



**FIRST QUANTUM**  
MINERALS LTD.

**Condensed Interim Consolidated Financial Statements**

**Second Quarter - June 30, 2019**

(unaudited)

(In U.S. dollars, tabular amounts in millions, except where indicated)

# First Quantum Minerals Ltd.

## Interim Consolidated Statements of Earnings

(unaudited)

(expressed in millions of U.S. dollars, except where indicated and share and per share amounts)

		Three months ended June 30		Six months ended June 30	
	Note	2019	2018	2019	2018
Sales revenues	14	939	1,049	1,796	1,934
Cost of sales	15	(743)	(778)	(1,415)	(1,482)
<b>Gross profit</b>		196	271	381	452
Exploration		(4)	(6)	(8)	(13)
General and administrative		(18)	(17)	(36)	(35)
Other income (loss)		(30)	(3)	(40)	4
<b>Operating profit</b>		144	245	297	408
Finance income		4	4	9	9
Finance costs	16	(5)	(6)	(11)	(16)
Loss on partial redemption of senior notes	9	-	-	(25)	-
<b>Earnings before income taxes</b>		143	243	270	401
Income tax expense	17	(58)	(90)	(120)	(176)
<b>Net earnings</b>		85	153	150	225
<b>Net earnings attributable to:</b>					
Non-controlling interests		7	18	19	43
Shareholders of the Company	13	78	135	131	182
<b>Earnings per share attributable to the shareholders of the Company</b>					
<b>Net earnings (\$ per share)</b>					
Basic	13	0.11	0.20	0.19	0.27
Diluted	13	0.11	0.20	0.19	0.26
<b>Weighted average shares outstanding (000's)</b>					
Basic	13	687,130	686,423	687,117	686,413
Diluted	13	689,393	689,385	689,393	689,385
<b>Total shares issued and outstanding (000's)</b>	12a	689,395	689,386	689,395	689,386

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

# First Quantum Minerals Ltd.

## Interim Consolidated Statements of Comprehensive Income

(unaudited)

(expressed in millions of U.S. dollars)

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
<b>Net earnings for the period</b>	85	153	150	225
<b>Other comprehensive income (loss)</b>				
<i>Items that have been/may be subsequently reclassified to net earnings:</i>				
Cash flow hedges reclassified to net earnings	(14)	46	(27)	218
Gains on cash flow hedges arising during the period	41	23	22	56
<i>Items that will not subsequently be reclassified to net earnings:</i>				
Loss on termination of Pebble framework agreement <sup>1</sup>	-	(38)	-	(38)
Unrealized gain on investments	1	-	-	-
<b>Total comprehensive income for the period</b>	113	184	145	461
<b>Total comprehensive income for the period attributable to:</b>				
Non-controlling interests	7	18	19	43
Shareholders of the Company	106	166	126	418
<b>Total comprehensive income for the period</b>	113	184	145	461

<sup>1</sup> In May 2018, the Company and Northern Dynasty Minerals elected to terminate their framework agreement, announced on December 15, 2017, in accordance with its terms after being unable to reach agreement on the contemplated option and partnership transaction on the Pebble project. A \$38 million fair value loss on the investment was recognized in other comprehensive income.

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

# First Quantum Minerals Ltd.

## Condensed Interim Consolidated Statements of Cash Flows

(unaudited)

(expressed in millions of U.S. dollars)

		Three months ended June 30		Six months ended June 30	
	Note	2019	2018	2019	2018
<b>Cash from operating activities</b>					
Net earnings from operations		85	153	150	225
Adjustments for					
Depreciation	15	198	224	392	429
Income tax expense	17	58	90	120	176
Share-based compensation expense		5	4	10	9
Net finance expense		1	2	2	7
Unrealized foreign exchange loss		28	18	38	10
Loss on partial redemption of senior notes		-	-	25	-
Other		(3)	2	7	10
		372	493	744	866
Taxes paid		(84)	(102)	(141)	(150)
Franco-Nevada Corporation precious metal stream arrangement	11	-	89	-	515
Movements in non-cash operating working capital		(109)	(73)	(265)	(28)
Net cash from operating activities of operations		179	407	338	1,203
<b>Cash flows used by investing activities</b>					
Purchase and deposits on property, plant and equipment	5	(413)	(575)	(860)	(1,014)
Acquisition of Korea Panama Mining Corp ("KPMC")		-	-	-	(105)
Interest paid and capitalized to property, plant and equipment	5	(71)	(122)	(287)	(194)
Other		7	-	12	5
Net cash used by investing activities of operations		(477)	(697)	(1,135)	(1,308)
<b>Cash flows from financing activities</b>					
Net movement in trading facility		20	(7)	53	(15)
Movement in restricted cash		4	10	2	9
Proceeds from debt	9	300	169	2,596	2,346
Repayments of debt	9	(73)	(5)	(1,847)	(2,114)
Net proceeds from (payments to) joint venture (KPMC)	8,10b	-	44	35	(99)
Dividends paid to shareholders of the Company		(3)	(3)	(3)	(3)
Dividends paid to non-controlling interest		-	(16)	-	(16)
Early redemption costs on senior notes	9	-	-	(14)	-
Other		(5)	(5)	(11)	(9)
Net cash from financing activities of operations		243	187	811	99
<b>Increase (decrease) in cash and cash equivalents and bank overdrafts</b>		(55)	(103)	14	(6)
<b>Cash and cash equivalents and bank overdrafts – beginning of period</b>		850	810	788	702
Exchange gains (losses) on cash and cash equivalents		7	(25)	-	(14)
<b>Cash and cash equivalents and bank overdrafts – end of period</b>		802	682	802	682
Cash and cash equivalents and bank overdrafts comprising:					
Cash and cash equivalents		1,331	1,458	1,331	1,458
Bank overdrafts		(529)	(776)	(529)	(776)

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

# First Quantum Minerals Ltd.

## Interim Consolidated Balance Sheets

(unaudited)

(expressed in millions of U.S. dollars)

