

TECK COMINCO LIMITED

200 Burrard Street
Vancouver, BC
V6C 3L9

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual and Special Meeting (the "Meeting") of the Shareholders of TECK COMINCO LIMITED (the "Corporation") will be held in Waterfront Ballroom C, Fairmont Waterfront Hotel, 900 Canada Place Way, Vancouver, British Columbia, on Wednesday, the 23rd day of April, 2008, at 11:00 a.m. Pacific Daylight Time, to:

- (a) receive the Annual Report of the Corporation containing the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2007 and the report of the Auditor thereon;
- (b) elect 14 directors;
- (c) appoint the Auditor and authorize the directors to fix the Auditor's remuneration;
- (d) consider and, if deemed appropriate, to approve, with or without variation, a resolution, the full text of which is attached as Schedule "B" to the accompanying Management Proxy Circular, confirming General By-law No. 1 which governs the affairs of the Corporation;
- (e) consider and, if deemed appropriate, to approve, with or without variation, a resolution, the full text of which is attached as Schedule "D" to the accompanying Management Proxy Circular, confirming By-law No. 2 which amends General By-law No. 1; and
- (f) transact such other business as may properly come before the Meeting or any adjournment thereof.

Notes:

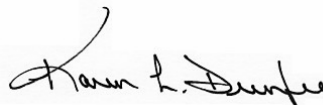
1. For those shareholders who requested it, a copy of the Annual Report accompanies this Notice of Meeting.
2. A Management Proxy Circular and form of proxy accompanies this Notice of Meeting.

Registered shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy. A proxy will not be valid unless it is deposited at the offices of CIBC Mellon Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M5A 4K9 or if by hand, 320 Bay Street, Banking Hall Level, Toronto, Ontario at least 48 hours before the Meeting.

3. As provided in the *Canada Business Corporations Act*, the directors have fixed a Record Date of March 3, 2008. Accordingly, shareholders registered on the books of the Corporation at the close of business on March 3, 2008 are entitled to notice of the Meeting and to vote at the Meeting.
4. If you are a non-registered shareholder and receive these materials through your broker or other intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

DATED this 3rd day of March, 2008.

By order of the Board of Directors
Karen L. Dunfee



Corporate Secretary



MANAGEMENT PROXY CIRCULAR

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Solicitation of Proxies

This Management Proxy Circular is furnished in connection with the solicitation by the management of Teck Cominco Limited (the "Corporation") of proxies to be used at the Annual and Special Meeting of Shareholders of the Corporation (the "Meeting") to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment(s) thereof. Solicitation will be made primarily by mail, but may be supplemented by solicitation personally by directors, officers and employees of the Corporation without special compensation. The cost of solicitation by management will be borne by the Corporation. The information contained herein is given as of March 3, 2008, unless otherwise stated.

The persons named in the accompanying form of proxy are officers and/or directors of the Corporation. **A shareholder desiring to appoint some other person (who need not be a shareholder of the Corporation) to represent the shareholder at the Meeting may do so** either by inserting such person's name in the blank space provided in the form of proxy or by completing another form of proxy, and in either case delivering the completed form of proxy to CIBC Mellon Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M5A 4K9 or if by hand, 320 Bay Street, Banking Hall Level, Toronto, Ontario at least 48 hours before the Meeting.

A shareholder may revoke a proxy by instrument in writing executed by the shareholder or by such shareholder's attorney authorized in writing and deposited either 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 any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time the proxy is used, or in any other manner permitted by law.

The shares represented by the persons named in the accompanying form of proxy will be voted for or against or withheld from voting on any ballot that may be called for in accordance with the directions contained therein. If the shareholder specifies a choice on the form of proxy, the shares represented by the persons named in the accompanying form of proxy will be voted accordingly. **In the absence of any such direction, such shares will be voted: (i) for the election of directors; (ii) for the appointment of the Auditor and to authorize the directors to fix the Auditor's remuneration; (iii) for confirmation of General By-law No. 1; and (iv) for confirmation of By-law No. 2.** A simple majority of the votes cast at the Meeting is required to pass the resolutions proposed to be voted on at the Meeting. The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. The management of the Corporation knows of no such amendments or variations, or of any matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

Voting of Shares

Registered Shareholders

If you are a registered shareholder you may vote your shares by two methods. You may vote in person at the Meeting or by proxy as explained below. If your shares are held in the name of an intermediary, please see below under the heading, "Non-Registered Shareholders".

If you are a registered shareholder and plan to attend the Meeting and vote your shares in person you do not need to complete and return the form of proxy. Your vote will be recorded and counted at the Meeting. Please register with a representative of CIBC Mellon Trust Company ("CIBC Mellon"), the transfer agent, upon arrival at the Meeting.

If you are a registered shareholder and are unable to attend the Meeting in person, you may vote by proxy by completing, dating and signing the enclosed form of proxy and sending it by mail or delivery in the enclosed envelope to the Corporate Secretary of the Corporation c/o CIBC Mellon Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M5A 4K9 or if by hand, 320 Bay Street, Banking Hall Level, Toronto, Ontario, or to the Corporate Secretary of the Corporation at the Corporation's registered office located at Suite 600 – 200 Burrard Street, Vancouver, B.C. V6C 3L9 at least 48 hours before the Meeting. You may also fax your completed proxy to 1-866-781-3111 or 416-368-2502.

Non-Registered Shareholders

In the Notice of Meeting, this Management Proxy Circular and the form of proxy provided, all references to shareholders are to registered shareholders. In many cases, shares beneficially owned by a shareholder are registered either in the name of an intermediary that the non-registered shareholder deals with in respect of the shares or in the name of a clearing agency such as CDS Clearing and Depository Securities Inc. of which the intermediary of the non-registered shareholder is a participant.

There are two kinds of beneficial owners: those who object to their names being made known to the Corporation, referred to as objecting beneficial owners (“OBOs”) and those who do not object to the Corporation knowing who they are, referred to as non-objecting beneficial owners (“NOBOs”). The Meeting materials are being sent to both OBOs and NOBOs. In accordance with new legal requirements, the Corporation has decided this year to distribute copies of the Notice of Meeting, Management Proxy Circular, the enclosed form of proxy and the Corporation's 2007 Annual Report to NOBOs directly. Their names and addresses and information about their holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on their behalf. By choosing to send the Meeting materials to NOBOs directly, the Corporation has assumed responsibility for delivering these materials to them and executing their proper voting instructions. The Meeting materials for OBOs will continue to be distributed through clearing houses and intermediaries, who often use a service company such as ADP Investor Communications to forward meeting materials to non-registered shareholders.

Objecting Beneficial Owners

Intermediaries are required to forward Meeting materials to OBOs unless an OBO has waived the right to receive them. Generally, OBOs who have not waived the right to receive Meeting materials will either be given a proxy which has already been signed by the intermediary and is restricted as to the number of shares beneficially owned by the OBO but which is otherwise not completed or, more typically, be given a voting instruction form (“VIF”) which must be completed and signed by the OBO in accordance with the directions on the VIF.

Non-Objecting Beneficial Owners

The Meeting materials with a form of proxy will be forwarded to NOBOs by the Corporation's transfer agent, CIBC Mellon. These proxies are to be completed and returned to CIBC Mellon in the envelope provided or by facsimile. CIBC Mellon will tabulate the results of the proxies received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the proxies they receive. The purpose of these procedures is to permit non-registered shareholders to direct the voting of the shares they beneficially own.

Should a non-registered shareholder who receives either a proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered shareholder), the non-registered shareholder should strike out the names of the persons named in the proxy and insert the non-registered shareholder's (or such other person's) name in the blank space provided, or in the case of a

VIF, follow the instructions on the form. By doing so the non-registered shareholder is instructing the intermediary to appoint them or their designee as proxyholder.

In any event, non-registered shareholders should carefully follow the instructions of their intermediaries and their service companies or CIBC Mellon, as the case may be.

Voting Shares and Principal Holders of Voting Shares

The Corporation is authorized to issue an unlimited number of Class A common shares, Class B subordinate voting shares and preference shares. At March 3, 2008, there were outstanding 9,353,450 Class A common shares, each carrying the right to 100 votes per share, and 432,657,282 Class B subordinate voting shares, each carrying the right to one vote per share. The Class B subordinate voting shares carry 31.63% of the aggregate voting rights attached to the Class A common and Class B subordinate voting shares.

With the exception of the shareholders mentioned below, the directors and officers of the Corporation do not know of any person or company beneficially owning or exercising direction or control over shares carrying more than 10% of the votes attached to any class of voting securities of the Corporation.

Temagami Mining Company Limited (“Temagami”) has informed the Corporation that as at March 3, 2008, it beneficially owned or exercised direction or control over 4,300,000 Class A common shares (representing 45.97% of the Class A common shares outstanding) and 860,000 Class B subordinate voting shares (representing 0.20% of the Class B subordinate voting shares outstanding) of the Corporation, which shares represent 31.50% of the total votes attached to the combined outstanding Class A common shares and Class B subordinate voting shares. Keevil Holding Corporation beneficially owns 51% of the outstanding shares of Temagami, and SMM Resources Incorporated (“SMM”), a wholly owned subsidiary of Sumitomo Metal Mining Co. Ltd., beneficially owns 49% of the outstanding shares of Temagami.

In addition to the foregoing, SMM has informed the Corporation that as at March 3, 2008, it beneficially owned and exercised direction or control over 1,469,000 Class A common shares and 295,800 Class B subordinate voting shares of the Corporation. Accordingly, SMM exercises voting rights representing 10.76% of the total votes attached to the combined outstanding Class A common shares and Class B subordinate voting shares of the Corporation.

As of March 3, 2008, Caisse de dépôt et placement du Québec held 1,587,600 Class A common shares which represents 16.97% of the Class A common shares. Those shares, together with 8,481,131 Class B subordinate voting shares (representing 1.96% of the Class B subordinate voting shares outstanding) held by it, represent 12.22% of the total votes attached to the combined outstanding Class A common shares and Class B subordinate voting shares of the Corporation.

Subordinate Voting Shareholder Protection

The attributes of the Class B subordinate voting shares contain so-called “Coattail Provisions” which provide that in the event an offer (an “Exclusionary Offer”) to purchase Class A common shares, which is required to be made to all or substantially all holders thereof, is not made concurrently with an offer to purchase Class B subordinate voting shares on identical terms, then each Class B subordinate voting share will be convertible into one Class A common share. The Class B subordinate voting shares will not be convertible in the event an Exclusionary Offer is not accepted by holders of a majority of the Class A common shares (excluding those shares held by the offeror making the Exclusionary Offer).

If an offer to purchase Class A common shares does not, under applicable securities legislation or the requirements of any stock exchange having jurisdiction, constitute a “take-over bid” or is

otherwise exempt from any requirement that such offer be made to all or substantially all holders of Class A common shares, the Coattail Provisions will not be applicable.

The above is a summary only. Reference should be made to the full text of the Coattail Provisions contained in the articles of the Corporation, a copy of which may be obtained on SEDAR or by writing to the Corporate Secretary of the Corporation.

Record Date



Each holder of issued and outstanding Class A common shares or Class B subordinate voting shares of record at the time of the close of business on March 3, 2008, (the "Record Date") will be given notice of the Meeting and will be entitled to vote at the Meeting, by proxy or in person, the number of shares held by such holder on the Record Date.





PARTICULARS OF MATTERS TO BE ACTED ON






Election of Directors




Directors are elected annually and the Board of Directors of the Corporation (the “Board of Directors” or the “Board”) has determined that the number of directors to be elected is 14. Unless authority to vote is withheld, the shares represented by the proxies hereby solicited will be voted by the persons named therein **FOR** the election of the nominees whose names are set forth below. Of the 14 nominees, all are presently members of the Board of Directors and the dates on which they were first elected or appointed are indicated below. Management does not contemplate that any nominee will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote **FOR** another nominee in their discretion, unless the shareholder has specified in the accompanying form of proxy that such shareholder’s shares are to be withheld from voting on the election of directors.

Each of the following persons is nominated to hold office as a director until the next Annual Meeting or until his or her successor is duly elected or appointed.

<p>MAYANK M. ASHAR Director Since: 2007 Shareholdings: Nil Class B Subordinate Voting Nil Deferred Share Units (7)</p>	<p>Independent (9)</p> 	<p>Mayank M. Ashar was appointed to the Board of Teck Cominco Limited in November 2007. He is a graduate of the University of Toronto. Mr. Ashar is presently Executive Vice President of Suncor Energy. From 2003 to 2007 he was Executive Vice President of Suncor Energy USA. Mr. Ashar is a director of Operation Eyesight, a charity that works towards treatment and prevention initiatives in developing regions of the world, and the Vice Chair of the World Petroleum Congress, Canadian Chapter. Mr. Ashar is a resident of Calgary, Alberta, Canada and is 53.</p>
<p>J. BRIAN AUNE Director Since: 1995 Shareholdings: 33,000 Class B Subordinate Voting 16,157 Deferred Share Units (1), (3), (4), (5)</p>	<p>Independent (9)</p> 	<p>J. Brian Aune joined the Board of Teck Corporation in February 1995 and was a member of the Board of Cominco Ltd. from 1997 to the date of the merger. Mr. Aune, a chartered accountant, joined Nesbitt Thomson Inc. in 1966 and served as Chairman and Chief Executive Officer from 1980 to 1990. He is President of Alderprise Inc. and was Chairman of St. James Financial Corporation from 1990 to September 2005 (both private investment companies). He is a director of a number of Canadian public and private corporations including Constellation Software Inc. and Power Financial Corporation. Mr. Aune is a resident of Magog, Québec, Canada and is 68.</p>

