

TURQUOISE HILL RESOURCES LTD.

Form 6-K

March 26, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

From: 26 March 2013

Commission File Number: 001-32403

TURQUOISE HILL RESOURCES LTD.

(Translation of Registrant's Name into English)

Suite 615 999 CANADA PLACE, VANCOUVER, BRITISH COLUMBIA V6C 3E1

(Address of Principal Executive Offices)

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(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F- Form 40-F-

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes: No:

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .)

Enclosed: Management Proxy Circular and Notice of Meeting TRQ 2013 AGM

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**Notice of Annual Meeting of Shareholders
and
Management Proxy Circular
of
TURQUOISE HILL RESOURCES LTD.**

DATED: March 22, 2013

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TURQUOISE HILL RESOURCES LTD.

Notice of Annual Meeting of Shareholders

May 10, 2013

NOTICE IS HEREBY GIVEN that an Annual Meeting (**Meeting**) of shareholders of Turquoise Hill Resources Ltd. (the **Corporation**) will be held on May 10, 2013, at 09:00 AM local time, in the Metropolitan Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia for the following purposes:

1. to receive the annual report of the directors to the shareholders;
 2. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2012, and the auditors' report thereon;
 3. to elect 13 directors for the ensuing year;
 4. to appoint auditors for the ensuing year and to authorize the directors to fix the auditors' remuneration; and
 5. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.
- The Board of Directors has fixed March 25, 2013 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment or postponement thereof.

A management proxy circular, form of proxy, the audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2012 and a return envelope accompany this notice of meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by email, by hand or by mail in accordance with the instructions set out in the form of proxy and in the management proxy circular.

Dated at Vancouver, British Columbia this 22nd day of March, 2013.

BY ORDER OF THE BOARD

Dustin S. Isaacs
Dustin S. Isaacs

Corporate Secretary

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TURQUOISE HILL RESOURCES LTD.

World Trade Centre

615 999 Canada Place

Vancouver, British Columbia, V6C 3E1

MANAGEMENT PROXY CIRCULAR

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SECTION 1 - VOTING AND PROXIES

1.1 SOLICITATION OF PROXIES

This Management Proxy Circular (the **Circular**) is furnished to the holders of common shares (**shareholders**) of TURQUOISE HILL RESOURCES LTD. (the **Corporation**) by management of the Corporation in connection with the solicitation of proxies to be voted at an Annual Meeting (the **Meeting**) of the shareholders to be held at 09:00 AM, local time, on May 10, 2013 in the Metropolitan Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, and at any adjournment or postponement thereof, for the purposes set forth in the Notice of Annual Meeting (the **Notice of Meeting**).

The solicitation of proxies by management will be primarily by mail, but proxies may be solicited personally or by telephone by directors of the Corporation (**Directors**), officers and regular employees of the Corporation and its affiliates. All costs of this solicitation will be borne by the Corporation.

The Board of Directors of the Corporation (the **Board of Directors** or the **Board**) has fixed the close of business on March 25, 2013 as the record date, being the date for the determination of the registered shareholders entitled to receive notice of, and to vote at, the Meeting (the **Record Date**).

Unless otherwise stated, the information contained in this Circular is as of March 22, 2013. All dollar amounts are expressed in United States dollars (**\$** or **US\$**), Canadian dollars (**C\$**) or Australian dollars (**A\$**), as indicated.

All references to shareholders in this Circular and the accompanying Form of Proxy (as defined below) and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

1.2 APPOINTMENT OF PROXYHOLDERS

A shareholder entitled to vote at the Meeting may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, to attend and act at the Meeting for the shareholder and on the shareholder's behalf.

The individuals named in the enclosed form of proxy (the **Form of Proxy**) are Directors and/or officers of the Corporation. **A shareholder may appoint, as proxyholder or alternate proxyholder, a person or persons other than any of the persons designated in the enclosed Form of Proxy, and may do so either by inserting the name or names of such persons in the blank space provided in the enclosed Form of Proxy or by completing another proper Form of Proxy.**

An appointment of a proxyholder or alternate proxyholder will not be valid unless a form of proxy making the appointment, signed by the shareholder or by an attorney of the shareholder authorized in writing, is deposited with Canadian Stock Transfer Company Inc. as agent for CIBC Mellon Trust Company, by facsimile to 1-866-781-3111 or 1-416-368-2502, by mail to P.O. Box 721, Agincourt, Ontario, M1S 0A1, by email at proxy@canstockta.com or procuration@canstockta.com or by hand to The Oceanic Plaza, 1600 - 1066 W. Hastings Street, Vancouver, British Columbia, V6E 3K9 or 320 Bay Street, Banking Hall Level, Toronto, Ontario, M5H 4A6 and received by Canadian Stock Transfer Company Inc. as agent for CIBC Mellon Trust Company not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment or postponement thereof at which the proxy is to be used.

