

333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, Ontario, Canada M5H 2T6

416 366 8381 Telephone
416 364 7813 Facsimile
1 800 268 8424 Toll free



Samuel R. Rickett
Direct 416 868 3436
srickett@fasken.com

David A. Hausman
Direct: 416 868 3486
dhausman@fasken.com

February 8, 2013

BY-EMAIL AND COURIER

Mr. John Stevenson
Secretary
Ontario Securities Commission
20 Queen Street West, Suite 1903, Box 55
Toronto, ON M5H 3S8

Dear Mr. Stevenson:

Re: Offer by First Quantum Minerals Ltd. through its wholly-owned subsidiary FQM (Akubra) Inc. (except where the context dictates otherwise, collectively “First Quantum”) to Purchase all of the Outstanding Common Shares of Inmet Mining Corporation (“the Offer”)

Application for a Cease Trade Order Pursuant to Section 127 of the *Securities Act* (Ontario) (the “Act”)

We act as counsel for First Quantum. First Quantum hereby applies for orders under subsection 127(1) of the *Act* in connection with the Offer and the tactical shareholder rights plan adopted by Inmet Mining Corporation (“**Inmet**”) as of November 28, 2012 (the “**Shareholder Rights Plan**”) in response to the Offer.

In this application, First Quantum seeks the following relief from the Ontario Securities Commission (the “**Commission**”):

- a. a permanent order pursuant to paragraph 2 of subsection 127(1) of the *Act* that all trading cease in respect of any securities issued, or that are proposed to be issued, in connection with the Shareholder Rights Plan, including, without limitation, in respect of any rights issued or to be issued under the Shareholder Rights Plan (the “**Rights**”) and any common shares of Inmet to be issued upon the exercise of such Rights;

- b. a permanent order under paragraph 3 of subsection 127(1) of the *Act* removing prospectus exemptions in respect of the distribution of Rights issued under or in connection with the Shareholder Rights Plan and in respect of the exercise of such Rights; and
- c. such further and other relief as the Commission deems appropriate.

The Shareholder Rights Plan was implemented by Inmet's board of directors without shareholder approval in anticipation of the Offer. If the Shareholder Rights Plan ever had a purpose, that purpose has now been served and its continued operation amounts to an improper defensive tactic. The effect of the Shareholder Rights Plan is to deprive Inmet shareholders of their fundamental right to each decide for themselves whether to tender their shares to the Offer. The Offer is neither coercive nor otherwise unfair. There is no reason why shareholders ought not to have the right to consider and participate in the Offer.

In the circumstances, it is in the public interest that a hearing in respect of this matter be held at the earliest available date, and that the Orders sought in this application be made.

Based on the verification statement provided by Clive Newall on behalf of First Quantum, the following are the relevant facts pertaining to this application. All information provided in this application relating to Inmet is derived from information contained in the Directors' Circular (defined below) and other information contained in public filings made by Inmet with securities regulatory authorities in Canada or otherwise made publicly available by Inmet.

SUMMARY OF MATERIAL FACTS

First Quantum

1. First Quantum Minerals Ltd. is an international mining company continued under the laws of British Columbia, is a reporting issuer or its equivalent in all Canadian provinces and is a TSX listed issuer. Its common shares are also admitted for trading on the London Stock Exchange.
2. First Quantum Minerals Ltd. is currently engaged in the production of LME grade equivalent copper cathode, copper in concentrate, nickel, gold, PGE and cobalt. Its mining operations and projects are located in Zambia, Australia, Finland, Mauritania and Peru.
3. FQM (Akubra) Inc. ("**FQM Akubra**") was incorporated under the *Canada Business Corporations Act* and is a direct wholly-owned subsidiary of First Quantum. FQM Akubra was organized for the purpose of making the Offer.
4. Neither First Quantum nor any of its officers, directors nor any of their respective affiliates or associates owns, directly or indirectly, or exercises control or direction over, any Inmet common shares.

