

TURQUOISE HILL RESOURCES LTD.  
Form SC 13D/A  
July 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934

(Amendment No. 19)\*

**Turquoise Hill Resources Ltd.**

(formerly Ivanhoe Mines Ltd.)

(Name of Issuer)

Common Shares, without par value

(Title of class of securities)

46579N

(CUSIP Number)

Eleanor Evans

Rio Tinto plc

2 Eastbourne Terrace

London W2 6LG

United Kingdom

+44 (0) 20 7781 2058

(Name, Address and Telephone Number of Person Authorised to Receive Notices and Communications)

*with copy to:*

**Thomas B. Shropshire, Jr.**

**Linklaters LLP**

**One Silk Street**

**London EC2Y 8HQ**

**United Kingdom**

+44 (0) 20 7456 3223

**June 28, 2013**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 46579N

**1** NAME OF REPORTING PERSON.

Rio Tinto plc

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (See Item 4)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANISATION

England and Wales

**7** SOLE VOTING POWER

NUMBER OF

SHARES 0

**8** SHARED VOTING POWER  
BENEFICIALLY

OWNED BY

EACH 558,528,911 (see Items 3 and 5)  
**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

**10** SHARED DISPOSITIVE POWER  
WITH

558,528,911 (see Items 3 and 5)  
**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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558,528,911 (see Items 3 and 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.5 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 46579N

1 NAME OF REPORTING PERSON.

Rio Tinto International Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (See Item 4)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANISATION

England and Wales

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 558,528,911 (see Items 3 and 5)  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

558,528,911 (see Items 3 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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55.5 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 46579N

1 NAME OF REPORTING PERSON.

7999674 Canada Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (See Item 4)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANISATION

Canada

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 558,528,911 (see Items 3 and 5)  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

11 558,528,911 (see Items 3 and 5)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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558,528,911 (see Items 3 and 5)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.5 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO



CUSIP No. 46579N

**1** NAME OF REPORTING PERSON.

46117 Yukon Inc.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(c)  (d)  (See Item 4)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANISATION

Canada

**7** SOLE VOTING POWER

NUMBER OF

SHARES 0

**8** SHARED VOTING POWER  
BENEFICIALLY

OWNED BY

EACH 558,528,911 (see Items 3 and 5)  
**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH **10** SHARED DISPOSITIVE POWER

558,528,911 (see Items 3 and 5)  
**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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55.5 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1. Security and Issuer

This Amendment No. 19 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by Rio Tinto plc (Rio Tinto) and Rio Tinto International Holdings Limited (RTIH), and together with Rio Tinto, 7999674 Canada Inc. and 46117 Yukon Inc., the Rio Tinto Companies) on November 3, 2006, and amended on September 12, 2007, October 26, 2007, January 7, 2008, April 10, 2008, October 30, 2009, March 4, 2010, July 7, 2010, September 13, 2010, December 14, 2010, February 4, 2011, June 28, 2011, August 24, 2011, September 27, 2011, December 12, 2011, January 26, 2012, April 20, 2012, May 24, 2012 and August 2, 2012 (as amended and supplemented, the Schedule 13D) with the Securities and Exchange Commission (the SEC), relating to the common shares, without par value (the Shares), of Turquoise Hill Resources Ltd. (formerly Ivanhoe Mines Ltd.), a corporation continued under the laws of the Yukon Territory, Canada (the Company).

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Schedule 13D is being filed by Rio Tinto, a public limited company incorporated under the laws of England and Wales, RTIH, a company incorporated under the laws of England and Wales, 7999674 Canada Inc., a company incorporated under the laws of British Columbia, and 46117 Yukon Inc., a company incorporated under the laws of the Yukon Territories.

Rio Tinto, through its group companies, has mining operations around the world. RTIH is a wholly owned subsidiary of Rio Tinto and is a major investment holding company for the group. 7999674 Canada Inc. is a wholly owned subsidiary of Rio Tinto and is not engaged in any activities. 46117 Yukon Inc. is a wholly owned subsidiary of Rio Tinto and is not engaged in any activities.

The principal executive office of Rio Tinto is located at 2 Eastbourne Terrace, London, W2 6LG, United Kingdom. The principal executive office of RTIH is located at 2 Eastbourne Terrace, London, W2 6LG, United Kingdom. The principal executive office of 7999674 Canada Inc. is located at 1188 Sherbrooke Street West, Montreal, Québec, H3A 3G2, Canada. The principal executive office of 46117 Yukon Inc. is located at 200-204 Lambert Street, Whitehorse, YT Y1A 3T2, Canada.

