



Auditor's Report (Translation)

To the Annual General Meeting of Talvivaara Mining Company Plc

We were engaged to audit the accounting records, the financial statements, the report of the Board of Directors and the administration of Talvivaara Mining Company Plc for the period 1 January – 31 December 2015. The financial statements comprise the statement of financial position, the income statement, the statement of changes in equity, the cash flow statement and notes to the financial statements.

Responsibility of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of financial statements and report of the Board of Directors that give a true and fair view in accordance with the laws and regulations governing the preparation of the financial statements and the report of the Board of Directors in Finland. The Board of Directors is responsible for the appropriate arrangement of the control of the company's accounts and finances, and the Managing Director shall see to it that the accounts of the company are in compliance with the law and that its financial affairs have been arranged in a reliable manner.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements and on the report of the Board of Directors based on conducting the audit in accordance with good auditing practice in Finland. The Auditing Act requires that we comply with the requirements of professional ethics. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As described in the report of the Board of Directors in paragraph "Provisions and other items recognised based on restructuring programme", Talvivaara Mining Company Plc recorded a provision of EUR 203,4 million in year 2014, which was the full amount of its guarantee liability.

As described in the same paragraph, Talvivaara Mining Company Plc decided to leave the provision on the balance sheet in 2015, even if there are facts and circumstances which may lead to the unrecognition of the provision in the future. Reasons for possible unrecognition of the provision are discussed in the paragraph.

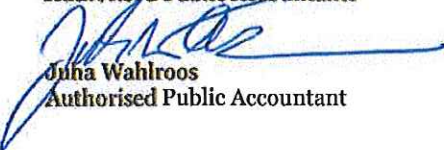
We were not able to verify the existence or nonexistence or the value of the liability originating from the guarantee.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements and the report of the Board of Directors.

Helsinki, 7 March 2016

PricewaterhouseCoopers Oy
Authorised Public Accountants


Juna Wahlroos
Authorised Public Accountant