Inmet

5. Inmet is a Toronto-based copper and zinc production, development and exploration company.

6. Inmet has three wholly-owned mining operations, in Turkey, Spain and Finland. Inmet also has an 80 percent equity interest in Minera Panama S.A., the Panamanian corporation that holds the concession for the Cobre Panama property, which is currently under development (the “**Cobre Panama Project**”).

7. Inmet is continued under the *Canada Business Corporations Act*. It is a reporting issuer or the equivalent in all Canadian provinces and territories and is a TSX listed issuer.

8. Inmet’s authorized capital consists of an unlimited number of common shares (the “**Common Shares**”), an unlimited number of preferred shares and an unlimited number of subordinate voting participating shares. According to Inmet’s Director’s Circular (described below), as of January 21, 2013, Inmet’s issued and outstanding share capital consisted of 69,365,603 Common Shares.

First Quantum Seeks Business Combination With Inmet

9. The background to the Offer is described in First Quantum’s Offer to Purchase and the accompanying Offer Circular (together the “**Offer Circular**”) dated January 9, 2013 [TAB A].

10. In the late summer and early fall of 2012, First Quantum undertook a comprehensive review of Inmet, and in particular the Cobre Panama Project, using only publicly available information. Following this review, First Quantum concluded that a combined First Quantum/Inmet entity could create a new global leader in copper and a “must own” company in the global mining sector. First Quantum has many years of experience in mineral exploration and the development and operation of copper mines in South America, Africa and Europe. First Quantum’s expertise and track record in project development could enable it to improve substantially on the execution and operation of the Cobre Panama Project.

11. First Quantum’s management team has a strong track record and proven experience in project development, having brought five mines to production in the last 10 years, on time and on budget. First Quantum is currently applying its experience and expertise to the development of the Sentinel Copper Project and Enterprise Nickel Project (each in Zambia). The Sentinel Copper Project will have a similar throughput to the Cobre Panama Project, at an estimated 55 million tonnes per annum, and substantially the same style of process plant.

12. On October 28, 2012, First Quantum contacted Inmet’s Chairman and CEO to discuss a proposed business combination. This effort was followed by a formal non-binding letter outlining the merits of the combination and terms of First Quantum’s proposal of \$62.50 per Inmet share - structured as 50 percent cash and 50 percent First Quantum common shares (the “**First Proposal**”). By letter agreement dated December 16, 2012 and effective as of October 30, 2012

Inmet engaged CIBC World Markets Inc. (“CIBC”) to act as financial advisor to Inmet and its board of directors in connection with the proposed business combination between First Quantum and Inmet and any alternative transaction.

13. On November 1, 2012, Inmet declined the First Proposal. First Quantum then requested a face-to-face meeting with Inmet’s CEO to continue the discussions. On November 13, 2012, Inmet advised First Quantum that it was not interested in pursuing discussions.

14. In an attempt to provide a basis for further engagement, First Quantum submitted a revised and improved friendly non-binding proposal to Inmet on November 25, 2012 (the “**Second Proposal**”). In the Second Proposal, First Quantum significantly increased its offer price to \$70 per Inmet Share - structured as 50 percent cash and 50 percent First Quantum shares. First Quantum again sought to engage in a constructive dialogue with Inmet regarding the Second Proposal, the terms and conditions of which included a request for a short period of limited due diligence focused on the Cobre Panama Project and were otherwise customary for a transaction of this nature.

15. On November 28, 2012, the Inmet board rejected the Second Proposal by way of public announcement [**TAB B**]. Inmet declined to engage in discussions concerning the Second Proposal.

16. Also on November 28, 2012, Inmet publicly announced that Inmet’s board of directors had approved the adoption of the Shareholder Rights Plan [**TAB C**]. The Shareholder Rights Plan is plainly a tactical plan adopted in response to a proposed First Quantum offer.

First Quantum Makes The Offer to Inmet Shareholders

17. Following its unsuccessful attempts to negotiate a transaction with Inmet’s board of directors and management, First Quantum decided to take its proposal directly to Inmet shareholders. On December 16, 2012, First Quantum publicly announced its intention to make the Offer [**TAB D**].

