

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, 2017

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:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post 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 (Do not check if a smaller reporting company)
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.

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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 \$2,015,394,433 as of June 30, 2017. There were 398,527,459 shares of the registrant's Common Stock outstanding as of June 30, 2017, and 399,397,443 shares outstanding as of February 12, 2018.

Documents incorporated by reference herein:

To the extent herein specifically referenced in Part III, the information contained in the Proxy Statement for the 2018 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 2017 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 11 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 precipitate and bullion bars (doré) containing gold and silver, which are further refined before sale to precious metals traders. We are organized and managed in four segments that encompass our operating units: the Greens Creek, Lucky Friday, Casa Berardi, and San Sebastian 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 and Val d'Or, Quebec.



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.
- Continuing to optimize and improve operations at each of our units.
- 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.
- Advancing permitting of the Rock Creek and Montanore projects. We acquired Rock Creek as part of the acquisition of Revett Mining Company ("Revett") in June 2015, and we acquired Montanore through the acquisition of Mines Management, Inc. ("Mines Management") in September 2016.
- Maintaining and investing in exploration and pre-development projects in the vicinities of six mining districts and projects we believe to be under-explored and under-invested: North Idaho's Silver Valley in the historic Coeur d'Alene Mining District; our Greens Creek unit on Alaska's Admiralty Island located near Juneau; the silver-producing district near Durango, Mexico; the Abitibi region of northwestern Quebec, Canada; the Rock Creek and Montanore projects in northwestern Montana; and the Creede district of Southwestern Colorado.
- Continuing to seek opportunities to acquire and invest in mining and exploration properties and companies.

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

	Year Ended December 31,				
	2017	2016	2015	2014	2013
Net (loss) income	\$ (23,519)	\$ 69,547	\$ (86,968)	\$ 17,824	\$ (25,130)

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

- Fluctuations in prices of the metals we produce. 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:

	2017	2016	2015	2014	2013
Silver (per oz.):					
Average	\$ 17.05	\$ 17.10	\$ 15.70	\$ 19.08	\$ 23.79
High	\$ 18.56	\$ 20.71	\$ 18.23	\$ 22.05	\$ 32.23
Low	\$ 15.22	\$ 13.58	\$ 13.71	\$ 15.28	\$ 18.61
Gold (per oz.):					
Average	\$ 1,257	\$ 1,248	\$ 1,160	\$ 1,266	\$ 1,410
High	\$ 1,346	\$ 1,366	\$ 1,296	\$ 1,385	\$ 1,694
Low	\$ 1,151	\$ 1,077	\$ 1,049	\$ 1,142	\$ 1,192
Lead (per lb.):					
Average	\$ 1.05	\$ 0.85	\$ 0.81	\$ 0.95	\$ 0.97
High	\$ 1.17	\$ 1.12	\$ 0.97	\$ 1.03	\$ 1.11
Low	\$ 0.91	\$ 0.72	\$ 0.70	\$ 0.82	\$ 0.88
Zinc (per lb.):					
Average	\$ 1.31	\$ 0.95	\$ 0.88	\$ 0.98	\$ 0.87
High	\$ 1.53	\$ 1.32	\$ 1.09	\$ 1.10	\$ 0.99
Low	\$ 1.10	\$ 0.66	\$ 0.66	\$ 0.88	\$ 0.81

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, 2017, 2016 and 2015. 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, gold, zinc and lead were higher in 2017 compared to 2016, and were higher in 2016 compared to 2015. 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 lead and zinc 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, we utilize a similar program for silver and gold with the objective of managing exposure to changes in prices for those metals contained in our concentrate shipments. See *Note 10 of Notes to Consolidated Financial Statements* for more information on our base and precious metal forward contract programs.

- Cost of sales and other direct production costs of \$304.7 million in 2017, \$338.3 million in 2016, \$292.4 million in 2015, \$304.4 million in 2014 and \$235.3 million in 2013. Cost of sales and other direct production costs in 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 2017 were impacted by suspension of full production at Lucky Friday as a result of a strike, as discussed further below. During 2013, cost of sales and other direct production costs were impacted by the ramp up of production at Lucky Friday during 2013, as discussed below. See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations* for more information.
- \$17.1 million in suspension-related costs at our Lucky Friday unit in 2017, along with \$4.2 million in depreciation, depletion, and amortization, as a result of an ongoing strike by unionized employees starting in mid-March 2017 (see the *Employees* section below for more information). We recognized suspension-related income of \$1.4 million in 2013 due to the receipt of business interruption insurance proceeds related to the temporary suspension of production at Lucky Friday during most of 2012. Limited production recommenced at the Lucky Friday unit in the first quarter of 2013, and the mine resumed full production in September 2013.

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- Exploration and pre-development expenditures totaling \$29.0 million, \$17.9 million, \$22.0 million, \$19.7 million and \$37.7 million for the years ended December 31, 2017, 2016, 2015, 2014 and 2013, respectively.
- Provision for closed operations and environmental matters of \$6.7 million, \$5.7 million, \$12.2 million, \$10.1 million and \$5.4 million for the years ended December 31, 2017, 2016, 2015, 2014, and 2013, respectively.
- Net loss on base metal forward contracts of \$21.3 million in 2017, and net gains on base metal forward contracts of \$4.4 million in 2016, \$8.3 million in 2015, \$9.1 million in 2014, and \$18.0 million in 2013. These losses and gains 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 10 of Notes to Consolidated Financial Statements* for more information on our derivatives contracts.
- Our acquisition of Aurizon Mines Ltd. ("Aurizon") for \$714.5 million in June 2013, which 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. We recognized expenses relating to the Aurizon acquisition of \$26.4 million in 2013. In addition, in 2017, 2016, 2015, 2014 and 2013 we recorded interest expense related to the Senior Notes, including amortization of issuance costs, of \$35.3 million, \$20.1 million, \$22.7 million, \$24.6 million, and \$19.1 million, respectively, net of \$0.9 million, \$16.2 million, \$13.5 million, \$11.8 million and \$6.5 million, respectively, in capitalized interest primarily related to the #4 Shaft project at Lucky Friday which was completed in early 2017.
- 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 15 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. See *Note 15 of Notes to Consolidated Financial Statements* for more information.
- Foreign exchange losses in 2017 and 2016 of \$10.3 million and \$2.9 million, respectively, and gains in 2015, 2014 and 2013 of \$24.6 million, \$11.5 million and \$3.0 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.
- Income tax provisions of \$19.9 million, \$27.4 million and \$56.3 million in 2017, 2016 and 2015, respectively, and income tax benefits of \$5.2 million and \$9.8 million in 2014 and 2013, respectively. 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. See *Note 5 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, 2017, 2016 and 2015, 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 sold to a precious metal refiner. We also produce unrefined gold and silver bullion bars (doré) at Casa Berardi and San Sebastian, 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, 2017 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 in 2017.
- 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 contributions to our consolidated sales by our operating units in 2017 were 48.2% from Greens Creek, 33.3% from Casa Berardi, 14.8% from San Sebastian, and 3.8% from Lucky Friday.

The table below summarizes our production for the years ended December 31, 2017, 2016 and 2015. Zinc and lead production quantities are presented in short tons ("tons").

	Year		
	2017	2016	2015
Silver (ounces)	12,484,844	17,177,317	11,591,603
Gold (ounces)	232,684	233,929	189,327
Lead (tons)	22,733	42,472	39,965
Zinc (tons)	55,107	68,516	70,073

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, 2017, the book value of our properties, plants, equipment and mineral interests, net of accumulated depreciation, was approximately \$2.0 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, 2017, we employed 1,431 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 at our Lucky Friday unit 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. In February 2018, we reached an agreement for binding third-party arbitration with the union, subject to ratification by the union membership. If the arbitration is approved by the union members in March 2018, three arbitrators will decide on one of the following to become effective for a period of three years: 1) the contract we submitted in December 2017 as our revised last, best and final offer or 2) the terms of the collective bargaining agreement that expired in April 2016, as modified by certain changes agreed to by the union and us. It is anticipated the arbitration would be completed in May 2018. If the arbitration is not approved by the union members, we will be back at the status quo. If the arbitration is not approved, it is possible an agreement will not be reached, in which case we cannot predict what might happen next, including what actions we or the union might take in response to failing to reach an agreement.

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. 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 or 800-SEC-0330 or the SEC's Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549). 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 Business Conduct and Ethics for Directors, Officers and Employees, 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 disclosure in them. 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.

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, 2017, 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 12, 2018, the closing prices for silver, gold, lead and zinc were \$16.43 per ounce, \$1,322 per ounce, \$1.14 per pound and \$1.56 per pound, respectively.

We have had losses that could reoccur in the future.

We have had volatility in our net income (loss) reported in the last five years, as shown in *Item 6. Selected Financial Data*, including net losses of \$23.5 million in 2017, \$87.0 million in 2015 and \$25.1 million in 2013. 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. There can be no assurance 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, and 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 there were no events or changes in circumstances indicating the carrying value of our long-lived assets may not be recoverable as of December 31, 2017. However, 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.

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 prices received on the metals we produce. 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 contracts. In addition, we may experience losses if a counterparty fails to purchase under a contract when the contract price exceeds the spot price of a commodity.

More specifically, we utilize financially-settled forward contract programs to manage the exposure to changes in silver, gold, lead and zinc prices contained in our concentrate shipments between the time of sale and final settlement, and also utilize such programs to manage the exposure to changes in the prices of lead and zinc contained in our forecasted future concentrate shipments.

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. However, 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.

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See *Note 10 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;
- 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 our U.S. net deferred tax assets. Accordingly, we have applied a full valuation allowance on our U.S. net deferred tax assets as of December 31, 2017. We currently do not have valuation allowances for certain amounts related to foreign deferred tax assets, and our deferred tax assets as of December 31, 2017 were \$153.4 million, net of \$81.0 million in valuation allowances. See *Note 5 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 8 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.

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, or stope failure. Both the Lucky Friday and Casa Berardi mines have a history of ground instability 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.

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 risks 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, or pit wall 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;
- 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. There can be no assurance 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 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 11 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 there can be no assurance 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 limited production by salaried personnel commenced in July 2017. Suspension costs during the strike totaled \$17.1 million in 2017, and are combined with non-cash depreciation expense of \$4.2 million in 2017 and reported in a separate line item on our consolidated statement of operations. In February 2018, we reached an agreement for binding third-party arbitration with the union, subject to ratification by the union membership. If the arbitration is approved by the union members in March 2018, three arbitrators will decide on one of the following to become effective for a period of three years: 1) the contract we submitted in December 2017 as our revised last, best and final offer or 2) the terms of the collective bargaining agreement that expired in April 2016, as modified by certain changes agreed to by the union and us. It is anticipated the arbitration would be completed in May 2018. If the arbitration is not approved by the union members, we will be back at the status quo. We cannot predict whether the union members will approve the arbitration, the outcome of the arbitration, or how long the strike will last or whether an agreement will be reached if the arbitration is not agreed to. 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, including San Sebastian in Mexico, could be subject to disruptions or union-organizing activity due to sympathy or coordinated action with the union or striking employees at the Lucky Friday unit.

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.

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.

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.

Integration of the businesses or the properties we acquire with our existing business 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 to 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.

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, 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 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, 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 7 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. There can be no assurance 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 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 the Lucky Friday and Greens Creek mines 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 we have been accused of causing environmental damage, 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.*”

There can be no assurance 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. Although we are not currently mining on federal land, we do explore, and future mining could occur, on federal land.

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. In early, 2018, implementation of the relevant rule was suspended for two years. If these changes are ultimately implemented, they 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 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 7 of Notes to Consolidated Financial Statements*.

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.

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.

Uncertainty due to ballot initiative or related legislation regarding salmon in Alaska.

In 2017, a citizen's initiative entitled "An Act providing for protection of wild salmon and fish and wildlife habitat" was filed with the Alaska Division of Elections petitioning for a ballot initiative under Alaska's Constitution that would revise Alaska's fish habitat law. Lt. Gov. Byron Mallott rejected the proposed ballot initiative in September 2017 because he determined that it improperly appropriated a valuable public resource which the Alaska Constitution prohibits. A lawsuit challenging Lt. Gov. Mallott's decision was filed and a trial court overturned the Lt. Gov.'s decision and ordered the State to certify the petition and allow the citizens group to collect signatures in an effort to qualify the initiative for consideration by the public. The State of Alaska has appealed the trial judge's ruling to the Alaska Supreme Court which has established a briefing schedule that is anticipated to result in a ruling on whether the proposed initiative complies with the Constitution prior to the time by which the State would be required to print ballot booklets for the election at which the initiative would be considered (summer 2018). Also, under Alaska's Constitution if the state legislature adopts substantially similar legislation, the ballot initiative is rendered void.

The citizens group proposal closely resembles H.B. 199, legislation introduced during the 2017 Alaska legislative session by Rep. Louise Stutes (R-Kodiak), and would create a new multi-tiered system of permits for projects in fish habitat. Based on our review of the ballot initiative and H.B. 199, if either were adopted, "anadromous fish habitat" would be redefined to be "...a naturally occurring permanent or intermittent seasonal water body, and the bed beneath, including all sloughs, backwaters, portions of the floodplain covered by the mean annual flood, and adjacent riparian areas, that contribute, directly or indirectly, to the spawning, rearing, migration, or overwintering of anadromous fish." Major projects, including mining operations like Greens Creek, will require a Major Fish Habitat Permit in order to have adverse impacts on habitat. A Major Fish Habitat Permit, under the initiative or the statute, may not be granted if an activity will, amongst other things, "store or dispose of mining waste, including overburden, and tailings in a way that could result in the release or discharge of sulfuric acid, other acids, dissolved metals, toxic pollutants, or other compounds that will adversely affect, directly or indirectly, anadromous fish habitat, fish or wildlife species that depend on anadromous fish habitat."

At this time, we cannot determine with certainty whether the initiative or H.B.199 will be approved by the voters or enacted by the legislature in their current or a revised form; how the Alaska Supreme Court will rule on appeal; if legislation is enacted by the legislature whether it will be substantially similar to the ballot initiative; or how the initiative or H.B.199 would be applicable to Greens Creek in the future. However, tailings and waste rock at Greens Creek are currently placed in storage facilities that are located in what would be defined as "anadromous fish habitat" under the initiative, and otherwise could be impacted by H.B. 199's prohibition against any facility in defined habitat that "...necessitates water treatment, groundwater pumping, or other means of mechanical, chemical, or human intervention in perpetuity". Therefore, if either is passed, renewal of permits associated with these facilities would be difficult, if not impossible, and any future expansion of Greens Creek tailings and waste facilities could be disallowed.

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 General Mining Law of 1872 ("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. Although Revett successfully addressed most of these challenges, Revett was directed by the Montana Federal District Court in May 2010 to produce a Supplemental Environmental Impact Statement ("SEIS") to address NEPA procedural deficiencies that were identified by the court. We cannot predict how possible future challenges will be resolved. Possible new court challenges in the future to the final SEIS and ROD may delay the planned development at Rock Creek. If we are successful in completing the SEIS and defending any challenges to Rock Creek, we would still be required to comply with a number of requirements and conditions as development progresses, failing which could make us unable to continue with development activities.

A joint final Environmental Impact Statement on our Montanore project was issued in December 2015 by the USFS and Montana Department of Environmental Quality, and each agency issued a Record of Decision ("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 its 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, there are two lawsuits pending which involve potential defects in title or limiting our access to the properties comprising the Montanore project. A development or outcome from one of these or any other lawsuit could limit our ability to access, develop or operate the Montanore project.

Rock Creek and Montanore are significant projects obtained in the acquisitions of Revett and Mines Management in 2015 and 2016, respectively. However, even if Rock Creek and Montanore are permitted, there is no assurance that they will be successfully developed or operated, including, among other reasons, because financing necessary to develop the projects may be unavailable.

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 we operate in to reclaim our mining properties. The specific requirements vary among jurisdictions. 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 state 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, but in January 2017, in response to a lawsuit filed previously by several environmental organizations, the EPA proposed rules for financial assurance regulations under CERCLA governing the hard rock mining industry, which includes us. In December 2017, the EPA issued a notice of their decision not to issue final regulations for the proposed rules. However, the EPA may propose similar rules in the future, and it is uncertain how any such requirements, if adopted, would affect the amount and form of our existing and future financial assurance obligations or the extent to which they will supplement or replace state requirements. However, based on the draft of the rules proposed in January 2017, any new requirements, if adopted, may be financially material and adverse to us.

Our environmental obligations may exceed the provisions we have made.

We are subject to significant environmental obligations. At December 31, 2017, we had accrued \$86.0 million as a provision for environmental obligations. There can be no assurance that we have accurately estimated these environmental obligations, and in the future our accrual could materially change. Our environmental obligations could have a material adverse impact on our cash flows, results of operations, or financial condition. For information on our potential environmental liabilities, see *Note 4* and *Note 7* 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.

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;
- 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. There can be no assurance 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 9 of Notes to Consolidated Financial Statements for more information on our common stock dividend policy.

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From the fourth quarter of 2011 through and including the fourth quarter of 2017, 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 there can be no assurance 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 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 12, 2018 was \$3.75.

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.

Risks Relating to Our Debt

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, 2017, we had total indebtedness of approximately \$514.0 million. 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 indebtedness that could be incurred in compliance with these restrictions could be substantial. In May 2016, we entered into our senior credit facility, which allows us to draw up to \$100 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 that agreement.

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.

Any draw-downs on our \$100 million revolving credit facility would be secured debt.

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. There can be no assurance 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.

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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.

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, 2017, our non-guarantor subsidiaries represented 48% of our sales of metals and 46% of our operating expenses. As of December 31, 2017, our non-guarantor subsidiaries represented 37% of our total assets and 20% 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 \$1.0 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. There can be no assurance 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. There can be no assurance 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.

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.

Our credit ratings may not reflect all risks associated with an investment in our Senior Notes.

Credit rating agencies rate our debt securities on factors that include our results of operations, actions that we take, their view of the general outlook for our industry and their view of the general outlook for the economy. Actions taken by the rating agencies can include maintaining, upgrading, or downgrading the current rating or placing us on a watch list for possible future downgrading. At February 12, 2018, 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. In February 2016, Standard and Poor's lowered their rating of our Senior Notes from a previous "B" rating to a "B-" rating, prior to restoring it to "B" in June 2017. In January 2016, Moody's indicated that they had placed us, along with other mining companies, on review for downgrade. Downgrading the credit rating of our debt securities or placing us on a watch list for possible future downgrading would likely increase our cost of financing, limit our access to the capital markets and have an adverse effect on the market price of our securities, including our Senior Notes. We cannot be assured that our credit ratings will not be downgraded in the future.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

OPERATING PROPERTIES

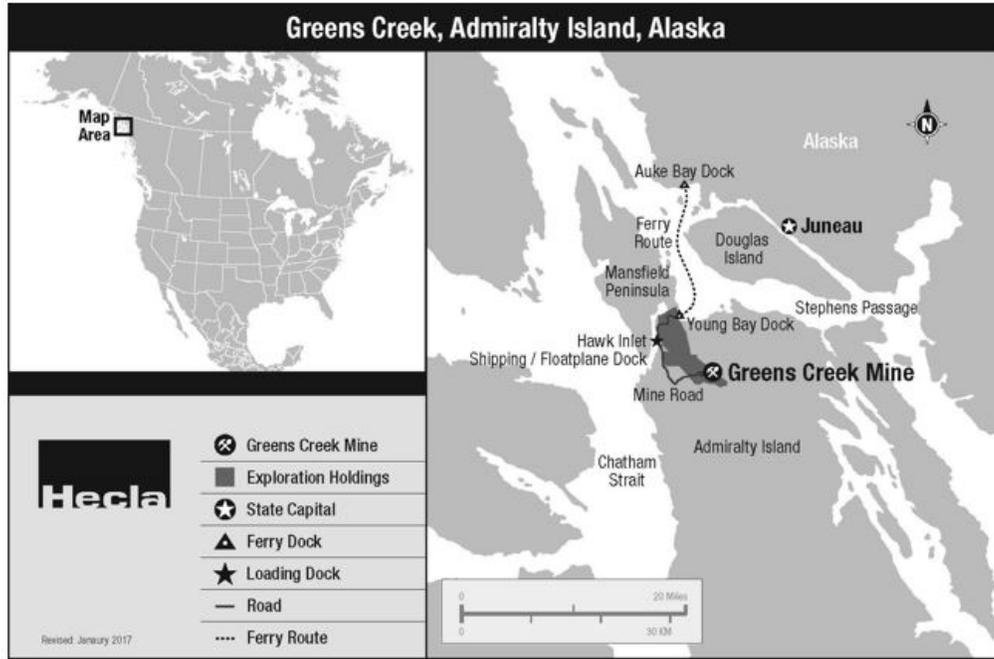
The Greens Creek Unit

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.

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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.

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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 7,500 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, 2017.

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 11 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 2017, ore was processed at an average rate of approximately 2,300 tons per day and total mill recovery was approximately 77% for silver, 86% for zinc, 79% 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.

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 423 employees at the Greens Creek unit at December 31, 2017.

Definition drilling in 2017 focused on defining mineralized material at the East, Northwest West, Southeast, West, Upper Plate 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 and West zones. While ore tonnage in the reserve did not change significantly, silver-equivalent ounces 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) as well as various design changes made to reduce dilution. Underground exploration activities at Greens Creek in 2017 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 2018 include additional drilling of the East Ore, Upper Plate, Lower Southwest and Deep 200 South zones as well as a new exploration drift in the Upper Plate. Exploration targets in 2018 are expected to include Upper Plate, Deep Southwest, and West 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. Surface exploration drilling is expected to evaluate the projections to surface of the Upper Plate and 5250 zones and the deeper, western projections of the Southwest Bench and Gallagher zones.

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As of December 31, 2017, we have recorded a \$41.7 million asset retirement obligation for reclamation and closure costs. We maintained a \$72.8 million reclamation and long-term water treatment bond for Greens Creek as of December 31, 2017. The net book value of the Greens Creek unit property and its associated plant, equipment and mineral interests was approximately \$611.0 million as of December 31, 2017.

Based on current estimates of reserves and mineralized material, the currently expected remaining mine life at Greens Creek is 10 years. Information with respect to production, 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,		
	2017	2016	2015
Production			
Ore milled (tons)	839,589	815,639	814,398
Silver (ounces)	8,351,882	9,253,543	8,452,153
Gold (ounces)	50,854	53,912	60,566
Zinc (tons)	52,547	57,729	61,934
Lead (tons)	17,996	20,596	21,617
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 201,803	\$ 191,297	\$ 195,276
Cash Cost, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$ 0.71	\$ 3.84	\$ 3.91
AISC, After By-Product Credits, per Silver Ounce ⁽¹⁾	\$ 5.76	\$ 9.42	\$ 10.08
Proven Ore Reserves ^(2,3,4,5,6,7)			
Total tons	7,200	9,100	10,100
Silver (ounces per ton)	12.2	15.5	20.8
Gold (ounces per ton)	0.09	0.09	0.12
Zinc (percent)	6.1	6.6	9
Lead (percent)	2.4	2.5	3.7
Contained silver (ounces)	88,600	140,400	209,900
Contained gold (ounces)	600	800	1,200
Contained zinc (tons)	440	600	910
Contained lead (tons)	170	230	370
Probable Ore Reserves ^(2,3,4,5,6,7)			
Total tons	7,542,500	7,585,000	7,204,100
Silver (ounces per ton)	11.9	11.7	12.3
Gold (ounces per ton)	0.10	0.09	0.09
Zinc (percent)	8.1	7.6	8.1
Lead (percent)	3.0	2.9	3.0
Contained silver (ounces)	90,130,300	88,728,600	88,522,900
Contained gold (ounces)	724,800	672,100	675,500
Contained zinc (tons)	614,390	575,530	581,730
Contained lead (tons)	224,880	217,050	218,030
Total Proven and Probable Ore Reserves ^(2,3,4,5,6,7)			
Total tons	7,549,700	7,594,100	7,214,200
Silver (ounces per ton)	11.9	11.7	12.3
Gold (ounces per ton)	0.10	0.09	0.09
Zinc (percent)	8.1	7.6	8.1
Lead (percent)	3.0	2.9	3.0
Contained silver (ounces)	90,218,900	88,869,000	88,732,800
Contained gold (ounces)	725,400	672,900	676,700
Contained zinc (tons)	614,830	576,130	582,640
Contained lead (tons)	225,050	217,280	218,400

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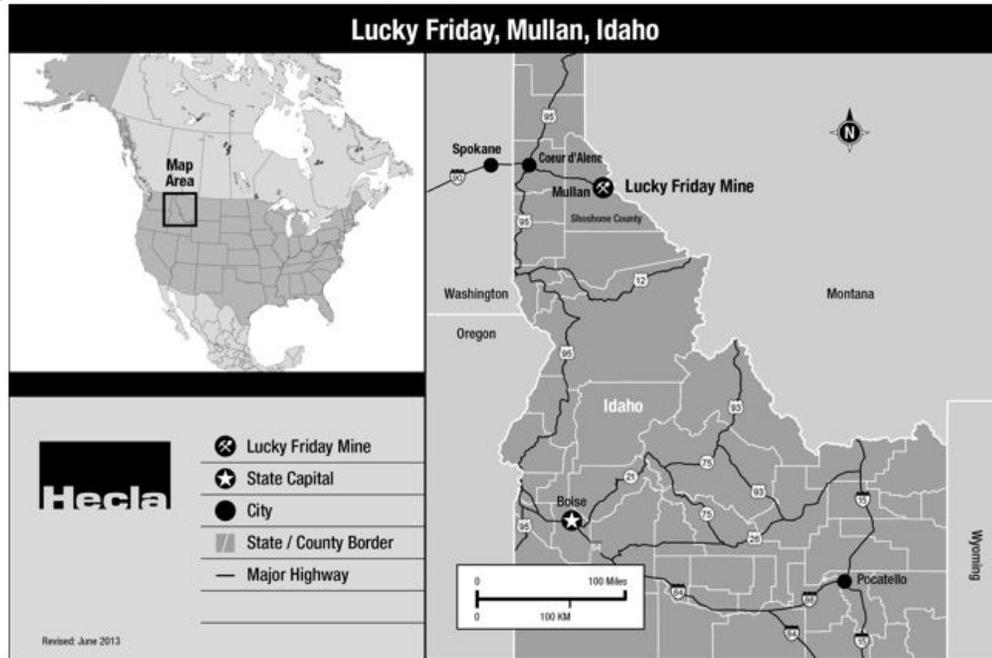
- (1) Includes by-product credits from gold, lead and zinc production. Cash Cost, After By-product Credits, Per Silver Ounce and AISC, After By-product Credits, Per Silver Ounce represent measurements that are not in accordance with GAAP that management uses to monitor and evaluate the performance of 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)*.
- (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. Our estimates of proven and probable reserves are based on the following metals prices:

	December 31,		
	2017	2016	2015
Silver (per ounce)	\$ 14.50	\$ 14.50	\$ 14.50
Gold (per ounce)	\$ 1,200	\$ 1,200	\$ 1,100
Lead (per pound)	\$ 0.90	\$ 0.90	\$ 0.90
Zinc (per pound)	\$ 1.05	\$ 1.05	\$ 0.90

- (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 2017 reserve model assumes average total mill recoveries of 77% for silver, 65% for gold, 86% for zinc and 79% for lead.
- (4) The changes in reserves in 2017 versus 2016 and 2016 versus 2015 were 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 2017 represent stockpiled ore.
- (6) Greens Creek ore reserve estimates were prepared by Paul Jensen, Chief 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.

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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.

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 we expect to begin commissioning of the machine in 2019.

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. For the two months ended February 28, 2017, production averaged 812 tons milled per day, and total mill recovery was approximately 96% for silver, 95% for lead, and 93% for zinc. The mill has operated intermittently during the strike period. 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 course 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 2017 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, 2017, an asset retirement obligation of approximately \$9.9 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.

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The net book value of the Lucky Friday unit property and its associated plant, equipment and mineral interests was approximately \$429.2 million as of December 31, 2017. The age of the facilities at Lucky Friday ranges from the 1950s to 2017.

At December 31, 2017, there were 299 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 230 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.

Exploration and definition drilling was limited during 2017 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 22 years. Information with respect to the Lucky Friday unit's production, 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.

	Years Ended December 31,		
	2017	2016	2015
Production			
Ore milled (tons)	70,718	293,875	297,347
Silver (ounces)	838,658	3,596,010	3,028,134
Lead (tons)	4,737	21,876	18,348
Zinc (tons)	2,560	10,787	8,139
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 15,107	\$ 76,210	\$ 65,222
Cash Cost, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$ 5.81	\$ 8.89	\$ 11.23
AISC, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$ 12.48	\$ 20.66	\$ 31.08
Proven Ore Reserves^(2,3,4,5,6,7)			
Total tons	4,245,800	3,307,900	3,509,800
Silver (ounces per ton)	15.4	17.5	16.5
Lead (percent)	9.6	10.4	9.8
Zinc (percent)	4.1	3.3	3.2
Contained silver (ounces)	65,448,400	57,924,800	57,960,800
Contained lead (tons)	407,520	345,360	344,610
Contained zinc (tons)	175,400	110,400	111,210
Probable Ore Reserves^(2,3,4,5,6,7)			
Total tons	1,386,600	1,541,600	1,557,100
Silver (ounces per ton)	11.4	12.9	13.3
Lead (percent)	7.6	7.9	8.0
Zinc (percent)	3.7	2.8	2.9
Contained silver (ounces)	15,815,300	19,912,100	20,720,500
Contained lead (tons)	104,720	121,640	124,950
Contained zinc (tons)	50,640	43,410	45,080
Total Proven and Probable Ore Reserves^(2,3,4,5,6,7)			
Total tons	5,632,400	4,849,500	5,066,900
Silver (ounces per ton)	14.4	16.1	15.5
Lead (percent)	9.1	9.6	9.3
Zinc (percent)	4.0	3.2	3.1
Contained silver (ounces)	81,263,700	77,836,900	78,681,300
Contained lead (tons)	512,240	467,000	469,560
Contained zinc (tons)	226,040	153,810	156,290

(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,					
	2017		2016		2015	
Silver (per ounce)	\$	14.50	\$	14.50	\$	14.50
Lead (per pound)	\$	0.90	\$	0.90	\$	0.90
Zinc (per pound)	\$	1.05	\$	1.05	\$	0.90

- (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 2017 reserve model assumes average total mill recoveries of 96% for silver, 94% for lead and 90% for zinc.
- (5) The change in reserves in 2017 from 2016 was because of inclusion of additional intermediate vein material, partially offset by depletion of the deposit through production. The change in reserves in 2016 versus 2015 was because of depletion of the deposit through production.
- (6) Lucky Friday ore reserve estimates were prepared by Terry DeVoe, Chief Geologist, and Joshua Pritts, Resource Geologist, at the Lucky Friday 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 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.

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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.

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, 2017, the claims and leases comprising part of the Casa Berardi mine have excess work credits of CAD\$46.9 million.

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:



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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.

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-sulfide 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.

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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 move forward with construction of the East Mine Crown Pillar ("EMCP") open pit, which is situated between the East Mine and West Mine. 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 has been ongoing, and the pit is currently in the third stage of development. The EMCP pit, as currently designed, is a smaller scale operation using conventional open pit mining methods, and is expected to run for approximately 5.5 years of production. The average amount of material to be moved every six months is anticipated to be approximately 190,000 to 360,000 tons of ore, with variable quantities of waste.

