



BHP Billiton Potash

Building a World Class Business

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VP External Affairs: BHP Billiton Canada Inc
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No Offer of Securities

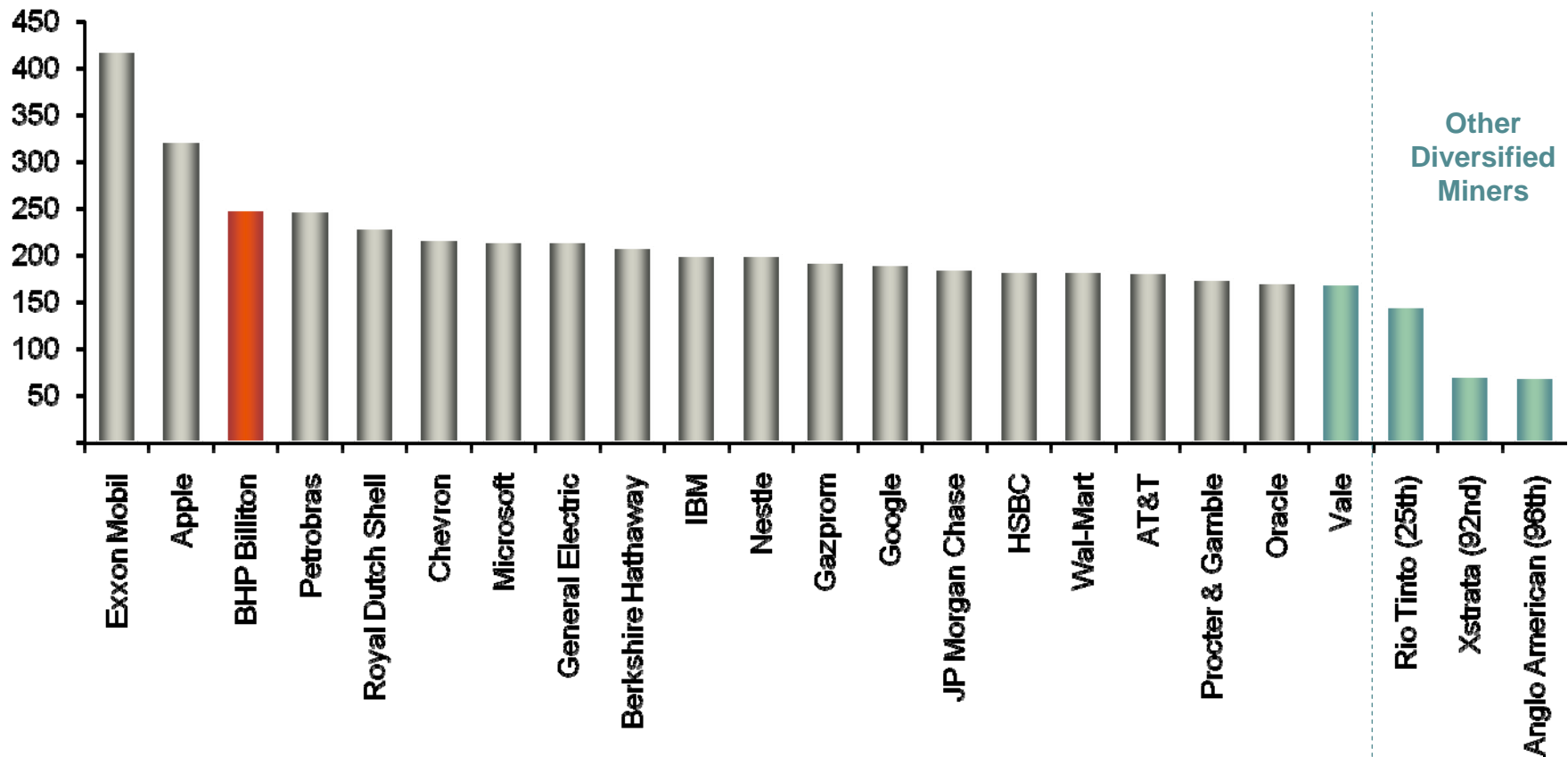
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Agenda

