

GOLDCORP INC  
Form F-10  
March 21, 2006

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As filed with the Securities and Exchange Commission on March 21, 2006

Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM F-10

#### REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

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### Goldcorp Inc.

(Exact name of registrant as specified in its charter)

**Ontario, Canada**  
(Province or other jurisdiction of  
Incorporation or Organization)

**1041**  
(Primary Standard Industrial  
Classification Code)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**200 Burrard Street, Suite 1560, Vancouver, British Columbia, Canada V6C 3L6  
(604) 696-3000**

(Address and telephone number of registrant's principal executive offices)

**Martin Pomerance  
Dorsey & Whitney LLP  
250 Park Avenue  
New York, NY 10177  
(212) 415-9200**

(Name, address (including zip code) and telephone number (including area code)  
of agent for service in the United States)

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#### Copies to:

**Gil Cornblum  
Shona Smith  
Dorsey & Whitney LLP  
Canada Trust Tower, BCE Place  
161 Bay Street, Suite 4310  
Toronto, Ontario  
Canada, M5J 2S1  
(416) 367-7370**

**Mark Bennett  
Jennifer Traub  
Cassels Brock & Blackwell LLP  
Scotia Plaza, Suite 2100  
40 King Street West  
Toronto, Ontario  
Canada, M5H 3C2  
(416) 869-5300**

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Approximate date of commencement of proposed sale to the public: **As soon as practicable after this Registration Statement becomes effective.**

**Province of British Columbia, Canada**  
(Principal jurisdiction regulating this offering)

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It is proposed that this filing shall become effective (check appropriate box):

- A.  Upon filing with the Commission pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
  - B.  At some future date (check the appropriate box below).
    - 1.  Pursuant to Rule 467(b) on \_\_\_\_\_ (date) at \_\_\_\_\_ (time) (designate a time not sooner than seven calendar days after filing).
-

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- 2. o Pursuant to Rule 467(b) on \_\_\_\_\_ (date) at \_\_\_\_\_ (time) (designate a time not sooner than seven calendar days after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on \_\_\_\_\_ (date).
- 3. o Pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
- 4. y After the filing of the next amendment to this form (if preliminary material is being filed).

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box. y

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Share Purchase Warrants	8,681,890	\$	\$	\$
Common Shares, no par value	8,681,890	\$41.86	\$363,423,915.40	\$38,886.36
Common Share Purchase Warrants	1,500,000	\$	\$	\$
Common Shares, no par value	13,000,000	\$27.905	\$362,765,000.00	\$38,815.86
<b>Total</b>			<b>\$726,188,915.40</b>	<b>\$77,702.22</b>

(1) This Registration Statement relates to up to (i) 8,681,890 common share purchase warrants of the Registrant (the "New Warrants") which will be issued to holders of the Registrant's First Warrants, Series A Warrants, Series B Warrants, Series C Warrants and U.S. Dollar Warrants (collectively, the "Warrants") upon exercise of the Warrants during the Early Exercise Period (see the Registrant's short form prospectus), which may be issued if the Warrant Amendments (see "Warrant Amendments" in the Registrant's short form prospectus) are approved by the requisite votes of the holders of the Common Shares and Warrants of the Registrant (see "Warrant Amendments Shareholder Meeting" and " Warrantholder Meeting" in the Registrant's short form prospectus), (ii) up to 8,681,890 Common Shares (the "Warrant Shares") which may be issued upon exercise of the New Warrants (see "Plan of Distribution" in the Registrant's short form prospectus) and (iii) 1,500,000 New Warrants and 13,000,000 common shares of the Registrant (the "Exchange Shares") which may be issued to holders of the Warrants under certain circumstances (see "Warrant Amendments" in the Registrant's short form prospectus).

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a). The exercise price of one New Warrant will be equal to 150% of the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange for the five trading days ending on the last trading day of the Early Exercise Period, rounded to the nearest \$0.215 (C\$0.25). If at least 66<sup>2</sup>/<sub>3</sub>% of any series of Warrants is exercised during the Early Exercise Period, the remaining holders of that class of Warrant will receive, in exchange for their Warrants, without further action on the part of the holder and for no additional consideration or payment of the applicable exercise price a fraction of an Exchange Share and a fraction of a New Warrant (see "Warrant Amendments" in the Registrant's short form prospectus). The average of high and low prices of the Registrant's Common Shares on the New York Stock Exchange on March 17, 2006 was \$27.905. For purposes of this table, the Maximum Aggregate Offering Price of the New Warrants and the exercise price of the New Warrants has been converted on the basis of the noon buying rate certified by the Federal Reserve Bank of New York on March 17, 2006 of C\$1.1627 per US dollar.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE AS PROVIDED IN RULE 467 UNDER THE SECURITIES ACT OF 1933 OR ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(a) OF THE ACT, MAY DETERMINE.

**PART I**

**INFORMATION REQUIRED TO BE DELIVERED TO  
OFFEREES OR PURCHASERS**

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**Base Shelf Prospectus**

*This short form prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.*

*A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces and territories of Canada but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Director, Investor Relations of Goldcorp Inc. at 200 Burrard Street, Suite 1560, Waterfront Centre, Vancouver, British Columbia, V6C 3L6, telephone (604) 696-3011, and are also available electronically at [www.sedar.com](http://www.sedar.com). For the purposes of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Director, Investor Relations of Goldcorp Inc. at the above-mentioned address and telephone number and is also available electronically at [www.sedar.com](http://www.sedar.com).*

This offering is made by a foreign issuer that is permitted, under a multijurisdictional disclosure system adopted by the securities regulatory authorities in Canada and the United States, to prepare this short form prospectus in accordance with the disclosure requirements of Canada. Prospective investors in the United States should be aware that such requirements are different from those of the United States. The financial statements incorporated herein have been prepared in accordance with Canadian generally accepted accounting principles, and may be subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.

Prospective investors in the United States should be aware that the acquisition of the securities described herein may have tax consequences both in the United States and in Canada. Such consequences for investors who are residents in, or citizens of, the United States may not be fully described herein.

The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Corporation is organized under the laws of Ontario, Canada, that some or all of its officers and directors may be residents of a foreign country, that some or all of the experts named in the registration statement may be residents of a foreign country, and that a substantial portion of the assets of the Corporation and said persons may be located outside the United States.

These securities have not been approved or disapproved by the United States Securities and Exchange Commission (the "SEC") or any state securities commission nor has the SEC or any state securities commission passed upon the accuracy or adequacy of this short form prospectus. Any representation to the contrary is a criminal offence.

**PRELIMINARY SHORT FORM PROSPECTUS**

New Issue

March 20, 2006

**Issue of up to 8,681,890 New Warrants upon Early Exercise of Common Share Purchase Warrants**

This short form prospectus (this "Prospectus") is being filed by Goldcorp Inc. ("Goldcorp" or the "Corporation") to qualify the distribution of up to 8,681,890 common share purchase warrants of the Corporation (the "New Warrants") issuable to the holders of the following outstanding common share purchase warrants of the Corporation upon the early exercise of their respective warrants:

Series of Warrants	Number of New Warrants
First Warrants	1,319,450
Series A Warrants	489,585
Series B Warrants	5,130,586
Series C Warrants	465,437
U.S. Dollar Warrants	1,276,832

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(the First Warrants, the Series A Warrants, the Series B Warrants, the Series C Warrants and the U.S. Dollar Warrants are collectively referred to herein as the "Warrants").

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Each New Warrant will entitle the holder to purchase one common share of the Corporation (each a "Common Share" and collectively the "Common Shares") at a price equal to 150% of the volume weighted average trading price (the "VWAP") of the Common Shares on the Toronto Stock Exchange (the "TSX") for the five trading days ending on the last trading day of the Early Exercise Period (as defined herein) (the "Early Exercise Expiry Date"), rounded to the nearest \$0.25, at any time before 5:00 p.m. (Vancouver time) on the date which is five years following the Early Exercise Expiry Date, subject to adjustment in certain events.

The following table sets forth certain details regarding each series of Warrants:

Series of Warrants	Expiry Date <sup>(1)</sup>	Exercise Basis per Warrant	Exercise Price per Warrant	Effective Exercise Price per Share
First Warrants	May 13, 2009	2.08 Common Shares	C\$ 20.00	C\$ 9.62
Series A Warrants	May 30, 2007	0.25 of a Common Share	C\$ 1.65	C\$ 6.60
Series B Warrants	August 25, 2008	0.25 of a Common Share	C\$ 3.10	C\$ 12.40
Series C Warrants	May 30, 2007	0.25 of a Common Share	C\$ 1.65	C\$ 6.60
U.S. Dollar Warrants	April 30, 2007	2.08 Common Shares	US\$ 25.00	US\$ 12.02

(1) The Warrants expire at 5:00 p.m. (Toronto time) on the respective expiry dates.

The holders of the Warrants are collectively referred to herein as the "Warrantholders".

The First Warrants are governed by the terms of an amended and restated common share purchase warrant indenture dated as of August 1, 2005 (the "First Warrant Indenture") between the Corporation and CIBC Mellon Trust Company (the "Warrant Agent"). The Series A Warrants are governed by the terms of a common share purchase warrant indenture dated as of April 15, 2005 (the "Series A Warrant Indenture") between the Corporation and the Warrant Agent. The Series B Warrants are governed by the terms of a common share purchase warrant indenture dated as of April 15, 2005 (the "Series B Warrant Indenture") between the Corporation and the Warrant Agent. The Series C Warrants are governed by the terms of a common share purchase warrant indenture dated as of April 15, 2005 (the "Series C Warrant Indenture") between the Corporation and the Warrant Agent. The U.S. Dollar Warrants are governed by the terms of an amended and restated common share purchase warrant indenture dated as of August 1, 2005 (the "U.S. Dollar Warrant Indenture", and collectively with the First Warrant Indenture, the Series A Warrant Indenture, the Series B Warrant Indenture and the Series C Warrant Indenture, the "Warrant Indentures") between the Corporation and the Warrant Agent.

Subject to the Corporation receiving all required approvals, including the requisite approval of the Warrantholders to amend the respective Warrant Indentures that govern the Warrants (the amendments to the Warrant Indentures are collectively referred to herein as the "Warrant Amendments") and the requisite approval of the shareholders of the Corporation (the "Shareholders") to issue the New Warrants, each Warrant will entitle the holder thereof to acquire the number of underlying Common Shares otherwise issuable upon the exercise of the respective Warrants and a fraction of a New Warrant as set forth in the table below, in the event that such holder exercises such holder's Warrants during a period of 30 days (the "Early Exercise Period") following the date of the Warrant Amendments.

Series of Warrants	Fraction of a New Warrant for Each Warrant Exercised during Early Exercise Period
First Warrants	0.44
Series A Warrants	0.01
Series B Warrants	0.08
Series C Warrants	0.01
U.S. Dollar Warrants	0.32

The Warrant Amendments will be effected pursuant to the terms of supplemental warrant indentures (collectively, the "Supplemental Indentures") to be entered into between the Corporation and the Warrant Agent. This Prospectus also qualifies the distribution of the rights to acquire the New Warrants to the Warrantholders pursuant to the Warrant Amendments in certain of the provinces and territories of Canada.

*(continued on next page)*

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The Warrant Amendment for each series of Warrants is conditional upon the approval of the Warrant Amendment for such series of Warrants by the respective Warrantholders and the approval of the issuance of the New Warrants by the Shareholders.