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.

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 CIL (carbon-in-leach) 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 2017, total mill recovery of gold was approximately 87%.

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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 2017, the mill processed approximately 805,047 tons, for an average of 3,551 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 9 years.

In-stope and definition underground drilling during 2017 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, 121 and 123 zones near the bottom of the mine and to the west (118 Zone) and east (123 Zone) of current resources identified mineralization beyond 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. Exploration drilling has identified west and northwest extensions to the proposed Principal Pit and commenced delineation of a possible open pit near the NW-SW Zone at the west end of the Mining Lease. Deep surface exploration drilling identified new high-grade mineralization at the Lower Inter.

The proposed underground in-stope and definition drilling programs for 2018 are expected to appraise the high-grade ore shoots of the 113, 118, 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, 124, 134, 152 and 160 zones and deep targets such as the Lower Inter in the west part of the Mining Lease. Surface drilling to the west of the Mining Lease (Casa West) is expected to evaluate new targets along the Casa Berardi Deformation Zone and the Lac Germain target to the east-northeast of the current Mine Lease.

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 577 employees at the Casa Berardi unit at December 31, 2017. 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 \$759.7 million as of December 31, 2017. As of December 31, 2017, we have recorded a \$6.7 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, 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 2017, 2016 and 2015 is set forth in the table below.

Production	Year Ended December 31,		
	2017	2016	2015
Ore milled (tons)	1,296,224	997,588	844,090
Gold (ounces)	156,653	145,975	127,891
Silver (ounces)	36,566	33,641	29,639
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 180,179	\$ 155,711	\$ 144,558
Cash Cost, After By-product Credits, Per Gold Ounce ⁽¹⁾	\$ 819.60	\$ 763.98	\$ 771.54
AISC, After By-product Credits, Per Gold Ounce ⁽¹⁾	\$ 1,173.82	\$ 1,244.30	\$ 1,183.96
<u>Proven Ore Reserves^(2,3,4,5,6)</u>			
Total tons	2,458,100	2,574,700	2,118,600
Gold (ounces per ton)	0.13	0.11	0.11
Contained gold (ounces)	312,200	272,200	234,300
<u>Probable Ore Reserves^(2,3,4,5,6)</u>			
Total tons	11,412,500	7,751,900	8,103,700
Gold (ounces per ton)	0.10	0.13	0.14
Contained gold (ounces)	1,181,200	1,037,100	1,097,500
<u>Total Proven and Probable Ore Reserves^(2,3,4,5,6)</u>			
Total tons	13,870,600	10,326,600	10,222,300
Gold (ounces per ton)	0.11	0.13	0.13
Contained gold (ounces)	1,493,400	1,309,300	1,331,800

- (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 0.095 and 0.105 ounces per ton for underground reserves and between 0.015 and 0.023 ounces per ton for open pit reserves. Our estimates of proven and probable reserves are based on prices of \$1,200, \$1,200 and \$1,100 per gold ounce for 2017, 2016 and 2015, respectively.

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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 2017 reserve model assumes average total mill recoveries for gold of approximately 87%.
- (5) The change in reserves in 2017 compared to 2016 was a result of inclusion of definition drilling information, offset by depletion of the deposit through production. The change in reserves in 2016 compared to 2015 was a result of depletion of the deposit through production, offset by inclusion of definition drilling information.
- (6) Casa Berardi ore reserve estimates were prepared by Sylvain Picard, Chief Geologist, and Real Parent, Senior Resource Geologist, 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:



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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.

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.

Recent exploration success on the Middle, North, and East Francine veins and completion of a Preliminary Economic Assessment lead 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 current pits concluded in December 2017. An extension of the North Vein pit is planned, with surface ore production anticipated to resume in mid-2018. 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 1,000 to 17,000 tons of ore per month over approximately 20 months, with variable quantities of waste, for total ore production of approximately 150,000 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 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.

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 from the open pits averaged approximately 395 tons per day in 2017, with recovery of approximately 95% for silver and 94% for gold. As of December 31, 2017, we have the ability to extend the lease 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.

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At December 31, 2017, the net book value of the San Sebastian unit property and its associated plant and equipment was \$13.7 million. Infrastructure includes 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, 2017, \$5.1 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.

There was a total of 53 employees at the San Sebastian unit as of December 31, 2017, 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 2017 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 Middle 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 2017 identified a new high-grade, oxide ore shoot located approximately 1,000 feet east of the East Francine Vein pit. This zone 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, we believe this area may represent an important new development for the mine.

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, like the Hugh Zone resource area, 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. Recent drilling of the Francine vein has defined significant extensions to both the east and west of the current Hugh Zone resource.

Exploration core drilling in 2018 is expected to initially concentrate on extensions to the deeper, polymetallic mineralization along the Francine and Middle veins and define shallow high-grade mineralization along northwest extensions of the North, Middle, and Professor veins. Later in 2018, drilling is expected to also follow up on shallow rotary air blast drilling of gold-silver anomalies and close-spaced DC resistivity ground geophysics in the area in which the mine (Middle and Francine) veins intersect with the southwest-trending Esperanza veins. Exploration drilling is also expected to occur in the La Roca historical mercury mining district, which is located six miles northeast of the San Sebastian mine area. La Roca displays all the geological characteristics of being at the top an exceptionally large, fully preserved epithermal vein system. Deep drilling at La Roca is expected to evaluate the potential of high-grade, precious metal-rich veins.

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Information with respect to the San Sebastian unit's production, 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.

	Year Ended December 31,		
	2017	2016	2015
Production			
Ore milled (tons)	144,197	143,267	6,602
Silver (ounces)	3,257,738	4,294,123	81,677
Gold (ounces)	25,177	34,042	870
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 23,700	\$ 31,233	\$ —
Cash Cost, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$ (3.36)	\$ (3.35)	\$ 6.71
AISC, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$ (0.26)	\$ (1.99)	\$ 11.99
Proven Ore Reserves^(2,3,4,5,6)			
Total tons	30,500	43,000	5,000
Silver (ounces per ton)	23.3	23.4	14.50
Gold (ounces per ton)	0.19	0.19	0.21
Contained silver (ounces)	711,700	1,007,800	72,300
Contained gold (ounces)	5,800	8,200	1,000
Probable Ore Reserves^(2,3,4,5,6)			
Total tons	367,500	283,300	284,100
Silver (ounces per ton)	13.1	16.2	28.0
Gold (ounces per ton)	0.10	0.10	0.22
Contained silver (ounces)	4,808,700	4,592,600	7,942,500
Contained gold (ounces)	37,000	28,500	63,000
Total Proven and Probable Ore Reserves^(2,3,4,5,6)			
Total tons	398,000	326,300	289,100
Silver (ounces per ton)	13.9	17.2	27.7
Gold (ounces per ton)	0.11	0.11	0.22
Contained silver (ounces)	5,520,400	5,600,400	8,014,800
Contained gold (ounces)	42,800	36,700	64,000

(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. The average prices used for the San Sebastian unit were:

	December 31,					
	2017		2016		2015	
Silver (per ounce)	\$	14.50	\$	14.50	\$	14.50
Gold (per ounce)	\$	1,200	\$	1,200	\$	1,100

- (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 2017 reserve model assumes average total mill recoveries of approximately 95% for silver and 94% for gold.
- (5) The decreases in silver reserves in 2017 compared to 2016 and 2016 compared to 2015, and the decrease in gold reserves in 2016 compared to 2015, were 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 ore reserve estimates were prepared by Keith Blair, Chief Resource Geologist at Hecla Limited, and reviewed by Dean McDonald, Senior Vice President of Exploration.

Item 3. Legal Proceedings

For a discussion of our legal proceedings, see *Note 7 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 12, 2018, there were 4,043 stockholders of record of our common stock. Our common stock quarterly high and low sale prices for the past two years were as follows:

	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
2017 – High	\$ 5.42	\$ 5.58	\$ 6.17	\$ 6.78
– Low	\$ 3.43	\$ 4.66	\$ 4.95	\$ 6.17
2016 – High	\$ 7.64	\$ 7.26	\$ 5.10	\$ 2.95
– Low	\$ 4.93	\$ 5.20	\$ 2.66	\$ 1.45

Quarterly dividends were paid on our Series B preferred stock for 2015, 2016 and 2017, and no dividends are in arrears.

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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, when declared. See *Note 9 of Notes to Consolidated Financial Statements* for more information on potential dividend amounts under the first component of the policy at various silver prices. The following table summarizes the quarterly common stock dividends declared by our board of directors for the years 2015, 2016 and 2017 and the first quarter of 2017:

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 17, 2015	\$—	\$0.0025	\$0.0025	\$0.9	March 2015
May 6, 2015	\$—	\$0.0025	\$0.0025	\$0.9	June 2015
August 6, 2015	\$—	\$0.0025	\$0.0025	\$0.9	September 2015
November 3, 2015	\$—	\$0.0025	\$0.0025	\$0.9	December 2015
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

Because the average realized silver price for each quarter of 2015, 2016 and 2017 was 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. We cannot pay dividends on our common stock if we fail to pay dividends on our Series B preferred stock. 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 there can be no assurance that we will continue to declare and pay common stock dividends in the future.

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The following table provides information as of December 31, 2017 regarding our compensation plans under which equity securities are authorized for issuance:

	Number of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans
Equity Compensation Plans Approved by Security Holders:			
2010 Stock Incentive Plan	—	N/A	6,866,026
Stock Plan for Non-Employee Directors	—	N/A	3,282,337
Key Employee Deferred Compensation Plan	—	N/A	540,798
Total	—	N/A	10,689,161

See *Note 8* and *Note 9* of *Notes to Consolidated Financial Statements* for information regarding the above plans.

We did not issue any unregistered equity securities in 2017.

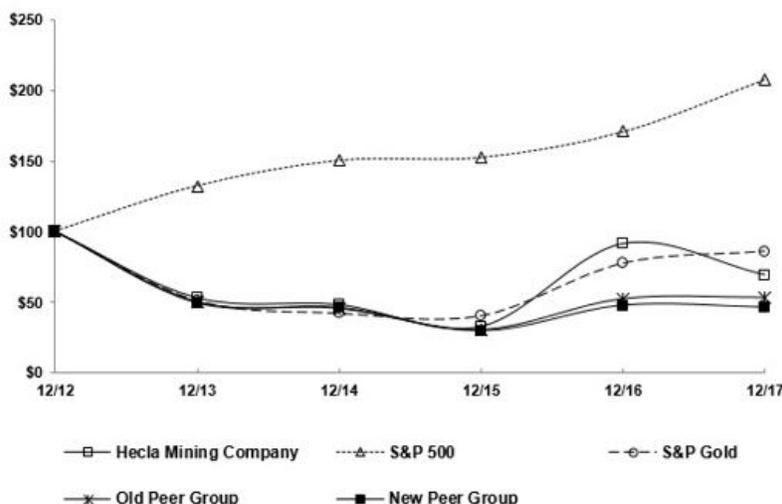
On February 26, 2016, we issued 1,826,509 unregistered shares of our common stock in private placements to the Hecla Mining Company Retirement Plan Trust and The Lucky Friday Pension Plan Trust, in order to satisfy the funding requirements for those defined benefit pension plans. The private placements 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.

On January 14, 2015, we issued 1,764,086 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 January 14, 2015. We did not receive any proceeds from the sale of the shares. The shares had a value of \$5.0 million at the time of issuance.

The following performance graph compares the performance of our common stock during the period beginning December 31, 2012 and ending December 31, 2017 to the S&P 500, the S&P 500 Gold Index, a peer group for the year ending December 31, 2017 ("New Peer Group"), and a peer group for the year ending December 31, 2016 ("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., Endeavour Silver Corp., First Majestic Silver Corp., IAMGOLD Corporation, New Gold Inc., Pan American Silver Corp., Primero Mining Corp., Royal Gold, Inc., Silver Standard Resources Inc., and Tahoe Resources Inc. The Old Peer Group did not include Eldorado Gold Corp., which was added in the New Peer Group, and included Stillwater Mining Company, which was acquired by another company during 2017. 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	2016 Old Peer Group	2017 New Peer Group
December 2012	\$ 100.00	\$ 100.00	\$ 100.00	\$ 100.00	\$ 100.00
December 2013	\$ 53.11	\$ 132.39	\$ 51.49	\$ 50.55	\$ 49.37
December 2014	\$ 48.27	\$ 150.51	\$ 42.66	\$ 45.77	\$ 46.13
December 2015	\$ 32.83	\$ 152.59	\$ 40.81	\$ 30.90	\$ 29.48
December 2016	\$ 91.24	\$ 170.84	\$ 77.58	\$ 52.58	\$ 47.69
December 2017	\$ 69.27	\$ 208.14	\$ 86.04	\$ 53.56	\$ 46.29

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, 2017.

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, 2013 through 2017, 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.

	2017 ⁽⁶⁾	2016 ⁽⁵⁾	2015	2014	2013
Sales of products	\$ 577,775	\$ 645,957	\$ 443,567	\$ 500,781	\$ 382,589
Net income (loss)	\$ (23,519)	\$ 69,547	\$ (86,968)	\$ 17,824	\$ (25,130)
Preferred stock dividends ⁽¹⁾	\$ (552)	\$ (552)	\$ (552)	\$ (552)	\$ (552)
Income (loss) applicable to common stockholders	\$ (24,071)	\$ 68,995	\$ (87,520)	\$ 17,272	\$ (25,682)
Basic income (loss) per common share	\$ (0.06)	\$ 0.18	\$ (0.23)	\$ 0.05	\$ (0.08)
Diluted income (loss) per common share	\$ (0.06)	\$ 0.18	\$ (0.23)	\$ 0.05	\$ (0.08)
EBITDA ⁽²⁾	\$ 156,302	\$ 236,184	\$ 107,316	\$ 151,532	\$ 69,130
Total assets	\$ 2,364,957	\$ 2,371,677	\$ 2,221,925	\$ 2,262,064	\$ 2,232,119
Accrued reclamation & closure costs	\$ 86,045	\$ 85,580	\$ 95,538	\$ 57,250	\$ 105,191
Non-current portion of debt and capital leases ⁽³⁾	\$ 508,422	\$ 506,817	\$ 509,040	\$ 512,129	\$ 505,058
Cash dividends paid per common share ⁽⁴⁾	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.02
Common shares issued and outstanding	399,176,425	395,286,875	378,112,840	367,376,863	342,663,381
Stockholders of record	3,784	4,197	4,392	5,571	6,435
Employees	1,431	1,396	1,404	1,354	1,312

- (1) We declared and paid all quarterly dividends on our Series B preferred shares for 2013, 2014, 2015, 2016 and 2017 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. More information can be found in *Note 6 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.

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 four 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, and the San Sebastian operating unit in Durango, Mexico. 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 2017, we

- Reported sales of products of \$577.8 million, which was the second highest in our history, after our record set in 2016, in spite of a strike at our Lucky Friday unit during most of the year.
- Achieved silver production that was the second highest in our history after our record set in 2016, in spite of the ongoing strike at Lucky Friday. Gold production was the third highest in our history, primarily as a result of higher throughput at Casa Berardi and continued production at San Sebastian.
- Generated \$115.9 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 there.
- Continued to realize excellent operating results and substantially completed underground development at our San Sebastian unit, allowing us to begin underground production there in January 2018 (discussed further below).
- Made capital expenditures (including lease additions, capitalized interest, and other non-cash items) of approximately \$106.3 million, including \$50.7 million at Casa Berardi, \$35.3 million at Greens Creek, \$11.2 million at San Sebastian, and \$6.3 million at Lucky Friday.
- Increased overall proven and probable reserves at December 31, 2017, with reserves for silver, gold, zinc and lead increasing by 3%, 12%, 15% and 8%, respectively, compared to their levels in 2016. The reserves for all metals except zinc represent the highest levels 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, British Columbia, Quebec and Mexico.
- Achieved the above milestones while maintaining a cash and short-term investments balance of \$219.9 million as of December 31, 2017, an increase of \$21.0 million during the year.

The realized silver, gold, lead and zinc prices increased to \$17.23, \$1,261, \$1.06 and \$1.32, respectively, in 2017, from average realized prices of \$17.16 for silver, \$1,245 for gold, \$0.85 for lead, and \$0.95 for zinc in 2016. Average realized prices for all four metals were higher in 2017 and 2016 compared to their annual averages in 2015, which were \$15.57 for silver, \$1,150 for gold, \$0.83 for lead, and \$0.86 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, 2017, 2016 and 2015.

Key Issues

We intend to achieve our long-term strategy of increasing production and expanding our proven and probable reserves through development and exploration, as well as by acquisitions. 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.

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. The acquisition was partially funded by \$490 million in net proceeds from our issuance of Senior Notes in April 2013 (see *Note 6 of Notes to Consolidated Financial Statements*). 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 acquisition of Aurizon and the related debt; however, a number of factors could impact our ability to meet the debt obligations and fund our other projects.

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 15 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 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.

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 \$100 million revolving credit agreement under which \$97 million was available as of the filing date of this report.

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 limited underground ore production to begin in January 2018. See the *San Sebastian Segment* section below for more information. We generated positive cash flows at San Sebastian in 2016 and 2017, 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.

Unionized employees at our Lucky Friday unit, our only operation where some of our employees are subject to a collective bargaining agreement, went on strike in mid-March 2017, and have been on strike since that time. Production has been limited at Lucky Friday during the strike period. See the *Lucky Friday Segment* section below for more information. In February 2018, we reached an agreement for binding third-party arbitration with the union, subject to ratification by the union membership. We cannot predict whether the union members will approve the arbitration, the outcome of the arbitration, or how long the strike will last or whether an agreement will be reached if the arbitration is not agreed to. 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, including San Sebastian in Mexico, could be subject to disruptions or union-organizing activity due to sympathy or coordinated action with the union or striking employees at the Lucky Friday unit.

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 for mine safety and emergency preparedness. We work to address issues outlined in MSHA's 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 we face is the risk associated with environmental matters and ongoing reclamation activities. As described in *Risk Factors* and *Note 7 of Notes to Consolidated Financial Statements*, it is possible that our estimate of these liabilities (and other liabilities) 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 as favorable terms 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, 2017, 2016 and 2015 were as follows:

(in thousands)	Year Ended December 31,		
	2017	2016	2015
Silver	\$ 194,813	\$ 274,438	\$ 158,371
Gold	277,421	276,630	205,216
Lead	37,995	63,942	55,380
Zinc	104,023	95,058	85,290
Less: Smelter and refining charges	(36,477)	(64,111)	(60,690)
Sales of products	<u>\$ 577,775</u>	<u>\$ 645,957</u>	<u>\$ 443,567</u>

The fluctuations in sales for 2017 compared to 2016 and 2015 were primarily due to:

- Lower quantities of silver, gold, lead and zinc sold in 2017 compared to 2016 due to lower production of those metals. We also sold less lead and zinc in 2017 compared to 2015, but silver and gold sales quantities were higher in 2017 compared to 2015. See *The Greens Creek Segment*, *The Lucky Friday Segment*, *The Casa Berardi Segment*, and *The San Sebastian 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,		
		2017	2016	2015
Silver -	Ounces produced	12,484,844	17,177,317	11,591,603
	Payable ounces sold	11,308,958	15,997,087	10,171,896
Gold -	Ounces produced	232,684	233,929	189,327
	Payable ounces sold	219,929	222,105	178,400
Lead -	Tons produced	22,733	42,472	39,965
	Payable tons sold	17,960	37,519	33,409
Zinc -	Tons produced	55,107	68,516	70,073
	Payable tons sold	39,335	49,802	49,831

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, gold, lead and zinc prices for 2017 that were higher than 2016 and 2015. These price variances are illustrated in the table below.

		Average price for the year ended December 31,					
		2017		2016		2015	
Silver —	London PM Fix (\$/ounce)	\$	17.05	\$	17.10	\$	15.70
	Realized price per ounce		17.23		17.16		15.57
Gold —	London PM Fix (\$/ounce)		1,257		1,248		1,160
	Realized price per ounce		1,261		1,245		1,150
Lead —	LME Final Cash Buyer (\$/pound)		1.05		0.85		0.81
	Realized price per pound		1.06		0.85		0.83
Zinc —	LME Final Cash Buyer (\$/pound)		1.31		0.95		0.88
	Realized price per pound		1.32		0.95		0.86

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 2017, we recorded net positive price adjustments to provisional settlements of \$0.7 million compared to net negative price adjustments to provisional settlements of \$0.9 million in 2016 and net positive adjustments of \$0.6 million in 2015. 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 10 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, 2017, we reported a loss applicable to common stockholders of \$24.1 million compared to income of \$69.0 million in 2016 and a loss of \$87.5 million in 2015. The following factors contributed to those differences:

- Net mark-to-market loss on base metal forward contracts of \$21.3 million in 2017 compared to net gains of \$4.4 million in 2016 and \$8.3 million in 2015. These losses and gains 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.
- Lucky Friday suspension costs of \$17.1 million in 2017. These costs, along with \$4.2 million in non-cash depreciation expense, were incurred during the suspension of full production resulting from the strike, which started in March 2017.
- Net foreign exchange loss of \$10.3 million in 2017 compared to a loss of \$2.9 million in 2016 and a gain of \$24.6 million in 2015. As discussed in *Note 10 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.
- Interest expense, net of amounts capitalized, of \$38.0 million in 2017 compared to \$21.8 million in 2016 and \$25.4 million in 2015. 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 6 and 16 of Notes to Consolidated Financial Statements*). The increase in 2017 was 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 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.

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- Exploration and pre-development expense increased to \$29.0 million in 2017 from \$17.9 million in 2016 and \$22.0 million in 2015. Our activity in 2017 included a continuation of extensive exploration work at our Greens Creek unit, on our land package near Durango, Mexico, and at the Casa Berardi mine and other projects on our land packages near our Lucky Friday mine in Idaho, and in Quebec and British Columbia, Canada. "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 in 2016 and 2017 was primarily related to advancement of our Montanore and Rock Creek projects.
- Research and development expense of \$3.3 million in 2017 compared to \$0.2 million in 2016, with no amount incurred in 2015, related to evaluation and development of technologies that would be new to our operations.
- Gross profit at our San Sebastian unit in 2017 of \$62.1 million compared to \$82.7 million in 2016, with no profit or loss reported there in 2015 as metal sales commenced there in the first quarter of 2016. Gross profit at Lucky Friday of \$6.4 million in 2017 was lower than gross profit of \$18.3 million in 2016, but higher than gross profit of \$1.1 million in 2015. At Casa Berardi, gross profit of \$12.0 million in 2017 was lower than \$21.4 million in 2016, but higher than \$4.9 million in 2015. Gross profit at Greens Creek in 2017 of \$76.5 million was higher than \$69.1 million in 2016 and \$32.6 million in 2015. See the *Greens Creek Segment*, *Lucky Friday Segment*, *Casa Berardi Segment*, and *San Sebastian Segment* sections below.
- Provision for closed operations and environmental matters increased to \$6.7 million in 2017 from \$5.7 million in 2016, but was lower than the \$12.2 million in 2015. The 2015 provision includes a net \$8.7 million charge for potentially resolving the exposure to liability at the South Dakota and Colorado Superfund Sites Related to CoCa Mines, Inc., which is in addition to \$1.2 million in charges recognized in prior years.
- Reclassifications of \$1.0 million and \$3.0 million in unrealized losses on certain marketable securities from other comprehensive income to current earnings in 2016 and 2015, respectively. The losses were recognized in current earnings in each period because the securities were deemed to be other than temporarily impaired.
- Costs related to the acquisition of Mines Management of \$2.7 million in 2016 and the acquisition of Revett of \$2.2 million in 2015.
- General and administrative costs, which decreased to \$35.6 million in 2017 from \$45.0 million in 2016, but were higher than the \$34.2 million in 2015, primarily due to differences in incentive compensation.
- Gain on disposition of properties, plants, equipment, and mineral interests of \$6.0 million in 2017 compared to a gain of \$0.1 million in 2016 and a loss of \$0.4 million in 2015. The gain in 2017 included \$7.7 million in insurance proceeds related to the collapse of the mill building at the Troy mine in February 2017 due to snow.
- Income tax provision of \$19.9 million in 2017 compared to \$27.4 million in 2016 and \$56.3 million in 2015. 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. The provision in 2015 is primarily the result of an increase in the valuation allowance for U.S. deferred tax assets, partially offset by a decrease in the valuation allowance for Mexican deferred tax assets. See *Corporate Matters* and *Note 5 of Notes to Consolidated Financial Statements* for more information.

Greens Creek Segment

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

	Years Ended December 31,		
	2017	2016	2015
Sales	\$ 278,297	\$ 260,446	\$ 227,833
Cost of sales and other direct production costs	(145,475)	(138,075)	(137,534)
Depreciation, depletion and amortization	(56,328)	(53,222)	(57,742)
Cost of sales and other direct production costs and depreciation, depletion and amortization	(201,803)	(191,297)	(195,276)
Gross Profit	\$ 76,494	\$ 69,149	\$ 32,557
Tons of ore milled	839,589	815,639	814,398
Production:			
Silver (ounces)	8,351,882	9,253,543	8,452,153
Gold (ounces)	50,854	53,912	60,566
Zinc (tons)	52,547	57,729	61,934
Lead (tons)	17,996	20,596	21,617
Payable metal quantities sold:			
Silver (ounces)	7,384,596	8,244,723	7,384,657
Gold (ounces)	42,222	47,015	48,325
Zinc (tons)	37,648	40,817	44,492
Lead (tons)	14,182	16,795	17,553
Ore grades:			
Silver ounces per ton	12.88	14.55	13.50
Gold ounces per ton	0.09	0.10	0.11
Zinc percent	7.25	8.08	8.74
Lead percent	2.72	3.11	3.30
Mining cost per ton	\$ 70.86	\$ 69.48	\$ 71.50
Milling cost per ton	\$ 32.38	\$ 31.99	\$ 30.32
Cash Cost, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$ 0.71	\$ 3.84	\$ 3.91
AISC, After By-Product Credits, per Silver Ounce ⁽¹⁾	\$ 5.76	\$ 9.42	\$ 10.08

(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 \$7.4 and \$44.0 million increases in gross profit for 2017 compared to 2016 and 2015, respectively, were due to higher average realized silver, gold, zinc and lead prices, partially offset by reduced metal production due to lower ore grades and additional costs due to more tons milled. Average realized prices for gold, zinc and lead for 2017 were higher than in 2016 by 1%, 39% and 25%, respectively, and higher than in 2015 by 9%, 53% and 28%, respectively. Average realized silver prices for 2017 were also slightly higher than in 2016, and higher by 11% compared to 2015.

Gross profit was also impacted by positive price adjustments to revenues of \$0.6 million in 2017, negative price adjustments of \$0.8 million in 2016 and positive price adjustments of \$0.5 million in 2015. Price adjustments to revenues result from changes in metals prices between transfer of title of concentrates to buyers and final settlements during the period. The price adjustments related to silver, gold, zinc and lead contained in concentrate shipments were net of gains and losses on forward contracts for those metals for each period. The price adjustments and gains and losses on forward contracts discussed above are included in sales.

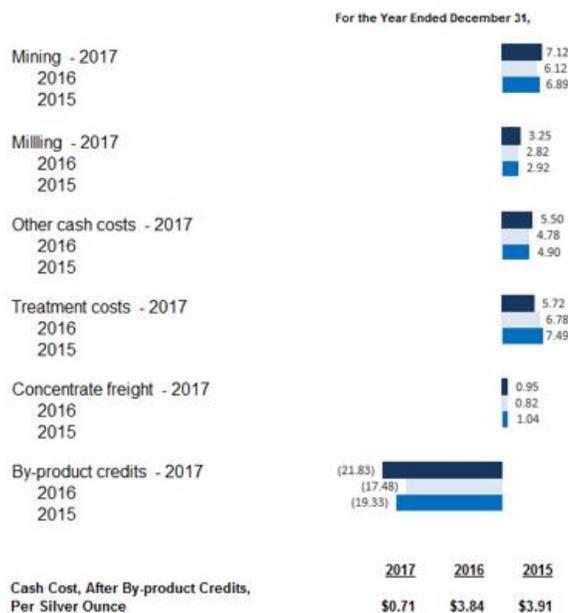
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Depreciation, depletion and amortization expense for 2017 was 6% higher compared to 2016 and 2% lower compared to 2015. The increase compared to 2016 was due to the timing of concentrate sales and the addition of depreciable assets. The decrease compared to 2015 was due primarily to the effect on units-of-production depreciation of an increase in the estimated life of mine.

The Greens Creek operation is partially powered by diesel generators, and production costs have historically been affected by fluctuations in fuel prices and hydroelectric power availability. Installed infrastructure allows hydroelectric power to be supplied to Greens Creek by Alaska Electric Light and Power (AEL&P) via a submarine cable from North Douglas Island, near Juneau, to Admiralty Island, where Greens Creek is located. This has reduced production costs at Greens Creek to the extent power has been available. During 2017, 2016 and 2015, Greens Creek received approximately 95%, 94% and 96%, respectively, of its electricity from hydroelectric power from AEL&P due to higher precipitation levels in southeastern Alaska. When weather conditions are not favorable to maintain lake water levels, the mine relies on diesel generated power. Fuel costs were approximately \$3.6 million (3% of total production costs) at Greens Creek in 2017 compared to \$3.3 million (3% of production costs) in 2016 and \$4.7 million (4% of production costs) in 2015. The cost of hydroelectric power was \$11.6 million (9% of production costs) in 2017, \$8.4 million (7% of production costs) in 2016, and \$7.3 million (6% of production costs) in 2015. The increase in cost of hydroelectric power in 2017 compared to 2016 and 2015 is the result of a price increase per kwh purchased from \$0.10 to \$0.16 in September 2016, as well as an increase in kilowatt hours purchased.

Mining costs per ton increased in 2017 by 2% compared to 2016 and were relatively unchanged compared to 2015. The higher mining costs were primarily the result of higher maintenance and power costs, offset by an increase in tons milled. Milling costs per ton increased 1% and 7% compared to 2016 and 2015, respectively due primarily to higher power costs.

The chart below illustrates the factors contributing to the variances in Cash Cost, After By-product Credits, Per Silver Ounce for 2017 compared to 2016 and 2015:



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

	Years Ended December 31,		
	2017	2016	2015
Cash Cost, Before By-product Credits, per Silver Ounce	\$ 22.54	\$ 21.32	\$ 23.24
By-product credits per silver ounce	(21.83)	(17.48)	(19.33)
Cash Cost, After By-product Credits, per Silver Ounce	<u>\$ 0.71</u>	<u>\$ 3.84</u>	<u>\$ 3.91</u>

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

	Years Ended December 31,		
	2017	2016	2015
AISC, Before By-product Credits, per Silver Ounce	\$ 27.59	\$ 26.90	\$ 29.41
By-product credits per silver ounce	(21.83)	(17.48)	(19.33)
AISC, After By-product Credits, per Silver Ounce	<u>\$ 5.76</u>	<u>\$ 9.42</u>	<u>\$ 10.08</u>

Cash Costs, After By-product Credits, per Silver Ounce were lower in 2017 compared to 2016 and 2015 primarily due to higher by-product credits, partially offset by lower silver production. The decrease in AISC, After By-product Credits, per Silver Ounce is primarily due to the same factors, along with lower capital spending.

Mining and Milling costs increased in 2017 compared to 2016 and 2015 on a per-ounce basis due primarily to lower silver production resulting from reduced silver grades, as well as higher production costs year over year.

