



## **THOMPSON CREEK METALS COMPANY INC.**

### **Transactions Committee Charter**

The Board of Directors (the “Board”) of Thompson Creek Metals Company Inc. (the “Company”) has adopted this charter for its Transactions Committee (the “Committee”).

#### **I. PURPOSE AND SCOPE**

The primary function of the Committee is to exercise the responsibilities and duties set forth below, including, but not limited to, assisting the Board in carrying out its oversight responsibilities relating to potential mergers, acquisitions, divestitures and other strategic transactions outside the ordinary course of the Company’s business (“Transactions”).

#### **II. COMPOSITION**

The Committee shall be comprised of no less than three members of the Board as appointed by the Board. A majority of the members of the Committee must be affirmatively determined by the Board to meet the independence standards promulgated by the New York Stock Exchange and/or any other exchange upon which securities of the Company are traded. Each member of the Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board shall appoint the members of the Committee annually. Each member of the Committee shall serve until his or her successor shall be duly appointed and qualified or until his or her earlier resignation or removal.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered.

A quorum of the Committee shall consist of a majority of its members. All actions of the Committee must be approved by a majority vote of the members present, unless there are only two members present, in which case such actions require a unanimous vote.

The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company.

### **III. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

- Review, and provide guidance to management and the Board with respect to, the Company's strategies for Transactions.
- Assist management and the Board with the identification of Transaction opportunities.
- Assist management and the Board with review of proposals made by management for Transactions.
- Consider and make recommendations to the Board as to proposed Transactions.
- Provide periodic reports to the Board of any Transactions being considered by management.
- Review periodic reports from management on completed Transactions.
- Notify the Compensation and Governance Committee of the Board of any conflict of interest or related party transaction that comes to the attention of the Committee in the exercise of its duties under this charter.
- Review and assess the adequacy of this charter at least annually and recommend any modifications to this charter, if and when appropriate, to the Board for its approval.
- Exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Committee's discretion, to fulfill its duties under this charter. Specifically, the Committee may appoint, retain, terminate and oversee the work of any advisors and approve such advisors' fees and retention terms.
- Perform any other activities or responsibilities as may be delegated to the Committee, from time to time, by the Board.
- Annually evaluate its own performance and report the results of such evaluation to the Board.