	Note	June 30, 2019	December 31, 2018
<b>Assets</b>			(audited)
<b>Current assets</b>			
Cash and cash equivalents		1,331	1,255
Trade and other receivables	3	720	658
Inventories	4	1,344	1,196
Current portion of other assets	7	141	155
		3,536	3,264
<b>Non-current assets</b>			
Cash and cash equivalents - restricted cash		76	78
Non-current VAT receivable	3	99	109
Property, plant and equipment	5	19,973	19,098
Goodwill		237	237
Investment in joint venture	8	600	600
Other assets	7	352	151
		<b>24,873</b>	<b>23,537</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Bank overdraft		529	467
Trade and other payables		753	731
Current taxes payable		127	125
Current debt	9	509	174
Current portion of provisions and other liabilities	10	151	147
		2,069	1,644
<b>Non-current liabilities</b>			
Debt	9	7,597	7,111
Provisions and other liabilities	10	2,112	1,818
Deferred revenue	11	1,445	1,452
Deferred income tax liabilities		774	790
<b>Total liabilities</b>		<b>13,997</b>	<b>12,815</b>
<b>Equity</b>			
Share capital	12	5,604	5,592
Retained earnings		4,070	3,942
Accumulated other comprehensive loss		(32)	(27)
Total equity attributable to shareholders of the Company		9,642	9,507
Non-controlling interests		1,234	1,215
<b>Total equity</b>		<b>10,876</b>	<b>10,722</b>
<b>Total liabilities and equity</b>		<b>24,873</b>	<b>23,537</b>
Commitments & contingencies	20		

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

# First Quantum Minerals Ltd.

## Interim Consolidated Statements of Changes in Equity

(unaudited)

(expressed in millions of U.S. dollars)

	Share capital	Retained earnings	Accumulated other comprehensive loss	Total equity attributable to shareholders of the Company	Non-controlling interests	Total equity
Balance at January 1, 2019	5,592	3,942	(27)	9,507	1,215	10,722
Net earnings	-	131	-	131	19	150
Other comprehensive income	-	-	(5)	(5)	-	(5)
Total comprehensive income	-	131	(5)	126	19	145
Share-based compensation expense <sup>1</sup>	12	-	-	12	-	12
Dividends	-	(3)	-	(3)	-	(3)
<b>Balance at June 30, 2019</b>	<b>5,604</b>	<b>4,070</b>	<b>(32)</b>	<b>9,642</b>	<b>1,234</b>	<b>10,876</b>

<sup>1</sup> Inclusive of capitalized amounts

	Share capital	Retained earnings	Accumulated other comprehensive loss	Total equity attributable to shareholders of the Company	Non-controlling interests	Total equity
Balance at December 31, 2017	5,575	3,612	(227)	8,960	1,168	10,128
IFRS 9 and IFRS 15 transition adjustments	-	(106)	(22)	(128)	-	(128)
Balance at January 1, 2018	5,575	3,506	(249)	8,832	1,168	10,000
Net earnings	-	182	-	182	-	182
Other comprehensive income	-	-	236	236	43	279
Total comprehensive income	-	182	236	418	43	461
Share-based compensation expense <sup>1</sup>	10	-	-	10	-	10
Dividends	-	(3)	-	(3)	(16)	(19)
<b>Balance at June 30, 2018</b>	<b>5,585</b>	<b>3,685</b>	<b>(13)</b>	<b>9,257</b>	<b>1,195</b>	<b>10,452</b>

<sup>1</sup> Inclusive of capitalized amounts

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

### 1 Nature of operations

First Quantum Minerals Ltd. ("First Quantum" or "the Company") is engaged in the production of copper, nickel, gold, zinc, silver and acid, and related activities including exploration and development. The Company has operating mines located in Zambia, Finland, Turkey, Spain and Mauritania. The Company's Ravensthorpe mine was placed under care and maintenance in October 2017. The Company is developing the Cobre Panama copper project in Panama, exploring the Haquira copper deposit in Peru and the Taca Taca copper-gold-molybdenum deposit in Argentina.

The Company's shares are publicly listed for trading on the Toronto Stock Exchange and has Depositary Receipts listed on the Lusaka Stock Exchange.

The Company is registered and domiciled in Canada, and its registered office is the 14th Floor – 543 Granville Street, Vancouver, BC, Canada, V6C 1X8.

### 2 Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34"). Accordingly, certain disclosures included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board have been condensed or omitted. The accounting policies applied in these condensed interim consolidated financial statements are consistent with those applied in the preparation of, and disclosed in, the consolidated annual financial statements for the year ended December 31, 2018, except for the new and amended standards noted below.

#### *New standards adopted by the Company*

##### *IFRS 16 Leases*

IFRS 16 has replaced IAS 17 Leases. On adoption of IFRS 16, the Company has recognized lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IAS 17. The Company has elected to apply the modified transition approach whereby no restatement of comparative periods is required. Right-of-use assets have been recognized at the amount of the liability on transition. These liabilities were valued at the present value of the remaining lease payments, discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

The adoption of IFRS 16 resulted in increases to property, plant and equipment (note 5) and other liabilities (note 10) on January 1, 2019 of \$20 million.

Each lease payment is allocated between the liability and the finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Leases with terms that end within 12 months of the mandatory transition date are accounted for by the Company as short-term leases. Payments associated with short-term leases and leases of low-value assets are recognized as an expense.

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

### 3 Trade receivables

#### a) Trade and other receivables

	June 30, 2019	December 31, 2018
Trade receivables	198	241
VAT receivable (current)	444	353
Other receivables	78	64
	720	658

#### b) VAT receivable

	June 30, 2019	December 31, 2018
Kansanshi Mining PLC	309	282
Kalumbila Minerals Limited	185	137
First Quantum Mining and Operations (Zambia) Limited	34	24
VAT receivable from the Company's Zambian operations	528	443
Cobre Las Cruces S.A.	9	11
Çayeli Bakır İşletmeleri A.Ş.	4	5
Other	2	3
Total VAT receivable	543	462
Less: current portion, included within trade and other receivables	(444)	(353)
Non-current VAT receivable	99	109

#### c) VAT receivable by the Company's Zambian operations

	June 30, 2019	December 31, 2018
Receivable at date of claim	768	645
Impact of depreciation of Zambian kwacha against U.S. dollar <sup>1</sup>	(215)	(177)
	553	468
Impact of discounting non-current portion	(25)	(25)
Total receivable	528	443

#### Consisting:

Current portion, included within trade and other receivables	429	334
Non-current VAT receivable	99	109

<sup>1</sup> The impact of the depreciation of the Zambian kwacha against the U.S. dollar in the six month period ended June 30, 2019, on the VAT receivable due to the Company's Zambian operations was \$38 million (six month period ended June 30, 2018: \$1 million), included within other expense in the Statement of Earnings.



# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

### 4 Inventories

	June 30, 2019	December 31, 2018
Ore in stockpiles	250	250
Work-in-progress	27	26
Finished product	314	259
Total product inventory	591	535
Consumable stores	753	661
	1,344	1,196

### 5 Property, plant and equipment

	Plant and equipment	Capital work- in-progress	Mineral properties and mine development costs		Total
			Operating mines	Development projects	
Net book value, as at January 1, 2019	4,634	10,125	2,097	2,242	19,098
Change in accounting policy (note 2)	20	-	-	-	20
Additions	-	843	-	-	843
Disposals	(14)	-	-	-	(14)
Transfers between categories	225	(256)	26	5	-
Restoration provision	-	-	(2)	1	(1)
Capitalized interest	-	403	-	-	403
Depreciation charge	(256)	-	(120)	-	(376)
Net book value, as at June 30, 2019	4,609	11,115	2,001	2,248	19,973
Cost	8,833	11,115	3,696	2,248	25,892
Accumulated depreciation	(4,224)	-	(1,695)	-	(5,919)

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

	Plant and equipment	Capital work-in-progress	Mineral properties and mine development costs		Total
			Operating mines	Development projects	
Net book value, as at January 1, 2018	4,686	7,881	2,374	2,232	17,173
Additions	-	2,166	-	-	2,166
Disposals	(9)	-	-	-	(9)
Transfers between categories	538	(575)	42	(5)	-
Restoration provision	-	-	(50)	15	(35)
Capitalized interest	-	653	-	-	653
Depreciation charge	(581)	-	(269)	-	(850)
Net book value, as at December 31, 2018	4,634	10,125	2,097	2,242	19,098
Cost	8,638	10,125	3,672	2,242	24,677
Accumulated depreciation	(4,004)	-	(1,575)	-	(5,579)

During the six months ended June 30, 2019, \$403 million of interest (six months ended June 30, 2018: \$316 million) was capitalized relating to the development of Cobre Panama. The amount capitalized to June 30, 2019 was determined by applying the weighted average cost of borrowings of 6.8% (six months ended June 30, 2018: 7.2%) to the accumulated qualifying expenditures.

Included within capital work-in-progress and mineral properties – operating mines at June 30, 2019, is an amount of \$616 million related to capitalized deferred stripping costs (December 31, 2018: \$632 million).

Disposals in the six months ended June 30, 2019 include a \$9 million write-off of assets as a result of a land slippage at the Las Cruces mine in January 2019.

## 6 Ravensthorpe

In September 2017, the Company announced the suspension of operations at its Ravensthorpe nickel operation due to the prevailing market conditions. The recoverable value of the operation was measured based on fair value less costs of disposal. Economically recoverable reserves and resources, operating costs and future capital expenditure were used to determine the fair value and represents management's assessment at the time of completing the impairment testing.

As at June 30, 2019, based on the results of discounted cash flow analysis, no impairment was recognized, using a long-term nickel price of \$7.50 per pound and a nominal post tax rate of 10.5% (real post-tax rate of 8%). A sensitivity analysis was performed on the cash flow model used to determine the recoverable value of Ravensthorpe. A 10% decrease in the long-term nickel price would result in an impairment of approximately \$55 million. Nickel prices used in the cashflow projections were within the range of current market consensus observed at June 30, 2019.

At June 30, 2019, Ravensthorpe remained on care and maintenance, though there will be a regular review of market conditions to consider the potential restart of operations.

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

### 7 Other assets

	June 30, 2019	December 31, 2018
Prepaid expenses	114	115
KPMC shareholder loan (note 8)	250	56
Other investments	17	18
Deferred income tax assets	79	74
Derivative instruments (note 19)	33	43
Total other assets	493	306
Less: current portion of other assets	(141)	(155)
	352	151

Included within prepaid expenses is \$28 million (December 31, 2018: \$28 million) in relation to Sentinel which are to be recovered through deductions on electricity invoices from ZESCO under the terms of the agreement to transfer powerline ownership.

### 8 Joint venture

On November 8, 2017, the Company completed the purchase of a 50% interest in KPMC from LS-Nikko Copper Inc. KPMC is jointly owned and controlled with Korea Resources Corporation and holds a 20% interest in Cobre Panama. The purchase consideration of \$664 million comprised the acquisition consideration of \$635 million and the reimbursement of cash advances of \$29 million. The remaining consideration is payable in three equal instalments to November 2021. \$100 million is included within other current liabilities and a time discounted value of \$173 million within other non-current liabilities.

A \$600 million investment in joint venture representing the discounted consideration value has been recognized against which the Company's proportionate share of the profit or loss in KPMC is recognized. The principal assets and liabilities of KPMC are an investment in MPSA, a subsidiary of the Company, and shareholder loans. The notional purchase price allocation was finalized in the year ended December 31, 2018.

Proceeds from (payments to) joint venture are presented net of the following in the Statements of Cash Flows:

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
Proceeds from joint venture (KPMC shareholder loan)	-	-	-	178
Payments to joint venture (KPMC shareholder loan)	(86)	(45)	(139)	(80)
Proceeds from joint venture (KPMC)	86	89	174	159
Repayments to joint venture (KPMC)	-	-	-	(356)
Net proceeds from (payments to) joint venture (KPMC)	-	44	35	(99)

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

### 9 Debt

		June 30, 2019	December 31, 2018
<b>Drawn debt</b>			
Senior notes:			
First Quantum Minerals Ltd. 7.00% due February 2021	(a)	297	1,105
First Quantum Minerals Ltd. 7.25% due May 2022		845	844
First Quantum Minerals Ltd. 7.25% due April 2023		1,091	1,090
First Quantum Minerals Ltd. 6.50% due March 2024		842	842
First Quantum Minerals Ltd. 7.50% due April 2025		1,090	1,089
First Quantum Minerals Ltd. 6.875% due March 2026		991	990
First Quantum Minerals Ltd. 2017 senior debt facility	(b)	-	800
First Quantum Minerals Ltd. 2019 senior debt facility	(c)	2,376	-
Kalumbila term loan		398	397
Trading facilities		159	106
Equipment financing		17	22
Total debt		8,106	7,285
Less: current maturities and short term debt		(509)	(174)
		7,597	7,111
<b>Undrawn debt</b>			
First Quantum Minerals Ltd. senior debt facility		290	700
Trading facilities		191	229

#### a) First Quantum Minerals Ltd. 7.00% due February 2021

In March 2019, the Company made a partial redemption of \$821 million of the notes at a redemption price of 101.75%. The redemption premium is presented within cash flows from financing activities in the Statement of Cash Flows. The loss arising from the partial redemption of senior notes of \$25 million has been recognized in earnings before income taxes in the Statement of Earnings.