Other costs for 2017 were higher compared to 2016 and 2015 due to the effect of lower silver production.

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Treatment costs were lower in 2017 compared to 2016 and 2015 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 2017 compared to 2016 and 2015 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. The differences in payable quantities sold for 2017 compared to 2016 and 2015 were due mainly to timing of concentrate shipments.

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 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, 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 2016, we revised our asset retirement obligation ("ARO") to reflect estimated undiscounted costs of approximately \$100.1 million and expected timing of expenditures. This resulted in a decrease to the ARO asset and liability of \$5.0 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,					
	2017		2016		2015	
Sales	\$	21,555	\$	94,479	\$	66,302
Cost of sales and other direct production costs		(12,660)		(64,400)		(53,960)
Depreciation, depletion and amortization		(2,447)		(11,810)		(11,262)
Cost of sales and other direct production costs and depreciation, depletion and amortization		(15,107)		(76,210)		(65,222)
Gross profit	\$	6,448	\$	18,269	\$	1,080
Tons of ore milled		70,718		293,875		297,347
Production:						
Silver (ounces)		838,658		3,596,010		3,028,134
Lead (tons)		4,737		21,876		18,348
Zinc (tons)		2,560		10,787		8,139
Payable metal quantities sold:						
Silver (ounces)		672,421		3,433,618		2,759,114
Lead (tons)		3,779		20,724		15,856
Zinc (tons)		1,688		8,985		5,339
Ore grades:						
Silver ounces per ton		12.38		12.69		10.68
Lead percent		7.10		7.78		6.55
Zinc percent		4.01		3.92		2.98
Mining cost per ton	\$	106.75	\$	98.12	\$	89.69
Milling cost per ton	\$	21.71	\$	24.08	\$	21.51
Cash Cost, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$	5.81	\$	8.89	\$	11.23
AISC, After By-product Credits, Per Silver Ounce ⁽¹⁾	\$	12.48	\$	20.66	\$	31.08

(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 2017 compared to 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. Although there was limited concentrate production since the start of the strike, we opted to defer shipments until some of the stockpiled concentrates were shipped in December 2017. Silver and lead production was also impacted by lower ore grades in the first quarter of 2017. These factors were partially offset by higher average silver, lead and zinc prices during the first quarter, prior to the start of the strike. The increase in gross profit in 2017 compared to 2015 was due to higher average silver, lead and zinc prices and higher ore grades. The lower grades in 2015 were a result of failure of the underground booster fan, which reduced the ventilation capacity of the mine, leading to the temporary closure of a higher-grade production stope. Production during most of the third quarter of 2015 came from lower grade material until the fan was replaced and other ventilation infrastructure completed.

Gross profit was also impacted by depreciation expense, which decreased in 2017 by 79% and 78% compared to 2016 and 2015, respectively, due to the lower sales volume in 2017.

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Mining costs per ton increased in 2017 by 9% and 19% compared to 2016 and 2015, respectively, with the increase due to lower ore production as a result of the strike discussed below. Milling costs per ton in 2017 were 10% lower compared to 2016 and 1% higher than in 2015. Mining and milling cost per ton for 2017 are not indicative of future operating results under full production, as there was reduced mill throughput during the year. The mill was idle during the strike in 2017, and only operated when the limited mine production provided a sufficient ore stockpile. In addition, 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, Cash Cost, After By-product Credits, per Silver Ounce, and AISC, After By-product Credits, per Silver Ounce for 2017.

The chart below illustrates the factors contributing to the variances in Cash Cost, After By-product Credits, Per Silver Ounce for 2017, 2016 and 2015:



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

	Year ended December 31,		
	2017	2016	2015
Cash Cost, Before By-product Credits, per Silver Ounce	\$ 22.83	\$ 23.00	\$ 23.79
By-product credits per silver ounce	(17.02)	(14.11)	(12.56)
Cash Cost, After By-product Credits, per Silver Ounce	5.81	8.89	11.23

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

	Years Ended December 31,		
	2017	2016	2015
AISC, Before By-product Credits, per Silver Ounce	\$ 29.50	\$ 34.77	\$ 43.64
By-product credits per silver ounce	(17.02)	(14.11)	(12.56)
AISC, After By-product Credits, per Silver Ounce	12.48	20.66	31.08

The decrease in Cash Cost, After By-product Credits, per Silver Ounce for 2017 compared to 2016 and 2015 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.

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Mining costs per ounce increased in 2017 compared to 2016 and 2015 as a result of lower silver production. Milling and other cash costs per ounce decreased in 2017 compared to 2016 and 2015, 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 and 2015 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.

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.

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 we expect to begin commissioning of the machine in 2019.

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. 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. Salaried personnel have continued to perform limited production and capital improvements, which are expected to include development in preparation for arrival of the RVM in 2019. Suspension costs during the strike totaled \$17.1 million in 2017, which are combined with non-cash depreciation expense of \$4.2 million in a separate line item on our consolidated statement 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. In February 2018, we reached an agreement for binding third-party arbitration with the union, subject to ratification by the union membership. If the arbitration is approved by the union members in March 2018, three arbitrators will decide on one of the following to become effective for a period of three years: 1) the contract we submitted in December 2017 as our revised last, best and final offer or 2) the terms of the collective bargaining agreement that expired in April 2016, as modified by certain changes agreed to by the union and us. It is anticipated the arbitration would be completed in May 2018. If the arbitration is not approved by the union members, we will be back at the status quo. We cannot predict whether the union members will approve the arbitration, the outcome of the arbitration, or how long the strike will last or whether an agreement will be reached if the arbitration is not agreed to. 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.

See *Note 7 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)

	Years Ended December 31,		
	2017	2016	2015
Sales	\$ 192,165	\$ 177,143	\$ 149,432
Cost of sales and other direct production costs	(125,585)	(108,399)	(100,884)
Depreciation, depletion and amortization	(54,594)	(47,312)	(43,674)
Cost of sales and other direct production costs and depreciation, depletion and amortization	(180,179)	(155,711)	(144,558)
Gross profit	\$ 11,986	\$ 21,432	\$ 4,874
Tons of ore milled	1,296,224	997,588	844,090
Production:			
Gold (ounces)	156,653	145,975	127,891
Silver (ounces)	36,566	33,641	29,639
Payable metal quantities sold:			
Gold (ounces)	152,292	142,736	130,075
Silver (ounces)	35,191	32,957	28,125
Ore grades:			
Gold ounces per ton	0.139	0.167	0.174
Silver ounces per ton	0.03	0.04	0.04
Mining cost per ton	\$ 56.39	\$ 89.25	\$ 94.51
Milling cost per ton	\$ 16.10	\$ 18.64	\$ 19.35
Cash Cost, After By-product Credits, per Gold Ounce ⁽¹⁾	\$ 819.60	\$ 763.98	\$ 771.54
AISC, After By-product Credits, per Gold Ounce ⁽¹⁾	\$ 1,173.82	\$ 1,244.30	\$ 1,183.96

(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 decreased in 2017 compared to 2016 primarily due to lower ore grades and higher stripping costs in the first half of the year, partially offset by higher ore throughput and higher average gold prices. Gross profit for 2017 was higher than in 2015 primarily due to higher gold production as a result of increased mill throughput and higher average gold prices. The lower grades in 2017 were due to the addition of production from the East Mine Crown Pillar ("EMCP") pit, which commenced in July 2016, and underground mine sequencing. The increase in ore throughput was also a result of the addition of the EMCP pit.

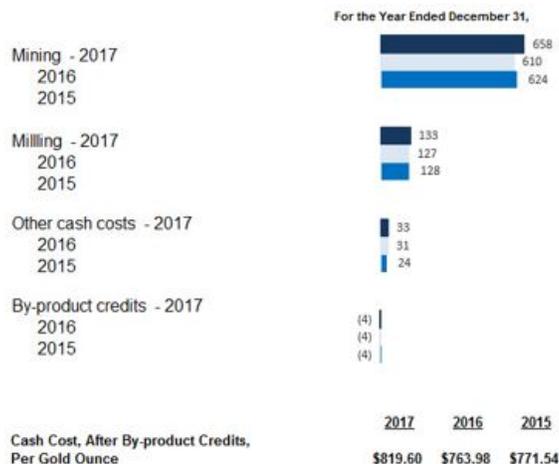
Gross profit for each year was also affected by depreciation expense, which increased in 2017 by 15% and 25% compared to 2016 and 2015, respectively, due to an increase in assets placed in service and the impact of higher throughput on units-of-production depreciation.

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Mining costs per ton for 2017 were 37% lower than in 2016 and 40% lower than in 2015. The decrease is primarily due to higher ore production, partially offset by stripping costs incurred for the EMCP pit starting in the third quarter of 2016 as discussed below.

Milling costs per ton decreased by 14% in 2017 compared to 2016 and by 17% compared to 2015 mainly due to higher ore production.

The chart below illustrates the factors contributing to Cash Cost, After By-product Credits, Per Gold Ounce for 2017, 2016 and 2015:



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

	Year Ended December 31,		
	2017	2016	2015
Cash Cost, Before By-product Credits, per Gold Ounce	\$ 824	\$ 768	\$ 775
By-product credits per gold ounce	(4)	(4)	(4)
Cash Cost, After By-product Credits, per Gold Ounce	\$ 820	\$ 764	\$ 771

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

	Years Ended December 31,		
	2017	2016	2015
AISC, Before By-product Credits, per Gold Ounce	\$ 1,178	\$ 1,248	\$ 1,188
By-product credits per gold ounce	(4)	(4)	(4)
AISC, After By-product Credits, per Gold Ounce	\$ 1,174	\$ 1,244	\$ 1,184

The increase in Cash Cost, After By-product Credits, per Gold Ounce for 2017 compared to 2016 and 2015 was primarily the result of higher stripping costs in the first half of the year, partially offset by higher gold production. AISC, After By-product Credits, per Gold Ounce was lower for 2017 compared to 2016 and 2015 due to lower capital spending and higher gold production, partially offset by increased stripping in the first half of the year.

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.

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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,		
	2017	2016	2015 ⁽¹⁾
Sales	\$ 85,758	\$ 113,889	\$ —
Cost of sales and other direct production costs	(21,007)	(27,451)	—
Depreciation, depletion and amortization	(2,693)	(3,782)	—
Cost of sales and other direct production costs and depreciation, depletion and amortization	(23,700)	(31,233)	—
Gross profit	<u>\$ 62,058</u>	<u>\$ 82,656</u>	<u>\$ —</u>
Tons of ore milled	144,197	143,267	6,602
Production:			
Silver (ounces)	3,257,738	4,294,123	81,677
Gold (ounces)	25,177	34,042	870
Payable metal quantities sold:			
Silver (ounces)	3,216,750	4,285,788	—
Gold (ounces)	25,415	32,354	—
Ore grades:			
Silver ounces per ton	23.91	31.94	13.70
Gold ounces per ton	0.185	0.254	0.148
Mining cost per ton	\$ 36.77	\$ 75.46	\$ 129.91
Milling cost per ton	\$ 67.52	\$ 69.12	\$ 44.76
Cash Cost, After By-product Credits, per Silver Ounce ⁽²⁾	\$ (3.36)	\$ (3.35)	\$ 6.71
AISC, After By-product Credits, per Silver Ounce ⁽²⁾	\$ (0.26)	\$ (1.99)	\$ 11.99

(1) Ore was processed for 22 days in December 2015, with the first metal sales occurring in early 2016.

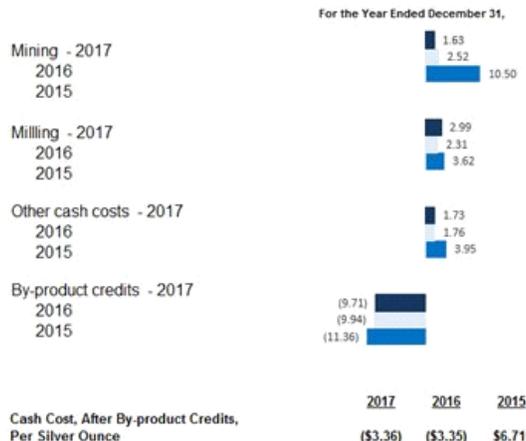
(2) A reconciliation of these non-GAAP measures to cost of sales and other direct production costs and depreciation, depletion and amortization, the most comparable GAAP measure, can be found below in *Reconciliation of Cost of Sales and Other Direct Production Costs and Depreciation, Depletion and Amortization (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 2017 compared to 2016 was due to lower silver and gold production as a result of lower ore grades. The ore processed in the first half of 2016 had considerably higher grades than anticipated over the mine life. 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. A Preliminary Economic Assessment was completed, and development of the pits and mine production commenced in the fourth quarter of 2015. Mill production started in December 2015 with the ore processed at a leased mill. The first sales did not occur until early 2016, and there was no gross profit reported for 2015 as a result.

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Production from the existing open pits ended in December 2017. In January 2017, we started development of a new underground portal and work to rehabilitate historic underground infrastructure which should allow us to mine deeper portions of the deposits at San Sebastian. Limited ore production from underground began in January 2018, and we expect it to ramp-up to full production levels during the first quarter of 2018.

The chart below illustrates the factors contributing to Cash Cost, After By-product Credits, Per Silver Ounce for the years ended December 31, 2017 and 2016 and the 22 day period ended December 31, 2015:



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

	Year ended December 31,		
	2017	2016	2015
Cash Cost, Before By-product Credits, per Silver Ounce	\$ 6.35	\$ 6.59	18.07
By-product credits per silver ounce	(9.71)	(9.94)	(11.36)
Cash Cost, After By-product Credits, per Silver Ounce	\$ (3.36)	\$ (3.35)	\$ 6.71

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

	Years Ended December 31,		
	2017	2016	2015
AISC, Before By-product Credits, per Silver Ounce	\$ 9.45	\$ 7.95	\$ 23.35
By-product credits per silver ounce	(9.71)	(9.94)	(11.36)
AISC, After By-product Credits, per Silver Ounce	\$ (0.26)	\$ (1.99)	\$ 11.99

The decrease in Cash Cost, After By-product Credits, per Silver Ounce in 2017 and 2016 compared to 2015 is due to higher silver production and lower mining costs as a result of reduced mining of waste material. The same factors, partially offset by higher exploration and sustaining capital spending, resulted in lower AISC, After By-product Credits, per Silver Ounce in 2017 and 2016 compared to 2015. The increase in AISC, After By-product Credits, per Silver Ounce in 2017 compared to 2016 was due to higher exploration and sustaining capital costs.

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.

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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. In addition to the impact of the by-product credits from gold, because the orebody mined at San Sebastian has been near surface and has had higher precious metal grades, it has lower Cash Cost, Before By-product Credits, per Silver Ounce and AISC, Before By-product Credits, per Silver Ounce than our other silver mines, which also contributes to lower Cash Cost, After By-product Credits, per Silver Ounce and AISC, After By-product Credits, per Silver Ounce.

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 2017, the funded status of our plans changed from a liability of \$44.9 million at the first of the year to a liability of \$47.1 million at the end of the year. The increased liability was attributable to service costs, interest costs, amortization of actuarial losses, and the impact of a plan amendment to add new participants that, collectively, exceeded returns on plan assets and our contributions to the plans. We made cash contributions to our defined benefit plans of approximately \$1.2 million in April 2017 and \$5.7 million in July 2017, with no additional contributions made in 2017. We expect to contribute a total of \$3.8 million to our defined benefit plans in 2018. See *Note 8 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

Each reporting period we assess our deferred tax assets utilizing long-range forecasts to provide reasonable assurance that they will be realized through future earnings. We recognized a full valuation allowance on our U.S. net deferred tax assets in 2017 as a result of tax law changes enacted at the end of 2017, as discussed further below. We continue to recognize a net deferred tax liability in Canada. Our net deferred tax asset in Mexico was partially recognized in 2017.

Our U.S. net deferred tax liability at December 31, 2017 totaled \$0.3 million, a decrease of \$36.1 million from the \$35.8 million net deferred tax asset at December 31, 2016. In 2015, we determined we were indefinite Alternative Minimum taxpayers, resulting in additional valuation allowance primarily related to forecasted utilization of regular net operating loss carryforwards and the effect of reducing the carrying value of the net temporary deferred tax assets measured at 35% to a net realizable tax rate of 20%. On December 22, 2017, the United States enacted tax reform legislation known as the H.R. 1, commonly referred to as the "Tax Cuts and Jobs Act" (the "Act"), resulting in significant modifications to existing law. Among other changes, the Act repealed corporate Alternative Minimum tax ("AMT"). As a result, release of the valuation allowance on our deferred tax assets related to AMT was recognized in the fourth quarter of 2017. However, due to the change relating to the U.S. taxation of foreign earnings under the Act, we determined it is more likely than not that we will not realize our U.S. net deferred tax assets. Accordingly, we have applied a full valuation allowance. At December 31, 2017, we retained a valuation allowance on U.S. deferred tax assets of \$75.5 million, primarily for net operating loss carryforwards.

Our net Canadian deferred tax liability at December 31, 2017 was \$121.5 million, a decrease of \$1.4 million from the \$122.9 million net deferred tax liability at December 31, 2016. 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.

During the fourth quarter of 2017, we released the remaining valuation allowance against deferred tax assets in Mexico, except for the portion related to reclamation deferred tax assets. This resulted in a valuation allowance decrease and a deferred tax benefit of approximately \$1.8 million. A \$3.2 million valuation allowance remains on deferred tax assets in foreign jurisdictions.

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As discussed in *Note 5 of Notes to Consolidated Financial Statements*, our effective tax rate for 2017 was negative 546% compared to 28% for 2016. The change in effective tax rate for 2017 was primarily the result of the change in the valuation allowances described above, the remeasurement of deferred tax assets and liabilities from 35% to 21%, the impact of AMT credits becoming refundable under the Act, the U.S. deduction for percentage depletion, and the impact of taxation in foreign jurisdictions. 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 2018 effective tax rate could vary significantly from that of 2017.

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. For the years 2016 and 2015, we had no unremitted foreign earnings. See *Note 5 of Notes to Consolidated Financial Statements* for more information.

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 and Casa Berardi units and for the Company for the years ended December 31, 2017, 2016 and 2015.

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/or 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 primary silver 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 primary silver mining companies. With regard to Casa Berardi, we use Cash Cost, After By-product Credits, per Gold Ounce and AISC, After By-product Credits, per Gold Ounce to compare its performance with other gold mines. 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.

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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 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, its primary product, and by-product revenues earned from silver, which is a by-product at Casa Berardi. 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 unit 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.

In thousands (except per ounce amounts)

	Year Ended December 31, 2017						
	Greens Creek	Lucky Friday ⁽²⁾	San Sebastian	Corporate ⁽³⁾	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	\$ 180,179	\$ 420,789
Depreciation, depletion and amortization	(56,328)	(2,447)	(2,693)		(61,468)	(54,594)	(116,062)
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 ⁽¹⁾	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		46,118	50,664	96,782
General and administrative				35,611	35,611		35,611
AISC, Before By-product Credits ⁽¹⁾	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	\$ 823.52	
By-product credits per ounce	(21.83)	(17.02)	(9.71)		(18.34)	(3.92)	
Cash Cost, After By-product Credits, per Ounce	\$ 0.71	\$ 5.81	\$ (3.36)		\$ (0.01)	\$ 819.60	
AISC, Before By-product Credits, per Ounce	\$ 27.59	\$ 29.50	\$ 9.45		\$ 26.20	\$ 1,177.74	
By-product credits per ounce	(21.83)	(17.02)	(9.71)		(18.34)	(3.92)	
AISC, After By-product Credits, per Ounce	\$ 5.76	\$ 12.48	\$ (0.26)		\$ 7.86	\$ 1,173.82	

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In thousands (except per ounce amounts)

	Year Ended December 31, 2016						
	Greens Creek	Lucky Friday	San Sebastian	Corporate ⁽³⁾	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	\$ 155,711	\$ 454,451
Depreciation, depletion and amortization	(53,222)	(11,810)	(3,782)		(68,814)	(47,312)	(116,126)
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 ⁽¹⁾	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 ⁽¹⁾	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	\$ 767.90	
By-product credits per ounce	(17.48)	(14.11)	(9.94)		(14.88)	(3.92)	
Cash Cost, After By-product Credits, per Ounce	\$ 3.84	\$ 8.89	\$ (3.35)		\$ 3.10	\$ 763.98	
AISC, Before By-product Credits, per Ounce	\$ 26.90	\$ 34.77	\$ 7.95		\$ 26.56	\$ 1,248.22	
By-product credits per ounce	(17.48)	(14.11)	(9.94)		(14.88)	(3.92)	
AISC, After By-product Credits, per Ounce	\$ 9.42	\$ 20.66	\$ (1.99)		\$ 11.68	\$ 1,244.30	

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In thousands (except per ounce amounts)

	Year Ended December 31, 2015						
	Greens Creek	Lucky Friday	San Sebastian	Corporate ⁽³⁾	Total Silver	Casa Berardi (Gold)	Total
Cost of sales and other direct production costs and depreciation, depletion and amortization	\$ 195,276	\$ 65,222	\$ —		\$ 260,498	\$ 144,558	\$ 405,056
Depreciation, depletion and amortization	(57,742)	(11,262)	—		(69,004)	(43,674)	(112,678)
Treatment costs	63,284	16,915	40		80,239	670	80,909
Change in product inventory	(3,033)	1,154	1,436		(443)	(1,970)	(2,413)
Reclamation and other costs	(1,342)	23	—		(1,319)	(455)	(1,774)
Cash Cost, Before By-product Credits ⁽¹⁾	196,443	72,052	1,476		269,971	99,129	369,100
Reclamation and other costs	2,570	72	—		2,642	454	3,096
Exploration	3,576	—	(17)	1,669	5,228	3,435	8,663
Sustaining capital	45,962	60,021	448	348	106,779	48,857	155,636
General and administrative				34,201	34,201		34,201
AISC, Before By-product Credits ⁽¹⁾	248,551	132,145	1,907		418,821	151,875	570,696
By-product credits:							
Zinc	(77,211)	(10,172)			(87,383)		(87,383)
Gold	(58,091)		(928)		(59,019)		(59,019)
Lead	(28,092)	(27,863)			(55,955)		(55,955)
Silver						(457)	(457)
Total By-product credits	(163,394)	(38,035)	(928)		(202,357)	(457)	(202,814)
Cash Cost, After By-product Credits	\$ 33,049	\$ 34,017	\$ 548		\$ 67,614	\$ 98,672	\$ 166,286
AISC, After By-product Credits	\$ 85,157	\$ 94,110	\$ 979		\$ 216,464	\$ 151,418	\$ 367,882
Divided by ounces produced	8,452	3,028	82		11,562	128	
Cash Cost, Before By-product Credits, per Ounce	\$ 23.24	\$ 23.79	\$ 18.07		\$ 23.35	\$ 775.11	
By-product credits per ounce	(19.33)	(12.56)	(11.36)		(17.50)	(3.57)	
Cash Cost, After By-product Credits, per Ounce	\$ 3.91	\$ 11.23	\$ 6.71		\$ 5.85	\$ 771.54	
AISC, Before By-product Credits, per Ounce	\$ 29.41	\$ 43.64	\$ 23.35		\$ 36.22	\$ 1,187.53	
By-product credits per ounce	(19.33)	(12.56)	(11.36)		(17.50)	(3.57)	
AISC, After By-product Credits, per Ounce	\$ 10.08	\$ 31.08	\$ 11.99		\$ 18.72	\$ 1,183.96	

(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 2017, costs related to suspension of full production totaling approximately \$17.1 million, along with \$4.2 million 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 Income (Loss) (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 income (loss) before the following items: interest expense, income tax provision (benefit), and depreciation, depletion, and amortization expense. Management believes that, when presented in conjunction with comparable GAAP measures, EBITDA is useful to investors in evaluating our operating performance. The table below presents reconciliations between the non-GAAP measure EBITDA to the GAAP measure of net income (loss) for the years ended December 31, 2017, 2016, 2015, 2014, and 2013 (in thousands).

	Year ended December 31,				
	2017	2016	2015	2014	2013
Net income (loss) (GAAP)	\$ (23,519)	\$ 69,547	\$ (86,968)	\$ 17,824	\$ (25,130)
Interest expense, net of amount capitalized ⁽¹⁾	38,012	21,796	25,389	26,775	21,689
Income tax provision (benefit)	19,879	27,428	56,310	(5,240)	(9,795)
Depreciation, depletion, and amortization	121,930	117,413	112,585	112,173	82,366
EBITDA	\$ 156,302	\$ 236,184	\$ 107,316	\$ 151,532	\$ 69,130

- (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. See *Note 6 of Notes to Consolidated Financial Statements* for more information. 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.

Financial Liquidity and Capital Resources

Our liquid assets include (in millions):

	December 31, 2017	December 31, 2016	December 31, 2015
Cash and cash equivalents held in U.S. dollars	\$ 168.0	\$ 156.1	\$ 137.0
Cash and cash equivalents held in foreign currency	18.1	13.7	18.2
Total cash and cash equivalents	186.1	169.8	155.2
Marketable debt securities, current	33.8	29.1	—
Marketable equity securities, non-current	7.6	5.0	1.5
Total cash, cash equivalents and investments	\$ 227.5	\$ 203.9	\$ 156.7

Cash and cash equivalents increased in 2017, as discussed below. Cash and cash equivalents held in foreign currencies represents balances in Canadian dollars and Mexican pesos, with the \$4.4 million increase in 2017 resulting from increases in both currencies held. Current marketable debt securities increased by \$4.7 million (discussed below), and the value of non-current marketable equity securities increased by \$2.6 million (discussed in *Note 2 of Notes to Consolidated Financial Statements*).

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As discussed in *Note 6 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, 2017. 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. 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.

In the third quarter of 2015, we made a development decision to mine near surface, high grade portions of the silver and gold deposits at our San Sebastian project in Mexico and commenced ore production at the end of 2015. As a result, San Sebastian generated positive cash flows in 2016. In January 2017, we initiated work to develop and rehabilitate underground access which should allow us to mine deeper portions of the deposits at San Sebastian. Limited underground ore production began in January 2018. We anticipate San Sebastian will continue to generate positive cash flows until early- or mid-2020. However, our estimate of costs could change, and our ability to generate cash flow at San Sebastian could be impacted by changes in 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 above, 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 resuming at that time. We cannot predict how long the strike will last or whether an agreement will be reached. We expect to incur cash expenditures of approximately \$1.0 million to \$1.5 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.

As discussed in *Note 9 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 have any material inside information, and the agreement can be terminated by us at any time. As of December 31, 2017, we had sold 4,608,847 shares through the at-the-market program for net proceeds of \$17.7 million, including 1,828,760 shares sold in 2017 for total proceeds of approximately \$9.6 million. In July 2017, we used \$5.7 million of the proceeds from shares sold in the second quarter of 2017 to fund contributions to our defined benefit pension plans.

Pursuant to our common stock dividend policy described in *Note 9 of Notes to Consolidated Financial Statements*, our Board of Directors declared and paid dividends on common stock totaling \$4.0 million in 2017, \$3.9 million in 2016, and \$3.7 million in 2015. On February 14, 2018, our Board of Directors declared a dividend on common stock totaling \$1.0 million payable in March 2018. 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 there can be no assurance 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 have any material inside 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, 2017, 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 12, 2018, was \$3.75 per share.

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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. There can be no assurance that such financing will be available to us.

As a result of our current 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 approximately \$97 million of our revolving credit facility, we believe our cash, cash equivalents, investments, projected cash from operations, and availability of financing, if needed, will be adequate 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, 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. We currently estimate that a total of between \$95 million and \$105 million will be spent on capital expenditures, primarily for equipment, infrastructure, and development at our mines, in 2018. We also estimate that exploration and pre-development expenditures will total between \$35 million and \$42 million in 2018. In addition, we expect research and development expenditures to total between \$13 million and \$18 million in 2018. However, capital, exploration, pre-development, and research and development expenditures 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 costs, sources of liquidity available to us, and other factors. A sustained downturn in metals prices or significant increase in operational or capital costs, other uses of cash, or other factors beyond our control could impact our plans.

	Year Ended December 31,					
	2017		2016		2015	
Cash provided by operating activities (in millions)	\$	115.9	\$	225.3	\$	106.4

Cash provided by operating activities decreased by \$109.4 million in 2017 compared to 2016. The decrease is due to income, adjusted for non-cash items, being lower by \$96.8 million. The lower income is primarily due to lower gross profit generated at San Sebastian, Lucky Friday, and Casa Berardi (see the *San Sebastian Segment*, *Lucky Friday Segment*, and *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 #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.

Cash provided by operating activities increased by \$118.9 million in 2016 compared to 2015. The increase is due to income, adjusted for non-cash items, being higher by \$106.0 million. The higher income is primarily due to gross profit generated at San Sebastian following commencement of production there in December 2015, improved metals production at Greens Creek, Lucky Friday, and Casa Berardi, and higher average metals prices. In addition, working capital and other operating asset and liability changes resulted in a net addition to cash of \$22.5 million in 2016 compared to an addition of \$9.6 million in 2015. Significant variances in working capital changes between 2016 and 2015 resulted from the \$16.0 million reclamation insurance settlement and higher incentive compensation accruals in 2016. These items were partially offset by net payments 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, higher accounts receivable and inventory balances, and lower accrued taxes.

	Year Ended December 31,					
	2017		2016		2015	
Cash used in investing activities (in millions)	\$	95.4	\$	198.7	\$	138.6

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Capital expenditures, excluding non-cash lease additions of \$6.4 million, were \$98.0 million in 2017, which was \$66.8 million lower than capital expenditures 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 purchased marketable securities having a cost basis of \$56.6 million and \$48.9 million during 2017 and 2016, respectively, with all but \$1.6 million and \$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 \$50.0 million and \$18.6 million matured during 2017 and 2016, respectively. During 2017, we received \$7.7 million in insurance proceeds related to the collapse of the mill building at the Troy mine in February 2017 due to snow. We reduced restricted cash by \$1.2 million during 2017 as a result of replacing cash collateral for future reclamation costs with non-cash bonding.

We invested \$164.8 million in capital expenditures in 2016, excluding \$2.3 million in non-cash capital lease additions, compared to \$137.4 million, excluding \$5.1 million in capital leases, in 2015. The increase was primarily related to higher costs at Casa Berardi for development of the new EMCP pit, a tailings dam raise project, underground development, and machinery and equipment. We had a net cash outflow of \$3.9 million for the purchase of Mines Management in 2016, and \$0.8 million for the purchase of Revett in 2015. We purchased marketable equity securities having a cost basis of \$0.9 million during both 2016 and 2015.

	Year Ended December 31,		
	2017	2016	2015
Cash used in financing activities (in millions)	\$ (5.2)	\$ (12.0)	\$ (17.1)

In 2017 and 2016, we received \$9.6 million and \$8.1 million, respectively, in net proceeds from the sale of our common stock under the equity distribution agreement discussed above. During 2017, 2016, and 2015, we paid cash dividends on our common stock totaling \$4.0 million, \$3.9 million, and \$3.7 million, respectively. We also paid cash dividends of \$0.6 million on our Series B preferred stock during each of those years. We made payments on our capital leases of \$6.5 million, \$8.4 million, and \$10.0 million in 2017, 2016, and 2015, respectively, and payments on debt of \$0.5 million, \$2.7 million and \$0.9 million in 2017, 2016 and 2015, respectively. We also purchased shares of our common stock for \$2.9 million, \$4.4 million, and \$1.9 million in 2017, 2016, and 2015, respectively, primarily related to the election by employees to satisfy tax withholding obligations for the vesting of restricted stock units through net share settlement.