1.3 REVOCATION OF PROXIES

A shareholder who has given a proxy may revoke the proxy:

- (a) by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing:
 - (i) with Canadian Stock Transfer Company Inc. as agent for CIBC Mellon Trust Company, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment or postponement thereof at which the proxy is to be used;

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- (ii) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or an adjournment or postponement thereof, at which the proxy is to be used; or
- (iii) with the chairman of the Meeting on the day of the Meeting or an adjournment or postponement thereof; or

(b) in any other manner provided by law.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

1.4 EXERCISE OF DISCRETION

The persons named in the enclosed Form of Proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. **In the absence of such direction in respect of a particular matter, such shares will be voted as recommended by the management of the Corporation. The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified or referred to in the Notice of Meeting and this Circular and with respect to other matters which may properly come before the Meeting or any adjournment or postponement thereof.** As of the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any such or other matters which are not currently known to management should properly come before the Meeting, the shares will be voted on such matters in accordance with the best judgment of the persons named in the Form of Proxy.

1.5 QUORUM

The Corporation's by-laws provide that the quorum for the transaction of business at the Meeting is at least one individual present at the commencement of the Meeting holding, or representing by proxy the holder or holders of, common shares carrying, in the aggregate, not less than one-third (33 1/3%) of the votes eligible to be cast at the Meeting.

1.6 VOTES REQUIRED TO PASS RESOLUTIONS

Under the *Yukon Business Corporations Act* (the "YBCA"), a simple majority of the votes cast by shareholders at the Meeting is required to pass an ordinary resolution and a majority of two-thirds of the votes cast at the Meeting is required to pass a special resolution.

1.7 VOTING BY NON-REGISTERED SHAREHOLDERS

The information set forth in this section should be reviewed carefully by non-registered shareholders of the Corporation. Shareholders who do not hold their shares in their own name (the "Non-Registered Shareholders") should note that only proxies deposited by shareholders who appear on the records maintained by Canadian Stock Transfer Company Inc. as agent for CIBC Mellon Trust Company, the Corporation's registrar and transfer agent, as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by his, her or its broker, trust company, bank or similar institution (collectively, a "Broker"), those shares are, in all likelihood, *not* registered in the shareholder's name. Such shares are more likely registered under the name of the shareholder's Broker or an agent of that Broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms).

Non-Registered Shareholders are either "objecting beneficial owners" or "OBOs", who object that intermediaries disclose information about their ownership in the Corporation or "non-objecting beneficial owners" or "NOBOs", who do not object to such disclosure. The Corporation pays intermediaries to send proxy-related materials to OBOs and NOBOs.

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Shares held by Brokers (or their agents or nominees) on behalf of a Broker’s client can only be voted at the direction of the Non-Registered Shareholder. Without specific instructions, Brokers and their agents and nominees are prohibited from voting shares for the Broker’s clients. Therefore, each Non-Registered Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Applicable securities laws require Brokers and other intermediaries to seek voting instructions from Non-Registered Shareholders in advance of shareholders’ meetings. The various Brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Non-Registered Shareholders in order to ensure that their shares are voted at the Meeting. If you have any questions respecting the voting of shares held through a Broker or other intermediary, please contact that Broker or other intermediary immediately for assistance.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her Broker (or an agent of such Broker), a Non-Registered Shareholder may attend the Meeting as proxy holder for the registered shareholder and vote the shares in that capacity. Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their shares as proxy holder for the registered shareholder should enter their own names in the blank space on the proxy form provided to them by their Broker (or the Broker’s agent) and return the same to their Broker (or the Broker’s agent) in accordance with the instructions provided by such Broker (or the Broker’s agent).

1.8 VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation’s authorized capital consists of an unlimited number of common shares without par value (**Common Shares**) and an unlimited number of preferred shares without par value.