The Supplemental Indentures shall also provide that, in the event that at least 66<sup>2</sup>/<sub>3</sub>% of the Warrants outstanding on the date of the Warrant Amendments of any series of Warrants are exercised during the Early Exercise Period, any Warrants of such series that have not been voluntarily exercised during the Early Exercise Period will be exchanged, without any further action on the part of the holder thereof, including payment of the exercise price thereof or any other additional consideration, for (a) a fraction of a Common Share equal to the following: (i) the five day VWAP ending on the Early Exercise Expiry Date (the "Five Day VWAP"), multiplied by the exercise basis of the applicable Warrants (the "Exercise Basis"), minus the exercise price of the applicable Warrants, divided by (ii) the Five Day VWAP; and (b) a fraction of a New Warrant as follows: 0.22 of a New Warrant for each First Warrant, 0.005 of a New Warrant for each Series A Warrant, 0.04 of a New Warrant for each Series B Warrant, 0.005 of a New Warrant for each Series C Warrant and 0.16 of a New Warrant for each U.S. Dollar Warrant. The Common Shares and New Warrants issuable in exchange for Warrants not voluntarily exercised during the Early Exercise Period are collectively referred to herein as the "Exchange Shares" and the "Exchange Warrants", respectively. Any Warrants to be exchanged for Exchange Shares and Exchange Warrants shall be automatically exchanged immediately following 5:00 p.m. (Vancouver time) on the Early Exercise Expiry Date, and shall immediately thereafter be cancelled and be of no further force or effect. This Prospectus is also being filed to qualify the distribution of up to 13 million Exchange Shares and up to 1.5 million Exchange Warrants. See "Plan of Distribution".

In addition, this Prospectus is being filed to register, in the United States, under the multijurisdictional disclosure system, the New Warrants, the Exchange Shares, the Exchange Warrants and the Common Shares underlying the New Warrants. Where the context permits, the New Warrants, the Exchange Shares, the Exchange Warrants and the Common Shares underlying the New Warrants are collectively referred to herein as the "Subject Securities".

No agency fee will be paid by Goldcorp in connection with the distribution of the Subject Securities being qualified under this Prospectus. GMP Securities L.P. ("GMP") and BMO Nesbitt Burns Inc. ("BMO NB" and collectively with GMP the "Financial Advisors") are acting as financial advisors to the Corporation in connection with the issuance of the New Warrants and will be paid a fee for acting as financial advisors. See "Plan of Distribution".

BMO NB is the subsidiary of the Canadian chartered bank that currently provides a credit facility to the Corporation. Accordingly, under applicable Canadian securities legislation, the Corporation may be considered to be a "connected issuer" to such Financial Advisor. See "Plan of Distribution".

### **Investing in the Subject Securities involves risks that are described in this Prospectus under "Risk Factors".**

The Corporation's outstanding Common Shares and Warrants are listed and posted for trading on the TSX under the trading symbols set forth in the table below. The Corporation's outstanding Common Shares, Series A Warrants and Series C Warrants are also listed and posted for trading on the New York Stock Exchange (the "NYSE") under the trading symbols set forth in the table below.

<u>Security</u>	<u>TSX Trading Symbol</u>	<u>NYSE Trading Symbol</u>
Common Shares	G	GG
First Warrants	G.WT	n/a
Series A Warrants	G.WT.A	GG.WS.A
Series B Warrants	G.WT.B	n/a
Series C Warrants	G.WT.C	GG.WS.C
U.S. Dollar Warrants	G.WT.U	n/a

On March 17, 2006, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares, the First Warrants, the Series A Warrants, the Series B Warrants, the Series C Warrants and the U.S. Dollar Warrants on the TSX was C\$32.38, C\$46.00, C\$6.54, C\$5.00, C\$6.45 and US\$32.00, respectively. On March 17, 2006, the closing price of the Common Shares, the Series A Warrants and the Series C Warrants on the NYSE was US\$27.95, US\$5.66 and US\$5.67, respectively.

The Corporation has applied to list the New Warrants on the TSX and the NYSE. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSX and the NYSE.

The Corporation's head office is located at Suite 1560, Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, V6C 3L6 and its registered office is located at Suite 2100, 40 King Street West, Toronto, Ontario, M5H 3C2.



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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information provided in this Prospectus and the documents incorporated by reference herein constitutes "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the future price of gold, silver and copper, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Goldcorp to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the integration of acquisitions; risks related to international operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of

economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold, silver and copper; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section entitled "Description of the Business Risk Factors" in Goldcorp's renewal annual information form for the year ended December 31, 2005 filed on SEDAR incorporated by reference in this Prospectus and Goldcorp's Annual Report on Form 40-F filed with the SEC. Although Goldcorp has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that could cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Goldcorp does not undertake to update any forward-looking statements that are contained in this Prospectus or the documents incorporated by reference herein, except in accordance with applicable securities laws.

### FINANCIAL INFORMATION AND CURRENCY

The financial statements of Goldcorp and Wheaton River Minerals Ltd. ("Wheaton") incorporated by reference in this Prospectus and the financial statements of Goldcorp and Placer Dome (CLA) Limited included in this Prospectus are reported in United States dollars and have been prepared in accordance with Canadian generally accepted accounting principles.

All currency amounts in this Prospectus are expressed in United States dollars, unless otherwise indicated. References to "C\$" are to Canadian dollars. On March 17, 2006, the closing exchange rate for Canadian dollars in terms of the United States dollar, as quoted by the Bank of Canada, was US\$1.00 = C\$1.1589.

### DOCUMENTS INCORPORATED BY REFERENCE

**Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar regulatory authorities in Canada** (the "Canadian Securities Authorities"). Copies of the documents incorporated by reference herein may be obtained on request without charge from the Director, Investor Relations of the Corporation at 200 Burrard Street, Suite 1560, Waterfront Centre, Vancouver, British Columbia, V6C 3L6, telephone (604) 696-3011, and are also available electronically at [www.sedar.com](http://www.sedar.com). For the purposes of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Director, Investor Relations of the Corporation at the above-mentioned address and telephone number and is also available electronically at [www.sedar.com](http://www.sedar.com).

The following documents, filed by the Corporation with the Canadian Securities Authorities, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) the renewal annual information form (the "Annual Information Form") of Goldcorp dated March 20, 2006 for the financial year ended December 31, 2005;
- (b) the audited comparative consolidated financial statements of Goldcorp as at December 31, 2005 and for the financial year ended December 31, 2005, together with the auditors' report thereon and the notes thereto;
- (c) the audited comparative consolidated financial statements of Goldcorp as at December 31, 2004 and 2003 and for the financial years ended December 31, 2004, 2003 and 2002, together with the auditors' report thereon and the notes thereto;
- (d) the audited comparative consolidated financial statements of Wheaton as at December 31, 2004 and 2003 and for the financial years ended December 31, 2004, 2003 and 2002, together with the auditors' report thereon and the notes thereto (attached to the business acquisition report of Goldcorp dated April 5, 2005 relating to the Goldcorp merger with Wheaton);

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- (e) management's discussion and analysis of financial condition and results of operations of Goldcorp for the financial year ended December 31, 2005;
- (f) the management information circular of Goldcorp dated April 15, 2005 prepared in connection with the annual and special meeting of shareholders of Goldcorp held on May 16, 2005; and
- (g) the material change report of Goldcorp filed on March 8, 2006 relating to new management appointments.

**Any annual information form, interim financial statements, annual financial statements, management's discussion and analysis, management information circular, business acquisition report and material change report (excluding confidential material change reports), all as filed by the Corporation with the Canadian Securities Authorities after the date of this Prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference into this Prospectus. In addition, any similar documents filed on Form 6-K or Form 40-F by the Corporation with the SEC after the date of this Prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference into this Prospectus, if and to the extent expressly provided for in such reports on Form 6-K or Form 40-F.**

**Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies, replaces or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes.**

**The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.**

## ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and Wildeboer Dellelce LLP, counsel to the Financial Advisors, provided that the Subject Securities are listed on a prescribed stock exchange (which includes the TSX), the Subject Securities, if issued on the date hereof, would be qualified investments under the *Income Tax Act* (Canada) (the "Tax Act") and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans.

## AVAILABLE INFORMATION

The Corporation files reports and other information with the Canadian Securities Authorities. These reports and information are available to the public free of charge on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

The Corporation is subject to the informational requirements of the United States *Securities Exchange Act of 1934*, as amended, (the "Exchange Act") and in accordance therewith files reports and other information with the SEC. Under the multijurisdictional disclosure system adopted by the United States and Canadian securities regulators, such reports and other information may be prepared in accordance with the disclosure requirements of Canada, which requirements are different from those of the United States. The Corporation is exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. Reports and other information filed by the Corporation may be inspected and copied at the public reference facilities maintained by the SEC at Room 1580, 100 F Street, N.E., Washington, D.C., 20549. Copies of such materials can also be obtained at prescribed rates from the Public Reference Section of the SEC at its principal office in Washington, D.C. Prospective investors may call the SEC at 1-800-SEC-0330 for further information regarding the Public Reference facilities. The SEC also maintains a website that contains reports and other information regarding registrants that file electronically with the SEC. The address of the website is [www.sec.gov](http://www.sec.gov).

The Corporation has filed with the SEC a registration statement on Form F-10 under the United States *Securities Act of 1933*, as amended (the "U.S. Securities Act"), with respect to the Subject Securities. This Prospectus, including the documents incorporated by reference herein, does not contain all of the information that will be set forth in any such registration statement, certain parts of which will be omitted in accordance with the rules and regulations of the SEC. For further information with respect to the Corporation and the New Warrants, reference is made to the registration statement and the exhibits thereto, which will be publicly available as described in the preceding paragraph.

## CAUTIONARY NOTE TO UNITED STATES INVESTORS CONCERNING ESTIMATES OF MEASURED, INDICATED AND INFERRED RESOURCES

This Prospectus, including the documents incorporated by reference herein, has been prepared in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of United States securities laws. This Prospectus, including the documents incorporated by reference herein, uses the terms "Measured", "Indicated" and "Inferred" Resources. U.S. investors are advised that while such terms are recognized and required by Canadian regulations, the SEC does not recognize them. **U.S. investors are cautioned not to assume that all or any part of Measured or Indicated Resources will ever be converted into reserves. U.S. investors are also cautioned not to assume that all or any part of an Inferred Mineral Resource exists, or is economically or legally mineable.**

## THE CORPORATION

### Principal Subsidiaries

The following chart illustrates the Corporation's principal subsidiaries (collectively, the "Subsidiaries"), together with the governing law of each company and the percentage of voting securities beneficially owned or over which control or direction is exercised by the Corporation. As used in this Prospectus, except as otherwise required by the context, reference to the "Corporation" or "Goldcorp" means, collectively, Goldcorp Inc. and the Subsidiaries.











## Overview of Business

Goldcorp is engaged in the acquisition, exploration, development and operation of precious metal properties. The principal products and sources of cash flow for Goldcorp are derived from the sale of gold, silver and copper. Goldcorp's primary operating properties consist of one of the highest-grade gold deposits in the world, the Red Lake mine in Ontario, Canada, a 37.5% interest in the Bajo de la Alumbrera gold-copper mine in Argentina, a 100% interest in the San Dimas, San Martin and Nukay gold-silver mines in Mexico, and a 100% interest in the Peak gold mine in Australia. Goldcorp also has a 100% interests in the Los Filos gold development stage project in Mexico and the Amapari gold project in Brazil. Goldcorp also produces gold at the Wharf mine in the historic lead mining area in the Black Hills of South Dakota in the United States.

Goldcorp also owns approximately 59% of TSX-listed Silver Wheaton Corp. ("Silver Wheaton"), a mining company that derives 100% of its revenue from silver production.

## Recent Developments

### *Barrick-Placer Dome Transaction*

On October 31, 2005, Goldcorp announced that it had entered into an agreement with Barrick to acquire certain mining assets and interests of Placer Dome in the event that Barrick is successful in its bid to acquire Placer Dome. The Placer Dome assets to be acquired (collectively, the "Placer Dome Assets") include the Campbell mine in Ontario and the Porcupine and Musselwhite joint ventures in Ontario, Placer Dome's Canadian exploration properties, 100% of Placer Dome's 50% interest in the La Coipa gold-silver mine in Chile, and a 40% interest in the Pueblo Viejo development project in the Dominican Republic. The consummation of this transaction is expected to increase Goldcorp's annual gold production by approximately 50% to approximately 2 million ounces at a total cash cost of less than \$150 per ounce. Proven and probable gold reserves are expected to increase by 72%.

