



Turquoise Hill Resources Ltd. ANNUAL REPORT TO SHAREHOLDERS DECEMBER 31, 2014

Turquoise Hill Resources Ltd.

Annual Report 2014

A YEAI AND A DAY

The success of each year at Oyu Tolgoi depends on the accomplishments of each individual, operating day. Every employee, every action contributed to making 2014 an impressive first full year of production at Oyu Tolgoi, despite some challenges.

Oyu Tolgoi's ultimate success, though, is not measured just by production figures. Every day we strive to work safely and the mine's management is committed to reducing risk and injury. In 2014, Oyu Tolgoi was injury-free for 334 days of the year.

Mongolians make up approximately 94% of Oyu Tolgoi's workforce and they are proud to be part of one of the country's most-watched companies. Education and training are major focus areas at Oyu Tolgoi, helping create a national workforce that is skilled to global standards.

Oyu Tolgoi's strong sales in 2014 generated net revenues of more than \$1.6 billion. Marketing and logistics improvements throughout the year led to concentrate inventories being drawn down to normal levels by the end of 2014.

Yearly progress at Oyu Tolgoi depends on a strong, safe workforce and the roles they fulfill to make each day a success. The following pages look at a typical day at the mine, where a number of employees highlight each stage of the production process.

PEOPLE

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For more information please visit turquoisehill.con

People Turquoise Hill Resources Ltd. Annual Report 2014













PEOPLE



- 03 Early morning at
 Oyu Tolgoi's employee camp.
- 04 Mongolian winter footwear.
- 05 Employees at lunch in the mess hall.
- 06 Family pictures in a workspace at the site administration office.
- 07 Part of the employee camp facilities; a blend of Mongolian and permanent structures.
- 08 Employees in the weight-lifting area of the recreation facility.







PEOPLE

on having the right people in the right roles at the right time. In order to achieve that, Oyu Tolgoi is committed to providing opportunities for learning and development and encouraging professional growth with the intent of building a strong Mongolian

At the end of 2014, 94% of Oyu Tolgoi's employees were Mongolian, surpassing the Investment Agreement requirement of 90%. More than 20% of the Mongolian workforce is from the South Gobi region.

To build a talent pipeline, Oyu Tolgoi is In 2014, Oyu Tolgoi expanded its traders and apprentice program, which is supported by a dedicated Trades Training Centre at the mine. During the year, Oyu Tolgoi transferred four training centres and polytechnic facilities to the Mongolian Government, in-line with commitments made to support the national

The Oyu Tolgoi scholarship program also supports the mine's talent pipeline. One part of the program supports study at Mongolian universities and the second part supports study at international universities. As of the of its Investment Agreement commitments

"'ONE CENT MAKES A DOLLAR; DOES CONTRIBUTE TO THE PROSPERITY OF MY COUNTRY."

