

Thompson Creek Metals CO Inc.  
Form 40-F  
March 31, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 40-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
 ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2008

Commission file number: 001-33783

## Thompson Creek Metals Company Inc.

(Exact Name of Registrant as Specified in its Charter)

Canada	1000	Not Applicable
(Province or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code)	(I.R.S. Employer Identification No.)

**401 Bay Street, Suite 2010**  
**P.O. Box 118**  
**Toronto, Ontario M5H 2Y4**  
**(416) 860-1438**

(Address and Telephone Number of Registrant's Principal Executive Offices)

**Thompson Creek Metals Company USA**  
**26 West Dry Creek Circle, Suite 810**  
**Littleton, Colorado**  
**80120**  
**(303) 761-8801**

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

Title of Each Class:  
Common Shares, no par value

Name of Each Exchange On Which Registered:  
New York Stock Exchange

Toronto Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form                       Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 122,253,257

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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

---

## EXPLANATORY NOTE

Thompson Creek Metals Company Inc. (the “*Company*” or the “*Registrant*”) is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), on Form 40-F pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act. Equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

## FORWARD-LOOKING STATEMENTS

This annual report on Form 40-F and the exhibits attached hereto contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements concern the Company’s anticipated results and developments in the Company’s operations in future periods, planned exploration and development of its properties, plans related to its business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Statements concerning reserves and mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property is developed, and in the case of mineral reserves, such statements reflect the conclusion based on certain assumptions that the mineral deposit can be economically exploited. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved) are forward-looking statements and may be forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- risks related to the recessionary economic conditions in the United States;
- risks related to changes in the market price of molybdenum which in the past has fluctuated widely and which could affect the profitability of our operations and financial condition;
- risks related to currency fluctuations;
- risks related to our business being subject to environmental laws and regulations, including greenhouse gas initiatives, which may increase our costs of doing business and restrict our operations;
- risks related to our land reclamation requirements for our properties which may be burdensome;
- risks related to the inherently dangerous activity of mining, including conditions or events beyond our control;
- risks that our exploration activities may not result in discoveries of commercial quantities of molybdenum;

## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

- risks related to our potential need for and ability to obtain additional financing;
  - risks related to uncertainty in our ability to fund the development of our properties or the completion of further exploration programs;
  - risks related to differences between U.S. and Canadian practices for reporting resources and reserves;
  - risks related to our reserves and resources figures being estimates based on interpretations and
-

assumptions which may result in less mineral production under actual conditions than is currently estimated;

- risks related to the location of our primary properties, including political, economic, and regulatory instability;
- risks that title to some of our mineral properties may be challenged or defective;
- risks related to uncertainty in our ability to obtain and maintain certain permits necessary to our current and anticipated operations;
- uncertainty relating to our ability to attract and maintain qualified management to meet the needs of our anticipated growth and risks relating to our ability to manage our growth effectively;
- risks related to our mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- risks related to increased competition that could adversely affect our ability to attract necessary capital funding or acquire suitable producing properties for mineral exploration in the future; and
- risks related to our officers and directors becoming associated with other natural resource companies which may give rise to conflicts of interests.

This list is not exhaustive of the factors that may affect our forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described further in the exhibits attached to this annual report. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

#### **NOTE TO UNITED STATES READERS-**

#### **DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES**

The Company is permitted, under a multi-jurisdictional disclosure system adopted by the United States, to prepare this annual report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company prepares its financial statements, which are filed with this report on Form 40-F, in accordance with Canadian generally accepted accounting practices ("GAAP"), and they may be subject to Canadian auditing and auditor independence standards. They may not be comparable to financial statements of United States companies. Significant differences between Canadian GAAP and United States GAAP are described in Note 25 of the comparative audited consolidated financial statements of the Company.

**CURRENCY**

Unless otherwise indicated, all dollar amounts in this annual report on Form 40-F are in United States dollars. The exchange rate of Canadian dollars into United States dollars, on December 31, 2008, based upon the noon buying rate for cable transfers in New York City payable in Canadian dollars as certified for customs purposes by the Bank of New York, was U.S.\$1.00= CDN\$1.2240.

