

Thompson Creek Metals Co Inc.

Form 10-K

February 24, 2016

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**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-33783

THOMPSON CREEK METALS COMPANY INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction of

incorporation or organization)

26 West Dry Creek Circle, Suite 810, Littleton, CO

(Address of principal executive offices)

(303) 761-8801

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class

Common Stock, no par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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|  |   |   |   |
|--|---|---|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input checked="" type="checkbox"/> | Non-accelerated filer <input type="checkbox"/><br>(Do not check if a<br>smaller reporting<br>company) | Smaller reporting<br>company <input type="checkbox"/> |
|--|---|---|---|

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes  No   
As of February 22, 2016, there were 222,100,475 shares of the registrant's common stock, no par value, outstanding.  
As of June 30, 2015, the last day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common equity held by non-affiliates was approximately \$181 million, based on the closing price of the registrant's common stock on such date as reported on the New York Stock Exchange. For purposes of this calculation, shares of common stock held by executive officers, directors and holders of greater than 10% of the registrant's outstanding common stock are assumed to be affiliates of the registrant. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates certain information by reference from the registrant's definitive proxy statement for the 2016 annual meeting of stockholders to be filed no later than 120 days after the end of the registrant's fiscal year ended December 31, 2015.

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ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Statement Regarding Forward-Looking Information

Certain statements in this report (including information incorporated by reference) are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and applicable Canadian securities legislation, and are intended to be covered by the safe harbors provided by these regulations. All statements other than statements of historical fact set forth or incorporated herein by reference are forward-looking statements. These forward-looking statements may, in some cases, be identified by the use of terms such as "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Our forward-looking statements may include, without limitation, statements with respect to:

- future financial or operating performance of the Company (as defined herein) or its subsidiaries and its projects;
- future liquidity;
- access to existing or future financing arrangements and ability to refinance or reduce debt on favorable terms or at all;
- future inventory, production, sales, payments from customers, cash costs, capital expenditures and exploration expenditures;
- future earnings and operating results;
- expected mining and concentrate grades and recoveries;
- estimates of mineral reserves and resources, including estimated mine life and annual production;
- expectations regarding the optimization of Mount Milligan Mine and construction of a permanent secondary crusher, including the effects of secondary crushing;
- future concentrate shipment dates and shipment sizes;
- future operating plans and goals, including expected financial and operating results of the molybdenum business;
- expected impact of an internal corporate restructuring on utilization of tax attributes;
- expected costs, including any severance costs;
- personnel decisions, including reductions in work force;
- future copper, gold, and molybdenum prices; and
- future foreign exchange rates.

Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in Item 1A, "Risk Factors" and elsewhere in this report. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

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PART I

In this report, references to “we,” “our” and “us” mean Thompson Creek Metals Company Inc. together with our subsidiaries, unless the context otherwise requires. All dollar amounts in this report are expressed in United States dollars (“\$”) in millions, unless otherwise indicated. Canadian currency is denoted as “C\$.” Financial information is presented in accordance with accounting principles generally accepted in the United States (“US GAAP”). References to “Notes” refer to the Notes to Consolidated Financial Statements included in Item 8 herein.

ITEMS 1. AND 2. BUSINESS AND PROPERTIES

OUR BUSINESS

VISION AND STRATEGY

We are a North American mining company engaged in the full mining cycle, which includes acquisition, exploration, development and operation of mineral properties. In the past several years, we have evolved from being a major primary molybdenum producer to becoming a copper and gold mining company with the construction and development of our principal operating asset, our open-pit copper-gold mine and concentrator in British Columbia, Canada (“Mount Milligan Mine”). Mount Milligan Mine commenced commercial production in February 2014 and achieved design capacity at year-end 2015. At December 31, 2015, the combined proven and probable estimated mineral reserves for Mount Milligan Mine totaled 2.2 billion pounds of contained copper and 5.7 million ounces of contained gold (506.4 million tonnes at 0.196% copper and 0.349 grams per tonne gold).

In 2015, we shifted the core focus of our business to copper and gold while at the same time developing a strategy to maintain the optionality of our molybdenum business. This shift in core focus was primarily the result of expected ongoing weakness in the molybdenum market due to an overall weak global economy for molybdenum products.

During 2015, we sold inventory produced at our molybdenum mines in 2014 and continued to operate our metallurgical facility in Pennsylvania, USA (the “Langeloth Facility”), roasting third-party molybdenum concentrate and other metals. In 2016, we expect to generate sufficient revenue from the Langeloth Facility to substantially cover care and maintenance costs of our molybdenum mines. Please see "Molybdenum Mines" below.

Our current business strategy is to:

- conduct our operations safely and in an environmentally responsible manner;
- optimize operations at Mount Milligan Mine and maximize the value of the asset;
- execute a plan to address our outstanding debt and strengthen the balance sheet;
- maintain the optionality of our molybdenum business; and
- improve our competitive position in the industry.

In the medium term, we intend to seek opportunities to enhance our diverse production profile through accretive acquisitions and/or investments.

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**COPPER AND GOLD BUSINESS**

In August 2013, the start-up of operations began at the Mount Milligan Mine with the first feed to the concentrator, and in September 2013, the first copper-gold concentrate was produced. Mount Milligan Mine reached commercial production as of February 18, 2014, defined as operation of the mill at 60% of design capacity mill throughput for 30 days. At year-end 2015, we achieved and on occasion exceeded design mill throughput of 60,000 tonnes per day ("tpd"). In 2015, we utilized a temporary secondary crushing facility to help us achieve design throughput. As previously disclosed, we have determined that a permanent secondary crushing circuit will provide more reliable throughput levels for the long-term at lower cost than what we can achieve with the temporary secondary crushing circuit. We have made the decision to move forward with the construction of the permanent secondary crushing circuit which we expect will enable us to consistently achieve average daily throughput of approximately 62,500 tpd. The permanent secondary crushing circuit is expected to be completed in the fourth quarter of 2016. In the fourth quarter of 2015 we made the decision to order the long-lead items for the permanent crusher and take additional steps in preparation for construction, and in February 2016 we made the decision to commence construction. The total capital cost estimate for the project is approximately \$60 - \$65 million, inclusive of approximately \$15.0 million incurred in 2015 for engineering and concrete work and long lead items. Of the amount incurred in 2015, approximately \$6.2 million was accrued as of December 31, 2015. See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information.

**MOLYBDENUM BUSINESS**

Until the Mount Milligan Mine became operational in the fall of 2013, our business was primarily focused on the extraction, processing, roasting, and sale of molybdenum. Through the end of 2014, we operated an open-pit molybdenum mine and concentrator in Idaho, USA ("TC Mine"), and an open-pit molybdenum mine, and concentrator in British Columbia, Canada, in which we own a 75% joint venture interest ("Endako Mine"). TC Mine was placed on care and maintenance in December 2014 after the mining and processing of ore from Phase 7 was completed. Effective December 31, 2014, operations at Endako Mine were temporarily suspended due to ongoing weakness in the molybdenum price, and, effective July 1, 2015, Endako Mine was placed on care and maintenance. For more information regarding severance and other costs relating to care and maintenance of TC Mine and Endako Mine, please see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

In 2015, we transformed our business strategy for molybdenum to maximize the location and efficiency of our Langeloth Facility. We provide tolling services for customers by converting molybdenum concentrates to molybdenum oxide powder and briquettes and ferromolybdenum products. Additionally, we purchase molybdenum concentrates to convert to upgraded products which are then sold in the metallurgical and chemical markets. Langeloth is one of the largest molybdenum conversion plants in the world, with 36 million pounds of annual roasting capacity and the ability to produce 9.5 million pounds of ferromolybdenum (one of only two such plants in the United States and one of only three in North America), as well as 3 million pounds of pure moly oxide and 6,000 pounds of rhenium. Langeloth's quality is recognized throughout the world, especially in the United States. Over the past three years, Langeloth has sold molybdenum products to Brazil, European Union, Russia, Korea, Japan, India and China in addition to North America. Langeloth's wide ranging customer base is a testament to its quality and reputation. We believe Langeloth is well positioned to offer North-American and other customers a number of competitive advantages relative to other large conversion plants operating in South America.

As of January 2016, we operate a commercial molybdenum beneficiation circuit at TC Mine to treat molybdenum concentrates to supplement the concentrate feed we source directly for the Langeloth Facility. This follows a series of test runs in 2015 with a variety of different concentrates, as a result of which we concluded that we could profitably process high copper molybdenum concentrate through a beneficiation process at TC Mine, which is then transported to Langeloth for processing.

**GENERAL**

We were organized in 2000 as a corporation under the laws of Ontario, Canada, and were continued as a corporation under the laws of British Columbia, Canada in 2008. We are a corporation governed by the Business Corporations Act

(British Columbia). In October 2006, we acquired Thompson Creek Metals Company USA, then a privately-held company incorporated and headquartered in the United States, and in so doing acquired TC Mine, Endako Mine and the Langeloth Facility. In October 2010, we acquired Terrane Metals Corp. (“Terrane”) and in so doing acquired the Mount Milligan development project, which is now Mount Milligan Mine. Through the Terrane acquisition we also acquired a copper, molybdenum and silver exploration property located in British Columbia, Canada (the “Berg Property”). Our corporate headquarters are in Littleton, Colorado, USA.

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The following map sets forth the locations of our mines, metallurgical facility, exploration properties and corporate office:

See the Notes to the Consolidated Financial Statements, "Financial Statements and Supplementary Data" of this report, for financial information about our operating segments and by geographic area.

**PRODUCTS**

Our principal products in 2015 were copper and gold. In 2015, we produced 75.2 million pounds of copper in concentrate, containing 71.4 million pounds of payable copper, and 225,992 ounces of gold in concentrate, containing 218,081 ounces of payable gold. In 2015, 2014 and 2013 approximately 33%, 22% and 2%, respectively, of our product sales were attributable to copper, and approximately 45%, 22% and 1%, respectively, of our product sales were attributable to gold.

We sold 12.1 million pounds of mined (primarily from 2014 inventory) and purchased molybdenum in 2015. In 2014, 2013 and 2012, approximately 22%, 56% and 97% of our product sales were attributable to molybdenum.

The table below sets forth certain operating and production data for each of the periods indicated:



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|   | 2015    | 2014    | 2013    | 2012    | 2011    |
|---|---------|---------|---------|---------|---------|
| <b>Copper</b>   |         |         |         |         |         |
| Payable production (000's lb)                                       | 71,400  | 64,569  | 10,362  | —       | —       |
| Cash cost (\$/payable lb produced) - By-Product <sup>(1)</sup>      | \$0.55  | \$1.15  | \$7.76  | \$—     | \$—     |
| Cash cost (\$/payable lb produced) - Co-Product <sup>(1)</sup>      | \$1.55  | \$1.97  | \$5.40  | \$—     | \$—     |
| <b>Gold</b>   |         |         |         |         |         |
| Payable production (troy oz)  | 218,081 | 177,606 | 19,879  | —       | —       |
| Cash cost (\$/payable troy oz produced) - Co-Product <sup>(1)</sup> | \$478   | \$525   | \$1,468 | \$—     | \$—     |
| <b>Molybdenum - Produced</b>  |         |         |         |         |         |
| <b>TC Mine</b>  |         |         |         |         |         |
| Production (000's lb)   | —       | 17,371  | 20,889  | 16,238  | 21,368  |
| Cash cost (\$/lb produced)  | \$—     | \$4.44  | \$4.57  | \$8.06  | \$6.66  |
| <b>Endako Mine (75%)</b>  |         |         |         |         |         |
| Production (000's lb)   | —       | 8,885   | 9,056   | 6,191   | 6,977   |
| Cash cost (\$/lb produced)  | \$—     | \$11.72 | \$10.93 | \$15.42 | \$11.86 |
| Total molybdenum production <sup>(2)</sup>                          | —       | 26,256  | 29,945  | 22,429  | 28,345  |
| Total average cash cost (\$/lb produced)                            | \$—     | \$6.91  | \$6.49  | \$10.09 | \$7.94  |
| <b>Molybdenum - Processed</b>                                       |         |         |         |         |         |
| <b>Langeloth Facility</b>   |         |         |         |         |         |
| Molybdenum Sold from Purchased Product (000's lb)                   | 8,164   | 8,061   | 5,054   | 10,542  | 8,245   |
| Toll Roasted and Upgraded Molybdenum Processed (000's lb)           | 17,183  | 726     | 3,782   | 6,296   | 7,071   |
| Roasted Metal Products Processed (000's lb)                         | 7,532   | 9,938   | 17,784  | 12,153  | 17,090  |

<sup>(1)</sup> See "Non-GAAP Financial Measures" for the definition and reconciliation of these non-GAAP measures.

<sup>(2)</sup> Mined production pounds reflected are molybdenum oxide and high performance molybdenum disulfide ("HPM") from our share of production from our mines but excludes molybdenum processed from purchased products.

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Our financial results can vary significantly as a result of fluctuations in the market prices of copper, gold and molybdenum. World market prices for our products have fluctuated historically and are affected by numerous factors beyond our control. The average, high and low daily market prices in US dollars for copper, gold and molybdenum for the past five years are shown in the table below:

|      | Copper <sup>(1)</sup> |        |        | Gold <sup>(2)</sup> |         |         | Molybdenum <sup>(3)</sup> |         |         |
|------|-----------------------|--------|--------|---------------------|---------|---------|---------------------------|---------|---------|
|      | Average               | High   | Low    | Average             | High    | Low     | Average                   | High    | Low     |
| 2015 | \$2.49                | \$2.92 | \$2.05 | \$1,160             | \$1,298 | \$1,049 | \$6.63                    | \$9.40  | \$4.30  |
| 2014 | \$3.11                | \$3.37 | \$2.86 | \$1,266             | \$1,385 | \$1,142 | \$11.38                   | \$15.20 | \$8.70  |
| 2013 | \$3.32                | \$3.75 | \$3.01 | \$1,411             | \$1,671 | \$1,195 | \$10.30                   | \$12.00 | \$9.08  |
| 2012 | \$3.61                | \$3.96 | \$3.30 | \$1,669             | \$1,792 | \$1,540 | \$12.74                   | \$14.78 | \$10.90 |
| 2011 | \$4.00                | \$4.62 | \$3.05 | \$1,572             | \$1,895 | \$1,319 | \$15.49                   | \$18.00 | \$12.60 |

(1) London Metal Exchange ('LME') spot copper price per pound.

(2) London daily average fixed price per ounce for gold on the London Bullion Market.

(3) Platts Metals Week published price per pound for molybdenum oxide.

On February 22, 2016, the spot price for copper was \$2.13 per pound and the closing price for gold was \$1,211 per ounce. On February 22, 2016, the average molybdenum price quoted in Platts Metals Week was \$5.30 per pound.

#### Copper and Gold Concentrate Sales

We produce copper and gold in a saleable concentrate at our Mount Milligan Mine and sell the concentrate to third parties, including smelters and traders, which we refer to as "MTM Customers." We are currently party to four multi-year concentrate sales agreements. Pursuant to these agreements, we have agreed to sell an aggregate of approximately 120,000 tonnes in 2016, 60,000 tonnes in 2017 and 40,000 tonnes in 2018.

Pricing under these concentrate sales agreements will be determined by reference to specified published reference prices during the applicable quotation periods. Payment for the concentrate will be based on the price for the agreed copper and gold content of the parcels delivered, less smelting and refining charges and certain other deductions, if applicable. The copper smelting and refining charges will be negotiated in good faith and agreed by the parties for each contract year based on terms generally acknowledged as industry benchmark terms. The gold refining charges are as specified in the agreements. Remaining concentrate produced at Mount Milligan Mine will be sold under short-term contracts or on a spot basis.

The commitments under our current multi-year concentrate sales agreements cover approximately 90% of our expected concentrate production in 2016 and are also less than the total expected production in 2017 and beyond. We intend to either extend our current multi-year agreements as the terms expire, or we may enter into additional multi-year sales agreements. To the extent that production is expected to exceed the volume committed under these agreements, we will sell the additional volume under short-term contracts or on a spot basis.

#### Arrangement with Royal Gold

Pursuant to an agreement dated October 2010 and last amended in December 2014, with a subsidiary of Royal Gold, Inc. ("Royal Gold") (referred to as the "Gold Stream Arrangement"), we agreed to sell to Royal Gold 52.25% of the refined gold production from Mount Milligan Mine for a total upfront payment of \$781.5 million, plus \$435 per ounce, or the prevailing market rate if lower than \$435 per ounce, when the gold is delivered. We used the funds we received from Royal Gold in our purchase of Terrane and in the construction of the Mount Milligan Mine. To satisfy our obligations under the Gold Stream Arrangement, after we sell copper and gold concentrate from Mount Milligan Mine to MTM Customers, we purchase gold ounces in the market for delivery to Royal Gold in an amount based on a portion of the gold ounces in the copper and gold concentrate sold to MTM Customers, as determined in accordance with the terms of the Gold Stream Arrangement. For more information about the Gold Stream Arrangement, please see Note 10.



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### Markets

Copper is a malleable and ductile element that is an excellent conductor of heat and electricity as well as being corrosion-resistant and antimicrobial. Refined copper is incorporated into wire and cable products for use in the construction, electric utility, communications and transportation industries. Copper is also used in industrial equipment and machinery, consumer products and a variety of other electrical and electronic applications and is also used to make brass. Copper substitutes include aluminum, plastics, stainless steel and fiber optics. Refined, or cathode, copper is also an internationally traded commodity. A combination of current mine production and recycled scrap material make up the annual copper supply. Copper is an internationally traded commodity, and its prices are determined by the major metals exchanges: the LME, the Shanghai Futures Exchange and the COMEX division of the New York Mercantile Exchange. Prices on these exchanges generally reflect the worldwide balance of copper supply and demand and can be volatile and cyclical. In general, demand for copper reflects the rate of underlying world economic growth, particularly in industrial production and construction.

Gold generally is used for fabrication or investment. Fabricated gold has a variety of end uses, including jewelry, electronics, dentistry, industrial and decorative uses, medals, medallions and official coins. Gold investors may buy gold bullion, official coins or jewelry or invest through options, futures or exchange-traded funds. A combination of current mine production, recycling and draw-down of existing gold stocks held by governments, financial institutions, industrial organizations and private individuals make up the annual world-wide gold supply. The price of gold is volatile and is affected by numerous factors. Factors affecting the market for gold include the sale or purchase of gold by various central banks and financial institutions, inflation, recession, fluctuation in the relative values of the US dollar and foreign currencies, changes in global and regional gold demand and political and economic conditions throughout the world.

### Molybdenum

Our principal molybdenum products are molybdic oxide (also known as roasted molybdenum concentrate) and ferromolybdenum. Other products we produce include high soluble technical oxide, pure molybdenum trioxide and high purity molybdenum disulfide. Prior to December 31, 2014, we sourced molybdenum from our two primary mines, TC Mine and Endako Mine, and from third-party producers. As of January 1, 2015, our principal source for molybdenum concentrate was sourced from by-product production from copper mines in North and South America. In addition to toll converting such concentrate for third party suppliers, we also purchase this concentrate to upgrade and sell to other customers.