G. Zolchimeg Superintendent, Site and South Gobi







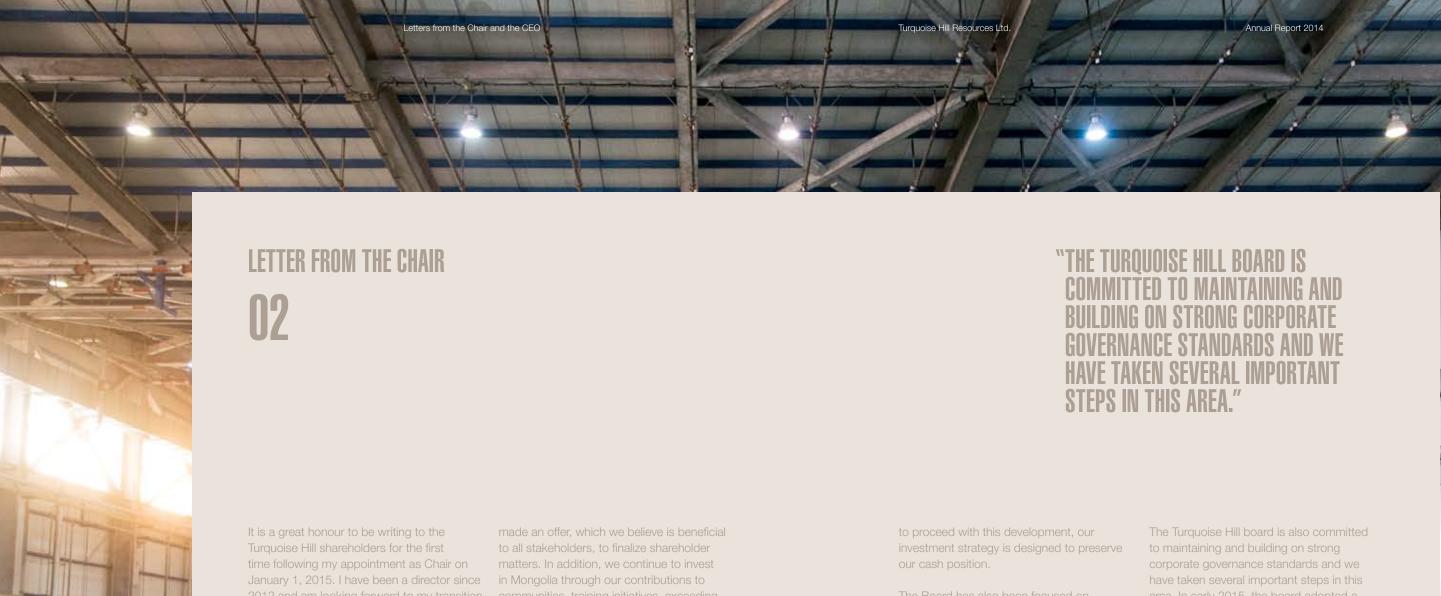
- 01 Employees arriving for lunch at the mess hall. Some also eat at their work stations around the
- 02 Oyu Tolgoi has one of the largest employee recreation facilities in Mongolia.
- 03 Early morning at Oyu Tolgoi's employee camp.
- 04 Mongolian winter footwear.
- 05 Employees at lunch in the mess hall.
- 06 Family pictures in a workspace at the site administration office.
- 07 Part of the employee camp facilities; a blend of Mongolian and permanent structures.
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to Chair and continuing to work with the

As we have looked to deliver the value of have been focused on reaching agreement to the economic prosperity and betterment of

Throughout 2014, discussions with the financing, the cornerstone of our funding by international finance institutions and a end, during 2014 Turquoise Hill and Rio Tinto procurement and tax payments.

During 2014 and early 2015, we have we announced two transactions to sell our

environment, particularly in commodities flows during 2014 that allowed Oyu Tolgoi operating cash flow combined with the cash surplus is earmarked for underground executive role of the company. Every year, we for all executive roles and evaluate potential 2014, Jeff Tygesen succeeded Kay Priestly as CEO. Kay successfully led Turquoise Hill operational and we want to sincerely thank Kay for her contributions to the company.

for the next phase of the company's growth and development. Jeff is a mining engineer groups as well as technology and innovation and strategic planning. His experience will be invaluable with operations at Oyu Tolgoi of accountability, respect, teamwork and

approach to achieving and maintaining both board and executive positions. In an increasingly complex global marketplace, the critical to the company's long-term success. exemplified by the fact that two of the company's seven directors (28%) are women.

At the 2015 AGM, we are asking an advisory (non-binding) 'say on pay' compensation, our clawback policy and

During 2014, in addition to transition at the David Klingner, and directors Virginia Flood,





It is an honour to have the opportunity to lead Oyu Tolgoi's first full year of production Turguoise Hill as Oyu Tolgoi concluded its was impressive despite a few operation.

LETTER FROM THE CEO

It is an honour to have the opportunity to lead Turquoise Hill as Oyu Tolgoi concluded its first full year of production. While I am new to my role, I am very familiar with Turquoise Hill and Oyu Tolgoi. I have been a Turquoise Hill director since August 2012 and through my previous position I began working with Oyu Tolgoi in 2010. Throughout this time, I have always been impressed with this world-class asset

gratitude to Kay Priestly for her many contributions during her time as CEO and leading the company during a critical period in its history. Under her leadership, Turquoise Hill emerged debt free after a successful rights offering that closed in January 2014, significantly reduced corporate costs due to streamlined corporate functions and divested non-core assets. Also during Kay's tenure Oyu Tolgoi became fully operational.