**RESOURCE AND RESERVE ESTIMATES**

The Company's Annual Information Form ("AIF") filed [Exhibit 99.1](#) to this annual report on Form 40-F has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and

---

## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

Petroleum (the “CIM”) - *CIM Definition Standards on Mineral Resources and Mineral Reserves*, adopted by the CIM Council, as amended. These definitions differ from the definitions in the United States Securities and Exchange Commission (“SEC”) Industry Guide 7 (“SEC Industry Guide 7”) under the United States *Securities Act of 1933*, as amended. Under SEC Industry Guide 7 standards, a “final” or “bankable” feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. “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 an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this report and the documents incorporated by reference herein containing descriptions of our mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

### **ANNUAL INFORMATION FORM**

The Company’s AIF for the fiscal year ended December 31, 2008 is filed as [Exhibit 99.1](#) and incorporated by reference in this annual report on Form 40-F.

### **AUDITED ANNUAL FINANCIAL STATEMENTS AND**

### **MANAGEMENT’S DISCUSSION AND ANALYSIS**

#### *Audited Annual Financial Statements*

The audited consolidated financial statements of the Company for the years ended December 31, 2008 and 2007, including the report of the independent auditor with respect thereto, are filed as [Exhibit 99.3](#) and incorporated by reference in this annual report on Form 40-F. For a reconciliation of important differences between Canadian and United States generally accepted accounting principles, see Note 25 to the Company’s audited consolidated financial statements.

#### *Management’s Discussion and Analysis*

## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

The Company's management's discussion and analysis ("MD&A") is filed [Exhibit 99.2](#) and incorporated by reference in this annual report on Form 40-F.

### *Tax Matters*

Purchasing, holding, or disposing of securities of the Registrant may have tax consequences under the laws of the United States and Canada that are not described in this annual report on Form 40-F.

### **DISCLOSURE CONTROLS AND PROCEDURES**

At the end of the period covered by this report, an evaluation was carried out under the supervision of and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operations of the Company's disclosure controls and procedures (as defined in Rule 13a – 15(e) and Rule 15d – 15(e) under the Exchange Act). Based on that evaluation the CEO and the CFO have concluded that as of the end of the period covered by this report, due to the material

---



## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

weakness in the Company's internal controls over financial reporting discussed below, the Company's disclosure controls and procedures were not operating properly and therefore were not effective as of December 31, 2008 to provide reasonable assurance that information the Company is required to disclose in reports that it files or submits to the Securities and Exchange Commission ("SEC") under the Exchange Act is recorded, processed, summarized, and reported within the time period specified in the SEC rules and forms, and that such information is accumulated and communicated to management, including the Company's CEO and CFO as appropriate, to allow timely decisions regarding their disclosure.

Disclosure controls and procedures and internal control over financial reporting are processes that involve human diligence and compliance and are subject to lapses in judgment and breakdowns resulting from human failures. As a result, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Any system of internal control over financial reporting, no matter how well-designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Corporation's management, with the participation of its Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of management, the Corporation's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles ("GAAP"). The Corporation's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Corporation are being made only in accordance with authorizations of management and directors of the Corporation; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Corporation's assets that could have a material effect on the annual financial statements or interim financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes Oxley Act of 2002 and National Instrument 52-109, management has conducted an evaluation of the Corporation's internal control over financial reporting. The evaluation is based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Corporation's annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified the following material weakness in the Corporation's internal control over financial reporting:

---

As at December 31, 2008 the Corporation did not maintain effective control over the period end financial reporting process. Specifically, the Corporation did not perform a timely and rigorous review over the application of complex GAAP in both the US GAAP reconciliation and goodwill impairment processes. This control deficiency resulted in a material audit adjustment to goodwill and related disclosures in the Corporation's consolidated financial statements for the year ended December 31, 2008. Unless remediated, this control deficiency could result in a material misstatement to goodwill and the US GAAP reconciliation note disclosure that would result in a material misstatement of the Corporation's consolidated financial statements that would not be prevented or detected.

Because of the material weakness, management has concluded that the Corporation's internal control over financial reporting was not effective as at December 31, 2008.

#### ***Remediation Plan***

The Corporation's management continues to enhance the effectiveness of controls related to its period end financial reporting process, including improvements to remediate the material weaknesses that existed as of December 31, 2008. Management has the following remediation plans in progress:

- enhance controls around the timing and level of review of complex GAAP transactions, including preparation and review of the US GAAP reconciliations and goodwill impairment analysis;
- implement a financial consolidation system, which through automation will allow for more time to analyze and review complex GAAP transactions; and
- implement, communicate, and train the sites regarding standardized policies and procedures around the Corporation's financial closing and reporting of financial results which includes complex GAAP transactions requiring significant accounting judgment.

