (Green Canyon 743) Offshore Deepwater Gulf of Mexico (2,155 m)	Oil and gas	BHP Billiton 44% working interest BP 56%	BP	Lease from US Government as long as oil and gas produced in paying quantities	200 Mbbl/d oil 180 MMcf/d gas	Permanently moored semi-submersible platform

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Operation & Location	Product	Ownership	Operator	Title, Leases or Options	Nominal Production Capacity	Facilities, Use & Condition
Mad Dog (Green Canyon 782) Offshore Deepwater Gulf of Mexico (1,310 m)	Oil and gas	BHP Billiton 23.9% BP 60.5% Chevron 15.6%	BP	Lease from US Government as long as oil and gas produced in paying quantities	100 Mbbl/d oil 60 MMcf/d gas	Permanently moored integrated truss spar, facilities for simultaneous production and drilling operations
Genesis (Green Canyon 205) Offshore Deepwater Gulf of Mexico (approximately 790 m)	Oil and gas	BHP Billiton 4.95% Chevron 56.67% ExxonMobil 38.38%	Chevron	Lease from US Government as long as oil and gas produced in paying quantities	55 Mbbl/d oil 72 MMcf/d gas	Floating cylindrical hull (spar) moored to seabed with integrated drilling facilities
Fayetteville Onshore Arkansas	Gas	BHP Billiton working interests in leases range from 0.03% to 98.94% BHP Billiton 58.31% average interest in 787 wells and 10.58% average interest in 2,311 wells Largest partners Southwestern Energy, XTO Energy and BP	BHP Billiton 787 wells Partners 2,311 wells	In excess of 40,000 leases, which are predominantly held with private parties Leases associated with producing wells remain in place as long as oil and gas produced in paying quantities	Maximum net production achieved during FY2011 423 MMcf/d	Gas transported via extensive pipeline infrastructure and associated compression (100% owned) or third party gathering systems
Other						
Liverpool Bay Offshore northwest England, Irish Sea	Oil and gas	BHP Billiton 46.1% ENI 53.9%	BHP Billiton	3 production licences issued by UK Government expire 2016, 2025 and 2027	308 MMcf/d gas 70 Mbbl/d oil and condensate	Integrated development of 6 fields Oil treated at Douglas complex then piped to oil storage barge for export by tankers

Douglas and Douglas West oil fields, Hamilton, Hamilton North and Hamilton East gas fields, Lennox oil and gas field	Gas processed at Douglas complex then piped by subsea pipeline to Point of Ayr gas terminal for further processing

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Operation & Location	Product	Ownership	Operator	Title, Leases or Options	Nominal Production Capacity	Facilities, Use & Condition
Bruce/Keith Offshore North Sea, UK	Oil and gas	Bruce: BHP Billiton 16% BP 37% Total 43.25% Marubeni 3.75% Keith: BHP Billiton 31.83% BP 34.84% Total 25% Marubeni 8.33%	Keith BHP Billiton Bruce BP	3 production licences issued by UK Government expire 2011, 2015 and 2018 We expect to renew the licence expiring in November 2011	920 MMcf/d	Integrated oil and gas platform Keith developed as tie-back to Bruce facilities
Ohanet Onshore Approximately 1,300 km southeast of Algiers, Algeria	Gas and condensate	BHP Billiton effective 45% interest Japan Ohanet Oil and Gas 30% Woodside Energy 15% Petrofac Energy Developments 10%	Sonatrach/BHP Billiton staffed organisation	JV is party to risk service contract with Sonatrach (title holder), expires October 2011 at which time BHP Billiton will exit the licence Under the contract JV is reimbursed and remunerated for its investments in liquids	20 MMcm/d wet gas 61 Mbbl/d associated liquids (LPG, condensate)	Wet gas (LPG and condensate) development comprising 4 gas and condensate fields and gas processing plant
ROD Integrated Development Onshore Berkine Basin, 900 km southeast of Algiers, Algeria	Oil	BHP Billiton 45% interest in 401a/402a production sharing contract ENI 55% BHP Billiton effective 38% interest in ROD unitised integrated development ENI 62%	Joint Sonatrach/ENI entity	Production sharing contract with Sonatrach (title holder) Expires 2016 with option for two 5-year extensions under certain conditions	Approximately 80 Mbbl/d oil	Development and production of 6 oil fields 2 largest fields (ROD and SFNE) extend into neighbouring blocks 403a, 403d Production through dedicated processing train on block 403

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Operation & Location	Product	Ownership	Operator	Title, Leases or Options	Nominal Production Capacity	Facilities, Use & Condition
Greater Angostura Offshore Trinidad and Tobago	Oil and gas	BHP Billiton 45% Total 30% Chaoyang 25%	BHP Billiton	Production sharing contract with Trinidad and Tobago Government entitles us to operate Greater Angostura until 2021	100 Mbbl/d oil 280 MMcf/d gas	Integrated oil and gas development: central processing platform connected to the Kairi-2 platform and gas export platform with 3 satellite wellhead protector platforms and flow lines Oil pipeline from processing platform to storage and export at Guayaguayare Gas exported to Trinidad and Tobago domestic markets
Zamzama Onshore Sindh Province, Pakistan	Gas	BHP Billiton 38.5% ENI Pakistan 17.75% PKP Exploration Ltd 9.375% PKP Exploration Ltd 2 9.375% Government Holdings (Private) Limited 25%	BHP Billiton	20-year development and production lease from Pakistan Government expires 2022 (option to extend 5 years)	500 MMcf/d gas 3,350 bbl/d condensate	8 production wells, 4 process trains

Note: Deepwater Gulf of Mexico relates to fields in water depths of over approximately 150 metres.

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Development projects

Australia

North West Shelf North Rankin gas compression project

The North West Shelf gas compression project was approved by the Board in March 2008 to recover remaining lower pressure gas from the North Rankin and Perseus gas fields. The project consists of a new gas compression platform, North Rankin B, capable of processing 2,500 million cubic feet per day (MMcf/d) of gas, which will be constructed adjacent to the existing North Rankin A platform, 135 kilometres offshore from Karratha on the northwest coast of Western Australia. The two platforms will be connected by a 100 metre long bridge and operate as a single facility. Our 16.67 per cent share of development costs is approximately US$850 million, of which US$390 million was incurred as of 30 June 2011. First gas is expected in CY2013.

North West Shelf Cossack, Wanaea, Lambert, Hermes (CWLH) life extension

In December 2008, approval was announced to undertake a redevelopment project to replace and refurbish CWLH facilities as a result of the longer than originally planned field life. The project involves replacing the existing Cossack Pioneer FPSO vessel and selectively refurbishing subsea infrastructure and the riser turret mooring. Our 16.67 per cent share of the cost is approximately US$245 million, of which US$223 million was incurred as of 30 June 2011. First production through the redeveloped facilities is expected in the second half of CY2011.

Bass Strait Kipper gas field development

Initial development of the Kipper gas field in the Gippsland Basin located offshore Victoria was approved by the Board in December 2007. A supplemental approval of the development was granted in January 2011. The first phase of the project includes two new subsea wells, three new pipelines and platform modifications to supply 10 thousand barrels per day (Mbbl/d) of condensate and 80 MMcf/d of gas. Gas and liquids will be processed via the existing Gippsland Basin Joint Venture facilities. Our share of development costs is approximately US$900 million, of which US$515 million was incurred as of 30 June 2011. Facilities are expected to be ready for first production in CY2012 pending resolution of mercury content. Mercury has been encountered in the reservoir and a solution is being developed separately. The initial production target date is CY2014. The Kipper gas field development is comprised of the Kipper Unit Joint Venture and the Gippsland Basin Joint Venture. We own a 32.5 per cent interest in the Kipper Unit Joint Venture, with Esso Australia and Santos owning the remaining 67.5 per cent. We own a 50 per cent interest in the Gippsland Basin Joint Venture with Esso Australia owning the remaining 50 per cent.

Bass Strait Turrum field development

Further expansion of the Gippsland Basin facilities is underway following approval by the Board in July 2008 of the full field development of the Turrum oil and gas field. A supplemental approval of the development was obtained in January 2011. The project consists of a new platform, Marlin B, linked by a bridge to the existing Marlin A platform. The Turrum field, which has a capacity of 11 Mbbl/d and 200 MMcf/d of gas, is located 42 kilometres from shore in approximately 60 metres of water. Our share of development costs is approximately US$1,350 million, of which US$640 million was incurred as of 30 June 2011. Initial production is targeted for CY2013. The Turrum field development operates under the Gippsland Basin Joint Venture in which we own a 50 per cent interest.

Macedon

Macedon is a domestic gas development in Western Australia. The project will consist of a 200 MMcf/d of stand-alone gas plant, four subsea production wells, a 90 kilometre, 20 inch wet gas pipeline and a 67 kilometre, two inch sales gas pipeline. In August 2010, the project was approved at an investment level of US$1,050 million (net BHP Billiton share). Execution phase work, including award of principal Engineering Procurement and

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Construction Management (EPCM) onshore and offshore installation contracts, has commenced. We are the operator, with a 71.43 per cent interest and Apache PVG Pty Ltd holds the remaining 28.57 per cent interest. First gas is expected in CY2013.

Exploration and appraisal

We focus on capturing and operating large acreage positions in areas that are material to the Group. We have exploration interests around the world, particularly in the Gulf of Mexico, Australia, and the South China Sea. During FY2011, our gross expenditure on exploration was US$557 million, of which US$404 million was expensed. Our major exploration interests are as follows:

Australia

We have a 50 per cent interest in the Gippsland Basin Joint Venture with Esso Australia Ltd. In November 2010, the Yellowfin well was plugged and abandoned and expensed as a dry hole. Operations for the South East Longtom well started the same month and encountered hydrocarbons. The well has been plugged and abandoned and continues being evaluated for development potential.

In June 2011, we increased our interest in block WA-351-P offshore Western Australia to 80 per cent by exercising a pre-emption right to acquire a 25 per cent interest from our joint venture partner Tap (Shelfal) Pty Ltd. The block is located on the Exmouth Plateau south of the Scarborough gas field. Tap holds the remaining 20 per cent.

Also in June 2011, we exercised our option to acquire an additional 16 per cent interest in block WA-335-P offshore Western Australia, taking our total participating interest to 46 per cent. In addition, we exercised our right to assume operatorship from Apache (35.1 per cent). Kufpec holds the remaining 18.9 per cent.

The Argus-2 appraisal well was spud in early June 2011 in the AC/RL8 retention lease over the Argus gas field. Woodside Browse Pty Ltd operates the AC/RL8 retention lease with 60 per cent interest while we hold the remaining 40 per cent.

United States

Deep Blue Green Canyon 723

We currently own a 31.875 per cent interest in the Deep Blue prospect located in the Green Canyon area. Partners in the well are Noble (33.75 per cent), Statoil (15.625 per cent), Samson (9.375 per cent) and Murphy (9.375 per cent). Deep Blue exploration well-1 was drilled in November 2009 and concluded in May 2010. The sidetrack drilling started in May and was suspended in June 2010 due to the Gulf of Mexico drilling moratorium issued by the US Government. The Green Canyon 723 #1 original hole was drilled to a total depth of 32,684 feet and encountered hydrocarbons. Following the lifting of the drilling moratorium in October 2010, the forward plan is to complete the sidetrack operations once required permitting is granted and a rig is available. There is insufficient information to confirm the extent of hydrocarbons until drilling operations have been completed.

Other

Colombia

In September 2008, we entered into a technical evaluation of hydrocarbon potential in Block 5 in the Llanos basin onshore Colombia. We operate the project and hold a 71.4 per cent working interest in the joint venture, with SK Energy Co holding the remaining 28.6 per cent interest. The minimum work program includes the acquisition of 1,000 kilometres of 2D seismic plus the drilling of five stratigraphic wells. The airborne survey was completed in January 2010, and 621 kilometres of 2D seismic were acquired from December 2010 to May 2011. In addition, four stratigraphic wells were drilled.

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Falkland Islands

In December 2007, we farmed into Northern and Southern area licences offshore the Falkland Islands. We acquired a 51 per cent interest from our joint venture partner Falkland Oil and Gas Limited (FOGL) and assumed operatorship in January 2008. The minimum exploration work program included drilling two wells in the first phase by the end of CY2010. Site surveys on both blocks were completed in 2009. The first exploration well began drilling in June 2010 and was plugged and abandoned and expensed as a dry hole in July 2010. A one year extension to the first phase of the licences was granted by the Falkland Islands Government in September 2010. In April 2011, we sent a request to the Falkland Islands Government to allow us to transfer our 51 per cent working interest and operatorship to FOGL. Final approval for the transfer was received from the Foreign Commonwealth Office in June 2011.