Safety is one of the most critical parts of Oyu Tolgoi's operations. We want the mine's workforce to return from work safely each and every day. Oyu Tolgoi achieved a good safety performance for 2014 and they are committed to further improvement and safety

Oyu Tolgoi's first full year of production was impressive despite a few operational interruptions. The 2014 performance numbers alone demonstrate the mine's significant accomplishments and the team's resolve:

- Sales of more than 730,000 tonnes of concentrate generating net revenues of approximately \$1.6 billion; and
- More than 560,000 tonnes of concentrate produced from almost 28 million tonnes of processed ore.

As world-class mines, like Oyu Tolgoi, are in their early stages of full operations, interruptions do occur as teams move along the learning curve. Oyu Tolgoi's concentrator performance improved during 2014 but was impacted by thickener rake failures in the first and third quarters and a fire in one of the ball mill cyclone packs late in the fourth quarter. A key point to mention is how eager Oyu Tolgoi's operating team is to learn and their goal of continuous improvement.

In 2014, Oyu Tolgoi was responsive to making adjustments to the mine plan to reach the open pit high-grade zone in the last quarter of the year. Despite a few early operational challenges. I was pleased that

"THE 2014 PERFORMANCE NUMBERS ALONE DEMONSTRATE THE MINE'S SIGNIFICANT ACCOMPLISHMENTS AND THE TEAM'S RESOLVE."

Oyu Tolgoi produced 148,400 tonnes of copper and 589,000 ounces of gold in concentrates for 2014, which was in-line with our guidance.

Oyu Tolgoi's concentrate sales began late in 2013 and slowly ramped up during the first quarter of 2014. Strong sales for the remainder of the year combined with marketing and logistics improvements throughout 2014, led to concentrate inventories being drawn down to normal levels by year end.

Oyu Tolgoi is a significant part of the Mongolian economy and since major construction began in 2010, the mine has been named a top-five taxpayer each year by the Mongolian Tax Authority. In 2014, Oyu Tolgoi paid almost \$250 million in taxes, fees and other payments, which includes royalties on concentrate sales of approximately \$90 million.

Sourcing power for Oyu Tolgoi from within Mongolia has always been contemplated as part of the operation's long-term plan. In August 2014, Oyu Tolgoi signed a cooperation agreement with the Government of Mongolia to assess a Tavan Tolgoi-based independent power producer. The agreement

is an important opportunity for Oyu Tolgoi to work with the government toward developing sustainable solutions to secure a long-term, economic power supply from Mongolia.

Throughout 2014, engagement with the Mongolian Government continued to resolve outstanding matters and finalize project financing in order to restart development of the underground mine. Turquoise Hill and Rio Tinto made an offer to the Government of Mongolia during the year to finalize matters, which we believe is beneficial to all stakeholders. We remain committed to further advancing the development of Oyu Tolgoi for the benefit of all stakeholders.

Despite some operational interruptions during the year, Oyu Tolgoi continued to improve through 2014 and ultimately achieved impressive results. We look forward to building on the operation's 2014 achievements and in 2015 continually improving on performance.

20000

Jeff Tygesen March 24, 2015

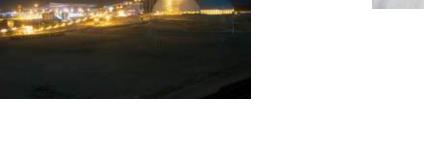


Turquoise Hill Resources Ltd. Annual Report 2014





Safety





- 01 Employees not residents of the South Gobi fly 550 kilometres to site on Mongolian aircraft.
- 02 Inside the arrivals hall at the Khanbumbat airport that services Oyu Tolgoi.
- O3 A nighttime view of the coarse-ore storage shed and the concentrator complex. Operations at site are active 24 hours a day.
- 04 Safety training keeps employees aware and actively thinking about the safety of themselves and their colleagues.
- O5 Open-pit operators arriving at a pre-shift safety and work briefing.





