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AUG 28 2015

Form 42-248/42-1409(6) Rev. 1/15

DEPARTMENT OF
WATER RESOURCESSTATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

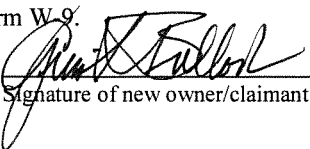
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AUG 24 2015

Department of Water Resources
Eastern Region**Notice of Change in Water Right Ownership**

1. List the numbers of all water rights and/or adjudication claim records to be changed. If you only acquired a portion of the water right or adjudication claim, check "Yes" in the "Split?" column. If the water right is leased to the Water Supply Bank, check "Yes". If you are not sure if the water right is leased to the Water Supply Bank, see #6 of the instructions.

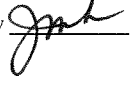
Water Right/Claim No.	Split?	Leased to Water Supply Bank?	Water Right/Claim No.	Split?	Leased to Water Supply Bank?
75-2105	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐

2. Previous Owner's Name: WESTERN STATES LAND MANAGEMENT, INC.
Name of current water right holder/claimant
3. New Owner(s)/Claimant(s): THOMPSON CREEK MINING CO.
New owner(s) as listed on the conveyance document Name connector ☐ and ☐ or ☐ and/or
- 26 West Dry Creek Circle, Suite 810 Littleton CO 80120
Mailing address City State ZIP
- 303-347-6621 Gina Bulloch - gbulloch@tcrk.com
Telephone Email
4. If the water rights and/or adjudication claims were split, how did the division occur?
☐ The water rights or claims were divided as specifically identified in a deed, contract, or other conveyance document.
☐ The water rights or claims were divided proportionately based on the portion of their place(s) of use acquired by the new owner.
5. Date you acquired the water rights and/or claims listed above: June 4, 2015
6. If the water right is leased to the Water Supply Bank changing ownership of a water right will reassign to the new owner any Water Supply Bank leases associated with the water right. Payment of revenue generated from any rental of a leased water right requires a completed IRS Form W-9 for payment to be issued to an owner. A new owner for a water right under lease shall supply a W-9. Water rights with multiple owners must specify a designated lessor, using a completed Lessor Designation form. Beginning in the calendar year following an acknowledged change in water right ownership, compensation for any rental will go to the new owner(s).
7. This form must be signed and submitted with the following **REQUIRED** items:
☐ A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.
☐ Plat map, survey map or aerial photograph which clearly shows the place of use and point of diversion for each water right and/or claim listed above (if necessary to clarify division of water rights or complex property descriptions).
☐ Filing fee (see instructions for further explanation):
o \$25 per *undivided* water right.
o \$100 per *split* water right.
o No fee is required for pending adjudication claims.
☐ If water right(s) are leased to the Water Supply Bank AND there are multiple owners, a Lessor Designation form is required.
☐ If water right(s) are leased to the Water Supply Bank, the individual owner or designated lessor must complete, sign and submit an IRS Form W-9.
8. Signature:  Director LAND Services 8/12/2015
Signature of new owner/claimant Title, if applicable Date
- Signature: _____
Signature of new owner/claimant Title, if applicable Date

For IDWR Office Use Only:

Received by JB Date 8/24/2015 Receipt No. E041386 Receipt Amt. \$25 -

Active in the Water Supply Bank? Yes ☐ No ☒ If yes, forward to the State Office for processing W-9 received? Yes ☐ No ☐

Name on W-9 _____ Approved by _____ Processed by  Date 10-21-15

Filed for Record at the Request
of and after recording mail to:

Thompson Creek Metals Company, Inc.
26 West Dry Creek Circle, Suite 810
Littleton, CO 80120
Attention: Land Department

QUITCLAIM DEED

FOR VALUE RECEIVED, **WESTERN STATES LAND MANAGEMENT, INC.**, a Colorado corporation (the "Grantor"), whose address is P.O. Box 805, Franktown, Colorado 80116, does hereby convey, remise, release and forever quitclaim unto **THOMPSON CREEK MINING CO.**, a Colorado corporation (the "Grantee"), whose address is 26 West Dry Creek Circle, Suite 810, Littleton, Colorado 80120, the following described real property (the "Property"):

HES 428, comprising Tract A and Tract B embracing a portion of approximately T. 23 N., R. 18E., Boise Meridian, Lemhi County, Idaho, more particularly described as follows:
Beginning for the description of Tract A at corner No. 1, from which U.S. Location Monument No. 8, Mackinaw Mining District, bears S. 68° 08' W., 77.09 chains distant;
Thence N. 11° 18' W., 5.77 chains to corner No. 2;
Thence N. 81 ° 28' E., 48.02 chains to corner No. 3;
Thence N. 57° 05' E., 33.83 chains to corner No. 4;
Thence S. 18° 17' E., 3.95 chains to corner No. 5;
Thence S. 62° 12' W., 41.40 chains to corner No. 6;
Thence S. 78° 26' W., 40.25 chains to corner No. 1, the place of beginning.