<p>JALYNN H. BENNETT ⁽¹³⁾ C.M. Director Since: 2005 Shareholdings: 2,000 Class B Subordinate Voting 11,893 Deferred Share Units (2), (4), (5)</p>	<p>Independent ⁽⁹⁾</p> 	<p>Jalynn Bennett joined the Board of Teck Cominco Limited in April 2005. She is President of Jalynn H. Bennett and Associates Ltd., a consulting firm specializing in strategic planning and organizational development in both the public and private sectors. She holds a degree, specializing in economics, from the University of Toronto. Ms. Bennett is currently a director of the Canadian Imperial Bank of Commerce, Nortel Networks Limited, Nortel Networks Corporation, and Cadillac Fairview Corporation Limited. She is also a director of The Hospital for Sick Kids Foundation; a Member of the Lawrence National Centre for Policy and Management, Richard Ivey School of Business, The University of Western Ontario; and a Member of the Canada Millennium Scholarship Foundation. She is a past Commissioner of the Ontario Securities Commission and was a member of the Toronto Stock Exchange, Canadian Stock Exchange and the Canadian Institute of Chartered Accountants' Joint Committee on Corporate Governance (the Saucier Committee). Ms. Bennett is a resident of Toronto, Ontario, Canada and is 65.</p>
<p>HUGH J. BOLTON F.C.A. Director Since: 2001 Shareholdings: 12,000 Class B Subordinate Voting 16,157 Deferred Share Units (2), (3)</p>	<p>Independent ⁽⁹⁾</p> 	<p>Hugh J. Bolton joined the Board of Cominco Ltd. in 1998 and the Board of Teck Cominco in 2001. He is a graduate of the University of Alberta (B.A. Economics). Mr. Bolton was managing partner of Coopers & Lybrand Canada (accounting firm) from 1984 to 1990 and Chairman and Chief Executive Officer from 1991 to 1998. He is presently Chairman of Epcor Utilities Inc., Chairman of Matrikon Inc., a director of the Toronto Dominion Bank, WestJet Airlines Ltd., Canadian National Railway Company and the Shock Trauma Air Rescue Society (STARS). Mr. Bolton is a resident of Edmonton, Alberta, Canada and is 69.</p>
<p>NORMAN B. KEEVIL Director Since: 1963 Shareholdings: 418,880 Class A 567,802 Class B Subordinate Voting 20,660 Restricted Share Units (1)</p>	<p>Not Independent ⁽⁸⁾</p> 	<p>Norman B. Keevil joined the Board of Teck Corporation in 1963 and was a member of the Board of Cominco Ltd. from 1986 to the date of the merger. He is a graduate of the University of Toronto (B.A. Sc.) and the University of California at Berkeley (Ph. D.). He received an honorary LL.D from the University of British Columbia in May 1993. He was Vice President Exploration at Teck Corporation from 1962 to 1968, Executive Vice President from 1968 to 1981, President and Chief Executive Officer from 1981 to 2001 and has been Chairman of the Board of Teck Cominco since 2001. He is a lifetime director of the Mining Association of Canada. Dr. Keevil was inducted into the Canadian Mining Hall of Fame in January 2004. Dr. Keevil is a resident of West Vancouver, B.C., Canada and is 70.</p>
<p>NORMAN B. KEEVIL III Director Since: 1997 Shareholdings: 10,000 Class B Subordinate Voting 8,317 Deferred Share Units 4,981 Restricted Share Units (6), (7)</p>	<p>Not Independent ⁽¹¹⁾</p> 	<p>Norman B. Keevil III joined the Board of Teck Corporation in 1997. He graduated from the University of British Columbia (B.A. Sc.) with a Mechanical Engineering degree. Mr. Keevil is Vice President of Engineering with Triton Logging Inc. (underwater harvesting company) of Victoria, B.C. Prior to joining Triton, he was President and Chief Executive Officer of Pyramid Automation Ltd. (manufacturing process automation company), a company he helped found in 1998. Mr. Keevil is a resident of Victoria, B.C., Canada and is 44.</p>

<p>TAKASHI KURIYAMA Director Since: 2006 Shareholdings: 2,000 Class B Subordinate Voting⁽¹⁰⁾ 2,955 Deferred Share Units⁽⁶⁾</p>	<p>Independent⁽⁹⁾</p> 	<p>Takashi Kuriyama was appointed a director of Teck Cominco Limited in June 2006. He graduated from Akita University in Japan (B.A. Eng.). Mr. Kuriyama is Executive Vice President of Sumitomo Metal Mining America Inc., as well as a director of several other companies which are subsidiaries of Sumitomo Metal Mining America Inc. (mining and mine development company). Mr. Kuriyama is a resident of Vancouver, B.C., Canada and is 57.</p>
<p>DONALD R. LINDSAY Director Since: 2005 Shareholdings: 500,000 Class B Subordinate Voting 131,605 Deferred Share Units 35,318 Restricted Share Units⁽¹⁾</p>	<p>Not Independent⁽¹²⁾</p> 	<p>Don Lindsay joined Teck Cominco Limited as President in January 2005, was appointed a director in February 2005 and Chief Executive Officer in April 2005. He is a graduate of Queens University (B.Sc., Hons.) and Harvard Business School (M.B.A.). He is a director of Fording (GP) ULC. Mr. Lindsay was employed by CIBC World Markets Inc. (investment banking) from 1985 to 2004 where he was President of CIBC World Markets Inc., Head of Investment and Corporate Banking and Head of the Asia Pacific Region. Mr. Lindsay is a resident of Vancouver, B.C., Canada and is 49.</p>
<p>TAKURO MOCHIHARA Director Since: 2000 Shareholdings: 2,000 Class B Subordinate Voting⁽¹⁰⁾ 17,058 Deferred Share Units^{(1), (6)}</p>	<p>Independent⁽⁹⁾</p> 	<p>Takuro Mochihara joined the Board of Teck Corporation in 2000. He is a graduate of the University of Tokyo, Faculty of Law. Mr. Mochihara held managerial positions with Mitsubishi Canada Ltd. and Mitsubishi Corporation (general trading companies) from 1986 to 2000 when he joined Sumitomo Metal Mining Co. Ltd. (mining and mine development company) where he is currently a director and Senior Managing Executive Officer. Mr. Mochihara is a resident of Tokyo, Japan and is 62.</p>
<p>DEREK G. PANNELL Director Since: 2006 Shareholdings: 2,500 Class B Subordinate Voting 2,955 Deferred Share Units^{(6), (7)}</p>	<p>Independent⁽⁹⁾</p> 	<p>Derek Pannell was appointed a director of Teck Cominco Limited in October 2006. He is a graduate of Imperial College in London, England (BSc. Eng.) and the Royal School of Mines, London, England (ARSM). Mr. Pannell was President and Chief Operating Officer of Noranda/Falconbridge from 2001 to October 2006 and Vice President, Operations of Compañía Minera Antamina from 1999 – 2001. He is presently the Managing Partner of Brookfield Asset Management (asset management company), Chairman of Brookfield Infrastructure Partners and a director of Agrium Inc. and Major Drilling Group International Inc. Mr. Pannell is also a professional engineer registered in Québec and Peru. He is a resident of Toronto, Ontario, Canada and is 61.</p>
<p>JANICE G. RENNIE F.C.A. Director Since: 2007 Shareholdings: 1,750 Class B Subordinate Voting 2,955 Deferred Share Units^{(2), (4)}</p>	<p>Independent⁽⁹⁾</p> 	<p>Janice Rennie was elected to the Board of Teck Cominco Limited in April 2007. She is a graduate of the University of Alberta (BComm.) and a Chartered Accountant. Ms. Rennie was Sr. Vice President, Human Resources and Organizational Effectiveness for Epcor Utilities Inc. from 2004 to 2005. Prior to 2004 she was Principal of Rennie & Associates which provided investment and related advice to small and mid-size companies. She is a director of Matrikon Inc., Methanex Corp. and West Fraser Timber Co. Ltd. Ms. Rennie is a resident of Edmonton, Alberta, Canada and is 50.</p>

<p>WARREN S.R. SEYFFERT Q.C. Director Since: 1989 Shareholdings: 80,800 Class B Subordinate Voting 16,405 Deferred Share Units (2), (5), (6)</p>	<p>Independent (9)</p> 	<p>Warren S. R. Seyffert, Q.C. joined the Board of Teck Corporation in 1989 and was a member of the Board of Cominco Ltd. from 2000 to the date of the merger. He is a graduate of the University of Toronto Law School (LL.B.) and York University, Osgoode Hall (LL.M). He was a partner of the law firm Lang Michener LLP from 1969 to 2001 and counsel from 2002 to 2007. He taught “Law of Corporate Management” for over 12 years at Osgoode Hall Law School. He is a director of various public and private corporations including Allstate Insurance Company of Canada, Pembridge Insurance Company, The Kensington Health Centre and St Andrew Goldfields Ltd. He is a Trustee of Fording Canadian Coal Trust and an Honourary Trustee of the Royal Ontario Museum. Mr. Seyffert is a resident of Toronto, Ontario, Canada and is 67.</p>
<p>KEITH E. STEEVES F.C.A. Director Since: 1981 Shareholdings: 30,000 Class B Subordinate Voting 16,653 Deferred Share Units (2), (4), (7)</p>	<p>Independent (9)</p> 	<p>Keith E. Steeves joined the Board of Teck Corporation in 1981. He received his Chartered Accountant certification in 1963 in Alberta and in 1964 in British Columbia. Mr. Steeves was Senior Vice President Finance and Administration at Bethlehem Copper Corporation until 1981 and an officer of Teck Corporation from 1981-1996. He is a member of the British Columbia and the Canadian Institutes of Chartered Accountants and the British Columbia and the Canadian Financial Executives Institutes. Mr. Steeves is a resident of Richmond, B.C., Canada and is 75.</p>
<p>CHRIS M.T. THOMPSON Director Since: 2003 Shareholdings: 71,000 Class B Subordinate Voting 16,157 Deferred Share Units (1), (2), (3), (7)</p>	<p>Independent (9)</p> 	<p>Chris M. T. Thompson joined the Board of Teck Cominco in June 2003. He is a graduate of Rhodes University, SA (BA Law & Economics) and Bradford University, UK (MSc). Mr. Thompson was the Chief Executive Officer and Chairman of the Board of Gold Fields Ltd. (precious metal producer) from 1998 – 2002 and was the Chairman of the Board from 1998 until November 2005. He was Chairman of the World Gold Council from April 2002 until April 2005 and is currently a director of Frontera Copper Corporation. Mr. Thompson is a resident of Englewood, Colorado, U.S.A. and is 60.</p>

Notes:

- (1) Member of the Executive Committee of the Board.
- (2) Member of the Audit Committee of the Board.
- (3) Member of the Compensation Committee of the Board.
- (4) Member of the Pension Committee of the Board.
- (5) Member of the Corporate Governance & Nominating Committee of the Board.
- (6) Member of the Environment, Health & Safety Committee of the Board.
- (7) Member of the Reserves Committee.
- (8) N.B. Keevil is a director of Keevil Holding Corporation and trustee of a trust which holds shares carrying 98% of the votes attached to outstanding shares of Keevil Holding Corporation. The holdings of Keevil Holding Corporation are reported under the heading "Voting Shares" in this Management Proxy Circular. Dr. Keevil retired as Chief Executive Officer of the Corporation in 2001. The Board has determined that, as Chairman of the Board, he is not independent.
- (9) Director who is: (a) not a member of management and is free of any interest and any business, family or other relationship which could reasonably be perceived to interfere with the director's ability to act with a view to the best interests of the Corporation other than interests and relationships arising solely from holdings in the Corporation, and (b) is not considered to have a direct or indirect material relationship with the Corporation under subsection 1.4 of Multilateral Instrument 52-110.
- (10) Messrs. Mochihara and Kuriyama are employees of Sumitomo Metal Mining Co. Ltd. ("Sumitomo") and, as such, are required to hold these shares in trust for Sumitomo.
- (11) Family relationship with N.B. Keevil.
- (12) Officer of the Corporation.
- (13) Ms. Jalyann H. Bennett was a director of Nortel Networks Corporation and Nortel Networks Limited (collectively, the "Nortel Companies"), when the Nortel Companies announced on March 10, 2006 the need to restate certain of their previously reported financial results and the resulting delay in the filing of certain 2005 financial statements by the required filing dates. The Ontario Securities Commission ("OSC") issued a final management cease trade order on April 10, 2006 prohibiting all of the directors, officers and certain current and former employees, including Ms. Bennett, from trading in securities of the Nortel Companies until two business days following the receipt by the OSC of all of the filings the Nortel Companies were required to make under Ontario securities laws. The British Columbia Securities Commission ("BCSC") and Québec Securities Commission ("QSC") also issued similar orders. Ms. Bennett was not subject to the orders issued by the BCSC and the QSC. The OSC lifted its cease trade order effective June 8, 2006. The BCSC and the QSC also lifted their cease trade orders shortly thereafter. Ms. Bennett remains a director of the Nortel Companies.

Shareholdings of Board Members as at March 3, 2008

- Total number of Class A common shares held by all directors: 418,880
- Total number of Class A common shares held by all non-executive directors: 418,880
- Total number of Class B subordinate voting shares held by all directors: 1,402,852
- Total number of Class B subordinate voting shares held by all non-executive directors: 902,852
- Total value of Class A common shares held by all directors: \$19,968,009
- Total value of Class B subordinate voting shares held by all directors: \$57,474,846
- Total value of Class A common shares held by all non-executive directors: \$19,968,009
- Total value of Class B subordinate voting shares held by all non-executive directors: \$36,989,846

Values are based on the closing price of Class A common shares and Class B subordinate voting shares on the Toronto Stock Exchange on March 3, 2008 (\$47.67 and \$40.97 respectively).

The following directors are directors or trustees of other reporting issuers as set out after their names:

J. Brian Aune	Constellation Software Inc. and Power Financial Corporation.
Jalynn H. Bennett	Canadian Imperial Bank of Commerce, Nortel Networks Limited and Nortel Networks Corporation.
Hugh J. Bolton	Epcor Utilities Inc., Matrikon Inc., Toronto Dominion Bank, WestJet Airlines Ltd. and Canadian National Railway Company.
Donald R. Lindsay	Fording (GP) ULC.
Derek G. Pannell	Agrium Inc. and Major Drilling Group International Inc.
Janice G. Rennie	Matrikon Inc., Methanex Corp. and West Fraser Timber Co. Ltd.
Warren S. R. Seyffert	Fording Canadian Coal Trust and St Andrew Goldfields Ltd.
Chris M. T. Thompson	Frontera Copper Corporation.

SUMMARY OF BOARD & COMMITTEE MEETINGS HELD ⁽¹⁾		SUMMARY OF ATTENDANCE BY DIRECTORS		
		Director	Board Meetings Attended	Committee Meetings Attended
Board of Directors	22	Mayank M. Ashar ⁽²⁾	2 of 2	n/a
(a) Audit Committee	9	J. Brian Aune	22 of 22	15 of 15
(b) Executive Committee	1	Jalynn H. Bennett ⁽³⁾	21 of 22	15 of 15
(c) Corporate Governance & Nominating Committee	4	Hugh J. Bolton	22 of 22	14 of 15
(d) Compensation Committee	6	Norman B. Keevil	22 of 22	1 of 1
(e) Pension Committee	3	Norman B. Keevil III ⁽⁴⁾	22 of 22	6 of 6
(f) Environment, Health & Safety Committee	4	Takashi Kuriyama	22 of 22	4 of 4
(g) Reserves Committee	5	Donald R. Lindsay	22 of 22	1 of 1
		Takuro Mochihara ⁽⁵⁾	19 of 22	3 of 3
		Derek G. Pannell	21 of 22	9 of 9
		Janice G. Rennie ⁽⁶⁾	16 of 16	7 of 7
		Warren S.R. Seyffert ⁽⁷⁾	21 of 22	12 of 12
		Keith E. Steeves	21 of 22	17 of 17
		Chris M. T. Thompson ⁽⁸⁾	19 of 22	16 of 16
		Robert J. Wright ⁽⁹⁾	21 of 22	23 of 23

Notes:

- (1) The overall attendance was 96.6% at Board meetings and 99.3% at Committee meetings for the year.
- (2) Mayank M. Ashar was appointed a director on November 21, 2007.
- (3) Jalynn H. Bennett was appointed as a member to the Pension Committee on April 25, 2007.
- (4) Norman B. Keevil III was appointed as a member of the Reserves Committee on April 25, 2007.
- (5) Takuro Mochihara was appointed as a member of the Environment, Health & Safety Committee on April 25, 2007.
- (6) Janice G. Rennie was elected as a director on April 25, 2007 and appointed as a member of the Pension and Audit Committees on the same date.
- (7) Warren S.R. Seyffert was appointed as a member of the Audit and Corporate Governance & Nominating Committees on April 25, 2007.
- (8) Chris M.T. Thompson was appointed as a member of the Compensation Committee on April 25, 2007 and ceased to be a member of the Audit, Corporate Governance & Nominating and Environment, Health & Safety Committees on the same date.
- (9) Robert J. Wright will retire as an independent director when his term expires on the date of the Meeting.