### Markets

Molybdenum is an industrial metal principally used for metallurgical applications as a ferro-alloy in steels where high strength, temperature-resistant or corrosion-resistant properties are sought. The addition of molybdenum enhances the strength, toughness and wear and corrosion-resistance in steels when added as an alloy. Molybdenum is used in major industries including chemical and petro-chemical processing, oil and gas for drilling and pipelines, power generation, automotive and aerospace. Molybdenum is also widely used in non-metallurgical applications such as petroleum refining catalysts, lubricants, flame-retardants in plastics, water treatment and as a pigment. A combination of current mine production and recycled scrap material make up the annual molybdenum supply. Molybdenum is mined from both primary mines, ones that contain only molybdenum as an economic mineral, and as a by-product from certain copper mines.

Molybdenum prices are determined by transacting parties rather than by a metals exchange. Reference prices for molybdenum are available in several publications, including Platts Metals Week, Ryan's Notes and Metal Bulletin. Molybdenum prices generally reflect the worldwide balance of molybdenum supply and demand and can be volatile and cyclical. In general, demand for molybdenum reflects the rate of underlying world economic growth, particularly in industrial production and construction.

### SOURCES AND AVAILABILITY OF RAW MATERIALS

Our mining operations require significant energy, principally electricity, diesel and natural gas. Most of our energy is obtained from third parties under long-term contracts. Our mining operations also require significant quantities of water for mining, ore processing and related support facilities. Although we believe we have sufficient energy sources

and water rights to conduct our mining operations, the loss of electricity or water rights for any of our mines, in whole or in part, or shortages of such resources, could require us to curtail or shut down mining operations. For a further discussion of risks associated with the availability of water, refer to Item 1A. "Risk Factors."

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### COMPETITION

The mining industry is intensely competitive. Our competitive position is based on the quality and grade of our mineral reserves, our operating results, our ability to manage our costs compared to other producers throughout the world, our ability to maintain our financial integrity through the lows of the metal price cycles, our ability to attract and retain skilled employees, and our ability to manage our customer relationships. Our costs are governed to a large extent by the location, grade and nature of our estimated mineral reserves, our input costs, including energy, labor, and equipment, and our operating and management skills. The metals markets are cyclical, and our ability to maintain our competitive position over the long term is based on our ability to manage our costs and our debt levels, given the cyclical markets, acquire and develop quality deposits, and hire and retain a skilled workforce. Our substantial indebtedness will limit our ability to significantly grow our business in the near term.

Until we began producing concentrate from Mount Milligan Mine in late 2013, we exclusively mined molybdenum, and were thus subject to unique competitive advantages and disadvantages related to the price of molybdenum. As discussed above, the core focus of our business has shifted to copper and gold and away from molybdenum, which makes us less sensitive to fluctuations in the price of molybdenum but increases the effects of fluctuations in copper and gold prices on our business. Please see Item 1A, "Risk Factors" for further discussion regarding risks that may affect our competitive position.

### EMPLOYEES

As of December 31, 2015, we employed approximately 700 people (approximately 475 in Canada and 225 in the United States).

Approximately 66% of employees at the Langeloth Facility are members of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America union through its Local 1311. Collective bargaining has commenced with the union at the Langeloth Facility for a new collective agreement to replace the current labor agreement which is set to expire on March 11, 2016. Approximately 18% of Endako Mine's employees are members of the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union through its Local 1-424. In January 2014, a collective agreement was reached with the union at Endako Mine for the period from April 1, 2013 to March 31, 2015. The collective agreement automatically renewed and will continue under existing terms, unless either party gives 90 days' written notice prior to the expiration of the then-current term requiring the other party to commence collective bargaining for a renewal agreement. We believe that our relations with all of our employees are good.

### ENVIRONMENTAL, HEALTH AND SAFETY MATTERS

#### Environment

Our mining and exploration activities are subject to extensive federal, provincial, state and local laws, regulations and permits governing protection of the environment. Among other requirements, our Canadian operations must comply with authorizations issued under the Mines Act and the Environmental Management Act. We also implement Fish Habitat Compensation Plans at Mount Milligan Mine under the Fisheries Act and the Metal Mining Effluent Regulations. In the United States, TC Mine has permits issued under the federal Clean Water Act and Clean Air Act. Our tailings storage facility at TC Mine is governed by an Idaho statute and dam safety permit administered by the Idaho Department of Water Resources. Our primary permits at the Langeloth Metallurgical Facility are issued under the federal Clean Water Act and Clean Air Act, both of which are implemented in Pennsylvania by the state Department of Environmental Protection.

Our policy is to conduct business in a way that safeguards public health and the environment. We believe that our operations are in compliance with applicable environmental laws and regulations in all material respects. Regular monitoring and compliance with periodic reporting requirements are integral components of all our environmental permits and authorizations. In Canada, we also conduct Environmental Effects Monitoring, which is a cyclical receiving-environment monitoring program to assess the potential effects of effluent on fish populations, benthic invertebrates and periphyton.

The costs associated with implementation and compliance with environmental requirements are substantial. Possible future legislation, regulations, policies or guidance could cause additional operating expense, capital expenditures, restrictions and delays in the development and continued operation of our properties, the extent of which cannot be predicted with certainty. In the context of environmental permitting, including approval of reclamation plans and compliance with long-term, post-reclamation obligations, we are required to comply with known standards and regulations, which may entail significant costs. For further discussion of risks associated with environmental matters, refer to Item 1A. "Risk Factors."

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Estimated future reclamation costs are based primarily on legal and regulatory requirements. As of December 31, 2015, we have provided financial assurance for reclamation costs of approximately \$42.3 million at TC Mine, \$11.1 million at Endako Mine (of which our 75% share is approximately \$8.3 million) and \$21.7 million for Mount Milligan Mine. Environmental laws and regulations generally have become more stringent and restrictive during the life of our operations. Our reclamation obligations and the related financial assurances we are required to provide will likely increase over time. We will continue to maintain the required reclamation security at both molybdenum mines during the care and maintenance period. Similarly, we will conduct all environmental monitoring and reporting required by all permits and by regulation during this time.

**Health and Safety; Corporate Responsibility**

We are committed to ensuring the health and safety of our employees and operating in a sustainable, socially responsible manner. We have updated and adopted a Safety, Health and Environmental Commitment Policy under which we have, among other things, implemented systems to provide ongoing safety training, promote a proactive safety culture among our employees, and encourage open communication to improve operating practices affecting health and safety. To help us achieve one of our most important goals and in an effort to be a “Leader in Safety” among our peers, we have launched a Company-wide Safety and Leadership Initiative, which combines behavior-based safety systems with the development of a safety-centric culture and safety leadership training. The initiative was first implemented at TC Mine in 2012 and resulted in improved safety performance. In 2015, we rolled out the initiative at our remaining sites, including the corporate office. The results have shown a dramatic improvement in safety performance with our Company wide All Incident Reportable Rate improving from 2.48 during 2013 to 0.67 during 2015. The Mount Milligan Mine continues to implement an Environmental, Health and Safety Management System that is intended to comply with ISO 14001:2004 and OHSAS 18001.

In addition, we have adopted a Corporate Responsibility Policy that reflects our commitment to conducting business in a manner that, among other things, maximizes positive impacts within the workplace for our employees and within the communities in which we work and live. We have developed plans and programs to promote sustainability in our business and are committed to building long-term relationships with the communities in which we operate. At Mount Milligan Mine, a Community Sustainability Committee, which consists of representatives from the Company, local communities and First Nations, has met quarterly since 2008.

Our annual Corporate Responsibility Report for 2015 will be published and available in May 2016. When available, it may be accessed on the “Responsibility” page of our website at [www.thompsoncreekmetals.com](http://www.thompsoncreekmetals.com). The Safety, Health and Environment Committee of the Board of Directors is responsible for overseeing the development and implementation of the Safety, Health and Environmental, Commitment Policy, the Corporate Responsibility Policy and other related policies. The Committee also reviews the performance of the Company with respect to environmental, health and safety matters. Information regarding our performance is made publically available in our Corporate Responsibility Report.



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OUR MINES

MOUNT MILLIGAN MINE (COPPER AND GOLD)

General

Mount Milligan Mine is a conventional truck-shovel open-pit copper and gold mine and concentrator with a 60,000 tpd design capacity copper flotation processing plant. We have made the decision to move forward with the construction of the permanent secondary crushing circuit which we expect will enable us to consistently achieve average daily throughput of approximately 62,500 tpd. The permanent secondary crushing circuit is expected to be completed in the fourth quarter of 2016. Mount Milligan Mine has an estimated life of approximately 22 years (based on spot metal prices of \$2.95 per pound copper and \$1,250 per ounce gold) and estimated average annual production of 84 million pounds of copper and 185,000 ounces of gold in 159,000 tonnes of concentrate, over the life of the mine. As of the date of this Form 10-K, Mount Milligan Mine is our only material mineral property. On January 21, 2015, we filed an updated National Instrument 43-101 ("NI 43-101") technical report for Mount Milligan Mine. Please see "Mineral Reserves" below for more information, including a discussion of certain factors taken into consideration in determining the economic viability of the mine.

In October 2010, we acquired the Mount Milligan development project as part of our acquisition of Terrane, and began construction shortly thereafter. On August 15, 2013, the start-up of the mine operation began with the first feed to the concentrator, and in September 2013, the first copper-gold concentrate was produced at the mine. Mount Milligan Mine reached commercial production as of February 18, 2014, defined as operation of the mill at 60% of design capacity mill throughput for 30 days. At year-end 2015, we achieved and on occasion exceeded design mill throughput of 60,000 tpd.

Mount Milligan Mine is located within the Omenica Mining Division in North Central British Columbia, Canada, approximately 153 kilometers northwest of Prince George, 80 kilometers north of Fort St. James and 97 kilometers west of Mackenzie. Mount Milligan Mine is accessible by commercial air carrier to Prince George, British Columbia, then by vehicle from the east via Mackenzie on the Finlay Philip Forest Service Road and the North Philip Forest Service Road, and from the west via Fort St. James on the North Road and Rainbow Forest Service Road. Road travel to the Mount Milligan property site is 776 kilometers from Prince Rupert and 254 kilometers from Prince George. The communities of Mackenzie and Fort St. James are within daily commuting distance of the Mount Milligan site, and both of these communities are serviced by rail. The infrastructure at Mount Milligan Mine includes a concentrator, a tailings storage facility and reclaim water ponds, an administrative building and change house, a truck shop/warehouse, a permanent operations residence, a first aid station, an emergency vehicle storage, a laboratory and sewage and water treatment facilities. The power supply is provided by B.C. Hydro via a 92-kilometer power line. We transport concentrate from the mine site to Mackenzie via truck, and from there by railway to the port of Vancouver for shipment to MTM Customers.

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Mount Milligan Mine includes 107 claims and one mining lease with a combined area of 49,726 hectares. The single mining lease that was issued to Terrane on September 9, 2009, expires on September 9, 2029, and requires a lease payment of approximately \$102,000, due annually on September 9. Mineral claims are subject to exploration expenditure obligations, or we may choose to pay annual fees to the Province in lieu of exploration expenditures. All mineral claims are in good standing with expiry dates of March 2017 and March 2018. We expect to renew such mineral claims in the ordinary course.

A 2% net smelter return royalty, commencing in the third year of commercial production, is payable to a previous owner of the property. The royalty holder, H.R.S. Resources Corp. (successor in interest to Richard Haslinger), had the right to receive annual advances of C\$20,000, first payable on or before December 31, 1994, and on each anniversary after the first advance until the commencement of commercial production. We have a right of first refusal on any proposed disposition of the net smelter return royalty by H.R.S. Resources Corp.

We have also agreed to make certain payments to the McLeod Lake Indian Band over the life of the mine. We do not consider the amounts of these payments to be material to our business. The terms of the Socio-Economic Agreement under which we make these payments are confidential.

As described above, we have entered into a Gold Stream Arrangement with Royal Gold pursuant to which we committed to sell an aggregate of 52.25% of the refined gold production from Mount Milligan Mine to Royal Gold. For more information about these transactions, see Note 10.

### History

Limited exploration activity on Mount Milligan was first recorded in 1937. In 1984, prospector Richard Haslinger and BP Resources Canada Limited located claims on the site. In 1986, Lincoln Resources Inc. ("Lincoln") optioned the claims and in 1987 completed a diamond drilling program that led to the discovery of significant copper-gold mineralization. In 1991, Placer Development Ltd. (which became Placer Dome Inc.) ("Placer") acquired Lincoln's interest in the Mount Milligan property, resumed exploration drilling, completed a pre-feasibility study and applied for provincial and federal approvals to develop the project. These approvals expired in 2003. Barrick Gold Corporation purchased Placer in 2006 and sold its Canadian assets to Goldcorp Inc., which then in turn sold its interest in Mount Milligan to Atlas Cromwell. Atlas Cromwell then changed its name to Terrane Metals Corp. In October 2010, we acquired Terrane and the Mount Milligan project.

### Geology, Deposit Types and Mineralization

Mount Milligan Mine is a tabular, near-surface, alkalic copper-gold porphyry deposit that measures some 2.6 kilometers north-south, 1.6 kilometers east-west and is more than 396 meters thick. It consists of two principal deposits, the Main deposit and Southern Star deposit. The Main deposit includes four contiguous zones: MBX, WBX, DWBX and 66, all of which are spatially associated with the MBX monzonite stock and Rainbow Dyke. The Southern Star deposit is centered on a monzonite stock of the same name and is some 500 meters south of the Main deposit. Mineralization consists primarily of chalcopyrite with lesser bornite and magnetite in areas of potassic alteration, and pyrite in areas of propylitic alteration. In the main deposit, mineralization is best developed in areas of potassic alteration, where copper and gold grades are related to chalcopyrite and pyrite. High gold values are found in each deposit, mostly associated with pyrite, but the highest gold grades are found in the 66 zone and are related mainly to pyrite mineralization.

### Exploration

A 5,590-meter core drilling program was completed in 2011 to follow-up previous holes drilled into the footwall of the WBX and other stocks, where potential copper-gold mineralization was indicated at depth. A total of eight holes were drilled, testing primarily for down-faulted blocks of mineralized rock below the western portion of the current deposit and pit limits. An additional 867 meters of core was drilled in ten holes to provide new samples for metallurgical test work. There was no exploration activity at Mount Milligan in 2013. Exploration work was conducted in 2014 on the mining claims and consisted of soil sampling, geological mapping, ground geophysical surveying (induced Polarization and magnetics) along with detailed follow-up mapping.

In 2015, a 1,786 meter core drilling program was completed to follow-up coincident soil geochemical, IP, and magnetic anomalies targeted from previous exploration work northwest of the main WBX deposit. A total of five

holes were drilled. In 2016, a 2,500 meter, six hole continuation drill program is being planned.

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THOMPSON CREEK MINE (Molybdenum)

General

TC Mine is an open-pit molybdenum mine and concentrator located approximately 48 kilometers southwest of the town of Challis, Idaho, USA.

The TC Mine land holdings comprise of 1,589 patented and unpatented lode, mill site and placer claims along with fee owned property totaling approximately 9,955 hectares. All current resources are located on patented mineral claims and are not expected to be subject to any US federal government royalties that could be enacted in the future.

Approximately 50% of the mineral claims are located within the boundaries of the Salmon-Challis National Forest, with the remaining 50% located within the perimeter of land managed by the United States Bureau of Land Management. Annual assessment fees, totaling \$170,035 were made to the United States Bureau of Land Management in 2015 to maintain 1,097 unpatented mining claims at TC Mine through August 2016. We also paid state and county property taxes of \$781,268 in 2015.

Due to declines in molybdenum prices and projected operating costs at TC Mine, in October 2012, we suspended waste stripping activity associated with Phase 8. Since that time, the molybdenum market has continued to weaken and, as a result, we put TC Mine on care and maintenance in December 2014 when the mining and processing of Phase 7 ore was completed. During the first seven months of 2015, we conducted limited stripping of waste at the mine for the next phase of mining; however, due to the continued weakness in the molybdenum market, we stopped the stripping project in early August 2015.

History

The TC Mine deposit was discovered in 1968 by Cyprus Mines Corporation (“Cyprus”). Surface exploration, diamond and reverse circulation drilling were done by Cyprus. Cyprus started construction of the mine in 1981, with full production beginning in 1983 and continuing until 1992 when operations were suspended due to depressed molybdenum prices. In 1993, Thompson Creek Metals Company USA, whom we acquired in October 2006, purchased the mine and resumed operations in 1994. The mine operated continuously from 1994 until it was placed on care and maintenance in December 2014; however, production was reduced during 2008 and 2009 due to reduced demand for molybdenum during that period.

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Geology, Deposit Types and Mineralization

The TC Mine porphyry molybdenum deposit is located near the structural intersection of two geologic provinces: continental, arc-related intrusive rocks of the late Cretaceous Idaho Batholith (the “Idaho Batholith”) are exposed to the west of the mine, while complexly deformed Paleozoic metasedimentary rocks are dominant to the east. The Idaho Batholith is a multi-phase, long-lived intrusion with a granitic to granodioritic composition. Paleozoic metasedimentary rocks form the wall-rock portions of the TC Mine deposit. Historic mining within the district was associated with syngenetic stratiform base-, precious-metal (i.e. lead-silver) mineralization which is locally developed in the Paleozoic units. The majority of the TC Mine molybdenum deposit is hosted within igneous rocks of the TC Mine intrusive complex, with minor amounts found within adjacent metasediments.

The TC Mine deposit is classified as an intrusive-hosted molybdenum porphyry system. Porphyry molybdenum deposits are divided into two subtypes: Climax-type and Quartz Monzonite (Endako)-type. TC Mine belongs to the Quartz Monzonite category. In contrast to the rift-related (extensional) Climax-type deposits, the Quartz Monzonite-type deposits are formed by subduction-related (compressional) processes. Molybdenum mineralization at TC Mine is primarily hosted in a composite granodiorite-quartz monzonite stock of Cretaceous age (i.e. TC Mine intrusive complex). This composite stock intruded carbonaceous and locally limy argillite (i.e. metasediments) of the Mississippian Copper Basin Formation. Where it is in contact with the TC Mine intrusive complex, the argillite has been contact-metamorphosed to hornfels and locally to skarn. The intrusive and sedimentary rocks are unconformably overlain by the Eocene Challis Volcanics, a post-mineral sequence of andesite to rhyodacite tuffs, flows and agglomerates. Locally, the volcanic cover is up to 305 meters thick. These volcanic rocks fill valleys and depressions in the paleotopography around the TC Mine site.

Exploration

There were no exploration activities performed on-site or off-site in 2015 or 2014. We voluntarily forfeited our claims related to Long Canyon and Little Fall Creek in 2015. 2013 exploration activities around and peripheral to the TC Mine infrastructure consisted of surface mapping and rock sampling. During 2013, a drilling permit was approved by the United States Forest Service for exploration drilling of targets identified within the Bruno Creek drainage east of the current mine infrastructure.

We do not anticipate any on-site or off-site exploration activities in the TC Mine area in 2016.

ENDAKO MINE (Molybdenum)

General

Endako Mine is an open-pit molybdenum mine, concentrator and roaster located approximately 161 kilometers west of Prince George, British Columbia, Canada.

