

Thompson Creek Metals Co Inc.  
Form DEFM14A  
September 12, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**THOMPSON CREEK METALS COMPANY INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
Common Shares, no par value, of Thompson Creek Metals Company Inc.

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- (2) Aggregate number of securities to which transaction applies:  
As of July 8, 2016, 228,545,893 Common Shares (giving effect to all outstanding Common Shares and all Common Shares issuable upon the exercise of outstanding stock options and the settlement of all outstanding restricted share unit and performance share unit awards).
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
The filing fee was calculated based on the value of the transaction, which was computed by adding the sum of (i) 222,782,042 outstanding Common Shares, (ii) 1,142,005 Common Shares subject to issuance pursuant to outstanding stock options, (iii) 1,437,095 Common Shares subject to issuance upon settlement of outstanding restricted share unit awards and (iv) 3,184,751 Common Shares subject to issuance upon settlement of outstanding performance share unit awards, with such sum multiplied by \$0.55 per Common Share, the last sale report on the OTCQX on July 8, 2016. In accordance with Section 14(a) of the Securities Exchange Act of 1934, as amended, the filing fee was determined at the rate of \$100.7 per million.
- (4) Proposed maximum aggregate value of transaction:  
\$125,700,241.15
- (5) Total fee paid:  
\$12,658.02

ý Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:
-

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**ARRANGEMENT PROPOSAL YOUR VOTE IS VERY IMPORTANT**

September 12, 2016

Dear Shareholders of Thompson Creek Metals Company Inc.:

On July 5, 2016, Thompson Creek Metals Company Inc. ("Thompson Creek") and Centerra Gold Inc. ("Centerra") entered into an arrangement agreement that provides for Thompson Creek to become a wholly-owned subsidiary of Centerra (the "Arrangement Agreement"). At the Special Meeting (as defined below), you will be asked to approve a special resolution (the "Arrangement Resolution") adopting a statutory plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia), as amended (the "BCBCA") involving the acquisition by Centerra of all of the outstanding common shares of Thompson Creek (the "Arrangement"). In connection with the completion of the Arrangement, Centerra has agreed to contribute to Thompson Creek the amount of cash necessary to redeem, or otherwise satisfy and discharge, all of Thompson Creek's outstanding secured and unsecured notes in accordance with the terms of their indentures. A special committee of independent directors (the "Special Committee") and Thompson Creek's board of directors (the "Thompson Creek Board") have each determined that the Arrangement is fair to Thompson Creek shareholders, and in the best interests of Thompson Creek, and the Thompson Creek Board has recommended that shareholders vote in favor of the Arrangement Resolution adopting the plan of arrangement and approving the Arrangement Agreement and the transactions contemplated thereby.

If the Arrangement becomes effective, each outstanding Thompson Creek common share, other than shares held by a shareholder duly and validly exercising dissent rights, will be transferred to Centerra in exchange for 0.0988 of a Centerra common share. Immediately following completion of the Arrangement, it is expected that Thompson Creek shareholders will own approximately 8% of the outstanding Centerra common shares. The common shares of Thompson Creek are traded on the Toronto Stock Exchange under the symbol "TCM" and on the OTCQX market under the symbol "TCPTF." The common shares of Centerra are traded on the Toronto Stock Exchange under the symbol "CG." Shareholders are encouraged to review current market prices.

Thompson Creek is holding a special meeting of the shareholders on October 18, 2016 at 10:00 a.m., local time, at our corporate headquarters located at 26 West Dry Creek Circle, Second Floor, Littleton, Colorado 80120 (the "Special Meeting"), to obtain your vote to: (1) approve the Arrangement Resolution adopting the Arrangement, the Arrangement Agreement and the transactions contemplated thereby; and (2) approve, solely on an advisory (non-binding) basis, the compensation payments made by Thompson Creek to its named executive officers in connection with the Arrangement. Your vote is very important. For the Arrangement to become effective, the Arrangement Resolution must be approved by at least two-thirds of the votes cast on the Arrangement Resolution by the holders of Thompson Creek common shares present in person or by proxy at the Special Meeting. The Arrangement also requires the approval of the Supreme Court of British Columbia.

Highlights of the Arrangement include:

The exchange ratio implies a 32% premium to Thompson Creek common shares based on the closing price of Thompson Creek common shares on the Toronto Stock Exchange on July 4, 2016;

Provides a comprehensive solution for Thompson Creek's capital structure and delivers a premium exchange ratio to Thompson Creek shareholders while maintaining meaningful equity participation in a combined company with a strong balance sheet;

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Centerra is paying off approximately \$889 million of Thompson Creek's debt (which amount includes applicable call premiums and estimated accrued interest) that would have otherwise negatively impacted the future of Thompson Creek and its shareholders; and

The combined company is expected to provide Thompson Creek shareholders with exposure to a large, long-life reserve base through Mount Milligan Mine, Centerra's world-class Kumtor Mine, Centerra's pipeline of exploration and development properties and Centerra's peer-leading dividend policy.

