

WHEATON RIVER MINERALS LTD

Form SC TO-T/A

January 21, 2005

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**AMENDMENT NO. 2 TO**  
**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**Wheaton River Minerals Ltd.**  
(Name of Subject Company)

**Goldcorp Inc.**  
**Goldcorp Acquisition ULC**  
(Name of Filing Persons (Offerors))

**Common Stock**  
(Title of Class of Securities)

**962902102**  
(CUSIP Number of Class of Securities)

**Greg Laing**  
**Goldcorp Inc.**  
**145 King Street West, Suite 2700**  
**Toronto, Ontario M5H 1J8, Canada**  
**(416) 865-0326**

(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of filing persons)

**Copies to:**

**Michael Melanson**  
**Fraser Milner Casgrain LLP**  
**1 First Canadian Place, 39<sup>th</sup> Floor**  
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**161 Bay Street, Suite 4310**  
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**(416) 367-7370**

**CALCULATION OF FILING FEE**

**Transaction Valuation (1):**  
\$2,435,220,053.97

**Amount of Filing Fee (2):**  
**\$286,625.40**

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 0-11(d) and Rule 0-11(a)(4) of the Securities Exchange Act of 1934, as amended. The transaction valuation is equal to the product of (i) \$3.165, which is the average of high and low sale prices of Wheaton common shares as reported on the American Stock Exchange on December 3, 2004, and (ii) 769,421,818, which is the estimated number of outstanding Wheaton common shares as of December 17, 2004 (assuming full conversion of all outstanding exercisable options and warrants for Wheaton common shares).
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(2) The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

**Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount previously paid: **\$286,625.40**  
Form or Registration No.: **Form F-10**  
Filing Party: **Goldcorp Inc.**  
Date Filed: **December 29, 2004**

**Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.**
- issuer tender offer subject to Rule 13e-4.**
- going private transaction subject to Rule 13e-3.**
- amendment to Schedule 13D under Rule 13d-2.**

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed by Goldcorp Inc., an Ontario corporation ( Goldcorp ) and Goldcorp Acquisition ULC, a Nova Scotia unlimited liability company ( Subco ) and a wholly owned subsidiary of Goldcorp with the U.S. Securities and Exchange Commission on December 29, 2004, as amended by Amendment No. 1 filed on January 14, 2005 (as amended, the Schedule TO ).

The Schedule TO relates to the offer by Goldcorp and Subco to purchase all of the outstanding common shares of Wheaton River Minerals Ltd. on the basis of 0.25 Goldcorp common share for each Wheaton common share (the Offer ). The Offer is subject to the terms and conditions set forth in the Take Over Bid Circular, dated December 29, 2004, (as amended by Amendment No. 1 to the Schedule TO) (the Take Over Bid Circular ), and the related Letter of Acceptance and Transmittal ( Letter of Transmittal ), copies of which were filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the initial Schedule TO.

Capitalized terms used herein and not defined herein have the respective meanings assigned to such terms in the Take Over Bid Circular.

**Item 12. EXHIBITS**

Exhibit 12 of the Schedule TO is hereby amended and supplemented to include the following:

- (a)(4)(F) Press release issued by Goldcorp Inc. (incorporated by reference to Goldcorp s filing pursuant to Rule 425, filed on January 21, 2005)
  - (a)(4)(G) Directors Circular and Supplemental Management Information Circular, dated January 20, 2005 (filed herewith)
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**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**GOLDCORP INC.**

By: /s/ R. Gregory Laing  
R. Gregory Laing  
Vice President, Legal

**GOLDCORP ACQUISITION ULC**

By: /s/ R. Gregory Laing  
R. Gregory Laing  
Vice President, Legal

Date: January 21, 2005

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**EXHIBIT INDEX**

Exhibit	Description
(a)(1)(A)	Take Over Bid Circular, including the Offer to Purchase, dated December 29, 2004*
(a)(1)(B)	Letter of Acceptance and Transmittal*
(a)(1)(C)	Notice of Guaranteed Delivery*
(a)(1)(D)	Guidelines for Certification of Taxpayer Identification on Substitute Form W-9*
(a)(1)(E)	Annual Information Form of Goldcorp for the year ended December 31, 2003 of Goldcorp dated May 14, 2004*
(a)(1)(F)	Audited comparative consolidated financial statements of Goldcorp as at, and for the year ended, December 31, 2003, together with the auditors' report thereon*
(a)(1)(G)	Management's Discussion and Analysis for the year ended December 31, 2003*
(a)(1)(H)	Unaudited comparative consolidated interim financial statements of Goldcorp as at, and for the nine-month period ended, September 30, 2004*
(a)(1)(I)	Management's Discussion and Analysis for the nine-month period ended September 30, 2004*
(a)(1)(J)	Management Information Circular and Proxy Statement of Goldcorp dated March 31, 2004 distributed in connection with the annual and general meeting of shareholders of Goldcorp held on June 16, 2004 (excluding the sections entitled Report on Executive Compensation, Performance Graph and Corporate Governance) (excluding the sections entitled Report on Executive Compensation, Performance Graph and Corporate Governance)*
(a)(1)(K)	Material change report of Goldcorp dated December 7, 2004 respecting the Offer*
(a)(1)(L)	Material change report of Goldcorp dated December 24, 2004 concerning Goldcorp's approval of the Offer and entering into the Acquisition Agreement*
(a)(4)(A)	Press release issued by Goldcorp Inc.*
(a)(4)(B)	Transcript of Joint Conference Call of Goldcorp Inc. and Wheaton River Minerals Ltd. held on December 6, 2004*
(a)(4)(C)	Press release, dated January 14, 2005 containing summary financial information of Goldcorp*
(a)(4)(D)	Press release issued by Goldcorp Inc.*
(a)(4)(E)	Press release issued by Goldcorp Inc.*
(a)(4)(F)	