India

In December 2008, we were awarded seven offshore blocks in India. We are the operator of all seven blocks, each with its own production sharing contract. The minimum exploration program includes the acquisition and processing of 2D seismic data across the seven blocks and a small 3D seismic acquisition in one block. We currently own a 26 per cent interest in all seven blocks, with our partner GVK holding the remaining 74 per cent. In June 2010, we were awarded three additional offshore blocks. The minimum work program associated with the three blocks includes the acquisition and processing of 2D and 3D seismic data. We hold a 100 per cent interest in each of these three blocks. We have met the commitment for acquiring the 2D seismic in all 10 blocks and are processing the data for interpretation. The 3D seismic acquisition, processing and interpretation is being planned for a future date which will complete the committed exploration work program. We are currently working on permit issues with the Indian government.

Malaysia

In March 2007, we were awarded offshore Blocks N and Q in Malaysia with a 60 per cent interest and operatorship. Petronas Carigali holds the remaining 40 per cent. The minimum exploration program includes the acquisition and processing of seismic data across the two blocks and the drilling of four Block N exploration wells within the first seven years. The initial seismic acquisition program commenced in June 2008 and was completed in September 2008. The first exploration well was drilled in February 2010 and was plugged, abandoned and expensed as a dry hole. The second exploration well was spud at the beginning of May 2011 and was in the process of drilling at the end of FY2011.

Philippines

In November 2009, we acquired a 75 per cent interest in Service Contract 59, located offshore Philippines and we assumed operatorship in April 2010. PNOC Exploration Corp owns the remaining 25 per cent interest. As part of the minimum work program, the joint venture completed the acquisition and processing of a 2D seismic survey in April 2010. A 3D seismic acquisition was completed in January 2011 and processing is currently ongoing. The remaining obligations on the current work program require us to drill an exploration well prior to July 2012.

In May 2011, we exercised an option to farm-in to Service Contract 55, located offshore Philippines to acquire a 60 per cent working interest and assume operatorship of the block. The remaining interest will be divided between Otto Energy, which will own 33.18 per cent interest, and Trans-Asia, which will own 6.82 per cent interest. 3D seismic acquisition and processing were completed during the year.

In August 2009, we exercised our option with partner Mitra Energy (25 per cent) to acquire a 25 per cent non-operating interest in Service Contract 56 located offshore Philippines. The joint venture completed drilling the first exploration well in December 2009, and the second exploration well in February 2010. Both wells were expensed as dry holes. The drilling of these wells fulfilled our minimum work commitment against the service contract. The block is operated by ExxonMobil (50 per cent).

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Vietnam

In October 2009, we became operator of Vietnam Blocks 28 and 29/03 located approximately 200 kilometres offshore southern Vietnam. We have a 50 per cent interest in each of the blocks, with Mitra Energy holding the remaining 50 per cent. The minimum work program for the first sub-phase includes 2D seismic data and two wells. We also acquired and processed 3D data. The first exploration well was drilled in May 2011 while drilling of the second well commenced in June 2011. Both wells were plugged, abandoned and expensed as dry holes in FY2011.

Brunei

In September 2010, we entered into a Deed of Amendment with respect to Block CA1 (formerly Block J) following the settlement of the maritime dispute between Brunei and Malaysia. We own a 22.5 per cent interest in the block, with the residual interests held by Total Deep Offshore Borneo (54 per cent and operator), Hess (Borneo Block J) Ltd (13.5 per cent), Petronas Carigali (five per cent) and Canam Brunei Oil Ltd (Murphy Oil) (five per cent). The minimum work obligation includes the drilling of seven exploration wells.

South Africa

In September 2010, we entered into exploration agreements for two blocks offshore South Africa. We own and operate a 60 per cent interest in Block 3A/4A, and a 90 per cent interest in block 3B/4B. The remaining interest in Block 3A/4A is held by PetroSA (30 per cent) and Sasol Petroleum International (10 per cent). Global Offshore Oil Exploration South Africa holds a 10 per cent interest in Block 3B/4B. The minimum work program includes the drilling of one exploration well within each block.

Present activities

Drilling

The number of wells in the process of being drilled (including temporarily suspended wells) as of 30 June 2011 was as follows:

	Exploratory wells		Development wells		Total	
	Gross	Net [1]	Gross	Net [1]	Gross	Net [1]
Australia	1				1	
United States	1		106	38	107	38
Other	2	1	1		3	1
Total	4	1	107	38	111	39

[1] Represents our share of the gross well count

Other significant activities

Australia

Browse

The Browse LNG Development comprises development of the Torosa, Brecknock and Calliance gas fields, which were discovered in 1971, 1979, and 2000, respectively. The fields are located approximately 440 kilometres north-north-west of Broome, Western Australia in water depths up to 800 metres. Evaluation of the in-place resources continues together with definition of the on and offshore facilities required to extract hydrocarbons and produce and export LNG.

Woodside is the operator and we own 8.33 per cent of the East Browse resources and 20 per cent of West Browse. Efforts are ongoing to align equity interests for the overall development.

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Scarborough

Development planning for the large Scarborough gas field offshore Western Australia is in progress. We are evaluating development options for a LNG plant and offshore production facilities. Esso is the operator of the WA-1-R lease and we hold a 50 per cent working interest. We also have a 100 per cent working interest in the WA-346-P block.

Greater Western Flank A

Planning is underway for the Greater Western Flank a phased development of selected core undeveloped resources to the west of existing North West Shelf production infrastructure. The first phase of development, termed Greater Western Flank A, consists of two core fields, Goodwyn GHA/B and Tidepole, and has progressed to the feasibility stage in the second half of CY2011. Woodside is the operator and we own a 16.67 per cent share.

United States

Shenzi Water Injection

The Shenzi Water Injection program includes drilling and completion of five water injection wells and provides facilities to inject up to 125 Mbbl/d of water at 7,000 per square inch (psi). The program was approved as part of the original sanctioned Shenzi project, which began production in 2009 to supplement aquifer pressure for additional recovery. To date, Water Injector (WI) #1 has been drilled and completed and WI #2 has been drilled; plans to complete WI #2 and drill and complete WI #3 in FY2012 are underway.

Atlantis South Water Injection

The Atlantis South Water Injection project is in the execution phase and involves drilling four subsea water injectors, tying them into the existing infrastructure and commissioning the 75 Mbbl/d of water injection facilities. This water injection project mitigates low aquifer pressure which could result in a swift production decline. BP is the operator and we hold a 44 per cent working interest.

Atlantis North Phase 2B

The Atlantis North Flank began production in July 2009. The North Phase 2B is a brownfield capital investment program being developed to improve production rates. Phase 2B includes a one well program and associated subsea infrastructure. As with the original Atlantis North project, BP is the operator, and we hold a 44 per cent working interest.

Mad Dog Phase 2

The Mad Dog Phase 2 project is in response to the successful Mad Dog South appraisal well, which confirmed significant hydrocarbons in the southern portion of the Mad Dog field. Mad Dog Phase 2 will be a spar development with all subsea production and injection wells and includes water injection capability to provide support to the east, west and south of the field.

Other

Zamzama Front End Compression

Zamzama Front End Compression is a brownfield project in Pakistan which allows for the additional drawdown of the reservoir, adding reserves and maintaining plateau production levels. Development is currently underway and project completion is expected in 2011.

Delivery commitments

We have delivery commitments of natural gas and LNG of approximately 3,147 billion cubic feet through 2031 (78 per cent Australia and 22 per cent Other) and crude, condensate and natural gas liquids (NGL)

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commitments of 15.6 million barrels through 2012 (74 per cent Australia, eight per cent United States and 18 per cent Other). We have sufficient proved reserves and production capacity to fulfil these delivery commitments. Further information can be found in Section 2.13.1.

2.2.3 Aluminium Customer Sector Group

Our Aluminium CSG is a portfolio of assets at three stages of the aluminium value chain: mining bauxite, refining bauxite into alumina, and smelting alumina into aluminium metal. We are the world s seventh-largest producer of aluminium, with total production in FY2011 of 1.2 million tonnes (Mt) of aluminium. We also produced 13.6 Mt of bauxite and 4.0 Mt of alumina.

During FY2011, we consumed 35 per cent of our alumina production in our aluminium smelters and we sold the balance to other smelters. Our alumina sales are a mixture of long-term contract sales at LME-linked prices and spot sales at negotiated prices. Prices for our aluminium sales are generally linked to prevailing LME prices.

Boddington/Worsley

Boddington/Worsley is an integrated bauxite mining/alumina refining operation. The Boddington bauxite mine in Western Australia supplies bauxite ore to the Worsley alumina refinery via a 51 kilometre long conveyor. We own 86 per cent of the mine and the refinery. It is our sole integrated bauxite mining/alumina refining asset. Worsley, one of the largest and lowest-cost refineries in the world, is undergoing a major expansion (see Development projects below). Our share of Worsley s FY2011 production was 2.9 Mt of alumina. Worsley s export customers include our own Hillside, Bayside and Mozal smelters in southern Africa. Boddington has a reserve life of 18 years.

Mineração Rio do Norte

We own 14.8 per cent of Mineração Rio do Norte (MRN), which owns and operates a large bauxite mine in Brazil.

Alumar

Alumar is an integrated alumina refinery/aluminium smelter. We own 36 per cent of the Alumar refinery and 40 per cent of the smelter. Alcoa operates both facilities. The operations, and their integrated port facility, are located at São Luís in the Maranhão province of Brazil. Alumar sources bauxite from MRN. During FY2011 approximately 31 per cent of Alumar s alumina production was used to feed the smelter, while the remainder was exported. Our share of Alumar s FY2011 saleable production was 1,108 kilotonnes (kt) of alumina and 174 kt of aluminium. The Alumar refinery completed a significant expansion in October 2009.

Hillside and Bayside

Our Hillside and Bayside smelters are located at Richards Bay, South Africa. Hillside s capacity of approximately 715 kilotonnes per annum (ktpa) makes it the largest aluminium smelter in the southern hemisphere and it is one of the most efficient. Following the mothballing of the potlines B and C in support of a national energy conservation scheme, Bayside has reduced smelting capacity to approximately 95 ktpa since 2009. Hillside imports alumina from our Worsley refinery and both Hillside and Bayside source power from Eskom, the South African state utility, under long-term contracts with prices linked to the LME price of aluminium (except for Hillside Potline 3, the price of which is linked to the South African and US producer price indices).

Mozal

We own 47.1 per cent of and operate the Mozal aluminium smelter in Mozambique, which has a total capacity of approximately 563 ktpa. Mozal sources power generated by Hydro Cahora Basa via Motraco, a transmission joint venture between Eskom and the national electricity utilities of Mozambique and Swaziland. Our share of Mozal s FY2011 production was 264 kt.

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Information on Aluminium mining operations

The following table contains additional details of our mining operations. This table should be read in conjunction with the production (see section 2.3.2) and reserve tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Bauxite								
Boddington bauxite mine Boddington, 123 km southeast of Perth, Western Australia	Public road Ore transported to Worsley alumina refinery by a 51 km conveyor	BHP Billiton 86% Sojitz Alumina 4% Japan Alumina Associates 10% Ownership structure of operator as per Worsley JV	BHP Billiton Worsley Alumina Pty Ltd	Mining lease from Western Australia Government expires 2025, 21-year renewal available 2 sub-leases from Alcoa of Australia	Opened 1983 Significantly extended 2000	Open-cut Surficial gibbsite-rich lateritic weathering of Darling Range rocks	JV owned powerline connected to Worsley alumina refinery site	Crushing plant Nominal capacity: 13 mtpa bauxite
Mineração Rio do Norte Porto Trombetas, Pará, Brazil	Sealed road and rail connects mine area with Porto Trombetas village, accessed by air or river	BHP Billiton 14.8% Alcoa and affiliates 18.2% Vale 40% Rio Tinto Alcan 12% Votorantim 10% Hydro 5%	MRN	Mining rights granted by Brazilian Government until reserves exhausted	Production commenced 1979 Expanded 2003	Open-cut Lateritic weathering of nepheline syenite occurring primarily as gibbsite in a clay matrix overlain by clay sediments	On-site fuel oil generators	Crushing facilities, long distance conveyors, wash plant Nominal capacity: 18 mtpa washed bauxite Village and airport Drying and ship loading facilities near Porto Trombetas

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Information on Aluminium smelters and refineries

