

# Section 1: 10-K (FORM 10-K)

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

## Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file No. 1-8491

### HECLA MINING COMPANY

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

6500 N. Mineral Drive, Suite 200  
Coeur d'Alene, Idaho  
(Address of principal executive offices)

77-0664171  
(I.R.S. Employer  
Identification No.)

83815-9408  
(Zip Code)

208-769-4100  
(Registrant's telephone number, including area code)

#### Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.25 per share	New York Stock Exchange
Series B Cumulative Convertible Preferred Stock, par value \$0.25 per share	New York Stock Exchange

#### Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer   
Non-Accelerated Filer   
Emerging growth company

Accelerated Filer   
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's voting Common Stock held by non-affiliates was \$1,382,183,101 as of June 30, 2018. There were 401,322,377 shares of the registrant's Common Stock outstanding as of June 30, 2018, and 482,987,752 shares outstanding as of February 19, 2019.

**Documents incorporated by reference herein:**

To the extent herein specifically referenced in Part III, the information contained in the Proxy Statement for the 2019 Annual Meeting of Shareholders of the registrant, which will be filed with the Commission pursuant to Regulation 14A within 120 days of the end of the registrant's 2018 fiscal year, is incorporated herein by reference. See Part III.

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***Special Note on Forward-Looking Statements***

Certain statements contained in this report (including information incorporated by reference) are “forward-looking statements” and are intended to be covered by the safe harbor provided for under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”). Our forward-looking statements include our current expectations and projections about future production, results, performance, prospects and opportunities, including reserves and other mineralization. We have tried to identify these forward-looking statements by using words such as “may,” “might,” “will,” “expect,” “anticipate,” “believe,” “could,” “intend,” “plan,” “estimate” and similar expressions. These forward-looking statements are based on information currently available to us and are expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual production, results, performance, prospects or opportunities, including reserves and mineralization, to differ materially from those expressed in, or implied by, these forward-looking statements.

These risks, uncertainties and other factors include, but are not limited to, those set forth under *Item 1A. Risk Factors* and *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*. Given these risks and uncertainties, readers are cautioned not to place undue reliance on our forward-looking statements. Projections and other forward-looking statements included in this report have been prepared based on assumptions, which we believe to be reasonable, but not in accordance with United States generally accepted accounting principles (“GAAP”) or any guidelines of the Securities and Exchange Commission (“SEC”). Actual results may vary, perhaps materially. You are strongly cautioned not to place undue reliance on such projections and other forward-looking statements. All subsequent written and oral forward-looking statements attributable to Hecla Mining Company or to persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Except as required by federal securities laws, we disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**PART I**

**Item 1. Business**

For information regarding the organization of our business segments and our significant customers, see *Note 12 of Notes to Consolidated Financial Statements*.

Information set forth in Items 1A and 2 are incorporated by reference into this Item 1.

***Introduction***

Hecla Mining Company and our subsidiaries have provided precious and base metals to the U.S. and worldwide since 1891 (in this report, “we” or “our” or “us” refers to Hecla Mining Company and our affiliates and subsidiaries, unless the context requires otherwise). We discover, acquire, develop, and produce silver, gold, lead and zinc. In doing so, we intend to manage our business activities in a safe, environmentally responsible and cost-effective manner.

We produce lead, zinc and bulk concentrates, which we sell to custom smelters and brokers, and unrefined doré containing gold and silver, which are further refined before sale to precious metals traders. We are organized and managed in five segments that encompass our operating units: the Greens Creek, Lucky Friday, Casa Berardi, San Sebastian and Nevada Operations units.

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The map below shows the locations of our operating units and our exploration and pre-development projects, as well as our corporate offices located in Coeur d'Alene, Idaho, Vancouver, British Columbia, Val d'Or, Quebec and Reno, Nevada.



Our current business strategy is to focus our financial and human resources in the following areas:

- Operating our properties safely, in an environmentally responsible manner, and cost-effectively.
- Maintaining and investing in exploration and pre-development projects in the vicinities of seven mining districts and projects we believe to be under-explored and under-invested: our Greens Creek unit on Alaska's Admiralty Island located near Juneau; North Idaho's Silver Valley in the historic Coeur d'Alene Mining District; the silver-producing district near Durango, Mexico; the Abitibi region of northwestern Quebec, Canada; our newly-acquired projects in northern Nevada; the Rock Creek and Montanore projects in northwestern Montana; and the Creede district of southwestern Colorado.
- Optimizing and improving operations at our Nevada Operations unit, which, along with other mineral interests, was obtained as a result of our acquisition of Klondex Mines Ltd. ("Klondex") in July 2018.
- Continuing to optimize and improve operations at each of our other units, which includes incurring costs for new technologies and equipment that may not result in measurable benefits.
- Expanding our proven and probable reserves and production capacity at our units.
- Conducting our business with financial stewardship to preserve our financial position in varying metals price environments.
- Advance permitting of the Rock Creek and Montanore projects.
- Continuing to seek opportunities to acquire and invest in mining and exploration properties and companies.

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Below is a summary of net (loss) income for each of the last five years (in thousands):

	Year Ended December 31,				
	2018	2017	2016	2015	2014
		Revised*	Revised*	Revised*	Revised*
Net (loss) income	\$ (26,563)	\$ (28,520)	\$ 61,569	\$ (94,738)	\$ 16,306

\* See Note 2 of Notes to Consolidated Financial Statements

Our financial results over the last five years have been impacted by:

- Changes in our sales of products due to fluctuations in metals prices and the amount of metals we sell. Our sales of products for the last five years were as follows (in thousands):

	Year Ended December 31,				
	2018	2017	2016	2015	2014
Sales of products	\$ 567,137	\$ 577,775	\$ 645,957	\$ 443,567	\$ 500,781

- The average high and low daily closing market prices for silver, gold, lead and zinc for each of the last five years are as follows:

	2018	2017	2016	2015	2014
<b>Silver (per oz.):</b>					
Average	\$ 15.71	\$ 17.05	\$ 17.10	\$ 15.70	\$ 19.08
High	\$ 17.52	\$ 18.56	\$ 20.71	\$ 18.23	\$ 22.05
Low	\$ 13.97	\$ 15.22	\$ 13.58	\$ 13.71	\$ 15.28
<b>Gold (per oz.):</b>					
Average	\$ 1,269	\$ 1,257	\$ 1,248	\$ 1,160	\$ 1,266
High	\$ 1,355	\$ 1,346	\$ 1,366	\$ 1,296	\$ 1,385
Low	\$ 1,178	\$ 1,151	\$ 1,077	\$ 1,049	\$ 1,142
<b>Lead (per lb.):</b>					
Average	\$ 1.02	\$ 1.05	\$ 0.85	\$ 0.81	\$ 0.95
High	\$ 1.22	\$ 1.17	\$ 1.12	\$ 0.97	\$ 1.03
Low	\$ 0.85	\$ 0.91	\$ 0.72	\$ 0.70	\$ 0.82
<b>Zinc (per lb.):</b>					
Average	\$ 1.33	\$ 1.31	\$ 0.95	\$ 0.88	\$ 0.98
High	\$ 1.64	\$ 1.53	\$ 1.32	\$ 1.09	\$ 1.10
Low	\$ 1.04	\$ 1.10	\$ 0.66	\$ 0.66	\$ 0.88

See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations for a summary of our average realized and market prices for each of the three years ended December 31, 2018, 2017 and 2016. Our results of operations are significantly impacted by fluctuations in the prices of silver, gold, lead and zinc, which are affected by numerous factors beyond our control. See Item 1A. Risk Factors – Financial Risks – A substantial or extended decline in metals prices would have a material adverse effect on us for information on a number of the factors that can impact prices of the metals we produce. Our average realized prices for silver, zinc and lead were lower, while the average realized gold price was slightly higher, in 2018 compared to 2017. Our average realized prices were higher for all four metals in 2017 compared to 2016. Market metal price trends are a significant factor in our operating and financial performance. We are unable to predict fluctuations in prices for metals and have limited control over the timing of our concentrate shipments which impacts our realized prices. However, we utilize financially-settled forward contracts for the metals we produce with the objective of managing the exposure to changes in prices of those metals contained in our concentrate shipments between the time of sale and final settlement. In addition, at times we utilize a similar program to manage the exposure to changes in prices of zinc and lead (but not silver and gold) contained in our forecasted future concentrate shipments. See Note 11 of Notes to Consolidated Financial Statements for more information on our base and precious metal forward contract programs.

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- The following table illustrates our metal quantities produced and sold for the last five years:

		Year Ended December 31,				
		2018	2017	2016	2015	2014
Silver -	Ounces produced	10,369,503	12,484,844	17,177,317	11,591,602	11,090,506
	Payable ounces sold	9,254,385	11,308,958	15,997,087	10,171,896	9,499,221
Gold -	Ounces produced	262,103	232,684	233,929	189,327	186,997
	Payable ounces sold	247,528	219,929	222,105	178,400	177,584
Lead -	Tons produced	20,091	22,733	42,472	39,965	40,255
	Payable tons sold	16,214	17,960	37,519	33,409	32,632
Zinc -	Tons produced	56,023	55,107	68,516	70,073	67,969
	Payable tons sold	39,273	39,335	49,802	49,831	48,648

- Cost of sales and other direct production costs of \$354.0 million in 2018, \$304.7 million in 2017, \$338.3 million in 2016, \$292.4 million in 2015 and \$304.4 million in 2014. Cost of sales in 2018 were impacted by the addition of our Nevada Operations unit through the acquisition of Klondex in July 2018. Cost of sales and other direct production costs in 2018, 2017 and 2016 were impacted by commencement of sales at our San Sebastian unit in the first quarter of 2016. Cost of sales and other direct production costs in 2018 and 2017 were also impacted by suspension of full production at Lucky Friday as a result of a strike, as discussed further below. See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations* for more information.
- \$14.6 million in suspension-related costs, along with \$5.0 million in depreciation, depletion, and amortization, at our Lucky Friday unit, and \$1.1 million in costs related to curtailment of production at the Midas mine, in 2018. In 2017, we recognized \$17.1 million in suspension-related costs at Lucky Friday, along with \$4.2 million in depreciation, depletion, and amortization. The suspension-related costs at Lucky Friday are a result of an ongoing strike by unionized employees that started in mid-March 2017 (see the *Employees* section below for more information).
- Exploration and pre-development expenditures totaling \$40.6 million, \$29.0 million, \$17.9 million, \$22.0 million and \$19.7 million for the years ended December 31, 2018, 2017, 2016, 2015 and 2014, respectively.
- Provision for closed operations and environmental matters of \$6.1 million, \$6.7 million, \$5.7 million, \$12.2 million and \$10.1 million for the years ended December 31, 2018, 2017, 2016, 2015, and 2014, respectively.
- Net gain of \$40.3 million in 2018, a net loss of \$21.3 million in 2017, and net gains of \$4.4 million in 2016, \$8.3 million in 2015, and \$9.1 million in 2014 on base metal forward contracts. These gains and losses are related to financially-settled forward contracts on forecasted zinc and lead production as part of a risk management program initiated in 2010. See *Note 11 of Notes to Consolidated Financial Statements* for more information on our derivatives contracts.
- Our acquisition of Aurizon Mines Ltd. ("Aurizon") in June 2013 was partially funded by the issuance of 6.875% Senior Notes due 2021 ("Senior Notes") in April 2013 for net proceeds of \$490.0 million. In 2018, 2017, 2016, 2015 and 2014 we recorded interest expense related to the Senior Notes, including amortization of issuance costs, of \$36.3 million, \$35.3 million, \$20.1 million, \$22.7 million, and \$24.6 million, respectively. The interest expense for 2017, 2016, 2015 and 2014 was recorded net of \$0.9 million, \$16.2 million, \$13.5 million and \$11.8 million, respectively, in capitalized interest primarily related to the #4 Shaft project at Lucky Friday which was completed in early 2017.
- Our acquisition of Klondex for \$414.2 million in July 2018. We recognized expenses related to the acquisition of \$10.0 million in 2018. See *Note 16 of Notes to Consolidated Financial Statements* for more information.
- Our acquisition of Mines Management for \$52.1 million in September 2016. We recognized expenses related to the acquisition of \$2.7 million in 2016. See *Note 16 of Notes to Consolidated Financial Statements* for more information.
- Our acquisition of Revett for \$20.1 million in June 2015. We recognized expenses related to the acquisition of \$2.2 million in 2015.
- Foreign exchange gain in 2018 of \$10.3 million, losses in 2017 and 2016 of \$9.7 million and \$2.7 million, respectively, and gains in 2015 and 2014 of \$24.2 million and \$11.4 million, respectively, primarily due to increased exposure to exchange fluctuations between the U.S. dollar and Canadian dollar as a result of our acquisition of Aurizon.



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- Income tax benefit of \$6.7 million in 2018, income tax provisions of \$21.0 million, \$28.1 million and \$57.0 million in 2017, 2016 and 2015, respectively, and an income tax benefit of \$4.9 million in 2014. See *Note 6 of Notes to Consolidated Financial Statements* for more information.
- An increase in the number of shares of our common stock outstanding, which impacts our income (loss) per common share.

A comprehensive discussion of our financial results for the years ended December 31, 2018, 2017 and 2016, individual operating unit performance, general corporate expenses and other significant items can be found in *Item 7. Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations*, as well as the *Consolidated Financial Statements* and *Notes* thereto.

### **Products and Segments**

Our segments are differentiated by geographic region. We produce zinc, lead and bulk flotation concentrates at our Greens Creek unit and lead and zinc flotation concentrates at our Lucky Friday unit, each of which we sell to custom smelters and brokers on contract. The flotation concentrates produced at our Greens Creek and Lucky Friday units contain payable silver, zinc and lead, and at Greens Creek they also contain payable gold. At Greens Creek, we also produce gravity concentrate containing silver, gold and lead. Unrefined bullion (doré) is produced from the gravity concentrate by a third-party processor, and shipped to a refiner before sale of the metals to precious metal traders. We also produce unrefined gold and silver bullion bars (doré) at our Casa Berardi, San Sebastian and Nevada Operations units, which are shipped to refiners before sale of the metals to precious metals traders. Payable metals are those included in our products which we are paid for by smelters, brokers and refiners. Our segments as of December 31, 2018 included:

- The Greens Creek unit located on Admiralty Island, near Juneau, Alaska. Greens Creek is 100% owned and has been in production since 1989, with a temporary care and maintenance period from April 1993 through July 1996.
- The Lucky Friday unit located in northern Idaho. Lucky Friday is 100% owned and has been a producing mine for us since 1958. As discussed below in the *Employees* section, unionized employees at Lucky Friday have been on strike since mid-March 2017, resulting in limited production during that time. Following a period of rehabilitation and no production at Lucky Friday in 2012, production returned to historical levels in September 2013.
- The Casa Berardi unit located in the Abitibi region of northwestern Quebec, Canada. Casa Berardi is 100% owned and was acquired on June 1, 2013 with the purchase of all issued and outstanding common shares of Aurizon. Aurizon had operated and produced from the Casa Berardi mine since late 2006 and began various mine enhancements in an effort to improve operational efficiency, including a shaft deepening project completed in 2014 and a new paste fill facility completed in 2013. In addition to ongoing production from the underground mine, production from the East Mine Crown Pillar ("EMCP") surface mine commenced in July 2016. The addition of surface production and enhancements to the processing facility resulted in increased ore throughput and gold production.
- The San Sebastian unit located in the state of Durango, Mexico. San Sebastian is 100% owned, and had previously produced for us from underground mines between 2001 and 2005. Recent near-surface exploration discoveries in the vicinity of the past producing area led to the decision in the third quarter of 2015 to develop shallow open pit mines there. Production commenced from the open pits in the fourth quarter of 2015. Continued exploration resulted in the decision to develop a new underground ramp and rehabilitate the historical underground access. The underground development commenced in the first quarter of 2017, and underground ore production began in January 2018.
- The Nevada Operations unit located in northern Nevada. Nevada Operations is 100% owned and was acquired on July 20, 2018 with the purchase of all of the issued and outstanding common shares of Klondex. Nevada Operations consists of the Midas mine and mill, Fire Creek mine, Hollister mine, and Aurora mine and mill, along with various other exploration interests. Klondex had owned Fire Creek since 1975, Midas since 2014, and Hollister and Aurora since 2016.

The contributions to our consolidated sales by our operating units in 2018 were 46.7% from Greens Creek, 37.1% from Casa Berardi, 8.9% from San Sebastian, 5.5% from Nevada Operations and 1.8% from Lucky Friday.

See the *Introduction* section above for information on our metals production and sales for the years ended December 31, 2018, 2017, 2016, 2015 and 2014.

### ***Licenses, Permits and Claims/Concessions***

We are required to obtain various licenses and permits to operate our mines and conduct exploration and reclamation activities. See *Item 1A. Risk Factors - Legal, Market and Regulatory Risks - We are required to obtain governmental permits and other approvals in order to conduct mining operations.* Further, each of our Rock Creek and Montanore projects can only be developed if we are successful in obtaining the necessary permits. See *Item 1A. Risk Factors - Legal, Market and Regulatory Risks - Legal challenges could prevent the Rock Creek or Montanore projects from ever being developed.* In addition, our operations and exploration activities at our Casa Berardi and San Sebastian units are conducted pursuant to claims or concessions granted by the host government, and otherwise are subject to claims renewal and minimum work commitment requirements, which are subject to certain political risks associated with foreign operations. See *Item 1A. Risk Factors - Operation, Development, Exploration and Acquisition Risks - Our foreign activities are subject to additional inherent risks.*

### ***Physical Assets***

Our business is capital intensive and requires ongoing capital investment for the replacement, modernization and expansion of equipment and facilities and to develop new ore reserves. At December 31, 2018, the book value of our properties, plants, equipment and mineral interests, net of accumulated depreciation, was approximately \$2.5 billion. For more information see *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.* We maintain insurance policies against property loss and business interruption. However, such insurance contains exclusions and limitations on coverage, and there can be no assurance that claims would be paid under such insurance policies in connection with a particular event. See *Item 1A. Risk Factors - Operation, Development, Exploration and Acquisition Risks - Our operations may be adversely affected by risks and hazards associated with the mining industry that may not be fully covered by insurance.*

### ***Employees***

As of December 31, 2018, we employed 1,714 people, including the unionized employees at Lucky Friday currently on strike, as discussed below. With the exception of the employees on strike, we believe relations with our employees are generally good.

Many of the employees at our Lucky Friday unit are represented by a union. The most recent collective bargaining agreement with the unionized employees expired on April 30, 2016, and on February 19, 2017, those employees voted against our contract offer. On March 13, 2017, the unionized employees went on strike, and have been on strike since that time. We cannot predict how long the strike will last or whether an agreement will be reached.

### ***Available Information***

Hecla Mining Company is a Delaware corporation. Our current holding company structure dates from the incorporation of Hecla Mining Company in 2006 and the renaming of our subsidiary (previously Hecla Mining Company) as Hecla Limited. Our principal executive offices are located at 6500 N. Mineral Drive, Suite 200, Coeur d'Alene, Idaho 83815-9408. Our telephone number is (208) 769-4100. Our web site address is [www.hecla-mining.com](http://www.hecla-mining.com). We file our annual, quarterly and current reports and any amendments to these reports with the SEC, copies of which are available on our website or from the SEC free of charge ([www.sec.gov](http://www.sec.gov) or 800-SEC-0330). Charters of our audit, compensation, and corporate governance and directors nominating committees, as well as our Code of Ethics for the Chief Executive Officer and Senior Financial Officers and our Code of Conduct, are also available on our website. In addition, any amendments to our Code of Ethics or waivers granted to our directors and executive officers will be posted on our website. Each of these documents may be periodically revised, so you are encouraged to visit our website for any updated terms. We will provide copies of these materials to stockholders upon request using the above-listed contact information, directed to the attention of Investor Relations, or via e-mail request sent to [hmc-info@hecla-mining.com](mailto:hmc-info@hecla-mining.com).

We have included the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) certifications regarding our public disclosure required by Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31.1 and 31.2 to this report. Additionally, we filed with the New York Stock Exchange ("NYSE") the CEO's certification regarding our compliance with the NYSE's Corporate Governance Listing Standards ("Listing Standards") pursuant to Section 303A.12(a) of the Listing Standards, which certification was dated June 5, 2018, and indicated that the CEO was not aware of any violations of the Listing Standards.

### **Item 1A. Risk Factors**

The following risks and uncertainties, together with the other information set forth in this report, should be carefully considered by those who invest in our securities. Any of the following risks could materially adversely affect our business, financial condition or operating results and could decrease the value of our common or preferred stock or other outstanding securities.

## Financial Risks

### *A substantial or extended decline in metals prices would have a material adverse effect on us.*

Our revenue is derived from the sale of concentrates and doré containing silver, gold, lead and zinc and, as a result, our earnings are directly related to the prices of these metals. Silver, gold, lead and zinc prices fluctuate widely and are affected by numerous factors, including:

- speculative activities;
- relative exchange rates of the U.S. dollar;
- global and regional demand and production;
- political instability;
- inflation, recession or increased or reduced economic activity; and
- other political, regulatory and economic conditions.

These factors are largely beyond our control and are difficult to predict. If the market prices for these metals fall below our production, exploration or development costs for a sustained period of time, we will experience losses and may have to discontinue exploration, development or operations, or incur asset write-downs at one or more of our properties. See *Item 1. Business – Introduction* for information on the average, high, and low daily closing prices for silver, gold, lead and zinc for the last five years. On February 19, 2019, the closing prices for silver, gold, lead and zinc were \$15.78 per ounce, \$1,334 per ounce, \$0.91 per pound and \$1.21 per pound, respectively.

### *We have limited cash resources and are dependent on access to our revolving credit facility or alternative financing to meet our expected working capital needs.*

As of December 31, 2018, we held cash and cash equivalents of \$27.4 million. As of December 31, 2017, we held cash, cash equivalents and short-term investments of \$219.9 million; however, much of our cash was used in July 2018 to fund the acquisition of Klondex and related costs. As a result, we periodically borrow under our \$250 million revolving credit facility in order to meet our ongoing working capital requirements. In 2019, we anticipate similarly borrowing under our credit facility. In order for funds to be available for borrowing under the credit facility, we are required to meet certain financial covenants. We cannot guarantee that we will be able to meet such covenants, and therefore borrowings under the credit facility may not be available to us. In the event we are unable to access the credit facility, we may be forced to revise our planned expenditures for 2019. We also could seek alternative sources of financing, but we cannot assure you that such sources will be available to us at all or at costs we would consider incurring. Any shortage of liquidity we may experience could have a material adverse effect on us. See the risk factors below, “*The terms of our debt impose restrictions on our operations*” and “*We may be unable to generate sufficient cash to service all of our indebtedness and meet our other ongoing liquidity needs and may be forced to take other actions to satisfy our obligations under our indebtedness, which may be unsuccessful.*”

### *The acquisition of Klondex increased our exposure to gold price volatility.*

The financial results of our Nevada Operations unit, obtained through the acquisition of Klondex, are highly sensitive to changes in the price of gold, and the acquisition of Klondex increased the sensitivity of our results to such changes. Gold prices fluctuate and are affected by numerous factors, including expectations with respect to the rate of inflation, exchange rates, interest rates, global and regional political and economic crises and governmental policies with respect to gold holdings by central banks. The demand for and supply of gold affects gold prices but not necessarily in the same manner as demand and supply affect the prices of other commodities. The supply of gold consists of a combination of mine production and existing stocks of bullion and fabricated gold held by governments, public and private financial institutions, industrial organizations and private individuals. The demand for gold consists primarily of jewelry and investment demand. We do not use forward sale contracts, or other derivative products, to protect the price level of future gold sales at the Nevada Operations unit, thereby exposing those sales to commodity price risk.

***We have had losses that could reoccur in the future.***

We have experienced volatility in our net (loss) income reported in the last five years, as shown in *Item 6. Selected Financial Data*, including net losses of \$26.6 million in 2018, \$28.5 million in 2017 and \$94.7 million in 2015. A comparison of operating results over the past three years can be found in *Results of Operations* in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Many of the factors affecting our operating results are beyond our control, including, but not limited to, the volatility of metals prices; smelter terms; rock and soil conditions; seismic events; availability of hydroelectric power; diesel fuel prices; interest rates; foreign exchange rates; global or regional political or economic policies; inflation; availability and cost of labor; economic developments and crises; governmental regulations; continuity of orebodies; ore grades; recoveries; performance of equipment; price speculation by certain investors; and purchases and sales by central banks and other holders and producers of gold and silver in response to these factors. We cannot foresee whether our operations will continue to generate sufficient revenue in order for us to generate net cash from operating activities. We cannot assure you that we will not experience net losses in the future.

***An extended decline in metals prices, an increase in operating or capital costs, mine accidents or closures, increasing environmental obligations, or our inability to convert exploration potential to reserves may cause us to record write-downs, which could negatively impact our results of operations.***

When events or changes in circumstances indicate the carrying value of our long-lived assets may not be recoverable, we review the recoverability of the carrying value by estimating the future undiscounted cash flows expected to result from the use and eventual disposition of the asset. Impairment must be recognized when the carrying value of the asset exceeds these cash flows. Recognizing impairment write-downs could negatively impact our results of operations. Metal price estimates are a key component used in the evaluation of the carrying values of our assets, as the evaluation involves comparing carrying values to the average estimated undiscounted cash flows resulting from operating plans using various metals price scenarios. Our estimates of undiscounted cash flows for our long-lived assets also include an estimate of the market value of the exploration potential beyond the current operating plans. We determined a decrease in the average market capitalization per in situ gold and silver ounce for similar companies, which is used to estimate portions of the future undiscounted cash flows for our assets, to represent a change in circumstances indicating the carrying value of our long-lived assets may not be recoverable as of December 31, 2018. However, our estimates of undiscounted cash flows exceeded the carrying values for all assets reviewed for recoverability as of December 31, 2018. If the prices of silver, gold, zinc and lead decline for an extended period of time, if we fail to control production or capital costs, if regulatory issues increase costs or decrease production, or if we do not realize the mineable ore reserves or exploration potential at our mining properties, we may be required to recognize asset write-downs in the future. In addition, the perceived market value of the exploration potential of our properties is dependent upon prevailing metals prices as well as our ability to discover economic ore. A decline in metals prices for an extended period of time or our inability to convert exploration potential to reserves could significantly reduce our estimates of the value of the exploration potential at our properties and result in asset write-downs.

***Global financial events or developments impacting major industrial or developing countries may have an impact on our business and financial condition in ways that we currently cannot predict.***

The 2008 credit crisis and related turmoil in the global financial system and ensuing recession had an impact on our business and financial position, and similar events in the future could also impact us. The re-emergence of a financial crisis or recession or reduced economic activity in the United States, China, India and other industrialized or developing countries, or disruption of key sectors of the economy such as oil and gas, may have a significant effect on our results of operations or limit our ability to raise capital through credit and equity markets. The prices of the metals that we produce are affected by a number of factors, and it is unknown how these factors may be impacted by a global financial event or developments impacting major industrial or developing countries.

***Recently enacted tariffs, other potential changes to tariff and import/export regulations, and ongoing trade disputes between the United States and other jurisdictions may have a negative effect on global economic conditions and our business, financial results and financial condition.***

In 2018, the United States imposed and enacted tariffs on certain items. Further, there have been ongoing discussions and activities regarding changes to other U.S. trade policies and treaties. In response, a number of markets, including China, into which we have in the past and may in the future sell our products, have already implemented tariffs on U.S. imports, or are threatening to impose tariffs on U.S. imports or to take other measures in response to these U.S. actions. These developments may have a material adverse effect on global economic conditions and the stability of global financial markets, and they may significantly reduce global trade and, in particular, trade between China and the United States. Any of these factors could depress economic activity, restrict our access to customers and have a material adverse effect on our business, financial condition and results of operations. In addition, any actions by foreign markets to implement further trade policy changes, including limiting foreign investment or trade, increasing regulatory scrutiny or taking other actions which impact U.S. companies' ability to obtain necessary licenses or approvals could negatively impact our business.

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In September 2018, in response to tariffs on Chinese goods implemented by the United States, China imposed a 5% tariff on lead concentrates and a 10% tariff on silver concentrates, both of which are products we produce and from time to time ship to China. In 2018, we sold no lead concentrates to China and \$0.1 million in silver concentrates to China, which represented less than 1% of our total sales for 2018. While to date the direct impact of tariffs has been immaterial on our sales and treatment charges, they may also have an impact on our sales and treatment charges outside of China.

These tariffs are relatively recent and are subject to a number of uncertainties as they are implemented, including future adjustments and changes in the countries excluded from such tariffs. The ultimate reaction of other countries, and businesses in those countries, and the impact of these tariffs or other actions on the United States, China, the global economy and our business, financial condition and results of operations, cannot be predicted at this time, nor can we predict the impact of any other developments with respect to global trade.

***Commodity and currency risk management activities could prevent us from realizing possible revenues or lower costs, or expose us to losses.***

We periodically enter into risk management activities such as financially-settled forward sales contracts to manage the exposure to changes in prices of silver, gold, lead and zinc contained in our concentrate shipments between the time of sale and final settlement. We also utilize such programs to manage the exposure to changes in the prices of lead and zinc contained in our forecasted future shipments. Such activities are utilized in an attempt to partially insulate our operating results from changes in prices for those metals. However, such activities may prevent us from realizing revenues in the event that the market price of a metal exceeds the price stated in a forward sale contract, and may also result in significant mark-to-market fair value adjustments, which may have a material adverse impact on our reported financial results. In addition, we are exposed to credit risk with our counterparties, and we may experience losses if a counterparty fails to purchase under a contract when the contract price exceeds the spot price of a commodity.

In 2016, we also initiated financially-settled forward contract programs to manage exposure to fluctuations in the exchange rates between the U.S. dollar ("USD") and the Canadian dollar ("CAD") and the Mexican peso ("MXN") and the impact on our future operating costs denominated in CAD and MXN. As with our metals derivatives, such activities may prevent us from realizing possible lower costs on a USD-basis in the event that the USD strengthens relative to the CAD or MXN compared to the exchange rates stated in the forward contracts, and also expose us to counterparty credit risk.

See *Note 11 of Notes to Consolidated Financial Statements* for more information on these forward contract programs.

***Our profitability could be affected by the prices of other commodities.***

Our profitability is sensitive to the costs of commodities such as fuel (in particular as used at Greens Creek to generate electricity when hydropower is unavailable), steel, and cement. While the recent prices for such commodities have been stable or in decline, prices have been historically volatile, and material increases in commodity costs could have a significant effect on our results of operations.

***Our accounting and other estimates may be imprecise.***

Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts and related disclosure of assets, liabilities, revenue and expenses at the date of the consolidated financial statements and reporting periods. The more significant areas requiring the use of management assumptions and estimates relate to:

- mineral reserves, mineralized material, and other resources that are the basis for future income and cash flow estimates and units-of-production depreciation, depletion and amortization calculations;
- future ore grades, throughput and recoveries;
- future metals prices;
- future capital and operating costs;

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- environmental, reclamation and closure obligations;
- permitting and other regulatory considerations;
- asset impairments;
- valuation of business combinations;
- future foreign exchange rates, inflation rates and applicable tax rates;
- reserves for contingencies and litigation; and
- deferred tax asset valuation allowance.

Future estimates and actual results may differ materially from these estimates as a result of using different assumptions or conditions. For additional information, see *Critical Accounting Estimates* in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, Note 1 of Notes to Consolidated Financial Statements*, and the risk factors set forth below: "Our costs of development of new orebodies and other capital costs may be higher and provide less return than we estimated," "Our ore reserve estimates may be imprecise," "We are currently involved in ongoing legal disputes that may materially adversely affect us," and "Our environmental obligations may exceed the provisions we have made."

### ***Our ability to recognize the benefits of deferred tax assets is dependent on future cash flows and taxable income.***

We recognize the expected future tax benefit from deferred tax assets when the tax benefit is considered to be more likely than not of being realized. Otherwise, a valuation allowance is applied against deferred tax assets, reducing the value of such assets. Assessing the recoverability of deferred tax assets requires management to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecasted income from operations and the application of existing tax laws in each jurisdiction. Metal price and production estimates are key components used in the determination of our ability to realize the expected future benefit of our deferred tax assets. To the extent that future taxable income differs significantly from estimates as a result of a decline in metals prices or other factors, our ability to realize the deferred tax assets could be impacted. Additionally, significant future issuances of common stock or common stock equivalents, or changes in the direct or indirect ownership of our common stock or common stock equivalents, could limit our ability to utilize our net operating loss carryforwards pursuant to Section 382 of the Internal Revenue Code. Future changes in tax law or changes in ownership structure could limit our ability to utilize our recorded tax assets. Due to the changes to tax laws under the Tax Cuts and Jobs Act enacted in December 2017, we determined it is more likely than not we will not realize the net deferred tax assets in the "Hecla U.S. tax group," our U.S. consolidated tax group which is exclusive of our U.S. consolidated tax group located in Nevada ("Klondex U.S. tax group"). We currently do not have valuation allowances for certain amounts related to the Klondex U.S. tax group and certain foreign deferred tax assets, and our deferred tax assets as of December 31, 2018 were \$183.8 million, net of \$95.0 million in valuation allowances. See *Note 6 of Notes to Consolidated Financial Statements* for further discussion of our deferred tax assets.

### ***Returns for investments in pension plans and pension plan funding requirements are uncertain.***

We maintain defined benefit pension plans for most U.S. employees, which provide for defined benefit payments after retirement for most U.S. employees. Canadian and Mexican employees participate in public retirement systems for those countries and are not eligible to participate in the defined benefit pension plans that we maintain for U.S. employees. The ability of the pension plans maintained for U.S. employees to provide the specified benefits depends on our funding of the plans and returns on investments made by the plans. Returns, if any, on investments are subject to fluctuations based on investment choices and market conditions. In addition, we have a supplemental executive retirement plan which is unfunded. A sustained period of low returns or losses on investments, or future benefit obligations that exceed our estimates, could require us to fund the pension plans to a greater extent than anticipated. See *Note 9 of Notes to Consolidated Financial Statements* for more information on our pension plans.

## **Operation, Development, Exploration and Acquisition Risks**

*Mining accidents or other adverse events at an operation could decrease our anticipated production or otherwise adversely affect our operations.*

Production may be reduced below our historical or estimated levels for many reasons, including, but not limited to, mining accidents; unfavorable ground or shaft conditions; work stoppages or slow-downs; lower than expected ore grades; unexpected regulatory actions; if the metallurgical characteristics of ore are less economic than anticipated; or because our equipment or facilities fail to operate properly or as expected. Our mines are subject to risks relating to ground instability, including, but not limited to, pit wall failure, crown pillar collapse, stope failure or the breach or failure of a tailings impoundment. Both the Lucky Friday and Casa Berardi mines have a history of ground instability underground and related incidents. The occurrence of an event such as those described above could result in loss of life or temporary or permanent cessation of operations, any of which could have a material adverse effect on our financial condition and results of operations. Other closures or impacts on operations or production may occur at any of our mines at any time, whether related to accidents, changes in conditions, changes to regulatory policy, or as precautionary measures.

In addition, our operations are typically in remote locations, where conditions can be inhospitable, including with respect to weather, surface conditions, interactions with wildlife or otherwise in or near dangerous conditions. In the past we have had employees, contractors, or employees of contractors get injured, sometimes fatally, while working in such challenging locations. An accident or injury to a person at or near one of our operations could have a material adverse effect on our financial condition and results of operations.

*Our operations may be adversely affected by risks and hazards associated with the mining industry that may not be fully covered by insurance.*

Our business is capital intensive, requiring ongoing investment for the replacement, modernization or expansion of equipment and facilities. Our mining and milling operations are subject to numbers of process upsets and equipment malfunctions. Equipment and supplies may from time to time be unavailable on a timely basis. Our business is subject to a number of other risks and hazards including:

- environmental hazards;
- unusual or unexpected geologic formations;
- rock bursts, ground falls, pit wall failures, or tailings impoundment breaches or failures;
- seismic activity;
- underground fires or floods;
- unanticipated hydrologic conditions, including flooding and periodic interruptions due to inclement or hazardous weather conditions;
- political and country risks;
- civil unrest or terrorism;
- industrial accidents;
- disruption, damage or failure of technology systems related to operation of equipment and other aspects of our mine operations;
- labor disputes or strikes; and
- our operating mines have tailing ponds which could fail or leak as a result of seismic activity, unusual weather or for other reasons.

Such risks could result in:

- personal injury or fatalities;
- damage to or destruction of mineral properties or producing facilities;
- environmental damage and financial penalties;

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- delays in exploration, development or mining;
- monetary losses;
- asset impairment charges;
- legal liability; and
- temporary or permanent closure of facilities.

We maintain insurance to protect against losses that may result from some of these risks, such as property loss and business interruption, in amounts we believe to be reasonably consistent with our historical experience, industry practice and circumstances surrounding each identified risk. Such insurance, however, contains exclusions and limitations on coverage, particularly with respect to environmental liability and political risk. We cannot assure you that claims would be paid under such insurance policies in connection with a particular event. Insurance specific to environmental risks is generally either unavailable or, we believe, too expensive for us, and we therefore do not maintain environmental insurance. Occurrence of events for which we are not insured may have an adverse effect on our business.

### ***Our costs of development of new orebodies and other capital costs may be higher and provide less return than we estimated.***

Capitalized development projects may cost more and provide less return than we estimate. If we are unable to realize a return on these investments, we may incur a related asset write-down that could adversely affect our financial results or condition.

Our ability to sustain or increase our current level of metals production partly depends on our ability to develop new orebodies and/or expand existing mining operations. Before we can begin a development project, we must first determine whether it is economically feasible to do so. This determination is based on estimates of several factors, including:

- ore reserves;
- expected ore grades and recovery rates of metals from the ore;
- future metals prices;
- facility and equipment costs;
- availability of adequate staffing;
- availability of affordable sources of power and adequacy of water supply;
- exploration and drilling success;
- capital and operating costs of a development project;
- environmental and closure, permitting and other regulatory considerations and costs;
- adequate access to the site, including competing land uses (such as agriculture);
- applicable tax rates;
- foreign currency fluctuation and inflation rates; and
- availability and cost of financing.

Many of these estimates are based on geological and other interpretive data, which may be imprecise. As a result, actual operating and capital costs and returns from a development project may differ substantially from our estimates, and, as such, it may not be economically feasible to continue with a development project.



***Our ore reserve estimates may be imprecise.***

Our ore reserve figures and costs are primarily estimates and are not guarantees that we will recover the indicated quantities of these metals. You are strongly cautioned not to place undue reliance on estimates of reserves (or mineralized material or other resource estimates). Reserves are estimates made by our professional technical personnel of the amount of metals that they believe could be economically and legally extracted or produced at the time of the reserve determination. No assurance can be given that the estimated amount of metal or the indicated level of recovery of these metals will be realized. Reserve estimation is an interpretive process based upon available data and various assumptions. Our reserve estimates may change based on actual production experience. Further, reserves are valued based on estimates of costs and metals prices, which may not be consistent among our properties or across the industry. The economic value of ore reserves may be adversely affected by:

- declines in the market price of the various metals we mine;
- increased production or capital costs;
- reduction in the grade or tonnage of the deposit;
- increase in the dilution of the ore;
- future foreign currency rates, inflation rates and applicable tax rates;
- reduced metal recovery; and
- changes in environmental, permitting or other regulatory requirements.

Short-term operating factors relating to our ore reserves, such as the need to sequentially develop orebodies and the processing of new or different ore grades, may adversely affect our cash flow.

If the prices of metals that we produce decline substantially below the levels used to calculate reserves for an extended period, we could experience:

- delays in new project development;
- net losses;
- reduced cash flow;
- reductions in reserves;
- write-downs of asset values; and
- mine closure.

Additionally, the term “mineralized material” does not indicate proven and probable reserves as defined by the Securities and Exchange Commission (“SEC”) or our standards. Estimates of mineralized material are subject to further exploration and development, and are, therefore, subject to considerable uncertainty. Despite our history of converting mineralized material to reserves through additional drilling and study work, we cannot be certain that any part or parts of the mineralized material deposit will ever be confirmed or converted into reserves as defined by the SEC or that mineralized material can be economically or legally extracted.

***Efforts to expand the finite lives of our mines may not be successful or could result in significant demands on our liquidity, which could hinder our growth.***

One of the risks we face is that mines are depleting assets. Thus, in order to maintain or increase production we must continually replace depleted ore reserves by locating and developing additional ore. Our ability to expand or replace ore reserves primarily depends on the success of our exploration programs. Mineral exploration, particularly for silver and gold, is highly speculative and expensive. It involves many risks and is often non-productive. Even if we believe we have found a valuable mineral deposit, it may be several years before production from that deposit is possible. During that time, it may become no longer feasible to produce those minerals for economic, regulatory, political or other reasons. As a result of high costs and other uncertainties, we may not be able to expand or replace our existing ore reserves as they are depleted, which would adversely affect our business and financial position in the future.

***Our ability to market our metals production may be affected by disruptions or closures of smelters and/or refining facilities.***

We sell our metallic concentrates to smelters and brokers. Our doré bars are sent to refiners for further processing before being sold to metal traders. If smelters or refiners are unavailable or unwilling to accept our products, or we are otherwise unable to sell our products to customers, our operations could be adversely affected. See Note 12 of Notes to Consolidated Financial Statements for more information on the distribution of our sales and our significant customers.

***Our business depends on availability of skilled miners and good relations with employees.***

We are dependent upon the ability and experience of our executive officers, managers, employees, contractors and their employees, and other personnel, and we cannot assure you that we will be able to retain such employees or contractors. We compete with other companies both in and outside the mining industry in recruiting and retaining qualified employees and contractors knowledgeable about the mining business. From time to time, we have encountered, and may in the future encounter, difficulty recruiting skilled mining personnel at acceptable wage and benefit levels in a competitive labor market, and may be required to utilize contractors, which can be more costly. Temporary or extended lay-offs due to mine closures may exacerbate such issues and result in vacancies or the need to hire less skilled or efficient employees or contractors. The loss of these persons or our inability to attract and retain additional highly skilled employees and contractors could have an adverse effect on our business and future operations.

We or our contractors may experience labor disputes, work stoppages or other disruptions in production that could adversely affect our business and results of operations. The Lucky Friday mine is our only operation where some of our employees are subject to a collective bargaining agreement, and the most recent agreement expired on April 30, 2016. On February 19, 2017, the unionized employees voted against our contract offer and on March 13, 2017 went on strike and have been on strike since that time. Production at Lucky Friday was suspended from the start of the strike until July 2017, when limited production resumed by salaried personnel. Suspension costs during the strike totaled \$14.6 million in 2018 and are combined with non-cash depreciation expense of \$5.0 million in 2018 and reported in a separate line item on our consolidated statement of operations. We cannot predict how long the strike will last or whether an agreement will be reached. As a result of the strike or other events related to labor at Lucky Friday, operations at Lucky Friday could continue to be disrupted, which could adversely affect our financial condition and results of operations. Additionally, if we enter into a new labor agreement with any union that significantly increases our labor costs relative to our competitors, our ability to compete may be materially and adversely affected. Finally, it is possible operations at our other units could be subject to labor-related disruptions or union-organizing activity due to sympathy or coordinated action with the union or striking employees at the Lucky Friday unit.

***Shortages of critical parts and equipment may adversely affect our operations and development projects.***

The mining industry has been impacted, from time to time, by increased demand for critical resources such as input commodities, drilling equipment, trucks, shovels and tires. These shortages have, at times, impacted the efficiency of our operations, and resulted in cost increases and delays in construction of projects; thereby impacting operating costs, capital expenditures and production and construction schedules.

***Our information technology systems may be vulnerable to disruption which could place our systems at risk from data loss, operational failure, or compromise of confidential information.***

We rely on various information technology systems, and on third party developers and contractors, in connection with operations, including production, equipment operation and financial support systems. While we regularly obtain and develop solutions to monitor the security of our systems, they remain vulnerable to disruption, damage or failure from a variety of sources, including errors by employees or contractors, computer viruses, cyber-attacks including phishing, ransomware, and similar malware, misappropriation of data by outside parties, and various other threats. Techniques used to obtain unauthorized access to or sabotage our systems are under continuous and rapid evolution, and we may be unable to detect efforts to disrupt our data and systems in advance. Breaches and unauthorized access carry the potential to cause losses of assets or production, operational delays, equipment failure that could cause other risks to be realized, inaccurate recordkeeping, or disclosure of confidential information, any of which could result in financial losses and regulatory or legal exposure, and could have a material adverse effect on our cash flows, financial condition or results of operations.

***Our foreign activities are subject to additional inherent risks.***

We currently have foreign operations in Mexico and Canada, and we expect to continue to conduct operations there and possibly other international locations in the future. Because we conduct operations internationally, we are subject to political, social, legal and economic risks such as:

- the effects of local political, labor and economic developments and unrest;
- significant or abrupt changes in the applicable regulatory or legal climate;
- significant changes to regulations or laws or the interpretation or enforcement of them, including with respect to tax and profit sharing matters arising out of the use of outsourced labor and other services at our San Sebastian operation in Mexico;
- exchange controls and export restrictions;
- expropriation or nationalization of assets with inadequate compensation;
- unfavorable currency fluctuations, particularly in the exchange rate between the U.S. dollar and the Canadian dollar and Mexican Peso;
- repatriation restrictions;
- invalidation and unavailability of governmental orders, permits or agreements;
- property ownership disputes;
- renegotiation or nullification of existing concessions, licenses, permits and contracts;
- criminal activity, corruption, demands for improper payments, expropriation, and uncertain legal enforcement and physical security;
- failure to maintain compliance with corruption and transparency statutes, including the U.S. Foreign Corrupt Practices Act;
- disadvantages of competing against companies from countries that are not subject to U.S. laws and regulations;
- fuel or other commodity shortages;
- illegal mining;
- laws or policies of foreign countries and the United States affecting trade, investment and taxation;
- opposition to our presence, operations, properties or plans by governmental or non-governmental organizations or civic groups;
- civil disturbances, war and terrorist actions; and
- seizures of assets.

The occurrence of any one or combination of these events, many of which are beyond our control, could materially adversely affect our financial condition or results of operations.

***Our operations and properties in Canada expose us to additional political risks.***

Our properties in Canada, particularly in Quebec, may be of particular interest or sensitivity to one or more interest groups, including aboriginal groups (which are generally referred to as "First Nations"). We have mineral projects in Quebec and British Columbia that are or may be in areas with a First Nations presence. It is our practice to work closely with and consult with First Nations in areas in which our projects are located or which could be impacted by our activities. However, there is no assurance that relationships with such groups will be positive. Accordingly, it is possible that our production, exploration or development activities on these properties could be interrupted or otherwise adversely affected in the future by political uncertainty, native land claims entitlements, expropriations of property, changes in applicable law, governmental policies and policies of relevant interest groups, including those of First Nations. Any changes in law or relations or shifts in political conditions may be beyond our control, or we may enter into agreements with First Nations, all of which may adversely affect our business and operations and if significant, may result in the impairment or loss of mineral concessions or other mineral rights, or may make it impossible to continue our mineral production, exploration or development activities in the applicable area, any of which could have an adverse effect on our financial conditions and results of operations.

***Certain of our mines and exploration properties in Nevada are located on land that is or may become subject to traditional territory, title claims and/or claims of cultural significance by certain Native American tribes, and such claims and the attendant obligations of the federal government to those tribal communities and stakeholders may affect our current and future operations.***

Native American interests and rights as well as related consultation issues may impact our ability to pursue exploration, development and mining at certain of our properties in Nevada. There is no assurance that claims or other assertion of rights by tribal communities and stakeholders or consultation issues will not arise on or with respect to our properties or activities. These could result in significant costs and delays or materially restrict our activities. Opposition by Native American tribes and stakeholders to our presence, operations or development on land subject to their traditional territory or title claims or in areas of cultural significance could negatively impact us in terms of public perception, costly legal proceedings, potential blockades or other interference by third parties in our operations, or court-ordered relief impacting our operations. In addition, we may be required to, or may voluntarily, enter into certain agreements with such Native American tribes in order to facilitate development of our properties, which could reduce the expected earnings or income from any future production.

***We may be subject to a number of unanticipated risks related to inadequate infrastructure.***

Mining, processing, development, exploration and other activities depend on adequate infrastructure. Reliable roads, bridges, ports, power sources, internet access and water supply are important to our operations, and their availability and condition affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, amount or complexity of required investment, or other interference in the maintenance or provision of such infrastructure, or government intervention, could adversely affect our mining operations.

***Competition from other mining companies may harm our business.***

We compete with other mining companies, some of which have greater financial resources than we do or other advantages, in various areas, which include:

- attracting and retaining key executives, skilled labor, and other employees;
- for the services of other skilled personnel and contractors and their specialized equipment, components and supplies, such as drill rigs, necessary for exploration and development;
- for contractors that perform mining and other activities and milling facilities which we lease or toll mill through; and
- for rights to mine properties.

***We face inherent risks in acquisitions of other mining companies or properties that may adversely impact our growth strategy.***

We are actively seeking to expand our mineral reserves by acquiring other mining companies or properties. Although we are pursuing opportunities that we feel are in the best interest of our stockholders, these pursuits are costly and often unproductive.

There is a limited supply of desirable mineral properties available in the United States and foreign countries where we would consider conducting exploration and/or production activities. For those that exist, we face strong competition from other mining companies, many of which have greater financial resources than we do. Therefore, we may be unable to acquire attractive companies or mining properties on terms that we consider acceptable.

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Furthermore, there are inherent risks in any acquisition we may undertake which could adversely affect our current business and financial condition and our growth. For example, we may not realize the expected value of the companies or properties that are acquired due to declines in metals prices, lower than expected quality of orebodies, failure to obtain permits, labor problems, changes in regulatory environment, failure to achieve anticipated synergies, an inability to obtain financing, and other factors described in these risks factors. Acquisitions of other mining companies or properties may also expose us to new legal, geographic, political, operating, and geological risks.

***We may be unable to successfully integrate the operations of the properties we acquire, including our recently-acquired Nevada operations.***

Integration of the businesses or the properties we acquire with our existing business, including our Nevada Operations unit acquired as part of the Klondex acquisition in July 2018, is a complex, time-consuming and costly process. Failure to successfully integrate the acquired properties and operations in a timely manner may have a material adverse effect on our business, financial condition, results of operations and cash flows. The difficulties of combining the acquired operations with our existing business include, among other things:

- operating a larger organization;
- operating in multiple legal jurisdictions;
- coordinating geographically and linguistically disparate organizations, systems and facilities;
- adapting to additional political, regulatory, legal and social requirements;
- integrating corporate, technological and administrative functions; and
- diverting management's attention from other business concerns.

The process of integrating operations could cause an interruption of, or a slowdown in, the activities of our business. Members of our senior management may be required to devote considerable amounts of time to this integration process, which will decrease the time they will have to manage other parts of our business. If our senior management is not able to effectively manage the integration process, or if any business activities are interrupted as a result of the integration process, our business could suffer.

***We may not realize all of the anticipated benefits from our acquisitions, including our recent acquisition of Klondex.***

We may not realize all (or any) of the anticipated benefits from any acquisition, such as increased earnings, cost savings and revenue enhancements, for various reasons, including difficulties integrating operations and personnel, higher than expected acquisition and operating costs or other difficulties, unknown liabilities which may be significant, inaccurate reserve estimates, unrealized exploration potential, mill recoveries that are lower than required for portions of the orebodies to be economic, and fluctuations in market prices.

***The properties we may acquire may not produce as expected, and we may be unable to determine reserve potential, identify liabilities associated with the acquired properties or obtain protection from sellers against such liabilities.***

The properties we acquire in any acquisition, including our recently-acquired Nevada Operations unit, may not produce as expected, may be in an unexpected condition and we may be subject to increased costs and liabilities, including environmental liabilities. Although we review properties prior to acquisition in a manner consistent with industry practices, such reviews are not capable of identifying all existing or potential adverse conditions. Generally, it is not feasible to review in depth every individual property involved in each acquisition. Even a detailed review of records and properties may not necessarily reveal existing or potential problems or permit a buyer to become sufficiently familiar with the properties to fully assess their condition, any deficiencies, and development potential.

***Our joint development and operating arrangements may not be successful.***

We have entered into joint venture arrangements in order to share the risks and costs of developing and operating properties. In a typical joint venture arrangement, the partners own proportionate shares of the assets, are entitled to indemnification from each other and are only responsible for any future liabilities in proportion to their interest in the joint venture. If a party fails to perform its obligations under a joint venture agreement, we could incur liabilities and losses in excess of our pro-rata share of the joint venture. We make investments in exploration and development projects that may have to be written off in the event we do not proceed to a commercially viable mining operation.

## **Legal, Regulatory and Market Risks**

***We are currently involved in ongoing legal disputes that may materially adversely affect us.***

There are several ongoing legal disputes in which we are involved, and additional actions may be filed against us. We may be subject to future claims, including those relating to environmental damage, safety conditions at our mines, and other matters. The outcomes of these pending and potential claims are uncertain. We may not resolve these claims favorably. Depending on the outcome, these actions could cause adverse financial effects or reputational harm to us. If any of these disputes result in a substantial monetary judgment against us, are settled on terms in excess of our current accruals, or otherwise impact our operations (such as by limiting our ability to obtain permits or approvals), our financial results or condition could be materially adversely affected. For a description of some of the lawsuits and other claims in which we are involved, see *Note 8 of Notes to Consolidated Financial Statements*.

***We are required to obtain governmental permits and other approvals in order to conduct mining operations.***

In the ordinary course of business, mining companies are required to seek governmental permits and other approvals for continuation or expansion of existing operations or for the commencement of new operations. Obtaining the necessary governmental permits is a complex, time-consuming and costly process. The duration and success of our efforts to obtain permits are contingent upon many variables not within our control. Obtaining environmental permits, including the approval of reclamation plans, may increase costs and cause delays or halt the continuation of mining operations depending on the nature of the activity to be permitted and the interpretation of applicable requirements implemented by the permitting authority. Interested parties including governmental agencies and non-governmental organizations or civic groups may seek to prevent issuance of permits and intervene in the process or pursue extensive appeal rights. Past or ongoing violations of laws or regulations involving obtaining or complying with permits could provide a basis to revoke existing permits, deny the issuance of additional permits, or commence a regulatory enforcement action, each of which could have a material adverse impact on our operations or financial condition. In addition, evolving reclamation or environmental concerns may threaten our ability to renew existing permits or obtain new permits in connection with future development, expansions and operations. We cannot assure you that all necessary approvals and permits will be obtained and, if obtained, that the costs involved will not exceed those that we previously estimated. It is possible that the costs and delays associated with the compliance with such standards and regulations could become such that we would not proceed with a particular development or operation. We are often required to post surety bonds or cash collateral to secure our reclamation obligations and we may be unable to obtain the required surety bonds or may not have the resources to provide cash collateral, and the bonds or collateral may not fully cover the cost of reclamation and any such shortfall could have a material adverse impact on our financial condition.

***We face substantial governmental regulation, including the Mine Safety and Health Act, various environmental laws and regulations and the 1872 Mining Law.***

Our business is subject to extensive U.S. and foreign federal, state, provincial and local laws and regulations governing environmental protection, natural resources, prospecting, development, production, post-closure reclamation, taxes, labor standards and occupational health and safety laws and regulations, including mine safety, toxic substances and other matters. The costs associated with compliance with such laws and regulations are substantial. Possible future laws and regulations, or more restrictive interpretations of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspensions of operations and delays in the development of new properties.

U.S. surface and underground mines like those at our Lucky Friday, Greens Creek and Nevada Operations units are continuously inspected by the U.S. Mine Safety and Health Administration ("MSHA"), which inspections often lead to notices of violation under the Mine Safety and Health Act. Any of our U.S. mines could be subject to a temporary or extended shutdown as a result of a violation alleged by MSHA.

In addition, we have been and are currently involved in lawsuits or regulatory actions in which allegations have been made of our causing environmental damage, being responsible for environmental damage caused by others, violating environmental laws, or violating environmental permits, and we may be subject to similar lawsuits or actions in the future. Moreover, such environmental matters have involved both our current and historical operations as well as the historical operations of entities and properties we have acquired. See the risk factors below titled "*Our operations are subject to complex, evolving and increasingly stringent environmental laws and regulations,*" "*Compliance with environmental regulations, and litigation based on such regulations, involves significant costs and can threaten existing operations or constrain expansion opportunities,*" and "*Our environmental obligations may exceed the provisions we have made.*"

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Some mining laws prevent mining companies that have been found to engage in bad conduct from obtaining future permits until remediation or restitution has occurred. If we are found to be responsible for any such conduct, our ability to operate existing projects or develop new projects might be impaired until we satisfy costly conditions.

We cannot assure you that we will at all times be in compliance with applicable laws, regulations and permitting requirements. Failure to comply with applicable laws, regulations and permitting requirements may result in lawsuits or regulatory actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, which may require corrective measures including capital expenditures, installation of additional equipment or remedial actions. Any one or more of these liabilities could have a material adverse impact on our financial condition.

In addition to existing regulatory requirements, legislation and regulations may be adopted, regulatory procedures modified, or permit limits reduced at any time, any of which could result in additional exposure to liability, operating expense, capital expenditures or restrictions and delays in the mining, production or development of our properties. Mining accidents and fatalities or toxic waste releases, whether or not at our mines or related to metals mining, may increase the likelihood of additional regulation or changes in law or enhanced regulatory scrutiny. In addition, enforcement or regulatory tools and methods available to regulatory bodies such as MSHA or the U.S. Environmental Protection Agency ("EPA"), which have not been or have infrequently been used against us or the mining industry, in the future could be used against us or the industry in general.

From time to time, the U.S. Congress considers proposed amendments to the 1872 Mining Law, which governs mining claims and related activities on federal lands. The extent of any future changes is not known and the potential impact on us as a result of U.S. Congressional action is difficult to predict. Changes to the 1872 Mining Law, if adopted, could adversely affect our ability to economically develop mineral reserves on federal lands.

***Our operations are subject to complex, evolving and increasingly stringent environmental laws and regulations. Compliance with environmental regulations, and litigation based on such regulations, involves significant costs and can threaten existing operations or constrain expansion opportunities.***

Our operations, both in the United States and internationally, are subject to extensive environmental laws and regulations governing wastewater discharges; remediation, restoration and reclamation of environmental contamination; the generation, storage, treatment, transportation and disposal of hazardous substances; solid waste disposal; air emissions; protection of endangered and protected species and designation of critical habitats; mine closures and reclamation; and other related matters. In addition, we must obtain regulatory permits and approvals to start, continue and expand operations.

New or revised environmental regulatory requirements are frequently proposed, many of which result in substantially increased costs for our business. See the risk factor below, "*Mine closure and reclamation regulations impose substantial costs on our operations, and include requirements that we provide financial assurance supporting those obligations. These costs could significantly increase.*"

Our U.S. operations are subject to the Clean Water Act, which requires permits for certain discharges into waters of the United States. Such permitting has been a frequent subject of litigation and enforcement activity by environmental advocacy groups and the EPA, respectively, which has resulted in declines in such permits or extensive delays in receiving them, as well as the imposition of penalties for permit violations. In 2015, the regulatory definition of "waters of the United States" that are protected by the Clean Water Act was expanded by the EPA, thereby imposing significant additional restrictions on waterway discharges and land uses. However, in 2018, implementation of the relevant rule was suspended for two years, and subsequently a revised definition that narrows the 2015 version was proposed by the EPA and the Army Corps of Engineers. Even if the 2015 version is revised, it is possible that in the future the definition could again be expanded, or states could take action to address a perceived fall-off in protection under the Clean Water Act, either of which could increase litigation involving water discharge permits, which may result in delays in, or in some instances preclude, the commencement or continuation of development or production operations. Enforcement actions by the EPA or other federal or state agencies could also result. Adverse outcomes in lawsuits challenging permits or failure to comply with applicable regulations or permits could result in the suspension, denial, or revocation of required permits, or the imposition of penalties, any of which could have a material adverse impact on our cash flows, results of operations, or financial condition. See *Note 8 of Notes to Consolidated Financial Statements*.

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Some of the mining wastes from our U.S. mines currently are exempt to a limited extent from the extensive set of EPA regulations governing hazardous waste under the Resource Conservation and Recovery Act (“RCRA”). If the EPA were to repeal this exemption, and designate these mining wastes as hazardous under RCRA, we would be required to expend additional amounts on the handling of such wastes and to make significant expenditures to construct hazardous waste storage or disposal facilities. In addition, if any of these wastes or other substances we release or cause to be released into the environment cause or has caused contamination in or damage to the environment at a U.S. mining facility, that facility could be designated as a “Superfund” site under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (“CERCLA”). Under CERCLA, any present owner or operator of a Superfund site or the owner or operator at the time of contamination may be held jointly and severally liable regardless of fault, and may be forced to undertake extensive remedial cleanup action or to pay for the cleanup efforts. The owner or operator also may be liable to federal, state and tribal governmental entities for the cost of damages to natural resources, which could be substantial. Additional regulations or requirements also are imposed on our tailings and waste disposal areas in Alaska under the federal Clean Water Act.

Legislative and regulatory measures to address climate change and greenhouse gas emissions are in various phases of consideration. If adopted, such measures could increase our cost of environmental compliance and also delay or otherwise negatively affect efforts to obtain permits and other regulatory approvals with regard to existing and new facilities. Proposed measures could also result in increased cost of fuel and other consumables used at our operations, including the diesel generation of electricity at our Greens Creek operation, used when we are unable to access hydroelectric power. Climate change legislation may also affect our smelter customers who burn fossil fuels, resulting in fewer customers or increased costs to us, and may affect the market for the metals we produce with effects on prices that are not possible for us to predict.

Adoption of these or similar new environmental regulations or more stringent application of existing regulations may materially increase our costs, threaten certain operating activities and constrain our expansion opportunities.

Some of our facilities are located in or near environmentally sensitive areas such as salmon fisheries, endangered species habitats, and national forests, and we may incur additional costs to mitigate potential environmental harm in such areas.

In addition to evolving and expanding environmental regulations providing governmental authorities with the means to make claims against us, private parties have in the past and may in the future bring claims against us based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of prior and current operations (including for exposure to or contamination by lead). Laws in the U.S. such as CERCLA and similar state laws may expose us to joint and several liability, or claims for contribution made by the government (state or federal) or private parties. Moreover, exposure to these liabilities arises not only from our existing but also from closed operations, operations sold to third parties, or operations in which we had a leasehold, joint venture, or other interest. Because liability under CERCLA is often alleged on a joint and several basis against any property owner or operator or arranger for the transport of hazardous waste, and because we have been in operation since 1891, our exposure to environmental claims may be greater because of the bankruptcy or dissolution of other mining companies which may have engaged in more significant activities at a mining site than we but which are no longer available for governmental agencies or other claimants to make claims against or obtain judgments from. Similarly, there is also the potential for claims against us based on agreements entered into by certain affiliates and predecessor companies relating to the transfer of businesses or properties, which contained indemnification provisions relating to environmental matters. In each of the types of cases described in this paragraph, the government (federal or state) or private parties could seek to hold Hecla Limited or Hecla Mining Company liable for the actions of their subsidiaries or predecessors.

The laws and regulations, changes in such laws and regulations, and lawsuits and enforcement actions described in this risk factor could lead to the imposition of substantial fines, remediation costs, penalties and other civil and criminal sanctions against us. Further, substantial costs and liabilities, including for restoring the environment after the closure of mines, are inherent in our operations. There is no assurance that any such law, regulation, enforcement or private claim, or reclamation activity, would not have a material adverse effect on our financial condition, results of operations or cash flows.

### ***State ballot initiatives could impact our operations.***

In recent years there have been several proposed or implemented ballot initiatives that sought to directly or indirectly curtail or eliminate mining in certain states, including Alaska, where our Greens Creek mine operates, and Montana, where we are seeking to develop the Montanore and Rock Creek projects. While both a salmon initiative in Alaska and a water treatment initiative in Montana were defeated by voters in November 2018, in the future similar or other initiatives that could impact our operations may be on the ballot in these states or other jurisdictions (including local or international) in which we currently or may in the future operate. To the extent any such initiative was passed and became law, there could be a material adverse impact on our financial condition, results of operations or cash flows.



***Legal challenges could prevent the Rock Creek or Montanore projects from ever being developed.***

The proposed development of our Rock Creek project has been challenged by several regional and national conservation groups at various times since the U.S. Forest Service (“USFS”) issued its initial Record of Decision (“ROD”) in 2003 approving Revett Mining Company’s plan of operation (Revett is now our wholly-owned subsidiary, named Hecla Montana, Inc.). Some of these challenges have alleged violations of a variety of federal and state laws and regulations pertaining to Revett’s permitting activities at Rock Creek, including the Endangered Species Act, the National Environmental Policy Act (“NEPA”), the 1872 Mining Law, the Federal Land Policy Management Act, the Wilderness Act, the National Forest Management Act, the Clean Water Act, the Clean Air Act, the Forest Service Organic Act of 1897, and the Administrative Procedure Act. As a result of litigation challenging the ROD, in May 2010, the USFS was directed by the Montana Federal District Court to produce a Supplemental Environmental Impact Statement (“SEIS”) to address NEPA procedural deficiencies that were identified by the court. The new SEIS was prepared and in August 2018, a new final ROD was issued. In early 2019, a group of environmental groups and other organizations filed a lawsuit challenging the ROD. We cannot predict how any future challenges will be resolved or if they will continue to delay the planned development at Rock Creek. Even if the ROD is successfully defended, we would still be required to comply with a number of requirements and conditions as Rock Creek development progresses, failing which could make us unable to continue with development activities.

A joint final Environmental Impact Statement with respect to our Montanore project was issued in December 2015 by the USFS and Montana Department of Environmental Quality, and each agency issued a ROD in February 2016 providing approval for development of the Montanore project. However, private conservation groups have taken and may in the future take actions to oppose or delay the Montanore project. On May 30, 2017, the Montana Federal District Court issued Opinions and Orders in three lawsuits challenging previously granted environmental approvals for the Montanore project. The Orders overturned the approvals for the project granted by the USFS and the United States Fish and Wildlife Service, and in each case remanded the ROD and associated planning documents for further review by the agencies consistent with the Court’s Opinions. In June 2017, the Court vacated the agencies’ approvals for the project. As a result, additional work must be performed by the agencies to address the deficiencies in the ROD and associated planning documents identified by the Court, and new approvals must be granted, before the project may proceed beyond certain preliminary actions. In addition, in October 2018, a court in Lincoln County, Montana found that the adit (which is an underground tunnel) which we had intended to use to develop the Montanore project trespassed on certain unpatented mining claims we do not own but which the adit goes through. In the case, which dates back to 2008, the jury delivered a verdict against certain of our subsidiaries for \$3,325,000. We plan to appeal the finding of trespass and the award of damages, and we believe there are strong arguments for reversal. We cannot assure you that the appeal will succeed, or that we will remain able to use the portion of the adit that travels beneath the surface of the unpatented claims we do not currently own. As a result, our ability to access, develop or operate the Montanore project is at risk.

In March 2018, each of Hecla Mining Company and our CEO was notified by the Montana Department of Environmental Quality (“DEQ”) of alleged violations of Montana’s mine reclamation statutes and related regulations due to our CEO being an officer of a mining company that declared bankruptcy in 1998, together with the fact that subsequently, proceeds from that company’s sureties were insufficient to fully fund reclamation at that company’s mine sites in Montana. To date, no action has been taken to revoke or deny any permits held by our subsidiaries, however, those subsidiaries have commenced litigation challenging the DEQ’s assertion. The DEQ in turn has initiated litigation against Hecla Mining Company and our CEO in an effort to halt the development of the Montanore and Rock Creek projects. It is possible that the litigation may be resolved unfavorably, which could have the effect of delaying, increasing the costs of, or preventing exploration and development efforts at the two projects.

***Mine closure and reclamation regulations impose substantial costs on our operations and include requirements that we provide financial assurance supporting those obligations. These costs could significantly increase.***

We are required by U.S. federal and state laws and regulations and by laws and regulations in the foreign jurisdictions in which we operate to reclaim our mining properties. The specific requirements may change and vary among jurisdictions, but they are similar in that they aim to minimize long term effects of exploration and mining disturbance by requiring the control of possible deleterious effluents and re-establishment to some degree of pre-disturbance land forms and vegetation. In some cases, we are required to provide financial assurances as security for reclamation costs, which may exceed our estimates for such costs. Conversely, our reclamation costs may exceed the financial assurances in place and those assurances may ultimately be unavailable to us.

The EPA and other state, provincial or federal agencies may also require financial assurance for investigation and remediation actions that are required under settlements of enforcement actions under CERCLA or equivalent state regulations. Currently there are no financial assurance requirements for active mining operations under CERCLA; however, a December 2017 decision by EPA to not issue final regulations for financial assurance under CERCLA, as demanded in a lawsuit filed previously by several environmental organizations, has been challenged in court. Financial assurance rules under CERCLA, if adopted, could be financially material and adverse to us.

***Our environmental and asset retirement obligations may exceed the provisions we have made.***

We are subject to significant environmental obligations. At December 31, 2018, we had accrued \$108.4 million as a provision for environmental and asset retirement obligations. We cannot assure you that we have accurately estimated these obligations, and in the future our accrual could materially change. Our environmental and asset retirement obligations could have a material adverse impact on our cash flows, results of operations, or financial condition. For information on our potential environmental liabilities and asset retirement obligations, see *Note 5* and *Note 8* of *Notes to Consolidated Financial Statements*.

***We face risks relating to transporting our products, as well as transporting employees and materials at Greens Creek.***

Certain of the products we ship to our customers are subject to regulatory requirements regarding shipping, packaging, and handling of products that may be considered dangerous to human health or the environment. Although we believe we are currently in compliance with all material regulations applicable to shipping, packaging, and handling our products, the chemical properties of our products or existing regulations could change and cause us to fall out of compliance or force us to incur substantial additional expenditures to maintain compliance with applicable regulations. Further, we do not ship our own products but instead rely on third party carriers to ship our products to our customers. To the extent that any of our carriers are unable or unwilling to ship our products in accordance with applicable regulations, including because of difficulty in obtaining, or increased cost of, insurance, or are involved in accidents during transit, we could be forced to find alternative shipping arrangements, assuming such alternatives would be available, and we could face liability as a result of any accident. Any such changes to our current shipping arrangements or accidents involving the shipment of our products could have a material adverse impact on our operations and financial results.

In addition, Greens Creek operates on an island and is substantially dependent on various forms of marine transportation for the transportation of employees and materials to the mine and for the export of its products from the mine. Any disruption to these forms of marine transportation could adversely impact mine operations, and possible effects could include suspension of operations.

***The titles to some of our properties may be defective or challenged.***

Unpatented mining claims constitute a significant portion of our undeveloped property holdings in the United States. For our operations in Canada and Mexico, we hold mining claims, mineral concession titles and mining leases that are obtained and held in accordance with the laws of the respective countries, which provide Hecla the right to exploit and explore the properties. The validity of the claims, concessions and leases could be uncertain and may be contested. Although we have conducted title reviews of our property holdings, title review does not necessarily preclude third parties (including governments) from challenging our title. In accordance with mining industry practice, we do not generally obtain title opinions until we decide to develop a property. Therefore, while we have attempted to acquire satisfactory title to our undeveloped properties, some titles may be defective.

**Risks Relating to Our Common Stock and Our Indebtedness**

***The price of our stock has a history of volatility and could decline in the future.***

Shares of our common and outstanding preferred stock are listed on the New York Stock Exchange. The market price for our stock has been volatile, often based on:

- changes in metals prices, particularly silver and gold;
- our results of operations and financial condition as reflected in our public news releases or periodic filings with the SEC;
- fluctuating proven and probable reserves;
- factors unrelated to our financial performance or future prospects, such as global economic developments, market perceptions of the attractiveness of particular industries, or the reliability of metals markets;
- political and regulatory risk;
- the success of our exploration, pre-development, and capital programs;

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- ability to meet production estimates;
- environmental, safety and legal risk;
- the extent and nature of analytical coverage concerning our business; and
- the trading volume and general market interest in our securities.