On December 22, 2005, Goldcorp confirmed its previous agreement to acquire the Placer Dome Assets from Barrick upon successful completion of the proposed Barrick-Placer Dome transaction. The purchase price payable by Goldcorp will be \$1.485 billion in cash, subject to adjustment. In order to fund the proposed acquisition of the Placer Dome Assets, Goldcorp intends to use a portion of its current cash balances and credit facilities of \$1.4 billion. Closing of the acquisition is subject to execution of certain definitive agreements and receipt of all regulatory approvals and third-party consents. Goldcorp anticipates that it will acquire the Placer Dome Assets from Barrick in April 2006.

### *Virginia Transaction*

Goldcorp has entered into an agreement with Virginia Gold Mines Inc. ("Virginia") to acquire Virginia's Éléonore gold project in James Bay, Québec pursuant to a plan of arrangement. Goldcorp will issue approximately 19.6 million Common Shares to complete the transaction. Closing of the transaction is subject to execution of definitive agreements, approval by Virginia shareholders, court approval and receipt of all regulatory approvals. Goldcorp anticipates that the transaction will close on or about March 31, 2006.

### *Amendment to the Silver Purchase Agreement*

On February 13, 2006, Goldcorp and Silver Wheaton announced that they had agreed to amend their existing silver purchase agreement in connection with an increase in Goldcorp's investment in exploration and development at its San Dimas mine in Mexico in order to increase ore production (gold and silver) at the mine by approximately 35% by 2009.

Under the existing silver purchase agreement dated October 15, 2004, Silver Wheaton is entitled to purchase all of the silver produced by Goldcorp's Mexican operations, Luismin, for a per ounce cash payment of the lesser of \$3.90 and the prevailing market price (subject to an inflationary adjustment commencing in 2007). Further, Luismin is required to deliver a minimum of 120 million ounces of silver over the 25 year contract period and Silver Wheaton is obligated to pay 50% of any capital expenditures made by Luismin at its mining operations in excess of 110% of the projected capital expenditures outlined in the agreement.

Goldcorp and Silver Wheaton have agreed to amend the existing agreement, increasing the minimum number of ounces of silver to be delivered over the 25 year contract period by 100 million ounces, to 220 million ounces, and waiving any capital expenditure contributions previously required to be paid by Silver Wheaton. In consideration for these amendments, Silver Wheaton will issue to Goldcorp 18 million common shares, representing approximately 9.8% of the outstanding shares of Silver Wheaton, and a \$20 million promissory note, increasing Goldcorp's ownership to approximately 62%, or 126 million common shares of Silver Wheaton. Closing of the transaction is conditional upon completion of definitive documentation and receipt of all requisite regulatory approvals, including the approval of the TSX.

#### ***Glencore Transaction***

On February 23, 2006, Silver Wheaton announced that it had agreed to purchase 4.75 million ounces of silver per year, for a period of 20 years, from Glencore International AG ("Glencore"), equivalent to the production from Glencore's Yauliyacu mining operations in Perú. Silver Wheaton will pay an upfront payment of \$285 million, comprised of \$245 million in cash and a \$40 million promissory note, and \$3.90 per ounce of silver delivered under the contract (subject to an inflationary adjustment after three years).

Yauliyacu is a silver-lead-zinc mine located in central Perú which has been in continuous operation for more than 100 years and is expected to produce an average of 6 million ounces of silver per year during the term of the contract. In the event that silver produced at Yauliyacu in any year totals less than 4.75 million ounces, the amount sold to Silver Wheaton in subsequent years will be increased to make up for the shortfall, so long as production allows.

During the term of the contract, Silver Wheaton will have a right of first refusal on any future sales of silver streams from the Yauliyacu mine and a right of first offer on future sales of silver streams from any other mine currently owned by Glencore. In addition, Silver Wheaton will also have an option to extend the 20 year term of the silver purchase agreement in five year increments, on substantially the same terms as the existing agreement, subject to an adjustment related to silver price expectations at the time and other factors.

Closing of the transaction is subject to execution of definitive agreements and receipt of all regulatory approvals and third-party consents.

### **WARRANT AMENDMENTS**

#### **First Warrants**

##### ***First Warrant Indenture***

The First Warrants are governed by the terms of the First Warrant Indenture. The original warrant indenture governing the First Warrants was entered into in connection with the Corporation's public offering in Canada of units comprised of Common Shares and the First Warrants in May 1999.

Pursuant to the terms of the First Warrant Indenture, each First Warrant entitles the holder thereof (a "First Warrantholder", and collectively the "First Warrantholders") to purchase 2.08 Common Shares (subject to adjustment in the case of certain events) at a price of C\$20.00 at any time prior to 5:00 p.m. (Toronto time) on May 13, 2009, after which time the First Warrants will expire and become null and void. The First Warrant Indenture is available for review under the Corporation's profile at [www.sedar.com](http://www.sedar.com), filed on August 3, 2005.

The First Warrant Indenture provides the First Warrantholders with the power, exercisable by "extraordinary resolution" (as hereinafter defined) to, among other things, agree with the Corporation to any modification, alteration, compromise or arrangement of the rights of First Warrantholders. The First Warrant Indenture defines an "extraordinary resolution" to mean a resolution passed at a meeting of First Warrantholders duly convened for the purpose and held in accordance with the provisions of the First Warrant Indenture at which there are First Warrantholders present, in person or by proxy, representing at least 25% of the aggregate number of all of the then outstanding First Warrants and passed by the affirmative votes of the First Warrantholders representing not less than 66<sup>2</sup>/<sub>3</sub>% of the aggregate number of Common Shares which may

be acquired pursuant to the exercise of all of the then outstanding First Warrants represented at the meeting and voted on the poll upon such resolution. See "Warrantholder Meeting".

### ***First Supplemental Indenture***

Immediately upon obtaining all necessary approvals, including the requisite Warrantholder and Shareholder approvals discussed elsewhere in this Prospectus, the Corporation proposes to enter into a Supplemental Indenture in respect of the First Warrants to provide, among other things, that:

- (i) each First Warrant exercised during the Early Exercise Period will entitle the holder thereof to acquire 0.44 of a New Warrant in addition to the 2.08 Common Shares otherwise issuable upon the exercise of each First Warrant; and
- (ii) in the event that at least 66<sup>2</sup>/<sub>3</sub>% of the First Warrants outstanding on the date of the First Warrant Amendment are exercised during the Early Exercise Period, any First Warrants that have not been voluntarily exercised during the Early Exercise Period will be exchanged, without any further action on the part of the holder thereof, including payment of the exercise price thereof or any other additional consideration, for (a) a fraction of a Common Share equal to the following: (i) the Five Day VWAP, multiplied by 2.08, minus C\$20.00, divided by (ii) the Five Day VWAP; and (b) 0.22 of a New Warrant. Any First Warrants to be exchanged for Exchange Shares and Exchange Warrants shall be automatically exchanged immediately following 5:00 p.m. (Vancouver time) on the Early Exercise Expiry Date, and shall immediately thereafter be cancelled and be of no further force or effect.

### ***Certain United States Securities Laws Restrictions with Respect to the First Warrants***

The First Warrants and the Common Shares issuable upon exercise of the First Warrants have not been registered under the U.S. Securities Act and therefore the First Warrants may only be exercised by persons in the United States or U.S. Persons that are accredited investors (as such term is defined in Rule 501(a) under the U.S. Securities Act). Each holder, prior to its exercise of First Warrants, will be required to make certain representations, warranties and covenants to the Corporation. Furthermore, upon original issuance thereof and until such time as is no longer required under applicable requirements of the U.S. Securities Act or applicable state securities laws, all certificates representing the Common Shares issuable upon the exercise of the First Warrants, and all certificates issued in exchange therefor or in substitution thereof, shall bear restrictive legends to the foregoing effect.

### **Series A Warrants**

#### ***Series A Warrant Indenture***

The Series A Warrants are governed by the terms of the Series A Warrant Indenture. The original warrant indenture governing the Series A Warrants was entered into in connection with a private placement of subscription receipts exchangeable for common shares and warrants by Wheaton in February 2003.

Pursuant to the terms of the Series A Warrant Indenture, each Series A Warrant entitles the holder thereof (a "Series A Warrantholder", and collectively the "Series A Warrantholders") to purchase 0.25 of a Common Share (subject to adjustment in the case of certain events) at a price of C\$1.65 at any time prior to 5:00 p.m. (Toronto time) on May 30, 2007, after which time the Series A Warrants will expire and become null and void. The Series A Warrant Indenture is available for review under the Corporation's profile at [www.sedar.com](http://www.sedar.com), filed on July 6, 2005.

The Series A Warrant Indenture provides the Series A Warrantholders with the power, exercisable by "extraordinary resolution" (as hereinafter defined) to, among other things, agree with the Corporation to any modification, alteration, compromise or arrangement of the rights of Series A Warrantholders. The Series A Warrant Indenture defines an "extraordinary resolution" to mean a resolution passed at a meeting of Series A Warrantholders duly convened for the purpose and held in accordance with the provisions of the Series A Warrant Indenture at which there are Series A Warrantholders present, in person or by proxy, representing at least 25% of the aggregate number of all of the then outstanding Series A Warrants and passed

by the affirmative votes of the Series A Warrantheolders representing not less than 66<sup>2</sup>/<sub>3</sub>% of the aggregate number of all of the then outstanding Series A Warrants represented at the meeting and voted on the poll upon such resolution. See "Warrantheolder Meeting".

### ***Series A Supplemental Indenture***

Immediately upon obtaining all necessary approvals, including the requisite Warrantheolder and Shareholder approvals discussed elsewhere in this Prospectus, the Corporation proposes to enter into a Supplemental Indenture in respect of the Series A Warrants to provide, among other things, that:

- (i) each Series A Warrant exercised during the Early Exercise Period will entitle the holder thereof to acquire 0.01 of a New Warrant in addition to the 0.25 of a Common Share otherwise issuable upon the exercise of each Series A Warrant; and
- (ii) in the event that at least 66<sup>2</sup>/<sub>3</sub>% of the Series A Warrants outstanding on the date of the Series A Warrant Amendment are exercised during the Early Exercise Period, any Series A Warrants that have not been voluntarily exercised during the Early Exercise Period will be exchanged, without any further action on the part of the holder thereof, including payment of the exercise price thereof or any other additional consideration, for (a) a fraction of a Common Share equal to the following: (i) the Five Day VWAP, multiplied by 0.25, minus C\$1.65, divided by (ii) the Five Day VWAP; and (b) 0.005 of a New Warrant. Any Series A Warrants to be exchanged for Exchange Shares and Exchange Warrants shall be automatically exchanged immediately following 5:00 p.m. (Vancouver time) on the Early Exercise Expiry Date, and shall immediately thereafter be cancelled and be of no further force or effect.

### **Series B Warrants**

#### ***Series B Warrant Indenture***

The Series B Warrants are governed by the terms of the Series B Warrant Indenture. The original warrant indenture governing the Series B Warrants was entered into in connection with a public offering in Canada of units comprised of common shares and warrants by Wheaton in August 2003.

Pursuant to the terms of the Series B Warrant Indenture, each Series B Warrant entitles the holder thereof (a "Series B Warrantheolder", and collectively the "Series B Warrantheolders") to purchase 0.25 of a Common Share (subject to adjustment in the case of certain events) at a price of C\$3.10 at any time prior to 5:00 p.m. (Toronto time) on August 25, 2008, after which time the Series B Warrants will expire and become null and void. The Series B Warrant Indenture is available for review under the Corporation's profile at [www.sedar.com](http://www.sedar.com), filed on July 6, 2005.

The Series B Warrant Indenture provides the Series B Warrantheolders with the power, exercisable by "extraordinary resolution" (as hereinafter defined) to, among other things, agree with the Corporation to any modification, alteration, compromise or arrangement of the rights of Series B Warrantheolders. The Series B Warrant Indenture defines an "extraordinary resolution" to mean a resolution passed at a meeting of Series B Warrantheolders duly convened for the purpose and held in accordance with the provisions of the Series B Warrant Indenture at which there are Series B Warrantheolders present, in person or by proxy, representing at least 10% of the aggregate number of all of the then outstanding Series B Warrants and passed by the affirmative votes of the Series B Warrantheolders representing not less than 66<sup>2</sup>/<sub>3</sub>% of the aggregate number of all of the then outstanding Series B Warrants represented at the meeting and voted on the poll upon such resolution. See "Warrantheolder Meeting".