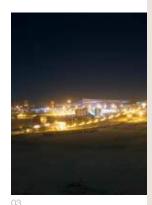
Safety Turquoise Hill Resources Ltd. Annual Report 2014







"SAFETY AT OYU TOLGOI ISN'T TO BRING OUR STANDARDS INTO DAILY MONGOLIAN LIFE;



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02 Inside the arrivals hall at the Khanbumbat airport

that services Oyu Tolgoi. 03 A nighttime view of the

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complex. Operations at

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safety and work briefing.

the safety of themselves and their colleagues. 05 Open-pit operators

04 Safety training keeps

Safety is of the utmost importance at Oyu Tolgoi. Each shift begins with a safety briefing and a review of the day's plan. Nothing is more important than the workforce going home safe every day. The goal is zero

to work. It is important for Oyu Tolgoi's standards in their personal lives as well.

For 2014, Oyu Tolgoi achieved a good safety hours worked. Oyu Tolgoi was injury free for 334 days of the year.

While the mine's safety performance for 2014 was good, Oyu Tolgoi's management is committed to reducing injury and continues to engage with the workforce to improve the understanding of risks and controls. During the year, Oyu Tolgoi increased hazard control and education programs, and also launched aim to manage and assess the most serious risks to personal safety.









medical devices, such as x-ray and ultrasound machines. 09 Employees receiving a

06 Tethers and a diagram about working at heights. 07 An employee in a safety training lesson. 08 Mongolian and

> international doctors staff the clinic at site, which

training lesson about working at heights.

10 The safety and wellbeing of all those working at site is considered before any work is done.











Open Pit Turquoise Hill Resources Ltd. Annual Report 2014



01 An operator's hardhat displays certain sticker badges related to how long they have been working at site.

02 Employees at the preshift briefing.

03 Some operators have come to Oyu Tolgoi from other Mongolian mining operations.

04 Pre-shift safety checks of the haul trucks that work in the open pit occur before every shift.

05 A pre-shift meeting for the open pit drivers, drillers and miners covers the daily plan and any specific safety issues related to the day's work.

06 Trucks lined up and ready for the daytime shift.

07 Reviewing the day's drilling, blasting and mining plan.

08 Oyu Tolgoi employees a number of female heavy-equipment operators.



Open Pit Turquoise Hill Resources Ltd. Annual Report 2014



OPEN PIT

"WE KNOW OYU TOLGOI IS A WORLD-CLASS DEPOSIT. IT'S OUR JOB TO MAKE IT A WORLD-**CLASS OPERATION."**

B. Zorigoo



Oyu Tolgoi began implementing a number of cost reduction and productivity initiatives in flow and improve financial performance. Several of the programs focused on open-pit operations. This included haul truck tray extensions to increase truck payloads and the hiring of permanent part-time employees to operate mining equipment during the meal breaks of full-time employees. These initiatives already are beginning to deliver improvements in productivity and efficiency.

The open pit operates with 28 Komatsu haul trucks that when fully loaded weigh more than 500,000 kilograms. There are two Komatsu loaders in the open pit that are considered to be some of the biggest in the world. Four Pit Viper drills are used for drilling and blasting in the open pit. On average, blasting occurs two to three times a week. In 2014, 17,000 tonnes of explosives were used for blasting.

deep enough to stack the Great Pyramid of











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MARSANAA



Open Pit Turquoise Hill Resources Ltd. Annual Report 2014







- 01 Areas with heightened work-safety issues often have additional security to limit vehicle and employee access to further create a safe work environment.
- 02 A 330-tonne-capacity truck in the open pit.
- 03 Only work-specific vehicles are allowed in the open pit area.
- 04 Drilling, mining and hauling; the foundations of open-pit mining.
- 05 One of two rope shovels in the open pit. The bucket has a 61m³ capacity.
- 06 Open pit copper-gold ore en route to the crusher.







Crusher Turquoise Hill Resources Ltd. Annual Report 2014

- O1 A haul truck prepares to dump open-pit ore into the crusher.
- 02 Conveyor belts stretch out from the crusher to the coarse-ore storage building at the concentrator complex.
- 03 Inside the crusher control room as a haul truck delivers ore.
- 04 Tools to measure the size of crushed ore.
- 05 Up to 100,000 tonnes of ore is processed by the crusher daily.
- 06 Crushed ore in transit to the concentrator complex.