The market price of our stock at any given point in time may not accurately reflect our value, and may prevent stockholders from realizing a profit on, or recovering, their investment.

***Our Series B preferred stock has a liquidation preference of \$50 per share or \$7.9 million.***

If we were liquidated, holders of our preferred stock would be entitled to receive approximately \$7.9 million (plus any accrued and unpaid dividends) from any liquidation proceeds before holders of our common stock would be entitled to receive any proceeds, but after holders of all notes issued under the indenture governing our Senior Notes received any proceeds.

***We may not be able to pay common or preferred stock dividends in the future.***

Since January 2010, we have paid all regular quarterly dividends on our Series B preferred stock. The annual dividend payable on the Series B preferred stock is currently \$0.6 million. Prior to 2010, there were numerous occasions when we did not declare dividends on the Series B Preferred Stock, but instead deferred them. We cannot assure you that we will continue to pay preferred stock dividends in the future.

Our board of directors adopted a common stock dividend policy that has two components: (1) a dividend that links the amount of dividends on our common stock to our average quarterly realized silver price in the preceding quarter, and (2) a minimum annual dividend of \$0.01 per share of common stock, in each case payable quarterly, when declared. See *Note 10 of Notes to Consolidated Financial Statements* for more information on our common stock dividend policy.

From the fourth quarter of 2011 through and including the fourth quarter of 2018, our board of directors has declared a common stock dividend under the policy described above (although in some cases only a minimum dividend was declared and none relating to the average realized price of silver due to the prices not meeting the policy threshold). The declaration and payment of common stock dividends, whether pursuant to the policy or in addition thereto, is at the sole discretion of our board of directors, and we cannot assure you that we will continue to declare and pay common stock dividends in the future. In addition, the indenture governing our Senior Notes limits our ability to pay dividends.

***Our existing stockholders are effectively subordinated to the holders of our Senior Notes.***

In the event of our liquidation or dissolution, stockholders' entitlement to share ratably in any distribution of our assets would be subordinated to the holders of our Senior Notes. Any rights that a stockholder may have in the event of bankruptcy, liquidation or a reorganization of us or any of our subsidiaries, and any consequent rights of stockholders to realize on the proceeds from the sale of any of our or our subsidiaries' assets, will be effectively subordinated to the claims of the holders of our Senior Notes.

***Additional issuances of equity securities by us would dilute the ownership of our existing stockholders and could reduce our earnings per share.***

We may issue securities in the future in connection with raising capital, acquisitions, strategic transactions or for other purposes. To the extent we issue any additional equity securities (or securities convertible into equity), the ownership of our existing stockholders would be diluted and our earnings per share could be reduced.

***The issuance of additional shares of our preferred or common stock in the future could adversely affect holders of common stock.***

The market price of our common stock may be influenced by any preferred or common stock we may issue. Our board of directors is authorized to issue additional classes or series of preferred stock without any action on the part of our stockholders. This includes the power to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights and preferences over common stock with respect to dividends or upon the liquidation, dissolution or winding up of the business and other terms. If we issue preferred stock in the future that has preference over our common stock with respect to the payment of dividends or upon liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of the common stock or the market price of the common stock could be adversely affected.

***If a large number of shares of our common stock are sold in the public market, the sales could reduce the trading price of our common stock and impede our ability to raise future capital.***

We cannot predict what effect, if any, future issuances by us of our common stock or other equity will have on the market price of our common stock. Any shares that we may issue may not have any resale restrictions, and therefore could be immediately sold by the holders. The market price of our common stock could decline if certain large holders of our common stock, or recipients of our common stock, sell all or a significant portion of their shares of common stock or are perceived by the market as intending to sell these shares other than in an orderly manner. In addition, these sales could also impair our ability to raise capital through the sale of additional common stock in the capital markets.

***The provisions in our certificate of incorporation, our by-laws and Delaware law could delay or deter tender offers or takeover attempts.***

Certain provisions in our restated certificate of incorporation, our by-laws and Delaware law could make it more difficult for a third party to acquire control of us, even if that transaction could be beneficial to stockholders. These impediments include:

- the classification of our board of directors into three classes serving staggered three-year terms, which makes it more difficult to quickly replace board members;
- the ability of our board of directors to issue shares of preferred stock with rights as it deems appropriate without stockholder approval;
- a provision that special meetings of our board of directors may be called only by our chief executive officer or a majority of our board of directors;
- a provision that special meetings of stockholders may only be called pursuant to a resolution approved by a majority of our board of directors;
- a prohibition against action by written consent of our stockholders;
- a provision that our board members may only be removed for cause and by an affirmative vote of at least 80% of the outstanding voting stock;
- a provision that our stockholders comply with advance-notice provisions to bring director nominations or other matters before meetings of our stockholders;
- a prohibition against certain business combinations with an acquirer of 15% or more of our common stock for three years after such acquisition unless the stock acquisition or the business combination is approved by our board prior to the acquisition of the 15% interest, or after such acquisition our board and the holders of two-thirds of the other common stock approve the business combination; and
- a prohibition against our entering into certain business combinations with interested stockholders without the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of voting stock.

In addition, amendment of most of the provisions described above requires approval of at least 80% of the outstanding voting stock.

***If we cannot meet the New York Stock Exchange continued listing requirements, the NYSE may delist our common stock.***

Our common stock is currently listed on the NYSE. In the future, if we are not able to meet the continued listing requirements of the NYSE, which require, among other things, that the average closing price of our common stock be above \$1.00 over 30 consecutive trading days, our common stock may be delisted. Our closing stock price on February 19, 2019 was \$2.92.

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If we are unable to satisfy the NYSE criteria for continued listing, our common stock would be subject to delisting. A delisting of our common stock could negatively impact us by, among other things, reducing the liquidity and market price of our common stock; reducing the number of investors willing to hold or acquire our common stock, which could negatively impact our ability to raise equity financing; decreasing the amount of news and analyst coverage of us; and limiting our ability to issue additional securities or obtain additional financing in the future. In addition, delisting from the NYSE might negatively impact our reputation and, as a consequence, our business.

***Our level of debt could impair our financial health and prevent us from fulfilling our obligations under our existing and future indebtedness.***

As of December 31, 2018, we had total indebtedness of approximately \$545.9 million, primarily in the form of our Senior Notes due 2021. Our level of debt and our debt service obligations could:

- make it more difficult for us to satisfy our obligations with respect to the Senior Notes;
- reduce the amount of funds available to finance our operations, capital expenditures and other activities;
- increase our vulnerability to economic downturns and industry conditions;
- limit our flexibility in responding to changing business and economic conditions, including increased competition and demand for new products and services;
- place us at a disadvantage when compared to our competitors that have less debt;
- increase our cost of borrowing; and
- limit our ability to borrow additional funds.

We and our subsidiaries may incur substantial additional indebtedness in the future. Although the indenture governing our Senior Notes contains restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions and, under certain circumstances, the amount of additional indebtedness that could be incurred in compliance with these restrictions could be substantial. In July 2018, we entered into our senior credit facility, which allows us to draw up to \$250 million on a revolving basis. If new debt is added to our and our subsidiaries' existing debt levels, the risks associated with such debt that we currently face would increase. In addition, the indenture governing the Senior Notes does not prevent us from incurring additional indebtedness under the indenture.

***Any downgrade in the credit ratings assigned to us or our debt securities could increase future borrowing costs, adversely affect the availability of new financing and may result in increased collateral requirements under our existing surety bond portfolio.***

As of February 19, 2019, our Senior Notes were rated "B+" with a stable outlook by Standard and Poor's and "B3" with a stable outlook by Moody's Investors Service. We cannot assure you that any rating currently assigned by Standard & Poor's or Moody's to us or our debt securities (including the Senior Notes) will remain unchanged for any given period of time or that a rating will not be lowered if, in that rating agency's judgment, future circumstances relating to the basis of the rating so warrant. If we are unable to maintain our outstanding debt and financial ratios at levels acceptable to the credit rating agencies, or should our business prospects or financial results deteriorate, including as a result of declines in silver and gold prices or other factors beyond our control, our ratings could be downgraded by the rating agencies. Downgrading the credit rating of our debt securities or placing us on a watch list for possible future downgrading would likely adversely impact us, including our ability to obtain financing on favorable terms, if at all, increase borrowing costs, result in increased collateral requirements under our surety bond portfolio, and have an adverse effect on the market price of our securities, including our Senior Notes.

***Our Senior Notes and the guarantees thereof are effectively subordinated to any of our and our guarantors' secured indebtedness to the extent of the value of the collateral securing that indebtedness.***

Our Senior Notes and the guarantees thereof are not secured by any of our assets or the assets of our subsidiaries. The indenture governing the Senior Notes permits us to incur secured debt up to specified limits. As a result, the Senior Notes and the guarantees thereof are effectively subordinated to our and our subsidiary guarantors' future secured indebtedness with respect to the collateral that secures such indebtedness, including any borrowings under our revolving credit facility. Upon a default in payment on, or the acceleration of, any of our secured indebtedness, or in the event of bankruptcy, insolvency, liquidation, dissolution, reorganization or other insolvency proceeding involving us or such guarantor, the proceeds from the sale of collateral securing any secured indebtedness will be available to pay obligations on the Senior Notes only after such secured indebtedness has been paid in full. As a result, the holders of the Senior Notes may receive less, ratably, than the holders of secured debt in the event of a bankruptcy, insolvency, liquidation, dissolution, reorganization or other insolvency proceeding involving us or such guarantor.

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Any draw-downs on our \$250 million revolving credit facility would be secured debt. With the exception of the \$3.0 million in letters of credit outstanding, we did not have a balance drawn on the revolving credit facility as of December 31, 2018.

***We may be unable to generate sufficient cash to service all of our indebtedness and meet our other ongoing liquidity needs and may be forced to take other actions to satisfy our obligations under our indebtedness, which may be unsuccessful.***

Our ability to make scheduled payments or to refinance our debt obligations and to fund our planned capital expenditures and other ongoing liquidity needs depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot assure you that our business will generate sufficient cash flow from operations or that borrowings will be available to us to (1) pay the principal, premium, if any, and interest on our indebtedness, including the Senior Notes which are due May 1, 2021, or (2) to fund our other liquidity needs. We may need to refinance all or a portion of our debt on or before maturity; however, we may be unable to do so on commercially reasonable terms or at all.

In addition, we conduct substantially all of our operations through our subsidiaries, certain of which are not guarantors of our indebtedness. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of our indebtedness, our subsidiaries do not have any obligation to pay amounts due with respect to our indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the credit agreement governing our revolving credit facility and the indenture governing our Senior Notes limit the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures or to sell assets, seek additional capital or restructure or refinance our indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments and the indenture governing our Senior Notes may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

### ***The terms of our debt impose restrictions on our operations.***

The indenture governing our Senior Notes includes a number of significant restrictive covenants. These covenants could adversely affect us by limiting our ability to plan for or react to market conditions or to meet our capital needs. These covenants, among other things:

- make it more difficult for us to satisfy our obligations with respect to the Senior Notes and our other debt;
- limit our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements, or require us to make divestitures;
- require a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our flexibility in planning for and reacting to changes in the industry in which we compete;
- place us at a disadvantage compared to other, less leveraged competitors; and
- increase our cost of borrowing additional funds.

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These restrictions may affect our ability to grow in accordance with our strategy. Further, our financial results, our substantial indebtedness and our credit ratings could adversely affect the availability and terms of any financing.

In addition, our revolving credit facility requires us to comply with various covenants. A breach of any of these covenants could result in an event of default under the agreement governing our revolving credit facility that, if not cured or waived, could give the holders of the defaulted debt the right to terminate commitments to lend and cause all amounts outstanding with respect to the debt to be due and payable immediately. Acceleration of any of our debt could result in cross-defaults under our other debt instruments, including the indenture governing our Senior Notes, as well as certain forward sales contracts which may be outstanding from time to time. Our assets and cash flow may be insufficient to repay borrowings fully under all of our outstanding debt instruments if any of our debt instruments are accelerated upon an event of default, which could force us into bankruptcy or liquidation. In such an event, we may be unable to repay our debt obligations. In addition, in some instances, this would create an event of default under the indenture governing our Senior Notes.

### ***Our Senior Notes are structurally subordinated to all liabilities of our non-guarantor subsidiaries.***

The Senior Notes are structurally subordinated to the indebtedness and other liabilities of our subsidiaries that are not guaranteeing the Senior Notes, which include all of our non-domestic subsidiaries and certain other subsidiaries. These non-guarantor subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due pursuant to the Senior Notes, or to make any funds available therefor, whether by dividends, loans, distributions or other payments. Any right that we or the guarantors have to receive any assets of any of the non-guarantor subsidiaries upon the liquidation or reorganization of those subsidiaries, and the consequent rights of holders of the Senior Notes to realize proceeds from the sale of any of those subsidiaries' assets, will be effectively subordinated to the claims of those subsidiaries' creditors, including trade creditors and holders of preferred equity interests of those subsidiaries. Accordingly, in the event of a bankruptcy, liquidation or reorganization of any of our non-guarantor subsidiaries, these non-guarantor subsidiaries will pay the holders of their debts, holders of preferred equity interests and their trade creditors before they will be able to distribute any of their assets to us or any guarantor. Unless they are guarantors of the Senior Notes or our other indebtedness, our subsidiaries do not have any obligation to pay amounts due on the Senior Notes or our other indebtedness or to make funds available for that purpose.

For the year ended December 31, 2018, our non-guarantor subsidiaries represented 46% of our sales of metals and 42% of our operating expenses. As of December 31, 2018, our non-guarantor subsidiaries represented 25% of our total assets and 16% of our total liabilities, including trade payables, deferred tax liabilities and royalty obligations but excluding intercompany liabilities.

### ***Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly.***

Borrowings under our credit facility are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease. Assuming all revolving loans were fully drawn, each one percentage point change in interest rates would result in a \$2.5 million change in annual cash interest expense on our credit facility.

### ***Key terms of the Senior Notes will be suspended if the Senior Notes achieve investment grade ratings and no default or event of default has occurred and is continuing.***

Many of the covenants in the indenture governing the Senior Notes will be suspended if the Senior Notes are rated investment grade by Standard & Poor's and Moody's provided at such time no default or event of default has occurred and is continuing, including those covenants that restrict, among other things, our ability to pay dividends, incur debt and to enter into certain other transactions. We cannot assure you that the Senior Notes will ever be rated investment grade. However, suspension of these covenants would allow us to engage in certain transactions that would not be permitted while these covenants were in force, and the effects of any such transactions will be permitted to remain in place even if the Senior Notes are subsequently downgraded below investment grade.

### ***We may be unable to repurchase Senior Notes in the event of a change of control as required by the indenture.***

Upon the occurrence of certain kinds of change of control events specified in the indenture, holders of the Senior Notes will have the right to require us to repurchase all of the Senior Notes at a repurchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. Any change of control also would constitute a default under our revolving credit facility. Therefore, upon the occurrence of a change of control, the lenders under our revolving credit facility would have the right to accelerate their loans and, if so accelerated, we would be required to repay all of our outstanding obligations under such facility. We may not be able to pay the Senior Note holders the required price for their notes at that time because we may not have available funds to pay the repurchase price. In addition, the terms of other existing or future debt may prevent us from paying the Senior Note holders. We cannot assure you that we would be able to repay such other debt or obtain consents from the holders of such other debt to repurchase the Senior Notes. Any requirement to offer to purchase any outstanding Senior Notes may result in us having to refinance our outstanding indebtedness, which we may not be able to do. In addition, even if we were able to refinance our outstanding indebtedness, such financing may be on terms unfavorable to us.



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***Holders of the Senior Notes may not be able to determine when a change of control giving rise to their right to have the Senior Notes repurchased has occurred following a sale of “substantially all” of our assets.***

The definition of change of control in the indenture governing the Senior Notes includes a phrase relating to the sale of “all or substantially all” of our assets. There is no precise established definition of the phrase “substantially all” under applicable law. Accordingly, the ability of a holder of Senior Notes to require us to repurchase its notes as a result of a sale of less than all our assets to another person may be uncertain.

***Federal and state fraudulent transfer laws may permit a court to void the Senior Notes or any of the guarantees thereof, and if that occurs, holders of the Senior Notes may not receive any payments on the notes.***

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the Senior Notes and the incurrence of any guarantees of the Senior Notes. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the Senior Notes or any guarantees thereof could be voided as a fraudulent transfer or conveyance if we or any existing or future subsidiary guarantors, as applicable, (a) issued the Senior Notes or incurred such guarantee with the intent of hindering, delaying or defrauding creditors or (b) received less than reasonably equivalent value or fair consideration in return for either issuing the Senior Notes or incurring the guarantee and, in the case of (b) only, one of the following is also true at the time thereof:

- we or the subsidiary guarantor, as applicable, were insolvent or rendered insolvent by reason of the issuance of the Senior Notes or the incurrence of the guarantee;
- the issuance of the Senior Notes or the incurrence of the guarantee left us or the subsidiary guarantor, as applicable, with an unreasonably small amount of capital or assets to carry on the business; or
- we or the subsidiary guarantor intended to, or believed that we or such subsidiary guarantor would, incur debts beyond our or such subsidiary guarantor’s ability to pay as they mature.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is satisfied. A court would likely find that any subsidiary guarantor did not receive reasonably equivalent value or fair consideration for its guarantee to the extent such subsidiary guarantor did not obtain a reasonably equivalent benefit from the issuance of the Senior Notes.

We cannot be certain as to the standards a court would use to determine whether or not we or any subsidiary guarantor was insolvent at the relevant time or, regardless of the standard that a court uses, whether the Senior Notes or any guarantees would be subordinated to our or any subsidiary guarantor’s other debt. In general, however, a court would deem an entity insolvent if:

- the sum of its debts, including contingent and unliquidated liabilities, was greater than the fair saleable value of all of its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they became due.

The subsidiary guarantees contain a “savings clause” intended to limit the subsidiary guarantor’s liability to the maximum amount that it could incur without causing the incurrence of obligations under its subsidiary guarantee to be a fraudulent transfer. This provision may not be effective to protect any subsidiary guarantees from being avoided under fraudulent transfer law. Furthermore, in *Official Committee of Unsecured Creditors of TOUSA, Inc. v Citicorp North America, Inc.*, the U.S. Bankruptcy Court in the Southern District of Florida held that a savings clause similar to the savings clause used in the indenture was unenforceable. As a result, the subsidiary guarantees in that case were found to be fraudulent conveyances. The United States Court of Appeals for the Eleventh Circuit affirmed the liability findings of the Bankruptcy Court without ruling directly on the enforceability of savings clauses generally. If the *TOUSA* decision were followed by other courts, the risk that the guarantees would be deemed fraudulent conveyances would be significantly increased.



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To the extent that any subsidiary guarantee is avoided, then, as to that subsidiary, the guaranty would not be enforceable.

If a court were to find that the issuance of the Senior Notes or the incurrence of any guarantee was a fraudulent transfer or conveyance, the court could (1) void the payment obligations under the Senior Notes or such guarantee, (2) subordinate the Senior Notes or such guarantee to presently existing and future indebtedness of ours or of the related subsidiary guarantor or (3) require the holders of the Senior Notes to repay any amounts received with respect to such guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, holders of the Senior Notes may not receive any repayment on the Senior Notes. Further, the avoidance of the Senior Notes could result in an event of default with respect to our and our subsidiaries' other debt that could result in acceleration of that debt.

Finally, as a court of equity, a bankruptcy court could subordinate the claims in respect of the Senior Notes to other claims against us under the principle of equitable subordination if the court determines that (1) the holders of the Senior Notes engaged in some type of inequitable conduct, (2) the inequitable conduct resulted in injury to our other creditors or conferred an unfair advantage upon the holders of the Senior Notes and (3) equitable subordination is not inconsistent with the provisions of the Bankruptcy Code.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

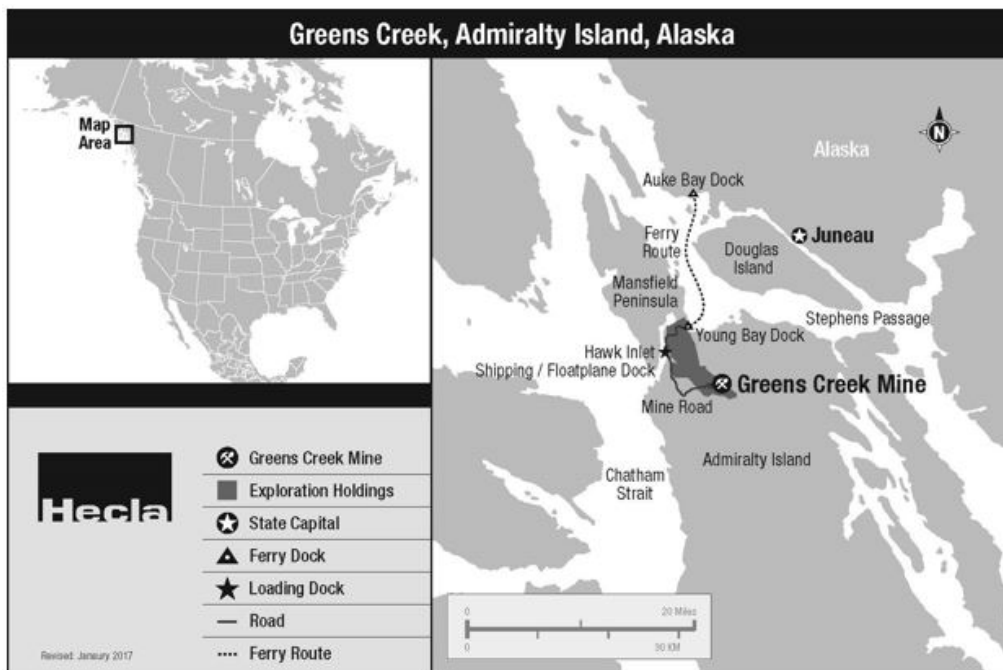
**OPERATING PROPERTIES**

***The Greens Creek Unit***

Various of our subsidiaries collectively own 100% of the Greens Creek mine, located on Admiralty Island near Juneau in southeast Alaska. Admiralty Island is accessed by boat, float plane, or helicopter. On the island, the mine site and various surface facilities are accessed by 13 miles of all-weather gravel roads. The Greens Creek mine has been in production since 1989, with a temporary care and maintenance period from April 1993 through July 1996. Since the start of production, Greens Creek has been owned and operated through various joint venture arrangements. For approximately 15 years prior to April 16, 2008, our wholly-owned subsidiary, Hecla Alaska LLC, owned an undivided 29.7% joint venture interest in the assets of Greens Creek. On April 16, 2008, we completed the acquisition of all of the equity of two Rio Tinto subsidiaries holding a 70.3% interest in the Greens Creek mine, and which previously operated the mine, for approximately \$758.5 million. The acquisition gave us through various of our subsidiaries control of 100% of the Greens Creek mine.

The Greens Creek orebody contains silver, zinc, gold and lead, and lies within the Admiralty Island National Monument, an environmentally sensitive area. The Greens Creek property includes 440 unpatented lode mining claims, 58 unpatented millsite claims, 17 patented lode claims and one patented millsite. In addition, the Greens Creek site includes properties under lease from the U.S. Forest Service ("USFS") for a road right-of-way, mine portal and mill site access, camp site, mine waste area and tailings impoundment. The USFS leases have varying expiration terms. Greens Creek also has title to mineral rights on 7,301 acres of federal land acquired through a land exchange with the USFS. We are currently exploring, but not mining, on such federal land. The claims and leases above comprise a total area of approximately 24 square miles.

The project consists of the mine, an ore concentrating mill, a tailings impoundment area, a ship-loading facility, camp facilities, a ferry dock, and other related infrastructure. The map below illustrates the location and access to Greens Creek:



The Greens Creek deposit is a polymetallic, stratiform, massive sulfide deposit. The host rock consists of predominantly marine sedimentary, and mafic to ultramafic volcanic and plutonic rocks, which have been subjected to multiple periods of deformation. These deformational episodes have imposed intense tectonic fabrics on the rocks. Mineralization occurs most often along the contact between a structural hanging wall of quartz mica carbonate phyllites and a structural footwall of graphitic and calcareous argillite. Major sulfide minerals are pyrite, sphalerite, galena, and tetrahedrite/tennantite.

Pursuant to a 1996 land exchange agreement, the joint venture owning Greens Creek transferred private property equal to a value of \$1.0 million to the USFS and received exploration and mining rights to approximately 7,300 acres of land with mining potential surrounding the existing mine. Any production from new ore discoveries on the exchanged lands will be subject to a federal royalty included in the land exchange agreement. The royalty is only due on any production from reserves that are not part of Greens Creek's extralateral rights. Thus far, there has been no production triggering payment of the royalty. The royalty is 3% if the average value of the ore during a year is greater than the benchmark, and 0.75% if the value is equal to or less than the benchmark. The benchmark of \$120 per ton was adjusted annually in July according to the Gross Domestic Product (GDP) Implicit Price Deflator until the year 2016. The benchmark was fixed after 2016 and was approximately \$161 per ton at December 31, 2018.

Greens Creek is an underground mine accessed by a ramp from surface which produces approximately 2,300 tons of ore per day. The primary mining methods are cut and fill and longhole stoping. The Greens Creek ore processing facility includes a SAG/ball mill grinding circuit to grind the run of mine ore to liberate the minerals and produce a slurry suitable for differential flotation of mineral concentrates. A gravity circuit recovers free gold that exists as electrum, a gold/silver alloy in the ore. Gravity concentrates are produced from this circuit prior to flotation. Three flotation concentrates are produced: a lead concentrate which contains most of the silver recovered; a zinc concentrate which is low in precious metals content; and a zinc-rich bulk concentrate that contains gold, silver, zinc, and lead and must be marketed to an imperial smelter. Doré is produced from the gravity concentrate by a third-party processor and further refined and sold to precious metal traders. The concentrate products are sold to a number of smelters and traders worldwide. See *Note 12 of Notes to Consolidated Financial Statements* for information on the significant customers for Greens Creek's products. Concentrates are shipped from the Hawk Inlet marine terminal about nine miles from the mill.

In 2018, ore was processed at an average rate of approximately 2,316 tons per day and total mill recovery was approximately 77% for silver, 88% for zinc, 80% for lead and 65% for gold. The processing facility was originally constructed in 1988, with the first production commencing in 1989. Various modifications and upgrades have been made since that time. Changes to the flotation circuit have included: installation of regrind mills in 1992; mill recommissioning in 1996; expansion of concentrate cleaning equipment in 2000 and 2001; addition of a swing cell option in 2004, allowing for a reduction in bulk concentrate production; addition of an on-stream analyzer in 2006; expansion of lead rougher equipment in 2007; retrofit of two column sparge systems in 2010 and 2011; replacement of the carbon flotation columns complete with sparger upgrades in 2012 and 2013; installation of a replacement on-stream analyzer with an additional multiplexer in 2013 and 2014; and replacement of the sulfuric acid system with a carbon dioxide system for pH control in 2015. Significant changes to the grinding circuit since original construction have included a new motor, two stage screening, and various internal lining modifications for the SAG mill, and replacement of the primary cyclones and the addition of a trommel magnet in the ball mill. In 2017, the swing cells were replaced with Woodgrove staged flotation reactor cells.

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Electricity for the Greens Creek unit is provided through the purchase of surplus hydroelectric power from Alaska Electric Light and Power Company ("AEL&P"), to the extent it is available after the power needs of Juneau and the surrounding area are met. When weather conditions are not favorable to maintain lake water levels sufficient for all of the power needs at Greens Creek to be met by available hydroelectric power, the mine relies on power provided by on-site diesel generators.

The employees at Greens Creek are employees of Hecla Greens Creek Mining Company, our wholly-owned subsidiary, and are not represented by a bargaining agent. There were 369 employees at the Greens Creek unit at December 31, 2018.

Definition drilling in 2018 focused on upgrading mineralized material at the East Ore, 9A, Northwest West, Deep Southwest, West, Upper Plate, Gallagher and Deep 200 South zones. After applying economic analysis to these drilling results, we believe this mineralized material will likely be converted into reserves in the future, primarily in the East Ore, 9A, Upper Plate, 200 South and West zones. Ore tonnage as well as silver and gold ounces and tons of zinc and lead in the reserve experienced a notable increase driven by high-grade definition and exploration drill results, the new net smelter return terms (improved by-product credits and payable portions for zinc and gold), new resource modeling techniques, as well as various design changes made to reduce dilution. Underground exploration activities at Greens Creek in 2018 continued to define new mineralization along trend of the East, Gallagher, 9A, Deep 200 South, Southwest Bench and Upper Plate zones.

Planned activities to potentially add reserves in 2019 include additional drilling of the East Ore, Northwest West, 9A, Upper Plate, Lower Southwest and Deep 200 South zones as well as a new exploration drift in the Upper Plate. Exploration targets in 2019 are expected to include Upper Plate, Deep Southwest, Northwest West, and 200 South zones. Development is planned in 2019 for a major new exploration drift which we believe will enable definition of targets in the deepest areas of the 200 South Zone.

As of December 31, 2018, we have recorded a \$41.8 million asset retirement obligation for reclamation and closure costs. We maintained a \$88.1 million reclamation and long-term water treatment bond for Greens Creek as of December 31, 2018. The net book value of the Greens Creek unit property and its associated plant, equipment and mineral interests was approximately \$605.7 million as of December 31, 2018.

Based on current estimates of reserves and mineralized material, the currently expected remaining mine life at Greens Creek is approximately 11 years. Information with respect to production, Cost of sales and other direct production costs and depreciation, depletion and amortization, average Cash Cost, After By-product Credits, Per Silver Ounce, All-In Sustaining Costs ("AISC"), After By-product Credits, Per Silver Ounce, and proven and probable ore reserves is set forth in the following table.

	Years Ended December 31,		
	2018	2017	2016
<b>Production</b>			
Ore milled (tons)	845,398	839,589	815,639
Silver (ounces)	7,953,003	8,351,882	9,253,543
Gold (ounces)	51,493	50,854	53,912
Zinc (tons)	55,350	52,547	57,729
Lead (tons)	18,960	17,996	20,596
<b>Cost of sales and other direct production costs and depreciation, depletion and amortization</b>	<b>\$ 190,066</b>	<b>\$ 201,803</b>	<b>\$ 191,297</b>
<b>Cash Cost, After By-product Credits, Per Silver Ounce <sup>(1)</sup></b>	<b>\$ (1.13)</b>	<b>\$ 0.71</b>	<b>\$ 3.84</b>
<b>AISC, After By-Product Credits, per Silver Ounce <sup>(1)</sup></b>	<b>\$ 5.58</b>	<b>\$ 5.76</b>	<b>\$ 9.42</b>
<b><u>Proven Ore Reserves<sup>(2,3,4,5,6,7)</sup></u></b>			
Total tons	6,200	7,200	9,100
Silver (ounces per ton)	13.8	12.2	15.5
Gold (ounces per ton)	0.10	0.09	0.09
Zinc (percent)	7.0	6.1	6.6
Lead (percent)	2.8	2.4	2.5
Contained silver (ounces)	85,800	88,600	140,400
Contained gold (ounces)	600	600	800
Contained zinc (tons)	440	440	600
Contained lead (tons)	180	170	230
<b><u>Probable Ore Reserves<sup>(2,3,4,5,6,7)</sup></u></b>			
Total tons	9,269,500	7,542,500	7,585,000
Silver (ounces per ton)	11.5	11.9	11.7
Gold (ounces per ton)	0.09	0.10	0.09
Zinc (percent)	7.6	8.1	7.6
Lead (percent)	2.8	3.0	2.9
Contained silver (ounces)	106,972,000	90,130,300	88,728,600
Contained gold (ounces)	839,500	724,800	672,100
Contained zinc (tons)	706,040	614,390	575,530
Contained lead (tons)	262,760	224,880	217,050
<b><u>Total Proven and Probable Ore Reserves<sup>(2,3,4,5,6,7)</sup></u></b>			
Total tons	9,275,700	7,549,700	7,594,100
Silver (ounces per ton)	11.5	11.9	11.7
Gold (ounces per ton)	0.09	0.10	0.09
Zinc (percent)	7.6	8.1	7.6
Lead (percent)	2.8	3.0	2.9
Contained silver (ounces)	107,057,800	90,218,900	88,869,000
Contained gold (ounces)	840,100	725,400	672,900
Contained zinc (tons)	706,480	614,830	576,130
Contained lead (tons)	262,940	225,050	217,280

(1) Includes by-product credits from gold, lead and zinc production. Cash Cost, After By-product Credits, Per Silver Ounce and AISC, After By-product Credits, Per Silver Ounce represent measurements that are not in accordance with GAAP that management uses to monitor and evaluate the performance of our mining operations. We believe these measurements provide indicators of economic performance and efficiency at each location and on a consolidated basis, as well as providing a meaningful basis to compare our results to those of other mining companies and other operating mining properties. A reconciliation of cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, to these non-GAAP measures can be found in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*, under *Reconciliation of Costs of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.

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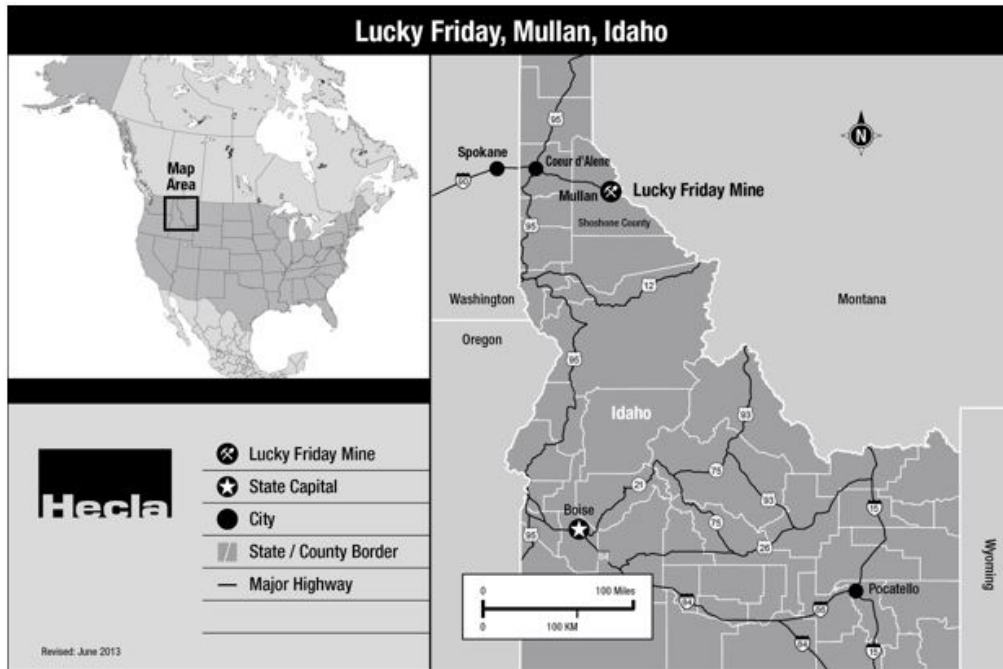
- (2) The term “reserve” means that part of a mineral deposit that can be economically and legally extracted or produced at the time of the reserve determination. The term “economically,” as used in the definition of reserve, means that profitable extraction or production has been established or analytically demonstrated to be viable and justifiable under reasonable investment and market assumptions. The term “legally,” as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, we must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a time frame consistent with our current mine plans.
- (3) Proven and probable ore reserves are calculated and reviewed in-house and are subject to periodic audit by others, although audits are not performed on an annual basis. Cutoff grade assumptions vary by ore body and are developed based on reserve metals price assumptions, anticipated mill recoveries and smelter payables, and cash operating costs. Due to multiple ore metals, and complex combinations of ore types, metal ratios and metallurgical performances at Greens Creek, the cutoff grade is expressed in terms of net smelter return (“NSR”), rather than metal grade. The cutoff grade at Greens Creek is \$190 per ton NSR for all zones except Gallagher, which has a cutoff grade of \$200 per ton NSR. Our estimates of proven and probable reserves are based on the following metals prices:

	December 31,		
	2018	2017	2016
Silver (per ounce)	\$ 14.50	\$ 14.50	\$ 14.50
Gold (per ounce)	\$ 1,200	\$ 1,200	\$ 1,200
Lead (per pound)	\$ 0.90	\$ 0.90	\$ 0.90
Zinc (per pound)	\$ 1.15	\$ 1.05	\$ 1.05

- (3) Reserves are in-place materials that incorporate estimates of the amount of waste that must be mined along with the ore and expected mining recovery. The 2018 reserve model assumes average total mill recoveries of 78% for silver, 67% for gold, 88% for zinc and 81% for lead.
- (4) The increase in reserves in 2018 versus 2017 was due to compilation and review of historical data and addition of remnant reserve areas, new reserve areas and zone extensions based on data from new drills holes, partially offset by continued depletion of the deposit through production. The increase in reserves in 2017 versus 2016 was due to the addition of data from new drill holes, partially offset by continued depletion of the deposit through production.
- (5) Probable reserves at the Greens Creek unit are based on average drill spacing of 50 to 100 feet. Proven reserves typically require that mining samples are partly the basis of the ore grade estimates used, while probable reserve grade estimates can be based entirely on drilling results. The proven reserves reported for Greens Creek for 2018 represent stockpiled ore.
- (6) Greens Creek reserve estimates were prepared by Paul Jensen, Chief Geologist, Alex Winant, Resource Geologist, Kerry Lear, Senior Resource Geologist (contractor), and Kyle Mehalek, Planning Engineer, at the Greens Creek unit and reviewed by Keith Blair, Chief Resource Geologist at Hecla Limited and Dean McDonald, Senior Vice President of Exploration.
- (7) An independent review of the 2016 reserve model for Greens Creek was performed by Roscoe Postle Associates Inc. during 2017. An independent review of the modeling process at Greens Creek was performed by Amec Foster Wheeler E&C Services, Inc. during 2016.

**The Lucky Friday Unit**

Since 1958, we have owned and operated the Lucky Friday mine, a deep underground silver, lead and zinc mine located in the Coeur d'Alene Mining District in northern Idaho. Lucky Friday is one-quarter mile east of Mullan, Idaho, and is adjacent to U.S. Interstate 90. The mine site and various surface facilities are accessed by paved roads from U.S. Interstate 90. The Lucky Friday mine is comprised of 710 acres of patented mining claims and fee lands and 535 acres of unpatented mining claims. We also own or control approximately 26 square miles of mineral interests, which include patented mining and millsite claims, fee lands, and unpatented mining claims, that are adjacent to the Lucky Friday mine property. Below is a map illustrating the location and access to the Lucky Friday unit:



There have been two ore-bearing structures mined at the Lucky Friday unit. The first, mined through 2001, was the Lucky Friday Vein, a fissure vein typical of many in the Coeur d'Alene Mining District. The ore body is located in the Revett Formation, which is known to provide excellent host rocks for a number of ore bodies in the Coeur d'Alene Mining District. The Lucky Friday Vein strikes northeasterly and dips steeply to the south with an average width of six to seven feet. Its principal ore minerals are galena and tetrahedrite with minor amounts of sphalerite and chalcopyrite. The ore occurs as a single continuous ore body in and along the Lucky Friday Vein. The major part of the ore body has extended from 1,200 feet to 6,020 feet below surface.

The second ore-bearing structure, known as the Lucky Friday Expansion Area, or Gold Hunter, has been mined since 1997 pursuant to an operating agreement with Silver Hunter Mining Company ("Silver Hunter"), our wholly owned subsidiary. During 1991, we discovered several mineralized structures containing some high-grade silver ores in an area known as the Gold Hunter property, approximately 5,000 feet northwest of the then existing Lucky Friday workings. This discovery led to the development of the Gold Hunter property on the 4900 level. At approximately 4,900 feet below surface, the Gold Hunter Veins are hosted in a 200-foot thick siliceous lens within the Wallace Formation that transitions to the St. Regis Formation below 5,900 feet. We are currently mining at approximately 5,900 feet below surface. The veins are sub-parallel, and are numbered consecutively from the hanging wall of the favorable horizon to the footwall. The strike of the vein system is west-northwest with a dip of 85 degrees to the south. The 30 Vein, which has been demonstrated to contain higher silver grades, represents approximately 66% of our current proven and probable ore reserve tonnages, while the remaining 34% of our reserves are contained in various intermediate veins having lower silver grades than 30 Vein. The width of 30 Vein ranges from approximately 0.5 feet to 15.4 feet, with an average width of approximately 7.4 feet. While the veins share many characteristics with the Lucky Friday Vein, the Gold Hunter area possesses some mineralogical and rock mechanics differences that make it more favorable to mine at this time. On November 6, 2008, we, through Silver Hunter, completed the acquisition of substantially all of the assets of Independence Lead Mines Company, which held an interest in the Gold Hunter property. The acquisition included all future interests or royalty obligations to Independence and the mining claims pertaining to the operating agreement with Hecla Limited that was assigned to Silver Hunter.

The principal mining method at the Lucky Friday unit is ramp access, cut and fill. This method utilizes rubber-tired equipment to access the veins through ramps developed outside of the ore body. Once a cut is taken along the strike of the vein, it is backfilled with cemented tailings and the next cut is accessed, either above or below, from the ramp system.

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In 2017, we began work with a third-party equipment manufacturer to develop a remote vein miner ("RVM"), a disc-cutting, continuous-mining machine. We believe RVMs could be used to eliminate the current drill-and-blast method and increase safety and productivity at Lucky Friday. We conducted engineering of the machine and ordered long-lead components for the first RVM in late 2017, and manufacturing and engineering work continued on the machine in 2018.

As discussed further below, the unionized employees at Lucky Friday have been on strike since mid-March 2017, resulting in limited production during that time. The mill has operated intermittently during the strike period, and total mill recovery was approximately 91% for silver and lead and 93% for zinc during 2018. Ore at the Lucky Friday is processed using a conventional lead/zinc flotation flowsheet, with process control guided by a real-time, on-line analyzer. Run of mine ore is crushed in a conventional three stage crushing plant consisting of a primary jaw crusher, and a secondary crushing circuit, and tertiary cone crushing stage. Crushed ore is ground in a ball mill, and the ground slurry reports to the lead flotation circuit. The lead circuit tailings report to the zinc flotation circuit. Lead and zinc concentrates are thickened and filtered, and final concentrate products are shipped to smelters for final processing. The original flotation mill was constructed in 1960 and had a capacity of 750 tons per day. Various modifications and upgrades have been made since that time, including: installation of a 1,000 ton coarse ore bin and replacement of the ball mill in 1984 to increase processing capacity to 1,000 tons per day; replacement of the double-deck crushing screen with a triple-deck screen, installation of a tertiary cone crushing stage, lead concentrate flash flotation equipment, four ball mill cyclones, a mill feed sampler, and lead concentrate column cleaners and thickeners in 2005; addition of dust collection equipment in the crushing plant in 2006; installation of zinc concentrate flash flotation, conditioning, and column cleaner equipment, and an on-stream analyzer in 2007; construction of two new water treatment plants in 2008, with ongoing enhancements to those facilities since that time; addition of a discharge event pond in 2009; sand cyclone and reagent equipment in 2011; a disc filter added at Mine Tailing Impoundment Structure ("MTIS") 4 in 2016; and various other mill refurbishments. Current processing capacity of the Lucky Friday facility is approximately 1,000 tons per day. All lead and zinc concentrate sales during 2018 were shipped to Teck Resources Limited's smelter in Trail, British Columbia, Canada.

During 2008, we initiated engineering, procurement and development activities relating to construction of #4 Shaft, which was completed in January 2017. The #4 Shaft provides access from the 4900 level down to the 8300 level, with a total shaft depth of 8620 feet. Completion of #4 Shaft and associated development allows us to mine mineralized material below our current workings and provide deeper platforms for exploration.

During 2014, Lucky Friday continued implementation of an Environmental Management System and completed installation of remote stream gauging stations. These stations assist in performing daily monitoring activities in nearby receiving waters as required by our effluent discharge permit. Additionally, we have completed reclamation activities on the 26 acre MTIS 4 borrow site and have achieved final stabilization of the disturbed area. In 2015, closure plans and costs were updated and developed for MTIS 3 and 4. The closure cost for MTIS 3 is based on the closure design and cost estimate developed by a third-party firm in conjunction with cost estimates prepared by Lucky Friday personnel to complete necessary associated work to facilitate the closure of the impoundment. The closure cost for MTIS 4 is based on the most recent closure cap design and was prepared for us by a consultant. At December 31, 2018, an asset retirement obligation of approximately \$10.7 million had been recorded for closure of MTIS 3 and 4, reclamation and closure of the mine and mill upon the end of the known mine life based on a revised plan developed in 2016, and ongoing monitoring and maintenance.

The net book value of the Lucky Friday unit property and its associated plant, equipment and mineral interests was approximately \$435.6 million as of December 31, 2018. The age of the facilities at Lucky Friday ranges from the 1950s to 2018.

At December 31, 2018, there were 287 employees at Lucky Friday. The United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial, and Service Workers International Union is the bargaining agent for the Lucky Friday's 214 hourly employees. As further discussed in *Item 1A. Risk Factors*, the most recent labor agreement expired on April 30, 2016. On February 19, 2017, the unionized employees voted against our contract offer. On March 13, 2017, the unionized employees went on strike, and have been on strike since that time. Production at Lucky Friday was suspended from the start of the strike, until limited production by salaried personnel commenced in July 2017.

Avista Corporation supplies electrical power to the Lucky Friday unit.

There was no exploration or definition drilling during 2018 due to the strike. Upon restart, definition drilling is expected to resume near the 6350-52 Ramp West, 6500 East Lateral, and 6500 Far East to test the 30 Vein and a portion of the 30 Vein offset by the Silver Fault. Drilling is also expected to refine the intermediate vein package at the 6500 level and upgrade 30 Vein resources on the eastern end of the deposit. These adjacent veins are roughly defined as intermediate veins which have become an increasingly significant component of the mine's production mix within the life of mine plan. Exploration may resume on the far-east end of the Lucky Friday Extension deposit. The goal of this exploration drilling is to define vein extensions for the 30 Vein and intermediate veins.



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Based on current estimates of reserves and mineralized material, the currently expected mine life at Lucky Friday is approximately 17 years. Information with respect to the Lucky Friday unit's production, Cost of sales and other direct production costs and depreciation, depletion and amortization, average Cash Cost, After By-product Credits, Per Silver Ounce, AISC, After By-product Credits, Per Silver Ounce, and proven and probable ore reserves for the past three years is set forth in the table below.

Production	Years Ended December 31,		
	2018	2017	2016
Ore milled (tons)	17,309	70,718	293,875
Silver (ounces)	169,041	838,658	3,596,010
Lead (tons)	1,131	4,737	21,876
Zinc (tons)	673	2,560	10,787
<b>Cost of sales and other direct production costs and depreciation, depletion and amortization</b>	\$ 9,750	\$ 15,107	\$ 76,210
<b>Cash Cost, After By-product Credits, Per Silver Ounce<sup>(1)</sup></b>	\$ —	\$ 5.81	\$ 8.89
<b>AISC, After By-product Credits, Per Silver Ounce<sup>(1)</sup></b>	\$ —	\$ 12.48	\$ 20.66
<b>Proven Ore Reserves<sup>(2,3,4,5,6,7)</sup></b>			
Total tons	4,230,200	4,245,800	3,307,900
Silver (ounces per ton)	15.4	15.4	17.5
Lead (percent)	9.6	9.6	10.4
Zinc (percent)	4.1	4.1	3.3
Contained silver (ounces)	65,234,100	65,448,400	57,924,800
Contained lead (tons)	406,080	407,520	345,360
Contained zinc (tons)	174,630	175,400	110,400
<b>Probable Ore Reserves<sup>(2,3,4,5,6,7)</sup></b>			
Total tons	1,386,600	1,386,600	1,541,600
Silver (ounces per ton)	11.4	11.4	12.9
Lead (percent)	7.6	7.6	7.9
Zinc (percent)	3.7	3.7	2.8
Contained silver (ounces)	15,815,300	15,815,300	19,912,100
Contained lead (tons)	104,720	104,720	121,640
Contained zinc (tons)	50,640	50,640	43,410
<b>Total Proven and Probable Ore Reserves<sup>(2,3,4,5,6,7)</sup></b>			
Total tons	5,616,800	5,632,400	4,849,500
Silver (ounces per ton)	14.4	14.4	16.1
Lead (percent)	9.1	9.1	9.6
Zinc (percent)	4.0	4.0	3.2
Contained silver (ounces)	81,049,400	81,263,700	77,836,900
Contained lead (tons)	510,800	512,240	467,000
Contained zinc (tons)	225,270	226,040	153,810

(1) Includes by-product credits from lead and zinc production. Cash Cost, After By-product Credits, Per Silver Ounce and AISC, After By-product Credits, Per Silver Ounce, represent measurements that are not in accordance with GAAP that management uses to monitor and evaluate the performance of our mining operations. We believe these measurements provide indicators of economic performance and efficiency at each location and on a consolidated basis, as well as providing a meaningful basis to compare our results to those of other mining companies and other operating mining properties. A reconciliation of cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, to these non-GAAP measures can be found in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*, under *Reconciliation of Costs of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.



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- (2) The term “reserve” means that part of a mineral deposit that can be economically and legally extracted or produced at the time of the reserve determination. The term “economically,” as used in the definition of reserve, means that profitable extraction or production has been established or analytically demonstrated to be viable and justifiable under reasonable investment and market assumptions. The term “legally,” as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, we must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a time frame consistent with our current mine plans.
- (3) Proven and probable ore reserves are calculated and reviewed in-house and are subject to periodic audit by others, although audits are not performed on an annual basis. Cutoff grade assumptions vary by ore body and are developed based on reserve metals price assumptions, anticipated mill recoveries and smelter payables, and cash operating costs. Due to multiple ore metals, and complex combinations of ore types, metal ratios and metallurgical performances at Lucky Friday, the cutoff grade is expressed in terms of net smelter return (“NSR”), rather than metal grade. The cutoff grade at Lucky Friday ranges from \$216 per ton NSR to \$231 per ton NSR. Our estimates of proven and probable reserves are based on the following metals prices:

	December 31,		
	2018	2017	2016
Silver (per ounce)	\$ 14.50	\$ 14.50	\$ 14.50
Lead (per pound)	\$ 0.90	\$ 0.90	\$ 0.90
Zinc (per pound)	\$ 1.15	\$ 1.05	\$ 1.05

- (4) Reserves are in-place materials that incorporate estimates of the amount of waste that must be mined along with the ore and expected mining recovery. The 2018 reserve model assumes average total mill recoveries of 96% for silver, 94% for lead and 90% for zinc.
- (5) The change in reserves in 2018 from 2017 was because of depletion of the deposit through production. The change in reserves in 2017 versus 2016 was because of inclusion of additional intermediate vein material, partially offset by depletion of the deposit through production.
- (6) Lucky Friday reserve estimates were prepared by Ben Chambers, Mine Geologist, and Wes Johnson, Technical Services Manager, at the Lucky Friday unit and Joshua Pritts, Resource Geologist at Hecla Limited. The estimates were reviewed by Keith Blair, Chief Resource Geologist at Hecla Limited and Dean McDonald, Senior Vice President of Exploration.
- (7) An independent review of the 2016 reserve model for Lucky Friday was performed by Roscoe Postle Associates Inc. during 2017.

### ***The Casa Berardi Unit***

In 2013, as a result of our acquisition of Aurizon Mines Ltd. (“Aurizon”), we acquired the Casa Berardi mine, located 95 kilometers north of La Sarre in the Abitibi Region of northwestern Quebec, Canada. The mining site is reached via a 38 kilometer all season gravel road which connects with the provincial and national paved roads grid. The property borders Ontario to the west and covers parts of Casa Berardi, Dieppe, Raymond, D’Estrees, and Puiseaux townships. The project area extends east-west for more than 37 kilometers and reaches 3.5 kilometers north-south. The Casa Berardi mine gold deposits are located along a 5 kilometer east-west mineralized corridor.

Aurizon acquired the claims, leases and infrastructure comprising the Casa Berardi mine project in 1998 from TVX Gold Inc. Aurizon engaged in exploration programs beginning in 1998, and production began in late 2006.

The nearest commercial airport to the Casa Berardi mine is located at Rouyn-Noranda. La Sarre can be reached from Rouyn-Noranda via provincial roads 101 and 111. The 38 kilometer all-season gravel road to the mine site branches off from the paved Route des Conquéranrs road, which runs north from its intersection with road 393 north of La Sarre and passes through the village of Villebois. The branch is approximately 21 kilometers north of Villebois. A gravel road links the East Mine and the West Mine (which roughly represent the east-west boundaries of the mining lease), and a number of forestry roads provide access to the rest of the project area, from east and west.

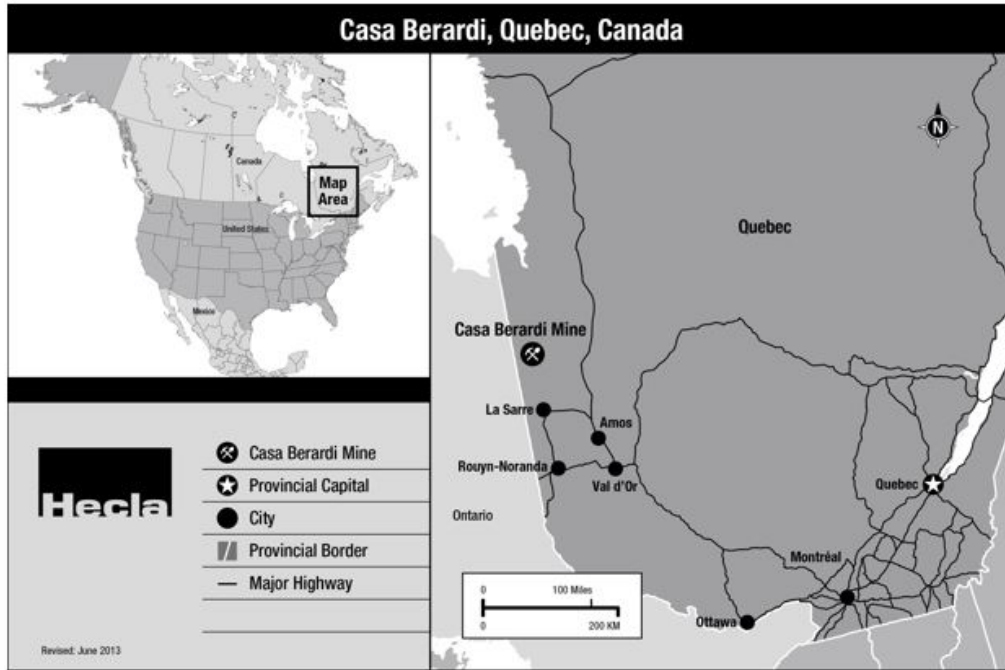
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Hecla Quebec Inc., Hecla’s wholly owned subsidiary, owns a 100% interest in the mineral titles and mining leases comprising the current Casa Berardi mine. The Casa Berardi mine is composed of 69 contiguous claims, covering 3,148.3 hectares (7,779.6 acres) and two mining leases covering 481.4 hectares (1,189.7 acres). The total area of the Casa Berardi property is 3,629.75 hectares (8,969.3 acres). All the claims and leases are in good standing. We own an additional approximately 45 square miles of exploration property located adjacent to the current Casa Berardi mine and comprised of approximately 230 claims, most of which are subject to a 1% NSR royalty in favor of Lake Shore Gold Corp.

We also hold a non-exclusive lease BNE 25938 for a sand and gravel pit, tailings lease 70218, and an additional 12 acres of land contiguous to mining lease BM 768 for rock waste material storage.

Under the Quebec Mining Act, claims are required to be renewed every two years. Statutorily prescribed minimum work commitments apply to all claims and leases. As of December 31, 2018, the claims and leases comprising part of the Casa Berardi mine have excess work credits of CAD\$10.7 million. Claims and leases for our other projects in Quebec have excess work credits of CAD\$35.3 million as of December 31, 2018.

The project consists of an underground mine and the East Mine Crown Pillar open pit mine. The underground mine has two shafts; the West Mine shaft reaching a vertical depth of 1096 meters, and the unused East Mine shaft located 4.3 kilometers to the east, and going down to a vertical depth of 379 meters. A system of declines and drifts connecting both shafts provide access and underground services to ore zones. The surface infrastructures include a cyanidation processing mill (carbon-in-leach), tailings impoundment areas, and other facilities and infrastructures. Power supply to the site is provided by a 55 kilometer, 120kV power line from the Hydro-Québec transformation station located in the town of Normétal. The map below illustrates the location and access to Casa Berardi:



Prior to Aurizon’s ownership, the Casa Berardi underground mine operated from 1988 to 1997, producing approximately 3.9 million tons of ore at an average gold grade of 0.2 ounces per ton from two sites, the West Mine and the East Mine. Aurizon’s operations from 2006 to 2012 produced approximately 4.5 million tons of ore at an average gold grade of 0.3 ounces per ton. A total of 1,625,500 ounces of gold were recovered by the previous operators prior to 2013. The mineral deposits cover a distance of more than 5.0 kilometers.

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The Casa Berardi mine is located in the northern part of the Abitibi sub-province, a subdivision of the Superior province, within the Canadian Shield. The Casa Berardi area belongs to the Harricana-Turgeon Belt, which is a part of the North Volcanic Zone. The regional geology is characterized by a mixed assemblage of mafic volcanics, flysch-type sedimentary iron formations, and graphitic mudrocks that are limited by a large granodioritic to granitic batholith. Structurally, the area is enclosed in the Casa Berardi Tectonic Zone, a 15 kilometers wide corridor that can be traced over 200 kilometers. A network of east-west to east-southeast and west-northwest ductile high strain zones mainly follows the lithological contacts.

Casa Berardi can be classified as an Archean sedimentary-hosted orogenic gold deposit. Mineralization is found in large low-sulphide quartz veins developed against the Casa Berardi fault, and in disseminated sulfides and stockworks lenses associated with strongly carbonate-sericite altered ductile deformation zones obliquely oriented to the Casa Berardi fault, and extending a few hundred meters on both sides of the fault following northwest and northeast orientations. Gold mineralization emplacement was coeval with the fault's evolution and shows a strong structural control and vertical extension, even if other factors such as the nature of some host rocks and lithological contacts seem to have favored gold deposition.

The Casa Berardi Fault is defined by a stratigraphic contact between a graphite-rich sediment sequence at the base of the Taïbi domain, a northern continuous intermediary fragmental volcanic unit, and a southern polymictic conglomerate unit. The mineralization system is composed of large, low-sulphide quartz veins and low-grade stockworks and carbonate-mica replacement zones forming in the West Mine and Principal area. On the north side of the Fault, a thick sequence of very homogeneous wacke belonging to the Taïbi Group is affected by an amphibolites metamorphic grade. One kilometer further north is the easterly elongated Recher batholith, which is part of the northwestern boundary of the Abitibi greenstone belt.

Current reserves at the Casa Berardi mine comprise seven zones at the West Mine, spread over a moderate horizontal distance from each other and located at different mine elevations, plus open pit and underground areas at the East Mine. Zone 113, Lower Inter Zone, 118, 121, 123, 134, 160, the Principal Zones (open pit and underground) and the East Mine (open pit and underground) comprise the bulk of the deposit tonnage. The zones are of varying thickness, ranging from over 50 meters to less than three meters, which is the minimum mining width. Most of the hanging walls are sub-vertical (55° to 85°) and exhibit similar wall characteristics with the exception of the Lower Inter Zone, which in a number of places has relatively shallow hanging wall configurations (less than 45°).

The underground mine at Casa Berardi is a trackless mine accessed by declines and a shaft, which produces approximately 2,300 tons of ore per day. The mining methods are longhole transversal stoping in 10 meters or more mineralization width with good access from nearby development, and longitudinal retreat stoping in narrower ore bodies or long distances from development infrastructure. Longitudinal methods have the advantage of lower waste development requirements; however, there is much less flexibility in sequencing and in access, should ground instabilities occur. Timely supply of both cemented and unconsolidated backfill plays a crucial role in controlling dilution and maintaining a short stoping cycle. We believe this mining method satisfies all of the geotechnical requirements and constraints and, as a non-entry mining method, has proven to be safe and reliable in similar operations. The mineralized zones put in reserves are of varying thickness, ranging from a few tenths of meters to 3 meters, which is the minimum mining width. Most of the hanging walls are sub-vertical (55° to 85°), with typically the graphitic Casa Berardi fault at the footwall.

In 2014, we completed a project initiated by Aurizon to deepen the West Mine Shaft and construct the associated shaft infrastructure, including loading pockets, shaft lining, services and steel.

In early 2016, we made the decision to construct the East Mine Crown Pillar ("EMCP") open pit, which is just west of the East Mine infrastructure. Stripping and development of the EMCP pit is planned to take place over five stages. The first stage was completed in the first half of 2016, and processing of ore from the EMCP pit began in July 2016. Stripping and development have been ongoing, and the pit is being expanded to the west and is currently in the final stage of development. The EMCP pit uses conventional open pit mining methods, and is expected to run for approximately 4.5 years of production. The average amount of material to be moved every six months is anticipated to be approximately 70,000 to 390,000 tons of ore, with variable quantities of waste.

With the addition of new information, including new pits, evaluation of the schedule for mining the other pits is ongoing. The current plan is as follows:

- The 134 Zone open pit, as currently designed, would be mined using conventional open pit mining methods. The 134 Zone open pit is expected to commence production prior to depletion of the EMCP pit and to run for approximately 2 full years of production. The average amount of material to be moved every six months is expected to approximate 190,000 tons of ore, with variable quantities of waste.

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- The 160 Zone open pit, as currently designed, would be mined using conventional open pit mining methods. The 160 Zone open pit is expected to commence production after the EMCP and 134 Zone pits are depleted and to run for approximately 3 full years of production. The average amount of material to be moved every six months is expected to approximate 460,000 tons of ore, with variable quantities of waste.
- The Principal Zone open pit, as currently designed, would be mined using conventional open pit mining methods. The Principal Zone open pit is expected to commence production after the 160 Zone pit is depleted and to run for approximately 3 full years of production. The average amount of material to be moved every six months is expected to approximate 570,000 tons of ore, with variable quantities of waste.

The gold recovery process is based on carbon-in-leach ("CIL") technology where gold is dissolved in a cyanide solution, and precipitated on activated carbon grains put in suspension. The product is doré bars poured in the mill's refinery. Construction of the processing facility, consisting of a 3,600-ton crushing, ore processing, and tailings facility, was completed in 1988 by Inco Gold and Golden Knight Resources Inc., and ore processing began in September 1989, and during the next 9 years the mill processed 3.9 million tons at an average grade of 0.2 ounces per ton. Production at Casa Berardi was suspended in 1997 and the mill was put on care and maintenance until 2005, when major rehabilitation work was initiated by Aurizon. Beginning in the third quarter of 2005, upgrades including refurbishing of the crushing, grinding circuits, conveyors, and leach circuits, the addition of gravity circuits, and construction of an assay laboratory were performed, resulting in an increase of mill capacity. The mill facility was commissioned in November of 2006 and the processing rate ramped up to reach commercial production in May of 2007. In 2018, total mill recovery of gold was approximately 87%.

The mine and mill complex are permitted to process 1,400,000 dry metric tonnes (approximately 1,543,000 tons) of ore per year at a rate of 4,227 tons per day. Difficult ground conditions and bottlenecks in stope preparation have limited underground production to levels below the designed capacity. In 2018, the mill processed approximately 1,375,718 tons, for an average of 3,769 tons per day. The current life of mine plan is based on an average milling rate near the permitted level, with the inclusion of material from the surface mines, for the remaining mine life.

Based on current estimates of reserves and mineralized material, the currently expected remaining mine life at Casa Berardi is approximately 15 years.

In-stope and definition underground drilling during 2018 concentrated within the 118, 121, 123, and 124 zones to refine orebody shapes and gold grade distributions for mine planning and reserves. Underground exploration drilling of the 118 and 123 zones near the bottom of the mine identified mineralization down-plunge to the west (118 Zone) and east (123 Zone) of currently defined mineralized material. Surface definition and exploration drilling has defined the limits and provided detailed characterization of gold grades for a series of new open pits at the 134 and 160 zones and defined a western extension of the EMCP and 146/148 zones. Late in 2018, definition drilling upgraded mineralized material to reserves at the West Mine Crown Pillar (WMCP). Exploration drilling has identified west and northwest extensions to the proposed Principal Zone open pit and extended mineralization to the west of the new WMCP pit at the west end of the Mining Lease.

The proposed underground in-stope and definition drilling programs for 2019 are expected to appraise the high-grade ore shoots of the 118, 119, 123 and 124 zones in the western part of the mine and high-grade, down-plunge extensions from surface of the 148 and 160 zones in the East Mine area. Surface exploration drilling is expected to evaluate shallow extensions of the NW-SW (WMCP area), 124, 129, 139, 146, 152 and 160 zones.

We expect the mine plan will continually be modified as new mineralization is discovered and upgraded to reserves.

The employees at Casa Berardi are employees of Hecla Quebec Inc., our wholly-owned subsidiary, and are not represented by a bargaining agent. There were 580 employees at the Casa Berardi unit at December 31, 2018. We also currently utilize third-party contractors, which use their employees and equipment, for some of the mining activities at Casa Berardi.

Hecla acquired Aurizon on June 1, 2013 for approximately CAD\$740.8 million (US\$714.5 million), and has operated the Casa Berardi mine since the acquisition. The net book value of the Casa Berardi unit property and its associated plant, equipment and mineral interests was approximately \$707.5 million as of December 31, 2018. As of December 31, 2018, we have recorded a \$5.8 million asset retirement obligation for reclamation and closure costs. We maintain a surety bond as financial guarantee for future reclamation and closure work.

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Information with respect to the Casa Berardi unit's production, Cost of sales and other direct production costs and depreciation, depletion and amortization, average Cash Cost, After By-product Credits, Per Gold Ounce, AISC, After By-product Credits, Per Gold Ounce, and proven and probable ore reserves for 2018, 2017 and 2016 is set forth in the table below.

Production	Year Ended December 31,		
	2018	2017	2016
Ore milled (tons)	1,375,718	1,296,224	997,588
Gold (ounces)	162,744	156,653	145,975
Silver (ounces)	38,086	36,566	33,641
<b>Cost of sales and other direct production costs and depreciation, depletion and amortization</b>	<b>\$ 199,402</b>	<b>\$ 184,716</b>	<b>\$ 163,216</b>
<b>Cash Cost, After By-product Credits, Per Gold Ounce <sup>(1)</sup></b>	<b>\$ 800.14</b>	<b>\$ 819.60</b>	<b>\$ 763.98</b>
<b>AISC, After By-product Credits, Per Gold Ounce <sup>(1)</sup></b>	<b>\$ 1,080.00</b>	<b>\$ 1,173.82</b>	<b>\$ 1,244.30</b>
<b><u>Proven Ore Reserves<sup>(2,3,4,5,6)</sup></u></b>			
Total tons	6,789,700	2,458,100	2,574,700
Gold (ounces per ton)	0.08	0.13	0.11
Contained gold (ounces)	563,400	312,200	272,200
<b><u>Probable Ore Reserves<sup>(2,3,4,5,6)</sup></u></b>			
Total tons	16,953,500	11,412,500	7,751,900
Gold (ounces per ton)	0.08	0.10	0.13
Contained gold (ounces)	1,343,300	1,181,200	1,037,100
<b><u>Total Proven and Probable Ore Reserves<sup>(2,3,4,5,6)</sup></u></b>			
Total tons	23,743,200	13,870,600	10,326,600
Gold (ounces per ton)	0.08	0.11	0.13
Contained gold (ounces)	1,906,700	1,493,400	1,309,300

- (1) Includes by-product credits from silver production. Cash Cost, After By-product Credits, Per Gold Ounce and AISC, After By-product Credits, Per Gold Ounce represent measurements that are not in accordance with GAAP that management uses to monitor and evaluate the performance of our mining operations. We believe these measurements provide indicators of economic performance and efficiency at each location and on a consolidated basis, as well as providing a meaningful basis to compare our results to those of other mining companies and other operating mining properties. A reconciliation of cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, to these non-GAAP measures can be found in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*, under *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.
- (2) The term "reserve" means that part of a mineral deposit that can be economically and legally extracted or produced at the time of the reserve determination. The term "economically," as used in the definition of reserve, means that profitable extraction or production has been established or analytically demonstrated to be viable and justifiable under reasonable investment and market assumptions. The term "legally," as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, we must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a time frame consistent with our current mine plans.
- (3) Proven and probable ore reserves are calculated and reviewed in-house and are subject to periodic audit by others, although audits are not performed on an annual basis. Cutoff grade assumptions vary by ore body and are developed based on reserve metals price assumptions, anticipated mill recoveries and refiner payables, and cash operating costs. The cutoff grade at Casa Berardi is assumed to be between 0.099 and 0.110 ounces per ton for underground reserves and 0.020 ounces per ton for open pit reserves. Our estimates of proven and probable reserves are based on prices of \$1,200 per gold ounce for underground reserves and \$1,225 per gold ounce for open pit reserves for 2018, and \$1,200 per gold ounce for all reserves for 2017 and 2016.

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- (4) Reserves are in-place materials that incorporate estimates of the amount of waste that must be mined along with the ore and expected mining recovery. The 2018 reserve model assumes average total mill recoveries for gold of approximately 86% for underground reserves and 85% for open pit reserves.
- (5) The changes in reserves in 2018 compared to 2017 and in 2017 compared to 2016 were a result of an increase in gold ounces due to inclusion of definition drilling information, offset by a decrease in gold ounces due to depletion of the deposit through production.
- (6) Casa Berardi reserve estimates were prepared by Real Parent, Principal Resource Geologist, Jonathan Archambault, Geology Superintendent, and Herman De Los Rios, Engineering Superintendent at the Casa Berardi unit. Casa Berardi resource estimates were reviewed by Keith Blair, Chief Resource Geologist at Hecla Limited and Dean McDonald, Senior Vice President of Exploration.

### ***The San Sebastian Unit***

The San Sebastian mine is located approximately 60 miles northeast of the city of Durango, Mexico, on concessions acquired in 1999. Access to San Sebastian is via Mexico highway 40, approximately 6 miles east of Guadalupe Victoria, and then approximately 15 miles of paved rural road through the towns of Ignacio Allende and Emiliano Zapata.

Our concession holdings cover approximately 160 square miles, including the Francine Vein, East Francine Vein, Middle Vein, North Vein, and the Andrea Vein and multiple outlying active exploration areas. Mineral concession titles are obtained and held under the laws of Mexico, and are valid for 50 years with the possibility of extending another 50 years. There are work assessment and tax requirements that are variable and increase with the time that the concession is held. The map below illustrates the location and access to San Sebastian:



Mineralization at the project occurs as low and intermediate sulfidation epithermal veins within the Saladillo valley area. Economically, the most important veins at the project are the Francine, East Francine, Middle and North veins located at the north end of the Saladillo valley and the Andrea Vein located 4 miles to the south. The veins are hosted within a series of shales with interbedded fine-grained sandstones interpreted to belong to the Cretaceous Caracol Formation. Most of the veins strike to the west-northwest and vein dips vary from steep toward the west to shallow toward the east. True vein widths range from 5 to 30 feet, and the average true width of the veins in the district is 8 feet.