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, outstanding purchase orders, certain capital expenditures, our credit facility, and lease arrangements as of December 31, 2017 (in thousands):

	Payments Due By Period					Total
	Less than 1 year	1-3 years	3-5 years	After 5 years		
Purchase obligations ⁽¹⁾	\$ 12,706	\$ —	\$ —	\$ —	\$ 12,706	
Commitment fees ⁽²⁾	500	817	—	—	1,317	
Contractual obligations ⁽³⁾	5,769	—	—	—	5,769	
Capital lease commitments ⁽⁴⁾	6,014	5,656	844	—	12,514	
Operating lease commitments ⁽⁵⁾	4,812	5,746	5,428	—	15,986	
Defined benefit pension plans ⁽⁶⁾	3,843	—	—	—	3,843	
Supplemental executive retirement plan ⁽⁶⁾	471	1,277	1,665	5,648	9,061	
Senior Notes ⁽⁷⁾	34,822	69,644	518,107	—	622,573	
Total contractual cash obligations	\$ 68,937	\$ 83,140	\$ 526,044	\$ 5,648	\$ 683,769	

- (1) Consist of open purchase orders of approximately \$10.5 million at the Greens Creek unit, \$0.2 million at the Lucky Friday unit and \$2.0 million at the Casa Berardi unit.
- (2) We have a \$100 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 \$2.6 million in letters of credit outstanding, there was no amount drawn under the revolving credit agreement as of December 31, 2017, and the amounts above assume no amounts will be drawn during the agreement's term. For more information on our credit facility, see *Note 6 of Notes to Consolidated Financial Statements*.
- (3) As of December 31, 2017, we were committed to approximately \$5.8 million in expenditures for various items.
- (4) Includes scheduled capital lease payments of \$2.2 million, \$3.3 million and \$7.0 million (including interest), respectively, for equipment at our Greens Creek, Lucky Friday and Casa Berardi units. These leases have fixed payment terms and contain bargain purchase options at the end of the lease periods. See *Note 6 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 8 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. See *Note 6 of Notes to Consolidated Financial Statements* for more information. 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 plans. See *Note 6 and Note 8 of Notes to Consolidated Financial Statements* for more information.

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We record liabilities for costs associated with mine closure, reclamation of land and other environmental matters. At December 31, 2017, our liabilities for these matters totaled \$86.0 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 4 of Notes to Consolidated Financial Statements* and *Item 1A. Risk Factors – Our environmental obligations may exceed the provisions we have made.*

Off-Balance Sheet Arrangements

At December 31, 2017, 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 would be 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.

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 and equipment, 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.

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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 when title and risk of loss transfer 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 part N. Revenue Recognition of *Note 1 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 and 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

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 Revenue Recognition, replacing guidance currently codified in Subtopic 605-10 Revenue Recognition-Overall. The new ASU establishes a new 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 defers the effective date of ASU No. 2014-09 until annual and interim reporting periods beginning after December 15, 2017. We have elected to adopt the modified-retrospective transition approach to implement this standard.

We have performed an assessment of the impact of implementation of ASU No. 2014-09, and concluded it will not change the timing of revenue recognition or amounts of revenue recognized compared to how we recognize revenue under our current 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.

ASU No. 2014-09 will require additional disclosures, where applicable, on (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. We have developed draft disclosure which we believe, when implemented, will meet these new requirements.

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. Adoption will be accounted for using the modified-retrospective approach, with a cumulative-effect adjustment to our balance sheet as of January 1, 2018. At December 31, 2017, we had net unrealized gains related to equity investments of \$3.7 million included in accumulated other comprehensive loss.

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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. We are currently reviewing our leases and compiling the information required to implement the new guidance. See the *Contractual Obligations and Contingent Liabilities and Commitments* section above for information on future commitments related to our operating leases; the present value of these leases will be recognized on our balance sheet upon implementation of the new guidance. We are currently evaluating the potential impact of implementing this update on our consolidated financial statements.

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 for 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 do not expect this update to have a material impact 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. Our restricted cash balance at December 31, 2017 was \$1.0 million, and we do not expect this update to have a material impact on our consolidated financial statements.

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 will apply the applicable provisions of the update to any acquisitions occurring after the effective date.

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 expected to be included in other income (expense) on our consolidated statements of operations, and not reported in the same line items as other employee compensation costs.

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 are currently evaluating the potential impact of implementing this update on our consolidated financial statements.

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, 2017 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 title and risk of loss transfers to the customer. 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, 2017, metals contained in concentrates and exposed to future price changes totaled approximately 1.6 million ounces of silver, 5,799 ounces of gold, 11,365 tons of zinc, and 2,705 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 \$7.6 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 which 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 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, we are using 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, 2017, we recorded a current liability of \$10.3 million, which is included in other current liabilities and is net of \$0.2 million for contracts in a fair value current asset position. In addition, we recorded a non-current liability of \$5.2 million at December 31, 2017 which is included in other non-current liabilities.

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We recognized a \$6.0 million net loss during 2017 on the contracts utilized to manage exposure to prices of metals in our concentrate shipments, which is included in sales of products. The net loss recognized on the contracts offsets \$6.7 million in gains 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 \$21.3 million net loss during 2017 on the contracts utilized to manage exposure to prices for forecasted future concentrate shipments. The net loss 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 loss for 2017 is the result of higher zinc and lead prices. 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 recognize losses.

The following tables summarize the quantities of metals committed under forward sales contracts at 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	—	—	32,187	16,645	N/A	N/A	\$ 1.29	\$ 1.06
2019 settlements	—	—	23,589	18,078	N/A	N/A	\$ 1.33	\$ 1.09
2020 settlements	—	—	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 that 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, 2017, we recognized a net foreign exchange loss 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, 2017 would have resulted in a change of approximately \$12.2 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, 2017 would have resulted in a change of approximately \$0.4 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, 2017, we had 96 forward contracts outstanding to buy CAD\$213.1 million having a notional amount of US\$164.5 million, and 25 forward contracts outstanding to buy MXN\$278.2 million having a notional amount of US\$14.1 million. The CAD contracts are related to forecasted cash operating costs at Casa Berardi to be incurred from 2018 through 2020 and have CAD-to-USD exchange rates ranging between 1.2787 and 1.3380. The MXN contracts are related to forecasted cash operating costs at San Sebastian for 2018 and 2019 and have MXN-to-USD exchange rates ranging between 18.8317 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.

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As of December 31, 2017, we recorded the following balances for the fair value of the contracts:

- a current asset of \$2.3 million, which is included in other current assets and is net of \$0.4 million for contracts in a current liability position; and
- a non-current asset of \$2.7 million, which is included in other non-current assets and is net of \$0.3 million for contracts in a non-current liability position.

Net unrealized gains of approximately \$5.0 million related to the effective portion of the hedges were included in accumulated other comprehensive income as of December 31, 2017, 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 \$2.1 million in net unrealized gains included in accumulated other comprehensive income as of December 31, 2017 would be reclassified to current earnings in the next twelve months. Net realized gains of approximately \$1.1 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 2017.

Net unrealized gains of approximately \$5 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, 2017.

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.

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The following table sets forth supplementary financial data (in thousands, except per share amounts) for each quarter for the years ended December 31, 2017 and 2016, 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.

	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Total
2017					
Sales of products	\$ 160,113	\$ 140,839	\$ 134,279	\$ 142,544	\$ 577,775
Gross profit	\$ 47,226	\$ 43,637	\$ 31,207	\$ 34,916	\$ 156,986
Net income (loss)	\$ (27,749)	\$ 1,412	\$ (24,016)	\$ 26,834	\$ (23,519)
Preferred stock dividends	\$ (138)	\$ (138)	\$ (138)	\$ (138)	\$ (552)
Income (loss) applicable to common stockholders	\$ (27,887)	\$ 1,274	\$ (24,154)	\$ 26,696	\$ (24,071)
Basic income (loss) per common share	\$ (0.07)	\$ —	\$ (0.06)	\$ 0.07	\$ (0.06)
Diluted income (loss) per common share	\$ (0.07)	\$ —	\$ (0.06)	\$ 0.07	\$ (0.06)
2016					
Sales of products	\$ 164,245	\$ 179,393	\$ 171,302	\$ 131,017	\$ 645,957
Gross profit	\$ 43,547	\$ 58,685	\$ 58,452	\$ 30,822	\$ 191,506
Net income (loss)	\$ 20,260	\$ 25,789	\$ 24,116	\$ (618)	\$ 69,547
Preferred stock dividends	\$ (138)	\$ (138)	\$ (138)	\$ (138)	\$ (552)
Income (loss) applicable to common stockholders	\$ 20,122	\$ 25,651	\$ 23,978	\$ (756)	\$ 68,995
Basic income (loss) per common share	\$ 0.05	\$ 0.07	\$ 0.06	\$ —	\$ 0.18
Diluted income (loss) per common share	\$ 0.05	\$ 0.07	\$ 0.06	\$ —	\$ 0.18

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, 2017, 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.

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.

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Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2017, 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, 2017, based on these criteria.

Our internal control over financial reporting as of December 31, 2017 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, 2017, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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, 2017, 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, 2017, 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, 2017 and 2016, 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, 2017, and the related notes and our report dated February 15, 2018 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.

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 15, 2018

Item 9B. Other Information

None.

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

In accordance with our 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 2018. 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 24, 2018	Position and Committee Assignments	Effective Dates
Phillips S. Baker, Jr.	58	President and CEO, Director ⁽¹⁾	5/17 — 5/18 5/17 — 5/20
Lindsay A. Hall	62	Senior Vice President, Chief Financial Officer and Treasurer	5/17 — 5/18
Lawrence P. Radford	57	Senior Vice President – Operations	5/17 — 5/18
Dr. Dean W.A. McDonald	61	Senior Vice President – Exploration	5/17 — 5/18
David C. Sienko	49	Vice President and General Counsel	5/17 — 5/18
Robert D. Brown	49	Vice President – Corporate Development	5/17 — 5/18
Ted Crumley	73	Director and Chairman of the Board ^(1,4)	5/16 — 5/19
Catherine J. Boggs	63	Director ^(2,3,4)	1/17 — 5/18
George R. Johnson	69	Director ^(2,5)	5/17 — 5/20
George R. Nethercutt, Jr.	73	Director ^(3,4)	5/15 — 5/18
Stephen F. Ralbovsky	64	Director ^(2,3,5)	3/16 — 5/18
Terry V. Rogers	71	Director ^(1,4,5)	5/16 — 5/19
Charles B. Stanley	59	Director ^(2,3,5)	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 - Operations in July 2013, and prior to that was Vice President - Operations from October 2011 to June 2013. Prior to joining Hecla, Mr. Radford was Vice President of South American Operations for Kinross Gold Corporation (a Canadian gold mining company) from April 2010 to September 2011.

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 has 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, and as Senior Vice President from November 2004 to January 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 was appointed Of Counsel to Lee & Hayes PLLC (a law firm) in September 2010. 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.

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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.

Charles B. Stanley has served as a director since May 2007. Mr. Stanley has been the Chief Executive Officer, President and Director of QEP Resources, Inc. (a natural gas and oil exploration and production company) since May 2010, and Chairman of QEP's Board of Directors since May 2012. 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 has also served as a Director for Centerra Gold Inc. (a Canadian gold mining company) and its predecessor company, Cameco Gold, since February 2003.

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 24, 2018 (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

See Exhibit Index following the Financial Statements

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 15, 2018

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>2/15/2018</u> Date	<u>/s/ Ted Crumley</u> Ted Crumley Director	<u>2/15/2018</u> Date
<u>/s/ Lindsay A. Hall</u> Lindsay A. Hall Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	<u>2/15/2018</u> Date	<u>/s/ Charles B. Stanley</u> Charles B. Stanley Director	<u>2/15/2018</u> Date
<u>/s/ Stephen F. Ralbovsky</u> Stephen F. Ralbovsky Director	<u>2/15/2018</u> Date	<u>/s/ George R. Nethercutt, Jr.</u> George R. Nethercutt, Jr. Director	<u>2/15/2018</u> Date
<u>/s/ Terry V. Rogers</u> Terry V. Rogers Director	<u>2/15/2018</u> Date	<u>/s/ Catherine J. Boggs</u> Catherine J. Boggs Director	<u>2/15/2018</u> Date
<u>/s/ George R. Johnson</u> George R. Johnson Director	<u>2/15/2018</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, 2017 and 2016 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, 2017, 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, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017, 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, 2017, 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 15, 2018 expressed an unqualified opinion thereon.

Change in Accounting Method Related to Deferred Income Taxes

As discussed in Note 5 to the consolidated financial statements, the Company has changed its method of accounting for balance sheet classification of income taxes in 2017 due to the adoption of Accounting Standards Update 2015-17.

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 15, 2018

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

	December 31,	
	2017	2016
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 186,107	\$ 169,777
Investments	33,758	29,117
Accounts receivable:		
Trade	14,805	20,082
Taxes	10,382	187
Other, net	7,003	9,780
Inventories:		
Concentrates, doré, stockpiled ore, and metals in transit and in-process	28,455	25,944
Materials and supplies	26,100	24,079
Other current assets	13,715	12,125
Total current assets	320,325	291,091
Non-current investments	7,561	5,002
Non-current restricted cash and investments	1,032	2,200
Properties, plants, equipment and mineral interests, net	2,020,021	2,032,685
Deferred income taxes	1,509	35,815
Other non-current assets	14,509	4,884
Total assets	<u>\$ 2,364,957</u>	<u>\$ 2,371,677</u>
LIABILITIES		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 46,549	\$ 60,064
Accrued payroll and related benefits	31,259	36,515
Accrued taxes	5,919	9,061
Current portion of capital leases	5,608	5,653
Current portion of accrued reclamation and closure costs	6,679	5,653
Current portion of debt	—	470
Accrued interest	5,745	5,745
Other current liabilities	10,371	3,064
Total current liabilities	112,130	126,225
Long-term capital leases	6,193	5,838
Accrued reclamation and closure costs	79,366	79,927
Long-term debt	502,229	500,979
Deferred tax liability	121,546	122,855
Non-current pension liability	46,628	44,491
Other non-current liabilities	12,983	11,518
Total liabilities	881,075	891,833
Commitments and contingencies (<i>Notes 2, 3, 4, 6, 7, 8, and 10</i>)		
STOCKHOLDERS' EQUITY		
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 2017 — 399,176,425 shares and 2016 — 395,286,875 shares	100,926	99,806
Capital surplus	1,619,816	1,597,212
Accumulated deficit	(195,484)	(167,437)
Accumulated other comprehensive loss, net	(23,373)	(34,602)
Less treasury stock, at cost; 2017 — 4,529,450 and 2016 — 3,941,210 shares issued and held in treasury	(18,042)	(15,174)
Total stockholders' equity	1,483,882	1,479,844
Total liabilities and stockholders' equity	<u>\$ 2,364,957</u>	<u>\$ 2,371,677</u>

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

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

	Year Ended December 31,		
	2017	2016	2015
Sales of products	\$ 577,775	\$ 645,957	\$ 443,567
Cost of sales and other direct production costs	304,727	338,325	292,378
Depreciation, depletion and amortization	116,062	116,126	112,678
Total cost of sales	420,789	454,451	405,056
Gross profit	156,986	191,506	38,511
Other operating expenses:			
General and administrative	35,611	45,040	34,201
Exploration	23,510	14,720	17,745
Pre-development	5,448	3,137	4,213
Research and development	3,276	243	—
Provision for closed operations and environmental matters	6,701	5,721	12,220
Other operating expense	2,513	3,153	3,177
(Gain) loss on disposition of properties, plants, equipment and mineral interests	(6,042)	(147)	404
Lucky Friday suspension-related costs	21,301	—	—
Acquisition costs	25	2,695	2,162
Total other operating expense	92,343	74,562	74,122
Income (loss) from operations	64,643	116,944	(35,611)
Other income (expense):			
(Loss) gain on derivative contracts	(21,250)	4,423	8,252
Loss on disposition of investments	(166)	—	(44)
Unrealized loss on investments	(247)	(177)	(3,333)
Net foreign exchange (loss) gain	(10,300)	(2,926)	24,551
Interest and other income	1,692	507	916
Interest expense, net of amount capitalized	(38,012)	(21,796)	(25,389)
Total other (expense) income:	(68,283)	(19,969)	4,953
(Loss) income before income taxes	(3,640)	96,975	(30,658)
Income tax provision	(19,879)	(27,428)	(56,310)
Net (loss) income	(23,519)	69,547	(86,968)
Preferred stock dividends	(552)	(552)	(552)
(Loss) income applicable to common stockholders	\$ (24,071)	\$ 68,995	\$ (87,520)
Comprehensive (loss) income:			
Net (loss) income	\$ (23,519)	\$ 69,547	\$ (86,968)
Other comprehensive income (loss), net of tax:			
Unrealized gain (loss) and amortization of prior service on pension plans	(1,326)	676	(850)
Change in fair value of derivative contracts designated as hedge transactions	10,290	(5,260)	—
Unrealized holding gains (losses) on investments	2,098	1,613	(2,743)
Reclassification of disposition or impairment of investments included in net (loss) income	167	1,000	2,993
Total change in accumulated other comprehensive income (loss), net	\$ 11,229	\$ (1,971)	\$ (600)
Comprehensive income (loss)	\$ (12,290)	\$ 67,576	\$ (87,568)
Basic (loss) income per common share after preferred dividends	\$ (0.06)	\$ 0.18	\$ (0.23)
Diluted (loss) income per common share after preferred dividends	\$ (0.06)	\$ 0.18	\$ (0.23)
Weighted average number of common shares outstanding – basic	397,394	386,416	373,954
Weighted average number of common shares outstanding – diluted	397,394	389,322	373,954

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,		
	2017	2016	2015
Operating activities:			
Net (loss) income	\$ (23,519)	\$ 69,547	\$ (86,968)
Non-cash elements included in net (loss) income:			
Depreciation, depletion and amortization	121,930	117,413	112,585
Loss on disposition of investments	167	—	44
Unrealized loss on investments	251	177	3,333
Adjustment of inventory to market value	—	811	1,649
(Gain) loss on disposition of properties, plants, equipment and mineral interests	(6,042)	(147)	404
Provision for reclamation and closure costs	4,508	4,813	12,036
Deferred income taxes	18,308	2,112	54,978
Stock compensation	6,323	6,184	5,425
Acquisition costs	—	1,048	—
Amortization of loan origination fees	1,864	1,871	1,821
Loss (gains) on derivative contracts	20,741	(5,494)	11,630
Foreign exchange loss (gain)	10,828	4,649	(20,081)
Other non-cash items	51	(174)	(35)
Change in assets and liabilities, net of business acquired:			
Accounts receivable	(2,414)	4,233	(6,834)
Inventories	(3,744)	(5,697)	(854)
Other current and non-current assets	(11,595)	14,422	1,195
Accounts payable and accrued liabilities	(16,434)	(6,539)	(4,211)
Accrued payroll and related benefits	2,092	17,705	7,325
Accrued taxes	(2,234)	263	4,653
Accrued reclamation and closure costs and other non-current liabilities	(5,203)	(1,869)	8,350
Net cash provided by operating activities	115,878	225,328	106,445
Investing activities:			
Additions to properties, plants, equipment and mineral interests	(98,038)	(164,788)	(137,443)
Proceeds from sale of investments	—	—	14
Proceeds from disposition of properties, plants and equipment	374	348	579
Insurance proceeds received for damaged property	7,745	—	—
Redemptions of restricted cash and investment balances	1,168	—	—
Purchases of investments	(56,613)	(48,943)	(947)
Maturities of investments	49,969	18,649	—
Purchase of other companies, net of cash acquired	—	(3,931)	(809)
Net cash used by investing activities	(95,395)	(198,665)	(138,606)
Financing activities:			
Proceeds from issuance of common stock, net of offering costs	9,610	8,121	—
Dividends paid to common stockholders	(3,976)	(3,867)	(3,739)
Dividend paid to preferred stockholders	(552)	(552)	(552)
Debt issuance and credit facility fees paid	(476)	(127)	(127)
Acquisition of treasury shares	(2,868)	(4,440)	(1,874)
Payments on debt	(470)	(2,721)	(870)
Payments on capital leases	(6,516)	(8,435)	(9,981)
Net cash (used in) provided by financing activities	(5,248)	(12,021)	(17,143)
Effect of exchange rates on cash	1,095	(74)	(5,152)
Net increase (decrease) in cash and cash equivalents	16,330	14,568	(54,456)
Cash and cash equivalents at beginning of year	169,777	155,209	209,665
Cash and cash equivalents at end of year	\$ 186,107	\$ 169,777	\$ 155,209
Supplemental disclosure of cash flow information:			
Cash received (paid) during year for:			
Interest, net of amount capitalized	\$ (35,624)	\$ (19,280)	\$ (22,628)
Income tax (payments) receipts	\$ (23,128)	\$ (6,333)	\$ 4,186
Significant non-cash investing and financing activities:			
Common stock issued for acquisition of other companies	\$ —	\$ 48,109	\$ 19,133
Capital leases acquired	\$ 6,439	\$ 2,297	\$ 5,090
Payment of accrued compensation in restricted stock units	\$ 4,240	\$ 5,511	\$ 3,016

See Notes 2 and 9 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, 2017, 2016 and 2015
(Dollars in thousands)

	Series B Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss, net	Treasury Stock	Total
Balances, January 1, 2015	\$ 39	\$ 92,382	\$ 1,486,750	\$ (141,306)	\$ (32,031)	\$ (8,860)	\$ 1,396,974
Net loss				(86,968)			(86,968)
Stock issued to directors (235,000 shares)		59	547				606
Series B Preferred Stock dividends declared				(552)			(552)
Stock issued for 401(k) match (1,331,000 shares)		333	3,114				3,447
Restricted stock units granted			4,819				4,819
Restricted stock unit distributions (896,000 shares)		224	(224)			(934)	(934)
Common stock issued to pension plans (1,764,000 shares)		441	4,569				5,010
Common stock issued for purchase of another company (6,253,000 shares)		1,562	17,215				18,777
Common stock dividends declared (\$0.01 per common share)				(3,739)			(3,739)
Common stock issued for employee incentive compensation (871,000 shares)		218	2,808				3,026
Repurchase of common shares (284,000 shares)						(940)	(940)
Other comprehensive loss					(600)		(600)
Balances, December 31, 2015	39	95,219	1,519,598	(232,565)	(32,631)	(10,734)	1,338,926
Net income				69,547			69,547
Stock issued to directors (189,000 shares)		47	756				803
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)		348	(348)			(2,211)	(2,211)
Common stock issued for cash, net of offering costs (2,780,000 shares)		695	7,426				8,121
Common stock issued to pension plans (1,827,000 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	(167,437)	(34,602)	(15,174)	1,479,844
Net loss				(23,519)			(23,519)
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
Common stock issued for cash, net of offering costs (1,829,000 shares)		457	9,154				9,611
Restricted stock unit distributions (1,251,000 shares)		313	(321)			(2,199)	(2,207)
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	\$ (195,484)	\$ (23,373)	\$ (18,042)	\$ 1,483,882

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. Certain prior year amounts have been reclassified to conform to the current year presentation.

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 and equity securities are categorized as available for sale and carried at fair value.

Realized gains and losses on the sale of securities are recognized on a specific identification basis. Unrealized gains and losses are included as a component of accumulated other comprehensive income (loss), unless an other than temporary impairment in value has occurred or we have elected the fair value option accounting method when available for certain investments; in either of those cases, the unrealized gain or loss would be charged to current period net income (loss). The fair value option allows for the fair value measurement of specified assets or liabilities on a case-by-case basis. The fair value option may be elected when an investment becomes subject to the equity method of accounting. In determining whether our investments are subject to the equity method of accounting, we evaluate whether our ownership percentage and other factors indicate that we have the ability to exercise significant influence in the financial and/or operational decisions of the investee. We have elected the fair value option under such circumstances in the past and may do so in the future. Unrealized gains and losses originally included in accumulated other comprehensive income are reclassified to current period net income (loss) when the sale of securities, determination of an other than temporary impairment, or election of the fair value option accounting method occurs.

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.

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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.

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 property, plant 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 and related costs are either classified as exploration 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 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.

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If all of these criteria are met, drilling and related costs are capitalized. Drilling 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 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 \$9.9 million, \$6.8 million, and \$6.7 million for the years ended December 31, 2017, 2016 and 2015, 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 net realizable 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.

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 22 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 net realizable value and an impairment loss is recorded to expense in the period in which it is determined to be impaired.

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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 estimate the net realizable value 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 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 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.

Reserve estimates will change as existing reserves are depleted through production and as production costs and/or metals prices change. A significant drop in metals prices may reduce reserves by making some portion of such ore uneconomic to develop and produce. Changes in reserves may also 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.

Declines in the market prices of metals, increased production or capital costs, reduction in the grade or tonnage of the deposit or an increase in the dilution of the ore or reduced recovery rates or change in smelter terms may render ore reserves uneconomic to exploit. 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 8* 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. Resource taxes incurred in Quebec, Canada are classified as income taxes.

For additional information, see *Note 5 — 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 when title and risk of loss transfer to the customer. For concentrate sales, revenues are generally recorded 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.

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 metals prices between shipment of concentrates and final settlement will result in adjustments to revenues and accounts receivable related to sales of concentrate previously recorded upon shipment. Our concentrate sales and accounts receivable are based on provisional sales prices containing an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of the concentrates at the forward price at the time of the sale. The embedded derivative, which does not qualify for hedge accounting, is adjusted to market through earnings each period prior to final settlement.

At December 31, 2017, metals contained in concentrates and exposed to future price changes totaled 1.6 million ounces of silver, 5,799 ounces of gold, 11,365 tons of zinc, and 2,705 tons of lead. As discussed in *P. Risk Management Contracts* below, we seek to mitigate the risk of negative price adjustments by using financially-settled forward contracts for some of our sales.

Sales of metals in products tolled by refiners and sold directly by us, rather than sold to smelters, are recorded at contractual amounts when title and risk of loss transfer to the buyer.

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.

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 San Sebastian project 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, 2017 we recognized a total net foreign exchange loss of \$10.3 million. For the years ended December 31, 2016 and 2015, we recognized a total net foreign exchange loss of \$2.9 million and a gain of \$24.6 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). As of December 31, 2017, 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, 2017, and all unrealized gains and losses are therefore reported in earnings.

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See *Note 10* for additional information on our foreign exchange and metal derivative contracts as of December 31, 2017.

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 9*.

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, 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 13* 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 8* and *12* for more information on the fair value measurement of our financial instruments.

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V. Research and development — Costs related to research and development of technologies or equipment new to our operations are recorded to expense when it is uncertain whether future economic benefit will result from the costs. Such costs are capitalized if it can be determined they will result in future economic benefit through use of the new technology or equipment. Research and development costs for the years ended December 31, 2017 and 2016 included contractor fees.

W. New Accounting Pronouncements — In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 Revenue Recognition, replacing guidance currently codified in Subtopic 605-10 Revenue Recognition-Overall. The new ASU establishes a new 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 defers the effective date of ASU No. 2014-09 until annual and interim reporting periods beginning after December 15, 2017. We have elected to adopt the modified-retrospective transition approach to implement this standard.

We have performed an assessment of the impact of implementation of ASU No. 2014-09, and concluded it will not change the timing of revenue recognition or amounts of revenue recognized compared to how we recognize revenue under our current 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.

ASU No. 2014-09 will require additional disclosures, where applicable, on (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. We have developed draft disclosure which we believe, when implemented, will meet these new requirements.

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. Adoption will be accounted for using the modified-retrospective approach, with a cumulative-effect adjustment to our balance sheet as of January 1, 2018. At December 31, 2017, we had net unrealized gains related to equity investments of \$3.7 million included in accumulated other comprehensive loss.

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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. We are currently reviewing our leases and compiling the information required to implement the new guidance. See *Note 3* for information on future commitments related to our operating leases; the present value of these leases will be recognized on our balance sheet upon implementation of the new guidance. We are currently evaluating the potential impact of implementing this update on our consolidated financial statements.

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 for 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 do not expect this update to have a material impact 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. Our restricted cash balance at December 31, 2017 was \$1.0 million, and we do not expect this update to have a material impact on our consolidated financial statements.

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 will apply the applicable provisions of the update to any acquisitions occurring after the effective date.

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 expected to be included in other income (expense) on our consolidated statements of operations, and not reported in the same line items as other employee compensation costs.

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 are currently evaluating the potential impact of implementing this update on our consolidated financial statements.

Note 2. Investments

Investments

Our current investments, which are classified as "available for sale" and consist of bonds having maturities of greater than 90 days and less than 365 days, had a fair value of \$33.8 million and \$29.1 million at December 31, 2017 and 2016, respectively. During 2017, we had purchases of such investments of \$55.0 million and maturities of \$50.0 million. Our current investments at December 31, 2017 and 2016 consisted of the following (in thousands):

	December 31, 2017			December 31, 2016		
	Amortized cost	Unrealized loss	Fair market value	Amortized cost	Unrealized loss	Fair market value
Corporate bonds	\$ 33,778	\$ (20)	\$ 33,758	\$ 22,100	\$ (46)	\$ 22,054
Municipal bonds	—	—	—	3,727	(1)	3,726
Agency bonds	—	—	—	3,339	(2)	3,337
Total	\$ 33,778	\$ (20)	\$ 33,758	\$ 29,166	\$ (49)	\$ 29,117

At December 31, 2017 and 2016, the fair value of our non-current investments was \$7.6 million and \$5.0 million, respectively. Our non-current investments consist of marketable equity securities which are carried at fair value, and are primarily classified as "available-for-sale." The cost basis of our non-current investments was approximately \$5.7 million and \$4.1 million at December 31, 2017 and 2016, respectively. In 2017 and 2016, we acquired marketable equity securities having a cost basis of \$1.6 million and \$0.9 million, respectively. In 2016, we recognized an impairment charge against current earnings of \$1.0 million, as we determined the impairment to be other-than-temporary.

Note 3: 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,	
	2017	2016
Mining properties, including asset retirement obligations	\$ 443,182	\$ 403,935
Development costs	390,094	347,356
Plants and equipment	847,462	814,091
Land	26,949	26,229
Mineral interests	919,082	952,382
Construction in progress	347,323	330,785
	2,974,092	2,874,778
Less accumulated depreciation, depletion and amortization	954,071	842,093
Net carrying value	\$ 2,020,021	\$ 2,032,685

During 2017, we incurred total capital expenditures of approximately \$98.0 million. This excludes non-cash items for additions acquired under capital leases and adjustments for asset retirement obligations. The expenditures included \$4.5 million at the Lucky Friday unit, \$34.2 million at the Greens Creek unit, \$47.1 million at the Casa Berardi unit, and \$11.2 million at the San Sebastian unit.