The name, business address, present principal occupation or employment and citizenship of each of the executive officers and directors of each of the Rio Tinto Companies are set forth in Schedule A hereto and are incorporated by reference herein.

During the last five years, none of the Rio Tinto Companies nor, to the best of their knowledge, any of the persons listed in Schedule A hereto has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The Rio Tinto Companies have entered into a Joint Filing Agreement, dated August 2, 2012, a copy of which is filed with this Schedule 13D as Exhibit A, pursuant to which they have agreed to file this Schedule 13D jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the Exchange Act).

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

On June 28, 2013, the Rio Tinto Companies acquired the right to convert the total amount of the bridge funding agreement entered into between Rio Tinto's affiliate, Rio Tinto South East Asia Limited (the Rio Tinto Funding Company), and the Company (the OT Bridge Funding Agreement) into Shares. By way of an example, had a conversion notice been served on the Company as at June 28, 2013 and subject to the assumptions below, Rio Tinto would have been entitled to acquire 47,545,691 Shares, representing 4.5 per cent of the outstanding Shares, at a conversion price per Share equal to 85 per cent of the volume weighted average trading price of the Shares on the NYSE for the five consecutive trading days prior to the date on which notice of the conversion was given to the Company.

The funds for the OT Bridge Funding Agreement were obtained from the working capital of Rio Tinto.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

The information in Item 6 is hereby incorporated by reference in this Item 4.

Except as otherwise set forth in Item 4 of the Schedule 13D, as amended hereby, none of the Rio Tinto Companies has any present plan or proposal that would relate to, or result in, any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D. Notwithstanding the foregoing, the Rio Tinto Companies reserve their rights in full to change their intentions with respect to any and all matters referred to in Item 4 of Schedule 13D as they deem appropriate.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

The responses of the Rio Tinto Companies to Rows (11) through (13) of the cover pages of this Schedule 13D and the information set forth in Item 3 are hereby incorporated by reference in this Item 5.

Each of the Rio Tinto Companies is deemed to beneficially own 558,528,911 Shares which represents 55.5 per cent of the Company's outstanding Shares on a fully diluted basis.

Under the OT Bridge Funding Agreement, if the maximum principal amount of the agreement (US\$225 million) were drawn down by the Company, and Rio Tinto were to have given notice of conversion of the total amount on June 28, 2013, Rio Tinto would have been entitled to acquire 47,545,691 Shares upon such conversion, representing 4.5 per cent of the then outstanding Shares. Prior to any conversion under the OT Bridge Funding Agreement, the Rio Tinto Companies are deemed to beneficially own 510,983,220 Shares, representing approximately 50.8 per cent of the outstanding Shares.

If Rio Tinto were fully to exercise the Series D Warrants (described in the amended Schedule 13D filed on April 20, 2012), Rio Tinto would acquire an additional 74,247,460 Shares. Following such issuance, Rio Tinto would beneficially own 632,776,371 Shares representing 56.1 per cent of the outstanding Shares.

Rio Tinto also has anti-dilution rights that permit it to acquire additional securities of the Company so as to maintain its proportional equity interest in the Company.

The percentage of Shares is based on 1,005,990,498 outstanding Shares as of June 27, 2013.

In addition, the Shares deemed beneficially owned by each of the Rio Tinto Companies with respect to which such person (i) has sole voting power, (ii) shares voting power, (iii) has sole dispositive power and (iv) shares dispositive power are listed in the responses to Items 7, 8, 9 and 10, respectively, of the cover page of this Schedule 13D relating to such person.

Except as disclosed in this Schedule 13D, none of the Rio Tinto Companies nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, beneficially owns any Shares or has the right to acquire any Shares.

Except as disclosed in this Schedule 13D, none of the Rio Tinto Companies nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, presently has the power to vote or to direct the vote or to dispose or direct the disposition of any other Shares which they may be deemed to beneficially own.

Except as disclosed in this Schedule 13D, none of the Rio Tinto Companies nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, has effected any transaction in the Shares during the past 60 days.

To the best respective knowledge of the Rio Tinto Companies, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Rio Tinto Companies.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

*OT Bridge Funding Agreement*

On June 28, 2013, the Rio Tinto Funding Company entered into the OT Bridge Funding Agreement with the Company. The description of the OT Bridge Funding Agreement contained herein is qualified in its entirety by reference to Exhibit Q, which is incorporated herein by reference.