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Press release issued by Goldcorp Inc. (incorporated by reference to Goldcorp's filing pursuant to Rule 425, filed on January 21, 2005)

- (a)(4)(G) Directors' Circular and Supplemental Management Information Circular, dated January 20, 2005 (filed herewith)
  - (d)(1) Acquisition Agreement, dated December 23, 2004, between Goldcorp Inc. and Wheaton River Minerals Ltd.\*
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Exhibit	Description
(d)(2)	Standstill and Confidentiality Agreement, dated December 3, 2004, between Goldcorp Inc. and Wheaton River Minerals Ltd.*
(d)(3)	Letter of Intent, dated December 5, 2004, between Goldcorp Inc. and Wheaton River Minerals Ltd.*
(i)(1)	Notice of Special Meeting of Shareholders and Management Information Circular of Goldcorp, dated January 4, 2005*
(i)(2)	Annual Information Form of Wheaton for the year ended December 31, 2003, dated May 12, 2004*
(i)(3)	Audited comparative consolidated financial statements of Wheaton as at, and for the year ended, December 31, 2003, together with the auditors' report thereon*
(i)(4)	Management's Discussion and Analysis of Results of Operations and Financial Condition of Wheaton for the year ended December 31, 2003*
(i)(5)	Unaudited comparative consolidated interim financial statements of Wheaton as at, and for the nine-months ended, September 30, 2004*
(i)(6)	Management's Discussion and Analysis of Results of Operations and Financial Condition of Wheaton for the nine-months ended September 30, 2004*
(i)(7)	The following sections of the Joint Management Information Circular of Wheaton and IAMGOLD Corporation ( IAMGOLD ) dated April 30, 2004 distributed in connection with the annual and special meeting of shareholders of Wheaton held on June 8, 2004: General Proxy Information , Information Concerning the Meetings (information respecting Wheaton only), Annual Business to be Considered by Wheaton Shareholders , Wheaton Directors' Approval and Exhibit C Information Concerning Wheaton River Minerals Ltd. (excluding the sections entitled Statement of Executive Compensation Report on Executive Compensation , Statement of Executive Compensation Performance Graph and Statement of Corporate Governance Policies )*
(i)(8)	Material change report of Wheaton dated January 14, 2004 concerning the completion by Wheaton of the acquisition of the Amapari Gold Project in Brazil*
(i)(9)	Material change report of Wheaton dated April 7, 2004 concerning the proposed agreement between Wheaton and IAMGOLD to combine the two companies*
(i)(10)	Material change report of Wheaton dated May 6, 2004 concerning the completion of due diligence, receipt of final fairness opinions and signing of a definitive agreement by Wheaton and IAMGOLD, all in connection with the proposed combination of the two companies*
(i)(11)	Material change report of Wheaton dated June 3, 2004 concerning: (A) the receipt by Wheaton of an unsolicited proposal from Coeur d'Alene Mines Corporation ( Coeur ) to acquire all of Wheaton's outstanding common shares; and (B) the decision of Wheaton not to pursue Coeur's proposal*



Exhibit	Description
(i)(18)	Material change report of Wheaton dated July 29, 2004 concerning: (A) the inability of Wheaton to make a recommendation to its shareholders to accept or reject Coeur's offer; (B) the recommendation of Wheaton that Wheaton's shareholders not tender their shares to Coeur's U.S. offer or take any other action until they receive a further recommendation from Wheaton; (C) the filing by Wheaton of a Schedule 14D-9 with the SEC in connection with Wheaton's response to Coeur's U.S. offer; (D) the request from Wheaton to Coeur for confirmation with respect to Coeur's intention not to take up and pay for Wheaton's shares under Coeur's U.S. offer until the same opportunity is provided to Wheaton's Canadian shareholders; and (E) the intention of Wheaton to review and respond to Coeur's offer once the offer is made to all of Wheaton's Canadian shareholders*
(i)(19)	Material change report of Wheaton dated September 13, 2004 concerning: (A) the recommendation of Wheaton that Wheaton's shareholders reject Coeur's offer to purchase all of Wheaton's outstanding common shares; and (B) the rescheduling by Wheaton of the closing date of the Silver Transaction*
(i)(20)	Material change report of Wheaton dated October 25, 2004 concerning the closing of the Silver Transaction*
(i)(21)	Material change report of Wheaton dated December 14, 2004 concerning the agreement of Wheaton in principle to combine with Goldcorp Inc.*
(i)(22)	Material change report of Wheaton dated December 31, 2004 concerning Wheaton's entering into the Acquisition Agreement with Goldcorp*
(i)(23)	Unaudited comparative consolidated financial statements of Wheaton as at, and for the nine-months ended September 30, 2004, including a reconciliation to U.S. GAAP contained in Note 16 thereto*

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\* Previously filed.