18. On December 18, 2012, Inmet established a special committee of independent directors of Inmet (the “**Special Committee**”) to consider the Offer and investigate strategic alternatives to the Offer that might be available to Inmet. On the same date, Scotia Capital was retained as financial advisor to the Special Committee.

19. The Offer was formally commenced on January 9, 2013, at which time the Offer Circular [**TAB A**] was delivered to Inmet shareholders and filed with the Canadian securities regulatory authorities on SEDAR.

20. The Offer consists of an offer to purchase all of the outstanding Common Shares and the associated rights under the Shareholder Rights Plan for consideration of, at the election of each holder of Common Shares (i) \$72 in cash, or (ii) 3.2967 common shares of First Quantum, or (iii) \$36 in cash and 1.6484 common shares of First Quantum, subject, in each case, to proration as set forth in the Offer Circular. The Offer’s expiry date is February 27, 2013.

21. The Offer represents a premium of 65 percent to Inmet's underlying equity value (adjusted for net cash balance of \$1.9 billion on Inmet's balance sheet, or \$26 per Common Share) as of November 23, 2012, the last trading day prior to the submission of the Second Proposal.

22. The Offer also represents a 35 percent premium to the 30-day volume weighted average price, and 33 percent to the closing share price, of the Common Shares on the TSX on November 23, 2012.

Shareholder Support for the Offer

23. On January 10, 2013, Inmet's largest shareholder, Leucadia National Corporation ("Leucadia") publicly announced its intention to tender its shares to the Offer, subject to changed circumstances or new information, including another transaction that would provide greater value [TAB E]. Leucadia holds approximately 11 million Inmet Common Shares, representing approximately 15.92 percent of the total Common Shares issued and outstanding.

The Shareholder Rights Plan

24. Inmet adopted the Shareholder Rights Plan on November 28, 2012 without the approval of shareholders and prior to the formation of the Special Committee. According to the Directors' Circular (defined below), the stated primary objective of the Shareholder Rights Plan is:

[T]o provide the Board of Directors and the Shareholders adequate time to consider and evaluate any unsolicited take-over bid and, if appropriate, to seek alternatives to maximise Shareholder value.

25. The Shareholder Rights Plan [TAB F] involves the distribution of Rights to acquire additional Common Shares for each Common Share issued and outstanding. In the event that a "Flip-In Event" is triggered under the Shareholder Rights Plan, which generally occurs following the acquisition of 20 percent or more of the outstanding voting shares of Inmet (the "Voting Shares"), each Right entitles its holder to acquire Common Shares at a 50 percent discount to the then current market price. The result of a Flip-In Event is significant dilution of the holdings of the person seeking to acquire 20 percent or more of the Voting Shares to an extent that it makes any such acquisition uneconomic.

26. A Flip-In Event is not triggered under the Shareholder Rights Plan if the acquisition is made pursuant to a "Permitted Bid". Among other things, to be a "Permitted Bid", an offer must be made to all holders of Voting Shares. It must also contain an irrevocable condition that no Voting Shares will be taken up and paid for under the offer prior to 60 days from the date of the offer, and unless, at that time, more than 50 percent of the Voting Shares held by "Independent Shareholders" (excluding the offeror, its affiliates and joint actors, among others) have been tendered and not withdrawn from the bid (the "Minimum Independent Tender Condition"). If the Minimum Independent Tender Condition is met, the offeror must extend the bid for a further period of at least 10 business days.

27. The Offer is not a “Permitted Bid” under the Shareholder Rights Plan nor could it become a Permitted Bid through lapse of time even if extended. It is therefore effectively a condition of the Offer that the Shareholder Rights Plan be rendered inoperative in relation to the Offer by action taken by the Inmet board of directors, securities regulators or the courts to ensure that the Offer will not be adversely affected by the Shareholder Rights Plan.

The Directors’ Response to the Offer

28. On January 21, 2013, the Inmet board issued its circular (the “**Directors’ Circular**”) in response to the Offer [TAB G]. The Directors’ Circular recommended that the Inmet shareholders reject the Offer.