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Endako Mine is accessible by commercial air carrier to Prince George, British Columbia, then by vehicle west on a paved highway for approximately 161 kilometers, then south on the Endako Mine road for an additional 11 kilometers. In March 2012, we completed a mill expansion project at Endako Mine. The expansion project included the construction of a new mill to replace the previous mill constructed in the 1960's. The new mill is designed to process 55,000 tons of ore per day compared to 31,000 tons per day in the old mill. The previous 45-year old mill at the site has been shut down and is currently on care and maintenance.

Endako Mine is operated as a joint venture (the "Endako Mine Joint Venture") between Thompson Creek Mining Ltd. ("TCML"), one of our subsidiaries, which holds a 75% interest, and Sojitz Moly Resources, Inc. ("Sojitz"), a subsidiary of Sojitz Corporation, which holds the remaining 25% interest. See "Endako Mine Joint Venture" below for further details regarding the Endako Mine Joint Venture.

The property currently comprises a contiguous group of 59 mineral tenures containing 33 claims and 26 leases, covering approximately 12,797 hectares. In addition, the Endako Mine Joint Venture holds surface rights to a portion of the mine site area. The mineral leases are subject to annual fees, and the mineral claims are subject to exploration expenditure obligations. We may choose to pay annual fees to the Province in lieu of exploration expenditures. All mineral claims are in good standing, and expiry dates range from October 2016 to February 2024. We expect to renew such mineral claims in the ordinary course.

Endako Mine deposit is divided into four named areas: Northwest, Denak West, Denak East and Endako. Mining is in progress or has occurred in the Endako and both Denak areas. The Northwest zone is yet to be put in operation. There are no royalties, back-in rights, encumbrances on title or other agreements, other than the agreement governing the Endako Mine Joint Venture. The infrastructure at Endako Mine includes a 55,000 ton per day concentrator, a 35,000 to 40,000 pound per day roaster (and an additional non-operating roaster), tailings and reclaim water ponds, a crushing plant, waste rock dumps, an administrative building, a truck shop/warehouse, a change house, a first aid station, a laboratory, a garage and other shops. The power supply of the site is provided by a 9 kilometer, 69 kV power line owned by B.C. Hydro from a nearby substation. Water for the milling process is re-circulated from the tailings facility while make-up water is pumped from François Lake, located nearby.

In mid-December 2014, we announced that Sojitz had agreed with us to place Endako Mine on temporary suspension effective December 31, 2014, due to continued weakness in the molybdenum market. In connection with the temporary suspension, approximately 50% of salaried employees at Endako Mine were terminated by December 31, 2014, and the employment of the hourly employees was temporarily suspended after the required 60-day notice period through to the placement of Endako on care and maintenance effective July 1, 2015. As of December 31, 2015, approximately 11 employees remain at Endako Mine for care and maintenance activities.

### History

The Endako Mine deposit was discovered in 1927 by local hunters. Minor underground exploration work took place in subsequent years. In 1962, R&P Metals Corporation Ltd. began a diamond drilling program to evaluate the discovery and, based on the exploration results, incorporated a company named Endako Mines Ltd. Canadian Exploration Limited, a wholly owned subsidiary of Placer, entered into an option agreement with Endako Mines Ltd. in August 1962 and continued exploration on the property.

In March 1964, Placer decided to place the property into production. Production commenced in June 1965 at a plant capacity of approximately 10,000 tons per day (combined concentrator and roaster). Expansions in 1967 and improvements in 1980 increased the concentrator capacity. In 1982, the mine and concentrator were closed due to low molybdenum prices, but the roaster continued to operate, processing molybdenum concentrates from other operations on a toll basis.

The mine and mill were re-opened in 1986, and by 1989 production reached approximately 31,000 tons per day. In June 1997, TCML and Sojitz, the parties to the Endako Mine Joint Venture, purchased Endako Mine from Placer. We acquired TCML in October 2006 through our acquisition of Thompson Creek Metals Company USA.

### Geology, Deposit Types and Mineralization

The Endako Mine deposit is located within the intermontane morphology/tectonic belt of British Columbia, Canada. The Endako Mine molybdenite deposit is hosted in the Endako quartz monzonite intrusive, a phase of the middle to

late Jurassic François Lake Intrusions that form a large composite batholith. The deposit is genetically associated with the terminal stages of magmatic activity, represented by intrusion of the Casey monzogranite.

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Molybdenite is the primary metallic mineral on the Endako Mine property. Minor pyrite, magnetite and chalcopyrite and traces of sphalerite, bornite, specularite and scheelite are also present. Single occurrences of beryl and bismuthinite have been reported. Molybdenite occurs in two types of veins. Large veins (up to 1.2 meters wide) contain laminae and fine disseminations of molybdenite. The second vein type occurs as stockworks adjacent to the major veins in the form of fine fracture-fillings and veinlets of quartz-molybdenite. Pyrite is most abundant along the southern margin of the zone of molybdenum mineralization.

### Exploration

No exploration activities were completed in 2015. Pit designs for the newest operational area, the Denak West Extension are ready, however, the mine went into care and maintenance prior to breaking new ground, (June 1, 2015). A new one unit claim will require a minor soil sampling program in 2016 to maintain title.

### Endako Mine Joint Venture

The Endako Mine Joint Venture was formed on June 12, 1997 pursuant to the terms of the Exploration, Development and Mine Operating Agreement between TCML and Sojitz (the "Endako Mine Joint Venture Agreement"). We were appointed manager of the Endako Mine Joint Venture with overall management responsibility for operations. As manager, we prepare annual budgets and production plans and submit them to Sojitz for approval. In the event Sojitz rejects any or all of a proposed budget or production plan, the parties are required to work to develop a mutually acceptable budget and production plan. As manager, we manage, direct and control Endako Mine, provided that each of the following actions requires the approval of both us and Sojitz: (i) disposition of all or a substantial portion of the Endako Mine assets; (ii) contracts with affiliates over \$500,000 or sales of product to our affiliates or affiliates of Sojitz; (iii) compensation for management of the business; (iv) modification of the Endako Mine Joint Venture Agreement; (v) any change in business purpose; (vi) any modifications or replacements to the production plan for Endako Mine; (vii) investment in other companies; (viii) any borrowing by the joint venture or loan to any third party or any guarantee; (ix) changes in the manager, other than by reasons of default; and (x) except in the case of emergency or unexpected expenditures, a discretionary capital expenditure in excess of \$1.0 million. Our and Sojitz's participating interests in the joint venture are currently 75% and 25%, respectively; those interests may be recalculated under certain circumstances set forth in the Endako Mine Joint Venture Agreement.

### OTHER OPERATING PROPERTIES

#### Langeloth Metallurgical Facility

Our wholly-owned Langeloth Facility is located in Langeloth, Pennsylvania, approximately 40 kilometers west of Pittsburgh, on land we own in fee simple. The facility receives molybdenum concentrate from third party producers that is either purchased for processing and re-sale or that is toll converted to finished products for third parties. The facility produces and sells ammonium perrhenate and rhenium metal pellets as well as sulfuric acid all recovered as by-products of processing the molybdenum disulfide. In addition, the Langeloth Facility calcines other metal containing materials from various third-party operations.

Four multiple-hearth furnaces are used for the conversion (roasting) of molybdenum concentrate into technical grade molybdenum oxide. These four roasters have the annual capacity to process 36 million pounds of molybdenum contained in concentrates. The molybdenum oxide can be sold as a finished product to customers or can be upgraded at the facility to molybdenum oxide briquettes, pure molybdenum trioxide powder or various sizes of ferromolybdenum products. Two furnaces are used to calcine non-hazardous metal containing materials that contain metals other than molybdenum.

The plant has been and continues to be upgraded by an ongoing capital improvement program. Further, an acid plant shutdown occurs approximately every three years to refurbish acid plant process equipment. A five-week shutdown occurred in the third quarter of 2015.

### EXPLORATION PROPERTIES

#### Berg Property

In October 2010, we acquired the Berg property as part of the Terrane acquisition. The Berg property is a copper, molybdenum and silver exploration property that is located in the Omineca Mining Division within the Tahtsa Ranges of west-central British Columbia, Canada approximately 84 kilometers southwest of Houston and 23 kilometers



northwest of the Huckleberry Mine. The Berg property comprises 115 mineral claims and one mining lease centered at 53° 48' North Latitude and 127° 26' West Longitude for a total of approximately 45,949 acres.

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The Berg property is 100% owned by us with a 1% net smelter return royalty held by Royal Gold on eight of the mineral claims and one mining lease, including those which host the deposit on the Berg property. All mineral claims and the mining lease are in good standing and good to dates ranging from August 2016 to November 2021. Mineral claims are subject to exploration expenditure obligations, or we may choose to pay annual fees to the province in lieu of exploration expenditures. We expect to renew such mineral claims and mining lease in the ordinary course.

Drilling on the property was initiated by Kennecott in 1965, and this led to the delineation of two main mineralized zones. In 1972, exploration and development of the Berg property were taken over by another owner under agreement with Kennecott, and by 1980, a total of 119 diamond drill holes for 20,128 meters had been completed on the Berg property. In 2007 and 2008, Terrane carried out diamond drill programs totaling 22,948 meters in 60 holes designed to confirm the results of previous work and define the resource with infill and step-out drilling, particularly below the historic resource, and provide fresh material for metallurgical test work. In 2011, we commissioned additional exploration and drilling delineation to support an advanced scoping study. The 2011 drilling program included 10,678 meters of drilling (35,024 feet). In 2014 and 2015, helicopter-supported surface mapping and sampling programs were performed over the Berg property and the environmental baseline monitoring programs were maintained. The 2015 program collected and reported on 92 rock, 46 stream silt and 1,763 soil samples. A 2016 program, including soil sampling, is planned to further sample previously identified anomalies and locate drill targets for 2017.

### Maze Lake Property

In 2015, we terminated the Mineral Exploration Agreements with respect to the Maze Lake prospect. As of December 31, 2015, we have no further commitments or obligations with regard to the Maze Lake prospect.

### IKE Project

In the third quarter of 2015, we funded C\$3.0 million for exploration work conducted by Amarc Resources Ltd. ("Amarc") in the IKE copper-molybdenum-silver porphyry deposit in south-central British Columbia ("IKE" or the "IKE Project"). As of the date of this report, we are finalizing an agreement with Amarc pursuant to which we would have the option to acquire, through a staged investment process, a 30% ownership interest in the IKE Project. After acquiring a 30% interest, we have an option to acquire an additional 20% interest in the IKE, subject to certain conditions, including the completion of a feasibility study. The C\$3.0 million funded in 2015 counts towards the 30% ownership earn-in.

### MINERAL RESERVES

Our proven and probable mineral reserves have been estimated in accordance with the definitions of such terms adopted by the Canadian Institute of Mining, Metallurgy and Petroleum, ("CIM") and incorporated in NI 43-101 by Canadian securities regulatory authorities. A technical report has been filed regarding the disclosure of mineral reserves for our material property, Mount Milligan Mine, as required by NI 43-101. The proven and probable estimated mineral reserves are those tonnages contained within economically optimized pits, configured using current and predicted mining and processing methods and related operating costs and performance parameters. Mineral reserve estimates reflect our reasonable expectation that all necessary permits and approvals will be obtained and maintained. We believe that our proven and probable estimated mineral reserves are equivalent to proven and probable reserves as defined by the Securities and Exchange Commission's (the "SEC") Industry Guide 7. See the Glossary of Terms below for an explanation of mining terms used in this report.

The estimation of mineral reserves is constrained to an economically optimized pit based on all operating costs, including the costs to mine. Since all material lying within the optimized pit will be mined, the cut-off grade used in determining mineral reserves is estimated based on the material that, having been mined, is economic to transport and process without regard to primary mining costs (i.e., mining costs that were appropriately applied at the economic optimization stage).

The QA/QC controls program used in connection with the estimation of our mineral reserves consists of regular insertion and analysis of blanks and standards to monitor laboratory performance.



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## Mount Milligan Mineral Reserves

The following tables set forth the estimated copper and gold mineral reserves for Mount Milligan as of December 31, 2015:

Proven and Probable Copper and Gold Estimated Mineral Reserves at December 31, 2015<sup>(1)</sup>

| Property       | Category          | Tonnes<br>(millions) | Copper<br>Grade<br>(%Cu) | Contained<br>Copper<br>(millions of<br>lbs) | Gold Grade<br>(gram per<br>tonne) | Contained<br>Gold<br>(millions of<br>oz) |
|----------------|-------------------|----------------------|--------------------------|---|-----------------------------------|--|
| Mount Milligan | Proven—Mine       | 271.9                | 0.198                    | 1,185                                       | 0.416                             | 3.64                                     |
|                | Proven—Stockpile  | 3.0                  | 0.166                    | 11  | 0.500                             | 0.05                                     |
|                | Probable—Mine     | 231.5                | 0.194                    | 989   | 0.269                             | 2.00                                     |
|                | Proven + Probable | 506.4                | 0.196                    | 2,185                                       | 0.349                             | 5.69                                     |
| Total          | Proven            | 274.9                | 0.197                    | 1,196                                       | 0.417                             | 3.69                                     |
|                | Probable          | 231.5                | 0.194                    | 989   | 0.269                             | 2.00                                     |
|                | Proven + Probable | 506.4                | 0.196                    | 2,185                                       | 0.349                             | 5.69                                     |

The mineral reserve estimates for Mount Milligan Mine were prepared by Robert Clifford, our Director of Mine Engineering, who is a Qualified Person under NI 43-101. The mineral reserve estimates were prepared using an ultimate open pit design optimized at spot metal prices of \$2.95/lb copper, \$1,250/oz gold, an exchange rate of US\$1.00/C\$1.10, a cut-off grade of 0.176% copper equivalent and takes into consideration metallurgical

<sup>(1)</sup> recoveries, concentrate grades, transportation costs, smelter treatment charges and royalty and streaming arrangements in determining economic viability. The mineral reserve estimates are based on the cost assumptions included in the NI 43-101 technical report entitled "NI 43-101 Technical Report-Mount Milligan Mine-Northern Central British Columbia" dated January 21, 2015 and filed on SEDAR on January 21, 2015. Mill recoveries vary by rock type and region but average 85.0% copper and 71.5% gold. Anticipated losses resulting from beneficiation average approximately 4.5% copper and 2.5% gold.

Reconciliation of Year-End 2015 and 2014 Proven and Probable Copper and Gold Estimated Mineral Reserves <sup>(1)</sup>

|  | Contained Copper<br>(millions of lbs) | Copper Pounds<br>(% of opening) | Contained<br>Gold<br>(millions of<br>oz) | Gold Ounces<br>(% of opening) |
|--|---------------------------------------|---------------------------------|--|-------------------------------|
| December 31, 2014                      | 2,407                                 | 100%                            | 6.20                                     | 100%                          |
| Depletion <sup>(2)</sup>               | (94)                                  | (4)%                            | (0.34)                                   | (5)%                          |
| Revisions and additions <sup>(3)</sup> | (128)                                 | (5)%                            | (0.17)                                   | (3)%                          |
| December 31, 2015                      | 2,185                                 | 91%                             | 5.69                                     | 92%                           |

<sup>(1)</sup> The figures incorporated in the table above were prepared by Robert Clifford, Director of Mine Engineering, who is a Qualified Person under NI 43-101.

<sup>(2)</sup> Depletion of mineral reserves reflects removal of in-situ pit reserves.

<sup>(3)</sup> Revisions/additions reflect changes due to exploration, reconciliation, and economic model updates and optimizations.

## TC Mine and Endako Mine Mineral Reserves

There are no mineral reserves to report for either the TC Mine or the Endako Mine for the year ended December 31, 2015. Our review indicated that the mineral reserves at the TC Mine and the Endako Mine were no longer viable (at prices and exchange rates discussed below), and as such, we re-classified them as mineral resources in the 2015 mineral resources statement reported herein.

Table of ContentsReconciliation of Year-End 2015 and 2014 Proven and Probable Molybdenum Estimated Mineral Reserves <sup>(1)</sup>

| Property                               | TC Mine                                   |                       | Endako Mine                               |                       |
|--|---|-----------------------|---|-----------------------|
|  | Contained Molybdenum (millions of pounds) | Pounds (% of opening) | Contained Molybdenum (millions of pounds) | Pounds (% of opening) |
| December 31, 2014                      | 105.6                                     | 100%                  | 35.8                                      | 100%                  |
| Depletions <sup>(2)</sup>              | —   | —%                    | —   | —%                    |
| Revisions and additions <sup>(3)</sup> | (105.6)                                   | (100)%                | (35.8)                                    | (100)%                |
| December 31, 2015                      | —   | —%                    | —   | —%                    |

<sup>(1)</sup> The figures incorporated in the table above were prepared by Robert Clifford, our Director of Mine Engineering, who is a Qualified Person under NI 43-101.

<sup>(2)</sup> Depletion of mineral reserves reflects both removal of in-situ pit reserves and drawdown of stockpile reserves.

Revisions for the TC Mine and the Endako Mine reflect the re-allocated mineral reserves to mineral resources as a <sup>(3)</sup> result of changes to economic assumptions. At the current 3 year average metal price the mineral reserves previously reported proved to be uneconomic.

## Reconciliation of Estimated Mineral Reserves Under NI 43-101 and Under SEC Industry Guide 7

As mineral reserves are reported under both NI 43-101 and SEC Industry Guide 7 standards, it is possible for mineral reserve figures to vary between the two standards due to the differences in reporting requirements under each standard. For example, the definitions adopted by the CIM and incorporated in NI 43-101 have a minimum requirement that mineral reserves be supported by a pre-feasibility study, whereas SEC Industry Guide 7 requires support from a detailed feasibility study that demonstrates that economic extraction is justified. For our estimated mineral reserves at December 31, 2015, there is no difference between the mineral reserves as disclosed under NI 43-101 and those disclosed under SEC Industry Guide 7, and therefore no reconciliation is provided.

## NON-RESERVES—ESTIMATED MEASURED AND INDICATED MINERAL RESOURCES

## Cautionary note to US investors concerning estimates of measured and indicated mineral resources

This section uses the terms "measured mineral resources" and "indicated mineral resources." We advise US investors that, while those terms are recognized and required by Canadian regulations, the SEC does not recognize them. US investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves.

The estimated measured and indicated mineral resources which are reported herein do not include that part of our mineral resources that have been converted to proven and probable mineral reserves as shown above. Measured and indicated mineral resources have been estimated in accordance with the definitions of such terms adopted by the CIM and incorporated in NI 43-101. We have filed a technical report regarding the disclosure of mineral resources for our material property, Mount Milligan Mine. Measured and indicated mineral resources are equivalent to mineralized material as such term is defined in SEC Industry Guide 7. See the Glossary of Terms below for an explanation of mining terms used in this report.

The total estimated measured and indicated mineral resources for all properties have been estimated at variable economic cut-off grades based on the metal prices provided below, and on economic parameters deemed realistic. The economic cut-off grades for mineral resources are lower than those for mineral reserves and are indicative of the fact that the mineral resource estimates include material that may become economic under more favorable conditions, including increases in metal prices.