As of March 22, 2013, the Corporation had issued 1,005,622,903 fully paid and non-assessable Common Shares, each carrying the right to one vote. As of such date, no preferred shares were issued or outstanding.

A holder of record of one or more Common Shares on the securities register of the Corporation on the Record Date who either attends the Meeting in person or deposits a Form of Proxy in the manner and subject to the provisions described above will be entitled to vote or to have such share or shares voted at the Meeting, except to the extent that:

- (a) the shareholder has transferred the ownership of any such share after the Record Date, and
- (b) the transferee produces a properly endorsed share certificate for, or otherwise establishes ownership of, any of the transferred shares and makes a demand to Canadian Stock Transfer Company Inc. as agent for CIBC Mellon Trust Company no later than 10 days before the Meeting that the transferee’s name be included in the list of shareholders in respect thereof.

To the knowledge of the Directors and senior officers of the Corporation, the only persons who beneficially own, or control or direct, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares, the approximate number of Common Shares so owned, controlled or directed and the percentage of voting shares of the Corporation represented by such shares, in each case as at March 22, 2013, are:

Name and Jurisdiction of Residence	Number of Shares Owned, Controlled or Directed	Percentage of Shares Outstanding
Rio Tinto plc ⁽¹⁾	510,983,220	50.81%
UK Robert M. Friedland ⁽²⁾	101,360,738	10.08%
Singapore		

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Notes:

- (1) Common Shares are held indirectly through Rio Tinto International Holdings Limited (**RTIH**) (as to 219,739,166 shares) and indirectly through 7999674 Canada Inc. (as to 215,100,000 shares) and 46117 Yukon Inc. (as to 76,144,054 shares), each company a wholly-owned subsidiary of Rio Tinto plc, a London listed public company headquartered in the United Kingdom (together with its affiliates, **Rio Tinto**). In addition, Rio Tinto holds share purchase warrants (the **Series D Warrants**) exercisable to purchase an additional 55 million Common Shares (adjusted to approximately 74.2 million Common Shares as a result of the 2012 Rights Offering defined and described below), which Series D Warrants were issued pursuant to the terms of the Memorandum of Agreement dated April 17, 2012, as amended on May 22, 2012 amongst the Corporation, RTIH and Rio Tinto South East Asia Limited (**RT Asia**). Each Series D Warrant is exercisable to purchase one Common Share at any time until May 22, 2015 and otherwise in accordance with their terms. Assuming Rio Tinto were to fully exercise the Series D Warrants to acquire the maximum number of Common Shares issuable thereunder, Rio Tinto would beneficially own, together with the 510,983,220 Common Shares it already holds, directly and indirectly, 585,230,680 Common Shares, representing approximately 54.2% of the outstanding Common Shares. Pursuant to the terms of the Memorandum of Agreement, Rio Tinto also has, among other rights and entitlements, pre-emptive contractual rights to maintain its percentage interest in Common Shares and Series D Warrants, exercisable, subject to certain exceptions, in respect of certain future issuances of Common Shares. The information as to Common Shares beneficially owned, controlled or directed by Rio Tinto is not within the knowledge of the management of the Corporation and is based on public filings.
- (2) Common Shares are held directly (as to 22,782,421 shares) and indirectly through Newstar Securities SRL (as to 36,888,714 shares) and Goldamere Holdings SRL (as to 41,689,603 shares), each company beneficially owned and controlled as to 100% by Mr. Friedland. In addition, Mr. Friedland holds incentive stock options exercisable for up to 2,399,456 Common Shares, all of which are currently vested and exercisable. The information as to shares beneficially owned, controlled or directed by Mr. Friedland is not within the knowledge of the Corporation and is based on public filings.

SECTION 2 - BUSINESS OF MEETING

2.1 ELECTION OF DIRECTORS

The Corporation's Articles currently provide that the number of Directors will be a minimum of three and a maximum of 14. In accordance with the terms of the MOA (as defined below), the Corporation agreed that the Board would consist of 13 Directors.

2.1.1 Nomination Rights

Under the Memorandum of Agreement dated April 17, 2012, as amended on May 22, 2012 (the **MOA**) among the Corporation, RTIH and RT Asia, RTIH and the Corporation have agreed to certain provisions regarding Director nomination rights between RTIH and the Corporation. A copy of the MOA can be viewed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval (**SEDAR**) at www.sedar.com. See Section 7.3 Interest of Informed Persons in Material Transactions of this Circular for additional information on the MOA.

