



RIO TINTO FINANCE (USA) LIMITED

NOTICE OF GUARANTEED DELIVERY

FOR USE IN CONNECTION WITH THE OFFER TO PURCHASE FOR CASH ANY AND ALL OF ITS OUTSTANDING SECURITIES LISTED BELOW

THE OFFER (AS DEFINED BELOW) WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON NOVEMBER 3, 2021, UNLESS EXTENDED, RE-OPENED OR EARLIER TERMINATED (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED OR RE-OPENED, THE “**EXPIRATION DEADLINE**”). HOLDERS (AS DEFINED BELOW) WHO TENDER THEIR SECURITIES MAY WITHDRAW SUCH SECURITIES AT ANY TIME PRIOR TO THE WITHDRAWAL DEADLINE (AS DEFINED BELOW).

TO RECEIVE THE PURCHASE PRICE (AS DEFINED IN THE OFFER TO PURCHASE) AND ACCRUED AND UNPAID INTEREST, HOLDERS MUST VALIDLY TENDER, AND NOT VALIDLY WITHDRAW, THEIR SECURITIES PRIOR TO THE EXPIRATION DEADLINE. THE DEADLINES SET BY ANY INTERMEDIARY OR CLEARING SYSTEM WILL BE EARLIER THAN THIS DEADLINE.

Rio Tinto Finance (USA) Limited (the “**Offeror**”) is offering to purchase (the “**Offer**”) for cash from each holder (each a “**Holder**” and, collectively, the “**Holders**”) any and all of the securities specified below (the “**Securities**”), issued by the Offeror and guaranteed by each of Rio Tinto plc and Rio Tinto Limited (together, the “**Guarantors**”), upon the terms and subject to the conditions set forth in the offer to purchase dated October 28, 2021 (as it may be amended or supplemented, the “**Offer to Purchase**”). Capitalized terms used but not defined herein have the respective meanings assigned to them in the Offer to Purchase.

<u>Title of Security</u>	<u>ISIN / CUSIP</u>	<u>Principal Amount Outstanding</u>	<u>Maturity Date</u>	<u>U.S. Treasury Reference Security</u>	<u>Fixed Spread (basis points)</u>	<u>Bloomberg Reference Page</u>	<u>Amount Subject to Offer</u>
3.750% Notes due 2025	US767201AS58/ 767201AS5	U.S.\$1,200,000,000	June 15, 2025	0.625% due October 15, 2024 (US91282CDB46)	25*	FIT1	Any and all

*The Fixed Spread is equivalent to the spread in the “Optional Redemption” provision under the Securities. The Purchase Price will be calculated with reference to the Maturity Date (being June 15, 2025), in line with the expected approach to the calculation of the Make Whole Redemption Price in accordance with the terms and conditions of the Securities.

As set forth in the Offer to Purchase under the caption “*Procedures for Participating in the Offer*”, this Notice of Guaranteed Delivery, or one substantially in the form hereof, may be used to tender the Securities by any Holder of the Securities who wishes to tender its Securities pursuant to the Offer but cannot comply with the procedures under DTC’s Automated Tender Offer Program (“**ATOP**”) for the submission of a valid Tender Instruction (including the transfer of book-entry transfer interests in the Securities) prior to the Expiration Deadline.

This Notice of Guaranteed Delivery may be delivered by facsimile transmission, e-mail, mail or hand to Global Bondholder Services Corporation (the “**Information & Tender Agent**”) using the contact details set forth below, but in any case it must be delivered to the Information & Tender Agent prior to the Expiration Deadline. In addition to delivery of the Notice of Guaranteed Delivery, the DTC

participant executing this Notice of Guaranteed Delivery must also comply with the ATOP procedures applicable to guaranteed delivery.

The Notice of Guaranteed Delivery may be submitted only in respect of a principal amount of Securities of no less than the Minimum Denomination (being U.S.\$2,000) and may be submitted in respect of integral multiples of U.S.\$1,000 above such Minimum Denomination. Holders who tender less than all of their Securities must continue to hold Securities in at least the Minimum Denomination of U.S.\$2,000.

