

**REPORT UNDER NATIONAL INSTRUMENT 62-103
EARLY WARNING REPORT**

The following information is filed pursuant to the provisions listed above under the applicable securities legislation:

1. The name and address of the offeror:

HudBay Minerals Inc.
25 York Street, Suite 800
Toronto, Ontario M5J 2V5

2. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the reporting obligation, and whether it was ownership or control that was acquired in those circumstances.

On June 11, 2014, HudBay Minerals Inc. ("Hudbay") announced that it had sold 3,260,000 common shares ("**Shares**") of Rockshield Capital Corp. (formerly named CuOro Resources Corp.) ("Rockshield") at a price of C\$0.13 per Share for gross proceeds of C\$423,800. The Shares were sold over the Canadian Securities Exchange and represent approximately 10.7% of the issued and outstanding Rockshield shares. As a result of the sale, Hudbay no longer owns or controls any Rockshield shares.

3. The designation and number or principal amount of securities and the offeror's securityholder percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation.

Hudbay no longer owns or controls any Rockshield shares.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in the above paragraph over which:

(i) The offeror, either alone or together with joint actors, has ownership and control.

Not applicable.

(ii) The offeror, either alone or together with joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor.

Not applicable.

- (iii) **The offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 5. The name of the market in which the transaction or occurrence that gave rise to the reporting obligation took place.**

Hudbay sold the Shares over the Canadian Securities Exchange.

- 6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the reporting obligation.**

Not applicable.

- 7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

Hudbay sold the Shares because Rockshield does not currently fit within its growth strategy. Hudbay has no present intention to acquire any additional Rockshield shares.

- 8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the reporting obligation, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

Not applicable.

- 9. The names of any joint actors in connection with the disclosure required by Appendix E to National Instrument 62-103.**

Not applicable.

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.**

Not applicable.

- 11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities.**

As a result of the sale, Hubbay no longer owns or controls any Rockshield shares and has ceased to be an insider of Rockshield.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.**

Not applicable.

DATED this 11th day of June, 2014.

HUBBAY MINERALS INC.

Per: "Patrick Donnelly"

Name: Patrick Donnelly

Title: Vice President, Legal and
Corporate Secretary