Appointment of Auditor

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote **FOR** the reappointment of PricewaterhouseCoopers LLP as the Auditor of the Corporation to hold office until the next Annual Meeting of Shareholders and to authorize the directors to fix the Auditor's remuneration. PricewaterhouseCoopers LLP or its predecessor has been the Auditor of the Corporation for more than 5 years.

Auditor's Fees

For the years ended December 31, 2007 and 2006, the Corporation paid the external auditor \$4,142,000 and \$4,218,000 respectively as detailed below:

	Year Ended 2007 (\$000)	Year Ended 2006 (\$000)
Audit Services ⁽¹⁾	3,217	3,405
Audit Related Services ⁽²⁾	513	593
Tax Fees ⁽³⁾	354	191
All Other Fees	58	29

Notes:

- (1) Includes services that are provided by the Corporation's independent auditor in connection with the audit of the financial statements and internal controls over financial reporting.
- (2) Includes assurance and related services that are related to the performance of the audit, principally for quarterly reviews, pension plan audits and prospectuses.
- (3) Fees are for international tax services and advice provided to foreign offices.

Confirmation of General By-Law No. 1

In connection with the amalgamation effective January 1, 2008 of Teck Cominco Limited and Aur Resources Inc., at the Meeting, shareholders will be asked to consider, and if deemed appropriate, to pass a resolution confirming General By-law No. 1 (the “**By-Law No. 1 Confirmation Resolution**”), which has been adopted by the Board on February 26, 2008.

The full text of General By-law No. 1 is set forth in Schedule “A” of this Management Proxy Circular. Copies of General By-law No. 1 will also be available for inspection at the Meeting.

The full text of the By-Law No. 1 Confirmation Resolution to be considered at the Meeting is set forth in Schedule “B” of this Management Proxy Circular. In order for General By-law No. 1 to remain in effect, the By-Law No. 1 Confirmation Resolution must be approved by a majority of the votes cast by holders of the Class A common shares and the holders of the Class B subordinate voting shares of the Corporation, voting as a group, present in person or represented by proxy at the Meeting.

The Board unanimously recommends that shareholders vote **FOR** the By-Law No. 1 Confirmation Resolution.

IF NAMED AS PROXY, THE CORPORATION’S MANAGEMENT DESIGNEES INTEND TO VOTE THE SHARES REPRESENTED BY SUCH PROXY AT THE MEETING FOR THE APPROVAL OF THE BY-LAW NO. 1 CONFIRMATION RESOLUTION, UNLESS OTHERWISE DIRECTED IN THE INSTRUMENT OF PROXY.

Confirmation of By-Law No. 2

At the Meeting, shareholders will be asked to consider, and if deemed appropriate, to pass a resolution confirming By-law No. 2, a by-law amending General By-law No. 1 (the “**By-Law No. 2 Confirmation Resolution**”) which has been adopted by the Board on February 26, 2008. By-law No. 2 amends the section of General By-law No. 1 relating to registration of transfer by providing clarity with respect to registration of transfer for certificated securities and the Corporation’s ability to participate in the electronic registration system.

The full text of By-law No. 2 is set forth in Schedule “C” of this Management Proxy Circular. Copies of By-law No. 2 will also be available for inspection at the Meeting.

The full text of the By-Law No. 2 Confirmation Resolution to be considered at the Meeting is set forth in Schedule “D” of this Management Proxy Circular. In order for By-law No. 2 to remain in effect, the By-Law No. 2 Confirmation Resolution must be approved by a majority of the votes cast by holders of the Class A common shares and the holders of the Class B subordinate voting shares of the Corporation, voting as a group, present in person or represented by proxy at the Meeting.

The Board unanimously recommends that shareholders vote **FOR** the By-Law No. 2 Confirmation Resolution.

IF NAMED AS PROXY, THE CORPORATION’S MANAGEMENT DESIGNEES INTEND TO VOTE THE SHARES REPRESENTED BY SUCH PROXY AT THE MEETING FOR THE APPROVAL OF THE BY-LAW NO. 2 CONFIRMATION RESOLUTION, UNLESS OTHERWISE DIRECTED IN THE INSTRUMENT OF PROXY.

REPORT OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The guidelines for corporate governance disclosure first published for comment in October 2004, became effective in June of 2005 and the Canadian Securities Administrators (“CSA”) agreed to National Policy 58-201 which provides specific guidance on corporate governance. In addition to the corporate governance guidelines, the CSA adopted a national instrument and new form dealing with the disclosure of corporate governance practices.

We carefully considered the guidelines in the annual review of our corporate governance practices which, like the regulations, have evolved during the past year. The corporate governance that follows fully complies with the disclosure requirements.

The Board

Our primary focus is on independence from management and the Board is of the view that ownership of even a significant number of shares is not, by itself, a bar to a finding of independence. Thus under the guidelines and, in the opinion of the Board, Mr. Kuriyama and Mr. Mochihara are independent directors even though they are officers of a significant shareholder, Sumitomo Metal Mining. Dr. Norman Keevil, Chairman, is a director of Temagami Mining Company Limited, a significant shareholder (see “Voting Shares and Significant Shareholders”, page 3). The Board has determined, in discussions with Dr. Keevil, that due to the extent of his involvement with the Corporation as Chairman of the Board, he and his son, Norman Keevil III, are not independent directors. Information on each of the 14 nominees for election to the Board at the Meeting can be found on pages 5 to 8 of this Management Proxy Circular and in the Annual Report. Each nominee is identified as either “independent” or “not independent” and the basis of that determination can be found in the footnotes that follow that disclosure. Eleven of the fourteen nominees are independent directors.

The Board has appointed Mr. Seyffert, who is independent, as the lead director. As lead director, Mr. Seyffert is either a member or ad hoc member of each of the committees of the Board. The majority of the Board and the nominees to the Board are independent. The following directors and nominees are independent: M. M. Ashar, J. B. Aune, J. H. Bennett, H. J. Bolton, J. G. Rennie, T. Kuriyama, D. J. Pannell, T. Mochihara, W.S.R. Seyffert, K. E. Steeves and C. M. T. Thompson. The Audit, Corporate Governance and Nominating and Compensation Committees are comprised entirely of independent directors. The independent directors met without members of management in attendance at two regularly scheduled Board meetings in 2007. The CSA corporate governance guidance suggest that independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. While we believe that it is important that the Board regularly meet without management, we believe that open and candid discussion amongst independent directors is not inhibited by the presence of the non-independent directors and their exclusion from such meetings is not always warranted.

As set out in the Board’s mandate (the “Mandate”), a copy of which is set out in Schedule “E” to this Management Proxy Circular, succession planning is a critical Board responsibility that includes both management and board succession. The Board has taken stock of the skills and experience that will remain on the Board and those that the Board will need to fulfill its Mandate. Derek Pannell was appointed to the Board in 2006 and brought with him a wealth of experience in the mining and resource sector. Janice Rennie was elected to the Board in 2007 and adds considerably to the Board’s financial and oil and gas experience. Mayank Ashar was appointed to the Board in November 2007 and brings significant oil and gas and oil sands experience to the Board.

On the recommendation of the Corporate Governance & Nominating Committee, the Board resolved to waive the mandatory retirement policy with respect to Keith Steeves so that the Audit

Committee and the Board could continue to benefit from his considerable contributions for a further term.

The Board is responsible for the stewardship of the Corporation. The Board has implemented a system of corporate governance that is designed to assist the Board in overseeing the management of the business and affairs of the Corporation. Management of the Corporation and execution of the strategic plan is delegated to the Chief Executive Officer and management. The Board provides guidance and direction to management in pursuit of the Corporation's goals and strategic plans. The responsibilities of the Board are set out in full in the Mandate set out in Schedule "E" to this Management Proxy Circular. A comparison of governance disclosure to the standards provided in National Instrument 58-101 can be found in Schedule "F" to this Management Proxy Circular.

Position Descriptions

The Board has developed written position descriptions for the Chairman, the lead director and the Chairman of Board committees. The Board and the Chief Executive Officer have developed a written position description for the Chief Executive Officer delineating his role and responsibilities.

Ethical Business Conduct

The Board has adopted a written Code of Ethics for the directors, officers and staff employees (the "Code"). The Code is filed on SEDAR and posted on the Corporation's website. A copy of the Code can also be obtained from the Corporate Secretary of the Corporation at Suite 600 – 200 Burrard Street, Vancouver, B.C. V6C 3L9.

Compliance with the Code is monitored by an annual survey of directors and staff employees. Directors and employees are required to certify that they have complied with the Code, and are either not aware of any non-compliance or that they have reported instances of apparent Code infractions to management or the Chair of the Audit Committee.

The Corporation maintains an anonymous whistleblower hotline under the "Doing What's Right Program" to encourage employees to report unethical conduct. Awareness of compliance and ethical issues was enhanced by a web-based training program for staff introduced in 2007.

Directors and executive officers are required to disclose a material interest in any transaction or agreement that the Board is considering. To ensure the exercise of independent judgment, directors or executive officers who have disclosed such an interest are prohibited from participating in the Board discussion or in voting on the transaction.

Nomination of Directors

The Corporate Governance and Nominating Committee (the "Governance Committee"), in consultation with the Chairman of the Board, identifies and recommends nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board taking into account the competencies and skills each nominee could bring to the boardroom as a complement to the competencies and skills that the Board possesses as a whole. The Governance Committee is composed entirely of independent directors and a summary of its mandate with respect to the nomination of directors follows.

The Governance Committee's responsibilities with respect to the nomination of directors include the identification of the appropriate competencies and skills considered to be necessary for the Board as a whole; developing and annually updating a long-term plan for the Board's composition that takes into

consideration the independence, age, skills and experience required for the effective conduct of the Corporation's business; identifying nominees for election or re-election to the Board or to fill any vacancy that is anticipated; identifying and recommending to the Board individual directors to serve as members or chairs of Board committees and reviewing and making recommendations regarding the orientation and education of new Board members and their ongoing education. The Board appoints a Chairman of the Governance Committee who is either the Chairman of the Board or the lead director. The Chairman, in consultation with the Governance Committee members, determines the schedule and frequency of Governance Committee meetings provided that the Governance Committee meets at least four times per year.

Compensation

The Compensation Committee, which is comprised entirely of independent directors, provides enhanced Board oversight of the compensation for the Corporation's directors and officers and makes compensation recommendations to the full Board. The Compensation Committee engaged Mercer (Canada) Limited ("Mercer") to provide specific information on executive and director compensation in 2007 and 2008. Mercer's mandate included a survey of market practices and a technical analysis of this information relative to the Corporation's compensation plans and practices.

The Compensation Committee is responsible for reviewing the Chief Executive Officer's corporate goals and objectives, evaluating the Chief Executive Officer's performance in light of those goals and objectives and making recommendations to the Board with respect to the Chief Executive Officer's objectives and compensation and the compensation of Named Executive Officers (as defined herein), incentive compensation plans and equity-based plans; reviewing the executive compensation disclosure contained in this Management Proxy Circular; the grant of stock options and deferred and restricted share units to Named Executive Officers; reviewing compensation policies and proposals with reference to other Canadian mining and metal refining and resource companies with comparable revenues and market capitalization; and making a recommendation to the Board of Directors in respect to the compensation and grant of deferred share units and restricted share units to those directors who are not officers of the Corporation. The Chairman of the Compensation Committee consults with Compensation Committee members to determine the schedule and frequency of Compensation Committee meetings provided that the Compensation Committee is required to meet at least twice per year.

The Corporate Governance and Nominating Committee and the Compensation Committee, when they consider it necessary or advisable, may retain at the Corporation's expense, outside consultants or advisors to assist or advise them independently on any matter within their respective mandates. The committees have the sole authority to retain and terminate any such consultants or advisors.

Other Board Committees

In addition to the Audit, Corporate Governance and Nominating and Compensation Committees, the Corporation has an Executive Committee, a Pension Committee, an Environment, Health and Safety Committee and a Reserves Committee. The Executive Committee has been delegated all the powers of the Board in respect of the management and direction of the business and affairs of the Corporation except for those powers specified in subsection 115(3) of the *Canada Business Corporations Act* and those matters that are specifically excluded by the Board from such delegation. The Executive Committee enables the Board to react quickly to changing developments and opportunities. Any action taken by the Executive Committee is reported to the Board at the meeting next succeeding such action and is subject to revision or alteration by the Board provided that no acts or rights of third parties may be affected or invalidated by any such revision or alteration.

The Pension Committee was formed to assist the Board in fulfilling its pension-related responsibilities to the members of the Corporation's pension plans and to the Corporation. The Pension Committee oversees and monitors the management and overall governance of the Corporation's various pension plans.

The Environment, Health and Safety Committee (the "Health and Safety Committee") reviews corporate policies, procedures and performance with respect to the environment and employee occupational health and safety. The Health and Safety Committee also monitors compliance with applicable environment, health and safety laws and regulations relating to the Corporation's business and operations and reviews significant findings of internal and external environmental audit reports.

The Reserves Committee has been delegated the authority of the Board to review the externally calculated oil and gas reserves data and mineral resource and reserve estimates of the Corporation, as well as the reserves data of the independent engineers charged with evaluating the Corporation's oil and gas reserves, and to recommend the appointment of such engineers and approval of oil and gas reserves disclosure and mineral reserve and resource disclosure to the Board.

Assessments

The Board conducts an annual survey to assess the performance of the Board, the committees and individual directors. We rely on the self-assessment approach to individual director performance together with follow-up interviews on the assessments with the lead director.

Presented by the Corporate Governance and Nominating Committee:

R. J. Wright, Chairman
J. B. Aune
J. H. Bennett
W.S.R. Seyffert

REPORT OF THE AUDIT COMMITTEE

The purpose of the Audit Committee (the “Audit Committee”) of the Board of Directors of the Corporation is to provide an open avenue of communication between management, the external auditor, the internal auditors and the Board and to assist the Board in its oversight of the:

- integrity, adequacy and timeliness of the Corporation’s financial reporting and disclosure practices;
- processes for identifying the principal financial reporting risks of the Corporation and the adequacy of the Corporation’s internal control systems to ensure fair, complete and accurate financial reporting;
- Corporation’s compliance with legal and regulatory requirements related to financial reporting;
- independence and performance of the Corporation’s external auditor;
- audit plans, programs and results of audits performed by the Corporation’s internal audit department;
- Corporation’s antifraud programs and controls; and
- the key financial estimates made by management and reviewed by the external auditors.