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Mineralization occurs in an epithermal setting at various paleo-depths. High-grade gold and silver occur both in the very shallow environment in the upper 1,000 feet of the crust and in deep silver-gold-lead-zinc root zones of the system at depths between 2,000 and 3,500 feet below the paleo-water table. Hypogene minerals include sphalerite, galena, argentite, pyrite, chalcopyrite, native silver and gold in electrum. The veins are oxidized down to approximately 300 feet below surface and the oxidized portions of the veins contain limonite, hematite, silver halides and various copper carbonates. Matrix minerals include fine-grained to coarsely crystalline quartz bands and chlorite-quartz-adularia bands and late calcite fill. Mineralization within the vein structures is generally deposited in high-grade "shoots" bound both laterally and horizontally by sharp gradients in grade-thickness.

Hecla operated the San Sebastian underground mine from 2001 to 2005. The historical life-of-mine production from the Francine and Don Sergio veins over four years was 11.2 million ounces of silver and 155,937 ounces of gold. Access to both underground workings was through ramps from the surface connecting one or more levels. Ore was mined by the cut-and-fill stoping method and extracted from the stopes using rubber-tired equipment and hauled to the surface in trucks.

Exploration success on the Middle, North, and East Francine veins and completion of a Preliminary Economic Assessment led to the decision in the third quarter of 2015 to develop shallow open pit mines on those veins, with development commencing in the fourth quarter of 2015. Ore production from the Middle and East Francine veins commenced late in the fourth quarter of 2015, and from the North Vein in the first quarter of 2016. Production from the original pits concluded in December 2017. The North Vein was expanded in 2018, and limited surface ore production resumed. The pits were extended to a maximum of approximately 270 feet in depth. Near-surface material is excavated, with drill and blast techniques used for deeper material. Total production from the expanded North Vein pit is anticipated to range from 2,000 to 14,000 tons of ore per month over an additional approximately 20 months, with variable quantities of waste, for total ore production of approximately 100,000 tons. Production was achieved through excavating and drilling and blasting the shallow-dipping, high-grade silver veins which carried significant gold credits. Third-party contractors are used for mining from the pits.

In January 2017, work commenced to build a new underground decline and rehabilitate historical underground workings at the San Sebastian mine in order to mine deeper ore from the Middle Vein. Limited underground production began in January 2018 using third-party contractors and has continued since that time, and is anticipated to total approximately 263,000 tons over 2 years. We expect to mine ore by the cut-and-fill stoping method and for the ore to be extracted from the stopes using rubber-tired equipment and hauled to the surface in trucks.

In mid-2018, we commenced development work to obtain a bulk sample from the Hugh Zone, which was discovered in 2005 and is the down-dip sulfide extension of the past-producing Francine vein. We have entered into a toll milling agreement with another company to process our sulfide ore at their flotation mill facility in Zacatecas, which is approximately 26 miles from the San Sebastian mine site. Processing of the bulk sample material is planned for early 2019. If testing of the bulk sample is successful, we believe production from the Hugh Zone has the potential to extend the mine life at San Sebastian.

Current run of mine ore is hauled in trucks by contractors to a processing facility near Velardeña, Durango, Mexico, which is located approximately 60 miles from the San Sebastian mine site. We previously owned the Velardeña mill, but now use it to process ore under a lease arrangement. Processing of ore averaged approximately 429 tons per day in 2018, with recovery of approximately 92% for silver and 87% for gold. As of December 31, 2018, we have the ability to lease the facility through 2020. The mill is a conventional leach, counter-current decantation and Merrill Crowe precipitation circuit capable of processing up to approximately 550 tons per day, depending on ore hardness. The ore is crushed in a two-staged crushing plant consisting of a primary jaw, a secondary cone crusher and a double-deck vibrating screen. The grinding circuit includes a primary ball mill and cyclone classifiers. The ground ore is thickened followed by agitated leaching and four stages of counter-current decantation to wash solubilized silver and gold from the pulp. The solution bearing silver and gold is clarified, deaerated and zinc dust added to precipitate silver and gold that is recovered in plate and frame filters. The precious metal precipitate is smelted and refined into doré, and is then shipped to a third-party refiner. Since construction of the mill in 1994, two leach tanks were added in 2001, a filter press was added in 2002, and the Merrill Crowe system and Autojet Filters were expanded and modified in 2012. In addition, rehabilitation of various components of the mill was completed in 2015 prior to the start of processing of the ore from the open pits.

At December 31, 2018, the net book value of the San Sebastian unit property and its associated plant and equipment was \$15.1 million. Infrastructure includes the underground mine portal and development, a water supply system, maintenance shop, warehouse, laboratory, leased mill and related improvements, and various offices. Equipment and facilities are in good condition. As of December 31, 2018, \$7.8 million has been accrued for reclamation and closure costs. All permits required for mining of the open pits and the underground mine and operation of the mill are in place.



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There was a total of 71 employees at the San Sebastian unit as of December 31, 2018, with most of them employed by our subsidiary that provides certain specialized services to another subsidiary that owns the mine. These employees are not represented by a bargaining agent. We currently primarily use third-party contractors for mining and operation of the processing facility. The hourly employees of the lessor of the processing facility are represented by the Sindicato Nacional de Trabajadores Mineros, Metalúrgicos, Siderúrgicos y Similares de la República Mexicana (a Mexico national union) as bargaining agent.

Based on current estimates of reserves and mineralized material, the currently expected remaining mine life at San Sebastian is approximately 2 years.

Electric power is purchased from Comisión Federal de Electricidad (a Mexico federal electric company).

Drilling success from 2012 through 2018 on the near-surface East Francine, Middle and North veins at the San Sebastian property has led to open pit mine production on all three veins, and underground production on the Francine Vein. The Francine, Andrea, Middle and North veins now define over 6.0 miles of mineralized strike length and are open along strike and at depth. Drilling in 2018 identified a new high-grade, oxide ore shoot located approximately 1,000 feet east of the East Francine pit. This East Francine target is approximately 300 feet from surface and can be traced for about 1,500 feet along strike and 600 feet down dip. In combination with a nearby ore shoot in the eastern Middle Vein, this area may represent an important new development for the mine.

Additional oxide mineralization has been defined by drilling along the Professor and East Francine Veins. This mineralization is being reviewed to determine economic viability and for inclusion in mine planning. A new, near-surface area of vein-hosted, oxide mineralization has been identified 1,000 feet west of previous drilling along the Francine Vein. Drilling has also defined new oxide mineralization along the Esperanza Vein and newly-discovered El Toro Vein.

A new resource model of the polymetallic mineralization on the Francine Vein is being reviewed to determine economic viability and for inclusion in mine planning. There was also a discovery and follow-up infill drilling of a new polymetallic ore shoot along the western Middle Vein. This zone has dimensions of approximately 600 feet along strike and 800 feet downdip, and contains recoverable quantities of copper, lead, and zinc, in addition to high-grade gold and silver. It is located about 300 feet west and 200 feet below the current Middle Vein underground mine development and could expand the underground mineable reserves in this area.

The focus of exploration in 2019 is expected to be on defining new precious metal-rich, oxide mineralization at the West Francine, Esperanza and El Toro Veins that could extend the cyanide milling operation of the Velardeña mill. These areas where we have found additional oxide mineralization could develop into new mineralized material that may contribute additional oxide material to the mine life.

The focus of the 2019 Reverse Circulation ("RC") drilling program is expected to be on exploring the large untested area south of the mine area, in the Saladillo Valley, for new veins located under cover. RC drilling recently identified the South Vein in this area and several other RC geochemistry, soil geochemistry and direct current resistivity geophysical anomalies occur in this area. The Esperanza-South-Andrea Vein System traverses the area where RC drilling is being proposed and newly generated RC data could help refine exploration drilling along this trend and could also identify new parallel veins associated with this system.



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Information with respect to the San Sebastian unit's production, Cost of sales and other direct production costs and depreciation, depletion and amortization, average Cash Cost, After By-Product Credits, Per Silver Ounce, AISC, After By-product Credits, Per Silver Ounce, and proven and probable ore reserves is set forth in the table below.

Production	Year Ended December 31,		
	2018	2017	2016
Ore milled (tons)	156,733	144,197	143,267
Silver (ounces)	2,037,072	3,257,738	4,294,123
Gold (ounces)	14,979	25,177	34,042
<b>Cost of sales and other direct production costs and depreciation, depletion and amortization</b>	<b>\$ 41,815</b>	<b>\$ 23,700</b>	<b>\$ 31,233</b>
<b>Cash Cost, After By-product Credits, Per Silver Ounce <sup>(1)</sup></b>	<b>\$ 9.69</b>	<b>\$ (3.36)</b>	<b>\$ (3.35)</b>
<b>AISC, After By-product Credits, Per Silver Ounce <sup>(1)</sup></b>	<b>\$ 14.68</b>	<b>\$ (0.26)</b>	<b>\$ (1.99)</b>
<b>Proven Ore Reserves<sup>(2,3,4,5,6)</sup></b>			
Total tons	21,500	30,500	43,000
Silver (ounces per ton)	3.9	23.3	23.4
Gold (ounces per ton)	0.08	0.19	0.19
Contained silver (ounces)	84,700	711,700	1,007,800
Contained gold (ounces)	1,800	5,800	8,200
<b>Probable Ore Reserves<sup>(2,3,4,5,6)</sup></b>			
Total tons	206,100	367,500	283,300
Silver (ounces per ton)	13.1	13.1	16.2
Gold (ounces per ton)	0.10	0.10	0.10
Contained silver (ounces)	2,704,800	4,808,700	4,592,600
Contained gold (ounces)	20,700	37,000	28,500
<b>Total Proven and Probable Ore Reserves<sup>(2,3,4,5,6)</sup></b>			
Total tons	227,600	398,000	326,300
Silver (ounces per ton)	12.3	13.9	17.2
Gold (ounces per ton)	0.10	0.11	0.11
Contained silver (ounces)	2,789,500	5,520,400	5,600,400
Contained gold (ounces)	22,500	42,800	36,700

(1) Includes by-product credits from gold production. Cash Cost, After By-product Credits, Per Silver Ounce and AISC, After By-product Credits, Per Silver Ounce represent measurements that are not in accordance with GAAP that management uses to monitor and evaluate the performance of our mining operations. We believe these measurements provide indicators of economic performance and efficiency at each location and on a consolidated basis, as well as providing a meaningful basis to compare our results to those of other mining companies and other operating mining properties. A reconciliation of cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, to these non-GAAP measures can be found in *Item 7. — Management's Discussion and Analysis of Financial Condition and Results of Operations*, under *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.

(2) The term "reserve" means that part of a mineral deposit that can be economically and legally extracted or produced at the time of the reserve determination. The term "economically," as used in the definition of reserve, means that profitable extraction or production has been established or analytically demonstrated to be viable and justifiable under reasonable investment and market assumptions. The term "legally," as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, we must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a time frame consistent with our current mine plans.

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- (3) Proven and probable ore reserves are calculated and reviewed in-house and are subject to periodic audit by others, although audits are not performed on an annual basis. Cutoff grade assumptions vary by ore body and are developed based on reserve metals price assumptions, anticipated mill recoveries and refiner payables, and cash operating costs. Due to multiple ore metals, and complex combinations of ore types, metal ratios and metallurgical performances at San Sebastian, the cutoff grade is expressed in terms of net smelter return, rather than metal grade. The cutoff grade at San Sebastian is assumed to be \$100 per ton NSR for open pit reserves and \$140 per ton NSR for underground reserves. The average prices used for the San Sebastian unit were:

	December 31,					
	2018		2017		2016	
Silver (per ounce)	\$	14.50	\$	14.50	\$	14.50
Gold (per ounce)	\$	1,200	\$	1,200	\$	1,200

- (4) Reserves are in-place materials that incorporate estimates of the amount of waste that must be mined along with the ore. Metal recoveries vary by mine zone and ore grade. The 2018 reserve model assumes average total mill recoveries of approximately 91% for silver and 84% for gold.
- (5) The decrease in silver and gold reserves in 2018 compared to 2017 was due to depletion of the deposit through production, sterilization of material, and model changes in the open pit. The decrease in silver reserves in 2017 compared to 2016 was the result of depletion of the deposit through production, including higher grade portions, partially offset by inclusion of definition drilling information. The increase in gold reserves in 2017 compared to 2016 was the result of inclusion of definition drilling information, partially offset by depletion of the deposit through production.
- (6) San Sebastian reserve estimates were prepared by Joshua Pritts, Resource Geologist and Keith Blair, Chief Resource Geologist at Hecla Limited, and reviewed by Dean McDonald, Senior Vice President of Exploration.

**The Nevada Operations Unit**

As a result of our acquisition of Klondex in July 2018, we obtained 100% ownership of the Fire Creek mine, Hollister mine, Midas mine and milling facility, and the Aurora mine and milling facility, and various other mineral interests comprising a total land position of approximately 110 square miles in northern Nevada.

The employees at the Nevada Operations unit are employees of Klondex Gold & Silver Mining Company, our wholly-owned subsidiary, and are not represented by a bargaining agent. There were 270 employees at the Nevada Operations unit at December 31, 2018.

Additional information on the Nevada Operations properties is below.

Fire Creek

In 1975, Klondex acquired the property as a very early stage exploration project. Fire Creek is located in north-central Nevada in Lander County, and to a lesser extent Eureka County, approximately 16 miles south of a major highway (Interstate 80) near other large gold deposits and mines which are owned and operated by major mining companies. Access to Fire Creek from Interstate 80 is by State Road 306, a good-quality road. Company-maintained mine and exploration roads provide access throughout the property. Fire Creek is a high-grade, epithermal vein deposit, and the land package covers approximately 18,755 acres (approximately 20.7 square miles), consisting of approximately 831 unpatented mining claims, and both leased and owned private fee lands. Our unpatented claims occupy public lands, administered by the United States Bureau of Land Management ("BLM"). Unpatented claims are governed by the laws and regulations of the U.S. federal government and the state of Nevada. Property fees are paid annually to the county in which they are held. To maintain our unpatented claims, we must file an annual notice of intent to maintain the claims within the county they are located and pay the annual mineral claim maintenance fees to the BLM. Certain of Fire Creek's claims are subject to various net smelter return ("NSR") royalties. Some of these royalties have been prepaid or advanced; however, those that have not been prepaid or advanced have no expiration date, and we may continue to incur payments on these royalties in the future. In addition, Fire Creek is subject to a 2.5% NSR royalty for all production commencing in 2019, and there is no expiration date on the royalty. Fire Creek consists of an underground, mechanized narrow vein mine, related mine support infrastructure, mining equipment, and administrative buildings, all of which are in reasonably well-maintained, operating condition. The map below illustrates the location and access to Fire Creek:



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Mineralization at Fire Creek occurs in steeply dipping epithermal veins within Tertiary basalt flows and intrusive rocks. The mineralized basaltic rocks are a suite of mafic, extrusive rocks associated with the regional north-northwest-trending Northern Nevada Rift ("NNR") structural zone. The NNR system has been documented in multiple geophysical and geological studies and is distinguished as a linear magnetic anomaly approximately 30 miles wide that extends 190 miles south-southeast from the Oregon-Nevada border to central Nevada. The NNR originates from the McDermitt Caldera in northwest Nevada and is likely related to impingement of the Yellowstone hot-spot on continental crust.

The deposit is a low-sulfidation epithermal deposit vertically-zoned within high-angle northwest striking structures, hosted in a mid-Miocene basalt package. Mineralization occurs as shallow structurally-controlled fault hosted gold mineralization in variably altered Tertiary basalts and as native gold in steeply dipping quartz-calcite veins or structures. A package of middle Miocene basalt and basaltic andesite flow has been cut by high-angle normal faults related to both NNR and Basin and Range extension that form grabens and half-grabens which are the structural controls in the district.

High-grade mineralization has been delineated between approximately 4,900 feet and 5,700 feet and is open both up and down dip as well as along strike. Lower-grade mineralization occurs from the surface and mineralization is open at depth. Vein textures, gangue minerals, and alteration seen at Fire Creek are typical of low-sulfidation epithermal systems. Widespread propylitic alteration changes to argillic alteration proximal to veins and/or other structural fluid conduits. Low-grade gold mineralization is often spatially associated with the argillic alteration zone surrounding the high-grade gold. Mineralization often occurs along discrete horizons within vein structures. An opaline silica cap is discontinuously preserved at surface above the main mineralization at Fire Creek. Mineralized faults near this opaline silica were targeted by early prospecting and later shallow drilling by previous operators in the 1980s.

Fire Creek is defined by two major north-northwest striking vein arrays, each comprised of several en-echelon veins. Several new target areas outside of the known vein arrays have been defined by both gradient-array and dipole-dipole induced polarization surveys as well as versatile time domain electromagnetic system geophysical surveys.

The Fire Creek mine is a trackless mine accessed by a decline, and produces approximately 350 tons of ore per day. The mining method is primarily longhole stoping, with some ramp access utilized. Ore mined at Fire Creek is trucked approximately 165 miles to the Midas mill for processing, which is discussed in the *Midas* section below.

Fire Creek receives electrical power provided by NV Energy, a major Nevada power company.

As of December 31, 2018, the net book value of the Fire Creek mine property and its associated plant, equipment and mineral interests was approximately \$258.2 million. As of December 31, 2018, we have recorded a \$1.5 million asset retirement obligation for reclamation and closure costs at Fire Creek. We maintain a surety bond as financial security for future reclamation and closure work.

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There has been a lack of investment in mine development, including horizontal drifts ("Haulages") and the ramp or decline system ("Spirals"), at Fire Creek. As a result, there have not been sufficient platforms to keep quality targets in the pipeline to replenish reserves as they are depleted. In late 2018, definition drilling focused on the upper portions of Spiral 3 along the Honeyrunner, Karen and Hui Wu structures and the up-dip southern extents of Joyce, 06 and 08 veins to advance the Spiral 4 area. Underground drift development is advancing Haulage 9 to provide an exploration drill platform by early next year. This platform will enable exploration drilling to further drill and extend Spiral 9 veins to the south and the Karen structure back to the north.

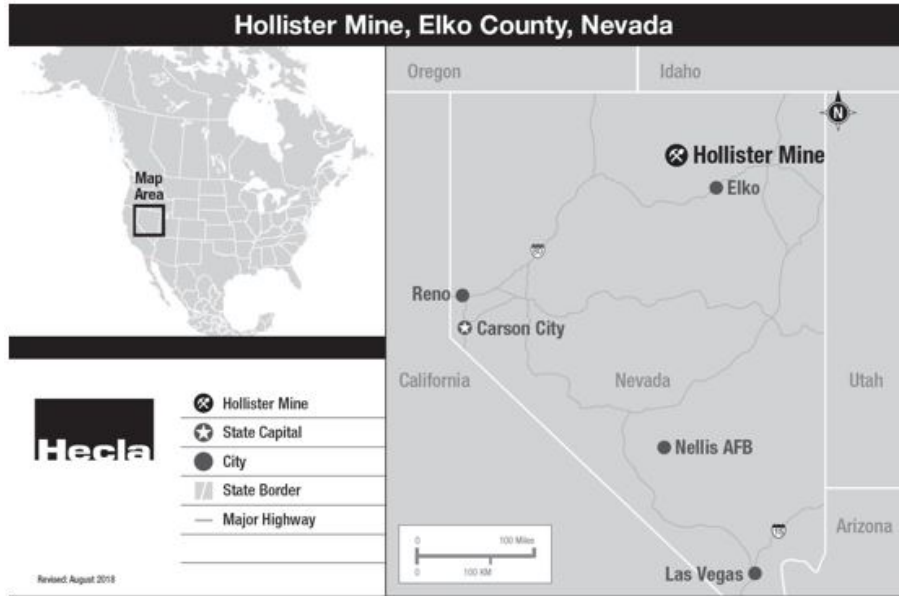
In 2019, the emphasis of definition drilling is expected to be on bringing Spiral 4 and Spiral 9 mineralized material into indicated resource inventories. Definition drilling at Spiral 3 is proposed south of Spiral 2, to follow up on previous significant drilling intercepts south of Spiral 9 and north of the 5350 North Haulage. Drilling will also continue to focus on upgrading resources along strike on the Titan Zone. An area of future potential drifting is to the north of the North Haulage at the 5350-elevation following up on surface success on veins to the northeast of the current Fire Creek mine.

Surface exploration drilling in the latter half of 2018 focused on extensions to current high-grade, gold-bearing structures including the Zeus target northwest of the mine, the Guard Shack target south of the mine and the Far View target which is east of the mine.

Underground exploration in 2019 at the Fire Creek mine is expected to evaluate extensions of veining north of Spiral 3 and to the south of Spiral 9. An area of future potential drifting is to the north of the North Haulage at the 5350-elevation following up on surface success on veins to the northeast of the current Fire Creek mine. Surface exploration at Fire Creek is expected to follow mineralized trends that have been identified by geophysics along the Titan, Zeus and South Notice trends. Parallel veins to the east at the Far View target are also expected to be evaluated.

**Hollister**

The Hollister property has been owned and operated since the 1900s by various mining companies which mined mercury in the early 1900s and gold and silver in the late part of the century. Klondex acquired the property in October 2016. Hollister is a fully-permitted past producing underground and open pit operation. It is located in north-central Nevada in Elko County, approximately 61.5 miles east-northeast of Winnemucca, Nevada and 17 miles southeast from the Midas mine. Hollister is accessed by all-weather paved and gravel county roads. Hollister is comprised of 1,005 unpatented lode claims and 11 unpatented mill site claims that cover an area in excess of 15,000 acres, and an additional 209 unpatented lode claims through agreements covering approximately 4,320 acres. Our unpatented claims occupy public lands administered by the BLM. Unpatented claims are governed by the laws and regulations of the U.S. federal government and the state of Nevada. To maintain our unpatented claims in good standing, we must file an annual notice of intent to maintain the claims with the county and pay the annual mineral claim filing fees to the BLM. Certain claims and areas of Hollister are subject to royalties, including seven separate NSR royalties ranging from 1% to 5%, and a 1% NSR royalty after 500,000 ounces of gold production occurring from October 3, 2016, when Klondex acquired the property. There is no expiration date on the aforementioned royalties. Hollister includes an underground mine, former open pit mines, related mine support infrastructure, mining equipment, and administrative buildings, all of which are in reasonably well-maintained, operating condition. The map below illustrates the location and access to Hollister:



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The Hollister mine is located along the NNR, and is on trend with the north-western end of the Carlin Trend, which is approximately 5 miles wide and 40 miles long. Mineralization is related to the Miocene period of magmatic activity associated with the NNR while gold mineralization on the Carlin Trend has been dated to late Eocene/early Oligocene magmatism. Epithermal disseminated gold mineralization is hosted in volcanic tuffaceous units, andesites, and the Ordovician Vinini Formation. High-grade gold and silver mineralization is hosted as banded quartz veins in a group of near-vertical faults and fissures that trend west-northwest to east-west. The amount of displacement across these faults is small and their strike continuity varies between one hundred to several thousand feet. Primary lithologies in the area have been strongly altered by hydrothermal fluids with large areas of chalcidonic replacement bodies at the paleo water table in addition to sinter deposits.

The Hollister property also includes the Hatter Graben vein system, which is located approximately 2,500 feet east of the Hollister mine's underground development and has been down dropped approximately 800 feet lower than the current mine resource. The system of mineralized veins has a known vertical extent of 1,400 feet and strike length of 2,000 feet. This East-West trending zone is open along strike to the east and west and at depth and mineralization is strengthening in the east as historic high-grade intersections occur up to 4000 feet along strike to the east. Gold and silver mineralization is dominantly in the Ordovician quartzites, siltites and argillites. Higher grades are associated with banded quartz veins from inches to feet in width and extensive zones of quartz vein stockwork and quartz matrix breccias also contain significant mineralization. The first surface holes were initiated at Hatter Graben in the third quarter of 2018 with the intent to extend the current identified mineralized material east and west. Drill holes at 300-foot intervals have intersected swarms with multiple veins and mineralized breccias at the anticipated distance. Development of a drift from the Hollister mine's underground workings to the Hatter Graben area commenced in the third quarter of 2018.

The Hollister mine is a trackless mine accessed by a decline. Due to variability within the Hollister mine material, a selective mining approach is employed by matching mining methodology to stope characteristics. Hollister mining methods include cut and fill, ramp access and longhole stoping. The current Hollister mine plan primarily employs cut and fill stoping. As discussed below, ore mined at Hollister is trucked to the Midas mill for processing, and the resulting loaded carbon is stripped at the Aurora mill.

Hollister receives electrical power provided by NV Energy.

As of December 31, 2018, the net book value of the Hollister mine property and its associated plant, equipment and mineral interests was approximately \$114.3 million. As of December 31, 2018, we have recorded a \$6.1 million asset retirement obligation for reclamation and closure costs at Hollister. We maintain a surety bond as financial guarantee for future reclamation and closure work.

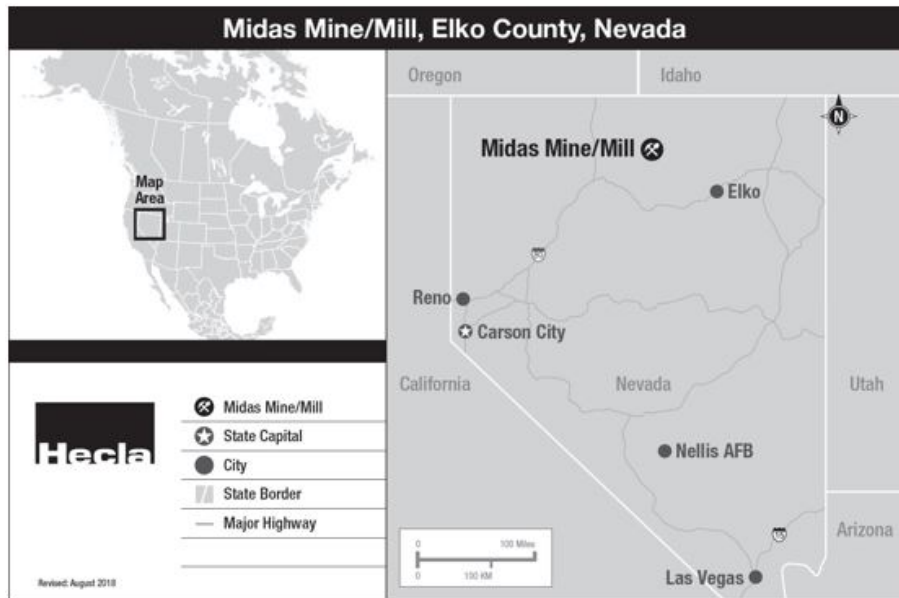
In 2018, definition drilling at Hollister focused on the Central Hollister, East Clementine and Gwenivere areas. The Central Hollister programs targeted up-dip and lateral extensions of the 141, 151, 161, 181 and 213 veins from the 5190 level and down dip extensions of the 182 Vein from the 5050 level. The East Clementine program targeted the 234, 243 and 253 veins at higher elevations near the unconformity where high-grade concentrations of gold can occur. The Gwenivere program was designed to offset two historical high-grade drill intercepts that are approximately 1,500 feet from the portal and represents the discovery of a new vein that is open in all directions. Two surface holes have been completed at Hatter Graben to extend the current resource to the east and west.

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At the Hollister mine, underground exploration in 2019 is expected to evaluate the West Gloria Vein to the west and the veins of East Hollister. As underground development to the Hatter Graben area advances, drilling is expected to evaluate and upgrade the veins of the Hatter Graben. A small surface drilling program is also planned to evaluate the eastern extension of the known Hatter Graben veins.

**Midas**

The Midas mining district has historic gold production dating as early as 1907. Since modern mining began in 1998, 2.2 million ounces of gold and 26.9 million ounces of silver have been produced by three previous owners prior to Klondex. Klondex acquired the fully-permitted Midas mine and ore milling facility in February 2014. Midas is located in north-central Nevada in Elko County and lies about 58 miles east of Winnemucca on Nevada State Highway 789, and one mile from the town of Midas, Nevada. Midas is a high-grade, epithermal vein deposit, and the land package covers approximately 30,000 acres (~47 square miles), which includes fee lands, federal unpatented mining claims, seven mining leases, BLM rights-of-way, general agreements, easements, and surface use agreements, with varied terms and annual payments. Within the land package, there are 1,489 federal unpatented mining claims, of which 1,456 are owned and 33 are leased. Owned and leased fee lands comprise approximately 2,985 acres of the land package which is a mix of surface-mineral rights and surface rights only. Our unpatented claims occupy public lands, administered by the BLM. Unpatented claims are governed by the laws and regulations of the U.S. federal government and the state of Nevada. Property fees on fee lands are paid annually to the county in which they are held. To maintain our unpatented claims, an annual notice of intent must be filed with the respective county, in addition to paying the annual mineral claim maintenance fees to the BLM. Certain of the Midas claims are subject to a royalty. Midas is also subject to a 2.5% NSR royalty from all production commencing in 2019, and there is no expiration date on the royalty. Midas includes an underground, mechanized narrow vein mine, related mine support infrastructure, mining equipment, a Merrill-Crowe refining facility, a milling circuit, and administrative buildings, all of which are in reasonably well-maintained, operating condition. The map below illustrates the location and access to Midas:



The Midas mine is the largest known gold-silver epithermal deposit along the NNR, and is located in the Midas mining district, also known as the Gold Circle district. The Midas deposit consists of a series of complex steeply dipping, quartz-calcite-adularia precious metal veins hosted by volcanic and volcanoclastic rocks. Gold mineralization occurs as electrum and is intimately associated with selenide and sulfide minerals. It belongs to a suite of middle Miocene low-sulfidation epithermal gold and silver mineralizing systems associated with magmatism and faulting along the NNR. The mineralization model at Midas is a shallow, low-sulfidation, vertically- and laterally-zoned, epithermal gold-silver system. Rocks in the Midas district are primarily ash flow, air-fall and lithic tuffs, felsic plugs, volcanoclastic sediments and gabbroic sills and dikes.

Gold and silver mineralization at Midas is hosted in several northwest-striking veins. The veins are divided into four principal groups based on their location and orientation. The two principal groups that host the majority of the identified mineralized material are the Main Veins and East Veins. The Main Veins dip easterly and are gold dominant, while the East Veins dip to the west and contain higher silver content than the Main Veins. The Main Veins produced more than 2.2 million ounces of gold and 26.9 million ounces of silver between 1998 and 2013, principally from the Colorado Grande and Gold Crown Veins. Initial development and production from the East Veins began in 2012. The third group of veins is comprised of the Queen and Trinity Veins located to the south of the existing workings and south of the regional South Owyhee Fault. They are defined by limited underground and surface drilling and there has been no mine production from them to date. The Queen Vein and Trinity Vein systems represent high-priority, near-mine exploration targets. The fourth group of veins are west of the Main Vein system and includes the Link and Midas Trend Veins. Like the southern vein group, these veins have yet to be delineated from underground.

Mineralized material has been identified on the Main and East veins and other veins near the active mine workings. Active drill testing is taking place in these areas and is being prioritized based on ounce expectations, accessibility from existing development and geotechnical, ventilation, and hydrological considerations. Mine plans are being updated on a regular basis as results are received.

The Midas mine is located on the southeast flank of the Snowstorm Mountain range near the eastern margin of the NNR structural domain, hosted in a bimodal suite of volcanic rocks. Several other structurally controlled, epithermal precious-metal vein deposits are hosted in similar Miocene-age volcanic rocks along the NNR, including Fire Creek and the Mule Canyon mine. These mineral deposits occur along the NNR and share similar mineralization characteristics, including epithermal textures and trace-elements, locally high-grade gold and silver, mid-Miocene ages of mineralization and close temporal association with the Miocene host rocks.

The Midas mine is a modern, mechanized narrow vein mine. Design constraints included four feet minimum width for longhole stopes with development drifts spaced at 50-foot vertical intervals. Stope development drift dimensions maintained a constant height of 11 feet and a minimum width of seven feet. Cut and fill stopes are a minimum of six feet in width, and each cut is ten feet high. Mining and backfill tasks were created from all designed excavations. These tasks were assigned costs and productivities specific to the excavation or backfill task type. Alternative mining methods such as shrinkage stoping and alimak stoping are being investigated. The veins at Midas can vary in thickness from a few inches to over ten feet. In the third quarter of 2018, we decided to stop production at the Midas mine, and are utilizing some of the equipment and employees from that location for production and development at the Fire Creek and Hollister mines.

#### *Midas Mill*

Ore from the Fire Creek, Midas and Hollister mines is processed at the Midas mill, which has a design capacity of 1,200 tons per day. Fire Creek and Midas ore is processed using a counter current decantation ("CCD") circuit. Hollister ore is processed using a carbon in leach ("CIL") circuit. Run-of-mine ore is crushed to 100% passing one-half inch in a conventional two-stage crushing circuit which utilizes a primary jaw crusher and a secondary cone crusher with the circuit closed by a double deck vibrating screen. The crushed product reports to the grinding circuit consisting of an 800 horsepower overflow ball mill and a 250 horsepower vert-mill. The circuit is closed using a bank of four (three operating, one standby) 10-inch cyclones. A portion of the cyclone underflow is sent to a gravity concentrator to remove coarse gold. The gravity concentrate is leached using an Acacia intense cyanidation unit with the gravity tail returned to the grinding circuit for further grinding. The ground product is thickened before being leached with cyanide for 72 hours in a series of eight leach tanks. The leached slurry reports to a conventional five-stage counter current decantation circuit with the overflow solution from the first thickener, together with the pregnant solution from the Acacia reactor, reporting to the Merrill-Crowe circuit where zinc dust is used to precipitate the precious metal from solution. The underflow from the fifth thickener is treated to eliminate the remaining cyanide and pumped to the tailings storage facility. Mercury is removed from the precipitate in a retort oven before being smelted and poured into doré bars. The bars are shipped off site for further refining by a third party.

For Hollister, the ground ore reports to the pre-leach thickener in the same manner as it does when running the CCD circuit. Thickener underflow is pumped to the first in a series of four CIL tanks. Sodium cyanide is added to the first tank to enable gold leaching. Each of the four tanks are equipped with a carbon retention screen and a carbon advance pump. The first and fourth tanks also have a loaded carbon screen on the top of the tanks. The slurry flows through the retention screens to the next successive tank and is ultimately pumped to cyanide detoxification and to the tails facility. New carbon is added to the fourth tank and is pumped counter current to the slurry flow from the fourth tank, progressively upstream, until loaded carbon is pumped over the screen on the first tank and into carbon transport bags. The carbon transport bags are then loaded on a truck and hauled to the Aurora mill where they are stripped. The sludge is collected and shipped to the Midas refinery to be poured into doré bars. The bars are shipped off site for further refining by a third party.

For the portion of 2018 under our ownership, total mill recovery of gold and silver was approximately 86% and 72%, respectively.

Midas receives electrical power provided by NV Energy.

As of December 31, 2018, the net book value of the Midas mine and its associated plant, equipment and mineral interests was approximately \$59.4 million, and the net book value of the Midas mill, tailings facility and associated plant and equipment was approximately \$30.8 million. As of December 31, 2018, we have recorded an \$11.6 million asset retirement obligation for reclamation and closure costs at Midas. We maintain a surety bond as financial security for future reclamation and closure work.

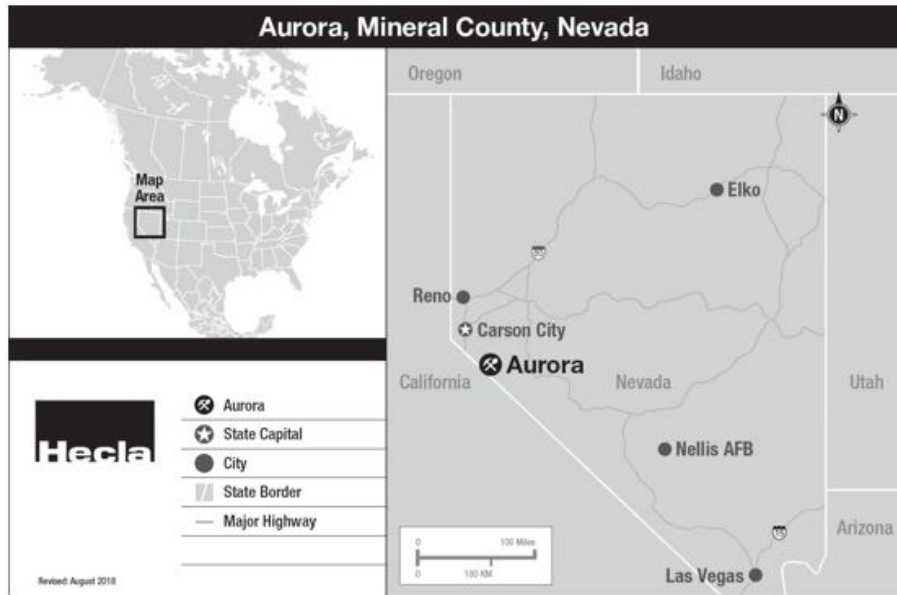
In 2018, surface and underground exploration drilling was completed on the Trinity target, a small, high-grade deposit south of the Midas mine. This drilling suggests vein mineralization may be strongest along the edges of the Trinity Corridor and mafic dikes and appears to be open both to the south and north. There is currently no drill program planned at Midas for 2019.

At the Midas mine, 2019 exploration programs are designed to evaluate vein targets within an extensive property.



Aurora

Gold was discovered in 1860 on the Aurora property and since that time various companies have mined from this location. Klondex acquired the property in October 2016. The Aurora project includes fully-permitted past producing underground mine and open pit mine operations, which are currently inactive. Aurora is located in west central Nevada 10 miles from the California border in Mineral County, approximately 20 miles west of Hawthorne, Nevada. Access is provided by all-weather paved and gravel county roads. Aurora consists of 92 patented mining claims, 944 acres of fee lands, and 448 unpatented lode-mining claims, totaling approximately 9,928 contiguous acres that encompass the entire district. Patented claims occupy private lands and our unpatented claims occupy public lands, administered by the BLM. Unpatented claims are governed by the laws and regulations of the U.S. federal government and the state of Nevada. To maintain our patented claims in good standing, we must pay the annual property fee payments to the county in which the claims are held. To maintain our unpatented claims in good standing, we must file an annual notice of intent to maintain the claims with the county and pay the annual mineral claim filing fees to the BLM. A portion of the patented and unpatented claims owned or leased by us and the leased fee lands are subject to underlying royalties, including a 3% royalty that would be split among two companies. Aurora includes an underground mine, former open pit mines, related mine support infrastructure, mining equipment, a milling circuit with permitted tails storage facility, and administrative buildings, all of which are in reasonably well-maintained condition. The site has access to three-phase overland power which is used to operate the mill. The map below illustrates the location and access to Aurora:



Aurora is located within the Walker Lane structural belt of western Nevada. The Walker Lane is characterized by northwest-trending en echelon right-lateral strike slip faults that have tilted and rotated structural blocks since mid-Miocene through the Quaternary. Mineralized veins typically occur along northeasterly orientations. Northeast structures mostly host post-date vein mineralization in the district. Mineralization at Aurora occurs as low-sulfidation epithermal veins, breccias, and stockwork zones in Miocene intermediate to felsic composition volcanic rocks. The Prospectus and Humboldt areas are underlain by a complex series of andesitic flows, conglomerates, and lahars. The Martinez area is underlain by a more "porphyritic" volcanic/subvolcanic rock of andesitic to dacitic composition. Mineralized veins are typically composed of several generations of silica accompanied by variable amounts of adularia, sericite, pyrite, base metal sulfides, sulfosalts and electrum.

The Aurora mill is operational and is currently being used to strip loaded carbon from Hollister ore that has been processed at the Midas mill. The crushed product is ground using a SAG mill and two over flow ball mills with the circuit closed by a bank of cyclones. The cyclone overflow reports to a series of 8 CIL tanks where cyanide is added and precious metal is leached from the ore and adsorbed onto the carbon. Carbon bags are first emptied into an attrition tank. From the attrition tank the carbon is pumped over a dewatering screen, reporting to a carbon storage tank. From the carbon storage tank, the carbon is pumped over another dewatering screen, reporting to the acid wash vessel. The carbon is acid washed using dilute nitric acid to remove acid soluble scale from the carbon. After acid wash the carbon is pumped to the strip vessel where the precious metal is removed from the carbon. Hot caustic solution is pumped through the vessel to remove the precious metal from the carbon and into the pregnant strip solution tank. The strip solution is then pumped through a series of three electrowinning cells where the precious metal is removed from solution, reporting as sludge in the bottom of the cell. The sludge is collected into either buckets or bins and transported to the Midas refinery. Fluxes and sludge are added to the refinery furnace and poured into doré bars. The bars are transported to a third-party refinery for further processing.

As of December 31, 2018, the net book value of the Aurora mine and mill property and its associated plant, equipment and mineral interests was approximately \$5.7 million. As of December 31, 2018, we have recorded a \$4.1 million asset retirement obligation for reclamation and closure costs at Aurora. We maintain a surety bond as financial security for future reclamation and closure work.



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Information with respect to the Nevada Operation unit's production, Cost of sales and other direct production costs and depreciation, depletion and amortization, average Cash Cost, After By-product Credits, Per Gold Ounce, AISC, After By-product Credits, Per Gold Ounce, and proven and probable ore reserves for 2018 is set forth in the table below.

	<b>July 20 through December 31, 2018</b>
<b>Production</b>	
Ore milled (tons)	116,383
Gold (ounces)	32,887
Silver (ounces)	172,301
<b>Cost of sales and other direct production costs and depreciation, depletion and amortization</b>	<b>\$ 47,005</b>
<b>Cash Cost, After By-product Credits, Per Gold Ounce <sup>(1)</sup></b>	<b>\$ 1,220.85</b>
<b>AISC, After By-product Credits, Per Gold Ounce <sup>(1)</sup></b>	<b>\$ 1,950.35</b>
<b><u>Proven Ore Reserves<sup>(2,3,4,5)</sup></u></b>	
Total tons	
Fire Creek	23,900
Hollister	2,400
Total Nevada Operations	26,300
Gold (ounces per ton)	
Fire Creek	1.2
Hollister	0.7
Total Nevada Operations	1.2
Silver (ounces per ton)	
Fire Creek	1.1
Hollister	0.7
Total Nevada Operations	1.7
Contained gold (ounces)	
Fire Creek	28,900
Hollister	1,700
Total Nevada Operations	30,600
Contained silver (ounces)	
Fire Creek	27,100
Hollister	16,500
Total Nevada Operations	43,600
<b><u>Probable Ore Reserves<sup>(2,3,4,5)</sup></u></b>	
Total tons	
Fire Creek	91,200
Hollister	9,100
Total Nevada Operations	100,300
Gold (ounces per ton)	
Fire Creek	0.4
Hollister	0.7
Total Nevada Operations	0.5
Silver (ounces per ton)	
Fire Creek	0.3
Hollister	7.2
Total Nevada Operations	1.0
Contained gold (ounces)	
Fire Creek	40,400
Hollister	5,900
Total Nevada Operations	46,300
Contained silver (ounces)	
Fire Creek	29,800
Hollister	65,900
Total Nevada Operations	95,700
<b><u>Total Proven and Probable Ore Reserves<sup>(2,3,4,5)</sup></u></b>	
Total tons	
Fire Creek	115,100
Hollister	11,500
Total Nevada Operations	126,600
Gold (ounces per ton)	
Fire Creek	0.6
Hollister	0.7
Total Nevada Operations	0.6
Silver (ounces per ton)	
Fire Creek	0.5
Hollister	7.2
Total Nevada Operations	1.1
Contained gold (ounces)	
Fire Creek	69,300
Hollister	7,600
Total Nevada Operations	76,900
Contained silver (ounces)	
Fire Creek	56,900



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- (1) Includes by-product credits from silver production. Cash Cost, After By-product Credits, Per Gold Ounce and AISC, After By-product Credits, Per Gold Ounce represent measurements that are not in accordance with GAAP that management uses to monitor and evaluate the performance of our mining operations. We believe these measurements provide indicators of economic performance and efficiency at each location and on a consolidated basis, as well as providing a meaningful basis to compare our results to those of other mining companies and other operating mining properties. A reconciliation of cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, to these non-GAAP measures can be found in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*, under *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.
- (2) The term "reserve" means that part of a mineral deposit that can be economically and legally extracted or produced at the time of the reserve determination. The term "economically," as used in the definition of reserve, means that profitable extraction or production has been established or analytically demonstrated to be viable and justifiable under reasonable investment and market assumptions. The term "legally," as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, we must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a time frame consistent with our current mine plans.
- (3) Proven and probable ore reserves are calculated and reviewed in-house and are subject to periodic audit by others, although audits are not performed on an annual basis. Cutoff grade assumptions vary by ore body and are developed based on reserve metals price assumptions, anticipated mill recoveries and refiner payables, and cash operating costs. The cutoff grades assumptions are 0.339 gold-equivalent ounces per ton at Fire Creek and 0.396 gold-equivalent ounces per ton at Hollister. Our estimates of proven and probable reserves for 2018 are based on prices of \$1,200 per ounce for gold and \$14.50 per ounce for silver.
- (4) Reserves are in-place materials that incorporate estimates of the amount of waste that must be mined along with the ore and expected mining recovery. The 2018 reserve model assumes average total mill recoveries for gold and silver of approximately 94% and 92%, respectively, for Fire Creek and approximately 87% and 80%, respectively, for Hollister.

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- (5) Fire Creek resource and reserve estimates were prepared by John Spring, Chief Geologist, Agapito Orozco, Senior Resource Geologist, Sarah Bull, Senior Mining Engineer, and Denver Winslow, Chief Engineer at the Nevada Operations unit and reviewed by Keith Blair, Chief Resource Geologist at Hecla Limited and Dean McDonald, Senior Vice President of Exploration.

Hollister reserve and resource estimates were prepared by Gabe Adogla, Chief Geologist, Agapito Orozco, Senior Resource Geologist, Charles Watts, Senior Mining Engineer, and Bryan Farbridge, Chief Engineer at the Nevada Operations unit and reviewed by Keith Blair, Chief Resource Geologist at Hecla Limited and Dean McDonald, Senior Vice President of Exploration.

At Midas, new resource modeling was completed by Gabe Adogla, Chief Geologist, and Agapito Orozco, Senior Resource Geologist at the Nevada Operations unit and reviewed by Keith Blair, Chief Resource Geologist at Hecla Limited and Dean McDonald, Senior Vice President of Exploration.

**Item 3. Legal Proceedings**

For a discussion of our legal proceedings, see *Note 8 of Notes to Consolidated Financial Statements*.

**Item 4. Mine Safety Disclosures**

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in exhibit 95 to this report.

**PART II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Shares of our common stock are traded on the New York Stock Exchange, Inc. under the symbol "HL." As of February 19, 2019, there were 3,836 stockholders of record of our common stock.

The following table provides information as of December 31, 2018 regarding our compensation plans under which equity securities are authorized for issuance:

	<b>Number of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options</b>	<b>Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans</b>
<b>Equity Compensation Plans Approved by Security Holders:</b>			
2010 Stock Incentive Plan	—	N/A	3,267,759
Stock Plan for Non-Employee Directors	—	N/A	3,120,707
Key Employee Deferred Compensation Plan	—	N/A	433,833
<b>Total</b>	<b>—</b>	<b>N/A</b>	<b>6,822,299</b>

See *Note 9* and *Note 10* of *Notes to Consolidated Financial Statements* for information regarding the above plans.

On November 30, 2018, we issued 865,703 unregistered shares of our common stock in a private placement to the Hecla Mining Company Retirement Plan Trust in order to satisfy the funding requirements for that defined benefit pension plan. The private placement was exempt from registration under the Securities Act of 1933 pursuant to section 4(a)(2) of that Act. The shares were subsequently registered for resale on a registration statement on Form S-3 filed with the SEC on November 30, 2018. We did not receive any cash proceeds from the issuance of the shares. The shares had a value of approximately \$2.1 million at the time of issuance.

On September 12, 2018, we issued 1,870,749 unregistered shares of our common stock in a private placement to the Hecla Mining Company Retirement Plan Trust in order to satisfy the funding requirements for that defined benefit pension plan. The private placement was exempt from registration under the Securities Act of 1933 pursuant to section 4(a)(2) of that Act. The shares were subsequently registered for resale on a registration statement on Form S-3 filed with the SEC on September 12, 2018. We did not receive any cash proceeds from the issuance of the shares. The shares had a value of approximately \$5.5 million at the time of issuance.

On July 20, 2018, we issued 75,276,176 unregistered shares of common stock to the former holders of common stock of Klondex Mines Ltd. ("Klondex") to partially fund the acquisition of Klondex (see *Note 16* of *Notes to Consolidated Financial Statements*). The shares were not registered under the Securities Act of 1933 pursuant to an exemption from registration under Section 3(a)(10) of such act.

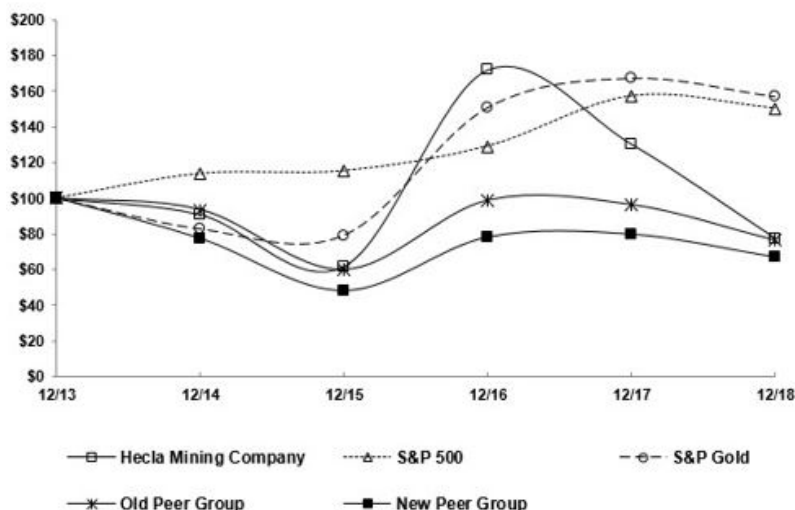
We did not issue any unregistered equity securities in 2017.

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On February 26, 2016, we issued 1,826,509 unregistered shares of our common stock in private placements to the Hecla Mining Company Retirement Plan Trust and The Lucky Friday Pension Plan Trust, in order to satisfy the funding requirements for those defined benefit pension plans. The private placements were exempt from registration under the Securities Act of 1933 pursuant to section 4(a)(2) of that Act. The shares were subsequently registered for resale on a registration statement on Form S-3 filed with the SEC on February 26, 2016. We did not receive any proceeds from the sale of the shares. The shares had a value of \$4.2 million at the time of issuance.

The following performance graph compares the performance of our common stock during the period beginning December 31, 2013 and ending December 31, 2018 to the S&P 500, the S&P 500 Gold Index, a peer group for the year ending December 31, 2018 ("New Peer Group"), and a peer group for the year ending December 31, 2017 ("Old Peer Group"). The New Peer Group consists of the following companies: Alamos Gold Inc., B2Gold Corp., Centerra Gold, Inc., Coeur Mining, Inc., Detour Gold Corporation, Eldorado Gold Corp., First Majestic Silver Corp., IAMGOLD Corporation, Kirkland Lake Gold Ltd., New Gold Inc., Pan American Silver Corp., Silver Standard Resources Inc., Tahoe Resources Inc. and Yamana Gold Inc. The Old Peer Group did not include Kirkland Lake Gold Ltd. and Yamana Gold Inc., which were added in the New Peer Group, and included Endeavour Silver Corp., Primero Mining Corp., and Royal Gold, Inc., which were removed from the New Peer Group. We determined the companies added to the New Peer Group are more representative of our size and business compared to the companies removed from the New Peer Group. The graph assumes a \$100 investment in our common stock and in each of the indexes and peer groups since the beginning of the period, and a reinvestment of dividends paid on such investments on a quarterly basis throughout the period.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN**  
Among Hecla Mining Company, the S&P 500 Index, the S&P Gold Index, Old Peer Group and New Peer Group



Date	Hecla Mining	S&P 500	S&P 500 Gold Index	2017 Old Peer Group	2018 New Peer Group
December 2013	\$ 100.00	\$ 100.00	\$ 100.00	\$ 100.00	\$ 100.00
December 2014	\$ 90.89	\$ 113.69	\$ 82.85	\$ 93.61	\$ 77.53
December 2015	\$ 61.83	\$ 115.26	\$ 79.26	\$ 59.94	\$ 48.45
December 2016	\$ 171.80	\$ 129.05	\$ 150.67	\$ 98.80	\$ 78.17
December 2017	\$ 130.43	\$ 157.22	\$ 167.10	\$ 96.39	\$ 79.81
December 2018	\$ 77.78	\$ 150.33	\$ 156.84	\$ 76.38	\$ 67.09

The stock performance information above is "furnished" and shall not be deemed to be "soliciting material" or subject to Rule 14A of the Exchange Act, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this report and irrespective of any general incorporation by reference language in any such filing, except to the extent that it specifically incorporates the information by reference.

On May 8, 2012, we announced that our board of directors approved a stock repurchase program. Under the program, we are authorized to repurchase up to 20 million shares of our outstanding common stock from time to time in open market or privately negotiated transactions. See *Note 9 of Notes to Consolidated Financial Statements* for more information. We made no purchases of our outstanding common stock during the quarter and year ended December 31, 2018.

**Item 6. Selected Financial Data**

The following table (in thousands, except per share amounts, common shares issued, stockholders of record, and employees) sets forth selected historical consolidated financial data as of and for each of the years ended December 31, 2014 through 2018, and is derived from our audited financial statements (except for stockholders of record and employees). The data set forth below should be read in conjunction with, and is qualified in its entirety by, our Consolidated Financial Statements and the Notes thereto.

	<u>2018</u> <sup>(7)</sup>	<u>2017</u> <sup>(6)</sup>	<u>2016</u> <sup>(5)</sup>	<u>2015</u>	<u>2014</u>
		Revised <sup>(8)</sup>	Revised <sup>(8)</sup>	Revised <sup>(8)</sup>	Revised <sup>(8)</sup>
Sales of products	\$ 567,137	\$ 577,775	\$ 645,957	\$ 443,567	\$ 500,781
Net income (loss)	\$ (26,563)	\$ (28,520)	\$ 61,569	\$ (94,738)	\$ 16,306
Preferred stock dividends <sup>(1)</sup>	\$ (552)	\$ (552)	\$ (552)	\$ (552)	\$ (552)
Income (loss) applicable to common stockholders	\$ (27,115)	\$ (29,072)	\$ 61,017	\$ (95,290)	\$ 15,754
Basic income (loss) per common share	\$ (0.06)	\$ (0.07)	\$ 0.16	\$ (0.25)	\$ 0.04
Diluted income (loss) per common share	\$ (0.06)	\$ (0.07)	\$ 0.16	\$ (0.25)	\$ 0.04
EBITDA <sup>(2)</sup>	\$ 148,585	\$ 156,922	\$ 236,373	\$ 106,943	\$ 151,347
Total assets	\$ 2,703,944	\$ 2,345,158	\$ 2,355,795	\$ 2,213,359	\$ 2,260,578
Accrued reclamation & closure costs	\$ 108,389	\$ 86,045	\$ 85,580	\$ 95,538	\$ 57,250
Non-current portion of debt and capital leases <sup>(3)</sup>	\$ 540,670	\$ 508,422	\$ 506,817	\$ 509,040	\$ 512,129
Cash dividends paid per common share <sup>(4)</sup>	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01
Common shares issued and outstanding	482,603,937	399,176,425	395,286,875	378,112,840	367,376,863
Stockholders of record	3,617	3,784	4,197	4,392	5,571
Employees	1,714	1,431	1,396	1,404	1,354

- (1) We declared and paid all quarterly dividends on our Series B preferred shares for 2014, 2015, 2016, 2017 and 2018, totaling \$0.6 million for each of those years.
- (2) Earnings before interest, taxes, depreciation, and amortization ("EBITDA") is a non-GAAP measurement. EBITDA is used by management, and we believe is useful to investors, for evaluating our operational performance. A reconciliation of this non-GAAP measure to net income (loss), the most comparable GAAP measure, can be found in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*, under *Reconciliation of Net Income (Loss) (GAAP) to Earnings Before Interest, Taxes, Depreciation, and Amortization (non-GAAP)*.
- (3) On April 12, 2013, we completed an offering of \$500 million in aggregate principal amount of our Senior Notes due May 1, 2021 in a private placement conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended. In 2014, an additional \$6.5 million aggregate principal amount of the Senior Notes were issued to our pension plan. On March 5, 2018, we entered into a note purchase agreement pursuant to which we issued CAD\$40 million (approximately USD\$30.8 million at the time of the transaction) in aggregate principal amount of our Series 2018-A Senior Notes due May 1, 2021 to Ressources Québec, a subsidiary of Investissement Québec, a financing arm of the Québec government. More information can be found in *Note 7 of Notes to Consolidated Financial Statements*.
- (4) See *Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities* for a summary of the common stock dividends declared by our board of directors for the years presented.
- (5) In the third quarter of 2015, we made the development decision to mine near-surface, high-grade portions of silver and gold deposits from shallow open pits at our San Sebastian unit in Mexico. Mine production commenced in the fourth quarter of 2015, and mill production started in December 2015. The first sales from San Sebastian occurred in the first quarter of 2016, and operations have continued there since that time. See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, The San Sebastian Segment* for more information.
- (6) In March 2017, employees represented by a union at our Lucky Friday unit went on strike, and have been on strike since that time. Production and sales at Lucky Friday have been limited during the strike period. See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, The Lucky Friday Segment* for more information.

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- (7) In July 2018, we acquired Klondex for total consideration of \$414.2 million, including issuance of 75,276,176 shares of our common stock. The net loss for 2018 includes costs of \$10.0 million related to the acquisition. See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, The Nevada Operations Segment* for more information on the results for our newly-acquired Nevada operations for the portion of 2018 under our ownership.
- (8) See *Note 2 of Notes to Consolidated Financial Statements*.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Overview**

Established in 1891 in northern Idaho's Silver Valley, we believe we are the oldest operating precious metals mining company in the United States and the largest silver producer in the U.S. Our corporate offices are in Coeur d'Alene, Idaho and Vancouver, British Columbia. Our production profile includes:

- silver, gold, lead, and zinc contained in concentrates shipped to various smelters or sold to brokers; and
- doré containing gold and silver, which is further refined before sale of the metals to precious metal traders.

Our operating properties comprise our five business segments for financial reporting purposes: the Greens Creek operating unit on Admiralty Island in Alaska, the Lucky Friday operating unit in Idaho, the Casa Berardi operating unit in Quebec, Canada, the San Sebastian operating unit in Durango, Mexico, and the Nevada Operations unit in northern Nevada. Since our operating mines are located in the U.S., Canada, and Mexico, we believe they have low or relatively moderate political risk, and less economic risk than mines located in other parts of the world. Our exploration interests are also in the United States, Canada, and Mexico, and are located in historical mining districts.

Our operating and strategic framework is based on expanding our production and locating and developing new resource potential. In 2018, we

- Reported sales of products of \$567.1 million, which was the third highest in our history, after our record set in 2016 and the second highest in 2017, in spite of a strike at our Lucky Friday unit since March 2017.
- Achieved gold production that was the highest in our history, primarily as a result of higher throughput at Casa Berardi, continued production at San Sebastian, and the addition of our Nevada Operations in July 2018.
- Completed the acquisition of Klondex in July 2018, giving us ownership of a mill, operating mines and other mineral interests in northern Nevada (discussed further below).
- Generated \$94.2 million in net cash flows from operating activities. See the *Financial Liquidity and Capital Resources* section below for further discussion.
- Produced the most gold at our Casa Berardi unit since its acquisition in 2013, primarily due to record ore throughput.
- Completed underground development at our San Sebastian unit and ramped-up underground production there after it commenced in January 2018 (discussed further below).
- Made capital expenditures (including lease additions, capitalized interest, and other non-cash items) of approximately \$146.5 million, including \$43.6 million at Greens Creek, \$39.8 million at Casa Berardi, \$35.7 million at Nevada Operations, \$14.2 million at Lucky Friday, and \$8.5 million at San Sebastian.
- Increased overall proven and probable reserves at December 31, 2018, with reserves for silver, gold, zinc and lead increasing by 8%, 26%, 11% and 5%, respectively, compared to their levels in 2017. The reserves for silver, gold and lead represent the highest levels in our history with, zinc reserves representing the second highest in our history. See *Item 2. Property Descriptions* for additional information on proven and probable reserves at each of our operating units.

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- Performed exploration and pre-development activities during the year, drilling targets at our land packages in Alaska, Idaho, Nevada, British Columbia, Quebec and Mexico.

The average realized silver, lead and zinc prices decreased in 2018 to \$15.63, \$1.04 and \$1.27, respectively, with the realized gold price increasing slightly to \$1,265, from average realized prices of \$17.23 for silver, \$1,261 for gold, \$1.06 for lead, and \$1.32 for zinc in 2017. Average realized prices for all four metals were higher in 2017 compared to their annual averages in 2016, which were \$17.16 for silver, \$1,245 for gold, \$0.85 for lead, and \$0.95 for zinc. Lead and zinc represent important by-products at our Greens Creek and Lucky Friday segments, and gold is also a significant by-product at Greens Creek and San Sebastian.

See the *Results of Operations* section below for a discussion of the factors impacting income applicable to common stockholders for the three years ended December 31, 2018, 2017 and 2016.

### *Key Issues*

We intend to achieve our long-term objective of generating financial returns, improving operating performance, and expanding our proven and probable reserves by operating, developing and acquiring long-lived, low-cost mines with large land positions in politically stable jurisdictions. Our strategic plan requires that we manage multiple challenges and risks inherent in conducting mining, development, exploration and metal sales at multiple locations.

One such risk involves metals prices, over which we have no control except, on a limited basis, through the use of derivative contracts. As discussed in the *Critical Accounting Estimates* section below, metals prices are influenced by a number of factors beyond our control. While we believe global economic and industrial trends could result in continued demand for the metals we produce, prices have been volatile and there can be no assurance that current prices will continue.

Volatility in global financial markets poses a significant challenge to our ability to access credit and equity markets, should we need to do so, and to predict sales prices for our products. We utilize forward contracts to manage exposure to declines in the prices of silver, gold, zinc and lead contained in our concentrates that have been shipped but have not yet settled, and zinc and lead that we forecast for future concentrate shipments. In addition, we have in place a \$250 million revolving credit agreement under which approximately \$199 million was available as of the filing date of this report.

On July 20, 2018, we completed the acquisition of all of the issued and outstanding common shares of Klondex for total consideration valued at approximately \$414.2 million at the time of consummation of the acquisition. See *Note 16 of Notes to Consolidated Financial Statements* for more information. As a result of the acquisition, we own 100% of three producing gold mines, along with interests in various gold exploration properties, in northern Nevada. The acquisition is expected to increase our annual gold production, gives us ownership of operating gold mines and identified gold reserves and other mineralized material, and provides access to a large land package with known mineralization. We are faced with the challenge of integrating the acquisition and assuming operating responsibility for Klondex's mines and other operations. See *Item 1A. Risk Factors - Operating, Development, Exploration and Acquisition Risks* for risks associated with our acquisition of Klondex.

On June 1, 2013, we completed the acquisition of all of the issued and outstanding common shares of Aurizon for total consideration of CAD\$740.8 million (US\$714.5 million). The acquisition gave us 100% ownership of the producing Casa Berardi gold mine, along with interests in various gold exploration properties in the Abitibi region of northwestern Quebec, Canada. As further discussed in *Item 7A. Quantitative and Qualitative Disclosures About Market Risk*, the acquisition has increased our exposure to risks associated with exchange rate fluctuations between the U.S. dollar and Canadian dollar. We make our strategic plans in the context of significant uncertainty about future availability of ore to mine and process. To sustain operations, we must find new opportunities that require many years and substantial expenditures from discovery to production. We approach this challenge by investing in exploration and capital in districts with known mineralization. On June 15, 2015, we completed the acquisition of Revett, giving us 100% ownership of the Rock Creek project, a significant undeveloped silver and copper deposit in northwestern Montana. In addition, on September 13, 2016, we completed the acquisition of Mines Management, giving us 100% ownership of the Montanore project, another significant undeveloped silver and copper deposit located approximately 10 miles from our Rock Creek project. See *Note 16 of Notes to Consolidated Financial Statements* for more information on these acquisitions. Development of Rock Creek and Montanore has been challenged by non-governmental organizations and governmental agencies at various times, and there can be no assurance that we will be able to obtain the permitting required to develop these projects. In *Risk Factors*, see *Legal challenges could prevent the Rock Creek or Montanore projects from ever being developed* for more information.



During the third quarter of 2015, we made a development decision to mine near surface, high grade portions of silver and gold deposits at our San Sebastian project in Mexico. Ore production commenced from the pits in the fourth quarter of 2015 and continued until the end of 2017. In addition, work began in the first quarter of 2017 to develop new, and rehabilitate old, underground access which would allow us to mine deeper portions of the deposits at San Sebastian, allowing underground ore production to begin in January 2018 and continue since that time. See *The San Sebastian Segment* section below for more information. We generated positive cash flows at San Sebastian in 2016, 2017 and 2018, and we believe that we will continue to do so over the next approximately three years. However, our ability to generate positive cash flows at San Sebastian may be impacted by changes in estimated costs, precious metals prices, or other factors, and there can be no assurance that we will be able to develop and operate San Sebastian as anticipated.

As further discussed in *The Lucky Friday Segment* section below, the union employees at Lucky Friday have been on strike since March 13, 2017. Production at Lucky Friday was suspended from the start of the strike until July 2017, with limited production by salaried employees commencing at that time. We cannot predict how long the strike will last or whether an agreement will be reached. We expect cash expenditures of about \$1.5 million to \$2.0 million per month to advance engineering and infrastructure for the restart of full production, in addition to costs related to limited interim production. As a result of the strike or other related events, operations at Lucky Friday could continue to be disrupted, which could adversely affect our financial condition and results of operations.

The total principal amount of our Senior Notes due May 1, 2021 is \$506.5 million and they bear interest at a rate of 6.875% per year. \$490 million in net proceeds from the Senior Notes were used to partially fund the acquisition of Aurizon in June 2013. In addition, in March 2018 we entered into a note purchase agreement pursuant to which we issued CAD\$40 million (approximately USD\$30.8 million at the time of the transaction) in aggregate principal amount of our Series 2018-A Senior Notes due May 1, 2021 (the "RQ Notes") to Ressources Québec which have an annual coupon rate of 4.68%. The net proceeds from the RQ Notes are required to be used for development and expansion of our Casa Berardi unit. Also, we drew \$71 million under our revolving credit facility during 2018, all of which was repaid during 2018. Amounts drawn on the revolving credit facility are subject to a variable rate of interest. See *Note 7 of Notes to Consolidated Financial Statements* for more information on our debt arrangements. As discussed in the *Financial Liquidity and Capital Resources* section below, we believe that we will be able to meet the obligations associated with the Senior Notes, RQ Notes and amounts drawn on our revolving credit facility; however, a number of factors could impact our ability to meet the debt obligations and fund our other projects.

We strive to achieve excellent mine safety and health performance. We seek to implement this goal by: training employees in safe work practices; establishing, following and improving safety standards; investigating accidents, incidents and losses to avoid recurrence; involving employees in the establishment of safety standards; and participating in the National Mining Association's CORESafety program. We attempt to implement reasonable best practices with respect to mine safety and emergency preparedness. We work with the Mine Safety and Health Administration ("MSHA") to address issues outlined in investigations and inspections and continue to evaluate our safety practices. As a result of industry-wide fatal accidents in recent years, primarily at underground coal mines, there has been an increase in mine regulation. In addition, under the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC was directed to issue rules regarding the disclosure of mine safety data. Our ability to achieve and maintain compliance with MSHA regulations will be challenging and may increase our operating costs. See *Item 1A. Risk Factors - We face substantial governmental regulation, including the Mine Safety and Health Act, various environmental rules and regulations and the 1872 Mining Law.*

Another challenge for us is the risk associated with environmental litigation and ongoing reclamation activities. As described *Item 1A. Risk Factors* and in *Note 8 of Notes to Consolidated Financial Statements*, it is possible that our estimate of these liabilities (and our ability to estimate liabilities in general) may change in the future, affecting our strategic plans. We are involved in various environmental legal matters and the estimate of our environmental liabilities and liquidity needs, as well as our strategic plans, may be significantly impacted as a result of these matters or new matters that may arise. We strive to ensure that our activities are conducted in compliance with applicable laws and regulations and attempt to resolve environmental litigation on terms as favorable to us as possible.

Reserve estimation is a major risk inherent in mining. Our reserve estimates, which drive our mining and investment plans, the valuation of a significant portion of our long-term assets, and depreciation, depletion and amortization expense, may change based on economic factors and actual production experience. Until ore is mined and processed, the volumes and grades of our reserves must be considered as estimates. Our reserves are depleted as we mine. Reserves can also change as a result of changes in economic and operating assumptions.

**Results of Operations**

Sales of products by metal for the years ended December 31, 2018, 2017 and 2016 were as follows:

(in thousands)	Year Ended December 31,		
	2018	2017	2016
Silver	\$ 144,609	\$ 194,813	\$ 274,438
Gold	313,076	277,421	276,630
Lead	33,829	37,995	63,942
Zinc	99,800	104,023	95,058
Less: Smelter and refining charges	(24,177)	(36,477)	(64,111)
Sales of products	\$ 567,137	\$ 577,775	\$ 645,957

The fluctuations in sales for 2018 compared to 2017 and 2016 were primarily due to:

- Lower quantities of silver, lead and zinc sold, partially offset by higher gold quantities, in 2018 compared to 2017 and 2016. Silver, gold, lead and zinc sales volumes were lower in 2017 compared to 2016 due to lower production of those metals. See *The Greens Creek Segment*, *The Lucky Friday Segment*, *The Casa Berardi Segment*, *The San Sebastian Segment*, and *The Nevada Operations Segment* sections below for more information on metal production and sales volumes at each of our operating segments. Total metals production and sales volumes for each period are shown in the following table:

		Year Ended December 31,		
		2018	2017	2016
Silver -	Ounces produced	10,369,503	12,484,844	17,177,317
	Payable ounces sold	9,254,385	11,308,958	15,997,087
Gold -	Ounces produced	262,103	232,684	233,929
	Payable ounces sold	247,528	219,929	222,105
Lead -	Tons produced	20,091	22,733	42,472
	Payable tons sold	16,214	17,960	37,519
Zinc -	Tons produced	56,023	55,107	68,516
	Payable tons sold	39,273	39,335	49,802

The difference between what we report as "ounces/tons produced" and "payable ounces/tons sold" is attributable to the difference between the quantities of metals contained in the concentrates we produce versus the portion of those metals actually paid for by our customers according to the terms of our sales contracts. Differences can also arise from inventory changes incidental to shipping schedules, or variances in ore grades which impact the amount of metals contained in concentrates produced and sold.

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- Average realized silver, lead and zinc prices for 2018 that were lower than 2017. Average realized prices for gold, lead and zinc were higher, with prices for silver lower, in 2018 compared to 2016. These price variances are illustrated in the table below.

		<b>Average price for the year ended December 31,</b>			
		<b>2018</b>	<b>2017</b>		<b>2016</b>
Silver —	London PM Fix (\$/ounce)	\$ 15.71	\$ 17.05	\$ 17.10	\$ 17.16
	Realized price per ounce	15.63	17.23	17.16	17.16
Gold —	London PM Fix (\$/ounce)	1,269	1,257	1,248	1,248
	Realized price per ounce	1,265	1,261	1,245	1,245
Lead —	LME Final Cash Buyer (\$/pound)	1.02	1.05	0.85	0.85
	Realized price per pound	1.04	1.06	0.85	0.85
Zinc —	LME Final Cash Buyer (\$/pound)	1.33	1.31	0.95	0.95
	Realized price per pound	1.27	1.32	0.95	0.95

Average realized prices differ from average market prices primarily because concentrate sales are generally recorded as revenues at the time of shipment at forward prices for the estimated month of settlement, which differ from average market prices. Due to the time elapsed between shipment of concentrates and final settlement with customers, we must estimate the prices at which sales of our metals will be settled. Previously recorded sales are adjusted to estimated settlement metal prices each period through final settlement. For 2018, we recorded net negative price adjustments to provisional settlements of \$3.8 million compared to net positive price adjustments to provisional settlements of \$0.7 million in 2017 and net negative adjustments of \$0.9 million in 2016. The price adjustments related to silver, gold, zinc and lead contained in our concentrate sales were largely offset by gains and losses on forward contracts for those metals for each year (see *Note 11 of Notes to Consolidated Financial Statements* for more information). The gains and losses on these contracts are included in revenues and impact the realized prices for silver, gold, lead and zinc. Realized prices are calculated by dividing gross revenues for each metal (which include the price adjustments and gains and losses on the forward contracts discussed above) by the payable quantities of each metal included in concentrate and doré shipped during the period.