These nomination rights are in addition to those accorded to Mr. Friedland under the Heads of Agreement dated December 8, 2010, as amended by the MOA, wherein Mr. Friedland is entitled to nominate two incumbent Directors (each acceptable to RTIH), conditional upon Mr. Friedland continuing to own at least 10% of the Common Shares, and RTIH will exercise, and will cause its subsidiaries to exercise, its voting power to vote in favour of the election of such Directors from time to time until the earlier of January 18, 2014 and the date the Corporation ceases to be a reporting issuer or its equivalent under the securities laws of any province or territory

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of Canada Rio Tinto owns a majority of the Common Shares and can exercise its voting power to elect all of the members of the Board subject only to the agreed limitations in the MOA. The MOA effectively limits Rio Tinto's ability to elect more than 11 Directors (on a Board of 13) by providing that until the earlier of: (a) January 18, 2014; and (b) the date the Corporation ceases to be a reporting issuer or its equivalent under the securities laws of any province or territory of Canada:

- (i) Mr. Friedland may, conditional upon him continuing to own at least 10% of the outstanding Common Shares, select two Directors who were Directors on April 16, 2012 (such potential nominee Directors, the **RMF Nominees**) and RTIH will exercise its voting power for the election of the RMF Nominees from time to time. Such RMF Nominees (a) must include one independent Director, (b) cannot include Robert M. Friedland and (c) must be acceptable to RTIH;
- (ii) subject to the foregoing condition, if an RMF Nominee resigns as or ceases to be a Director, Mr. Friedland shall have the right to select a replacement Director among the remaining RMF Nominees or, if there are no remaining RMF Nominees who are able and willing to be a Director at such time, select any other qualified individual who would qualify as an independent Director and is acceptable to RTIH and the Board to fill any such vacancy, and the Board shall take all necessary steps to appoint such RMF Nominee or individual, as the case may be, as a Director; and
- (iii) a majority of the Directors will be independent Directors, as determined in accordance with the criteria established for independence under the Private Placement Agreement dated October 18, 2006 between the Corporation and RTIH, as amended (the **PPA**). The Corporation has been advised that the RMF Nominees for the Meeting are Ms. Mahler and Mr. Meredith and that RTIH will vote in favour of all of the Director nominees listed herein. As a result, the Corporation anticipates that all such Director nominees will be elected at the Meeting.

2.1.2 Majority Voting Policy

On March 22, 2013, the Board adopted a majority voting policy pursuant to which, in an uncontested election of Directors, if a nominee for election as a Director receives a greater number of votes withheld or abstained than votes for, with respect to the election of Directors by shareholders, he or she will be expected to offer to tender his or her resignation to the Board promptly following the meeting of shareholders at which the Director is elected. Upon receiving such resignation, the Nominating and Corporate Governance Committee will consider such resignation and make a recommendation to the Board whether or not to accept it. The Board will determine whether to accept the resignation in question and announce such decision in a press release to be issued within 90 days following the meeting of shareholders. The Director who offered to tender his or her resignation pursuant to this policy will not participate in any committee or Board deliberations and decisions pertaining to the resignation offer.

2.1.3 Term of Office

The term of office of each of the current Directors will end at the conclusion of the Meeting. Unless a Director's office is earlier vacated in accordance with the provisions of the YBCA, each Director elected will hold office until the conclusion of the next annual meeting of shareholders of the Corporation or, if no Director is then elected, until a successor is elected.

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2.1.4 Management Nominees

The following tables set out information with respect to each of management's 13 nominees for election as Directors at the Meeting, including their ages, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a Director of the Corporation, the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each as at March 22, 2013, and the number of options to purchase Common Shares and securities in the capital of the Corporation's publicly traded subsidiaries held by each as at March 22, 2013. **Management recommends that shareholders vote in favour of the following nominees.**

Unless contrary instructions are indicated on the form of proxy or the voting instruction form, the persons designated in the accompanying form of proxy or voting instruction form intend to vote for the election of the nominees recommended by management as directors of the Corporation, to hold office until the conclusion of the next meeting of shareholders or until their successors are duly elected.