- I. About BHP Billiton
- II. Our Track Record in Canada
- III. BHP Billiton Potash
- IV. Procurement
- V. Summary

3rd Largest Company In The World by Market Cap

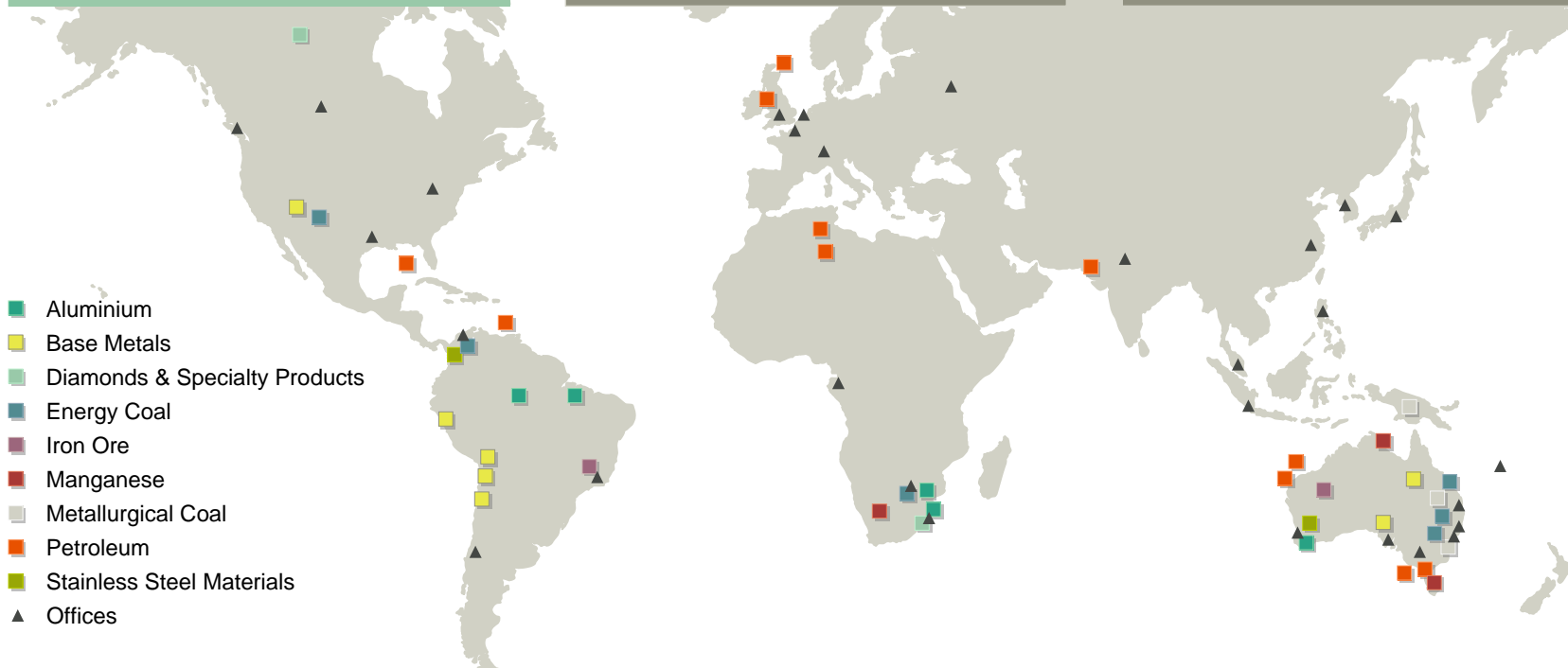
Market Capitalisation at 31 March 2011
(US\$bn)



Petrochina, Ind & Commercial Bank of China, China Mobile and China Const Bank have been excluded due to high percentage of non free float shares.