***Series B Supplemental Indenture***

Immediately upon obtaining all necessary approvals, including the requisite Warrantheader and Shareholder approvals discussed elsewhere in this Prospectus, the Corporation proposes to enter into a Supplemental Indenture in respect of the Series B Warrants to provide, among other things, that:

- (i) each Series B Warrant exercised during the Early Exercise Period will entitle the holder thereof to acquire 0.08 of a New Warrant in addition to the 0.25 of a Common Share otherwise issuable upon the exercise of each Series B Warrant; and
- (ii) in the event that at least  $66\frac{2}{3}\%$  of the Series B Warrants outstanding on the date of the Series B Warrant Amendment are exercised during the Early Exercise Period, any Series B Warrants that have not been voluntarily exercised during the Early Exercise Period will be exchanged, without any further action on the part of the holder thereof, including payment of the exercise price thereof or any other additional consideration, for (a) a fraction of a Common Share equal to the following: (i) the Five Day VWAP, multiplied by 0.25, minus C\$3.10, divided by (ii) the Five Day VWAP; and (b) 0.04 of a New Warrant. Any Series B Warrants to be exchanged for Exchange Shares and Exchange Warrants shall be automatically exchanged immediately following 5:00 p.m. (Vancouver time) on the Early Exercise Expiry Date, and shall immediately thereafter be cancelled and be of no further force or effect.

**Series C Warrants**

***Series C Warrant Indenture***

The Series C Warrants are governed by the terms of the Series C Warrant Indenture. The original warrant indenture governing the Series C Warrants was entered into in connection with a private placement of special warrants exercisable for common shares and warrants by Wheaton in May 2002.

Pursuant to the terms of the Series C Warrant Indenture, each Series C Warrant entitles the holder thereof (a "Series C Warrantheader", and collectively the "Series C Warrantheaders") to purchase 0.25 of a Common Share (subject to adjustment in the case of certain events) at a price of C\$1.65 at any time prior to 5:00 p.m. (Toronto time) on May 30, 2007, after which time the Series C Warrants will expire and become null and void. The Series C Warrant Indenture is available for review under the Corporation's profile at [www.sedar.com](http://www.sedar.com), filed on July 6, 2005.

The Series C Warrant Indenture provides the Series C Warrantheaders with the power, exercisable by "extraordinary resolution" (as hereinafter defined) to, among other things, agree with the Corporation to any modification, alteration, compromise or arrangement of the rights of Series C Warrantheaders. The Series C Warrant Indenture defines an "extraordinary resolution" to mean a resolution passed at a meeting of Series C Warrantheaders duly convened for the purpose and held in accordance with the provisions of the Series C Warrant Indenture at which there are Series C Warrantheaders present, in person or by proxy, representing at least 25% of the aggregate number of all of the then outstanding Series C Warrants and passed by the affirmative votes of the Series C Warrantheaders representing not less than  $66\frac{2}{3}\%$  of the aggregate number of all of the then outstanding Series C Warrants represented at the meeting and voted on the poll upon such resolution. See "Warrantheader Meeting".

***Series C Supplemental Indenture***

Immediately upon obtaining all necessary approvals, including the requisite Warrantheader and Shareholder approvals discussed elsewhere in this Prospectus, the Corporation proposes to enter into a Supplemental Indenture in respect of the Series C Warrants to provide, among other things, that:

- (i) each Series C Warrant exercised during the Early Exercise Period will entitle the holder thereof to acquire 0.01 of a New Warrant in addition to the 0.25 of a Common Share otherwise issuable upon the exercise of each Series C Warrant; and

(ii)

in the event that at least 66<sup>2</sup>/<sub>3</sub>% of the Series C Warrants outstanding on the date of the Series C Warrant Amendment are exercised during the Early Exercise Period, any Series C Warrants that have not been voluntarily exercised during the Early Exercise Period will be exchanged, without any further action on the part of the holder thereof, including payment of the exercise price thereof or any other additional consideration, for (a) a fraction of a Common Share equal to the following: (i) the Five Day VWAP, multiplied by 0.25, minus C\$1.65, divided by (ii) the Five Day VWAP; and (b) 0.005 of a New Warrant. Any Series C Warrants to be exchanged for Exchange Shares and Exchange Warrants shall be automatically exchanged immediately following 5:00 p.m. (Vancouver time) on the Early Exercise Expiry Date, and shall immediately thereafter be cancelled and be of no further force or effect.

## **U.S. Dollar Warrants**

### ***U.S. Dollar Warrant Indenture***

The U.S. Dollar Warrants are governed by the terms of the U.S. Dollar Warrant Indenture. The original warrant indenture governing the U.S. Dollar Warrants was entered into in connection with the Corporation's public offering in Canada of units comprised of Common Shares and the U.S. Dollar Warrants in April 2002.

Pursuant to the terms of the U.S. Dollar Warrant Indenture, each U.S. Dollar Warrant entitles the holder thereof (a "U.S. Dollar Warrantholder", and collectively the "U.S. Dollar Warrantholders") to purchase 2.08 Common Shares (subject to adjustment in the case of certain events) at a price of US\$25.00 at any time prior to 5:00 p.m. (Toronto time) on April 30, 2007, after which time the U.S. Dollar Warrants will expire and become null and void. The U.S. Dollar Warrant Indenture is available for review under the Corporation's profile at [www.sedar.com](http://www.sedar.com), filed on August 3, 2005.

The U.S. Dollar Warrant Indenture provides the U.S. Dollar Warrantholders with the power, exercisable by "extraordinary resolution" (as hereinafter defined) to, among other things, agree with the Corporation to any modification, alteration, compromise or arrangement of the rights of U.S. Dollar Warrantholders. The U.S. Dollar Warrant Indenture defines an "extraordinary resolution" to mean a resolution passed at a meeting of U.S. Dollar Warrantholders duly convened for the purpose and held in accordance with the provisions of the U.S. Dollar Warrant Indenture at which there are U.S. Dollar Warrantholders present, in person or by proxy, representing at least 25% of the aggregate number of Common Shares which may be acquired upon the exercise of all of the then outstanding U.S. Dollar Warrants and passed by the affirmative votes of the U.S. Dollar Warrantholders representing not less than 66<sup>2</sup>/<sub>3</sub>% of the aggregate number of Common Shares which may be acquired upon the exercise of all of the then outstanding U.S. Dollar Warrants represented at the meeting and voted on the poll upon such resolution. See "Warrantholder Meeting".

### ***U.S. Dollar Supplemental Indenture***

Immediately upon obtaining all necessary approvals, including the requisite Warrantholder and Shareholder approvals discussed elsewhere in this Prospectus, the Corporation proposes to enter into a Supplemental Indenture in respect of the U.S. Dollar Warrants to provide, among other things, that:

(i)

each U.S. Dollar Warrant exercised during the Early Exercise Period will entitle the holder thereof to acquire 0.32 of a New Warrant in addition to the 2.08 Common Shares otherwise issuable upon the exercise of each U.S. Dollar Warrant; and

(ii)

in the event that at least 66<sup>2</sup>/<sub>3</sub>% of the U.S. Dollar Warrants outstanding on the date of the U.S. Dollar Warrant Amendment are exercised during the Early Exercise Period, any U.S. Dollar Warrants that have not been voluntarily exercised during the Early Exercise Period will be exchanged, without any further action on the part of the holder thereof, including payment of the exercise price thereof or any other additional consideration, for (a) a fraction of a Common Share equal to the following: (i) the Five Day VWAP, multiplied by 2.08, minus the Canadian dollar equivalent of US\$25.00 based on the Bank of Canada noon spot rate on the Early Exercise Expiry Date, divided by (ii) the Five Day VWAP; and (b) 0.16 of a New Warrant. Any U.S. Dollar Warrants to be exchanged for Exchange Shares and Exchange Warrants shall be automatically exchanged immediately following 5:00 p.m. (Vancouver

time) on the Early Exercise Expiry Date, and shall immediately thereafter be cancelled and be of no further force or effect.

***Certain United States Securities Laws Restrictions with Respect to the U.S. Dollar Warrants***

The U.S. Dollar Warrants and the Common Shares issuable upon exercise of the U.S. Dollar Warrants have not been registered under the U.S. Securities Act and therefore the U.S. Dollar Warrants may only be exercised by persons in the United States or U.S. Persons that are accredited investors (as such term is defined in Rule 501(a) under the U.S. Securities Act). Each holder, prior to its exercise of U.S. Dollar Warrants, will be required to make certain representations, warranties and covenants to the Corporation. Furthermore, upon original issuance thereof and until such time as is no longer required under applicable requirements of the U.S. Securities Act or applicable state securities laws, all certificates representing the Common Shares issuable upon the exercise of the U.S. Dollar Warrants, and all certificates issued in exchange therefor or in substitution thereof, shall bear restrictive legends to the foregoing effect.

**Background and Reasons for the Warrant Amendments**

As of March 17, 2006, 2,998,750 First Warrants, 48,958,522 Series A Warrants, 64,132,324 Series B Warrants, 46,543,723 Series C Warrants and 3,990,100 U.S. Dollar Warrants were issued and outstanding, of which, two insiders of the Corporation held an aggregate of 81,250 Series A Warrants, representing less than one percent of the outstanding Series A Warrants, and one insider of the Corporation held 50,000 Series B Warrants, representing less than one percent of the outstanding Series B Warrants. As of March 17, 2006, 341,164,634 Common Shares were issued and outstanding, of which 232,936, representing less than one percent of the outstanding Common Shares, were held by insiders of the Corporation.

Management of the Corporation has reviewed Goldcorp's capital structure and considered the possibility of the early exercise of the Warrants in order to simplify the capital structure of the Corporation and align the Corporation's capital needs with the proceeds from the exercise of the Warrants. The Corporation believes that the trading pattern of the Warrants is currently substantially the same as the trading pattern of the Common Shares, and that the trading price of the Warrants does not include a significant option value component in addition to the intrinsic or the "in-the-money" value of the Warrants. Further, management believes that the market for the Warrants is relatively illiquid and that it is unlikely that a liquid trading market for the Warrants will develop prior to the expiry of the Warrants. The following table compares the trading price and the intrinsic value of each series of Warrants for the 20 trading days ending on March 17, 2006.

**20 Trading Day Premium  
(February 20, 2006 to March 17, 2006)**

Series of Warrants	Trading Price	Intrinsic Value	Percentage of Premium to Intrinsic Value
	(C\$) <sup>(1)</sup>	(C\$) <sup>(2)</sup>	(%)
First Warrants	43.35	43.79	(1)
Series A Warrants	6.41	6.02	7
Series B Warrants	4.58	4.57	0
Series C Warrants	6.16	6.02	2
U.S. Dollar Warrants <sup>(3)</sup>	35.74	34.82	3

(1) 20 day volume weighted average trading price as at March 17, 2006 of the respective Warrants.

(2) 20 day volume weighted average trading price as at March 17, 2006 of the Common Shares on the TSX multiplied by the Exercise Basis of the respective Warrants less the exercise price of the respective Warrants.

(3) Canadian dollar equivalents calculated based on the closing exchange rate for Canadian dollars in terms of the United States dollar, as quoted by the Bank of Canada on March 17, 2006, of US\$1.00 = C\$1.158

On March 20, 2006, the directors of the Corporation approved the submission of the Warrant Amendments to Warrant holders and Shareholders for their approval.