29. Although the Directors’ Circular makes brief reference to other parties who have “expressed an interest in considering alternative transactions involving Inmet or its assets”, and indicates that Inmet has entered into confidentiality and standstill agreements with a number of interested parties, no details of such alternatives - or the third parties involved - have been disclosed. As of the date of this application, no alternative transaction has been publicly communicated by the Inmet board or the Special Committee.

30. More significantly, the Directors’ Circular does not specify whether any of the so-called “alternative transactions” would take the form of an offer to acquire control of Inmet, much less a “Permitted Bid” under the Shareholder Rights Plan. There is no indication that Inmet’s board of directors is anywhere close to negotiating a superior proposal to the Offer.

31. In this regard, the Directors’ Circular expressly acknowledges that “there can be no assurance that other alternatives will result from the process”.

The Expiry of the Offer

32. The Offer’s original expiry date was February 14, 2013. On February 8, 2013 the Offer was extended to February 27, 2013 (the “**Expiry Date**”). First Quantum has no current plan to extend the Offer.

33. If the Offer expires without Inmet shareholders having the opportunity to tender to the Offer, those shareholders will be deprived not only of the premium available by virtue of the Offer, but will also likely suffer a loss in shareholder value by virtue of the adverse market reaction to the expiry of the Offer.

FIRST QUANTUM’S SUBMISSIONS

34. First Quantum respectfully submits that the Shareholder Rights Plan constitutes an improper defensive tactic unilaterally undertaken by Inmet and contrary to the public interest. Accordingly, the Commission should exercise its public interest jurisdiction under subsection 127(1) of the *Act* to grant the relief requested on this application.

35. Section 1.1(2) of National Policy 62-202 describes the fundamental policy objectives underlying the take-over bid regime in Canadian securities legislation as follows:

The primary objective of the take-over bid provisions of Canadian securities legislation is the protection of the bona fide interests of the shareholders of the target company. A secondary objective is to provide a regulatory framework within which take-over bids may proceed in an open and even-handed environment. The take-over bid provisions should favour neither the offeror nor the management of the target company, and should leave the shareholders of the target company free to make a fully informed decision. The Canadian securities regulatory authorities are concerned that certain defensive measures taken by management of a target company may have the effect of denying to shareholders the ability to make such a decision and of frustrating an open take-over bid process. [emphasis added]¹

36. Canadian securities regulatory authorities may intervene where tactics are adopted that “will likely result in shareholders being deprived of the ability to respond to a take-over bid or to a competing bid.”²

37. The jurisdiction of the Commission lies in its obligation to protect the public interest. The Commission stated in *Canadian Jorex and Mannville Oil & Gas Ltd.*³ as follows:

“For us, the public interest lies in allowing shareholders of a target company to exercise one of the fundamental rights of share ownership - the ability to dispose of shares as one wishes - without undue hindrance from, among other things, defensive tactics that may have been adopted by the target board with the best of intentions, but that are misguided or, as here, have outlived their usefulness.”

The panel went on to say at page 267:

“...we have every confidence that the shareholders of a target company will ultimately be quite able to decide for themselves, with the benefit of the advice they received from the target board and others, including their own advisors, whether or not to dispose of their shares and, if so, at what price and on what terms. To us the public interest lies in allowing them to do just that.”

38. Notwithstanding subsequent developments in the authorities related to shareholder-approved rights plans, it is still the accepted principle as laid down in *Canadian Jorex* that there comes a time when a tactical shareholder rights plan “has got to go”. It is generally time for a shareholder rights plan “to go” when the rights plan has served its purpose by facilitating an

¹National Policy 62-202 - Take-Over Bids - Defensive Tactics, s.1.1(2)

²*Ibid*, s. 1.1(5)

³*Canadian Jorex*, (1992), 15 O.S.C.B. 257

auction, encouraging competing bids or otherwise maximizing shareholder value.⁴ Accordingly, the fundamental issue on this application is not whether the Shareholder Rights Plan will be set aside, but *when* it will be set aside.