**The Thompson Creek Board recommends that Thompson Creek shareholders vote "FOR" the Arrangement Resolution and "FOR" the advisory resolution to approve the compensation payments made by Thompson Creek to its named executive officers in connection with the Arrangement.**

On behalf of the Thompson Creek Board, I invite you to attend the Special Meeting. Your vote is very important. Whether or not you plan to attend the Special Meeting, we hope you will vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the Arrangement and the Special Meeting" beginning on page 1 of the proxy statement and management information circular.

This document is a proxy statement and management information circular of Thompson Creek for use in soliciting proxies for the Special Meeting. This document answers questions about the Arrangement and the Special Meeting and includes a summary description of the Arrangement. **We urge you to review this entire document carefully. In particular, you should also consider the matters discussed under "Risk Factors" beginning on page 23 of the proxy statement and management information circular.**

We are very excited about the opportunities offered by the Arrangement, and we thank you for your consideration and ongoing support.

By Order of the Board of Directors,

JACQUES PERRON  
*President and Chief Executive Officer*

The accompanying proxy statement and management information circular is dated September 12, 2016 and is first being mailed to the shareholders of Thompson Creek on or about September 19, 2016.

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**ADDITIONAL INFORMATION**

Thompson Creek files annual, quarterly and other reports, proxy statements and other information with the U.S. Securities and Exchange Commission ("SEC") and with Canadian provincial securities regulatory authorities. This proxy statement and management information circular (together referred to herein as the "proxy statement") incorporates by reference important business and financial information about Thompson Creek from documents that are not included in or delivered with this proxy statement. For a listing of the documents incorporated by reference into this proxy statement, see "Where You Can Find Additional Information" below. You can obtain copies of the documents incorporated by reference into this proxy statement, without charge, from the SEC's website at [www.sec.gov](http://www.sec.gov), or the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR"), the Canadian equivalent of the SEC's EDGAR system, at [www.sedar.com](http://www.sedar.com).

Centerra files reports, statements and other information with Canadian provincial and territorial securities regulatory authorities. Centerra's filings are electronically available to the public under Centerra's profile on SEDAR, at [www.sedar.com](http://www.sedar.com). For the purposes of Canadian securities laws, this proxy statement incorporates by reference certain documents of Centerra filed on SEDAR. For a listing of such documents, see "Where You Can Find Additional Information" below. Such documents are not incorporated by reference in this proxy statement for U.S. purposes; however, the filings Centerra makes on SEDAR are available free of charge to any person at [www.sedar.com](http://www.sedar.com).

You can also request copies of documents incorporated by reference into this proxy statement (excluding all exhibits, unless an exhibit has specifically been incorporated by reference into this proxy statement) or otherwise listed under "Where You Can Find Additional Information," without charge, by requesting them in writing or by telephone from the appropriate company at the following address and telephone number:

**Thompson Creek Metals Company Inc.**

26 Dry Creek Circle, Suite 810  
Littleton, Colorado 80120  
Attention: Investor Relations  
Telephone: (303) 762-3526

**Centerra Gold Inc.**

1 University Avenue, Suite 1500  
Toronto, Ontario M5J 2P1  
Attention: Investor Relations  
Telephone: (416) 204-1953

In addition, if you have questions about the Arrangement Agreement, the Arrangement and related transactions, or the Special Meeting, or if you need to obtain copies of this proxy statement, proxy cards or any documents incorporated by reference in this proxy statement (excluding all exhibits, unless an exhibit has specifically been incorporated by reference into this proxy statement) or otherwise listed under "Where You Can Find Additional Information," you may contact Thompson Creek's proxy solicitor, at the address and contact information listed below. You will not be charged for any of the documents you request.

**The Exchange Tower  
130 King Street West, Suite 2950, P.O. Box 361  
Toronto, Ontario  
M5X 1E2  
[www.kingsdaleshareholder.com](http://www.kingsdaleshareholder.com)**

**North American Toll Free: 1-866-581-1479  
Email: [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)  
Outside North America Call Collect: 1-416-867-2272  
Toll Free Facsimile: 1-866-545-5580  
Facsimile: 416-867-2271**

**If you would like to request documents, please do so by October 11, 2016 (which is five business days before the date of the Special Meeting) in order to receive them before the Special Meeting.**

Centerra has supplied all information contained in this proxy statement relating to Centerra, and Thompson Creek has supplied all information contained in this proxy statement relating to Thompson Creek.