Under the OT Bridge Funding Agreement, the Rio Tinto Funding Company agreed to make available to the Company a convertible non-revolving term credit facility in an aggregate principal amount of up to US\$225 million. Prior to an event of default thereunder, the outstanding principal amount will accrue interest at the one month LIBOR rate in effect immediately prior to the initial drawdown plus five per cent per year. The aggregate of all amounts outstanding, including principal, interest and fees (the Loan Amount ), will be repayable on August 12, 2013 (the Maturity Date ). The Bridge Financing Agreement will be used solely to fund expenditures in respect of the OT Project and interest and fees arising in respect of other financing arrangements by the Company relating to the OT Project.

At any time after the Maturity Date or upon the occurrence of an event of default (as defined in Section 17 of the OT Bridge Funding Agreement), Rio Tinto, through the Rio Tinto Funding Company, will have the right to convert all or part of the Loan Amount into Shares at a conversion price per Share equal to 85 per cent of the volume weighted average trading price of the Shares on the NYSE for the five consecutive trading days prior to the date on which the Rio Tinto Funding Company gave notice to the Company of the conversion. The aggregate number of Shares issuable on the exercise of the conversion right may not exceed 100,587,901, representing approximately 10 per cent of the outstanding Shares.

*General Security Agreement*

On June 28, 2013, pursuant to the OT Bridge Funding Agreement, the Rio Tinto Funding Company entered into a general security agreement (the General Security Agreement ) with the Company. The description of the Omnibus Amending Agreement contained herein is qualified in its entirety by reference to Appendix 4 to Exhibit Q, which is incorporated herein by reference.

Pursuant to the General Security Agreement, the Company has granted a security interest and an assignment, mortgage and charge in all of its present, future and after-acquired property to the Rio Tinto Funding Company in order to secure the performance of its obligations under the OT Bridge Funding Agreement.

*Omnibus Amending Agreement*

On June 28, 2013, Rio Tinto, together with the Rio Tinto Funding Company, entered into an omnibus amending agreement (the Omnibus Amending Agreement ) with the Company. The description of the Omnibus Amending Agreement contained herein is qualified in its entirety by reference to Exhibit R, which is incorporated herein by reference.

Pursuant to the Omnibus Amending Agreement, Rio Tinto and the Company have agreed to amend certain provisions of the December 2010 Heads of Agreement, previously filed as Exhibit I hereto, and the Interim Funding Facility, attached as Schedule D to the December 2010 Heads of Agreement, to reflect the expiry of the previous US\$1.5 million bridge facility made available to the Company by Rio Tinto and the Rio Tinto Funding Company and to accommodate the terms and conditions of the OT Bridge Funding Agreement.

Item 7. Materials to be Filed as Exhibits

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| A             | Joint Filing Agreement between Rio Tinto plc, Rio Tinto International Holdings Limited, 7999674 Canada Inc. and 46117 Yukon Inc. |
| B             | Private Placement Agreement between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited*                             |
| C             | Shareholders Agreement between Robert M Friedland and Rio Tinto International Holdings Limited*                                  |
| D             | Registration Rights Agreement by and between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited*                    |
| E             | Amending Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.**                                     |
| F             | Heads of Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.**                                     |
| G             | Amending and Additional Rights Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.***              |

\* Filed as an exhibit to the original Schedule 13D on November 3, 2006.  
 \*\* Filed as an exhibit to the amended Schedule 13D on September 12, 2007.  
 \*\*\* Filed as an exhibit to the amended Schedule 13D on October 26, 2007.  
 \*\*\*\* Filed as an exhibit to the amended and restated Schedule 13D on December 14, 2010.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on June 28, 2011.

