

**BY-LAWS
OF
RIO TINTO FINANCE (USA) INC.**

Adopted by the Board of Directors on
5 February 2020

ARTICLE 1 – OFFICES

SECTION 1.1 Registered Office. The registered office of the Corporation within the State of Delaware shall be the address of the appointed Registered Agent.

SECTION 1.2 Other Offices. The Corporation may also have other offices either within or without its state of incorporation as the Board of Directors shall from time to time determine, or as the business of the Corporation may require.

ARTICLE 2 – SHAREHOLDERS' MEETINGS

SECTION 2.1 Annual Meeting. The annual meeting of shareholders of the Corporation shall be held each year after the close of the preceding fiscal year of the Corporation, at the time and place designated by the Board of Directors. The purpose of such meeting shall be the election of directors, and the transaction of such other business as may properly come before the meeting. Written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each shareholder entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to such shareholder's last known address.

SECTION 2.2 Special Meetings. Special meetings of shareholders shall be called by the Board of Directors, the Chairman of the Board, the President and Chief Executive Officer, or by the Secretary upon the written request of shareholders holding at least a majority of the outstanding shares of stock of the Corporation. Notice of such special meetings shall state the time, place, and purpose of the meeting, and shall be given in the same manner as is provided in the case of annual meetings.

SECTION 2.3 Quorum; Adjournments. The holders of a majority of the outstanding shares of stock of the Corporation shall constitute a quorum at a meeting of shareholders for the transaction of any business. The shareholders present or represented by proxy may adjourn the meeting in the absence of a quorum.

SECTION 2.4 Voting. Each share of stock shall entitle the holder of record to one vote. The election of directors shall be decided by a plurality of the votes cast. Any other action shall be authorized by a majority of the votes cast, except where a different percentage of votes and/or a different exercise of voting power are required by statute, the Corporation's charter documents or these Bylaws. In the election of directors, and for any other action, voting need not be by ballot.

SECTION 2.5 Representation by Proxy. Every shareholder may authorize another person to act for it by proxy in all matters in which a shareholder is entitled to participate. A proxy shall be signed by the shareholder or its attorney-in-fact. No proxy shall be voted or acted upon after three years from its date unless it provides for a longer period.

SECTION 2.6 Action by Consent. Any action required or permitted to be taken by the shareholders may be taken without a meeting, without prior notice and without a vote, if the holders of outstanding shares of stock having not less than the minimum number of votes necessary to authorize or take such action at a meeting consent thereto, either in writing or by electronic transmission, and such consent or consents are filed with the records of the Corporation.

SECTION 2.7 Meetings by Remote Communication. Remote communication means any electronic communication including conference telephone, video conference, the Internet or any other method currently available or developed in the future, by which Shareholders not present in the same physical location, may simultaneously communicate with each other. In the sole and reasonable discretion of the Board of Directors, a meeting of Shareholders of the Corporation may be held at a specific location or may be held by any means of remote communication. Where a meeting will employ remote communication, one or more Shareholders may participate by means of remote communication or the meeting may be held solely by means of remote communication at the sole discretion of the Board of Directors. Where any remote communication is used in a Shareholder meeting, all Shareholders must be provided a reasonable opportunity to participate in the meeting and all Shareholders participating in the meeting must be able to simultaneously hear each other during the meeting. All votes or other actions taken at the meeting by means of electronic transmission must be maintained as a matter of record by the Corporation. Participation in a meeting using any form of remote communication will constitute presence in person at the meeting.

ARTICLE 3 – BOARD OF DIRECTORS

SECTION 3.1 General Powers. Subject to any restrictions provided in the Corporation's charter documents, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors may appoint such committees and employ such agents as it deems advisable, and shall have the authority to fix the compensation of its members.

SECTION 3.2 Number, Election and Term of Office. The Board of Directors shall comprise at least one but not more than ten members, each member being a natural person, or such other number of members as may be fixed from time to time by the vote of a majority of the entire Board of Directors or by action of the shareholders of the Corporation. A director need not be a shareholder. Directors shall be elected at the annual meeting of shareholders for a term of one year, and shall hold office until their successors are elected, or until their earlier death, resignation, or removal as provided in these Bylaws.