Smelter, Refinery or Processing Plant	Location	Ownership	Operator	Title, Leases or Options	Product	Nominal Production Capacity	Power Source
Aluminium and alumina							
Hillside Aluminium smelter	Richards Bay, 200 km north of Durban, KwaZulu-Natal province, South Africa	100%	BHP Billiton	Freehold title to property, plant, equipment	Standard aluminium ingots	715 ktpa primary aluminium	Eskom (national power supplier) under long-term contracts
				Leases over harbour facilities			Contract prices for Hillside 1 and 2 linked to LME aluminium price Prices for Hillside 3 linked to SA and US producer price index
Bayside Aluminium smelter	Richards Bay, 200 km north of Durban, South Africa	100%	BHP Billiton	Freehold title to property, plant, equipment	Primary aluminium, slab products	95 ktpa primary aluminium on remaining Potline A	Eskom, under long-term contract
							Contract price linked to LME aluminium price
Mozal Aluminium smelter	17 km from Maputo, Mozambique	BHP Billiton 47.1%	BHP Billiton	50-year government concession to use the land	Standard aluminium ingots	563 ktpa	Motraco
		Mitsubishi 25%					
		Industrial Development Corporation of South Africa Ltd 24% Mozambique Government 3.9%		Renewable for 50 years			
Worsley Alumina refinery	55 km northeast of Bunbury, Western Australia	BHP Billiton 86%	BHP Billiton Worsley Alumina Pty Ltd	2,480 ha refinery lease from Western Australian Government Expires 2025	Metallurgical grade alumina	3.5 mtpa	JV owned on-site coal power station, third party on-site gas-fired steam power generation plant
		Sojitz Alumina 4%					
		Japan Alumina Associates10%		21-year renewal available			

		Ownership structure of operator as per Worsley JV					
Alumar **Alumina refinery and aluminium smelter**	São Luis, Maranhão, Brazil	Aluminium smelter: BHP Billiton 40% Alcoa 60% Alumina refinery: BHP Billiton 36% Alcoa 35.1% Abalco SA (Alcoa affiliate) 18.9% Rio Tinto 10%	Alcoa operates both facilities	All assets held freehold	Alumina and aluminium ingots	Refinery: 3.5 mtpa alumina Smelter: 450 ktpa primary aluminium	Electronorte (Brazilian public power generation concessionaire), 20-year contract

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Development projects

Worsley Efficiency and Growth project

In May 2008, we announced the Board s approval of an expansion project to increase the capacity of the Worsley refinery from 3.5 million tonnes per annum (mtpa) of alumina to 4.6 mtpa (100 per cent capacity) through expanded mining operations at Boddington, additional refinery capacity and upgraded port facilities. The capital cost estimate for the project, encompassing the development of the Marradong mine, refinery expansion and connection to a multi-fuel cogeneration unit, has increased from US$1.964 billion to US$2.995 billion (BHP Billiton share). First production is now scheduled for the first quarter of CY2012.

Guinea Alumina

We have a one-third interest in a joint venture that is undertaking a feasibility study into the construction of a 10 mtpa bauxite mine, an alumina refinery with processing capacity exceeding 3.3 mtpa and associated infrastructure approximately 110 kilometres from the port of Kamsar in Guinea.

2.2.4 Base Metals Customer Sector Group

Our Base Metals CSG is one of the world s premier producers of copper, silver, lead and uranium, and a leading producer of zinc. Our portfolio of large, low-cost mining operations includes the Escondida mine in Chile, the world s largest single producer of copper, and Olympic Dam in South Australia, already a major producer of copper and uranium and with the potential for significant expansion.

Our total copper production in FY2011 was 1.1 million tonnes (Mt). In addition to conventional mine development, we continue to pursue advanced treatment technologies, such as leaching low-grade chalcopyrite ores which we believe have the potential to recover copper from ores previously uneconomic to treat.

We market five primary products: copper concentrates, copper cathodes, uranium oxide, lead concentrates and zinc concentrates.

We sell most of our copper, lead and zinc concentrates to smelters under long-term volume contracts at prices based on the LME price for the contained metal, typically set three or four months after shipment, less treatment charges and refining charges (collectively referred to as TCRCs) that are negotiated with the smelters mostly on an annual or bi-annual basis. Some of the ores we mine contain quantities of silver and gold, which remain in the base metal concentrates we sell. We receive payment credits for the silver and gold recovered by our customers in the smelting and refining process.

We sell most of our copper cathode production to wire rod mills, brass mills and casting plants around the world under annual contracts with prices at premiums to LME prices. We sell uranium oxide to electricity generating utilities, principally in western Europe, North America and north Asia. Uranium is typically sold under a mix of longer-term and shorter-term contracts. A significant portion of our uranium production is sold into fixed price contracts, although increasingly sales are based on flexible pricing terms.

We have six assets, with Pampa Norte having two operations:

Escondida

Our 57.5 per cent owned and operated Escondida mine is the largest and one of the lowest-cost copper producers in the world. In FY2011, our share of Escondida production was 390.5 kilotonnes (kt) of payable copper in concentrate and 179.1 kt of copper cathode. Our reserves will support mining for a further 35 years at the current production rates. The availability of key inputs like power and water at competitive prices is an important focus at Escondida. To ensure security of supply and competitive power costs in the long-term, we

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supported the construction of an LNG facility to supply gas to the Northern grid system, which has been operating since June 2010. We have also signed off-take agreements underwriting the construction of a 460 megawatt (MW) coal-fired power plant, with supply beginning in CY2012. To address limitations on the availability of water, we desalinate and carefully manage our use and re-use of available water, and are exploring alternative sources including further desalination of seawater.

Olympic Dam

Olympic Dam is already a significant producer of copper cathode and uranium oxide and a refiner of smaller amounts of gold and silver bullion. We are exploring a series of staged development options that would make our wholly owned Olympic Dam operation one of the world s largest producers of copper, the largest producer of uranium and a significant producer of gold (see Development projects below).

Production in FY2011 was higher than in FY2010 when the haulage system in the Clark Shaft at Olympic Dam was damaged. Olympic Dam produced 194.1 kt (FY2010 103.3 kt) of copper cathode, 4,045 tonnes (FY2010 2,279 tonnes) of uranium oxide, 111,368 ounces (FY2010 65,494 ounces) of refined gold and 982 kilo-ounces (FY2010 500 kilo-ounces) of refined silver in FY2011.

Antamina

We own 33.75 per cent of Antamina, a large, low-cost, long-life copper/zinc mine in Peru. Opened in 2001, its reserves will support mining at current rates for a further 17 years. Our share of Antamina s FY2011 production was 97.8 kt of copper in concentrate, and 91,470 tonnes of zinc in concentrate. Antamina also produces smaller amounts of molybdenum and lead/bismuth concentrate.

Pampa Norte Spence Operation

Our wholly owned Spence copper mine produces copper cathode. During FY2011, we produced 179.8 kt of copper cathode. Spence s current reserves will support mining at current rates for a further 12 years.

Pampa Norte Cerro Colorado Operation

Our wholly owned Cerro Colorado mine in Chile remains a significant producer of copper cathode, although production levels have declined in recent years as grades have declined. Production in FY2011 was 92.4 kt of copper cathode. Our current mine plan sees production continuing until FY2021.

In addition, we are currently evaluating the extent of deeper chalcopyrite mineralisation that may support further mine plan extension options in both the Spence and Cerro mines.

Cannington

Our wholly owned Cannington mine in northwest Queensland is one of the world s largest producers of silver. In FY2011, Cannington produced concentrates containing 243,364 tonnes of lead, 60,657 tonnes of zinc and approximately 35,225 kilo-ounces of silver. The current mine plan sees production continuing until 2019.

North America Pinto Valley

As a result of the global economic slowdown in FY2009, we made the decision to cease sulphide mining and milling operations at our Pinto Valley Mine located in Arizona, US, placing the operations on care and maintenance.

We continue to produce copper cathode at Pinto Valley and the neighbouring Miami Unit from our residual solvent extraction electrowinning (SXEW) operations. Current reserves are expected to support these operations for approximately four years.

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Information on Base Metals mining operations

The following table contains additional details of our mining operations. This table should be read in conjunction with the production (see section 2.3.2) and reserve tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Copper								
Escondida Atacama Desert, 170 km southeast of Antofagasta, Chile	Public road Copper cathode transported by privately owned rail to ports at Antofagasta and Mejillones Copper concentrate transported by Escondida-owned pipeline to its Coloso port facilities	BHP Billiton 57.5% of Minera Escondida Limitada (MEL) Rio Tinto 30% JECO Corporation consortium comprising Mitsubishi, Nippon Mining and Metals 10% Jeco 2 Ltd 2.5%	BHP Billiton	Mining concession from Chilean Government valid indefinitely (subject to payment of annual fees)	Original construction completed 1990 Subsequent expansion projects cost US$3.0 billion (100%) Sulphide Leach copper project cost US$1.0 billion (100%) First production 2006	2 open-cut pits: Escondida and Escondida Norte Escondida and Escondida Norte mineral deposits are adjacent but distinct supergene enriched porphyry copper deposits	Escondida owned transmission lines connect to Chile s northern power grid Electricity purchased under contract	2 concentrator plants extract copper concentrate from sulphide ore by flotation extraction process 2 solvent extraction plants produce copper cathode Nominal capacity: 3.2 mtpa copper concentrate 330 ktpa copper cathode
Spence Atacama Desert, 150 km northeast of Antofagasta, Chile	Public road Copper cathode transported by rail to ports at Mejillones and Antofagasta	100%	BHP Billiton	Mining concession from Chilean Government valid indefinitely (subject to payment of annual fees)	Development cost of US$1.1 billion approved 2004 First copper produced 2006	Open-cut Supergene enriched porphyry copper deposit that includes copper oxide ores overlying a sulphide zone	Group-owned transmission lines connect to Chile s northern power grid Electricity purchased under contract	Processing and crushing facilities, separate dynamic (on-off) leach pads, solvent extraction plant, electrowinning plant Nominal capacity: 200 ktpa [(1)] copper cathode

(1) Current production approximately 180 ktpa due to lower copper grades.

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Cerro Colorado Atacama Desert, 120 km east of Iquique, Chile	Public road Copper cathode trucked to port at Iquique	100%	BHP Billiton	Mining concession from Chilean Government valid indefinitely (subject to payment of annual fees)	Commercial production commenced 1994 Expansions 1995 and 1998	Open-cut Supergene enriched and oxidised porphyry copper deposit that consists of a sulphide enrichment zone overlayed by oxide ore (chrysocolla + brochantite)	Long-term contracts with northern Chile power grid	2 primary, secondary and tertiary crushers, leaching pads, solvent extraction plant, electrowinning plant Nominal capacity: 120 ktpa [2]

[2] Current production approximately 92.4 ktpa due to lower copper grades.

Pinto Valley 125 km east of Phoenix, Arizona, US	Public road Copper cathode trucked to domestic customers	100%	BHP Billiton	Freehold title to the land	Acquired 1996 as part of Magma Copper acquisition Sulphide mining operations discontinued 1998 [3] Residual SXEW production continues	Pinto Valley: open-pit Miami Unit: in-situ leach Porphyry copper deposit of low-grade primary mineralisation	Salt River Project	2 SXEW operations at Pinto Valley and Miami

[3] Mining operations restarted 2007, discontinued 2009.

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Mine & Location Copper Uranium	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Olympic Dam 560 km northwest of Adelaide, South Australia	Public road Copper cathode trucked to ports Uranium oxide transported by road and rail to ports	100%	BHP Billiton	Mining lease granted by South Australian Government expires 2036 Right of extension for 50 years	Acquired 2005 as part of WMC acquisition Copper production began 1988 Throughput raised to 9 mtpa in 1999 Optimisation project completed 2002 New copper solvent extraction plant commissioned 2004	Underground Large poly-metallic deposit of iron oxide-copper-gold mineralisation	Supplied via a 275 kV powerline from Port Augusta, transmitted by ElectraNet	Automated train and trucking network. Crushing, storage and ore hoisting facilities 2 grinding circuits to extract copper concentrate from sulphide ore Flash furnace produces copper anodes, which are then refined to produce copper cathodes [4] Nominal capacity: 200 ktpa copper cathode

[4] Electrowon copper cathode and uranium oxide concentrate produced by leaching and solvent extracting flotation tailings.