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| H             | Credit Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.***  |
| I             | Heads of Agreement between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited dated December 8, 2010****  |
| J             | Agreement between RTIH and the Government of Mongolia dated June 8, 2011*****  |
| K             | Press Release dated August 24, 2011*****   |
| L             | Private Placement Agreement between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited dated January 18, 2012*****  |
| M             | Press Release dated January 24, 2012*****  |
| N             | Memorandum of Agreement between Rio Tinto plc and Ivanhoe Mines Ltd. dated April 17, 2012*****   |
| O             | Amending Agreement between Rio Tinto plc and Ivanhoe Mines Ltd. dated May 22, 2012*****  |
| P             | Press Release dated July 30, 2012*****   |
| Q             | OT Bridge Funding Agreement between Turquoise Hill Resources Ltd. and Rio Tinto South East Asia Limited dated June 28, 2013. Confidential treatment has been requested. Confidential material has been redacted and separately filed with the SEC. |
| R             | Omnibus Amending Agreement between Turquoise Hill Resources Ltd., Rio Tinto International Holdings Limited and Rio Tinto South East Asia Limited dated June 28, 2013   |

\*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on August 24, 2011.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on January 26, 2012.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on April 20, 2012.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on May 24, 2012.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on August 2, 2012.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 3, 2013

**Rio Tinto plc**

By: /s/ Eleanor Evans  
Signature

Eleanor Evans / Company Secretary  
Name/Title

**Rio Tinto International Holdings Limited**

By: /s/ Eleanor Evans  
Signature

Eleanor Evans / Director  
Name/Title

**7999674 Canada Inc.**

By: /s/ Julie Parent  
Signature

Julie Parent / Corporate Secretary  
Name/Title



**46117 Yukon Inc.**

By: /s/ Julie Parent  
Signature

Julie Parent / Secretary  
Name/Title

---

**SCHEDULE A**

The response set forth in Schedule A of the Schedule 13D is hereby amended and restated in its entirety with the information below:

**Rio Tinto plc**

**Directors and Executive Officers**

| <b>Name</b>             | <b>Present Principal Occupation</b> | <b>Business Address</b>   | <b>Citizenship</b> |
|-------------------------|-------------------------------------|---|--------------------|
| <b><i>Directors</i></b> |                                     |   |                    |
| Jan du Plessis          | Chairman of Rio Tinto               | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | United Kingdom     |
| Sam Walsh               | Chief Executive of Rio Tinto        | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | Australia          |
| Christopher Lynch       | Chief Financial Officer             | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | Australia          |
| Guy Elliott             | Senior Executive Director           | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | United Kingdom     |
| Robert Brown            | Company Director                    | 1188 Sherbrooke Street<br>West, Montreal, Quebec<br>H3A 3G2, Canada | Canada             |
| Vivienne Cox            | Company Director                    | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | United Kingdom     |
| Michael Fitzpatrick     | Company Director                    | 120 Collins Street<br>Melbourne<br>Victoria 3000<br>Australia       | Australia          |
| Ann Godbehere           | Company Director                    | 2 Eastbourne Terrace  | Canada and         |

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|                    |                  |                        |                  |
|--------------------|------------------|------------------------|------------------|
|                    |                  | London W2 6LG          | United Kingdom   |
|                    |                  | United Kingdom         |                  |
| Richard Goodmanson | Company Director | 2 Eastbourne Terrace   | United States of |
|                    |                  | London W2 6LG          | America          |
|                    |                  | United Kingdom         |                  |
| Lord Kerr          | Company Director | 2 Eastbourne Terrace   | United Kingdom   |
|                    |                  | London W2 6LG          |                  |
|                    |                  | United Kingdom         |                  |
| Paul Tellier       | Company Director | 1188 Sherbrooke Street | Canada           |
|                    |                  | West, Montreal, Quebec |                  |
|                    |                  | H3A 3G2, Canada        |                  |
| John Varley        | Company Director | 2 Eastbourne Terrace   | United Kingdom   |
|                    |                  | London W2 6LG          |                  |
|                    |                  | United Kingdom         |                  |

| <b>Name</b>               | <b>Present Principal Occupation</b>                    | <b>Business Address</b>   | <b>Citizenship</b>       |
|---------------------------|--|---|--------------------------|
| <i>Executive Officers</i> |  |   |                          |
| Hugo Bagué                | Group Executive, Organisational Resources              | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | Belgium                  |
| Preston Chiaro            | Group Executive,<br>Technology & Innovation            | 4700 Daybreak Parkway<br>South Jordan, Utah<br>84095<br>United States | United States of America |
| Jacynthe Côté             | Chief Executive of Rio Tinto Alcan                     | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | Canada                   |
| Alan Davies               | Chief Executive of<br>Rio Tinto Diamonds &<br>Minerals | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | Australia                |
| Eleanor Evans             | Company Secretary                                      | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | United Kingdom           |
| Andrew Harding            | Chief Executive of<br>Rio Tinto Iron Ore               | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | Australia                |
| Jean-Sébastien Jacques    | Chief Executive of<br>Rio Tinto Copper                 | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | France                   |
| Harry Kenyon-Slaney       | Chief Executive of<br>Rio Tinto Energy                 | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | United Kingdom           |
| Debra Valentine           | Group Executive,<br>Legal and External Affairs         | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | United States of America |