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

To the Shareholders of Thompson Creek Metals Company Inc.:

Notice is hereby given that, pursuant to an order (the "Interim Order") of the Supreme Court of British Columbia (the "Court") a special meeting of the shareholders (the "Special Meeting") of Thompson Creek Metals Company Inc. ("Thompson Creek") will be held on October 18, 2016 at our corporate headquarters located at 26 West Dry Creek Circle, Second Floor, Littleton, Colorado 80120, at 10:00 a.m., local time, for the following purposes:

(1) *Arrangement Resolution.* To consider, pursuant to the Interim Order, and if deemed advisable, to pass, with or without variation, a special resolution (the "Arrangement Resolution"), the full text of which is set forth in *Annex B* to the accompanying proxy statement and management information circular, approving an arrangement (the "Arrangement") pursuant to Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "BCBCA"), all as more particularly described in the accompanying proxy statement and management information circular;

(2) *Named Executive Officer Arrangement-Related Compensation Proposal.* To consider, solely on an advisory (non-binding) basis, the agreements or understandings between Thompson Creek's named executive officers and Thompson Creek and the related compensation that will or may be paid to its named executive officers in connection with the Arrangement, as disclosed pursuant to Item 402(t) of Regulation S-K in the "Golden Parachute Compensation" table and the related narrative disclosures in the section of the accompanying proxy statement and management information circular entitled "Interests of Directors and Executive Officers in the Arrangement Quantification of Potential Payments to the Named Executive Officers in Connection with the Arrangement"; and

(3) *Other Business.* To transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

Specific details about the matters to be put before the Special Meeting are set forth in the accompanying proxy statement and management information circular.

Only shareholders of record as of the close of business on September 12, 2016 are entitled to notice of and to vote at the Special Meeting or at any adjournment or postponement thereof.

Thompson Creek shareholders may attend the Special Meeting in person or by proxy. Thompson Creek shareholders who are unable to attend the Special Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Special Meeting or any adjournment or postponement thereof. To be effective, the form of proxy must be received by TSX Trust Company (according to the instructions on the proxy card), not later than 10:00 a.m., Mountain time, on October 14, 2016, or not later than 48 hours (other than Saturday, Sunday or holidays) prior to the time set for any adjournment or postponement of the Special Meeting. The deadline for the deposit of proxies may be waived or extended by the Chair of the Special Meeting at his or her sole discretion without notice.

Thompson Creek shareholders who are planning to return the form of proxy are encouraged to review the accompanying proxy statement and management information circular carefully before submitting the accompanying proxy card.

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Approval of the Arrangement Resolution authorizing and adopting the Arrangement, the plan of arrangement, the Arrangement Agreement and the transactions contemplated thereby by the Thompson Creek shareholders is a condition to the completion of the Arrangement and requires the affirmative approval of two-thirds of the votes cast by the holders of Thompson Creek's common shares present in person or by proxy at the Special Meeting. Therefore, your vote is very important.

Pursuant to the Interim Order, registered Thompson Creek shareholders have been granted the right to dissent in respect of the Arrangement Resolution. If the Arrangement becomes effective, a registered Thompson Creek shareholder who dissents in respect of the Arrangement Resolution is entitled to be paid the fair value of such dissenting Thompson Creek shareholder's common shares in accordance with the provisions of Section 238 of the BCBCA as modified by the plan of arrangement and the Interim Order, provided that such shareholder has delivered a written notice of dissent to the Arrangement Resolution to Thompson Creek, c/o Cassels Brock & Blackwell LLP, Suite 2100, Scotia Plaza, 40 King Street West, Toronto, Ontario, Canada M5H 3C2, Attention: Paul M. Stein, no later than 5:00 p.m., Eastern time, on October 14, 2016 (or, if the Special Meeting is adjourned or postponed, 5:00 p.m., Eastern time, on the day that is two business days before the time of the postponed or adjourned Special Meeting) and has otherwise complied strictly with the dissent procedures described in the accompanying proxy statement, including the relevant provisions of Division 2 of Part 8 of the BCBCA, as modified by the plan of arrangement and the Interim Order. Beneficial owners of Thompson Creek common shares that are registered in the name of a broker, bank, custodian, nominee or other intermediary who wish to dissent should be aware that only registered owners of Thompson Creek common shares are entitled to dissent. A dissenting holder of Thompson Creek common shares may only dissent with respect to all Thompson Creek common shares held on behalf of any one beneficial owner and registered in the name of such dissenting Thompson Creek shareholder. Accordingly, a non-registered holder of Thompson Creek common shares who desires to exercise the right of dissent must make arrangements for the Thompson Creek common shares beneficially owned by such holder to be registered in the holder's name prior to the time the written notice of dissent to the Arrangement Resolution is required to be received by Thompson Creek or, alternatively, make arrangements for the registered holder of such Thompson Creek common shares to dissent on the holder's behalf. It is recommended that you seek independent legal advice if you wish to exercise your right of dissent.