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Copper Zinc								
Antamina Andes mountain range, 270 km north of Lima, north-central Peru	Public road Copper and zinc concentrates transported by pipeline to port of Huarmey Molybdenum and lead/ bismuth concentrates transported by truck	BHP Billiton 33.75% of Compañía Minera Antamina S.A. Xstrata 33.75% Teck Cominco 22.5% Mitsubishi 10%	Compañía Minera Antamina S.A.	Mining rights from Peruvian Government held indefinitely, subject to payment of annual fees and supply of information on investment and production	Commercial production commenced 2001 Capital cost US$2.3 billion (100%)	Open-cut Zoned porphyry and skarn deposit with central Cu-only ores and an outer band of Cu-Zn ore zone	Long-term contracts with individual power producers	Primary crusher, concentrator (nominal capacity 94,000 tpd), copper and zinc flotation circuits, bismuth/moly cleaning circuit 300 km concentrate pipeline (design throughput 2.3 dry mtpa) Port facilities at Huarmey
Silver, Lead and Zinc								
Cannington 300 km southeast of Mt Isa, Queensland, Australia	Public road and Group-owned airstrip Product trucked to Yurbi, then by rail to public port	100%	BHP Billiton	Mining leases granted by Queensland Government expire 2029	Concentrate production commenced 1997, subsequent projects improved mill throughput and metal recovery	Underground Broken Hill-type silver-lead-zinc sulphide deposit	On-site power station operated under contract	Beneficiation plant: primary and secondary grinding circuits, pre-flotation circuits, flotation circuits, leaching circuits, concentrate filtration circuit, paste plant Nominal milling capacity: 3.2 mtpa

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Development projects

Olympic Dam

The first phase of the Olympic Dam Project (ODP1) to develop an open-pit mine moved into feasibility stage in March 2011. The proposed expansion would be a progressive development requiring construction activity to increase production to up to 750,000 tonnes per annum (tpa) of copper, 19,000 tpa of uranium oxide and 800,000 ounces of gold. The Group released a draft Environmental Impact Statement (EIS) in May 2009 and prepared and submitted a supplementary EIS in December 2010 for review by the Australian, South Australian and Northern Territory Governments in response to more than 4,000 public submissions on the project. The final supplementary EIS was released in May 2011. Government decisions on the project are expected in the second half of CY2011. After that, the expansion project will depend on successfully completing all required feasibility studies and on Board approval of the final investment case.

Yeelirrie

The project at the proposed Yeelirrie uranium oxide mine is in pre-feasibility stage, with a focus on technology developments, resource size and improving project economics. The work currently includes resource definition and estimation, processing test work, ongoing environment studies, community consultation and capital and operating cost evaluation.

Escondida

Exploration of the Escondida lease and early drilling results have resulted in an announcement of extensive additional mineralisation in close proximity to existing infrastructure and processing facilities, including the Pampa Escondida and Pinta Verde prospects. In FY2011, Escondida has expensed US$128 million (US$74 million our share) in exploration.

The Escondida Ore Access project provides access to higher-grade ore and moved into execution phase during FY2011. In addition, the Laguna Seca Debottlenecking project which will provide additional processing capacity also moved into execution phase. Organic Growth Project 1, which is the replacement of the Los Colorados concentrator allowing access to higher-grade ore and additional processing capacity, moved into the feasibility phase.

Antamina

In FY2011, Antamina continued execution of the expansion project. With a total investment of US$1.3 billion (US$434.7 million our share), the project will expand milling capacity by 38 per cent to 130,000 tonnes per day (tpd). The expansion project includes a new SAG mill, a new 55 kilometre power transmission line, an expanded truck shop facility and upgrades to the crushing and tailing systems, flotation circuit and port capacity. Commissioning of the project is scheduled to start at the end of CY2011. Our share of the capital expenditures in the project totalled US$147 million in FY2011. In addition, Antamina announced an increase to its estimated Ore Reserves during the second half of FY2011. Refer to section 2.13.2 for further details.

Resolution Copper

We hold a 45 per cent interest in the Resolution Copper project in Arizona, US, operated by Rio Tinto (55 per cent interest). Resolution Copper is undertaking a pre-feasibility study into a substantial underground copper mine and processing facility.

Resolution Copper continued to advance the sinking of the No. 10 Shaft in order to gain access to the ore deposit for characterisation work of mineralisation and geotechnical conditions. Work also continued towards gaining approval from the US Congress for a Federal Land Exchange to access the ore deposit.

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2.2.5 Diamonds and Specialty Products Customer Sector Group

Our Diamonds and Specialty Products CSG operates our diamonds and titanium minerals businesses and the exploration and development of a potash business.

Diamonds

The EKATI diamond mine in the Northwest Territories of Canada is the cornerstone of our diamonds business. EKATI has produced on average more than three million carats per year of rough diamonds over the last four years. The grade of ore we process fluctuates from year to year, resulting in variations in carats produced. In addition, the proportion of our production consisting of high-value carats (larger and/or higher-quality stones) and low-value carats (smaller and/or lower-quality stones) fluctuates from year to year. The mine life based on the mine plan is seven years from 30 June 2011.

EKATI consists of our 80 per cent interest in the Core Zone Joint Venture, comprising existing operations and our 58.8 per cent interest in the Buffer Zone Joint Venture, primarily focusing on exploration targets.

Annual sales from EKATI (100 per cent terms) represented approximately three per cent of current world rough diamond supply by weight and approximately 11 per cent by value in FY2011. We sell most of our rough diamonds to international diamond buyers through our Antwerp sales office. We also offer for sale, an amount of the EKATI production to Canadian manufacturers based in the Northwest Territories.

Titanium minerals

Our principal interest in titanium minerals consists of our 37.76 per cent economic interest in Richards Bay Minerals (RBM). RBM is one of the largest and lowest-cost producers of titania slag, high-purity pig iron, rutile and zircon from mineral sands. Approximately 90 per cent of the titanium dioxide slag produced by RBM is suitable for the chloride process of titanium dioxide pigment manufacture and is sold internationally under a variety of short, medium and long-term contracts.

Potash

Our potash strategy is to build a material industry position over the long term. We continue advancing the Jansen Project, a greenfield potash project, in Saskatchewan, Canada. Jansen progressed into the feasibility study phase (an advanced stage of our project approvals process) in February 2011.

Based on the current schedule, Jansen is expected to start producing saleable potash in CY2015. Jansen is designed ultimately to produce approximately eight million tonnes per annum (mtpa) of agricultural grade potash with an estimated 70-year life.

We are also continuing to study other potential projects in the Saskatchewan potash basin, including Young, Boulder and Melville, and are progressing these projects in the context of our development portfolio. We are conducting an extensive potash exploration program including 3D seismic survey and drilling programs.

Our permit positions for potash extend over 14,500 square kilometres in the Saskatchewan basin and have expiry dates between 2013 and 2016.

On 15 November 2010, we announced the withdrawal of our offer to acquire all of the issued and outstanding common shares of Potash Corporation of Saskatchewan Inc. We determined that the condition of our offer relating to receipt of a net benefit determination by the Minister of Industry under the Investment Canada Act could not be satisfied, and accordingly, the offer was withdrawn.

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Information on Diamonds and Specialty Products mining operations

The following table contains additional details of our mining operations. This table should be read in conjunction with the production (see section 2.3.2) and reserve tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Diamonds								
EKATI diamond mine	Aircraft	Core Zone JV	BHP Billiton	Mining leases granted by Canadian Government until 2019	Production began 1997	Fox: open-cut	JV owned and operated diesel power station	Crushers, washers/scrubber and grinder and heavy media separator
		BHP Billiton 80%				Koala and Koala North: underground		
310 km northeast of Yellowknife, Northwest Territories, Canada	Ice road open approximately 10 weeks per year				Mine and processing plant began operating 1998			
		Buffer Zone JV BHP Billiton 58.8%				Eocene age kimberlite pipes dominantly volcaniclastic infill		Magnetics and X-ray sorters for diamond recovery
								Fuel storage
		Remaining interest held by 2 individuals			Ownership increased with acquisition of Dia Met Minerals Ltd in 2001			
Titanium minerals								
Richards Bay Minerals	Public road	BHP Billiton 37.76% economic interest through 50% interest in the 2 legal entities that comprise RBM, Richards Bay Mining (Pty) Ltd and Richards Bay Titanium (Pty) Ltd	Rio Tinto	Long-term renewable mineral leases from South African Government subject to South African Mining Charter	RBM formed 1976	Beach sand dredging	Eskom (national utility company)	4 beach sand dredge mines, minor supplementary dry mining
10-50 km north of Richards Bay, KwaZulu- Natal, South Africa	Product transported by public rail to port				Fifth mine added 2000	Quaternary age coastal dune deposits heavy mineral sands concentrated by wave and wind action		Gravity separation produces heavy mineral concentrate which is trucked to central processing plant to produce rutile, zircon and ilmenite
				Application lodged for conversion to New Order Mining Rights (see section 2.7.1)	In 2006 one mining pond closed			
		RBM functions as a single economic entity						Smelter processes ilmenite to produce titanium dioxide slag and

	high-purity iron
	Nominal titanium slag capacity:
	1.05 mtpa

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Development projects

Jansen Potash Project

We are currently executing the ground freezing program. The ground will be frozen using a closed system of refrigeration pipes through which brine is circulated. On 24 June 2011, we approved US$488 million of pre-commitment spending to fund early-stage site preparation for surface construction, procurement of long lead time items and the first 350 metres of shaft sinking at Jansen. On 30 June 2011, the Saskatchewan Ministry of Environment approved our Environmental Impact Statement for the development of the Jansen project.

Diamonds

On 9 May 2011, we approved the Misery open-pit project at the EKATI diamond mine in the Northwest Territories, Canada. This project consists of a pushback of the existing Misery open-pit which was mined from 2001 to 2005. Stripping operations are expected to begin in October 2011, with ore production beginning late 2015 and final production from Misery in mid 2017. The estimated capital expenditure required to complete the execution phase is US$323 million (BHP Billiton share).

2.2.6 Stainless Steel Materials Customer Sector Group

Our Stainless Steel Materials CSG is primarily a supplier of nickel to the stainless steel industry. Nickel is an important component of the most commonly used types of stainless steel. We also supply nickel to other markets, including the specialty alloy, foundry, chemicals and refractory material industries. We are the world s fourth-largest producer of nickel and we sell our nickel products under a mix of long-term, medium-term and spot volume contracts, with prices linked to the LME nickel price.

Our nickel business comprises two assets:

Nickel West

Nickel West is the name for our wholly owned Western Australian nickel asset, which consists of an integrated system of mines, concentrators, a smelter and a refinery. We mine nickel-bearing sulphide ore at our Mt Keith, Leinster and Cliffs operations north of Kalgoorlie. We operate concentrator plants at Mt Keith and at Leinster, which also concentrate ore from Cliffs. Leinster and Mt Keith have reserve lives of eight and 13 years respectively, both have options for further expansion. Cliffs is a high-grade underground mine with a reserve life of three years. The extraction of ore at Cliffs commenced in FY2008.

We also operate the Kambalda concentrator south of Kalgoorlie, where we source ore through tolling and concentrate purchase arrangements with third parties in the Kambalda region. We also have regular purchase agreements in place for the direct purchase of concentrate, which we re-pulp, dry and blend with other concentrate processed at Kambalda.

We transport concentrate from Leinster, Mt Keith and Kambalda to our Kalgoorlie smelter, where it is processed into nickel matte, containing approximately 67 per cent nickel. In FY2011, we exported approximately 60 per cent of our nickel matte production. We processed the remaining nickel matte at our Kwinana nickel refinery, which produces nickel metal in the form of LME grade briquettes, and nickel powder together with a range of saleable by-products.

During FY2011, production of nickel metal from the Kwinana nickel refinery continued to be impacted by a restriction in hydrogen supply, resulting in the redirection of matte feed stocks for external sale. We are constructing a new hydrogen plant at the Kwinana nickel refinery and construction is expected to be completed in FY2012. Production in FY2011 was 112,700 tonnes of contained nickel.

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Cerro Matoso

Cerro Matoso, our 99.94 per cent owned nickel asset in Colombia, combines a lateritic nickel ore deposit with a low-cost ferronickel smelter. Cerro Matoso is the world s second-largest producer of ferronickel and is one of the lowest-cost producers of ferronickel. The smelter produces high-purity, low-carbon ferronickel granules. Cerro Matoso has an estimated current reserve life of 31 years. Production in FY2011 was 40 kilotonnes (kt) of nickel in ferronickel form, which was below the nominal capacity of 50 kilotonnes per annum (ktpa) of nickel in ferronickel form as production was impacted by the planned Line 1 furnace replacement.