SECTION 3.3 Resignations. Any director of the Corporation may resign at any time by giving notice to the Corporation either in writing or by electronic transmission. A resignation shall take effect immediately upon receipt of the notice, or at such other time as is specified in the notice. Unless required by the notice, acceptance of the resignation is not required to make it effective.

SECTION 3.4 Removal of Directors. Except as may otherwise be required by statute, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the outstanding shares of stock of the Corporation.

SECTION 3.5 Vacancies. Any vacancy in the Board of Directors, occurring by resignation, removal or otherwise, may be filled by the vote of a majority of the remaining Directors, though less than a quorum, or by the shareholders at their next annual meeting or at a special meeting. Each director so elected shall hold office until his or her successor is elected, or until his or her earlier death, resignation or removal.

SECTION 3.6 Annual and Other Regular Meetings. The annual meeting of the Board of Directors shall be held as soon as practicable after each annual meeting of shareholders. Other regular meetings of the Board of Directors shall be held at the times and places determined from time to time by the Board. Notice of the annual and other regular meetings need not be given to the directors.

SECTION 3.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, two or more directors, or the President and Chief Executive Officer. Written, oral, or any other form of notice of the time and place of special meetings shall be given at least 48 hours prior to any such meeting.

SECTION 3.8 Quorum and Manner of Acting. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. A majority of the directors present, whether or not a quorum, may adjourn a meeting. The directors shall act only as a Board, and the individual directors shall have no power as such.

SECTION 3.9 Action by Consent. Any action required or permitted to be taken by the Board of Directors or by a committee thereof may be taken without a meeting if all members of the board consent thereto, either in writing or by electronic transmission, and such consents are filed with the records of the Corporation or committee.

SECTION 3.10 Meetings by Remote Communication. Remote communication means any electronic communication including conference telephone, video conference, the Internet or any other method currently available or developed in the future, by which directors not present in the same physical location, may simultaneously communicate with each other. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. Participation in a meeting using any form of remote communication will constitute presence in person at the meeting.

ARTICLE 4 – OFFICERS

SECTION 4.1 Number and Qualifications. The Corporation's officers shall be appointed at the Annual Meeting of the Board of Directors for a term of one year, or from time to time by resolution of the Board of Directors. Officers so appointed shall consist of a President and Chief Executive Officer and a Secretary. Other officers including, but not limited to, Chairman of the Board, Chief Financial Officer, Operating Officers, Vice Presidents, Treasurer, Controller, and Assistants to the Secretary, Treasurer and Controller may also be appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person, and no officer except the Chairman of the Board need also be a director. Each officer shall hold office until his or her successor is duly appointed, or until his or her earlier death, resignation or removal. The Board of Directors shall have authority to fix the compensation of all officers of the Corporation.

SECTION 4.2 Duties. The duties of the officers shall be the duties usually imposed upon such officials of corporations, the duties required by law, and the duties assigned to them by the Board of Directors. The Secretary shall prepare in writing the proceedings of all meetings of shareholders, directors, and committees of directors and shall maintain the same with other records and information required to be kept pursuant to statute, the Corporation's charter documents or these Bylaws.

SECTION 4.3 Resignations. Any officer of the Corporation may resign at any time by giving notice either in writing or by electronic transmission to the Corporation. A resignation shall take effect immediately upon receipt of the notice, or at such other time as is specified in the notice. Unless required by the notice, acceptance of the resignation is not required to make it effective.

SECTION 4.4 Removal. Any officer of the Corporation may be removed at any time, with or without cause, by and at a meeting of the Board of Directors.

SECTION 4.5 Vacancies. Any vacancy in office arising from death, resignation, removal, or otherwise may be filled by the Board of Directors at any regular meeting, or at a special meeting called for that purpose.

ARTICLE 5 – SHARE CERTIFICATES AND THEIR TRANSFER

SECTION 5.1 Share Certificates. Every holder of a share or shares of stock in the Corporation shall be entitled to have a certificate signed by the President and Chief Executive Officer or a Vice President and the Secretary or Assistant Secretary, certifying the number of shares owned by such person in the Corporation. Any signature on any such certificate may be a facsimile.

SECTION 5.2 Transfers of Stock. The shares of the stock of the Corporation shall be transferable or assignable only on the share register of the Corporation, and only upon surrender by the holder, or the holder's duly authorized attorney, of the certificate for the shares duly endorsed and accompanied by proper evidence of succession, assignment or authority to transfer; provided, however, that the Corporation shall be entitled to recognize and enforce any lawful restriction on transfer. The Board of Directors may appoint, or authorize any officer to appoint, one or more transfer agents and one or more registrars.