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 years ended December 31, 2017 and 2016, capitalized interest totaled \$0.9 million and \$16.2 million, respectively. 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 Greens Creek, Lucky Friday and Casa Berardi units, which we have determined to be capital leases. As of December 31, 2017 and 2016, we have recorded \$48.6 million and \$42.2 million, respectively, for the gross amount of assets acquired under the capital leases and \$33.1 million and \$26.0 million, respectively, in accumulated depreciation on those assets, classified as plants and equipment in *Properties, plants, equipment and mineral interests*. See Note 6 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, 2017, 2016 and 2015, we incurred expenses of \$4.8 million, \$4.8 million and \$3.8 million, respectively, for these leases. At December 31, 2017, future obligations under our non-cancelable operating leases were as follows (in thousands):

Year ending December 31,	
2018	\$ 4,812
2019	2,864
2020	2,882
2021	2,881
2022	2,547
Thereafter	—
Total	\$ 15,986

Note 4: Environmental and Reclamation Activities

The liabilities accrued for our reclamation and closure costs at December 31, 2017 and 2016 were as follows (in thousands):

	2017	2016
Operating properties:		
Greens Creek	\$ 41,677	\$ 39,014
Lucky Friday	9,911	9,194
Casa Berardi	6,729	5,475
San Sebastian	5,067	5,592
Non-operating properties:		
Troy mine	12,724	16,167
Johnny M	5,813	5,830
Republic	1,500	1,500
All other sites	2,624	2,808
Total	86,045	85,580
Reclamation and closure costs, current	(6,679)	(5,653)
Reclamation and closure costs, long-term	<u>\$ 79,366</u>	<u>\$ 79,927</u>

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The activity in our accrued reclamation and closure cost liability for the years ended December 31, 2017, 2016 and 2015 was as follows (in thousands):

Balance at January 1, 2015	\$	57,250
Accruals for estimated costs		15,114
Accretion expense		1,904
Revision of estimated cash flows due to changes in reclamation plans		4,112
Addition due to development and production at our San Sebastian unit		1,189
Liability addition due to acquisition of Revett		17,513
Payment of reclamation obligations		(1,544)
Balance at December 31, 2015		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	\$	<u>86,045</u>

In June 2015, we completed the acquisition of Revett, giving us 100% ownership of the Troy mine and other interests in northwestern Montana (see *Note 15* for more information). As a result, we recorded a \$17.5 million liability for the present value of estimated costs for reclamation and closure of the Troy mine. Revett held an environmental risk transfer program ("insurance policy") which would have funded costs incurred prior to the expiration date of March 29, 2020 for reclamation at the Troy mine up to a maximum limit of \$16.8 million. In the third quarter of 2016, we reached a settlement on the insurance policy for cash proceeds to us of \$16.0 million.

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.

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Asset Retirement Obligations

Below is a reconciliation as of December 31, 2017 and 2016 (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 \$86.0 million and \$85.6 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.

	2017	2016
Balance January 1	\$ 59,275	\$ 53,433
Changes in obligations due to changes in reclamation plans	(578)	2,760
Accretion expense	4,870	3,158
Payment of reclamation obligations	(183)	(76)
Balance at December 31	<u>\$ 63,384</u>	<u>\$ 59,275</u>

In the fourth quarter of 2017, we updated the ARO at San Sebastian to include estimated costs for new underground mine development initiated in 2017 and to revise the timing for reclamation of the existing open pits, resulting in an increase in undiscounted costs of \$0.5 million and decrease in the ARO asset and liability of \$1.2 million.

In the fourth quarter of 2017, we revised the ARO at Casa Berardi to include costs for reclamation related to the East Mine Crown Pillar open pit, resulting in an increase in undiscounted costs of \$1.0 million and increase in the ARO asset and liability of \$0.7 million.

The ARO layers related to the changes described above were discounted using a credit adjusted, risk-free interest rate of 5.75% and inflation rates ranging from 2% to 4%.

Note 5: Income Taxes

Major components of our income tax provision for the years ended December 31, 2017, 2016 and 2015 are as follows (in thousands):

	2017	2016	2015
Current:			
Domestic	\$ 22,171	\$ (10,702)	\$ 3,892
Foreign	(22,526)	(13,713)	(5,376)
Total current income tax provision	(355)	(24,415)	(1,484)
Deferred:			
Domestic	(30,766)	7,480	(75,456)
Foreign	11,242	(10,493)	20,630
Total deferred income tax provision	(19,524)	(3,013)	(54,826)
Total income tax provision	<u>\$ (19,879)</u>	<u>\$ (27,428)</u>	<u>\$ (56,310)</u>

Domestic and foreign components of (loss) income before income taxes for the years ended December 31, 2017, 2016 and 2015 are as follows (in thousands):

	2017	2016	2015
Domestic	\$ (7,920)	\$ 41,014	\$ (65,895)
Foreign	4,280	55,961	35,237
Total	<u>\$ (3,640)</u>	<u>\$ 96,975</u>	<u>\$ (30,658)</u>

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The annual tax 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):

	2017		2016		2015	
Computed "statutory" benefit (provision)	\$ 1,274	35%	\$ (33,941)	35%	\$ 10,731	35%
Percentage depletion	5,174	142	8,114	(8)	2,432	8
Change in valuation allowance	24,464	672	11,336	(12)	(84,951)	(277)
Federal rate change	(37,546)	(1,031)	—	—	—	—
State taxes, net of federal taxes	1,112	30	(565)	1	(3,639)	(12)
Foreign currency remeasurement of monetary assets and liabilities	(10,357)	(284)	(4,598)	5	28,184	92
Rate differential on foreign earnings	(1,438)	(39)	(6,853)	7	(4,746)	(15)
Compensation	(661)	(18)	(1,517)	1	(1,014)	(3)
Foreign withholding taxes	(278)	(8)	—	—	—	—
Expiration of U.S. foreign tax credits	(2,300)	(63)	—	—	—	—
Other	677	18	596	(1)	(3,307)	(12)
Total provision	\$ (19,879)	(546)%	\$ (27,428)	28%	\$ (56,310)	(184)%

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.

We evaluated the positive and negative evidence available to determine the amount of valuation allowance required on our deferred tax assets. At December 31, 2017 and 2016, the balances of our valuation allowances were approximately \$79 million and \$100 million, respectively, primarily related to net operating losses and tax credit carryforwards. Due to the changes to tax laws under the Tax Cuts and Jobs Act, we determined it is more likely than not that we will not realize our U.S. net deferred tax assets. Accordingly, we have applied a full valuation allowance.

At December 31, 2017 and 2016, the net deferred tax liability was approximately \$120 million and \$87 million, respectively. The individual components of our net deferred tax assets and liabilities are reflected in the table below (in thousands).

	December 31,	
	2017	2016
Deferred tax assets:		
Accrued reclamation costs	\$ 21,812	\$ 30,188
Deferred exploration	17,426	26,785
Foreign net operating losses	1,003	1,058
Domestic net operating losses	130,186	82,359
AMT credit carryforwards	584	20,405
Pension and benefit obligation	12,584	18,115
Foreign exchange loss	18,112	34,977
Foreign tax credit carryforward	4,983	7,283
Miscellaneous	25,411	30,166
Total deferred tax assets	232,101	251,336
Valuation allowance	(78,684)	(99,602)
Total deferred tax assets	153,417	151,734
Deferred tax liabilities:		
Miscellaneous	(4,978)	(3,046)
Properties, plants and equipment	(268,476)	(235,700)
Total deferred tax liabilities	(273,454)	(238,746)
Net deferred tax liability	\$ (120,037)	\$ (87,012)

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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. For the years 2016 and 2015, 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.

We recorded a valuation allowance in the U.S. to reflect the estimated amount of deferred tax assets, which may not be realized principally due to the more likely than not expiration of net operating losses and tax credit carryforwards. A portion of the valuation allowance relating to exploration and other deferred tax assets 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, 2017, a \$76 million valuation allowance remains in U.S. jurisdictions, \$2 million in Hecla Canada Ltd. and \$1 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, 2017, 2016 and 2015, are as follows (in thousands):

	2017	2016	2015
Balance at beginning of year	\$ (99,602)	\$ (115,806)	\$ (32,094)
Increase related to non-utilization of net operating loss carryforwards and non-recognition of deferred tax assets due to uncertainty of recovery	(14,964)	(2,868)	(92,393)
Decrease related to utilization and expiration of deferred tax assets, other	35,882	19,072	8,681
Balance at end of year	<u>\$ (78,684)</u>	<u>\$ (99,602)</u>	<u>\$ (115,806)</u>

As of December 31, 2017, for U.S. income tax purposes, we have federal and state net operating loss carryforwards of \$506 million and \$366 million, respectively. These net operating loss carryforwards have a 20 year expiration period, the earliest of which could expire in 2020. We have foreign and provincial net operating loss carryforwards of approximately \$4 million each, which expire between 2018 and 2037. 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.

At December 31, 2017 and 2016 we had \$0 million and \$22 million, respectively, of federal net operating loss carryovers relating to excess tax benefits from the exercise of employee stock options and the vesting of restricted stock awards. 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 2011. We currently have no tax years under examination.

We had no unrecognized tax benefits as of December 31, 2017 or 2016. 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 Tax Cuts and Jobs Act (the "Act") resulting in significant modifications to existing law. We have 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 Act which includes 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 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.

As discussed in *Note 15*, we acquired Mines Management, Inc. in September 2016. In accounting for the acquisition, we adopted a policy to consider the recoverability of deferred tax assets acquired in the acquisition before considering the recoverability of the acquirer's existing deferred tax assets.

Note 6: Senior Notes, 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 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 \$4.3 million as of December 31, 2017. 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 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 \$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 proposed 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.

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.

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As of December 31, 2017, the annual future obligations related to the Senior Notes, including interest, were (in thousands):

Twelve-month period ending December 31,		
2018	\$	34,822
2019		34,822
2020		34,822
2021		518,107
Total		622,573
Less: interest		(116,073)
Principal		506,500
Less: unamortized discount		(4,271)
Long-term debt	\$	<u>502,229</u>

Credit Facility

In May 2016, we entered into a \$100 million senior secured revolving credit facility with a three year term, which was amended in July 2017 to extend the term until July 14, 2020. The credit facility is 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. This credit facility replaced our previous \$100 million credit facility which had the same terms of collateral as described above. Below is information on the interest rates, standby fee, and financial covenant terms under our current credit facility:

Interest rates:		
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%
Covenant financial ratios:		
Senior leverage ratio (debt secured by liens/EBITDA)		not more than 2.50:1
Leverage ratio (total debt less unencumbered cash/EBITDA)		not more than 4.00:1
Interest coverage ratio (EBITDA/interest expense)		not less than 3.00:1

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 \$2.6 million in letters of credit outstanding as of December 31, 2017.

We believe we were in compliance with all covenants under the credit agreement and no amounts were outstanding as of December 31, 2017. With the exception of the \$2.6 million in letters of credit outstanding at December 31, 2017, we have not drawn funds on the current revolving credit facility as of the filing date of this report.

Capital Leases

We have entered into various lease agreements, primarily for equipment at our Greens Creek, Lucky Friday and Casa Berardi units, which we have determined to be capital leases. At December 31, 2017, the total liability associated with the capital leases, including certain purchase option amounts, was \$11.8 million, with \$5.6 million of the liability classified as current and \$6.2 million classified as non-current. At December 31, 2016, the total liability balance associated with capital leases was \$11.5 million, with \$5.7 million of the liability classified as current and \$5.8 million classified as non-current. The total obligation for future minimum lease payments was \$12.5 million at December 31, 2017, with \$0.7 million attributed to interest.

At December 31, 2017, the annual maturities of capital lease commitments, including interest, were (in thousands):

Twelve-month period ending December 31,		
	2018	\$ 6,014
	2019	3,500
	2020	2,156
	2021	844
	Total	12,514
Less: imputed interest		(713)
Net capital lease obligation		<u>\$ 11,801</u>

Note 7: Commitments, Contingencies, and Obligations

General

We follow U.S. Generally Accepted Accounting Principles 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.

Rio Grande Silver Guaranty

Our wholly-owned subsidiary, Rio Grande Silver Inc. (“Rio”), is party to a joint venture with Emerald Mining & Leasing, LLC (“EML”) and certain other parties with respect to a land package in the Creede Mining District of Colorado that is adjacent to other land held by Rio. Rio holds a 70% interest in the joint venture. In connection with the joint venture, we are required to guarantee certain environmental remediation-related obligations of EML to a third party up to a maximum liability to us of \$2.5 million. As of December 31, 2017, we have not been required to make any payments pursuant to the guaranty. We may be required to make payments in the future, limited to the \$2.5 million maximum liability, should EML fail to meet its obligations to the third party. However, to the extent that any payments are made by us under the guaranty, EML, in addition to other parties, has jointly and severally agreed to reimburse and indemnify us for any such payments. We have not recorded a liability relating to the guaranty as of December 31, 2017.

Lucky Friday Water Permit Matters

In the past, the Lucky Friday unit experienced multiple regulatory issues relating to its water discharge permits and water management more generally. All of these issues have been resolved except for one: 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 the impact of the investigation will be.

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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, 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 still needs to 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.

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 June 2011 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.

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. 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. Neither the EPA nor any other party has made any claims against Hecla Limited (or Hecla Mining Company), however, it is possible that such a claim will be made in the future. Unless and until such a claim is made, Hecla Limited cannot estimate the amount or range of liability, if any, relating to this matter.

Senior Notes

On April 12, 2013, we completed an offering of \$500 million aggregate principal amount of 6.875% Senior Notes due 2021. The net proceeds from the offering of the Senior Notes were used to partially fund the acquisition of Aurizon Mines Ltd. ("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. See *Note 6* for more information.

Other Commitments

Our contractual obligations as of December 31, 2017 included approximately \$5.8 million for various costs. In addition, our open purchase orders at December 31, 2017 included approximately \$0.2 million, \$2.0 million and \$10.5 million for various capital and non-capital items at the Lucky Friday, Casa Berardi and Greens Creek units, respectively. We also have total commitments of approximately \$12.5 million relating to scheduled payments on capital leases, including interest, primarily for equipment at our Greens Creek, Lucky Friday and Casa Berardi units (see *Note 6* 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, 2017, we had surety bonds totaling \$117.4 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 8: 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, 2017, and the funded status as of December 31, 2017 and December 31, 2016 (in thousands):

	Pension Benefits	
	2017	2016
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 132,270	\$ 120,237
Service cost	4,786	4,309
Interest cost	5,356	5,230
Amendments	2,571	—
Change due to discount rate change	5,529	5,088
Actuarial loss (gain)	1,733	2,412
Benefits paid	(5,222)	(5,006)
Benefit obligation at end of year	147,023	132,270
Change in fair value of plan assets:		
Fair value of plan assets at beginning of year	87,357	73,321
Actual return (loss) on plan assets	10,560	9,950
Employer contributions	7,227	9,092
Benefits paid	(5,222)	(5,006)
Fair value of plan assets at end of year	99,922	87,357
Underfunded status at end of year	\$ (47,101)	\$ (44,913)

The following table provides the amounts recognized in the consolidated balance sheets as of December 31, 2017 and December 31, 2016 (in thousands):

	Pension Benefits	
	2017	2016
Current liabilities:		
Accrued benefit liability	\$ (471)	\$ (420)
Non-current pension liability:		
Accrued benefit liability	(46,628)	(44,491)
Accumulated other comprehensive loss	42,243	40,917
Net amount recognized	\$ (4,856)	\$ (3,994)

The benefit obligation and prepaid benefit costs were calculated by applying the following weighted average assumptions:

	Pension Benefits	
	2017	2016
Discount rate: net periodic pension cost	4.14%	4.45%
Discount rate: projected benefit obligation	3.83%	4.14%
Expected rate of return on plan assets	6.80%	7.20%
Rate of compensation increase: net periodic pension cost	2.00%	2.00%
Rate of compensation increase: projected benefit obligation ⁽¹⁾	2.00%	0.00% / 2.00%

⁽¹⁾ For 2016, 0% was assumed for years 2016 through 2018 and 2% was assumed thereafter.

The above assumptions were calculated based on information as of December 31, 2017 and December 31, 2016, 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 6.62%.

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Net periodic pension cost for the plans consisted of the following in 2017, 2016, and 2015 (in thousands):

	Pension Benefits		
	2017	2016	2015
Service cost	\$ 4,786	\$ 4,309	\$ 4,216
Interest cost	5,356	5,229	4,823
Expected return on plan assets	(5,849)	(5,299)	(5,382)
Amortization of prior service benefit	(337)	(337)	(337)
Amortization of net gain from earlier periods	4,132	4,372	4,260
Net periodic pension cost	<u>\$ 8,088</u>	<u>\$ 8,274</u>	<u>\$ 7,580</u>

The allocations of investments at December 31, 2017 and December 31, 2016, 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	
	2017	2016	2017	2016
Cash	—%	3%	—%	3%
Large cap U.S. equities	19%	18%	18%	17%
Small cap U.S. equities	9%	9%	10%	9%
Non-U.S. equities	27%	24%	26%	25%
Fixed income	21%	20%	20%	20%
Real estate	14%	13%	15%	13%
Absolute return hedge funds	5%	6%	6%	6%
Company stock	5%	7%	5%	7%
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 \$4.8 million and \$6.3 million at December 31, 2017 and December 31, 2016.

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:

	Target	Maximum
Large cap U.S. equities	17%	20%
Small cap U.S. equities	8%	10%
Non-U.S. equities	25%	30%
Fixed income	20%	25%
Real estate	15%	18%
Absolute return	5%	7%
Company stock/Real return	10%	13%

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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, 2017 (in thousands):

	Hecla				Lucky Friday			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 351	\$ —	\$ —	\$ 351	\$ 100	\$ —	\$ —	\$ 100
Common stock	3,768	—	—	3,768	1,015	—	—	1,015
Real estate	—	—	11,154	11,154	—	—	3,023	3,023
Common collective funds	—	14,802	2,301	17,103	—	4,115	601	4,716
Mutual funds	47,181	—	—	47,181	11,511	—	—	11,511
Total fair value	\$ 51,300	\$ 14,802	\$ 13,455	\$ 79,557	\$ 12,626	\$ 4,115	\$ 3,624	\$ 20,365

The following is a roll-forward of assets in Level 3 of the fair value hierarchy (in thousands):

	Hecla		Lucky Friday	
	Real estate	Common collective funds	Real estate	Common collective funds
Beginning balance at January 1, 2017	\$ 8,974	\$ 2,108	\$ 2,389	\$ 550
Net unrealized gains on assets held at the reporting date	350	104	94	28
Purchases	1,830	2,108	540	550
Sales	—	(2,019)	—	(527)
Ending balance at December 31, 2017	\$ 11,154	\$ 2,301	\$ 3,023	\$ 601

Of the \$17.1 million in plan assets classified as level 3, \$14.2 million was invested in real estate, and the remaining \$2.9 million was invested in collective investment funds.

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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, 2016 (in thousands):

	Hecla				Lucky Friday			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 1,924	\$ —	\$ —	\$ 1,924	\$ 550	\$ —	\$ —	\$ 550
Common stock	4,973	—	—	4,973	1,340	—	—	1,340
Real estate	—	—	8,974	8,974	—	—	2,389	2,389
Common collective funds	—	12,379	2,108	14,487	—	3,427	550	3,977
Mutual funds	38,326	—	—	38,326	10,417	—	—	10,417
Total fair value	\$ 45,223	\$ 12,379	\$ 11,082	\$ 68,684	\$ 12,307	\$ 3,427	\$ 2,939	\$ 18,673

The following is a roll-forward of assets in Level 3 of the fair value hierarchy (in thousands):

	Hecla		Lucky Friday	
	Real estate	Common collective funds	Real estate	Common collective funds
Beginning balance at January 1, 2016	\$ 10,326	\$ 4,462	\$ 2,856	\$ 1,309
Net unrealized gains on assets held at the reporting date	283	80	71	20
Purchases	333	—	90	—
Sales	(1,968)	(2,434)	(628)	(779)
Ending balance at December 31, 2016	\$ 8,974	\$ 2,108	\$ 2,389	\$ 550

Of the \$14.0 million in plan assets classified as level 3, \$11.4 million was invested in real estate, and the remaining \$2.6 million was invested in collective investment funds.

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 and private equity partnerships is primarily based on valuation methodologies that include third-party appraisals, comparable transactions, and discounted cash flow valuation models.

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
2018	\$ 6,400
2019	6,571
2020	7,278
2021	7,404
2022	8,044
Years 2023-2027	41,589

We made cash contributions to our defined benefit plans of approximately \$1.2 million in April 2017 and \$5.7 million in July 2017, with no additional contributions in 2017. We expect to contribute a total of \$3.8 million in cash or shares of our common stock to our defined benefit plans in 2018. We expect to contribute approximately \$0.5 million to our unfunded supplemental executive retirement plan during 2018.

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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, 2017		December 31, 2016	
	ABO Exceeds Plan Assets	Plan Assets Exceed ABO	ABO Exceeds Plan Assets	Plan Assets Exceed ABO
Projected benefit obligation	\$ 147,023	\$ —	\$ 132,270	\$ —
Accumulated benefit obligation	141,775	—	128,102	—
Fair value of plan assets	99,922	—	87,357	—

For the pension plans, the following amounts are included in "Accumulated other comprehensive loss, net" on our balance sheet as of December 31, 2017, that have not yet been recognized as components of net periodic benefit cost (in thousands):

	Pension Benefits
Unamortized net (gain)/loss	\$ 40,579
Unamortized prior service cost	1,664

The amounts in "Accumulated other comprehensive loss, net" expected to be recognized as components of net periodic benefit cost during 2018 are (in thousands):

	Pension Benefits
Amortization of net loss	\$ 3,726
Amortization of prior service benefit	61

We do not expect to have any of the pension plans' assets returned during 2018.

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 \$3.5 million in 2017, \$3.5 million in 2016, and \$3.4 million in 2015. 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 \$114,000 in 2017, \$442,000 in 2016, and \$391,000 in 2015, with the decrease in 2017 due to the ongoing strike (see *Note 11* for more information).

Note 9: Stockholders' Equity

Common Stock

We are authorized to issue 750,000,000 shares of common stock, \$0.25 par value per share, of which 403,705,875 shares of common stock were issued and 4,529,450 shares issued and held in treasury, for a net of 399,176,425 shares outstanding as of December 31, 2017. 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, 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

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The following table summarizes the quarterly common stock dividends declared by our board of directors for the years ended December 31, 2015, 2016 and 2017:

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 17, 2015	\$—	\$0.0025	\$0.0025	\$0.9	March 2015
May 6, 2015	\$—	\$0.0025	\$0.0025	\$0.9	June 2015
August 6, 2015	\$—	\$0.0025	\$0.0025	\$0.9	September 2015
November 3, 2015	\$—	\$0.0025	\$0.0025	\$0.9	December 2015
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

Because the average realized silver prices for all periods in 2015, 2016 and 2017 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. As of December 31, 2017, we had sold 4,608,847 shares under the agreement for proceeds of approximately \$17.7 million, net of commissions and fees of approximately \$362 thousand. Of those amounts, 1,828,760 shares were sold in 2017 for total proceeds of approximately \$9.6 million, net of commissions and fees of approximately \$196 thousand.

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, 2017, 934,100 shares have been repurchased under the program, 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 12, 2018, was \$3.75 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, 2017, 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 2015, 2016 and 2017 were declared and paid in cash.

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, 2017 and 2016, our Series B preferred stock had a Liquidation Preference of \$7.9 million.

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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 us with the ability 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, 2017, 2016 and 2015 were approximately \$6.3 million, \$6.2 million, and \$5.4 million, respectively. Over the next twelve months, we expect to recognize approximately \$3.4 million in additional compensation expense as outstanding restricted stock units 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, 2017, there were 6,866,026 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 \$100,000 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 2017, 2016, and 2015, 156,122, 68,462, and 48,244 shares, respectively, were credited to the non-employee directors. During 2017, 2016 and 2015, \$774,000, \$271,000, and \$150,000, respectively, was charged to general and administrative expense associated with the shares issued to the no-employee directors. At December 31, 2017, there were 3,282,337 shares available for grant in the future under the plan.

In addition to the foregoing, for 2016 and 2015, 120,911 and 186,888 shares, respectively, were credited to the non-employee directors, and \$532,000 and \$456,000, respectively, associated with the 2010 Stock Incentive Plan was charged to general and administrative expense.

[Table of Contents](#)*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, 2017	2,735,564	\$ 3.41
Granted (unvested)	884,406	\$ 5.87
Canceled	(78,176)	\$ 3.10
Distributed (vested)	(1,446,476)	\$ 3.26
Unvested, December 31, 2017	<u>2,095,318</u>	<u>\$ 4.52</u>

The 2,095,318 unvested units at December 31, 2017 are scheduled to vest as follows:

669,756	in June 2018
549,041	in July 2018
622,036	in June 2019
254,485	in June 2020

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 2015), we have recognized approximately \$5.1 million in compensation expense, including approximately \$3.7 million recognized in 2017, and expect to record an additional \$4.3 million in compensation expense over the remaining vesting period related to these units. The latest vesting date for unvested units as of December 31, 2017 is June 2020.

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 2016), we have recognized approximately \$0.6 million in compensation expense, including approximately \$0.4 million recognized in 2017, and expect to record an additional \$0.7 million in compensation expense over the remaining vesting period related to these awards. The latest vesting date for unvested units as of December 31, 2017 is December 31, 2019.

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. Pursuant to such net settlements, in 2017 we withheld 588,240 shares valued at approximately \$2.9 million, or approximately \$4.88 per share. In 2016, we withheld 1,010,509 shares valued at approximately \$3.5 million, or approximately \$3.44 per share. These shares become treasury shares unless we cancel them.

Note 10: Derivative Instruments*Foreign Currency*

Our wholly-owned subsidiaries owning the Casa Berardi and San Sebastian mines are USD-functional entities which routinely incur expenses denominated in CAD and MXN, 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, 2017, we had 96 forward contracts outstanding to buy CAD\$213.1 million having a notional amount of US\$164.5 million, and 25 forward contracts outstanding to buy MXN\$278.2 million having a notional amount of US\$14.1 million. The CAD contracts are related to forecasted cash operating costs at Casa Berardi to be incurred from 2018 through 2020 and have CAD-to-USD exchange rates ranging between 1.2787 and 1.3380. The MXN contracts are related to forecasted cash operating costs at San Sebastian for 2018 and 2019 and have MXN-to-USD exchange rates ranging between 18.8317 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.

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As of December 31, 2017, we recorded the following balances for the fair value of the contracts:

- a current asset of \$2.3 million, which is included in other current assets and is net of \$0.4 million for contracts in a current liability position; and
- a non-current asset of \$2.7 million, which is included in other non-current assets and is net of \$0.3 million for contracts in a non-current liability position.

Net unrealized gains of approximately \$5.0 million related to the effective portion of the hedges were included in accumulated other comprehensive income as of December 31, 2017, 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 \$2.1 million in net unrealized gains included in accumulated other comprehensive income as of December 31, 2017 would be reclassified to current earnings in the next twelve months. Net realized gains of approximately \$1.1 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 2017. Net unrealized gains of approximately \$5 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, 2017.

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 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, we currently 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. At December 31, 2017, we recorded a current liability of \$10.3 million, which is included in other current liabilities and is net of \$0.2 million for contracts in a fair value current asset position. In addition, we recorded a non-current liability of \$5.2 million at December 31, 2017 which is included in other non-current liabilities.

We recognized a \$6.0 million net loss during 2017 on the contracts utilized to manage exposure to prices of metals in our concentrate shipments, which is included in sales of products. The net loss recognized on the contracts offsets gains 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.

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We recognized a \$21.3 million net loss during 2017 on the contracts utilized to manage exposure to prices for forecasted future concentrate shipments. The net loss 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 loss for 2017 is the result of increasing zinc and lead prices. 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 recognize losses.

The following tables summarize the quantities of metals committed under forward sales contracts at December 31, 2017 and 2016:

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	—	—	32,187	16,645	N/A	N/A	\$ 1.29	\$ 1.06
2019 settlements	—	—	23,589	18,078	N/A	N/A	\$ 1.33	\$ 1.09
2020 settlements	—	—	3,307	2,866	N/A	N/A	\$ 1.27	\$ 1.08

December 31, 2016	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								
2017 settlements	1,295	4	19,070	7,441	\$ 16.29	\$ 1,172	\$ 1.18	\$ 0.97
Contracts on forecasted sales								
2017 settlements	N/A	N/A	35,384	17,637	N/A	N/A	\$ 1.19	\$ 1.03
2018 settlements	N/A	N/A	13,779	5,732	N/A	N/A	\$ 1.21	\$ 1.05

Our concentrate sales are based on a provisional sales price containing an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of the concentrates at the forward price at the time of the sale. The embedded derivative, which does not qualify for hedge accounting, is adjusted to market through earnings each period prior to final settlement.

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 contracts. As of December 31, 2017, we have not posted any collateral related to these agreements. 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 \$0.8 million as of December 31, 2017. If we were in breach of any of these provisions at December 31, 2017, we could have been required to settle our obligations under the agreements at their termination value of \$0.8 million.

Note 11: Business Segments 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 four segments, which represent our operating units: the Greens Creek unit, the Lucky Friday unit, the Casa Berardi unit, and the San Sebastian unit. The San Sebastian unit, a historic operating property for Hecla, resumed commercial production in the fourth quarter of 2015 and was added as a new reporting segment in 2015.

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.

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,		
	2017	2016	2015
Greens Creek	48.2%	40.3%	51.4%
Lucky Friday	3.8%	14.7%	14.9%
Casa Berardi	33.3%	27.4%	33.7%
San Sebastian	14.8%	17.6%	—%
	100%	100%	100%

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The tables below present information about reportable segments as of and for the years ended December 31, 2017, 2016 and 2015 (in thousands).

	2017	2016	2015
Net sales to unaffiliated customers:			
Greens Creek	\$ 278,297	\$ 260,446	\$ 227,833
Lucky Friday	21,555	94,479	66,302
Casa Berardi	192,165	177,143	149,432
San Sebastian	85,758	113,889	—
	<u>\$ 577,775</u>	<u>\$ 645,957</u>	<u>\$ 443,567</u>
Income (loss) from operations:			
Greens Creek	\$ 70,132	\$ 65,125	\$ 26,536
Lucky Friday	(16,037)	18,175	868
Casa Berardi	4,003	16,336	(1,557)
San Sebastian	53,591	77,221	(9,269)
Other	(47,046)	(59,913)	(52,189)
	<u>\$ 64,643</u>	<u>\$ 116,944</u>	<u>\$ (35,611)</u>
Capital additions (including non-cash additions):			
Greens Creek	\$ 35,255	\$ 42,013	\$ 45,962
Lucky Friday	6,268	44,839	60,020
Casa Berardi	51,327	67,577	35,302
San Sebastian	9,994	6,026	4,623
Other	2,908	21,344	14,809
	<u>\$ 105,752</u>	<u>\$ 181,799</u>	<u>\$ 160,716</u>
Depreciation, depletion and amortization:			
Greens Creek	\$ 56,328	\$ 53,222	\$ 57,742
Lucky Friday	2,447	11,810	11,262
Casa Berardi	54,594	47,312	43,674
San Sebastian	2,693	3,782	—
	<u>\$ 116,062</u>	<u>\$ 116,126</u>	<u>\$ 112,678</u>
Other significant non-cash items:			
Greens Creek	\$ 2,685	\$ 2,736	\$ 2,886
Lucky Friday	2,011	720	72
Casa Berardi	653	1,259	2,229
San Sebastian	468	—	13
Other	51,182	11,135	66,004
	<u>\$ 56,999</u>	<u>\$ 15,850</u>	<u>\$ 71,204</u>
Identifiable assets:			
Greens Creek	\$ 671,960	\$ 681,303	\$ 698,265
Lucky Friday	432,400	442,829	393,338
Casa Berardi	804,505	806,044	779,423
San Sebastian	62,198	33,608	22,238
Other	393,894	407,893	328,661
	<u>\$ 2,364,957</u>	<u>\$ 2,371,677</u>	<u>\$ 2,221,925</u>

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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, 2017, 2016 and 2015 (in thousands):

	2017	2016	2015
United States	\$ 16,776	\$ 22,499	\$ 17,862
Canada	358,663	437,621	275,771
Japan	58,475	44,158	38,835
Korea	80,183	116,687	66,293
China	69,631	35,220	38,611
Other	—	4,008	—
Total, excluding gains/losses on forward contracts	\$ 583,728	\$ 660,193	\$ 437,372

Sales of products for 2017 and 2016 include net losses of \$6.0 million and \$14.2 million, respectively, and 2015 included net gains of \$6.2 million, on financially-settled forward contracts for silver, gold, lead and zinc contained in our concentrate sales. See *Note* 10 for more information.

