

# NOTICE OF GUARANTEED DELIVERY



## NEXA RESOURCES PERÚ S.A.A.

*(incorporated in the Republic of Peru)*

**Offer to Purchase for Cash Relating to**

**Any and All of its Outstanding**

**U.S.\$343,000,000 4.625% Notes due 2023**

(CUSIP Nos. 204483 AA9 / P67848 AA2 ; ISIN Nos. US204483AA93; USP67848AA22)

**Pursuant to the Offer to Purchase, dated February 18, 2020**

**THE TENDER OFFER (AS DEFINED BELOW) WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON FEBRUARY 24, 2020 (SUCH TIME AND DATE, AS THEY MAY BE EXTENDED, THE "EXPIRATION DEADLINE"), UNLESS EARLIER TERMINATED IN ITS SOLE DISCRETION.**

*The Information and Tender Agent for the Tender Offer is:*

**D.F. King**

48 Wall Street, 22<sup>nd</sup> Floor  
New York, New York 10005  
United States

nexaperu@dfking.com

Attn: Andrew Beck

Banks and Brokers call: (212) 269-5550

All others call toll free (U.S. only): (800) 884-4725

**TRANSMISSION OF THIS NOTICE OF GUARANTEED DELIVERY VIA FACSIMILE TO A NUMBER OTHER THAN AS SET FORTH ABOVE OR DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY AND ALL OTHER REQUIRED DOCUMENTS TO THE INFORMATION AND TENDER AGENT, INCLUDING DELIVERY THROUGH THE DEPOSITORY TRUST COMPANY ("DTC") AND ANY ACCEPTANCE OR AGENT'S MESSAGE DELIVERED THROUGH DTC'S AUTOMATED TENDER OFFER PROGRAM SYSTEM, IS AT THE ELECTION AND RISK OF HOLDERS.**

This Notice of Guaranteed Delivery is being provided in connection with an offer by Nexa Resources Perú S.A.A. (f/k/a Compañía Minera Milpo S.A.A.) (the "**Company**"), which is a publicly held corporation (*sociedad anónima abierta*) organized under the laws of the Republic of Peru, to purchase for cash (the "**Tender Offer**") any and all of its outstanding 4.625% Notes due 2023 (the "**Notes**") from holders thereof (each, a "**Holder**" and, collectively, the "**Holders**") upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 18, 2020 (as it may be amended or supplemented from time to time, the "**Offer to Purchase**") and this Notice of Guaranteed Delivery. Capitalized terms used but not defined herein shall have the meaning given to them in the Offer to Purchase.

If you wish to tender your Notes pursuant to the Tender Offer and (a) you cannot comply with the procedure for book-entry transfer by the Expiration Deadline or (b) you cannot deliver any of the other required documents to the Information and Tender Agent by the Expiration Deadline, you may tender your Notes according to the Guaranteed Delivery Procedure described in the Offer to Purchase. To comply with the Guaranteed Delivery Procedure, you must (1) properly complete and duly execute this Notice of Guaranteed Delivery substantially in the form provided to you by the Company, including (where required) a signature guarantee by an Eligible Institution (as defined below) in the form set forth in this Notice of Guaranteed Delivery, (2) arrange for the Information and Tender Agent to receive the completed and signed Notice of Guaranteed Delivery and all of the other required documents from the relevant Eligible Institution (as defined below) no later than the Expiration Deadline and (3) ensure that the Information and Tender Agent receives a properly transmitted Agent's Message, together with book-entry confirmation of electronic delivery of the

Notes no later than 5:00 p.m., New York City time, on the second business day after the Expiration Deadline, as provided in the Offer to Purchase. See “Description of the Tender Offer—Procedures for Tendering Notes—Procedures—Guaranteed Delivery Procedure” in the Offer to Purchase.

---

**PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

Ladies and Gentlemen:

The undersigned hereby tenders to the Company, upon the terms and subject to the conditions set forth in the Offer to Purchase and this Notice of Guaranteed Delivery, receipt of which is hereby acknowledged, the aggregate principal amount of the Notes set forth below pursuant to the Guaranteed Delivery Procedure set forth in the Offer to Purchase under the caption “Description of the Tender Offer—Procedures for Tendering Notes—Procedures—Guaranteed Delivery Procedure.” The undersigned hereby authorizes the Information and Tender Agent to deliver this Notice of Guaranteed Delivery to the Company with respect to the Notes tendered pursuant to the Tender Offer.

