



September 14, 2018

Dear Fellow Nevsun Shareholder:

In August, we wrote to you with a recommendation that you not tender your common shares (“**Nevsun Shares**”) of Nevsun Resources Ltd. (“**Nevsun**”) to a hostile bid launched by Lundin Mining Corporation (“**Lundin Mining**”) on July 26, 2018. One of the reasons for this recommendation was that your board of directors (the “**Nevsun Board**”) expected superior offers to emerge from a global strategic review process that had been undertaken by Nevsun.

That superior offer has now emerged.

On September 5, 2018, Nevsun announced an agreement (the “**Pre-Acquisition Agreement**”) with Zijin Mining Group Co., Ltd. (“**Zijin Mining**”) pursuant to which Zijin Mining agreed to make an offer (the “**Zijin Offer**”) to acquire all of the issued and outstanding Nevsun Shares.

The Nevsun Board believes this is an excellent outcome for Nevsun Shareholders, as the Zijin Offer is:

- an all cash C\$1.86 billion offer at C\$6.00 per Nevsun Share;
- C\$1.25 per Nevsun Share or 26% more than the hostile bid for Nevsun launched by Lundin Mining on July 26, 2018; and
- C\$2.18 or 57% more than the closing price of the Nevsun Shares on the Toronto Stock Exchange (“**TSX**”) on May 7, 2018, the day Lundin Mining first publicly announced its desire to acquire Nevsun.

**The Nevsun Board, based on the unanimous recommendation of a special committee of independent directors (the “Special Committee”), UNANIMOUSLY recommends that Nevsun Shareholders ACCEPT the Zijin Offer and DEPOSIT their Nevsun Shares to the Zijin Offer.**

#### **Reasons to Tender to Offer**

As described in more detail in the Nevsun Directors’ Circular, the reasons for the Nevsun Board’s unanimous recommendation of the Zijin Offer include:

1. The Zijin Offer recognizes the fundamental and strategic value of Nevsun’s unique portfolio of producing and development assets, underpinned by the world-class Timok deposit;
2. The Zijin Offer represents an attractive premium;
3. The Zijin Offer provides certainty and immediate liquidity to Nevsun Shareholders;
4. The Zijin Offer is the result of a comprehensive, competitive and global process undertaken to maximize shareholder value and is currently the most attractive alternative available to Nevsun and Nevsun Shareholders;
5. Zijin Mining is a leading global mining company with a track record of executing strategic mining transactions worldwide, including with respect to assets in Serbia;
6. The Zijin Offer shows a strong commitment by Zijin Mining to successfully execute the transaction as demonstrated by its agreement to a US\$50 million reverse termination amount held in escrow in Canada;

ACCEPT ZIJIN’S OFFER  
TENDER YOUR NEVSUN SHARES

Nevsun Shareholders requiring advice or assistance concerning the acceptance of the Zijin Offer are urged to contact contacting Laurel Hill Advisory Group at 1-877-452-7184 or 416-304-0211 or by e-mail at [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

NEVSUN RESOURCES LTD.

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7. The Nevsun Board and the Special Committee received separate opinions, dated September 4, 2018, from their respective financial advisors, BMO Nesbitt Burns Inc. (“**BMO**”) and Citigroup Global Markets Inc. (“**Citi**”), which opinions are attached to the enclosed Directors’ Circular as Schedule “B” and Schedule “C,” respectively, as to the fairness, from a financial point of view and as of the date of such opinions, to holders of Nevsun Shares (other than Zijin Mining, Lundin Mining and their respective affiliates) of the C\$6.00 per Nevsun Share cash consideration offered pursuant to the Zijin Offer;
8. The Zijin Offer is supported by Nevsun’s directors and officers; and
9. Under the terms of the Pre-Acquisition Agreement, the Nevsun Board has preserved the ability to respond to unsolicited superior proposals.

### **Clear Pathway to Completing this Transaction**

Zijin Mining is a leading global diversified mining company, which manages an extensive portfolio of operations through subsidiaries in eight countries. Listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, Zijin Mining is one of the largest gold producers, the largest zinc producer, the second largest mined-copper producer, and an important tungsten and iron ore producer in the People’s Republic of China, with a market capitalization of approximately US\$10 billion.

Zijin Mining has a strong track record of executing strategic mining transactions globally, including strategic partnerships with Toronto-based Barrick Gold Corporation related to the Porgera mine in Papua New Guinea and Vancouver-based Ivanhoe Mines Ltd., related to the Kamoa-Kakula copper project in the Democratic Republic of Congo. Zijin Mining also successfully completed a board-supported takeover of Norton Gold Fields Ltd., an Australian mining company, in 2015.

The Zijin Offer is not subject to any financing conditions and we are confident that this transaction is capable of being completed and Nevsun Shares taken up by the December 28, 2018 expiry date of the Zijin Offer.

### **Take Action and Tender Your Nevsun Shares**

We urge you to read the Directors’ Circular carefully and, in particular, the “*Compelling Reasons for Accepting Zijin’s Offer*” section of the Directors’ Circular.

The Zijin Offer is open for acceptance until 5:00 p.m. (Toronto time) on December 28, 2018, unless extended, accelerated or withdrawn. For assistance tendering your shares, contact Laurel Hill Advisory Group (contact information below). If you have already tendered your shares to the Lundin Mining hostile bid you can and should withdraw them by contacting Laurel Hill Advisory Group.

The Zijin Offer is a superior outcome for Nevsun and Nevsun Shareholders. Tender your shares to realize its value.

Sincerely,

“IAN W. PEARCE”

IAN W. PEARCE,  
Chair and Director  
Nevsun Resources Ltd.

“DAVE SMITH”

DAVE SMITH,  
Chair of the Special Committee and Director  
Nevsun Resources Ltd.

- 2 -

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- 3 -

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