Ms. Gardiner is currently a corporate director and has a financial consulting practice. She is a director of Parkbridge Lifestyle Communities Inc., a private company involved in the ownership and operation of land lease communities, and a director of Timber Investments Ltd., a private company that owns Tolko Industries Ltd., a governor of The Banff Centre, an arts education institution, and Chair of The Banff Centre Foundation.

Ms. Gardiner spent over 20 years in the investment banking industry, most recently as Managing Director and Regional Head, BC, for RBC Capital Markets. She also held various positions in corporate finance, mergers and acquisitions, and debt capital markets as well as serving as Head of the Forest Products Group and Head of the Pipelines & Utilities Group. Ms. Gardiner was a member of RBC Capital Markets' Canadian Investment Banking Management Committee, Promotions Committee, Fairness Opinion Committee and Council for the Advancement of Women.

Prior to joining the investment banking industry, Ms. Gardiner was a Senior Project Manager at the Ontario Energy Board and a sessional lecturer at the University of Victoria.

Ms. Gardiner holds a Bachelor of Science and a Master of Business Administration, both from Queens University. She is a member of the Institute of Corporate Directors.

Jill Gardiner	Principal Occupation, Business or Employment⁽¹⁾				
Vancouver, British Columbia,					
Canada	Director/Consultant				
Age: 54			2012	Other Public Company Board	
Director Since: May 2012			Meetings	Membership:	Since:
				Company:	
			2012		
			Meetings	Eligible to	
Director Status:	Board/Committee Membership:		Attended	Attend	
Independent	Board of Directors ⁽¹¹⁾		14	14	n/a
	Audit Committee Chair ⁽⁴⁾		3	3	n/a

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Areas of Experience: Nominating and Corporate Governance Committee⁽¹⁶⁾ 5 5

Managing/Leading Growth

Senior Officer Independent Directors 3 3

Compensation
Capital Markets

Governance/Boards

Common Shares Beneficially Owned, Controlled or Directed^{(1)(2):}

Financial Literacy	Company Name	Year	Common Shares	Total Market Value of
				Common Shares ⁽⁶⁾
	Turquoise Hill Resources Ltd.	2013	Nil	Nil
		2012	Nil	Nil

Options Held:

Date Granted	Expiry Date	Number Granted	Vested & Unexercised/Unvested	Exercise Price ⁽⁷⁾	Total Unexercised	Value of Unexercised Options ⁽⁸⁾
06/28/12	06/28/17	30,000	Nil/30,000	C\$9.75	30,000	Nil
					Total:	Nil

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Mr. Gillin served as Chairman and Chief Executive Officer of Tahera Diamond Corporation, a diamond exploration, development and production company, from October 2003 to September 2008, and was Chief Restructuring Officer until December 2008. Between November 2002 and May 2003, he was President and Chief Executive Officer of Zemex Corporation, an industrial minerals producer. From 1996 to 2002, Mr. Gillin was Vice Chairman and a director of N.M. Rothschild & Sons Canada Limited, an investment bank, and was Acting Chief Executive Officer between 2001 and 2002. He currently is a Non-Executive Director of several public companies including Silver Wheaton Corporation, Dundee Precious Metals and Sherritt International Corp.

Mr. Gillin holds an Honours Business Administration degree from the Richard Ivey School of Business, University of Western Ontario, and is a Chartered Financial Analyst. He is a member of the Institute of Corporate Directors, the Chartered Financial Analysts Institute and the Toronto Society of Financial Analysts.

Principal Occupation, Business or Employment⁽¹⁾

Director

2012

Other Public Company Board Membership:
Company:**Since:**

Meetings

2012

Board/Committee**Meetings****Eligible to****Membership:****Attended****Attend****R. Peter Gillin**Board of Directors⁽¹¹⁾

14

14

Dundee Precious Metals Inc. (TSX)
(Health, Safety and Environment
Committee; Compensation
Committee

2009

Toronto, Ontario, Canada

Audit Committee⁽¹⁴⁾

3

3

Sherritt International Corp. (TSX) (Audit
Committee; Human Resources Committee;
Nominating and Corporate Governance
Committee; Environment, Health and
Safety Committee Chair)

2010

Age: 64

Director Since: May 2012

Compensation and Benefits
Committee⁽¹⁵⁾

4

4

Silver Wheaton Corporation (TSX; NYSE)
(Audit Committee, Human Resources
Committee)

2004

Director Status:

Independent Directors

3

3

TD Mutual Funds Corporate Class Ltd.
(Audit Committee)

2010

Independent

Areas of Experience:

Mining Industry

Managing/Leading Growth

CEO/Senior Officer

Governance/Boards

Capital Markets

Marketing Expertise

Environmental/Safety

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Corporate Responsibility
Compensation

Common Shares Beneficially Owned, Controlled or Directed(1)(2):

Financial Literacy

Company Name	Year	Common Shares	Total Market Value of Common Shares ⁽⁶⁾			
Turquoise Hill Resources Ltd.	2013	Nil	Nil			
	2012	Nil	Nil			
Options Held:						
Date Granted	Expiry Date	Number Granted	Vested & Unexercised/ Unvested	Exercise Price ⁽⁷⁾	Total Unexercised	Value of Unexercised Options ⁽⁸⁾
06/28/12	06/28/17	30,000	Nil/30,000	C\$9.75	30,000	Nil
					Total:	Nil

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Mr. Goodman has served as General Counsel, Business Development at Rio Tinto since June 2008. In April 2010, lead responsibility for Rio Tinto's Europe, Middle East and Africa legal team was added to Mr. Goodman's role and he has served as General Counsel, Corporate-Europe and Business Development since that time. Between May 2007 and June 2008, he held the position of General Counsel, Strategic Projects at Rio Tinto Alcan Inc. Prior to joining Rio Tinto, Mr. Goodman was a partner at a leading Canadian law firm practicing in the areas of mergers and acquisitions, project finance and corporate and commercial law.

Mr. Goodman has a Bachelor of Commerce degree from Concordia University and holds both a Bachelor of Civil Law degree and a Bachelor of Laws degree from McGill University. He is a member of the Quebec Bar Association, the Canadian Bar Association, the American Bar Association and the Institute of Corporate Directors.

Principal Occupation, Business or Employment⁽¹⁾

General Counsel, Corporate Europe and Business Development, Rio Tinto

2012

Other Public Company Board Membership:

	Board/Committee Membership:	Meetings		Company:	Since:
		2012 Meetings Attended	Eligible to Attend		
Warren Goodman					
London, United Kingdom	Board of Directors ⁽¹¹⁾	6	6	n/a	n/a

Age: 61

Director Since: June 2012

Common Shares Beneficially Owned, Controlled or Directed^{(1)(2):}

Company Name

Year
2013Common Shares
NilTotal Market Value of
Common Shares⁽⁶⁾
Nil**Director Status:**

Non-Independent (Rio Tinto)

Turquoise Hill Resources Ltd.

Areas of Experience:

Mining Industry

2012

Nil

Nil

Options Held^{(5):}

Senior Officer

Date Granted
n/aExpiry Date
n/aNumber Granted
n/aVested &
Unexercised/
Unvested
n/aExercise Price⁽⁷⁾
n/aTotal
Unexercised
n/aValue of
Unexercised
Options⁽⁸⁾
n/a

Legal

Governance/Board

Capital Markets

Financial Literacy

Total:

n/a

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Ms. Hudon is currently President of Sun Life Financial Quebec, an insurance company, where she is responsible for overseeing all of Sun Life Quebec's corporate strategy and growth. Prior to joining Sun Life, she served as the President of Marketel, a Montreal-based advertising agency in Montreal, between November 2008 and August 2010. From 2004 to 2008, Ms. Hudon served as President and Chief Executive Officer of the Board of Trade of Metropolitan Montreal.

Ms. Hudon is currently Chairman of Collectif de Festivals Montréalais and is a director of Hydro-Québec, Aéroports de Montréal and Holt Renfrew Canada.

Ms. Hudon undertook economic science studies at the Université de Montréal and undertook business administration studies at the University of Ottawa. She is a member of the Institute of Corporate Directors.