THE DELIVERY OF SECURITIES FOR WHICH NOTICE OF GUARANTEED DELIVERY IS MADE MUST BE MADE NO LATER THAN 5:00 P.M. (NEW YORK CITY TIME) ON NOVEMBER 5, 2021, WHICH IS THE SECOND BUSINESS DAY AFTER THE EXPIRATION DEADLINE. AS USED HEREIN, A "**BUSINESS DAY**" MEANS ANY DAY (OTHER THAN A SATURDAY, SUNDAY OR A U.S. FEDERAL HOLIDAY).

The Information & Tender Agent for the Offer is:

Global Bondholder Services Corporation

By facsimile:
(For Eligible Institutions only)
+1-212-430-3775
or
+1-212-430-3779

By Email:
contact@gbsc-usa.com

By Mail or Hand:
65 Broadway, Suite 404
New York, New York 10006

Any questions or requests for assistance or additional copies of the Offer to Purchase may be directed to the Information & Tender Agent at its telephone number or address set forth below. Any questions related to the terms of the Offer may be directed to the Dealer Managers. You may also contact your broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Offer.

Global Bondholder Services Corporation

65 Broadway, Suite 404
New York, New York 10006
Banks and Brokers Call: +1-212-430-3774
All Others Call Toll Free: +1-866-470-3700
Email: contact@gbsc-usa.com

The Dealer Managers for the Offer are:

**Citigroup Global Markets
Limited**
Canada Square
Canary Wharf
United Kingdom

Attention: Liability Management
Group
Telephone (Europe):
+ 44 20 7986 8969
Telephone (U.S. Toll Free):
+1 (800) 558 3745
Telephone (U.S.):
+1 (212) 723-6106
Email:
liabilitymanagement.europe@cit
i.com

**Credit Agricole Securities (USA)
Inc.**
1301 Avenue of the Americas, 17th
Floor
New York, New York 10019, United
States

Attention: Debt Capital
Markets/Liability Management
Telephone (U.S. Toll Free):
+1 (866) 807-6030
Email: us.liabilitymanagement@ca-cib

Merrill Lynch International

2 King Edward Street
London EC1A 1HQ
United Kingdom

Attention: Liability Management Group

Telephone (Europe):

+ 44 20 7996 5420

Telephone (U.S. Toll Free):

+1 (888) 292-0070

Telephone (U.S.):

+1 (980) 387-3907

Email: DG.LM-EMEA@bofa.com

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE, OR TRANSMISSION OF INSTRUCTIONS VIA A FAX OR E-MAIL ADDRESS OTHER THAN AS LISTED ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY.

THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO THE INFORMATION & TENDER AGENT, INCLUDING TRANSMISSION IN ACCORDANCE WITH THE USUAL PROCEDURES OF DTC, IS AT THE ELECTION AND RISK OF HOLDERS.

This form is not to be used to guarantee signatures.

Ladies and Gentlemen:

Upon the terms and subject to the conditions set forth in the Offer to Purchase, the undersigned hereby tenders to the Offeror the principal amount of the Securities indicated herein, pursuant to the guaranteed delivery procedures described herein and in the Offer to Purchase under the caption "*Procedures for Participating in the Offer — Guaranteed Delivery Procedures*". The undersigned hereby represents and warrants that the undersigned has full power and authority to tender such Securities.

The undersigned understands that (i) Securities may be tendered and guarantees may be delivered only in minimum denominations of U.S.\$2,000 and integral multiples of U.S.\$1,000 in excess thereof; and (ii) Holders who tender less than all of their Securities must continue to hold Securities in at least the Minimum Denomination of U.S.\$2,000 as set forth in the Offer to Purchase. Alternative, conditional or contingent tenders will not be considered valid.