The Audit Committee performs any other activities consistent with its charter, the Corporation’s by-laws and governing laws as the Audit Committee or Board deems necessary or appropriate.

The Audit Committee is made up of six independent members of the Board. All of the members of the Audit Committee are financially literate to enable them to discharge their responsibilities in accordance with applicable laws and/or requirements of the stock exchanges on which the Corporation’s securities trade. In addition, the Board has determined that there is at least one Audit Committee member who has the attributes of an Audit Committee financial expert. Hugh Bolton, Chair of the Corporation’s Audit Committee, is an Audit Committee financial expert as defined by the U.S. Securities and Exchange Commission’s regulation implementing Sections 406 and 407 of the Sarbanes-Oxley Act of 2002 and is independent under the applicable listing standards of the New York Stock Exchange. The Board’s determination does not impose greater duties, obligations or liabilities on Mr. Bolton nor does it affect the duties, obligations or liabilities of other members of the Audit Committee or the Board. In carrying out its responsibilities, the Audit Committee meets regularly with the Chief Executive Officer and the Chief Financial Officer and without management present with the external auditor, with the Corporation’s internal auditor, and alone.

The following is a brief summary of the Audit Committee’s activities in 2007.

Financial Reporting

The Audit Committee:

- reviewed the annual and interim financial statements, Management’s Discussion and Analysis, news releases and other financial disclosures with management and the external auditor prior to approval by the Board and to publication. These reviews included a discussion of matters required or recommended to be disclosed under generally accepted accounting principles and securities regulations and laws. The Deputy Chairman of the Audit Committee attended a

meeting of management's Disclosure Committee to observe and assess senior management's process for confirming full disclosure in financial news releases;

- obtained assurances from management and the external auditor that the Corporation is in full compliance with legal and regulatory requirements related to financial reporting;
- ensured that an adequate system is in place for employees to report on a confidential and anonymous basis accounting, auditing, financial reporting and disclosure practices they find questionable; and
- based on this information, the Audit Committee recommended to the Board that the audited financial statements be approved and included in the Annual Report to shareholders.

With Respect to the External Auditor

The Audit Committee:

- reviewed with the external auditor the overall scope, the audit plans and results and all matters pertaining to professional auditing guidelines and standards in Canada and the United States;
- received the written disclosures from the external auditor as recommended by the Canadian Institute of Chartered Accountants;
- reviewed, with the external auditors, the independence of the external auditor including a review of non-audit services and the receipt of auditor's written assurance of its relationships with the Corporation;
- required prior approval of all services provided by the external auditor;
- approved the fees payable to the external auditor; and
- reviewed the overall performance of the external auditor and on the recommendation of the Audit Committee, the Board is recommending that shareholders appoint PricewaterhouseCoopers LLP as the auditor of the Corporation for 2008.

With Respect to the Internal Auditor

The Audit Committee:

- reviewed the independence of the internal auditors; and
- reviewed with the Director, Compliance & Internal Audit the mandate, qualifications, resources and annual work plan of the Internal Audit Department and the results of internal audits.

Financial Controls Program ("FCP")

The Audit Committee:

- continued its oversight of the FCP to ensure that the program established in 2007 complies with Section 404 of the U.S. Sarbanes-Oxley Act of 2002 related to internal controls over financial reporting and equivalent Canadian rules is sustained. The FCP enabled management to certify the effectiveness of the Corporation's internal controls structure and procedures for financial

reporting, in accordance with the relevant rules. The external auditors have reported on and attested to management's certification. The Audit Committee continues to monitor the FCP and oversee management's maintenance of the Corporation's internal controls over financial reporting.

Charter and Key Practices

The Audit Committee:

- annually reviews its mandate and in November 2007 revised its mandate in light of recent regulatory initiatives in the United States and Canada. In particular, the Audit Committee reviewed the Corporation's use of the external auditor for non-audit services. A detailed breakdown of fees is set out on page 11 of this Management Proxy Circular;
- in pursuit of continuous improvement, continued the process for assessing its effectiveness. As a result of discussions stimulated by a survey completed by Audit Committee members, senior financial management and the external and internal auditors in 2007, a number of improvements were made to the Audit Committee's activities; and
- ensured that the full text of the Audit Committee's Charter and Key Practices is included in the Corporation's Annual Information Form, which is filed on SEDAR (www.sedar.com) and on the Corporation's website.

Presented by the Audit Committee:

H. J. Bolton, Chairman
K. E. Steeves, Deputy Chairman
J. H. Bennett
J. G. Rennie
W.S.R. Seyffert
R. J. Wright

COMPENSATION OF NAMED EXECUTIVE OFFICERS

Annual Compensation

The following table sets forth all annual compensation paid in respect of the Named Executive Officers (as defined in applicable securities legislation) of the Corporation at December 31, 2007.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation Awards			All Other Compensation ⁽¹¹⁾ (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation ⁽¹⁾ (\$)	Securities Under Options Granted (Class B Subordinate Voting Shares) ⁽¹²⁾ (#)	Units Subject to Resale Restrictions ^{(2), (12)}		
						(\$)	(#)	
D. R. Lindsay President and Chief Executive Officer	2007	1,100,000	900,000	-	120,000	1,631,997	37,335	n/a
	2006	900,000	950,000	-	100,000	1,209,604	36,434	n/a
	2005	800,000	644,800	-	150,000	1,867,483	90,870 ⁽³⁾	n/a
P. G. J. Kukielski ⁽⁴⁾ Executive Vice President & Chief Operating Officer	2007	825,000	600,000	2,250,000 ⁽⁵⁾	60,000	1,495,067	34,221	107,250
	2006	343,750	350,000	1,170,000 ⁽⁶⁾	-	6,385,245	167,000 ⁽⁷⁾	44,688
	n/a	-	-	-	-	-	-	-
R. J. Vance ⁽⁸⁾ Senior Vice President, Corporate Development	2007	525,000	335,000	-	40,000	644,544	14,737	68,250
	2006	400,000	400,000	200,000 ⁽⁹⁾	33,300	816,529	25,114	52,000
	n/a	-	-	-	-	-	-	-
P. C. Rozee Senior Vice President, Commercial Affairs	2007	475,000	335,000	-	40,000	649,159	14,844	n/a
	2006	370,000	375,000	-	30,000	350,357	10,552	n/a
	2005	366,250	100,000	-	20,000	230,162	10,182	n/a
R. A. Millos ⁽¹⁰⁾ Senior Vice President, Finance and Chief Financial Officer	2007	425,000	275,000	-	30,000	541,010	12,366	55,250
	2006	335,000	275,000	-	30,000	336,949	10,146	43,500
	2005	77,500	-	-	-	-	-	10,075

Notes:

- (1) Perquisites and other personal benefits for each of the above officers in the periods covered did not exceed the lesser of \$50,000 and 10% of his total salary and bonus for the respective year.
- (2) Dividend equivalents are credited to a participant's account in the form of additional DSUs or RSUs as of each payment date in respect of which cash dividends are paid on the Class B subordinate voting shares. The units vest on the third anniversary of the end of the calendar year immediately preceding the grant. Dollar figures are based on the closing price of Class B subordinate voting shares on the date of issue. The aggregate holdings of DSUs and/or RSUs held and the value based on the closing price of the Class B subordinate voting shares on December 31, 2007 (\$35.43) are as follows:

D. R. Lindsay	129,804 DSUs	\$4,598,956
	34,835 RSUs	1,234,204
P.G.J. Kukielski	186,058 RSUs	6,592,035
	15,163 DSUs	537,225
R. J. Vance	31,493 RSUs	1,115,797
	8,358 DSUs	296,124
P. C. Rozee	7,076 RSUs	250,703
	37,586 DSUs	1,331,672
R. A. Millos	3,032 RSUs	107,424
	19,480 DSUs	690,176

- (3) Includes 45,000 units granted as a signing bonus.
- (4) Mr. Kukielski was appointed Executive Vice President & Chief Operating Officer on July 17, 2006.
- (5) Recognition of compensation that Mr. Kukielski would have received from unvested options granted by his former employer.

- (6) Includes approximately \$750,000 in recognition of cash compensation that Mr. Kukielski would have received under the retention and change in control arrangements of his former employer. The balance is a signing bonus.
- (7) Share units granted in recognition of equity compensation that Mr. Kukielski would have received under the long term incentive plans of his former employer.
- (8) Mr. Vance was appointed Senior Vice President, Corporate Development on January 1, 2006.
- (9) Signing bonus.
- (10) Mr. Millos was appointed Senior Vice President, Finance and Chief Financial Officer on October 3, 2005. From June 1, 2003 to October 2, 2005 he was Vice President and Chief Financial Officer of Elk Valley Coal Partnership and the Fording Canadian Coal Trust. From January 1, 2003 to May 31, 2003 he was Vice President, Corporate Finance of the Corporation (but was not a Named Executive Officer).
- (11) The value of perquisites and other personal benefits for each Named Executive Officers are not greater than the lesser of \$50,000 and 10% of the total of annual salary and variable cash award and are therefore not included in "All Other Compensation" as provided under Canadian securities laws.
- (12) Reference to securities in the above table have been adjusted to reflect the May 7, 2007 two for one share split.

Options to Purchase Securities

The following table sets forth information concerning individual grants of options to purchase Class B subordinate voting shares of the Corporation made during 2007 to each of the Named Executive Officers of the Corporation.

Name	No. of Securities Under Options Granted ⁽¹⁾	% of Total Options Granted to Employees in 2007	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security)	Expiration Date
D. R. Lindsay	120,000	14%	43.74	43.74	16 February 2015
P. G. J. Kukielski	60,000	7%	43.74	43.74	16 February 2015
R. J. Vance	40,000	4.7%	43.74	43.74	16 February 2015
P. C. Rozee	40,000	4.7%	43.74	43.74	16 February 2015
R. A. Millos	30,000	3.5%	43.74	43.74	16 February 2015

Note:

- (1) Options vest in equal amounts over 3 years.

Aggregated Option Exercises During Most Recently Completed Financial Year and Financial Year-End Option Values

The value of options held by each Named Executive Officer at year-end is set out in the table below.

Aggregated Option Exercises During the Most Recently Completed Financial Year and Financial Year-End Option Values				
Name	No. of Securities Acquired on Exercise	Aggregate Value Realized (\$)	No. of Unexercised Options at December 31, 2007 Exercisable/Unexercisable	Value of Unexercised In the Money Options At December 31, 2007 (\$) Exercisable/Unexercisable ⁽¹⁾
D. R. Lindsay	Nil	Nil	133,333 / 236,667	1,353,332 / 788,167
P. G. J. Kukielski	Nil	Nil	Nil / 60,000	Nil / Nil
R. J. Vance	Nil	Nil	11,100 / 62,200	24,753 / 49,506
P. C. Rozee	46,000	1,706,080	91,332 / 66,668	1,996,406 / 129,883
R. A. Millos	30,000	1,165,020	96,926 / 50,000	2,584,990 / 44,600

Note:

- (1) Maximum value at December 31, 2007 calculated by determining the difference between the market value of the Class B subordinate voting shares underlying the options at December 31, 2007 (\$35.43), and the exercise price of the options.

PENSION PLANS

Pension Plan for Executive and Qualified Senior Salaried Employees and Executive Retirement Agreements

The Corporation's Pension Plan for Executive and Qualified Senior Salaried Employees (the "Retirement Plan") provides defined retirement benefits for covered salaried employees and is registered under the *Income Tax Act* of Canada (the "Income Tax Act"). Participants in the Retirement Plan become 100% vested after two years of service. Qualified Executive Officers (as defined in the Retirement Plan) are entitled to unreduced retirement benefits beginning at age 60 with reduced benefits payable upon early retirement. The Retirement Plan provides an annual retirement benefit at normal retirement equal to 2.0% of highest average annual earnings (not including bonuses and director's fees) in any consecutive 36-month period, multiplied by years of service.

The following table illustrates the total annual benefit payable at age 60 under the Retirement Plan, for specified remuneration and years of service classifications. The amounts in the table have not been reduced by any Canada Pension Plan benefit nor do they reflect the annual limit on Retirement Plan benefits under the Income Tax Act. The Named Executive Officers in 2007 under this plan were Mr. Lindsay and Mr. Rozee.

PENSION PLAN TABLE

Remuneration (\$)	Years of Service				
	20	25	30	35	40
400,000	160,000	200,000	240,000	280,000	320,000
500,000	200,000	250,000	300,000	350,000	400,000
600,000	240,000	300,000	360,000	420,000	480,000
700,000	280,000	350,000	420,000	490,000	560,000
800,000	320,000	400,000	480,000	560,000	640,000
900,000	360,000	450,000	540,000	630,000	720,000
1,000,000	400,000	500,000	600,000	700,000	800,000
1,100,000	440,000	550,000	660,000	770,000	880,000
1,200,000	480,000	600,000	720,000	840,000	960,000
1,300,000	520,000	650,000	780,000	910,000	1,040,000
1,400,000	560,000	700,000	840,000	980,000	1,120,000

Executive Retirement Agreements (the “Executive Agreements”) made between the Corporation and the Chief Executive Officer and key executives designated by the Compensation Committee provide for supplemental retirement benefits beginning at age 60 or, with the consent of the Corporation, upon completion of 10 years of continuous service. The retirement benefit under the Executive Agreements is equal to 2.5% of highest average annual earnings (as defined in the Retirement Plan), multiplied by years of service, minus the amount payable to the executive pursuant to the Retirement Plan.

The following table illustrates the total annual benefit payable at age 60 under the Executive Agreements, for specified remuneration and years of service classifications. At the end of 2007, Named Executive Officer, Mr. Lindsay had an Executive Agreement.

EXECUTIVE AGREEMENT BENEFITS

Remuneration (\$)	Years of Service				
	20	25	30	35	40
400,000	40,000	50,000	60,000	70,000	80,000
500,000	50,000	62,500	75,000	87,500	100,000
600,000	60,000	75,000	90,000	105,000	120,000
700,000	70,000	87,500	105,000	122,500	140,000
800,000	80,000	100,000	120,000	140,000	160,000
900,000	90,000	112,500	135,000	157,500	180,000
1,000,000	100,000	125,000	150,000	175,000	200,000
1,100,000	110,000	137,500	165,000	192,500	220,000
1,200,000	120,000	150,000	180,000	210,000	240,000
1,300,000	130,000	162,500	195,000	227,500	260,000
1,400,000	140,000	175,000	210,000	245,000	280,000

The following table illustrates the annual pensions accrued under the Retirement Plan and Executive Agreements combined, to the end of 2007 for each Named Executive Officer:

Name	Years of Service	Highest Average Annual Earnings	Accrued Annual Pension
Mr. Lindsay	3	\$933,000	\$70,000
Mr. Rozee	7	\$404,000	\$55,000

Teck Cominco Metals Ltd. Retirement Income Plan/Supplementary Retirement Income Plan

Defined Contribution Provision

Three Named Executive Officers, Mr. Millos, Mr. Vance and Mr. Kukielski are participants in the defined contribution provision of the Teck Cominco Metals Ltd. Retirement Income Plan (the “DC Pension Plan”), a registered plan under the Income Tax Act and the defined contribution provision of the Supplementary Retirement Income Plan (the “DC Supplementary Plan”). The DC Pension Plan provides for vesting on date of entry to the DC Pension Plan and the DC Supplementary Plan provides for 100% vesting after completion of five years of service. The DC Supplementary Plan provides for notional contributions of 13% of earnings (not including bonuses), minus the contributions allocated under the DC Pension Plan. The notional contributions are allocated with notional investment income based on the investment income earned under the DC Pension Plan.