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The Corporation believes that the transaction contemplated would have the following benefits to the Corporation, the Warrantheolders and the Shareholders:

- (a) the early exercise of the Warrants would simplify the capital structure of the Corporation and increase the Corporation's financial strength and flexibility;
- (b) the early exercise of the Warrants would align the Corporation's current capital needs with the proceeds to be realized upon the exercise of the Warrants;
- (c) in the event that all of the Warrants are exercised during the Early Exercise Period, the Corporation would receive gross proceeds of approximately \$460 million to repay debt;
- (d) the transaction enables the Corporation to access significant proceeds at an attractive cost of capital relative to an equity financing such as a public offering or a private placement;
- (e) the estimated expenses associated with the Warrant Amendments of C\$5.2 million are significantly less than the estimated expenses and underwriting fees which would be incurred in connection with an equity financing such as a public offering or private placement;
- (f) the issuance of the New Warrants will result in less dilution to the Shareholders than an equity financing such as a public offering or private placement which would likely be priced at a discount to the trading price of the Common Shares;
- (g) the early exercise of the Warrants would increase the Corporation's public float, which management believes may increase the trading liquidity of the Common Shares;
- (h) management believes the early exercise of the Warrants should provide the Warrantheolders with the benefits of a more liquid trading market for the Common Shares and the New Warrants as compared to the relatively illiquid trading market for the Warrants; and
- (i) the Warrant Amendments would provide the Warrantheolders with the opportunity to fully liquidate their investment for Common Shares in a transaction which provides Warrantheolders with a premium to the theoretical or Black-Scholes value of the Warrants, the intrinsic or "in-the-money" value of the Warrants and the trading price of the Warrants prior to the announcement of the Warrant Amendments.

### **Fairness Opinions**

In connection with the proposed Warrant Amendments, the Corporation has engaged the Financial Advisors to act as financial advisors to the Corporation in connection with the issuance of the New Warrants to Warrantheolders. BMO NB has provided an opinion (the "Warrantheolder Fairness Opinion") as to the fairness of the issuance of the New Warrants pursuant to the Warrant Amendments, from a financial point of view, to the Warrantheolders, excluding insiders of the Corporation. GMP has provided an opinion (the "Shareholder Fairness Opinion") as to the fairness of the issuance of the New Warrants, from a financial point of view, to the Shareholders, excluding insiders of the Corporation.

BMO NB determined that the issuance of the New Warrants to Warrantheolders would be fair, from a financial point of view, to the Warrantheolders, excluding insiders of the Corporation, if the probable aggregate value of the Common Shares underlying each series of Warrants and the New Warrants to be issued to Warrantheolders pursuant to the Supplemental Indentures following the Warrant Amendments would exceed the probable aggregate value available to the Warrantheolders in respect of the Warrants if the Corporation were to maintain, in all material respects, the status quo, including its current debt and equity capital structure (the "Status Quo Alternative"). BMO NB did not take into account any tax consequences or the possibility of a tax liability in connection with the transactions proposed by the Warrant Amendments or the disposition of Warrants by the Warrantheolders.



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GMP determined that the issuance of the New Warrants to Warrantholders would be fair, from a financial point of view, to the Shareholders, excluding insiders of the Corporation, if the probable aggregate value of the

Common Shares to Shareholders as at the date of the Shareholder Fairness Opinion, after the issuance of the New Warrants to Warrantholders, would exceed the probable aggregate value available to the Shareholders on such date under the Status Quo Alternative. GMP did not take into account any tax consequences or the possibility of a tax liability in connection with the transactions proposed by the Warrant Amendments or the disposition of Warrants by the Warrantholders.

The Warrantholder Fairness Opinion is dated as of March 20, 2006 and was delivered to the board of directors of the Corporation. Based upon and subject to the assumptions made and the matters considered in the Warrantholder Fairness Opinion, BMO NB is of the opinion that, as of March 20, 2006, the issuance of the New Warrants pursuant to the Warrant Amendments is fair, from a financial point of view, to the Warrantholders, excluding insiders of the Corporation.

The Shareholder Fairness Opinion is dated as of March 20, 2006 and was delivered to the board of directors of the Corporation. Based upon and subject to the assumptions made and the matters considered in the Shareholder Fairness Opinion, GMP is of the opinion that, as of March 20, 2006, the issuance of the New Warrants is fair, from a financial point of view, to the Shareholders, excluding insiders of the Corporation.

The Warrantholder Fairness Opinion and the Shareholder Fairness Opinion are based upon a variety of factors and assumptions and must be considered as a whole. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description.

### **Recommendation of the Directors of the Corporation**

The material factors considered by the directors of the Corporation which provided support for the conclusion that the issuance of the New Warrants to Warrantholders is fair to Warrantholders and Shareholders, excluding insiders of the Corporation, were:

- (a) in the event that holders of all Warrants exercise their Warrants during the Early Exercise Period, the Corporation would issue 8,681,890 New Warrants to Warrantholders which, if fully exercised, would represent approximately 2.5% of the outstanding Common Shares as at March 17, 2006;
- (b) the Warrant Amendments provide Warrantholders with the opportunity to fully liquidate their investment for Common Shares in a transaction which provides Warrantholders with a premium to the theoretical or Black-Scholes value of the Warrants, the intrinsic or "in-the-money" value of the Warrants and the trading price of the Warrants prior to the announcement of the Warrant Amendments;
- (c) the early exercise of the Warrants should provide the Warrantholders with the benefits of a more liquid trading market for the Common Shares and the New Warrants as compared to the relatively illiquid trading market for the Warrants;
- (d) the Warrantholder Fairness Opinion to the directors of the Corporation provides that the issuance of the New Warrants pursuant to the Warrant Amendments is fair, from a financial point of view, to the Warrantholders, excluding insiders of the Corporation, where fairness is defined only from the perspective that the proposal provides probable additional value versus the Status Quo Alternative for Warrantholders;
- (e) the Shareholder Fairness Opinion to the directors of the Corporation provides that the issuance of the New Warrants is fair, from a financial point of view, to the Shareholders, excluding insiders of the Corporation, where fairness is defined only from the perspective that the proposal provides probable additional value versus the Status Quo Alternative for Shareholders;
- (f) if all of the Warrants are exercised during the Early Exercise Period, the proceeds from such early exercise would provide a cost effective alternative source of funds for the Corporation;
- (g) in order to be effective, the Warrant Amendment for each series of Warrants must be approved by not less than  $66\frac{2}{3}\%$  of the votes cast in respect of such Warrant Amendment by the Disinterested Warrantholders (as defined herein) of such series;



- (h) pursuant to the requirements of the TSX, the issuance of the New Warrants must be approved at a special meeting of Shareholders by a majority of the votes cast thereat by Disinterested Shareholders (as defined herein);
- (i) in the event that not less than  $66\frac{2}{3}\%$  of a series of outstanding Warrants are exercised during the Early Exercise Period, holders of unexercised Warrants of such series will receive a fraction of a Common Share equivalent in value to the intrinsic or "in-the-money" value of their Warrants plus a fraction of a New Warrant, without any payment of additional consideration or the exercise price in respect thereof; and
- (j) in the event that less than  $66\frac{2}{3}\%$  of any series of the outstanding Warrants are exercised during the Early Exercise Period, each unexercised Warrant of such series will continue to entitle the holder to acquire the number of Common Shares currently issuable upon exercise until the expiry date of such series pursuant to their original respective terms.

In light of the number and variety of factors considered by the directors of the Corporation in connection with their evaluation of the issuance of the New Warrants, the directors did not find it practicable to assign relative weights to the foregoing factors; accordingly, they did not do so.

In order to arrive at its recommendation, the directors of the Corporation obtained the advice of its legal counsel and the Financial Advisors, completed a detailed examination of the terms and conditions of the Warrant Amendments and completed a detailed examination of the Warrantholder Fairness Opinion and the Shareholder Fairness Opinion.

The directors of the Corporation have determined that the issuance of the New Warrants is in the best interests of the Corporation and is fair to Warrantholders and Shareholders, excluding insiders of the Corporation. The directors of the Corporation recommend that Disinterested Warrantholders vote in favour of the Warrant Amendments and that Disinterested Shareholders vote in favour of the issuance of the New Warrants.

#### **Warrantholder Meeting**

Pursuant to the requirements of the TSX and the respective Warrant Indentures, the issuance of the New Warrants to be issued upon the early exercise of the Warrants requires the approval of  $66\frac{2}{3}\%$  of the votes cast by the Warrantholders of each series of Warrants, respectively, excluding insiders of the Corporation (the "Disinterested Warrantholders"), at an extraordinary meeting of Warrantholders (the "Warrantholder Meeting"). As of March 17 2006, two insiders of the Corporation held an aggregate of 81,250 Series A Warrants, representing less than one percent of the outstanding Series A Warrants, and one insider of the Corporation held 50,000 Series B Warrants, representing less than one percent of the outstanding Series B Warrants. The Warrantholder Meeting, at which there will be conducted separate votes for each Warrant Amendment by the respective Warrantholders of each series of Warrants, has been scheduled to be held on May 9, 2006.

#### **Shareholder Meeting**

Pursuant to the requirements of the TSX, the issuance of the New Warrants to be issued upon the early exercise of the Warrants requires the approval of a majority of the votes cast by the Shareholders, excluding insiders of the Corporation and Shareholders who are also Warrantholders (the "Disinterested Shareholders"), at a special meeting of Shareholders (the "Shareholder Meeting"). As of March 17, 2006, insiders of the Corporation held an aggregate of 232,936 Common Shares, representing less than one percent of the outstanding Common Shares. The Shareholder Meeting has been scheduled to be held on April 19, 2006.

**CONSOLIDATED CAPITALIZATION**

The following table sets forth the Corporation's consolidated capitalization as at December 31, 2005, adjusted to give effect to the material changes in the share and loan capital of the Corporation since December 31, 2005, the date of the Corporation's most recently filed financial statements. The table should be read in conjunction with the audited consolidated financial statements of the Corporation as at and for the year ended December 31, 2005, including the notes thereto, and management's discussion and analysis incorporated by reference in this Prospectus as well as the unaudited pro forma condensed consolidated financial statements of the Corporation as at and for the year ended December 31, 2005, including the notes thereto, included in this Prospectus.

	As at December 31, 2005	As at December 31, 2005 After Giving Effect to the Acquisition of the Placer Dome Assets and the Virginia Transaction	As at December 31, 2005 After Giving Effect to the Acquisition of the Placer Dome Assets, the Virginia Transaction and the Exercise of the Warrants <sup>(1)(2)</sup>
	(\$ in thousands)		
Debt		1,200,000	744,500
Non-controlling interests	108,601	108,601	108,601
<b>Shareholders' equity</b>			
Capital stock	2,653,751	3,095,676	3,551,176
Cumulative translation adjustment	101,927	101,927	101,927
Retained earnings	218,085	218,085	218,085
<b>Total shareholders' equity</b>	<b>2,973,763</b>	<b>3,415,688</b>	<b>3,871,188</b>
<b>Total capitalization</b>	<b>3,082,364</b>	<b>4,724,289</b>	<b>4,724,289</b>

(1) After deducting the expenses of the distribution, estimated to be C\$5.2 million, which includes financial advisory fees in the amount of C\$4 million.

(2) Assumes the early exercise of all Warrants.

**DESCRIPTION OF SECURITIES BEING DISTRIBUTED**

**New Warrants**

The New Warrants will be authorized to be issued under the Supplemental Indentures amending the Warrant Indentures between the Corporation and the Warrant Agent. The terms of the New Warrants will be governed by the terms of a new warrant indenture (the "New Indenture") to be entered into between the Corporation and the Warrant Agent. The Corporation has appointed the principal transfer offices of the Warrant Agent in Vancouver, British Columbia and Toronto, Ontario as the location at which New Warrants may be surrendered for exercise or transfer. The following summary of certain provisions of the New Indenture does not purport to be complete and is qualified in its entirety by reference to the provisions of the New Indenture.

Each New Warrant will entitle the holder to purchase one Common Share at a price equal to 150% of the Five Day VWAP, rounded to the nearest \$0.25, at any time before 5:00 p.m. (Vancouver time) on the date which is five years following the Early Exercise Expiry Date, after which time the New Warrants will expire and become null and void. The exercise price and the number of Common Shares issuable upon exercise are both subject to adjustment in certain circumstances as more fully described below. Under the New Indenture, the Corporation will be entitled to purchase in the market, by private contract or otherwise, all or any of the New Warrants then outstanding, and any New Warrants so purchased will be cancelled.