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The following tables summarize our estimated non-reserves—measured and indicated mineral resources, exclusive of any mineral reserves, at December 31, 2015:

## Estimated Measured and Indicated Copper Mineral Resources at December 31, 2015

| Property                      | Measured             |                       | Indicated            |                       | Measured & Indicated |                       |
|-------------------------------|----------------------|-----------------------|----------------------|-----------------------|----------------------|-----------------------|
|                               | Tonnes<br>(millions) | Copper Grade<br>(%Cu) | Tonnes<br>(millions) | Copper Grade<br>(%Cu) | Tonnes<br>(millions) | Copper Grade<br>(%Cu) |
| Mount Milligan <sup>(1)</sup> | 40.8                 | 0.13                  | 77.7                 | 0.17                  | 118.5                | 0.16                  |
| Berg Property <sup>(2)</sup>  | 53.3                 | 0.48                  | 452.7                | 0.28                  | 506.0                | 0.30                  |
| Total 2014                    | 94.1                 | 0.33                  | 530.4                | 0.26                  | 624.5                | 0.27                  |

## Estimated Measured and Indicated Gold Mineral Resources at December 31, 2015

| Property                      | Measured             |                            | Indicated            |                            | Measured & Indicated |                            |
|-------------------------------|----------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|
|                               | Tonnes<br>(millions) | Gold Grade<br>(gram/tonne) | Tonnes<br>(millions) | Gold Grade<br>(gram/tonne) | Tonnes<br>(millions) | Gold Grade<br>(gram/tonne) |
| Mount Milligan <sup>(1)</sup> | 40.8                 | 0.465                      | 77.7                 | 0.244                      | 118.5                | 0.320                      |

## Estimated Measured and Indicated Molybdenum Mineral Resources at December 31, 2015

| Property                     | Measured             |                   | Indicated            |                   | Measured & Indicated |                   |
|------------------------------|----------------------|-------------------|----------------------|-------------------|----------------------|-------------------|
|                              | Tonnes<br>(millions) | Mo Grade<br>(%Mo) | Tonnes<br>(millions) | Mo Grade<br>(%Mo) | Tonnes<br>(millions) | Mo Grade<br>(%Mo) |
| TC Mine <sup>(3)</sup>       | 34.3                 | 0.077             | 31.7                 | 0.068             | 66.0                 | 0.073             |
| Endako Mine <sup>(3)</sup>   | 10.1                 | 0.053             | 23.3                 | 0.047             | 33.4                 | 0.049             |
| Berg Property <sup>(2)</sup> | 53.3                 | 0.030             | 452.7                | 0.038             | 506.0                | 0.037             |
| Total 2014                   | 97.7                 | 0.049             | 507.7                | 0.040             | 605.4                | 0.042             |

## Estimated Measured and Indicated Silver Mineral Resources at December 31, 2015

| Property                     | Measured             |                              | Indicated            |                              | Measured & Indicated |                              |
|------------------------------|----------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|
|                              | Tonnes<br>(millions) | Silver Grade<br>(gram/tonne) | Tonnes<br>(millions) | Silver Grade<br>(gram/tonne) | Tonnes<br>(millions) | Silver Grade<br>(gram/tonne) |
| Berg Property <sup>(2)</sup> | 53.3                 | 4.5                          | 452.7                | 3.7                          | 506.0                | 3.8                          |

The mineral resource estimates, exclusive of mineral reserves, for Mount Milligan Mine were prepared by Robert Clifford, Director of Mine Engineering, who is a Qualified Person under NI 43-101. The mineral resource estimates were tabulated within a conceptual open pit shell using spot metal prices of \$3.50/lb copper, \$1,500/oz gold, a cut-off grade of 0.176% copper equivalent, and takes into consideration metallurgical recoveries, concentrate grades, transportation costs, smelter treatment charges, and royalty and streaming arrangements. The mineral resource estimates are based on the cost and price assumptions included in a NI 43-101 technical report entitled "NI 43-101 Technical Report-Mount Milligan Mine-Northern Central British Columbia" dated January 21, 2015 and filed on SEDAR on January 21, 2015.

The mineral resource estimate for the Berg property was approved by Robert Clifford, Director of Mine Engineering who is a Qualified Person under NI 43-101. The mineral resource estimate for the Berg property was prepared using a 0.30% copper equivalent cut-off, with copper equivalency defined using metal prices of \$1.60/lb copper, \$10.00/lb molybdenum, and \$10.00/oz silver, taking into account forecast metallurgical recoveries. Resources are reported to a maximum depth of 450 meters (1,476 feet) below surface.

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The mineral resource estimates for TC Mine and Endako Mine were prepared by the TC Mine and Endako Mine staff, respectively, under the supervision of Robert Clifford, Director of Mine Engineering, who is a Qualified Person under NI 43-101 and Robert Clifford has approved the disclosure of the mineral resource estimate. The mineral resource estimates utilized a cut-off grade of 0.030% Mo and an average long-term molybdenum price of \$10.00 per pound. The mineral reserves previously reported proved to be uneconomic and have been re-allocated back as mineral resources and reported in the tables above.

**NON-RESERVES—ESTIMATED INFERRED MINERAL RESOURCES**

Cautionary note to US investors concerning estimates of inferred mineral resources

This section uses the term "inferred mineral resources." We advise US investors that while this term is recognized and required by Canadian regulations, the SEC does not recognize it. "Inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of inferred mineral resources will ever be converted into mineral reserves. In accordance with Canadian rules, estimates of inferred mineral resources cannot form the basis of feasibility or other economic studies. US investors are cautioned not to assume that part or all of the inferred mineral resources exists, or is economically or legally mineable.

Inferred mineral resources have been estimated in accordance with the definitions of such terms adopted by the CIM and incorporated in NI 43-101. We have filed technical reports regarding the disclosure of mineral resources for TC Mine and Endako Mine, Mount Milligan, and the Berg property. See the Glossary of Terms below for an explanation of mining terms used in this report.

The following tables summarize estimated non-reserves—inferred mineral resources as of December 31, 2015:

## Estimated Inferred Mineral Resources

| Property                      | Tonnes<br>(millions) | Copper Grade<br>(%) | Gold Grade<br>(gram/tonne) | Molybdenum<br>Grade<br>(%) | Silver Grade<br>(gram/tonne) |
|-------------------------------|----------------------|---------------------|----------------------------|----------------------------|------------------------------|
| Mount Milligan <sup>(1)</sup> | 8.8                  | 0.15                | 0.32                       | —                          | —                            |
| TC Mine <sup>(2)</sup>        | 0.7                  | —                   | —                          | 0.035                      | —                            |
| Endako Mine <sup>(2)</sup>    | 2.2                  | —                   | —                          | 0.039                      | —                            |
| Berg Property <sup>(3)</sup>  | 144.6                | 0.23                | —                          | 0.033                      | 2.5                          |

<sup>(1)</sup> The inferred mineral resource estimates for Mount Milligan Mine were prepared by Robert Clifford, Director of Mine Engineering, who is a Qualified Person under NI 43-101. The inferred mineral resource estimates were tabulated within a conceptual open pit shell using spot metal prices of \$3.50/lb copper, \$1,500/oz gold, a cut-off grade of 0.176% copper equivalent, and takes into consideration metallurgical recoveries, concentrate grades, transportation costs, smelter treatment charges, and royalty and streaming arrangements. The inferred mineral resource estimates are based on the cost and price assumptions included in a NI 43-101 technical report entitled "NI 43-101 Technical Report-Mount Milligan Mine-Northern Central British Columbia" dated January 21, 2015 and filed on SEDAR on January 21, 2015.

<sup>(2)</sup> The inferred mineral resource estimates for TC Mine and Endako Mine were prepared by the TC Mine and Endako Mine staff, respectively, under the supervision of Robert Clifford, Director of Mine Engineering, who is a Qualified Person under NI 43-101 and Robert Clifford has approved the disclosure of the mineral resource estimate. The inferred mineral resource estimates utilized a cut-off grade of 0.030% Mo and an average long-term molybdenum price of \$10.00 per pound.

<sup>(3)</sup> The inferred mineral resource estimate for the Berg property was approved by Robert Clifford, Director of Mine Engineering, who is a Qualified Person under NI 43-101. The inferred mineral resource estimate for the Berg property



is reported using a 0.30% copper equivalent cut-off, with copper equivalency defined using metal prices of \$1.60/lb copper, \$10.00/lb molybdenum, and \$10.00/oz silver, taking into account forecast metallurgical recoveries. Resources are reported to a maximum depth of 450 meters (1476 feet) below surface.

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GLOSSARY OF TERMS

SEC Industry Guide 7 Definitions

|                                     |   |
|-------------------------------------|---|
| reserve                             | The term "reserve" refers to that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Reserves must be supported by a feasibility <sup>(1)</sup> study done to bankable standards that demonstrates the economic extraction. ("Bankable standards" implies that the confidence attached to the costs and achievements developed in the study is sufficient for the project to be eligible for external debt financing.) A reserve includes adjustments to the in-situ tonnes and grade to include diluting materials and allowances for losses that might occur when the material is mined. |
| proven reserve                      | The term "proven reserve" refers to reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and (b) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape depth and mineral content of reserves are well-established.  |
| probable reserve                    | The term "probable reserve" refers to reserves for which quantity and grade and/or quality are computed from information similar to that used for proven (measured) reserves, but the sites for inspection, sampling and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation.   |
| mineralized material <sup>(2)</sup> | The term "mineralized material" refers to material that is not included in the reserve as it does not meet all of the criteria for adequate demonstration for economic or legal extraction.   |
| non-reserves                        | The term "non-reserves" refers to mineralized material that is not included in the reserve as it does not meet all of the criteria for adequate demonstration for economic or legal extraction.   |

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For SEC Industry Guide 7 purposes, the feasibility study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

<sup>(2)</sup> This category is substantially equivalent to the combined categories of measured mineral resource and indicated mineral resource specified in NI 43-101.

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NI 43-101 Definitions

|                           |   |
|---------------------------|---|
| mineral reserve           | <p>The term "mineral reserve" refers to the economically mineable part of a measured and/or indicated mineral resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of "modifying factors". Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which mineral reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a mineral reserve must be demonstrated by a pre-feasibility study or feasibility study.</p> |
| proven mineral reserve    | <p>The term "proven mineral reserve" refers to the economically mineable part of a measured mineral resource. A proven mineral reserve implies a high degree of confidence in the "modifying factors".</p>  |
| probable mineral reserve  | <p>The term "probable mineral reserve" refers to the economically mineable part of an indicated, and in some circumstances, a measured mineral resource. The confidence in the "modifying factors" applying to a probable mineral reserve is lower than that applying to a proven mineral reserve.</p>  |
| modifying factors         | <p>The term "modifying factors" refers to considerations used to convert mineral resources to mineral reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.</p>  |
| mineral resource          | <p>The term "mineral resource" refers to a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral resources are sub-divided, in order of increasing geological confidence, into inferred, indicated and measured categories.</p>   |
| measured mineral resource | <p>The term "measured mineral resource" refers to that part of a mineral resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of "modifying factors" to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A measured mineral resource has a higher level of confidence than that applying to either an indicated mineral resource or an inferred mineral resource. It may be converted to a proven mineral reserve or to a probable mineral reserve.</p>  |

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|                                 |  |
|---------------------------------|--|
| indicated mineral resource      | <p>The term "indicated mineral resource" refers to that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of "modifying factors" in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An indicated mineral resource has a lower level of confidence than that applying to a measured mineral resource and may only be converted to a probable mineral reserve.</p>   |
| inferred mineral resource       | <p>The term "inferred mineral resource" refers to that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An inferred mineral resource has a lower level of confidence than that applying to an indicated mineral resource and must not be converted to a mineral reserve. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration.</p>  |
| Qualified Person <sup>(1)</sup> | <p>The term "Qualified Person" means an individual who (a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining; (b) has at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; (c) has experience relevant to the subject matter of the mineral project and the technical report; (d) is in good standing with a professional association; and (e) in the case of a professional association in a foreign jurisdiction, has a membership designation that (i) requires attainment of a position of responsibility in their profession that requires the exercise of independent judgment; and (ii) requires a favorable confidential peer evaluation of the individual's character, professional judgment, experience, and ethical fitness; or a recommendation for membership by at least two peers, and demonstrated prominence or expertise in the field of mineral exploration or mining.</p> |

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<sup>(1)</sup> SEC Industry Guide 7 does not require designation of a qualified person.

Additional Definitions

alteration—any change in the mineral composition of a rock brought about by physical or chemical means

assay—a measure of the valuable mineral content

chalcopyrite—common sulfide ore of copper, made of copper and iron sulfide

concentrate—the product of mineral flotation process which separates and concentrates ore minerals from waste material

concentrator—plant and equipment that conducts process of mineral concentration

cut-off grade—when determining economically viable Mineral Reserves, the lowest grade of mineralized material that qualifies as ore, i.e. that can be mined and processed at a profit

diamond drilling—rotary drilling using diamond-set or diamond-impregnated bits, to produce a solid continuous core of rock sample

dissemination—where minerals occur as scattered particles in the rock

feasibility study—a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.

formation—a distinct layer of sedimentary rock of similar composition

grade—quantity of metal per unit weight of host rock

granodiorite—a group of coarse-grained plutonic rocks intermediate in composition between quartz diorite and quartz monzonite containing quartz, plagioclase, potassium feldspar with biotite and hornblende

host rock—the rock in which a mineral or an ore body may be contained

hydrothermal—the products of the actions of heated water, such as a mineral deposit precipitated from a hot solution

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in-situ—in its natural position

kilometer—.621 miles

life-of-mine—a term commonly used to refer to the likely term of a mining operation and normally determined by dividing the tons of Mineral Reserve by the annual rate of mining and processing

mineral—a naturally occurring inorganic crystalline material having a definite chemical composition

mineralization—a natural accumulation or concentration in rocks or soil of one or more potentially economic minerals, also the process by which minerals are introduced or concentrated in a rock

Mo—molybdenum

molybdenite—a mineral of molybdenum disulfide; common sulphide ore of molybdenum

net smelter return (NSR)—refers to the revenue expected from ore delivered to the smelter, taking into account

metallurgical recoveries, concentrate grades, transportation costs and smelter treatment charges, usually measured on a per ton basis

open-pit—surface mining in which the ore is extracted from a pit or quarry, the geometry of the pit may vary with the characteristics of the ore body

ore—mineral bearing rock that can be mined and treated profitably under current or immediately foreseeable economic conditions

ore body—a mostly solid and fairly continuous mass of mineralization estimated to be economically mineable

ore grade—the average weight of the valuable metal or mineral contained in a specific weight of ore i.e. grams per tonne of ore

ounces—refer to troy ounces

outcrop—that part of a geologic formation or structure that appears at the surface of the Earth

oxide—gold bearing ore which results from the oxidation of near surface sulfide ore

porphyry—a deposit of molybdenum or copper bearing ores associated with intrusive igneous rocks of porphyritic texture

preliminary assessment—a study that includes an economic analysis of the potential viability of Mineral Resources taken at an early stage of the project prior to the completion of a preliminary feasibility study

preliminary feasibility study and pre-feasibility study—each mean a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit configuration in the case of an open-pit, has been established and an effective method of mineral processing has been determined, and includes a financial analysis based on reasonable assumptions of technical, engineering, legal, operating, economic, social and environmental factors and the evaluation of other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the Mineral Resource may be classified as a Mineral Reserve

pyrite—common sulfide of iron

QA/QC—Quality Assurance/Quality Control is the process of controlling and assuring data quality for assays and other exploration and mining data

rock—indurated naturally occurring mineral matter of various compositions

sedimentary rock—rock formed at the Earth's surface from solid particles, whether mineral or organic, which have been moved from their position of origin and re-deposited

stockpile—a rock dump containing ore grade material to be processed at some point in the future

stockwork—a complex system of variably oriented veins

strip—to remove overburden in order to expose ore

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sulfide—a mineral including sulfur (S) and iron (Fe) as well as other elements; metallic sulfur-bearing mineral often associated with gold mineralization

tailings—fine ground wet waste material produced from ore after economically recoverable metals or minerals have been extracted

ton—short ton, equal to 2,000 pounds, or 907.2 kilograms

tonne—metric tonne, equal to 1,000 kilograms or 2,204.6 pounds

vein—a thin, sheet-like crosscutting body of hydrothermal mineralization, principally quartz

volcanics—those originally molten rocks, generally fine grained, that have reached or nearly reached the Earth's surface before solidifying

### ADDITIONAL INFORMATION

Our primary executive offices are located at 26 West Dry Creek Circle, Suite 810, Littleton, Colorado 80120, our telephone number is (303) 761-8801.

The public can access our website at [www.thompsoncreekmetals.com](http://www.thompsoncreekmetals.com). From our website, you can download and print copies of our annual reports to shareholders, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to any of those reports, as well as other reports relating to us that are filed with or furnished to the SEC or SEDAR, free of charge, as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC or SEDAR. You can also download from our website our corporate governance policies, including our Corporate Governance Guidelines, Board of Directors Committee Charters, and our Code of Conduct and Ethics. The contents of our website are not incorporated into, and should not be considered, a part of this report.

The public may also read and copy materials that we file with the SEC at the SEC's Public Reference Room, which is located at 100 F Street NE, Room 1580, Washington D.C. 20549. You can obtain information on the operation of the Public Reference Room by calling the SEC at (800) SEC-0330. The SEC also maintains a website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

### ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described below, that could materially adversely affect our business, financial condition, results of operations, cash flows and the trading price of our common stock. Such risks are not the only ones we face and additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business.

#### Financial Risks

Extended declines in the prices of copper and gold would have a material adverse effect on our earnings and cash flows and our ability to repay our outstanding debt as it comes due. Fluctuations in the prices of copper and gold can cause significant volatility in our financial performance and materially and adversely affect the trading prices of our debt and common stock.

Our core business is dependent on the prices of copper and gold, which are volatile and are affected by numerous factors beyond our control. Our ability to recommence operations at our molybdenum mines depend on the price of molybdenum, which has declined in recent years. Factors tending to influence such metals prices include the following:

- the rates of global economic growth;
- worldwide demand for products containing copper, gold and molybdenum ;
- worldwide supply of these metals including the expected near-term supply from new mine sources ;
- the availability and cost of substitute materials;
- inventory levels;
- the industry production cost curve and the expected cost to develop new sources of supply;
- expectations with respect to the rate of inflation;
- the relative strength of the US dollar and certain other currencies;





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interest rates;

global or regional political or economic conditions, including interest rates and currency values; and sales by central banks and other holders, speculators and producers in response to any of the above factors.

The prices of copper, gold and molybdenum have fluctuated historically. During the three years ended December 31, 2015, the average daily spot copper price on the London Metals Exchange ranged from a low of \$2.05 to a high of \$3.74 per pound, and the average daily London P.M. fixed prices for gold per ounce on the London Bullion Market ranged from a low of \$1,049 to a high of \$1,694. The average daily price for molybdenum quoted in Platts Metals Week ranged from a low of \$4.30 to a high of \$15.05 per pound during the three years ended December 31, 2015.

There is no assurance that any hedging transactions designed to reduce the risk associated with fluctuations in metal prices will be successful.

Any decline in the prices of copper or gold adversely impacts our revenues, net income, cash flows, and credit quality and could affect our ability to make necessary capital investments, repay our debt and meet our debt service and other fixed obligations, and depress the trading prices of our common stock and our publicly traded debt securities.

Sustained declines in prices could also:

- cause us to revise our operating plans, resulting in reduced output, the placement of our copper-gold mine on care and maintenance or closure of one or more of our mines or other facilities;

- further reduce revenues through production declines due to cessation of mining of deposits that have become uneconomic;

- reduce funds available for capital expenditures;

- delay or prevent our ability to make accretive acquisitions or conduct exploration work;

- reduce existing reserves due to economic viability; and

- cause us to write down assets and accelerate depletion, reclamation and closure charges.