39. In answering the question of whether the time has come for a tactical Shareholder Rights Plan to go, Canadian securities commissions have applied and considered the factors enumerated in *Re Royal Host Real Estate Investment Trust*⁵:

- (a) whether shareholder approval of the rights plan was obtained;
- (b) when the plan was adopted
- (c) whether there is broad shareholder support for the continued operation of the plan;
- (d) the size and complexity of the target company;
- (e) the other defensive tactics, if any, implemented by the target company;
- (f) the number of potential viable offerors;
- (g) the steps taken by the target company to find an alternative bid or transaction that would be better for the shareholders;
- (h) the likelihood that, if given further time, the target company will be able to find a better transaction;
- (i) the nature of the bid, including whether it is coercive or unfair to the shareholders of the target company;
- (j) the length of time since the bid was announced and made; and
- (k) the likelihood that the bid will not be extended if the rights plan is not terminated.

40. Each of these factors is relevant to the determination of whether a rights plan will facilitate an unrestricted auction for the corporation or, alternatively, will deprive shareholders of their fundamental right to tender their shares to the offer. As described in greater detail below, the Shareholder Rights Plan clearly has the purpose and effect of depriving shareholders of their right to tender to the Offer.

⁴*Re Baffinland Iron Mines Corp.* (2010), 33 O.S.C.B. 11385 at para 26.

⁵(1999), 22 O.S.C.B. 7819

Application to the Facts

The principal factors relevant to the Commission's determination of whether the Shareholder Rights Plan ought to be set aside are as follows:

- *Adoption of the Plan and Shareholder Approval*

As stated, the Shareholder Rights Plan was adopted by Inmet's board on November 28, 2012, in direct response to the delivery of the Second Proposal by First Quantum. The Shareholder Rights Plan was not considered by a special committee of Inmet's board, nor the financial advisor to the special committee, because this committee was not formed until after the Shareholder Rights Plan was adopted.

The Shareholder Rights Plan has not received shareholder approval and Inmet has not disclosed any intention to seek such approval until Inmet's next annual general meeting of shareholders, which is expected to take place following the expiry of the Offer. This is a key factor warranting the Commission's intervention.

In this regard, the Commission has recognized that it is very likely that a plan is tactical and directed at the particular bid when it is not put in place before a bid becomes evident. Furthermore, if a plan does not have shareholder approval, it generally will be suspect as not being in the best interest of the shareholders.⁶

- *Absence of Shareholder Support*

Inmet's board of directors has not disclosed that it has received any independent shareholder support for the Shareholder Rights Plan.

In fact, Inmet's largest shareholder has publicly announced its intention to tender its Common Shares to the Offer and is therefore implicitly opposed to the continued operation of the Shareholder Rights Plan.

The marketplace generally has anticipated the completion of the Offer and doubts that a superior proposal will become available. The five-day volume weighted average price for Inmet shares of \$70.76 (as of February 7, 2013) is approximately equivalent to the consideration available under the Offer.

- *Inmet Not a Complex Issuer*

As a mining issuer, Inmet is obliged to provide comprehensive public disclosure regarding both its producing mineral projects and the Cobre Panama Project, which is under development. This is not a case where the target company is difficult to assess by virtue of intangible assets such as intellectual property or commercial goodwill.

⁶*Cara Operations Ltd. (Re)*, (2002) 25 O.S.C.B. 7997 at paras 63 and 65 (*Re Cara*)

The universe of potential competing bidders for Inmet is small. There are approximately 6 to 8 potential strategic buyers for Inmet, all of whom are familiar with the industry and would not require extensive due diligence in order to evaluate Inmet's business. These are sophisticated purchasers equipped to assess Inmet's portfolio of mature assets based on its public disclosures and any confirming non-public information that would be made available to them following their execution of a confidentiality and standstill agreement. Moreover, many of these potential bidders would likely have undertaken existing evaluations of Inmet based upon public data that would allow for rapid decision making.

Accordingly, it should not take a significant amount of time for any serious competing bidder to evaluate Inmet and its assets and for Inmet and the potential bidder to determine whether a superior proposal will become available.