#### b) First Quantum Minerals Ltd. 2017 senior debt facility

In October 2017, the Company signed a Term Loan and Revolving Credit Facility ("RCF") of \$2.2 billion, comprised of a \$0.7 billion Term Loan Facility and a \$1.5 billion RCF, maturing in December 2020 with repayment beginning in December 2019.

On February 27, 2018, the Company repaid and extinguished the \$0.7 billion Term loan. On February 6, 2019, the RCF was extinguished (see note 9c).

#### c) First Quantum Minerals Ltd. 2019 senior debt facility

On February 6, 2019, the Company signed a Term Loan and RCF ("The 2019 Facility") replacing the previous \$1.5 billion RCF, which was extinguished with no extinguishment gain or loss. The 2019 Facility has an accordion feature to increase it to \$3.0 billion before the end of 2019 and comprises a \$1.5 billion Term Loan Facility and a \$1.2 billion RCF (which can be upsized to \$1.5 billion if the accordion feature is activated), maturing on December 31, 2022. Interest is charged at LIBOR plus a margin. This margin can change relative to certain financial ratios of the Company.

Transaction costs for the new facilities have been deducted from the principal drawn on initial recognition.

The syndication of the new \$2.7 billion Term Loan and Revolving Credit Facility underwritten by three core relationship banks was closed on June 28, 2019.

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

### 10 Provisions and other liabilities

#### a) Provisions and other liabilities

	June 30, 2019	December 31, 2018
Amount owed to joint venture (note 10b)	1,198	946
Restoration provisions	592	585
Derivative instruments (note 19)	9	3
Lease liabilities (note 2)	29	17
Non-current consideration for acquisition of joint venture <sup>1</sup>	173	164
Other	262	250
<b>Total other liabilities</b>	<b>2,263</b>	<b>1,965</b>
<b>Less: current portion</b>	<b>(151)</b>	<b>(147)</b>
	<b>2,112</b>	<b>1,818</b>

<sup>1</sup> The current portion of the consideration for acquisition of joint venture of \$100 million (December 31, 2018: \$100 million) has been included in trade and other payables.

#### b) Amount owed to joint venture

	June 30, 2019	December 31, 2018
<b>Balance at the beginning of the year</b>	<b>946</b>	<b>925</b>
Repayment of shareholder loans	-	(356)
Funding provided to MPSA for the development of Cobre Panama	205	304
Interest accrued	47	73
<b>Balance at end of period due to KPMC</b>	<b>1,198</b>	<b>946</b>

In September 2013, the Company and KPMC entered into a shareholder loan agreement with Minera Panama S.A. ("MPSA") for development of the Cobre Panama project, in which KPMC is a 20% shareholder. Interest is calculated semi-annually at an annual rate of 9%. In November 2017, the Company acquired a 50% interest in KPMC from LS-Nikko Copper Inc. inclusive of the above shareholder loans. The assets and liabilities of KPMC are an investment in MPSA, a subsidiary of the Company, a loan receivable from MPSA, and loans due to shareholders. Interest income and expense earned on these loans are on the same terms.

In March 2018, following completion of the additional precious metal streaming agreement with Franco-Nevada (see note 11), the receipt of \$356 million proceeds by MPSA was used entirely to repay shareholder loans by MPSA to KPMC. Of this \$356 million shareholder loan repayment, \$178 million was received by the Company.

As at June 30, 2019, the accrual for interest payable is \$271 million (December 31, 2018: \$224 million) and is included in the carrying value of the amount owed to joint venture, as this has been deferred under the loan agreement. Amounts due to KPMC are specifically excluded from the calculation of net debt as defined under the Company's banking covenant ratios.

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

(expressed in millions of U.S. dollars)

### 11 Deferred revenue

	June 30, 2019	December 31 2018
<b>Balance at the beginning of the year</b>	1,490	800
Cash deposits received from Franco-Nevada – Tranche 1	-	274
Cash deposits received from Franco-Nevada – Tranche 2 <sup>1</sup>	-	356
Accretion of finance costs	30	60
Amortization of gold and silver revenue	(1)	-
<b>Balance at the end of the period</b>	1,519	1,490
Less: current portion (included within provisions and other liabilities)	(74)	(38)
<b>Non-current deferred revenue</b>	1,445	1,452

<sup>1</sup>On March 16, 2018, the Company completed an additional precious metal streaming agreement with a subsidiary of Franco-Nevada Corporation ("Franco-Nevada"). \$356 million was received on completion. Proceeds received from Franco-Nevada under the terms of the precious metals streaming agreement are accounted for as deferred revenue. An accretion of finance costs is recognized as part of the deferred revenue balance representing the significant financing component of the agreement.

#### Franco-Nevada precious metal stream arrangement

The Company, through its subsidiary, MPSA, has a precious metal streaming arrangement with Franco-Nevada. The arrangement comprises two tranches, the first of which ("Tranche 1") was finalized on October 5, 2015. Under the terms of Tranche 1 Franco-Nevada, through a wholly owned subsidiary, agreed to provide a \$1 billion deposit to be funded on a pro-rata basis of 1:3 with the Company's 80% share of the capital costs of Cobre Panama in excess of \$1 billion. The full Tranche 1 deposit amount has been fully funded to MPSA. The second ("Tranche 2") was finalized on March 16, 2018, and \$356 million was received on completion. Proceeds received from Franco-Nevada under the terms of the precious metals streaming agreement are accounted for as deferred revenue.