For the year ended December 31, 2018, we reported a loss applicable to common stockholders of \$27.1 million compared to a loss of \$29.1 million in 2017 and income of \$61.0 million in 2016. The following factors contributed to those differences:

- Gross profit at our San Sebastian unit in 2018 of \$8.4 million was lower compared to \$62.1 million in 2017 and \$82.7 million in 2016. No gross profit at Lucky Friday in 2018 compared to gross profit of \$6.4 million in 2017 and \$18.3 million in 2016. Gross loss of \$15.8 million at our Nevada Operations unit in 2018 for the period since its acquisition in July 2018. Gross profit at Greens Creek in 2018 of \$75.6 million was lower than \$76.5 million in 2017 and higher than \$69.1 million in 2016. Gross profit at Casa Berardi of \$10.9 million in 2018 was higher than \$7.4 million in 2017, but lower than \$13.9 million in 2016. See *The Greens Creek Segment, The Lucky Friday Segment, The Casa Berardi Segment, The San Sebastian Segment* and *The Nevada Operations Segment* sections below.
- Income tax benefit of \$6.7 million in 2018 compared to income tax provisions of \$21.0 million in 2017 and \$28.1 million in 2016. The provision in 2017 included a write-down of U.S. deferred tax assets, mainly due to a change to tax laws under the Tax Cuts and Jobs Act enacted in December 2017, and taxes related to our operations in Mexico and Quebec, partially offset by a benefit from a change in income tax position recognized in the first quarter of 2017 related to the timing of deduction of #4 Shaft development costs at Lucky Friday. The provision in 2016 is primarily related to pre-tax net income, partially offset by a decrease in the valuation allowance for U.S. deferred tax assets. See *Corporate Matters* and *Note 6 of Notes to Consolidated Financial Statements* for more information.
- Suspension costs of \$20.7 million in 2018 compared to \$21.3 million in 2017, with no such activity in 2016. \$19.6 million of the costs in 2018 related to suspension at the Lucky Friday mine resulting from the strike, which started in March 2017, and included non-cash depreciation expense of \$5.0 million. The cost for 2018 also included \$1.1 million related to curtailment of production at the Midas mine. All of the costs for 2017 related to Lucky Friday and included \$4.2 million for non-cash depreciation.
- Costs related to the acquisition of Klondex of \$10.0 million in 2018, with no acquisition costs in 2017 and costs for the acquisition of Mines Management of \$2.7 million in 2016.

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- Exploration and pre-development expense increased to \$40.6 million in 2018 from \$29.0 million in 2017 and \$17.9 million in 2016. Our activity in 2018 included a continuation of exploration work at our Greens Creek, San Sebastian and Casa Berardi units, and at our other projects in Quebec, Canada, and our start of exploration at our Nevada Operations unit acquired in July 2018. "Pre-development expense" is defined as costs incurred in the exploration stage that may ultimately benefit production, such as underground ramp development, which are expensed due to the lack of proven and probable reserves. Pre-development expense was primarily related to advancement of our Montanore and Rock Creek projects.
- Research and development expense of \$5.4 million in 2018 compared to \$3.3 million in 2017 and \$0.2 million in 2016, related to evaluation and development of technologies that would be new to our operations.
- Interest expense, net of amounts capitalized, of \$40.9 million in 2018 compared to \$38.0 million in 2017 and \$21.8 million in 2016. The interest is primarily related to our Senior Notes issued in April 2013, with the net proceeds used to partially fund the acquisition of Aurizon, and additional issuances in 2014 to satisfy the funding requirements for one of our defined benefit pension plans (see *Notes 7 and 17 of Notes to Consolidated Financial Statements*). The increase in 2018 and 2017 was primarily due to a reduction in amount capitalized as a result of completion of the #4 Shaft project at Lucky Friday in January 2017. In addition, interest expense in 2018 included amounts related to the RQ Notes issued in March 2018, and interest expense for 2017 included \$0.9 million in costs related to our proposed private offering of new Senior Notes in June 2017 and concurrent tender offer to purchase our existing Senior Notes, which were not completed.
- Gain on disposition of properties, plants, equipment, and mineral interests of \$2.8 million in 2018 compared to \$6.0 million in 2017 and \$0.1 million in 2016. The gains in 2018 and 2017 included \$4.4 million and \$7.7 million, respectively, in insurance proceeds related to the collapse of the mill building at the Troy mine in February 2017 due to snow.
- Net foreign exchange gain of \$10.3 million in 2018 compared to losses of \$9.7 million in 2017 and \$2.7 million in 2016. As discussed in *Note 11 of Notes to Consolidated Financial Statements*, in 2016 we initiated hedging programs to manage our exposure to fluctuations in the exchange rate between the U.S. dollar and Canadian dollar and Mexican peso and the impact on our future operating costs at our Casa Berardi and San Sebastian units.
- General and administrative costs, which decreased to \$36.5 million in 2018 and \$35.6 million in 2017 from \$45.0 million in 2016, primarily due to differences in incentive compensation.
- Net gain on base metal forward contracts of \$40.3 million in 2018 compared to a net loss of \$21.3 million in 2017 and gain of \$4.4 million in 2016. During the third quarter of 2018, we settled, prior to their maturity date, contracts in a gain position for cash proceeds to us of approximately \$32.8 million. These gains and losses are related to financially-settled forward contracts on forecasted zinc and lead production as part of a risk management program, and resulted from changes in zinc and lead prices during each period. We do not include silver and gold in this program.

**The Greens Creek Segment**

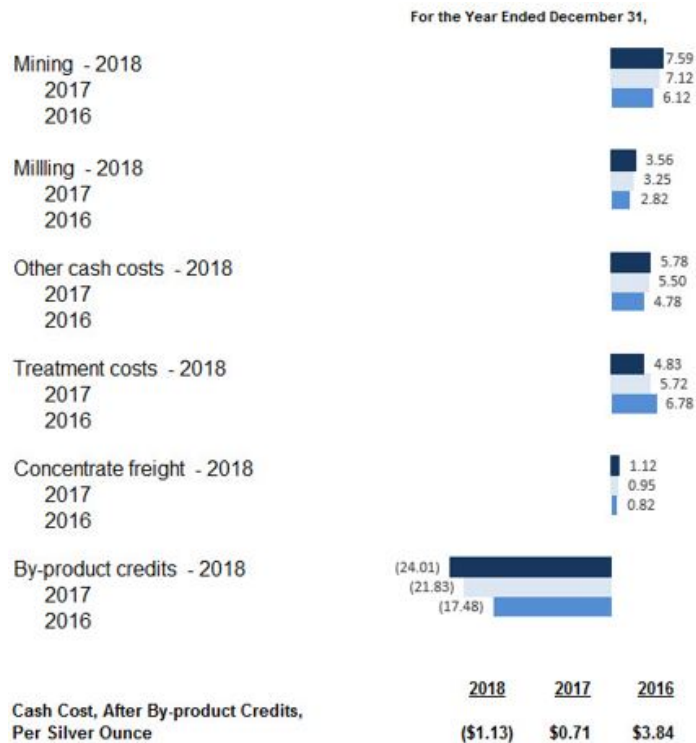
Dollars are in thousands (except per ounce and per ton amounts)

	Years Ended December 31,		
	2018	2017	2016
Sales	\$ 265,650	\$ 278,297	\$ 260,446
Cost of sales and other direct production costs	(143,555)	(145,475)	(138,075)
Depreciation, depletion and amortization	(46,511)	(56,328)	(53,222)
Cost of sales and other direct production costs and depreciation, depletion and amortization	(190,066)	(201,803)	(191,297)
Gross Profit	<u>\$ 75,584</u>	<u>\$ 76,494</u>	<u>\$ 69,149</u>
Tons of ore milled	845,398	839,589	815,639
Production:			
Silver (ounces)	7,953,003	8,351,882	9,253,543
Gold (ounces)	51,493	50,854	53,912
Zinc (tons)	55,350	52,547	57,729
Lead (tons)	18,960	17,996	20,596
Payable metal quantities sold:			
Silver (ounces)	6,828,955	7,384,596	8,244,723
Gold (ounces)	43,135	42,222	47,015
Zinc (tons)	38,338	37,648	40,817
Lead (tons)	14,491	14,182	16,795
Ore grades:			
Silver ounces per ton	12.16	12.88	14.55
Gold ounces per ton	0.09	0.09	0.10
Zinc percent	7.47	7.25	8.08
Lead percent	2.80	2.72	3.11
Mining cost per ton	\$ 71.37	\$ 70.86	\$ 69.48
Milling cost per ton	\$ 33.53	\$ 32.38	\$ 31.99
Cash Cost, After By-product Credits, Per Silver Ounce <sup>(1)</sup>	\$ (1.13)	\$ 0.71	\$ 3.84
AISC, After By-Product Credits, per Silver Ounce <sup>(1)</sup>	\$ 5.58	\$ 5.76	\$ 9.42

(1) A reconciliation of these non-GAAP measures to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found in *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.

The \$0.9 million decrease in gross profit for 2018 compared to 2017 was due to lower average realized silver, zinc and lead prices and lower silver sales volume, partially offset by higher gold, zinc and lead volumes. The \$6.4 million increase in gross profit for 2018 compared to 2016 was due to higher gold, zinc and lead prices, partially offset by lower silver prices and metal sales volumes. Depreciation, depletion and amortization expense for 2018 was 17% lower compared to 2017 and 13% lower compared to 2016 due to the timing of concentrate sales, the impact of higher reserves and lower metals production on units-of-production depreciation, and expiration of depreciable lives on previously-acquired assets.

The chart below illustrates the factors contributing to the variances in Cash Cost, After By-product Credits, Per Silver Ounce for 2018 compared to 2017 and 2016:



The following table summarizes the components of Cash Cost, After By-product Credits, per Silver Ounce:

	<b>Years Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Cash Cost, Before By-product Credits, per Silver Ounce	\$ 22.88	\$ 22.54	\$ 21.32
By-product credits per silver ounce	(24.01)	(21.83)	(17.48)
<b>Cash Cost, After By-product Credits, per Silver Ounce</b>	<b>\$(1.13)</b>	<b>\$ 0.71</b>	<b>\$ 3.84</b>

The following table summarizes the components of AISC, After By-product Credits, per Silver Ounce:

	<b>Years Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
AISC, Before By-product Credits, per Silver Ounce	\$ 29.59	\$ 27.59	\$ 26.90
By-product credits per silver ounce	(24.01)	(21.83)	(17.48)
<b>AISC, After By-product Credits, per Silver Ounce</b>	<b>\$ 5.58</b>	<b>\$ 5.76</b>	<b>\$ 9.42</b>

Cash Costs, After By-product Credits, per Silver Ounce were lower in 2018 compared to 2017 and 2016 primarily due to higher by-product credits, partially offset by lower silver production. In addition to these factors, AISC, After By-product Credits, per Silver Ounce was impacted by capital spending in 2018 that was higher than in 2017, but lower than in 2016.

Mining and milling costs increased in 2018 compared to 2017 and 2016 on a per-ounce basis due primarily to lower silver production resulting from reduced silver grades.

Other costs for 2018 were higher compared to 2017 and 2016 due to the effect of lower silver production.

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Treatment costs were lower in 2018 compared to 2017 and 2016 as a result of improved payment terms from smelters, partially offset by lower silver production. Treatment costs were also impacted by silver price variances, as treatment costs include the value of silver not payable to us through the smelting process. The silver not payable to us is either recovered by the smelters through further processing or ultimately not recovered and included in the smelters' waste material. Treatment costs also include a price adjustment component that fluctuates with changes in base metal prices.

By-product credits per ounce were higher in 2018 compared to 2017 due to higher gold, zinc and lead prices and gold, zinc and lead production, and higher compared to 2016 due to higher prices for all three metals.

The difference between what we report as "production" and "payable metal quantities sold" is attributable to the difference between the quantities of metals contained in the concentrate we produce versus the portion of those metals actually paid for by our customers according to the terms of our sales contracts. Differences can also arise from inventory changes incidental to shipping schedules, or variances in ore grades which impact the amount of metals contained in concentrates produced and sold.

While revenue from zinc, lead and gold by-products is significant, we believe that identification of silver as the primary product of the Greens Creek unit is appropriate because:

- silver has historically accounted for a higher proportion of revenue than any other metal and is expected to do so in the future;
- we have historically presented Greens Creek as a producer primarily of silver, based on the original analysis that justified putting the project into production, and believe that consistency in disclosure is important to our investors regardless of the relationships of metals prices and production from year to year;
- metallurgical treatment maximizes silver recovery;
- the Greens Creek deposit is a massive sulfide deposit containing an unusually high proportion of silver; and
- in most of its working areas, Greens Creek utilizes selective mining methods in which silver is the metal targeted for highest recovery.

Likewise, we believe the identification of gold, lead and zinc as by-product credits is appropriate because of their lower economic value compared to silver and due to the fact that silver is the primary product we intend to produce. In addition, we have not consistently received sufficient revenue from any single by-product metal to warrant classification of such as a co-product.

We periodically review our revenues to ensure that reporting of primary products and by-products is appropriate. Because we consider zinc, lead and gold to be by-products of our silver production, the values of these metals offset operating costs within our calculations of Cash Cost, After By-product Credits, per Silver Ounce and AISC, After By-product Credits, per Silver Ounce.

In the fourth quarter of 2018, we revised our asset retirement obligation ("ARO") to reflect estimated undiscounted costs of approximately \$114.9 million, compared to \$100.1 million in the previous estimate, and expected timing of expenditures. This resulted in a decrease to the ARO asset and liability of \$3.2 million due to the impact of discounting and the change in expected timing of expenditures.

**The Lucky Friday Segment**

Dollars are in thousands (except per ounce and per ton amounts)

	Years Ended December 31,		
	2018	2017	2016
Sales	\$ 9,750	\$ 21,555	\$ 94,479
Cost of sales and other direct production costs	(8,738)	(12,660)	(64,400)
Depreciation, depletion and amortization	(1,012)	(2,447)	(11,810)
Cost of sales and other direct production costs and depreciation, depletion and amortization	(9,750)	(15,107)	(76,210)
Gross profit	\$ —	\$ 6,448	\$ 18,269
Tons of ore milled	17,309	70,718	293,875
Production:			
Silver (ounces)	169,041	838,658	3,596,010
Lead (tons)	1,131	4,737	21,876
Zinc (tons)	673	2,560	10,787
Payable metal quantities sold:			
Silver (ounces)	275,469	672,421	3,433,618
Lead (tons)	1,723	3,779	20,724
Zinc (tons)	935	1,688	8,985
Ore grades:			
Silver ounces per ton	10.78	12.38	12.69
Lead percent	7.19	7.10	7.78
Zinc percent	4.20	4.01	3.92
Mining cost per ton	\$ 86.30	\$ 106.75	\$ 98.12
Milling cost per ton	\$ 14.86	\$ 21.71	\$ 24.08
Cash Cost, After By-product Credits, Per Silver Ounce <sup>(1)</sup>	\$ —	\$ 5.81	\$ 8.89
AISC, After By-product Credits, Per Silver Ounce <sup>(1)</sup>	\$ —	\$ 12.48	\$ 20.66

(1) A reconciliation of these non-GAAP measures to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found below in *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.

The decrease in gross profit for 2018 compared to 2017 and 2016 was primarily due to reduced metal production resulting from the strike by unionized employees starting in mid-March 2017, discussed further below, and the lack of concentrate shipments during most of the strike period. Silver production in 2018 was also impacted by lower ore grades, and gross profit was impacted by lower average realized silver prices.

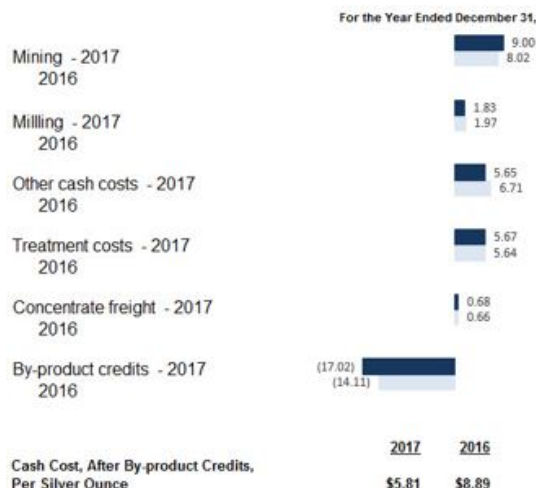
Gross profit was also impacted by depreciation expense, which decreased in 2018 by \$1.4 million and \$10.8 million compared to 2017 and 2016, respectively, due to the lower sales volume in 2018.

Mining costs per ton decreased in 2018 by 19% and 12%, and milling cost per ton decreased by 32% and 38%, compared to 2017 and 2016, respectively. Costs not directly related to mining and processing ore have been classified as suspension costs during the strike period and excluded from the calculations of mining and milling cost per ton. Mining and milling cost per ton during the strike period are not indicative of future operating results under full production.



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The chart below illustrates the factors contributing to the variances in Cash Cost, After By-product Credits, Per Silver Ounce for 2017 and 2016. Cash Cost, After By-product Credits, per Silver Ounce and AISC, After By-product Credits, per Silver Ounce, are not presented for 2018, as production was limited due to the strike and results are not comparable to those from 2017 and 2016, and are not indicative of future operating results under full production.



The following table summarizes the components of Cash Cost, After By-product Credits, per Silver Ounce:

	Year ended December 31,	
	2017	2016
Cash Cost, Before By-product Credits, per Silver Ounce	\$ 22.83	\$ 23.00
By-product credits per silver ounce	(17.02)	(14.11)
<b>Cash Cost, After By-product Credits, per Silver Ounce</b>	<b>\$ 5.81</b>	<b>\$ 8.89</b>

The following table summarizes the components of AISC, After By-product Credits, per Silver Ounce:

	Years Ended December 31,	
	2017	2016
AISC, Before By-product Credits, per Silver Ounce	\$ 29.50	\$ 34.77
By-product credits per silver ounce	(17.02)	(14.11)
<b>AISC, After By-product Credits, per Silver Ounce</b>	<b>\$ 12.48</b>	<b>\$ 20.66</b>

The decrease in Cash Cost, After By-product Credits, per Silver Ounce for 2017 compared to 2016 was due to higher by-product credits, partially offset by lower silver production. The decrease in AISC, After By-product Credits, per Silver Ounce was due to the same factors, along with lower capital spending.

Mining costs per ounce increased in 2017 compared to 2016 as a result of lower silver production. Milling and other cash costs per ounce decreased in 2017 compared to 2016, as the mill operated intermittently in 2017 during the strike, and costs not directly related to production were classified as suspension costs.

By-product credits per ounce increased in 2017 compared to 2016 due to higher lead and zinc prices.

Similar to the Greens Creek segment, the difference between what we report as “production” and “payable metal quantities sold” is due essentially to the difference between the quantities of metals contained in the concentrates we produce versus the portion of those metals actually paid for by our customers according to the terms of our sales contracts. Differences can also arise from inventory changes incidental to the timing of concentrate shipments, or variances in ore grades which impact the amount of metals contained in concentrates produced and sold.

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While value from lead and zinc is significant, we believe that identification of silver as the primary product of the Lucky Friday unit is appropriate because:

- silver has historically accounted for a higher proportion of revenue than any other metal and is expected to do so in the future;
- this mining district is long associated with silver production; and
- selective mining methods target silver production.

Likewise, we believe the identification of lead and zinc as by-product credits is appropriate because of their low economic value compared to silver and due to the fact that silver is the primary product we intend to produce. In addition, we do not receive sufficient revenue from any single by-product metal to warrant classification of such as a co-product.

We periodically review our revenues to ensure that reporting of primary products and by-products is appropriate. Because we consider zinc and lead to be by-products of our silver production, the values of these metals offset operating costs within our calculations of Cash Cost, After By-product Credits, per Silver Ounce and AISC, After By-product Credits, per Silver Ounce.

Many of the employees at our Lucky Friday unit are represented by a union, and the most recent collective bargaining agreement with the union expired on April 30, 2016. On February 19, 2017, the unionized employees voted against our contract offer, and on March 13, 2017 went on strike, and have been on strike since that time. Production at Lucky Friday was suspended from the start of the strike, until limited production by salaried personnel commenced in July 2017. Salaried personnel have continued to perform limited production and capital improvements. Suspension costs during the strike totaled \$14.6 million and \$17.1 million in 2018 and 2017, respectively, which are combined with non-cash depreciation expense of \$5.0 million and \$4.2 million, respectively, for those periods, in a separate line item on our consolidated statements of operations. These suspension costs are excluded from the calculation of gross profit, Cash Cost, After By-product Credits, per Silver Ounce and AISC, After By-product Credits, per Silver Ounce, when presented. We cannot predict how long the strike will last or whether an agreement will be reached. As a result of the strike or other related events, operations at Lucky Friday could continue to be disrupted, which could adversely affect our financial condition and results of operations. If the strike continues for a further extended period or it is determined an eventual resolution is unlikely, it may be appropriate in the future to review the carrying value of properties, plants, equipment and mineral interests at Lucky Friday. Under such review, if estimated undiscounted cash flows from Lucky Friday were less than its carrying value, an impairment loss would be recognized for the difference between the carrying value and the estimated fair value. The carrying value of properties, plants, equipment and mineral interests at Lucky Friday as of December 31, 2018 was approximately \$435.6 million. However, Lucky Friday has significant identified reserves and mineralized material and a current estimated mine life of approximately 17 years.

On April 30, 2018, we settled with the National Labor Relations Board ("NLRB") an unfair labor practice claim made by the union. As part of the settlement, Hecla Limited rescinded its last, best and final contract offer implemented in March 2017. On May 4, 2018, we gave notice to the union that the parties to the labor dispute are at impasse, and implemented portions of our revised final offer presented in December 2017.

See *Note 8 of Notes to Consolidated Financial Statements* for more information about contingencies related to various accidents and other events that occurred at the Lucky Friday mine in prior periods.

**The Casa Berardi Segment**

*Dollars are in thousands (except per ounce and per ton amounts)*

	<b>Years Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Sales	\$ 210,339	\$ 192,165	\$ 177,143
Cost of sales and other direct production costs	(128,100)	(125,585)	(108,399)
Depreciation, depletion and amortization	(71,302)	(59,131)	(54,817)
Cost of sales and other direct production costs and depreciation, depletion and amortization	(199,402)	(184,716)	(163,216)
Gross profit	<u>\$ 10,937</u>	<u>\$ 7,449</u>	<u>\$ 13,927</u>
Tons of ore milled	1,375,718	1,296,224	997,588
Production:			
Gold (ounces)	162,744	156,653	145,975
Silver (ounces)	38,086	36,566	33,641
Payable metal quantities sold:			
Gold (ounces)	165,208	152,292	142,736
Silver (ounces)	40,131	35,191	32,957
Ore grades:			
Gold ounces per ton	0.136	0.139	0.167
Silver ounces per ton	0.03	0.03	0.04
Mining cost per ton	\$ 74.44	\$ 79.49	\$ 89.25
Milling cost per ton	\$ 15.84	\$ 16.10	\$ 18.64
Cash Cost, After By-product Credits, per Gold Ounce <sup>(1)</sup>	\$ 800.14	\$ 819.60	\$ 763.98
AISC, After By-product Credits, per Gold Ounce <sup>(1)</sup>	\$ 1,080.00	\$ 1,173.82	\$ 1,244.30

- (1) A reconciliation of these non-GAAP measures to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found below in *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.

Gross profit increased in 2018 compared to 2017 primarily due to higher gold production, due to higher mill throughput, and the impact of stripping costs incurred during 2017 related to development of the East Mine Crown Pillar ("EMCP") pit. Gross profit decreased in 2018 compared to 2016 primarily due to lower ore grades and higher production costs due to increased production from the EMCP pit, which commenced in July 2016, and underground mine sequencing.

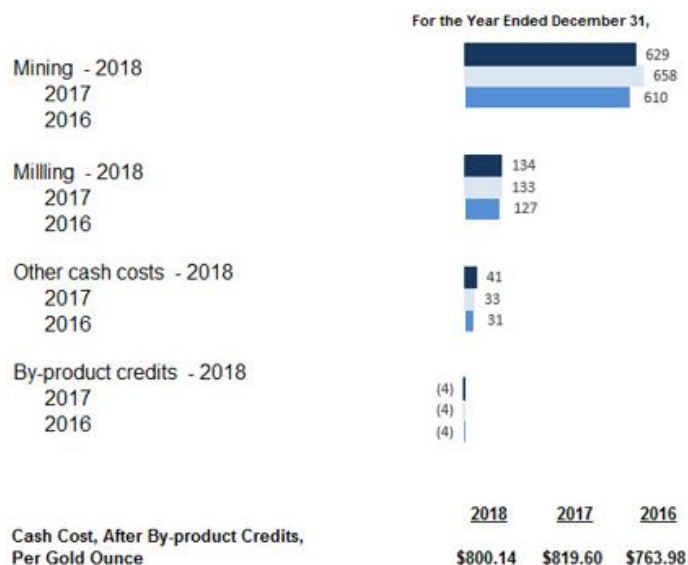
Gross profit for each year was also affected by depreciation expense, which increased in 2018 by 21% and 30% compared to 2017 and 2016, respectively, due to higher gold sales volumes, an increase in assets placed in service, and the impact of higher throughput on units-of-production depreciation.

Mining costs per ton for 2018 were 6% lower than in 2017 and 17% lower than in 2016. The decrease is primarily due to higher ore production, with the decrease compared to 2017 also resulting from stripping costs incurred in 2017 for the EMCP pit, where production commenced in the third quarter of 2016.

Milling costs per ton decreased by 2% in 2018 compared to 2017 and by 15% compared to 2016 mainly due to higher ore production.

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The chart below illustrates the factors contributing to Cash Cost, After By-product Credits, Per Gold Ounce for 2018, 2017 and 2016:



The following table summarizes the components of Cash Cost, After By-product Credits, per Gold Ounce:

	Year Ended December 31,		
	2018	2017	2016
Cash Cost, Before By-product Credits, per Gold Ounce	\$ 803.81	\$ 823.52	\$ 767.90
By-product credits per gold ounce	(3.67)	(3.92)	(3.92)
<b>Cash Cost, After By-product Credits, per Gold Ounce</b>	<b>\$ 800.14</b>	<b>\$ 819.60</b>	<b>\$ 763.98</b>

The following table summarizes the components of AISC, After By-product Credits, per Gold Ounce:

	Years Ended December 31,		
	2018	2017	2016
AISC, Before By-product Credits, per Gold Ounce	\$ 1,083.67	\$ 1,177.74	\$ 1,248.22
By-product credits per gold ounce	(3.67)	(3.92)	(3.92)
<b>AISC, After By-product Credits, per Gold Ounce</b>	<b>\$ 1,080.00</b>	<b>\$ 1,173.82</b>	<b>\$ 1,244.30</b>

The decrease in Cash Cost, After By-product Credits, per Gold Ounce for 2018 compared to 2017 was due to higher gold production and the impact of EMCP pit stripping costs incurred in 2017. The increase in Cash Cost, After By-product Credits, per Gold Ounce for 2018 compared to 2016 was primarily the result of higher production costs, partially offset by higher gold production. AISC, After By-product Credits, per Gold Ounce was lower for 2018 compared to 2017 and 2016 primarily due to lower capital spending and higher gold production. The reduction in 2018 was also due to stripping costs incurred in 2017, and in spite of higher production costs compared to 2016.

The difference between what we report as "production" and "payable metal quantities sold" is mainly attributable to inventory changes incidental to the timing of sales of refined metals and shipping schedules.

We believe the identification of silver as a by-product credit is appropriate at Casa Berardi because of its lower economic value compared to gold and due to the fact that gold is the primary product we intend to produce there. In addition, we do not receive sufficient revenue from silver at Casa Berardi to warrant classification of such as a co-product. Because we consider silver to be a by-product of our gold production at Casa Berardi, the value of silver offsets operating costs within our calculations of Cash Cost, After By-product Credits, per Gold Ounce and AISC, After By-product Credits, per Gold Ounce.

*The San Sebastian Segment*

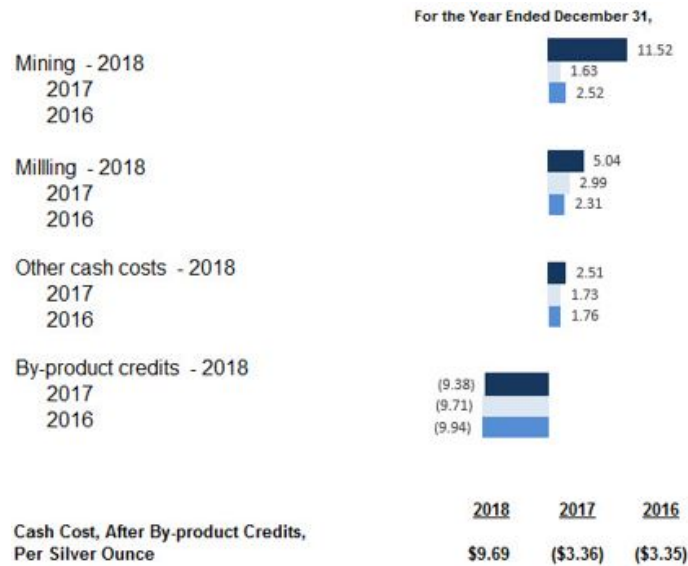
	Years Ended December 31,		
	2018	2017	2016
Sales	\$ 50,224	\$ 85,758	\$ 113,889
Cost of sales and other direct production costs	(37,213)	(21,007)	(27,451)
Depreciation, depletion and amortization	(4,602)	(2,693)	(3,782)
Cost of sales and other direct production costs and depreciation, depletion and amortization	(41,815)	(23,700)	(31,233)
Gross profit	\$ 8,409	\$ 62,058	\$ 82,656
Tons of ore milled	156,733	144,197	143,267
Production:			
Silver (ounces)	2,037,072	3,257,738	4,294,123
Gold (ounces)	14,979	25,177	34,042
Payable metal quantities sold:			
Silver (ounces)	1,985,230	3,216,750	4,285,788
Gold (ounces)	15,099	25,415	32,354
Ore grades:			
Silver ounces per ton	14.07	23.91	31.94
Gold ounces per ton	0.110	0.185	0.254
Mining cost per ton	\$ 149.77	\$ 36.77	\$ 75.46
Milling cost per ton	\$ 65.55	\$ 67.52	\$ 69.12
Cash Cost, After By-product Credits, per Silver Ounce <sup>(1)</sup>	\$ 9.69	\$ (3.36)	\$ (3.35)
AISC, After By-product Credits, per Silver Ounce <sup>(1)</sup>	\$ 14.68	\$ (0.26)	\$ (1.99)

(1) A reconciliation of these non-GAAP measures to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found below in *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.

The decrease in gross profit in 2018 compared to 2017 and 2016 was due to lower silver and gold production, due to lower ore grades, higher mining costs, and lower silver prices. The lower grades and higher costs are the result of transitioning from open pit to underground mining. The ore processed in 2017 and 2016 came from higher grade deposits mined from shallow open pits. Production from the existing open pits was substantially completed in December 2017; however, during the first half of 2018, a portion of the mill throughput came from the ore stockpiled from the open pits and smaller-scale open pit production. In April 2017, we started development of a new underground portal and work to rehabilitate historic underground infrastructure which allows us to mine deeper portions of the deposits at San Sebastian. Limited ore production from underground began in January 2018 and continued to increase during the year. The underground ore production is expected to have lower grades and involve higher mining costs than the open pits.

Mining cost per ton was higher in 2018 by 307% and 98%, respectively, compared to 2017 and 2016. The large increase in mining cost per ton was due to the transition of production from shallow open pits to underground. There were minor variances for milling costs compared to the prior year periods.

The chart below illustrates the factors contributing to Cash Cost, After By-product Credits, Per Silver Ounce for the years ended December 31, 2018, 2017 and 2016:



The following table summarizes the components of Cash Cost, After By-product Credits, per Silver Ounce:

	<b>Year ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Cash Cost, Before By-product Credits, per Silver Ounce	\$ 19.07	\$ 6.35	\$ 6.59
By-product credits per silver ounce	(9.38)	(9.71)	(9.94)
<b>Cash Cost, After By-product Credits, per Silver Ounce</b>	<b>\$ 9.69</b>	<b>\$ (3.36)</b>	<b>\$ (3.35)</b>

The following table summarizes the components of AISC, After By-product Credits, per Silver Ounce:

	<b>Years Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
AISC, Before By-product Credits, per Silver Ounce	\$ 24.06	\$ 9.45	\$ 7.95
By-product credits per silver ounce	(9.38)	(9.71)	(9.94)
<b>AISC, After By-product Credits, per Silver Ounce</b>	<b>\$ 14.68</b>	<b>\$ (0.26)</b>	<b>\$ (1.99)</b>

The increase in Cash Cost, After By-product Credits, per Silver Ounce in 2018 compared to 2017 and 2016 is due to lower silver production and higher mining costs as a result of transitioning from open pit to underground mining. The same factors resulted in higher AISC, After By-product Credits, per Silver Ounce in 2018 compared to 2017 and 2016, with the increase in 2018 compared to 2017 also due to higher exploration spending, partially offset by lower sustaining capital. Exploration and capital spending were both higher in 2018 compared to 2016.

The difference between what we report as "production" and "payable metal quantities sold" is mainly attributable to inventory changes incidental to the timing of sales of refined metals and shipping schedules.

We believe the identification of gold as a by-product credit is appropriate at San Sebastian because of its anticipated lower economic value compared to silver over the life of the mine. In addition, we do not receive sufficient revenue from gold at San Sebastian to warrant classification of such as a co-product. We periodically review our revenues to ensure that reporting of primary products and by-products is appropriate. Because we consider gold to be a by-product of our silver production at San Sebastian, the value of gold offsets operating costs within our calculations of Cash Cost, After By-product Credits, per Silver Ounce and AISC, After By-product Credits, per Silver Ounce.

**The Nevada Operations Segment**

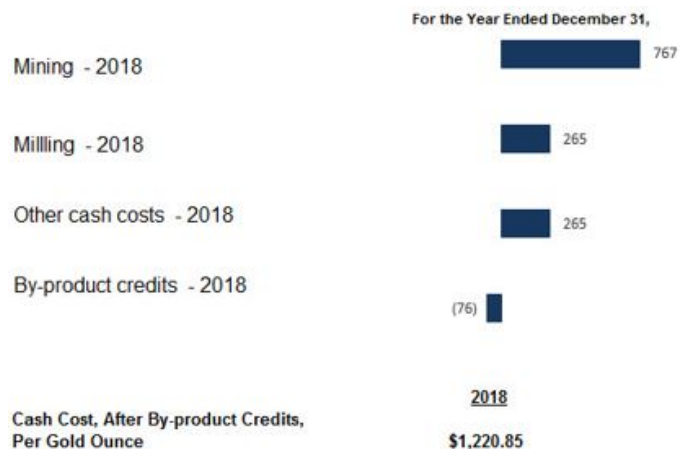
On July 20, 2018, we completed the acquisition of all of the issued and outstanding common shares of Klondex for total consideration of \$414.2 million. See *Note 16 of Notes to Consolidated Financial Statements* for more information. The acquisition gives us 100% ownership of the Fire Creek, Midas and Hollister mines, where gold is the primary metal produced, the Midas and Aurora mills, and interests in various gold exploration properties, all located in northern Nevada. The tabular information below reflects our ownership of the Nevada Operations commencing on July 20, 2018.

<i>Dollars are in thousands (except per ounce and per ton amounts)</i>	<b>Year Ended December 31, 2018</b>
Sales	\$ 31,174
Cost of sales and other direct production costs	(36,388)
Depreciation, depletion and amortization	(10,617)
Cost of sales and other direct production costs and depreciation, depletion and amortization	(47,005)
Gross profit	\$ (15,831)
Tons of ore milled	116,383
Production:	
Gold (ounces)	32,887
Silver (ounces)	172,301
Payable metal quantities sold:	
Gold (ounces)	24,086
Silver (ounces)	124,600
Ore grades:	
Gold ounces per ton	0.328
Silver ounces per ton	2.06
Mining cost per ton	\$ 216.80
Milling cost per ton	\$ 74.91
Cash Cost, After By-product Credits, per Gold Ounce <sup>(1)</sup>	\$ 1,220.85
AISC, After By-product Credits, per Gold Ounce <sup>(1)</sup>	\$ 1,950.35

(1) A reconciliation of these non-GAAP measures to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found below in *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)*.

Cost of sales and other direct production costs for the period from July 20 to December 31, 2018 includes write-downs totaling \$8.2 million of the values of stockpile, in-process and finished goods inventory to their net realizable value.

The chart below illustrates the factors contributing to Cash Cost, After By-product Credits, Per Gold Ounce for 2018:



The following table summarizes the components of Cash Cost, After By-product Credits, per Gold Ounce:

	<b>Year Ended December 31, 2018</b>
Cash Cost, Before By-product Credits, per Gold Ounce	\$ 1,297.23
By-product credits per gold ounce	(76.38)
<b>Cash Cost, After By-product Credits, per Gold Ounce</b>	<b>\$ 1,220.85</b>

The following table summarizes the components of AISC, After By-product Credits, per Gold Ounce:

	<b>Year Ended December 31, 2018</b>
AISC, Before By-product Credits, per Gold Ounce	\$ 2,026.73
By-product credits per gold ounce	(76.38)
<b>AISC, After By-product Credits, per Gold Ounce</b>	<b>\$ 1,950.35</b>

We believe the identification of silver as a by-product credit is appropriate at the Nevada Operations because of its lower economic value compared to gold and due to the fact that gold is the primary product we intend to produce there. In addition, we do not receive sufficient revenue from silver at the Nevada Operations to warrant classification of such as a co-product. Because we consider silver to be a by-product of our gold production at the Nevada Operations, the value of silver offsets operating costs within our calculations of Cash Cost, After By-product Credits, per Gold Ounce and AISC, After By-product Credits, per Gold Ounce.

Transition and improvement activities since our acquisition of the Nevada Operations have included an increase in underground development and rehabilitation at the Fire Creek mine, progress on construction of a new tailings dam, and work to install a carbon-in-leach circuit in order to improve recoveries at the Midas mill, where ore from each of the mines is processed. In addition, we decided to curtail production at the Midas mine, and are utilizing some of the equipment and employees from that location for production and development at the Fire Creek and Hollister mines.



**Corporate Matters**

*Employee Benefit Plans*

Our defined benefit pension plans provide a significant benefit to our employees, but represent a significant liability to us. During 2018, the funded status of our plans changed from a liability of \$47.1 million at the first of the year to a liability of \$48.3 million at the end of the year. The increased liability was attributable to service costs, interest costs, and amortization of actuarial losses that, collectively, exceeded contributions to the plans and returns on plan assets. We made cash contributions to our defined benefit plans of approximately \$1.3 million in April 2018 and \$1.2 million in July 2018, and made contributions of \$5.5 million and \$2.1 million, respectively, in shares of our common stock in September and November 2018, with no additional contributions made in 2018. We expect to contribute a total of \$2.2 million to our defined benefit plans in 2019. See *Note 9 of Notes to Consolidated Financial Statements* for more information. While the economic variables which will determine future cash requirements are uncertain, we expect contributions to increase in future years under current plan provisions, and we periodically examine the plans for affordability and competitiveness.

*Income Taxes*

On July 20, 2018, we acquired all of the issued and outstanding common shares of Klondex in a taxable stock acquisition. Klondex was a Canadian holding company which was amalgamated into our Canadian acquisition entity to form Klondex Mines Unlimited Liability Company ("KMULC"), a Canadian unlimited liability company. KMULC is the Canadian parent of a U.S. consolidated group located in Nevada. We filed an election to treat KMULC as a corporation. As a result of KMULC's parent U.S. corporate status, the Nevada U.S. consolidated group did not join the existing U.S. consolidated tax group for Hecla Mining Company and subsidiaries ("Hecla U.S."). A net deferred tax liability of \$69.4 million was recorded for the estimated tax impact of the fair market value of assets acquired in excess of carryover tax basis. See *Note 16 of Notes to Consolidated Financial Statements* for additional information regarding the acquisition.

Each reporting period we assess our deferred tax balance based on a review of long-range forecasts and quarterly activity. We recognized a full valuation allowance on our separate Hecla U.S. consolidated group net deferred tax assets at the end of 2017 based on results of tax law changes and maintain a full valuation allowance on Hecla U.S. group net deferred tax assets at December 31, 2018.

On December 22, 2017, the United States enacted tax reform legislation known as H.R. 1, commonly referred to as the "Tax Cuts and Jobs Act" ("TCJ Act"), resulting in significant modifications to prior law. Among other changes, the TCJ Act repealed corporate Alternative Minimum Tax ("AMT") and reduced the U.S. corporate income tax rate to 21 percent. As a result of the TCJ Act, our AMT credit carryforward of \$10.0 million became partially refundable through 2020 and fully refundable in 2021. In December 2018, the U.S. government determined refunds of AMT credit carried forward will not be subject to sequestration; therefore, the valuation allowance was lifted for \$0.6 million. AMT credit carry forward of \$5.0 million is classified as a current receivable and \$5.0 million is classified as a long-term receivable.

Our net Canadian deferred tax liability at December 31, 2018 was \$110.3 million, a decrease of \$14.1 million from the \$124.4 million net deferred tax liability at December 31, 2017. The deferred tax liability is primarily related to the excess of the carrying value of the mineral resource assets over the tax bases of those assets for Canadian tax reporting.

Our Mexican net deferred tax asset at December 31, 2018 was \$2.0 million, an increase of \$0.2 million from the net deferred tax asset of \$1.8 million at December 31, 2017. A \$1.7 million valuation allowance remains on deferred tax assets in Mexico. For the year 2017, we recorded a withholding tax liability of \$0.3 million on unremitted earnings from Minera Hecla S.A. de C.V. Due to tax law changes related to the TCJ Act, a U.S. tax provision on unremitted earnings is no longer required. The withholding tax liability of \$0.3 million was eliminated in 2018.

As discussed in *Note 6 of Notes to Consolidated Financial Statements*, our effective tax rate for 2018 was (20)% compared to (277)% for 2017. The change in effective tax rate for 2018 was primarily the result of the impacts of the TCJ Act, including the 2017 remeasurement of deferred tax assets and liabilities from 35% to 21%, and the elimination of the AMT. We are subject to income taxes in the United States and other foreign jurisdictions. The overall effective tax rate will continue to be dependent upon the geographic distribution of our earnings in different jurisdictions, the U.S. deduction for percentage depletion, and fluctuation in foreign currency exchange rates. As a result, the 2019 effective tax rate could vary significantly from that of 2018.

***Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (GAAP) to Cash Cost, Before By-product Credits and Cash Cost, After By-product Credits (non-GAAP) and All-In Sustaining Cost, Before By-product Credits and All-In Sustaining Cost, After By-product Credits (non-GAAP)***

The tables below present reconciliations between the most comparable GAAP measure of cost of sales and other direct production costs and depreciation, depletion and amortization to the non-GAAP measures of (i) Cash Cost, Before By-product Credits, (ii) Cash Cost, After By-product Credits, (iii) AISC, Before By-product Credits and (iv) AISC, After By-product Credits for our operations at the Greens Creek, Lucky Friday, San Sebastian, Casa Berardi and Nevada Operations units and for the Company for the years ended December 31, 2018, 2017 and 2016.

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Cash Cost, After By-product Credits, per Ounce and AISC, After By-product Credits, per Ounce are measures developed by precious metals companies (including the Silver Institute and the World Gold Council) in an effort to provide a uniform standard for comparison purposes. There can be no assurance, however, that these non-GAAP measures as we report them are the same as those reported by other mining companies.

Cash Cost, After By-product Credits, per Ounce is an important operating statistic that we utilize to measure each mine's operating performance. We have recently started reporting AISC, After By-product Credits, per Ounce which we use as a measure of our mines' net cash flow after costs for exploration, pre-development, reclamation, and sustaining capital. This is similar to the Cash Cost, After By-product Credits, per Ounce non-GAAP measure we report, but also includes on-site exploration, reclamation, and sustaining capital costs. Current GAAP measures used in the mining industry, such as cost of goods sold, do not capture all the expenditures incurred to discover, develop and sustain silver and gold production. Cash Cost, After By-product Credits, per Ounce and AISC, After By-product Credits, per Ounce also allow us to benchmark the performance of each of our mines versus those of our competitors. As a silver and gold mining company, we also use these statistics on an aggregate basis - aggregating the Greens Creek, Lucky Friday and San Sebastian mines - to compare our performance with that of other silver mining companies, and aggregating Casa Berardi and Nevada Operations for comparison to other gold mining companies. Similarly, these statistics are useful in identifying acquisition and investment opportunities as they provide a common tool for measuring the financial performance of other mines with varying geologic, metallurgical and operating characteristics.

Cash Cost, Before By-product Credits and AISC, Before By-product Credits include all direct and indirect operating cash costs related directly to the physical activities of producing metals, including mining, processing and other plant costs, third-party refining expense, on-site general and administrative costs, royalties and mining production taxes. AISC, Before By-product Credits for each mine also includes on-site exploration, reclamation, and sustaining capital costs. AISC, Before By-product Credits for our consolidated silver properties also includes corporate costs for general and administrative expense, exploration and sustaining capital projects. By-product credits include revenues earned from all metals other than the primary metal produced at each unit. As depicted in the tables below, by-product credits comprise an essential element of our silver unit cost structure, distinguishing our silver operations due to the polymetallic nature of their orebodies.

In addition to the uses described above, Cash Cost, After By-product Credits, per Ounce and AISC, After By-product Credits, per Ounce provide management and investors an indication of operating cash flow, after consideration of the average price received from production. We also use these measurements for the comparative monitoring of performance of our mining operations period-to-period from a cash flow perspective.

The Casa Berardi, Nevada Operations and combined gold properties information below reports Cash Cost, After By-product Credits, per Gold Ounce and AISC, After By-product Credits, per Gold Ounce for the production of gold, their primary product, and by-product revenues earned from silver, which is a by-product at Casa Berardi and the Nevada Operations. Only costs and ounces produced relating to units with the same primary product are combined to represent Cash Cost, After By-product Credits, per Ounce and AISC, After By-product Credits, per Ounce. Thus, the gold produced at our Casa Berardi and Nevada Operations units is not included as a by-product credit when calculating Cash Cost, After By-product Credits, per Silver Ounce and AISC, After By-product Credits, per Silver Ounce for the total of Greens Creek, Lucky Friday and San Sebastian, our combined silver properties. Similarly, the silver produced at our other three units is not included as a by-product credit when calculating the gold metrics for Casa Berardi and the Nevada Operations. As depicted in the tables below, by-product credits from the silver production at our primary gold properties comprise an element of our gold unit cost structure.

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*In thousands (except per ounce amounts)*

Year Ended December 31, 2018

	Greens Creek	Lucky Friday <sup>(2)</sup>	San Sebastian	Corporate <sup>(3)</sup>	Total Silver
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 190,066	\$ 9,750	\$ 41,815		\$ 241,631
Depreciation, depletion and amortization	(46,511)	(1,012)	(4,602)		(52,125)
Treatment costs	38,174	839	807		39,820
Change in product inventory	3,087	(2,330)	2,385		3,142
Reclamation and other costs	(2,911)	—	(1,559)		(4,470)
Lucky Friday cash costs excluded	—	(7,247)	—		(7,247)
Cash Cost, Before By-product Credits <sup>(1)</sup>	181,905	—	38,846		220,751
Reclamation and other costs	3,397		419		3,816
Exploration	3,151		7,792	1,959	12,902
Sustaining capital	46,864		1,947	1,495	50,306
General and administrative				36,542	36,542
AISC, Before By-product Credits <sup>(1)</sup>	235,317	—	49,004		324,317
By-product credits:					
Zinc	(103,096)	—			(103,096)
Gold	(57,316)	—	(19,100)		(76,416)
Lead	(30,512)	—			(30,512)
Total By-product credits	(190,924)	—	(19,100)		(210,024)
Cash Cost, After By-product Credits	\$ (9,019)	\$ —	\$ 19,746		\$ 10,727
AISC, After By-product Credits	\$ 44,393	\$ —	\$ 29,904		\$ 114,293
Divided by silver ounces produced	7,953		2,037		9,990
Cash Cost, Before By-product Credits, per Silver Ounce	\$ 22.88	\$ —	\$ 19.07		\$ 22.10
By-product credits per ounce	(24.01)	—	(9.38)		(21.02)
Cash Cost, After By-product Credits, per Silver Ounce	\$ (1.13)	\$ —	\$ 9.69		\$ 1.08
AISC, Before By-product Credits, per Silver Ounce	\$ 29.59	\$ —	\$ 24.06		\$ 32.46
By-product credits per ounce	(24.01)	—	(9.38)		(21.02)
AISC, After By-product Credits, per Silver Ounce	\$ 5.58	\$ —	\$ 14.68		\$ 11.44

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*In thousands (except per ounce amounts)*

	Year Ended December 31, 2018		
	Casa Berardi	Nevada Operations	Total Gold
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 199,402	\$ 47,005	\$ 246,407
Depreciation, depletion and amortization	(71,302)	(10,617)	(81,919)
Treatment costs	2,068	90	2,158
Change in product inventory	1,205	7,138	8,343
Reclamation and other costs	(558)	(954)	(1,512)
Cash Cost, Before By-product Credits <sup>(1)</sup>	130,815	42,662	173,477
Reclamation and other costs	558	567	1,125
Exploration	4,277	6,345	10,622
Sustaining capital	40,711	17,079	57,790
AISC, Before By-product Credits <sup>(1)</sup>	176,361	66,653	243,014
By-product credits:			
Silver	(597)	(2,512)	(3,109)
Total By-product credits	(597)	(2,512)	(3,109)
Cash Cost, After By-product Credits	\$ 130,218	\$ 40,150	\$ 170,368
AISC, After By-product Credits	\$ 175,764	\$ 64,141	\$ 239,905
Divided by gold ounces produced	163	33	196
Cash Cost, Before By-product Credits, per Gold Ounce	\$ 804	\$ 1,297	\$ 887
By-product credits per ounce	(4)	(76)	(16)
Cash Cost, After By-product Credits, per Gold Ounce	\$ 800	\$ 1,221	\$ 871
AISC, Before By-product Credits, per Gold Ounce	\$ 1,084	\$ 2,026	\$ 1,242
By-product credits per ounce	(4)	(76)	(16)
AISC, After By-product Credits, per Gold Ounce	\$ 1,080	\$ 1,950	\$ 1,226

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*In thousands (except per ounce amounts)*

	Year Ended December 31, 2018		
	Total Silver	Total Gold	Total
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 241,631	\$ 246,407	\$ 488,038
Depreciation, depletion and amortization	(52,125)	(81,919)	(134,044)
Treatment costs	39,820	2,158	41,978
Change in product inventory	3,142	8,343	11,485
Reclamation and other costs	(4,470)	(1,512)	(5,982)
Lucky Friday cash costs excluded	(7,247)	—	(7,247)
Cash Cost, Before By-product Credits <sup>(1)</sup>	220,751	173,477	394,228
Reclamation and other costs	3,816	1,125	4,941
Exploration	12,902	10,622	23,524
Sustaining capital	50,306	57,790	108,096
General and administrative	36,542	—	36,542
AISC, Before By-product Credits <sup>(1)</sup>	324,317	243,014	567,331
By-product credits:			
Zinc	(103,096)		(103,096)
Gold	(76,416)		(76,416)
Lead	(30,512)		(30,512)
Silver		(3,109)	(3,109)
Total By-product credits	(210,024)	(3,109)	(213,133)
Cash Cost, After By-product Credits	\$ 10,727	\$ 170,368	\$ 181,095
AISC, After By-product Credits	\$ 114,293	\$ 239,905	\$ 354,198
Divided by ounces produced	9,990	196	
Cash Cost, Before By-product Credits, per Ounce	\$ 22.10	\$ 887	
By-product credits per ounce	(21.02)	(16)	
Cash Cost, After By-product Credits, per Ounce	\$ 1.08	\$ 871	
AISC, Before By-product Credits, per Ounce	\$ 32.46	\$ 1,242	
By-product credits per ounce	(21.02)	(16)	
AISC, After By-product Credits, per Ounce	\$ 11.44	\$ 1,226	

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In thousands (except per ounce amounts)

Year Ended December 31, 2017

	Greens Creek	Lucky Friday	San Sebastian	Corporate <sup>(3)</sup>	Total Silver	Casa Berardi (Gold)	Total
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 201,803	\$ 15,107	\$ 23,700		\$ 240,610	\$ 184,716	\$ 425,326
Depreciation, depletion and amortization	(56,328)	(2,447)	(2,693)		(61,468)	(59,131)	(120,599)
Treatment costs	47,774	4,759	1,185		53,718	2,432	56,150
Change in product inventory	(2,247)	1,853	(55)		(449)	1,466	1,017
Reclamation and other costs	(2,716)	(115)	(1,467)		(4,298)	(476)	(4,774)
Cash Cost, Before By-product Credits <sup>(1)</sup>	188,286	19,157	20,670		228,113	129,007	357,120
Reclamation and other costs	2,666	217	468		3,351	475	3,826
Exploration	4,265	(1)	6,879	1,825	12,968	4,351	17,319
Sustaining capital	35,255	5,377	2,770	2,716	46,118	50,664	96,782
General and administrative				35,611	35,611		35,611
AISC, Before By-product Credits <sup>(1)</sup>	230,472	24,750	30,787		326,161	184,497	510,658
By-product credits:							
Zinc	(96,950)	(4,914)			(101,864)		(101,864)
Gold	(55,694)		(31,625)		(87,319)		(87,319)
Lead	(29,717)	(9,367)			(39,084)		(39,084)
Silver						(614)	(614)
Total By-product credits	(182,361)	(14,281)	(31,625)		(228,267)	(614)	(228,881)
Cash Cost, After By-product Credits	\$ 5,925	\$ 4,876	\$ (10,955)		\$ (154)	\$ 128,393	\$ 128,239
AISC, After By-product Credits	\$ 48,111	\$ 10,469	\$ (838)		\$ 97,894	\$ 183,883	\$ 281,777
Divided by ounces produced	8,352	839	3,258		12,449	157	
Cash Cost, Before By-product Credits, per Ounce	\$ 22.54	\$ 22.83	\$ 6.35		\$ 18.33	\$ 824	
By-product credits per ounce	(21.83)	(17.02)	(9.71)		(18.34)	(4)	
Cash Cost, After By-product Credits, per Ounce	\$ 0.71	\$ 5.81	\$ (3.36)		\$ (0.01)	\$ 820	
AISC, Before By-product Credits, per Ounce	\$ 27.59	\$ 29.50	\$ 9.45		\$ 26.20	\$ 1,178	
By-product credits per ounce	(21.83)	(17.02)	(9.71)		(18.34)	(4)	
AISC, After By-product Credits, per Ounce	\$ 5.76	\$ 12.48	\$ (0.26)		\$ 7.86	\$ 1,174	

In thousands (except per ounce amounts)

Year Ended December 31, 2016

	Greens Creek	Lucky Friday	San Sebastian	Corporate <sup>(3)</sup>	Total Silver	Casa Berardi (Gold)	Total
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 191,297	\$ 76,210	\$ 31,233		\$ 298,740	\$ 163,216	\$ 461,956
Depreciation, depletion and amortization	(53,222)	(11,810)	(3,782)		(68,814)	(54,817)	(123,631)
Treatment costs	62,754	20,277	1,504		84,535	1,264	85,799
Change in product inventory	(1,208)	(1,162)	1,599		(771)	2,890	2,119
Reclamation and other costs	(2,327)	(822)	(2,257)		(5,406)	(459)	(5,865)
Cash Cost, Before By-product Credits <sup>(1)</sup>	197,294	82,693	28,297		308,284	112,094	420,378
Reclamation and other costs	2,716	720	244		3,680	458	4,138
Exploration	1,892	76	4,043	1,658	7,669	3,331	11,000
Sustaining capital	47,046	41,536	1,540	593	90,715	66,326	157,041
General and administrative				45,040	45,040		45,040
AISC, Before By-product Credits <sup>(1)</sup>	248,948	125,025	34,124		455,388	182,209	637,597
By-product credits:							
Zinc	(76,710)	(15,567)			(92,277)		(92,277)
Gold	(57,238)		(42,667)		(99,905)		(99,905)
Lead	(27,833)	(35,156)			(62,989)		(62,989)
Silver						(572)	(572)
Total By-product credits	(161,781)	(50,723)	(42,667)		(255,171)	(572)	(255,743)
Cash Cost, After By-product Credits	\$ 35,513	\$ 31,970	\$ (14,370)		\$ 53,113	\$ 111,522	\$ 164,635
AISC, After By-product Credits	\$ 87,167	\$ 74,302	\$ (8,543)		\$ 200,217	\$ 181,637	\$ 381,854
Divided by ounces produced	9,254	3,596	4,294		17,144	146	
Cash Cost, Before By-product Credits, per Ounce	\$ 21.32	\$ 23.00	\$ 6.59		\$ 17.98	\$ 768	
By-product credits per ounce	(17.48)	(14.11)	(9.94)		(14.88)	(4)	
Cash Cost, After By-product Credits, per Ounce	\$ 3.84	\$ 8.89	\$ (3.35)		\$ 3.10	\$ 764	
AISC, Before By-product Credits, per Ounce	\$ 26.90	\$ 34.77	\$ 7.95		\$ 26.56	\$ 1,248	
By-product credits per ounce	(17.48)	(14.11)	(9.94)		(14.88)	(4)	
AISC, After By-product Credits, per Ounce	\$ 9.42	\$ 20.66	\$ (1.99)		\$ 11.68	\$ 1,244	

- (1) Includes all direct and indirect operating costs related to the physical activities of producing metals, including mining, processing and other plant costs, third-party refining and marketing expense, on-site general and administrative costs, royalties and mining production taxes, before by-product revenues earned from all metals other than the primary metal produced at each unit. AISC, Before By-product Credits also includes on-site exploration, reclamation, and sustaining capital costs.
- (2) The unionized employees at Lucky Friday have been on strike since March 13, 2017, and production at Lucky Friday has been limited since that time. For 2018 and 2017, costs related to suspension of full production totaling approximately \$14.6 million and \$17.1 million, respectively, along with \$5.0 million and \$4.2 million, respectively, in non-cash depreciation expense for that period, have been excluded from the calculations of cost of sales and other direct production costs and depreciation, depletion and amortization, Cash Cost, Before By-product Credits, Cash Cost, After By-product Credits, AISC, Before By-product Credits, and AISC, After By-product Credits.
- (3) AISC, Before By-product Credits for our consolidated silver properties includes corporate costs for general and administrative expense, exploration and sustaining capital.

**Reconciliation of Net (Loss) Income (GAAP) to Earnings Before Interest, Taxes, Depreciation, and Amortization (non-GAAP)**

The non-GAAP measure of earnings before interest, taxes, depreciation, and amortization ("EBITDA") is calculated as net (loss) income before the following items: interest expense, income tax provision (benefit), and depreciation, depletion, and amortization expense. Management believes that, when presented in conjunction with net loss (income), the most comparable GAAP measure, EBITDA is useful to investors in evaluating our operating performance. The table below presents reconciliations between the non-GAAP measure of EBITDA and the GAAP measure of net (loss) income for the years ended December 31, 2018, 2017, 2016, 2015, and 2014 (in thousands).

	Year ended December 31,				
	2018	2017	2016	2015	2014
Net (loss) income (GAAP)	\$ (26,563)	\$ (28,520)	\$ 61,569	\$ (94,738)	\$ 16,306
Interest expense, net of amount capitalized <sup>(1)</sup>	40,944	38,012	21,796	25,389	26,775
Income tax provision (benefit)	(6,701)	20,963	28,090	56,999	(4,869)
Depreciation, depletion, and amortization	140,905	126,467	124,918	119,293	113,135
EBITDA	\$ 148,585	\$ 156,922	\$ 236,373	\$ 106,943	\$ 151,347

(1) On April 12, 2013, we completed an offering of \$500 million in aggregate principal amount of our Senior Notes due May 1, 2021, and issued additional Senior Notes in 2014 to fund one of our defined benefit pension plans. The Senior Notes bear interest at a rate of 6.875% per year from the date of original issuance or from the most recent payment date to which interest has been paid or provided for. Interest on the Senior Notes is payable on May 1 and November 1 of each year, commencing November 1, 2013. In addition, on March 5, 2018, we issued CAD\$40 million (approximately USD\$30.8 million at the time of issuance) in aggregate principal amount of our RQ Notes. The RQ Notes bear interest at a rate of 4.68% per year from the date of original issuance or from the most recent payment date to which interest has been paid or provided for. Interest on the RQ Notes is payable on May 1 and November 1 of each year, commencing May 1, 2018. See Note 7 of Notes to Consolidated Financial Statements for more information.

**Financial Liquidity and Capital Resources**

Our liquid assets include (in millions):

	December 31, 2018	December 31, 2017	December 31, 2016
Cash and cash equivalents held in U.S. dollars	\$ 15.7	\$ 168.0	\$ 156.1
Cash and cash equivalents held in foreign currency	11.7	18.1	13.7
Total cash and cash equivalents	27.4	186.1	169.8
Marketable debt securities, current	—	33.8	29.1
Marketable equity securities, non-current	6.6	7.6	5.0
Total cash, cash equivalents and investments	\$ 34.0	\$ 227.5	\$ 203.9

Cash and cash equivalents decreased by \$158.7 million in 2018 as a result of the activity discussed below. Cash and cash equivalents held in foreign currencies represents balances in Canadian dollars and Mexican pesos, with the \$6.4 million decrease in 2018 resulting from decreases in both currencies held. Current marketable debt securities decreased by \$33.8 million (discussed below), and the value of non-current marketable equity securities decreased by \$1.1 million (discussed in Note 3 of Notes to Consolidated Financial Statements).

As further discussed in Note 16 of Notes to Consolidated Financial Statements, on July 20, 2018, we completed the acquisition Klondex for total consideration of approximately \$414.2 million, consisting of \$252.2 million in shares of our common stock and warrants to purchase shares of our common stock and \$161.7 million in cash. Klondex had cash, cash equivalents and restricted cash and cash equivalents not relating to their Canadian assets of approximately \$22.4 million and \$35.0 million drawn on their revolving credit facility at the time of the acquisition. We paid off the amount drawn on the Klondex revolving credit facility in July 2018.



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As discussed in Note 7 of *Notes to Consolidated Financial Statements*, on April 12, 2013, we completed an offering of Senior Notes in the total principal amount of US\$500 million, which have a total principal balance of \$506.5 million as of December 31, 2018. The Senior Notes are due May 1, 2021 and bear interest at a rate of 6.875% per year from the most recent payment date to which interest has been paid or provided for. In addition, in March 2018 we entered into a note purchase agreement pursuant to which we issued our Series 2018-A Senior Notes due May 1, 2021 (the "RQ Notes") for total principal of CAD\$40 million (approximately USD\$30.8 million at the time of the transaction) to Ressources Québec. The RQ Notes bear interest at a rate of 4.68% per year. Interest on the Senior Notes and RQ Notes is payable on May 1 and November 1 of each year, commencing November 1, 2013 and May 1, 2018, respectively, and we have made all interest payments payable to date. Also, in July we entered into a new \$200 million revolving credit facility, which increased to \$250 million in November upon satisfaction of certain conditions, including adding certain subsidiaries of Klondex as borrowers under the credit facility and pledging the assets of those subsidiaries as additional collateral under the credit facility. Interest is payable on amounts drawn from the revolving credit facility at a rate of between 2.25% and 3.25% over the London Interbank Offered Rate, or between 1.25% and 2.25% over an alternative base rate, with interest payable on March 31, June 30, September 30, and December 31 of each year. We drew \$71.0 million on the facility and repaid that amount in 2018. There were no amounts drawn on the credit facility as of December 31, 2018, with \$48.0 million drawn as of the date of this report.

As further discussed in *The Lucky Friday Segment* section above, the union employees at Lucky Friday have been on strike since March 13, 2017, and production at Lucky Friday has been limited since that time. We cannot predict how long the strike will last or whether an agreement will be reached. As a result of the strike or other related events, operations at Lucky Friday could continue to be disrupted, which could adversely affect our financial condition and results of operations.

As discussed in Note 10 of *Notes to Consolidated Financial Statements*, in February 2016 we entered into an equity distribution agreement under which we may issue and sell shares of our common stock from time to time having an aggregate offering price of up to \$75 million, with the net proceeds available for general corporate purposes. Whether or not we engage in sales from time to time may depend on a variety of factors, including share price, our cash resources, customary black-out restrictions, and whether we are in possession of any material non-public information, and the agreement can be terminated by us at any time. As of December 31, 2018, we had sold 7,173,614 shares through the at-the-market program for net proceeds of \$24.5 million, including 2,564,767 shares sold in 2018 for total proceeds of approximately \$6.7 million.

Pursuant to our common stock dividend policy described in Note 10 of *Notes to Consolidated Financial Statements*, our Board of Directors declared and paid dividends on common stock totaling \$4.4 million in 2018, \$4.0 million in 2017, and \$3.9 million in 2016. On February 20, 2019, our Board of Directors declared a dividend on common stock totaling \$1.2 million payable in March 2019. Our dividend policy has a silver-price-linked component which ties the amount of declared common stock dividends to our realized silver price for the preceding quarter. Another component of our common stock dividend policy anticipates paying an annual minimum dividend. The declaration and payment of dividends on common stock is at the sole discretion of our board of directors, and we cannot assure you that we will continue to declare and pay common stock dividends in the future.

On May 8, 2012, we announced that our board of directors approved a stock repurchase program. Under the program, we are authorized to repurchase up to 20 million shares of our outstanding common stock from time to time in open market or privately negotiated transactions, depending on prevailing market conditions and other factors. The repurchase program may be modified, suspended or discontinued by us at any time. Whether or not we engage in repurchases from time to time may depend on a variety of factors, including not only price and cash resources, but customary black-out restrictions, whether we are in possession of any material non-public information, limitations on share repurchases or cash usage that may be imposed by our credit agreement or in connection with issuances of securities, alternative uses for cash, applicable law, and other investment opportunities from time to time. As of December 31, 2018, 934,100 shares have been purchased in prior periods at an average price of \$3.99 per share, leaving 19.1 million shares that may yet be purchased under the program. The closing price of our common stock at February 19, 2019, was \$2.92 per share.

We may defer some capital investment and/or exploration and pre-development activities, engage in asset sales or secure additional capital if necessary to maintain liquidity. We also may pursue additional acquisition opportunities, which could require additional equity issuances or other forms of financing. We cannot assure you that such financing will be available to us.

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We believe as a result of our cash balances, the performance of our current and expected operations, current metals prices, proceeds from potential at-the-market sales of common stock, and availability of our revolving credit facility, we will be able to meet our obligations and other potential cash requirements during the next 12 months. Our obligations and other uses of cash may include, but are not limited to: debt service obligations related to the Senior Notes, RQ Notes and revolving credit facility (if amounts are drawn), capital expenditures at our operations, potential acquisitions of other mining companies or properties, regulatory matters, litigation, potential repurchases of our common stock under the program described above, and payment of dividends on common stock, if declared by our board of directors. Throughout the second half of 2018, we borrowed under our revolving credit facility in order to meet our ongoing working capital requirements. All amounts borrowed under the facility were repaid during the year, with no outstanding balance as of December 31, 2018. In 2019, we anticipate similarly borrowing under our credit facility. We currently estimate that a total of approximately \$150 million will be spent on capital expenditures, primarily for equipment, infrastructure, and development at our mines, in 2019. We also estimate that exploration and pre-development expenditures will total approximately \$28 million in 2019. Our expenditures for these items and our related plans for 2019 may change based upon our financial position, metals prices, and other considerations. Our ability to fund the activities described above will depend on our operating performance, metals prices, our ability to estimate revenues and costs, sources of liquidity available to us, including the revolving credit facility, and other factors. A sustained downturn in metals prices, or significant increase in operational or capital costs or other uses of cash, our inability to access the credit facility or the sources of liquidity discussed above, or other factors beyond our control could impact our plans.

	Year Ended December 31,		
	2018	2017	2016
<b>Cash provided by operating activities (in millions)</b>	<b>\$ 94.2</b>	<b>\$ 115.9</b>	<b>\$ 225.3</b>

Cash provided by operating activities decreased by \$21.7 million in 2018 compared to 2017. The decrease was due to income, adjusted for non-cash items, being lower by \$50.6 million due to lower gross profit at San Sebastian and Lucky Friday, and a gross loss at the newly-acquired Nevada Operations (see *The San Sebastian Segment*, *The Lucky Friday Segment* and *The Nevada Operations Segment* sections above), exploration costs being higher by \$12.2 million, and \$10.0 million in costs related to the acquisition of Klondex (discussed below), partially offset by cash proceeds of approximately \$32.8 million for settlement of base metal derivative contracts prior to their maturity date. The lower income, adjusted for non-cash items, was partially offset by working capital and other operating asset and liability changes that resulted in a net reduction in cash of \$10.6 million in 2018, which was less than the reduction in cash of \$39.5 million in 2017. Significant variances in working capital changes between 2018 and 2017 resulted from lower accounts receivable due to the timing of concentrate shipments at Greens Creek and collection of U.S. income tax refunds and higher accounts payable due mainly to the addition of Nevada Operations and timing of capital expenditures at Lucky Friday and Casa Berardi, partially offset by higher inventory balances due to the addition of Nevada Operations and the timing of shipments at Greens Creek and San Sebastian.

Cash provided by operating activities decreased by \$109.4 million in 2017 compared to 2016. The decrease was due to income, adjusted for non-cash items, being lower by \$96.8 million. The lower income was primarily due to lower gross profit generated at San Sebastian, Lucky Friday, and Casa Berardi (see *The San Sebastian Segment*, *The Lucky Friday Segment*, and *The Casa Berardi Segment* sections above for more information), suspension costs incurred at Lucky Friday as a result of the strike, and higher exploration, pre-development, and research and development spending. In addition, working capital and other operating asset and liability changes resulted in a net reduction in cash of \$39.5 million in 2017 compared to an addition of \$22.5 million in 2016. Significant variances in working capital changes between 2017 and 2016 resulted from settlement of the reclamation insurance policy for the Troy mine for cash proceeds of \$16.0 million in 2016, payment of estimated income taxes in Mexico in 2017, lower incentive compensation accruals, and reduced accounts payable balances due to completion of the #4 Shaft and the strike at Lucky Friday. These items were partially offset by net payments in 2016 totaling \$9.9 million by CoCa Mines, Inc., our wholly-owned subsidiary, for settlement of response costs at the Gilt Edge and Nelson Tunnel/Commodore sites.