Information on Stainless Steel Materials mining operations

The following table contains additional details of our mining operations. This table should be read in conjunction with the production (see section 2.3.2) and reserve tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Nickel								
Mt Keith	Private road	100%	BHP Billiton	Leases over the land from Western Australian Government	Officially commissioned 1995 by WMC	Open-cut	On-site third party gas-fired turbines	Concentration plant with a nominal capacity: 11.5 mtpa of ore
Western Australia	Nickel concentrate transported by road to Leinster nickel operations for drying and on-shipping			Key leases expire 2012-2032 Renewals at government discretion	Mt Keith was acquired as part of acquisition of WMC in 2005	Disseminated textured magmatic nickel-sulphide mineralisation, associated with a metamorphosed ultramafic intrusion	Natural gas sourced from North West Shelf (NWS) gas fields Transported through Goldfields Gas Pipeline under contract to 2037	
Leinster	Public road	100%	BHP Billiton	Leases over the land from Western Australian Government	Production commenced 1967	Underground and open-cut	On-site third party gas-fired turbines	Concentration plant with a nominal capacity: 3 mtpa of ore
Western Australia	Nickel concentrate shipped by road and rail to Kalgoorlie nickel smelter			Key leases expire 2013 -2031 Renewals at government discretion	Leinster was acquired as part of acquisition of WMC in 2005	Steeply dipping disseminated and massive textured nickel-sulphide mineralisation, associated with metamorphosed ultramafic lava flows and intrusions	Natural gas sourced from NWS gas fields Transported through Goldfields Gas Pipeline under contract to 2037	

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Cliffs Western Australia	Private road Nickel ore transported by road to Leinster nickel operations for further processing	100%	BHP Billiton	Leases over the land from Western Australian Government Key leases expire 2025-2028 Renewals at government discretion	Production commenced 2008 Cliffs was acquired as part of acquisition of WMC in 2005	Underground Steeply dipping massive textured nickel-sulphide mineralisation, associated with metamorphosed ultramafic lava flows	Supplied from Mt Keith	Mine site
Cerro Matoso S.A. Montelibano, Córdoba, Colombia	Public road	BHP Billiton 99.94% Employees and former employees 0.06%	BHP Billiton	Existing mining concessions renewable in 2012 with 30-year extension until 2042 Further extension is possible at that time	Mining commenced 1980 Nickel production started 1982 Ownership increased to 53% in 1989 and to 99.94% in 2007 Expansion project to double installed capacity completed 2001	Open-cut Nickel-laterite mineralisation formed from residual weathering of ophiolitic peridotite	National electricity grid under contracts expiring December 2012 Domestic natural gas for drier and kiln operation supplied by pipeline from national grid Gas supply contracts expire over next 10 years	Ferronickel smelter and refinery integrated with the mine Beneficiation plant: primary and secondary crusher Nominal capacity: 50 ktpa of nickel in ferronickel form Actual capacity depends on nickel grade from the mine

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Information on Stainless Steel Materials smelters, refineries and processing plants

Smelter, Refinery or Processing Plant	Location	Ownership	Operator	Title, Leases or Options	Product	Nominal Production Capacity	Power source
Nickel							
Kambalda Nickel concentrator	56 km south of Kalgoorlie, Western Australia	100%	BHP Billiton	Mineral leases over the land from Western Australian Government expire 2028 Renewals at government discretion	Concentrate containing approximately 13% nickel	1.6 mtpa ore Ore sourced through tolling and concentrate purchase arrangements with third parties in Kambalda region	On-site third party gas-fired turbines Natural gas sourced from NWS gas fields. Gas transported through Goldfields Gas Pipeline under contract to 2037
Kalgoorlie Nickel smelter	Kalgoorlie, Western Australia	100%	BHP Billiton	Freehold title over the property	Matte containing approximately 67% nickel	110 ktpa nickel matte	On-site third party gas-fired turbines Natural gas sourced from NWS gas fields Gas transported through Goldfields Gas Pipeline under contract to 2037
Kwinana Nickel refinery	30 km south of Perth, Western Australia	100%	BHP Billiton	Freehold title over the property	LME grade nickel briquettes, nickel powder Also intermediate products, including copper sulphide, cobalt-nickel-sulphide, ammonium-sulphate	65 ktpa nickel metal	Power generated by Southern Cross Energy, distributed via Western Power s network

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Development projects

Cerro Matoso Nickel Ore Smelting System

In 2010, the Nickel Ore Smelting System project was approved to progress into execution phase. The project replaces the 27-year-old Line 1 furnace to improve operational reliability and accommodate changes in the mineralogy of the ore feed. Construction completion and ramp-up to stable production is expected during the first half of FY2012.

Cerro Matoso expansion options

Cerro Matoso has undertaken conceptual studies on options for expanding production. During the second half of FY2011, the Cerro Matoso Heap Leach project progressed into feasibility.

Mt Keith Talc co-processing

In 2009, the Mt Keith Talc redesign project was approved to move into execution phase. This will enable Mt Keith to process talcose ore to supplement the current ore supply. The project involves the installation of additional grinding and flotation equipment within the existing circuits at Mt Keith and the addition of a high-magnesium oxide concentrate flotation circuit. This project will allow Mt Keith to treat talcose ores, which make up approximately 25 per cent of the remaining Mt Keith ore reserve and which were not previously able to be processed economically. The project is expected to be commissioned in FY2012.

2.2.7 Iron Ore Customer Sector Group

Our Iron Ore CSG consists of our Western Australia Iron Ore (WAIO) asset and a 50 per cent interest in the Samarco joint venture in Brazil. We are one of the leading iron ore producers in the world. We sell lump and fines product produced in Australia and pellets from our operations in Brazil.

Western Australia Iron Ore (WAIO)

WAIO s operations involve a complex integrated system of mines and more than 1,000 kilometres of rail infrastructure and port facilities in the Pilbara region of northern Western Australia. Our strategy is to maximise output utilising available infrastructure at our disposal.

We have been expanding our WAIO operations in response to increasing demand for iron ore. Since 2001, we have completed six expansion projects to increase our system production capacity from 69 million tonnes per annum (mtpa) to 155 mtpa (100 per cent basis). Our share of FY2011 production was 122.7 million tonnes (Mt) of ore. We now have additional projects in various stages of the project life cycle (including construction) to further increase system capacity (see Development projects below).

Our Pilbara reserve base is relatively concentrated, allowing us to plan our development around a series of integrated mining hubs joined to the orebodies by conveyors or spur lines. This approach enables us to maximise the value of installed infrastructure by using the same processing plant and rail infrastructure for a number of orebodies. Blending ore at the hub gives us greater flexibility to respond to changing customer requirements as well as changing properties in the ore being mined and reduces the risk of port bottlenecks.

We have also continued to explore and refine our understanding of existing tenements. Our proven ore reserves are high-grade, with average iron content ranging from 57.1 per cent at Yandi to 63.8 per cent at Mt Newman. The reserve lives of our mines at current production levels range from 13 years at Mt Goldsworthy (JV Northern) to 42 years at Jimblebar.

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Samarco

We are a 50 50 joint venture partner with Vale at the Samarco operations in Brazil. During FY2008, Samarco completed an expansion project consisting of the construction of a third pellet plant, a mine expansion, a new concentrator, port enhancements and a second slurry pipeline.

In FY2011, our share of production was 10.9 Mt of pellets. Samarco s total ore reserve is about 2.0 billion tonnes. During FY2011, Samarco introduced the use of natural gas at its pelletising plants allowing for cleaner production and better quality products.

In April 2011, Samarco shareholders approved a US$3.5 billion (BHP Billiton share US$1.75 billion) expansion project consisting of a fourth pellet plant, a new concentrator and a third slurry pipeline. The project will increase Samarco s iron ore pellet production capacity by 8.3 Mt to 30.5 mtpa (100 per cent share). First pellet production is expected in the first half of CY2014.

Information on Iron Ore mining operations

The following table contains additional details of our mining operations. This table should be read in conjunction with the production (see section 2.3.2) and reserve tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Iron ore								
Mt Newman JV Pilbara region, Western Australia Mt Whaleback Orebodies 18, 23, 25, 29, 30	Public road Iron ore shipped by Mt Newman JV owned rail to JV s Nelson Point shipping facilities and Finucane Island shipping facilities, Port Hedland	BHP Billiton 85% Mitsui ITOCHU Iron 10% ITOCHU Minerals and Energy of Australia 5%	Mt Whaleback orebodies 29 and 30 operated by BHP Billiton Orebodies 18, 23 and 25 operated by independent contractors	Mining lease under the Iron Ore (Mt Newman) Agreement Act 1964 expires 2030 with right to successive renewals of 21 years	Production began Mt Whaleback orebody 1969 Production from orebodies 18, 23, 25, 29 and 30 complements production from Mt Whaleback First ore from Newman Hub as part of RGP4 construction delivered 2009	Open-cut Bedded ore types classified as per the host Archaean or Proterozoic iron formation, which are Brockman, Marra Mamba and Nimingarra	Alinta Dewap s Newman gas-fired power station via Mt Newman JV owned power lines	Newman Hub: primary and secondary crushing and screening plants (nominal capacity 58 mtpa); heavy media beneficiation plant, stockyard blending facility, single cell rotary car dumper, train-loading facility Orebody 23/25: primary and secondary crushing and screening plant

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Yandi JV Pilbara region, Western Australia	Road Iron ore shipped by operating joint venture owned rail to Finucane Island and Nelson Point shipping facilities, Port Hedland Our railway spur links Yandi mine to Newman main line	BHP Billiton 85% Mitsui Iron Ore Corporation 7% ITOCHU Minerals and Energy of Australia 8%	Independent contract mining company	Mining lease under the Iron Ore (Marillana Creek) Agreement Act 1991 expires 2012 with renewal rights to a further 42 years	Development began 1991 First shipment 1992 Capacity expanded between 1994 2003	Open-cut Bedded and channel ore types. Bedded ores are classified as per the host Proterozoic banded iron formation names, which for Yandi is Brockman and Channel Iron Deposits are Cainozoic fluvial sediments	Alinta Dewap s Newman gas-fired power station via Mt Newman JV owned power lines	2 processing plants, primary crusher and overland conveyor Ore delivered to 2 train-loading facilities A third processing plant is in the commissioning phase (expected capacity 45 mtpa)
Jimblebar Pilbara region, Western Australia	Road Iron ore shipped by Mt Newman JV owned rail to Port Hedland via 32 km spur line linking to Newman main line	Jimblebar lease: 100% Entitled to 85% production from Wheelara deposit under sublease with ITOCHU Minerals and Energy of Australia, Mitsui Iron Ore and 4 separate subsidiaries of Chinese steelmakers	Independent contract mining company	Mining lease under the Iron Ore (McCamey s Monster) Agreement Authorisation Act 1972 expires 2030 with rights to successive renewals of 21 years	Production commenced 1989 Ore blended with ore from Mt Whaleback and satellite orebodies 18, 23, 25, 29 and 30 to create Mt Newman blend	Open-cut Bedded ore types classified based on the host Archaean or Proterozoic banded iron formation names, which are Brockman and Marra Mamba	Alinta Dewap s Newman gas-fired power station via Mt Newman JV owned power lines	Primary and secondary crushing plant Nominal capacity: 14 mtpa

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Mt Goldsworthy JV Pilbara region, Western Australia Area C Yarrie Nimingarra	Road Iron ore shipped by Mt Goldsworthy JV owned rail to JV s Finucane Island and Nelson Point shipping facilities, Port Hedland Goldsworthy JV railway spur links Area C mine to Newman main line	BHP Billiton 85% Mitsui Iron Ore Corporation 7% and ITOCHU Minerals and Energy of Australia 8%	Independent contract mining company	4 mineral leases under the Iron Ore (Mt Goldsworthy) Agreement Act 1964 and the Iron Ore (Goldsworthy Nimingarra) Agreement Act 1972, expire between 2014 and 2028, with rights to successive renewals of 21 years. A number of smaller mining leases granted under the Mining Act 1978 expire in 2026	Operations commenced Mt Goldsworthy 1966, at Shay Gap 1973 Original Goldsworthy mine closed 1982 Shay Gap mine closed 1993 Mining at Nimingarra mine ceased 2007, has since continued from adjacent Yarrie area We opened Area C mine in 2003	Open-cut mine includes Area C, Yarrie and Nimingarra Bedded ore types classified as per the host Archaean or Proterozoic iron formation names, which are Brockman, Marra Mamba and Nimingarra	Yarrie and Nimingarra: Alinta Dewap Port Hedland gas-fired power station under long-term contracts Area C: Alinta Dewap s Port Newman gas-fired power station under long-term contracts	Area C: ore processing plant, sprimary crusher and overland conveyor Nominal capacity: 42 mtpa Yarrie: mobile in-pit crushing plant Nominal capacity: 1.5 mtpa Primary crushers at Yarrie and Nimingarra in care and maintenance Combined nominal capacity: 8 mtpa
Samarco Southeast Brazil	Public road Conveyors transports iron ore to beneficiation plant Two slurry pipelines transport pellet feed to pellet plants on coast Iron pellets exported via	BHP Billiton 50% Vale 50%	Mining concessions granted by Brazilian Government as long as Alegria complex mined according to agreed plan	Operates as independent business with own management team	Production began at Germano mine 1977, at Alegria complex 1992 Two expansions completed with a second pellet plant built in 1997 and a third pellet plant and second pipeline built in 2008 In April 2011, Samarco s shareholders approved the fourth pellet plant	Open-cut Itabirites (metamorphic quartz-hematite rock) and friable hematite ores	Samarco holds interests in 2 hydroelectric power plants which supply 20% of its electricity Additional power from other hydro-electric power plants under long-term contracts expiring CY2014	Facilities with capacity to process and pump 24 mtpa ore concentrate and produce and ship 22.2 mtpa pellets (100% basis)

port facilities

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Development projects

Western Australia Iron Ore

Construction of Rapid Growth Project 5 (RGP5) is ongoing. Our share of project expenditure to 30 June 2011 amounted to US$4.8 billion. This project, which was announced in November 2008, will substantially double track the Newman main rail line, construct two new shipping berths on the Finucane Island side of the Port Hedland harbour and add crushing, screening and stockpiling facilities at Yandi.