The amount of precious metals deliverable under both tranches is indexed to total copper-in-concentrate sold by Cobre Panama. Under the terms of Tranche 1, the ongoing payment of the Fixed Payment Stream is fixed per ounce payments of \$418.27/oz gold and \$6.27/oz silver subject to an annual inflation adjustment for the first 1,341,000 ounces of gold and 21,510,000 ounces of silver (approximately the first 20 years of expected deliveries). Thereafter the greater of \$418.27/oz for gold and \$6.27/oz for silver, subject to an adjustment for inflation, and one half of the then prevailing market price. Under Tranche 2 the ongoing price per ounce for deliveries is 20% of the spot price for the first 604,000 ounces of gold and 9,618,000 ounces of silver (approximately the first 25 years of production), and thereafter the price per ounce rises to 50% spot price of gold and silver.

Although the market price feature represents an embedded derivative, the value of this derivative is not material. In all cases, the amount paid is not to exceed the prevailing market price per ounce of gold and silver.

Deferred revenue will be recognized as revenue over the life of the mine, which is expected to be 36 years.

During the three months ended June 30, 2019, following the first sale of copper concentrate produced by the Cobre Panama mine, the Company recognized the first delivery obligation to Franco-Nevada under the terms of the precious metal stream arrangement. Revenues recognized under the precious metal stream arrangement have been capitalized.

# First Quantum Minerals Ltd.

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### 12 Share capital

#### a) Common shares

*Authorized*

Unlimited common shares without par value

*Issued*

	Number of shares (000's)
Balance as at December 31, 2018	689,391
Shares issued through dividend reinvestment plan	4
Balance as at June 30, 2019	689,395

#### b) Dividends

On February 14, 2019, the Company declared a final dividend of CDN\$0.005 per share, or \$3 million, in respect of the financial year ended December 31, 2018 (February 12, 2018: CDN\$0.005 per share or \$3 million) which was paid on May 7, 2019 to shareholders of record on April 15, 2019.

On July 29, 2019, the Company declared an interim dividend of CDN\$0.005 per share, in respect of the financial year ended December 31, 2019 (July 30, 2018: CDN\$0.005 per share or \$3 million) to be paid on September 19, 2019 to shareholders of record on August 28, 2019.

### 13 Earnings per share

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
Basic and diluted earnings attributable to shareholders of the Company	78	135	131	182
Basic weighted average number of shares outstanding (000's of shares)	687,130	686,423	687,117	686,413
Effect of potential dilutive securities:				
Treasury shares	2,263	2,962	2,276	2,972
Diluted weighted average number of shares outstanding	689,393	689,385	689,393	689,385
Earnings per share – basic (expressed in \$ per share)	0.11	0.20	0.19	0.27
Earnings per share – diluted (expressed in \$ per share)	0.11	0.20	0.19	0.26

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### 14 Sales revenues by nature

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
Copper	836	951	1,606	1,749
Gold	67	59	124	120
Zinc	10	16	22	28
Other	26	23	44	37
	939	1,049	1,796	1,934

### 15 Cost of sales

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
Costs of production	(500)	(535)	(1,002)	(1,051)
Depreciation	(187)	(206)	(376)	(431)
Movement in inventory	(45)	(19)	(21)	(2)
Movement in depreciation in inventory	(11)	(18)	(16)	2
	(743)	(778)	(1,415)	(1,482)

### 16 Finance costs

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
Interest expense on financial liabilities measured at amortized cost	(207)	(163)	(408)	(325)
Accretion on restoration provision	(3)	(3)	(6)	(7)
Total finance costs	(210)	(166)	(414)	(332)
Less: interest capitalized (note 5)	205	160	403	316
	(5)	(6)	(11)	(16)

### 17 Income tax expense

A tax expense of \$120 million was recorded for the six months ended June 30, 2019, (six months ended June 30, 2018: \$176 million tax expense) reflecting applicable statutory tax rates. The statutory tax rates for the Company's operations range from 20% to 35%. Following changes to the Zambian tax regime, effective January 1, 2019, mineral royalties are no longer deductible for tax purposes. No tax expenses or credits have been recognized with respect to gains realized under the Company's sales hedge program or losses incurred for the early repayment of borrowings.



# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

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### 18 Segmented information

The Company's reportable operating segments are individual mine development projects or mine operations. Each of the mines and development projects report information separately to the CEO, the chief operating decision maker.

The Corporate & other segment is responsible for the evaluation and acquisition of new mineral properties, regulatory reporting, treasury and finance and corporate administration. Included in the Corporate & other segment is the Company's metal marketing division which purchases and sells third party material, and the exploration projects.

The Company's operations are subject to seasonal aspects, in particular the rain season in Zambia. The rain season in Zambia generally starts in November and continues through April, with the heaviest rainfall normally experienced in the months of January, February and March. As a result of the rain season, mine pit access and the ability to mine ore is lower in the first quarter of the year than other quarters and the cost of mining is higher.

#### Earnings by segment

For the three-month period ended June 30, 2019, segmented information for the consolidated interim statement of earnings is presented as follows:

	Revenue	Cost of sales (excluding depreciation)	Depreciation	Other	Operating profit (loss) <sup>1</sup>	Income tax (expense) credit
Kansanshi <sup>2</sup>	408	(228)	(64)	(21)	95	(28)
Sentinel	319	(203)	(60)	(9)	47	(8)
Las Cruces	62	(35)	(46)	2	(17)	6
Guelb Moghrein	77	(48)	(11)	-	18	(5)
Çayeli	32	(15)	(8)	1	10	(7)
Pyhäsalmi	21	(10)	(6)	-	5	4
Ravensthorpe	-	(4)	(2)	-	(6)	3
Corporate & other <sup>3,4</sup>	20	(2)	(1)	(25)	(8)	(23)
<b>Total</b>	<b>939</b>	<b>(545)</b>	<b>(198)</b>	<b>(52)</b>	<b>144</b>	<b>(58)</b>

<sup>1</sup> Operating profit (loss) less net finance costs and taxes equals net earnings (loss) for the period on the consolidated statement of earnings.

<sup>2</sup> Kansanshi Mining Plc, the most significant contributor to the Kansanshi segment, is 20% owned by ZCCM, a Zambian government owned entity.

<sup>3</sup> No segmented information for Cobre Panama is disclosed for the statement of earnings, as the project is under development. The development costs, pre-commercial production operating revenues and costs for this project are capitalized.

<sup>4</sup> Includes hedge gains and losses recognized on forward copper sales and zero cost collar options.