United Kingdom  
**Rio Tinto International Holdings Limited**

**Directors and Executive Officer**

***Directors***

|                 |          |   |                          |
|-----------------|----------|---|--------------------------|
| Michael Bossick | Director | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | United Kingdom           |
| Eleanor Evans   | Director | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | United Kingdom           |
| Dan Larsen      | Director | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | United States of America |
| Ulf Quellmann   | Director | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | Germany                  |

| Name                     | Present Principal Occupation | Business Address  | Citizenship    |
|--------------------------|------------------------------|---|----------------|
| <i>Executive Officer</i> |                              |   |                |
| Gemma Aldridge           | Secretary                    | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom<br><b>7999674 Canada Inc.</b> | United Kingdom |

**Directors and Executive Officers**

*Directors*

|                 |          |   |        |
|-----------------|----------|---|--------|
| Jocelin Paradis | Director | 1188 Sherbrooke Street<br>West<br>Montreal QC H3A 3G2<br>Canada | Canada |
| Julie Parent    | Director | 1188 Sherbrooke Street<br>West<br>Montreal QC H3A 3G2<br>Canada | Canada |

*Executive Officers*

|                 |                     |   |                |
|-----------------|---------------------|---|----------------|
| Jocelin Paradis | President           | 1188 Sherbrooke Street<br>West<br>Montreal QC H3A 3G2<br>Canada | Canada         |
| Lawrence Tal    | Vice President      | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom         | United Kingdom |
| Brett Salt      | Vice President      | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom         | Australia      |
| Julie Parent    | Corporate Secretary | 1188 Sherbrooke Street<br>West<br>Montreal QC H3A 3G2           | Canada         |

Canada  
46117 Yukon Inc.

**Directors and Executive Officers**

***Directors***

|                 |          |   |        |
|-----------------|----------|---|--------|
| Jocelin Paradis | Director | 1188 Sherbrooke Street<br>West<br>Montreal QC H3A 3G2<br>Canada | Canada |
|-----------------|----------|---|--------|

***Executive Officers***

|                 |           |   |        |
|-----------------|-----------|---|--------|
| Jocelin Paradis | President | 1188 Sherbrooke Street<br>West<br>Montreal QC H3A 3G2<br>Canada | Canada |
| Julie Parent    | Secretary | 1188 Sherbrooke Street<br>West<br>Montreal QC H3A 3G2<br>Canada | Canada |

**EXHIBIT INDEX**

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| J             | Agreement between RTIH and the Government of Mongolia dated June 8, 2011*****  |
| K             | Press Release dated August 24, 2011*****   |
| L             | Private Placement Agreement between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited dated January 18, 2012*****  |
| M             | Press Release dated January 24, 2012*****  |
| N             | Memorandum of Agreement between Rio Tinto plc and Ivanhoe Mines Ltd. dated April 17, 2012*****   |
| O             | Amending Agreement between Rio Tinto plc and Ivanhoe Mines Ltd. dated May 22, 2012*****  |
| P             | Press Release dated July 30, 2012*****   |
| Q             | OT Bridge Funding Agreement between Turquoise Hill Resources Ltd. and Rio Tinto South East Asia Limited dated June 28, 2013. Confidential treatment has been requested. Confidential material has been redacted and separately filed with the SEC. |
| R             | Omnibus Amending Agreement between Turquoise Hill Resources Ltd., Rio Tinto International Holdings Limited and Rio Tinto South East Asia Limited dated June 28, 2013   |

\* Filed as an exhibit to the original Schedule 13D on November 3, 2006.  
 \*\* Filed as an exhibit to the amended Schedule 13D on September 12, 2007.  
 \*\*\* Filed as an exhibit to the amended Schedule 13D on October 26, 2007.  
 \*\*\*\* Filed as an exhibit to the amended and restated Schedule 13D on December 14, 2011.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on June 28, 2011.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on August 24, 2011.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on January 26, 2012.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on April 20, 2012.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on May 24, 2012.  
 \*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on August 2, 2012.