Principal Occupation, Business or Employment⁽¹⁾

President, Sun Life Financial Quebec

		2012		Other Public Company Board Membership:	
		Meetings Attended	Eligible to Attend	Company:	Since:
Isabelle Hudon	Board/Committee Membership:				
	Board of Directors ⁽¹¹⁾	13	14	n/a	n/a
	Compensation and Benefits Committee ⁽¹⁵⁾	4	4		
	Nominating and Corporate Governance Committee ⁽¹⁶⁾	5	5		
Montreal, Quebec, Canada					
Age: 46					
Director Since: May 2012					

Director Status:

Independent

Areas of Experience:

Independent Directors 2 3

Managing/Leading Growth

Common Shares Beneficially Owned, Controlled or Directed⁽¹⁾⁽²⁾:

	Company Name	Year 2013	Common Shares	Total Market Value of Common Shares ⁽⁶⁾
CEO/Senior Officer			Nil	Nil
Governance/Board				
Compensation	Turquoise Hill Resources Ltd.			
Marketing Expertise				
Financial Literacy		2012	Nil	Nil

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Options Held:

Date Granted	Expiry Date	Number Granted	Vested & Unexercised/Unvested	Exercise Price ⁽⁷⁾	Total Unexercised	Value of Unexercised Options ⁽⁸⁾
06/28/12	06/28/17	30,000	Nil/30,000	C\$9.75	30,000	Nil
					Total:	Nil

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Mr. Jacques was appointed Chief Executive Copper in February 2013. He joined Rio Tinto in October 2011 as President, International Operations - Copper, where he led a senior team and oversaw Rio Tinto's interests in the Palabora Mining Company in South Africa, Northparkes Mines in Australia, Kennecott Eagle Minerals and the Pebble Mine in the US and Sulawesi in Indonesia. Prior to Rio Tinto Mr. Jacques spent more than 15 years working across Europe, south east Asia, India and the US in operational and strategy roles in the aluminium, bauxite and steel industries. He served as Group Director, Strategy and was on the Executive Committee at Tata Steel Group from 2007 to 2011.

Mr. Jacques is a Master's graduate (science) of Ecole Centrale Paris in France and a member of the Institute of Corporate Directors.

Principal Occupation, Business or Employment⁽¹⁾

Chief Executive, Rio Tinto Copper Group

Other Public Company Board

Board/Committee Membership:	2012 Meetings Attended ⁽¹²⁾	2012 Meetings Eligible to Attend	Membership:	
			Company:	Since:
Board of Directors	n/a	n/a	Bougainville Cooper Limited (ASX)	2012
Nominating and Corporate Governance Committee ⁽¹⁶⁾	n/a	n/a	Palabora Mining Company (JSE)	2011

Jean-Sébastien Jacques

London, United Kingdom

Age: 41

Director Since: February 2013

Director Status:

Common Shares Beneficially Owned, Controlled or Directed^{(1)(2):}

Non-Independent	Company Name	Year 2013	Common Shares	Total Market Value of Common Shares ⁽⁶⁾
(Rio Tinto)	Turquoise Hill Resources Ltd.		Nil	Nil

Areas of Experience:

Mining Industry

Managing/Leading Growth

Options Held^{(5):}

CEO/Senior Officer	Date Granted	Expiry Date	Number Granted	Vested & Unexercised/Unvested	Exercise Price ⁽⁷⁾	Total Unexercised	Value of Unexercised Options ⁽⁸⁾
Governance/Board							
Capital Markets	n/a	n/a	n/a	n/a	n/a	n/a	n/a
						Total:	n/a

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Dr. Klingner has been a corporate director since 2004 after spending 38 years in the mining industry. During his career with Rio Tinto, he held a variety of positions including Head of Exploration, Group Executive responsible for Rio Tinto's coal and gold businesses in Australia and Indonesia and Managing Director of Kaltim Prima Coal in Indonesia. Dr. Klingner retired from Rio Tinto in 2004. He currently serves as Chairman of Codan Limited, an electronic goods manufacturer, and is the former Chairman of Energy Resources of Australia Ltd., a uranium mining company. He also serves as an advisory director for Pacific Road Capital Management, a private equity fund.

Dr. Klingner has a Bachelor of Science degree in Geology from the University of Queensland and a PhD from the University of Melbourne. He is a fellow of the Australian Institute of Mining and Metallurgy and a member of the Prospectors and Developers Association of Canada and the Institute of Corporate Directors.

Principal Occupation, Business or Employment⁽¹⁾

Chair/Director

		2012		Other Public Company Board Membership: Company:	Since:
		2012 Meetings Eligible to Attend	2012 Meetings Attended		
Dr. David Klingner	Board/Committee Membership:				
	Board of Directors Chairman ⁽¹⁾⁽¹³⁾	13	14	Codan Limited (ASX)	2004
	Nominating and Corporate Governance Committee Chair ⁽⁶⁾	5	5		
	Independent Directors	3	3		

Toorak, Melbourne, Australia

Age: 69

Director Since: May 2012

Director Status:

Independent

Common Shares Beneficially Owned, Controlled or Directed^{(1)(2):}

Company Name	Year	Common Shares	Total Market Value of Common Shares ⁽⁶⁾
	2013	Nil	Nil

Areas of Experience:

Mining Industry

Turquoise Hill Resources Ltd.