Crusher Turquoise Hill Resources Ltd. Annual Report 2014

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CRUSHER

"I HAVE BEEN PROVIDING
MAINTENANCE WORK IN THE
CONCENTRATOR SINCE I JOINED
IN 2012. WE DO REGULAR
MAINTENANCE CHECKUPS TO
ENSURE ALL EQUIPMENT IS
SAFELY FUNCTIONING WELL."

B. Erdenebat

Welder, Concentrator Maintenance





0



Komatsu trucks with 330-tonne capacity – the biggest ever used in Mongolia – transport ore from the open pit to the primary crusher where it is reduced into volleyball-sized pieces of rock. An overland conveyor carries the crushed ore approximately three kilometres to the concentrator.

In 2014, more than 27 million tonnes of crushed ore was treated by the concentrator.

The overland conveyor is the same length as the Golden Gate Bridge.

The Oyu Tolgoi maintenance team, which includes more than 300 employees, services all moving equipment at the mine. To change one haul truck tire, it requires three tire fitters working approximately three hours. Each tire weighs five tonnes and has an average life of 15 years or 100,000 working hours (depending on haulage conditions).







C



Concentrator Turquoise Hill Resources Ltd. Annual Report 2014







01 Processing of the ore is overseen from a central control room inside the concentrator.

O2 The Oyu Tolgoi
concentrator is the
largest of its kind in
Mongolia. For many
employees, this is their
first advanced minerals
processing job.

03 One of two 38-foot diameter SAG grinding mills.

04 Maintenance being performed on one of the SAG grinding mills.

05 Employees in front of one of four ball grinding mills.

06 Repairs, maintenance and looking for operational efficiencies are key to keeping the concentrator performing well.







Concentrator Turquoise Hill Resources Ltd. Annual Report 2014

industrial plant ever built in Mongolia. In 2014, the concentrator produced 563,600 tonnes of copper-gold concentrate in its first full year of operations.

CONCENTRATOR

The concentrator incorporates grinding, flotation and thickening.

through a series of mills. Semi-autonomous grinding mills crush the ore further by dropping heavy metal weights on it. Next, ball mills grind the remaining pieces of rock

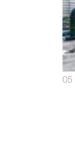
Chemicals are then added to the liquefiedbubbles. Four large cylindrical machines use from 15% copper to at least 25%. The

The concentrate is thickened and any remaining water is removed through a concentrate is now a dry powder containing 25% to 30% copper, with smaller amounts of gold and silver.

In 2014, the concentrate produced by Oyu Tolgoi contained 148,400 tonnes of "IN OUR TEAM, WE HAVE **EMPLOYEES WHO GRADUATED** TRAINING SCHOOLS IN FOR MONGOLIA'S DEVELOPMENT AND PROSPERITY."

T. Ganzorig







02 The Oyu Tolgoi concentrator is the largest of its kind in Mongolia. For many employees, this is their first advanced minerals processing job.

03 One of two 38-foot diameter SAG grinding mills.

04 Maintenance being performed on one of the SAG grinding mills.

05 Employees in front of one of four ball grinding mills.

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Concentrator Turquoise Hill Resources Ltd. Annual Report 2014