At the end of 2007, the total account balances under both the DC Pension Plan and the DC Supplementary Plan were \$267,682 for Mr. Millos, \$123,441 for Mr. Vance, \$149,183 and for Mr. Kukielski.

Supplemental Pension Disclosure

Amounts reported in the table below show the accrued liability in respect of the executive pensions at the previous fiscal year end and the current fiscal year end, including a reconciliation of the change in the accrued liability, for those Named Executive Officers accruing benefits under a defined benefit provision. The accrued liability is calculated in accordance with the methods and assumptions specified under Section 3461 of the Canadian Institute of Chartered Accountants Handbook. Specifically, all assumptions other than the discount rate are management's best estimate of future events that affect the cost of pensions, including assumptions about future salary increases. The discount rate has been determined based on the yields of AA Corporate bonds.

Name	Accrued Liability at December 31, 2006	Current Service Cost in 2007	Change in Liability due to Salary Increases different than assumptions	Change in Liability due to interest cost, assumption changes ⁽¹⁾ and experience	Accrued Liability at December 31, 2007
Mr. Lindsay	\$560,000	\$287,000	\$155,000	\$ 6,000	\$1,008,000
Mr. Rozee	\$488,000	\$ 87,000	\$141,000	\$ 6,000	\$ 722,000

Note:

(1) Other than salary increases.

Amounts reported in the table below show the defined contribution account balances in respect of the executive pensions at the previous fiscal year end and the current fiscal year end, including a reconciliation of the change in the defined contribution account balances, for those Named Executive Officers accruing benefits under a defined contribution provision.

Name	Account Balance at December 31, 2006	Contributions in 2007	Investment Income Credited in 2007	Account Balance at December 31, 2007
Mr. Millos	\$ 210,967	\$55,250	\$1,465	\$267,682
Mr. Vance	\$ 57,165	\$68,250	(\$1,974)	\$123,441
Mr. Kukielski	\$ 48,948	\$107,250	(\$7,015)	\$149,183

EMPLOYMENT AGREEMENTS

Messrs. Lindsay, Kukielski, Vance, Rozee and Millos have written employment agreements respecting the services to be provided by them and the benefits to be received. They are entitled to two years' remuneration, at their prevailing salaries, if their employment is terminated without cause. In addition, if they resign within three months of a change of control of the Corporation, they will be entitled to two years' remuneration. Based on their 2007 salaries, these arrangements would result in payments of \$2,200,000, \$1,650,000, \$1,050,000, \$950,000 and \$850,000 respectively.

INSURANCE

General By-law No. 1 of the Corporation provides for the indemnification of each director and officer against all costs, charges and expenses reasonably incurred by him or her in respect of any action or proceeding to which he or she is made a party by reason of being a director or officer of the Corporation, subject to the limitations contained in General By-law No. 1 and in the *Canada Business Corporations Act*.

REPORT ON EXECUTIVE COMPENSATION

During 2007, the Compensation Committee of the Board consisted of R. J. Wright, Chairman of the committee and also the then lead director of the Board, J. B. Aune, H. J. Bolton and C. M. T. Thompson, all of whom are independent directors. Mr. Wright, while a partner of the law firm Lang Michener LLP, was Secretary of the Corporation from 1969 – 1971 and Vice President, General Counsel from April 1971 to August 1989. The Compensation Committee met six times during the year, including one in camera session.

The Compensation Committee is responsible for establishing policies for determining the compensation of executives, and for fixing the compensation of Named Executive Officers (as defined in the Regulations of the *Securities Act* (Ontario), including the granting of stock options and deferred share and restricted share units to them under the Corporation's long term incentive plans. Also, from time to time, the Compensation Committee reviews other compensation policies within the Corporation.

In setting compensation, reference is made to a comparator group of 19 mining and metal refining companies and other resource-based employers with comparable revenues and market capitalization. Sixteen of these companies are based in Canada, three in the United States. Nine are engaged in mining or metal refining.

The Compensation Committee endeavors to ensure that the Corporation's compensation policies effectively attract and retain highly qualified and experienced executives and managers. In establishing policies covering base salaries, benefits, cash bonuses and long term incentive plans, the Compensation Committee takes into consideration the recommendations of management. Mercer (Canada) Limited has been engaged by management to provide specific support to it on executive and director compensation, including surveys of market practices and a technical analysis of this information relative to the Corporation's compensation plans and practices. Additionally, the Compensation Committee has retained the Hay Group to advise the committee on Chief Executive Officer compensation. The Hay Group is an independent consultant having no other significant consulting relationship with the Corporation.

Structure of Executive Compensation

The Corporation's executive compensation plan covers four areas:

- Base salary
- Annual incentive bonus
- Benefits, and
- Long term incentives in the form of equity compensation.

Annual and long term incentives represent 78% of target total direct compensation including base salary, annual bonus and long term incentives for the President and Chief Executive Officer, and an average of 73% for the other Named Executive Officers.

Base Salary

Base salaries are determined through analysis of salaries paid by companies in the comparator group, as well as individual performance as determined by the degree of achievement of business and operating goals. Total direct compensation targets the median compensation level of comparable employers, with higher levels of compensation provided to executives and managers who consistently achieve superior levels of performance.

Annual Incentive Bonus

An annual incentive bonus plan (the "Bonus Plan") is in place to provide a variable component of total cash compensation that is directly related to the financial, environment and health and safety performance of the Corporation and its business units as well as the achievement of individual performance objectives.

Financial performance is measured in terms of Return on Capital Employed ("ROCE"). Corporate and business unit ROCE targets are adjusted at the end of the year to reflect actual zinc, copper, coal and gold prices. Price adjusting target ROCE provides for recognition of excellent operating performance during periods of low commodity prices while avoiding windfall payouts during periods of high metal prices. The Bonus Plan also reinforces the Corporation's corporate values of ensuring a safe and healthy workplace and protecting the environment. The Bonus Plan has three components: company, business unit, and personal performance. Weightings for these components vary by position, reflecting the impact each position has on company-wide and business unit performance. Weightings and performance measures for each component of the Bonus Plan for the Named Executive Officer positions are set out below:

	Company		Business Unit		Personal	
	Weighting	Performance Measure	Weighting	Performance Measure	Weighting	Performance Measure
President and CEO	50%	ROCE	20%	Safety Environment	30%	Personal performance objectives
Executive Vice President and COO	40%	ROCE	30%	ROCE Safety Environment	30%	Personal performance objectives
Other Named Executive Officers	40%	ROCE	30%	<u>Various:</u> ROCE Safety Environment Functional objectives	30%	Personal performance objectives

Target bonuses are payable when company ROCE, business unit ROCE, safety and environment, and personal performance objectives are achieved. The target bonus for the Chief Executive Officer and other Named Executive Officers ranges from 50% to 75% of base salary.

Benefits

Benefits are maintained at a level that is competitive overall with other Canadian mining and metal refining companies. Benefits include medical, extended health, dental, disability and life insurance coverage. Pension benefits for the Named Executive Officers are described on pages 22 to 25 of this Management Proxy Circular.

Equity Compensation Plans

Stock Option Plans

The Corporation maintains two stock option plans (defined as compensation plans under which Class B subordinate voting shares have been authorized for issuance): the 2001 Stock Option Plan and the 1995 Stock Option Plan (please refer to sections entitled “Securities Authorized for Issuance Under Equity Compensation Plans” below for further information). In addition, options (the "Merger Options") were issued in exchange for options of Teck Cominco Metals Ltd. (formerly Cominco Ltd.) in connection with the 2001 merger of the Corporation and Cominco Ltd.

The 2001 Stock Option Plan continues to be instrumental in providing a market-competitive total compensation package for attracting and retaining executives and key employees and linking long-term compensation to the performance of the Class B subordinate voting shares. Since May 1, 2001 no further options have been or may be issued under the 1995 Stock Option Plan.

The following table sets out (a) the number of Class B subordinate voting shares (referred to as "Securities" in the table) to be issued upon exercise of options outstanding under the 2001 Stock Option Plan, the Merger Options and the 1995 Stock Option Plan, (b) the weighted average exercise price thereof, and (c) the number of Class B subordinate voting shares remaining available for issuance under the 2001 Stock Option Plan.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS
(as at December 31, 2007)**

Plan Category	Number of Securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by security holders	3,669,841 ⁽¹⁾	\$22.86	7,117,068
Equity Compensation Plans not approved by security holders	N/A	N/A	N/A
Total	3,669,841 ⁽²⁾	\$22.86	7,117,068 ⁽²⁾

Notes:

- (1) The Class B subordinate voting shares to be issued upon exercise of outstanding options are comprised of (i) 3,336,841 Class B subordinate voting shares reserved for issuance in respect of options previously granted under the 2001 Stock Option Plan and (ii) 333,000 Class B subordinate voting shares reserved for issuance in respect of options issued in connection with the Merger Options. The aggregate number of Class B subordinate voting shares reserved for issuance in respect of such outstanding options represents 0.83% of the aggregate number of Class A common shares and Class B subordinate voting shares and 0.85% of the outstanding Class B subordinate voting shares.
- (2) The aggregate of 10,786,909 Class B subordinate voting shares reserved for issuance under (i) the 2001 Stock Option Plan in respect of outstanding options and options which may be granted in future thereunder and (ii) outstanding options granted in 2001 as a result of the merger of the Corporation and Cominco Ltd. represents 2.44% of the aggregate number of outstanding Class A common shares and Class B subordinate voting shares and 2.49% of the number of outstanding Class B subordinate voting shares.

Share Unit Plans

Effective April 28, 2004, directors and senior executive officers were eligible to participate in the Corporation's Deferred Share Unit Plan ("DSU") or Restricted Share Unit Plan ("RSU"). These plans provide for an annual grant to each director and certain senior executive officers. Non-executive directors also have the right to elect on an annual basis to receive some or all of their annual retainer in DSUs. Dividend equivalents are credited to a participant's account in the form of additional DSUs or RSUs as of each payment date in respect of which cash dividends are paid on the Class B subordinate voting shares. In the case of the Senior Executive Officers, DSUs and RSUs vest on the third anniversary of the end of the calendar year immediately preceding the date of grant. DSUs are paid out in cash on termination of employment, retirement or death. DSUs for directors are paid out in cash when the participant ceases to be a member of the Board. RSUs are paid out in cash prior to the third anniversary of the year ended immediately prior to the grant.

Other executives and managers became eligible to participate in the share unit plans in 2005. As of December 31, 2007, directors, executives and managers held a total of 473,291 DSUs and 570,907 RSUs.

CHIEF EXECUTIVE OFFICER COMPENSATION

Mr. Lindsay's compensation package consists of base salary, bonus and long term incentives, as outlined on page 30 of this Management Proxy Circular. Mr. Lindsay's base salary was adjusted to \$1,100,000 effective January 1, 2007. His annual bonus incentive target is 75%, with a maximum amount payable of 150%. Mr. Lindsay's pension arrangements are described in the section of this report entitled "Pension Plan for Executives and Qualified Senior Salaried Employees".

The Compensation Committee reviews the performance of the Chief Executive Officer against the specific objectives set out in the strategic plan including: improving the Corporation's safety performance, completing investments in productive assets or high quality resources, extending the life of the Highland Valley mine, and generating a new income source through exploration, development or acquisition. We chose not to act on our objective of surfacing additional value in our gold business as the key asset, Pogo, was not at the point where the full value of this asset could be realized. The Compensation Committee's assessment is then reviewed with the full Board for approval of any adjustments to salary and bonus.

For 2007, Mr. Lindsay's bonus was \$900,000.00 based on company, business unit and personal results calculated on the basis described in more detail on page 26 of this report. The business unit component of his bonus is comprised of safety and environmental performance, equally weighted. His personal performance component was a measure of his accomplishment of personal objectives established by the Board for 2007. A key objective to redeploy our strong cash position into producing assets and high quality resources was accomplished with the acquisition and successful integration of the Aur Resources' properties. The extension of the mine life of our core copper operation at Highland Valley was also accomplished early in the year. The objective of generating a new income source through exploration, development or acquisition was achieved through the Fording and Fort Hills transactions. We chose not to act on the objective of surfacing additional value in our gold business as the key asset, Pogo, was not at the point where the full value of this asset could be realized. These successes were, in part, offset by the setback in the development of Galore Creek.

Compared to Chief Executive Officer compensation among the comparator group of mining and metal refining companies as well as other comparable resource-based employers, Mr. Lindsay's total compensation, including base pay, bonus and equity-based compensation, is near the median of the comparator group. The three year total shareholder return for the Corporation is at median, relative to the comparator group. The total shareholder return for the Corporation in 2007 relative to the comparator group was in the lower quartile.