The undersigned understands that tenders of Securities pursuant to the Offer may not be withdrawn after the Expiration Deadline except as set forth in the Offer to Purchase. In the event that the Offer is terminated or otherwise not completed, the Purchase Price will not be paid or become payable. In such event, the Securities previously tendered pursuant to the Offer will be promptly returned to the tendering Holders.

The undersigned understands that payment by the Information & Tender Agent for any Securities tendered hereby and accepted for purchase pursuant to the Offer will be made only after receipt by the Information & Tender Agent via DTC of a properly transmitted Agent's Message, together with confirmation of the book-entry delivery of the relevant Securities into the Information & Tender Agent's account at DTC, and any other documents required, by no later than the close of business on the second Business Day after the Expiration Deadline. There is no letter of transmittal for the Offer.

The undersigned understands that Holders whose Securities are tendered by notice of guaranteed delivery and are purchased will receive payment in respect of accrued and unpaid interest on such Securities only up to, but not including, the Settlement Date for Securities purchased in the Offer, and will not receive payment in respect of any unpaid interest accruing after the Settlement Date.

If the ATOP procedures are used to give notice of guaranteed delivery, the Direct Participant need not complete and physically deliver this Notice of Guaranteed Delivery; however, the Direct Participant will be bound by the terms of the Offer.

All authority herein conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall survive the death or incapacity of the undersigned and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives of the undersigned.

PLEASE SIGN AND COMPLETE

This Notice of Guaranteed Delivery must be signed by the "eligible guarantor institution" tendering Securities on behalf of the Holder(s) of such Securities exactly as such eligible guarantor institution's name appears on a security position listing as the owner of such Securities. If the signature appearing below is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, such person must set forth his or her name, address and capacity as indicated below and submit evidence satisfactory to the Offeror of such person's authority so to act.

<p>Title of Securities: _____</p> <p>Aggregate Principal Amount of Securities Tendered: _____</p> <p>Account Number: _____</p> <p>Transaction Code Number: _____</p> <p>Date: _____</p> <p>The relevant Direct Participant holds the Securities tendered through DTC on behalf of the following ("Beneficiary"):</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>Name and Tel. No. of Contact (if known) at the Beneficiary:</p> <p>_____</p> <p>_____</p> <p>_____</p>	<p>Name of Direct Participant: _____</p> <p>_____</p> <p>Address of Direct Participant including Zip Code: _____</p> <p>_____</p> <p>Area Code and Tel. No.: _____</p> <p>Name(s) of Authorized Signatory: _____</p> <p>_____</p> <p>Capacity: _____</p> <p>Address(es) of Authorized Signatory: _____</p> <p>_____</p> <p>Area Code and Tel. No.: _____</p> <p>Signature(s) of Authorized Signatory: _____</p> <p>_____</p> <p>Date: _____</p>
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**GUARANTEE OF DELIVERY
(NOT TO BE USED FOR SIGNATURE GUARANTEE)**

The undersigned, an “**eligible guarantor institution**” (as that term is defined in Rule 17Ad-15(a)(2) under the Securities Exchange Act of 1934, as amended), hereby (1) represents that each Holder on whose behalf this tender is being made “own(s)” the Securities tendered hereby within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended, (2) represents that such tender of Securities is being made by guaranteed delivery and (3) guarantees that the eligible guarantor institution will procure that DTC properly transmits an Agent’s Message (together with the related book-entry delivery of the relevant Securities) to the Information & Tender Agent by no later than the close of business on the second Business Day after the Expiration Deadline.

The eligible guarantor institution that completes this form acknowledges that it must procure the delivery of the Agent’s Message (together with the related book-entry delivery of the relevant Securities) to the Information & Tender Agent within the time period shown herein. Failure to do so could result in financial loss to such eligible guarantor institution.

Name of Firm: _____ Address: _____ _____ (including Zip Code) Area Code and Tel. No.: _____	_____ (Authorized Signature) Name: _____ Title: _____ Date: _____
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DO NOT SEND CERTIFICATES FOR SECURITIES WITH THIS FORM.