Managing/Leading Growth

CEO/Senior Officer
Exploration

2012

Nil

Nil

Compensation

Options Held:

Governance/Board

Date Granted

Expiry Date

Number Granted

Vested & Unexercised/

Exercise Price⁽⁷⁾

Total Unexercised

Value of Unexercised Options⁽⁸⁾

Environmental/Safety

Corporate Responsibility

Financial Literacy

06/28/12

06/28/17

30,000

Nil/30,000

C\$9.75

30,000

Total:

Nil

Nil

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Mr. Larsen has over 25 years of financial experience in the mining industry. Since October 2005, he has been Group Controller and Global Head of Planning and Reporting for Rio Tinto based in London. He is also a director of Rio Tinto International Holdings Limited and is a member of several Rio Tinto governance and management committees. Mr. Larsen has held a number of senior financial positions with Rio Tinto, including international assignments in Australia, Canada, the United States and England. Before joining Rio Tinto in 1992, Mr. Larsen was a Senior Manager with Ernst & Young's mining practice.

Mr. Larsen holds a Bachelor of Science degree in Accounting from the University of Utah and is a Certified Public Accountant. He is also a member of the Institute of Corporate Directors.

Principal Occupation, Business or Employment⁽¹⁾

Group Controller and Global Head of Planning and Reporting, Rio Tinto

Board/Committee	2012		Other Public Company Board Membership:	
	2012 Meetings Attended	2012 Meetings Eligible to Attend	Company:	Since:
Membership: Board of Directors	16	20	n/a	n/a

Daniel Larsen
Buckinghamshire, United

Kingdom

Age: 54

Director Since: July 2011

Common Shares Beneficially Owned, Controlled or Directed⁽¹⁾⁽²⁾

Total Market Value of

Company Name	Year 2013	Common Shares Nil	Common Shares ⁽⁶⁾ Nil
Turquoise Hill Resources Ltd.	2012	Nil	Nil

Director Status:

Non-Independent (Rio Tinto)

Areas of Experience:

Options Held⁽⁵⁾:

	Date Granted	Expiry Date	Number Granted	Vested & Unexercised/Unvested	Exercise Price ⁽⁷⁾	Total Unexercised	Value of Unexercised Options ⁽⁸⁾
Mining Industry	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Managing/Leading Growth						Total:	n/a
Senior Officer							
Exploration							
Compensation							
Governance/Board							
Capital Markets							
Legal							
Financial Literacy							

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Mr. Lenegan currently serves as a non-executive director for Oz Minerals Limited, a position he has held since 2010. From 2010 to 2012, he served as Non-Executive Chairman of Rey Resources Limited. Mr. Lenegan previously spent 28 years with Rio Tinto where he held various senior management positions, including: Vice President Business Development, Middle East and Africa, Rio Tinto Alcan; Managing Director, Rio Tinto Australia; and President Director, Kelian Equatorial Mining. He is also a former Chairman of the Minerals Council of Australia, former President of the Australia Mines and Metals Association and a former board member of the Business Council of Australia.

Charles Lenegan

Perth, Australia

Age: 62

Director Since: August 2012

Mr. Lenegan holds a Bachelor of Science degree in Economics from the University of London. He is a member of the Institute of Corporate Directors.

Principal Occupation, Business or Employment⁽¹⁾

Director

Director Status:

	2012		Other Public Company Board Membership: Company:	Since:
	2012 Meetings Attended	2012 Meetings Eligible to Attend		
Board/Committee Membership:				
Board of Directors ⁽¹¹⁾	4	4	Oz Minerals Limited (ASX) (Audit Committee)	2010
Compensation and Benefits Committee ⁽¹⁵⁾	1	2		
Health, Safety and Environment Committee ⁽¹⁷⁾	n/a	n/a		
Independent Directors	1	1		

Independent

Areas of Experience:

Board

Mining Industry

Managing/Leading Growth

Senior Officer

Compensation