	Year Ended December 31,		
	2018	2017	2016
<b>Cash used in investing activities (in millions)</b>	<b>\$ 236.5</b>	<b>\$ 96.6</b>	<b>\$ 197.5</b>

We had a cash outflow of \$139.3 million for the acquisition of Klondex, net of the cash balance acquired, in July 2018. Capital expenditures were \$136.9 million in 2018, excluding non-cash lease additions of \$7.0 million, which was \$38.9 million higher than capital expenditures in 2017. The increase was related to capital projects at our newly-acquired Nevada Operations unit and higher expenditures at Greens Creek and Lucky Friday, partially offset by lower expenditures at Casa Berardi and San Sebastian. We purchased marketable securities having a cost basis of \$32.0 million and \$56.6 million during 2018 and 2017, respectively, with all but \$0.8 million and \$1.6 million for those years related to purchases of bonds having maturities of greater than 90 days and less than 365 days. Bonds valued at \$64.9 million and \$50.0 million matured during 2018 and 2017, respectively. During 2018 and 2017, we received \$4.4 million and \$7.7 million, respectively, in insurance proceeds related to the collapse of the mill building at the Troy mine in February 2017 due to snow.

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Capital expenditures were \$98.0 million in 2017, excluding \$6.4 million in non-cash capital lease additions, compared to \$164.8 million, excluding \$2.3 million in capital leases, in 2016. The decrease was primarily related to lower costs for (i) the #4 Shaft project, which was completed in January 2017, (ii) other activity at Lucky Friday as a result of the strike, (iii) construction of the tailings facility at Greens Creek, and (iv) development of the EMCP pit at Casa Berardi. We had a net cash outflow of \$3.9 million for the purchase of Mines Management in 2016. We purchased marketable securities having a cost basis of \$48.9 million during 2016, with all but \$0.9 million for those years related to purchases of bonds having maturities of greater than 90 days and less than 365 days. Bonds valued at \$18.6 million matured during 2016.

	Year Ended December 31,			
	2018	2017	2016	
<b>Cash used in financing activities (in millions)</b>	<b>\$ 14.9</b>	<b>\$ 5.2</b>	<b>\$ 12.0</b>	

During 2018, 2017, and 2016, we received \$6.7 million, \$9.6 million and \$8.1 million, respectively, in net proceeds from the sale of shares of our common stock under the equity distribution agreement discussed above. We had borrowings totaling \$102.0 million in 2018, including \$71 million drawn on our revolving credit facility which was repaid in 2018, and \$30.8 million for the issuance of the RQ Notes in March 2018. In addition to repayment of our revolving credit facility balance, in July 2018 we repaid the \$35.0 million revolving credit facility balance assumed in the acquisition of Klondex. We had payments on debt of \$0.5 million and \$2.7 million in 2017 and 2016, respectively. We also paid cash dividends of \$0.6 million on our Series B preferred stock during each year. We made payments on our capital leases of \$7.3 million, \$6.5 million, and \$8.4 million in 2018, 2017, and 2016, respectively. We also purchased shares of our common stock for \$2.7 million, \$2.9 million, and \$4.4 million in 2018, 2017, and 2016, respectively, primarily related to the election by employees to satisfy tax withholding obligations for the vesting of restricted stock units through net share settlement.

Exchange rate fluctuations between the U.S. dollar and the Canadian dollar and Mexican peso resulted in a decrease in our cash balance of \$1.5 million during 2018, an increase of \$1.1 million during 2017 and a decrease of \$0.1 million in 2016.

**Contractual Obligations and Contingent Liabilities and Commitments**

The table below presents our fixed, non-cancelable contractual obligations and commitments primarily related to our Senior Notes, RQ Notes, outstanding purchase orders, certain capital expenditures, our credit facility, and lease arrangements as of December 31, 2018 (in thousands):

	Payments Due By Period				Total
	Less than 1 year	1-3 years	3-5 years	After 5 years	
Purchase obligations <sup>(1)</sup>	\$ 13,922	\$ —	\$ —	\$ —	\$ 13,922
Commitment fees <sup>(2)</sup>	1,250	2,500	573	—	4,323
Contractual obligations <sup>(3)</sup>	2,747	—	—	—	2,747
Capital lease commitments <sup>(4)</sup>	5,745	7,532	756	—	14,033
Operating lease commitments <sup>(5)</sup>	7,919	9,108	4,725	1,397	23,149
Defined benefit pension plans <sup>(6)</sup>	2,200	—	—	—	2,200
Supplemental executive retirement plan <sup>(6)</sup>	597	1,620	2,146	6,377	10,740
Senior Notes <sup>(7)</sup>	34,822	552,929	—	—	587,751
RQ Notes <sup>(8)</sup>	1,372	29,319	—	—	30,691
<b>Total contractual cash obligations</b>	<b>\$ 70,574</b>	<b>\$ 603,008</b>	<b>\$ 8,200</b>	<b>\$ 7,774</b>	<b>\$ 689,556</b>

(1) Consist of open purchase orders of approximately \$1.6 million at the Greens Creek unit, \$0.4 million at the Lucky Friday unit, \$1.1 million at the Casa Berardi unit, and \$10.9 million at the Nevada Operations unit.

(2) We have a \$250 million revolving credit agreement under which we are required to pay a standby fee of 0.5% per annum on undrawn amounts. With the exception of \$3.0 million in letters of credit outstanding, there was no amount drawn under the revolving credit agreement as of December 31, 2018. The amounts above assume no amounts will be drawn during the agreement's term. For more information on our credit facility, see *Note 7 of Notes to Consolidated Financial Statements*.

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- (3) As of December 31, 2018, we were committed to approximately \$2.7 million in expenditures for various items.
- (4) Includes scheduled capital lease payments of \$6.5 million, \$1.6 million, \$4.1 million and \$1.9 million (including interest), respectively, for equipment at our Greens Creek, Lucky Friday, Casa Berardi and Nevada Operations units. These leases have fixed payment terms and contain bargain purchase options at the end of the lease periods. See *Note 7 of Notes to Consolidated Financial Statements* for more information.
- (5) We enter into operating leases in the normal course of business. Substantially all lease agreements have fixed payment terms based on the passage of time. Some lease agreements provide us with the option to renew the lease or purchase the leased property. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional operating lease arrangements.
- (6) We sponsor defined benefit pension plans covering substantially all U.S. employees and provide certain post-retirement benefits for qualifying retired employees, along with a supplemental executive retirement plan. These amounts represent our estimate of the future funding requirements for these plans. We believe we will have funding requirements related to our defined benefit plans beyond one year; however, such obligations are not fixed in nature and are difficult to estimate, as they involve significant assumptions. See *Note 9 of Notes to Consolidated Financial Statements* for more information.
- (7) On April 12, 2013, we completed an offering of \$500 million in aggregate principal amount of our Senior Notes due May 1, 2021. The Senior Notes bear interest at a rate of 6.875% per year from the date of original issuance or from the most recent payment date to which interest has been paid or provided for. Interest on the Senior Notes is payable on May 1 and November 1 of each year, commencing November 1, 2013, and we have made all interest payments payable to date. Since the initial offering, we have issued an additional \$6.5 million in aggregate principal amount of the Senior Notes to fund obligations under our defined benefit pension plan. See *Note 7 of Notes to Consolidated Financial Statements* for more information.
- (8) On March 5, 2018, we entered into a note purchase agreement pursuant to which we issued CAD\$40 million (approximately USD\$30.8 million at the time of the transaction) in aggregate principal amount of our Series 2018-A Senior Notes due May 1, 2021 (the "RQ Notes") to Ressources Québec, a subsidiary of Investissement Québec, a financing arm of the Québec government. The RQ Notes bear interest at a rate of 4.68% per year, payable on May 1 and November 1 of each year, commencing May 1, 2018, and we have made all interest payments payable to date.

We record liabilities for costs associated with mine closure, reclamation of land and other environmental matters. At December 31, 2018, our liabilities for these matters totaled \$108.4 million. Future expenditures related to closure, reclamation and environmental expenditures at our other sites are difficult to estimate, although we anticipate we will incur expenditures relating to these obligations over the next 30 years. For additional information relating to our environmental obligations, see *Note 5 of Notes to Consolidated Financial Statements* and *Item 1A. Risk Factors – Our environmental obligations may exceed the provisions we have made*. As discussed in *Note 8 of Notes to Consolidated Financial Statements*, we are involved in various other legal proceedings which may result in obligations in excess of provisions we have made.

### ***Off-Balance Sheet Arrangements***

At December 31, 2018, we had no existing off-balance sheet arrangements, as defined under SEC regulations, that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

### ***Critical Accounting Estimates***

Our significant accounting policies are described in *Note 1 of Notes to Consolidated Financial Statements*. As described in *Note 1*, we are required to make estimates and assumptions that affect the reported amounts and related disclosures of assets, liabilities, revenue, and expenses. Our estimates are based on our experience and our interpretation of economic, political, regulatory, and other factors that affect our business prospects. Actual results may differ significantly from our estimates.

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We believe that our most critical accounting estimates are related to future metals prices; obligations for environmental, reclamation, and closure matters; mineral reserves; and accounting for business combinations, as they require us to make assumptions that are highly uncertain at the time the accounting estimates are made and changes in them are reasonably likely to occur from period to period. Management has discussed the development and selection of these critical accounting estimates with the Audit Committee of our Board of Directors, and the Audit Committee has reviewed the disclosures presented below. In addition, there are other items within our financial statements that require estimation, but are not deemed to be critical. However, changes in estimates used in these and other items could have a material impact on our financial statements.

### *Future Metals Prices*

Metals prices are key components in estimates that determine the valuation of some of our significant assets and liabilities, including properties, plants, equipment and mineral interests, deferred tax assets, and certain accounts receivable. Metals prices are also an important component in the estimation of reserves. As shown above in *Item 1. – Business*, metals prices have historically been volatile. Silver demand arises from investment demand, particularly in exchange-traded funds, industrial demand, and consumer demand. Gold demand arises primarily from investment and consumer demand. Investment demand for silver and gold can be influenced by several factors, including: the value of the U.S. dollar and other currencies, changing U.S. budget deficits, widening availability of exchange-traded funds, interest rate levels, the health of credit markets, and inflationary expectations. Uncertainty related to the political environment in the U.S., Britain's exit from the European Union and a global economic recovery, including recent uncertainty in China, could result in continued investment demand for precious metals. Industrial demand for silver is closely linked to world Gross Domestic Product growth and industrial fabrication levels, as it is difficult to substitute for silver in industrial fabrication. Consumer demand is driven significantly by demand for jewelry and other retail products. We believe that long-term industrial and economic trends, including urbanization and growth of the middle class in countries such as China and India, will result in continued consumer demand for silver and gold and industrial demand for silver. However, China has recently experienced a lower rate of economic growth which could continue in the near term. There can be no assurance whether these trends will continue or how they will impact prices of the metals we produce. In the past, we have recorded impairments to our asset carrying value because of low prices, and we can offer no assurance that prices will either remain at their current levels or increase.

Processes supporting valuation of our assets and liabilities that are most significantly affected by prices include analysis of asset carrying values, depreciation, reserves, and deferred income taxes. On at least an annual basis - and more frequently if circumstances warrant - we examine our depreciation rates, reserve estimates, and the valuation allowances on our deferred tax assets. We examine the carrying values of our assets as changes in facts and circumstances warrant. In our evaluation of carrying values and deferred taxes, we apply several pricing views to our forecasting model, including current prices, analyst price estimates, forward-curve prices, and historical prices (see *Mineral Reserves*, below, regarding prices used for reserve estimates). Using applicable accounting guidance and our view of metals markets, we use the probability-weighted average of the various methods to determine whether the values of our assets are fairly stated, and to determine the level of valuation allowances, if any, on our deferred tax assets. In addition, estimates of future metals prices are used in the valuation of certain assets in the determination of the purchase price allocations for our acquisitions (see *Business Combinations* below).

Sales of concentrates sold directly to customers are recorded as revenues upon completion of the performance obligations and transfer of control of the product to the customer (generally at the time of shipment) using estimated forward metals prices for the estimated month of settlement. Due to the time elapsed between shipment of concentrates to the customer and final settlement with the customer, we must estimate the prices at which sales of our metals will be settled. Previously recorded sales and trade accounts receivable are adjusted to estimated settlement prices until final settlement by the customer. Changes in metals prices between shipment and final settlement result in changes to revenues and accounts receivable previously recorded upon shipment. As a result, our trade accounts receivable balances related to concentrate sales are subject to changes in metals prices until final settlement occurs. For more information, see *Note 12 of Notes to Consolidated Financial Statements*.

We utilize financially-settled forward contracts to manage our exposure to changes in prices for silver, gold, zinc and lead. See *Item 7A. – Quantitative and Qualitative Disclosures About Market Risk - Commodity-Price Risk Management* below for more information on our contract programs. These contracts do not qualify for hedge accounting and are therefore marked-to-market through earnings each period. Changes in silver, gold, zinc and lead prices between the dates that the contracts are entered into and their settlements will result in changes to the fair value asset or liability associated with the contracts, with a corresponding gain or loss recognized in earnings.

### *Obligations for Environmental, Reclamation and Closure Matters*

Accrued reclamation and closure costs can represent a significant and variable liability on our balance sheet. We have estimated our liabilities under appropriate accounting guidance, and on at least an annual basis - and more frequently if warranted - management reviews our liabilities with our Audit Committee. However, the ranges of liability could exceed the liabilities recognized. If substantial damages were awarded, claims were settled, or remediation costs incurred in excess of our accruals, our financial results or condition could be materially adversely affected.

### *Mineral Reserves*

Critical estimates are inherent in the process of determining our reserves. Our reserves are affected largely by our assessment of future metals prices, as well as by engineering and geological estimates of ore grade, accessibility and production cost. Metals prices are estimated at long-term averages, as described above in *Item 2. – Properties*. Our assessment of reserves occurs at least annually, and periodically utilizes external audits.

Reserves are a key component in the valuation of our properties, plants and equipment. Reserve estimates are used in determining appropriate rates of units-of-production depreciation, with net book value of many assets depreciated over remaining estimated reserves. Reserves are also a key component in forecasts, with which we compare future cash flows to current asset values in an effort to ensure that carrying values are reported appropriately. Our forecasts are also used in determining the level of valuation allowances on our deferred tax assets. Reserves also play a key role in the valuation of certain assets in the determination of the purchase price allocations for acquisitions. Annual reserve estimates are also used to determine conversions of mineral assets beyond the known reserve resulting from business combinations to depreciable reserves, in periods subsequent to the business combinations (see *Business Combinations* below). Reserves are a culmination of many estimates and are not guarantees that we will recover the indicated quantities of metals or that we will do so at a profitable level.

### *Business Combinations*

We are required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. The valuation of assets acquired and liabilities assumed requires management to make significant estimates and assumptions, especially with respect to long-lived assets (including mineral assets beyond the known reserve). These estimates include future metals prices and mineral reserves, as discussed above. Management may also be required to make estimates related to the valuation of deferred tax assets or liabilities as part of the purchase price allocation for business combinations. In some cases, we use third-party appraisers to determine the fair values of property and other identifiable assets. In addition, costs related to business combinations are included in earnings as incurred, and our financial results for periods in which business combinations are pursued could be adversely affected as a result.

### *New Accounting Pronouncements*

#### *Accounting Standards Updates Adopted*

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 Revenue Recognition, replacing guidance previously codified in Subtopic 605-10 Revenue Recognition-Overall. The new ASU establishes a five step principles-based framework in an effort to significantly enhance comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets. In August 2015, the FASB issued ASU No. 2015-14 Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. ASU No. 2015-14 deferred the effective date of ASU No. 2014-09 until annual and interim reporting periods beginning after December 15, 2017. We adopted ASU No. 2014-09 as of January 1, 2018 using the modified-retrospective transition approach. The impact of adoption of the update to our consolidated financial statements for the years ended December 31, 2017 and December 31, 2016 would have been a reclassification of \$1.9 million and \$1.3 million, respectively, in doré refining costs from sales of products to cost of sales and other direct production costs.

We performed an assessment of the impact of implementation of ASU No. 2014-09, and concluded it does not change the timing of revenue recognition or amounts of revenue recognized compared to how we recognized revenue under our previous policies. Our revenues involve a relatively limited number of types of contracts and customers. In addition, our revenue contracts do not involve multiple types of performance obligations. Revenues from doré are recognized, and the transaction price is known, at the time the metals sold are delivered to the customer. Concentrate revenues are generally recognized at the time of shipment. Concentrates sold at our Lucky Friday unit typically leave the mine and are received by the customer within the same day. There is a period of time between shipment of concentrates from our Greens Creek unit and their physical receipt by the customer. However, based on our assessment, we believe control of the concentrate parcels is generally obtained by the customer at the time of shipment.

Our concentrate sales involve variable consideration, as they are subject to changes in metals prices between the time of shipment and their final settlement. However, we are able to reasonably estimate the transaction price for the concentrate sales at the time of shipment using forward prices for the month of settlement, and we then adjust the values each period until final settlement. Also, it is unlikely a significant reversal of revenue for any one concentrate parcel will occur.

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Adoption of ASU No. 2014-09 involves additional disclosures, where applicable, concerning (i) contracts with customers, (ii) significant judgments and changes in judgments in determining the timing of satisfaction of performance obligations and the transaction price, and (iii) assets recognized for costs to obtain or fulfill contracts. See *Note 12 of Notes to Consolidated Financial Statements* for information on our sales of products.

In January 2016, the FASB issued ASU No. 2016-01 Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The guidance requires entities to measure equity investments that are not accounted for under the equity method at fair value, with any changes in fair value included in current earnings, and updates certain disclosure requirements. The update is effective for fiscal years beginning after December 15, 2017. We adopted ASU No. 2016-01 as of January 1, 2018 using the modified-retrospective approach, with a cumulative-effect adjustment from accumulated other comprehensive loss to retained deficit on our balance sheet of \$1.3 million, net of the income tax effect.

In August 2016, the FASB issued ASU No. 2016-15 Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The update provides guidance on classification of cash receipts and payments related to eight specific issues. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. We adopted this update as of January 1, 2018, and there were no material impacts on our consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18 Statement of Cash Flows (Topic 230): Restricted Cash. The update requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. We adopted this update as of January 1, 2018. Cash, cash equivalents, and restricted cash and cash equivalents on the consolidated statement of cash flows includes restricted cash and cash equivalents of \$1.0 million as of December 31, 2018 and December 31, 2017, \$2.2 million as of December 31, 2016 and \$1.0 million as of December 31, 2015, as well as amounts previously reported for cash and cash equivalents.

In January 2017, the FASB issued ASU No. 2017-01 Business Combinations (Topic 805): Clarifying the Definition of a Business. The update clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We applied the applicable provisions of the update to our acquisition of Klondex in July 2018 (see *Note 16 of Notes to Consolidated Financial Statements*), which was accounted for as a business acquisition, and will apply the applicable provisions of the update to any future acquisitions.

In March 2017, the FASB issued ASU No. 2017-07 Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Period Postretirement Benefit Cost. The update provides specific requirements for classification and disclosure regarding the service cost component and other components of net benefit cost related to pension plans. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We have implemented this update effective January 1, 2018. For the full year of 2018, a total net expense of approximately \$2.8 million for the components of net benefit cost, except service cost, is included in other income (expense) on our consolidated statements of operations, and not reported in the same line items as other employee compensation costs.

### *Accounting Standards Updates to Become Effective in Future Periods*

In February 2016, the FASB issued ASU No. 2016-02 Leases (Topic 842). The update modifies the classification criteria and requires lessees to recognize the assets and liabilities on the balance sheet for most leases. The update is effective for fiscal years beginning after December 15, 2018, with early adoption permitted.

See *Note 10 of Notes to Consolidated Financial Statements* for information on our capital leases, which are considered finance leases under the new guidance. Under the current guidance, the present value of these leases has been recognized as a liability, with the value of the capital lease asset, net of accumulated depreciation, included in properties, plants, equipment and mineral interests, net, on our consolidated balance sheet, as of December 31, 2018. We will continue to recognize the liability and right-of-use asset for our finance leases in this manner under the new guidance.



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Upon implementation of the new guidance, we anticipate recognizing a liability and right-of-use asset of approximately \$22.4 million as of January 1, 2019 for our identified operating leases. We have elected the transition option to apply the new guidance at the effective date without adjusting comparative periods presented.

In August 2017, the FASB issued ASU No. 2017-12 Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. The objective of the update is to improve the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements, and simplify the application of existing hedge accounting guidance. The update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. We do not anticipate this update will have a material impact on our consolidated financial statements upon implementation.

In February 2018, the FASB issued ASU No. 2018-02 Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The amendments in the update allow a reclassification from other comprehensive income to retained earnings for "stranded" tax effects resulting from the reduction in the historical corporate tax rate under the Tax Cuts and Jobs Act. The update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The tax effect of items in our other comprehensive income totaled \$12.6 million as of December 31, 2018.

In June 2018, the FASB issued ASU No. 2018-07 Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. The update involves simplification of several aspects of accounting for nonemployee share-based payment transactions by expanding the scope of Topic 718 to include nonemployee awards. The update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. We do not anticipate this update will have a material impact on our consolidated financial statements upon implementation.

In August 2018, the FASB issued ASU No. 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The update removes, modifies and makes additions to the disclosure requirements on fair value measurements. The update is effective for fiscal years beginning after December 15, 2019, with early adoption permitted. We are evaluating the impact of this update on our fair value measurement disclosures.

In August 2018, the FASB issued ASU No. 2018-14 Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20): Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans. The update removes several disclosure requirements, adds two new disclosure requirements, and clarifies other disclosure requirements for employers that sponsor defined benefit pension or other post-retirement plans. The update is effective for fiscal years beginning after December 15, 2020, with early adoption permitted. We are evaluating the impact of this update on our disclosures involving our defined benefit pension plans.

### ***Forward-Looking Statements***

The foregoing discussion and analysis, as well as certain information contained elsewhere in this report, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act, and are intended to be covered by the safe harbor created thereby. See the discussion in *Special Note on Forward-Looking Statements* included prior to *Item 1*.

### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

The following discussion about our risk-management activities includes forward-looking statements that involve risk and uncertainties, as well as summarizes the financial instruments held by us at December 31, 2018 which are sensitive to changes in commodity prices and foreign exchange rates and are not held for trading purposes. Actual results could differ materially from those projected in the forward-looking statements. In the normal course of business, we also face risks that are either non-financial or non-quantifiable (see *Item 1A. Risk Factors* above).



*Provisional Sales*

Sales of all metals products sold directly to customers, including by-product metals, are recorded as revenues when performance obligations have been completed and the transaction price can be determined or reasonably estimated. For concentrate sales, revenues are generally recorded at the time of shipment at forward prices for the estimated month of settlement. Due to the time elapsed between shipment to the customer and the final settlement with the customer we must estimate the prices at which sales of our concentrates will be settled. Previously recorded sales are adjusted to estimated settlement metals prices until final settlement by the customer. Changes in metals prices between shipment and final settlement will result in changes to revenues previously recorded upon shipment. Metals prices can and often do fluctuate widely and are affected by numerous factors beyond our control (see *Item 1A. Risk Factors – A substantial or extended decline in metals prices would have a material adverse effect on us*). At December 31, 2018, metals contained in concentrates and exposed to future price changes totaled approximately 1.0 million ounces of silver, 3,658 ounces of gold, 10,689 tons of zinc, and 1,572 tons of lead. If the price for each metal were to change by 10%, the change in the total value of the concentrates sold would be approximately \$4.7 million. However, as discussed in *Commodity-Price Risk Management* below, we utilize a program designed and intended to mitigate the risk of negative price adjustments with limited mark-to-market financially-settled forward contracts for our silver, gold, zinc and lead sales. Therefore, the impact of changes in prices on the value of concentrates sold would be substantially offset by a gain or loss on forward contracts.

*Commodity-Price Risk Management*

At times, we may use commodity forward sales commitments, commodity swap contracts and commodity put and call option contracts to manage our exposure to fluctuation in the prices of certain metals we produce. Contract positions are designed to ensure that we will receive a defined minimum price for certain quantities of our production, thereby partially offsetting our exposure to fluctuations in market prices. Our risk management policy allows for up to 75% of our planned metals price exposure for five years into the future, with certain other limitations, to be hedged under such programs. These instruments do, however, expose us to (i) credit risk in the event of non-performance by counterparties for contracts in which the contract price exceeds the spot price of a commodity and (ii) price risk to the extent that the spot price exceeds the contract price for quantities of our production covered under contract positions.

We are currently using financially-settled forward contracts to manage the exposure to changes in prices of silver, gold, zinc and lead contained in our concentrate shipments between the time of shipment and final settlement. In addition, at times we use financially-settled forward contracts to manage the exposure to changes in prices of zinc and lead (but not silver and gold) contained in our forecasted future concentrate shipments. These contracts do not qualify for hedge accounting and are marked-to-market through earnings each period. At December 31, 2018, we recorded a current asset of \$0.2 million, which is included in other current assets, and a current liability of \$0.4 million, which is included in other current liabilities and is net of \$0.5 million for contracts in a fair value current asset position.

We recognized an \$8.1 million net gain during 2018 on the contracts utilized to manage exposure to prices of metals in our concentrate shipments, which is included in sales of products. The net gain recognized on the contracts offsets losses related to price adjustments on our provisional concentrate sales, both of which resulted from changes to silver, gold, lead and zinc prices between the time of sale and final settlement.

We recognized a \$40.3 million net gain during 2018 on the contracts utilized to manage exposure to prices for forecasted future concentrate shipments. The net gain on these contracts is included as a separate line item under other income (expense), as they relate to forecasted future shipments, as opposed to sales that have already taken place but are subject to final pricing as discussed in the preceding paragraph. The net gain for 2018 is the result of decreasing zinc and lead prices. During the third quarter of 2018, we settled, prior to their maturity date, contracts in a gain position for cash proceeds to us of approximately \$32.8 million. As a result, there were no metals committed under contracts on forecasted sales as of December 31, 2018. This program, when utilized, is designed to mitigate the impact of potential future declines in zinc and lead prices from the price levels established in the contracts (see average price information below). When those prices increase compared to the contract prices, we incur losses on the contracts.

The following tables summarize the quantities of metals committed under forward sales contracts at December 31, 2018 and December 31, 2017:

December 31, 2018	Ounces/pounds under contract (in 000's)				Average price per ounce/pound			
	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)
Contracts on provisional sales								
2019 settlements	842	4	18,450	2,700	\$ 14.69	\$ 1,260	\$ 1.15	\$ 0.89

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December 31, 2017	Ounces/pounds under contract (in 000's)				Average price per ounce/pound			
	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)
Contracts on provisional sales								
2018 settlements	1,447	5	21,550	4,740	\$ 16.64	\$ 1,279	\$ 1.45	\$ 1.11
Contracts on forecasted sales								
2018 settlements	N/A	N/A	32,187	16,645	N/A	N/A	\$ 1.29	\$ 1.06
2019 settlements	N/A	N/A	23,589	18,078	N/A	N/A	\$ 1.33	\$ 1.09
2020 settlements	N/A	N/A	3,307	2,866	N/A	N/A	\$ 1.27	\$ 1.08

*Foreign Currency*

We operate or have mining interests in Canada and Mexico, which exposes us to risks associated with fluctuations in the exchange rates between the U.S. dollar ("USD") and the Canadian dollar ("CAD") and Mexican peso ("MXN"). We have determined the functional currency for our Canadian and Mexican operations is the USD. As such, foreign exchange gains and losses associated with the re-measurement of monetary assets and liabilities from CAD and MXN to USD are recorded to earnings each period. For the year ended December 31, 2018, we recognized a net foreign exchange gain of \$10.3 million. Foreign currency exchange rates are influenced by a number of factors beyond our control. A 10% change in the exchange rate between the USD and CAD from the rate at December 31, 2018 would have resulted in a change of approximately \$12.0 million in our net foreign exchange gain or loss. A 10% change in the exchange rate between the USD and MXN from the rate at December 31, 2018 would have resulted in a change of approximately \$0.9 million in our net foreign exchange gain or loss.

In April 2016, we initiated a program to manage our exposure to fluctuations in the exchange rate between the USD and CAD and the impact on our future operating costs denominated in CAD. In October 2016, we also initiated a program to manage our exposure to the impact of fluctuations in the exchange rate between the USD and MXN on our future operating costs denominated in MXN. The programs utilize forward contracts to buy CAD and MXN, and each contract is designated as a cash flow hedge. As of December 31, 2018, we had 107 forward contracts outstanding to buy CAD\$254.6 million having a notional amount of US\$197.2 million, and 24 forward contracts outstanding to buy MXN\$131.4 million having a notional amount of US\$6.5 million. The CAD contracts are related to forecasted cash operating costs at Casa Berardi to be incurred from 2019 through 2022 and have CAD-to-USD exchange rates ranging between 1.2702 and 1.3315. The MXN contracts are related to forecasted cash operating costs at San Sebastian to be incurred from 2019 through 2020 and have MXN-to-USD exchange rates ranging between 19.6200 and 20.8550. Our risk management policy allows for up to 75% of our planned cost exposure for five years into the future to be hedged under such programs, and for potential additional programs to manage other foreign currency-related exposure areas. These instruments do, however, expose us to (i) credit risk in the form of non-performance by counterparties for contracts in which the contract exchange rate exceeds the spot exchange rate of a currency and (ii) exchange rate risk to the extent that the spot exchange rate exceeds the contract exchange rate for amounts of our operating costs covered under contract positions.

As of December 31, 2018, we recorded the following balances for the fair value of the contracts:

- a current asset of \$23 thousand, which is included in other current assets;
- a current liability of \$3.7 million, which is included in other current liabilities; and
- a non-current liability of \$4.9 million, which is included in other non-current liabilities.

Net unrealized losses of approximately \$8.8 million related to the effective portion of the hedges were included in accumulated other comprehensive income as of December 31, 2018, and are net of related deferred taxes. Unrealized gains and losses will be transferred from accumulated other comprehensive loss to current earnings as the underlying operating expenses are recognized. We estimate approximately \$3.7 million in net unrealized losses included in accumulated other comprehensive income as of December 31, 2018 would be reclassified to current earnings in the next twelve months. Net realized losses of approximately \$0.4 million on contracts related to underlying expenses which have been recognized were transferred from accumulated other comprehensive loss and included in cost of sales and other direct production costs in 2018. Net unrealized gains of approximately \$1 thousand related to ineffectiveness of the hedges were included in gain (loss) on derivatives contracts on our consolidated statements of operations and comprehensive income (loss) for the year ended December 31, 2018.

**Item 8. Financial Statements and Supplementary Data**

Our Consolidated Financial Statements are included herein beginning on page F-1. Financial statement schedules are omitted as they are not applicable or the information required in the schedule is already included in the Consolidated Financial Statements.

The following table sets forth supplementary financial data (in thousands, except per share amounts) for each quarter for the years ended December 31, 2018 and 2017, derived from our unaudited quarterly financial statements, with the total amounts for each year derived from our audited financial statements. The data set forth below should be read in conjunction with and is qualified in its entirety by reference to our Consolidated Financial Statements.

	<b>Fourth Quarter</b>	<b>Third Quarter</b>	<b>Second Quarter</b>	<b>First Quarter</b>	<b>Total</b>
<b>2018</b>					
Sales of products	\$ 136,520	\$ 143,649	\$ 147,259	\$ 139,709	\$ 567,137
Gross (loss) profit	\$ (1,265)	\$ 6,576	\$ 35,002	\$ 38,786	\$ 79,099
Net (loss) income	\$ (23,693)	\$ (23,184)	\$ 12,074	\$ 8,240	\$ (26,563)
Preferred stock dividends	\$ (138)	\$ (138)	\$ (138)	\$ (138)	\$ (552)
(Loss) income applicable to common stockholders	\$ (23,831)	\$ (23,322)	\$ 11,936	\$ 8,102	\$ (27,115)
Basic (loss) income per common share	\$ (0.05)	\$ (0.05)	\$ 0.03	\$ 0.02	\$ (0.06)
Diluted (loss) income per common share	\$ (0.05)	\$ (0.05)	\$ 0.03	\$ 0.02	\$ (0.06)
<b>2017 (Revised)</b>					
Sales of products	\$ 160,113	\$ 140,839	\$ 134,279	\$ 142,544	\$ 577,775
Gross profit	\$ 46,310	\$ 42,963	\$ 29,743	\$ 33,433	\$ 152,449
Net (loss) income	\$ (28,968)	\$ 314	\$ (24,948)	\$ 25,082	\$ (28,520)
Preferred stock dividends	\$ (138)	\$ (138)	\$ (138)	\$ (138)	\$ (552)
(Loss) income applicable to common stockholders	\$ (29,106)	\$ 176	\$ (25,086)	\$ 24,944	\$ (29,072)
Basic (loss) income per common share	\$ (0.07)	\$ —	\$ (0.06)	\$ 0.07	\$ (0.07)
Diluted (loss) income per common share	\$ (0.07)	\$ —	\$ (0.06)	\$ 0.07	\$ (0.07)

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures**

None.

**Item 9A. Controls and Procedures****Disclosure Controls and Procedures**

An evaluation was performed under the supervision and with the participation of management, including the CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures as required by Exchange Act Rules 13a-15(e) and 15(d)-15(e) as of the end of the reporting period covered by this report. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures, including controls and procedures designed to ensure that information required to be disclosed by us is accumulated and communicated to our management (including our CEO and CFO), were effective as of December 31, 2018, in assuring them in a timely manner that material information required to be disclosed in this report has been properly recorded, processed, summarized and reported.

**Management's Annual Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over our financial reporting, which is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America.

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Because of its inherent limitations, any system of internal control over financial reporting, no matter how well designed, may not prevent or detect misstatements due to the possibility that a control can be circumvented or overridden or that misstatements due to error or fraud may occur that are not detected. Also, because of changes in conditions, internal control effectiveness may vary over time.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018, using criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and concluded that we have maintained effective internal control over financial reporting as of December 31, 2018, based on these criteria.

Our internal control over financial reporting as of December 31, 2018 has been audited by BDO USA, LLP, an independent registered public accounting firm, as stated in the attestation report which is included herein.

***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

On July 20, 2018, we completed the acquisition of Klondex Mines Ltd. (“Klondex”). We are in the process of evaluating the existing controls and procedures of Klondex and integrating Klondex into our internal control over financial reporting. In accordance with SEC Staff guidance permitting a company to exclude an acquired business from management’s assessment of the effectiveness of internal control over financial reporting for the year in which the acquisition is completed, we have excluded the newly-acquired Klondex operations from our assessment of the effectiveness of internal control over financial reporting as of December 31, 2018. The Klondex operations represented 21% of our total assets as of December 31, 2018, and 5% of our revenues and 101% of our net loss for the year ended December 31, 2018.

**Report of Independent Registered Public Accounting Firm**

Shareholders and Board of Directors  
Hecla Mining Company  
Coeur d'Alene, Idaho

**Opinion on Internal Control over Financial Reporting**

We have audited Hecla Mining Company's (the "Company's") internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company and subsidiaries as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and our report dated February 21, 2019 expressed an unqualified opinion thereon.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

As indicated in the accompanying Item 9A, Changes in Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Klondex Mines Ltd. ("Klondex"), which was acquired on July 20, 2018, and which is included in the consolidated balance sheet of the Company and subsidiaries as of December 31, 2018 and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity, and cash flows for the year then ended. Klondex constituted 21% of total assets as of December 31, 2018, and 5% and 101% of revenues and net loss, respectively, for the year then ended. Management did not assess the effectiveness of internal control over financial reporting of Klondex because of the timing of the acquisition which was completed on July 20, 2018. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of Klondex.

**Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BDO USA, LLP  
Spokane, Washington  
February 21, 2019

**Item 9B. Other Information**

None.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance**

In accordance with our restated certificate of incorporation, our board of directors is divided into three classes. The terms of office of the directors in each class expire at different times. The directors are elected for three-year terms. The Effective Dates listed below for each director indicate their current term of office. All officers are elected for a term which ordinarily expires on the date of the meeting of the board of directors immediately following the annual meeting of stockholders. The positions and ages listed below for our current directors and officers are as of the scheduled date of our next annual meeting of stockholders in May 2019. There are no arrangements or understandings between any of the directors or officers and any other person(s) pursuant to which such directors or officers were elected.

	Age at May 23, 2019	Position and Committee Assignments	Effective Dates
Phillips S. Baker, Jr.	59	President and CEO, Director <sup>(1)</sup>	5/18 — 5/19 5/17 — 5/20
Lindsay A. Hall	63	Senior Vice President, Chief Financial Officer and Treasurer	5/18 — 5/19
Lawrence P. Radford	58	Senior Vice President and Chief Operating Officer	5/18 — 5/19
Dr. Dean W.A. McDonald	62	Senior Vice President – Exploration	5/18 — 5/19
David C. Sienko	50	Vice President and General Counsel	5/18 — 5/19
Robert D. Brown	50	Vice President – Corporate Development	5/18 — 5/19
Ted Crumley	74	Director and Chairman of the Board <sup>(1,4)</sup>	5/16 — 5/19
Catherine J. Boggs	64	Director <sup>(2,3,4)</sup>	5/18 — 5/21
George R. Johnson	70	Director <sup>(2,5)</sup>	5/17 — 5/20
George R. Nethercutt, Jr.	74	Director <sup>(3,4)</sup>	5/18 — 5/21
Stephen F. Ralbovsky	65	Director <sup>(2,3,5)</sup>	5/18 — 5/21
Terry V. Rogers	72	Director <sup>(1,4,5)</sup>	5/16 — 5/19
Charles B. Stanley	60	Director <sup>(2,3,5)</sup>	5/16 — 5/19

- (1) Member of Executive Committee
- (2) Member of Audit Committee
- (3) Member of Corporate Governance and Directors Nominating Committee
- (4) Member of Compensation Committee
- (5) Member of Health, Safety, Environmental and Technical Committee

Phillips S. Baker, Jr., has been our Chief Executive Officer since May 2003 and a director since November 2001. Prior to that, Mr. Baker held a variety of other positions with us starting in May 2001. Mr. Baker has served as a director for QEP Resources, Inc. (a natural gas and oil exploration and production company) since May 2010, and Chairman of the Board for the National Mining Association (a U.S. mining advocate and national trade organization that represents the interests of mining) since October 2017, and has been a Board member since September 2010. He also served as Vice Chairman of the Board for the National Mining Association from October 2015 to October 2017. He has also served as a Board member of the National Mining Hall of Fame and Museum (a federally-chartered non-profit national mining museum) since February 2012.

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Lindsay A. Hall was appointed Senior Vice President and Chief Financial Officer in July 2016. Prior to his appointment, Mr. Hall was Chief Financial Officer of Goldcorp Inc. (a Canadian gold mining company) from April 2006 to March 2016, and Executive Vice President from March 2006 to March 2016.

Lawrence P. Radford was appointed Senior Vice President and Chief Operating Officer in May 2018. Prior to that he served as Senior Vice President - Operations from July 2013 to May 2018, and prior to that was Vice President - Operations from October 2011 to June 2013.

Dr. Dean W.A. McDonald was appointed Senior Vice President - Exploration in July 2013 and prior to that was Vice President - Exploration from August 2006 to June 2013. Dr. McDonald was also appointed Senior Vice President - Exploration of our Canadian subsidiary, Hecla Canada Ltd., in July 2013 and was Vice President - Exploration from January 2007 to June 2013. Dr. McDonald also served as a Director for Canamex Gold Corp. (formerly known as Canamex Resources Corp.) (a mineral exploration company) from August 2013 to December 2017.

David C. Sienko was appointed Vice President and General Counsel in January 2010. Prior to his appointment, Mr. Sienko was a partner with the law firm K&L Gates LLP from 2004 to January 2010, where he specialized in securities, mergers and acquisitions, and corporate governance.

Robert D. Brown was appointed Vice President - Corporate Development in January 2016, and prior to that was a consultant for Hecla from March 2015 to December 2015. Mr. Brown was also appointed Vice President - Corporate Development of our Canadian subsidiary, Hecla Canada Ltd., in January 2016. Prior to joining Hecla, Mr. Brown was President of Septemus Consulting Ltd. (a private consulting firm providing technical and corporate support for exploration, development, and production companies) from October 2011 to December 2015. He also served as a Vice President - Corporate Development for Fortuna Silver Mines (a Canadian silver mining company) from May 2012 to October 2014.

Ted Crumley has served as a director since 1995 and became Chairman of the Board in May 2006. Mr. Crumley served as the Executive Vice President and Chief Financial Officer of OfficeMax Incorporated (a distributor of office products) from January 2005 until his retirement in December 2005.

Catherine "Cassie" J. Boggs has served as a director since January 2017. Ms. Boggs has been the General Counsel at Resource Capital Funds (a mining-focused private equity firm) since January 2011. Ms. Boggs has been a board member of Funzeleo (a non-profit dedicated to inspiring and preparing youth for high-demand science and math-based careers) since January 2016, as well as serving as President of the Rocky Mountain Mineral Law Foundation (a non-profit organization dedicated to the study of laws and regulations relating to mining, oil and gas, energy, public lands, water, environmental and international law) from July 2012 to July 2013, and a board member of the Rocky Mountain Law Foundation from July 2011 to July 2015.

George R. Johnson has served as a director since March 2016. Mr. Johnson was Senior Vice President of Operations of B2Gold Corporation (a Canadian-based gold producing company) from August 2009 until his retirement in April 2015. He has served on the Board of Directors of B2Gold Corporation since March 2016.

George R. Nethercutt, Jr. has served as a director since February 2005. Mr. Nethercutt has served as Chairman of The George Nethercutt Foundation (a non-profit student leadership and civics education charity) since 2005, and served as Of Counsel to Lee & Hayes PLLC (a law firm) from September 2010 to June 2018. He has been a board member of Washington Policy Center (a public policy organization providing analysis on issues relating to the free market and government regulation) since January 2005; member of Board of Chancellors, Juvenile Diabetes Research Foundation International (a charity and advocate of juvenile diabetes research worldwide) since June 2011. He was a board member of ARCADIS Corporation (an international company providing consultancy, engineering and management services) from May 2005 to April 2017; a Principal of Nethercutt Consulting LLC, (a strategic planning and consulting firm) from January 2007 to January 2012, and a member on the board of IP Street (a software company) from May 2011 to January 2015.

Stephen F. Ralbovsky has served as a director since March 2016. Mr. Ralbovsky has been the founder and principal of Wolf Sky Consulting LLC (a tax consulting firm) since June 2014. Prior to that, he was a partner with PricewaterhouseCoopers LLP (an accounting firm) from February 1987 until his retirement in June 2014, where he concentrated his practice on public companies operating in the mining industry. Mr. Ralbovsky is a part-time Professor of Practice at the University of Arizona James E. Rogers College of Law, where he teaches Global Mining Taxation, and is a member of several organizations, including AICPA, Arizona Society of CPAs, National Mining Association, and Society for Mining, Metallurgy and Exploration.

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Charles B. Stanley has served as a director since May 2007. Mr. Stanley was Chief Executive Officer, President and Director of QEP Resources, Inc. (a natural gas and oil exploration and production company) from May 2010 until his retirement in January 2019, and Chairman of QEP's Board of Directors from May 2012 until his retirement in January 2019. He also served as Chairman, Chief Executive Officer, President and Director of QEP Midstream Partners, LP (a master limited partnership that owns, operates, acquires and develops midstream energy assets) from May 2013 to December 2014.

Terry V. Rogers has served as a director since May 2007. Mr. Rogers was the Senior Vice President and Chief Operating Officer of Cameco Corporation (a uranium producer) from February 2003 until his retirement in June 2007. He also served as a Director for Centerra Gold Inc. (a Canadian gold mining company) and its predecessor company, Cameco Gold, from February 2003 to May 2018.

Information with respect to our directors is set forth under the caption "Proposal 1 - Election of Directors" in our proxy statement to be filed pursuant to Regulation 14A for the annual meeting scheduled to be held on May 23, 2019 (the Proxy Statement), which information is incorporated herein by reference.

Reference is made to the information set forth in the first paragraph under the caption "Report of Audit Committee," and under the caption "Corporate Governance and Related Matters," in the Proxy Statement to be filed pursuant to Regulation 14A, which information is incorporated herein by reference.

Reference is made to the information set forth under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement to be filed pursuant to Regulation 14A, which information is incorporated herein by reference.

Reference is made to the information set forth under the caption "Available Information" in *Item 1* for information about the Company's Code of Business Conduct and Ethics, which information is incorporated herein by reference.

There have been no material changes to the procedures by which stockholders may recommend director nominees.

**Item 11. Executive Compensation**

Reference is made to the information set forth under the caption "Compensation Discussion and Analysis;" the caption "Compensation of Named Executive Officers;" the caption "Compensation of Non-Management Directors;" the caption "Compensation Committee Interlocks and Insider Participation;" and the caption "Compensation Committee Report" in the Proxy Statement to be filed pursuant to Regulation 14A, which information is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Reference is made to the information set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" and the caption "Equity Compensation Plan Information" in the Proxy Statement to be filed pursuant to Regulation 14A, which information is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Reference is made to the information set forth under the captions "Certain Relationships and Related Transactions" and "Director Independence" of the Proxy Statement to be filed pursuant to Regulation 14A, which information is incorporated herein by reference.

**Item 14. Principal Accountant Fees and Services**

Reference is made to the information set forth under the caption "Audit and Non-Audit Fees" in the Proxy Statement to be filed pursuant to Regulation 14A, which information is incorporated herein by reference.



**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

- (a) (1) Financial Statements  
See Index to Financial Statements on Page F-1

- (a) (2) Financial Statement Schedules  
Not applicable

- (a) (3) Exhibits

Hecla Mining Company and Wholly-Owned Subsidiaries  
Form 10-K - December 31, 2018  
Index to Exhibits

- 2.1 [Arrangement Agreement dated as of March 16, 2018, among Hecla Mining Company, 1156291 B.C. Unlimited Liability Company, and Klondex Mines Ltd. Filed as exhibit 2.1 to Registrant's Current Report on Form 8-K filed on March 19, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 2.2 [Amending Agreement dated as of June 4, 2018, by and among Hecla Mining Company, its wholly-owned subsidiary, 1156291 B.C. Unlimited Liability Company, and Klondex Mines Ltd. Filed as exhibit 2.1 to Registrant's Current Report on Form 8-K filed on June 4, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 2.3 [Amending Agreement dated as of July 5, 2018, by and among Hecla Mining Company, its wholly-owned subsidiary, 1156291 B.C. Unlimited Liability Company, and Klondex Mines Ltd. Filed as exhibit 2.1 to Registrant's Current Report on Form 8-K filed on July 6, 2018 \(File No. 1/8491\) and incorporated herein by reference.](#)
- 3.1 [Restated Certificate of Incorporation of the Registrant. Filed as exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 3.2 [Bylaws of the Registrants as amended to date. Filed as exhibit 3.1 to Registrant's Current Report on Form 8-K filed on August 22, 2014 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 4.1 [Designations, Preferences and Rights of Series B Cumulative Convertible Preferred Stock of the Registrant. Included as Annex II to Restated Certificate of Incorporation of Registrant. Filed as exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 4.2(a) [Indenture dated as of April 12, 2013, among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee. Filed as exhibit 10.1 to Registrant's Current Report on Form 8-K filed on April 15, 2013 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 4.2(b) [Supplemental Indenture dated as of April 14, 2014, among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee. Filed as exhibit 4.2 to Registrant's Registration Statement on Form S-3ASR filed on April 14, 2014 \(Registration No. 333-195246\), and incorporated herein by reference.](#)
- 4.2(c) [Supplemental Indenture dated as of August 5, 2015, among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee. Filed as exhibit 4.2\(d\) to Registrant's Form 10-K for the year ended December 31, 2015 \(File No. 1-8491\) and incorporated herein by reference.](#)

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- 4.2(d) [Supplemental Indenture dated as of October 26, 2016, among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and The Bank of New York Mellon Trust, N.A., as Trustee. Filed as exhibit 4.2\(e\) to Registrant's Form 10-K for the year ended December 31, 2016 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 4.2(e) [Supplemental Indenture dated as of November 30, 2018, among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and The Bank of New York Mellon Trust, N.A., as Trustee. \\*](#)
- 4.3 (a) [Registration Rights Agreement dated as of September 12, 2018, among Hecla Mining Company, as sponsor of the Hecla Mining Company Retirement Plan and U.S. Bank National Association, as trustee of the Hecla Retirement Plan. Filed as exhibit 4.1 to Registrant's S-3ASR filed September 12, 2018 \(Registration No. 333-227309\) and incorporated herein by reference.](#)
- 4.3 (b) [Registration Rights Agreement, dated as of November 29, 2018, among Hecla Mining Company, as Issuer, and the Hecla Mining Company Retirement Plan Trust, which is the funding vehicle for the Hecla Mining Company Retirement Plan, a tax-qualified employee benefit pension plan sponsored by Hecla Mining Company, and the Lucky Friday Pension Plan Trust, which is the funding vehicle for the Lucky Friday Pension Plan. Filed as exhibit 4.1 to Registrant's S-3ASR filed November 30, 2018 \(Registration No. 333-228616\) and incorporated herein by reference.](#)
- 10.1 [Note Purchase Agreement dated as of March 5, 2018, among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and Ressources Quebec. Filed as exhibit 10.1 to Registrant's Current Report on Form 8-K filed on March 5, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 10.2 [Fifth Amended and Restated Credit Agreement dated as of July 16, 2018 by and among Hecla Mining Company, certain subsidiaries of Hecla Mining Company, the Bank of Nova Scotia, as the Administrative Agent for the Lenders, and various Lenders. Filed as exhibit 10.1 to Registrant's Current Report on Form 8-K filed on July 17, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 10.3 [Form of Change of Control Agreement entered into on March 5, 2015, between Registrant and each of Phillips S. Baker, Jr., Lawrence P. Radford, Dean W.A. McDonald and David C. Sienko, on February 19, 2016 with Robert D. Brown, and on July 18, 2016 with Lindsay A. Hall. Filed as exhibit 10.2 to Registrant's Form 10-K for the year ended December 31, 2015 \(File No. 1-8491\) and incorporated herein by reference. \(1\)](#)
- 10.4 [Form of Indemnification Agreement dated November 8, 2006, between Registrant and Phillips S. Baker, Jr., Dean W.A. McDonald, Ted Crumley and George R. Nethercutt, Jr. Identical Indemnification Agreements were entered into between the Registrant and Charles B. Stanley and Terry V. Rogers on May 4, 2007, David C. Sienko on January 29, 2010, Lawrence P. Radford on October 19, 2011, Robert D. Brown on January 4, 2016, Stephen F. Ralbovsky and George R. Johnson on March 1, 2016, Lindsay A. Hall on July 18, 2016, and Catherine J. Boggs on January 1, 2017. Filed as exhibit 10.7 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 10.5 [Hecla Mining Company Key Employee Deferred Compensation Plan. Filed as exhibit 10.4 to Registrant's Form 10-K for the year ended December 31, 2017 \(File No. 1-8491\) and incorporated herein by reference. \(1\)](#)
- 10.6 [Hecla Mining Company 2010 Stock Incentive Plan, as amended. \(1\) \\*](#)
- 10.7 [Hecla Mining Company Amended Annual Incentive Plan. \(1\) \\*](#)
- 10.8 [Hecla Mining Company Executive and Senior Management Long-Term Performance Payment Plan \(as Amended and Restated Effective January 1, 2017\). Filed as exhibit 10.3 to Registrant's Form 10-Q for the quarter ended March 31, 2017 \(File No. 1-8491\) and incorporated herein by reference. \(1\)](#)
- 10.9 [Hecla Mining Company Stock Plan for Nonemployee Directors, as amended. Filed as exhibit 10.3 to Registrant's Form 10-Q for the quarter ended June 30, 2017 \(File No. 1-8491\) and incorporated herein by reference. \(1\)](#)
- 10.10 [Hecla Mining Company Retirement Plan for Employees and Supplemental Retirement and Death Benefit Plan. Filed as exhibit 10.17\(a\) to Registrant's Form 10-K for the year ended December 31, 2008 \(File No. 1-8491\) and incorporated herein by reference. \(1\)](#)
- 10.11 [Supplemental Excess Retirement Master Plan Document. Filed as exhibit 10.5\(b\) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1994 \(File No. 1-8491\) and incorporated herein by reference. \(1\)](#)
- 10.12 [Hecla Mining Company Nonqualified Plans Master Trust Agreement. Filed as exhibit 10.5\(c\) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1994 \(File No. 1-8491\) and incorporated herein by reference. \(1\)](#)

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21	<a href="#"><u>List of subsidiaries of Registrant. *</u></a>
23.1	<a href="#"><u>Consent of BDO USA, LLP. *</u></a>
23.2	<a href="#"><u>Consent of Amex Foster Wheeler E&amp;C Services, Inc. *</u></a>
23.3	<a href="#"><u>Consent of Roscoe Postle Associates Inc. *</u></a>
31.1	<a href="#"><u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *</u></a>
31.2	<a href="#"><u>Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002. *</u></a>
32.1	<a href="#"><u>Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *</u></a>
32.2	<a href="#"><u>Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *</u></a>
95	<a href="#"><u>Mine safety information listed in Section 1503 of the Dodd-Frank Act. *</u></a>
99.1	<a href="#"><u>Defined Contribution Basic Plan Document for the Hecla Mining Company Capital Accumulation Plan (401(k) Plan. Filed as exhibit 99.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 31, 2018 (File No. 1-8491) and incorporated herein by reference.</u></a>
101.INS	XBRL Instance. **
101.SCH	XBRL Taxonomy Extension Schema. **
101.CAL	XBRL Taxonomy Extension Calculation. **
101.DEF	XBRL Taxonomy Extension Definition. **
101.LAB	XBRL Taxonomy Extension Labels. **
101.PRE	XBRL Taxonomy Extension Presentation. **

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(1) Indicates a management contract or compensatory plan or arrangement.

\*Filed herewith

\*\*XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**Item 16. Form 10-K Summary**

None.

**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HECLA MINING COMPANY

By: /s/ Phillips S. Baker, Jr.  
Phillips S. Baker, Jr., President,  
Chief Executive Officer and Director

Date: February 21, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ Phillips S. Baker, Jr.</u> Phillips S. Baker, Jr. President, Chief Executive Officer and Director (principal executive officer)	<u>2/21/2019</u> Date	<u>/s/ Ted Crumley</u> Ted Crumley Director	<u>2/21/2019</u> Date
<u>/s/ Lindsay A. Hall</u> Lindsay A. Hall Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	<u>2/21/2019</u> Date	<u>/s/ Charles B. Stanley</u> Charles B. Stanley Director	<u>2/21/2019</u> Date
<u>/s/ Stephen F. Ralbovsky</u> Stephen F. Ralbovsky Director	<u>2/21/2019</u> Date	<u>/s/ George R. Nethercutt, Jr.</u> George R. Nethercutt, Jr. Director	<u>2/21/2019</u> Date
<u>/s/ Terry V. Rogers</u> Terry V. Rogers Director	<u>2/21/2019</u> Date	<u>/s/ Catherine J. Boggs</u> Catherine J. Boggs Director	<u>2/21/2019</u> Date
<u>/s/ George R. Johnson</u> George R. Johnson Director	<u>2/21/2019</u> Date		

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**Report of Independent Registered Public Accounting Firm**

Shareholders and Board of Directors  
Hecla Mining Company  
Coeur d'Alene, Idaho

**Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of Hecla Mining Company and Subsidiaries (the "Company") as of December 31, 2018 and 2017 and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company and subsidiaries at December 31, 2018 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and our report dated February 21, 2019 expressed an unqualified opinion thereon.

**Change in Accounting Method Related to Revenue Recognition**

As discussed in Notes 1(W) and 12 to the consolidated financial statements, the Company has changed its method of accounting for recognition of revenues and related disclosures in 2018 due to the adoption of Accounting Standards Codification 606.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2001.

Spokane, Washington  
February 21, 2019

**Hecla Mining Company and Subsidiaries**  
**Consolidated Balance Sheets**  
(In thousands, except share and per share data)

	December 31,	
	2018	2017 Revised
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 27,389	\$ 186,107
Investments	—	33,758
Accounts receivable:		
Trade	4,184	14,805
Taxes	14,191	10,382
Other, net	7,443	7,003
Inventories:		
Concentrates, doré, stockpiled ore, and metals in transit and in-process	53,172	29,366
Materials and supplies	34,361	26,100
Prepaid taxes	12,231	2,790
Other current assets	11,179	10,925
Total current assets	164,150	321,236
Non-current investments	6,583	7,561
Non-current restricted cash and investments	1,025	1,032
Properties, plants, equipment and mineral interests, net	2,520,004	1,999,311
Deferred income taxes	1,987	1,509
Other non-current assets	10,195	14,509
Total assets	<u>\$ 2,703,944</u>	<u>\$ 2,345,158</u>
<b>LIABILITIES</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 77,861	\$ 46,549
Accrued payroll and related benefits	30,034	31,259
Accrued taxes	7,727	5,919
Current portion of capital leases	5,264	5,608
Current portion of accrued reclamation and closure costs	3,410	6,679
Accrued interest	5,961	5,745
Other current liabilities	5,937	10,371
Total current liabilities	136,194	112,130
Long-term capital leases	7,871	6,193
Accrued reclamation and closure costs	104,979	79,366
Long-term debt	532,799	502,229
Deferred tax liability	173,537	124,352
Non-current pension liability	47,711	46,628
Other non-current liabilities	9,890	12,983
Total liabilities	1,012,981	883,881
Commitments and contingencies ( <i>Notes 3, 4, 5, 7, 8, 9, and 11</i> )		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, 5,000,000 shares authorized:		
Series B preferred stock, \$0.25 par value, 157,816 shares issued and outstanding, liquidation preference — \$7,891	39	39
Common stock, \$0.25 par value, authorized 750,000,000 shares; issued and outstanding 2018 — 482,603,937 shares and 2017 — 399,176,425 shares	121,956	100,926
Capital surplus	1,880,481	1,619,816
Accumulated deficit	(248,308)	(218,089)
Accumulated other comprehensive loss, net	(42,469)	(23,373)
Less treasury stock, at cost; 2018 — 5,226,791 and 2017 — 4,529,450 shares issued and held in treasury	(20,736)	(18,042)
Total stockholders' equity	1,690,963	1,461,277
Total liabilities and stockholders' equity	<u>\$ 2,703,944</u>	<u>\$ 2,345,158</u>

The accompanying notes are an integral part of the consolidated financial statements.

**Hecla Mining Company and Subsidiaries**  
**Consolidated Statements of Operations and Comprehensive (Loss) Income**  
(Dollars and shares in thousands, except per share amounts)

	Year Ended December 31,		
	2018	2017 Revised	2016 Revised
Sales of products	\$ 567,137	\$ 577,775	\$ 645,957
Cost of sales and other direct production costs	353,994	304,727	338,325
Depreciation, depletion and amortization	134,044	120,599	123,631
Total cost of sales	488,038	425,326	461,956
Gross profit	79,099	152,449	184,001
Other operating expenses:			
General and administrative	36,542	35,611	45,040
Exploration	35,695	23,510	14,720
Pre-development	4,887	5,448	3,137
Research and development	5,441	3,276	243
Provision for closed operations and environmental matters	6,119	6,701	5,721
Other operating expense	1,596	2,513	3,153
(Gain) loss on disposition of properties, plants, equipment and mineral interests	(2,793)	(6,042)	(147)
Suspension-related costs	20,693	21,301	—
Acquisition costs	10,045	25	2,695
Total other operating expense	118,225	92,343	74,562
Income (loss) from operations	(39,126)	60,106	109,439
Other income (expense):			
Gain (loss) on derivative contracts	40,253	(21,250)	4,423
Loss on disposition of investments	(34)	(166)	—
Unrealized loss on investments	(2,816)	(247)	(177)
Net foreign exchange (loss) gain	10,310	(9,680)	(2,737)
Other (expense) income	(907)	1,692	507
Interest expense, net of amount capitalized	(40,944)	(38,012)	(21,796)
Total other income (expense):	5,862	(67,663)	(19,780)
(Loss) income before income taxes	(33,264)	(7,557)	89,659
Income tax benefit (provision)	6,701	(20,963)	(28,090)
Net (loss) income	(26,563)	(28,520)	61,569
Preferred stock dividends	(552)	(552)	(552)
(Loss) income applicable to common stockholders	\$ (27,115)	\$ (29,072)	\$ 61,017
Comprehensive (loss) income:			
Net (loss) income	\$ (26,563)	\$ (28,520)	\$ 61,569
Other comprehensive (loss) income, net of tax:			
Unrealized gain (loss) and amortization of prior service on pension plans	(1,550)	(1,326)	676
Unrealized gain (loss) on derivative contracts designated as hedge transactions	(13,814)	10,290	(5,260)
Unrealized holding gains (losses) on investments	(2,443)	2,098	1,613
Reclassification of disposition or impairment of investments included in net (loss) income	—	167	1,000
Total change in accumulated other comprehensive (loss) income, net	\$ (17,807)	\$ 11,229	\$ (1,971)
Comprehensive (loss) income	\$ (44,370)	\$ (17,291)	\$ 59,598
Basic (loss) income per common share after preferred dividends	\$ (0.06)	\$ (0.07)	\$ 0.16
Diluted (loss) income per common share after preferred dividends	\$ (0.06)	\$ (0.07)	\$ 0.16
Weighted average number of common shares outstanding – basic	433,419	397,394	386,416
Weighted average number of common shares outstanding – diluted	433,419	397,394	389,322

The accompanying notes are an integral part of the consolidated financial statements.



**Hecla Mining Company and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(In thousands)

	Year Ended December 31,		
	2018	2017 Revised	2016 Revised
<b>Operating activities:</b>			
Net (loss) income	\$ (26,563)	\$ (28,520)	\$ 61,569
Non-cash elements included in net (loss) income:			
Depreciation, depletion and amortization	140,905	126,467	124,918
Loss on disposition of investments	—	167	—
Unrealized loss on investments	2,816	251	177
Adjustment of inventory to market value	8,191	—	811
(Gain) loss on disposition of properties, plants, equipment and mineral interests	(2,793)	(6,042)	(147)
Provision for reclamation and closure costs	6,090	4,508	4,813
Deferred income taxes	(9,699)	19,392	2,774
Stock compensation	6,278	6,323	6,184
Acquisition costs	—	—	1,048
Amortization of loan origination fees	2,077	1,864	1,871
(Gain) loss on derivative contracts	(15,366)	20,741	(5,494)
Foreign exchange (gain) loss	(7,104)	10,208	4,460
Other non-cash items	(32)	51	(174)
Change in assets and liabilities, net of business acquired:			
Accounts receivable	9,843	(2,414)	4,233
Inventories	(27,512)	(3,744)	(5,697)
Other current and non-current assets	(1,726)	(11,595)	14,422
Accounts payable and accrued liabilities	17,795	(16,434)	(6,539)
Accrued payroll and related benefits	(2,425)	2,092	17,705
Accrued taxes	645	(2,234)	263
Accrued reclamation and closure costs and other non-current liabilities	(7,199)	(5,203)	(1,869)
Net cash provided by operating activities	94,221	115,878	225,328
<b>Investing activities:</b>			
Additions to properties, plants, equipment and mineral interests	(136,933)	(98,038)	(164,788)
Proceeds from disposition of properties, plants and equipment	2,411	374	348
Insurance proceeds received for damaged property	4,377	7,745	—
Purchases of investments	(31,971)	(56,613)	(48,943)
Maturities of investments	64,895	49,969	18,649
Purchase of other companies, net of cash and restricted cash acquired	(139,326)	—	(2,730)
Net cash used in investing activities	(236,547)	(96,563)	(197,464)
<b>Financing activities:</b>			
Proceeds from issuance of common stock, net of offering costs	6,744	9,610	8,121
Dividends paid to common stockholders	(4,393)	(3,976)	(3,867)
Dividend paid to preferred stockholders	(552)	(552)	(552)
Debt issuance and credit facility fees paid	(2,638)	(476)	(127)
Acquisition of treasury shares	(2,694)	(2,868)	(4,440)
Borrowings under debt arrangements	102,024	—	—
Repayments of debt	(106,036)	(470)	(2,721)
Repayments of capital leases	(7,339)	(6,516)	(8,435)
Net cash used in financing activities	(14,884)	(5,248)	(12,021)
Effect of exchange rates on cash	(1,515)	1,095	(74)
Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents	(158,725)	15,162	15,769
Cash, cash equivalents and restricted cash and cash equivalents at beginning of year	187,139	171,977	156,208
Cash, cash equivalents and restricted cash and cash equivalents at end of year	\$ 28,414	\$ 187,139	\$ 171,977
<b>Supplemental disclosure of cash flow information:</b>			
Cash received (paid) during year for:			
Interest, net of amount capitalized	\$ (38,400)	\$ (35,624)	\$ (19,280)
Income tax (payments) receipts	\$ 115	\$ (23,128)	\$ (6,333)
<b>Significant non-cash investing and financing activities:</b>			
Common stock and warrants issued for acquisition of other companies	\$ 252,544	\$ —	\$ 48,109
Capital leases acquired	\$ 7,008	\$ 6,439	\$ 2,297
Common stock contributed to pension plans	\$ 7,595	\$ —	\$ 7,687
Payment of accrued compensation in restricted stock units	\$ 4,863	\$ 4,240	\$ 5,511

See Notes 3 and 10 for additional non-cash investing and financing activities.

The accompanying notes are an integral part of the consolidated financial statements.

**Hecla Mining Company and Subsidiaries**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**For the Years Ended December 31, 2018, 2017 and 2016**  
(Dollars in thousands)

	Series B Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Deficit Revised	Accumulated Other Comprehensive Loss, net	Treasury Stock	Total Revised
Balances, January 1, 2016	\$ 39	\$ 95,219	\$ 1,519,598	\$ (242,191)	\$ (32,631)	\$ (10,734)	\$ 1,329,300
Net income				61,569			61,569
Stock issued to directors (189,000 shares)		47	756				803
Common stock issued for cash, net of offering costs (2,780,000 shares)		695	7,426				8,121
Series B Preferred Stock dividends declared				(552)			(552)
Stock issued for 401(k) match (1,128,000 shares)		282	3,236				3,518
Restricted stock units granted			5,128				5,128
Restricted stock unit distributions (1,390,000 shares)						(2,211)	(2,211)
Common stock issued to pension plans (1,827,000 shares)		348	(348)				(2,211)
Common stock issued for purchase of another company (8,852,000 shares)		457	7,230				7,687
Common stock issued for purchase of another company (8,852,000 shares)		2,213	48,998			(959)	50,252
Common stock dividends declared (\$0.01 per common share)				(3,867)			(3,867)
Common stock issued for employee incentive compensation (2,185,000 shares)		545	5,188			(1,270)	4,463
Other comprehensive loss					(1,971)		(1,971)
Balances, December 31, 2016	39	99,806	1,597,212	(185,041)	(34,602)	(15,174)	1,462,240
Net loss				(28,520)			(28,520)
Stock issued to directors (187,000 shares)		47	735				782
Series B Preferred Stock dividends declared				(552)			(552)
Stock issued for 401(k) match (678,000 shares)		170	3,379				3,549
Restricted stock units granted			5,550				5,550
Restricted stock unit distributions (1,251,000 shares)						(2,199)	(2,207)
Common stock issued for cash, net of offering costs (1,829,000 shares)		313	(321)				(2,207)
Common stock issued for cash, net of offering costs (1,829,000 shares)		457	9,154				9,611
Common stock dividends declared (\$0.01 per common share)				(3,976)			(3,976)
Common stock issued for employee incentive compensation (533,000 shares)		133	4,107			(669)	3,571
Other comprehensive income					11,229		11,229
Balances, December 31, 2017	39	100,926	1,619,816	(218,089)	(23,373)	(18,042)	1,461,277
Net loss				(26,563)			(26,563)
Change in accounting for marketable equity securities				1,289	(1,289)		—
Stock issued to directors (162,000 shares)		40	553				593
Series B Preferred Stock dividends declared				(552)			(552)
Stock issued for 401(k) match (1,068,000 shares)		267	3,438				3,705
Restricted stock units granted			5,649				5,649
Common stock issued for cash, net of offering costs (2,565,000 shares)		641	6,105				6,746
Restricted stock unit distributions (1,079,000 shares)		270	(270)			(1,386)	(1,386)
Common stock issued to pension plans (2,736,000 shares)		684	6,911				7,595
Common stock and warrants issued for purchase of another company (75,276,000 shares)		18,819	233,725				252,544
Common stock dividends declared (\$0.01 per common share)				(4,393)			(4,393)
Common stock issued for employee incentive compensation (1,237,000 shares)		309	4,554			(1,308)	3,555
Other comprehensive income					(17,807)		(17,807)
Balances, December 31, 2018	\$ 39	\$ 121,956	\$ 1,880,481	\$ (248,308)	\$ (42,469)	\$ (20,736)	\$ 1,690,963

The accompanying notes are an integral part of the consolidated financial statements.

**Hecla Mining Company and Subsidiaries**

Notes to Consolidated Financial Statements

**Note 1: Summary of Significant Accounting Policies**

*A. Principles of Consolidation* — Our Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America, and include our accounts and our wholly-owned subsidiaries' accounts. All significant inter-company balances and transactions have been eliminated in consolidation.

In the third quarter of 2018, we identified errors impacting amounts reported for accumulated depreciation, depletion and amortization ("DDA") and DDA expense for our Casa Berardi unit from June 1, 2013 through June 30, 2018. Certain amounts in the consolidated financial statements and notes thereto for the prior periods have been revised to correct these errors. See *Note 2* for more information on the errors and revisions made to amounts reported for the prior periods.

*B. Assumptions and Use of Estimates* — Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts and related disclosure of assets, liabilities, revenue and expenses at the date of the consolidated financial statements and reporting periods. We consider our most critical accounting estimates to be future metals prices; obligations for environmental, reclamation and closure matters; mineral reserves; and valuation of business combinations. Other significant areas requiring the use of management assumptions and estimates relate to reserves for contingencies and litigation; asset impairments, including long-lived assets and investments; valuation of deferred tax assets; and post-employment, post-retirement and other employee benefit assets and liabilities. We have based our estimates on historical experience and on various other assumptions that we believe to be reasonable. Accordingly, actual results may differ materially from these estimates under different assumptions or conditions.

*C. Cash and Cash Equivalents* — Cash and cash equivalents consist of all cash balances and highly liquid investments with a remaining maturity of three months or less when purchased and are carried at fair value. Cash and cash equivalents are invested in money market funds, certificates of deposit, U.S. government and federal agency securities, municipal securities and corporate bonds.

*D. Investments* — We determine the appropriate classification of our investments at the time of purchase and re-evaluate such determinations at each reporting date. Short-term investments include certificates of deposit and held to maturity or available for sale debt securities, based on our intent and ability to hold the securities to maturity. Held to maturity securities are carried at amortized cost. Marketable debt securities are categorized as available for sale and carried at fair value. Marketable equity securities are carried at fair value.

Gains and losses on the sale of securities are recognized on a specific identification basis. Unrealized gains and losses are included in a separate line item on our consolidated statements of operations and comprehensive income.

*E. Inventories* — Major types of inventories include materials and supplies and metals product inventory, which is determined by the stage at which the ore is in the production process (stockpiled ore and finished goods). Product inventories are stated at the lower of full cost of production or estimated net realizable value based on current metal prices. Materials and supplies inventories are stated at cost.

Stockpiled ore inventory represents ore that has been mined, hauled to the surface, and is available for further processing. Stockpiles are measured by estimating the number of tons added and removed from the stockpile, the amount of contained metal ounces or pounds (based on assay data) and the estimated metallurgical recovery rates (based on the expected processing method). Costs are allocated to a stockpile based on relative values of material stockpiled and processed using current mining costs incurred up to the point of stockpiling the ore, including applicable overhead, depreciation, depletion and amortization relating to mining operations, and removed at each stockpile's average cost per recoverable unit.

Finished goods inventory includes doré and concentrates at our operations, doré in transit to refiners or at refiners waiting to be processed, and bullion in our accounts at refineries.

*F. Restricted Cash* — Restricted cash and investments primarily represent investments in money market funds, certificates of deposit, and bonds of U.S. government agencies and are restricted primarily for reclamation funding or surety bonds. Restricted cash balances are carried at fair value. Non-current restricted cash and investments is reported in a separate line on the consolidated balance sheets and totaled \$1.0 million at December 31, 2018.