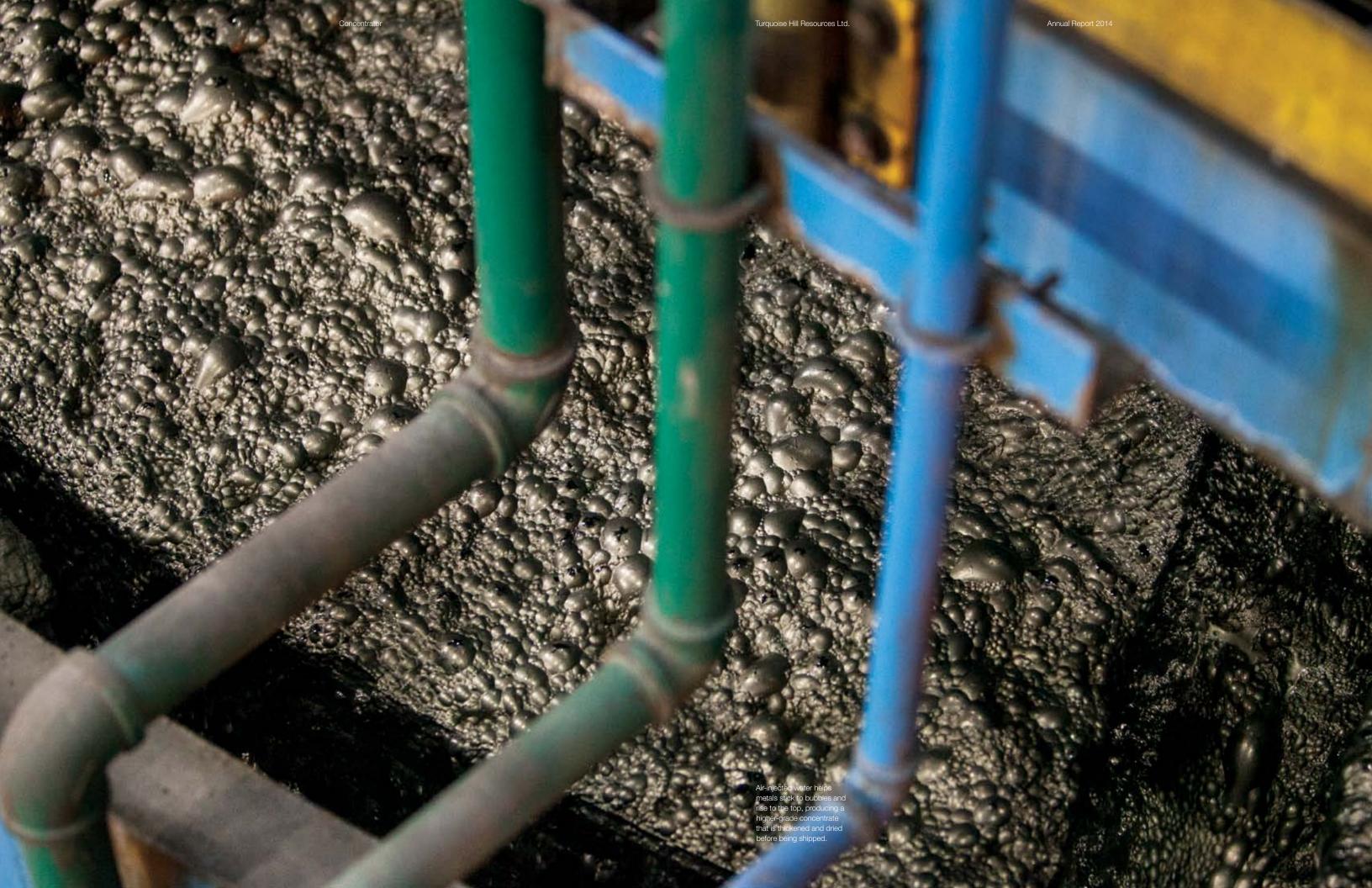






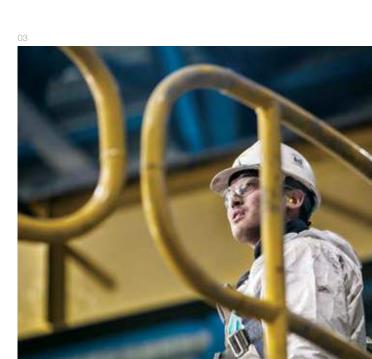
- 01 The concentrator's control room.
- 02 Ore passes through one of the concentrator's cyclone packs before going through flotation.
- 03 Flotation tanks in the concentrator complex separate metals from rock.
- 04 Flotation tanks.
- 05 Employees reviewing a checklist of daily work in the concentrator.
- 06 Currently, the concentrator can process 100,000 tonnes of ore per day.