**Failure to strictly comply with the relevant provisions of Division 2 of Part 8 of the BCBCA as modified by the plan of arrangement and the Interim Order may result in the loss of any right to dissent.**

By Order of the Board of Directors,

JACQUES PERRON  
*President and Chief Executive Officer*

September 12, 2016

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**YOUR VOTE IS IMPORTANT.**

**PLEASE VOTE ON THE ENCLOSED PROXY CARD NOW EVEN IF YOU PLAN TO ATTEND THE SPECIAL MEETING. YOU CAN VOTE BY SIGNING, DATING AND RETURNING YOUR PROXY CARD BY MAIL IN THE ENCLOSED RETURN ENVELOPE, WHICH REQUIRES NO ADDITIONAL POSTAGE IF MAILED IN THE UNITED STATES OR CANADA, OR BY FACSIMILE OR INTERNET BY FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD. IF YOU DO ATTEND THE SPECIAL MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON IF YOU ARE A REGISTERED SHAREHOLDER OR HAVE A LEGAL PROXY FROM A REGISTERED SHAREHOLDER.**

If you are the beneficial owner of Thompson Creek common shares held by a broker, bank, custodian, nominee or other intermediary and you wish to vote in person at the Special Meeting, you must bring to the Special Meeting a proxy from the broker, bank, custodian, nominee or other intermediary that holds your Thompson Creek common shares authorizing you to vote in person at the Special Meeting. Please also bring to the Special Meeting your account statement evidencing your beneficial ownership of Thompson Creek's common shares as of the record date. All shareholders should also bring photo identification.

The accompanying proxy statement and management information circular provides a detailed description of the plan of arrangement, the Arrangement Agreement, the Arrangement and related agreements and transactions. We urge you to read the accompanying proxy statement and management information circular, including any documents incorporated by reference into the accompanying proxy statement and management information circular and its annexes carefully and in their entirety. If you have any questions concerning the Arrangement Resolution, the other proposals or the accompanying proxy statement and management information circular, would like additional copies of the accompanying proxy statement and management information circular or need help voting your shares, please contact Thompson Creek's proxy solicitor at the contact information listed below:

**The Exchange Tower  
130 King Street West, Suite 2950, P.O. Box 361  
Toronto, Ontario  
M5X 1E2  
[www.kingsdaleshareholder.com](http://www.kingsdaleshareholder.com)**

**North American Toll Free: 1-866-581-1479  
Email: [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)  
Outside North America Call Collect: 1-416-867-2272  
Toll Free Facsimile: 1-866-545-5580  
Facsimile: 416-867-2271**

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This proxy statement contains references to United States dollars and Canadian dollars. All dollar amounts referenced, unless otherwise indicated, are expressed in United States dollars and Canadian dollars are referred to as "Canadian dollars" or "C\$". The following table reflects the high, low and average rates of exchange in Canadian dollars for one United States dollar for the periods noted, based on the Bank of Canada noon spot rate of exchange.

	Fiscal Year Ended		Six Months Ended	
	December 31, 2015	December 31, 2014	June 30, 2016	June 30, 2015
High	0.8527	0.9422	0.7972	0.8527
Low	0.7148	0.8589	0.6854	0.7811
Average	0.7820	0.9054	0.7518	0.8095

On September 9, 2016, the noon buying rate as reported by the Bank of Canada was \$1.00 = C\$1.3033 or C\$1.00 = \$0.7673.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this proxy statement (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 (the "Exchange Act"), and "forward-looking information" within applicable Canadian securities legislation (collectively, "forward-looking statements"), and are intended to be covered by the safe harbors provided by these regulations. All statements other than statements of historical fact set forth herein 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. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in, or implied by, such statements. These risks and uncertainties include, but are not limited to:

the ability to obtain Thompson Creek shareholder and Court approval of the Arrangement;

the ability to complete the Arrangement on the anticipated terms and timetable;

Centerra's and Thompson Creek's ability to integrate successfully after the Arrangement and achieve anticipated benefits from the Arrangement;

the possibility that various closing conditions for the Arrangement may not be satisfied or waived;

risks relating to any unforeseen liabilities, costs or expenses of Centerra or Thompson Creek;

the other risks described in Item 1A. "Risk Factors" in Thompson Creek's Annual Report on Form 10-K for the year ended December 31, 2015 and Item 1A. "Risk Factors" in Thompson Creek's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, which are incorporated by reference in this proxy statement in the section entitled "Risk Factors" below and in the section entitled "Risk Factors Risks Related to Centerra."