These programs, as enhanced, are designed to reduce, although it may not eliminate, the risk of a material misstatement to a reasonable level.

#### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There have been significant changes in the Company's internal control framework for financial reporting during 2008, including the transition of the corporate financial functions from Vancouver to Denver and the implementation of various policies and procedures across the Company, including information technology policies and procedures. By December 31, 2008, all corporate financial functions and related controls were formally transitioned from Vancouver to new personnel in Denver. Given the significant reliance on manual controls for the corporate financial functions and lack of standardized information technology accounting systems across the Company, there is an increased risk of error in the generation of financial information, both before and after the transition of the corporate financial functions from Vancouver to Denver. While improvements were implemented for certain deficiencies identified, these improvements did not operate effectively with enough precision until the fourth quarter of 2008.

#### **CORPORATE GOVERNANCE**

## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

The Company is listed on the Toronto Stock Exchange (“TSX”) and the New York Stock Exchange (“NYSE”) and also complies with the specific corporate governance requirements of the exchanges, as they relate to the Company. As the Company is listed on the NYSE, the Company complies as necessary with the rules and guidelines of the United States Securities and Exchange Commission (“SEC”). The Company reviews its governance practices on an ongoing basis to ensure it is in compliance with applicable securities regulatory requirements, and laws generally, including, without limitation, those introduced pursuant to the Sarbanes-Oxley Act in the United States, by the SEC and NYSE, as well as Canadian securities regulatory authorities, within the timeframes specified as the revisions and new requirements come into effect. The NYSE requires all foreign private issuers to post the differences between the NYSE Listed Company Manual corporate governance standards and the practices of the Company as permitted by their home jurisdiction on the Company’s

---

## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

website or in their annual report. The Company's disclosure of corporate governance differences is available at <http://www.thompsoncreekmetals.com/s/CorporateGovernance.asp>.

The majority of the Company's Board of Directors (the "Board") are independent based on the criteria for independence and unrelatedness prescribed by the Sarbanes-Oxley Act of 2002, section 10A(m)(3), and the NYSE Listed Company Manual. The Company's Board of Directors has a separately designated standing Compensation and Governance Committee and Environmental, Health and Safety Committee. The Company's Board of Directors has determined that all the members of the Compensation and Governance and Environmental, Health and Safety Committees are independent, based on the criteria for independence and unrelatedness prescribed by the Sarbanes-Oxley Act of 2002, section 10A(m)(3), and the NYSE Listed Company Manual.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Company's corporate governance policies mirror those of the NYSE unless otherwise disclosed.

Canadian National Instrument 58-201 *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines which apply to all Canadian public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices.

### **AUDIT COMMITTEE**

The Board has a separately designated standing Audit Committee established in accordance with section Rule 10A-3 of the Exchange Act and rules of the NYSE. The members of the Company's Audit Committee are identified on page 46 of the Annual Information Form, attached herewith as [Exhibit 99.1](#) and incorporated by reference. In the opinion of the Company's Board of Directors, all members of the Audit Committee are independent (as determined under Rule 10A-3 of the Exchange Act and the rules of the NYSE) and are financially literate.

#### *Audit Committee Financial Experts*

The Board has determined that Denis Arseneault and James Freer are financial experts, in that they have an understanding of generally accepted accounting principles and financial statements; are able to assess the general application of accounting principles in connection with the accounting for estimates, accruals and reserves; have experience preparing, auditing, analyzing or evaluating financial statements that entail accounting issues of equal complexity to the Company's financial statements (or actively supervising another person who did so); and have an understanding of internal controls and procedures for financial reporting and an understanding of audit committee functions.

The members of the Audit Committee do not have fixed terms and are appointed and replaced from time to time by resolution of the Board.

## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

The Audit Committee meets with the Chairman and Chief Executive Officer and the Chief Financial Officer of the Company and the Company's independent auditors to review and inquire into matters affecting financial reporting, the system of internal accounting and financial controls, as well as audit procedures and audit plans. The Audit Committee also recommends to the Board the auditors to be appointed. In addition, the Committee reviews and recommends to the Board for approval the annual financial statements, the Management Discussion and Analysis, and undertakes other activities required by regulatory authorities.