The following are our long-lived assets by geographic area as of December 31, 2017 and 2016 (in thousands):

	2017	2016
United States	\$ 1,246,577	\$ 1,261,488
Canada	759,700	764,489
Mexico	13,744	6,708
	\$ 2,020,021	\$ 2,032,685

Sales from continuing operations to significant metals customers as a percentage of total sales were as follows for the years ended December 31, 2017, 2016 and 2015:

	Year Ended December 31,		
	2017	2016	2015
Teck Metals Ltd.	11.3%	21.2%	22.5%
Korea Zinc	16.4%	16.9%	16.0%
Scotia	24.9%	24.5%	5.6%
CIBC	22.8%	19.0%	17.6%
Mitsui	7.6%	4.4%	10.2%

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. 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 July 2017, when limited production resumed. For 2017, suspension costs not related to production of \$17.1 million, along with \$4.2 million in non-cash depreciation expense, are reported in a separate line item on our consolidated statement of operations. In February 2018, we reached an agreement for binding third-party arbitration with the union, subject to ratification by the union membership. If the arbitration is approved by the union members in March 2018, three arbitrators will decide on one of the following to become effective for a period of three years: 1) the contract we submitted in December 2017 as our revised last, best and final offer or 2) the terms of the collective bargaining agreement that expired in April 2016, as modified by certain changes agreed to by the union and us. It is anticipated the arbitration would be completed in May 2018. If the arbitration is not approved by the union members, we will be back at the status quo. We cannot predict whether the union members will approve the arbitration, the outcome of the arbitration, or how long the strike will last or whether an agreement will be reached if the arbitration is not agreed to. 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.

Note 12: 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 8* for information on the fair values of our defined benefit pension plan assets.

	Balance at December 31, 2017	Balance at December 31, 2016	Input Hierarchy Level
Assets:			
Cash and cash equivalents:			
Money market funds and other bank deposits	\$ 186,107	\$ 169,777	Level 1
Available for sale securities:			
Debt securities – municipal and corporate bonds	33,758	29,117	Level 2
Equity securities – mining industry	7,561	5,002	Level 1
Trade accounts receivable:			
Receivables from provisional concentrate sales	14,805	20,082	Level 2
Derivative contracts:			
Metal forward contracts	—	5,403	Level 2
Foreign exchange contracts	4,943	27	Level 2
Restricted cash balances:			
Certificates of deposit and other bank deposits	1,032	2,200	Level 1
Total assets	\$ 248,206	\$ 231,608	
Liabilities			
Derivative contracts:			
Metal forward contracts	\$ 15,531	\$ 192	Level 2
Foreign exchange contracts	—	5,288	Level 2
Total liabilities	\$ 15,531	\$ 5,480	

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, doré and precipitate 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 loading on truck or ship). 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 metal 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 10* 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 10* 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 \$502.2 million, net of unamortized initial purchaser discount at December 31, 2017, had a fair value of \$520.4 million at December 31, 2017. Third-party quotes, which we consider to be Level 2 inputs, are utilized to estimate fair values of the Senior Notes. See *Note 6* for more information.

Note 13: 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, 2017, there were 403,705,875 shares of our common stock issued and 4,529,450 shares issued and held in treasury, for a net of 399,176,425 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.

A total of 157,816 shares of preferred stock were outstanding at December 31, 2017, 2016 and 2015.

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The following table represents net income per common share – basic and diluted (in thousands, except earnings per share):

	Year ended December 31,		
	2017	2016	2015
Numerator			
Net income (loss)	\$ (23,519)	\$ 69,547	\$ (86,968)
Preferred stock dividends	(552)	(552)	(552)
Net income (loss) applicable to common shares	<u>\$ (24,071)</u>	<u>\$ 68,995</u>	<u>\$ (87,520)</u>
Denominator			
Basic weighted average common shares	397,394	386,416	373,954
Dilutive stock options, restricted stock units, and warrants	—	2,906	—
Diluted weighted average common shares	<u>397,394</u>	<u>389,322</u>	<u>373,954</u>
Basic earnings (loss) per common share	\$ (0.06)	\$ 0.18	\$ (0.23)
Diluted earnings (loss) per common share	\$ (0.06)	\$ 0.18	\$ (0.23)

There were no options outstanding for the years ended December 31, 2017, 2016 and 2015, and no warrants outstanding for the years ended December 31, 2017 and 2016. For the years ended December 31, 2017 and 2015, 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, 4,309,440 restricted stock units that were unvested or vested during the year and 635,602 deferred shares were included in the calculation of diluted earnings per share.

Note 14: 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, 2015	\$ (1,409)	\$ —	\$ (30,622)	\$ (32,031)
2015 change	250	—	(850)	(600)
Balance December 31, 2015	(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	<u>\$ 3,719</u>	<u>\$ 5,030</u>	<u>\$ (32,122)</u>	<u>\$ (23,373)</u>

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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 and \$0.3 million changes in unrealized gains on securities in 2016 and 2015, respectively, are net of \$1.0 million and \$3.0 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):

	Income Tax Effect of:			
	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, 2015	\$ 625	\$ —	\$ 10,417	\$ 11,042
2015 change	6	—	213	219
Balance December 31, 2015	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	<u>\$ 1,791</u>	<u>\$ —</u>	<u>\$ 10,120</u>	<u>\$ 11,911</u>

See *Note 2* for more information on our marketable securities, *Note 8* for more information on our employee benefit plans, and *Note 10* for more information on our derivative instruments.

Note 15: Acquisitions

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.

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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):

Consideration:	
Cash	\$ 4,025
Hecla stock issued (8,309,006 shares at \$5.79 per share)	48,109
Total consideration	\$ 52,134
Fair value of net assets acquired:	
Assets:	
Cash	\$ 94
Property, 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 "Property, 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.

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.

(in thousands, except per share amounts)	Year Ended December 31,	
	2016	2015
	(unaudited)	
Sales of products	\$ 645,957	\$ 443,567
Net income (loss)	68,778	(89,806)
Income (loss) applicable to common shareholders	68,226	(90,357)
Basic and diluted income (loss) per common share	0.17	(0.24)

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.

Acquisition of Revett Mining Company, Inc.

On June 15, 2015, we completed the acquisition of Revett through the merger of a wholly owned subsidiary of ours with and into Revett, pursuant to which we acquired all of the issued and outstanding common stock of Revett for total consideration of \$20.1 million. The acquired entities hold 100% ownership of two properties and other interests in northwestern Montana, including: the Troy Mine, which is on care-and-maintenance and which we intend to reclaim and close, and the Rock Creek project, a significant undeveloped silver and copper deposit which we believe provides long-term production growth potential if permitted and developed. The consideration was comprised of \$0.9 million in cash used to fund Revett's operating activities prior to completion of the merger and \$19.1 million in Hecla common stock. In the merger, each outstanding common share of Revett was exchanged for 0.1622 of a share of our common stock. Revett had 38,548,989 outstanding common shares, excluding 725,000 shares owned by our wholly-owned subsidiary which were canceled in the merger, resulting in 6,252,646 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 \$3.06 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):

Consideration:	
Cash	\$ 949
Hecla stock issued (6,252,646 shares at \$3.06 per share)	19,133
Total consideration	\$ 20,082
Fair value of net assets acquired:	
Assets:	
Cash	\$ 140
Accounts receivable	137
Inventory - supplies	472
Deferred tax assets	7,193
Property, plants, equipment and mineral interests	17,609
Reclamation insurance	16,800
Other assets	280
Total assets	42,631
Liabilities:	
Accounts payable and accrued liabilities	975
Notes payable	4,061
Non-current reclamation liability	17,513
Total liabilities	22,549
Net assets	\$ 20,082

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The \$17.6 million fair value for "Property, plants, equipment, and mineral interests" is comprised of \$4.1 million for plant and equipment, \$4.6 million for land, and \$8.9 million for mineral interests.

The \$17.5 million value for "Non-current reclamation liability" represents the present value of estimated costs for reclamation and closure of the Troy mine. Revett held an environmental risk transfer program ("insurance policy") which would have funded costs incurred prior to the expiration date of March 29, 2020 for reclamation at the Troy mine up to a maximum limit of \$16.8 million. We therefore included the \$16.8 million "Reclamation insurance" asset above for the fair value of the insurance policy at the time of acquisition. However, in the third quarter of 2016, we reached a settlement on the insurance policy for cash proceeds to us of \$16.0 million. The \$0.7 million difference between the settlement amount and the asset balance prior to settlement was recorded to expense.

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)	Year Ended	
	December 31,	
	2015	
		(unaudited)
Sales of products	\$	445,703
Net loss		(89,118)
Loss applicable to common stockholders		(89,670)
Basic and diluted loss per common share		(0.24)

The unaudited pro forma financial information includes adjustments to 1) eliminate acquisition-related costs totaling \$2.4 million for the year ended December 31, 2015 which are non-recurring and 2) reflect the issuance of Hecla stock as consideration in the acquisition. A net loss by the acquired entities since the acquisition date of \$1.7 million is included in our net loss reported for the year ended December 31, 2015.

Note 16: 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 (see *Note 6* 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 Corp.; Montanore Minerals Corp.; Hecla Alaska LLC; Hecla Greens Creek Mining Company; Hecla Admiralty Company; and Hecla Juneau Mining Company. 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.

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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.
- **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.

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Effective December 31, 2015, Hecla Limited (our wholly owned subsidiary) sold 100% of its ownership of Hecla Alaska LLC (its wholly owned subsidiary) to Hecla Mining Company for consideration totaling approximately \$240.8 million. The consideration consisted of satisfaction of inter-company debt between Hecla Limited and Hecla Mining Company and an obligation by Hecla Mining Company, under certain circumstances, to fund a limited amount of the capital requirements of Hecla Limited for up to five years. Hecla Alaska LLC owns a 29.7331% interest in the joint venture which owns the Greens Creek mine. The presentation of condensed consolidating financial statements below reflects the effective date for accounting purposes of January 1, 2016.

Condensed Consolidating Balance Sheets

	As of December 31, 2017				
	Parent	Guarantors	Non- Guarantors	Eliminations	Consolidated
	(in thousands)				
Assets					
Cash and cash equivalents	\$ 103,878	\$ 31,016	\$ 51,213	\$ —	\$ 186,107
Other current assets	47,555	47,608	39,630	(575)	134,218
Properties, plants, and equipment - net	1,946	1,244,161	773,914	—	2,020,021
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
Total assets	\$ 1,813,123	\$ 1,152,636	\$ 532,858	\$ (1,133,660)	\$ 2,364,957
Liabilities and Stockholders' Equity					
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	121,546	(10,120)	121,546
Other non-current liabilities	53,588	5,185	838	—	59,611
Stockholders' equity	1,483,882	1,000,913	357,112	(1,358,025)	1,483,882
Total liabilities and stockholders' equity	\$ 1,813,123	\$ 1,152,636	\$ 532,858	\$ (1,133,660)	\$ 2,364,957

As of December 31, 2016

	<u>Parent</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
	(in thousands)				
Assets					
Cash and cash equivalents	\$ 113,275	\$ 24,388	\$ 32,114	\$ —	\$ 169,777
Other current assets	33,950	52,400	35,537	(573)	121,314
Properties, plants, and equipment - net	2,103	1,258,890	771,692	—	2,032,685
Intercompany receivable (payable)	404,121	(222,072)	(307,018)	124,969	—
Investments in subsidiaries	1,496,787	—	—	(1,496,787)	—
Other non-current assets	4,186	199,957	5,337	(161,579)	47,901
Total assets	\$ 2,054,422	\$ 1,313,563	\$ 537,662	\$ (1,533,970)	\$ 2,371,677
Liabilities and Stockholders' Equity					
Current liabilities	\$ 22,401	\$ 86,730	\$ 40,093	\$ (22,999)	\$ 126,225
Long-term debt	500,979	3,065	2,773	—	506,817
Non-current portion of accrued reclamation	—	63,025	16,902	—	79,927
Non-current deferred tax liability	—	14,212	122,855	(14,212)	122,855
Other non-current liabilities	51,198	5,108	(325)	28	56,009
Stockholders' equity	1,479,844	1,141,423	355,364	(1,496,787)	1,479,844
Total liabilities and stockholders' equity	\$ 2,054,422	\$ 1,313,563	\$ 537,662	\$ (1,533,970)	\$ 2,371,677

Condensed Consolidating Statements of Operations

	Year Ended December 31, 2017				
	Parent	Guarantors	Non-Guarantors (in thousands)	Eliminations	Consolidated
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)	(57,288)	—	(116,062)
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)
Gain on derivative contracts	(21,250)	—	—	—	(21,250)
Acquisition costs	(24)	—	(1)	—	(25)
Equity in earnings of subsidiaries	(182,573)	—	—	182,573	—
Other (expense) income	203,365	(29,735)	(42,622)	(202,514)	(71,506)
(Loss) income before income taxes	(23,519)	28,625	11,195	(19,941)	(3,640)
(Provision) benefit from income taxes	—	(208,793)	(13,600)	202,514	(19,879)
Net (loss) income	(23,519)	(180,168)	(2,405)	182,573	(23,519)
Preferred stock dividends	(552)	—	—	—	(552)
(Loss) income applicable to common stockholders	(24,071)	(180,168)	(2,405)	182,573	(24,071)
Net (loss) income	(23,519)	(180,168)	(2,405)	182,573	(23,519)
Changes in comprehensive (loss) income	11,229	296	2,486	(2,782)	11,229
Comprehensive (loss) income	\$ (12,290)	\$ (179,872)	\$ 81	\$ 179,791	\$ (12,290)

Year Ended December 31, 2016

	Parent	Guarantors	Non- Guarantors (in thousands)	Eliminations	Consolidated
Revenues	\$ (14,237)	\$ 369,162	\$ 291,032	\$ —	\$ 645,957
Cost of sales	—	(202,475)	(135,850)	—	(338,325)
Depreciation, depletion, and amortization	—	(65,032)	(51,094)	—	(116,126)
General and administrative	(23,262)	(20,425)	(1,353)	—	(45,040)
Exploration and pre-development	(304)	(6,640)	(10,913)	—	(17,857)
Loss on derivative contracts	4,423	—	—	—	4,423
Closed operations	(2,607)	(34)	(54)	—	(2,695)
Equity in earnings of subsidiaries	94,878	—	—	(94,878)	—
Other (expense) income	10,656	11,400	(36,074)	(19,344)	(33,362)
Income (loss) before income taxes	69,547	85,956	55,694	(114,222)	96,975
(Provision) benefit from income taxes	—	(25,334)	(21,438)	19,344	(27,428)
Net income (loss)	69,547	60,622	34,256	(94,878)	69,547
Preferred stock dividends	(552)	—	—	—	(552)
Income (loss) applicable to common stockholders	68,995	60,622	34,256	(94,878)	68,995
Net income (loss)	69,547	60,622	34,256	(94,878)	69,547
Changes in comprehensive income (loss)	(1,971)	8	2,657	(2,665)	(1,971)
Comprehensive income (loss)	\$ 67,576	\$ 60,630	\$ 36,913	\$ (97,543)	\$ 67,576

Year Ended December 31, 2015

	Parent	Guarantors	Non-Guarantors (in thousands)	Eliminations	Consolidated
Revenues	\$ 6,194	\$ 287,941	\$ 149,432	\$ —	\$ 443,567
Cost of sales	—	(191,494)	(100,884)	—	(292,378)
Depreciation, depletion, and amortization	—	(69,004)	(43,674)	—	(112,678)
General and administrative	(17,920)	(14,508)	(1,773)	—	(34,201)
Exploration and pre-development	(627)	(7,177)	(14,154)	—	(21,958)
Gain on derivative contracts	8,252	—	—	—	8,252
Closed operations	(517)	(1,645)	—	—	(2,162)
Equity in earnings of subsidiaries	49,565	—	—	(49,565)	—
Other (expense) income	(131,915)	22,537	36,090	54,188	(19,100)
(Loss) income before income taxes	(86,968)	26,650	25,037	4,623	(30,658)
(Provision) benefit from income taxes	—	(7,251)	5,129	(54,188)	(56,310)
Net (loss) income	(86,968)	19,399	30,166	(49,565)	(86,968)
Preferred stock dividends	(552)	—	—	—	(552)
(Loss) income applicable to common stockholders	(87,520)	19,399	30,166	(49,565)	(87,520)
Net (loss) income	(86,968)	19,399	30,166	(49,565)	(86,968)
Changes in comprehensive (loss) income	(600)	(467)	259	208	(600)
Comprehensive (loss) income	\$ (87,568)	\$ 18,932	\$ 30,425	\$ (49,357)	\$ (87,568)

Condensed Consolidating Statements of Cash Flows

Year Ended December 31, 2017

	Parent	Guarantors	Non-Guarantors (in thousands)	Eliminations	Consolidated
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	9,287	—	(138,762)	2,643
Cash flows from financing activities:					
Dividends paid to stockholders	(4,528)	—	—	—	(4,528)
Payments on 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 and cash equivalents	(9,397)	6,628	19,099	—	16,330
Beginning cash and cash equivalents	113,275	24,388	32,114	—	169,777
Ending cash and cash equivalents	\$ 103,878	\$ 31,016	\$ 51,213	\$ —	\$ 186,107

Year Ended December 31, 2016

	<u>Parent</u>	<u>Guarantors</u>	<u>Non- Guarantors</u> (in thousands)	<u>Eliminations</u>	<u>Consolidated</u>
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	(3,931)	—	—	—	(3,931)
Other investing activities, net	(29,383)	(896)	333	—	(29,946)
Cash flows from financing activities:					
Dividends paid to stockholders	(4,419)	—	—	—	(4,419)
Payments on debt	—	(10,174)	(982)	—	(11,156)
Other financing activity	(28,476)	3,529	8,895	19,606	3,554
Effect of exchange rate changes on cash	—	—	(74)	—	(74)
Changes in cash and cash equivalents	19,108	(18,304)	13,764	—	14,568
Beginning cash and cash equivalents	94,167	42,692	18,350	—	155,209
Ending cash and cash equivalents	<u>\$ 113,275</u>	<u>\$ 24,388</u>	<u>\$ 32,114</u>	<u>\$ —</u>	<u>\$ 169,777</u>

Year Ended December 31, 2015

	<u>Parent</u>	<u>Guarantors</u>	<u>Non- Guarantors</u> (in thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Cash flows from operating activities	\$ (56,036)	\$ 101,254	\$ 63,856	\$ (2,629)	\$ 106,445
Cash flows from investing activities:					—
Additions to properties, plants, and equipment	(1,355)	(97,684)	(38,404)	—	(137,443)
Other investing activities	(748)	637	(1,052)	—	(1,163)
Cash flows from financing activities:					
Dividends paid to stockholders	(4,291)	—	—	—	(4,291)
Payments on debt	—	(12,405)	1,554	—	(10,851)
Other financing activity	9,712	17,066	(31,408)	2,629	(2,001)
Effect of exchange rates on cash	—	—	(5,152)	—	(5,152)
Changes in cash and cash equivalents	(52,718)	8,868	(10,606)	—	(54,456)
Beginning cash and cash equivalents	146,885	33,824	28,956	—	209,665
Ending cash and cash equivalents	<u>\$ 94,167</u>	<u>\$ 42,692</u>	<u>\$ 18,350</u>	<u>\$ —</u>	<u>\$ 155,209</u>

Hecla Mining Company and Wholly Owned Subsidiaries
Form 10-K – December 31, 2017
Index to Exhibits

- 3.1 [Restated Certificate of Incorporation of the Registrant.*](#)
- 3.2 [Bylaws of the Registrant 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 Form 10-Q for the quarter ended June 30, 2017 \(File No. 1-8491\), 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 August 5, 2015, among Revett Mining Company, Inc., Revett Silver Company, Troy Mine, Inc., RC Resources, Inc., Revett Exploration, Inc., and Revett Holdings, Inc., as Guaranteeing Subsidiaries, 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.](#)
- 4.2(d) [Supplemental Indenture, dated October 26, 2016, among Mines Management Inc., Newhi Inc., and Montanore Minerals Corp., as Guaranteeing Subsidiaries, 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.](#)
- 10.1 [Fourth Amended and Restated Credit Agreement dated as of May 20, 2016, by and among Hecla Mining Company, Hecla Limited, Hecla Alaska LLC, Hecla Greens Creek Mining Company, and Hecla Juneau Mining Company, as the Borrowers, 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 May 25, 2016 \(File No. 1-8491\), and incorporated herein by reference.](#)
- 10.2 [First Amendment to Fourth Amended and Restated Credit Agreement effective July 14, 2017, by and among Hecla Mining Company, Hecla Limited, Hecla Alaska LLC, Hecla Greens Creek Mining Company, and Hecla Juneau Mining Company, as the Borrowers, The Bank of Nova Scotia, as the Administrative Agent for the Lenders, and various Lenders. Filed as exhibit 10.2 to Registrant's Form 10-Q for the quarter ended June 30, 2017 \(File No. 1-8491\), 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 [Hecla Mining Company Key Employee Deferred Compensation Plan. \(1\) *](#)
- 10.5 [Hecla Mining Company 2010 Stock Incentive Plan. \(1\) *](#)
- 10.6 [Hecla Mining Company Amended Annual Incentive Plan. Filed as exhibit 10.2 to Registrant's Form 10-Q for the quarter ended March 31, 2017 \(File No. 1-8491\), and incorporated herein by reference. \(1\)](#)
- 10.7 [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. \(1\)](#)

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10.8	<u>Form of Indemnification Agreement dated November 8, 2006, between Registrant and Phillips S. Baker, Jr., Dean McDonald, Ted Crumley, George R. Nethercutt, Jr., and Anthony P. Taylor. 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, 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. (1)</u>
10.9	<u>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)</u>
10.10	<u>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)</u>
10.11	<u>Supplemental Excess Retirement Master Plan Documents. Filed as exhibit 10.5(b) to Registrant's Annual Report on Form 10-K/A-1 for the year ended December 31, 1994 (File No. 1-8491), and incorporated herein by reference. (1)</u>
10.12	<u>Hecla Mining Company Nonqualified Plans Master Trust Agreement. Filed as exhibit 10.5(c) to Registrant's Annual Report on Form 10-K/A-1 for the year ended December 31, 1994 (File No. 1-8491), and incorporated herein by reference. (1)</u>
12.1	<u>Computation of Ratio of Earnings to Fixed Charges.*</u>
21	<u>List of subsidiaries of Registrant.*</u>
23.1	<u>Consent of BDO USA, LLP.*</u>
23.2	<u>Consent of Amec Foster Wheeler E&C Services, Inc.*</u>
23.3	<u>Consent of Roscoe Postle Associates Inc.*</u>
31.1	<u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u>
31.2	<u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u>
32.1	<u>Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u>
32.2	<u>Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u>
95	<u>Mine safety information listed in Section 1503 of the Dodd-Frank Act. *</u>
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.**

(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 Sections 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.

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Section 2: EX-3.1 (EXHIBIT 3.1)

Exhibit 3.1

RESTATED CERTIFICATE OF INCORPORATION

OF

**HECLA MINING COMPANY
(Amended 2/14/18)**

Hecla Mining Company (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware (the "Delaware Law"), hereby certifies as follows:

- I. The name of the corporation is Hecla Mining Company. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 7, 2006, and the original name of the Corporation was Hecla Holdings Inc.
- II. A Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 10, 2014.
- III. At the Annual Shareholders Meeting held on May 25, 2017, the shareholders approved a proposal to increase the authorized shares of Common Shares of the

Corporation 500,000,000 to 750,000,000.

IV. The Corporation filed an Amendment to the Certificate of Incorporation amending Section 1 of Article IV of the Restated Certificate of Incorporation on June 1, 2017.

V. This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the Delaware Law.

VI. That the Restated Certificate of Incorporation restates and integrates only and does not further amend the provisions of the Corporation's Certificate of Incorporation, as heretofore amended, and there is no discrepancy between those provisions and the provisions of the Restated Certificate of Incorporation.

VII. The Certificate of Incorporation is hereby restated to read as follows:

ARTICLE I.

Name

The name of the Corporation shall be HECLA MINING COMPANY.

ARTICLE II.

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III.

Purpose

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV.

Capital Stock

Section 1. Authorized Capital Stock. The Corporation shall be authorized to issue two classes of shares of Capital Stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares of capital stock which the Corporation shall have authority to issue is 755,000,000; the total number of shares of Preferred Stock shall be 5,000,000, and each such share shall have a par value of \$0.25; the total number of shares of Common Stock shall be 750,000,000, and each such share shall have a par value of \$0.25.

Section 2. Issuance of Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (hereinafter referred to in this Certificate of Incorporation as the "Board") is hereby authorized to fix the voting rights, if any, designations, powers, preferences and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding).

Section 3. No Preemptive Rights. Without limiting the power of the Corporation to grant such rights by private contract, no holders of stock of the Corporation shall be entitled as such, as a matter of right, to the preemptive right to purchase or subscribe for any stock which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation and whether out of unissued shares authorized by this Certificate of Incorporation as originally filed, or by any amendment hereof, or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property of any kind, including securities of other corporations, real property or interest therein, nor shall any holder of any shares of the capital stock of the Corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the Corporation may issue or sell which shall be attached or appurtenant to any warrant or warrants or any other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any shares of its capital stock.

Section 4. Voting Rights. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board designating the rights, powers and preferences of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Common Stock being entitled to one vote for each share held. Whenever this Certificate of Incorporation or the By-Laws of the Corporation shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors (such capital stock is hereinafter referred to in this Certificate of Incorporation as "Voting Stock"), voting together as a single class, for the taking of corporate action: (i) such affirmative vote shall be in addition to any other affirmative vote required by law or by the resolution or resolutions designating the rights, powers and preferences of any outstanding series of Preferred Stock; and (ii) each outstanding share of Common Stock shall be entitled to one vote and each outstanding share of each series of Preferred Stock which is Voting Stock shall be entitled to the number of votes to which it is generally entitled, pursuant to the resolution or resolutions designating the rights, powers and preferences of such series of Preferred Stock, in the election of directors.

Section 5. Provisions Related to Series A Junior Participating Preferred Stock. The provisions of the Series A Junior Participating Preferred Stock of the Corporation are set forth in full in Annex I to this Restated Certificate of Incorporation, and they are incorporated herein by this reference thereto.

Section 6. Provisions Related to Series B Cumulative Convertible Preferred Stock. The provisions of the Series B Cumulative Convertible Preferred Stock of the Corporation are set forth in full in Annex II to this Restated Certificate of Incorporation, and they are incorporated herein by this reference.

ARTICLE V.

By-Laws

In furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized to make, repeal, alter, amend and rescind the By-Laws of the Corporation by a majority vote of the entire Board at any regular or special meeting of the Board; provided, however that, notwithstanding anything contained in this Certificate of Incorporation or the By-Laws of the Corporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to (i) alter, amend or repeal any provision of the By-Laws which is substantially identical to and/or implements the last sentence of Article IV, or Articles VI, VII or VIII, of this Certificate of Incorporation or (ii) alter, amend or repeal any provision of this proviso to Article V.

ARTICLE VI.

Board of Directors

Section 1. Number, Election and Terms. The business and affairs of the Corporation shall be managed under the direction of a Board of Directors which, subject to any right of the holders of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances shall consist of not less than five nor more than nine persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board pursuant to a resolution adopted by a majority of the entire Board. The directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class to expire at the 1984 Annual Meeting of Shareholders, the term of office of the second class to expire at the 1985 Annual Meeting of Shareholders and the term of office of the third class to expire at the 1986 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

Section 2. Newly Created Directorships and Vacancies. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the directors then in office, and directors so chosen shall hold office for a term expiring at the Annual Meeting of Shareholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

Section 3. Removal. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of the Voting Stock, voting together as a single class.

Section 4. Amendment, Repeal, etc. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article VI.

ARTICLE VII.

Actions by Shareholders

Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of shareholders of the Corporation and may not be effected by any consent in writing by such shareholders. Special meetings of shareholders of the Corporation may be called only by the Board pursuant to a resolution approved by a majority of the entire Board. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article VII.

ARTICLE VIII.

Certain Business Combinations

Section 1. Vote Required for Certain Business Combinations.

A. Higher Vote for Certain Business Combinations. Except as otherwise expressly provided in Section 2 of this Article VIII:

(i) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (a) any Interested Shareholder (as hereinafter defined) or (b) any other corporation (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Shareholder; or

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Shareholder or any Affiliate of any Interested Shareholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value (as herein defined) of \$1,000,000 or more; or

(iii) the issuance or transfer by the Corporation of any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any subsidiary to any Interested Shareholder or any Affiliate of any Interested Shareholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$1,000,000 or more; or

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder or any Affiliate of any Interested Shareholder; or

(v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Shareholder or any Affiliate of any Interested Shareholder;

shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

B. Definition of "Business Combination". The term "Business Combination" as used in this Article VIII shall mean any transaction which is referred to in any one or more of clauses (i) through (v) of paragraph A of this Section 1.

Section 2. When Higher Vote is Not Required. The provisions of Section 1 of this Article VIII shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any resolution or resolutions designating the rights, powers and preferences of any outstanding series of Preferred Stock, if all of the conditions specified in either of the following paragraphs A and B are met (it being intended that in the case of a Business Combination not involving any cash or consideration other than cash to be received by the holders of each class or series of outstanding Voting Stock (other than Institutional Voting Stock, as hereinafter defined), the provisions of such Section 1 shall not be applicable only if the condition specified in the following paragraph A is met)".

A. Approval by Continuing Directors. The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined).

B. Price and Procedure Requirements. All of the following conditions shall have been met:

(i) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it (1) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Shareholder, whichever is higher;

(b) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Shareholder became an Interested Shareholder (such latter date is referred to in this Article VIII as the “Determination Date”), whichever is higher; and

(c) (if applicable) the price per share equal to the Fair Market Value per share of Common Stock on the Announcement Date or the Determination Date, whichever is higher, multiplied by the ratio of (1) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers’ fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it within the two-year period immediately prior to the Announcement Date to (2) the Fair Market Value per share of Common Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of Common Stock.