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*G. Properties, Plants and Equipment* – Costs are capitalized when it has been determined an ore body can be economically developed. The development stage begins at new projects when our management and/or board of directors makes the decision to bring a mine into commercial production, and ends when the production stage, or exploitation of reserves, begins. Expenditures incurred during the development and production stages for new assets, new facilities, alterations to existing facilities that extend the useful lives of those facilities, and major mine development expenditures are capitalized, including primary development costs such as costs of building access ways, shaft sinking, lateral development, drift development, ramps and infrastructure developments. Costs to improve, alter, or rehabilitate primary development assets which appreciably extend the life, increase capacity, or improve the efficiency or safety of such assets are also capitalized.

The cost of removing overburden and waste materials to access the ore body at an open-pit mine prior to the production stage are referred to as "pre-stripping costs." Pre-stripping costs are capitalized during the development stage. Where multiple open pits exist at an operation utilizing common facilities, pre-stripping costs are capitalized at each pit. The production stage of a mine commences when salable materials, beyond a de minimis amount, are produced. Stripping costs incurred during the production stage are treated as variable production costs included as a component of inventory, to be recognized in cost of sales and other direct production costs in the same period as the revenue from the sale of inventory.

Costs for exploration, pre-development, secondary development at operating mines, including drilling costs related to those activities (discussed further below), and maintenance and repairs on capitalized properties, plants and equipment are charged to operations as incurred. Exploration costs include those relating to activities carried out (a) in search of previously unidentified mineral deposits, (b) at undeveloped concessions, or (c) at operating mines already containing proven and probable reserves, where a determination remains pending as to whether new target deposits outside of the existing reserve areas can be economically developed. Pre-development activities involve costs incurred in the exploration stage that may ultimately benefit production, such as underground ramp development, which are expensed due to the lack of evidence of economic development, which is necessary to demonstrate future recoverability of these expenses. At an underground mine, secondary development costs are incurred for preparation of an ore body for production in a specific ore block, stope or work area, providing a relatively short-lived benefit only to the mine area they relate to, and not to the ore body as a whole. Primary development costs benefit long-term production, multiple mine areas, or the ore body as a whole, and are therefore capitalized.

Drilling, development and related costs are either classified as exploration, pre-development or secondary development, as defined above, and charged to operations as incurred, or capitalized, based on the following criteria:

- whether the costs are incurred to further define mineralization at and adjacent to existing reserve areas or intended to assist with mine planning within a reserve area;
- whether the drilling or development costs relate to an ore body that has been determined to be commercially mineable, and a decision has been made to put the ore body into commercial production; and
- whether, at the time the cost is incurred: (a) the expenditure embodies a probable future benefit that involves a capacity, singly or in combination with other assets, to contribute directly or indirectly to future net cash inflows, (b) we can obtain the benefit and control others' access to it, and (c) the transaction or event giving rise to our right to or control of the benefit has already occurred.

If all of these criteria are met, drilling, development and related costs are capitalized. Drilling and development costs not meeting all of these criteria are expensed as incurred. The following factors are considered in determining whether or not the criteria listed above have been met, and capitalization of drilling and development costs is appropriate:

- completion of a favorable economic study and mine plan for the ore body targeted;
- authorization of development of the ore body by management and/or the board of directors; and
- there is a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues and/or contractual requirements necessary for us to have the right to or control of the future benefit from the targeted ore body have been met.

Drilling and related costs of approximately \$11.6 million, \$9.9 million, and \$6.8 million for the years ended December 31, 2018, 2017 and 2016, respectively, met our criteria for capitalization listed above at our properties that are in the production stage.

When assets are retired or sold, the costs and related allowances for depreciation and amortization are eliminated from the accounts and any resulting gain or loss is reflected in current period net income (loss). Idle facilities placed on standby are carried at the lower of net carrying value or estimated fair value. The net carrying values of idle facilities on standby are written down to salvage value upon reaching the end of the economic life. Therefore, with the exception of depreciation recorded on mobile equipment used in ongoing exploration and reclamation efforts at such properties, we do not record depreciation on idle facilities when they are not in operation.

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Included in properties, plants, equipment and mineral interests on our consolidated financial statements are mineral interests, which are tangible assets that include acquired undeveloped mineral interests and royalty interests. Undeveloped mineral interests include: (i) mineralized material and other resources which are measured, indicated or inferred with insufficient drill spacing or quality to qualify as proven and probable reserves; and (ii) inferred material not immediately adjacent to existing proven and probable reserves but accessible within the immediate mine infrastructure. Residual values for undeveloped mineral interests represent the expected fair value of the interests at the time we plan to convert, develop, further explore or dispose of the interests and are evaluated at least annually.

We capitalize portions of interest costs incurred on our debt as a part of the cost of constructing or acquiring certain qualifying assets. The amount of interest capitalized represents the portion of interest cost incurred during the construction or acquisition periods that theoretically could have been avoided if expenditures for the qualifying assets had not been made, limited to the total interest cost actually incurred during the period. Qualifying assets include discrete projects constructed by us or by a third party for our use which required a period of time to prepare the assets for their intended use. Interest capitalization takes place when capital expenditures for qualifying assets have been incurred, activities to prepare the qualifying asset for its intended use are underway, and interest cost is being incurred.

*H. Depreciation, Depletion and Amortization* — Capitalized costs are depreciated or depleted using the straight-line method or unit-of-production method at rates sufficient to depreciate such costs over the shorter of estimated productive lives of such facilities or the useful life of the individual assets. Productive lives range from 3 to 17 years, but do not exceed the useful life of the individual asset. Determination of expected useful lives for amortization calculations are made on a property-by-property or asset-by-asset basis at least annually. Our estimates for reserves, mineralized material, and other resources are a key component in determining our units of production depreciation rates. Our estimates of proven and probable ore reserves, mineralized material, and other resources may change, possibly in the near term, resulting in changes to depreciation, depletion and amortization rates in future reporting periods.

Undeveloped mineral interests and value beyond proven and probable reserves are not amortized until such time as there are proven and probable reserves or the related mineralized material is converted to proven and probable reserves. At that time, the basis of the mineral interest is amortized on a units-of-production basis. Pursuant to our policy on impairment of long-lived assets (discussed further below), if it is determined that an undeveloped mineral interest cannot be economically converted to proven and probable reserves, the basis of the mineral interest is reduced to its fair value and an impairment loss is recorded to expense in the period in which it is determined to be impaired.

*I. Impairment of Long-lived Assets* — Management reviews and evaluates the net carrying value of all facilities, including idle facilities, for impairment upon the occurrence of events or changes in circumstances that indicate that the related carrying amounts may not be recoverable. We perform the test for recoverability of each property based on the estimated undiscounted future cash flows that will be generated from operations at each property, the estimated salvage value of the surface plant and equipment, and the value associated with property interests.

Although management has made what it believes to be a reasonable estimate of factors based on current conditions and information, assumptions underlying future cash flows are subject to significant risks and uncertainties. Estimates of undiscounted future cash flows are dependent upon, among other factors, estimates of: (i) metals to be recovered from proven and probable ore reserves and, to some extent, identified mineralization and other resources beyond proven and probable reserves, (ii) future production and capital costs and (iii) estimated metals prices (considering current and historical prices, forward pricing curves and related factors) over the estimated remaining mine life. It is reasonably possible that changes could occur in the near term that could adversely affect our estimate of future cash flows to be generated from our operating properties. If estimated undiscounted cash flows are less than the carrying value of a property, an impairment loss is recognized for the difference between the carrying value and fair value of the property.

*J. Proven and Probable Ore Reserves* — At least annually, management reviews the reserves used to estimate the quantities and grades of ore at our mines which we believe can be recovered and sold economically. Management's calculations of proven and probable ore reserves are based on financial, engineering and geological estimates, including future metals prices and operating costs, and an assessment of our ability to obtain the permits required to mine and process the material. From time to time, management obtains external audits or reviews of reserves. Independent reviews of the 2016 reserve models for Greens Creek and Lucky Friday were performed during 2017. An independent review of the modeling process at Greens Creek was performed during 2016.

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Reserve estimates will change as existing reserves are depleted through production, and as market prices of metals, production or capital costs, smelter terms, the grade or tonnage of the deposit, dilution of the ore or recovery rates change. A significant drop in metals prices or other factors may reduce reserves by making some portion of such ore uneconomic to develop and produce. Changes in reserves may reflect that actual grades of ore processed may be different from stated reserve grades because of variation in grades in areas mined, mining dilution and other factors. Our reserve estimates may change based on actual production experience. It is reasonably possible that certain of our estimates of proven and probable ore reserves will change in the near term, which could result in a change to estimated future cash flows, associated carrying values of the asset and amortization rates in future reporting periods, among other things.

If our realized price for the metals we produce were to decline substantially below the levels set for calculation of reserves for an extended period, there could be material delays in the development of new projects, net losses, reduced cash flow, restatements or reductions in reserves and asset write-downs in the applicable accounting periods. Reserves should not be interpreted as assurances of mine life or of the profitability of current or future operations. No assurance can be given that the estimate of the amount of metal or the indicated level of recovery of these metals will be realized.

*K. Pension Plans and Other Post-retirement Benefits* — Accounting principles regarding employers' accounting for defined benefit pension and other post-retirement plans, among other things, require us to:

- recognize the funded or underfunded status of our defined benefit plans in our consolidated financial statements; and
- recognize as a component of other comprehensive income (loss) the actuarial gains and losses and prior service costs and credits that arise during the period but are not immediately recognized as components of net periodic benefit cost.

See *Note 9* for more information on the valuation of the underfunded status of our defined benefit pension plans.

*L. Income and Production Taxes* — We provide for federal, state and foreign income taxes currently payable, as well as those deferred due to timing differences between reporting income and expenses for financial statement purposes versus tax purposes. Federal, state and foreign tax benefits are recorded as a reduction of income taxes, when applicable. We record deferred tax liabilities and assets for expected future tax consequences of temporary differences between the financial statement carrying amounts and the tax bases of those assets and liabilities, as well as operating loss and tax credit carryforwards, using enacted tax rates in effect in the years in which the differences are expected to reverse.

We evaluate uncertain tax positions in a two-step process, whereby (i) it is determined whether it is more likely than not that the tax positions will be sustained based on the technical merits of the position and (ii) for those tax positions that meet the more-likely-than-not recognition threshold, the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the related tax authority would be recognized.

We classify mine license taxes incurred in the states of Alaska and Idaho as other direct production costs reported in our gross profits. Net proceeds taxes incurred in Nevada, mining duties in Mexico, and resource taxes incurred in Quebec, Canada are classified as income taxes.

For additional information, see *Note 6 — Income Taxes*.

*M. Reclamation and Remediation Costs (Asset Retirement Obligations)* — At our operating properties, we record a liability for the present value of our estimated environmental remediation costs, and the related asset created with it, in the period in which the liability is incurred. The liability is accreted and the asset is depreciated over the life of the related assets. Adjustments for changes resulting from the passage of time and changes to either the timing or amount of the original present value estimate underlying the obligation are made in the period incurred.

At our non-operating properties, we accrue costs associated with environmental remediation obligations when it is probable that such costs will be incurred and they are reasonably estimable. Accruals for estimated losses from environmental remediation obligations have historically been recognized no later than completion of the remedial feasibility study for such facility and are charged to current earnings under provision for closed operations and environmental matters. Costs of future expenditures for environmental remediation are not discounted to their present value unless subject to a contractually obligated fixed payment schedule. Such costs are based on management's current estimate of amounts to be incurred when the remediation work is performed, within current laws and regulations.

Future closure, reclamation and environmental-related expenditures are difficult to estimate in many circumstances, due to the early stage nature of investigations, uncertainties associated with defining the nature and extent of environmental contamination, the application of laws and regulations by regulatory authorities, and changes in reclamation or remediation technology. We periodically review accrued liabilities for such reclamation and remediation costs as evidence becomes available indicating that our liabilities have potentially changed. Changes in estimates at our non-operating properties are reflected in current period net income (loss).

It is reasonably possible the ultimate cost of reclamation and remediation could change in the future, and that changes to these estimates could have a material effect on future operating results as new information becomes known.

*N. Revenue Recognition and Trade Accounts Receivable* — Sales of all metals products sold directly to customers, including by-product metals, are recorded as revenues and accounts receivable upon completion of the performance obligations and transfer of control of the product to the customer. For sales of metals from refined doré, the performance obligation is met, the transaction price is known, and revenue is recognized at the time of transfer of control of the agreed-upon metal quantities to the customer by the refiner. For sales of unrefined doré, the performance obligation is met, the transaction price is known, and revenue is recognized at the time of transfer of title and control of the doré containing the agreed-upon metal quantities to the customer. For concentrate sales, the performance obligation is met, the transaction price can be reasonably estimated, and revenue is recognized generally at the time of shipment at estimated forward prices for the anticipated month of settlement. Due to the time elapsed from shipment to the customer and the final settlement with the customer, we must estimate the prices at which sales of our concentrates will be settled. Previously recorded sales and accounts receivable are adjusted to estimated settlement metals prices until final settlement by the customer. As discussed in *P. Risk Management Contracts* below, we seek to mitigate this exposure by using financially-settled forward contracts for the metals contained in our concentrate shipments.

Refining, selling and shipping costs related to sales of doré and metals from doré are recorded to cost of sales as incurred. Sales and accounts receivable for concentrate shipments are recorded net of charges by the customers for treatment, refining, smelting losses, and other charges negotiated by us with the customers. Charges are estimated by us upon shipment of concentrates based on contractual terms, and actual charges typically do not vary materially from our estimates. Costs charged by customers include fixed costs per ton of concentrate, and price escalators which allow the customers to participate in the increase of lead and zinc prices above a negotiated baseline.

Changes in the market price of metals significantly affect our revenues, profitability, and cash flow. Metals prices can and often do fluctuate widely and are affected by numerous factors beyond our control, such as political and economic conditions, demand, forward selling by producers, aggregation by metals speculators and others, expectations for inflation, central bank sales, custom smelter activities, the relative exchange rate of the U.S. dollar, investor sentiment, and global mine production levels. The aggregate effect of these factors is impossible to predict. Because our revenue is derived from the sale of silver, gold, lead, and zinc, our earnings are directly related to the prices of these metals.

See *Note 12* for more information on our sales of products.

*O. Foreign Currency* — The functional currency for our operations located in the U.S., Mexico and Canada was the U.S. dollar ("USD") for all periods presented. Accordingly, for the Casa Berardi unit in Canada and the San Sebastian unit in Mexico, we have translated our monetary assets and liabilities at the period-end exchange rate, and non-monetary assets and liabilities at historical rates, with income and expenses translated at the average exchange rate for the current period. All translation gains and losses have been included in the current period net income (loss). Expenses incurred at our foreign operations and denominated in Canadian dollars ("CAD") and Mexican pesos ("MXN") expose us to exchange rate fluctuations between those currencies and the USD. As discussed in *P. Risk Management Contracts* below, we seek to mitigate this exposure by using financially-settled forward contracts to sell CAD and MXN.

For the year ended December 31, 2018 we recognized a total net foreign exchange gain of \$10.3 million. For the years ended December 31, 2017 and 2016, we recognized net foreign exchange losses of \$9.7 million and \$2.7 million, respectively.

*P. Risk Management Contracts* — We use derivative financial instruments as part of an overall risk-management strategy utilized as a means of managing exposure to metals prices and exchange rate fluctuations between the USD and CAD and MXN. We do not hold or issue derivative financial instruments for speculative trading purposes. We measure derivative contracts as assets or liabilities based on their fair value. Amounts recognized for the fair value of derivative asset and liability positions with the same counterparty and which would be settled on a net basis are offset against each other on our consolidated balance sheets. Gains or losses resulting from changes in the fair value of derivatives in each period are recorded either in current earnings or other comprehensive income ("OCI"), depending on the use of the derivative, whether it qualifies for hedge accounting and whether that hedge is effective. Amounts deferred in OCI are reclassified to sales of products (for metals price-related contracts) or cost of sales (for foreign currency-related contracts). Ineffective portions of any change in fair value of a derivative are recorded in current period other operating income (expense). For derivatives qualifying as hedges, when the hedged items are sold, extinguished or terminated, or it is determined the hedged transactions are no longer likely to occur, gains or losses on the derivatives are reclassified from OCI to current earnings. As of December 31, 2018, our foreign currency-related forward contracts qualified for hedge accounting, with unrealized gains and loss related to the effective portion of the contracts included in OCI. Our metals price-related forward contracts do not qualify for hedge accounting as of December 31, 2018, and all unrealized gains and losses are therefore reported in earnings.



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See *Note 11* for additional information on our foreign exchange and metal derivative contracts as of December 31, 2018.

*Q. Stock Based Compensation* — The fair values of equity instruments granted to employees that have vesting periods are expensed over the vesting periods on a straight-line basis. The fair values of instruments having no vesting period are expensed when granted. Stock-based compensation expense is recorded among general and administrative expenses, exploration and cost of sales and other direct production costs.

For additional information on our restricted stock unit compensation, see *Note 10*.

*R. Legal Costs* – Legal costs incurred in connection with a potential loss contingency are recorded to expense as incurred.

*S. Basic and Diluted Income (Loss) Per Common Share* — We calculate basic earnings per share on the basis of the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is calculated using the weighted average number of shares of common stock outstanding during the period plus the effect of potential dilutive common shares during the period using the treasury stock and if-converted methods.

Potential dilutive shares of common stock include outstanding unvested restricted stock awards, performance-based share awards, stock units, warrants and convertible preferred stock for periods in which we have reported net income. For periods in which we reported net losses, potential dilutive shares of common stock are excluded, as their conversion and exercise would be anti-dilutive. See *Note 14* for additional information.

*T. Comprehensive Income (Loss)* — In addition to net income (loss), comprehensive income (loss) includes certain changes in equity during a period, such as adjustments to minimum pension liabilities, adjustments to recognize the over-funded or under-funded status of our defined benefit pension plans, the change in fair value of derivative contracts designated as hedge transactions, and cumulative unrecognized changes in the fair value of available for sale investments, net of tax, if applicable.

*U. Fair Value Measurements* — We disclose the following information for each class of assets and liabilities that are measured at fair value:

1. the fair value measurement;
2. the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets or liabilities (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3);
3. for fair value measurements using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes during the period attributable to the following:
  - a. total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings, and a description of where those gains or losses included in earnings are reported in the statement of operations;
  - b. the amount of these gains or losses attributable to the change in unrealized gains or losses relating to those assets or liabilities still held at the reporting period date and a description of where those unrealized gains or losses are reported;
  - c. purchases, sales, issuances, and settlements (net); and
  - d. transfers into and/or out of Level 3.
4. the amount of the total gains or losses for the period included in earnings that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date and a description of where those unrealized gains or losses are reported in the statement of operations; and
5. in annual periods only, the valuation technique(s) used to measure fair value and a discussion of changes in valuation techniques, if any, during the period.

See *Notes 9* and *13* for more information on the fair value measurement of our financial instruments.



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V. *Research and development* — Costs related to activities meeting the definition of research and development are generally recorded to expense. However, costs for materials, equipment, and facilities that are acquired or constructed for research and development activities that have alternative future uses are capitalized. Research and development expense for the years ended December 31, 2018, 2017 and 2016 included contractor fees.

### W. *New Accounting Pronouncements* —

#### *Accounting Standards Updates Adopted*

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 Revenue Recognition, replacing guidance previously codified in Subtopic 605-10 Revenue Recognition-Overall. The new ASU establishes a five step principles-based framework in an effort to significantly enhance comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets. In August 2015, the FASB issued ASU No. 2015-14 Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. ASU No. 2015-14 deferred the effective date of ASU No. 2014-09 until annual and interim reporting periods beginning after December 15, 2017. We adopted ASU No. 2014-09 as of January 1, 2018 using the modified-retrospective transition approach. The impact of adoption of the update to our consolidated financial statements for the years ended December 31, 2017 and December 31, 2016 would have been a reclassification of \$1.9 million and \$1.3 million, respectively, in doré refining costs from sales of products to cost of sales and other direct production costs.

We performed an assessment of the impact of implementation of ASU No. 2014-09, and concluded it does not change the timing of revenue recognition or amounts of revenue recognized compared to how we recognized revenue under our previous policies. Our revenues involve a relatively limited number of types of contracts and customers. In addition, our revenue contracts do not involve multiple types of performance obligations. Revenues from doré are recognized, and the transaction price is known, at the time the metals sold are delivered to the customer. Concentrate revenues are generally recognized at the time of shipment. Concentrates sold at our Lucky Friday unit typically leave the mine and are received by the customer within the same day. There is a period of time between shipment of concentrates from our Greens Creek unit and their physical receipt by the customer. However, based on our assessment, we believe control of the concentrate parcels is generally obtained by the customer at the time of shipment.

Our concentrate sales involve variable consideration, as they are subject to changes in metals prices between the time of shipment and their final settlement. However, we are able to reasonably estimate the transaction price for the concentrate sales at the time of shipment using forward prices for the month of settlement, and we then adjust the values each period until final settlement. Also, it is unlikely a significant reversal of revenue for any one concentrate parcel will occur.

Adoption of ASU No. 2014-09 involves additional disclosures, where applicable, concerning (i) contracts with customers, (ii) significant judgments and changes in judgments in determining the timing of satisfaction of performance obligations and the transaction price, and (iii) assets recognized for costs to obtain or fulfill contracts. See *Note 12* for information on our sales of products.

In January 2016, the FASB issued ASU No. 2016-01 Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The guidance requires entities to measure equity investments that are not accounted for under the equity method at fair value, with any changes in fair value included in current earnings, and updates certain disclosure requirements. The update is effective for fiscal years beginning after December 15, 2017. We adopted ASU No. 2016-01 as of January 1, 2018 using the modified-retrospective approach, with a cumulative-effect adjustment from accumulated other comprehensive loss to retained deficit on our balance sheet of \$1.3 million, net of the income tax effect.

In August 2016, the FASB issued ASU No. 2016-15 Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The update provides guidance on classification of cash receipts and payments related to eight specific issues. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. We adopted this update as of January 1, 2018, and there were no material impacts on our consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18 Statement of Cash Flows (Topic 230): Restricted Cash. The update requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. We adopted this update as of January 1, 2018. Cash, cash equivalents, and restricted cash and cash equivalents on the consolidated statement of cash flows includes restricted cash and cash equivalents of \$1.0 million as of December 31, 2018 and December 31, 2017, \$2.2 million as of December 31, 2016 and \$1.0 million as of December 31, 2015, as well as amounts previously reported for cash and cash equivalents.

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In January 2017, the FASB issued ASU No. 2017-01 Business Combinations (Topic 805): Clarifying the Definition of a Business. The update clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We applied the applicable provisions of the update to our acquisition of Klondex in July 2018 (see *Note 16*), which was accounted for as a business acquisition, and will apply the applicable provisions of the update to any future acquisitions.

In March 2017, the FASB issued ASU No. 2017-07 Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Period Postretirement Benefit Cost. The update provides specific requirements for classification and disclosure regarding the service cost component and other components of net benefit cost related to pension plans. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We have implemented this update effective January 1, 2018. For the full year of 2018, a total net expense of approximately \$2.8 million for the components of net benefit cost, except service cost, is included in other income (expense) on our consolidated statements of operations, and not reported in the same line items as other employee compensation costs.

### *Accounting Standards Updates to Become Effective in Future Periods*

In February 2016, the FASB issued ASU No. 2016-02 Leases (Topic 842). The update modifies the classification criteria and requires lessees to recognize the assets and liabilities on the balance sheet for most leases. The update is effective for fiscal years beginning after December 15, 2018, with early adoption permitted.

See *Note 10* for information on our capital leases, which are considered finance leases under the new guidance. Under the current guidance, the present value of these leases has been recognized as a liability, with the value of the capital lease asset, net of accumulated depreciation, included in properties, plants, equipment and mineral interests, net, on our consolidated balance sheet, as of December 31, 2018. We will continue to recognize the liability and right-of-use asset for our finance leases in this manner under the new guidance.

Upon implementation of the new guidance, we anticipate recognizing a liability and right-of-use asset of approximately \$22.4 million as of January 1, 2019 for our identified operating leases. We have elected the transition option to apply the new guidance at the effective date without adjusting comparative periods presented.

In August 2017, the FASB issued ASU No. 2017-12 Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. The objective of the update is to improve the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements, and simplify the application of existing hedge accounting guidance. The update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. We do not anticipate this update will have a material impact on our consolidated financial statements upon implementation.

In February 2018, the FASB issued ASU No. 2018-02 Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The amendments in the update allow a reclassification from other comprehensive income to retained earnings for "stranded" tax effects resulting from the reduction in the historical corporate tax rate under the Tax Cuts and Jobs Act. The update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The tax effect of items in our other comprehensive income totaled \$12.6 million as of December 31, 2018.

In June 2018, the FASB issued ASU No. 2018-07 Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. The update involves simplification of several aspects of accounting for nonemployee share-based payment transactions by expanding the scope of Topic 718 to include nonemployee awards. The update is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. We do not anticipate this update will have a material impact on our consolidated financial statements upon implementation.

In August 2018, the FASB issued ASU No. 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The update removes, modifies and makes additions to the disclosure requirements on fair value measurements. The update is effective for fiscal years beginning after December 15, 2019, with early adoption permitted. We are evaluating the impact of this update on our fair value measurement disclosures.

In August 2018, the FASB issued ASU No. 2018-14 Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20): Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans. The update removes several disclosure requirements, adds two new disclosure requirements, and clarifies other disclosure requirements for employers that sponsor defined benefit pension or other post-retirement plans. The update is effective for fiscal years beginning after December 15, 2020, with early adoption permitted. We are evaluating the impact of this update on our disclosures involving our defined benefit pension plans.

**Note 2. Revision of Previously Issued Financial Statements for Immaterial Misstatements**

In the third quarter of 2018, we determined accumulated DDA on our consolidated balance sheets and DDA expense on our consolidated statements of operations and comprehensive (loss) income related to Casa Berardi, a business unit within our Hecla Quebec Inc. subsidiary, were understated for the periods from June 1, 2013 through June 30, 2018 as a result of errors in calculation from the date of acquisition of Casa Berardi as noted below:

- i. understatement of DDA by approximately \$35.5 million in the aggregate over 5 1/2 years. The error in calculation resulted from the foreign exchange translation of accumulated DDA and DDA expense from Canadian dollars ("CAD") to U.S. dollars ("USD"), which was incorrectly set up in the financial reporting system to use the average exchange rate for the respective reporting period, when the historical exchange rate should have been used. The CAD to USD exchange rate at June 1, 2013 was 0.9646 and has subsequently weakened over the intervening periods, resulting in an understatement of accumulated DDA and DDA expense during the periods from June 1, 2013 to June 30, 2018.
- ii. overstatement of DDA of approximately \$14.2 million in the aggregate over 5 1/2 years related to the accelerated conversion of costs from the mineral interest asset, which represents the value of the undeveloped mineral interest and is not depletable, to the mineral properties asset, which represents the value of proven and probable reserves and is depletable. The error in calculation arose from the incorrect use of fair value information available on the per ounce value at the date of acquisition and resulted in the overstatement of the proven and probable reserves asset, which is subject to depletion, and an understatement of the undeveloped mineral interest asset, both of which are categories reported within properties, plants, equipment and mineral interests, net on the balance sheet. The overstatement of the conversions to the proven and probable reserves asset during the periods from January 1, 2014 through June 30, 2018 resulted in overstatements of accumulated DDA and DDA expense in each of these periods.

We assessed the materiality of the effect of the errors on our prior quarterly and annual financial statements, both quantitatively and qualitatively, in accordance with the SEC's Staff Accounting Bulletin ("SAB") No. 99, "Materiality," and SAB No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements," and concluded the errors were not material to any of our previously issued financial statements. Consequently, we made the decision to correct these errors prospectively and revise our financial statements when the consolidated balance sheets, statements of operations and comprehensive income and cash flows for such prior periods are included in filings made after the third quarter of 2018, including in this report (the "Revisions"). The Revisions had no net impact on our sales or net cash provided by operating activities for any period presented.

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The following tables present a summary of the impact, by financial statement line item, of the Revisions as of and for the years ended December 31, 2017 and 2016, and as of January 1, 2016:

(in thousands)	As of and for the Year Ended December 31, 2017		
	As Previously Reported	Adjustment	As Revised
<b>Condensed Consolidated Balance Sheet</b>			
Inventories: Concentrate, doré, and stockpiled ore	\$ 28,455	\$ 911	\$ 29,366
Total current assets	320,325	911	321,236
Properties, plants, equipment and mineral interests, net	2,020,021	(20,710)	1,999,311
<b>Total assets</b>	<b>2,364,957</b>	<b>(19,799)</b>	<b>2,345,158</b>
Deferred tax liability	121,546	2,806	124,352
Total liabilities	881,075	2,806	883,881
Accumulated deficit	(195,484)	(22,605)	(218,089)
Total shareholders' equity	1,483,882	(22,605)	1,461,277
<b>Total liabilities and shareholders' equity</b>	<b>2,364,957</b>	<b>(19,799)</b>	<b>2,345,158</b>
<b>Consolidated Statements of Operations and Comprehensive (Loss) Income</b>			
Depreciation, depletion and amortization	\$ 116,062	\$ 4,537	\$ 120,599
Total cost of sales	420,789	4,537	425,326
Gross profit	156,986	(4,537)	152,449
<b>Income (loss) from operations</b>	<b>64,643</b>	<b>(4,537)</b>	<b>60,106</b>
Foreign exchange (loss) gain	(10,300)	620	(9,680)
Total other (expense) income	(68,283)	620	(67,663)
<b>(Loss) income before income taxes</b>	<b>(3,640)</b>	<b>(3,917)</b>	<b>(7,557)</b>
Income tax (provision) benefit	(19,879)	(1,084)	(20,963)
Net (loss) income	\$ (23,519)	\$ (5,001)	\$ (28,520)
<b>(Loss) income applicable to common shareholders</b>	<b>\$ (24,071)</b>	<b>\$ (5,001)</b>	<b>\$ (29,072)</b>
Comprehensive income (loss)	(12,290)	(5,001)	(17,291)
<b>Basic (loss) income per common share after preferred dividends</b>	<b>\$ (0.06)</b>	<b>\$ (0.01)</b>	<b>\$ (0.07)</b>
<b>Diluted (loss) income per common share after preferred dividends</b>	<b>\$ (0.06)</b>	<b>\$ (0.01)</b>	<b>\$ (0.07)</b>
<b>Condensed Consolidated Statements of Cash Flows</b>			
Net (loss) income	\$ (23,519)	\$ (5,001)	\$ (28,520)
Depreciation, depletion and amortization	121,930	4,537	126,467
Foreign exchange loss (gain)	10,828	(620)	10,208
Deferred income taxes	18,308	1,084	19,392

(in thousands)	As of and for the Year Ended December 31, 2016		
	As Previously Reported	Adjustment	As Revised
<b>Condensed Consolidated Balance Sheet</b>			
Accumulated deficit	\$ (167,437)	\$ (17,604)	\$ (185,041)
Total shareholders' equity	1,479,844	(17,604)	1,462,240
<b>Consolidated Statements of Operations and Comprehensive (Loss) Income</b>			
Depreciation, depletion and amortization	116,126	7,505	123,631
Total cost of sales	454,451	7,505	461,956
Gross profit	191,506	(7,505)	184,001
<b>Income (loss) from operations</b>	<b>116,944</b>	<b>(7,505)</b>	<b>109,439</b>
Foreign exchange (loss) gain	(2,926)	189	(2,737)
Total other (expense) income	(19,969)	189	(19,780)
<b>(Loss) income before income taxes</b>	<b>96,975</b>	<b>(7,316)</b>	<b>89,659</b>
Income tax (provision) benefit	(27,428)	(662)	(28,090)
Net (loss) income	\$ 69,547	\$ (7,978)	\$ 61,569
<b>(Loss) income applicable to common shareholders</b>	<b>\$ 68,995</b>	<b>\$ (7,978)</b>	<b>\$ 61,017</b>
Comprehensive income (loss)	67,576	(7,978)	59,598
<b>Basic (loss) income per common share after preferred dividends</b>	<b>\$ 0.18</b>	<b>\$ (0.02)</b>	<b>\$ 0.16</b>
<b>Diluted (loss) income per common share after preferred dividends</b>	<b>\$ 0.18</b>	<b>\$ (0.02)</b>	<b>\$ 0.16</b>
<b>Condensed Consolidated Statements of Cash Flows</b>			
Net (loss) income	\$ 69,547	\$ (7,978)	\$ 61,569
Depreciation, depletion and amortization	117,413	7,505	124,918
Foreign exchange loss (gain)	4,649	(189)	4,460
Deferred income taxes	2,112	662	2,774

(in thousands)	As of January 1, 2016		
	As Previously Reported	Adjustment	As Revised
<b>Consolidated Statements of Changes in Shareholders' Equity</b>			
Accumulated deficit	\$ (232,565)	\$ (9,626)	\$ (242,191)
Total shareholders' equity	1,338,926	(9,626)	1,329,300

**Note 3. Investments**

*Investments*

Our current investments, which are classified as "available for sale" and consist of bonds having maturities of greater than 90 days, were \$33.8 million at December 31, 2017. We held no such investments as of December 31, 2018. During 2018 and 2017, we had purchases of such investments of \$31.2 million and \$55.0 million, respectively, and maturities of \$64.9 million and \$50.0 million, respectively. Our current investments at December 31, 2017 consisted of the following (in thousands):

	December 31, 2017		
	Amortized cost	Unrealized loss	Fair market value
Corporate bonds	\$ 33,778	\$ (20)	\$ 33,758

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At December 31, 2018 and 2017, the fair value of our non-current investments was \$6.6 million and \$7.6 million, respectively. Our non-current investments consist of marketable equity securities which are carried at fair value. The cost basis of our non-current investments was approximately \$7.7 million and \$5.7 million at December 31, 2018 and 2017, respectively. In 2018 and 2017, we acquired marketable equity securities having a cost basis of \$2.4 million and \$1.6 million, respectively. During 2018, we recognized \$2.8 million in net unrealized losses in current earnings. During 2017, we recognized \$2.1 million in net unrealized gains in other comprehensive income and \$0.2 million in net unrealized losses in current earnings.

**Note 4: Properties, Plants, Equipment and Mineral Interests, and Lease Commitments**

*Properties, Plants, Equipment and Mineral Interests*

Our major components of properties, plants, equipment, and mineral interests are (in thousands):

	December 31,	
	2018	2017 Revised
Mining properties, including asset retirement obligations	\$ 533,631	\$ 404,905
Development costs	444,229	390,094
Plants and equipment	988,285	847,462
Land	32,953	26,949
Mineral interests	1,269,956	957,359
Construction in progress	365,807	347,323
	3,634,861	2,974,092
Less accumulated depreciation, depletion and amortization	1,114,857	974,781
Net carrying value	\$ 2,520,004	\$ 1,999,311

During 2018, we incurred total capital expenditures of approximately \$136.9 million. This excludes non-cash items for equipment acquired under capital leases and adjustments for asset retirement obligations. The expenditures included \$14.2 million at the Lucky Friday unit, \$40.9 million at the Greens Creek unit, \$39.7 million at the Casa Berardi unit, \$6.2 million at the San Sebastian unit, and \$32.6 million at the Nevada Operations unit.

Mineral interests include amounts for value beyond proven and probable reserves ("VBPP") related to mines and exploration or pre-development interests acquired by us which are not depleted until the mineralized material they relate to is converted to proven and probable reserves. As of December 31, 2018, mineral interests included VBPP assets of \$396.4 million, \$382.1 million and \$223.4 million, respectively, at our Casa Berardi, Nevada Operations and Greens Creek units, along with various other properties.

Properties, plants, equipment, and mineral interests includes the portion of interest costs incurred on our debt capitalized as a part of the cost of constructing certain qualifying assets. For the year ended December 31, 2017, capitalized interest totaled \$0.9 million. The capitalized interest was primarily related to the #4 Shaft project at Lucky Friday, which was completed in January 2017.

*Capital Leases*

We periodically enter into lease agreements, primarily for equipment at our operating units, which we have determined to be capital leases. As of December 31, 2018 and 2017, we have recorded \$58.4 million and \$48.6 million, respectively, for the gross amount of assets acquired under the capital leases and \$38.4 million and \$33.1 million, respectively, in accumulated depreciation on those assets, classified as plants and equipment in *Properties, plants, equipment and mineral interests*. See *Note 7* for information on future obligations related to our capital leases.

*Operating Leases*

We enter into operating leases during the normal course of business. During the years ended December 31, 2018, 2017 and 2016, we incurred expenses of approximately \$7.8 million, \$4.8 million and \$4.8 million, respectively, for these leases. At December 31, 2018, future obligations under our operating leases were as follows (in thousands):

<b>Year ending December 31,</b>	
2019	\$ 7,919
2020	5,530
2021	3,578
2022	2,543
2023	2,182
Thereafter	1,397
<b>Total</b>	<b>\$ 23,149</b>

**Note 5: Environmental and Reclamation Activities**

The liabilities accrued for our reclamation and closure costs at December 31, 2018 and 2017 were as follows (in thousands):

	<b>2018</b>	<b>2017</b>
<b>Operating properties:</b>		
Greens Creek	\$ 41,839	\$ 41,677
Lucky Friday	10,698	9,911
Casa Berardi	5,843	6,729
San Sebastian	7,765	5,067
Nevada Operations	23,272	—
<b>Non-operating properties:</b>		
Troy mine	8,971	12,724
Johnny M	5,813	5,813
Republic	1,500	1,500
All other sites	2,688	2,624
<b>Total</b>	<b>108,389</b>	<b>86,045</b>
<b>Reclamation and closure costs, current</b>	<b>(3,410)</b>	<b>(6,679)</b>
<b>Reclamation and closure costs, long-term</b>	<b>\$ 104,979</b>	<b>\$ 79,366</b>

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The activity in our accrued reclamation and closure cost liability for the years ended December 31, 2018, 2017 and 2016 was as follows (in thousands):

Balance at January 1, 2016	\$	95,538
Accruals for estimated costs		705
Accretion expense		3,158
Revision of estimated cash flows due to changes in reclamation plans		2,759
Liability addition due to acquisition of Mines Management		1,124
Payment of reclamation obligations		(17,704)
Balance at December 31, 2016		85,580
Accruals for estimated costs		16
Accretion expense		4,870
Revision of estimated cash flows due to changes in reclamation plans		(578)
Payment of reclamation obligations		(3,843)
Balance at December 31, 2017		86,045
Accruals for estimated costs		250
Accretion expense		5,309
Revision of estimated cash flows due to changes in reclamation plans		1,280
Liability addition due to acquisition of the Nevada Operations unit		19,571
Payment of reclamation obligations		(4,066)
Balance at December 31, 2018	\$	<u>108,389</u>

On each of June 15, 2016 and September 19, 2016, a Consent Decree settling environmental claims involving our wholly-owned subsidiary, CoCa Mines, Inc. ("CoCa") at the Nelson Tunnel/Commodore Waste Rock Pile site (Colorado) and Gilt Edge site (South Dakota), respectively, was approved and entered by the U.S. District Court in Colorado and South Dakota, respectively. Pursuant to the Consent Decrees, CoCa paid an aggregate of \$6 million in August 2016 to the United States and the State of Colorado, and an aggregate of \$3.9 million in November 2016 to the United States and the State of South Dakota (insurers and another potentially responsible party ("PRP") paid an additional \$6.7 million to settle the Gilt Edge matter). As a result, CoCa has resolved the claims with respect to the Gilt Edge and Nelson Tunnel sites. During the negotiations leading up to these settlements, in the second quarter of 2015 we accrued \$9.9 million by recording a liability for the total amount that would be paid by CoCa to settle these matters, and an asset for the amount to be recovered by CoCa from insurers and the other settling PRP with respect to the Gilt Edge site.

*Asset Retirement Obligations*

Below is a reconciliation as of December 31, 2018 and 2017 (in thousands) of the asset retirement obligations ("ARO") relating to our operating properties, which are included in our total accrued reclamation and closure costs of \$108.4 million and \$86.0 million, respectively, discussed above. The estimated reclamation and abandonment costs were discounted using credit adjusted, risk-free interest rates ranging from 5.75% to 14.5% from the time we incurred the obligation to the time we expect to pay the retirement obligation.

	<u>2018</u>	<u>2017</u>
Balance January 1	\$ 63,384	\$ 59,275
Changes in obligations due to changes in reclamation plans	1,280	(578)
Addition due to acquisition of the Nevada Operations unit	19,571	—
Accretion expense	5,295	4,870
Payment of reclamation obligations	(113)	(183)
Balance at December 31	<u>\$ 89,417</u>	<u>\$ 63,384</u>

In the fourth quarter of 2018, we updated the ARO at Greens Creek to reflect a plan for reclamation and closure of the mine at the end of its life having estimated undiscounted costs of approximately \$114.9 million, an increase from the \$100.1 million in the previous plan. However, the ARO asset and liability decreased by \$3.2 million as a result of a change in the estimated timing of costs and the impact of discounting the costs to present value.



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In the fourth quarter of 2018, we updated the ARO at San Sebastian to include estimated costs for expansion of an open pit and the addition of new facilities, resulting in an increase in undiscounted costs of \$2.8 million and increase in the ARO asset and liability of \$2.3 million.

In the fourth quarter of 2018, we revised the AROs for the Nevada Operations unit to reflect updates to the reclamation plans for each mine site, resulting in an increase in undiscounted costs of \$1.3 million and increase in the ARO asset and liability of \$3.1 million.

The ARO layers related to the changes described above were discounted using a credit adjusted, risk-free interest rate of 7.5% and inflation rates ranging from 2% to 4%.

**Note 6: Income Taxes**

Major components of our income tax benefit (provision) for the years ended December 31, 2018, 2017 and 2016 are as follows (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
		Revised	Revised
<b>Current:</b>			
Domestic	\$ (454)	\$ 22,171	\$ (10,702)
Foreign	(4,382)	(22,526)	(13,713)
Total current income tax benefit (provision)	(4,836)	(355)	(24,415)
<b>Deferred:</b>			
Domestic	7,147	(30,766)	7,480
Foreign	4,390	10,158	(11,155)
Total deferred income tax benefit (provision)	11,537	(20,608)	(3,675)
Total income tax benefit (provision)	<u>\$ 6,701</u>	<u>\$ (20,963)</u>	<u>\$ (28,090)</u>

Domestic and foreign components of (loss) income before income taxes for the years ended December 31, 2018, 2017 and 2016 are as follows (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
		Revised	Revised
Domestic	\$ (44,513)	\$ (7,920)	\$ 41,014
Foreign	11,249	363	48,645
Total	<u>\$ (33,264)</u>	<u>\$ (7,557)</u>	<u>\$ 89,659</u>

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The annual tax benefit (provision) is different from the amount that would be provided by applying the statutory federal income tax rate to our pretax (loss) income. The reasons for the difference are (in thousands):

	2018		2017		2016	
			Revised		Revised	
Computed "statutory" benefit (provision)	\$ 6,986	(21)%	\$ 2,645	35 %	\$ (31,381)	35%
Percentage depletion	3,158	(10)	5,174	68	8,114	(9)
Change in valuation allowance	(2,304)	7	24,464	324	11,336	(13)
Federal rate change	—	—	(37,546)	(497)	—	—
State taxes, net of federal taxes	(849)	3	1,112	15	(565)	—
Foreign currency remeasurement of monetary assets and liabilities	6,747	(20)	(12,812)	(169)	(7,820)	9
Rate differential on foreign earnings	(3,970)	12	(1,438)	(19)	(6,853)	8
Compensation	(970)	3	(661)	(9)	(1,517)	2
Foreign withholding taxes	278	(1)	(278)	(4)	—	—
Expiration of U.S. foreign tax credits	—	—	(2,300)	(30)	—	—
Other	(2,375)	7	677	9	596	(1)
Total benefit (provision)	\$ 6,701	(20)%	\$ (20,963)	(277)%	\$ (28,090)	31%

On January 1, 2017 we adopted ASU No. 2015-17 Income Taxes - Balance Sheet Classification of Deferred Taxes (Topic 740). Accordingly, all deferred income tax assets and liabilities are classified as non-current in the consolidated balance sheet. Upon adoption, we classified, as non-current, previously reported current deferred tax assets of \$12.3 million and current deferred tax liabilities of \$1.3 million.

At December 31, 2018 and 2017, the net deferred tax liability was approximately \$172 million and \$123 million, respectively. The individual components of our net deferred tax assets and liabilities are reflected in the table below (in thousands).

	December 31,	
	2018	2017
		Revised
Deferred tax assets:		
Accrued reclamation costs	\$ 29,064	\$ 21,812
Deferred exploration	16,500	17,426
Foreign net operating losses	13,231	1,003
Domestic net operating losses	152,320	130,186
AMT credit carryforwards	—	584
Pension and benefit obligation	12,345	12,584
Foreign exchange loss	24,849	18,112
Foreign tax credit carryforward	4,149	4,983
Miscellaneous	26,290	25,411
Total deferred tax assets	278,748	232,101
Valuation allowance	(94,981)	(78,684)
Total deferred tax assets	183,767	153,417
Deferred tax liabilities:		
Miscellaneous	(5,234)	(4,978)
Properties, plants and equipment	(350,083)	(271,282)
Total deferred tax liabilities	(355,317)	(276,260)
Net deferred tax liability	\$ (171,550)	\$ (122,843)

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For the year 2017, we recorded a liability of \$0.3 million related to withholding taxes on unremitted earnings at Minera Hecla S.A. de C.V., our wholly-owned subsidiary which owns our San Sebastian mine and other interests in Durango, Mexico. Due to the changes to tax laws under the TCJ Act, we are no longer required to accrue taxes on remitted earnings and the liability was reversed. For the year 2016, we had no unremitted foreign earnings. Foreign net operating losses carried forward are shown above as a deferred tax asset, with a valuation allowance as discussed below.

As discussed in *Note 16*, we acquired Klondex Mines Ltd. ("Klondex") in July 2018. With the acquisition of Klondex, we acquired a U.S. consolidated tax group (the "Klondex U.S. Group") that did not join the existing consolidated U.S. tax group of Hecla Mining Company and subsidiaries ("Hecla U.S."). Under acquisition accounting, we recorded a net deferred tax liability of \$69.4 million. In 2018, we recorded a tax benefit of \$6.3 million on a net tax loss of \$30.0 million in the Klondex U.S. Group. Net operating losses acquired as of the acquisition date are subject to limitation under Internal Revenue Code Section 382. However, the annual limitation is not expected to have a material impact on our ability to utilize the benefit of these losses.

We evaluated the positive and negative evidence available to determine the amount of valuation allowance required on our deferred tax assets. At December 31, 2018 and 2017, the balances of our valuation allowances were approximately \$95 million and \$79 million, respectively, primarily related to net operating losses. Due to the changes to tax laws under the TCJ Act, at December 31, 2017 we determined it is more likely than not that we will not realize our net deferred tax assets in our Hecla U.S. consolidated group. Accordingly, we applied a valuation allowance which remains in place on those net deferred tax assets at December 31, 2018. A portion of the valuation allowance relating to exploration and other deferred tax assets in Mexico was released in 2017 as we determined that it was more likely than not that the benefit would be realized as a result of operating activities at San Sebastian. As of December 31, 2018, a \$92.0 million valuation allowance remains in U.S. jurisdictions, \$1.3 million in Hecla Canada Ltd. and \$1.7 million in Minera Hecla S.A. de C.V. There is no valuation allowance at Hecla Quebec, Inc. The changes in the valuation allowance for the years ended December 31, 2018, 2017 and 2016, are as follows (in thousands):

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Balance at beginning of year	\$ (78,684)	\$ (99,602)	\$ (115,806)
Valuation allowance on deferred tax assets acquired with the Klondex acquisition	(11,470)	—	—
Increase related to non-utilization of net operating loss carryforwards and non-recognition of deferred tax assets due to uncertainty of recovery	(5,700)	(14,964)	(2,868)
Decrease related to utilization and expiration of deferred tax assets, other	873	35,882	19,072
Balance at end of year	<u>\$ (94,981)</u>	<u>\$ (78,684)</u>	<u>\$ (99,602)</u>

As of December 31, 2018, for U.S. income tax purposes, we have federal and state net operating loss carryforwards of \$605.9 million and \$383.3million, respectively. U.S. net operating loss carryforwards for periods arising before December 31, 2017 have a 20-year expiration period, the earliest of which could expire in 2020. U.S. net operating loss carryforwards arising in 2018 and future periods have an indefinite carryforward period. We have foreign and provincial net operating loss carryforwards of approximately \$50.0 million each, which expire between 2028 and 2038. Our utilization of U.S. net operating loss carryforwards may be subject to annual limitations if there is a change in control as defined under Internal Revenue Code Section 382. As of December 31, 2018, no change in control has occurred in the Hecla U.S. group.

In 2017, we adopted ASU 2016-09 Stock Compensation: Improvements to Employee Share-Based Payment Accounting. As a result, the deferred tax asset related to our NOL increased by \$5 million due to the inclusion of additional NOLs related to excess tax benefits. The increase in the deferred tax asset was fully offset by a valuation allowance, resulting in no change to our recognized net deferred tax assets.

We file income tax returns in the U.S. federal jurisdiction, various state and foreign jurisdictions. We are no longer subject to income tax examinations by U.S. federal and state tax authorities for years prior to 2000, or examinations by foreign tax authorities for years prior to 2012. We are currently under examination in certain local tax jurisdictions. However, we do not anticipate any material adjustments.

We had no unrecognized tax benefits as of December 31, 2018 or 2017. Due to the net operating loss carryover provision, coupled with the lack of any unrecognized tax benefits, we have not provided for any interest or penalties associated with any uncertain tax positions. If interest and penalties were to be assessed, our policy is to charge interest to interest expense, and penalties to other operating expense. It is not anticipated that there will be any significant changes to unrecognized tax benefits within the next 12 months.

On December 22, 2017, the United States enacted the TCJ Act resulting in significant modifications to existing law. We completed the accounting for the effects of the Act during the quarter ended December 31, 2017. Our financial statements for the year ended December 31, 2017, reflect certain effects of the TCJ Act which include a reduction in the corporate tax rate from 35% to 21% as well as other changes. As a result of the changes to tax laws and tax rates under the TCJ Act, we incurred incremental income tax expense of \$30 million during the year ended December 31, 2017, which consisted primarily of the remeasurement of deferred tax assets and liabilities from 35% to 21% and application of a full valuation allowance. We have not accrued a one-time transition tax on unrepatriated foreign earnings due to an estimated net deficit in foreign earnings from all foreign jurisdictions.

## **Note 7: Debt, Credit Facilities and Capital Leases**

### *Senior Notes*

On April 12, 2013, we completed an offering of \$500 million in aggregate principal amount of our Senior Notes due May 1, 2021 in a private placement conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended, and in 2014, an additional \$6.5 million aggregate principal amount of the Senior Notes was issued to one of our pension plans. The Senior Notes were subsequently exchanged for substantially identical Senior Notes registered with the SEC. The Senior Notes are governed by the Indenture, dated as of April 12, 2013, as amended (the "Indenture"), among Hecla Mining Company ("Hecla") and certain of our subsidiaries and The Bank of New York Mellon Trust Company, N.A., as trustee. The net proceeds from the initial offering of the Senior Notes (\$490 million) were used to partially fund the acquisition of Aurizon Mines Ltd. ("Aurizon") and for general corporate purposes, including expenses related to the Aurizon acquisition.

The Senior Notes are recorded net of a 2% initial purchaser discount totaling \$10 million at the time of the April 2013 issuance and having an unamortized balance of \$3.0 million as of December 31, 2018. The Senior Notes bear interest at a rate of 6.875% per year from the date of original issuance or from the most recent payment date on which interest has been paid or provided for. Interest on the Senior Notes is payable on May 1 and November 1 of each year, commencing November 1, 2013. During 2018, 2017 and 2016, interest expense related to the Senior Notes and amortization of the initial purchaser discount and fees related to the issuance of the Senior Notes totaled \$36.3 million, \$35.3 million and \$20.1 million, respectively. The interest expense related to the Senior Notes for 2017 and 2016 was net of \$0.9 million and \$16.2 million, respectively, in capitalized interest, primarily related to the #4 Shaft project at our Lucky Friday unit which was completed in January 2017. Interest expense for 2017 also included \$0.9 million in costs related to our private offering of new Senior Notes in June 2017 and concurrent tender offer to purchase our existing Senior Notes, which were not completed.

The Senior Notes are guaranteed on a senior unsecured basis by certain of our subsidiaries (the "Guarantors"). The Senior Notes and the guarantees are, respectively, Hecla's and the Guarantors' general senior unsecured obligations and are subordinated to all of Hecla's and the Guarantors' existing and future secured debt to the extent of the assets securing that secured debt. In addition, the Senior Notes are effectively subordinated to all of the liabilities of Hecla's subsidiaries that are not guaranteeing the Senior Notes, to the extent of the assets of those subsidiaries. There are no covenants on the Senior Notes.

The Senior Notes became redeemable in whole or in part, at any time and from time to time after May 1, 2016, on the redemption dates and at the redemption prices specified in the Indenture, plus accrued and unpaid interest, if any, to the date of redemption.

Upon the occurrence of a change of control (as defined in the Indenture), each holder of Senior Notes will have the right to require us to purchase all or a portion of such holder's Senior Notes pursuant to a change of control offer (as defined in the Indenture), at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of holders of the Senior Notes on the relevant record date to receive interest due on the relevant interest payment date.

### *Ressources Québec Notes*

On March 5, 2018, we entered into a note purchase agreement pursuant to which we issued CAD\$40 million (approximately USD\$30.8 million at the time of the transaction) in aggregate principal amount of our Series 2018-A Senior Notes due May 1, 2021 (the "RQ Notes") to Ressources Québec, a subsidiary of Investissement Québec, a financing arm of the Québec government. Because the RQ notes are denominated in CAD, the reported USD-equivalent principal balance changes with movements in the exchange rate. The RQ Notes were issued at a discount of 0.58%, or CAD\$0.2 million, and bear interest at a rate of 4.68% per year, payable on May 1 and November 1 of each year, commencing May 1, 2018. The RQ Notes are senior and unsecured and are pari passu in all material respects with the Senior Notes, including with respect to guarantees of the RQ Notes by certain of our subsidiaries. There are no covenants on the RQ Notes. The net proceeds from the RQ Notes are required to be used for development and expansion of our Casa Berardi mine. During 2018, interest expense related to the RQ Notes, including discount and origination fees, totaled \$1.4 million.

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As of December 31, 2018, the annual future obligations related to our debt, including interest, were (in thousands):

Twelve-month period ending December 31,	Senior Notes	RQ Notes	Total
2019	\$ 34,822	\$ 1,372	\$ 36,194
2020	34,822	1,372	36,194
2021	518,107	29,778	547,885
Total	587,751	32,522	620,273
Less: interest	(81,251)	(3,202)	\$ (84,453)
Principal	506,500	29,320	535,820
Less: unamortized discount	(3,021)	—	\$ (3,021)
Long-term debt	\$ 503,479	\$ 29,320	\$ 532,799

*Credit Facilities*

In July 2018, we entered into a \$200 million senior secured revolving credit facility which replaced our previous \$100 million credit facility and has a term ending on June 14, 2022, provided, however, that if we do not refinance our outstanding Senior Notes by November 1, 2020, the term of the credit facility ends on November 1, 2020. The credit facility increased to \$250 million in November 2018 upon satisfaction of certain conditions, including adding certain subsidiaries of Klondex as borrowers under the credit facility and pledging the assets of those subsidiaries as additional collateral under the credit facility. The credit facility is also collateralized by the shares of common stock held in our material domestic subsidiaries and by our joint venture interests in the Greens Creek mine, all of our rights and interests in the joint venture agreement, and all of our rights and interests in the assets of the joint venture. Below is information on the interest rates, standby fee, and financial covenant terms under our current credit facility:

<b>Interest rates:</b>	
Spread over the London Interbank Offer Rate	2.25 - 3.25%
Spread over alternative base rate	1.25 - 2.25%
Standby fee per annum on undrawn amounts	0.50%
<b>Covenant financial ratios:</b>	
Senior leverage ratio (debt secured by liens/EBITDA)	not more than 2.50:1
Leverage ratio (total debt less unencumbered cash/EBITDA) <sup>(1)</sup>	not more than 4.50:1
Interest coverage ratio (EBITDA/interest expense)	not less than 3.00:1

<sup>(1)</sup> The leverage ratio will change to 4.00:1 effective January 1, 2020.

We are also able to obtain letters of credit under the facility, and for any such letters we are required to pay a participation fee of between 2.25% and 3.25% based on our total leverage ratio, as well as a fronting fee to each issuing bank of 0.20% annually on the average daily dollar amount of any outstanding letters of credit. There were \$3.0 million in letters of credit outstanding as of December 31, 2018.

We believe we were in compliance with all covenants under the credit agreement and no amounts were outstanding as of December 31, 2018. We drew \$71.0 million on the facility and repaid that amount in 2018. With the exception of the \$3.0 million in letters of credit outstanding, we did not have a balance drawn on the revolving credit facility as of December 31, 2018, with \$48.0 million drawn as of the date of this report.

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As a result of the acquisition of Klondex in July 2018 (see *Note 16* for more information), we assumed Klondex's revolving credit facility balance outstanding of \$35.0 million. We paid the \$35.0 million balance, and the Klondex credit facility was terminated, in July 2018.

*Capital Leases*

We have entered into various lease agreements, primarily for equipment at our operating units, which we have determined to be capital leases. At December 31, 2018, the total liability associated with the capital leases, including certain purchase option amounts, was \$13.1 million, with \$5.3 million of the liability classified as current and \$7.9 million classified as non-current. At December 31, 2017, the total liability balance associated with capital leases was \$11.8 million, with \$5.6 million of the liability classified as current and \$6.2 million classified as non-current. The total obligation for future minimum lease payments was \$14.0 million at December 31, 2018, with \$0.9 million attributed to interest.

At December 31, 2018, the annual maturities of capital lease commitments, including interest, were (in thousands):

	<b>Twelve-month period ending December 31,</b>	
	2019	\$ 5,745
	2020	4,480
	2021	3,052
	2022	733
	2023	23
	Total	14,033
Less: imputed interest		(898)
Net capital lease obligation		13,135
Current portion of capital leases		5,264
Long-term capital leases		\$ 7,871

**Note 8: Commitments, Contingencies, and Obligations**

*General*

We follow GAAP guidance in determining our accruals and disclosures with respect to loss contingencies, and evaluate such accruals and contingencies for each reporting period. Accordingly, estimated losses from loss contingencies are accrued by a charge to income when information available prior to issuance of the financial statements indicates that it is probable that a liability could be incurred and the amount of the loss can be reasonably estimated. Legal expenses associated with the contingency are expensed as incurred. If a loss contingency is not probable or reasonably estimable, disclosure of the loss contingency is made in the financial statements when it is at least reasonably possible that a material loss could be incurred.

*Lucky Friday Water Permit Matters*

In December 2013, the EPA issued to Hecla Limited a request for information under Section 308 of the Clean Water Act directing Hecla Limited to undertake a comprehensive groundwater investigation of Lucky Friday's tailings pond no. 3 to evaluate whether the pond is causing the discharge of pollutants via seepage to groundwater that is discharging to surface water. We completed the investigation mandated by the EPA and submitted a draft report to the agency in December 2015. We are waiting for the EPA's response and we cannot predict what further action, if any, the agency may take.

Hecla Limited strives to maintain its water discharges at the Lucky Friday unit in full compliance with its permits and applicable laws; however, we cannot provide assurance that in the future it will be able to fully comply with the permit limits and other regulatory requirements regarding water management.

*Johnny M Mine Area near San Mateo, McKinley County and San Mateo Creek Basin, New Mexico*

In May 2011, the EPA made a formal request to Hecla Mining Company for information regarding the Johnny M Mine Area near San Mateo, McKinley County, New Mexico, and asserted that Hecla Mining Company may be responsible under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") for environmental remediation and past costs the EPA has incurred at the site. Mining at the Johnny M was conducted for a limited period of time by a predecessor of our subsidiary, Hecla Limited. In August 2012, Hecla Limited and the EPA entered into a Settlement Agreement and Administrative Order on Consent for Removal Action ("Consent Order"), pursuant to which Hecla Limited agreed to pay (i) \$1.1 million to the EPA for its past response costs at the site and (ii) any future response costs at the site under the Consent Order, in exchange for a covenant not to sue by the EPA. Hecla Limited paid the \$1.1 million to the EPA for its past response costs and in December 2014 submitted to EPA the Engineering Evaluation and Cost Analysis ("EE/CA") for the site. The EE/CA evaluates three alternative response actions: 1) no action, 2) off-site disposal, and 3) on-site disposal. The range in estimated costs of these alternatives is \$0 to \$221 million. In the EE/CA, Hecla Limited recommended that EPA approve on-site disposal, which is currently estimated to cost \$5.6 million, on the basis that it is the most appropriate response action under CERCLA. In June 2015, the EPA approved the EE/CA, with a few minor conditions. The EPA must still publish the EE/CA for public notice and comment, and the agency will not make a final decision on the appropriate response action until the public comment process is complete. It is anticipated that Hecla Limited will implement the response action selected by the EPA pursuant to an amendment to the Consent Order or a new order. Based on the foregoing, we believe it is probable that Hecla Limited will incur a liability for remediation at the site. In the fourth quarter of 2014, we accrued \$5.6 million, which continues to be our best estimate of that liability as of the date of this report. There can be no assurance that Hecla Limited's liability will not be more than \$5.6 million, or that its ultimate liability will not have a material adverse effect on Hecla Limited's or our results of operations or financial position.

The Johnny M Mine is in an area known as the San Mateo Creek Basin ("SMCB"), which is an approximately 321 square mile area in New Mexico that contains numerous legacy uranium mines and mills. In addition to Johnny M, Hecla Limited's predecessor was involved at other mining sites within the SMCB. The EPA is considering listing the entire SMCB on CERCLA's National Priorities List in order to address perceived groundwater issues within the SMCB. The EE/CA discussed above relates primarily to contaminated rock and soil, not groundwater. In the event that the SMCB is listed as a Superfund site, or for other reasons, it is possible that Hecla Limited's liability at the Johnny M Site, and for any other mine site within the SMCB at which Hecla Limited's predecessor may have operated, will be greater than our current accrual of \$5.6 million due to the increased scope of required remediation.

In July 2018, the EPA informed Hecla Limited that it and several other potentially responsible parties ("PRPs") may be liable for cleanup of the site or for costs incurred by the EPA in cleaning up the site. The EPA stated it has incurred approximately \$9.6 million in response costs to date. Hecla Limited cannot with reasonable certainty estimate the amount or range of liability, if any, relating to this matter because of, among other reasons, the lack of information concerning the site, including the relative contributions of contamination by the various PRPs.

*Carpenter Snow Creek and Barker-Hughesville Sites in Montana*

In July 2010, the EPA made a formal request to Hecla Mining Company for information regarding the Carpenter Snow Creek Superfund site located in Cascade County, Montana. The Carpenter Snow Creek site is located in a historic mining district, and in the early 1980s Hecla Limited leased 6 mining claims and performed limited exploration activities at the site. Hecla Limited terminated the mining lease in 1988.

In June 2011, the EPA informed Hecla Limited that it believes Hecla Limited, among several other viable companies, may be liable for cleanup of the site or for costs incurred by the EPA in cleaning up the site. The EPA stated in the letter that it has incurred approximately \$4.5 million in response costs and estimated that total remediation costs may exceed \$100 million. Hecla Limited cannot with reasonable certainty estimate the amount or range of liability, if any, relating to this matter because of, among other reasons, the lack of information concerning the site, including the relative contributions of contamination by various other PRPs.

In February 2017, the EPA made a formal request to Hecla Mining Company for information regarding the Barker-Hughesville Mining District Superfund site located in Judith Basin and Cascade Counties, Montana. Hecla Limited submitted a response in April 2017. The Barker-Hughesville site is located in a historic mining district, and between approximately June and December 1983, Hecla Limited was party to an agreement with another mining company under which limited exploration activities occurred at or near the site.

In August 2018, the EPA informed Hecla Limited that it and several other PRPs may be liable for cleanup of the site or for costs incurred by the EPA in cleaning up the site. The EPA did not include an amount of its alleged response costs to date. Hecla Limited cannot with reasonable certainty estimate the amount or range of liability, if any, relating to this matter because of, among other reasons, the lack of information concerning past or anticipated future costs at the site and the relative contributions of contamination by various other PRPs.

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### *Potential Claim for Indemnification Against CoCa Mines, Inc.*

In 1991, Hecla Limited acquired CoCa Mines, Inc. (“CoCa”) and its subsidiary Creede Resources, Inc. (“CRI”). CoCa and CRI previously operated in the State of Colorado, but presently have limited assets and operations. Beginning in 2014, and most recently in January 2019, a third party has alleged that CoCa and CRI are required by a 1989 agreement to indemnify it for certain environmental costs and liabilities it may incur with respect to the Nelson Tunnel/Commodore Waste Rock Pile Superfund site in Creede, Colorado. To date, no claim for indemnification has been made against CoCa or CRI; however, in January, the party alleged that it may soon reach a settlement with the EPA under CERCLA with respect to the site, at which point it would then seek reimbursement from CoCa and CRI of all amounts paid to the EPA, as well as attorneys’ fees and costs. Until any such claim is made, we cannot predict whether a liability will be incurred or the amount of any such liability; however, as noted above, both CoCa and CRI have limited assets with which to satisfy any claim.

### *Montanore Project*

In October 2018, a court in Lincoln County, Montana found that the adit (which is an underground tunnel) which we had intended to use to develop the Montanore project trespassed on certain unpatented mining claims we do not own, but through which the adit passes. In the case, which dates back to 2008, the jury delivered a verdict against certain of our subsidiaries for \$3,325,000. The subsidiaries will appeal the finding of trespass and the award of damages to the Montana Supreme Court, and we believe there are strong arguments for reversal. There can be no assurance that the appeal will succeed. As of December 31, 2018, we have accrued \$1.1 million for estimated future reclamation costs at the Montanore project, and have surety bonding in place for that amount.

### *Litigation Related to Klondex Acquisition*

Following the announcement of our proposed acquisition of Klondex, Klondex and members of the Klondex board of directors were named as defendants in several putative stockholder class actions brought by purported stockholders of Klondex challenging the proposed merger. The lawsuits were all filed in the United States District Court for the District of Nevada. On December 18, 2018, the remaining three cases were consolidated into a single case, Lawson v. Klondex Mines Ltd., et al., No. 3:18-cv-00284 (D. Nev. June 15, 2018).

The plaintiffs generally claim that Klondex issued a proxy statement that included misstatements or omissions, in violation of sections 14(a) and 20(a) of the Securities Exchange Act of 1934, as amended. The plaintiffs seek, among other things, to obtain rescissory damages and recover attorneys’ fees and costs.

Although it is not possible to predict the outcome of litigation matters with certainty, each of Klondex and its directors believe that each of the lawsuits are without merit, and the parties intend to vigorously defend against all claims asserted.

In addition, on September 11, 2018, a lawsuit was filed in the Ontario (Canada) Superior Court of Justice by Waterton Nevada Splitter LLC against Hecla Mining Company, our subsidiary Klondex Mines Unlimited Liability Company and Havilah Mining Corporation, an entity that was formed to own the Canadian assets of Klondex that we did not acquire as part of the Klondex acquisition in July 2018, and of which we own approximately 13%. The lawsuit alleges that Hecla and Havilah are in breach of contract in connection with the issuance to Waterton of warrants to purchase Hecla common stock and Havilah common shares to replace warrants to purchase Klondex common shares that Waterton owned prior to the July 2018 acquisition. The lawsuit claims Hecla and Havilah issued warrants to Waterton valued at \$3.7 million but that Waterton was entitled to warrants valued at \$8.9 million. We believe the lawsuit is without merit and will vigorously defend it.

### *Debt*

As discussed above, on April 12, 2013, we completed an offering of \$500 million aggregate principal amount of Senior Notes. The net proceeds from the offering of the Senior Notes were used to partially fund the acquisition of Aurizon and for general corporate purposes, including expenses related to the Aurizon acquisition. Through the acquisition of Aurizon, we acquired our Casa Berardi mine and other interests in Quebec, Canada. In 2014, we completed additional issuances of our Senior Notes in the aggregate principal amount of \$6.5 million, which were contributed to one of our pension plans to satisfy the funding requirement for 2014. Interest on the Senior Notes is payable on May 1 and November 1 of each year, commencing November 1, 2013.



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On March 5, 2018, we entered into a note purchase agreement pursuant to which we issued CAD\$40 million (approximately USD\$30.8 million at the time of the transaction) in aggregate principal amount of our Series 2018-A Senior Notes due May 1, 2021 (the “Notes”) to Ressources Québec, a subsidiary of Investissement Québec, a financing arm of the Québec government. The Notes were issued at a discount of 0.58%, and bear interest at a rate of 4.68% per year, payable on May 1 and November 1 of each year, commencing May 1, 2018. The Notes are senior and unsecured and are pari passu in all material respects with the Senior Notes, including with respect to guarantees of the Notes by certain of our subsidiaries. The net proceeds from the Notes are required to be used for development and expansion of our Casa Berardi mine.

See *Note 7* for more information.

### *Other Commitments*

Our contractual obligations as of December 31, 2018 included approximately \$2.7 million for various costs. In addition, our open purchase orders at December 31, 2018 included approximately \$0.4 million, \$1.1 million, \$1.6 million and \$10.9 million for various capital and non-capital items at the Lucky Friday, Casa Berardi, Greens Creek and Nevada Operations units, respectively. We also have total commitments of approximately \$14.0 million relating to scheduled payments on capital leases, including interest, primarily for equipment at our Greens Creek, Lucky Friday, Casa Berardi and Nevada Operations units (see *Note 7* for more information). As part of our ongoing business and operations, we are required to provide surety bonds, bank letters of credit, and restricted deposits for various purposes, including financial support for environmental reclamation obligations and workers compensation programs. As of December 31, 2018, we had surety bonds totaling \$185.3 million in place as financial support for future reclamation and closure costs, self-insurance, and employee benefit plans. The obligations associated with these instruments are generally related to performance requirements that we address through ongoing operations. As the requirements are met, the beneficiary of the associated instruments cancels or returns the instrument to the issuing entity. Certain of these instruments are associated with operating sites with long-lived assets and will remain outstanding until closure of the sites. We believe we are in compliance with all applicable bonding requirements and will be able to satisfy future bonding requirements as they arise.

### *Other Contingencies*

We also have certain other contingencies resulting from litigation, claims, EPA investigations, and other commitments and are subject to a variety of environmental and safety laws and regulations incident to the ordinary course of business. We currently have no basis to conclude that any or all of such contingencies will materially affect our financial position, results of operations or cash flows. However, in the future, there may be changes to these contingencies, or additional contingencies may occur, any of which might result in an accrual or a change in current accruals recorded by us, and there can be no assurance that their ultimate disposition will not have a material adverse effect on our financial position, results of operations or cash flows.