Our substantial indebtedness could adversely affect our business, results of operations or financial condition.

As of December 31, 2015, our total debt was approximately \$884.6 million, including equipment lease obligations.

We also had \$724.8 million in deferred revenue under the Gold Stream Arrangement as of December 31, 2015. Until the deposits received in the Gold Stream Arrangement have been fully offset against Royal Gold's purchases of gold under the Gold Stream Arrangement, the deposits will be secured by our Mount Milligan Mine assets. After the deposits have been fully offset, Royal Gold will continue to have a security interest in 52.25% of the refined gold produced from Mount Milligan Mine.

We currently have three series of senior notes, with an aggregate principal amount of approximately \$833 million, outstanding as of December 31, 2015. Approximately \$316 million principal amount of senior secured notes mature in December 2017 (the "2017 Notes"), approximately \$334 million principal amount of senior unsecured notes mature in June 2018 (the "2018 Notes"), and approximately \$183 million principal amount of senior unsecured notes mature in May 2019 (the "2019 Notes" and, together with the 2017 Notes and the 2018 Notes, the "Senior Notes").

Subject to the limits contained in the indentures that govern our outstanding 2017 Notes, 2018 Notes and 2019 Notes, the Gold Stream Arrangement, and our other debt instruments, we may be able to incur additional debt. If we do so, the risks related to our high level of debt could intensify. Specifically, our high level of debt could have important negative consequences, including:

- making it difficult for us to satisfy our obligations with respect to our debt and increasing the risk that we default on our debt obligations;

- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;

- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions, financial assurances and other general corporate purposes;

- increasing our vulnerability to declines in the prices of our commodities and general adverse economic and industry conditions;



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- limiting our flexibility in planning for and reacting to changes in the industry in which we compete;
- limiting management's discretion in operating our business;
- placing us at a disadvantage compared to other, less leveraged competitors;
- increasing our cost of borrowing; and
- limiting our ability to pursue certain types of strategic opportunities.

We may be unable to generate sufficient cash to repay our outstanding Senior Notes upon their maturity, and, as we approach the maturity of such Senior Notes, we may have insufficient cash to meet our ongoing liquidity needs. Our ability to repay our outstanding Senior Notes as they become due, make interest payments on our Senior Notes as they become due, or to restructure or refinance our outstanding Senior Notes and to fund our planned capital expenditures and other liquidity needs depend on our ability to generate sufficient cash flow from operations, which, as discussed above, is subject to multiple factors beyond our control, including prevailing economic conditions and commodity prices. There is no assurance that we will generate sufficient cash flow from operations to service our debt, repay our Senior Notes upon maturity, or fund our ongoing liquidity needs. If we are unable to generate sufficient cash flows to make payments on or refinance our debt or obtain new financing, we would have to consider other options, such as sales of assets, reduction or delay of capital expenditures, sales of equity, negotiations with our lenders to restructure or refinance the applicable debt or commencement of voluntary reorganization, bankruptcy or insolvency proceedings. We may not be able to effect any such measures on commercially reasonable terms or at all and, even if successful, certain of these actions, including asset sales or refinancing, may not allow us to satisfy all of our debt obligations.

The indentures that govern the outstanding 2017 Notes, 2018 Notes and 2019 Notes and the Gold Stream Agreement contain covenants that restrict our current and future operations and limit our flexibility and ability to respond to changes or take certain actions.

The indentures that govern our outstanding 2017 Notes, 2018 Notes and 2019 Notes contain certain restrictive covenants that impose significant operating and financial restrictions on us and, in some circumstances, limit our ability to engage in actions that may be in our long-term best interest, including, among other things, our ability:

- to incur additional debt;
- to sell, lease or transfer our assets;
- to pay dividends or make other distributions or repurchase or redeem capital stock;
- to prepay, redeem or repurchase certain debt;
- to make loans or investments;
- to enter into agreements restricting our subsidiaries' ability to pay dividends;
- to make capital expenditures and investments;
- to guarantee debts or other obligations;
- to create liens;
- to enter into transactions with our affiliates; and
- to enter into certain merger, consolidation or other reorganization transactions.

In addition, the Gold Stream Arrangement contains restrictions on our ability to incur additional secured debt. These restrictions could limit our ability to restructure or refinance our outstanding Senior Notes, secure the needed working capital to withstand prolonged downturns in our industry or the economy in general or otherwise take advantage of business opportunities that may arise, any of which could place us at a disadvantage relative to our competitors that may have less debt and are not subject to such restrictions.

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A default under any of our indebtedness arrangements could trigger cross defaults to our other agreements, which could have a material adverse effect on our financial condition.

A failure to satisfy any of our debt obligations could be exacerbated by cross default provisions. For example, a default under the Caterpillar equipment financing facility will trigger cross defaults to the Gold Stream Arrangement, and vice versa, and could also trigger cross defaults to the indentures governing our outstanding Senior Notes and other material agreements. In the event of a default under the Caterpillar equipment financing facility, Caterpillar could: (1) terminate the lease by us of equipment purchased by the lender and leased to us pursuant to the facility; (2) accelerate the payment of all lease payments unpaid under the facility, together with default interest; (3) accelerate the payment of the balance of the purchase price for equipment, which would have been due and payable from the date of termination; and (4) foreclose on the equipment purchased and leased under the facility and apply the proceeds from the sale of such equipment to any shortfall in the payment by us of amounts due. In the event of default under the Gold Stream Arrangement, Royal Gold could require us to repay the amounts Royal Gold has invested in Mount Milligan Mine, as adjusted and reflected in the deposit record maintained in accordance with the Gold Stream Arrangement, which amounts totaled \$653.5 million as of December 31, 2015. In the event of a default under the indentures governing the 2017 Notes, 2018 Notes and 2019 Notes, the trustee or holders of at least 25% in principal of the outstanding 2017 Notes, 2018 Notes and 2019 Notes, as applicable, may declare the principal, premium, if any, and accrued and unpaid interest on the Senior Notes to be immediately due and payable. If we were to default under any of these arrangements, we may not have sufficient assets to repay such indebtedness or have access to sufficient alternative sources of funds. If we are unable to repay the indebtedness, the lenders, to the extent they hold assets as security for the obligations owed to them, could enforce against such assets, and we could be forced into reorganization, bankruptcy or insolvency proceedings.

We will likely need to restructure or refinance our outstanding Senior Notes before they mature. If our restructuring or refinancing plans are not successful, we will face significant liquidity challenges as we approach the maturity of our outstanding Senior Notes.

The significant decline in copper prices in 2015 and the continuing and expected weakness in the base metals market have materially impacted our ability to generate sufficient cash flow from operations to fully repay our outstanding Senior Notes when they come due, and, as a result, our credit quality has declined and our long-term liquidity has been adversely affected. Given current market conditions and commodity prices, we expect that we will need to refinance or restructure our outstanding Senior Notes on or prior to their current maturities. As previously announced, we have engaged financial advisors to assist the Board of Directors in evaluating strategic and financial alternatives available to us, including debt refinancing and restructuring, new capital transactions, and asset sales. In connection with a restructuring or refinancing, we may seek to convert a significant portion of our outstanding debt to equity, including the exchange of debt for shares of our common stock. In addition, we may seek to reduce our cash interest cost and/or extend debt maturity dates by negotiating the exchange of outstanding debt for new debt with modified terms. While we anticipate engaging in active dialogue with our creditors, at this time, we are unable to predict the outcome of such discussions, the outcome of any strategic transactions that we may pursue or whether any such efforts will ultimately be successful. In addition, our ability to complete new capital transactions efficiently depends on a number of factors, including the state of global commodity, credit and equity markets, interest rates, credit spreads, and our credit ratings. If we are unable to refinance or restructure our outstanding Senior Notes, complete new capital transactions or obtain additional financings on acceptable terms or at all, we will face significant liquidity challenges as we approach the maturity of our outstanding Senior Notes, and we may ultimately be unable to continue as a going concern.

Our potential for restructuring transactions may impact our business, financial condition and operations.

Due to our need to restructure or refinance our debt and/or engage in other restructuring activities, there is risk that, among other things:

• third parties lose confidence in our ability to execute on our business strategy;

it may become more difficult to attract, retain or replace key employees, and our employees could be distracted from performance of their duties or more easily attracted to other career opportunities;  
we could lose some or a significant portion of our liquidity, as a result of, among other things, stricter credit terms from suppliers, the commencement of reorganization, bankruptcy or insolvency proceedings or the inability to provide adequate protection to our secured lenders to permit us to access some or all of our cash; and  
our suppliers, vendors and service providers and applicable regulatory authorities could seek to renegotiate the terms of our arrangements, terminate their relationship with us or require financial assurances from us.

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The occurrence of certain of these events may have a material adverse effect on our business, results of operations and financial condition. For example, as of December 31, 2015, we have provided the appropriate regulatory authorities in the US and Canada with approximately \$73 million in reclamation financial assurance in the form of surety bonds for our share of mine closure obligations in the various jurisdictions in which we operate. As of December 31, 2015, the surety bonds required cash collateral of \$10 million. Any perceived challenges to our liquidity in the short or long term could cause regulatory authorities to change the terms of our required bonding for our mine closure obligations and could cause our surety bond holders to increase the amount of cash collateral required or refuse to provide the same level of surety bonding, which could significantly increase our costs and decrease our liquidity. To the extent that the value of any security provided to regulatory authorities is or becomes insufficient to cover the amount of financial assurance we are required to post, we would be required to replace or supplement the existing security with more expensive forms of security, which might include cash deposits, which would have an adverse effect on our liquidity. There can be no assurance that we will be able to maintain or add to our current level of financial assurance. In addition, failure to provide regulatory authorities with the required financial assurances could potentially result in the closure of one or more of our operations.

An extended decline in metals prices, an increase in operating or capital costs, or a reduction in mineral reserve estimates, among other things, may cause us to record additional write downs, which could negatively impact our results of operations.

When events and circumstances indicate that the carrying amount of our long-lived assets may not be recoverable, we evaluate the recoverability of the carrying value by comparing it to the projected undiscounted cash flows from such asset or asset group. Under U.S. GAAP, the carrying value of a long-lived asset or asset group is considered impaired when the projected undiscounted cash flows from such asset or asset group is less than its carrying value. The economic environment, copper, gold and molybdenum prices, and our stock price may be considered as impairment indicators for the purposes of these impairment assessments. As disclosed in Item 7 of this Form 10-K, we recorded an aggregate of approximately \$105 million in non-cash write downs of our exploration properties and our molybdenum fixed assets and materials and supplies inventory in 2014, primarily as a result of adverse conditions in the molybdenum market. While our 2015 impairment analysis did not result in any long-lived asset impairments, there can be no assurance that there will not be further asset impairments if commodity prices experience a sustained decline and/or if there are significant downward adjustments to estimates of recoverable quantities to be produced from estimated proven and probable mineral reserves or production quantities, upward adjustments to estimated operating costs and capital expenditures and/or changes in C\$ to US\$ foreign exchange rates, all based on life-of-mine plans and projections. Additional asset impairments would have an adverse impact on our results of operations and our ability to restructure/refinance our debt or obtain additional financing.

A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital.

Our debt currently has a non-investment grade rating, and any rating assigned could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. A potential or actual restructuring of our outstanding Senior Notes may be considered by the rating agencies as an adverse change warranting a downgrade of the rating of our debt securities. Any real or anticipated changes in our credit ratings will generally affect the market value of our outstanding debt securities. Any future lowering of our ratings would make it more difficult or more expensive for us to obtain additional debt financing and could lead our suppliers and other third parties with whom we do business to require us to provide financial assurance in the normal course of our operations.

Mine closure and reclamation costs for environmental liabilities may exceed the provisions we have made and our inability to provide reclamation bonding or maintain insurance could adversely affect our operating results and financial condition.

We are required by US federal and state laws and Canadian federal and provincial laws to provide financial assurance sufficient to allow a third party to implement approved closure and reclamation plans if we are unable to do so. These

laws are complex and vary from jurisdiction to jurisdiction. The laws govern the determination of the scope and cost of the closure and reclamation obligations and the amount and forms of financial assurance. The amount and nature of the financial assurances are dependent upon a number of factors, including our financial condition and reclamation cost estimates.

As of December 31, 2015, we had provided the appropriate regulatory authorities in the United States and Canada with approximately \$73 million in non-cash reclamation financial assurance in the form of surety bonds for our share of mine closure obligations in the various jurisdictions in which we operate. As of December 31, 2015, the surety bonds required cash collateral of approximately \$10 million. As our operations expand or reclamation expenses increase, our reclamation obligations and the financial assurances that we are required to provide may increase accordingly. In addition, as discussed above, any perceived challenges to our liquidity may cause our surety bond holders to increase the amount of cash collateral required or refuse to provide the same level of surety bonding going forward. Increases in our reclamation obligations and financial assurances, as well as the nature of the security to be provided, could significantly increase our costs, making the

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maintenance and development of existing and new mines less economically feasible. To the extent that the value of the security provided to the regulatory authorities is or becomes insufficient to cover the amount of financial assurance we are required to post, we may be required to replace or supplement the existing security with more expensive forms of security, which might include cash deposits, which would reduce our cash available for operations and financing activities.

We have initiated discussions with relevant US federal and state agencies concerning additional bonding or funding of a trust agreement to cover long-term water treatment at TC Mine, although we are not currently under any requirement to do so. The amount of funding required is subject to numerous variables, potentially including an appropriate discount rate, and cannot be determined at this time. We may be required to engage in a similar discussion with provincial authorities in British Columbia with respect to the Endako Mine.

In addition, the costs of surety bonds and financial assurance have fluctuated in recent years while the market terms of such bonds and financial assurance have generally become less favorable to mine operators. These changes in the terms of the bonds and financial assurance have been accompanied at times by a decrease in the number of companies willing to issue surety bonds and financial assurance. Increased costs related to surety bonds and financial assurance, especially in connection with our current financial condition and restructuring efforts, could have a material adverse effect on our financial condition and liquidity.

There can be no assurance that we will be able to maintain or add to our current level of financial assurance. Failure to provide regulatory authorities with the required financial assurances could potentially result in the closure of one or more of our operations, which could result in a material adverse effect on our operating results and financial condition.

We are required, from time to time, to post financial assurances, and there can be no assurance that we will continue to be able to obtain financial assurances on acceptable terms.

In addition to our reclamation bonding obligations, we are from time to time required to post other financial assurance in the normal course of conducting our daily activities. This financial assurance can take several forms, including, but not limited to, letters of credit, performance bonds, deposits into escrow accounts for the benefit of the counterparty, trust funds or other funding mechanisms for long-term, post-reclamation obligations or the posting of cash collateral directly with the counterparty. In each case, the form of financial assurance to be provided is dictated by several factors, including expected length of time the financial assurance obligation is expected to remain outstanding, the amount of the obligation, the cost to us of providing the various forms of financial assurance and the creditworthiness of the counterparty. Our ability to obtain certain forms of financial assurance going forward will be impacted by our future financial performance and liquidity, changes to our credit rating and other factors that may be beyond our control. There can be no assurance that we will be able to obtain certain forms of financial assurance going forward or that we will be able to post cash collateral in lieu of being able to secure one of these other forms of financial assurance.

We enter into provisionally-priced sales contracts, which could have a negative impact on our revenues if prices decline.

We regularly enter into provisionally-priced sales contracts, whereby the contracts settle at prices to be determined at a future date. The future pricing mechanism of these agreements constitutes an embedded derivative, which is bifurcated and separately marked to estimated fair value at the end of each period. Changes to the fair value of embedded derivatives related to sales agreements are included in sales revenue in the determination of net income. To the extent final prices are higher or lower than what was recorded on a provisional basis, an increase or decrease to sales, respectively, is recorded each reporting period until the date of final pricing. Accordingly, in times of falling commodities prices, our revenues and cash flow are negatively impacted by lower prices received for contracts priced at current market rates and also from a decrease related to the final pricing of provisionally-priced sales pursuant to contracts entered into in prior years; in times of rising commodities prices, the opposite occurs.

Our operations are subject to currency fluctuations, which could adversely affect our results of operations and financial condition.



Exchange rate fluctuations may affect the costs that we incur in our operations. Our costs for Endako Mine and Mount Milligan Mine are incurred principally in Canadian dollars. However, our future revenue is tied primarily to market prices for copper and gold, which are denominated in US dollars. The appreciation of the Canadian dollar against the US dollar can increase the cost of our production and capital expenditures in US dollars, and our results of operations and financial condition could be materially adversely affected. Although we have in the past used, and may in the future use, hedging strategies to limit our exposure to currency fluctuations, there can be no assurance that such hedging strategies will be successful or that they will mitigate the risk of such fluctuations.

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We rely on a few key customers for our copper-gold concentrate from Mount Milligan Mine, and the loss of any one key customer could reduce our revenues.

We have entered into four multi-year concentrate sales agreements for the sale of copper-gold concentrate produced at Mount Milligan Mine. Pursuant to these agreements, we have agreed to sell an aggregate of approximately 120,000 tonnes in calendar year 2016, and 60,000 tonnes in 2017 and 40,000 tonnes in 2018. A breach of the applicable sales agreement by us or the applicable customer, a significant dispute with one of these customers, a force majeure event affecting the parties' respective performances under the agreement, a bankruptcy event experienced by the customer, early termination of the agreement, or any other event significantly and negatively impacting the contractual relationship with one of these customers could harm our financial condition. If, in such an event, we are unable to sell the affected concentrate volume to another customer, or we sell the affected concentrate to another customer on terms less advantageous to us, our revenues could be negatively impacted.

Our commodity hedging activities may reduce the realized prices we receive for our copper and gold, and involve market risk for the fair value of the derivatives, credit risk that our counterparties may be unable to satisfy their obligations to us, and financial risk due to fluctuations in the fair value of the derivatives.

In order to manage our cash flow exposure to copper and gold price volatility in selling production from Mount Milligan Mine, we enter into commodity derivatives from time to time for a portion of our expected production. Additionally, we receive cash provisional payments in selling production for Mount Milligan Mine, thus requiring that we purchase gold in order to satisfy our obligation to pay Royal Gold in gold. We enter into commodity derivatives from time to time in order to manage our gold price risk that arises when physical purchase and concentrate sales pricing periods do not match. We currently have in place unsecured hedging lines with various banks and trading companies in order to manage these exposures.

Commodity derivatives may limit the prices we actually realize and therefore could reduce our copper and gold revenues in the future. Our commodity hedging activities could impact our earnings in various ways, including recognition of certain mark-to-market gains and losses on derivative instruments. The fair value of our derivative instruments could fluctuate significantly between periods.

Our commodity derivatives may expose us to significant market risk, which is the risk that the fair value of a commodity derivative might be adversely affected by a change in underlying commodity prices or a change in our expected production, which may result in a significant financial loss on the derivative. We mitigate the potential market risk by establishing trading agreements with counterparties under which we are not required to post any collateral or make any margin calls on our derivatives. While our counterparties cannot require settlement solely because of an adverse change in the fair value of a derivative, due to our high debt credit profile and volatile commodity prices, our counterparties can decide to cease hedging activities with us. Further, we are also at risk of having a fewer number of counterparties available to enter into future hedging transactions. We mitigate the risk of having commodity derivative transactions in excess of our production by entering into derivatives for only a portion of our expected production. If we were to be forced into a reorganization, bankruptcy or insolvency proceeding, our hedging counterparties may be able to exercise remedies under the relevant derivatives agreement notwithstanding the filing of such proceeding and without seeking relief from the relevant court.