(ii) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any other series of outstanding Voting Stock (other than Institutional Voting Stock, as hereinafter defined) shall be at least equal to the highest of the following (it being intended that the requirements of this paragraph B (ii) shall be required to be met with respect to every series of outstanding Voting Stock (other than Institutional Voting Stock), whether or not the Interested Shareholder has previously acquired any shares of a particular series of Voting Stock):

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers’ fees) paid by the Interested Shareholder for any shares of such series of Voting Stock acquired by it (1) within the two-year period immediately prior to the Announcement Date or (2) in the transaction in which it became an Interested Shareholder, whichever is higher;

(b) (if applicable) the highest preferential amount per share to which the holders of shares of such series of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(c) the Fair Market Value per share of such series of Voting Stock on the Announcement Date or on the Determination Date, whichever is higher; and

(d) (if applicable) the price per share equal to the Fair Market Value per share of such series of Voting Stock on the Announcement Date or the Determination Date, whichever is higher, multiplied by the ratio of (1) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of such series of Voting Stock acquired by it within the two-year period immediately prior to the Announcement Date to (2) the Fair Market Value per share of such series of Voting Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of such series of Voting Stock.

(iii) The consideration to be received by holders of a particular class (in the case of Common Stock) or series (in the case of Preferred Stock of outstanding Voting Stock) shall be in cash or in the same form as the Interested Shareholder has previously paid for shares of such class or series of Voting Stock. If the Interested Shareholder has paid for shares of any class or series of Voting Stock with varying forms of consideration, the form of consideration for such class or series of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class or series of Voting Stock previously acquired by it.

(iv) After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combinations: (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefore any full quarterly dividends (whether or not cumulative) on the outstanding Preferred Stock; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (c) such Interested Shareholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Shareholder becoming an Interested Shareholder.

(v) After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(vi) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to public shareholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

Section 3. Certain Definitions. For the purposes of this Article VIII:

A. A "Person" shall mean any individual, firm, corporation or other entity.

B. "Interested Shareholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of more than 12 ½% of the voting power of the outstanding Voting Stock; or

(ii) if an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 12 ½% or more of the voting power of the then outstanding Voting Stock; or

(iii) if an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purpose of determining whether a person is an Interested Shareholder pursuant to paragraph B of this Section 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 3 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. “Affiliate” or “Associate” shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on March 1, 1983.

F. “Subsidiary” means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Shareholder set forth in paragraph B of this Section 3, the term “Subsidiary” shall mean only a corporation of which a majority of each class of equity security is owned directly or indirectly, by the Corporation.

G. “Continuing Director” means any member of the Board who is unaffiliated with the Interested Shareholder and was a member of the Board prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director who is unaffiliated with the Interested Shareholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

H. “Fair Market Value” means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange – Listed Stock, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

I. “Institutional Voting Stock” shall mean any series of Voting Stock which was issued to and continues to be held solely by one or more insurance companies, pension funds, commercial banks, savings banks or similar financial institutions or institutional investors.

J. In the event of any Business Combination in which the Corporation survives, the phrase “consideration other than cash to be received” as used in Section 2 of this Article VIII shall include the shares of Common Stock and/or the shares of any series of outstanding Voting Stock retained by the holders of such shares.

Section 4. Powers of the Board of Directors. A majority of the directors of the Corporation shall have the power and duty to determine for the purposes of this Article VIII, on the basis of information known to them after reasonable inquiry (A) whether a person is an Interested Shareholder, (B) the number of shares of Voting Stock beneficially owned by any person, (C) whether a person is an Affiliate or Associate of another, (D) whether a series of Voting Stock is Institutional Voting Stock, and (E) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$1,000,000 or more.

Section 5. No Effect on Fiduciary Obligations of Interested Shareholders. Nothing contained in this Article VIII shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.

Section 6. Amendment, Repeal, etc. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article VIII.

ARTICLE IX.

Limitation of Liability and Indemnification

Section 1. Limitation of Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the shareholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. This paragraph shall not eliminate or limit the liability of a director for any act or omission which occurred prior to the effective date of its adoption. Any repeal or modification of this paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Section 2. Indemnification and Insurance.

A. Right to Indemnification of Directors, Officers and Employees. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or employee or in any other capacity while serving as a director, officer or employee shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or employee and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that except as provided in paragraph B hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expense incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

B. Right of Indemnitee to Bring Suit. If a claim under paragraph A of this Section is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses under this Section or otherwise shall be on the Corporation.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, By-Law, agreement, vote of shareholders or disinterested directors or otherwise. The Corporation is authorized to enter into contracts of indemnification.

D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

E. Indemnification of Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses to any agent of the Corporation to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

ARTICLE X.

Amendment of Certificate of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in the last sentence of Section 4 of Article IV, and in Articles VI, VII and VIII may not be altered, amended or repealed in any respect unless such alteration, amendment or repeal is approved as specified in each thereof.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation is executed on behalf of the Corporation by one of its duly authorized officers and attested by its Assistant Corporate Secretary this 14th day of February 2018.

HECLA MINING COMPANY

By: /s/ David C. Sienko
David C. Sienko
Vice President & General Counsel

ATTEST:

By: /s/ Tami D. Whitman
Tami D. Whitman
Assistant Corporate Secretary

ANNEX 1

DESIGNATIONS, PREFERENCES AND RIGHTS OF SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

I. Designation and Amount. The shares of this series shall be designated as “Series A Junior Participating Preferred Stock” (the “Series A Preferred Stock”) and the number of shares constituting such series shall be 273,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than that of the shares then outstanding.

II. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of Common Stock and of any other junior stock, shall be entitled to receive, when as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of March, June, September and December in each year (each such date being referred to herein as a “Quarterly Dividend Payment Date”), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$10 or (b) subject to the provision for adjustment hereinafter set forth, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock, par value \$0.25 per share, of the Corporation (the “Common Stock”) or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the net subsequent Quarterly Dividend Payment Date, a dividend of \$10 per share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date net preceding the date of issue of such shares of Series A Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which event such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

III. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Preferred Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the shareholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(C) Except as set forth herein, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

IV. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in Section II are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Preferred Stock, or any shares of stock ranking on a parity with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section IV purchase or otherwise acquire such shares at such time and in such manner.

V. Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

VI. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (1) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$100 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 100 times the aggregate amount to be distributed per share to holders of Common Stock, or (2) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all other such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock), into a greater or lesser number of shares of Common Stock then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the provision in clause (i) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

VII. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

VIII. No Redemption. The shares of Series A Preferred Stock shall not be redeemable.

IX. Amendment. The Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, voting together as a single series.

ANNEX II

DESIGNATIONS, PREFERENCES AND RIGHTS OF SERIES B CUMULATIVE CONVERTIBLE PREFERRED STOCK (Par Value \$0.25 Per Share)

Section 1. Number of Shares and Designation. One hundred fifty-seven thousand eight hundred sixteen (157,816) shares of the Preferred Stock, par value \$0.25 per share, of the Corporation are hereby constituted as a series of the Preferred Stock designated as Series B Cumulative Convertible Preferred Stock (the "Convertible Preferred Stock").

Section 2. Definitions. For purposes of the Convertible Preferred Stock, the following terms shall have the meanings indicated:

"Board of Directors" shall mean the board of directors of the Corporation or any committee authorized by such board of directors to perform any of its responsibilities with respect to the Convertible Preferred Stock.

"Business Day" shall mean any day other than a Saturday, Sunday or a day on which state or federally chartered banking institutions in New York, New York are not required to be open.

"Common Stock" shall mean the Common Stock of the Corporation, par value \$0.25 per share.

"Constituent Person" shall have the meaning set forth in paragraph (E) of Section 7 hereof.

"Conversion Price" shall mean the conversion price per share of Common Stock for which the Convertible Preferred Stock is convertible; as such Conversion Price may be adjusted pursuant to Section 7 hereof. The initial Conversion Price will be \$15.55.

"Current Market Price" of publicly traded shares of Common Stock or any other class of capital stock or other security of the Corporation or any other issuer for any day shall mean the last reported sales price, regular way on such day, or, if no sale takes place on such day, the average of the reported closing bid and asked prices on such day, regular way, in either case as reported on the New York Stock Exchange Composite Tape or, if such security is not listed or admitted for trading on the New York Stock Exchange ("NYSE"), on the principal national securities exchange on which such security is listed or admitted for trading or, if not listed or admitted for trading on any national securities exchange, on the National Market System of the National Association of Securities Dealers, Inc. Automated Quotations System ("NASDAQ") or, if such security is not quoted on such National Market System, the average of the closing bid and asked prices on such day in the over-the-counter market as reported by NASDAQ or, if bid and asked prices for such security on such day shall not have been reported through NASDAQ, the average of the bid and asked prices on such day as furnished by any NYSE member firm regularly making a market in such security selected for such purpose by the Board of Directors.

“Dividend Payment Date” shall mean October 1, January 1, April 1 and July 1 in each year, commencing on **October 1, 1993**; provided, however, that if any Dividend Payment Date falls on any day other than a Business Day, the dividend payment due on such Dividend Payment Date shall be paid on the Business Day immediately following such Dividend Payment Date.

“Dividend Periods” shall mean quarterly dividend periods commencing on October 1, January 1, April 1 and July 1 of each year and ending on and including the day preceding the first day of the next succeeding Dividend Period (other than the initial Dividend Period, which shall commence on the Issue Date and end on and include **October 1, 1993**).

“Fair Market Value” shall mean the average of the daily Current Market Prices of a share of Common Stock during the five (5) consecutive Trading Days selected by the Corporation commencing not more than 20 Trading Days before, and ending not later than, the earlier of the day in question and the day before the “ex” date with respect to the issuance or distribution requiring such computation. The term “ex” date, when used with respect to any issuance or distribution, means the first day on which the Common Stock trades regular way, without the right to receive such issuance or distribution, on the exchange or in the market, as the case may be, used to determine that day’s Current Market Price.

“Issue Date” shall mean the first date on which shares of Convertible Preferred Stock are issued and sold.

“Junior Stock” shall mean the Common Stock, the Series A Preferred Shares and any other class or series of stock of the Corporation over which the Convertible Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

“Liquidation Preference” shall have the meaning set forth in paragraph (A) of Section 4 hereof.

“LYONS” shall mean the Corporation’s outstanding Liquid Yield Option Notes due 2004.

“non-electing share” shall have the meaning set forth in paragraph (E) of Section 7 hereof.

“Parity Stock” shall mean any other class or series of stock of the Corporation which ranks on a parity with the Convertible Preferred Stock as to payment of dividends or in the distribution of the assets on any liquidation, dissolution or winding up of the Corporation.

“Person” shall mean any individual, firm, partnership, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

“Preferred Director” shall mean a director elected pursuant to paragraph (C) of Section 9 hereof.

“Redemption Date” shall have the meaning set forth in paragraph (C) of Section 5 hereof.

“Rights” shall mean the rights of the Corporation which are issuable under the Corporation’s Rights Agreement dated as of May 19, 1986, and amended from time to time, or rights to purchase any capital stock of the Corporation under any successor shareholder rights plan or plans adopted in replacement of the Corporation’s Rights Agreement.

“Securities” shall have the meaning set forth in paragraph (D) (iii) of Section 7 hereof.

“Series A Preferred Shares” shall mean the preferred stock of the Corporation, par value \$0.25 per share, designated Series A Junior Participating Preferred Shares in the Certificate of Incorporation of the Corporation.

“set apart for payment” shall be deemed to include, without any action other than the following, the recording by the Corporation in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of dividends or other distribution by the Board of Directors, the allocation of funds to be so paid on any series or class of capital stock of the Corporation; provided, however, that if any funds for any class or series of Junior Stock or any parity stock are placed in a separate account of the Corporation or delivered to a disbursing, paying or other similar agent, then during the period that any such funds remain in such account or with such agent, “set apart for payment” with respect to the Convertible Preferred Stock shall mean placing such funds in a separate account or delivering such funds to a disbursing, paying or other similar agent.

“Stated Value” shall have the meaning set forth in paragraph (A) of Section 4 hereof.

“Trading Day” shall mean any day on which the securities in question are traded on the NYSE, or if such securities are not listed or admitted for trading on the NYSE, on the principal national securities exchange on which such securities are listed or admitted, or if not listed or admitted for trading in any national securities exchange, on the National Market System of the NASDAQ, or if such securities are not quoted on such National Market System, in the applicable securities market in which the securities are traded.

“Transaction” shall have the meaning set forth in paragraph (E) of Section 7 hereof.

“Transfer Agent” shall mean American Stock Transfer & Trust Company or such other agent or agents of the Corporation as may be designated by the Board of Directors as the transfer agent for the Convertible Preferred Stock.

Section 3. Dividends.

(A) The holders of shares of the Convertible Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of assets legally available for that purpose, dividends payable in cash at the rate per annum of \$3.50 per share of Convertible Preferred Stock. Such dividends shall be cumulative from the Issue Date, whether or not in any Dividend Period or Dividend Periods there shall be assets of the Corporation legally available for the payment of such dividends, and shall be payable quarterly, when, as and if declared by the Board of Directors, in arrears on Dividend Payment Dates, commencing on October 1, 1993. Each such dividend shall be payable in arrears to the holders of record and shares of the Convertible Preferred Stock, as they appear on the stock records of the Corporation at the close of business on such record dates, which shall not be more than 60 days nor less than 10 days preceding the payment dates thereof, as shall be fixed by the Board of Directors. Accrued and unpaid dividends for any past Dividend Periods may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date, not exceeding 45 days preceding the payment date thereof, as may be fixed by the Board of Directors.

(B) The amount of dividends payable for each full Dividend Period for the Convertible Preferred Stock shall be computed by dividing the annual dividend rate by four. The amount of dividends payable for the initial Dividend Period, or any other period shorter or longer than a full Dividend Period, on the Convertible Preferred Stock shall be computed on the basis of twelve 30-day months and a 360-day year. Holders of shares of Convertible Preferred Stock shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of cumulative dividends, as herein provided, on the Convertible Preferred Stock. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Convertible Preferred Stock that may be in arrears.

(C) So long as any shares of the Convertible Preferred Stock are outstanding, no dividends, except as described in the next succeeding sentence, shall be declared or paid or set apart for payment on any Parity Stock for any period unless full cumulative dividends have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for such payment on the Convertible Preferred Stock for all Dividend Periods terminating on or prior to the date of payment of the dividend on such Parity Stock. When dividends are not paid in full or a sum sufficient for such payment is not set apart, as aforesaid, all dividends declared upon shares of the Convertible Preferred Stock and all dividends declared upon any Parity Stock shall be declared ratably in proportion to the respective amounts of dividends accumulated and unpaid on the Convertible Preferred Stock and accumulated and unpaid on such Parity Stock.

(D) So long as any shares of the Convertible Preferred Stock are outstanding, no dividends (other than (i) the Rights and (ii) dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, Junior Stock) shall be declared or paid or set apart for payment or other distribution declared or made upon Junior Stock, nor shall any Junior Stock or any Parity Stock be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of shares of Common Stock made for purposes of an employee incentive or benefit plan of the Corporation or any subsidiary) for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Corporation, directly or indirectly (except by conversion into or exchange for Junior Stock), unless in each case all accrued and unpaid dividends on all outstanding shares of the Convertible Preferred Stock and any Parity Stock shall have been paid or funds have been set apart for payment of such dividends for all past Dividend Periods with respect to the Convertible Preferred Stock and all past Dividend Periods with respect to such Parity Stock.

Section 4. Payments upon Liquidation.

(A) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of Junior Stock, the holders of the shares of Convertible Preferred Stock shall be entitled to receive fifty dollars (\$50) per share of Convertible Preferred Stock (the "Stated Value") plus an amount per share of Convertible Preferred Stock equal to all dividends (whether or not earned or declared) accrued and unpaid thereon to the date of final distribution to such holders (the "Liquidation Preference"); but such holders shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of Convertible Preferred Stock shall be insufficient to pay in full and Liquidation Preference and the Liquidation Preference on all other shares of any Parity Stock, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Convertible Preferred Stock and any such other Parity Stock ratably in accordance with the respective amounts that would be payable on such shares of Convertible Preferred Stock and any such other stock if all amounts payable thereon were paid in full. For the purposes of this Section 4, (i) a consolidation, merger or business combination of the Corporation with or into one or more corporations, or (ii) a sale or transfer of all or substantially all of the Corporation's assets, shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Corporation.

(B) Subject to the rights of the holders of Parity Stock, after payment shall have been made to the holders of the Convertible Preferred Stock, and to the fullest extent provided in this Section 4, any other series or class or classes of Junior Stock shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Convertible Preferred Stock shall not be entitled to share therein.

Section 5. Redemption at the Option of the Corporation.

(A) The shares of Convertible Preferred Stock shall be redeemable at the option of the Corporation, in whole, or, from time to time, in part, out of funds legally available for such purpose, at any time or after July 1, 1996, at the following redemption prices per share, if redeemed during the twelve-month period beginning July 1 of the year indicated below, plus, in each case, an amount equal to all dividends accrued and unpaid on the shares of Convertible Preferred Stock up to the date fixed for the redemption, upon giving notice as provided herein below:

<u>Year</u>	<u>Redemption Price Per Share</u>
1996	\$ 52.45
1997	52.10
1998	51.75
1999	51.40
2000	51.05
2001	50.70
2002	50.35
2003 and thereafter	50.00

(B) If fewer than all of the outstanding shares of Convertible Preferred Stock are to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be determined pro rata or by lot or in such other manner and subject to such regulations as the Board of Directors in its sole discretion shall prescribe.

(C) At least 30 days, but not more than 60 days, prior to the date fixed for the redemption of shares of Convertible Preferred Stock, a written notice shall be mailed in postage prepaid envelope to each holder of record of the shares of Convertible Preferred Stock to be redeemed, addressed to such holder at his or her post office address as shown on the records of the Corporation, notifying such holder of the election of the Corporation to redeem such shares, stating the date fixed for redemption thereof (the "Redemption Date"), and calling upon such holder to surrender to the Corporation, on the Redemption Date at the place designated in such notice, his or her certificate or certificates representing the number of shares specified in such notice of redemption. On or after the Redemption Date, such holder of shares of Convertible Preferred Stock to be redeemed shall present and surrender his or her certificate or certificates for such shares to the Corporation at the place designated in such notice and thereupon the redemption price of such shares shall be paid to the order of the person whose name appears on such certificate or certificates as the owner thereof and such surrendered certificate shall be cancelled. In case less than all the shares represented by any such certificates are redeemed, a new certificate shall be issued representing the unredeemed shares.

From and after the Redemption Date (unless the Corporation defaults in payment of the redemption price), all dividends on the shares of Convertible Preferred Stock designated for redemption in such notice shall cease to accrue, and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price of such shares (including an amount equal to all accrued and unpaid dividends up to the Redemption Date) upon the surrender of certificates representing the same, shall cease and terminate and such shares shall not thereafter be transferred (except with the consent of the Corporation) on the books of the Corporation, and such shares shall not be deemed to be outstanding for any purpose whatsoever; provided, however, in the case of the Redemption Date falling after a dividend payment record date and prior to the related Dividend Payment Date, the holders of Convertible Preferred Stock at the close of business on such record date will be entitled to receive the dividend payable on such shares on the corresponding Dividend Payment Date, notwithstanding the redemption of such shares following such dividend payment record date.

At its election, the Corporation, prior to the Redemption Date, may deposit the redemption price (including an amount equal to all accrued and unpaid dividends up to the Redemption Date) of the shares of Convertible Preferred Stock so called for redemption in trust for the holders thereof with a bank or trust company having a capital surplus and undivided profits aggregating not less than \$50,000,000 in the borough of Manhattan, city and state of New York, or in any other city in which the Corporation at the time shall maintain a transfer agency with respect to such shares, in which case the aforesaid notice to holders of shares of Convertible Preferred Stock to be redeemed shall (i) state the date of such deposit, (ii) shall specify the office of such bank or trust company as the place of payment of the redemption price and (iii) shall call upon such holders to surrender the certificates representing such shares at such place on or after the date fixed in such redemption notice (which shall not be later than the Redemption Date) against payment of the redemption price (including an amount equal to all accrued and unpaid dividends up to the Redemption Date). Any interest accrued on such funds shall be paid to the Corporation from time to time. Any moneys so deposited which shall remain unclaimed by the holders of such shares of Convertible Preferred Stock at the end of two years after the Redemption Date shall be returned by such bank or trust company to the Corporation.

If a notice of redemption has been given pursuant to this Section 5 and any holder of shares of Convertible Preferred Stock shall, prior to the close of business on the day preceding the Redemption Date, give written notice to the Corporation pursuant to Section 7 below of the conversion of any or all of the shares to be redeemed held by such holder (accompanied by a certificate or certificates for such shares, duly endorsed or assigned to the Corporation, and any necessary transfer tax payment, as required by Section 7 below), then such redemption shall not become effective as to such shares to be converted, such conversion shall become effective as provided in Section 7 below, and any moneys set aside by the Corporation for the redemption of such shares of converted Convertible Preferred Stock shall revert to the general funds of the Corporation.

Section 6. Shares to be Retired. All shares of Convertible Preferred Stock which shall have been issued and reacquired in any manner by the Corporation (excluding, until the Corporation elects to retire them, shares which are held as treasury shares) shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

Section 7. Conversion. Holders of shares of Convertible Preferred Stock shall have the right to convert all or a portion of such shares into shares of Common Stock, as follows:

(A) Subject to and upon compliance with the provisions of this Section 7, a holder of shares of Convertible Preferred Stock shall have the right, at his or her option, at any time after the Issue Date, to convert such shares into the number of fully paid and nonassessable shares of Common Stock obtained by dividing the aggregate Stated Value of such shares by the Conversion Price (as in effect on the date provided for in the last paragraph of paragraph (B) of this Section 7) by surrendering such shares to be converted, such surrender to be made in the manner provided in paragraph (B) of this Section 7; provided, however, that the right to convert shares called for redemption pursuant to Section 5 shall terminate at the close of business on the date preceding the Redemption Date, unless the Corporation shall default in making payment of the cash payable upon such redemption under Section 5 hereof. Certificates will be issued for the remaining shares of Convertible Preferred Stock in any case in which fewer than all of the shares of Convertible Preferred Stock represented by a certificate are converted.

(B) In order to exercise the conversion right, the holder of shares of Convertible Preferred Stock to be converted shall surrender the certificate or certificates representing such shares, duly endorsed or assigned to the Corporation or in blank, at the office of the Transfer Agent in the Borough of Manhattan, City of New York, accompanied by written notice to the Corporation that the holder thereof elects to convert Convertible Preferred Stock. Unless the shares issuable on conversion are to be issued in the same name as the name in which such share of Convertible Preferred Stock is registered, each share surrendered for conversion shall be accompanied by instruments of transfer, in the form satisfactory to the Corporation, duly executed by the holder or such holder's duly authorized attorney and an amount sufficient to pay any transfer or similar tax (or evidence reasonably satisfactory to the Corporation demonstrating that such taxes have been paid).

Holders of shares of Convertible Preferred Stock at the close of business on a dividend payment record date shall be entitled to receive the dividend payable on such shares on the corresponding Dividend Payment Date notwithstanding the conversion thereof following such dividend payment record date and prior to such Dividend Payment Date. However, shares of Convertible Preferred Stock surrendered for conversion during the period between the close of business on any dividend payment record date and the opening of business on the corresponding Dividend Payment Date (except shares converted after the issuance of a notice of redemption with respect to a Redemption Date during such period, which shall be entitled to the benefit of such dividend on the Dividend Payment Date) must be accompanied by payment of an amount equal to the dividend payable on such shares on such Dividend Payment Date. A holder of shares of Convertible Preferred Stock on a dividend payment record date who (or whose transferee) tenders any such shares for conversion into shares of Common Stock on such Dividend Payment Date will receive the dividend payable by the Corporation on such shares of Convertible Preferred Stock on such date, and the converting holder need not include payment of the amount of such dividend upon surrender of shares of Convertible Preferred Stock for conversion. Except as provided above, the Corporation shall make no payment or allowance for unpaid dividends, whether or not in arrears, on converted shares or for dividends on the shares of Common Stock issued upon such conversion.

As promptly as practicable after the surrender of certificates for shares of Convertible Preferred Stock as aforesaid, the Corporation shall issue and deliver at such office to such holder, or on his or her written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions of this Section 7, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled as provided in paragraph (C) of this Section 7.

Each conversion shall be deemed to have been effected immediately prior to the close of business on the date on which the certificates for shares of Convertible Preferred Stock shall have been surrendered and such notice (and if applicable payment of an amount equal to the dividend payable on such shares) received by the Corporation as aforesaid, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby at such time on such date and such conversion shall be at the Conversion Price in effect at such time on such date, unless the stock transfer books of the Corporation shall be closed on that date, in which event such person or persons shall be deemed to have become such holder or holders of record at the close of business on the next succeeding day on which such stock transfer books are open, but such conversion shall be at the Conversion Price in effect on the date upon which such shares shall have been surrendered and such notice received by the Corporation.

(C) No fractional shares or scrip representing fractions of shares of Common Stock shall be issued upon conversion of the Convertible Preferred Stock. Instead of any fractional interest in a share of Common Stock that would otherwise be deliverable upon the conversion of a share of Convertible Preferred Stock, the Corporation shall pay to the holder of such share an amount in cash based upon the Current Market Price of Common Stock on the Trading Day immediately preceding the date of conversion. If more than one share shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Convertible Preferred Stock so surrendered.

(D) The Conversion Price shall be adjusted from time to time as follows:

(i) If the Corporation shall after the Issue Date (A) pay a dividend or make a distribution on its capital stock in shares of its Common Stock, (B) subdivide its outstanding Common Stock into a greater number of shares, (C) combine its outstanding Common Stock into a smaller number of shares or (D) issue any shares of capital stock by reclassification of its Common Stock, the Conversion Price in effect at the opening of business on the day next following the date fixed for the determination of stockholders entitled to receive such dividend or distribution or at the opening of business on the day next following the day on which such subdivision, combination or reclassification becomes effective, as the case may be, shall be adjusted so that the holder of any share of Convertible Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number of shares of Common Stock that such holder would have owned or have been entitled to receive after the happening of any of the events described above had such share been converted immediately prior to the record date in the case of a dividend or distribution or the effective date in the case of a subdivision, combination or reclassification. An adjustment made pursuant to this subparagraph (i) shall become effective immediately after the opening of business on the day next following the record date (except as provided in paragraph (H) below) in the case of a dividend or distribution and shall become effective on the day next following the effective date in the case of a subdivision, combination or reclassification.

(ii) If the Corporation shall issue after the Issue Date rights or warrants (in each case, other than the Rights) to all holders of Common Stock entitling them (for a period expiring within 45 days after the record date mentioned below) to subscribe for or purchase Common Stock or Securities which are convertible into Common Stock at a price per share less than the Fair Market Value per share of Common Stock on the record date for the determination of stockholders entitled to receive such rights or warrants, then the Conversion Price in effect at the opening of business on the day next following such record date shall be adjusted to equal the price determined by multiplying (I) the Conversion Price in effect immediately prior to the opening of business on the day next following the date fixed for such determination by (II) a fraction, the numerator of which shall be the sum of (A) the number of shares of Common Stock outstanding on the close of business on the date fixed for such determination and (B) the number of shares that the aggregate proceeds to the Corporation from the exercise of such rights or warrants for Common Stock would purchase at such Fair Market Value, and the denominator of which shall be the sum of (A) the number of shares of Common Stock outstanding on the close of business on the date fixed for such determination and (B) the number of additional shares of Common Stock offered for subscription or purchase pursuant to such rights or warrants. Such adjustment shall become effective immediately after the opening of business on the day next following such record date (except as provided in paragraph (H) below). In determining whether any rights or warrants entitle the holders of Common Stock to subscribe for or purchase shares of Common Stock at less than such Fair Market Value, there shall be taken into account any consideration received by the Corporation upon issuance and upon exercise of such rights or warrants, the value of such consideration, if other than cash, to be determined by valuation of the Board of Directors.

(iii) If the Corporation shall distribute to all holders of its Common Stock any shares of capital stock of the Corporation (other than Common Stock) or evidence of its indebtedness or assets (excluding any cash dividends or distributions paid from profits or surplus of the Corporation or referred to in subparagraph (i) above or any stock, securities or other property received pursuant to paragraph 7(E) below) or rights or warrants (in each case, other than the Rights) to subscribe for or purchase any of its securities (excluding those rights and warrants issued to all holders of Common Stock entitling them for a period expiring within 45 days after the record date referred to in subparagraph (ii) above to subscribe for or purchase Common Stock, which rights and warrants are referred to in and treated under subparagraph (ii) above) (any of the foregoing being hereinafter in this subparagraph (iii) called the "Securities"), then in each such case the Conversion Price shall be adjusted so that it shall equal the price determined by multiplying (I) the Conversion Price in effect immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such distribution by (II) a fraction, the numerator of which shall be the Fair Market Value per share of the Common Stock on the record date mentioned below less the then Fair Market Value (as determined by the Board of Directors, whose determination shall be conclusive) of the portion of the capital stock or assets or evidences of indebtedness so distributed or of such rights or warrants applicable to one share of Common Stock, and the denominator of which shall be the Fair Market Value per share of the Common Stock on the record date mentioned below. Such adjustment shall become effective immediately at the opening of business on the Business Day next following (except as provided in paragraph (H) below) the record date for the determination of shareholders entitled to receive such distribution. For the purposes of this subparagraph (iii), the distribution of a Security, which is distributed not only to the holders of the Common Stock on the date fixed for the determination of stockholders entitled to such distribution of such Security, but also is distributed to the holders of the Convertible Preferred Stock (assuming for purposes of this subparagraph (iii) that such shares of Convertible Preferred Stock have been converted) or reserved for distribution with each share of Common Stock delivered to a person converting a share of Convertible Preferred Stock after such determination date, shall not require an adjustment of the Conversion Price pursuant to this subparagraph (iii); provided that on the date, if any, on which a Person converting a share of Convertible Preferred Stock would no longer be entitled to receive such Security with a share of Common Stock (other than as a result of the termination of all such Securities), a distribution of such Securities shall be deemed to have occurred and the Conversion Price shall be adjusted as provided in this subparagraph (iii) (and such day shall be deemed to be "the date fixed for the determination of the stockholders entitled to receive such distribution" and "the record date" within the meaning of the two preceding sentences).

(iv) No adjustment in the Conversion Price shall be required unless such adjustment would require a cumulative increase or decrease of at least 1% in such price; provided, however, that any adjustments that by reason of this subparagraph (iv) are not required to be made shall be carried forward and taken into account in any subsequent adjustment until made; and provided, further, that any adjustment shall be required and made in accordance with the provisions of this Section 7 (other than this subparagraph (iv)) not later than such time as may be required in order to preserve the tax-free nature of a distribution to the holders of shares of Common Stock. Notwithstanding any other provisions of this Section 7, the Corporation shall not be required to make any adjustment of the Conversion Price for the issuance of any shares of Common Stock pursuant to any plan providing for the reinvestment of dividends in securities of the Corporation. All calculations under this Section 7 shall be made to the nearest cent (with \$.005 being rounded upward) or to the nearest 1/10 of a share (with .05 of a share being rounded upward), as the case may be. Anything in this paragraph (D) to the contrary notwithstanding, the Corporation shall be entitled, to the extent permitted by law, to make such reductions in the Conversion Price, in addition to those required by this paragraph (D), as it in its discretion shall determine to be advisable in order that any stock dividends, subdivision of shares, reclassification or combination of shares, distribution of rights or warrants to purchase stock or securities, or a distribution of other assets (other than cash dividends) hereafter made by the Corporation to its stockholders shall not be taxable.

(v) Anything in this paragraph (D) to the contrary notwithstanding, no adjustment in the Conversion Price shall be required upon the issuance of any shares of Common Stock to holders of the LYONs, upon the conversion or redemption thereof, if any, in the case of any adjustment in the conversion rate for the LYONs, or in the case of any exchange of shares of Common Stock for LYONs.