- *No Potential Viable Offers*

The Directors' Circular does not disclose the existence of any other potential viable offers. The Directors' Circular makes brief reference to other parties who have "expressed an interest in considering alternative transactions involving Inmet or its assets", and indicates that Inmet has entered into confidentiality and standstill agreements with a number of interested parties. However, the Directors' Circular fails to provide details of any specific transaction or the identity of any competing offeror, suggesting that there are no viable strategic alternatives. More importantly, the Directors' Circular does not specify whether any of these so-called "alternative transactions" would constitute a competing offer for control or simply an auction inhibiting sale of assets.

- *Likelihood of Alternative Offers is Limited*

Inmet has had a significant period of time in which to seek out alternative transactions to the Offer. The Expiry Date represents:

- (i) the 123rd day from the date that First Quantum delivered the First Proposal to Inmet;
- (ii) the 92nd day from the adoption by the Inmet board of the Shareholder Rights Plan;
- (iii) the 74th day from the announcement of First Quantum's intentions to make the Offer; and
- (iv) the 50th day from the commencement of the Offer.

The Commission has recognized that, while there is no maximum number of days that a rights plan will be allowed to stand, the longer the period that it has been in place, the higher the onus is on the party alleging that it still serves the interests of shareholders.⁷

As stated above, Inmet is not a complex issuer and a potential bidder will not need a lengthy period to conduct due diligence and determine whether to make a competing offer. The universe of potential bidders for Inmet is small and Inmet has retained two sets of financial advisors, yet nothing has been accomplished to date to achieve an auction for control of Inmet. If no alternative has arisen to date, it is unlikely that one will materialize should the Shareholder Rights Plan be allowed to continue and, in balancing the likelihood of a bidder emerging with the best interests of shareholders, the Shareholder Rights Plan ought to be set aside.

The Directors' Circular states that Inmet continues to seek strategic alternatives "...including activities initiated prior to the commencement of the First Quantum Offer". In this regard, Inmet publicly disclosed that it commenced a search for potential purchasers for a minority interest in the Cobre Panama Project (the "**Possible Stake Sale**") in the third quarter of 2009 [TAB H]. In July 2012, Inmet publicly disclosed that the process of seeking a buyer is ongoing [TAB I].

A transaction such as the Possible Stake Sale is not a true "alternative" to the Offer because it does not involve a change of control and therefore would not offer Inmet's shareholders any control premium.

Furthermore, Inmet ought not to require additional time to pursue a Possible Stake Sale because:

- (v) the process has been ongoing since at least 2009;
- (vi) a data room was likely established in 2009, but in any event has likely been in place since approximately July 2012; and
- (vii) Inmet and its advisors likely made contact with potential purchasers many months before the Offer was commenced.

- *Other Threatened Defensive Tactics*

It is a condition of the Offer that Inmet and its subsidiaries not take any action which might have the effect of materially diminishing the economic value to First Quantum of the acquisition of Inmet shares or make it inadvisable for First Quantum to proceed with the Offer.

⁷Re Cara, supra at paras 59, 60

Inmet would be significantly less attractive to First Quantum if it were to complete the Possible Stake Sale during the currency of the Offer. First Quantum made Inmet aware of this reality by letter dated January 11, 2013, and has asked Inmet to confirm that it will not take steps in respect of the Possible Stake Sale during the currency of the Offer. This letter was published in a press release on January 12, 2013 [TAB J]. Inmet did not provide the confirmation requested by First Quantum.

It is First Quantum's position that a Possible Stake Sale entered into or completed during the currency of the Offer would constitute an improper defensive tactic on Inmet's part that could shareholders from having the opportunity to make a determination in respect of the Offer.