Bagging Turquoise Hill Resources Ltd. Annual Report 2014







Bagging Turquoise Hill Resources Ltd. Annual Report 2014



BAGGING

"PERSONALLY, WORKING AT OYU TOLGOI IS ABOUT GAINING **EXPERIENCE FROM A WORLD-CLASS MINE."**

R. Gansukh



Finished concentrate moves to the bagging plant where it is placed in 1.8 tonne bags and loaded onto trucks bound to Oyu Tolgoi's bonded warehouse at the Mongolia-China border. Each bag is proudly stamped Made in Mongolia.

One truck holds 18 bags totaling more than 30 tonnes of concentrate. The trucks

In February 2015, Oyu Tolgoi shipped its one millionth tonne of concentrate.

Currently all of Oyu Tolgoi's concentrate is should create options for potential market diversification. During 2014, Oyu Tolgoi Japan and to China on rail. These alternative reduce costs and develop geographically-





- 01 Inside the concentrate bagging plant.
- 02 Every 1.8-tonne bag of concentrate is stamped Product of Mongolia.
- 03 The concentrate produced by Oyu Tolgoi is about 30% copper, with smaller amounts of gold and silver.
- 04 Each truck carries 18 bags of concentrate down to a bonded warehouse before being exported.
- 05 An employee showing some of the necessary equipment for working in a dynamic workplace.
- 06 A product of Mongolian land and people.













Logistics Turquoise Hill Resources Ltd. Annual Report 2014

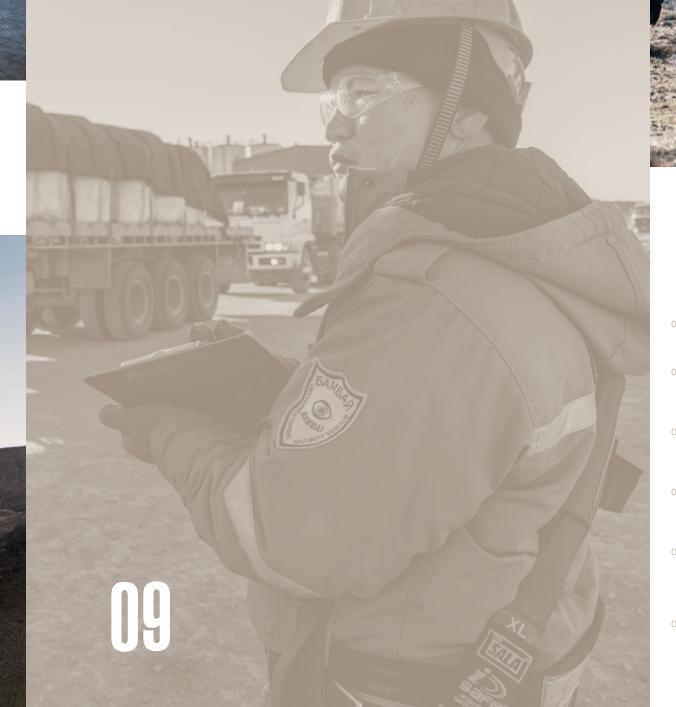
LOGISTICS













- 02 Drivers signing out and exiting the mine site en route to the bonded warehouse near the Mongolia-China border.
- 03 Currently, all of Oyu Tolgoi's concentrate is shipped by truck and sold to smelters located in China.
- 04 The Oyu Tolgoiconstructed paved road from site to the border is approximately 105 kilometres.
- 05 Environmental and community studies helped define the best transportation corridor to the Mongolia-China border.
- 06 Up to 50 trucks will leave the compound per day carrying cargo.



Logistics Turquoise Hill Resources Ltd. Annual Report 2014

01



LOGISTICS 09

During 2014, logistics and marketing played an important role in Oyu Tolgoi's operations. Net revenues in 2014 of approximately \$1.6 billion on 733,700 tonnes of concentrate resulted in sales exceeding annual production. Following an inventory build-up in 2013, robust sales combined with logistics and marketing improvements throughout 2014 led to concentrate inventories being drawn down to normal levels by year end.

Contracts have been signed for 100% of Oyu Tolgoi's expected 2015 concentrate production.