For the three-month period ended June 30, 2018, segmented information for the statement of earnings is presented as follows:

	Revenue	Cost of sales (excluding depreciation)	Depreciation	Other	Operating profit (loss) <sup>1</sup>	Income tax (expense) credit
Kansanshi <sup>2</sup>	428	(186)	(61)	(17)	164	(59)
Sentinel	392	(250)	(74)	(7)	61	(13)
Las Cruces	133	(38)	(51)	5	49	(12)
Guelb Moghrein	64	(40)	(11)	(2)	11	(3)
Çayeli	36	(16)	(10)	2	12	(7)
Pyhäsalmi	38	(13)	(15)	10	20	(1)
Ravensthorpe	-	(2)	(2)	-	(4)	2
Corporate & other <sup>3,4</sup>	(42)	(9)	-	(17)	(68)	3
<b>Total</b>	<b>1,049</b>	<b>(554)</b>	<b>(224)</b>	<b>(26)</b>	<b>245</b>	<b>(90)</b>

<sup>1</sup> Operating profit (loss) less net finance costs and taxes equals net earnings (loss) for the period on the consolidated statement of earnings.

<sup>2</sup> Kansanshi Mining Plc, the most significant contributor to the Kansanshi segment, is 20% owned by ZCCM, a Zambian government owned entity.

<sup>3</sup> No segmented information for Cobre Panama is disclosed for the statement of earnings, as the project is under development. The development costs for this project are capitalized.

<sup>4</sup> Includes hedge gains and losses recognized on forward copper sales and zero cost collar options.

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## Notes to the Condensed Interim Consolidated Financial Statements

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For the six-month period ended June 30, 2019, segmented information for the consolidated interim statement of earnings is presented as follows:

	Revenue	Cost of sales (excluding depreciation)	Depreciation	Other	Operating profit (loss) <sup>1</sup>	Income tax (expense) credit
Kansanshi <sup>2</sup>	772	(421)	(119)	(29)	203	(70)
Sentinel	615	(386)	(118)	(15)	96	(32)
Las Cruces	133	(68)	(90)	(10)	(35)	11
Guelb Moghrein	141	(88)	(29)	(1)	23	(6)
Çayeli	50	(23)	(15)	8	20	(11)
Pyhäsalmi	57	(25)	(16)	2	18	8
Ravensthorpe	-	(9)	(3)	-	(12)	3
Corporate & other <sup>3,4</sup>	28	(3)	(2)	(39)	(16)	(23)
<b>Total</b>	<b>1,796</b>	<b>(1,023)</b>	<b>(392)</b>	<b>(84)</b>	<b>297</b>	<b>(120)</b>

<sup>1</sup> Operating profit (loss) less net finance costs and taxes equals net earnings (loss) for the period on the consolidated statement of earnings.

<sup>2</sup> Kansanshi Mining Plc, the most significant contributor to the Kansanshi segment, is 20% owned by ZCCM, a Zambian government owned entity.

<sup>3</sup> No segmented information for Cobre Panama is disclosed for the statement of earnings, as the project is under development. The development costs, pre-commercial production operating revenues and costs for this project are capitalized.

<sup>4</sup> Includes hedge gains and losses recognized on forward copper sales and zero cost collar options.

For the six-month period ended June 30, 2018, segmented information for the statement of earnings is presented as follows:

	Revenue	Cost of sales (excluding depreciation)	Depreciation	Other	Operating profit (loss) <sup>1</sup>	Income tax (expense) credit
Kansanshi <sup>2</sup>	821	(363)	(121)	(13)	324	(98)
Sentinel	777	(474)	(142)	(8)	153	(36)
Las Cruces	264	(76)	(102)	3	89	(23)
Guelb Moghrein	124	(75)	(21)	(4)	24	(6)
Çayeli	35	(18)	(13)	2	6	(5)
Pyhäsalmi	76	(27)	(27)	5	27	(3)
Ravensthorpe	-	(4)	(3)	-	(7)	3
Corporate & other <sup>3,4</sup>	(163)	(16)	-	(29)	(208)	(8)
<b>Total</b>	<b>1,934</b>	<b>(1,053)</b>	<b>(429)</b>	<b>(44)</b>	<b>408</b>	<b>(176)</b>

<sup>1</sup> Operating profit (loss) less net finance costs and taxes equals net earnings (loss) for the period on the consolidated statement of earnings.

<sup>2</sup> Kansanshi Mining Plc, the most significant contributor to the Kansanshi segment, is 20% owned by ZCCM, a Zambian government owned entity.

<sup>3</sup> No segmented information for Cobre Panama is disclosed for the statement of earnings, as the project is under development. The development costs for this project are capitalized.

<sup>4</sup> Includes hedge gains and losses recognized on forward copper sales and zero cost collar options.

# First Quantum Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

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### Balance sheet by segment

Segmented information on balance sheet items is presented as follows:

	June 30, 2019			December 31, 2018		
	Non-current assets <sup>1</sup>	Total assets	Total liabilities	Non-current assets <sup>1</sup>	Total assets	Total liabilities
Kansanshi <sup>2</sup>	2,661	4,496	904	2,706	4,490	944
Sentinel	3,088	3,690	736	3,150	3,673	711
Las Cruces	432	981	291	499	1,077	308
Guelb Moghrein	103	183	40	126	228	36
Çayeli	92	134	26	104	150	43
Pyhäsalmi	11	78	45	28	92	56
Ravensthorpe	687	777	143	689	776	142
Cobre Panama <sup>3</sup>	11,731	12,260	3,090	10,640	10,992	2,745
Corporate & other <sup>4</sup>	1,426	2,274	8,722	1,212	2,059	7,830
<b>Total</b>	<b>20,231</b>	<b>24,873</b>	<b>13,997</b>	<b>19,154</b>	<b>23,537</b>	<b>12,815</b>

<sup>1</sup> Non-current assets include \$19,973 million of property plant and equipment (December 31, 2018: \$19,098 million) and exclude financial instruments, deferred tax assets, VAT receivable and goodwill.

<sup>2</sup> Kansanshi Mining Plc, the most significant contributor to the Kansanshi segment, is 20% owned by ZCCM, a Zambian government owned entity. This segment includes the Kansanshi smelter.

<sup>3</sup> Cobre Panama is 20% owned by KPMC, a joint venture.

<sup>4</sup> Included within the corporate segment are assets relating to the Haquira project, \$686 million (December 31, 2018: \$683 million), and to the Taca project, \$438 million (December 31, 2018: \$434 million).