In March 2011, we announced approval of an additional US$7.4 billion (BHP Billiton share US$6.6 billion) of capital expenditure to continue production growth in our WAIO operations. This investment is the final approval of projects initiated in 2010, with pre-commitment funding of US$2.3 billion (BHP Billiton share US$2.1 billion). It will deliver an integrated operation with a minimum capacity of 220 mtpa (100 per cent basis), with first production expected from Jimblebar early in CY2014.

This additional investment includes:

- US$3.4 billion (BHP Billiton share US$3.3 billion) to develop the Jimblebar mine and rail links, and procure mining equipment and rolling stock to deliver an initial capacity of 35 mtpa, expandable to 55 mtpa;
- US$2.3 billion (BHP Billiton share US$1.9 billion) to further develop Port Hedland, including two additional berths and shiploaders, a car dumper, connecting conveyor routes and associated rail works and rolling stock;
- US$1.7 billion (BHP Billiton share US$1.4 billion) for port blending facilities and rail yards to enable ore blending, expand resource life and prepare for the future growth of the business beyond the inner harbour.

Western Australia Iron Ore Rio Tinto joint venture

On 5 June 2009, together with Rio Tinto, we signed core principles to establish a production joint venture covering the entirety of both companies Western Australia Iron Ore assets. This resulted in the signing of definitive agreements on 5 December 2009. The completion of these agreements was subject to a number of conditions, including regulatory approvals.

After the agreements were signed, it became apparent that the necessary regulatory approvals required to allow the deal to close were unlikely to be achieved. As a result, both parties agreed to dissolve the proposed joint venture.

Western Australia Iron Ore Acquisition of HWE Mining Subsidiaries

On 9 August 2011, BHP Billiton signed a non-binding Heads of Agreement with Leighton Holdings to acquire the HWE Mining subsidiaries that provide contract mining services to its Western Australia Iron Ore operations. The Heads of Agreement relates to the mining equipment, people and related assets that service the Area C, Yandi and Orebody 23 and 25 operations. These operations collectively account for almost 70 per cent of WAIO s total material movement. The purchase price is US$735 million (A$705 million), subject to working capital adjustments. Subject to due diligence, definitive agreements and relevant internal and regulatory approvals, the transaction is expected to close during the fourth quarter of CY2011.

West Africa

We are carrying out exploration activities in Guinea and Liberia, West Africa. At Nimba, in Guinea, we have completed our concept study and are now undertaking a pre-feasibility study to determine the optimal investment alternative by assessing viability, sustainability impacts and management implications of operations

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in this area. During the year, our Mineral Development Agreement with the Government of Liberia was ratified by the Liberian Legislature and became effective. This agreement enables the further exploration and development of our mineral leases in Liberia.

2.2.8 Manganese Customer Sector Group

Our Manganese CSG produces a combination of ores and alloys from sites in South Africa and Australia. We are the world s largest producer of manganese ore and among the top three global producers of manganese alloy. Manganese alloy is a key input into the steelmaking process. Manganese high-grade ore is particularly valuable to alloy producers because of the value in use differential over low-grade ore, which is the degree to which high-grade ore is proportionately more efficient than low-grade ore in the alloying process.

Our strategy is to focus on upstream resource businesses. Manganese alloy smelters are a key conduit of manganese units into steelmaking and enable us to access markets with an optimal mix of ore and alloy, optimise production to best suit market conditions and give us technical insight into the performance of our ores in smelters.

Approximately 80 per cent of ore production is sold directly to external customers and the remainder is used as feedstock in our alloy smelters.

We own and manage all manganese mining operations and alloy plants through a joint venture with Anglo American in which we own 60 per cent. Our joint venture interests are held through Samancor Manganese, which operates our global Manganese assets. In South Africa, Samancor owns 74 per cent of Hotazel Manganese Mines (Pty) Ltd (HMM) and 100 per cent of Metalloys. This gives BHP Billiton an effective interest of 44.4 per cent in HMM and 60 per cent in Metalloys. The remaining 26 per cent of HMM is owned under the terms of South African Black Economic Empowerment (BEE) legislation, which reflects our commitment to economic transformation in South Africa. In Australia, we have an effective interest of 60 per cent in Groote Eylandt Mining Company Pty Ltd (GEMCO) and Tasmanian Electro Metallurgical Company Pty Ltd (TEMCO).

Mines

HMM

HMM owns the Mamatwan open-cut mine and the Wessels underground mine. The ore from these mines only requires crushing and screening to create saleable product. In FY2011, the total manganese production was 3,007 kilotonnes (kt), 10.6 percent higher than FY2010 production.

GEMCO

As a result of its location near our own port facilities and its simple, open-cut mining operation, GEMCO is one of the world s lowest-cost manganese ore producers. These simple operations, combined with its high-grade ore and relative proximity to Asian export markets, make GEMCO unique among the world s manganese mines. FY2011 production of manganese was 4,086 kt, 20 per cent higher than FY2010 production.

Alloy Plants

Metalloys

The Samancor Manganese Metalloys alloy plant is one of the largest manganese alloy producers in the world. Due to its size and access to high-quality feedstock from Hotazel operations, it is also one of the lowest-cost alloy producers. Metalloys produces high and medium-carbon ferromanganese and silicomanganese.

TEMCO

TEMCO is a medium-sized producer of high-carbon ferromanganese, silicomanganese and sinter using ore shipped from GEMCO, primarily using hydroelectric power.

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Information on Manganese mining operations

The following table contains additional details of our mining operations. These tables should be read in conjunction with the production (see section 2.3.2) and reserve tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Manganese ore								
Hotazel Manganese Mines (Pty) Ltd (HMM)	Public road	BHP Billiton 44.4%	BHP Billiton	Existing New Order Rights valid until 2035	Mamatwan commissioned 1964	Mamatwan: open-cut	Eskom (national power supplier)	Mamatwan beneficiation plant: primary, secondary and tertiary crushing with associated screening plants
Kalahari Basin, South Africa	Most ore and sinter products transported by rail	Anglo American 29.6%			Wessels commissioned 1973	Wessels: underground		
Mamatwan and Wessels mines	Approximately 33% of ore beneficiated locally, balance exported via Port Elizabeth, Richards Bay, Durban	Ntsimbintle 9%				Banded Iron Manganese ore type		Dense medium separator and sinter plant (capacity 1 mtpa sinter) [1]
		NCAB 7%						
		Iziko 5%						
		HMM Education Trust 5%						
								Wessels: primary and secondary crushing circuits with associated screening [1]
[1] Capacity: Mamatwan approximately 3.5 mtpa of ore; Wessels approximately 1 mtpa of ore.								
Groote Eylandt Mining Company Pty Ltd (GEMCO)	Ore transported from concentrator by road train to port at Milner Bay	BHP Billiton 60%	BHP Billiton	All leases on Aboriginal land held under Aboriginal Land Rights (Northern Territory) Act 1976 Valid until 2031	Commissioned 1965	Open-cut	On-site diesel power generation	Beneficiation process: crushing, screening, washing and dense media separation
Groote Eylandt, Northern Territory, Australia		Anglo American 40%				Sandstone claystone sedimentary Manganese ore type		

		Produces lump and fines products Capacity: 4.2 wet mtpa

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Information on Manganese smelters, refineries and processing plants

Smelter, Refinery or Processing Plant	Location	Ownership	Operator	Title, Leases or Options	Product	Nominal Production Capacity	Power source
Manganese alloy							
Metalloys Manganese alloy plant (division of Samancor Manganese (Pty) Ltd)	Meyerton, South Africa	BHP Billiton 60% Anglo American 40%	BHP Billiton	Freehold title over property, plant and equipment	Manganese alloys including high-carbon ferromanganese, silicomanganese, refined (medium-carbon ferromanganese) alloy	400 ktpa high-carbon ferromanganese (including hot metal) 135 ktpa silicomanganese 90 ktpa medium-carbon ferromanganese	Eskom 30 MW of internal power generated from furnace off-gases
Tasmanian Electro Metallurgical Company Pty Ltd (TEMCO) Manganese alloy plant	Bell Bay, Tasmania, Australia	BHP Billiton 60% Anglo American 40%	BHP Billiton	Freehold title over property, plant and equipment	Ferroalloys, including high-carbon ferromanganese, silicomanganese and sinter	130 ktpa high-carbon ferromanganese 125 ktpa silicomanganese 350 ktpa sinter	Aurora Energy On-site energy recovery unit generates 11 MW for internal use

Development projects

GEMCO expansion

The partners in Samancor Manganese have approved the second expansion of the GEMCO operation in the Northern Territory of Australia. This follows the successful commissioning of the GEMCO expansion phase 1 (GEEP1) project in April 2009. The US$279 million GEEP2 project (BHP Billiton share US$167 million) will increase GEMCO s beneficiated product capacity from 4.2 million tonnes per annum (mtpa) to 4.8 mtpa through the introduction of a dense media circuit by-pass facility. The project is expected to be completed in late CY2013. The expansion will also address infrastructure constraints by increasing road and port capacity to 5.9 mtpa, creating 1.1 mtpa of additional capacity for future expansions.

HMM

The central block development project at Wessels mine is expected to be completed during the last quarter of FY2013. The project will enable the mine to increase current production from 1 mtpa to 1.5 mtpa of capacity (100 per cent, or about 0.7 mtpa BHP Billiton share). The remaining forecast capital expenditure to completion of the project is an estimated US$26 million (BHP Billiton share).

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Metalloys

The High Carbon Ferro Manganese (HCFeMn) furnace M14 at the Metalloys West Plant was approved for execution in November 2010 with a total approved investment of US$91 million (US$54.6 million BHP Billiton share). This furnace would add an additional 130 kilotonnes per annum (ktpa) capacity (100 per cent or about 78 ktpa BHP Billiton share) of HCFeMn and replace smaller, less efficient furnaces from the South Plant with a current capacity of 55 ktpa. The M14 furnace will contribute to power efficiency at Metalloys site as it will add to the site s own generation capacity utilising the furnace off-gases.

Samancor Gabon Manganese project

The feasibility phase study for the establishment of a 300 ktpa mine in Franceville, Gabon, commenced in July 2010 and the study is expected to be completed in the first quarter of FY2012.

The pre-feasibility phase study for phase 2 to increase the production capacity to 1.8 mtpa is expected to commence in the second quarter of FY2012.

2.2.9 Metallurgical Coal Customer Sector Group

Our Metallurgical Coal CSG is the world s largest supplier of seaborne metallurgical coal. Metallurgical coal, along with iron ore and manganese, is a key input in the production of steel.

Our export customers are steel producers around the world. In FY2011, most of our contracts were annual or long-term volume contracts with prices largely negotiated on a quarterly basis or monthly basis.

We have assets in two major resource basins: the Bowen Basin in Central Queensland, Australia, and the Illawarra region of New South Wales, Australia.

Bowen Basin

In comparison with many other coal mining regions, the Bowen Basin is well positioned to supply the seaborne market because of its high-quality metallurgical coals, which are ideally suited to efficient blast furnace operations, relatively low cost of production from extensive near-surface deposits and geographical proximity to Asian customers.

We also have access to key infrastructure, including a modern, integrated electric rail network and our own coal loading terminal at Hay Point, Mackay. This infrastructure enables us to maximise throughput and blending of products from multiple mines to optimise the value of our production and satisfy customer requirements.