The New Indenture will provide for adjustment in the number of Common Shares issuable upon the exercise of the New Warrants and/or the exercise price per Common Share upon the occurrence of certain events, including:

- (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares as a stock dividend or other distribution (other than a "dividend paid in the ordinary course", as defined in the New Indenture, or a distribution of Common Shares upon the exercise of the New Warrants or pursuant to the exercise of director, officer or employee stock options granted under the Corporation's stock option plans);
- (ii) the subdivision, redivision or change of the Common Shares into a greater number of shares;
- (iii) the reduction, combination or consolidation of the Common Shares into a lesser number of shares;
- (iv) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price", as defined in the New Indenture, for the Common Shares on such record date; and
- (v) the issuance or distribution to all or substantially all of the holders of the Common Shares of shares of any class other than the Common Shares, rights, options or warrants to acquire Common Shares or securities exchangeable for or convertible into Common Shares, of evidences of indebtedness or cash, securities or any property or other assets.

The New Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the New Warrants and/or exercise price per security in the event of the following additional events: (1) reclassifications of the Common Shares; (2) consolidations, amalgamations, plans of arrangement or mergers of the Corporation with or into another entity (other than consolidations, amalgamations, plans of arrangement or mergers which do not result in any reclassification of the Common Shares or a change of the Common Shares into other shares); or (3) the transfer (other than to one of the Corporation's subsidiaries) of the undertaking or assets of the Corporation as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or the number of Common Shares purchasable upon the exercise of the New Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would change the exercise price by at least 1% or the number of Common Shares purchasable upon exercise by at least one one-hundredth of a Common Share.

The Corporation will also covenant in the New Indenture that, during the period in which the New Warrants are exercisable, it will give notice to holders of New Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the New Warrants or the number of Common Shares issuable upon exercise of the New Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such event.

No fractional Common Shares will be issuable upon the exercise of any New Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Holders of New Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

From time to time, the Corporation and the Warrant Agent, without the consent of the holders of New Warrants, may amend or supplement the New Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of New Warrants. Any amendment or supplement to the New Indenture that adversely affects the interests of the holders of the New Warrants may only be made by "extraordinary resolution", which is defined in the New Indenture as a resolution either (1) passed at a meeting of the holders of New Warrants at which there are holders of New Warrants present in person or represented by proxy representing at least 25% of the aggregate number of all of the then outstanding New Warrants and passed by the affirmative vote of holders of New Warrants representing not less than 66<sup>2</sup>/<sub>3</sub>% of the aggregate number of all of the then outstanding New Warrants represented at the meeting and voted on the poll upon such resolution or (2) adopted by an instrument in writing signed by the holders of New Warrants representing not less than 66<sup>2</sup>/<sub>3</sub>% of the aggregate number of all of the then outstanding New Warrants.

Reference is made to the New Indenture for the full extent of the attributes of the New Warrants. A copy of the New Indenture will be available for review under Goldcorp's profile at [www.sedar.com](http://www.sedar.com) following the Early Exercise Expiry Date.

#### **Common Shares**

The authorized share capital of the Corporation consists of an unlimited number of Common Shares. As at March 17, 2006, 341,164,634 Common Shares were issued and outstanding. Holders of Common Shares are entitled to receive notice of any meetings of Shareholders, to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the Corporation's board of directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Corporation are entitled to receive on a pro-rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

#### **USE OF PROCEEDS**

Assuming that all of the outstanding Warrants are exercised during the Early Exercise Period, and that no adjustment based on the anti-dilution provisions contained in the Warrant Indentures has taken place, the gross proceeds to the Corporation will be approximately \$460 million (approximately C\$530 million based on an exchange rate of US\$1.00=C\$1.1589), and the net proceeds to the Corporation (after deducting the expenses of the distribution, including expenses relating to the preparation and filing of this Prospectus as well as financial advisory fees, estimated to be C\$5.2 million) will be approximately C\$525 million. In the event that less than all of the Warrants are exercised during the Early Exercise Period, and, as a result, the Corporation issues Exchange Shares and Exchange Warrants for the remaining Warrants the proceeds to the Corporation will be less than the proceeds that would have been received had all Warrants been exercised during the Early Exercise Period.

The net proceeds to the Corporation from the early exercise of the Warrants will be used by the Corporation to repay debt. The Corporation's actual use of the net proceeds may vary depending on the Corporation's operating and capital needs from time to time.

## PLAN OF DISTRIBUTION

### New Warrants

This Prospectus is being filed to qualify the distribution of up to 8,681,890 New Warrants issuable to Warrantholders upon the exercise of Warrants during the Early Exercise Period. The New Warrants qualified by this Prospectus will only be issued to a Warrantholder if such Warrantholder exercises its Warrants during the Early Exercise Period. This Prospectus also qualifies the distribution of the rights to acquire the New Warrants to the Warrantholders pursuant to the Warrant Amendments in each of the provinces and territories of Canada.

### Exchange Shares and Exchange Warrants

This Prospectus is also being filed to qualify the distribution of the Exchange Shares and the Exchange Warrants issuable to Warrantholders in exchange for Warrants not voluntarily exercised during the Early Exercise Period. The Exchange Shares and the Exchange Warrants qualified by this Prospectus will only be issued if not less than 66<sup>2</sup>/<sub>3</sub>% of each series of Warrants are exercised during the Early Exercise Period. In the event that at least 66<sup>2</sup>/<sub>3</sub>% of the Warrants outstanding on the date of the Warrant Amendments of any series of Warrants are exercised during the Early Exercise Period, any such Warrants that have not been voluntarily exercised during the Early Exercise Period will be exchanged, without any further action on the part of the holder thereof, including payment of the exercise price thereof or any other additional consideration, for (a) a fraction of a Common Share equal to the following: (i) the Five Day VWAP, multiplied by the Exercise Basis, minus the exercise price of the applicable Warrants, divided by (ii) the Five Day VWAP; and (b) a fraction of a New Warrant as follows: 0.22 of a New Warrant for each First Warrant, 0.005 of a New Warrant for each Series A Warrant, 0.04 of a New Warrant for each Series B Warrant, 0.005 of a New Warrant for each Series C Warrant and 0.16 of a New Warrant for each U.S. Dollar Warrant. Any Warrants to be exchanged for Exchange Shares and Exchange Warrants shall be automatically exchanged immediately following 5:00 p.m. (Vancouver time) on the Early Exercise Expiry Date, and shall immediately thereafter be cancelled and be of no further force or effect. This Prospectus is also being filed to qualify the distribution of up to 13 million Exchange Shares and up to 1.5 million Exchange Warrants.

### Fractional New Warrants

The Corporation will not be obliged to issue any fractional New Warrants or any cash or other consideration in lieu thereof upon the exercise of one or more Warrants. To the extent that the holder of one or more Warrants would otherwise have been entitled to receive upon the exercise of a Warrant a fraction of a New Warrant, that holder may exercise that right in respect of the fraction only in combination with another Warrant or Warrants that in the aggregate entitle the holder to acquire a whole number of New Warrants.

### Certificates Representing New Warrants

If, as and when issued, certificates representing the New Warrants will be registered in the name of the Warrantholder of record maintained by the Warrant Agent at its principal offices in Vancouver, British Columbia and Toronto, Ontario, and will be delivered to such registered Warrantholder at the address of record.

### Financial Advisors

In connection with the proposed issuance of the New Warrants, the Corporation engaged the Financial Advisors to provide, among other things, the Warrantholder Fairness Opinion and the Shareholder Fairness Opinion to the directors of the Corporation as to the fairness of the issuance of the New Warrants pursuant to the Warrant Amendments, from a financial point of view, to the Warrantholders and the Shareholders, respectively, excluding insiders of the Corporation. See "Fairness Opinions". In addition to providing the Warrantholder Fairness Opinion and the Shareholder Fairness Opinion, the general services covered by the Financial Advisors' engagement include providing analysis and advice to the Corporation in connection with



the Warrant Amendments, assisting management with marketing and participating in the preparation and review of documentation in connection with the Warrant Amendments. The Corporation has agreed to pay to GMP and BMO NB certain financial advisory fees in the amount of C\$2,000,000 and C\$2,000,000, respectively.

The Corporation and each of GMP and BMO NB entered into fiscal advisory agreements (the "Fiscal Advisory Agreements") dated as of \_\_\_\_\_, 2006 in connection with the distribution of the New Warrants and the acquisition of the Placer Dome Assets. The Fiscal Advisory Agreements provide, among other things, that the Corporation will indemnify GMP and BMO NB and their respective directors, officers, employees and agents against certain liabilities and expenses or will contribute to payments that GMP or BMO NB may be required to make in respect thereof.

In connection with the distribution of the New Warrants, the Corporation may be considered to be a "connected issuer" to BMO NB (the "Connected Advisor") under applicable securities legislation. A Canadian chartered bank which is an affiliate of the Connected Advisor is a lender to Goldcorp under a current credit facility (the "Credit Facility"). As at the date of this Prospectus, a total of approximately \$20 million was outstanding under the Credit Facility. As at the date of this Prospectus, Goldcorp is in compliance with the terms and conditions of the Credit Facility.

### Listing of New Warrants

The Corporation has applied to list the New Warrants on the TSX and the NYSE. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSX and the NYSE. The Corporation has applied to list the Subject Securities on the NYSE. In the event that a significant number, but less than 66<sup>2</sup>/<sub>3</sub>%, of the Warrants are exercised, there is no assurance that the Corporation will continue to meet the continued listing requirements of the TSX and the NYSE (in the case of the Series A Warrants and the Series C Warrants only) in respect of the listing of the Warrants and, in such case, the Warrants may be de-listed by the TSX or the NYSE, as the case may be.

## TRADING PRICE AND VOLUME

### Common Shares

The following table sets forth information relating to the trading of the Common Shares on the TSX and on the NYSE for the months indicated.

Month	High		Low		Volume	
	TSX	NYSE	TSX	NYSE	TSX	NYSE
<b>2005</b>						
January	C\$ 18.14	\$ 14.84	C\$ 16.31	\$ 12.90	27,325,023	22,442,700
February	C\$ 17.89	\$ 14.43	C\$ 16.26	\$ 13.11	44,929,561	30,234,900
March	C\$ 18.67	\$ 15.51	C\$ 16.51	\$ 13.26	50,207,206	28,353,300
April	C\$ 17.48	\$ 14.39	C\$ 15.11	\$ 12.65	27,124,454	18,116,600
May	C\$ 17.27	\$ 13.97	C\$ 15.30	\$ 12.04	34,264,947	21,466,100
June	C\$ 19.77	\$ 16.09	C\$ 17.04	\$ 13.58	45,008,935	25,249,000
July	C\$ 19.93	\$ 16.28	C\$ 18.33	\$ 15.01	24,007,992	19,840,000
August	C\$ 22.18	\$ 18.60	C\$ 19.83	\$ 16.24	36,720,253	29,619,100
September	C\$ 24.75	\$ 21.06	C\$ 21.81	\$ 18.35	55,555,015	44,235,100
October	C\$ 24.73	\$ 20.59	C\$ 20.57	\$ 17.49	59,707,223	40,005,100
November	C\$ 25.57	\$ 21.85	C\$ 22.85	\$ 19.22	37,314,845	31,977,700
December	C\$ 26.58	\$ 22.78	C\$ 22.45	\$ 19.10	49,680,845	40,708,200
<b>2006</b>						
January	C\$ 31.99	\$ 27.99	C\$ 26.61	\$ 23.06	54,880,856	42,393,000
February	C\$ 31.95	\$ 27.87	C\$ 26.89	\$ 23.29	47,111,376	38,424,900
March <sup>(1)</sup>	C\$ 33.07	\$ 28.09	C\$ 28.79	\$ 25.55	35,082,927	63,544,800

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(1) March 1 to March 17, 2006.

At the close of business on March 17, 2006, the last trading day prior to the date of this Prospectus, the price of the Common Shares as reported by the TSX and the NYSE was C\$32.38 and \$27.95, respectively.

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**First Warrants**

The following table sets forth information relating to the trading of the First Warrants on the TSX for the months indicated.