The undersigned understands that tenders of the Notes pursuant to the Tender Offer may not be withdrawn after the Withdrawal Deadline, unless otherwise required by applicable law. Tenders of the Notes may be withdrawn prior to the Withdrawal Deadline as provided in the Offer to Purchase.

The undersigned understands that tenders of the Notes will be accepted only in minimum principal amounts of \$200,000 and integral multiples of \$1,000 in excess thereof.

The undersigned understands that tenders of the Notes will only be accepted after it (1) properly completes and duly executes this Notice of Guaranteed Delivery substantially in the form provided by the Company, including (where required) a signature guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery, (2) arranges for the Information and Tender Agent to receive the completed and signed Notice of Guaranteed Delivery and all of the other required documents no later than the Expiration Deadline and (3) ensures that the Information and Tender Agent receives a properly transmitted Agent’s Message, together with book-entry confirmation of electronic delivery of the Notes no later than 5:00 p.m., New York City time, on the second business day after the Expiration Deadline, as provided in the Offer to Purchase. See “Description of the Tender Offer—Procedures for Tendering Notes—Procedures—Guaranteed Delivery Procedure” in the Offer to Purchase.

If DTC’s Automated Tender Offer Program system procedures are used, the DTC participant need not complete and physically deliver this Notice of Guaranteed Delivery. However, the DTC participant will be bound by the terms of the Tender Offer. As more fully described in the Offer to Purchase, guaranteed deliveries will be required to be provided no later than 5:00 p.m., New York City time, on the Guaranteed Delivery Date, which will be two business days after the Expiration Deadline.

All authority herein conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives of the undersigned.

**PLEASE SIGN AND COMPLETE**

Principal amount of the Notes tendered\*: \_\_\_\_\_  
DTC Participant Account Number(s): \_\_\_\_\_  
Name of Tendering Institution: \_\_\_\_\_

\*Tenders of the Notes pursuant to the Tender Offer may be made only in minimum principal amounts of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Notes must continue to hold Notes in the minimum principal amounts of U.S.\$200,000.

This Notice of Guaranteed Delivery must be signed by a participant in one of the book-entry transfer facilities exactly as such participant's name appears on a security position listing as the owner of the Notes or by person(s) authorized to become registered holder(s) by endorsements and documents transmitted with this Notice of Guaranteed Delivery. If the signature below is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth the following information and furnish evidence of his or her authority.

**PLEASE PRINT NAME(S) AND ADDRESS(ES)**

Name(s): \_\_\_\_\_  
Capacity: \_\_\_\_\_  
Address(es): \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

---

**THE GUARANTEE BELOW MUST BE COMPLETED**

**GUARANTEE**

**(Not to be used for Signature Guarantee)**

The undersigned, a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States or an “eligible guarantor institution,” within the meaning of Rule 17Ad-15 under the United States Securities Exchange Act of 1934, as amended (each, an “**Eligible Institution**”), hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of the Notes is being made by guaranteed delivery and (iii) guarantees that the Notes tendered hereby in proper form for transfer or confirmation of book-entry transfer of such Notes into the Information and Tender Agent’s account at the book-entry transfer facility in accordance with the procedures set forth in “Description of the Tender Offer—Procedures for Tendering Notes—Procedures—Guaranteed Delivery Procedure” of the Offer to Purchase will be received by the Information and Tender Agent at its address set forth above no later than 5:00 p.m., New York City time, on the second business day after the Expiration Deadline, as provided in the Offer to Purchase.

The Eligible Institution that completes this form must communicate the guarantee to the Information and Tender Agent and must deliver the Notes to the Information and Tender Agent within the time period shown herein. Failure to do so could result in a financial loss to such Eligible Institution.

Name of Firm: \_\_\_\_\_

Name of Authorized Signatory: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Area Code and Telephone Number: \_\_\_\_\_

Date: \_\_\_\_\_