Our Bowen Basin mines are owned through a series of joint ventures. We share 50 50 ownership with Mitsubishi Development Pty Ltd in BHP Billiton Mitsubishi Alliance (BMA), which operates the Goonyella Riverside, Broadmeadow, Peak Downs, Saraji, Norwich Park, Blackwater and Gregory Crinum mines, together with the Hay Point Coal terminal through the Central Queensland Coal Associates (CQCA) joint venture and the Gregory joint venture. Our BHP Billiton Mitsui Coal (BMC) asset operates South Walker Creek and Poitrel mines. BMC is owned by BHP Billiton (80 per cent) and Mitsui and Co (20 per cent).

The reserve lives of the Bowen Basin mines range from six years to 62 years. Total attributable production in FY2011 was approximately 25.7 million tonnes (Mt) compared with 30.8 Mt in FY2010. Production in FY2011 was significantly impacted by persistent and severe wet weather in the Bowen Basin.

Production figures for the Bowen Basin include some energy coal (less than 11 per cent).

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Illawarra

We own and operate three underground coal mines in the Illawarra region of New South Wales, which supply metallurgical coal to the nearby BlueScope Port Kembla steelworks, and other domestic and export markets. Total production in FY2011 was approximately 6.9 Mt compared with 6.5 Mt in FY2010. The reserve lives of the Illawarra mines range from three years to 19 years.

Production figures for Illawarra include some energy coal (less than 18 per cent).

Information on Metallurgical Coal mining operations

The following table contains additional details of our mining operations. The tables should be read in conjunction with the production (see section 2.3.2) and reserves tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Metallurgical coal								
Central Queensland Coal Associates (CQCA) joint venture Bowen Basin, Queensland, Australia Goonyella, Riverside, Peak Downs, Saraji, Norwich Park, Blackwater and Broadmeadow mines	Public road Coal transported by rail to Hay Point and Gladstone ports	BHP Billiton 50% Mitsubishi Development 50%	BMA	Mining leases including undeveloped tenements, expire between 2011 2037, renewable for further periods as Queensland Government/legislation allows Mining is permitted to continue under the legislation during the application period. Application lodged to renew mining lease expiring in 2011	Goonyella mine commenced 1971, merged with adjoining Riverside mine 1989 Operates as Goonyella Riverside Production commenced: Peak Downs 1972 Saraji 1974 Norwich Park 1979 Blackwater 1967 Broadmeadow (longwall operations) 2005	All open-cut except Broadmeadow: longwall underground Bituminous coal is mined from the Permian Moranbah and Rangal Coal measures Products range from premium-quality, low volatile, high vitrinite, hard coking coal to medium volatile hard coking coal, to weak coking coal, and some medium ash thermal coal as a by-product	Queensland electricity grid	On-site beneficiation facilities Combined nominal capacity: in excess of 53.5 mtpa Hay Point Coal Terminal

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Gregory joint venture Bowen Basin, Queensland, Australia Gregory and Crinum mines	Public road Coal transported by rail to Hay Point and Gladstone ports	BHP Billiton 50% Mitsubishi Development 50%	BMA	Mining leases, including undeveloped tenements, expire between 2014 2027, renewable for further periods as Queensland Government/legislation allows	Production commenced: Gregory 1979 Crinum mine (longwall) 1997	Gregory: open-cut Crinum: longwall underground Bituminous coal is mined from the Permian German Creek Coal measures Product is a high volatile, low ash hard coking coal, and a medium ash thermal coal	Queensland electricity grid	On-site beneficiation processing facility Nominal capacity: in excess of 5 mtpa
BHP Billiton Mitsui Coal Pty Limited Bowen Basin, Queensland, Australia South Walker Creek and Poitrel mines	Public road Coal transported by rail to Hay Point port	BHP Billiton 80% Mitsui and Co 20%	During FY2011 management transferred from BMA to BMC	Mining leases, including undeveloped tenements expire in 2020, renewable for further periods as Queensland Government/legislation allows	South Walker Creek commenced 1996 Poitrel commenced 2006	Open-cut Bituminous coal is mined from the Permian Rangal Coal measures Produces a range of coking coal, pulverised coal injection (PCI) coal, and thermal coal products with medium to high phosphorus and ash properties	Queensland electricity grid	South Walker Creek coal beneficiated on-site Nominal capacity: 3.5 mtpa Poitrel Mine has Red Mountain joint venture with adjacent Millennium Coal mine to share processing and rail loading facilities

Nominal capacity: 3 mtpa

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Illawarra Coal Illawarra, New South Wales, Australia Dendrobium,Appin and West Cliff mines	Public road Coal transported by road or rail to BlueScope Steel s Port Kembla steelworks or Port Kembla for export	100%	BHP Billiton	Mining leases expire between 2011-2026, renewable for further periods as NSW Government/legislation allows Mining is permitted to continue under the legislation during the application period Applications lodged to renew mining leases expiring in 2011	Production commenced: Appin 1962 (longwall operations 1969) West Cliff 1976 Dendrobium 2005	Underground Bituminous coal is mined from the Permian Illawarra Coal Measures Produces premium quality hard coking coal and some thermal coal from the Wongawilli and Bulli seams	New South Wales electricity grid	2 beneficiation facilities Nominal capacity: approximately 8 mtpa

Development projects

Bowen Basin Expansions

In March 2011, approval was given for three key metallurgical coal projects located in the Bowen Basin in Central Queensland, Australia. The projects are expected to add 4.9 Mt of annual mine capacity (100 per cent basis) through development of the Daunia operation and a new mining area at Broadmeadow. In addition, 11 Mt of annual port capacity (100 per cent basis) will be developed at the Hay Point Coal terminal. The total investment is expected to be US$5 billion, of which BHP Billiton s share is US$2.5 billion.

The Daunia mine, adjacent to BMC s Poitrel mine, will have the capacity to produce 4.5 million tonnes per annum (mtpa) of export metallurgical coal through a new processing facility. First coal is expected in 2013. The investment will also extend the life of the Broadmeadow mine by a further 21 years and increase production capacity by 0.4 mtpa to a new total capacity of 4.8 mtpa. The project is due for completion in 2013. The expansion at Hay Point terminal will increase its capacity from 44 mtpa to 55 mtpa and includes the replacement of the existing jetty to increase its ability to withstand high seas and winds. First shipments from the expanded terminal are expected in 2014.

Metallurgical Coal is continuing to investigate a number of brownfield and greenfield expansion and logistics options in the Bowen Basin, including the construction of the proposed Caval Ridge Mine which will utilise the expanded Hay Point terminal capacity.

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IndoMet Coal Project (Indonesia)

IndoMet Coal comprises seven coal contracts of work (CCoWs) covering a large metallurgical coal resource in Kalimantan, Indonesia, which was discovered by BHP Billiton in the 1990s. Following an assessment of the importance of local participation in developing the project in 2010, we sold a 25 per cent interest in the project to a subsidiary of PT Adaro Energy TBK. We retain 75 per cent of the project and hold management responsibility for the project.

Study work is underway to identify development options across our CCoWs.

2.2.10 Energy Coal Customer Sector Group

Our Energy Coal CSG is one of the world s largest producers and marketers of export energy coal (also known as thermal or steaming coal) and is also a significant domestic supplier to the electricity generation industry in Australia, South Africa and the US. Our global portfolio of energy coal assets and our insights into the broader energy market through our sales of other fuels (gas, uranium and oil) provide our business with substantial advantages as a supplier. We generally make our domestic sales under long-term fixed-price contracts with nearby power stations. We make export sales to power generators and some industrial users in Asia, Europe and the US, usually under contracts for delivery of a fixed volume of coal. Pricing is either index-linked or fixed, in which case we use financial instruments to swap our fixed-price exposure for exposure to market indexed prices.

We operate three assets: a group of mines and associated infrastructure collectively known as BHP Billiton Energy Coal South Africa; our New Mexico Coal operations in the US; and our NSW Energy Coal operations in Australia. We also own a 33.33 per cent share of the Cerrejón Coal Company, which operates a coal mine in Colombia.

BHP Billiton Energy Coal South Africa (BECSA)

BECSA operates four coal mines Khutala, Klipspruit, Middelburg and Wolvekrans in the Witbank region of Mpumalanga province of South Africa, which in FY2011 produced approximately 34 million tonnes (Mt). In FY2011, BECSA sold approximately 62 per cent of its production to Eskom, the government-owned electricity utility in South Africa and exported the rest via the Richards Bay Coal Terminal (RBCT), in which we own a 22 per cent share. The reserve lives of the BECSA mines range from nine to 30 years.

New Mexico Coal

We own and operate the Navajo mine, located on Navajo Nation land in New Mexico, and the nearby San Juan mine located in the state of New Mexico. Each mine transports its production directly to a nearby power station. The reserve lives of Navajo Mine and San Juan Mine are 5 and 7 years, respectively. New Mexico Coal produced approximately 12 Mt in FY2011.

NSW Energy Coal

NSW Energy Coal s operating asset is the Mt Arthur open-cut coal mine in the Hunter Valley region of New South Wales, which produced approximately 14 Mt in FY2011 and has a reserve life of 50 years. We commenced the first stage of our long-term mine expansion project (RX1) in FY2011 (see Development projects below). In FY2011, we delivered approximately nine per cent of Mt Arthur s production to a local power station and exported the rest via the port of Newcastle. We are also a 35.5 per cent shareholder in Newcastle Coal Infrastructure Group a joint controlled entity that is operating the Newcastle Third Port export coal loading facility.

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Cerrejón Coal Company

Cerrejón Coal Company owns and operates one of the largest open-cut export coal mines in the world in La Guajira province of Colombia, as well as integrated rail and port facilities through which the majority of production is exported to European and Middle Eastern customers. Cerrejón has a current capacity of 32 million tonnes per annum (mtpa) (100 per cent terms) and has a reserve life of 23 years.

Information on Energy Coal mining operations

The following table contains additional details of our mining operations. The table should be read in conjunction with the production (see section 2.3.2) and reserves tables (see section 2.13.2).

Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Khutala 100 km east of Johannesburg, Gauteng Province, South Africa	Public road Domestic coal transported by overland conveyor to Kendal Power Station	100%	BHP Billiton	BECSA holds Old Order Mining Right Application for conversion to New Order Right, submitted 2004 and being processed (see section 2.7.1)	Production commenced 1984 Open-cut operations 1996 Commenced mining thermal/metallurgical coal for domestic market 2003	Combination open-cut and underground Produces a medium rank bituminous thermal coal (non-coking)	Eskom (national power supplier) under long-term contracts	Crushing plant for energy coal Nominal capacity: 18 mtpa Smaller crusher and wash plant to beneficiate metallurgical coal Nominal capacity: 0.6 mtpa
Middelburg/Wolvekrans 20 km southeast of Witbank, Mpumalanga Province, South Africa	Public road Export coal transported to RBCT by rail Domestic coal transported by conveyor to Duvha Power Station	100% Previous JV (84:16) with Xstrata Plc (through Tavistock Collieries Plc) dissolved effective 1 December 2009	BHP Billiton	BECSA and Tavistock are joint holders of 3 Old Order Mining Rights in the previous JV ratio (84:16) BECSA is the 100% holder of a fourth Old Order Mining Right	Production commenced 1982 Middelburg Mine Services (MMS) and Duvha Opencast became one operation in 1995 Douglas-Middelburg Optimisation project completed in July 2010 During the year the mine was split into Middelburg and Wolvekrans	Open-cut Produces a medium rank bituminous thermal coal, most of which can be beneficiated for the European or Asian export markets	Eskom under long-term contracts	Beneficiation facilities: tips and crushing plants, 2 export wash plants, middlings wash plant, de-stone plant Nominal capacity: 44.5 mtpa

All 4 Rights were lodged with the Department of Mineral Resources for conversion in December 2008 [(1)]

(1) JV agreement has been amended such that upon conversion of the Mining Rights, the mining area will be divided into an area wholly owned and operated by Tavistock and an area wholly owned and operated by BECSA as the new Douglas-Middelburg mine (see section 2.7.1)