A diversified global portfolio

<p>Aluminium</p> <p>#4 global producer of bauxite and #4 aluminium company based on net third party sales</p>	<p>Energy Coal</p> <p>One of the world's largest producers and marketers of export thermal coal</p>	<p>Metallurgical Coal</p> <p>Produce and market high quality hard coking coals for the international steel industry</p>
<p>Base Metals</p> <p>#3 global producer of copper, silver and lead</p>	<p>Iron Ore</p> <p>One of the world's premier suppliers of iron ore</p>	<p>Petroleum</p> <p>A significant oil and gas exploration and production business</p>
<p>Diamonds & Specialty Products</p> <p>EKATI Diamond Mine, titanium minerals, Potash development and exploration</p>	<p>Manganese</p> <p>Operations produce a combination of ores, alloys and metal</p>	<p>Stainless Steel Materials</p> <p>#3 global nickel producer</p>

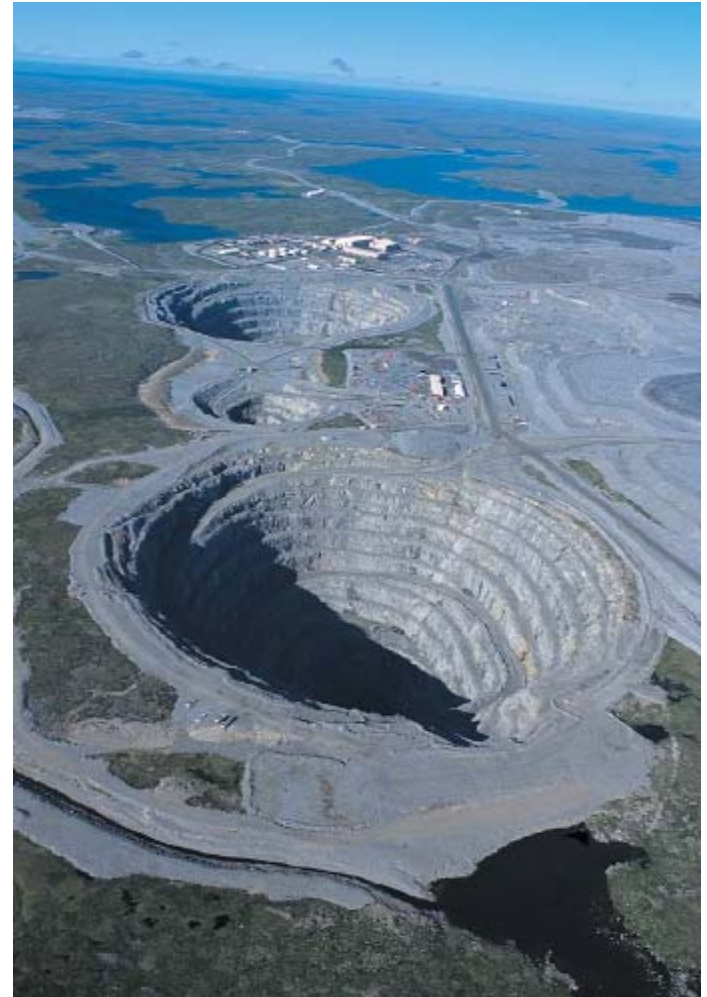


Note: Ranking based on production volumes. Location of markers indicative only.