Month	High		Low		Volume
<b>2005</b>					
January	C\$	18.45	C\$	16.40	6,998
February	C\$	18.49	C\$	16.05	11,698
March	C\$	20.18	C\$	16.25	72,250
April	C\$	16.99	C\$	14.02	17,350
May	C\$	17.20	C\$	14.00	25,449
June	C\$	21.60	C\$	16.00	35,550
July	C\$	21.00	C\$	19.03	5,890
August	C\$	26.00	C\$	21.50	116,919
September	C\$	31.00	C\$	25.00	101,473
October	C\$	30.00	C\$	23.50	101,122
November	C\$	32.44	C\$	28.00	117,071
December	C\$	35.74	C\$	27.11	23,763
<b>2006</b>					
January	C\$	45.50	C\$	35.55	21,684
February	C\$	46.00	C\$	40.00	3,358
March <sup>(1)</sup>	C\$	46.00	C\$	41.80	1,450

(1) March 1 to March 17, 2006.

At the close of business on March 17, 2006, the last trading day prior to the date of this Prospectus, the price of the First Warrants as reported by the TSX was C\$46.00.

**Series A Warrants**

The following table sets forth information relating to the trading of the Series A Warrants on the TSX and on the NYSE for the months indicated.

Month	High		Low		Volume	
	TSX	NYSE	TSX	NYSE	TSX	NYSE
<b>2005</b>						
April <sup>(1)</sup>	C\$ 2.65	\$ 2.20	C\$ 2.18	\$ 1.87	261,245	5,100
May	C\$ 2.64	\$ 2.06	C\$ 2.11	\$ 1.75	588,075	4,400
June	C\$ 3.26	\$ 2.64	C\$ 2.61	\$ 2.10	2,057,310	3,800
July	C\$ 3.34	\$ 2.75	C\$ 2.95	\$ 2.45	2,759,445	4,000
August	C\$ 3.87	\$ 3.27	C\$ 3.32	\$ 2.88	1,005,658	10,900
September	C\$ 4.51	\$ 3.78	C\$ 3.69	\$ 3.20	546,903	22,400
October	C\$ 4.45	\$ 3.75	C\$ 3.55	\$ 3.00	457,139	16,800
November	C\$ 4.75	\$ 4.00	C\$ 4.09	\$ 3.40	925,000	24,700
December	C\$ 5.06	\$ 4.27	C\$ 3.97	\$ 3.55	11,088,425	36,300
<b>2006</b>						
January	C\$ 6.32	\$ 5.52	C\$ 5.11	\$ 4.45	1,796,695	87,900
February	C\$ 6.30	\$ 5.38	C\$ 5.17	\$ 4.42	11,939,793	31,500
March <sup>(1)</sup>	C\$ 6.60	\$ 5.66	C\$ 5.73	\$ 5.04	3,581,705	62,600

(1)

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The Series A Warrants commenced trading on the TSX and the NYSE on April 18, 2005.

(2)

March 1 to March 17, 2006.

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At the close of business on March 17, 2006, the last trading day prior to the date of this Prospectus, the price of the Series A Warrants as reported by the TSX and the NYSE was C\$6.54 and \$5.66, respectively.

### Series B Warrants

The following table sets forth information relating to the trading of the Series B Warrants on the TSX for the months indicated.

Month	High	Low	Volume
<b>2005</b>			
April <sup>(1)</sup>	C\$ 1.53	C\$ 1.30	102,311
May	C\$ 1.59	C\$ 1.25	239,730
June	C\$ 1.94	C\$ 1.50	1,154,221
July	C\$ 1.97	C\$ 1.68	1,342,979
August	C\$ 2.59	C\$ 1.95	2,201,314
September	C\$ 3.13	C\$ 2.35	1,139,299
October	C\$ 3.05	C\$ 2.10	1,624,930
November	C\$ 3.40	C\$ 2.70	1,051,410
December	C\$ 3.60	C\$ 2.60	3,266,749
<b>2006</b>			
January	C\$ 4.90	C\$ 3.56	4,273,811
February	C\$ 4.87	C\$ 3.75	3,480,310
March <sup>(2)</sup>	C\$ 5.30	C\$ 4.30	447,695

(1) The Series B Warrants commenced trading on the TSX on April 18, 2005.

(2) March 1 to March 17, 2006.

At the close of business on March 17, 2006, the last trading day prior to the date of this Prospectus, the price of the Series B Warrants as reported by the TSX was C\$5.00.

### Series C Warrants

The following table sets forth information relating to the trading of the Series C Warrants on the TSX and on the NYSE for the months indicated.

Month	High		Low		Volume	
	TSX	NYSE	TSX	NYSE	TSX	NYSE
<b>2005</b>						
April <sup>(1)</sup>	C\$ 2.65	\$ 1.89	C\$ 2.25	\$ 2.15	239,871	95,100
May	C\$ 2.70	\$ 1.80	C\$ 2.15	\$ 2.29	638,907	188,800
June	C\$ 3.27	\$ 2.10	C\$ 2.62	\$ 2.68	3,866,255	424,000
July	C\$ 3.34	\$ 2.42	C\$ 2.94	\$ 2.75	2,138,000	297,800
August	C\$ 3.89	\$ 2.57	C\$ 3.31	\$ 3.21	1,527,550	698,800
September	C\$ 4.51	\$ 3.20	C\$ 3.75	\$ 3.85	1,363,620	702,900
October	C\$ 4.35	\$ 3.03	C\$ 3.53	\$ 3.71	1,859,609	245,400
November	C\$ 4.76	\$ 3.40	C\$ 4.06	\$ 4.05	4,636,918	200,200
December	C\$ 5.00	\$ 3.40	C\$ 3.96	\$ 4.29	10,758,432	223,400
<b>2006</b>						
January	C\$ 6.24	\$ 5.57	C\$ 5.10	\$ 4.39	2,363,138	416,100
February	C\$ 6.31	\$ 5.55	C\$ 5.12	\$ 4.46	8,213,443	190,300
March <sup>(1)</sup>	C\$ 6.60	\$ 5.70	C\$ 5.71	\$ 5.10	4,639,540	164,800

- (1) The Series C Warrants commenced trading on the TSX and the NYSE on April 18, 2005.
- (2) March 1 to March 17, 2006.

At the close of business on March 17, 2006, the last trading day prior to the date of this Prospectus, the price of the Series C Warrants as reported by the TSX and the NYSE was C\$6.45 and \$5.67, respectively.

**U.S. Dollar Warrants**

The following table sets forth information relating to the trading of the U.S. Dollar Warrants on the TSX for the months indicated.

Month	High	Low	Volume
<b>2005</b>			
January	\$ 7.99	\$ 6.95	308,400
February	\$ 8.00	\$ 6.25	67,749
March	\$ 9.95	\$ 6.45	160,000
April	\$ 7.25	\$ 5.20	12,400
May	\$ 6.00	\$ 4.00	33,300
June	\$ 9.44	\$ 6.26	52,439
July	\$ 9.91	\$ 8.80	54,050
August	\$ 14.12	\$ 9.75	72,850
September	\$ 19.00	\$ 14.30	157,200
October	\$ 16.80	\$ 13.50	40,300
November	\$ 20.20	\$ 16.00	14,050
December	\$ 22.00	\$ 17.00	6,618
<b>2006</b>			
January	\$ 33.00	\$ 23.00	43,186
February	\$ 31.50	\$ 24.50	9,700
March <sup>(1)</sup>	\$ 33.00	\$ 27.50	7,070

(1) March 1 to March 17, 2006.

At the close of business on March 17, 2006, the last trading day prior to the date of this Prospectus, the price of the U.S. Dollar Warrants as reported by the TSX was \$32.00.

**CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and Wildeboer Dellelce LLP, counsel to the Financial Advisors, the following is a summary of the principal Canadian federal income tax considerations as of the date hereof generally applicable under the *Income Tax Act* (Canada) (the "*Tax Act*") to a Warrantholder who, for purposes of the Tax Act, deals at arm's length and is not affiliated with the Corporation and holds the Warrants, and will hold any Common Shares and New Warrants, as capital property. Generally, Warrants, New Warrants and Common Shares will be considered to be capital property to a Warrantholder provided that the Warrantholder does not hold such securities in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure in the nature of trade.

This summary is not applicable to a Warrantholder that is a "financial institution" (for purposes of the mark-to-market rules), a "specified financial institution" or a Warrantholder an interest in which is a "tax shelter investment" (all as defined in the Tax Act). In addition, this summary does not address the deductibility of interest by a Warrantholder who has borrowed money to acquire Warrants.

This summary is based upon the current provisions of the Tax Act and regulations thereunder in force as at the date hereof, specific proposals to amend the Tax Act and regulations thereunder that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof (the "Proposed Amendments"), the current provisions of the *Canada-United States Income Tax Convention* (1980) (the "Convention") and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "CRA"). This summary assumes that the Proposed Amendments will be enacted as currently proposed although no assurance can be given in that regard. Except as otherwise indicated, this summary does not take into account or anticipate any changes in the applicable law, whether made by judicial, governmental or legislative decision or action nor does it take into account provincial or foreign tax laws or considerations, which might differ significantly from those discussed herein.





**This summary is not exhaustive of all possible Canadian federal tax considerations and is not intended to be legal or tax advice to any particular Warrantholder. Warrantholders should consult their own tax advisors for advice with respect to the tax consequences based on their particular circumstances.**

For the purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Warrants, New Warrants and Common Shares (including dividends, adjusted cost base and proceeds of disposition) must be expressed in Canadian dollars. Amounts denominated in United States dollars must be converted into Canadian dollars based on the prevailing United States dollar exchange rate generally at the time such amounts arise.

#### **Warrantholders Resident in Canada**

The following portion of the summary is generally applicable to a Warrantholder who at all relevant times for purposes of the Tax Act and any applicable income tax treaty, is, or is deemed to be, resident in Canada (a "Canadian Warrantholder"). Certain Canadian Warrantholders whose Common Shares might not otherwise qualify as capital property may, in certain circumstances, treat their Common Shares, and all other "Canadian securities" as defined in the Tax Act, as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This election does not apply to Warrants or New Warrants.

#### ***Amendment of Warrant Indentures***

Although the matter is not free from doubt, counsel is of the view that the amendments contained in the Supplemental Indentures will not constitute substantial changes to the fundamental terms of the Warrants and accordingly will not result, in and of themselves, in a disposition of the Warrants by the Warrantholders.

In the event that the amendments contained in the Supplemental Indentures are held to be so fundamental that their adoption results in a disposition of the Warrants and an acquisition of different warrants, then the Warrantholder would realize a capital gain (or a capital loss) for the year equal to the amount by which the proceeds of disposition of the Warrants, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Warrants to the Warrantholder. The proceeds of disposition for the Warrants and the cost of any different warrants would be equal to the fair market value of the different warrants received in exchange at the time the Supplemental Indentures become effective. The taxation of capital gains and capital losses is discussed below under the heading "*Capital Gains and Capital Losses*".

The remainder of this summary assumes that the amendments contained in the Supplemental Indentures, in and of themselves, will not result in a disposition of the Warrants for purposes of the Tax Act. If this assumption is not correct then the tax consequences to Warrantholders may be materially different.

#### ***Exercise of Warrants during the Early Exercise Period***

No gain or loss will be realized by a Canadian Warrantholder upon the exercise of a Warrant during the Early Exercise Period. When a Warrant is exercised during the Early Exercise Period and Common Shares are acquired, the cost to the Canadian Warrantholder of the Common Shares thus acquired will be the aggregate of the adjusted cost base, for that holder, of the Warrant and the price paid for the Common Shares upon exercise of the Warrant (see also discussion below under the heading "*Receipt of New Warrants upon the Early Exercise of Warrants*" for possible additional adjustments to the adjusted cost base of the Common Shares). The cost to a Canadian Warrantholder of a Common Share acquired upon the exercise of a Warrant must be averaged with the adjusted cost base (determined immediately before the exercise of the Warrant) of all other Common Shares held by the Canadian Warrantholder as capital property at the time of the exercise of the Warrant.