### Capital expenditure by segment

Additions to non-current assets other than financial instruments, deferred tax assets and goodwill represent additions to property, plant and equipment, for which capital expenditure is presented as follows:

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
Kansanshi	35	54	69	82
Sentinel	38	59	74	114
Las Cruces	10	10	14	15
Guelb Moghrein	1	3	2	11
Çayeli	1	2	2	4
Pyhäsalmi	-	-	-	-
Cobre Panama	319	443	685	781
Ravensthorpe	-	-	2	-
Corporate & other	9	4	12	7
<b>Total</b>	<b>413</b>	<b>575</b>	<b>860</b>	<b>1,014</b>

# First Quantum Minerals Ltd.

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### 19 Financial instruments

The Company classifies its financial assets as amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit and loss ("FVTPL"). Financial liabilities are measured at amortized cost or FVTPL.

The following provides a comparison of carrying and fair values of each classification of financial instrument at June 30, 2019:

	Amortized cost	Fair value through profit or loss	Fair value through OCI	Total
<b>Financial assets</b>				
Trade and other receivables <sup>1</sup>	78	198	-	276
Due from KPMC (note 7)	250	-	-	250
Derivative instruments in designated				
Hedge relationships	-	-	22	22
Other derivative instruments <sup>2</sup>	-	11	-	11
Investments	-	-	17	17
<b>Financial liabilities</b>				
Trade and other payables	753	-	-	753
Derivative instruments in designated				
hedge relationships	-	-	-	-
Other derivative instruments <sup>2</sup>	-	9	-	9
Lease liabilities (note 10)	29	-	-	29
Liability to joint venture (note 10)	1,198	-	-	1,198
Debt	8,106	-	-	8,106

<sup>1</sup>Commodity products are sold under pricing arrangements where final prices are set at a specified future date based on market commodity prices. Changes between the prices recorded upon recognition of revenue and the final price due to fluctuations in commodity market prices give rise to an embedded derivative in the accounts receivable related to the provisionally priced sales contracts.

<sup>2</sup>Other derivative instruments related to provisionally priced sales contracts are classified as fair value through profit or loss and recorded at fair value, with changes in fair value recognized as a component of cost of sales.

The following provides a comparison of carrying and fair values of each classification of financial instruments at December 31, 2018 on the same classification basis as above:

	Amortized cost	Fair value through profit or loss	Fair value through OCI	Total
<b>Financial assets</b>				
Trade and other receivables <sup>1</sup>	64	241	-	305
Derivative instruments in designated				
hedge relationships	-	-	27	27
Other derivative instruments <sup>2</sup>	-	16	-	16
Investments	-	-	18	18
<b>Financial liabilities</b>				
Trade and other payables	731	-	-	731
Other derivative instruments <sup>2</sup>	-	3	-	3
Finance leases	17	-	-	17
Liability to joint venture	946	-	-	946
Debt	7,285	-	-	7,285

<sup>1</sup>Commodity products are sold under pricing arrangements where final prices are set at a specified future date based on market commodity prices. Changes between the prices recorded upon recognition of revenue and the final price due to fluctuations in commodity market prices give rise to an embedded derivative in the accounts receivable related to the provisionally priced sales contracts.

<sup>2</sup>Other derivative instruments related to provisionally priced sales contracts are classified as fair value through profit or loss and recorded at fair value, with changes in fair value recognized as a component of cost of sales.

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### Fair Values

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 Inputs for the asset or liability that are not based on observable market data.

The following table sets forth the Company's assets and liabilities measured at fair value on the balance sheet at June 30, 2019:

	Level 1	Level 2	Level 3	Total fair value
<b>Financial assets</b>				
Derivative instruments – LME contracts <sup>1</sup>	5	-	-	5
Derivative instruments – OTC contracts <sup>2</sup>	-	28	-	28
Investments <sup>3</sup>	5	-	12	17
<b>Financial liabilities</b>				
Derivative instruments – LME contracts <sup>1</sup>	6	-	-	6
Derivative instruments – OTC contracts <sup>2</sup>	-	3	-	3

<sup>1</sup> Futures for copper, gold and zinc were purchased on the London Metal Exchange ("LME") and London Bullion Market and have direct quoted prices, therefore these contracts are classified within Level 1 of the fair value hierarchy.

<sup>2</sup> The Company's derivative instruments are valued by the Company's brokers using pricing models based on active market prices. All forward swap contracts held by the Company are OTC and therefore the valuation models require the use of assumptions concerning the amount and timing of estimated future cash flows and discount rates using inputs which can generally be verified and do not involve significant management judgment. Such instruments are classified within Level 2 of the fair value hierarchy. Derivative assets are included within other assets on the balance sheet and derivative liabilities are included within provisions and other liabilities on the balance sheet.

<sup>3</sup> The Company's investments in marketable equity securities are valued using quoted market prices in active markets and as such are classified within Level 1 of the fair value hierarchy. The fair value of the marketable equity securities is calculated as the quoted market price of the marketable security multiplied by the quantity of shares held by the Company.

The following table sets forth the Company's assets and liabilities measured at fair value on the balance sheet at December 31, 2018, in the fair value hierarchy:

	Level 1	Level 2	Level 3	Total fair value
<b>Financial assets</b>				
Derivative instruments – LME contracts <sup>1</sup>	14	-	-	14
Derivative instruments – OTC contracts <sup>2</sup>	-	29	-	29
Investments <sup>3</sup>	5	-	13	18
<b>Financial liabilities</b>				
Derivative instruments – LME contracts <sup>1</sup>	2	-	-	2
Derivative instruments – OTC contracts <sup>2</sup>	-	1	-	1

<sup>1</sup> Futures for copper, gold and zinc were purchased on the London Metal Exchange ("LME") and London Bullion Market and have direct quoted prices, therefore these contracts are classified within Level 1 of the fair value hierarchy.

<sup>2</sup> The Company's derivative instruments are valued by the Company's brokers using pricing models based on active market prices. All forward swap contracts held by the Company are OTC and therefore the valuation models require the use of assumptions concerning the amount and timing of estimated future cash flows and discount rates using inputs which can generally be verified and do not involve significant management judgment. Such instruments are classified within Level 2 of the fair value hierarchy. Derivative assets are included within other assets on the balance sheet and derivative liabilities are included within provisions and other liabilities on the balance sheet.