BHP Billiton's Track Record in Canada

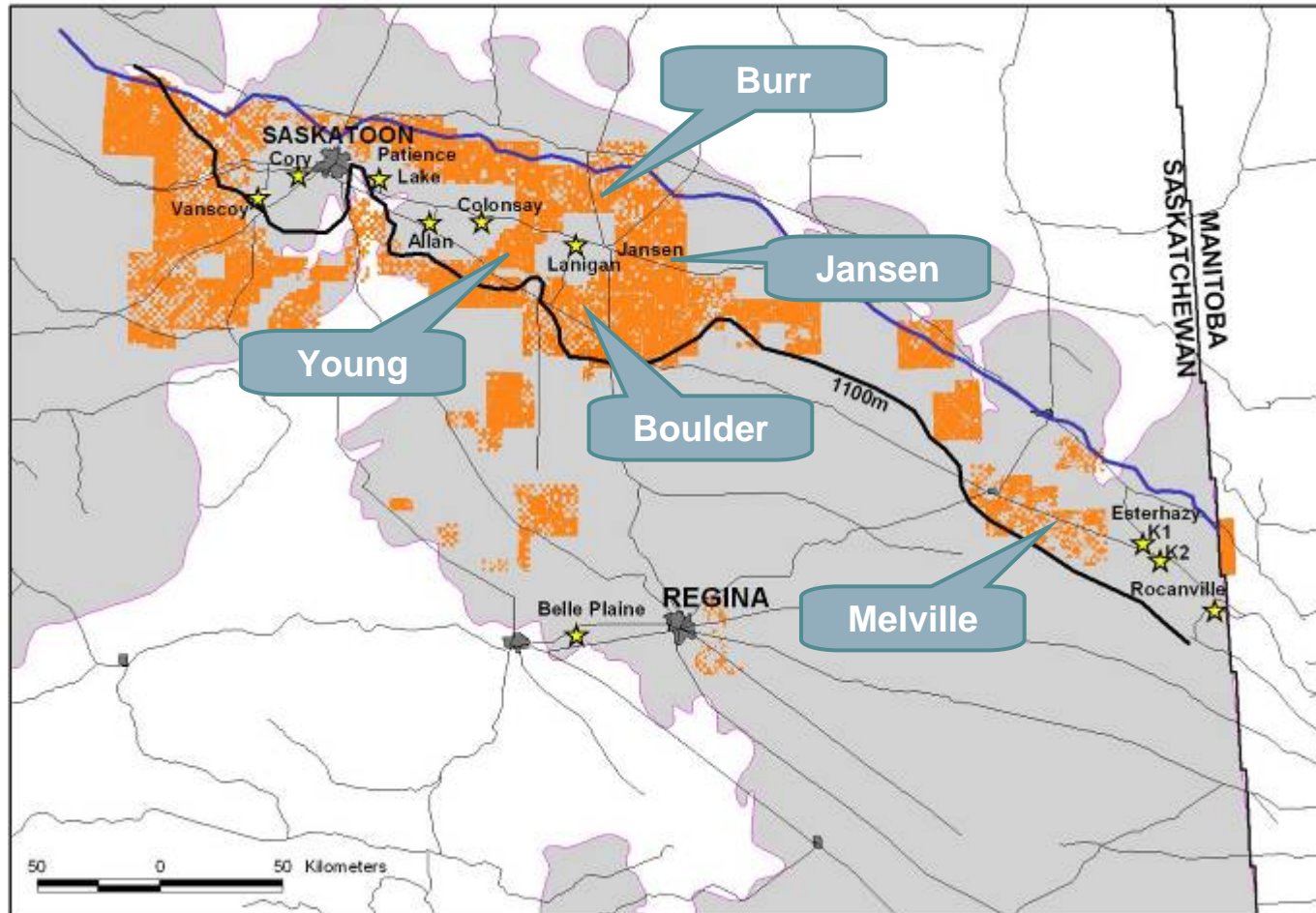
- BHP Billiton has had business interests in Canada for almost 40 years
- We operate in Canada as we do elsewhere – driven by our absolute commitment to safety, the environment and the communities in which we operate
- Have invested approximately US\$5 billion in Canada since 1998
- BHP Billiton employs ~900 people (and an equivalent number of contractors) at its Canadian facilities
- Total expenditures since operations began have exceeded \$4.2Bn, of which over \$3.4Bn (81%) was spent with Northern businesses (\$1.2Bn Northern Aboriginal-owned)
- Over \$3.6M on direct community programs since 2002

Ekati Operations, North West Territories



BHP Billiton Potash Basin Position Today

BHP Billiton Potash Tenements (~14,500 km²)
(2010)



BHP Billiton Potash Development Projects

- Saskatoon office manages the potash projects (currently ~60 employees and 200 contractors)

- Jansen Project most advanced:

- Progressed to Feasibility Study
- Saskatchewan's first new greenfield conventional potash mining operation since the late 1960s
- Environmental Impact Assessment submitted 17 December 2010
- US\$240M commitment for capital expenditure (shaft freezing)



- Boulder and Young projects are in the Identification study phase; the Burr project is currently being assessed. Exploration at Melville [2D and 3D seismic]
- Total of ~US\$1bn spent on potash in Saskatchewan in past four years. Exploration and drilling conducted by Canadian supplier teams

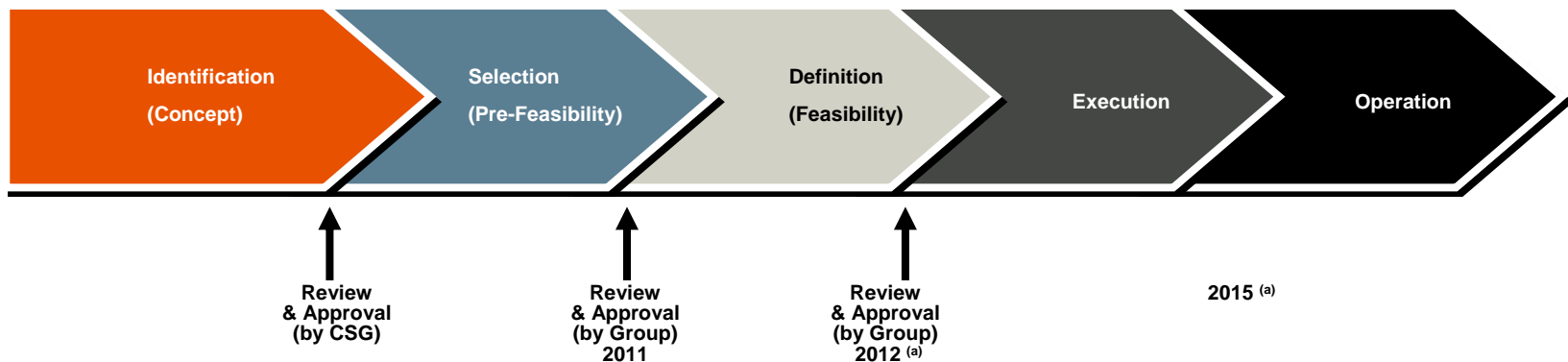
Jansen Project

- Located 140km east of Saskatoon, off Highway 16 (Jansen Leroy grid), near Jansen Lake
- Ultimate design capacity of approximately 8 million tonnes per year
- Initial phase is to construct a facility that will produce about 2 million tonnes per year
- If approvals are obtained, the first phase of surface construction should begin in early 2012 and take roughly three years
- First production expected in 2015
- Construction force will peak at 4,000
- Full scale operations will employ about 1,000 people
- Funding to date (excludes exploration and land)
 - USD 582M
- SNC Lavalin engaged for Feasibility Study



Jansen Project – Key milestones

- Selection study (Pre-feasibility) completed July 2010
- Freeze hole drilling commenced November 2010
- EIS submitted December 2010; Public comment period ended May 6
- Definition study (Feasibility study) authorized February 2011
- Expect to seek Board authorization to proceed to 2mtpa project execution during 2012
- Commence production 2015



(a) Anticipated Jansen dates. All dates conditional on internal and external approvals and continued exploration and evaluation success.

BHP Billiton – Driven by our Values

- We value:
 - Safety and the Environment — An overriding commitment to health, safety, environmental responsibility and sustainable development.
 - Integrity — Including doing what we say we will do.
 - High Performance — The excitement and fulfilment of achieving superior business results and stretching our capabilities.
 - Win-Win Relationships — Having relationships which focus on the creation of value for all parties.
 - The Courage to Lead Change — Accepting the responsibility to inspire and deliver positive change in the face of adversity.
 - Respect for Each Other — The embracing of diversity, enriched by openness, sharing, trust, teamwork and involvement.

BHP BILLITON CHARTER

WE ARE BHP BILLITON, A LEADING GLOBAL RESOURCES COMPANY.