Beginning for the description of Tract B at corner No. 7, from which corner No. 2 of said Tract A bears S. 11° 18' E., 50 links distant;
Thence N. 11° 18' W., 1.75 chains to corner No. 8;
Thence N. 81° 21' E., 29.64 chains to corner No. 9;
Thence N. 71 " 23' E., 27.97 chains to corner No. 10;
Thence N. 51° 09' E., 10.84 chains to corner No. 11;
Thence N. 68° 32' E., 12.47 chains to corner No. 12;
Thence S. 18° 17' E., 1.10 chains to corner No. 13;
Thence S. 57° 05' W., 33.83 chains to corner No. 14;
Thence S. 81° 28' W., 47.91 chains to corner No. 7, the place of beginning.

Together with that certain Water Right No. 75-2105 (Beaver Creek) as registered with the Idaho Department of Water Resources.

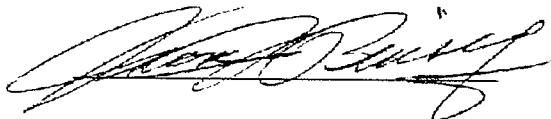
Panther Creek – Lemhi County, ID

TOGETHER WITH all fixtures thereon and all water and water rights, ditches and ditch rights, and wells and well rights appurtenant thereto and all of Grantor's right, title and interest in and to the foregoing Property.

IN WITNESS WHEREOF, Grantor has executed this Quitclaim Deed effective as of the 4TH day of June, 2015.

GRANTOR:

Western States Land Management, Inc.



Jerome J. Bensing, President

Acknowledgement of Corporation

STATE OF COLORADO)
): ss.
COUNTY OF DOUGLAS)

On this 4 day of June, 2015, before me, Travis Prella, a notary public in and for said State, personally appeared Jerome J. Bensing, known or identified to me to be the president of the corporation that executed the above instrument on behalf of said corporation and acknowledged to me that said corporation executed the same.


Notary Public

Travis Prella
Printed Name

Commission Expires: April 13, 2019





State of Idaho

DEPARTMENT OF WATER RESOURCES

322 East Front Street • P.O. Box 83720 • Boise, Idaho 83720-0098

Phone: (208) 287-4800 • Fax: (208) 287-6700 • Website: www.idwr.idaho.gov

C.L. "BUTCH" OTTER
Governor

GARY SPACKMAN
Director

October 21, 2015

THOMPSON CREEK MINING CO
26 W DRY CREEK CIRCLE STE 810
LITTLETON CO 80120

Re: Change of Ownership for Water Right/Permit No(s): 72-153, 72-154, 72-10225A, 72-10225B, 72-16110, 72-244A, 72-245, 72-246, 72-247, 72-4089, 72-4090, 72-7071, 72-7170, 72-10223, 72-10224, 72-10367, 72-10372, 72-16605, 72-16607, 72-16883 and 75-2105

Dear Water Right Holder(s):

The Department acknowledges the receipt of correspondence changing ownership of the above referenced water right(s) to you. The Department has modified its records to reflect this change in ownership and has enclosed a computer-generated report for your records.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing an ownership change notice, the department does not review the history of water use to determine if the right has been forfeited through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see § 42-222 and §42-223, Idaho.

Also note that as of July 1, 1996, water right owners are required to report any change of water right ownership and any change of mailing address of the owner of a water right, to the Department. Notice of the change must be provided to the Department within 120 days of the change. Change reporting forms are available from any office of the Department, or at www.idwr.idaho.gov.

Thank you for your patience. If you have any questions concerning the enclosed information, please feel free to contact me at (208) 287-4942.

Sincerely,

Jean Hersley
Technical Records Specialist II

Enclosure(s)

c: Western States Land Management Inc.
Water District No. 170
Water District 72D and 72F

Western States Land Management, Inc.

August 20, 2015

State of Idaho
Department of Water Resources
IDWR Eastern Region
900 N. Skyline Drive, Ste. A
Idaho Falls, Idaho 83402-1718

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AUG 24 2015

Department of Water Resources
Eastern Region

RECEIVED

AUG 28 2015

DEPARTMENT OF
WATER RESOURCES

Dear IDWR:

Re: **Transfer of Water Rights – Panther Creek Ranch, Lemhi County, Idaho**

I have enclosed a Notice of Change in Water Right Ownership covering the transfer of one water right associated with the Panther Creek Ranch in Lemhi County, Idaho as well as our check in the amount of \$25.00 for the processing fee. Also enclosed is a copy of the recorded Quitclaim Deed from Western States Land Management, Inc. transferring the ranch and all real and personal property to Thompson Creek Mining Co.

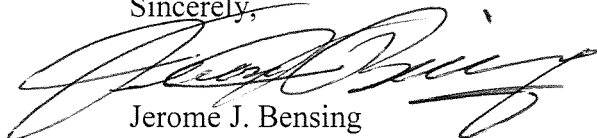
Western States Land Management, Inc. had been acting as intermediary for the Thompson Creek Mining Co. – Forest Service Land Exchange and had acquired and held the Panther Creek Ranch, and other lands for the benefit of the proposed land exchange. Western States Land Management, Inc. is no longer a party to the proposed Forest Service land exchange and the lands acquired on behalf of Thompson Creek are now being managed directly by Thompson Creek.

Contact information for Thompson Creek Mining Co. is as follows:

Gina L. Bulloch, RPL
Director Land Services
Thompson Creek Metals Company
26 West Dry Creek Circle, Suite 810
Littleton, Colorado 80120 U.S.A.

Thank you for your assistance with this water transfer.

Sincerely,



Jerome J. Bensing
President

Encl.