**Note 9: Employee Benefit Plans**

*Pensions and Other Post-retirement Plans*

We sponsor defined benefit pension plans covering substantially all U.S. employees. The following tables provide a reconciliation of the changes in the plans' benefit obligations and fair value of assets over the two-year period ended December 31, 2018, and the funded status as of December 31, 2018 and December 31, 2017 (in thousands):

	<b>Pension Benefits</b>	
	<b>2018</b>	<b>2017</b>
<b>Change in benefit obligation:</b>		
Benefit obligation at beginning of year	\$ 147,023	\$ 132,270
Service cost	5,009	4,786
Interest cost	5,508	5,356
Amendments	—	2,571
Change due to mortality change	2,713	—
Change due to discount rate change	(13,716)	5,529
Actuarial loss	3,487	1,733
Benefits paid	(5,386)	(5,222)
Benefit obligation at end of year	144,638	147,023
<b>Change in fair value of plan assets:</b>		
Fair value of plan assets at beginning of year	99,922	87,357
Actual (loss) return on plan assets	(8,772)	10,560
Employer contributions	10,565	7,227
Benefits paid	(5,386)	(5,222)
Fair value of plan assets at end of year	96,329	99,922
Underfunded status at end of year	\$ (48,309)	\$ (47,101)

The following table provides the amounts recognized in the consolidated balance sheets as of December 31, 2018 and December 31, 2017 (in thousands):

	<b>Pension Benefits</b>	
	<b>2018</b>	<b>2017</b>
<b>Current liabilities:</b>		
Accrued benefit liability	\$ (597)	\$ (471)
<b>Non-current pension liability:</b>		
Accrued benefit liability	(47,711)	(46,628)
Accumulated other comprehensive loss	46,248	42,243
Net amount recognized	\$ (2,060)	\$ (4,856)

The benefit obligation and prepaid benefit costs were calculated by applying the following weighted average assumptions:

	<b>Pension Benefits</b>	
	<b>2018</b>	<b>2017</b>
Discount rate: net periodic pension cost	3.83%	4.14%
Discount rate: projected benefit obligation	4.59%	3.83%
Expected rate of return on plan assets	6.62%	6.80%
Rate of compensation increase: net periodic pension cost	2.00%	2.00%
Rate of compensation increase: projected benefit obligation	2.00%	2.00%

The above assumptions were calculated based on information as of December 31, 2018 and December 31, 2017, the measurement dates for the plans. The discount rate is based on the yield curve for investment-grade corporate bonds as published by the U.S. Treasury Department. The expected rate of return on plan assets is based upon consideration of the plan's current asset mix, historical long-term return rates and the plan's historical performance. Our current assumption for the rate on plan assets is 6.37%. The vested benefit obligation is determined based on the actuarial present value of benefits to which employees are currently entitled, but based on employees' expected date of separation or retirement.

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Net periodic pension cost for the plans consisted of the following in 2018, 2017, and 2016 (in thousands):

	Pension Benefits					
	2018		2017		2016	
Service cost	\$	5,009	\$	4,786	\$	4,309
Interest cost		5,508		5,356		5,229
Expected return on plan assets		(6,536)		(5,849)		(5,299)
Amortization of prior service benefit		61		(337)		(337)
Amortization of net gain from earlier periods		3,726		4,132		4,372
Net periodic pension cost	\$	<u>7,768</u>	\$	<u>8,088</u>	\$	<u>8,274</u>

For 2018, the service cost component of net periodic pension cost is included in the same line items of our consolidated financial statements as other employee compensation costs, and the net expense of \$2.8 million related to all other components of net periodic pension cost is included in other (expense) income on our consolidated statements of operations and comprehensive (loss) income. For 2017 and 2016, all components of net periodic pension cost are included in the same line items of our consolidated financial statements as other employee compensation costs.

The allocations of investments at December 31, 2018 and December 31, 2017, the measurement dates of the plan, by asset category in the Hecla Mining Company Retirement Plan and the Lucky Friday Pension Plan are as follows:

	Hecla		Lucky Friday	
	2018	2017	2018	2017
Cash	1%	—%	1%	—%
Large cap U.S. equities	15%	19%	15%	18%
Small cap U.S. equities	6%	9%	6%	10%
Non-U.S. equities	23%	27%	23%	26%
Fixed income	24%	21%	24%	20%
Real estate	15%	14%	17%	15%
Absolute return hedge funds	6%	5%	6%	6%
Company stock	10%	5%	8%	5%
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

"Company stock" asset category in the table above includes our common stock in the amounts of \$9.3 million and \$4.8 million at December 31, 2018 and December 31, 2017.

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Each plan's statement of investment policy delineates the responsibilities of the board, the retirement/pension committee, the investment manager(s), and investment adviser/consultant, and provides guidelines on investment management. Investment objectives are established for each of the asset categories included in the pension plans with comparisons of performance against appropriate benchmarks. Each plan's policy calls for investments to be supervised by qualified investment managers. The investment managers are monitored on an ongoing basis by our outside consultant, with formal reporting to us and the consultant performed each quarter. The policy sets forth the following allocation of assets:

	<b>Target</b>	<b>Maximum</b>
Large cap U.S. equities	17%	20%
Small cap U.S. equities	8%	10%
Non-U.S. equities	25%	30%
Fixed income	23%	28%
Real estate	15%	18%
Absolute return	5%	7%
Company stock/Real return	7%	13%

Each plan's statement of investment policy and objectives aspires to achieve the assumed long term rate of return on plan assets established by the plan's actuary plus one percent.

Accounting guidance has established a hierarchy of assets measured at fair value on a recurring basis. The three levels included in the hierarchy are:

Level 1: quoted prices in active markets for identical assets or liabilities

Level 2: significant other observable inputs

Level 3: significant unobservable inputs

The fair values by asset category in each plan, along with their hierarchy levels, are as follows as of December 31, 2018 (in thousands):

	<b>Hecla</b>				<b>Lucky Friday</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Investments measured at fair value</b>								
Interest-bearing cash	\$ 389	\$ —	\$ —	\$ 389	\$ 111	\$ —	\$ —	\$ 111
Common stock	7,874	—	—	7,874	1,428	—	—	1,428
Mutual funds	43,960	—	—	43,960	10,431	—	—	10,431
<b>Total investments in the fair value hierarchy</b>	<b>52,223</b>	<b>—</b>	<b>—</b>	<b>52,223</b>	<b>11,970</b>	<b>—</b>	<b>—</b>	<b>11,970</b>
<b>Investments measured at net asset value</b>								
Real estate funds				11,926				3,231
Hedge funds				4,283				1,149
Common collective funds				9,221				2,326
<b>Total investments measured at net asset value</b>				<b>25,430</b>				<b>6,706</b>
<b>Total fair value</b>	<b>\$ 52,223</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 77,653</b>	<b>\$ 11,970</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 18,676</b>

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The fair values by asset category in each plan, along with their hierarchy levels, were as follows as of December 31, 2017 (in thousands):

	Hecla				Lucky Friday			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Investments measured at fair value</b>								
Interest-bearing cash	\$ 351	\$ —	\$ —	\$ 351	\$ 100	\$ —	\$ —	\$ 100
Common stock	3,768	—	—	3,768	1,015	—	—	1,015
Mutual funds	47,181	—	—	47,181	11,511	—	—	11,511
Total investments in the fair value hierarchy	51,300	—	—	51,300	12,626	—	—	12,626
<b>Investments measured at net asset value</b>								
Real estate funds				11,154				3,023
Hedge funds				4,247				1,140
Common collective funds				12,856				3,576
Total investments measured at net asset value				28,257				7,739
Total fair value	\$ 51,300	\$ —	\$ —	\$ 79,557	\$ 12,626	\$ —	\$ —	\$ 20,365

Generally, investments are valued based on information provided by fund managers to each plan's trustee as reviewed by management and its investment advisers. Mutual funds and equities are valued based on available exchange data. Commingled equity funds consist of publicly-traded investments.

Fair value for real estate funds, hedge funds and common collective equity funds is measured using the net asset value per share (or its equivalent) practical expedient ("NAV"), and has not been categorized in the fair value hierarchy. There are no unfunded commitments related to these investments. There are no restrictions on redemptions of these funds as of December 31, 2018, except as limited by the redemption terms discussed below. The following summarizes information on the asset classes measured using NAV:

	Investment strategy	Redemption terms
Real estate funds	Invest in real estate properties among the four major property types (office, industrial, retail and multi-family)	Allowed quarterly with notice of between 45 and 60 days
Hedge funds	Invest in a variety of asset classes which aim to diversify sources of returns	Allowed quarterly with notice of 90 days
Common collective funds	Invest in U.S. large cap or small/medium public equities in actively traded managed equity portfolios	Allowed daily or with notice of 30 days

The following are estimates of future benefit payments, which reflect expected future service as appropriate, related to our pension plans (in thousands):

Year Ending December 31,	Pension Plans
2019	\$ 6,835
2020	7,598
2021	7,775
2022	8,396
2023	8,710
Years 2024-2028	44,991

We made cash contributions to our defined benefit plans in April and July 2018 of approximately \$1.3 million and \$1.2 million, respectively. In September and November 2018, we contributed \$5.5 million and \$2.1 million, respectively, in shares of our common stock. We expect to contribute a total of \$2.2 million in cash or shares of our common stock to our defined benefit plans in 2019. We expect to contribute approximately \$0.6 million to our unfunded supplemental executive retirement plan during 2019.

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The following table indicates whether our pension plans had accumulated benefit obligations ("ABO") in excess of plan assets, or plan assets exceeded ABO (amounts are in thousands).

	December 31, 2018		December 31, 2017	
	ABO Exceeds Plan Assets	Plan Assets Exceed ABO	ABO Exceeds Plan Assets	Plan Assets Exceed ABO
Projected benefit obligation	\$ 144,637	\$ —	\$ 147,023	\$ —
Accumulated benefit obligation	140,350	—	141,775	—
Fair value of plan assets	96,329	—	99,922	—

For the pension plans, the following amounts are included in "Accumulated other comprehensive loss, net" on our balance sheet as of December 31, 2018, that have not yet been recognized as components of net periodic benefit cost (in thousands):

	Pension Benefits
Unamortized net (gain)/loss	\$ 44,645
Unamortized prior service cost	1,603

The amounts in "Accumulated other comprehensive loss, net" expected to be recognized as components of net periodic benefit cost during 2019 are (in thousands):

	Pension Benefits
Amortization of net loss	\$ 4,389
Amortization of prior service benefit	61

We do not expect to have any of the pension plans' assets returned during 2019.

Non-U.S. employees are not eligible to participate in the defined benefit pension plans that we maintain for U.S. employees. Canadian employees participate in Canada's public retirement income system, which includes the following components: (i) the Canada (or Quebec) Pension Plan, which is a contributory, earnings-related social insurance program, and (ii) the Old Age Security program. In addition, the Registered Retirement Savings Plan is a tax-deferred individual savings plan available to Canadian employees. Mexican employees participate in Mexico's public retirement income system, which is based on contributions the employee, employer and the government submit to the retirement savings system. The system is administered through savings accounts managed by private fund managers selected by the participant.

*Capital Accumulation Plans*

Our Capital Accumulation Plan ("Hecla 401(k) Plan") is available to all U.S. salaried and certain hourly employees and applies immediately upon employment. Employees may contribute from 1% to 50% of their annual compensation to the plan (subject to statutory limits). We make a matching contribution in the form of cash or stock of 100% of an employee's contribution up to 6% of the employee's earnings. Our matching contributions were approximately \$3.7 million in 2018, \$3.5 million in 2017, and \$3.5 million in 2016. Payment of matching contributions to the Hecla 401(k) Plan is allowed to be made in Hecla common stock on a quarterly basis.

We also maintain a 401(k) plan that is available to all hourly employees at the Lucky Friday unit after completion of six months of service. Employees may contribute from 2% to 50% of their compensation to the plan (subject to statutory limits). The matching contribution is 55% of an employee's contribution up to, but not exceeding, 5% of the employee's earnings. Our contributions were approximately \$4,000 in 2018, \$114,000 in 2017, and \$442,000 in 2016, with the decrease in 2017 and 2018 due to the ongoing strike (see *Note 12* for more information).

**Note 10: Stockholders' Equity**

*Common Stock*

We are authorized to issue 750,000,000 shares of common stock, \$0.25 par value per share, of which 487,830,728 shares of common stock were issued and 5,226,791 shares issued and held in treasury, for a net of 482,603,937 shares outstanding as of December 31, 2018. All of our currently outstanding shares of common stock are listed on the New York Stock Exchange under the symbol "HL."

Subject to the rights of the holders of any outstanding shares of preferred stock, each share of common stock is entitled to: (i) one vote on all matters presented to the stockholders, with no cumulative voting rights; (ii) receive such dividends as may be declared by the board of directors out of funds legally available therefor; and (iii) in the event of our liquidation or dissolution, share ratably in any distribution of our assets.

Dividends

In September 2011 and February 2012, our board of directors adopted a common stock dividend policy that has two components: (1) a dividend that links the amount of dividends on our common stock to our average quarterly realized silver price in the preceding quarter, and (2) a minimum annual dividend of \$0.01 per share of common stock, in each case, payable quarterly, if and when declared. For illustrative purposes only, the table below summarizes potential per share dividend amounts at different quarterly average realized price levels according to the first component of the policy:

Quarterly average realized silver price per ounce	Quarterly dividend per share	Annual dividend per share
\$30	\$0.01	\$0.04
\$35	\$0.02	\$0.08
\$40	\$0.03	\$0.12
\$45	\$0.04	\$0.16
\$50	\$0.05	\$0.20
\$55	\$0.06	\$0.24
\$60	\$0.07	\$0.28

The following table summarizes the quarterly common stock dividends declared by our board of directors for the years ended December 31, 2016, 2017 and 2018:

Declaration date	(A) Silver-price- linked component per share	(B) Minimum annual component per share	(A+B) Total dividend per share	Total dividend amount (in millions)	Month of payment
February 20, 2016	\$—	\$0.0025	\$0.0025	\$0.9	March 2016
May 4, 2016	\$—	\$0.0025	\$0.0025	\$1.0	June 2016
August 3, 2016	\$—	\$0.0025	\$0.0025	\$1.0	September 2016
November 4, 2016	\$—	\$0.0025	\$0.0025	\$1.0	December 2016
February 21, 2017	\$—	\$0.0025	\$0.0025	\$1.0	March 2017
May 4, 2017	\$—	\$0.0025	\$0.0025	\$1.0	June 2017
August 3, 2017	\$—	\$0.0025	\$0.0025	\$1.0	September 2017
November 7, 2017	\$—	\$0.0025	\$0.0025	\$1.0	December 2017
February 14, 2018	\$—	\$0.0025	\$0.0025	\$1.0	March 2018
May 9, 2018	\$—	\$0.0025	\$0.0025	\$1.0	June 2018
August 8, 2018	\$—	\$0.0025	\$0.0025	\$1.2	September 2018
November 6, 2018	\$—	\$0.0025	\$0.0025	\$1.2	December 2018
February 20, 2019	\$—	\$0.0025	\$0.0025	\$1.2	March 2019

Because the average realized silver prices for all periods in 2016, 2017 and 2018 were below the minimum threshold of \$30, according to the policy no silver-price-linked component was declared or paid. Prior to 2011, no dividends had been declared on our common stock since 1990. The declaration and payment of common stock dividends is at the sole discretion of our board of directors.

At-The-Market Equity Distribution Agreement

Pursuant to an equity distribution agreement dated February 23, 2016, as amended, we may issue and sell from time to time through ordinary broker transactions shares of our common stock having an aggregate offering price of up to \$75 million, with the net proceeds available for general corporate purposes. The terms of sales transactions under the agreement, including trading day(s), number of shares sold in the aggregate, number of shares sold per trading day, and the floor selling price per share, are proposed by us to the sales agent. Whether or not we engage in sales from time to time may depend on a variety of factors, including share price, our cash resources, customary black-out restrictions, and whether we have any material inside information. The agreement can be terminated by us at any time. The shares issued under the equity distribution agreement are registered under the Securities Act of 1933, as amended, pursuant to our shelf registration statement on Form S-3, which was filed with the SEC on February 23, 2016 (which we expect to replace with a new shelf registration statement on Form S-3 in late February 2019). As of December 31, 2018, we had sold 7,173,614 shares under the agreement for proceeds of approximately \$24.5 million, net of commissions of approximately \$0.6 million. We sold 2,564,767 shares under the agreement in 2018 for total proceeds of \$6.7 million, net of commissions of approximately \$0.1 million.

Common Stock Repurchase Program

On May 8, 2012, we announced that our board of directors approved a stock repurchase program. Under the program, we are authorized to repurchase up to 20 million shares of our outstanding common stock from time to time in open market or privately negotiated transactions, depending on prevailing market conditions and other factors. The repurchase program may be modified, suspended or discontinued by us at any time. As of December 31, 2018, 934,100 shares have been repurchased under the program, at an average price of \$3.99 per share, leaving approximately 19.1 million shares that may yet be purchased under the program. The closing price of our common stock at February 19, 2019, was \$2.92 per share.

*Preferred Stock*

Our certificate of incorporation authorizes us to issue 5,000,000 shares of preferred stock, par value \$0.25 per share. The preferred stock is issuable in series with such voting rights, if any, designations, powers, preferences and other rights and such qualifications, limitations and restrictions as may be determined by our board of directors. The board may fix the number of shares constituting each series and increase or decrease the number of shares of any series. As of December 31, 2018, 157,816 shares of Series B preferred stock were outstanding. Our Series B preferred stock is listed on the New York Stock Exchange under the symbol "HL PB."

Ranking

The Series B preferred stock ranks senior to our common stock and any shares of Series A junior participating preferred stock (none of which have ever been issued) with respect to payment of dividends, and amounts due upon liquidation, dissolution or winding up.

While any shares of Series B preferred stock are outstanding, we may not authorize the creation or issuance of any class or series of stock that ranks senior to the Series B preferred stock as to dividends or amounts due upon liquidation, dissolution or winding up without the consent of the holders of 66 2/3% of the outstanding shares of Series B preferred stock and any other series of preferred stock ranking on a parity with the Series B preferred stock as to dividends and amounts due upon liquidation, dissolution or winding up, voting as a single class without regard to series.

Dividends

Series B preferred stockholders are entitled to receive, when, as and if declared by the board of directors out of our assets legally available therefor, cumulative cash dividends at the rate per annum of \$3.50 per share of Series B preferred stock. Dividends on the Series B preferred stock are payable quarterly in arrears on October 1, January 1, April 1 and July 1 of each year (and, in the case of any undeclared and unpaid dividends, at such additional times and for such interim periods, if any, as determined by the board of directors), at such annual rate. Dividends are cumulative from the date of the original issuance of the Series B preferred stock, whether or not in any dividend period or periods we have assets legally available for the payment of such dividends. Accumulations of dividends on shares of Series B preferred stock do not bear interest.

All quarterly dividends on our Series B preferred stock for 2016, 2017 and 2018 were declared and paid in cash.



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### Redemption

The Series B preferred stock is redeemable at our option, in whole or in part, at \$50 per share, plus all dividends undeclared and unpaid on the Series B preferred stock up to the date fixed for redemption.

### Liquidation Preference

The Series B preferred stockholders are entitled to receive, in the event that we are liquidated, dissolved or wound up, whether voluntary or involuntary, \$50 per share of Series B preferred stock plus an amount per share equal to all dividends undeclared and unpaid thereon to the date of final distribution to such holders (the "Liquidation Preference"), and no more. Until the Series B preferred stockholders have been paid the Liquidation Preference in full, no payment will be made to any holder of Junior Stock upon our liquidation, dissolution or winding up. The term "junior stock" means our common stock and any other class of our capital stock issued and outstanding that ranks junior as to the payment of dividends or amounts payable upon liquidation, dissolution and winding up to the Series B preferred stock. As of December 31, 2018 and 2017, our Series B preferred stock had a Liquidation Preference of \$7.9 million.

### Voting Rights

Except in certain circumstances and as otherwise from time to time required by applicable law, the Series B preferred stockholders have no voting rights and their consent is not required for taking any corporate action. When and if the Series B preferred stockholders are entitled to vote, each holder will be entitled to one vote per share.

### Conversion

Each share of Series B preferred stock is convertible, in whole or in part at the option of the holders thereof, into shares of common stock at a conversion price of \$15.55 per share of common stock (equivalent to a conversion rate of 3.2154 shares of common stock for each share of Series B preferred stock). The right to convert shares of Series B preferred stock called for redemption will terminate at the close of business on the day preceding a redemption date (unless we default in payment of the redemption price).

### *Stock Award Plans*

We use stock-based compensation plans to aid us in attracting, retaining and motivating our employees, as well as to provide incentives more directly linked to increases in stockholder value. These plans provide for the grant of options to purchase shares of our common stock, the issuance of restricted stock units, and other equity-based awards.

Stock-based compensation expense amounts recognized for the years ended December 31, 2018, 2017 and 2016 were approximately \$6.3 million, \$6.3 million, and \$6.2 million, respectively. Over the next twelve months, we expect to recognize approximately \$4.5 million in additional compensation expense as outstanding restricted stock units and performance-based shares vest.

### Stock Incentive Plan

During the second quarter of 2010, our stockholders voted to approve the adoption of our 2010 Stock Incentive Plan and to reserve up to 20,000,000 shares of common stock for issuance under the plan. The board of directors has broad authority under the 2010 plan to fix the terms and conditions of individual agreements with participants, including the duration of the award and any vesting requirements. As of December 31, 2018, there were 3,267,759 shares available for future grant under the 2010 plan.

### Directors' Stock Plan

In 2017, we adopted the amended and restated Hecla Mining Company Stock Plan for Non-Employee Directors (the "Directors' Stock Plan"), which may be terminated by our board of directors at any time. Each non-employee director is credited each year with that number of shares determined by dividing \$120,000 by the average closing price for our common stock on the New York Stock Exchange for the prior calendar year. A minimum of 25% of the shares credited each year is held in trust for the benefit of each director until delivered to the director. Each director may elect, prior to the first day of the applicable year, to have a greater percentage contributed to the trust for that year. Delivery of the shares from the trust occurs upon the earliest of: (1) death or disability; (2) retirement; (3) a cessation of the director's service for any other reason; (4) a change in control; or (5) at the election of the director at any time, provided, however, that shares must be held in the trust for at least two years prior to delivery. During 2018, 2017, and 2016, 161,630, 156,122, and 68,462 shares, respectively, were credited to the non-employee directors. During 2018, 2017 and 2016, \$593,000, \$774,000, and \$271,000, respectively, was charged to general and administrative expense associated with the shares issued to the non-employee directors. At December 31, 2018, there were 3,120,707 shares available for grant in the future under the plan.

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In addition to the foregoing, for 2016, 120,911 shares were credited to the non-employee directors, and \$532,000 was charged to general and administrative expense, associated with the 2010 Stock Incentive Plan.

*Restricted Stock Units*

Unvested restricted stock units granted by the board of directors to employees are summarized as follows:

	Shares	Weighted Average Grant Date Fair Value per Share
Unvested, January 1, 2018	2,095,318	\$ 4.52
Granted (unvested)	1,975,662	\$ 3.53
Canceled	(196,594)	\$ 3.48
Distributed (vested)	(1,184,918)	\$ 3.91
Unvested, December 31, 2018	2,689,468	\$ 4.14

The 2,689,468 unvested units at December 31, 2018 are scheduled to vest as follows:

1,246,291	in June 2019
866,680	in June 2020
576,497	in June 2021

Unvested units will be forfeited by participants through termination of employment in advance of vesting, with the exception of termination due to retirement if certain criteria are met. Since the earliest grant date of unvested units (which was 2016), we have recognized approximately \$5.2 million in compensation expense, including approximately \$3.8 million recognized in 2018, and expect to record an additional \$5.9 million in compensation expense over the remaining vesting period related to these units. The latest vesting date for unvested units as of December 31, 2018 is June 2021.

*Performance-Based Shares*

We periodically grant performance-based share awards to certain executive employees. The value of the awards is based on the ranking of the market performance of our common stock relative to the performance of the common stock of a group of peer companies over a three-year measurement period. The number of shares to be issued is based on the value of the awards divided by the share price at grant date. The compensation cost is measured using a Monte Carlo simulation to estimate their value at grant date. Since the earliest grant date of unvested units (which was 2017), we have recognized approximately \$0.5 million in compensation expense, including approximately \$0.4 million recognized in 2018, and expect to record an additional \$0.9 million in compensation expense over the remaining vesting period related to these awards. The latest vesting date for unvested units as of December 31, 2018 is December 31, 2020.

In connection with the vesting of restricted stock units, performance-based shares and other stock grants, employees have in the past, at their election and when permitted by us, chosen to satisfy their tax withholding obligations through net share settlement, pursuant to which we withhold the number of shares necessary to satisfy such withholding obligations and pay the obligations in cash. Pursuant to such net settlements, in 2018 we withheld 697,341 shares valued at approximately \$2.7 million, or approximately \$3.86 per share. In 2017, we withheld 588,240 shares valued at approximately \$2.9 million, or approximately \$4.88 per share. These shares become treasury shares unless we cancel them.

*Warrants*

As discussed in *Note 16*, we issued 4,136,000 warrants to purchase one share of our common stock to holders of warrants to purchase Klondex common stock under the terms of the Klondex acquisition, and all of the warrants were outstanding as of December 31, 2018. 2,068,000 of the warrants have an exercise price of \$8.02 and expire in April 2032. 2,068,000 of the warrants have an exercise price of \$1.57 and expire in February 2029.

## Note 11: Derivative Instruments

### *Foreign Currency*

Our wholly-owned subsidiaries owning the Casa Berardi and San Sebastian mines are U.S. dollar ("USD")-functional entities which routinely incur expenses denominated in Canadian dollars ("CAD") and Mexican pesos ("MXN"), respectively, and such expenses expose us to exchange rate fluctuations between the USD and CAD and MXN. In April 2016, we initiated a program to manage our exposure to fluctuations in the exchange rate between the USD and CAD and the impact on our future operating costs denominated in CAD. In October 2016, we also initiated a program to manage our exposure to the impact of fluctuations in the exchange rate between the USD and MXN on our future operating costs denominated in MXN. The programs utilize forward contracts to buy CAD and MXN, and each contract is designated as a cash flow hedge. As of December 31, 2018, we had 107 forward contracts outstanding to buy CAD\$254.6 million having a notional amount of US\$197.2 million, and 24 forward contracts outstanding to buy MXN\$131.4 million having a notional amount of USD\$6.5 million. The CAD contracts are related to forecasted cash operating costs at Casa Berardi to be incurred from 2019 through 2022 and have USD-to-CAD exchange rates ranging between 1.2702 and 1.3315. The MXN contracts are related to forecasted cash operating costs at San Sebastian to be incurred from 2019 through 2020 and have MXN-to-USD exchange rates ranging between 19.6200 and 20.8550. Our risk management policy provides that up to 75% of our planned cost exposure for five years into the future may be hedged under such programs, and for potential additional programs to manage other foreign currency-related exposure areas. These instruments do, however, expose us to (i) credit risk in the form of non-performance by counterparties for contracts in which the contract exchange rate exceeds the spot exchange rate of a currency and (ii) exchange rate risk to the extent that the spot exchange rate exceeds the contract exchange rate for amounts of our operating costs covered under contract positions.

As of December 31, 2018, we recorded the following balances for the fair value of the contracts:

- a current asset of \$23 thousand, which is included in other current assets;
- a current liability of \$3.7 million, which is included in other current liabilities; and
- a non-current liability of \$4.9 million, which is included in other non-current liabilities.

Net unrealized losses of approximately \$8.8 million related to the effective portion of the hedges were included in accumulated other comprehensive loss as of December 31, 2018. Unrealized gains and losses will be transferred from accumulated other comprehensive loss to current earnings as the underlying operating expenses are recognized. We estimate approximately \$3.7 million in net unrealized losses included in accumulated other comprehensive loss as of December 31, 2018 would be reclassified to current earnings in the next twelve months. Net realized losses of approximately \$0.4 million on contracts related to underlying expenses which have been recognized were transferred from accumulated other comprehensive loss and included in cost of sales and other direct production costs for the year ended December 31, 2018. Net unrealized gains of approximately \$1 thousand related to ineffectiveness of the hedges were included in gain (loss) on derivatives contracts on our consolidated statements of operations and comprehensive income (loss) for the year ended December 31, 2018.

### *Metals Prices*

At times, we may use commodity forward sales commitments, commodity swap contracts and commodity put and call option contracts to manage our exposure to fluctuation in the prices of certain metals we produce. Contract positions are designed to ensure that we will receive a defined minimum price for certain quantities of our production, thereby partially offsetting our exposure to fluctuations in the market. Our risk management policy allows for up to 75% of our planned metals price exposure for five years into the future, with certain other limitations, to be hedged under such programs. These instruments do, however, expose us to (i) credit risk in the form of non-performance by counterparties for contracts in which the contract price exceeds the spot price of a commodity and (ii) price risk to the extent that the spot price exceeds the contract price for quantities of our production covered under contract positions.

We are currently using financially-settled forward contracts to manage the exposure to changes in prices of silver, gold, zinc and lead contained in our concentrate shipments between the time of shipment and final settlement. In addition, at times we use financially-settled forward contracts to manage the exposure to changes in prices of zinc and lead (but not silver and gold) contained in our forecasted future concentrate shipments. These contracts are not designated as hedges and are marked-to-market through earnings each period.

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As of December 31, 2018, we recorded the following balances for the fair value of the contracts:

- a current asset of \$0.2 million, which is included in other current assets; and
- a current liability of \$0.4 million, which is included in other current liabilities and is net of \$0.5 million for contracts in a fair value current asset position.

We recognized an \$8.1 million net gain during 2018 on the contracts utilized to manage exposure to prices of metals in our concentrate shipments, which is included in sales of products. The net gain recognized on the contracts offsets losses related to price adjustments on our provisional concentrate sales due to changes to silver, gold, lead and zinc prices between the time of sale and final settlement.

We recognized a \$40.3 million net gain during 2018 on the contracts utilized to manage exposure to prices for forecasted future concentrate shipments. The net gain on these contracts is included as a separate line item under other income (expense), as they relate to forecasted future shipments, as opposed to sales that have already taken place but are subject to final pricing as discussed in the preceding paragraph. The net gain for 2018 is the result of decreasing zinc and lead prices. During the third quarter of 2018, we settled, prior to their maturity date, contracts in a gain position for cash proceeds to us of approximately \$32.8 million. As a result, there were no metals committed under contracts on forecasted sales as of December 31, 2018. This program, when utilized, is designed to mitigate the impact of potential future declines in lead and zinc prices from the price levels established in the contracts (see average price information below). When those prices increase compared to the contracts, we incur losses on the contracts.

The following tables summarize the quantities of metals committed under forward sales contracts at December 31, 2018 and 2017:

December 31, 2018	Ounces/pounds under contract (in 000's)				Average price per ounce/pound			
	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)
Contracts on provisional sales								
2019 settlements	842	4	18,450	2,700	\$ 14.69	\$ 1,260	\$ 1.15	\$ 0.89
December 31, 2017								
December 31, 2017	Ounces/pounds under contract (in 000's)				Average price per ounce/pound			
	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)	Silver (ounces)	Gold (ounces)	Zinc (pounds)	Lead (pounds)
Contracts on provisional sales								
2018 settlements	1,447	5	21,550	4,740	\$ 16.64	\$ 1,279	\$ 1.45	\$ 1.11
Contracts on forecasted sales								
2018 settlements	N/A	N/A	32,187	16,645	N/A	N/A	\$ 1.29	\$ 1.06
2019 settlements	N/A	N/A	23,589	18,078	N/A	N/A	\$ 1.33	\$ 1.09
2020 settlements	N/A	N/A	3,307	2,866	N/A	N/A	\$ 1.27	\$ 1.08

*Credit-risk-related Contingent Features*

Certain of our derivative contracts contain cross default provisions which provide that a default under our revolving credit agreement would cause a default under the derivative contract. As of December 31, 2018, we have not posted any collateral related to these contracts. The fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$9.4 million as of December 31, 2018. If we were in breach of any of these provisions at December 31, 2018, we could have been required to settle our obligations under the agreements at their termination value of \$9.4 million.

**Note 12: Business Segments, Sales of Products and Significant Customers**

We discover, acquire, develop, produce, and market concentrates and doré containing silver, gold, lead and zinc. Our products consist of both metal concentrates, which we sell to custom smelters and brokers, and unrefined bullion bars (doré), which may be sold as doré or further refined before sale to precious metals traders. We are currently organized and managed in five segments, which represent our operating units: the Greens Creek unit, the Lucky Friday unit, the Casa Berardi unit, the San Sebastian unit, and the Nevada Operations unit. The Nevada Operations unit was added as a result of our acquisition of Klondex in July 2018 (see *Note 16* for more information).

General corporate activities not associated with operating units and their various exploration activities, as well as discontinued operations and idle properties, are presented as “other.” Interest expense, interest income and income taxes are considered general corporate items, and are not allocated to our segments.

The tables below present information about our reportable segments as of and for the years ended December 31, 2018, 2017 and 2016 (in thousands).

	2018	2017	2016
<b>Net sales to unaffiliated customers:</b>			
Greens Creek	\$ 265,650	\$ 278,297	\$ 260,446
Lucky Friday	9,750	21,555	94,479
Casa Berardi	210,339	192,165	177,143
San Sebastian	50,224	85,758	113,889
Nevada Operations	31,174	—	—
Total sales to unaffiliated customers	<u>\$ 567,137</u>	<u>\$ 577,775</u>	<u>\$ 645,957</u>
<b>Income (loss) from operations:</b>			
Greens Creek	\$ 70,293	\$ 70,132	\$ 65,125
Lucky Friday	(20,199)	(16,037)	18,175
Casa Berardi <sup>(1)</sup>	881	(534)	8,831
San Sebastian	(14)	53,591	77,221
Nevada Operations	(26,715)	—	—
Other	(63,372)	(47,046)	(59,913)
Total (loss) income from operations <sup>(1)</sup>	<u>\$ (39,126)</u>	<u>\$ 60,106</u>	<u>\$ 109,439</u>
<b>Capital additions (including non-cash additions):</b>			
Greens Creek	\$ 43,631	\$ 35,255	\$ 42,013
Lucky Friday	14,236	6,268	44,839
Casa Berardi	39,816	51,327	67,577
San Sebastian	8,492	9,994	6,026
Nevada Operations	35,721	—	—
Other	4,555	2,908	21,344
Total capital additions	<u>\$ 146,451</u>	<u>\$ 105,752</u>	<u>\$ 181,799</u>

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<b>Depreciation, depletion and amortization:</b>			
Greens Creek	\$	46,511	\$ 56,328 \$ 53,222
Lucky Friday		1,012	2,447 11,810
Casa Berardi <sup>(1)</sup>		71,302	59,131 54,817
San Sebastian		4,602	2,693 3,782
Nevada Operations		10,617	— —
Total depreciation, depletion and amortization <sup>(1)</sup>	\$	134,044	\$ 120,599 \$ 123,631
<b>Other significant non-cash items:</b>			
Greens Creek	\$	3,325	\$ 2,685 \$ 2,736
Lucky Friday		618	2,011 720
Casa Berardi <sup>(1)</sup>		696	33 1,072
San Sebastian		419	468 —
Nevada Operations		8,758	— —
Other		(23,358)	52,266 11,795
Total other significant non-cash items <sup>(1)</sup>	\$	(9,542)	\$ 57,463 \$ 16,323
<b>Identifiable assets:</b>			
Greens Creek	\$	637,386	\$ 671,960 \$ 681,303
Lucky Friday		437,499	432,400 442,829
Casa Berardi <sup>(1)</sup>		754,248	784,706 790,162
San Sebastian		44,152	62,198 33,608
Nevada Operations		581,194	— —
Other		249,465	393,894 407,893
Total identifiable assets <sup>(1)</sup>	\$	2,703,944	\$ 2,345,158 \$ 2,355,795

The following are our long-lived assets by geographic area as of December 31, 2018 and 2017 (in thousands):

		<b>2018</b>	<b>2017</b>
United States	\$	1,797,441	\$ 1,248,824
Canada <sup>(1)</sup>		707,473	743,779
Mexico		15,090	6,708
Total long-lived assets <sup>(1)</sup>	\$	2,520,004	\$ 1,999,311

<sup>(1)</sup> Amounts reported as of and for the years ended December 31, 2017 and 2016 have been revised. See *Note 2* for more information.

Our products consist of both metal concentrates, which we sell to custom smelters and brokers, and unrefined bullion bars (doré), which may be sold as doré or further refined before sale to precious metals traders. Revenue is recognized upon the completion of the performance obligations and transfer of control of the product to the customer.

For sales of metals from refined doré, the performance obligation is met, the transaction price is known, and revenue is recognized at the time of transfer of control of the agreed-upon metal quantities to the customer by the refiner. For sales of unrefined doré, the performance obligation is met, the transaction price is known, and revenue is recognized at the time of transfer of title and control of the doré containing the agreed-upon metal quantities to the customer. Refining, selling and shipping costs related to sales of doré and metals from doré are recorded to cost of sales as incurred.

For concentrate sales, which we currently have at our Greens Creek and Lucky Friday units, the performance obligation is met, the transaction price can be reasonably estimated, and revenue is recognized generally at the time of shipment. Concentrates sold at our Lucky Friday unit typically leave the mine and are received by the customer within the same day. However, there is a period of time between shipment of concentrates from our Greens Creek unit and their physical receipt by the customer, and judgment is required in determining when control has been transferred to the customer for those shipments. We have determined the performance obligation is met and title is transferred to the customer upon shipment of concentrate parcels from Greens Creek because, at that time, 1) legal title is transferred to the customer, 2) the customer has accepted the parcel and obtained the ability to realize all of the benefits from the product, 3) the concentrate content specifications are known, have been communicated to the customer, and the customer has the significant risks and rewards of ownership of it, 4) it is very unlikely a concentrate parcel from Greens Creek will be rejected by a customer upon physical receipt, and 5) we have the right to payment for the parcel.

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Judgment is also required in identifying the performance obligations for our concentrate sales. Most of our concentrate sales involve “frame contracts” with smelters that can cover multiple years and specify certain terms under which individual parcels of concentrates are sold. However, some terms are not specified in the frame contracts and/or can be renegotiated as part of annual amendments to the frame contract. We have determined parcel shipments represent individual performance obligations satisfied at a point in time when control of the shipment is transferred to the customer.

The consideration we receive for our concentrate sales fluctuates due to changes in metals prices between the time of shipment and final settlement with the customer. However, we are able to reasonably estimate the transaction price for the concentrate sales at the time of shipment using forward prices for the month of settlement, and previously recorded sales and accounts receivable are adjusted to estimated settlement metals prices until final settlement with the customer. Also, it is unlikely a significant reversal of revenue for any one concentrate parcel will occur. As such, we use the expected value method to price the parcels until the final settlement date occurs, at which time the final transaction price is known. At December 31, 2018, metals contained in concentrates and exposed to future price changes totaled 1.0 million ounces of silver, 3,658 ounces of gold, 10,689 tons of zinc, and 1,572 tons of lead. However, as discussed in *Note 11*, we seek to mitigate the risk of negative price adjustments by using financially-settled forward contracts for some of our sales.

Sales and accounts receivable for concentrate shipments are recorded net of charges for treatment, refining, smelting losses, and other charges negotiated by us with the customers, which represent components of the transaction price. Charges are estimated by us upon shipment of concentrates based on contractual terms, and actual charges typically do not vary materially from our estimates. Costs charged by customers include fixed treatment and refining costs per ton of concentrate and may include price escalators which allow the customers to participate in the increase of lead and zinc prices above a negotiated baseline. Costs for shipping concentrates to customers are recorded to cost of sales as incurred.

Sales of metal concentrates and metal products are made principally to custom smelters, brokers and metals traders. The percentage of sales contributed by each segment is reflected in the following table:

	Year Ended December 31,		
	2018	2017	2016
Greens Creek	46.7%	48.1%	40.3%
Lucky Friday	1.8%	3.8%	14.7%
Casa Berardi	37.1%	33.3%	27.4%
San Sebastian	8.9%	14.8%	17.6%
Nevada Operations	5.5%	—%	—%
	100%	100%	100%

Sales of products by metal for the years ended December 31, 2018, 2017 and 2016 were as follows (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Silver	\$ 144,609	\$ 194,813	\$ 274,438
Gold	313,076	277,421	276,630
Lead	33,829	37,995	63,942
Zinc	99,800	104,023	95,058
Less: Smelter and refining charges	(24,177)	(36,477)	(64,111)
Sales of products	\$ 567,137	\$ 577,775	\$ 645,957

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The following is sales information by geographic area based on the location of smelters and brokers (for concentrate shipments) and the location of parent companies (for doré sales to metals traders) for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	2018	2017	2016
United States	\$ 48,437	\$ 16,806	\$ 22,499
Canada	322,402	358,663	437,621
Japan	42,885	58,475	44,158
Korea	145,263	80,183	116,687
China	66	69,631	35,220
Other	—	—	4,008
<b>Total, excluding gains/losses on forward contracts</b>	<b>\$ 559,053</b>	<b>\$ 583,758</b>	<b>\$ 660,193</b>

Sales by significant product type for the years ended December 31, 2018, 2017 and 2016 were as follows (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Doré and metals from doré	\$ 311,567	\$ 295,176	\$ 313,784
Lead concentrate	148,880	179,143	250,153
Zinc concentrate	80,938	88,688	82,872
Bulk concentrate	17,668	20,751	13,384
<b>Total, excluding gains/losses on forward contracts</b>	<b>\$ 559,053</b>	<b>\$ 583,758</b>	<b>\$ 660,193</b>

Sales of products for 2018 included net gains of \$8.1 million, and for 2017 and 2016 include net losses of \$6.0 million and \$14.2 million, respectively, on financially-settled forward contracts for silver, gold, lead and zinc contained in our concentrate sales. See *Note 11* for more information.

Sales from continuing operations to significant metals customers as a percentage of total sales were as follows for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31,		
	2018	2017	2016
Teck Metals Ltd.	8.4%	11.3%	21.2%
Korea Zinc	17.8%	16.4%	16.9%
Scotia	15.3%	24.9%	24.5%
CIBC	29.7%	22.8%	19.0%

Our trade accounts receivable balance related to contracts with customers was \$4.2 million at December 31, 2018 and \$14.8 million at December 31, 2017, and included no allowance for doubtful accounts.

We have determined our contracts do not include a significant financing component. For doré sales and sales of metal from doré, payment is received at the time the performance obligation is satisfied. The amount of consideration for concentrate sales is variable, and we receive payment for a significant portion of the estimated value of concentrate parcels within a relatively short period of time after the performance obligation is satisfied.

We do not incur significant costs to obtain contracts, nor costs to fulfill contracts which are not addressed by other accounting standards. Therefore, we have not recognized an asset for such costs as of December 31, 2018 or December 31, 2017.

The sales and income (loss) from operations amounts reported above include results from our Lucky Friday segment. The Lucky Friday mine is our only operation where some of our employees are subject to a collective bargaining agreement, and the most recent agreement expired on April 30, 2016. On February 19, 2017, the unionized employees voted against our contract offer, and on March 13, 2017 went on strike and have been on strike since that time. Production at Lucky Friday was suspended from the start of the strike until July 2017, when limited production resumed. In 2018 and 2017, suspension costs not related to production of \$14.6 million and \$17.1 million, respectively, along with \$5.0 million and \$4.2 million, respectively, in non-cash depreciation expense, are reported in a separate line item on our consolidated statements of operations. We cannot predict how long the strike will last or whether an agreement will be reached. As a result of the strike or other related events, operations at Lucky Friday could continue to be disrupted, which could adversely affect our financial condition and results of operations. If the strike continues for a further extended period or it is determined an eventual resolution is unlikely, it may be appropriate in the future to review the carrying value of properties, plants, equipment and mineral interests at Lucky Friday. Under such review, if estimated undiscounted cash flows from Lucky Friday were less than its carrying value, an impairment loss would be recognized for the difference between the carrying value and the estimated fair value. The carrying value of properties, plants, equipment and mineral interests at Lucky Friday as of December 31, 2018 was approximately \$435.6 million. However, Lucky Friday has significant identified reserves and mineralized material and a current estimated mine life of approximately 17 years.



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On April 30, 2018, we settled with the National Labor Relations Board ("NLRB") an unfair labor practice claim made by the union. As part of the settlement, Hecla Limited rescinded its last, best and final contract offer implemented in March 2017. We do not believe the settlement with the NLRB will resolve any of the key differences in the ongoing labor dispute. On May 4, 2018, we gave notice to the union that the parties to the labor dispute are at impasse, and implemented portions of our revised final offer presented in December 2017.

**Note 13: Fair Value Measurement**

The table below sets forth our assets and liabilities (in thousands) that were accounted for at fair value on a recurring basis and the fair value calculation input hierarchy level that we have determined applies to each asset and liability category. See *Note 9* for information on the fair values of our defined benefit pension plan assets.

	<b>Balance at December 31, 2018</b>	<b>Balance at December 31, 2017</b>	<b>Input Hierarchy Level</b>
<b>Assets:</b>			
<b>Cash and cash equivalents:</b>			
Money market funds and other bank deposits	\$ 27,389	\$ 186,107	Level 1
<b>Available for sale securities:</b>			
Debt securities – municipal and corporate bonds	—	33,758	Level 2
Equity securities – mining industry	6,583	7,561	Level 1
<b>Trade accounts receivable:</b>			
Receivables from provisional concentrate sales	4,184	14,805	Level 2
<b>Derivative contracts:</b>			
Metal forward contracts	209	—	Level 2
Foreign exchange contracts	23	4,943	Level 2
<b>Restricted cash balances:</b>			
Certificates of deposit and other bank deposits	1,025	1,032	Level 1
<b>Total assets</b>	<b>\$ 39,413</b>	<b>\$ 248,206</b>	
<b>Liabilities</b>			
<b>Derivative contracts:</b>			
Metal forward contracts	\$ 373	\$ 15,531	Level 2
Foreign exchange contracts	8,595	—	Level 2
<b>Total liabilities</b>	<b>\$ 8,968</b>	<b>\$ 15,531</b>	

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Cash and cash equivalents consist primarily of money market funds and are valued at cost, which approximates fair value, and a small portion consists of municipal bonds having maturities of less than 90 days, which are recorded at fair value.

Current available-for-sale securities consist of municipal and corporate bonds having maturities of more than 90 days, which are recorded at fair value.

Current and non-current restricted cash balances consist primarily of certificates of deposit, U.S. Treasury securities, and other deposits and are valued at cost, which approximates fair value.

Our non-current available for sale securities consist of marketable equity securities of companies in the mining industry which are valued using quoted market prices for each security.

Trade accounts receivable include amounts due to us for shipments of concentrates and doré sold to customers. Revenues and the corresponding accounts receivable for sales of metals products are recorded when title and risk of loss transfer to the customer (generally at the time of ship loading, or at the time of customer arrival for trucked products). Sales of concentrates are recorded using estimated forward prices for the anticipated month of settlement applied to our estimate of payable metal quantities contained in each shipment. Sales are recorded net of estimated treatment and refining charges, which are also impacted by changes in metals prices and quantities of contained metals. We estimate the prices at which sales of our concentrates will be settled due to the time elapsed between shipment and final settlement with the customer. Receivables for previously recorded concentrate sales are adjusted to reflect estimated forward metals prices at the end of each period until final settlement by the customer. We obtain the forward metals prices used each period from a pricing service. Changes in metals prices between shipment and final settlement result in changes to revenues previously recorded upon shipment. The embedded derivative contained in our concentrate sales is adjusted to fair market value through earnings each period prior to final settlement.

We use financially-settled forward contracts to manage exposure to changes in the exchange rate between the USD and CAD and MXN, and the impact on CAD- and MXN-denominated operating costs incurred at our Casa Berardi and San Sebastian units (see *Note 11* for more information). These contracts qualify for hedge accounting, with unrealized gains and losses related to the effective portion of the contracts included in accumulated other comprehensive loss, and unrealized gains and losses related to the ineffective portion of the contracts included in earnings each period. The fair value of each contract represents the present value of the difference between the forward exchange rate for the contract settlement period as of the measurement date and the contract settlement exchange rate.

We use financially-settled forward contracts to manage the exposure to changes in prices of silver, gold, zinc and lead contained in our concentrate shipments that have not reached final settlement. We also use financially-settled forward contracts to manage the exposure to changes in prices of zinc and lead contained in our forecasted future concentrate shipments (see *Note 11* for more information). These contracts do not qualify for hedge accounting, and are marked-to-market through earnings each period. The fair value of each contract represents the present value of the difference between the forward metal price for the contract settlement period as of the measurement date and the contract settlement metal price.

Our Senior Notes, which were recorded at their carrying value of \$503.5 million, net of unamortized initial purchaser discount at December 31, 2018, had a fair value of \$500.0 million at December 31, 2018. Quoted prices, which we consider to be Level 1 inputs, are utilized to estimate fair values of the Senior Notes. See *Note 7* for more information.

### **Note 14: Income (Loss) per Common Share**

We are authorized to issue 750,000,000 shares of common stock, \$0.25 par value per share. At December 31, 2018, there were 487,830,728 shares of our common stock issued and 5,226,791 shares issued and held in treasury, for a net of 482,603,937 shares outstanding.

We calculate basic earnings per share using, as the denominator, the weighted average number of common shares outstanding during the period. Diluted earnings per share uses, as its denominator, the weighted average number of common shares outstanding during the period plus the effect of potential dilutive common shares during the period using the treasury stock method for options, warrants, and restricted stock units, and if-converted method for convertible preferred shares.

Potential dilutive common shares include outstanding restricted stock unit awards, stock units, warrants and convertible preferred stock for periods in which we have reported net income. For periods in which we reported net losses, potential dilutive common shares are excluded, as their conversion and exercise would not reduce earnings per share. Under the if-converted method, preferred shares would not dilute earnings per share in any of the periods presented.

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A total of 157,816 shares of preferred stock were outstanding at December 31, 2018, 2017 and 2016.

The following table represents net income per common share – basic and diluted (in thousands, except earnings per share):

	Year ended December 31,		
	2018	2017	2016
<b>Numerator</b>			
Net income (loss)	\$ (26,563)	\$ (28,520)	\$ 61,569
Preferred stock dividends	(552)	(552)	(552)
Net income (loss) applicable to common shares	<u>\$ (27,115)</u>	<u>\$ (29,072)</u>	<u>\$ 61,017</u>
<b>Denominator</b>			
Basic weighted average common shares	433,419	397,394	386,416
Dilutive stock options, restricted stock units, and warrants	—	—	2,906
Diluted weighted average common shares	<u>433,419</u>	<u>397,394</u>	<u>389,322</u>
<b>Basic earnings (loss) per common share</b>	<b>\$ (0.06)</b>	<b>\$ (0.07)</b>	<b>\$ 0.16</b>
<b>Diluted earnings (loss) per common share</b>	<b>\$ (0.06)</b>	<b>\$ (0.07)</b>	<b>\$ 0.16</b>

There were no options outstanding for the years ended December 31, 2018, 2017 and 2016, and no warrants outstanding for the years ended December 31, 2017 and 2016. For the years ended December 31, 2018 and 2017, all outstanding restricted stock units, warrants and deferred shares were excluded from the computation of diluted loss per share, as our reported net losses for that period would cause their conversion and exercise to have no effect on the calculation of loss per share. For the year ended December 31, 2016, the calculation of diluted income per common share included (i) 4,309,440 restricted stock units that were unvested or which vested during the year and (ii) 635,602 deferred shares that were dilutive.

**Note 15: Accumulated Other Comprehensive Loss**

The following table lists the beginning balance, yearly activity and ending balance of each component of "Accumulated other comprehensive loss, net" (in thousands):

	Unrealized Gains (Losses) On Securities	Changes in fair value of derivative contracts designated as hedge transactions	Adjustments For Pension Plans	Total Accumulated Other Comprehensive Loss, Net
Balance January 1, 2016	\$ (1,159)	\$ —	\$ (31,472)	\$ (32,631)
2016 change	2,613	(5,260)	676	(1,971)
Balance December 31, 2016	1,454	(5,260)	(30,796)	(34,602)
2017 change	2,265	10,290	(1,326)	11,229
Balance December 31, 2017	3,719	5,030	(32,122)	(23,373)
Change in accounting	(1,289)	—	—	(1,289)
2018 change	(2,443)	(13,814)	(1,550)	(17,807)
Balance December 31, 2018	<u>\$ (13)</u>	<u>\$ (8,784)</u>	<u>\$ (33,672)</u>	<u>\$ (42,469)</u>

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The \$1.3 million change in accounting in unrealized gains (losses) on securities for 2018 represents a reclassification from accumulated other comprehensive loss to retained deficit of unrealized gains, net of tax effect, recognized prior to January 1, 2018 upon adoption of ASU No. 2016-01. The \$2.3 million unrealized gain on securities for 2017 includes \$0.2 million for the reclassification to current earnings of a loss on disposal of equity securities. The \$2.6 million change in unrealized gains on securities in 2016 is net of \$1.0 million for the reclassification to current earnings of impairments of equity securities, as we deemed the impairments to be other-than-temporary. The amounts above are net of the income tax effect of such balances and activity as summarized in the following table (in thousands):

	<b>Income Tax Effect of:</b>			<b>Total Accumulated Other Comprehensive Loss, Net</b>
	<b>Unrealized Gains (Losses) On Securities</b>	<b>Changes in fair value of derivative contracts designated as hedge transactions</b>	<b>Adjustments For Pension Plans</b>	
Balance January 1, 2016	\$ 631	\$ —	\$ 10,630	\$ 11,261
2016 change	(4)	—	(510)	(514)
Balance December 31, 2016	627	—	10,120	10,747
2017 change	1,164	—	—	1,164
Balance December 31, 2017	1,791	—	10,120	11,911
2018 change	(1,791)	—	2,455	664
Balance December 31, 2018	\$ —	\$ —	\$ 12,575	\$ 12,575

See *Note 3* for more information on our marketable securities, *Note 9* for more information on our employee benefit plans, and *Note 11* for more information on our derivative instruments.

**Note 16: Acquisitions**

*Acquisition of Klondex*

On July 20, 2018, we acquired all of the issued and outstanding common shares of Klondex Mines Ltd. ("Klondex") for consideration valued at \$2.24 per Klondex share (the "Arrangement"). The acquisition resulted in our 100% ownership of three producing gold mines, along with interests in various gold exploration properties, in northern Nevada. The acquisition is expected to increase our annual gold production, gives us ownership of operating gold mines and identified gold reserves and other mineralized material, and provides access to a large land package with known mineralization. Under the terms of the Arrangement, each holder of Klondex common shares had the option to receive either (i) \$2.47 in cash (the "Cash Alternative"), (ii) 0.6272 of a Hecla share per Klondex share (the "Share Alternative"), or (iii) US\$0.8411 in cash and 0.4136 of a Hecla share per Klondex share (the "Combined Alternative"), subject in the case of the Cash Alternative and the Share Alternative to pro-rata based on a maximum cash consideration of \$153.2 million and a maximum number of Hecla shares issued of 75,276,176. Klondex shareholders also received shares of a newly formed company which holds the Canadian assets previously owned by Klondex (Havilah Mining Corporation ("Havilah")). Klondex had 180,499,319 issued and outstanding common shares prior to consummation of the Arrangement. An additional 1,549,626 Klondex common shares were issued immediately prior to consummation of the Arrangement related to conversion of in-the-money Klondex options and certain outstanding restricted share units, resulting in a total of 182,048,945 issued and outstanding Klondex common shares at the time of consummation of the Arrangement. In connection with the Arrangement, we also issued an aggregate of 4,136,000 warrants to purchase one share of our common stock ("Hecla Warrants") to holders of warrants to purchase Klondex common shares. Of the Hecla Warrants, 2,068,000 have an exercise price of \$8.02 and expire in April 2032, and 2,068,000 have an exercise price of \$1.57 and expire in February 2029. In addition, we settled share-based payment awards held by Klondex directors and employees for cash of \$2.0 million. Consideration for the Arrangement was cash of \$161.7 million, 75,276,176 shares of our common stock valued at \$242.4 million, and issuance of the Hecla Warrants valued at \$10.2 million, for total consideration of \$414.2 million. The Hecla Warrants were valued using the Black-Scholes model and based on the exercise price and term of the warrants, the price of our common stock at the time of issuance of the warrants, and assumptions for the discount rate and volatility and dividend rate of our common stock. The cash consideration includes \$7.0 million for our subscription for common shares of Havilah and \$1.5 million for settlement of certain equity compensation instruments.

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The following summarizes the preliminary allocation of purchase price to the fair value of assets acquired and liabilities assumed as of the date of acquisition (in thousands):

<b>Consideration:</b>	
Cash payments	\$ 161,704
Hecla stock issued (75,276,176 shares at \$3.22 per share)	242,389
Hecla warrants issued	10,155
Total consideration	<u>\$ 414,248</u>
<b>Fair value of net assets acquired:</b>	
Assets:	
Cash	\$ 12,874
Accounts receivable	3,453
Inventory - supplies	6,564
Inventory - finished goods, in-process material and stockpiled ore	10,302
Other current assets	2,583
Properties, plants, equipment and mineral interests	521,495
Non-current investments	1,596
Non-current restricted cash and investments	9,504
Total assets	<u>568,371</u>
Liabilities:	
Accounts payable and accrued liabilities	17,270
Accrued payroll and related benefits	10,352
Accrued taxes	421
Lease liability	2,080
Debt	35,086
Asset retirement obligation	19,571
Deferred tax liability	69,343
Total liabilities	<u>154,123</u>
Net assets	<u>\$ 414,248</u>

The allocation of purchase price above is preliminary, as the valuation of certain components of properties, plants, equipment and mineral interests, along with the related deferred tax balances, are under review and subject to change. In the fourth quarter of 2018, we adjusted the previously-reported allocation of purchase price by recognizing increases to the Properties, plants, equipment and mineral interests and Deferred tax liability balances of \$19.2 million.

Our results for the year ended December 31, 2018 include sales of products of \$31.2 million and a net loss of \$26.7 million since the acquisition date related to the operations acquired through the Arrangement.

The unaudited pro forma financial information below represents the combined results of our operations as if the acquisition had occurred at the beginning of the periods presented. The unaudited pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have occurred if the acquisition had taken place at the beginning of the periods presented, nor is it indicative of future operating results.

(in thousands, except per share amounts)	(unaudited)		
	Year Ended December 31,		
	2018	2017	2016
Sales	\$ 680,261	\$ 785,859	\$ 834,789
Net (loss) income	(19,574)	(35,203)	73,724
(Loss) income applicable to common shareholders	(20,126)	(35,755)	73,172
Basic and diluted (loss) income per common share	(0.04)	(0.08)	0.16

The pro forma financial information includes adjustments to eliminate amounts related to the Canadian assets previously owned by Klondex, which were transferred to Havilah and not acquired by us, and costs related to the acquisition.

*Acquisition of Mines Management*

On September 13, 2016, we completed the acquisition of Mines Management and its subsidiaries through the merger of a wholly owned subsidiary of ours with and into Mines Management, pursuant to which we acquired all of the issued and outstanding common stock of Mines Management Inc. for total consideration of \$52.1 million. The acquired entities hold 100% ownership of the Montanore project in northwestern Montana, a significant undeveloped silver and copper deposit which we believe provides long-term production growth potential if permitted and developed. Montanore is approximately 10 miles away from our Rock Creek project acquired through our acquisition of Revett Mining Company, Inc. in June 2015. The consideration was comprised of \$4.0 million in cash used to fund Mines Management's operating activities prior to completion of the merger and for settlement of outstanding warrants to purchase shares of Mines Management's common stock, and \$48.1 million in Hecla common stock. In the merger, each outstanding common share of Mines Management was exchanged for 0.2218 of a share of our common stock. Mines Management had 36,498,625 outstanding common shares and outstanding options to purchase 963,079 shares of Mines Management common stock, resulting in 8,309,006 new shares of Hecla stock issued as consideration. The value of Hecla stock issued as consideration was based upon the closing price at the time of consummation of \$5.79 per share.

The following summarizes the allocation of purchase price to the fair value of assets acquired and liabilities assumed as of the date of acquisition (in thousands):

<b>Consideration:</b>	
Cash	\$ 4,025
Hecla stock issued (8,309,006 shares at \$5.79 per share)	48,109
Total consideration	\$ 52,134
<b>Fair value of net assets acquired:</b>	
Assets:	
Cash	\$ 94
Properties, plants, equipment and mineral interests	74,320
Restricted cash	1,185
Other assets	329
Total assets	75,928
Liabilities:	
Accounts payable and accrued liabilities	2,357
Deferred tax liability	20,313
Non-current reclamation liability	1,124
Total liabilities	23,794
Net assets	\$ 52,134

The \$74.3 million fair value for Properties, plants, equipment, and mineral interests is comprised of \$0.8 million for plant and equipment, \$0.1 million for land, and \$73.4 million for mineral interests.

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In September 2016, we issued 181,048 shares of our common stock for payment of approximately \$1.0 million in acquisition-related costs, which are included in *Acquisition costs* on our *Consolidated Statements of Operations and Comprehensive Income (Loss)*.

The unaudited pro forma financial information below represents the combined results of our operations as if the acquisition had occurred at the beginning of the periods presented. The unaudited pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have occurred if the acquisition had taken place at the beginning of the periods presented, nor is it indicative of future operating results.

	<u>(unaudited)</u>
	<u>Year Ended</u>
	<u>December 31,</u>
	<u>2016</u>
(in thousands, except per share amounts)	
Sales of products	\$ 645,957
Net income (loss)	68,778
Income (loss) applicable to common shareholders	68,226
Basic and diluted income (loss) per common share	0.17

The unaudited pro forma financial information includes adjustments to 1) eliminate acquisition-related costs totaling \$4.7 million for the year ended December 31, 2016 which are non-recurring and 2) reflect the issuance of Hecla stock as consideration in the acquisition and for payment of acquisition costs. A net loss by the acquired entities since the acquisition date of \$32 thousand is included in our net income reported for the year ended December 31, 2016.

*Takeover Bid for Dolly Varden Silver Corporation*

On June 27, 2016, we announced a takeover bid for all of the outstanding shares of Dolly Varden Silver Corporation ("Dolly Varden") not owned by us and our affiliates for cash of CAD\$0.69 per share. Dolly Varden owns 100% of the Dolly Varden historic silver property in northwestern British Columbia, Canada. Our wholly owned subsidiary owns 4,478,087 Dolly Varden shares and warrants to purchase 1,351,762 Dolly Varden shares, representing approximately 18.5% of Dolly Varden's shares outstanding on a partially diluted basis. Based on Dolly Varden's outstanding shares and options and warrants to acquire Dolly Varden shares, and excluding shares and warrants held by us and our affiliates, total consideration would have been approximately CAD\$13.6 million. In late July 2016, we withdrew the bid due to the failure of a required condition precedent to its consummation.

**Note 17: Guarantor Subsidiaries**

Presented below are Hecla's condensed consolidating financial statements as required by Rule 3-10 of Regulation S-X of the Securities Exchange Act of 1934, as amended, resulting from the guarantees by certain of Hecla's subsidiaries (the "Guarantors") of the Senior Notes and RQ Notes (see *Note 7* for more information). The Guarantors consist of the following of Hecla's 100%-owned subsidiaries: Hecla Limited; Silver Hunter Mining Company; Rio Grande Silver, Inc.; Hecla MC Subsidiary, LLC; Hecla Silver Valley, Inc.; Burke Trading, Inc.; Hecla Montana, Inc.; Revett Silver Company; RC Resources, Inc.; Troy Mine Inc.; Revett Exploration, Inc.; Revett Holdings, Inc.; Mines Management, Inc.; Newhi, Inc.; Montanore Minerals Corp.; Hecla Alaska LLC; Hecla Greens Creek Mining Company; Hecla Admiralty Company; Hecla Juneau Mining Company; Klondex Holdings Inc.; Klondex Gold & Silver Mining Co.; Klondex Midas Holdings Limited; Klondex Aurora Mine Inc.; and Klondex Hollister Mine Inc. We completed the initial offering of the Senior Notes on April 12, 2013, and a related exchange offer for virtually identical notes registered with the SEC on January 3, 2014. We issued the RQ Notes on March 5, 2018.

The condensed consolidating financial statements below have been prepared from our financial information on the same basis of accounting as the consolidated financial statements set forth elsewhere in this report. Investments in the subsidiaries are accounted for under the equity method. Accordingly, the entries necessary to consolidate Hecla, the Guarantors, and our non-guarantor subsidiaries are reflected in the intercompany eliminations column. In the course of preparing consolidated financial statements, we eliminate the effects of various transactions conducted between Hecla and its subsidiaries and among the subsidiaries. While valid at an individual subsidiary level, such activities are eliminated in consolidation because, when taken as a whole, they do not represent business activity with third-party customers, vendors, and other parties. Examples of such eliminations include the following:

- **Investments in subsidiaries.** The acquisition of a company results in an investment in debt or equity capital on the records of the parent company and a contribution to debt or equity capital on the records of the subsidiary. Such investments and capital contributions are eliminated in consolidation.

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- **Capital contributions.** Certain of Hecla's subsidiaries do not generate cash flow, either at all or sufficient to meet their capital needs, and their cash requirements are routinely met with inter-company advances from their parent companies. On an annual basis, when not otherwise intended as debt, the boards of directors of such parent companies declare contributions of capital to their subsidiary companies, which increase the parents' investment and the subsidiaries' additional paid-in capital. In consolidation, investments in subsidiaries and related additional paid-in capital are eliminated.
- **Debt.** Inter-company debt agreements have been established between certain of Hecla's subsidiaries and their parents. The related debt liability and receivable balances, accrued interest expense (if any) and income activity (if any), and payments of principal and accrued interest amounts (if any) by the subsidiary companies to their parents are eliminated in consolidation.
- **Dividends.** Certain of Hecla's subsidiaries which generate cash flow routinely provide cash to their parent companies through inter-company transfers. On at least an annual basis, the boards of directors of such subsidiary companies declare dividends to their parent companies, which reduces the subsidiaries' retained earnings and increases the parents' dividend income. In consolidation, such activity is eliminated.
- **Deferred taxes.** Our ability to realize deferred tax assets and liabilities is considered on a consolidated basis for subsidiaries within the United States, with all subsidiaries' estimated future taxable income contributing to the ability to realize all such assets and liabilities. However, when Hecla's subsidiaries are viewed independently, we use the separate return method to assess the realizability of each subsidiary's deferred tax assets and whether a valuation allowance is required against such deferred tax assets. In some instances, a parent company or subsidiary may possess deferred tax assets whose realization depends on the future taxable incomes of other subsidiaries on a consolidated-return basis, but would not be considered realizable if such parent or subsidiary filed on a separate stand-alone basis. In such a situation, a valuation allowance is assessed on that subsidiary's deferred tax assets, with the resulting adjustment reported in the eliminations column of the guarantor and parent's financial statements, as is the case in the financial statements set forth below. The separate return method can result in significant eliminations of deferred tax assets and liabilities and related income tax provisions and benefits. Non-current deferred tax asset balances are included in other non-current assets on the consolidating balance sheets and make up a large portion of that item, particularly for the guarantor balances.

Separate financial statements of the Guarantors are not presented because the guarantees by the Guarantors are joint and several and full and unconditional, except for certain customary release provisions, including: (1) the sale or disposal of all or substantially all of the assets of the Guarantor; (2) the sale or other disposition of the capital stock of the Guarantor; (3) the Guarantor is designated as an unrestricted entity in accordance with the applicable provisions of the indenture; (4) Hecla ceases to be a borrower as defined in the indenture; and (5) upon legal or covenant defeasance or satisfaction and discharge of the indenture.