<sup>3</sup> The Company's investments in marketable equity securities are valued using quoted market prices in active markets and as such are classified within Level 1 of the fair value hierarchy. The fair value of the marketable equity securities is calculated as the quoted market price of the marketable security multiplied by the quantity of shares held by the Company.

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### *Derivatives designated as hedged instruments*

The Company has elected to apply hedge accounting with the following contracts expected to be highly effective in offsetting changes in the cash flows of designated future sales. Commodity contracts outstanding as at June 30, 2019, were as follows:

	Open positions (tonnes/ozs)	Average contract price	Closing market price	Maturities through
<b>Commodity contracts:</b>				
Copper forward	22,500	\$2.94/lb	\$2.71/lb	December 2019
Copper zero cost collar	47,500	\$2.79 - \$2.99/lb	\$2.71/lb	February 2020

### *Other derivatives*

As at June 30, 2019, the Company had entered into the following derivative contracts for copper, gold and zinc in order to reduce the effects of fluctuations in metal prices between the time of the shipment of metal from the mine site when the sale is provisionally priced and the date agreed for pricing the final settlement.

Excluding the copper contracts noted above, as at June 30, 2019, the following derivative positions were outstanding:

	Open positions (tonnes/ozs)	Average contract price	Closing market price	Maturities through
<b>Embedded derivatives in provisionally priced sales contracts:</b>				
Copper	85,010	\$2.73/lb	\$2.71/lb	October 2019
Gold	20,903	\$1,328/oz	\$1,409/oz	October 2019
Zinc	14,916	\$1.18/lb	\$1.17/lb	October 2019
<b>Commodity contracts:</b>				
Copper	85,000	\$2.73/lb	\$2.71/lb	October 2019
Gold	21,068	\$1,328/oz	\$1,409/oz	October 2019
Zinc	14,916	\$1.18/lb	\$1.17/lb	October 2019

As at December 31, 2018, the following derivative positions were outstanding:

	Open positions (tonnes/ozs)	Average contract price	Closing market price	Maturities through
<b>Embedded derivatives in provisionally priced sales contracts:</b>				
Copper	90,633	\$2.78/lb	\$2.71/lb	April 2019
Gold	16,069	\$1,235/oz	\$1,282/oz	April 2019
Zinc	2,175	\$1.18/lb	\$1.14/lb	January 2019
<b>Commodity contracts:</b>				
Copper	90,425	\$2.78/lb	\$2.71/lb	April 2019
Gold	16,069	\$1,235/oz	\$1,282/oz	April 2019
Zinc	2,175	\$1.18/lb	\$1.14/lb	January 2019

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A summary of the fair values of unsettled derivative financial instruments for commodity contracts recorded on the consolidated balance sheet.

	June 30, 2019	December 31, 2018
Commodity contracts:		
Asset position	33	43
Liability position	(9)	(3)

## 20 Commitments & contingencies

### *Capital commitments*

The Company has committed to \$94 million (December 31, 2018: \$392 million) in capital expenditures.

### *Other commitments & contingencies*

In October 2016, the Company, through its subsidiary Kansanshi Holdings Limited, received a Notice of Arbitration from ZCCM International Holdings PLC ("ZCCM") under the Kansanshi Mining PLC ("KMP") Shareholders Agreement. ZCCM is a 20% shareholder in KMP and filed the Notice of Arbitration against Kansanshi Holdings Limited ("KHL"), the 80% shareholder, and against KMP. The Company also received a Statement of Claim filed in the Lusaka High Court naming additional defendants, including the Company, and certain directors and an executive of the named corporate defendants. Aside from the parties, the allegations made in the Notice of Arbitration and the High Court for Zambia were the same. FQML and the Company are firmly of the view that the allegations are in their nature inflammatory, vexatious and untrue.

The dispute was stated as a request for a derivative action, requiring ZCCM to obtain permission to proceed in each forum of the Arbitration and the Lusaka High Court. The dispute arose from facts originating in 2007, and concerned the rate of interest paid on select deposits by KMP with the Company. The deposits were primarily retained for planned investment by KMP in Zambia. In particular, KMP deposits were used to fund a major investment program at Kansanshi, including the successful construction and commissioning of the Kansanshi smelter and expansion of the processing plant and mining operations. The entirety of the deposit sums has been paid down from the Company to KMP, with interest. The interest was based on an assessment of an arm's length fair market rate, which is supported by independent third-party analysis. ZCCM disputed that interest rate paid to KMP on the deposits was sufficient.

The Arbitration required ZCCM to petition the Arbitral Tribunal for permission to maintain the derivative action. A three-day hearing on the Arbitration on whether permission is granted or denied took place in January 2018. On February 22, 2018, the Arbitral Tribunal issued a ruling denying ZCCM permission to continue the proceedings. On March 21, 2018, ZCCM served an application seeking to challenge the Arbitral Tribunal's ruling through the English court. On June 1, 2018, despite being severely out of time, ZCCM sought to amend its application for additional grounds on which to challenge the Arbitral Tribunal's ruling. ZCCM's arbitration challenge was resisted by KHL in a substantive hearing in the English High Court heard in London during March 26-28, 2019. KHL argued that ZCCM committed an abuse of process in trying to raise irrelevant circumstances which would not have affected the Tribunal's ruling, because the ruling was made on the weak facts ZCCM submitted in the arbitration. On May 22, 2019, the London High Court denied all aspects of ZCCM's appeal, which has been communicated back to the Arbitral Tribunal. The parties have reached an agreement on costs, in total exceeding \$1million payable by ZCCM, bringing this particular matter to an end.

In parallel, several preliminary procedural applications to dismiss the High Court Action were lodged on behalf of the Company, and other defendants, in the Lusaka High Court. By a decision dated January 25, 2018, the Lusaka High Court used its discretion to rectify ZCCM's procedural errors. The Court granted leave to the Company, FQM Finance and the individual defendants to appeal against this decision and the litigants have agreed to a stay pending the appeal. The appeal hearing took place on November 21, 2018, with submissions made by all parties. The Court of Appeal delivered judgment on January 11, 2019, dismissing the appeal. An appeal to the Supreme Court of Zambia was heard on April 24, 2019, and has been dismissed. The High Court is due to resume hearing the remaining two applications at a hearing in Lusaka on August 19, 2019.