#### ***Receipt of New Warrants upon the Early Exercise of Warrants***

Although the matter is not free from doubt, counsel is of the view that the receipt of the New Warrants by a Canadian Warrantholder who exercises Warrants during the Early Exercise Period will not constitute the receipt of an inducement payment within the meaning of paragraph 12(1)(x) of the Tax Act by the Canadian Warrantholder. Subject to the comments below, in the event that the receipt of the New Warrants under such circumstances is considered to be such an inducement payment, then Canadian Warrantholders generally will be

required to include in income for the year an amount equal to the fair market value of the New Warrants received. The amount of this income inclusion would be added to the adjusted cost base of the New Warrants held by the Canadian Warrantholder. If the New Warrants are considered to be an inducement within the meaning of paragraph 12(1)(x) of the Tax Act, a Canadian Warrantholder may be entitled to make an election under subsection 53(2.1) of the Tax Act to reduce the adjusted cost base of their Common Shares rather than have an income inclusion under paragraph 12(1)(x). **Canadian Warrantholders should consult with their own tax advisors regarding the possibility of making this tax election.**

#### ***Disposition of Warrants to the Corporation upon Deemed Exercise***

If the amendments contained in the Supplemental Indentures are approved and holders of more than 66<sup>2</sup>/<sub>3</sub>% of the outstanding Warrants exercise their Warrants during the Early Exercise Period, then the Corporation will acquire any remaining outstanding Warrants in exchange for Common Shares and New Warrants. A Canadian Warrantholder who disposes of Warrants (other than upon exercise) to the Corporation for Common Shares and New Warrants pursuant to a Supplemental Indenture will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition for the Warrants, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base to the Canadian Warrantholder of the Warrants. The proceeds of disposition for such Warrants will be equal to the aggregate fair market value of the Common Shares and New Warrants received in exchange and the cost of the Common Shares and New Warrants, respectively, to the Canadian Warrantholder will be equal to the fair market value of such securities at the time of exchange.

A Canadian Warrantholder's cost of any Common Shares acquired in exchange for Warrants must be averaged with the adjusted cost base of any other Common Shares held by the Canadian Warrantholder as capital property to determine the adjusted cost base of all the Common Shares held by that Canadian Warrantholder. The taxation of capital gains and capital losses is discussed below under the heading "*Capital Gains and Capital Losses*".

#### ***Exercise of Warrants and New Warrants After Early Exercise Period***

No gain or loss will be realized by a Canadian Warrantholder upon the exercise of a Warrant or a New Warrant after the Early Exercise Period. When a Warrant or New Warrant is exercised after the Early Exercise Period, the Canadian Warrantholder's cost of the Common Share acquired thereby will be the aggregate of the Canadian Warrantholder's adjusted cost base of such Warrant or New Warrant, respectively, and the exercise price paid for the Common Share upon exercise of the Warrant or New Warrant as the case may be. The Canadian Warrantholder's adjusted cost base of the Common Share so acquired will be determined by averaging such cost with the adjusted cost base to the Canadian Warrantholder of all Common Shares held by the Canadian Warrantholder as capital property immediately prior to such acquisition.

#### ***Expiry of Warrants and New Warrants***

The expiry of a Warrant or a New Warrant will generally result in a capital loss to the Canadian Warrantholder equal to the adjusted cost base of the Warrant or the New Warrant respectively, to the Canadian Warrantholder immediately before its expiry.

Subject to the discussion above under the heading "*Receipt of New Warrants upon the Early Exercise of Warrants*", counsel is of the view that the cost of any New Warrants to a Canadian Warrantholder should be nil. Consequently, no loss should be realized by a Canadian Warrantholder upon the expiry of a New Warrant.

#### ***Disposition of Warrants, New Warrants and Common Shares***

In general, a disposition, or a deemed disposition, of a Warrant or New Warrant (other than on the exercise or expiry thereof) or of a Common Share will give rise to a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Warrant, New Warrant or Common Share, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base to the holder of the Warrant, New Warrant or Common Share, respectively. The taxation of capital gains and capital losses is discussed below under the heading "*Capital Gains and Capital Losses*".

### ***Capital Gains and Capital Losses***

Generally, one-half of a capital gain must be included in income as a taxable capital gain for the year of the disposition and one-half of a capital loss is an allowable capital loss. An allowable capital loss for a year normally may be deducted by the Canadian Warrantholder in computing income to the extent of any taxable capital gains for the year. Any allowable capital loss not deductible in the year may be deducted against taxable capital gains in computing taxable income for any of the three preceding years or any subsequent year (in accordance with the detailed rules contained in the Tax Act). Capital gains realized by an individual, other than certain specified trusts, will be relevant in computing possible liability under the alternative minimum tax.

In general, in the case of a Canadian Warrantholder that is a corporation, the amount of any capital loss otherwise determined arising from a disposition or deemed disposition of Common Shares may be reduced by the amount of dividends previously received thereon to the extent and under circumstances prescribed in the Tax Act. Analogous rules apply where a corporation is, directly or through a trust or partnership, a member of a partnership or a beneficiary of a trust which owns Common Shares.

A "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax of  $6\frac{2}{3}\%$  on certain investment income, including amounts in respect of taxable capital gains (but not dividends or deemed dividends deductible in computing taxable income). This refundable tax generally will be refunded to a corporate holder at the rate of \$1 for every \$3 of taxable dividends paid while it is a private corporation.

### ***Dividends***

Dividends received or deemed to be received on the Common Shares by an individual (including a trust) will be included in computing the individual's income for tax purposes and will be subject to the gross-up and dividend tax credit rules normally applicable to dividends received from taxable Canadian corporations. A Canadian Warrantholder that is a corporation will include dividends received or deemed to be received on the Common Shares in computing its income for tax purposes and generally will be entitled to deduct the amount of such dividends in computing its taxable income, with the result that no tax will be payable by it in respect of such dividends. Certain corporations, including private corporations or subject corporations (as such terms are defined in the Tax Act), may be liable to pay a refundable tax under Part IV of the Tax Act at the rate of  $33\frac{1}{3}\%$  of the dividends received or deemed to be received on the Common Shares to the extent that such dividends are deductible in computing taxable income. This refundable tax generally will be refunded to a corporate holder at the rate of \$1 for every \$3 of taxable dividends paid while it is a private corporation.

### ***Warrantholders Resident in the United States***

The following summary is generally applicable to Warrantholders who (i) for the purposes of the Tax Act have not been and will not be deemed to be resident in Canada at any time while they hold Warrants, New Warrants or Common Shares; (ii) do not use or hold the Warrants, New Warrants and Common Shares in carrying on a business in Canada; and (iii) are residents of the United States for purposes of the Convention ("U.S. Warrantholders"). Special rules, which are not discussed in this summary, may apply to a U.S. Warrantholder that is an insurer carrying on business in Canada and elsewhere.

### ***Amendment of Warrant Indentures***

The Canadian federal income tax consequences to a U.S. Warrantholder resulting from the amendments to the Warrant Indentures are generally the same as those described above that apply to a Canadian Warrantholder.

### ***Exercise of Warrants during the Early Exercise Period***

The Canadian federal income tax consequences to a U.S. Warrantholder of the early exercise of the Warrants are generally the same as those described above that apply to a Canadian Warrantholder.

***Receipt of New Warrants upon the Early Exercise of Warrants***

A U.S. Warrantholder should not be subject to tax under the Tax Act in respect of the receipt of the New Warrants as consideration for the exercise of Warrants during the Early Exercise Period.

***Disposition of Warrants, New Warrants and Common Shares***

A U.S. Warrantholder will not be subject to tax under the Tax Act in respect of any capital gain on the disposition of Warrants, New Warrants or Common Shares provided that such securities do not constitute, and are not deemed to constitute, "taxable Canadian property" of the U.S. Warrantholder. Generally, Warrants, New Warrants and Common Shares will not constitute taxable Canadian property of a U.S. Warrantholder provided that (i) the Common Shares are listed on a prescribed stock exchange (which includes the TSX) for the purposes of the Tax Act at the time of disposition; and (ii) at no time during the 60 month period immediately preceding the disposition of the Warrants, New Warrants or Common Shares were 25% or more of the issued shares of any class or series of the capital stock of the Corporation owned by the U.S. Warrantholder, by persons with whom the U.S. Warrantholder did not deal at arm's length, or by the U.S. Warrantholder together with such persons.

A U.S. Warrantholder's capital gain (or capital loss) in respect of Warrants, New Warrants and Common Shares that constitute or are deemed to constitute taxable Canadian property (and are not "treaty-protected property" as defined for purposes of the Tax Act) will generally be computed in the manner described above under the headings "*Warrantholders Resident in Canada Disposition of Warrants to the Corporation upon Deemed Exercise*" and "*Disposition of Warrants, New Warrants and Common Shares*".

Even if the Warrants, New Warrants or Common Shares are taxable Canadian property to a U.S. Warrantholder, under the terms of the Convention the U.S. Warrantholder will still not be subject to tax under the Tax Act in respect of a capital gain on the disposition of such securities provided in the case of Common Shares that the value of the Common Shares is not derived principally from real property situated in Canada at the time of disposition. **U.S. Warrantholders whose Warrants, New Warrants or Common Shares are taxable Canadian property should consult their own tax advisors.**

***Dividends***

Dividends paid or credited or deemed under the Tax Act to be paid or credited to a U.S. Warrantholder on the Common Shares generally will be subject to Canadian withholding tax at the rate of 15%. This rate is reduced to 5% in the case of a U.S. Warrantholder that is a company that owns at least 10% of the voting shares of the Corporation.

**UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS**

The following is a summary of the anticipated material U.S. federal income tax consequences to a U.S. Holder arising from and relating to (a) the adoption of the Warrant Amendments and the exercise or exchange of the Warrants, (b) the exercise, disposition, and lapse of the New Warrants, and (c) the acquisition, ownership and disposition of Common Shares received on the exercise of the Warrants or New Warrants.

This summary is for general information purposes only and does not purport to be a complete analysis or listing of all potential U.S. federal income tax consequences that may apply to a U.S. Holder. In addition, this summary does not take into account the individual facts and circumstances of any particular U.S. Holder that may affect the U.S. federal income tax consequences to such U.S. Holder. Accordingly, this summary is not intended to be, and should not be construed as, legal or U.S. federal income tax advice with respect to any U.S. Holder. Each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the U.S. federal income, U.S. state and local, and foreign tax consequences of (a) the adoption of the Warrant Amendments and the exercise or exchange of the Warrants, (b) the exercise, disposition, and lapse of the New Warrants, and (c) the acquisition, ownership and disposition of Common Shares received on the exercise of the Warrants or New Warrants.

No legal opinion from U.S. legal counsel or ruling from the Internal Revenue Service (the "IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences to U.S. Holders of (a) the adoption of the Warrant Amendments and the exercise or exchange of the Warrants, (b) the exercise, disposition, and lapse of the New Warrants, or (c) the acquisition, ownership and disposition of Common Shares received on the exercise of the Warrants or New Warrants. This summary is not binding on the IRS, and the IRS is not precluded from taking a position that is different from, and contrary to, the positions taken in this summary. In addition, because the authorities on which this summary is based are subject to various interpretations, the IRS and the U.S. courts could disagree with one or more of the positions taken in this summary.

### **Scope of this Summary**

#### Authorities

This summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations (whether final, temporary, or proposed), published rulings of the IRS, published administrative positions of the IRS, the Convention Between Canada and the United States of America with Respect to Taxes on Income and on Capital, signed September 26, 1980, as amended (the "Canada-U.S. Tax Convention"), and U.S. court decisions that are applicable and, in each case, as in effect and available, as of the date of this Prospectus. Any of the authorities on which this summary is based could be changed in a material and adverse manner at any time, and any such change could be applied on a retroactive basis. This summary does not discuss the potential effects, whether adverse or beneficial, of any proposed legislation that, if enacted, could be applied on a retroactive basis.

#### U.S. Holders

For purposes of this summary, a "U.S. Holder" is a beneficial owner of Warrants, New Warrants, or Common Shares, as the case may be, that, for U.S. federal income tax purposes, is (a) an individual who is a citizen or resident of the U.S., (b) a corporation, or any other entity classified as a corporation for U.S. federal income tax purposes, that is created or organized in or under the laws of the U.S. or any state in the U.S., including the District of Columbia, (c) an estate if the income of such estate is subject to U.S. federal income tax regardless of the source of such income, or (d) a trust if (i) such trust has validly elected to be treated as a U.S. person for U.S. federal income tax purposes or (ii) a U.S. court is able to exercise primary supervision over the administration of such trust and one or more U.S. person