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
Klipspruit 30 km west of Witbank, Mpumalanga Province, South Africa	Public road Export coal transported to RBCT by rail	100% 50% of Phola Coal Plant in JV with Anglo Inyosi Coal	BHP Billiton	BECSA holds an Old Order Mining Right Application for conversion to New Order Mining Right submitted 2004, being processed (see section 2.7.1)	Production commenced 2003 Expansion Project completed FY2010, includes 50% share in Phola Coal Plant Expected ROM capacity: 8.0 mtpa at full ramp-up	Open-cut Produces a medium rank bituminous thermal coal, most of which can be beneficiated for the European or Asian export markets	Eskom, under long- term contracts	Beneficiation facilities: tip and crushing plant, export wash plant Nominal capacity Phola Coal Processing Plant: 16 mtpa
Mt Arthur Coal Approximately 125 km from Newcastle, New South Wales, Australia	Public road Domestic coal transported by conveyor to Bayswater Power Station Export coal transported by rail to Newcastle port	100%	BHP Billiton	Various mining leases and licences expire 2011- 2032 Renewal is being sought for our tenement that expired in 2010	Production commenced 2002 Government approval permits extraction of up to 36 mt of run of mine coal from underground and open-cut operations, with open-cut extraction limited to 32 mtpa	Open-cut Produces a medium rank bituminous thermal coal (non- coking)	Local energy providers	Beneficiation facilities: coal handling, preparation, washing plants Nominal capacity: in excess of 16 mtpa see Development projects below
Navajo 30 km southwest of Farmington, New Mexico, US	Public road Coal transported by rail to Four Corners Power Plant (FCPP)	100%	BHP Billiton	Long-term lease from Navajo Nation continues for as long as coal can be economically produced and sold in paying quantities	Production commenced 1963	Open-cut Produces a medium rank bituminous thermal coal (non-coking suitable for the domestic market only)	Four Corners Power Plant	Stackers and reclaimers used to size and blend coal to contract specifications Nominal capacity: 8.1 mtpa

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Mine & Location	Means of Access	Ownership	Operator	Title, Leases or Options	History	Type of Mine and Mineralisation Style	Power Source	Facilities, Use & Condition
San Juan 25 km west of Farmington, New Mexico, US	Public road Coal transported by truck and conveyor to San Juan Generating Station (SJGS)	100%	BHP Billiton	Mining leases from federal and state governments Leases viable as long as minimum production criteria achieved	Surface mine operations commenced 1973 Development of underground mine to replace open-cut mine approved 2000	Underground Produces a medium rank bituminous thermal coal (non-coking suitable for the domestic market only)	San Juan Generation Station	Coal sized and blended to contract specifications using stockpiles Nominal capacity: 6.0 mtpa
Cerrejón Coal Company La Guajira province, Colombia	Public road Coal exported by rail to Puerto Bolivar	BHP Billiton 33.33% Anglo American 33.33% Xstrata 33.33%	Cerrejón Coal Company	Mining leases expire 2034	Original mine began producing in 1976 BHP Billiton interest acquired in 1999	Open-cut Produces a medium rank bituminous thermal coal (non-coking, suitable for the export market)	Local Colombian power system	Beneficiation facilities: crushing plant with capacity of 32 mtpa and washing plant Nominal capacity: 3 mtpa

Development projects

Mt Arthur open-cut expansions (RX1)

On 25 March 2011, we announced the first stage of the Mt Arthur Coal mine expansion which is intended to increase run-of-mine thermal coal production by approximately 4 Mt, to approximately 24 mtpa and follows our investment in capacity at the Port of Newcastle. Known as the RX1 Project, it is expected to commence operation in the second half of 2013 at an estimated capital investment of US$400 million.

The environmental assessment approval granted in September 2010 will allow us to develop additional coal reserves in the future with studies underway to examine the expansion of the mine.

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Expansion of Cerrejón Coal (P40 Project)

On 18 August 2011, we announced a $US437 million (BHP Billiton share) investment in the expansion of Cerrejón Coal, known as the P40 Project, which will enable Cerrejón Coal s saleable thermal coal production to increase by eight mtpa to approximately 40 mtpa. The expansion project will see our 33.3 per cent share of production and sales increase from 10.7 mtpa to 13.3 mtpa. Construction will commence in CY2011 with completion expected in CY2013. The project scope includes a second berth and dual quadrant ship loader at Cerrejón s 100 per cent owned and operated Puerto Bolivar, along with necessary mine, rail and associated supply chain infrastructure.

Newcastle Port Third Phase Expansion

On 31 August 2011, we announced a US$367 million (BHP Billiton share) investment in the third stage development of the Newcastle Coal Infrastructure Group s coal handling facility in Newcastle, Australia, in which, NSW Energy Coal is a 35.5 per cent shareholder. The port expansion project will increase total capacity at the coal terminal from 53 mtpa to 66 mtpa. This will increase NSW Energy Coal s allocation by a further 4.6 mtpa to 19.2 mtpa supporting the future expansions of the Mt Arthur Coal mine. The first coal on the new ship loader is scheduled to occur in FY2014, with the terminal expected to operate at full capacity within the following 12 months.

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2.3 Production

2.3.1 Petroleum

The table below details Petroleum s historical net crude oil and condensate, natural gas and natural gas liquids production, primarily by geographic segment, for each of the three years ended 30 June 2011, 2010 and 2009. We have shown volumes of marketable production after deduction of applicable royalties, fuel and flare. We have included in the table average production costs per unit of production and average sales prices for oil and condensate and natural gas for each of those periods.

	BHP Billiton Group share of production Year ended 30 June		
	2011	**2010**	**2009**
Production volumes			
Crude oil and condensate *(000 of barrels)*			
Australia	**40,447**	31,540	32,496
United States	**30,157**	41,522	20,818
Other	**9,987**	11,325	13,014
Total crude oil and condensate	**80,591**	84,387	66,328
Natural gas *(billion cubic feet)*			
Australia	**274.74**	259.65	258.14
United States	**49.09**	17.68	11.91
Other	**81.23**	91.24	92.75
Total natural gas	**405.06**	368.57	362.80
Natural Gas Liquids [(1)] *(000 of barrels)*			
Australia	**7,962**	8,652	7,977
United States	**1,980**	2,545	1,128
Other	**1,341**	1,552	2,071
Total NGL [(1)]	**11,283**	12,749	11,176
Total petroleum products production *(million barrels of oil equivalent)* [(2)]			
Australia	**94.20**	83.47	83.50
United States	**40.32**	47.01	23.93
Other	**24.86**	28.08	30.54
Total petroleum products production *(million barrels of oil equivalent)* [(2)]	**159.38**	158.56	137.97
Average sales price			
Crude oil and condensate *(US$ per barrel)*			
Australia	**96.32**	74.12	70.32
United States	**90.01**	71.55	62.90
Other	**90.69**	75.57	60.69
Total crude oil and condensate	**93.29**	73.05	66.18
Natural gas *(US$ per thousand cubic feet)*			
Australia	**4.21**	3.52	3.07

United States	**3.48**	4.80	6.61
Other	**3.92**	3.05	4.08
Total natural gas	**4.00**	3.43	3.57
Natural Gas Liquids *(US$ per barrel)*			
Australia	**58.05**	48.20	44.71
United States	**49.79**	39.51	48.19
Other	**59.54**	49.40	38.88
Total NGL	**56.77**	46.47	43.91

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	BHP Billiton Group share of production Year ended 30 June		
	2011	2010	2009
Average Production Cost *(US$ per barrel of oil equivalent)* [3]			
Australia	**5.75**	5.59	4.51
United States	**6.45**	5.62	7.20
Other	**8.39**	7.48	6.74
Average Production Cost *(US$ per barrel of oil equivalent)* [3]	**6.34**	5.93	5.47

(1) LPG and Ethane are reported as Natural Gas Liquids (NGL).

(2) Total boe conversion is based on the following: 6,000 scf of natural gas equals 1 boe.

(3) Average production costs include direct and indirect costs relating to the production of hydrocarbons and the foreign exchange effect of translating local currency denominated costs into US dollars but excludes ad valorem and severance taxes.

2.3.2 Minerals

The table below details our mineral and derivative product production for all CSGs except Petroleum for the three years ended 30 June 2011, 2010 and 2009. Production shows our share unless otherwise stated.

	BHP Billiton Group interest %	BHP Billiton Group share of production Year ended 30 June		
		2011	2010	2009
Aluminium				
Alumina				
Production (000 tonnes)				
Worsley, Australia	86.0	**2,902**	3,054	2,924
Paranam, Suriname [1]	45.0		78	935
Alumar, Brazil	36.0	**1,108**	709	537
Total alumina		**4,010**	3,841	4,396
Aluminium				
Production (000 tonnes)				
Hillside, RSA	100.0	**711**	710	702
Bayside, RSA	100.0	**97**	98	99
Alumar, Brazil	40.0	**174**	174	177
Mozal, Mozambique	47.1	**264**	259	255
Total aluminium		**1,246**	1,241	1,233
Base Metals [2]				
Copper				
Payable metal in concentrate (000 tonnes)				
Escondida, Chile	57.5	**390.5**	448.1	417.6

Antamina, Peru	33.8	**97.8**	98.6	109.0
Pinto Valley, US [3]	100.0			33.3
Total copper concentrate		**488.3**	546.7	559.9
Cathode *(000 tonnes)*				
Escondida, Chile	57.5	**179.1**	174.2	172.1
Pampa Norte, Chile [4]	100.0	**272.2**	244.8	274.8
Pinto Valley, US [3]	100.0	**5.7**	6.2	6.2

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	BHP Billiton Group interest %	BHP Billiton Group share of production Year ended 30 June 2011	2010	2009
Olympic Dam, Australia	100.0	**194.1**	103.3	194.1
Total copper cathode		**651.1**	528.5	647.2
Total copper concentrate and cathode		**1,139.4**	1,075.2	1,207.1
Lead				
Payable metal in concentrate (000 tonnes)				
Cannington, Australia	100.0	**243.4**	245.4	226.8
Antamina, Peru	33.8	**1.2**	3.0	3.3
Total lead		**244.6**	248.4	230.1
Zinc				
Payable metal in concentrate (000 tonnes)				
Cannington, Australia	100.0	**60.7**	62.7	54.8
Antamina, Peru	33.8	**91.5**	135.6	108.4
Total zinc		**152.2**	198.3	163.2
Gold				
Payable metal in concentrate (000 ounces)				
Escondida, Chile	57.5	**84.7**	76.4	67.3
Olympic Dam, Australia (refined gold)	100.0	**111.4**	65.5	108.0
Pinto Valley, US [3]	100.0			0.9
Total gold		**196.1**	141.9	176.2
Silver				
Payable metal in concentrate (000 ounces)				
Escondida, Chile	57.5	**2,849**	2,874	2,765
Antamina, Peru	33.8	**3,600**	4,712	4,090
Cannington, Australia	100.0	**35,225**	37,276	33,367
Olympic Dam, Australia (refined silver)	100.0	**982**	500	937
Pinto Valley, US [3]	100.0			182
Total silver		**42,656**	45,362	41,341
Uranium oxide				
Payable metal in concentrate (tonnes)				
Olympic Dam, Australia	100.0	**4,045**	2,279	4,007
Total uranium oxide		**4,045**	2,279	4,007
Molybdenum				
Payable metal in concentrate (tonnes)				
Antamina, Peru	33.8	**1,445**	813	1,363
Pinto Valley, US [3]	100.0			159
Total molybdenum		**1,445**	813	1,522

Diamonds and Specialty Products				
Diamonds				
Production (000 carats)				
EKATI, Canada	80.0	**2,506**	3,050	3,221
Total diamonds		**2,506**	3,050	3,221

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	BHP Billiton Group interest %	BHP Billiton Group share of production Year ended 30 June 2011	2010	2009
Titanium minerals [5]				
Production (000 tonnes)				
Titanium slag				
Richards Bay Minerals, RSA [6]	37.76	**366**	317	490
Rutile				
Richards Bay Minerals, RSA [6]	37.76	**32**	34	44
Zircon				
Richards Bay Minerals, RSA [6]	37.76	**83**	83	120
Total titanium minerals		**481**	434	654
Stainless Steel Materials				
Nickel				
Production (000 tonnes)				
Cerro Matoso, Colombia	99.9	**40.0**	49.6	50.5
Yabulu, Australia [7]	100.0		2.8	33.9
Nickel West, Australia	100.0	**112.7**	123.8	88.7
Total nickel		**152.7**	176.2	173.1
Cobalt				
Production (000 tonnes)				
Yabulu, Australia [7]	100.0		0.1	1.4
Total cobalt		**0.0**	0.1	1.4
Iron Ore [8]				
Production (000 tonnes)				
Newman, Australia [9]	85.0	**45,245**	32,097	31,350
Mt Goldsworthy, Australia	85.0	**1,198**	1,688	1,416
Area C Australia	85.0	**39,794**	38,687	35,513
Yandi, Australia	85.0	**36,460**	41,396	37,818
Samarco, Brazil	50.0	**11,709**	11,094	8,318
Total iron ore		**134,406**	124,962	114,415
Manganese				
Manganese ores				
Saleable production (000 tonnes)				
HMM, RSA [10]	44.4	**3,007**	2,718	2,191
GEMCO, Australia [10]	60.0	**4,086**	3,406	2,284
Total manganese ores		**7,093**	6,124	4,475
Manganese alloys				
Saleable production (000 tonnes)				
Metalloys, RSA [10][11]	60.0	**486**		