The following table summarizes total compensation earned by Mr. Lindsay during his term as President and Chief Executive Officer:

Summary Compensation Table			
President and Chief Executive Officer			
	2007	2006	2005
	\$	\$	\$
<u>Cash Compensation</u>			
Base Salary	1,100,000	900,000	800,000
Bonus	900,000	950,000	644,800
Total Cash Compensation	2,000,000	1,850,000	1,444,800
<u>Long Term Compensation</u>			
Deferred Stock Units ⁽¹⁾	760,626	636,729	1,027,771
- Grant in January 2005 at time of hire			839,712
Restricted Stock Units ⁽²⁾	760,626	572,875	
Stock Options ⁽³⁾	1,915,800	1,145,400	1,358,400
Total Long-Term Compensation	3,437,052	2,355,004	3,225,883
Total Direct Compensation	5,437,052	4,205,004	4,670,683
Pension ⁽⁴⁾	442,000	291,000	192,400
TOTAL	5,879,052	4,496,004	4,863,083
Notes:			
<p>(1) This represents the portion of total direct compensation that was granted in DSU awards to Mr. Lindsay: 17,000 in February 2007 (share price of \$43.74 on the date of the grant), 17,000 in February 2006 (share price of \$33.20 on the date of the grant), 45,000 in March 2005 (share price of \$22.64 on the date of the grant) and 45,000 in January 2005 at time of hire (share price of \$18.46 on the date of the grant). Also includes the value of dividend equivalents credited to Mr. Lindsay in the form of additional DSUs as part of cash dividends paid on Class B subordinate voting shares.</p> <p>(2) This represents the portion of total direct compensation that was granted in RSU awards to Mr. Lindsay: 17,000 in February 2007 (share price of \$43.74 on the date of the grant), 17,000 in February 2006 (share price of \$33.20 on the date of the grant). Also includes the value of dividend equivalents credited to Mr. Lindsay in the form of additional RSUs as part of cash dividends paid on Class B subordinate voting shares.</p> <p>(3) This represents the portion of total direct compensation that was granted in stock options to Mr. Lindsay: 120,000 in February 2007 (share price of \$43.74 on the date of the grant and Black- Scholes multiple of 36.5%), 100,000 in February 2006 (share price of \$33.20 on the date of the grant and Black- Scholes multiple of 34.5%) and 150,000 in March 2005 (share price of \$22.64 on the date of the grant and Black-Scholes multiple of 40.0%).</p> <p>(4) The pension value represents the increase in the pension liability for the fiscal year related to service cost, compensation changes differing from assumptions and impact of plan changes. For comparability and consistency, this value is determined consistent with the actuarial assumptions used to determine the year-end pension plan liabilities disclosed in the financial statements, in accordance with generally accepted accounting principles.</p>			

Presented by the Compensation Committee:

R. J. Wright, Chairman
 J. B. Aune
 H. J. Bolton
 C. M. T. Thompson

COMPENSATION OF DIRECTORS

Commencing on April 25, 2007 the Corporation paid each of its directors an annual fee of \$40,000. In addition, for the financial year ended December 31, 2007, the Chairman of the Board was paid an annual retainer of \$300,000, the then non-executive lead director of the Board was paid an annual retainer of \$225,000, the Chairman and Deputy Chairman of the Audit Committee received additional fees of \$20,000 and the Chairmen of the Executive Committee, Compensation Committee, Pension Committee, Corporate Governance & Nominating Committee, Environment, Health & Safety Committee and Reserves Committee received an additional fee of \$3,500 per annum.

Directors who were not executives of the Corporation also received a fee of \$1,500 for each Board meeting attended and \$1,500 for each committee meeting attended, \$6,000 per annum for service on the Audit Committee, \$4,000 per annum for service on the Executive Committee, Compensation Committee, Pension Committee, Corporate Governance & Nominating Committee, Environment, Health & Safety Committee and Reserves Committee, reimbursement of all travel costs, a payment of \$1,500 per annum for other expenses related to their duties and \$1,000 per meeting fee for each Director who travels from out of province the day before a Board meeting.

Directors are also eligible for participation in the Corporation's Deferred Share Unit Plans (see pg. 28). Non-executive directors received 1,200 (pre-split) share units with a grant day value of \$86.10 (pre-split) per unit. The Chairman received 3,300 (pre-split) units with a grant day value of \$86.10 (pre-split) per unit.

On April 28, 2004, the Board discontinued grants of options under the 2001 Stock Option Plan to non-executive directors. Directors continue to hold options that were granted to them previously. As of December 31, 2007, the Chairman of the Board held options to purchase 307,000 Class B subordinate voting shares, the then lead director of the Board held options to purchase 44,000 Class B subordinate voting shares and the non-executive directors of the Corporation held options to purchase 181,000 Class B subordinate voting shares in the aggregate, issued at the closing prices for those shares on the Toronto Stock Exchange on the day immediately preceding the respective dates of grant.

Mandatory Shareholding Policy for Directors

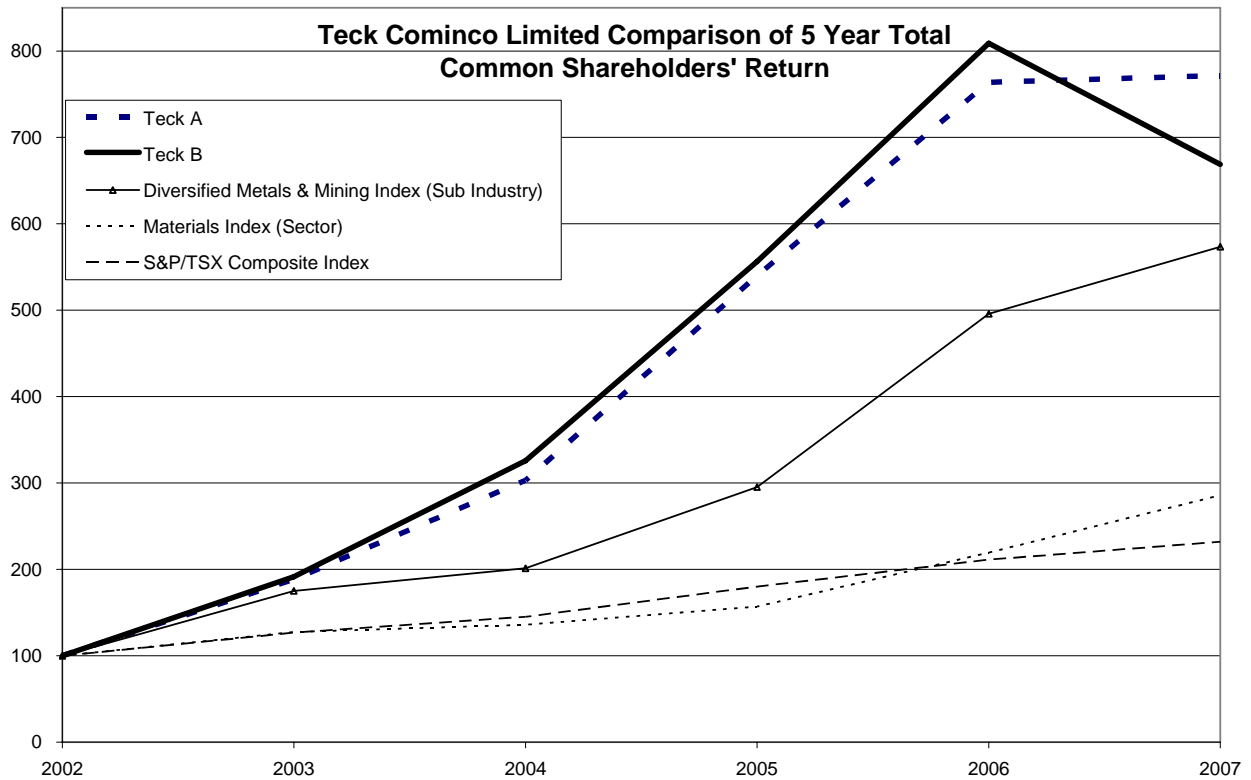
In February 2007, the Board amended the Mandatory Shareholding Policy (the "Policy") for non-executive directors. The amendment requires directors to own shares and/or DSUs or RSUs equivalent in value to five times their annual retainer including both cash and unit compensation. Directors have a period of five years within which to reach the mandatory level.

SHAREHOLDER PROPOSALS FOR THE 2009 ANNUAL MEETING

In order to be included in proxy material for the 2009 Annual Meeting of Shareholders, shareholder proposals must be received by the Corporation at its offices at Suite 3300, Bentall V, 550 Burrard Street, Box 31, Vancouver, British Columbia, V6C 2B5, Attention: Corporate Secretary, no later than November 28, 2008.

SHARE PERFORMANCE GRAPH

The following graph illustrates the Corporation's five-year (to December 31, 2007) cumulative total shareholder return (assuming reinvestment of dividends on each dividend payment date) on a \$100 investment on January 1, 2002 in Class A common shares and Class B subordinate voting shares compared to the return on a comparable investment on the Diversified Metals & Mining Index (Sub Industry), the S&P TSX Composite Index and the Materials Index (Sector).



	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>
Teck A	100	188	303	540	764	772
Teck B	100	192	326	556	809	669
Diversified Metals & Mining Index (Sub Industry)	100	175	201	295	496	573
Materials Index (Sector)	100	128	136	157	219	286
S&P/TSX Composite Index	100	127	145	180	211	232

ADDITIONAL INFORMATION

Copies of the following documents are available without charge to shareholders upon written request to the Corporate Secretary at 200 Burrard Street, Vancouver, British Columbia, V6C 3L9:

- (i) the 2007 Annual Report to Shareholders containing the consolidated financial statements for the year ended December 31, 2007, together with the accompanying report of the external auditor;
- (ii) this Management Proxy Circular;
- (iii) the Corporation's most recent Annual Information Form;
- (iv) comparative financial statements for the year ended December 31, 2007; and
- (v) Management's Discussion and Analysis in respect of the comparative financial statements for the year ended December 31, 2007 ("MD&A").

Financial information is provided in the Corporation's comparative financial statements and MD&A for 2007.

Additional information relating to the Corporation is on SEDAR at www.sedar.com.

BOARD OF DIRECTORS' APPROVAL

The contents and sending of this Management Proxy Circular have been approved by the Board of Directors of the Corporation.

DATED this 3rd day of March, 2008.

By Order of the Board



Karen L. Dunfee
Corporate Secretary

SCHEDULE A

GENERAL BY-LAW NO. 1

A by-law relating generally to the transaction of the business
and affairs of

TECK CORPORATION/
CORPORATION TECK

BE IT ENACTED as a by-law of the Corporation as follows:

Section One

INTERPRETATION

1.01 Definitions - In the by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Business Corporations Act*, and any statute that may be substituted therefor, as from time to time amended;

"articles" means the articles attached to the certificate of amalgamation of the Corporation dated January 1, 1997, as from time to time amended or restated;

"board" means the board of directors of the Corporation and includes, where the context permits or requires, any committee of the board of directors in the exercise of powers delegated to it by the board of directors;

"by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"Corporation" means the corporation amalgamated by certificate of amalgamation under the Act and named Teck Corporation/Corporation Teck;

"meeting of shareholders" includes an annual meeting of shareholders and a special meeting of shareholders;

"non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Canada);

"recorded address" means in the case of a shareholder such person's address as recorded in the securities register; and in the case of joint shareholders the address appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; and in the case of a director, officer, auditor or member of a committee of the board, such person's latest address as recorded in the records of the Corporation;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.04 or by a resolution passed pursuant thereto;

"special meeting of shareholders" includes a special meeting of all shareholders entitled to vote at an annual meeting of shareholders and a meeting of any class or classes of shareholders entitled to vote on the question at issue;

1.02 Words Defined in Act - Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

1.03 Number and Gender - Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Section Two

BUSINESS OF THE CORPORATION

2.01 Registered Office - Until changed in accordance with the Act, the registered office of the Corporation shall be at the City of Vancouver in the Province of British Columbia and at such location therein as the board may from time to time determine.

2.02 Corporate Seal - Until changed by the board, the corporate seal of the Corporation,

if any, shall be in the form impressed hereon.

2.03 Financial Year - Until changed by the board, the financial year of the Corporation shall end on the 31st day of December in each year.

2.04 Execution of Instruments - Deeds, transfers, assignments, bills of sale, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of chairman of the board, deputy chairman, chief executive officer, president, chief operating officer, vice president, secretary, treasurer or controller and the other of whom is a director and/or holds any one or more of the offices of assistant secretary, assistant treasurer or any other office created by by-law or by resolution of the board. Alternatively, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.05 Banking Arrangements - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.06 Voting Rights in Other Bodies Corporate - The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.07 Withholding Information from Shareholders - Subject to the provisions of the Act, no shareholder shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which, in the opinion of the board, could be inexpedient in the interests of the shareholders or the Corporation to communicate to the public. The board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Corporation or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any account, record or document of the Corporation except as conferred by the Act or authorized by the board.

Section Three

BORROWING AND SECURITIES

3.01 Borrowing Power - Without limiting the borrowing powers of the Corporation as set forth in the Act, the board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;

- (c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in or charge upon all or any real or personal, movable or immovable property of the Corporation, owned or subsequently acquired, including book debts, rights, powers, franchises and undertaking by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee whether present or future of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.02 Delegation - The board may from time to time by resolution delegate to a director, a committee of directors or an officer of the Corporation as may be designated by the board all or any of the powers conferred on the board by section 3.01 or by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

Section Four

DIRECTORS

4.01 Number of Directors and Quorum - Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the articles. Subject to the Act and to section 4.08, the quorum for the transaction of business at any meeting of the board shall consist of the lesser of 5 and that number which is not less than 40% of the number of directors then in office or such other number of directors as the board may from time to time determine.

4.02 Qualification - No person shall be qualified for election as a director if such person is less than 18 years of age; if such person is of unsound mind and has been so found by a court in Canada or elsewhere; if such person is not an individual; or if such person has the status of a bankrupt. A director need not be a shareholder. A majority of the directors shall be resident Canadians. At least one-half of the directors shall be individuals who are neither officers nor employees of the Corporation.

4.03 Election and Term - Directors shall be elected yearly to hold office until the next annual meeting of shareholders and until their successors are elected. At each annual meeting of shareholders, all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors otherwise determine. The election shall be by resolution.

4.04 Removal of Directors - Subject to the provisions of the Act, the shareholders may by resolution passed at a special meeting of shareholders remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the directors.

4.05 Vacation of Office - A director ceases to hold office when such person dies; such person is removed from office by the shareholders; such person ceases to be qualified for election as a director; or such person's written resignation is sent or delivered to the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

4.06 Vacancies - Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or minimum number of directors required by the articles or from a failure of the shareholders to elect the number or minimum number of directors required by the articles. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the shareholders to elect the number or minimum number of directors required by the articles, the board shall forthwith call a special meeting of shareholders to fill the vacancy. If the board fails to call such meeting or if there are no such directors then in office, any shareholder may call the meeting.

4.07 Action by the Board - The board shall manage the business and affairs of the Corporation. Subject to sections 4.08 and 4.09, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.08 Canadian Majority - The board shall not transact business at a meeting, other than filling a vacancy in the board, unless a majority of the directors present are resident Canadians, except where:

(a) a resident Canadian director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and

(b) a majority of resident Canadian directors would have been present had that director been present at the meeting.

4.09 Meetings by Telephone - If all the directors consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

4.10 Place of Meetings - Meetings of the board may be held at any place in or outside Canada.

4.11 Calling of Meetings - Meetings of the board shall be held from time to time and at such time at such place as the board, the chairman of the board, the chief executive officer or any two directors may determine.

4.12 Notice of Meeting - Notice of the time and place of each meeting of the board shall be given in the manner provided in section 12.01 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except that if the Act requires any matter to be specified, including any proposal to:

(a) submit to the shareholders any question or matter requiring approval of the shareholders;

(b) fill a vacancy among the directors or in the office of auditor;

(c) issue securities;

(d) declare dividends;

(e) purchase, redeem or otherwise acquire shares of the Corporation;

(f) pay a commission for the sale of shares;

(g) approve a management proxy circular;

(h) approve a take-over bid circular or directors' circular;

(i) approve any annual financial statements; or

(j) adopt, amend or repeal by-laws;

reference to that matter shall be made in the notice or material that accompanies the notice. A director may in any manner waive notice of or otherwise consent to a meeting of the board, either before or after the meeting to which such waiver or consent relates. Attendance of a director at a meeting of directors is a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.13 First Meeting of New Board - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

4.14 Adjourned Meeting - Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the meeting from which the adjournment is taken.