---

*Audit Committee Charter*

The Company's Audit Committee Charter is available on the Company's website at [www.thompsoncreekmetals.com](http://www.thompsoncreekmetals.com) or in print to any shareholder who provides the Company with a written request to the Company, 401 Bay Street, Suite 2010, P. O. Box 118 Toronto, Ontario M5H 2Y4 Attention: Assistant Secretary and is attached as Schedule A to the Registrant's Annual Information Form incorporated by reference to this document as [Exhibit 99.1](#).

**PRINCIPAL ACCOUNTING FEES AND SERVICES – INDEPENDENT AUDITORS**

PricewaterhouseCoopers LLP acted as the Company's independent auditor for the fiscal year ended December 31, 2008. See page 47 of the Registrant's Annual Information Form, which is attached hereto as [Exhibit 99.1](#) for the total amount billed to the Company by PricewaterhouseCoopers LLP for services performed in the last two fiscal years by category of service (for audit fees, audit-related fees, tax fees and all other fees) in Canadian dollars.

**PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES PROVIDED BY**

**INDEPENDENT AUDITORS**

See page 47 of the Registrant's Annual Information Form incorporated by reference to this document as [Exhibit 99.1](#).

**OFF-BALANCE SHEET TRANSACTIONS**

The Company does not have any off-balance sheet financing arrangements or relationships with unconsolidated special purpose entities.

**CODE OF ETHICS**

The Board has adopted a written Code of Conduct by which it and all officers and employees of the Company abide. In addition, the Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations and is expected to monitor the activities of the Company's employees, consultants and agents in that regard. The Board encourages any concerns regarding ethical conduct in respect of the Company's operations to be raised, on an anonymous basis, with the Chairman and CEO, the Vice-Chairman, or another Board member as appropriate.

It is a requirement of applicable corporate law that directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of

## Edgar Filing: Thompson Creek Metals CO Inc. - Form 40-F

directors, abstain from discussions and voting in respect to same if the interest is material. These requirements are also contained in the Company's Articles, which are made available to the directors and senior officers of the Company.

All amendments to the code, and all waivers of the code with respect to any of the officers covered by it, will be posted on the Company's website, submitted on Form 6-K and provided in print to any shareholder who requests them. The Company's Code of Conduct is located on its website at [www.thompsoncreekmetals.com](http://www.thompsoncreekmetals.com).

### **CONTRACTUAL OBLIGATIONS**

The information provided under the heading "Management's Discussion and Analysis — Contractual Obligations" contains [Exhibit 99.2](#) as filed with this annual report on Form 40-F contains the Company's disclosure of contractual obligations and is incorporated by reference herein.

### **NOTICES PURSUANT TO REGULATION BTR**

There were no notices required by Rule 104 of Regulation BTR that the Registrant sent during the year ended December 31, 2008 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

---



## UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

## CONSENT TO SERVICE OF PROCESS

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with respect to the class of securities in relation to which the obligation to file the Form 40-F arises.

## EXHIBITS

- 99.1 Annual Information Form of the Company for the year ended December 31, 2008
- 99.2 Management's Discussion and Analysis (incorporated by reference to the Registrant's Current Report on Form 6-K furnished to the Commission on March 20, 2009)
- 99.3 Annual Financial Statements (incorporated by reference to the Registrant's Current Report on Form 6-K furnished to the Commission on March 20, 2009)
- 99.4 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934
- 99.5 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.6 Consent of PricewaterhouseCoopers LLP, Independent Registered Chartered Accountants
- 99.7 Consent of William E. Roscoe
- 99.8 Consent of John T. Postle
- 99.9\* Consent of Pierre C. Pelletier
- 99.10 Consent of Ken Collison
- 99.11 Consent of Greg Mosher
- 99.12\* Consent of Rescan Environmental Services Ltd.
- 99.13 Consent of Scott Wilson Roscoe Postle Associates Inc.
- 99.14 Consent of Wardrop Engineering Inc.

---

\* To be filed by amendment.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**THOMPSON CREEK METALS COMPANY INC.**

By: /s/ Kevin Loughrey

Name: Kevin Loughrey

Title: Chairman and Chief Executive Officer

Date: March 31, 2009

---