Condensed Consolidating Balance Sheets

	As of December 31, 2018				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
	(in thousands)				
<b>Assets</b>					
Cash and cash equivalents	\$ 6,265	\$ 8,661	\$ 12,463	\$ —	\$ 27,389
Other current assets	6,388	69,574	60,868	(69)	136,761
Properties, plants, and equipment - net	1,913	1,795,994	722,097	—	2,520,004
Intercompany receivable (payable)	171,905	(222,815)	(171,834)	222,744	—
Investments in subsidiaries	1,577,564	—	—	(1,577,564)	—
Other non-current assets	276,641	9,030	(122,969)	(142,912)	19,790
<b>Total assets</b>	<b>\$ 2,040,676</b>	<b>\$ 1,660,444</b>	<b>\$ 500,625</b>	<b>\$ (1,497,801)</b>	<b>\$ 2,703,944</b>
<b>Liabilities and Stockholders' Equity</b>					
Current liabilities	\$ (234,133)	\$ 118,863	\$ 45,922	\$ 205,542	\$ 136,194
Long-term debt	532,799	141,870	1,989	(135,988)	540,670
Non-current portion of accrued reclamation	—	94,602	10,377	—	104,979
Non-current deferred tax liability	—	64,639	98,689	10,209	173,537
Other non-current liabilities	51,047	5,659	895	—	57,601
Stockholders' equity	1,690,963	1,234,811	342,753	(1,577,564)	1,690,963
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,040,676</b>	<b>\$ 1,660,444</b>	<b>\$ 500,625</b>	<b>\$ (1,497,801)</b>	<b>\$ 2,703,944</b>

	As of December 31, 2017				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
	(in thousands)				
	Revised				
<b>Assets</b>					
Cash and cash equivalents	\$ 103,878	\$ 31,016	\$ 51,213	\$ —	\$ 186,107
Other current assets	47,555	47,608	40,541	(575)	135,129
Properties, plants, and equipment - net	1,946	1,244,161	753,204	—	1,999,311
Intercompany receivable (payable)	287,310	(177,438)	(341,182)	231,310	—
Investments in subsidiaries	1,358,025	—	—	(1,358,025)	—
Other non-current assets	14,409	7,289	9,283	(6,370)	24,611
<b>Total assets</b>	<b>\$ 1,813,123</b>	<b>\$ 1,152,636</b>	<b>\$ 513,059</b>	<b>\$ (1,133,660)</b>	<b>\$ 2,345,158</b>
<b>Liabilities and Stockholders' Equity</b>					
Current liabilities	\$ (226,576)	\$ 66,550	\$ 37,671	\$ 234,485	\$ 112,130
Long-term debt	502,229	2,303	3,890	—	508,422
Non-current portion of accrued reclamation	—	67,565	11,801	—	79,366
Non-current deferred tax liability	—	10,120	124,352	(10,120)	124,352
Other non-current liabilities	53,588	5,185	838	—	59,611
Stockholders' equity	1,483,882	1,000,913	334,507	(1,358,025)	1,461,277
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,813,123</b>	<b>\$ 1,152,636</b>	<b>\$ 513,059</b>	<b>\$ (1,133,660)</b>	<b>\$ 2,345,158</b>

**Condensed Consolidating Statements of Operations**

	<b>Year Ended December 31, 2018</b>				
	<u>Parent</u>	<u>Guarantors</u>	<u>Non-Guarantors</u> (in thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Revenues	\$ 8,084	\$ 298,491	\$ 260,562	\$ —	\$ 567,137
Cost of sales	(446)	(188,567)	(164,981)	—	(353,994)
Depreciation, depletion, and amortization	—	(58,140)	(75,904)	—	(134,044)
General and administrative	(18,760)	(15,761)	(2,021)	—	(36,542)
Exploration and pre-development	(130)	(20,514)	(19,938)	—	(40,582)
Research and development	—	(2,893)	(2,548)	—	(5,441)
Gain on derivative contracts	40,253	—	—	—	40,253
Acquisition costs	(9,445)	(344)	(256)	—	(10,045)
Equity in earnings of subsidiaries	(47,229)	—	—	47,229	—
Other (expense) income	515	(29,302)	16,212	(47,431)	(60,006)
(Loss) income before income taxes	(27,158)	(17,030)	11,126	(202)	(33,264)
(Provision) benefit from income taxes	595	(37,444)	(3,881)	47,431	6,701
Net (loss) income	(26,563)	(54,474)	7,245	47,229	(26,563)
Preferred stock dividends	(552)	—	—	—	(552)
(Loss) income applicable to common stockholders	(27,115)	(54,474)	7,245	47,229	(27,115)
Net (loss) income	(26,563)	(54,474)	7,245	47,229	(26,563)
Changes in comprehensive (loss) income	(17,807)	—	38	(38)	(17,807)
Comprehensive (loss) income	<u>\$ (44,370)</u>	<u>\$ (54,474)</u>	<u>\$ 7,283</u>	<u>\$ 47,191</u>	<u>\$ (44,370)</u>

Year Ended December 31, 2017

	<u>Parent</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
			Revised (in thousands)		Revised
Revenues	\$ (5,983)	\$ 305,835	\$ 277,923	\$ —	\$ 577,775
Cost of sales	1,098	(158,135)	(147,690)	—	(304,727)
Depreciation, depletion, and amortization	—	(58,774)	(61,825)	—	(120,599)
General and administrative	(17,693)	(15,690)	(2,228)	—	(35,611)
Exploration and pre-development	(459)	(11,600)	(16,899)	—	(28,958)
Research and development	—	(3,276)	—	—	(3,276)
Loss on derivative contracts	(21,250)	—	—	—	(21,250)
Closed operations	(24)	—	(1)	—	(25)
Equity in earnings of subsidiaries	(187,574)	—	—	187,574	—
Other (expense) income	203,365	(29,735)	(42,002)	(202,514)	(70,886)
Income (loss) before income taxes	(28,520)	28,625	7,278	(14,940)	(7,557)
(Provision) benefit from income taxes	—	(208,793)	(14,684)	202,514	(20,963)
Net income (loss)	(28,520)	(180,168)	(7,406)	187,574	(28,520)
Preferred stock dividends	(552)	—	—	—	(552)
Income (loss) applicable to common stockholders	(29,072)	(180,168)	(7,406)	187,574	(29,072)
Net income (loss)	(28,520)	(180,168)	(7,406)	187,574	(28,520)
Changes in comprehensive income (loss)	11,229	296	2,486	(2,782)	11,229
Comprehensive income (loss)	<u>\$ (17,291)</u>	<u>\$ (179,872)</u>	<u>\$ (4,920)</u>	<u>\$ 184,792</u>	<u>\$ (17,291)</u>

Year Ended December 31, 2016

	<u>Parent</u>	<u>Guarantors</u>	<u>Non- Guarantors</u> Revised (in thousands)	<u>Eliminations</u>	<u>Consolidated</u> Revised
Revenues	\$ (14,237)	\$ 369,162	\$ 291,032	\$ —	\$ 645,957
Cost of sales	—	(202,475)	(135,850)	—	(338,325)
Depreciation, depletion, and amortization	—	(65,032)	(58,599)	—	(123,631)
General and administrative	(23,262)	(20,425)	(1,353)	—	(45,040)
Exploration and pre-development	(304)	(6,640)	(10,913)	—	(17,857)
Gain on derivative contracts	4,423	—	—	—	4,423
Closed operations	(2,607)	(34)	(54)	—	(2,695)
Equity in earnings of subsidiaries	86,900	—	—	(86,900)	—
Other (expense) income	10,656	11,400	(35,885)	(19,344)	(33,173)
(Loss) income before income taxes	61,569	85,956	48,378	(106,244)	89,659
(Provision) benefit from income taxes	—	(25,334)	(22,100)	19,344	(28,090)
Net (loss) income	61,569	60,622	26,278	(86,900)	61,569
Preferred stock dividends	(552)	—	—	—	(552)
(Loss) income applicable to common stockholders	61,017	60,622	26,278	(86,900)	61,017
Net (loss) income	61,569	60,622	26,278	(86,900)	61,569
Changes in comprehensive (loss) income	(1,971)	8	2,657	(2,665)	(1,971)
Comprehensive (loss) income	<u>\$ 59,598</u>	<u>\$ 60,630</u>	<u>\$ 28,935</u>	<u>\$ (89,565)</u>	<u>\$ 59,598</u>

**Condensed Consolidating Statements of Cash Flows**

	<b>Year Ended December 31, 2018</b>				
	<u>Parent</u>	<u>Guarantors</u>	<u>Non-Guarantors</u> (in thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Cash flows from operating activities	\$ (23,136)	\$ 38,116	\$ 35,508	\$ 43,733	\$ 94,221
Cash flows from investing activities:					
Additions to properties, plants, and equipment	—	(90,578)	(46,354)		(136,932)
Purchase of other companies, net of cash acquired	(139,326)		—		(139,326)
Other investing activities, net	(186,615)	1,715	5,072	219,539	39,711
Cash flows from financing activities:					
Dividends paid to stockholders	(4,945)	—	—		(4,945)
Borrowings under debt arrangements	102,024	—	—		102,024
Repayments of debt	(106,036)	(5,550)	(1,789)		(113,375)
Other financing activity	260,422	33,933	(29,671)	(263,272)	1,412
Effect of exchange rate changes on cash	—	—	(1,515)	—	(1,515)
Changes in cash, cash equivalents and restricted cash and cash equivalents	(97,612)	(22,364)	(38,749)	—	(158,725)
Beginning cash, cash equivalents and restricted cash and cash equivalents	103,878	32,048	51,213	—	187,139
Ending cash, cash equivalents and restricted cash and cash equivalents	<u>\$ 6,266</u>	<u>\$ 9,684</u>	<u>\$ 12,464</u>	<u>\$ —</u>	<u>\$ 28,414</u>

	<b>Year Ended December 31, 2017</b>				
	<u>Parent</u>	<u>Guarantors</u>	<u>Non-Guarantors</u> (in thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Cash flows from operating activities	\$ (134,900)	\$ (98,046)	\$ 120,027	\$ 228,797	\$ 115,878
Cash flows from investing activities:					
Additions to properties, plants, and equipment	—	(46,570)	(51,468)		(98,038)
Other investing activities, net	132,118	8,119	—	(138,762)	1,475
Cash flows from financing activities:					
Dividends paid to stockholders	(4,528)	—	—		(4,528)
Repayments of debt	—	(5,242)	(1,744)		(6,986)
Other financing activity	(2,087)	147,199	(48,811)	(90,035)	6,266
Effect of exchange rate changes on cash	—	—	1,095	—	1,095
Changes in cash, cash equivalents and restricted cash and cash equivalents	(9,397)	5,460	19,099	—	15,162
Beginning cash, cash equivalents and restricted cash and cash equivalents	113,275	26,588	32,114	—	171,977
Ending cash, cash equivalents and restricted cash and cash equivalents	<u>\$ 103,878</u>	<u>\$ 32,048</u>	<u>\$ 51,213</u>	<u>\$ —</u>	<u>\$ 187,139</u>

	Year Ended December 31, 2016				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
	(in thousands)				
Cash flows from operating activities	\$ 85,665	\$ 82,778	\$ 76,491	\$ (19,606)	\$ 225,328
Cash flows from investing activities:					—
Additions to properties, plants, and equipment	(348)	(93,541)	(70,899)	—	(164,788)
Purchase of other companies, net of cash acquired	(2,730)	—	—	—	(2,730)
Other investing activities	(30,584)	305	333	—	(29,946)
Cash flows from financing activities:					—
Dividends paid to stockholders	(4,419)	—	—	—	(4,419)
Repayments of debt	—	(10,174)	(982)	—	(11,156)
Other financing activity	(28,476)	3,529	8,895	19,606	3,554
Effect of exchange rates on cash	—	—	(74)	—	(74)
Changes in cash, cash equivalents and restricted cash and cash equivalents	19,108	(17,103)	13,764	—	15,769
Beginning cash, cash equivalents and restricted cash and cash equivalents	94,167	43,691	18,350	—	156,208
Ending cash, cash equivalents and restricted cash and cash equivalents	<u>\$ 113,275</u>	<u>\$ 26,588</u>	<u>\$ 32,114</u>	<u>\$ —</u>	<u>\$ 171,977</u>

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## Section 2: EX-4.2E (EXHIBIT 4.2(E))

Exhibit 4.2(e)

### SUPPLEMENTAL INDENTURE

SUPPLEMENTAL INDENTURE (this “*Supplemental Indenture*”), dated as of November 30, 2018 among Klondex Holdings (USA) Inc., a Nevada corporation (“*Klondex Holdings*”), Klondex Gold & Silver Mining Company, a Nevada corporation (“*Klondex Gold*”), Klondex Midas Holdings Limited, a Nevada corporation (“*Klondex Midas*”), Klondex Midas Operations Inc., a Nevada corporation (“*Klondex Operations*”), Klondex Aurora Mine Inc., a Nevada corporation (“*Klondex Aurora*”), and Klondex Hollister Mine Inc. (“*Klondex Hollister*” and, together with Klondex Holdings, Klondex Gold, Klondex Midas, Klondex Operations and Klondex Aurora, the “*Guaranteeing Subsidiaries*” and each a “*Guaranteeing Subsidiary*”), each of which is a direct or indirect subsidiary of Hecla Mining Company (or its permitted successor), a Delaware corporation (the “*Company*”), the Company, the other Guarantors (as defined in the Indenture referred to herein) and The Bank of New York Mellon Trust Company, N.A., as trustee under the Indenture referred to below (the “*Trustee*”).

### WITNESSETH

WHEREAS, the Company has heretofore executed and delivered to the Trustee an indenture, dated as of April 12, 2013 (the “*Indenture*”), providing for the issuance of the Company’s 6.875% Senior Notes due 2021 (the “*Notes*”);

WHEREAS, the Indenture provides that under certain circumstances each Guaranteeing Subsidiary shall execute and deliver to the Trustee a supplemental indenture pursuant to which such Guaranteeing Subsidiary shall unconditionally guarantee all of the Company’s Obligations under the Notes and the Indenture on the terms and conditions set forth herein (the “*Note Guarantee*”); and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Guaranteeing Subsidiaries and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.
2. AGREEMENT TO GUARANTEE. Each Guaranteeing Subsidiary hereby agrees to provide an unconditional Guarantee on the terms and subject to the conditions set forth in the Note Guarantee and in the Indenture including but not limited to Article 10 thereof.
3. NO RECOURSE AGAINST OTHERS. No director, officer, employee, incorporator or stockholder of the Company or any Guarantor, as such, will have any liability for any obligations of the Company or the Guarantors under the Notes, this Indenture, the Note Guarantees or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder of Notes by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes. The waiver may not be effective to waive liabilities under the federal securities laws.

4. NEW YORK LAW TO GOVERN. THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUE THIS SUPPLEMENTAL INDENTURE WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

5. COUNTERPARTS. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

6. EFFECT OF HEADINGS. The Section headings herein are for convenience only and shall not affect the construction hereof.

7. THE TRUSTEE. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the Guaranteeing Subsidiaries and the Company.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

Dated: November 30, 2018

**GUARANTEEING SUBSIDIARIES:**

KLONDEX HOLDINGS (USA) Inc.

By: /s/ Lawrence P. Radford  
Name: Lawrence P. Radford  
Title: President

KLONDEX GOLD & SILVER MINING COMPANY

By: /s/ Luther J. Russell  
Name: Luther J. Russell  
Title: Vice President

KLONDEX MIDAS HOLDINGS LIMITED

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: Vice President

KLONDEX MIDAS OPERATIONS INC.

By: /s/ Lawrence P. Radford  
Name: Lawrence P. Radford  
Title: President

KLONDEX AURORA MINE INC.

By: /s/ Lawrence P. Radford  
Name: Lawrence P. Radford  
Title: President

*[Signature Page to Supplemental Indenture]*



KLONDEX HOLLISTER MINE INC.

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: Vice President

**COMPANY:**

HECLA MINING COMPANY

By: /s/ Lindsay A. Hall  
Name: Lindsay A. Hall  
Title: Sr. Vice President & CFO

*[Signature Page to Supplemental Indenture]*

**GUARANTORS:**

HECLA LIMITED

By: /s/ Lindsay A. Hall  
Name: Lindsay A. Hall  
Title: Vice President

HECLA ADMIRALTY COMPANY

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: Vice President

HECLA SILVER VALLEY, INC.

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: President

HECLA MC SUBSIDIARY, LLC

By: /s/ Daniel A. Nelson  
Name: Daniel A. Nelson  
Title: President

RIO GRANDE SILVER, INC.

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: President

SILVER HUNTER MINING COMPANY

By: /s/ Lawrence P. Radford  
Name: Lawrence P. Radford  
Title: Vice President

*[Signature Page to Supplemental Indenture]*

HECLA ALASKA LLC

By: /s/ Lawrence P. Radford  
Name: Lawrence P. Radford  
Title: Vice President of Hecla Limited,  
It's Member

HECLA GREENS CREEK MINING COMPANY

By: /s/ Lawrence P. Radford  
Name: Lawrence P. Radford  
Title: Vice President

HECLA JUNEAU MINING COMPANY

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: Vice President

BURKE TRADING INC.

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: President

HECLA MONTANA, INC.  
(f/k/a Revett Mining Company, Inc.)

By: /s/ Luther J. Russell  
Name: Luther J. Russell  
Title: President

REVETT SILVER COMPANY

By: /s/ Luther J. Russell  
Name: Luther J. Russell  
Title: President & CEO

*[Signature Page to Supplemental Indenture]*



MONTANORE MINERALS CORP.

By: /s/ Dean W.A. McDonald  
Name: Dean W.A. McDonald  
Title: President

*[Signature Page to Supplemental Indenture]*



(m) “*Disability*” means permanent and total disability as determined under procedures established by the Committee for purposes of the Plan.

(n) “*Disinterested Person*” means a member of the Board who qualifies as a disinterested person as defined in Rule 16b-3(c)(2), as promulgated by the Commission under the Exchange Act, or any successor definition adopted by the Commission.

(o) “*Early Retirement*” means retirement from active employment with the Corporation, a subsidiary or Affiliate pursuant to the early retirement provisions of the applicable pension plan of such employer.

(p) “*Exchange Act*” means the Securities Exchange Act of 1934, as amended from time to time, and any successor thereto.

(q) “*Fair Market Value*” means, as of any given date, the value of a share of Common Stock determined as follows: (a) if the Common Stock is listed on any (i) established securities exchange (such as the New York Stock Exchange, the NASDAQ Global Market and the NASDAQ Global Select Market); (ii) national market system; or (iii) automated quotation system on which the shares of Common Stock are listed, quoted or traded, its Fair Market Value shall be the closing sales price for a share of Common Stock as quoted on such exchange or system for such date or, if there is no closing sales price for a share of Common Stock on the date in question, the closing sales price for a share of Common Stock on the last preceding date for which such quotation exists, as reported in *The Wall Street Journal* or such other source as the Committee deems reliable; (b) if there is no regular public trading market for such Common Stock, the Fair Market Value of the Common Stock shall be determined by the Committee reasonably and in good faith.

(r) “*Incentive Stock Option*” means any Stock Option designated as, and qualified as, an “Incentive Stock Option” within the meaning of Section 422 of the Code.

(s) “*Nonqualified Stock Option*” means any Stock Option that is not an Incentive Stock Option.

(t) “*Normal Retirement*” means retirement from active employment by the employee with the Corporation, a subsidiary or Affiliate on or after the date on which the employee attains age 65.

(u) “*Performance Goals*” mean any performance goals established by the Committee prior to the grant of Restricted Stock or Performance Units, which may include, but shall not be limited to, the attainment of specified levels of earnings per share from continuing operations, operating income, revenues, return on operating assets, return on equity, stockholder return (measured in terms of stock price appreciation) and/or total stockholder return (measured in terms of stock price appreciation and/or dividend growth), reserve growth, achievement of cost control, production targets at specific mines or company-wide, or such subsidiary, division or department of the Corporation for or within which the participant is primarily employed or the stock price of the Corporation and that are intended to qualify under Section 162(m)(4) (C) of the Code. Such Performance Goals also may be based upon attaining specified levels of Corporation performance under one or more of the measures established by the Committee, which may include those described above relative to the performance of other corporations. Such Performance Goals shall be set by the Committee within the time period prescribed by Section 162(m) of the Code and Section 1.162-27 of the Treasury Regulations or any such successor regulations.

(v) "*Performance Units*" means an award made pursuant to Section 8.

(w) "*Plan*" means the Hecla Mining Company 2010 Stock Incentive Plan, as set forth herein and as hereinafter amended from time to time.

(x) "*Restricted Stock*" means an award granted under Section 7.

(y) "*Restricted Stock Unit*" means a bookkeeping entry representing the equivalent shares of Common Stock awarded pursuant to Section 9. A Restricted Stock Unit represents an unfunded and unsecured obligation of the Corporation.

(z) "*Retirement*" means Normal or Early Retirement.

(aa) "*Rule 16b-3*" means Rule 16b-3, as promulgated by the Commission under Section 16(b) of the Exchange Act, as amended from time to time.

(bb) "*Stock Appreciation Right*" means a right granted under Section 6.

(cc) "*Stock Option*" means an option granted under Section 5.

(dd) "*Termination of Employment*" means the termination of the employment of a participant with the Corporation and any subsidiary or Affiliate. A participant employed by a subsidiary or an Affiliate shall also be deemed to incur a Termination of Employment if the subsidiary or Affiliate ceases to be such a subsidiary or an Affiliate, as the case may be, and the participant does not immediately thereafter become an employee of the Corporation or another subsidiary or Affiliate. Temporary absences from employment because of illness, vacation or leave of absence and transfers among the Corporation and its subsidiaries and Affiliates shall not be considered Terminations of Employment.

In addition, certain other terms used herein have definitions given to them in the first place in which they are used.

## **Section 2. Administration**

The Plan shall be administered by the Compensation Committee of the Board or such other committee of the Board as the Board may from time to time designate (the "Committee"), which shall be composed of not less than two Disinterested Persons, each of whom shall be an "outside director" for purposes of Section 162(m)(4) of the Code, and shall be appointed by and serve at the pleasure of, the Board.

The Committee shall have plenary authority to grant Awards pursuant to the terms of the Plan to officers and employees of the Corporation and its subsidiaries and Affiliates and certain independent consultants.

The Committee shall also have the authority and responsibility to make recommendations to the independent members of the Board with respect to any Awards granted under the terms of the Plan.

Among other things, the Committee shall have the authority, subject to the terms of the Plan:

(a) to select the employees, and certain independent consultants to whom Awards may from time to time be granted;

(b) determine whether and to what extent Incentive Stock Options, Nonqualified Stock Options, Stock Appreciation Rights, Restricted Stock, Performance Units, Restricted Stock Units or any combination thereof are to be granted hereunder;



(c) determine the number of shares of Common Stock to be covered by each Award granted hereunder;

(d) determine the terms and conditions of any Award granted hereunder (including, but not limited to, the option price (subject to Section 5(a)), any vesting condition, restriction or limitation (which may be related to the performance of the participant, the Corporation or any subsidiary or Affiliate) and any vesting acceleration or forfeiture waiver regarding any Award and the shares of Common Stock relating thereto, based on such factors as the Committee shall determine; *provided, however*, that the Committee shall have no authority to reprice existing Stock Options under the Plan without shareholder approval;

(e) modify, amend or adjust the terms and conditions of any Award, at any time or from time to time, including but not limited to Performance Goals; provided however, that the Committee may not adjust upwards the amount payable to a designated Covered Employee with respect to a particular award upon the satisfaction of applicable Performance Goals;

(f) determine to what extent and under what circumstances Common Stock and other amounts payable with respect to an Award shall be deferred; and

(g) determine under what circumstances an Award may be settled in cash or Common Stock.

The Committee shall have the authority to adopt, alter and repeal such administrative rules, guidelines and practices governing the Plan as it shall from time to time deem advisable, to interpret the terms and provisions of the Plan and any Award issued under the Plan (and any agreement relating thereto) and to otherwise supervise the administration of the Plan.

The Committee may act only by a majority of its members then in office, except that the members thereof may authorize any one or more of their number or any officer of the Corporation to execute and deliver documents on behalf of the Committee.

Any determination made by the Committee or pursuant to delegated authority pursuant to the provisions of the Plan with respect to any Award shall be made in the sole discretion of the Committee or such delegate at the time of the grant of the Award or, unless in contravention of any express term of the Plan, at any time thereafter. All decisions made by the Committee or any appropriately delegated officer pursuant to the provisions of the Plan shall be final and binding on all interested parties, including the Corporation and Plan participants.

### **Section 3. Common Stock Subject to Plan**

The total number of shares of Common Stock reserved and available for grant under the Plan shall be 20,000,000. Shares subject to an Award under the Plan may be authorized and unissued shares or may be treasury shares.

Subject to Section 7(c)(iv), if any shares of Restricted Stock are forfeited for which the participant did not receive any benefits of ownership (as such phrase is construed by the Commission or its Staff), or if any Stock Option (and related Stock Appreciation Right, if any) terminates without being exercised, or if any Stock Appreciation Right is exercised for cash, shares subject to such Awards shall again be available for distribution in connection with Awards under the Plan.

In the event of any change in corporate capitalization, such as a stock split, or a corporate transaction, such as any merger, consolidation, separation, including a spin off, or other distribution of stock or property of the Corporation, any reorganization (whether or not such reorganization comes within the definition of such term in Section 368 of the Code) or any partial or complete liquidation of the Corporation, the Committee or Board shall make such substitution or adjustments in the aggregate number and kind of shares reserved for issuance under the Plan, in the number, kind and option price of shares subject to outstanding Stock Options and Stock Appreciation Rights, in the number and kind of shares subject to other outstanding Awards granted under the Plan and/or such other equitable substitution or adjustments as it shall determine to be appropriate in its sole discretion; provided however, that the number of shares subject to any Award shall always be a whole number. Such adjusted option price shall also be used to determine the amount payable by the Corporation upon the exercise of any Stock Appreciation Right associated with any Stock Option.

#### **Section 4. Eligibility**

Except as otherwise required under Section 422 of the Code, officers, employees, and certain independent consultants for the Corporation, its subsidiaries and Affiliates who are responsible for or contribute to the management, growth, profitability or operation of the business of the Corporation, its subsidiaries and Affiliates are eligible to be granted Awards under the Plan.

#### **Section 5. Stock Options**

Stock Options may be granted alone or in addition to other Awards granted under the Plan and may be of two types: Incentive Stock Options and Nonqualified Stock Options. Any Stock Option granted under the Plan shall be in such form as the Committee may from time to time approve.

The Committee shall have the authority to grant any optionee Incentive Stock Options, Nonqualified Stock Options or both types of Stock Options (in each case with or without Stock Appreciation Rights); *provided however*, that grants hereunder are subject to the total number of shares of Common Stock reserved and available for grant pursuant to Section 3. Incentive Stock Options may be granted only to employees of the Corporation and its subsidiaries (within the meaning of Section 424(f) of the Code). To the extent that any Stock Option is not designated as an Incentive Stock Option or even if so designated does not qualify as an Incentive Stock Option, it shall constitute a Nonqualified Stock Option.

Stock Options shall be evidenced by option agreements with participants, the terms and provisions of which may differ with respect to each participant. An option agreement shall indicate on its face whether it is intended to be an agreement for an Incentive Stock Option or a Nonqualified Stock Option. The grant of a Stock Option shall occur on the date the Committee by resolution selects an individual to be a participant in any grant of a Stock Option, determines the number of shares of Common Stock to be subject to such Stock Option to be granted to such individual and specifies the terms and provisions of the Stock Option. The Corporation shall promptly notify a participant of any grant of a Stock Option, and a written option agreement or agreements shall be duly executed and delivered by the Corporation to the participant. Such agreement or agreements shall become effective upon execution by the Corporation and the participant.

Anything in the Plan to the contrary notwithstanding, no term of the Plan relating to Incentive Stock Options shall be interpreted, amended or altered nor shall any discretion or authority granted under the Plan be exercised so as to disqualify the Plan under Section 422 of the Code or, without the consent of the optionee affected, to disqualify any Incentive Stock Option under such Section 422.

Stock Options granted under the Plan shall be subject to the following terms and conditions and shall contain such additional terms and conditions as the Committee shall deem desirable:

(a) *Option Price.* The option price per share of Common Stock purchasable under a Stock Option shall be determined by the Committee and set forth in the option agreement, and shall not be less than the Fair Market Value of the Common Stock subject to the Stock Option on the date of grant; *provided, however,* that if a participant owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation or of its parent or any subsidiary, the option price per share of an Incentive Stock Option granted to such participant shall not be less than one hundred ten percent (110%) of the Fair Market Value of the Common Stock per share on the date of the grant of the option.

(b) *Option Term.* The term of each Stock Option shall be fixed by the Committee, but no Stock Option shall be exercisable more than ten (10) years after the date the Stock Option is granted; *provided, however,* that in the event a Stock Option would expire during a black-out period, as such period is determined under the terms of the then currently effective insider trader policy of the Corporation, the term of any such Stock Option shall automatically be extended for a period of sixty (60) days after the end of such black-out period; *further provided, however,* in the case of an Incentive Stock Option granted to an optionee who, at the time the Incentive Stock Option is granted, owns Common Stock representing more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation or of its parent or any subsidiary thereof, the term of the Incentive Stock Option shall be five (5) years from the date of grant or such shorter term as may be provided in the option agreement.

(c) *Exercisability.* Except as otherwise provided herein, Stock Options shall be exercisable at such time or times and subject to such terms and conditions as shall be determined by the Committee. If the Committee provides that any Stock Option is exercisable only in installments, the Committee may at any time waive such installment exercise provisions, in whole or in part, based on such factors as the Committee may determine. In addition, the Committee may at any time accelerate the exercisability of any Stock Option.

(d) *Method of Exercise.* Subject to the provisions of this Section 5, Stock Options may be exercised, in whole or in part, at any time during the option term by giving written notice of exercise to the Corporation specifying the number of shares of Common Stock subject to the Stock Option to be purchased.

Such notice shall be accompanied by payment in full of the purchase price by certified or bank check, wire transfer or such other method of payment or negotiable instrument as the Corporation may accept. If approved by the Committee, payment, in full or in part, may also be made in the form of unrestricted Common Stock already owned by the optionee of the same class as the Common Stock subject to the Stock Option (based on the Fair Market Value of the Common Stock on the date the Stock Option is exercised); *provided however,* that, in the case of an Incentive Stock Option, the right to make a payment in the form of already owned shares of Common Stock of the same class as the Common Stock subject to the Stock Option may be authorized only at the time the Stock Option is granted and must have been owned by the optionee for more than six (6) months on the date of surrender.

If payment of the option exercise price of a Nonqualified Stock Option is made, in whole or in part, in the form of unrestricted Common Stock, the number of shares of Common Stock to be received upon such exercise equal to the number of shares of unrestricted Common Stock used for payment of the option exercise price shall be subject to the same restrictions or other limitations to which such unrestricted Common Stock was subject, unless otherwise determined by the Committee.

In the discretion of the Committee, payment for any shares subject to a Stock Option may also be made by delivering a properly executed exercise notice to the Corporation, together with a copy of irrevocable instructions to a broker to deliver promptly to the Corporation the amount of sale or loan proceeds to pay the purchase price, and, if requested, the amount of any federal, state, local or foreign withholding taxes. To facilitate the foregoing, the Corporation may enter into agreements for coordinated procedures with one or more brokerage firms.

In addition, in the discretion of the Committee, payment for any shares subject to a Stock Option may also be made by instructing the Committee to withhold a number of such shares having a Fair Market Value on the date of exercise equal to the aggregate exercise price of such Stock Option.

No shares of Common Stock shall be issued until full payment therefore has been made. An optionee shall have all of the rights of a stockholder of the Corporation holding the class or series of Common Stock that is subject to such Stock Option (including, if applicable, the right to vote the shares and the right to receive dividends), when the optionee has given written notice of exercise, has paid in full for such shares and, if requested, has given the representation described in Section 13(a).

(e) *Nontransferability of Stock Options.* No Stock Option shall be transferable by the optionee other than: (i) by will or by the laws of descent and distribution consistent with Section 422(b)(5) of the Code; or (ii) in the case of a Nonqualified Stock Option, pursuant to: (a) a domestic relations order or (b) a gift to such optionee's children, whether directly or indirectly or by means of a trust or partnership or otherwise, if expressly permitted under the applicable option agreement. If an Incentive Stock Option is transferred pursuant to a domestic relations order, the Stock Option does not qualify as an Incentive Stock Option as of the day of such transfer. All Stock Options shall be exercisable, during the optionee's lifetime, only by the optionee or by the guardian or legal representative of the optionee or, in the case of a Nonqualified Stock Option, its alternative payee pursuant to such domestic relations order, it being understood that the terms "holder" and "optionee" include the guardian and legal representative of the optionee named in the option agreement and any person to whom an option is transferred by will or the laws of descent and distribution or, in the case of a Nonqualified Stock Option, pursuant to a domestic relations order or a gift permitted under the applicable option agreement.

(f) *Termination by Death.* Unless otherwise determined by the Committee, if an optionee's employment terminates by reason of death, any Stock Option held by such optionee may thereafter be exercised, to the extent then exercisable, or on such accelerated basis as the Committee may determine, for a period of one year (or such other period as the Committee may specify in the option agreement) from the date of such death or until the expiration of the stated term of such Stock Option, whichever period is the shorter.

(g) *Termination by Reason of Disability.* Unless otherwise determined by the Committee, if an optionee's employment terminates by reason of Disability, any Stock Option held by such optionee may thereafter be exercised by the optionee, to the extent it was exercisable at the time of termination, or on such accelerated basis as the Committee may determine, for a period of three years (or such shorter period as the Committee may specify in the option agreement) from the date of such termination of employment or until the expiration of the stated term of such Stock Option, whichever period is the shorter; *provided however*, that if the optionee dies within such period, any unexercised Stock Option held by such optionee shall, notwithstanding the expiration of such period, continue to be exercisable to the extent to which it was exercisable at the time of death for a period of 12 months from the date of such death or until the expiration of the stated term of such Stock Option, whichever period is the shorter. In the event of termination of employment by reason of Disability, if an Incentive Stock Option is exercised after the expiration of the exercise periods that apply for purposes of Section 422 of the Code, such Stock Option will thereafter be treated as a Nonqualified Stock Option.

(h) *Termination by Reason of Retirement.* Unless otherwise determined by the Committee, if an optionee's employment terminates by reason of Retirement, any Stock Option held by such optionee may thereafter be exercised by the optionee, to the extent it was exercisable at the time of such Retirement, or on such accelerated basis as the Committee may determine, for a period of five years (or such shorter period as the Committee may specify in the option agreement) from the date of such termination of employment or until the expiration of the stated term of such Stock Option, whichever period is the shorter; *provided however*, that if the optionee dies within such period any unexercised Stock Option held by such optionee shall, notwithstanding the expiration of such period, continue to be exercisable to the extent to which it was exercisable at the time of death for a period of 12 months from the date of such death or until the expiration of the stated term of such Stock Option, whichever period is the shorter. In the event of termination of employment by reason of Retirement, if an Incentive Stock Option is exercised after the expiration of the exercise periods that apply for purposes of Section 422 of the Code, such Stock Option will thereafter be treated as a Nonqualified Stock Option.

(i) *Other Termination.* Unless otherwise determined by the Committee: (i) if an optionee incurs a Termination of Employment for Cause, all Stock Options held by such optionee shall thereupon terminate; and (ii) if an optionee incurs a Termination of Employment for any reason other than death, Disability or Retirement or for Cause, any Stock Option held by such optionee, to the extent then exercisable, or on such accelerated basis as the Committee may determine, may be exercised for the lesser of three months from the date of such Termination of Employment or the balance of such Stock Option's term; *provided however*, that if the optionee dies within such three-month period, any unexercised Stock Option held by such optionee shall, notwithstanding the expiration of such three-month period, continue to be exercisable to the extent to which it was exercisable at the time of death for a period of 12 months from the date of such death or until the expiration of the stated term of the Stock Option, whichever period is shorter.

(j) *Termination at or after a Change-in-Control.* Notwithstanding the foregoing, if an optionee incurs a Termination of Employment at or after a Change-in-Control (as defined Section 10(b)), other than by reason of death, Disability or Retirement, any Stock Option held by such optionee shall be exercisable for the lesser of: (i) six months and one day from the date of such Termination of Employment, and (ii) the balance of such Stock Option's term. In the event of Termination of Employment, if an Incentive Stock Option is exercised after the expiration of the exercise periods that apply for purposes of Section 422 of the Code, such Stock Option will thereafter be treated as a Nonqualified Stock Option.

(k) *Cashing Out of Stock Option.* On receipt of written notice of exercise, the Committee may elect to cash out all or part of the portion of the shares of Common Stock for which a Stock Option is being exercised by paying the optionee an amount, in cash or Common Stock, equal to the excess of the Fair Market Value of the Common Stock over the option price multiplied by the number of shares of Common Stock for which the Option is being exercised on the effective date of such cash-out. Cash-outs pursuant to this Section 5(k) relating to Options held by optionees who are actually or potentially subject to Section 16(b) of the Exchange Act shall comply with the "window period" provisions of Rule 16b-3, to the extent applicable, and, in the case of cash-outs of Nonqualified Stock Options held by such optionees, the Committee shall use Fair Market Value.

(l) *\$100,000 Per Year First Exercisable Limitation.* Stock Options are not treated as Incentive Stock Options, but are instead treated as Nonqualified Stock Options, to the extent that the aggregate Fair Market Value of the Common Stock with respect to which Incentive Stock Options are exercisable for the first time by any optionee during any calendar year (under all plans of the Corporation and its parent and subsidiary corporations) exceeds \$100,000.

#### **Section 6. Stock Appreciation Rights**

(a) *Grant and Exercise.* Stock Appreciation Rights may be granted in conjunction with all or part of any Stock Option granted under the Plan. In the case of a Nonqualified Stock Option, such rights may be granted either at or after the time of grant of such Stock Option. In the case of an Incentive Stock Option, such rights may be granted only at the time of grant of such Stock Option. A Stock Appreciation Right shall terminate and no longer be exercisable upon the termination or exercise of the related Stock Option.

A Stock Appreciation Right may be exercised by an optionee in accordance with Section 6(b) by surrendering the applicable portion of the related Stock Option in accordance with procedures established by the Committee. Upon such exercise and surrender, the optionee shall be entitled to receive an amount determined in the manner prescribed in Section 6(b). Stock Options which have been so surrendered shall no longer be exercisable to the extent the related Stock Appreciation Rights have been exercised.

(b) *Terms and Conditions.* Stock Appreciation Rights shall be subject to such terms and conditions as shall be determined by the Committee, including the following:

(i) Stock Appreciation Rights shall be exercisable only at such time or times and to the extent that the Stock Options to which they relate are exercisable in accordance with the provisions of Section 5 and this Section 6; provided however, that a Stock Appreciation Right shall not be exercisable during the first six months of its term by an optionee who is actually or potentially subject to Section 16(b) of the Exchange Act, except that this limitation shall not apply in the event of death or Disability of the optionee prior to the expiration of the six-month period.

(ii) Upon the exercise of a Stock Appreciation Right, an optionee shall be entitled to receive an amount in cash, shares of Common Stock or both equal in value to the excess of the Fair Market Value of one share of Common Stock over the option price per share specified in the related Stock Option multiplied by the number of shares in respect of which the Stock Appreciation Right shall have been exercised, with the Committee having the right to determine the form of payment.

In the case of Stock Appreciation Rights relating to Stock Options held by optionees who are actually or potentially subject to Section 16(b) of the Exchange Act, the Committee:

(1) may require that such Stock Appreciation Rights be exercised for cash only in accordance with the applicable "window period" provisions of Rule 16b-3; and

(2) in the case of Stock Appreciation Rights relating to Nonqualified Stock Options, may provide that the amount to be paid in cash upon exercise of such Stock Appreciation Rights during a Rule 16b-3 "window period" shall be based on the Fair Market Value.

(iii) Stock Appreciation Rights shall be transferable only to permitted transferees of the underlying Stock Option in accordance with Section 5(e).

(iv) Upon the exercise of a Stock Appreciation Right, the Stock Option or part thereof to which such Stock Appreciation Right is related shall be deemed to have been exercised for the purpose of the limitation set forth in Section 3 on the number of shares of Common Stock to be issued under the Plan, but only to the extent of the number of shares covered by the Stock Appreciation Right at the time of exercise based on the value of the Stock Appreciation Right at such time.

#### **Section 7. Restricted Stock**

(a) *Administration.* Shares of Restricted Stock may be awarded either alone or in addition to other Awards granted under the Plan. The Committee shall determine the officers, employees or independent consultants to whom and the time or times at which grants of Restricted Stock will be awarded, the number of shares to be awarded to any participant (subject to the total number of shares of Common Stock reserved and available for grant pursuant to Section 3), the conditions for vesting, the time or times within which such Awards may be subject to forfeiture and any other terms and conditions of the Awards, in addition to those contained in Section 7(c).

The Committee may, prior to grant, condition vesting of Restricted Stock upon the attainment of Performance Goals. The Committee may, in addition to requiring satisfaction of Performance Goals, condition vesting upon the continued service of the participant. The provisions of Restricted Stock Awards (including the applicable Performance Goals) need not be the same with respect to each recipient.

(b) *Awards and Certificates.* Shares of Restricted Stock shall be evidenced in such manner as the Committee may deem appropriate, including book-entry registration or issuance of one or more stock certificates. Any certificate issued in respect of shares of Restricted Stock shall be registered in the name of such participant and shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Award, substantially in the following form:

"The transferability of this certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeiture) of the Hecla Mining Company 2010 Stock Incentive Plan and a Restricted Stock Agreement. Copies of such Plan and Agreement are on file at the offices of Hecla Mining Company, 6500 N. Mineral Drive, Suite 200, Coeur d'Alene, Idaho 83815-9408."

The Committee may require that the certificates evidencing such shares be held in custody by the Corporation until the restrictions thereon shall have lapsed and that, as a condition of any Award of Restricted Stock, the participant shall have delivered a stock power, endorsed in blank, relating to the Common Stock covered by such Award.

(c) *Terms and Conditions.* Shares of Restricted Stock shall be subject to the following terms and conditions:

(i) Subject to the provisions of the Plan and the restricted stock agreement referred to in Section 7(c)(vi), during the period, if any, set by the Committee, commencing with the date of such Award for which such participant's continued service is required (the "Restriction Period"), and until the later of: (A) the expiration of the Restriction Period, and (B) the date the applicable Performance Goals (if any) are satisfied, the participant shall not be permitted to sell, assign, transfer, pledge or otherwise encumber shares of Restricted Stock; provided, that the foregoing shall not prevent a participant from pledging Restricted Stock as security for a loan, the sole purpose of which is to provide funds to pay the option price for Stock Options. Within these limits, the Committee may provide for the lapse of restrictions based upon period of service in installments or otherwise and may accelerate or waive, in whole or in part, restrictions based upon period of service or upon performance; provided however, that in the case of Restricted Stock subject to Performance Goals granted to a participant who is a Covered Employee, the applicable Performance Goals have been satisfied.

(ii) Except as provided in this paragraph (ii) and Section 7(c)(i) and the restricted stock agreement, the participant shall have, with respect to the shares of Restricted Stock, all of the rights of a stockholder of the Corporation holding the class or series of Common Stock that is the subject of the Restricted Stock, including, if applicable, the right to vote the shares and the right to receive any cash dividends. If so determined by the Committee in the applicable restricted stock agreement and subject to Section 13(e) of the Plan, (A) cash dividends on the class or series of Common Stock that is the subject of the Restricted Stock Award shall be automatically deferred and reinvested in additional Restricted Stock, held subject to the vesting of the underlying Restricted Stock, or held subject to meeting Performance Goals applicable only to dividends, and (B) dividends payable in Common Stock shall be paid in the form of Restricted Stock of the same class as the Common Stock with which such dividend was paid, held subject to vesting of the underlying Restricted Stock, or held subject to meeting Performance Goals applicable only to dividends.

(iii) Except to the extent otherwise provided in the applicable restricted stock agreement and Sections 7(c)(i), 7(c)(iv) and 10(a), upon a participant's Termination of Employment for any reason during the Restriction Period or before the applicable Performance Goals are satisfied, all shares still subject to restriction shall be forfeited by the participant.

(iv) Except to the extent otherwise provided in Section 10(a), in the event that a participant incurs a Retirement or the Corporation initiates such participant's Termination of Employment (other than for Cause), the Committee shall have the discretion to waive, in whole or in part, any or all remaining restrictions (other than, in the case of Restricted Stock with respect to which a participant is a Covered Employee, satisfaction of the applicable Performance Goals unless the participant's employment is terminated by reason of death or Disability) with respect to any or all of such participant's shares of Restricted Stock.

(v) If and when any applicable Performance Goals are satisfied and the Restriction Period expires without a prior forfeiture of the Restricted Stock, unlegended certificates for such shares shall be delivered to the participant upon surrender of the legended certificates.

(vi) Each Award shall be confirmed by, and be subject to the terms of, a restricted stock agreement.



## Section 8. Performance Units

(a) *Administration.* Performance Units may be awarded either alone or in addition to other Awards granted under the Plan. The Committee shall determine the officers, employees, or independent consultants to whom and the time or times at which Performance Units shall be awarded, the number of Performance Units to be awarded to any participant (subject to the total number of shares of Common Stock reserved and available for grant pursuant to Section 3), the duration of the Award Cycle and any other terms and conditions of the Award, in addition to those contained in Section 8(b).

The Committee may condition the settlement of Performance Units upon the continued service of the participant, the attainment of Performance Goals, or both. The provisions of such Awards (including the applicable Performance Goals) need not be the same with respect to each recipient.

(b) *Terms and Conditions.* Performance Units Awards shall be subject to the following terms and conditions:

(i) Subject to the provisions of the Plan and the performance unit agreement referred to in Section 8(b)(vi), Performance Units may not be sold, assigned, transferred, pledged or otherwise encumbered during the Award Cycle. At the expiration of the Award Cycle, the Committee shall evaluate the Corporation's performance in light of the Performance Goals for such Award to the extent applicable, and shall determine the number of Performance Units granted to the participant which have been earned and the Committee may then elect to deliver: (A) a number of shares of Common Stock equal to the number of Performance Units determined by the Committee to have been earned, or (B) cash equal to the Fair Market Value of such number of shares of Common Stock to the participant.

(ii) Except to the extent otherwise provided in the applicable performance unit agreement and Sections 8(b)(iii) and 10(a), upon a participant's Termination of Employment for any reason during the Award Cycle or before any applicable Performance Goals are satisfied, the rights to the shares still covered by the Performance Units Award shall be forfeited by the participant.

(iii) Except to the extent otherwise provided in Section 10(a), in the event that a participant incurs a Retirement or the Corporation initiates such participant's Termination of Employment (other than for Cause), the Committee shall have the discretion to waive, in whole or in part, any or all remaining payment limitations (other than, in the case of Performance Units with respect to which a participant is a Covered Employee, satisfaction of any applicable Performance Goals unless the participant's employment is terminated by reason of death or Disability) with respect to any or all of such participant's Performance Units.

(iv) A participant may elect to further defer receipt of the Performance Units payable under an Award (or an installment of an Award) for a specified period or until a specified event, subject in each case to the Committee's approval and to such terms as are determined by the Committee (the "Elective Deferral Period") and, if applicable, compliance with Code Section 409A and the regulations issued under Code Section 409A. Subject to any exceptions adopted by the Committee, such election must generally be made prior to commencement of the Award Cycle for the Award (or for such installment of an Award).

(v) If and when any applicable Performance Goals are satisfied and the Elective Deferral Period expires without a prior forfeiture of the Performance Units, payment in accordance with Section 8(b)(i) hereof shall be made to the participant.

- (vi) Each Award shall be confirmed by, and be subject to the terms of, a performance unit agreement.

#### **Section 9. Restricted Stock Units**

(a) *Administration.* Restricted Stock Units may be awarded either alone or in addition to other Awards granted under the Plan. The Committee shall determine the officers, employees, or independent consultants to whom and the time or times at which Restricted Stock Units shall be awarded, the number of Restricted Stock Units to be awarded to a participant (subject to the total number of shares of Common Stock reserved and available for grant pursuant to Section 3), and any other terms and conditions of the Restricted Stock Units, in addition to those contained in Section 9(b).

(b) *Terms and Conditions.* Restricted Stock Units shall be subject to the following terms and conditions:

(i) Each Restricted Stock Unit awarded to a participant under this Plan may also be subject to such other provision as the Committee determines appropriate, including without limitation, provisions for the forfeiture of and restrictions on the sale, resale or other disposition of shares acquired under any Restricted Stock Unit, provisions giving the Corporation the right to repurchase shares acquired under any Restricted Stock Unit, and provisions to comply with federal and state securities laws, underwritings or conditions as to the participant's employment, and Code Section 409A.

(ii) No Restricted Stock Unit shall be made more than ten years after the date of the adoption of the Plan; provided, however, that the terms and conditions applicable to any Restricted Stock Unit made within such period may thereafter be amended or modified by mutual agreement between the Corporation and the participant or such other persons as may then have an interest therein.

(iii) A Restricted Stock Unit may also be granted or awarded under this Plan and considered to be authorized and unissued shares or treasury shares as provided in Section 3 of this Plan, and allocated to a participant's account under the Hecla Mining Company Key Employee Deferred Compensation Plan. Such Restricted Stock Units shall be accounted for under this Plan and shall reduce the number of shares of Common Stock reserved and available for grant or an Award under this Plan so that shares of Common Stock granted or awarded under this Plan can be used by the Corporation to satisfy the obligations of the Corporation under the Hecla Mining Company Key Employee Deferred Compensation Plan.

(iv) Restricted Stock Units may be settled in cash or Common Stock, as determined by the Committee. Restricted Stock Units shall be settled (i) no later than March 15th of the year following the year in which the Restricted Stock Unit is no longer subject to a substantial risk of forfeiture or (ii) pursuant to a participant's election to defer settlement of Restricted Stock Units under the terms and conditions of the Hecla Mining Key Employee Deferred Compensation Plan.

- (v) A holder of Restricted Stock Units shall not have voting, dividend, or dividend equivalent rights or any other rights of a shareholder.

## Section 10. Change-in-Control Provisions

(a) *Impact of Event.* For any Awards outstanding as of a Change-in-Control, either of the following provisions shall apply, depending on whether, and the extent to which, Awards are assumed, converted, or replaced by the resulting entity in the Change-in-Control, unless otherwise provided by the applicable Award agreement:

(i) To the extent such Awards are not assumed, converted, or replaced by the resulting entity in the Change-in-Control, then upon the Change-in-Control such outstanding Awards that may be exercised shall become fully exercisable, all restrictions with respect to such outstanding Awards (other than for Performance Units and other Awards for which vesting is contingent on the achievement of performance goals), shall lapse and become vested and nonforfeitable, and for any outstanding Performance Units and other Awards for which vesting is contingent on the achievement of performance goals, the target payout opportunities attainable under such Awards shall be deemed to have been fully earned as of the Change-in-Control based upon the greater of (A) an assumed achievement of all relevant performance goals at the “target” level or (B) the actual level of achievement of all relevant performance goals against target as of the Corporation’s fiscal quarter end preceding the Change-in-Control.

(ii) To the extent such Awards are assumed, converted, or replaced by the resulting entity in the Change-in-Control, if, within 24 months after the Change-in-Control, the participant has a Termination of Employment initiated by the Corporation other than for Cause (which may include a Termination of Employment initiated by the participant for “good reason” if provided in the applicable Award agreement), then such outstanding Awards that may be exercised shall become fully exercisable, all restrictions with respect to such outstanding Awards (other than for Performance Units and other Awards for which vesting is contingent on the achievement of performance goals) shall lapse and become vested and nonforfeitable, and for any outstanding Performance Units and other Awards for which vesting is contingent on the achievement of performance goals, the target payout opportunities attainable under such Awards shall be deemed to have been fully earned as of the Termination of Employment based upon the greater of: (A) an assumed achievement of all relevant performance goals at the “target” level, or (B) the actual level of achievement of all relevant performance goals against target as of the Corporation’s fiscal quarter end preceding the Change-in-Control.

Subject to Section 10(a)(i) above, in the event of a Change-in-Control, the Board may, upon at least 10 days’ advance notice to the affected persons, pay to the holders of outstanding Awards, in cash or stock, or any combination thereof, the value of such Awards based upon the price per share of Common Stock received or to be received by other stockholders of the Corporation in the event, and such Awards shall be canceled. In the case of any Stock Option or Stock Appreciation Right with an exercise price that equals or exceeds the price paid for a share of Common Stock in connection with the Change-in-Control, the Committee may cancel the Option or Stock Appreciation Right without the payment of consideration therefor.

(b) *Definition of Change-in-Control.* For purposes of the Plan, a “Change-in-Control” shall mean the happening of any of the following events:

(i) Any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) (a “Person”) becomes the “beneficial owner” (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either: (A) the then outstanding shares of common stock of the Corporation (the “Outstanding Corporation Common Stock”), or (B) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors (the “Outstanding Corporation Voting Securities”); provided, however, that for purposes of this Section 10 (b), the following acquisitions shall not constitute a “Change-in-Control”: (I) any acquisition directly from the Corporation or approved by the “Incumbent Directors” (as defined in paragraph (ii) of this subsection (b)), following which such Person owns not more than 40% of the Outstanding Corporation Common Stock or the Outstanding Corporation Voting Securities; (II) any acquisition by an underwriter temporarily holding securities pursuant to an offering of such securities; (III) any acquisition by the Corporation; (IV) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Corporation or any corporation controlled by the Corporation; (V) any acquisition pursuant to a transaction which complies with clauses (A), (B) and (C) of paragraph (iii) of this subsection (b); or

(ii) Individuals who, as of the effective date of the Plan, constitute the Board (such Board shall hereinafter be referred to as the “Incumbent Directors”) cease for any reason to constitute at least a majority of the Board; *provided however*, that any individual who becomes a director subsequent to the effective date of the Plan whose election, or nomination for election by the Corporation’s shareholders, was approved by a vote of at least a majority of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of the Corporation in which such person is named as a nominee for director, without written objection to such nomination) shall be considered as though such individual were an Incumbent Director; but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

(iii) Consummation of a reorganization, merger or consolidation (or similar corporate transaction) involving the Corporation or any of its subsidiaries, a sale or other disposition of all or substantially all of the assets of the Corporation, or the acquisition of assets or stock of another entity (a “Business Combination”), in each case, unless, immediately following such Business Combination, (A) more than 60% of, respectively, the then outstanding shares of common stock and the total voting power of (I) the corporation resulting from such Business Combination (the “Surviving Corporation”), or (II) if applicable, the ultimate parent corporation that directly or indirectly has beneficial ownership of 80% of the voting securities eligible to elect directors of the Surviving Corporation (the “Parent Corporation”), is represented by Outstanding Corporation Common Stock and Outstanding Corporation Voting Securities that were outstanding immediately prior to such Business Combination (or, if applicable, is represented by shares into which such Outstanding Corporation Common Stock or Outstanding Corporation Voting Securities, as the case may be, were converted pursuant to such Business Combination), and such beneficial ownership of common stock or voting power among the holders thereof is in substantially the same proportion as the beneficial ownership of Outstanding Corporation Common Stock and the voting power of such Outstanding Corporation Voting Securities among the holders thereof immediately prior to the Business Combination, (B) no person (other than any employee benefit plan (or related trust) sponsored or maintained by the Surviving Corporation or the Parent Corporation), is or becomes the beneficial owner, directly or indirectly, of 30% or more of the outstanding shares of common stock and the total voting power of the outstanding voting securities eligible to elect directors of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation), unless such acquisition is pursuant to a Business Combination that is an acquisition by the Corporation or a subsidiary of the Corporation of the assets or Stock of another entity that is approved by the Incumbent Directors, following which such person owns not more than 40% of such outstanding shares and voting power, and (C) at least a majority of the members of the board of directors of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation) following the consummation of the Business Combination were Incumbent Directors at the time of the Board’s approval of the execution of the initial agreement providing for such Business Combination; or

(iv) The approval by the stockholders of the Corporation of a complete liquidation or dissolution of the Corporation.

(v) Notwithstanding the foregoing, a Change-in-Control of the Corporation shall not be deemed to occur solely because any person acquires beneficial ownership of 20% or more of the Outstanding Corporation Common Stock or Outstanding Corporation Voting Securities as a result of the acquisition of Outstanding Corporation Common Stock or Outstanding Corporation Voting Securities by the Corporation which reduces the number of shares of Outstanding Corporation Common Stock or Outstanding Corporation Voting Securities; *provided*, that if after such acquisition by the Corporation such person becomes the beneficial owner of additional shares of Outstanding Corporation Common Stock or Outstanding Corporation Voting Securities that increases the percentage of Outstanding Corporation Common Stock or Outstanding Corporation Voting Securities beneficially owned by such person, a Change-in-Control of the Corporation shall then occur.

#### **Section 11. Term, Amendment and Termination**

The Plan will terminate on August 25, 2020. Under the Plan, Awards outstanding as of such date shall not be affected or impaired by the termination of the Plan.

The Board may amend, alter, or discontinue the Plan, but no amendment, alteration or discontinuation shall be made which would (i) impair the rights of an optionee under a Stock Option or a recipient of a Stock Appreciation Right, Restricted Stock Award, Performance Unit Award or Restricted Stock Unit theretofore granted or made without the optionee's or recipient's consent, except such an amendment made to cause the Plan to qualify for the exemption provided by Rule 16b-3, or (ii) disqualify the Plan from the exemption provided by Rule 16b-3. In addition, no such amendment shall be made without the approval of the Corporation's stockholders to the extent such approval is required by law or agreement.

The Committee may amend the terms of any Stock Option or other Award theretofore granted or made prospectively or retroactively, but no such amendment shall impair the rights of any holder without the holder's consent except such an amendment made to cause the Plan or Award to qualify for the exemption provided by Rule 16b-3.

Subject to the above provisions, the Board shall have authority to amend the Plan to take into account changes in law and tax and accounting rules, as well as other developments and to grant Awards which qualify for beneficial treatment under such rules without stockholder approval.

#### **Section 12. Unfunded Status of Plan**

It is intended that the Plan constitute an "unfunded" plan for incentive and deferred compensation under the Code and Title I of the Employee Retirement Income Security Act of 1974, as amended. The Committee may authorize the creation of trusts or other arrangements to meet the obligations created under the Plan to deliver Common Stock or make payments; *provided however*, that, unless the Committee otherwise determines, the existence of such trusts or other arrangements is consistent with the "unfunded" status of the Plan.

### Section 13. General Provisions

(a) The Committee may require each person purchasing or receiving shares pursuant to an Award to represent to and agree with the Corporation in writing that such person is acquiring the shares without a view to the distribution thereof. The certificates for such shares may include any legend which the Committee deems appropriate to reflect any restrictions on transfer.

Notwithstanding any other provision of the Plan or agreements made pursuant thereto, the Corporation shall not be required to issue or deliver any certificate or certificates for shares of Common Stock under the Plan prior to fulfillment of all of the following conditions:

(i) listing or approval for listing upon notice of issuance, of such shares on the New York Stock Exchange, Inc., or such other securities exchange as may at the time be the principal market for the Common Stock;

(ii) any registration or other qualification of such shares of the Corporation under any state or federal law or regulation, or maintaining in effect any such registration or other qualification which the Committee shall, in its absolute discretion upon the advice of counsel, deem necessary or advisable; and

(iii) obtaining any other consent, approval, or permit from any state or federal governmental agency which the Committee shall, in its absolute discretion after receiving the advice of counsel, determine to be necessary or advisable.

(b) Nothing contained in the Plan shall prevent the Corporation or any subsidiary or Affiliate from adopting other or additional compensation arrangements for its employees.

(c) Adoption of the Plan shall not confer upon any employee any right to continued employment, nor shall it interfere in any way with the right of the Corporation or any subsidiary or Affiliate to terminate the employment of any employee at any time.

(d) No later than the date as of which an amount first becomes includible in the gross income of the participant for federal income tax purposes with respect to any Award under the Plan, the participant shall pay to the Corporation, or make arrangements satisfactory to the Corporation regarding the payment of, any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount. Unless otherwise determined by the Corporation, withholding obligations may be settled with Common Stock, including Common Stock that is part of the Award that gives rise to the withholding requirement. The obligations of the Corporation under the Plan shall be conditional on such payment or arrangements, and the Corporation and its Affiliates shall, to the extent permitted by law, have the right to deduct any such taxes from any payment otherwise due to the participant. The Committee may establish such procedures as it deems appropriate, including making irrevocable elections, for the settlement of withholding obligations with Common Stock.

(e) Reinvestment of dividends in additional Restricted Stock at the time of any dividend payment shall only be permissible if sufficient shares of Common Stock are available under Section 3 for such reinvestment (taking into account then outstanding Stock Options and other Awards).

(f) The Committee shall establish such procedures as it deems appropriate for a participant to designate a beneficiary to whom any amounts payable in the event of the participant's death are to be paid or by whom any rights of the participant, after the participant's death, may be exercised.

(g) In the case of a grant of an Award to any employee of a Corporation subsidiary, the Corporation may, if the Committee so directs, issue or transfer the shares of Common Stock, if any, covered by the Award to the subsidiary, for such lawful consideration as the Committee may specify, upon the condition or understanding that the subsidiary will transfer the shares of Common Stock to the employee in accordance with the terms of the Award specified by the Committee pursuant to the provisions of the Plan.

(h) The Plan and all Awards made and actions taken thereunder shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to principles of conflict of laws.

(i) All awards and any amounts or benefits received or outstanding under the Plan shall be subject to potential clawback, cancellation, recoupment, rescission, payback, reduction, or other similar action in accordance with the terms or conditions of any applicable Corporation clawback or similar policy or any applicable law related to such actions, as may be in effect from time to time, including the requirements of (i) Section 304 of the Sarbanes Oxley Act and Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act; (ii) similar rules under the laws of any other jurisdiction; and (iii) any policies adopted by the Corporation to implement such requirements. By participating in the Plan, the participant shall be deemed to have acknowledged and consented to the Corporation's application, implementation, and enforcement of any applicable Corporation clawback or similar policy that may apply to the participant, whether adopted prior to or following the participant's commencement of participation in the Plan, and any provision of applicable law relating to clawback, cancellation, recoupment, rescission, payback, or reduction of compensation, and to have agreed that the Corporation may take such actions as may be necessary to effectuate any such policy or applicable law, without further consideration or action.

(j) The terms and conditions of this Section 13(j) apply notwithstanding any other terms or conditions of the Plan to the contrary. The Plan is intended to comply with Code Section 409A to the extent subject thereto, and, accordingly, to the maximum extent permitted, the Plan shall be interpreted and administered to be in compliance therewith. Any payments described in the Plan that are due within the "short-term deferral period" as defined in Code Section 409A shall not be treated as deferred compensation unless applicable laws require otherwise. For purposes of Code Section 409A, each installment payment under the Plan shall be treated as a separate payment. To the extent required to avoid accelerated taxation or tax penalties under Code Section 409A, amounts that would otherwise be payable and benefits that would otherwise be provided under the Plan during the six-month period immediately after a participant's Termination of Employment shall instead be paid on the first payroll date after the six-month anniversary of the participant's Termination of Employment (or the participant's death, if earlier). Notwithstanding anything in this Section 13(j), neither the Corporation nor the Board shall have any obligation to take any action to prevent the assessment of any additional tax or penalty on any Plan participant under Code Section 409A and neither the Corporation nor the Board shall have any liability to any participant for such tax or penalty. To the extent required to avoid accelerated taxation or tax penalties under Code Section 409A, an event shall not constitute a Change-in-Control for purposes of the payment (but not vesting) terms or conditions of any Award unless such event also constitutes a change in ownership or effective control of the Corporation or a change in the ownership of a substantial portion of the Corporation's assets within the meaning of Code Section 409A. To the extent required to avoid accelerated taxation or tax penalties under Code Section 409A, "Termination of Employment" shall mean a "separation from service" as defined under Code Section 409A and "Disability" shall mean a "disability" as defined under Code Section 409A.

**Section 14. Effective Date of Plan**

The Plan shall be effective as of August 25, 2010, the date it is approved by at least a majority of the shares of Common Stock of the Corporation present, in person, or by proxy.

HECLA MINING COMPANY

By: \_\_\_\_\_  
Phillips S. Baker, Jr.  
President and CEO

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**Section 4: EX-10.7 (EXHIBIT 10.7)**

**Exhibit 10.7**

HECLA MINING COMPANY

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**ANNUAL INCENTIVE PLAN**

**Introduction**

Effective as of July 2, 1994, Hecla Mining Company adopted the Hecla Mining Company Performance Pay Compensation Plan (the "Prior Plan"). Effective as of December 11, 2018, pursuant to action of the Board of Directors of Hecla Mining Company (the "Board"), the Prior Plan is hereby amended and restated, and is now known as the Hecla Mining Company Annual Incentive Plan and shall have the terms and conditions set forth herein (the "Plan" or "AIP").

**Purpose**

This Plan is designed to provide a significant and variable economic opportunity to selected officers and employees of the Company as a reflection of their individual and group contributions to the success of the Company.

**Definitions**

"Annual Incentive Plan Goals" shall mean the performance goals in effect for the Plan Year as recommended by management and approved by the Committee. The Committee may modify the Annual Incentive Plan Goals as it sees fit and will finally approve them to be in effect for that Performance Period. Annual Incentive Plan factors are divided into the following components, which may be modified by the Committee from time to time, including with respect to the relative weights:

- Quantitative corporate performance factors, normally comprising 50% of the overall potential Award;
- Qualitative set of goals, normally comprising 25% of the overall potential Award; and
- Discretionary factor as determined by the Committee, normally comprising 25% of the overall potential Award.

"Annual Incentive Plan Pay" or "AIP Pay" shall consist of an award from the Company payable to a participant pursuant to the terms of the Plan either in cash or in equity under one of the Company's stock plans.

"Base Salary" is the annual salary approved by the Board for Executives or by the Company for other Plan participants.

"Code" shall mean the Internal Revenue Code of 1986, as amended.

"Committee" shall mean the Compensation Committee of the Board.



"Company" shall mean Hecla Mining Company, a Delaware Corporation, and its subsidiaries.

"Disinterested Person" shall mean a member of the Board who qualifies as an "outside director" for purposes of Section 162(m) of the Code.

"Participants" shall mean eligible officers and employees who are designated by the Committee for participation in the Plan.

"Payment Date" shall mean the date following the conclusion of a particular Performance Period on which the Committee certifies that applicable AIP Goals have been satisfied and authorizes payment of corresponding AIP Pay Awards.

"Performance Period" will be determined by the Committee and normally coincides with the Company's fiscal year.

"Target Award" shall mean the percentage of each Participant's base salary that is established for achievement of target performance level in consideration of quantitative, qualitative and discretionary factors as determined by the Board. The Target Award for each plan participant will be determined by the Committee prior to each Performance Period. Participants may be awarded up to twice their Target for exceptional performance against all criteria.

#### **Administration**

The AIP shall be administered by the Committee or such other committee of the Board which is composed of not less than two Disinterested Persons, each of whom shall be appointed by and serve at the pleasure of the Board.

In administering the Plan the Committee may at its option employ compensation consultants, accountants and counsel (who may be the independent auditors, outside counsel, or compensation consultants of the Company) and other persons to assist or render advice to the Committee, all at the expense of the Company.

#### **Eligibility**

The Committee shall, in its sole discretion, determine for each Performance Period those officers and employees of the Company who shall be eligible to participate in the AIP (the "Participants") based upon such Participants' opportunity to have a substantial impact on the Company's operating results. Nothing contained in the Plan shall be construed as or be evidence of any contract or employment with any Participant for a term of any length nor shall participation in the Plan in any Performance Period by any Participant require continued participation by such Participant in any subsequent Performance Period.

### Determination of Performance Pay

The form and amount of Annual Incentive Plan Pay awarded to a Participant shall be determined by and in the discretion of the Committee. The Committee may condition the earning of AIP Pay upon the attainment of specified Performance Goals measured over a period not greater than one year relating to the Participant or the Company, or a subsidiary, division or department of the Company for or within which the Participant is primarily employed, or upon such other factors or criteria as the Committee shall determine, which Performance Goals may be different for each Participant. Annual Incentive Plan Pay payable under the Plan will consist of a cash or equity award from the Company, based upon a degree of achievement of such Performance Goals over the Performance Period.

The Committee may, in its sole discretion, increase or decrease the amount of any Annual Incentive Plan Pay payable to a Participant and may award Annual Incentive Plan Pay to Participants even though the Annual Incentive Plan Pay is not earned. Annual Incentive Plan Pay earned or otherwise awarded will be paid on the Payment Date.

### Termination of Employment

In the event that a Participant's employment with the Company terminates for any reason prior to the Payment Date, other than death or disability, such Participant shall not be eligible to receive any AIP Pay.

### Amendments and Terminations

The Board shall have the right to modify the Plan from time to time without prior approval of the Company's stockholders.

### Deferral Elections

The Participants are permitted to defer the receipt of Annual Incentive Plan Pay payable hereunder in accordance with the Company's Key Employee Deferred Compensation Plan or any similar plan or program.

HECLA MINING COMPANY

By: /s/ Phillips S. Baker, Jr.  
Phillips S. Baker, Jr.  
President and CEO

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## Section 5: EX-21 (EXHIBIT 21)

Exhibit 21

### SUBSIDIARIES<sup>1</sup>

Name	State/Country of Incorporation	Ownership Percentage
Hecla Limited	Delaware	100%
Hecla Admiralty Company	Delaware	100%
Hecla Greens Creek Mining Company	Delaware	100%
Hecla Juneau Mining Company	Delaware	100%
Hecla Alaska LLC	Delaware	100%
Hecla Canada Ltd.	Federal Canadian	100%
Hecla Silver Valley, Inc.	Delaware	100%
Mines Management, Inc.	Idaho	100%
Newhi, Inc.	Washington	100%
Montanore Minerals Corp.	Delaware	100%
Silver Hunter Mining Company	Delaware	100%
Rio Grande Silver, Inc.	Delaware	100%
Hecla MC Subsidiary, LLC	Delaware	100%
Hecla Montana, Inc.	Delaware	100%
Revett Silver Company	Montana	100%
Troy Mine Inc.	Montana	100%
RC Resources, Inc.	Montana	100%
Revett Exploration, Inc.	Montana	100%
Revett Holdings, Inc.	Montana	100%
Burke Trading Inc.	Delaware	100%
Industrias Hecla, S.A. de C.V.	Mexico	100%
Mineral Hecla, S.A. de C.V.	Mexico	100%
Hecla Quebec Inc.	Federal Canadian	100%
Klondex Mines Unlimited Liability Company	Federal Canadian	100%
Klondex Holdings (USA) Inc.	Nevada	100%
Klondex Gold & Silver Mining Co.	Nevada	100%
Klondex Midas Holdings Limited	Nevada	100%
Klondex Midas Operations Inc.	Nevada	100%
Klondex Aurora Mine Inc.	Nevada	100%
Klondex Hollister Mine Inc.	Nevada	100%

<sup>1</sup> Determined in accordance with Item 601 of Regulation S-K  
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## Section 6: EX-23.1 (EXHIBIT 23.1)

Exhibit 23.1

### Consent of Independent Registered Public Accounting Firm

Hecla Mining Company  
Coeur d'Alene, Idaho

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-209652, 333-209751, 333-227309, and 333-228616) and Form S-8 (No. 033-60095, 333-96995, 333-169030, 333-176364, 333-195019, 333-209727, and 333-218744) of Hecla Mining Company of our reports dated February 21, 2019, relating to the consolidated financial statements, and the effectiveness of Hecla Mining Company's internal control over financial reporting, which appear in this Form 10-K.

/s/ BDO USA, LLP  
Spokane, Washington  
February 21, 2019  
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## Section 7: EX-23.2 (EXHIBIT 23.2)

Exhibit 23.2

### THIRD PARTY REVIEWER CONSENT

We consent to the reference to us in the Annual Report on Form 10-K for the year ended December 31, 2018, and the Registration Statements on Form S-3 (No. 333-209751, 333-227309, 333-228616 and 333-209652) and Form S-8 (File No. 333-96995, 033-60095, 333-169030, 333-176364, 333-195019, 333-209727, and 333-218744) of Hecla Mining Company. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission.

Date: February 21, 2019

/s/ Amec Foster Wheeler E&C Services, Inc. (a Wood company)

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## Section 8: EX-23.3 (EXHIBIT 23.3)

Exhibit 23.3

### THIRD PARTY REVIEWER CONSENT

We consent to the reference to us in the Annual Report on Form 10-K for the year ended December 31, 2018, and the Registration Statements on Form S-3 (No. 333-209751, 333-227309, 333-228616 and 333-209652) and Form S-8 (File No. 333-96995, 033-60095, 333-169030, 333-176364, 333-195019, 333-209727, and 333-218744) of Hecla Mining Company. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission.

Date: February 21, 2019

/s/ Roscoe Postle Associates Inc.

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## Section 9: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

I, Phillips S. Baker, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of Hecla Mining Company;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2019

/s/ Phillips S. Baker, Jr.

Phillips S. Baker, Jr.  
President, Chief Executive Officer and Director

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## Section 10: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

### CERTIFICATIONS

I, Lindsay A. Hall, certify that:

1. I have reviewed this annual report on Form 10-K of Hecla Mining Company;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter

(the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2019

/s/ Lindsay A. Hall

Lindsay A. Hall  
Senior Vice President and Chief Financial Officer

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## Section 11: EX-32.1 (EXHIBIT 32.1)

EXHIBIT 32.1

### CERTIFICATIONS

I, Phillips S. Baker, Jr., President, Chief Executive Officer and Director of Hecla Mining Company ("Hecla"), certify that to my knowledge:

1. This annual report of Hecla on Form 10-K ("report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Hecla.

Date: February 21, 2019

/s/ Phillips S. Baker, Jr.

Phillips S. Baker, Jr.  
President, Chief Executive Officer and Director

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906 has been provided to Hecla Mining Company and will be retained by Hecla and furnished to the Securities and Exchange Commission or its staff upon request.

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The foregoing certification is being furnished in accordance with Securities and Exchange Commission Release No. 34-47551 and shall not be considered filed as part of the Form 10-K.

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## Section 12: EX-32.2 (EXHIBIT 32.2)

EXHIBIT 32.2

### CERTIFICATIONS

I, Lindsay A. Hall, Senior Vice President and Chief Financial Officer of Hecla Mining Company ("Hecla"), certify that to my knowledge:

1. This annual report of Hecla on Form 10-K ("report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Hecla.

Date: February 21, 2019

/s/ Lindsay A. Hall

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906 has been provided to Hecla Mining Company and will be retained by Hecla and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished in accordance with Securities and Exchange Commission Release No. 34-47551 and shall not be considered filed as part of the Form 10-K.

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## Section 13: EX-95 (EXHIBIT 95)

Exhibit 95

### Mine Safety Disclosures

Our mines are operated subject to the regulation of the Federal Mine Safety and Health Administration (“MSHA”), under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”). In July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) was signed into law, and amended in December 2011. When MSHA believes a violation of the Mine Act has occurred, it may issue a citation for such violation, including a civil penalty or fine, and the mine operator must abate the alleged violation.

As required by the reporting requirements of the Dodd-Frank Act, as amended, the table below presents the following information for the year ended December 31, 2018.

Mine	Section 104 S&S Citations	Section 104(b) Orders	Section 104(d) Citations and Orders	Section 110(b)(2) Violations	Section 107(a) Orders	Total Dollar Value of MSHA Assessments Proposed	Total Number Of Mining Related Fatalities	Received Notice of Pattern of Violations Under Section 104(e)	Received Notice of Potential to have Patterns Under Section 104(e)	Legal Actions Pending as of Last Day of Period	Legal Actions Initiated During Period	Legal Actions Resolved During Period
Greens Creek	13	1	3	—	—	\$25,912	—	no	no	0	1	1
Lucky Friday	2	0	0	—	—	\$9,216	—	no	no	0	0	0
Troy	1	0	0	—	—	\$256	—	no	no	0	0	0
Fire Creek	14	1	0	—	—	\$22,230	—	no	no	0	0	0
Hollister	4	0	0	—	—	\$7,311	—	no	no	0	0	0
Midas	7	0	0	—	—	\$33,229	—	no	no	0	0	0
Aurora	0	0	0	—	—	\$354	—	no	no	0	0	0

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