Our commodity derivatives also expose us to credit risk that counterparties may be unable to satisfy their obligations to us. We mitigate the potential credit risk by entering into derivatives with a number of counterparties, limiting the amount of exposure to any one counterparty, and monitoring the financial condition of the counterparties. However, given our current credit profile, we are at risk of having a limited number of counterparties available, which increases the potential credit risk of our commodity derivatives. If any of our counterparties were to default on its obligations to us under the derivative transaction or seek bankruptcy protection, it could result in a larger percentage of our future production being subject to commodity price changes which may have a significant adverse effect on our cash flow, our earnings and our financial condition. The risk of counterparty default is heightened in a poor economic environment.

The estimates contained in our production and cost guidance may not be achieved.

We provide estimates of future production, cash costs and capital costs for our operations, utilizing certain assumed Canadian dollar to U.S. dollar foreign exchange rates. No assurance can be given that such estimates will be achieved. Many of the factors described in this Item 1A may result in our failure to achieve our production estimates or materially increase our costs, either of which would have an adverse impact on our future cash flows, results of operations, and financial condition.

#### Operational Risks

Our business is subject to production and operational risks that could adversely affect our business and our insurance may not cover these risks and hazards adequately or at all.

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Mining and metals processing involve significant production and operational risks, some of which are outside of our control, including the following:

- unanticipated ground and water conditions;
- adverse claims to water rights and shortages of water to which we have rights;
- adjacent or adverse land or mineral ownership that results in constraints on current or future mine operations;
- geological problems, including earthquakes and other natural disasters;
- metallurgical and other processing problems;
- unusual or unexpected mineralogy or rock formations;
- ground or slope failures;
- tailings design or operational issues, including dam breaches or failures;
- structural cave-ins, wall failures or rock-slides;
- flooding or fires;
- equipment failures;
- periodic interruptions due to inclement or hazardous weather conditions or operating conditions and other force majeure events;
- lower than expected ore grades or recovery rates;
- accidents;
- delays in the receipt of or failure to receive necessary government permits;
- the results of litigation, including appeals of agency decisions;
- delays in transportation;
- interruption of energy supply;
- labor disputes;
- inability to obtain satisfactory insurance coverage;
- the availability of drilling and related equipment in the area where mining operations will be conducted; and
- the failure of equipment or processes to operate in accordance with specifications or expectations.

These risks could result in damage to, or destruction of, our mines, mills and roasting facilities, resulting in partial or complete shutdowns, personal injury or death, environmental or other damage to our properties or the properties of others, delays in mining, reduced production, monetary losses and potential legal liability. Milling operations are subject to hazards, such as equipment failure or failure of retaining dams around tailings disposal areas that may result in personal injury or death, environmental pollution and consequential liabilities.

In addition, we rely on a few key vendors for the transportation of concentrate from Mount Milligan Mine to our customers. Concentrate is transported from the mine site to Mackenzie, British Columbia, Canada by truck pursuant to a contract with a single trucking company, then to Vancouver by rail pursuant to a contract with a single railway operator, stored at the Port of Vancouver pursuant to a contract with the Port of Vancouver terminal operator, and shipped to our customers pursuant to a contract with a single shipping provider. A breach of the applicable contract by any of these vendors, a significant dispute with any of these vendors, a force majeure event or other operational or financial issues affecting one or more of these vendors, including labor strikes or work stoppages, or any other event that would significantly impede the ability of these vendors to perform their contractual obligations to us or that would have a significant negative impact on our contractual relationship with them would adversely affect our ability to satisfy our obligations to our customers, which could have a material impact on our financial condition and results of operations.

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Our insurance will not cover all the potential risks associated with our operations. In addition, although certain risks are insurable, we may be unable to maintain insurance to cover these risks at economically feasible premiums. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to us or to other companies in the mining industry on acceptable terms. We might also become subject to liability for pollution or other hazards that may not be insured against or that we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause us to incur significant costs that could have a material adverse effect upon our business. Furthermore, should we be unable to fund fully the cost of remedying an environmental problem, we might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

Increased operating costs could affect our profitability.

Costs at any particular mining location are subject to variation due to a number of factors, such as changing ore grade, changing metallurgy and revisions to mine plans in response to the physical shape and location of the ore body. In addition, costs at our mines and at our Langeloth Facility are affected by the price of input commodities, such as fuel, electricity, labor, chemical reagents, grinding media, mill liners, explosives, steel and concrete. The costs of our operating consumables are, at times, subject to volatile price movements, including increases that could make production at certain operations less profitable and changes in laws and regulations affecting their price, use and transport. Reported costs may also be affected by changes in accounting standards. A material increase in costs at any significant location could have a significant effect on our profitability and operating cash flow.

Our mining production depends on the availability of sufficient water supplies.

Our operations require significant quantities of water for mining, ore processing and related support facilities.

Continuous production at our mines depends on our ability to maintain our water rights and claims. Although our current operations have sufficient water rights and claims to cover current operational demands, we cannot predict the potential outcome of future legal proceedings affecting our water rights, claims and uses. The failure to obtain needed water permits, the loss of some or all water rights for any of our mines, in whole or in part, or shortages of water to which we have rights due to weather, equipment issues or other factors could require us to curtail or close mining production and could prevent us from pursuing expansion opportunities.

A temporary or extended shutdown of any of our operations could expose us to significant costs and adversely affect our access to skilled labor.

From time to time, we may have to temporarily shut down one or more of our operating sites or place one or more of our operating sites on care and maintenance or permanent shutdown, if they are not commercially viable due to factors such as declines in metal prices, increased costs or adverse changes in interest rates or currency exchange rates. For example, our molybdenum mines are currently on care and maintenance due to ongoing weakness in the molybdenum price. During temporary shutdowns or while a site is on care and maintenance, we will have to continue to expend capital to maintain the site or facility and equipment. In addition, reductions in workforce, advance notice requirements under collective labor agreements or applicable law, and severance obligations arising from such suspension or shutdown could cause us to incur significant labor costs. Furthermore, temporary or extended shutdowns may adversely affect our future access to skilled labor, as employees who are laid off may seek employment elsewhere.

In addition, if our operations are shut down for an extended period of time, we may be required to engage in environmental remediation of the plant sites or accelerated reclamation of our mines, which would require us to incur additional costs. The costs of ramping up production at one of our operations following a temporary shutdown could be significant. Given the costs involved in a temporary shutdown of our operations, we may instead choose to continue to operate those operations at a loss. Such a decision could have a material adverse effect on our results of operations and financial condition.

We are subject to substantial government regulation. Changes to regulation or more stringent implementation could have a material adverse effect on our results of operations and financial condition.

Our mining, processing, development and mineral exploration activities are subject to various laws governing prospecting, development, production, taxes, labor standards and occupational health, mine safety, toxic substances

and other matters. Mining and exploration activities are also subject to various laws and regulations relating to the protection of the environment. No assurance can be given that we will remain in compliance with applicable regulations or that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development of our properties. Amendments to current laws and regulations governing our operations and activities or more stringent implementation thereof could have a material adverse effect on our business, financial condition and results of operations.

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In addition, we are required to expend significant resources to comply with numerous corporate governance and disclosure regulations and requirements adopted by US federal and state and Canadian federal and provincial governments, as well as the Toronto Stock Exchange. These additional compliance costs and related diversion of the attention of management and key personnel could have a material adverse effect on our business, financial condition and results of operations.

Estimates of mineral reserves and projected cash flows may prove to be inaccurate, which could negatively impact our results of operations and financial condition.

There are numerous uncertainties inherent in estimating mineral reserves and the future cash flows that might be derived from production of mineral reserves. Accordingly, the figures for mineral resources, mineral reserves and future cash flows contained in this Form 10-K are estimates only. In respect of mineral reserve estimates, no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves can be mined or processed profitably. The ore grade actually recovered may differ from the estimated grades of the mineral reserves and mineral resources.

In addition, actual future cash flows may differ materially from estimates. Estimates of mineral reserves and future cash flows to be derived from the production of such mineral reserves, necessarily depend upon a number of variable factors and assumptions, including, among others, geological and mining conditions that may not be fully identified by available exploration data or that may differ from experience in current operations; historical production from the area compared with production from other producing areas; the assumed effects of regulation by governmental agencies and assumptions concerning metal prices; exchange rates; interest rates; inflation; operating costs; development and maintenance costs; reclamation and post-reclamation costs; and the availability and cost of labor, equipment, raw materials and other services required to mine and refine the ore. Market price fluctuations of copper, gold and molybdenum, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomical to recover and may ultimately result in a restatement of mineral resources. We may be required to make significant downward revisions to estimates of mineral resources, mineral reserves and future cash flows to be derived from the production of such mineral reserves, if commodity prices experience a sustained decline. In addition, there can be no assurance that mineral recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. For these reasons, estimates of our mineral resources and mineral reserves contained in this Form 10-K, including classifications thereof based on probability of recovery, and any estimates of future cash flows expected from the production of those mineral reserves, prepared by different engineers or by the same engineers at different times may vary substantially. The actual volume and grade of mineral reserves mined and processed, and the actual cash flows derived from that production, may not be as currently anticipated in such estimates. If our actual mineral reserves or cash flows are less than our estimates, our results of operations and financial condition may be materially impaired. Future growth depends on our ability to bring new mines into production and to expand mineral reserves at existing mines.

Our ability to replenish our mineral reserves is important to our long-term viability. Depleted mineral reserves can be replaced in several ways, including by expanding known ore bodies, locating new deposits or acquiring new mineral reserves from third parties. Exploration projects involve many risks, require substantial expenditures and may not result in the discovery of sufficient additional mineral deposits that can be mined profitably. Once a site with mineralization is discovered, it may take several years from the initial phases of drilling until production is possible, if ever, during which time the economic feasibility of production may change. As a result, there is no assurance that current or future exploration programs, such as the Berg property, and additional drilling at our existing operating mines, will be successful.

We intend to grow our business by acquiring quality mining assets. However, our capital available for new exploration projects and acquisitions is constrained due in large part to our substantial indebtedness incurred in connection with the development of Mount Milligan Mine and declines in metals prices. In addition, there can be no assurance that suitable acquisition opportunities will be identified or, if identified, that acquisitions will be consummated on favorable terms or at all. Our ability to identify, consummate and to integrate effectively any future

acquisitions on terms that are favorable to us may be limited by the number of attractive acquisition targets, internal demands on our resources, competition from other mining companies and, to the extent necessary, our ability to obtain financing on satisfactory terms, or at all. In addition, we compete for attractive acquisition targets with other potential buyers that have more financial and other resources than us. There is a risk that depletion of reserves will not be offset by discoveries or acquisitions. As a result, we cannot provide assurance that our exploration, development or acquisition efforts will result in any new commercial mining operations or yield new mineral reserves to replace or expand current mineral reserves. If we are not able to replace depleted reserves, it could have a material adverse effect on our business, prospects, results of operations and financial position.



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Certain of our mines and exploration properties are located on land that is or may become subject to traditional territory and/or title claims by certain First Nations, and such claims and the attendant obligations of the provincial and federal governments to those First Nations may affect our current and future operations.

Mount Milligan Mine, Endako Mine, the Berg property, and the IKE Project are located on land in British Columbia that is or may become subject to various use and/or title claims by First Nations. The nature and extent of First Nations' rights and title to territory in Canada has been, and continues to be, the subject of extensive debate, claims, and litigation. In 2014, the Supreme Court of Canada recognized, for the first time in history, aboriginal title to a certain tract of land in British Columbia. While this recognition does not legally change the consultation and accommodation obligations of the provincial and federal governments with respect to actions affecting the land, including actions to approve or grant mining rights or permits, the decision may impact governmental actions and processes relating to economic development on such lands going forward, which could adversely impact our ability to obtain permits, licenses, and other approvals for our operations or exploration and development projects. Opposition by First Nations to our presence, operations or development on land subject to their traditional territory or title claims could negatively impact us in terms of public perception, costly legal proceedings, potential blockades or other interference by third parties in our operations, or court-ordered relief impacting our operations. In addition, we may be required to, or may voluntarily, enter into certain agreements with such First Nations in order to facilitate development of our properties, which could reduce the expected earnings or income from any future production.

Shortages of critical parts, equipment and skilled labor may adversely affect our operations and development projects. The mining industry has been impacted, from time to time, by increased demand for critical resources such as input commodities, drilling equipment, milling equipment, tires and skilled labor. These shortages have, at times, impacted the efficiency of our operations and resulted in cost increases and delays related to construction of the new mill at Endako Mine and the construction of Mount Milligan Mine. Such cost increases and delays affect operating costs, capital expenditures and production and construction schedules.

We are required to obtain government approvals and permits in order to conduct operations.

Government approvals and permits are currently required in connection with all of our operations, and further approvals and permits may be required in the future. We must obtain and maintain a variety of licenses and permits, which include or cover without limitation air quality, water quality, water rights, dam safety, emergency preparedness, hazardous materials, waste rock management, solid waste disposal and tailings operations. The duration and success of our efforts to obtain permits are contingent upon many variables outside of our control. Obtaining governmental approvals and permits may increase costs and cause delays depending on the nature of the activity to be permitted and the applicable requirements implemented by the permitting authority. There can be no assurance that all necessary approvals and permits will be obtained or timely obtained or that they would remain in effect if we were forced into a reorganization, bankruptcy or insolvency proceeding. In addition, there can be no assurance that, if obtained, the costs of the approvals and permits will not exceed our estimates or that we will be able to maintain such approvals and permits. To the extent such approvals or permits are required and not obtained or maintained, our operations may be curtailed, or we may be prohibited from proceeding with planned exploration, development or operation of our mineral properties.

Our Langeloth Facility is currently operating with a National Pollutants Discharge Elimination System ("NPDES") permit, the terms of which have expired. However, the Langeloth Facility is authorized to continue to operate under its existing permit until a renewed permit is issued. On June 30, 2014, the Pennsylvania Department of Environmental Protection ("PaDEP") issued to us a final Title V air quality permit for the Langeloth Facility. A new NPDES permit, or revisions to our air quality permit, may contain more onerous requirements with which we must comply, and we could be required to install costly new pollution control equipment or to curtail or cease our operations, and our business may be adversely affected. Violations of the existing, or new, air quality or NPDES permit conditions at the Langeloth Facility could result in a range of criminal and civil penalties under the federal Clean Water Act and Clean Air Act or the Pennsylvania Clean Streams Law or Air Pollution Control Act.

TC Mine is also currently operating with an expired NPDES permit. TC Mine is authorized by federal regulation to continue to operate under its existing permit until the renewed permit is issued. A renewed NPDES permit may

contain more onerous requirements with which we must comply, and we could be required to install costly new pollution control equipment or to curtail or cease our operations, and our business may be adversely affected. Violations of the existing, or new, NPDES permit conditions at TC Mine could result in a range of criminal and civil penalties under the federal Clean Water Act.

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Our operations plan for Mount Milligan Mine provides that employees have the option to live in an operations residence located on the minesite, and that copper-gold concentrate from the mill will be transported to the District of Mackenzie (as opposed to Fort St. James) to be loaded onto railcars for transport to the Port of Vancouver. To construct and operate an operations residence and to load out concentrate in Mackenzie, we applied for and obtained an amendment to our Environmental Assessment Certificate for Mount Milligan Mine. Any failure to comply with the amendment as issued may have a material adverse effect on our business.

At Endako Mine, we filed an application for an amendment to our permit issued under the British Columbia Mines Act in September 2014. This application is pending before the Ministry of Energy and Mines. The outcome of the Mines Act Permit Amendment (MAPA) may include terms and conditions that impose regulatory or reclamation requirements that may be unacceptable to us or will materially increase our costs during operations and closure of Endako. Moreover, litigation may be filed challenging the MAPA process, which could materially increase our costs, or prevent or delay our ability to conduct mining operations at Endako. Obtaining and maintaining the various permits for our mine development operations and exploration projects, including the Berg property, will be complex, time-consuming and expensive. Changes in a mine's design, production rates, quality of material mined and many other matters often require submission of the proposed changes for agency approval prior to implementation, and these may not be obtained. In addition, changes in operating conditions beyond our control, changes in agency policy and federal and state laws, litigation or community opposition could further affect the successful permitting of operations.

Title to some of our mineral properties may be challenged or defective. Any impairment or defect in title could have a negative impact on our results of operations and financial condition.

The acquisition of title to mineral properties is a very detailed and time-consuming process. There is no guarantee that title to any of our properties will not be challenged or impaired. Third parties may have valid claims underlying portions of our interests, including prior unregistered liens; agreements; transfers or claims, including aboriginal land claims; and title may be affected by, among other things, undetected defects. As a result, we may be constrained in our ability to operate our properties or unable to enforce our rights with respect to our properties. An impairment to, or defect in, title to our properties could have a material adverse effect on our business, financial condition or results of operations.

Major network failures could have an adverse effect on our business.

Major equipment failures, natural disasters including severe weather, terrorist acts, acts of war, cyber-attacks or other breaches of network systems or security that affect computer systems within our network could disrupt our business functions, including our production activities. Our mines and mills are automated and networked such that a cyber incident involving our information systems and related infrastructure could negatively impact our operations. A corruption of our financial or operational data or an operational disruption of our production infrastructure could, among other potential impacts, result in: (i) loss of production or accidental discharge; (ii) expensive remediation efforts; (iii) distraction of management; (iv) damage to our reputation or our relationship with customers; or (v) in events of noncompliance, which events could lead to regulatory fines or penalties. Any of the foregoing could have a material adverse effect on our business, results of operations and financial condition.

### Environmental Risks

We must comply with comprehensive environmental statutes, regulations and other governmental controls, and we face significant environmental risks.

All phases of our operations are subject to environmental regulation. In Canada and the United States, environmental laws provide for, among other things, restrictions and prohibitions on spills, releases, emissions and discharges of various substances produced in association with, or resulting from, our operations. These laws also require that facility sites and mines be operated, maintained and reclaimed to the satisfaction of applicable regulatory authorities, including long-term obligations. Compliance with such laws, including without limitation, detailed monitoring and reporting requirements, require significant expenditures. An exceedance of a permit limitation or failure to comply with a permit requirement may result in the imposition of fines and penalties, some of which may be material.

Companies engaged in the exploration, development and operation of mineral properties often experience increased

costs and delays as a result of compliance with applicable laws, regulations and permits.