- *Bid is Not Unfair, Improper or Coercive*

It is plain that the Offer is not unfair, improper or coercive, nor does the Directors' Circular refer to it as such. In particular,

- (i) the Offer is for all the Common Shares and is available to all Inmet shareholders;
- (ii) the Offer is straightforward and fully financed for the cash portion of the Offer. First Quantum is a large, well-respected mining company listed on the TSX and the London Stock Exchange. Over the course of the last year, combined trading dollar volumes for First Quantum amounted to C\$14.6 billion indicating that its shares are very liquid. Approximately 22 sell-side analysts follow First Quantum;
- (iii) the Offer is subject to a minimum tender condition of 66 2/3 percent, representing the necessary threshold to effect a second-step transaction. First Quantum has indicated that, pursuant to any such second-step transaction, holders of Common Shares that were not tendered to the Offer would be eligible to receive the same consideration as those who tendered to the Offer and whose Common Shares were taken up under the Offer or, alternatively, to exercise dissent rights in respect of any such second-step transaction; and
- (iv) by the time the Offer expires on February 27, 2013, shareholders of Inmet will have had 74 days to evaluate and make a determination in respect of the Offer, having been made aware of the essential terms of the Offer on December 16, 2012.

- *Significant Time Elapsed Since Bid Announced*

As stated above, Inmet will have had a significant amount of time to explore and develop alternatives for maximizing shareholder value. Having regard to the minimum deposit period provided for in section 98(1) of the *Act* and the factors set out herein, plainly “the time has come for the pill to go”.

- *Offer May Expire*

The Expiry Date is February 27, 2013. First Quantum has no current intention of extending the Offer any further. This fact tends to support an immediate cease trade order.

CONCLUSION

41. The time has come for the Shareholder Rights Plan to go. The Expiry Date will be the 50th day since the commencement of the Offer. There is no auction for Inmet, a company that is relatively easy to value based on publicly available information, and with a limited number of potential bidders due to the nature of Inmet’s assets. First Quantum is a natural purchaser experienced in developing assets similar to the Cobre Panama Project. First Quantum is offering Inmet shareholders a premium over the pre-announcement trading price of their shares as well as the opportunity to share in the development potential of Inmet’s most significant asset.

42. The continued operation of the Shareholder Rights Plan is contrary to the public interest. It should be cease traded effective immediately, giving Inmet shareholders the ability to decide for themselves whether to accept the Offer.

43. Given the urgency of this matter, we respectfully request that the Commission hold a hearing to consider and determine this application by no later than February 22, 2013.

44. We enclose herewith 5 additional copies of this submission. Should you have any questions or comments regarding this application, please contact Samuel Rickett at 416-868-3436 or David Hausman at 416-868-3486.

Yours very truly,



Samuel R. Rickett



David A. Hausman

Encl.

- cc. James Scarlett (Torys LLP, by e-mail and courier)
- Jean Fraser (Osler, Hoskin & Harcourt LLP, by e-mail and courier)
- Naizam Kanji (Ontario Securities Commission, by e-mail and courier)
- Frédéric Tanguay (Ontario Securities Commission, by e-mail and courier)

SCHEDULES

Date	Document	Tab
January 9, 2013	First Quantum Offer to Purchase and Bid Circular	A
November 28, 2012	Inmet Press Release	B
November 28, 2012	Inmet Press Release	C
December 16, 2012	First Quantum Press Release	D
January 10, 2013	Leucadia Press Release	E
November 28, 2012	Inmet Shareholder Rights Plan	F
January 21, 2013	Inmet Directors' Circular	G
October 28, 2009	Inmet Press Release	H
July 31, 2012	Inmet Second Quarter Webcast and Conference Call	I
January 11, 2013	First Quantum letter to Inmet	J

**FIRST QUANTUM MINERALS LIMITED AND ITS WHOLLY-OWNED SUBSIDIARY
FQM (AKUBRA) INC.**

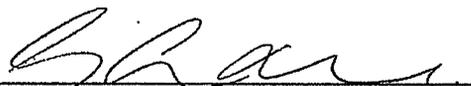
CERTIFICATE OF VERIFICATION

To: Ontario Securities Commission

First Quantum Minerals Limited and its wholly-owned subsidiary FQM (AKUBRA) Inc. hereby authorize Fasken Martineau DuMoulin LLP to make this application and confirm the truth of the facts contained therein.

DATED as of this 8 day of February, 2013

First Quantum Minerals Limited and its wholly-owned subsidiary FQM (AKUBRA) Inc.

By: 

Name: Clive Newall

Title: President of First Quantum Minerals Limited