4.15 Regular Meetings - The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.16 Chairman - The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, deputy chairman of the board, chief executive officer, president, chief operating officer, or any vice president. If no such officer is present, the directors present shall choose one of their number to be chairman. Notwithstanding the foregoing, the chairman of the board or the board may from time to time assign to a non-executive deputy chairman the duty of acting as chairman at meetings of the board.

4.17 Votes to Govern - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

4.18 Conflict of Interest - A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of that director's or officer's interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the board or the shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or the shareholders, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act.

4.19 Remuneration and Expenses - The directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

Section Five

COMMITTEES

5.01 Committee of Directors - The board may appoint from its members one or more committees of directors, however designated, and delegate to such committees any of the powers of the board except those which, under the Act, a committee of directors has no authority to exercise. A majority of the members of each committee shall be resident Canadians.

5.02 Procedure - Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

5.03 Transaction of Business - The powers of a committee of directors may be exercised by a meeting at which a quorum of the committee is present (including meetings by telephone to the extent permitted by section 4.09) or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of any committee may be held at any place in or outside Canada.

5.04 Audit Committee - The board shall elect annually from among its number an audit committee to be composed of not fewer than 3 directors of whom a majority shall not be officers or employees of the Corporation or its affiliates. The audit committee shall have the powers and duties provided in the Act.

Section Six

OFFICERS

6.01 Appointment - The board shall from time to time appoint a chairman of the board, a chief executive officer, a president, one or more vice presidents (to which title may be prefaced or added words to indicate seniority or function), a secretary, a treasurer and a controller, and such other officers as the board may determine including one or more deputy chairman (to which title may be prefaced or added the words "executive" or "non-executive" as the case may be to indicate specific functions), a chief operating officer and one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to sections 6.02 and 6.03, an officer may but need not be a director and one person may hold more than one office.

6.02 Chairman of the Board - The chairman of the board shall be a director. He shall act as chairman at all meetings of the board, meetings of any executive committee of the board, and meetings of the shareholders at which in each case he is present, unless he or the board has assigned any of such duties to a deputy chairman. The board may assign to the chairman of the board any of the powers and duties that are by any provisions of this by-law capable of being assigned to the chief executive officer or the president; and the chairman of the board shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chairman of the board, his duties shall be performed and his powers exercised by the executive deputy chairman of the board, if any, or otherwise by the chief executive officer.

6.03 Deputy Chairman – If appointed, a deputy chairman of the board shall be a director and subject to the provisions of the Act, shall have such powers and duties as the board may specify from time to time. If an executive deputy chairman is appointed, he shall during any absence or disability of the chairman of the board have all the duties and powers of that office. If a non-executive deputy chairman is appointed, the board may assign to him the role of lead director of the board in all matters relating to corporate governance and chairman of any corporate governance committee. The chairman of the board or the board may also assign to a deputy chairman duties to act as chairman at meetings of the board, meetings of the executive committee, or meetings of the shareholders.

6.04 Chief Executive Officer - The chief executive officer, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation and such other powers and duties as are specified herein or by the board at any time. During the absence or disability of the president, or if no president has been appointed, the chief executive officer shall also have the powers and duties of that office.

6.05 President – The president shall have such powers and duties as the board or the chief executive officer may specify and if no chief operating officer has been appointed, he shall also have the powers and duties of that office.

6.06 Chief Operating Officer – If appointed, the chief operating officer shall be responsible for the general management of all operations of the Corporation and shall have such other powers and duties as the board or the chief executive officer may specify.

6.07 Vice president - A vice president shall have such powers and duties as the board or the chief executive officer may specify.

6.08 Secretary - The secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; the secretary shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; the secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and the secretary shall have such other powers and duties as the board or the chief executive officer may specify.

6.09 Treasurer - The treasurer shall transact such financial business of the Corporation as the board or the chief executive officer may determine. The treasurer shall prepare and render reports on financial matters of the Corporation whenever required and shall be responsible for the safekeeping of securities; and the treasurer shall have such other powers and duties as the board or chief executive officer may specify.

6.10 Controller - The controller shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money and the disbursement of funds of the Corporation; and the controller shall have such other powers and duties as the board or chief executive officer may specify.

6.11 Powers and Duties of Other Officers - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

6.12 Variation of Powers and Duties - The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

6.13 Term of Office - The board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until such person's successor is appointed.

6.14 Terms of Employment and Remuneration - The terms of employment and the remuneration of officers appointed by the board may from time to time, be settled by it or by any committee of the board established for that purpose, or may be delegated to the chief executive officer with respect to officers other than himself.

6.15 Conflict of Interest - An officer shall disclose such person's interest in any material contract or proposed material contract with the Corporation in accordance with section 4.18.

6.16 Agents and Attorneys - The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

6.17 Fidelity Bonds - The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine.

Section Seven

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability - Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity - Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that such person's conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

7.03 Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in section 7.02.

Section Eight

SHARES

8.01 Allotment - Subject to the provisions of the Act, the board may from time to time grant options to purchase or allot the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as prescribed by the Act.

8.02 Commissions - The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person's purchasing or agreeing to purchase shares or other securities of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares or other securities.

8.03 Registration of Transfer - Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon, or delivered therewith, duly executed by the registered holder or by such person's attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer, if any, as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles.

8.04 Transfer Agents and Registrars - The board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch securities registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

8.05 Non-Recognition of Trusts - Subject to the provisions of the Act, the Corporation shall treat the registered owner of a security as the person exclusively entitled to vote, to receive notices, to receive any interest, dividend or other payments in respect of such security, and otherwise to exercise all the rights and powers of an owner of such security.

8.06 Share Certificates - Every holder of one or more shares of the Corporation shall be entitled, at the holder's option, to a share certificate, or to a non-transferable written acknowledgement of the holder's right to obtain a share certificate, stating the number and class or series of shares held by the holder as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with section 2.04 and need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

8.07 Replacement of Share Certificates - The board or any officer or agent designated by the board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken if the owner:

- (a) so requests before the Corporation has notice that the security has been acquired by a bona fide purchaser;
- (b) furnishes the Corporation with an indemnity bond sufficient, in the discretion of the board, to protect the Corporation; and
- (c) satisfies any other reasonable requisites imposed by the Corporation from time to time, whether generally or in any particular case.

8.08 Joint Shareholders - If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate or written acknowledgement referred to in section 8.07 in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may

give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

8.09 Deceased Shareholders - In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

Section Nine

DIVIDENDS AND RIGHTS

9.01 Dividends - The board may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation and, subject to the provisions of the Act, in money or property.

9.02 Dividend Cheques - A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at such person's recorded address, unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

9.03 Non-Receipt of Cheques - In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

9.04 Record Date for Dividends and Rights - The board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities, provided that, unless notice of the record date is waived in writing by every holder of a share of the class or series affected whose name is set out in the securities register at the close of business on the day the directors fix the record date, notice of any such record date shall be given not less than 7 days before such record date, by newspaper advertisement in the manner and to the extent required by the Act. Where no record date is fixed in advance as aforesaid, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

9.05 Unclaimed Dividends - Any dividend unclaimed after a period of 6 years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

Section Ten

MEETINGS OF SHAREHOLDERS

10.01 Annual Meetings - The annual meeting of shareholders shall be held at such time in each year and, subject to section 10.03, at such place as the board or, if authorized by it, as the chairman of the board, a deputy chairman of the board or the chief executive officer may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

10.02 Special Meetings - The board, the chairman of the board, a deputy chairman of the board or the chief executive officer shall have power to call a special meeting of shareholders at any time.

10.03 Place of Meetings - Meetings of shareholders shall be held in the municipality in which the registered office is situate or, if the board shall so determine, at such other place in Canada as it determines.

10.04 Notice of Meetings - Notice of the time and place of each meeting of shareholders shall be given in the manner provided in section 12.01 not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of or otherwise consent to a meeting of shareholders.

10.05 Chairman, Secretary and Scrutineers - The chairman of any meeting of shareholders shall be the chairman of the board or a deputy chairman, if he has been delegated to do so by the chairman of the board or the board, or in their absence the chief executive officer; failing which the president or a vice president who is a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairman with the consent of the meeting.

10.06 Persons Entitled to be Present - The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

10.07 Quorum - A quorum for the transaction of business at any meeting of shareholders shall be 3 persons present in person, each being a shareholder or representative duly authorized in accordance with the Act entitled to vote thereat or a duly appointed proxy for a shareholder so entitled and holding or representing, in the aggregate, not less than 20% of the votes entitled to be cast at the meeting. If a quorum is present at the opening of the meeting, the shareholders present in person or by proxy may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

10.08 Proxies - Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act as such shareholder's nominee at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the shareholder's attorney and shall conform with the requirements of the Act.

10.09 Time for Deposit of Proxies - The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than 48 hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

10.10 Joint Shareholders - If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one on the shares jointly held by them.

10.11 Votes to Govern - At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

10.12 Show of Hands - Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes

recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question.

10.13 Ballots - On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which such person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

10.14 Adjournment - If a quorum is not present at the opening of a meeting of shareholders, the shareholders present may adjourn the meeting to a fixed time and place but may not transact any other business. If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

Section Eleven

DIVISIONS AND DEPARTMENTS

11.01 Creation and Consolidation of Divisions - The board may cause the business and operations of the Corporation or any part thereof to be divided or to be segregated into one or more divisions upon such basis, including without limitation, character or type of operation, geographical territory, product manufactured or service rendered, as the board may consider appropriate in each case. The board may also cause the business and operations of any such division to be further divided into sub-units and the business and operations of any such divisions or sub-units to be consolidated upon such basis as the board may consider appropriate in each case.

11.02 Name of Division - Any division or its sub-units may be designated by such name as the board may from time to time determine and may transact business under such name, provided that the Corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation.

11.03 Officers of Divisions - From time to time the board or, if authorized by the board, the chief executive officer, may appoint one or more officers for any division, prescribe their powers and duties and settle their terms of employment and remuneration. The board or, if authorized by the board, the chief executive officer, may remove at the board's or the chief executive officer's pleasure any officer so appointed, without prejudice to such officer's rights under any employment contract. Officers of divisions or their sub-units shall not, as such, be officers of the Corporation.

Section Twelve

NOTICES

12.01 Method of Giving Notice - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's recorded address or if mailed to such person at such person's recorded address by prepaid ordinary or air mail or if sent to such person at such person's recorded address by any means of prepaid transmitted or recorded communication including telex, telegraph or facsimile transmission. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when confirmation of completed transmission is received by the sender. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable.

12.02 Notice to Joint Shareholders - If two or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice to one of such persons shall be sufficient notice to all of them.

12.03 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall both be excluded.

12.04 Undelivered Notices - If any notice given to a shareholder pursuant to section 12.01 is returned on three consecutive occasions because the shareholder cannot be found, the Corporation shall not be required to give any further notices to such shareholder until such shareholder informs the Corporation in writing of such shareholder's new address.

12.05 Omissions and Errors - The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.06 Persons Entitled by Death or Operation of Law - Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom such person derives such person's title to such share prior to such person's name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which such person became so entitled) and prior to such person's furnishing to the Corporation the proof of authority or evidence of such person's entitlement prescribed by the Act.

12.07 Waiver of Notice - Any shareholder (or duly appointed proxyholder), director, officer, auditor or member of a committee of the board may at any time waive the sending of any notice, or waive or abridge the time for any notice, required to be given to such person under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of the board which may be given in any manner.

Section Thirteen

REPEAL

13.01 Repeal - The prior General By-Law No. 1 of the Corporation enacted by the board of directors of the Corporation on February 21, 1996 and confirmed by the shareholders of the Corporation on April 24, 1996 is repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of such repealed by-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained prior to, such repealed by-law prior to its repeal. All officers and persons acting under such by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or the board or a committee of the board with continuing effect passed under such repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

Section 14

EFFECTIVE DATE

14.01 Effective Date - This by-law shall come into force when enacted by the directors, subject to the Act.

ENACTED by the Board the 8th day of June, 2000.

CONFIRMED by the shareholders the 25th day of April, 2001.

SCHEDULE B

CONFIRMATION OF GENERAL BY-LAW NO. 1

The following resolution is being submitted for consideration at the Meeting and, if deemed appropriate, approval:

BE IT RESOLVED THAT:

1. General By-law No. 1, in the form attached as Schedule "A" to the accompanying Management Proxy Circular for the Annual and Special Meeting of Shareholders of Teck Cominco Limited (the "**Corporation**") to be held on April 23, 2008 and adopted by the directors of the Corporation on February 26, 2008, is hereby confirmed and approved; and
2. any one officer or director of the Corporation be and is hereby authorized and directed to prepare, execute (whether under the corporate seal or otherwise) and deliver any and all such other instrument(s) in the name and on behalf of the Corporation, and to do and to perform or cause to be done and performed any and all such other acts and things as such officer or director may determine to be necessary or advisable in order to carry out the purposes and intent of the foregoing resolution, the execution, delivery and filing of any and all such other instrument(s) and the performance or the causing of the performance of any and all such other acts and things to be conclusive evidence of such determination.

SCHEDULE C

BY-LAW NO. 2

A by-law to amend By-law No. 1 of

TECK COMINCO LIMITED
(the "**Corporation**")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Section 8.03 of By-law No. 1 of the Corporation is hereby repealed in its entirety and replaced with the following provision:

“Registration of Transfer – In the case of shares represented by a certificate, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon, or delivered therewith, duly executed by the registered holder or by such person’s attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer, if any, as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles.”

ENACTED as a by-law of the Corporation this 20th day of November, 2007.

SCHEDULE D

CONFIRMATION OF BY-LAW NO. 2

The following resolution is being submitted for consideration at the Meeting and, if deemed appropriate, approval:

BE IT RESOLVED THAT:

1. By-law No. 2, in the form attached as Schedule "C" to the accompanying Management Proxy Circular for the Annual and Special Meeting of Shareholders of Teck Cominco Limited (the "**Corporation**") to be held on April 23, 2008 and adopted by the directors of the Corporation on February 26, 2008, is hereby confirmed and approved; and
2. any one officer or director of the Corporation be and is hereby authorized and directed to prepare, execute (whether under the corporate seal or otherwise) and deliver any and all such other instrument(s) in the name and on behalf of the Corporation, and to do and to perform or cause to be done and performed any and all such other acts and things as such officer or director may determine to be necessary or advisable in order to carry out the purposes and intent of the foregoing resolution, the execution, delivery and filing of any and all such other instrument(s) and the performance or the causing of the performance of any and all such other acts and things to be conclusive evidence of such determination.