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. You should not place undue reliance on these forward-looking statements. Neither Thompson Creek nor Centerra undertakes any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities laws.

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**SCIENTIFIC AND TECHNICAL INFORMATION**

The scientific and technical information with respect to Centerra's Kumtor, Boroo, Öksüt, Gatsuurt and Greenstone projects contained in and, for Canadian securities law purposes, incorporated by reference herein is based on the Centerra Technical Reports (as defined herein). The scientific and technical information of Centerra contained in and, for Canadian securities law purposes, incorporated by reference herein has been updated with current information where applicable. The full text of the Centerra Technical Reports has been filed with Canadian provincial and territorial securities regulatory authorities pursuant to National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") and are available for review under Centerra's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Centerra's and Thompson Creek's proven and probable reserve estimates contained herein and the documents incorporated by reference herein, as applicable, are as of December 31, 2015, except where otherwise stated.

Gordon D. Reid, P.Eng., an employee of Centerra, has reviewed and approved the scientific and technical information in respect of Centerra contained in or incorporated by reference herein. Robert Clifford, an employee of Thompson Creek, has reviewed and approved the scientific and technical information in respect of Thompson Creek contained in or incorporated by reference herein. Each of Mr. Reid and Mr. Clifford is considered, by virtue of their education, experience and professional association, to be a "qualified person" for purposes of NI 43-101. Mr. Reid is not independent of Centerra within the meaning of NI 43-101. Mr. Clifford is not independent of Thompson Creek within the meaning of NI 43-101.

**CAUTIONARY NOTICE TO U.S. SHAREHOLDERS**

**Reserve and Resource Estimates**

The disclosure in this document and, for Canadian securities law purposes, the documents incorporated by reference herein use mineral resource classification terms that comply with reporting standards in Canada, and certain mineral resource estimates are made in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators ("CSA") that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all mineral reserve and resource estimates of Centerra contained herein and, for Canadian securities law purposes, the documents incorporated by reference herein have been prepared in accordance with NI 43-101. These standards differ significantly from the mineral reserve disclosure requirements of the SEC as stated in Industry Guide 7. Consequently, mineral reserve and resource information contained herein is not comparable to similar information that would generally be disclosed by U.S. companies in accordance with the rules of the SEC.

In particular, the SEC's Industry Guide 7 applies different standards in order to classify mineralization as a reserve. As a result, the definitions of proven and probable reserves used in NI 43-101 differ from the definitions in SEC Industry Guide 7. Under SEC standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Among other things, all necessary permits would be required to be in hand or issuance imminent in order to classify mineralized material as reserves under the SEC standards. Accordingly, mineral reserve estimates contained herein may not qualify as "reserves" under SEC standards.

In addition, this proxy statement and, for Canadian securities law purposes, the documents incorporated by reference herein use the terms "mineral resources," "indicated mineral resources" and "inferred mineral resources" as permitted by the reporting standards in Canada. The SEC's Industry Guide 7 does not recognize mineral resources and U.S. companies are generally not permitted to disclose resources in documents they file with the SEC. Thompson Creek shareholders are specifically cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into SEC defined mineral reserves. Further, "inferred mineral resources" have a great amount of uncertainty as to their existence and as to whether they can be mined legally or

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economically. Therefore, Thompson Creek shareholders are also cautioned not to assume that all or any part of an inferred resource exists. In accordance with Canadian rules, estimates of "inferred mineral resources" cannot form the basis of feasibility or pre-feasibility studies. It cannot be assumed that all or any part of "mineral resources," "measured mineral resources," "indicated mineral resources" or "inferred mineral resources" will ever be upgraded to a higher category. Thompson Creek shareholders are cautioned not to assume that any part of the reported "mineral resources," "measured mineral resources," "indicated mineral resources" or "inferred mineral resources" herein is economically or legally mineable. In addition, the definitions of "proven mineral reserves" and "probable mineral reserves" under reporting standards in Canada differ in certain respects from the standards of the SEC. For the above reasons, information contained herein that describes mineral reserve and resource estimates is not comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

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