(E) If the Corporation shall be a party to any transaction (including without limitation a merger, consolidation, sale of all or substantially all of the Corporation's assets or recapitalization of the Common Stock and excluding any transaction as to which subparagraph (D) (i) of this Section 7 applies) (each of the foregoing being referred to herein as a "Transaction"), in each case as a result of which shares of Common Stock shall be converted into the right to receive stock, securities or other property (including cash or any combination thereof), each share of Convertible Preferred Stock which is not converted into the right to receive stock, securities or other property in connection with such Transaction shall thereafter be convertible into the kind and amount of shares of stock, securities and other property (including cash or any combination thereof) receivable upon the consummation of such Transaction by a holder of that number of shares or fraction thereof of Common Stock into which one share of Convertible Preferred Stock was convertible immediately prior to such Transaction, assuming such holder of Common Stock (i) is not a Person with which the Corporation consolidated or into which the Corporation merged or which merged into the Corporation or to which such sale or transfer was made, as the case may be ("Constituent Person"), or an affiliate of a Constituent Person and (ii) failed to exercise his or her rights of election, if any, as to the kind or amount of stock, securities and other property (including cash) receivable upon such Transaction (provided that if the kind or amount of stock, securities and other property (including cash) receivable upon such Transaction is not the same for each share of Common Stock of the Corporation held immediately prior to such Transaction by other than a Constituent Person or an affiliate thereof and in respect of which such rights of election shall not have been exercised ("non-electing share"), then for the purpose of this paragraph (E) the kind and amount of stock, securities and other property (including cash) receivable upon such Transaction by each non-electing share shall be deemed to be the kind and amount so receivable per share by the plurality of the non-electing shares). The Corporation shall not be a party to any Transaction unless the terms of such Transaction are consistent with the provisions of this paragraph (E) and it shall not consent or agree to the occurrence of any Transaction until the Corporation has entered into an agreement with the successor or purchasing entity, as the case may be, for the benefit of the holders of the Convertible Preferred Stock that will contain provisions enabling the holders of the Convertible Preferred Stock that remains outstanding after such Transaction to convert into the consideration received by holders of Common Stock at the Conversion Price in effect immediately prior to such Transaction. The provisions of this paragraph (E) shall similarly apply to successive Transactions.

(F) If:

(i) the Corporation shall declare a dividend (or any other distribution) on the Common Stock (other than in cash out of profits or surplus and other than the Rights); or

(ii) the Corporation shall authorize the granting to the holders of the Common Stock of rights or warrants (other than the Rights) to subscribe for or purchase any shares of any class or any other rights or warrants (other than the Rights); or

(iii) there shall be any reclassification of the Common Stock (other than an event to which subparagraph (D) (i) of this Section 7 applies) or any consolidation or merger to which the Corporation is a party and for which approval of any stockholders of the Corporation is required, or the sale or transfer of all or substantially all of the assets of the Corporation as an entirety; or

(iv) there shall occur the voluntary or involuntary liquidation, dissolution or winding up of the Corporation,

then the Corporation shall cause to be filed with the Transfer Agent and shall cause to be mailed to the holders of shares of the Convertible Preferred Stock at their address as shown on the stock records of the Corporation, as promptly as possible, but at least 15 days prior to the applicable date hereinafter specified, a notice stating (A) the date on which a record is to be taken for the purpose of such dividend, distribution or rights or warrants, or, if a record is not to be taken, the date on which the holders of Common Stock of record to be entitled to such dividend, distribution or rights or warrants are to be determined or (B) the date on which such reclassification, consolidation, merger, sale, transfer, liquidation, dissolution or winding up is expected to become effective, and the date on which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property, if any, deliverable upon such reclassification, consolidation, merger, sale, transfer, liquidation, dissolution or winding up. Failure to give or receive such notice or any defect therein shall not affect the legality or validity of the proceedings described in this Section 7.

(G) Whenever the Conversion Price is adjusted as herein provided, the Corporation shall promptly file with the Transfer Agent an officer's certificate setting forth the Conversion Price after such adjustment and setting forth a brief statement of the facts requiring such adjustment which certificate shall be prima facie evidence of the correctness of such adjustment. Promptly after delivery of such certificate, the Corporation shall prepare a notice of such adjustment of the Conversion Price setting forth the adjusted Conversion Price and the effective date of such adjustment and shall mail such notice of such adjustment of the Conversion Price to the holder of each share of Convertible Preferred Stock at such holder's last address as shown on the stock records of the Corporation.

(H) In any case in which paragraph (D) of this Section 7 provides that an adjustment shall become effective on the day next following a record date for an event, the Corporation may defer until the occurrence of such event (A) issuing to the holder of any share of Convertible Preferred Stock converted after such record date and before the occurrence of such event the additional shares of Common Stock issuable upon such conversion by reason of the adjustment required by such event over and above the Common Stock issuable upon such conversion before giving effect to such adjustment and (B) paying to such holder an amount in cash in lieu of any fraction pursuant to paragraph (C) of this Section 7.

(I) For purposes of this Section 7, the number of shares of Common Stock at any time outstanding shall not include any shares of Common Stock then owned or held by or for the account of the Corporation. The Corporation shall not pay a dividend or make any distribution on shares of Common Stock held in the treasury of the Corporation.

(J) There shall be no adjustment of the Conversion Price in case of the issuance of any stock of the Corporation in a reorganization, acquisition or other similar transaction except as specifically set forth in this Section 7. If any action or transaction would require adjustment of the Conversion Price pursuant to more than one paragraph of this Section 7, only one adjustment shall be made and such adjustment shall be the amount of adjustment that has the highest absolute value to the holders of Convertible Preferred Stock as determined by the Board of Directors.

(K) If the Corporation shall take any action affecting the Common Stock, other than action described in this Section 7, that in the opinion of the Board of Directors would materially adversely affect the conversion rights of the holders of the shares of Convertible Preferred Stock, the Conversion Price for the Convertible Preferred Stock may be adjusted, to the extent permitted by law, in such manner, if any, and at such time, as the Board of Directors may determine to be equitable in the circumstances.

(L) The Corporation covenants that it will at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Common Stock or its issued shares of Common Stock held in its treasury, or both, for the purpose of effecting conversion of the Convertible Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding shares of Convertible Preferred Stock not theretofore converted. For purposes of this paragraph (L), the number of shares of Common Stock that shall be deliverable upon the conversion of all outstanding shares of Convertible Preferred Stock shall be computed as if at the time of computation all such outstanding shares were held by a single holder.

The Corporation covenants that any shares of Common Stock issued upon conversion of the Convertible Preferred Stock shall be validly issued, fully paid and non-assessable. Before taking any action that would cause an adjustment reducing the Conversion Price below the then-par value of the shares of Common Stock deliverable upon conversion of the Convertible Preferred Stock, the Corporation will take any corporate action that in the opinion of its counsel, may be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted Conversion Price.

The Corporation shall endeavor to list the shares of Common Stock required to be delivered upon conversion of the Convertible Preferred Stock, prior to such delivery, upon each national securities exchange, if any, upon which the outstanding Common Stock is listed at the time of such delivery.

Prior to the delivery of any securities that the Corporation shall be obligated to deliver upon conversion of the Convertible Preferred Stock, the Corporation shall endeavor to comply with all federal and state laws and regulations thereunder requiring the registration of such securities with, or any approval of or consent to the delivery thereof by, any governmental authority.

(M) The Corporation will pay any and all documentary, stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock or other securities or property on conversion of the Convertible Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock or other securities or property in a name other than that of the holder of the Convertible Preferred Stock to be converted and no such issue or delivery shall be made unless and until the person requesting any issue or delivery has paid to the Corporation the amount of any such tax or established, to the reasonable satisfaction of the Corporation, that such tax has been paid.

Section 8. Ranking. Any class or series of stock of the Corporation shall be deemed to rank:

(A) prior to the Convertible Preferred Stock, as to the payment of dividends and as to distributions of assets upon liquidation, dissolution or winding up, if the holders of such class or series shall be entitled to the receipt of dividends and of amounts distributed upon liquidation, dissolution or winding up in preference or priority to the holders of Convertible Preferred Stock;

(B) on a parity with the Convertible Preferred Stock, as to the payment of dividends and as to distribution of assets upon liquidation, dissolution or winding up, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share thereof be different from those of the Convertible Preferred Stock if the holders of such class of stock or series and the Convertible Preferred Stock shall be entitled to the receipt of dividends and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accrued and unpaid dividends per share or Liquidation Preferences, without preference or priority one over the other; and

(C) junior to the Convertible Preferred Stock, as to the payment of dividends or as to the distribution of assets upon liquidation, dissolution or winding up, if such stock or series shall be Common Stock or Series A Preferred Shares or if the holders of Convertible Preferred Stock shall be entitled to receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up in preference or priority to the holders of shares of such stock or series.

Section 9. Voting. (A) Unless the affirmative vote of the holders of a greater number of shares shall then be required by law, the affirmative vote of the holders of at least 66-2/3% of all of the outstanding shares of Convertible Preferred Stock, given in person or by proxy, by a vote at a meeting called for the purpose of voting separately as a class, shall be necessary for authorizing, effecting or validating the amendment, alteration or repeal of any of the provisions of the Certificate of Incorporation or of any certificate amendatory thereof or supplement thereto (including any Certificate of Designations, Preferences and rights or any similar document relating to any series of Preferred Stock) which would materially adversely affect the preferences, rights, powers or privileges of the Convertible Preferred Stock; provided, however, that the amendment of the provisions of the Certificate of Incorporation so as to authorize or create, or to increase the authorized amount of, any Junior Stock or Parity Stock shall not be deemed to materially adversely affect the preferences, rights, powers or privileges of Convertible Preferred Stock.

(B) Unless the affirmative vote or consent of the holders of a greater number of shares shall then be required by law, the consent of the holders of at least 66-2/3% of all of the outstanding shares of Convertible Preferred Stock and all other series of Parity Stock upon which such voting power shall have been conferred, given in person or by proxy, by a vote at a meeting called for the purpose at which the holders of shares of Convertible Preferred Stock and such Parity Stock shall vote together as a single class without regard to series, shall be necessary for authorizing, effecting or validating the creation, authorization or issue of any shares of any class of stock of the Corporation ranking prior to the Convertible Preferred Stock as to dividends or upon liquidation, dissolution or winding up, or the reclassification of any authorized stock of the Corporation into any such prior shares, or the creation, authorization or issuance of any obligation or security convertible into or evidencing the right to purchase any such prior shares.

(C) If at the time of any annual meeting of stockholders for the election of directors the Corporation shall be in default on preference dividends (as defined below) on the Convertible Preferred Stock and any other Parity Stock, the number of directors constituting the Board of Directors of the Corporation shall be increased by two, and the holders of the Convertible Preferred Stock together with the holders of such other Parity Stock upon which such voting power shall have been conferred shall have the right at such meeting (and any subsequent meeting if such default shall continue to exist), voting together as a single class without regard to series, to the exclusion of the holders of Common Stock, to elect two additional directors (the "Preferred Directors") of the Corporation to fill such newly created directorships. Such right shall continue until there are no dividends in arrears upon the Convertible Preferred Stock. Any Preferred Director may be removed without cause by, and shall not be removed without cause except by, the vote of the holders of record of the outstanding shares of Convertible Preferred Stock and Parity Stock with respect to which such a default shall exist, voting together as a single class without regard to series, at a meeting of the stockholders, or of the holders of shares of such stock as to which a default exists, called for the purpose. So long as a default in any preference dividends on such stock shall exist, (a) any vacancy in the office of a Preferred Director may be filled (except as provided in the following clause (b)) pursuant to an instrument in writing signed by the remaining Preferred Director and filed with the Corporation and (b) in the case of the removal of any Preferred Director, the vacancy may be filled by the vote of the holders of the outstanding shares of Convertible Preferred Stock and Parity Stock with respect to which such a default shall exist, voting together as a single class without regard to series, at the same meeting at which such removal shall be voted. Each director appointed as aforesaid by the remaining Preferred Director shall be deemed, for all purposes hereof, to be a Preferred Director. Whenever a default in preference dividends shall no longer exist, the term of office of each Preferred Director shall terminate forthwith and the number of directors constituting the Board of Directors of the Corporation shall be reduced by two. For the purposes hereof, a "default on preference dividends" on the Convertible Preferred Stock or Parity Stock shall be deemed to exist whenever the equivalent of six quarterly dividends have not been declared and paid or set apart for payment, whether or not consecutive, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all accrued dividends on all shares of Convertible Preferred Stock or Parity Stock of each and every series then outstanding shall have been declared and paid or set apart for payment to the end of the last preceding dividend period.

(D) For purposes of the foregoing provisions of this Section 9, each share of Convertible Preferred Stock shall have one (1) vote per share. Except as otherwise required by applicable law or as set forth herein, the shares of Convertible Preferred Stock shall not have any relative, participating, optional or other special voting rights and powers and the consent of the holders thereof shall not be required for the taking of any corporate action.

Section 10. Determinations by the Board of Directors. Any determinations made in good faith by the Board of Directors of the Corporation under any provision of this Certificate of Designations, Preferences and Rights shall be final and binding on all stockholders (including holders of shares of Convertible Preferred Stock) of the Corporation.

Section 11. Record Holders. The Corporation and the Transfer Agent may deem and treat the record holder of any shares of Convertible Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor the Transfer Agent shall be affected by any notice to the contrary.

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Section 3: EX-10.4 (EXHIBIT 10.4)

Exhibit 10.4

HECLA MINING COMPANY
KEY EMPLOYEE DEFERRED COMPENSATION PLAN
(Amended and Restated as of December 1, 2014)

First Amendment

WHEREAS, Hecla Mining Company (the "Company") sponsors and maintains the Hecla Mining Company Key Employee Deferred Compensation Plan, amended and restated as of December 1, 2014 (the "Plan") for the benefit of its eligible employees; and

WHEREAS, pursuant to Section 6 of the Plan, the Compensation Committee of the Board of Directors of the Company has the authority to amend the Plan; and

WHEREAS, the Committee desires to amend the Plan to clarify that performance-based stock and restricted stock unit awards may be credited only to the Company Stock Account and that performance-based stock and restricted stock units are not eligible to be matched.

NOW, THEREFORE, effective November 30, 2016, the Plan is hereby amended as follows:

1. The last sentence of the first paragraph of Section 1.1 of the Plan, Purpose of the Plan, is hereby amended, to read as follows:

"To this end, the Plan provides for (i) Participant elections to defer Base Salary, (ii) Participant elections to defer Performance-Based Compensation, (iii) Participant elections to defer Performance-Based Stock, (iv) Participant elections to defer Restricted Stock Units, (v) Company Matching Contributions, and (vi) Discretionary Awards."

2. The definition of "Company Stock Account" in Section 1.2 of the Plan, Definitions, is hereby amended in its entirety to read as follows:

"Company Stock Account means an Account established and maintained for a Participant to record the amount of any compensation deferred under the Plan in the form of Stock Units, which may include elective deferrals of Base Salary, Performance-Based Compensation, Performance-Based Stock, or Restricted Stock Units, or amounts credited as Matching Contributions or Discretionary Employer Contributions."

3. The definition of "Deferral Election" in Section 1.2 of the Plan, Definitions, is hereby amended in its entirety to read as follows:

"Deferral Election means the agreement executed by an Eligible Employee whereby an Eligible Employee elects to defer Base Salary, Performance-Based Compensation, Performance-Based Stock, or Restricted Stock Units."

4. Section 1.2 of the Plan, Definitions, is hereby amended to add in alphabetical order a new definition of “Performance-Based Stock,” to read as follows:

“Performance-Based Stock means an award of some number of shares of Common Stock where the amount of, or entitlement to, the shares of Common Stock is contingent on the satisfaction of pre-established organizational or individual performance criteria relating to a performance period of at least twelve (12) consecutive months in which the Participant performs services, including but not limited to, awards made under the Stock Plan.”

5. The first sentence of Section 3.2 of the Plan, Deferral Elections, is hereby amended in its entirety, to read as follows:

“An Eligible Employee may elect to defer a percentage of his or her Base Salary, Performance-Based Compensation, Performance-Based Stock, and Restricted Stock Units for a Plan Year.”

6. Section 3.2.2 of the Plan, Performance-Based Compensation, is hereby amended in its entirety, to read as follows:

“3.2.2 Performance-Based Compensation and Stock. Elections to defer Performance-Based Compensation or Performance-Based Stock shall generally be made no later than the December 31 immediately preceding the Plan Year for which services are performed to earn the Performance-Based Compensation or Stock. Notwithstanding the foregoing, the Committee may, in its discretion, permit Deferral Elections for Performance-Based Compensation or Stock on or before the date that is six months before the end of the applicable performance period, provided that the Participant provides service continuously from the later of the beginning of the performance period or the date the performance criteria was established through the date the election is made and the compensation has not become readily ascertainable and substantially certain to be paid, all to the extent permitted by Section 409A. A newly hired or promoted Eligible Employee who first becomes eligible to participate in the Plan after the start of a Plan Year may make a Deferral Election within thirty (30) days after first becoming eligible to participate in the Plan to the extent permitted by Section 409A.”

7. A new sentence is hereby added to the end of Section 3.3 of the Plan, Matching Contributions, to read as follows:

“Notwithstanding the foregoing, the Matching Contribution shall not take into account any Performance-Based Stock or Restricted Stock Units a Participant may have elected to defer to the Company Stock Account for that Plan Year.”

8. The second sentence of Section 4.2 of the Plan, Participant Election of Account, is hereby amended in its entirety to read as follows:

“All Restricted Stock Units and Performance-Based Stock deferred under the Plan, Matching Contributions, and Employer Discretionary Contributions for a Participant shall be credited as Stock Units to the Participant’s Company Stock Account.”

9. Section 4.4.1 of the Plan, Initial Amounts Credited, is hereby amended in its entirety, to read as follows:

“4.4.1 Initial Amounts Credited. Where an amount being deferred is denominated in Stock Units, such as an award of Restricted Stock Units, the number of Stock Units credited to the Company Stock Account shall be based on the portion of such award that is deferred. For any amount to be credited to the Company Stock Account that is initially denominated in cash, including any deferral of Base Salary or Performance-Based Compensation, any Matching Contributions or any Discretionary Employer Contributions awarded in a cash amount, the dollar amount credited to the Company Stock Account shall be converted to a number of whole and fractional Stock Units as of the last business day of the calendar quarter in which such amount is credited to the Company Stock Account based on the average Fair Market Value of the Common Stock for such calendar quarter.”

10. The second sentence of Section 4.5 of the Plan, Vesting, is hereby amended in its entirety to read as follows:

“Employer Discretionary Contributions, Performance-Based Stock, and Restricted Stock Units shall be subject to any vesting or other restrictions imposed by the Committee as specified in the notice of award”

11. The first sentence of Section 5.1 of the Plan, Specified Date, is hereby amended in its entirety, to read as follows:

“A Participant may elect, at the time of a Deferral Election, to have Base Salary, Performance-Based Compensation, Performance-Based Stock, and Restricted Stock Units subject to the Deferral Election distributed in a single lump sum payment on a specific date, and for Performance-Based Stock, Restricted Stock Units or Discretionary Contributions that include a vesting schedule, after the last applicable vesting date.”

This Amendment is executed this 4th day of December, 2016.

HECLA MINING COMPANY

By: _____
Phillips S. Baker, Jr.
President & CEO

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Section 4: EX-10.5 (EXHIBIT 10.5)

Exhibit 10.5

HECLA MINING COMPANY 2010 STOCK INCENTIVE PLAN

(Amended and restated as of August 16, 2017)

Section 1. Purpose; Definitions

The purpose of the Plan is to give the Corporation the ability to attract, retain and motivate officers, employees and certain independent consultants, and to provide the Corporation, its subsidiaries and any member of a controlled group of corporations, as determined in accordance with Section 1563(a)(1), (2) and (3) of the Internal Revenue Code with respect to which the Corporation is a member, with the ability to provide incentives more directly linked to the returns to shareholders.

For purposes of the Plan, the following terms are defined as set forth below:

- (a) *"Affiliate"* means a corporation or other entity that is: (i) a member of a controlled group of corporations or entities as determined in accordance with Section 1563(a)(1), (2) and (3) of the Internal Revenue Code with respect to which the Corporation is a member, and (ii) designated by the Committee from time to time as such.
- (b) *"Award"* means a Stock Appreciation Right, Stock Option, Restricted Stock, Performance Units, or Restricted Stock Unit.
- (c) *"Award Cycle"* means a fiscal year or a period of consecutive fiscal years or portions thereof designated by the Committee over which Performance Units are to be earned.
- (c) *"Board"* means the Board of Directors of the Corporation.
- (e) *"Cause"* means: (i) conviction of the optionee for committing a felony under federal law or the law of the state in which such action occurred; (ii) dishonesty in the course of fulfilling the optionee's employment duties; or (iii) willful and deliberate failure on the part of the optionee to perform his or her employment duties in any material respect, or such other events as shall be determined by the Committee. The Committee shall have the sole discretion to determine whether "Cause" exists, and its determination shall be final and binding on all interested parties.
- (f) *"Change-in-Control"* and *"Change-in-Control Price"* have the meanings set forth in subsections (b) and (c) of Section 11, respectively.
- (g) *"Code"* means the Internal Revenue Code of 1986, as amended from time to time, and any successor thereto.
- (h) *"Commission"* means the Securities and Exchange Commission or any successor agency.
- (i) *"Committee"* means the Compensation Committee of the Board of Directors of the Corporation or such other committee referred to in Section 2.

- (j) "*Common Stock*:" means common stock, par value \$0.25 per share, of the Corporation.
- (k) "*Corporation*" means Hecla Mining Company, a Delaware corporation.
- (l) "*Covered Employee*" means a participant designated prior to the grant of shares of an Award by the Committee who is or may be a "covered employee" within the meaning of Section 162(m)(3) of the Code in the year in which the Award is expected to be taxable to such participant.
- (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 may 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 may 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 Company 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, by 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 14(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 qualified domestic relations order (as defined in Section 414(p) of the Code and Section 206(d) of the Employee Retirement Income Security Act of 1974, as amended, or the rules thereunder) 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 qualified 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 qualified 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) *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 *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) *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.

(j) *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(j) 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.

(k) *Change-in-Control Cash-Out.* Notwithstanding any other provision of the Plan, during the 60-day period from and after a Change-in-Control (the "Exercise Period"), unless the Committee shall determine otherwise at the time of grant, an optionee shall have the right, whether or not the Stock Option is fully exercisable and in lieu of the payment of the exercise price for the shares of Common Stock being purchased under the Stock Option and by giving notice to the Corporation, to elect (within the Exercise Period) to surrender all or part of the Stock Option to the Corporation and to receive cash, within 30 days of such notice, in an amount equal to the amount by which the Change-in-Control Price per share of Common Stock on the date of such election shall exceed the exercise price per share of Common Stock under the Stock Option (the "Spread") multiplied by the number of shares of Common Stock granted under the Stock Option as to which the right granted under this Section 5(k) shall have been exercised; provided however, that if the Change-in-Control is within six months of the date of grant of a particular Stock Option held by an optionee who is an officer or director of the Corporation and is subject to Section 16(b) of the Exchange Act, no such election shall be made by such optionee with respect to such Stock Option prior to six months from the date of grant. However, if the end of such 60-day period from and after a Change-in-Control is within six months of the date of grant of a Stock Option held by an optionee who is an officer or director of the Corporation and is subject to Section 16(b) of the Exchange Act, such Stock Option shall be canceled in exchange for a cash payment to the optionee, effective on the day which is six months and one day after the date of grant of such Option, 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 granted under the Stock Option.

(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 (including Section 5(d)) 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 14(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 11(a)(ii), 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 11(a)(ii), in the event that a participant retires or such participant's employment is involuntarily terminated (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 Units 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 11(a)(iii), 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 11(a)(iii), in the event that a participant's employment is terminated (other than for Cause), or in the event a participant retires, 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 Section 409A and the regulations issued under 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 section 409A of the Internal Revenue Code.

(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.* Notwithstanding any other provision of the Plan to the contrary but subject to the provisions of subsection (k) of Section 5, in the event of a Change-in-Control:

(i) Any Stock Options and Stock Appreciation Rights outstanding as of the date such Change-in-Control is determined to have occurred, and which are not then exercisable and vested, shall become fully exercisable and vested to the full extent of the original grant; *provided however*, that, in the case of the holder of Stock Appreciation Rights who is actually subject to Section 16(b) of the Exchange Act, such Stock Appreciation Rights shall have been outstanding for at least six months at the date such Change-in-Control is determined to have occurred.

(ii) The restrictions and deferral limitations applicable to any Restricted Stock shall lapse, and such Restricted Stock shall become free of all restrictions and become fully vested and transferable to the full extent of the original grant.

(iii) All Performance Units shall be considered to be earned and payable in full, and any deferral or other restriction shall lapse and such Performance Units shall be settled in cash as promptly as is practicable.

(iv) Any restrictions or limitations applicable to any Restricted Stock Units shall lapse and such Restricted Stock Units shall become free of all restrictions and become transferable without restriction or limitation.

(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 11(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.

(c) *Change-in-Control Price.* For purposes of the Plan, "Change-in-Control Price" means the higher of (i) the highest reported sales price, regular way, of a share of Common Stock in any transaction reported on the New York Stock Exchange Composite Tape or other national exchange on which such shares are listed, such as The NASDAQ Stock Market LLC during the 60-day period prior to and including the date of a Change-in-Control, or (ii) if the Change-in-Control is the result of a tender or exchange offer or a Corporate Transaction, the highest price per share of Common Stock paid in such tender or exchange offer or Corporate Transaction; provided however, that (x) in the case of a Stock Option which (A) is held by an optionee who is an officer or director of the Corporation and is subject to Section 16(b) of the Exchange Act and (B) was granted within 240 days of the Change-in-Control, then the Change-in-Control Price for such Stock Option shall be the Fair Market Value of the Common Stock on the date such Stock Option is exercised or deemed exercised and (y) in the case of Incentive Stock Options and Stock Appreciation Rights relating to Incentive Stock Options, the Change-in-Control Price shall be in all cases the Fair Market Value of the Common Stock on the date such Incentive Stock Option or Stock Appreciation Right is exercised. To the extent that the consideration paid in any such transaction described above consists all or in part of securities or other non-cash consideration, the value of such securities or other noncash consideration shall be determined in the sole discretion of the Board.

Section 11. Term, Amendment and Termination

The Plan will terminate ten (10) years after the effective date of the Plan. 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.

Section 14. Effective Date of Plan

The Plan shall be effective as of May 21, 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 5: EX-12.1 (EXHIBIT 12.1)

EXHIBIT 12.1

Hecla Mining Company Fixed Charge and Preferred Dividend Coverage Ratio Calculation For the Years Ended December 31, 2017, 2016, 2015, 2014 and 2013

	Year Ended December 31,				
	2017	2016	2015	2014	2013
Net income (loss) before income taxes	\$ (3,640)	\$ 96,975	\$ (30,658)	\$ 12,584	\$ (34,925)
Fixed charges:					
Interest portion of rentals	3,573	3,483	1,751	1,189	1,592
Total interest costs	38,948	37,981	38,910	38,528	28,174
Total fixed charges	42,521	41,464	40,661	39,717	29,766
Total earnings (loss)	\$ 38,881	\$ 138,439	\$ 10,003	\$ 52,301	\$ (5,159)
Preferred stock dividend requirements	\$ 552	\$ 552	\$ 552	\$ 552	\$ 552
Ratio of pre-tax income (loss) to net income (loss)	\$ 6.46	\$ 1.39	\$ 2.84	\$ 0.71	\$ 0.72
Preferred stock dividend factor	\$ 3,566	\$ 767	\$ 1,568	\$ 552	\$ 552
Ratio of earnings to fixed charges	(na)	3.3	(na)	1.3	(na)
Ratio of earnings to fixed charges and preferred dividends	(na)	3.3	(na)	1.3	(na)
Coverage deficit:					
On fixed charges	\$ 3,640	\$ —	\$ 30,658	\$ —	\$ 34,925
On fixed charges and preferred dividends	7,206	—	32,226	—	35,477

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Section 6: EX-21 (EXHIBIT 21)

EXHIBIT 21

SUBSIDIARIES¹

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%
Revelt Silver Company	Montana	100%
Troy Mine Inc.	Montana	100%
RC Resources, Inc.	Montana	100%
Revelt Exploration, Inc.	Montana	100%
Revelt 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%

¹ Determined in accordance with Item 601 of Regulation S-K
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Section 7: 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. 333-159966, 333-186861, 333-195246, 333-201520, 333-209751 and 333-209652) and Form S-8 (No. 333-218744, 333-96995, 333-60095, 333-169030, 333-176364, 333-195019 and 333-209727) of Hecla Mining Company of our reports dated February 15, 2018, 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 15, 2018

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Section 8: EX-23.2 (EXHIBIT 23.2)

Exhibit 23.2

Consent of Amec Foster Wheeler E&C Services, Inc.

We consent to the reference to us in the Annual Report on Form 10-K for the year ended December 31, 2017, and the Registration Statements on Form S-3 (No. 333-159966, 333-195246, 333-201520, 333-209751 and 333-209652) and Form S-8 (File No. 333-96995, 333-60095, 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 15, 2018

/s/ Amec Foster Wheeler E&C Services, Inc.

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Section 9: EX-23.3 (EXHIBIT 23.3)

Exhibit 23.3

Consent of Roscoe Postle Associates Inc.

We consent to the reference to us in the Annual Report on Form 10-K for the year ended December 31, 2017, and the Registration Statements on Form S-3 (No. 333-159966, 333-195246, 333-201520, 333-209751 and 333-209652) and Form S-8 (File No. 333-96995, 333-60095, 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 15, 2018

/s/ Roscoe Postle Associates Inc.

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Section 10: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATIONS

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 15, 2018

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

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Section 11: 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 15, 2018

/s/ Lindsay A. Hall
Lindsay A. Hall
Senior Vice President and Chief Financial Officer

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Section 12: 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 15, 2018

/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.

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-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 15, 2018

/s/ Lindsay A. Hall
Lindsay A. Hall
Senior Vice President and Chief Financial Officer

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 14: EX-95 (EXHIBIT 95)

Exhibit 95

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. The following mine safety data is provided pursuant to the Dodd-Frank Act.

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. During the year ended December 31, 2017, MSHA proposed \$8,602 in penalty assessments at the Greens Creek mine, \$16,779 in penalty assessments at the Lucky Friday mine, and \$928 in penalty assessments at the Troy mine. Hecla has not yet received all penalty assessments related to the citations issued in 2017. We have the opportunity to contest or appeal these penalties.

During the year ended December 31, 2017, MSHA issued the Greens Creek mine 17 citations pursuant to Section 104 of the Mine Act for violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a mine safety or health hazard, 3 such citations to the Lucky Friday mine, and no such citations at the Troy mine.

Neither the Greens Creek mine, Lucky Friday mine nor the Troy mine have any legal actions pending before the Federal Mine Safety and Health Review Commission, regarding citations for which penalties have been assessed.

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, 2017.

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	17	0	0	—	—	\$8,602	—	no	No	0	0	0
Lucky Friday	3	0	0	—	—	\$16,779	—	no	No	0	0	0
Troy	0	0	0	—	—	\$928	—	no	No	0	0	0

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