SCHEDULE E**MANDATE OF THE BOARD OF DIRECTORS**

The Board of Directors is responsible for the stewardship of the Corporation. The Board has implemented a system of corporate governance that is designed to assist the Board in overseeing the management of the business and affairs of the Corporation. Management of the Corporation and execution of the strategic plan is delegated to the Chief Executive Officer and management. The Board provides guidance and direction to management in pursuit of the Corporation's goals and strategic plans. The Board is responsible for:

- (a) selecting, setting goals for, monitoring the performance and competence of and planning for the succession of the Chief Executive Officer (CEO) and satisfying itself as to the integrity of the CEO and the other senior officers and satisfying itself that they create a culture of integrity throughout the organization;
- (b) succession planning, including the training and monitoring of management;
- (c) with the advice of the Compensation Committee, approving the compensation of the senior management team and approving an appropriate compensation program for the Corporation's personnel;
- (d) approving the annual and quarterly reports, including the financial statements and related regulatory filings prior to their filing with applicable regulatory agencies and their release to the public;
- (e) adopting a strategic planning process in approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;
- (f) identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage those risks;
- (g) adopting a communication and continuous disclosure policy for the Corporation and monitoring its implementation;
- (h) overseeing the policies and procedures implemented by management to ensure the integrity of the Corporation's internal control, financial reporting and management information systems;
- (i) adopting an appropriate, formal orientation program for new directors and ongoing education sessions on the various business units and strategies of the Corporation for all directors;
- (j) appointing Board committees, however designated, and delegating to any such Board committees any of the powers of the Board except those which pertain to items which, under the *Canada Business Corporations Act*, a Board committee has no authority to exercise;
- (k) determining whether individual directors meet the requirements for independence set out in the rules of the stock exchanges and securities regulatory authorities to which the Corporation is subject, and make such disclosures as are required with respect to that determination; and
- (l) developing the Corporation's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to Teck Cominco.

Decisions requiring Board approval

The CEO has been delegated by the Board the authority to approve individual commitments and expenditures for any corporate purpose up to a maximum of \$10 million per item or group of similar items. The CEO together with the Chairman, have been delegated the authority to approve individual commitments and expenditures for any corporate purpose up to a maximum of \$20 million per item or group of similar items. The CEO is also authorized to approve commitments and expenditures of any amount for purposes that have appeared in a financial plan or otherwise have been adopted by the Board of Directors. Projects involving expenditures or commitments in excess of these limits must receive Board approval. The Board retains responsibility for significant changes in the Corporation's affairs such as approval of major capital expenditures, new debt financing arrangements and significant investments, acquisitions and divestitures. No securities can be issued without the authorization of the Board and the Board must specifically authorize the purchase, redemption or other acquisition of shares issued by the Corporation.

Measures for receiving feedback from security holders

The Corporation has an investor relations department which is responsible for communications with investors. Investors have the opportunity to provide feedback to the Corporation via the investor relations group through email at the Corporation's website, through direct or telephone contact with the investor relations officer (a contact person is identified in each press release) and through regular mail service. In addition, the Corporation regularly has face-to-face meetings with investment analysts and institutional investors where feedback is provided directly to the investor relations officer and senior management present at the meeting. The investor relations department responds to all investor enquiries in a timely manner either directly or by passing the request along to the appropriate department in the company for their response. Investor feedback is evaluated by the Investor Relations & Strategic Analysis and summarized for senior management. This evaluation takes into account the nature and frequency of the feedback and the sensitivity of the subject under discussion. Significant shareholder comments and analysts' reports on the Corporation are reported quarterly to the Board.

Expectations of Management

The day-to-day management of the Corporation and its operations is the responsibility of management under the direction of the CEO. The Board expects management to manage and maintain the Corporation's operations efficiently and safely. The Board has adopted a Code of Ethics that requires each employee to maintain the highest ethical standards of behaviour while conducting the Corporation's business.

Expectations and Responsibilities of Directors

Directors are expected to attend all regularly scheduled Board and Committee meetings and to have reviewed in advance the meeting materials.

Director Orientation and Education

The Board shall ensure that all new directors receive a comprehensive orientation. New directors shall be provided with a copy of the Corporation's key policies, codes and mandates. The Board shall encourage and provide continuing education opportunities to directors including regularly scheduled briefings on the Corporation's operations, business and key issues.

SCHEDULE F**DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

The following table discloses the Corporation's current corporate governance practices in accordance with the requirements of National Instrument 58-101.

Disclosure Requirement under Form 58-101F1	Teck Cominco Compliance	Comments & Discussion
1. (a) Disclose the identity of directors who are independent.	Yes	The Board has determined that all of the directors of the Corporation with the exception of Messrs. Keevil, Keevil III and Lindsay are independent. See disclosure under the "Election of Directors" section of this Management Proxy Circular.
(b) Disclose the identity of directors who are not independent, and describe the basis of that determination.	Yes	See disclosure under the "Election of Directors" section of this Management Proxy Circular.
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the "Board") does to facilitate its exercise of independent judgment in carrying out its responsibilities.	Yes	11 of 14 or 79% of the Corporation's current directors are independent.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Yes	Such other directorships have been disclosed in the "Election of Directors" section of this Management Proxy Circular.
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held during the preceding 12 months. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.	Yes	The Board has adopted a policy for the independent members of the Board to meet without management present at regularly scheduled meeting of the Board. These sessions are of no fixed duration and participating directors are encouraged to raise and discuss any issues of concern. In camera sessions are on each meeting agenda and were held at two meetings of the Board in 2007.
(f) Disclose whether or not the chair of the Board is an independent director. If the Board has a Chair or Lead Director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a Chair that is independent nor a Lead Director that is independent, describe what the Board does to provide leadership for its independent directors.	Yes	<p>Norman B. Keevil serves as the Board Chair, and is not an independent director. He has served as Board Chair since 2001.</p> <p>Robert Wright served as Lead Director from 2000 to 2008. Warren Seyffert was appointed Lead Director on February 12, 2008.</p> <p>A position description for the Lead Director has been developed and approved by the Board. Amongst other things the Lead Director is expected to:</p> <ul style="list-style-type: none"> (a) provide leadership to ensure effective functioning of the Board; (b) lead in the assessment of Board performance; (c) act as an effective liaison between the Board and management.

Disclosure Requirement under Form 58-101F1	Teck Cominco Compliance	Comments & Discussion
(g) Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.	Yes	Attendance records are fully disclosed on page 10 of this Management Proxy Circular. Directors are expected to attend all meetings of the Board and Board committees upon which they serve, to come to such meetings fully prepared, and to remain in attendance for the duration of the meetings.
2. Disclose the text of the Board's written mandate. If the Board does not have a written mandate, how the Board delineates its role and responsibilities.	Yes	The Board of Directors Mandate is found in this Management Proxy Circular at Schedule E.
3. (a) Disclose whether or not the Board has developed written position descriptions for the Chair and the Chair of each Board committee. If the Board has not developed written position descriptions for the Chair and/or the Chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.	Yes	A position description for the Board and Executive Committee Chair and each Board Committee Chair (which are attached to the relevant Board Committee Charters) has been developed and approved by the Board and can be found on the Corporation's website at www.teckcominco.com .
(b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.	Yes	<p>A written position description for the Chief Executive Officer has been developed and approved by the Board.</p> <p>The Chief Executive Officer reports to the Board and has general supervision and control over the business and affairs of the Corporation. Amongst other things, the Chief Executive Officer is expected to:</p> <ul style="list-style-type: none"> (a) foster a corporate culture that promotes ethical practices, encourages individual integrity and fulfils social responsibility; (b) develop and recommend to the Board a long-term strategy and vision for the Corporation that leads to creation of shareholder value; (c) develop and recommend to the Board annual business plans and budgets that support the Corporation's long-term strategy; and (d) consistently strive to achieve the Corporation's financial and operating goals and objectives.

Disclosure Requirement under Form 58-101F1	Teck Cominco Compliance	Comments & Discussion
4. (a) Briefly describe what measures the Board takes to orient new directors regarding the role of the Board, its committees and its directors, and the nature and operation of the issuer's business.	Yes	<p>The Board has adopted a New Director Orientation Program designed to:</p> <ul style="list-style-type: none"> (a) provide each new director with a baseline of knowledge about the Corporation that will serve as a basis for informed decision-making; (b) tailor the program for each new director, taking into account his or her unique mix of skills, experience, education, knowledge and needs; and (c) deliver information over a period of time to minimize the likelihood of overload and maximize the lasting educational impact. <p>The orientation program is tailored to the needs of each new director, and consists of a combination of written materials, one-on-one meetings with senior management, site visits and other briefings and training as appropriate.</p>
(b) Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary for them to meet their obligations as directors.	Yes	<p>The Board recognizes the importance of ongoing director education and the need for each director to take personal responsibility for this process. To facilitate ongoing education, the Corporation:</p> <ul style="list-style-type: none"> (a) is developing a director's intranet site to facilitate the exchange of views and published information; (b) encourages presentations by internal and outside experts to the Board or Committees on matters of particular import or emerging significance; (c) receives regular briefings on matters of particular interest in advance of scheduled board meetings; and (d) participates in case studies conducted by the emerging leaders of the Corporation on key issues affecting the Corporation.
5. (a) (i) Disclose whether or not the Board has adopted a written code for its directors, officers and employees. If the Board has adopted a written code, disclose how a person or company may obtain a copy of the written code.	Yes	<p>The Board has adopted a Code of Ethics. The complete text of the Code of Ethics, as well as other governance related documents, can be found at www.teckcominco.com and are available in print to any shareholder who requests them.</p>

Disclosure Requirement under Form 58-101F1	Teck Cominco Compliance	Comments & Discussion
(ii) Describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board ensures compliance with its code.	Yes	Management reports quarterly on the operation of the Corporation's fraud reporting system and its Whistleblower Hotline. Staff employees, officers and directors annually certify their compliance with the Code of Ethics.
(iii) If the Board has adopted a written code, provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	Yes	The Corporation has not had occasion to file any such report.
(b) Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	Yes	Each director must possess and exhibit the highest degree of integrity, professionalism and values. A director who has a real or perceived conflict of interest regarding any matter under consideration is required to advise the Board, refrain from debate on the matter and abstain from voting on it.
(c) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.	Yes	In conjunction with the introduction of a Whistleblower Hotline in 2006, the Corporation released the "Doing What's Right" program to reinforce the core values set out in the Code of Ethics. Those values will be continually reinforced through our on-line training program introduced in 2007.

Disclosure Requirement under Form 58-101F1	Teck Cominco Compliance	Comments & Discussion
6. (a) Describe the process by which the Board identifies new candidates for Board nomination.		<p>The Corporate Governance and Nominating Committee (the “CG&N Committee”) is responsible for recruiting and proposing to the full Board new nominees for directors. The CG&N Committee, in the discharge of its duties:</p> <ul style="list-style-type: none"> (a) in consultation with the Board and Chief Executive Officer and, on an ongoing basis, identifies the mix of expertise and qualities required for the Board; (b) assesses the attributes new directors should have for the appropriate mix to be maintained; (c) in consultation with the Board and Chief Executive Officer and on an ongoing basis, maintains a database of potential candidates; (d) has implemented a procedure to identify, with as much advance notice as practicable, impending Board vacancies, so as to allow sufficient time for recruitment and for introduction of proposed nominees to the existing Board; (e) develops a “short-list” of candidates and arranges for each candidate to meet with the CG&N Committee, the Board Chair and the Chief Executive Officer; (f) recommends to the Board, as a whole, proposed nominee(s) and arranges for their introduction to as many Board members as practicable; (g) ensures that prospective candidates are informed of the degree of energy and commitment the Corporation expects of its directors; and (h) encourages diversity in the composition of the Board.
(b) Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.	Yes	<p>The Corporation has a standing CG&N Committee.</p> <p>Each of the four directors who comprise the CG&N Committee is independent. Please refer to “Director Independence and Other Relationships” and the “Report on Corporate Governance and Nominating Matters” sections of this Management Proxy Circular for additional information.</p>

Disclosure Requirement under Form 58-101F1	Teck Cominco Compliance	Comments & Discussion
(c) If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	Yes	The responsibilities, powers and operation of the CG&N Committee are set out in its Charter, which is available on the Corporation's website at www.teckcominco.com . Pursuant to the CG&N Committee Charter, the purpose of the CG&N Committee is to identify the individuals qualified to become members of the Board, to recommend to the Board nominees for election to the Board at each annual meeting of shareholders or to fill vacancies on the Board and to address related matters. Please refer to the "Report on Corporate Governance and Nominating Matters" section of this Management Proxy Circular for additional information.
7. (a) Describe the process by which the Board determines the compensation for your Corporation's directors and officers.	Yes	Director and officer compensation is established on the advice of independent consultants, with a view to establishing target compensation at the median of the applicable comparator group. Please refer to the "Compensation Discussion and Analysis" and the "Director Compensation" sections of this Management Proxy Circular, as well as the response to 7(d) below for additional information.
(b) Disclose whether or not the Board has a Compensation Committee composed entirely of independent directors. If the Board does not have a Compensation Committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.	Yes	The Corporation has a standing Compensation Committee. Each of the four directors who comprise the Compensation Committee is independent. Please refer to the "Director Independence and Other Relationships" and "Compensation Discussion and Analysis" sections of this Management Proxy Circular for additional information.
(c) If the Board has a Compensation Committee, describe the responsibilities, powers and operation of the Compensation Committee.	Yes	The responsibilities, powers and operation of the Compensation Committee are set out in its Charter, which is available on the Corporation's website at www.teckcominco.com . Pursuant to the Compensation Committee Charter, the purpose of the Compensation Committee is to carry out the Board's responsibility for: <ul style="list-style-type: none"> (a) executive compensation (including policy and programs); (b) management development and succession; (c) Board compensation; and (d) broadly applicable compensation and benefit programs. Please refer to the "Compensation Discussion and Analysis" section of this Management Proxy Circular for additional information.

Disclosure Requirement under Form 58-101F1	Teck Cominco Compliance	Comments & Discussion
(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.	Yes	In 2006, the Compensation Committee retained the Hay Group to advise them on the compensation of the Chief Executive Officer. Hay Group is an independent consultant having no other significant consulting relationship with the Corporation. Mercer's has provided human resources consulting services for the Corporation. Management and the Committee will continue to use Mercer's survey data to benchmark the salary, bonus and long term compensation of the named executive officers.
8. If the Board has standing committees other than the Audit, Compensation, Corporate Governance & Nominating committees, identify the committees and describe their function.	Yes	The Board has an Executive Committee to enable it to react quickly to emerging issues and opportunities; a Pension Committee to assist in the oversight of the governance and management of its pension plans; a Reserves Committee to provide enhanced oversight of the Corporation's policies and management of its mineral and oil reserves and resources; and an Environment, Health & Safety Committee to review corporate policies, procedures and performance with respect to these important matters.
9. Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfied itself that it, its committees, and individual directors are performing effectively.	Yes	<p>Each year Board members complete a detailed questionnaire which:</p> <ul style="list-style-type: none"> (a) provides for quantitative ratings of their and the Board's performance in key areas; and (b) seeks subjective comment in each of those areas. <p>The questionnaire is administered by the Corporate Secretary who compiles the responses in a summary report. The summary report and individual responses are reviewed by the Lead Director and then reported to the full Board by the CG&N Committee. Matters requiring follow-up are identified and action plans developed which are monitored by the CG&N Committee.</p>