Logistics suppliers are part of Oyu Tolgoi's broader procurement program, which continues to support and develop a national, quality-assured supply chain. More than 60% (784 businesses) of Oyu Tolgoi's suppliers are Mongolian companies accounting for more than \$300 million in total 2014 procurement spending. Oyu Tolgoi's domestic suppliers provide additional positive impacts to the Mongolian economy.

Since 2010, Oyu Tolgoi has spent approximately \$4.6 billion in Mongolia, including more than \$1.0 billion in taxes, fees, royalties and other payments to local, provincial and national-level governments. Oyu Tolgoi has been named a top-five taxpayer each year since 2010 by the Mongolian Tax Authority.



L. Bertsetseg

Senior Administrator, Administration and Shipping







- inspected by Oyu Tolgoi security.

 02 Drivers signing out and exiting the mine site en route to the bonded
- warehouse near the Mongolia-China border. 03 Currently, all of Oyu Tolgoi's concentrate is shipped by truck and

01 A truck driver waits patiently as his cargo is

in China.

04 The Oyu Tolgoiconstructed paved road
from site to the border
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 05 Environmental and community studies helped define the best transportation corridor to the Mongolia-China border.
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Community & Environment Turquoise Hill Resources Ltd. Annual Report 2014

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- 02 The community is a mix of buildings and traditional Mongolian
- gers.

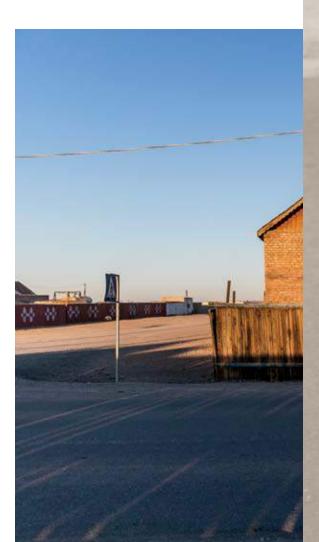
 O3 Oyu Tolgoi values its place in the community and contributes to infrastructure, education, health and youth programs in the South Gobi.
- O4 Oyu Tolgoi assisted in paving a number of local roads in 2014.













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02





COMMUNITY & ENVIRONMENT

10

During 2014, Oyu Tolgoi made significant progress in strengthening relationships with local communities providing support on a number of projects.

Progress was made during the year with Oyu Tolgoi's Well Restoration and Participatory Monitoring Program, which restored 20 additional herder wells and work continued on establishing a formal long-term Cooperation Agreement between the mine and authorities in the South Gobi region.

Oyu Tolgoi is committed to operating in a sustainable and responsible manner while upholding the highest environmental standards, including air, water, land and biodiversity. The mine continues to work with local communities and other stakeholders to minimize and mitigate the effects of Oyu Tolgoi's operations on the environment.

During 2014, Oyu Tolgoi used an average of 0.48 cubic metres of water per tonne of ore processed, which is significantly better than the global average of 1.2 cubic metres per tonne for comparable operations, and surpassed the mine's target for water use and efficiency. For the year, Oyu Tolgoi was able to recycle approximately 85% of the water used in operations.

Oyu Tolgoi was awarded the Best Responsible Mine for 2014 by the *Mongolian Mining Journal* at its fifth annual awards ceremony. The award recognized Oyu Tolgoi for transitioning from construction to full-capacity operations in a responsible way by placing safety above all else, maximizing long-term benefits for all stakeholders and protecting the environment.

"SMOOTH MINE OPERATIONS INCLUDE ENGAGING VARIOUS LOCAL STAKEHOLDERS TO BUIL! AND MAINTAIN ENDURING RELATIONSHIPS WITH OUR COMMUNITIES."

S. Myagmarjav
Superintendent, Regional Participation







- 05 Traditional yurt family dwelling in Khanbogd.
- 06 Immense sky over Khanbogd.
- 07 Khanbogd village life.













ANNUAL REPORT 2014

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TRQ: TSX, NYSE & NASDAQ

Turquoise Hill is an international mining company focused on the operation and development of the Oyu Tolgoi coppergold mine in southern Mongolia.

For more information please visit **turquoisehill.com**