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For example, a decision to mine Phase 8 (the next phase of production) at TC Mine would entail expansion of some facilities, with additional permitted surface disturbance on approximately 200 acres of US Bureau of Land Management ("BLM") administered land, 185 acres of National Forest System land and approximately 110 acres of private land owned by us. As a result, the mining of Phase 8 is subject to environmental analysis and preparation of an environmental impact statement ("EIS") pursuant to the federal National Environmental Policy Act ("NEPA"). The EIS also covers a proposed land exchange in which we would receive approximately 5,000 acres of BLM land in exchange for 900 acres of private lands owned by us. The BLM is the lead agency for preparation of the EIS and other federal and state agencies are cooperating agencies. The EIS was completed in early-2015 and will be the basis for Records of Decision (RODs) issued by both the BLM and the United States Forest Service to approve our proposed Modified Mine Plan of Operations, by the BLM to approve the proposed land exchange (including a related amendment of the Resource Management Plan for the BLM's Challis Resource Area) and by the US Army Corps of Engineers to approve issuance of a permit under section 404 of the Clean Water Act. There is no assurance that the RODs will be issued, or that these documents will be completed or issued on terms and conditions acceptable to us. The agencies' preferred alternatives in the EIS, or consultation pursuant to the Endangered Species Act, may include terms and conditions that impose regulatory or reclamation requirements that will materially increase our costs during operations and closure of TC Mine. Moreover, litigation may be filed challenging the NEPA process for the mine expansion or the land exchange and the result thereof, which could materially increase our costs, or prevent or delay our ability to implement the expansion or the land exchange.

Similarly, at Endako Mine, we filed an application for an amendment to our permit issued under the British Columbia Mines Act in September 2014. This application is pending before the Ministry of Energy and Mines. The Mines Act Permit Amendment (MAPA) may be affected by the outcome of an Aquatic Effects Monitoring Program (AEMP) required by the B.C. Ministry of Environment in a March 2014 amendment to our Effluent Permit issued under the Environmental Management Act. The outcome of the AEMP and MAPA processes may include terms and conditions that impose regulatory or reclamation requirements that will materially increase our costs during operations and closure of Endako Mine. Moreover, litigation may be filed challenging the MAPA process, which could materially increase our costs, or prevent or delay our ability to conduct mining operations at Endako Mine.

Environmental regulation is evolving in a manner that may require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects, and a heightened degree of training and responsibility for companies and their officers, directors and employees. Existing or future environmental regulation could have a material adverse effect on our business, financial condition and results of operations. We own or have owned, manage or have been in care or control of properties that may result in a requirement to environmentally remediate such properties that could involve material costs. In addition, environmental conditions or hazards may exist on the properties in which we hold interests that are unknown to us at present or that have been caused by previous or existing owners or operators of the properties. We may also acquire properties with environmental risks, and the indemnification proceeds we receive from the entity we acquire such properties from, if any, may not be adequate to pay all the fines, penalties and costs (including costs of remediation or removal and related response costs) incurred at or related to such properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including compliance and other orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, operation or administration costs or other remedial actions. Parties engaged in mining operations, including us, may be required to compensate those suffering loss or damage to person or property by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation or enforcement thereof, could have a material adverse impact on us and cause increases in exploration expenses, remedial and reclamation obligations, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment of or delays in development of new mining properties.

Regulation of greenhouse gas emissions effects and climate change issues may adversely affect our operations and markets.

Global climate change continues to attract considerable public, scientific and regulatory attention, and greenhouse gas emission regulation is becoming more commonplace and stringent. As energy, including energy produced from the combustion of carbon-based fuels, is a significant input to our mining and processing operations, we must also comply with emerging climate change regulatory requirements, including programs to reduce greenhouse gas emissions. Our principal energy sources are electricity, purchased petroleum products and natural gas. In addition, our processing facilities and mobile mining equipment emit carbon dioxide.

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On July 1, 2008, the Province of British Columbia introduced a carbon tax on the purchase or use of fossil fuels within the province. The current carbon tax rate is \$30 per tonne of carbon dioxide equivalent emissions. British Columbia has determined to maintain the carbon tax, but not to increase the rate. Endako Mine and Mount Milligan Mine are located in British Columbia, and the carbon tax may have a material impact on our energy and compliance costs. The US federal and state governments may also enact an emission trading or similar program for greenhouse gas emissions, which could significantly increase our energy and regulatory compliance costs. For example, the US federal government has considered legislation to reduce greenhouse gas emissions through a cap-and-trade system of allowances and credits, among other provisions. In addition, the US Environmental Protection Agency has developed final rules requiring certain emitters of greenhouse gases to collect and report data with respect to their greenhouse gas emissions.

We are in the process of evaluating the potential impacts on our operations of these new and potential regulations. Either a carbon tax or a cap-and-trade program will likely result in increased future energy costs. The regulations will also likely increase our compliance costs. For example, we may be required to install new equipment to reduce emissions from our processing facilities in order to comply with new regulatory standards or to mitigate the financial impact of a new climate change program. We also may be subject to additional and extensive monitoring and reporting requirements. It is uncertain at this time how provincial and regional initiatives will interact with any federal climate change regulations.

The potential physical impacts of climate change on our operations are highly uncertain and may be particular to the unique geographic circumstances associated with each of our facilities. These may include changes in weather and rainfall patterns, water shortages, changing storm patterns and intensities and changing temperatures. These physical impacts could require us to curtail or close mining production and could prevent us from pursuing expansion opportunities. These effects may adversely impact the cost, production and financial performance of our operations. We must remove and reduce impurities and toxic substances naturally occurring in copper, gold and molybdenum and comply with applicable law relating thereto, which could result in remedial action and other costs.

Mineral ores and mineral products, including copper, gold and molybdenum ore and products, contain naturally occurring impurities and toxic substances. Although we have implemented procedures that are designed to identify, isolate and safely remove or reduce such impurities and substances, such procedures require strict adherence and no assurance can be given that employees, contractors or others will not be exposed to or be affected by such impurities and toxic substances, which may subject us to liability. Standard operating procedures may not identify, isolate and safely remove or reduce such substances. Even with careful monitoring and effective control, there is still a risk that the presence of impurities or toxic substances in our products may result in such products being rejected by our customers, penalties being imposed due to such impurities or the products being barred from certain markets. Such incidents could require remedial action and could result in curtailment of operations. Legislation requiring manufacturers, importers and downstream users of chemical substances, including metals and minerals, to establish that the substances can be handled and used without negatively affecting health or the environment may impact our operations and markets. These potential compliance costs, litigation expenses, regulatory delays, remediation expenses and operational costs could negatively affect our financial results.

### Other Risks

We own certain assets through joint ventures, and any disagreement or failure of partners to meet obligations could have a material adverse effect on our results of operations and financial condition.

Endako Mine is operated as a joint venture between our subsidiary, TCML, which holds a 75% interest, and Sojitz, which holds the remaining 25% interest. As a result, our interest in Endako Mine is subject to the risks normally associated with the conduct of joint ventures. While we are the operator of Endako Mine, Sojitz has certain consent and veto rights pursuant to the agreement governing the joint venture. Any disagreement between us and Sojitz or Sojitz's failure to meet its obligations to the joint venture could have a material adverse impact on our profitability or the viability of our interests held through joint ventures, which could have a material adverse impact on our future cash flows, earnings, results of operations and financial condition.





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Intense competition could reduce our market share or harm our financial performance.

The mining industry is intensely competitive, and we compete with many companies that have more financial and technical resources than we do. Our competitive position is based on the quality and grade of our mineral reserves, our operating performance, our ability to manage our costs compared to other producers throughout the world, our ability to maintain our financial integrity through the lows of the metal price cycles and our ability to manage our customer relationships. Our costs are governed to a large extent by the location, grade and nature of our mineral reserves; our input costs including energy, labor and equipment; and our operating and management skills. The metals markets are cyclical, and our ability to maintain our competitive position over the long term is based on our ability to manage our costs, acquire and develop quality deposits and hire and retain a skilled workforce. We intend to continue to grow our business through our exploration program and through future acquisitions; however, in the near term our substantial indebtedness will limit our ability to significantly grow our business. Our competitors may have an advantageous market position and have greater financial and other resources and may, therefore, be able to better withstand poor and volatile market conditions, obtain financing on better terms and attract better or more qualified employees, any of which may have an adverse impact on our business, financial condition and results of operations.

We are dependent upon key management personnel and executives.

We are dependent upon a number of key management personnel. Our ability to manage our financial, operating, legal, development and exploration activities, and hence our success, depend in large part on the efforts of these individuals. We face intense competition for qualified personnel, and there can be no assurance that we will be able to attract and retain such personnel. We do not maintain "key person" life insurance. Accordingly, the loss of the services of one or more of such key management personnel could have a material adverse effect on our business.

Our business depends on good relations with our employees.

Production at our operations depends on the efforts of our employees. Endako Mine and Langeloth Facility each have certain unionized employees. The labor agreement currently in place with respect to the unionized employees at our Langeloth Facility is effective through March 11, 2016, and the labor agreement currently in place with respect to the unionized employees at Endako Mine is effective through March 31, 2015, with continuation under existing terms until either party provides notice requiring negotiation of a new collective bargaining agreement. Although our unionized employees have agreed to "no-strike" clauses during the terms of their respective union agreements, there can be no assurance that Endako Mine and Langeloth Facility will not suffer from work stoppages. A strike, lockout or other work stoppage at one or both of these operations could have a material adverse effect on our business, results of operations and financial condition. There can be no assurance that one or both union agreements will be renewed on a timely basis and on terms favorable to us. There is also a possibility that our employees at TC Mine and Mount Milligan Mine could organize and certify a union in the future.

Further, changes in governmental regulations relating to labor relations, or otherwise in our relationship with our employees, including our unionized employees, may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on our business, results of operations and financial condition.

Unfavorable outcomes of legal proceedings may adversely affect our business and financial condition.

We are from time to time involved in or subject to legal proceedings related to our business. Such legal proceedings can be complex, costly, and highly disruptive to business operations by diverting the attention and energies of management and other key personnel. The assessment of the outcome of legal proceedings, including our potential liability, if any, is a highly subjective process that requires judgments about future events that are not within our control. The outcome of litigation, arbitration or other legal proceedings, including amounts ultimately received or paid upon judgment or settlement, may differ materially from management's outlook or estimates, including any amounts accrued in the financial statements. Actual outcomes, including judgments, awards, settlements or orders, could have a material adverse effect on our business, financial condition, operating results, or cash flows.

Our stock price may be volatile and your investment in our common stock could suffer a decline in value. In addition, your investment in our common stock could suffer significant dilution if we convert a significant portion of our outstanding debt to equity in connection with a debt restructuring transaction.

Broad market and industry factors may adversely affect the price of our common stock, regardless of our actual operating performance. Factors that could cause fluctuation in the price of our common stock may include, among other things:

- changes in financial estimates by us or by any securities analysts who might cover our stock;
- speculation about our business in the press or the investment community;
- conditions or trends in our industry, the market or the economy generally;

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• changes in the prices of copper, gold or molybdenum;  
• stock market price and volume fluctuations of other publicly traded companies and, in particular, those that are in the mining industry;  
• the inability to service or restructure our debt;  
• changes in our credit rating or future prospects;  
• announcements by us or our competitors of significant acquisitions, strategic partnerships or divestitures;  
• capital commitments;  
• failure to meet the conditions necessary to remain listed for trading on the Toronto Stock Exchange (“TSX”), OTCQX or other similar markets;  
• additions or departures of key personnel;  
• changes in accounting standards, policies, guidance, interpretations or principles, or the failure to comply with accounting standards applicable to us or to maintain effective internal control over financial reporting; and  
• sales of our common stock, including sales by our directors, officers or significant stockholders.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs to us and divert our management’s attention and resources. In addition, in connection with a restructuring or refinancing, we may seek to convert a significant portion of our outstanding debt to equity, including the exchange of debt for shares of our common stock, which could result in substantial dilution to our current shareholders.

If we cannot meet the TSX continued listing requirements, our common stock may be delisted from the TSX.

On January 14, 2016, the NYSE suspended trading of our common stock on the NYSE due to current stock levels and our common stock was subsequently delisted from the NYSE. On January 15, 2016, our common stock began trading on the OTCQX under the stock symbol "TCPTF." Our common stock continues to be listed on the Toronto Stock Exchange (TSX).

The TSX has rules for continued listing, including minimum market capitalization and other requirements. If we fail to meet the continued listing requirements of the TSX, for example, due to a decrease in our market capitalization, our common stock may be delisted. A delisting of our common stock could negatively impact us and investors may face material adverse consequences, including, but not limited to, a lack of trading market for our common stock, decreased liquidity, reducing the number of investors willing to hold or acquire our common stock, which could negatively impact our ability to raise equity or debt financing to fund our operations, decreased analyst coverage for our common stock, and limited ability to issue additional securities or obtain additional financing in the future. In addition, delisting from the TSX might negatively impact our reputation and, as a consequence, our business.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 3. LEGAL PROCEEDINGS**

We are from time to time involved in or subject to legal proceedings related to our business. While it is not feasible to predict or determine the outcome of such proceedings, it is the opinion of management that the resolution of such proceeding is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

**ITEM 4. MINE SAFETY DISCLOSURES**

Under Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, mine operators are required to include in their periodic reports filed with the SEC certain information concerning mine safety violations and other regulatory matters. The required information is included in Exhibit 95 to this report.

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## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUERS PURCHASES OF EQUITY SECURITIES

## Price Range of Common Stock

Our common stock is listed on the Toronto Stock Exchange ("TSX") under the symbol "TCM" and was listed on the New York Stock Exchange ("NYSE") under the symbol "TC" through January 14, 2016. On January 14, 2016, the NYSE suspended trading of our common stock due to current stock price levels and our common stock was subsequently delisted from the NYSE. On January 15, 2016, our common stock began trading on the OTCQX under the stock symbol "TCPTF."

The following table sets forth information relating to the high and low sales prices of our common stock on the NYSE and TSX for the quarterly periods indicated.

|      |             | Price Range of Common Stock |      |           |      |
|------|-------------|-----------------------------|------|-----------|------|
|      |             | NYSE (\$)                   |      | TSX (C\$) |      |
|      |             | High                        | Low  | High      | Low  |
| 2014 | 1st quarter | 3.11                        | 2.10 | 3.39      | 2.31 |
|      | 2nd quarter | 3.17                        | 2.15 | 3.46      | 2.39 |
|      | 3rd quarter | 3.09                        | 2.20 | 3.38      | 2.45 |
|      | 4th quarter | 2.27                        | 1.37 | 2.55      | 1.57 |
| 2015 | 1st quarter | 1.75                        | 1.13 | 2.05      | 1.41 |
|      | 2nd quarter | 1.49                        | 0.81 | 1.84      | 1.01 |
|      | 3rd quarter | 0.85                        | 0.42 | 1.02      | 0.56 |
|      | 4th quarter | 0.58                        | 0.18 | 0.75      | 0.23 |

On February 22, 2016, there were 222,100,475 shares of our common stock outstanding, which were held by 51 stockholders of record.

## Dividends

We have not declared or paid any dividends on our common stock since the date of our formation. We intend to retain our earnings, if any, to finance the growth and development of our business and have no present intention of paying dividends or making any other distributions in the foreseeable future. In addition, the indentures governing our Senior Notes contain covenants restricting our ability to pay dividends to our shareholders.

## Stock Performance Graph

The following graph compares the cumulative total shareholder return for \$100 invested in our common stock on the TSX on December 31, 2010 against the cumulative total shareholder return of the S&P/TSX Composite Index and the S&P Composite Index—Materials for our five most recently completed years, assuming the reinvestment of all dividends (all amounts assume a foreign exchange rate of US\$1.00 = C\$1.00):

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|                                    | 2010     | 2011    | 2012    | 2013     | 2014     | 2015     |
|------------------------------------|----------|---------|---------|----------|----------|----------|
| Thompson Creek Metals Company Inc. | \$100.00 | \$48.77 | \$28.22 | \$35.20  | \$29.29  | \$1.99   |
| S&P/TSX Composite Index            | \$100.00 | \$91.29 | \$97.85 | \$135.96 | \$150.31 | \$112.06 |
| S&P/TSX Composite Index—Materials  | \$100.00 | \$78.80 | \$74.32 | \$103.04 | \$100.39 | \$40.53  |

**ITEM 6. SELECTED FINANCIAL DATA**

The following selected consolidated financial data is derived from our audited consolidated financial statements included in this report and our other reports filed with the SEC. The consolidated financial statements presented herein have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP"). These historical results are not necessarily indicative of results for any future period. The following table includes non-GAAP financial measures "adjusted net (loss) income," "adjusted net (loss) income per share—basic," and "adjusted net (loss) income per share—diluted." For a definition of these non-GAAP measures and a reconciliation to the most directly comparable financial measure calculated and presented in accordance with US GAAP, please read Non-GAAP Financial Measures in Item 7.

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|   | Years Ended December 31,                           |            |            |            |           |
|---|--|------------|------------|------------|-----------|
|   | 2015   | 2014       | 2013       | 2012       | 2011      |
|   | (US dollars in millions, except per share amounts) |            |            |            |           |
| Statement of Operations Data:                               |  |            |            |            |           |
| Revenues  |  |            |            |            |           |
| Copper sales  | \$151.1  | \$178.4    | \$8.7      | \$—        | \$—       |
| Gold sales  | 209.8  | 172.3      | 5.6        | —          | —         |
| Molybdenum sales  | 103.7  | 441.2      | 400.8      | 386.8      | 651.9     |
| Tolling, calcining and other                                | 29.5   | 14.8       | 19.3       | 14.6       | 17.2      |
| Total revenues  | 494.1  | 806.7      | 434.4      | 401.4      | 669.1     |
| Costs and expenses:   |  |            |            |            |           |
| Cost of sales   |  |            |            |            |           |
| Operating expenses  | 305.6  | 523.8      | 328.2      | 374.5      | 392.8     |
| Depreciation, depletion and amortization                    | 98.6   | 99.9       | 51.9       | 64.0       | 74.7      |
| Total cost of sales   | 404.2  | 623.7      | 380.1      | 438.5      | 467.5     |
| Selling and marketing                                       | 10.7   | 14.1       | 9.3        | 8.0        | 9.7       |
| Accretion expense   | 2.3  | 3.6        | 2.4        | 2.3        | 1.9       |
| Asset impairments   | —  | 104.8      | 194.9      | 530.5      | —         |
| General and administrative                                  | 19.8   | 23.5       | 21.6       | 27.6       | 26.5      |
| Exploration   | 2.5  | 0.9        | 1.4        | 2.2        | 14.2      |
| Costs for idle mining operations                            | 23.6   | —          | —          | —          | —         |
| Total costs and expenses                                    | 463.1  | 770.6      | 609.7      | 1,009.1    | 519.8     |
| Operating income (loss)                                     | 31.0   | 36.1       | (175.3 )   | (607.7 )   | 149.3     |
| Other expense (income)                                      | 253.4  | 182.0      | 103.1      | 49.7       | (154.0 )  |
| Income and mining tax (benefit) expense                     | (87.5 )  | (21.7 )    | (63.4 )    | (111.1 )   | 11.2      |
| Net (loss) income   | \$(134.9 )   | \$(124.2 ) | \$(215.0 ) | \$(546.3 ) | \$292.1   |
| Net (loss) income per share                                 |  |            |            |            |           |
| —basic  | \$(0.62 )  | \$(0.64 )  | \$(1.26 )  | \$(3.24 )  | \$1.75    |
| —diluted  | \$(0.62 )  | \$(0.64 )  | \$(1.26 )  | \$(3.24 )  | \$1.73    |
| Basic weighted-average shares outstanding                   | 218.8  | 193.7      | 171.1      | 168.4      | 167.2     |
| Diluted weighted-average shares outstanding                 | 218.8  | 193.7      | 171.1      | 168.4      | 168.6     |
| Adjusted Non-GAAP Measures: <sup>(1)</sup>                  |  |            |            |            |           |
| Adjusted net (loss) income <sup>(1)</sup>                   | \$(49.8 )  | \$54.6     | \$(5.0 )   | \$(44.8 )  | \$134.3   |
| Adjusted net (loss) income per share—basic <sup>(b)</sup>   | \$(0.23 )  | \$0.28     | \$(0.03 )  | \$(0.27 )  | \$0.80    |
| Adjusted net (loss) income per share—diluted <sup>(d)</sup> | \$(0.23 )  | \$0.25     | \$(0.03 )  | \$(0.27 )  | \$0.80    |
| Other Financial Data:                                       |  |            |            |            |           |
| Cash generated by (used in) operating activities            | \$37.4   | \$184.8    | \$44.8     | \$(28.2 )  | \$202.7   |
| Capital expenditures  | \$61.3   | \$82.1     | \$428.9    | \$771.5    | \$686.6   |
| Balance Sheet Data as of December 31:                       |  |            |            |            |           |
| Cash and cash equivalents                                   | \$176.8  | \$265.6    | \$233.9    | \$526.8    | \$294.5   |
| Total assets  | \$2,376.4  | \$2,834.7  | \$3,208.7  | \$3,410.2  | \$2,947.2 |
| Total debt, including capital lease obligations             | \$884.6  | \$944.7    | \$1,012.8  | \$1,010.5  | \$374.9   |
| Total liabilities   | \$1,801.1  | \$1,947.2  | \$2,102.5  | \$2,008.3  | \$1,264.7 |
| Shareholders' equity  | \$575.3  | \$887.5    | \$1,106.2  | \$1,401.9  | \$1,729.5 |

<sup>(1)</sup> See Non-GAAP Financial Measures in Item 7 for the definition and reconciliation of these non-GAAP measures.