Our purpose is to create long-term value through the discovery, development and conversion of natural resources, and the provision of innovative customer and market-focused solutions.

To prosper and achieve real growth, we must:

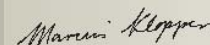
- actively manage and build our portfolio of high quality assets and services,
- continue the drive towards a high performance organisation in which every individual accepts responsibility and is rewarded for results,
- earn the trust of employees, customers, suppliers, communities and shareholders by being forthright in our communications and consistently delivering on commitments.

We value:

- **Safety and the Environment** – An overriding commitment to health, safety, environmental responsibility and sustainable development.
- **Integrity** – Including doing what we say we will do.
- **High Performance** – The excitement and fulfilment of achieving superior business results and stretching our capabilities.
- **Win-Win Relationships** – Having relationships which focus on the creation of value for all parties.
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- **Respect for Each Other** – The embracing of diversity, enriched by openness, sharing, trust, teamwork and involvement.

We are successful in creating value when:

- our shareholders are realising a superior return on their investment,
- our customers and suppliers are benefiting from our business relationships,
- the communities in which we operate value our citizenship,
- every employee starts each day with a sense of purpose and ends each day with a sense of accomplishment.



Marius Kloppers
Chief Executive Officer

Jansen Project – Contract & Procurement

- Introduction of interested parties to the Jansen Project Contracting and procurement strategy
 - Town Hall type sessions with interested parties summer of 2011
- Proven commitment to safety paramount for qualification
- Acceptance of BHP Billiton Code of Business Conduct a prerequisite for doing business
- Goal – Foster long term relationships with contractors and suppliers
 - Establishes elements of trust
 - Forms basis for known terms and conditions
 - Sets in place early involvement of contractors & suppliers
 - Identifies capabilities
 - Strengthens BHP Billiton commitment to community
 - Humboldt Region
 - First Nations
 - Metis
 - Saskatoon
 - Province
 - Canada



Our Future in Saskatchewan

Development

- Progress Jansen through external and internal approvals
- Progress exploration and development of other resources

Employment

- Where will they all come from?
- Aboriginal employment
- Next steps are needs assessment and skills inventories

Community Support

- Focus on areas close to our projects at first
- Build strong relationships with Canadian and Saskatchewan Governments and local communities
- Overall spending on Canadian community programs in line with BHP Billiton's global commitment levels ^(a)
- Some projects we have been involved in: 2010 IHF World Junior Championships; Saskatchewan School Board's "Breakfast for Learning" program (\$450,000); Food First Foundation in the Northwest Territories (\$300,000), Saskatoon Hospital and Zoo Foundations through the Enchanted Forest; First Nations Football Camp, Brain Injury Association
- Saskatchewan Centre of Mining Excellence

Procurement

- Preference for local suppliers where capacity exists – and with a proven commitment to safety
- Long-term relationships – strengthening community ties

(a) BHP Billiton's policy is to spend 1% of Profit Before Tax on a 3 year rolling average basis.

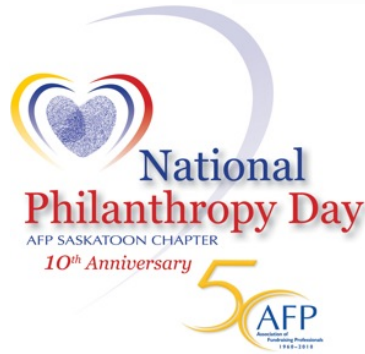
Conclusions

- A proud track record in Canada – leverage Canadian operating experience
- BHP Billiton is building on a great portfolio of projects in Saskatchewan with the aim of building a world-class potash business based in Saskatchewan
- Substantial basin position
 - Comprehensive exploration program
 - Multiple Tier 1 resource potential in excellent locations
- Jansen on track
- Work continues on our other development options
- Potash entry backed by the balance sheet of BHP Billiton
- Commitment to community programs will grow along with our presence
- Opportunities for local suppliers and people





Humboldt District
Hospital Foundation Inc.





bhpbilliton

resourcing the future