SECTION 5.3 Fixing the Record Date. For the purpose of determining the shareholders entitled to (a) notice of, or to vote at, any meeting of shareholders or any adjournment of such a meeting; (b) receive payment of any dividend or distribution, or allotment of any rights; and (c) exercise any rights in respect of any change, conversion or exchange of stock, or for any other lawful purpose, the Board of Directors may fix in advance a record date, which shall be not more than sixty days or less than ten days before the date of such meeting. If no record date is fixed, the record date shall be as provided by statute.

SECTION 5.4 Registered Shareholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its records as the owner of shares of stock to receive dividends and to vote and, except as otherwise provided by the laws of the Corporation's state of incorporation, shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares of stock on the part of any other person.

ARTICLE 6 – INDEMNIFICATION

SECTION 6.1 General. To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless any current or former director or officer from and against any loss, expenses, judgment, settlement cost, fee and related expenses (including attorneys' fees and expenses), costs or damages suffered or sustained by reason of being or having been a director or an officer, or arising out of or in connection with any action or failure to act, unless such act or failure to act was the result of gross negligence or willful misconduct. The Corporation shall advance reasonable attorneys' fees and other costs and expenses incurred by any current or former director or officer in connection with defense of any pending or threatened action or

proceeding that arises out of conduct which is the subject of the indemnification provided hereunder, subject to such director's or officer's agreement to reimburse the Corporation for such advance to the extent that it shall finally be determined by a court of competent jurisdiction that such director or officer was not entitled to indemnification under this Section 6.1. Notwithstanding the foregoing, the provisions of this Section 6.1 shall not be construed so as to provide for indemnification for any liability to the extent (but only to the extent) that such indemnification would be in violation of applicable law, but shall be construed so as to effectuate the provisions of this Section 6.1 to the fullest extent permitted by law. The provisions of this Section 6.1 including the indemnification hereof, shall further apply to any director or officer of a predecessor, if any, of the Corporation.

SECTION 6.2 Rights Not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 6 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the indemnified party's official capacity and as to action in another capacity while holding such office.

SECTION 6.3 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or an officer of the Corporation, or is or was serving at the request of the Corporation as a director or an officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability incurred by such person in such capacity, or arising out of such person's capacity, whether or not the Corporation would have the power to indemnify the person against the liability under the provisions of this Article VI.

SECTION 6.4 Definition of Corporation. For the purposes of this Article 6, references to "the Corporation" include any constituent corporation absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, as well as the resulting or surviving corporation. As a result, any person who is or was a director or officer of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article 6 with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

SECTION 6.5 Survival of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 6 shall continue as to a person who has ceased to be a director or an officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 7 – GENERAL PROVISIONS

SECTION 7.1 Checks, Notes, Drafts, etc. All checks, notes, drafts or other orders for the payment of money of the Corporation shall be signed, endorsed or accepted in the name of the Corporation by those individuals as may be designated from time to time by the officer or officers authorized by the Board of Directors pursuant to the terms of the Corporation's current Banking Resolutions.

SECTION 7.2 Execution of Contracts, Deeds, etc. The officers of the Corporation and such other agents of the Corporation as the Board of Directors may from time to time authorize, may enter into or execute and deliver, in the name and on behalf of the Corporation, any and all

deeds, bonds, mortgages, contracts, and other obligations or instruments. Such authority may be general or confined to specific instances.

SECTION 7.3 Dividends. Subject to the provisions of statute and the Corporation's charter documents, dividends upon the shares of stock of the Corporation may be declared by the Board of Directors at any regular or special meeting and may be paid in cash, property or shares of stock of the Corporation.

SECTION 7.4 Corporate Seal. The seal of the Corporation shall be in the form approved by the Board of Directors.

SECTION 7.5 Fiscal Year. The fiscal year of the Corporation shall be the calendar year, or otherwise as fixed by resolution of the Board of Directors.

SECTION 7.6 Amendments. The shareholders of the Corporation and, except as otherwise provided, the Board of Directors have the power to amend or repeal existing provisions, or adopt new provisions, of these Bylaws.