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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") provides information that management believes is relevant to an assessment and understanding of the consolidated financial condition and results of operations of Thompson Creek Metals Company Inc. and its consolidated subsidiaries (collectively, "TCM," "we," "us" or "our") for the three months ended December 31, 2015 and 2014 and the three years ended December 31, 2015, and should be read in conjunction with the Consolidated Financial Statements and accompanying notes thereto in Item 8 and Risk Factors in Item 1A. This MD&A contains "forward-looking statements". See "Statement Regarding Forward-Looking Information," above.

The results of operations reported and summarized below are not necessarily indicative of future operating results. Throughout this MD&A, all references to earnings or losses per share are on a diluted basis, unless otherwise noted. The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("US GAAP"). All dollar amounts are expressed in United States dollars ("\$\$") in millions unless otherwise indicated. References to C\$ refers to Canadian dollars.

Highlights for 2015

Total cash and cash equivalents at December 31, 2015 were \$176.8 million compared to \$265.6 million at December 31, 2014. Total debt, including capital lease obligations, at December 31, 2015 was \$884.6 million, compared to \$944.7 million at December 31, 2014.

Cash generated by operating activities was \$37.4 million in 2015 compared to \$184.8 million in 2014.

Consolidated revenues for 2015 were \$494.1 million compared to \$806.7 million in 2014. Copper and gold sales contributed \$360.9 million in revenue in 2015 compared to \$350.7 million in 2014. Molybdenum sales for 2015 were \$103.7 million compared to \$441.2 million in 2014. The decrease in revenues was due primarily to our molybdenum mines being on care and maintenance, partially offset by slightly higher gold revenue.

Payable production at Mount Milligan Mine for 2015 was 71.4 million pounds of copper and 218,081 ounces of gold, compared to 2014 payable production of 64.6 million pounds of copper and 177,606 ounces of gold.

Non-GAAP unit cash cost per pound of copper produced for 2015 was, on a by-product basis, \$0.55 per pound, and, on a co-product basis, \$1.55 per pound of copper and \$478 per ounce of gold. Non-GAAP unit cash costs in 2014 were, on a by-product basis, \$1.15 per pound, and on a co-product basis, \$1.97 per pound of copper and \$525 per ounce of gold. See "Non-GAAP Financial Measures" for the definition and reconciliation of non-GAAP cash costs.

Sales volumes and average realized sales prices for copper and gold for 2015 were 76.5 million pounds of copper at an average realized price of \$2.28 per pound and 221,902 ounces of gold at an average realized price of \$950 per ounce, as compared to 64.7 million pounds of copper at an average realized price of \$3.02 per pound and 172,741 ounces of gold at an average realized price of \$1,002 per ounce for 2014. Molybdenum sales volumes in 2015 were 12.1 million pounds at an average realized price of \$8.55 per pound compared to 36.6 million pounds at an average realized price of \$12.06 per pound for 2014.

Consolidated operating income for 2015 was \$31.0 million compared to a consolidated operating income of \$36.1 million for 2014. Consolidated operating income for 2015 was impacted by \$23.6 million in costs of idle operations related to our molybdenum business and non-cash lower-of-cost-or-market product inventory write downs of \$15.8 million. Consolidated operating income for 2014 was impacted by non-cash asset impairments of \$104.8 million and non-cash lower-of-cost-or-market product inventory write downs of \$25.5 million. Year over year consolidated operating income was lower due to our molybdenum mines being on care and maintenance.



Net loss for 2015 was \$134.9 million, or \$0.62 per share compared to a net loss of \$124.2 million, or \$0.64 per share for 2014. The net loss for 2015 and 2014 included non-cash foreign exchange losses of \$168.4 million and \$99.8 million, respectively, primarily on intercompany notes.

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Non-GAAP adjusted net loss for 2015 was \$49.8 million, or \$0.23 per diluted share compared to a non-GAAP adjusted net income for 2014 of \$54.6 million, or \$0.25 per diluted share. Non-GAAP adjusted net (loss) income excludes the non-cash impact of asset impairment losses and foreign exchange losses, net of the related tax impacts and a non-cash release of tax valuation allowances. See “Non-GAAP Financial Measures” for the definition and reconciliation of non-GAAP adjusted net income (loss).

Senior Notes repurchased during 2015 resulted in the principal retirement of \$41.4 million of 2017, 2018 and 2019 Notes, reducing future interest payments by approximately \$11.6 million. Total cash used during 2015 for this program was \$44.8 million. During 2014 our Senior Notes (as defined below under the subheading “Liquidity”) repurchases resulted in the principal retirement of \$25.7 million of 2018 and 2019 Notes, reducing future interest payments by approximately \$9.9 million. Total cash used during 2014 for this program was \$23.4 million.

Cash capital expenditures in 2015 were \$61.3 million, comprised of \$54.9 million for Mount Milligan Mine and \$6.4 million of other capital costs primarily related to TC Mine and the Langeloth Facility compared to \$82.1 million in 2014.

See "Financial Review" and "Liquidity and Capital Resources" in this MD&A for additional information related to highlights.

### Overview

We are a North American mining company. In 2015, we shifted the core focus of our business to copper and gold while at the same time developing a strategy to maintain the optionality of our molybdenum business. This shift in core focus was primarily the result of expected ongoing weakness in the molybdenum market due to an overall weak global economy for molybdenum products.

We have three reportable segments, based on products and geography: Copper-Gold, US Molybdenum and Canadian Molybdenum. The Copper-Gold segment represents the Mount Milligan Mine and includes the sale of copper-gold products, net of refining costs, and all expenditures, including all mining, milling, mine site general and administration, transportation and warehousing. The US Molybdenum segment includes all molybdenum sales from TC Mine and from the sale of third party molybdenum purchases as well as tolling and calcining revenue from Langeloth, all roasting and on-site administrative expenditures from Langeloth and all expenditures from TC Mine, which was placed on care and maintenance in December 2014, including all mine site general and administration costs, stripping costs for the first nine months of 2015, molybdenum beneficiation test-work costs and costs for idle mining operations. The Canadian Molybdenum segment includes all molybdenum sales from the 75% owned Endako Mine, which was placed on care and maintenance effective July 1, 2015, and our 75% share of expenditures from Endako Mine, including all mine site general and administration costs, severance costs, transportation costs, and costs for idle mining operations. Our 75% share of the care and maintenance and temporary suspension costs at Endako Mine along with the care and maintenance costs at TC Mine are reflected in costs for idle mining operations in the Condensed Consolidated Statements of Operations and Comprehensive Loss for the year ended December 31, 2015.

### Copper-Gold

During 2015 we completed 15 shipments of copper and gold concentrate and recorded 15 sales, compared to 12 shipments of copper and gold concentrate and 12 sales in 2014. Our 2015 and 2014 shipments had an average weight of approximately 10,000 dry tonnes.

For the fourth quarter of 2015 compared to the fourth quarter of 2014, payable copper production increased 8.0% primarily due to improved throughput and non-GAAP copper cash costs on a by-product basis decreased 31.9% primarily due to a 23.7% increase in gold sales together with a favorable Canadian exchange rate. These favorable changes were partially offset by higher costs for temporary secondary crushing and mill maintenance. For the fourth quarter of 2015, on a co-product basis, non-GAAP copper cash costs decreased by 26.1%, compared to the fourth quarter of 2014, primarily due to the favorable Canadian exchange rate.

Payable copper production increased 10.6% and non-GAAP copper cash costs on a by-product basis decreased 52.2% for fiscal year 2015 from 2014. Year over year, the increase in payable production was due to improved throughput, while the decrease in non-GAAP copper cash costs was primarily due to a 21.8% increase in gold sales in 2015. On a co-product basis, non-GAAP copper cash costs for 2015 decreased 21.3% from 2014, primarily due to higher payable copper production and a favorable Canadian exchange rate in 2015 compared to 2014. See “Non-GAAP Financial Measures” for the definition and reconciliation of non-GAAP cash costs.

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Payable gold production for the fourth quarter of 2015 increased 42.2% compared to the fourth quarter of 2014, with an 8.5% decrease in non-GAAP cash costs on a co-product basis, quarter over quarter. Quarter over quarter, the increase in payable production was primarily due to improved grade and recoveries and the decrease in non-GAAP unit cash costs was primarily due to an increase in gold production.

Payable gold production for 2015 increased 22.8% from 2014 primarily due to improved throughput and recoveries, with a 9.0% decrease in non-GAAP cash costs on a co-product basis period over period. Year over year, the decrease in unit cash costs on a co-product basis was primarily due to an increase in gold production in 2015. Cash costs during 2015 were impacted by the favorable Canadian exchange rate, as noted above. See “Non-GAAP Financial Measures” for the definition and reconciliation of non-GAAP cash costs.

During the fourth quarter of 2015, the average daily mill throughput was 48,176 tpd, as compared to 43,781 tpd for the fourth quarter of 2014. During 2015, the average daily mill throughput was 44,214 tpd, as compared to 39,151 tpd for 2014. During the fourth quarter of 2015, recoveries averaged 79.3% for copper and 67.3% for gold, compared to 79.0% for copper and 60.8% for gold during the fourth quarter of 2014. During 2015 recoveries averaged 80.2% for copper and 68.6% for gold compared to 80.4% for copper and 63.1% for gold in 2014.

During the fourth quarter of 2015, mill availability was unfavorably impacted by the installation of a second SAG discharge screen deck to address overloading and recirculation issues. In addition to the scheduled shutdown to install the second SAG discharge screen deck, mill availability for the quarter was also unfavorably impacted by unscheduled shutdowns to reline mills and perform cleaning and maintenance on the SAG mill motors.

At year-end 2015, we achieved our goal of completing the ramp up process at the Mount Milligan Mine, with average daily mill throughput above 60,000 tonnes. During December, average daily mill throughput at the Mount Milligan Mine was 51,677 tonnes, with a daily average of 45,097 tonnes during the first half of the month and 57,847 tonnes during the second half of the month. Additionally, average daily mill throughput for the last week of December was 61,212 tonnes, with the highest day in December of 64,478 tonnes.

As a result of successfully addressing mechanical issues together with the continued addition of crushed material utilizing a temporary secondary crushing circuit, during the second half of December 2015 and during January 2016 we began to realize significant throughput improvements. During January we achieved 17 days of daily mill throughput above 60,000 tonnes of which 12 days were over 62,000 tonnes. We achieved a record daily mill throughput of 65,599 tonnes on January 9, 2016. We expect mill throughput to fluctuate from time to time due to maintenance shutdowns and other operational matters, and results for any period are not necessarily indicative of future results. With the increase in throughput after the recent step change improvements in the SAG mill discussed above, we have experienced a decline in January recoveries primarily due to below average performance in the ball mill, regrind and flotation circuits. The variables affecting performance in these circuits are being evaluated and action plans being developed to improve metal recovery. It is expected that staged improvements will be achieved over the next few months. As a result, first quarter 2016 recoveries are expected to be approximately 4%-6% lower than those in the fourth quarter of 2015.

We believe that a permanent secondary crushing circuit will increase the value of Mount Milligan Mine by providing more reliable throughput levels for the long-term at lower cost than what we can achieve with the temporary secondary crushing circuit. We have made the decision to move forward with the construction of the permanent secondary crushing circuit which we expect will enable us to consistently achieve average daily throughput of approximately 62,500 tpd. The permanent secondary crushing circuit is expected to be completed in the fourth quarter of 2016. The estimated total capital cost for the permanent secondary crushing circuit is expected to be in the range of \$60 - \$65 million. Of this total estimate, we incurred approximately \$15.0 million in 2015 for engineering and

concrete work and long lead items. Of the amount incurred in 2015, approximately \$6.2 million was accrued as of December 31, 2015. In the fourth quarter of 2015, we made the decision to order the long-lead items for the permanent crusher and take additional steps in preparation for construction, and in the first quarter of 2016 we made the decision to commence construction. In 2016 we expect to spend \$27 million for the long-lead items and other pre-construction items and an additional \$20 million for the construction, plus or minus 10%. As discussed above, with construction commencing in February 2016, we believe we will be able to complete construction and commissioning by the end of 2016. Once installed and commissioned, we expect that the permanent secondary crusher will allow us to increase daily mill throughput to approximately 62,500 tonnes.

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The government of British Columbia has announced a five-year power rate deferral program involving British Columbia's crown corporation, BC Hydro. Final details of the program have not yet been publicly announced, but it is anticipated that mines operating in British Columbia may elect to participate in the program and enter into an agreement with BC Hydro under which a portion of such mine's power bill may be deferred for a certain period of time, with deferred amounts accruing interest at a rate to be negotiated between the mining company and BC Hydro. We are monitoring this proposed program and assessing the potential participation of Mount Milligan Mine. See "Selected Consolidated Financial and Operational Information" and "Segment Discussion" in this MD&A for additional information for our copper-gold operations during 2015 and 2014.

**Molybdenum**

In 2015 we transformed our business strategy for molybdenum to maximize the location and efficiency of our Langeloth Facility near Pittsburgh, Pennsylvania. We provide tolling services for customers by converting molybdenum concentrates to molybdenum oxide powder and briquettes and ferromolybdenum products. Additionally, we also purchase molybdenum concentrates to convert to upgraded products which are then sold in the metallurgical and chemical markets. Going forward, we expect Langeloth to generate sufficient cash flow to substantially cover the annual costs of care and maintenance at our two molybdenum mines enabling us to hold our molybdenum business on a cash neutral basis allowing us to retain the optionality to re-start our mines if a more favorable market presents itself.

During 2015, we shut down our sulfuric acid plant and molybdenum roasters to complete scheduled maintenance at Langeloth, which included replacement of the sulfur burner and general maintenance. Production at the molybdenum roasters resumed at the beginning of the fourth quarter of 2015. This planned maintenance will allow us to be successfully positioned to accomplish our goal of being one of the leading molybdenum conversion plants in the world. During 2015, we had cash capital expenditures of \$5.6 million at our Langeloth facility related to this project.

During the quarter and year ended December 31, 2015, the molybdenum business generated net cash flows (net of capital expenditures) of approximately \$1 million and \$21 million, respectively, principally as a result of selling inventory mined in 2014 and realizing net trade receivables generated during prior year. During the quarter and year ended December 31, 2015, we sold 2.7 million and 12.1 million pounds of molybdenum, respectively at an average realized price of \$6.39 and \$8.55 per pound, respectively.

As previously disclosed, in December 2014, TC Mine was placed on care and maintenance after completing the processing of stockpiled ore from Phase 7. During the first seven months of 2015, we conducted limited stripping of waste at the mine for the next phase of mining; however, due to the continued weakness in the molybdenum market, we stopped the stripping project in early August 2015. For the year ended December 31, 2015, TC Mine incurred approximately \$7.7 million in care and maintenance costs and \$3.2 million in stripping costs. As of January 2016, we are operating a commercial molybdenum beneficiation circuit at our TC Mine to treat molybdenum concentrates to supplement the concentrate feed we source directly for our Langeloth facility. This follows a series of test runs conducted in 2015 with a variety of different concentrates, as a result of which, we concluded that we could profitably process high copper molybdenum concentrate through a beneficiation process at TC Mine, which is then transported to Langeloth for processing. In connection with the beneficiation test-work, for the year ended December 31, 2015, we incurred \$3.7 million in costs, which are included in operating expenses in our Consolidated Statement of Operations and Comprehensive Loss.

Effective July 1, 2015, Endako Mine was placed on care and maintenance due to continued weakness in the molybdenum price. During 2015, we incurred approximately \$15.9 million of temporary suspension and care and maintenance costs at Endako Mine, inclusive of one-time severance costs of \$6.7 million, which represented our 75% share of such costs. We estimate that our share of care and maintenance costs in 2016 will be approximately \$2 - \$3 million, using an exchange rate of US\$1.00 = C\$1.35.

See “Selected Consolidated Financial and Operational Information” and “Operating Segment Discussion” in this MD&A for additional information for our molybdenum operations during 2015 and 2014.

#### Commodity Prices

Our financial results can vary significantly as a result of fluctuations in the market prices of copper, gold and molybdenum and fluctuations in our production. World market prices for our products have fluctuated historically and are affected by numerous factors beyond our control. Any significant fluctuation in demand or prices may have a material effect on our operating results, cash flows and financial condition.

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The average published price for our products has fluctuated as follows for the periods shown:

|                     | Copper <sup>(1)</sup> | Gold <sup>(2)</sup> | Molybdenum<br>oxide <sup>(3)</sup> |
|---------------------|-----------------------|---------------------|------------------------------------|
| January 2016        | \$2.02                | \$1,097             | \$5.35                             |
| Fourth quarter 2015 | \$2.22                | \$1,105             | \$4.82                             |
| Third quarter 2015  | \$2.39                | \$1,125             | \$5.82                             |
| Second quarter 2015 | \$2.74                | \$1,192             | \$7.48                             |
| First quarter 2015  | \$2.64                | \$1,219             | \$8.22                             |
| Fourth quarter 2014 | \$3.00                | \$1,201             | \$9.30                             |
| Third quarter 2014  | \$3.17                | \$1,283             | \$12.70                            |
| Second quarter 2014 | \$3.08                | \$1,301             | \$13.61                            |
| First quarter 2014  | \$3.19                | \$1,271             | \$9.98                             |

<sup>(1)</sup> Average Metals Bulletin Daily published price for London Metal Exchange (LME) settlement per pound.

<sup>(2)</sup> Average Metals Bulletin Daily published price for daily average London price per troy ounce.