

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

ECHO BAY MINES LTD
Form SC 13D/A
June 18, 2002

=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

ECHO BAY MINES LTD.
(NAME OF ISSUER)
COMMON STOCK, NO PAR VALUE
(TITLE OF CLASS OF SECURITIES)

278 751 102
(CUSIP NUMBER)

SHARON E. DOWDALL
VICE PRESIDENT AND SECRETARY
NEWMONT MINING CORPORATION OF CANADA LIMITED
SUITE 1900, BOX 2005
20 EGLINTON AVENUE WEST
TORONTO, ONTARIO M4R 1K8
(415) 480-6480
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

Copies to:

BRITT D. BANKS
VICE PRESIDENT, GENERAL COUNSEL
AND SECRETARY
NEWMONT MINING CORPORATION
1700 LINCOLN STREET
DENVER, COLORADO 80203
(303) 863-7414

DAVID A. KATZ
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NY 10019
(212) 403-1309

JUNE 10, 2002
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

(Continued on the following pages)
(Page 1 of 11 pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

CUSIP NO. 278 751 102

13D

(Page 2 of 11)

1. NAME OF REPORTING PERSONS
Newmont Mining Corporation of Canada Limited

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

Number of

7. SOLE VOTING POWER

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

Shares 244,994,150

Beneficially 8. SHARED VOTING POWER
Owned By N/A

Each 9. SOLE DISPOSITIVE POWER
Reporting 244,994,150

Person With 10. SHARED DISPOSITIVE POWER
N/A

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
244,994,150

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
45.2%

14. TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 278 751 102

13D

(Page 3 of 11)

1. NAME OF REPORTING PERSONS
Newmont Mining Corporation

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Number of	7. SOLE VOTING POWER
Shares	244,994,150
Beneficially	8. SHARED VOTING POWER
Owned By	N/A
Each	9. SOLE DISPOSITIVE POWER
Reporting	244,994,150
Person With	10. SHARED DISPOSITIVE POWER
	N/A

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
244,994,150

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
45.2%

14. TYPE OF REPORTING PERSON*

HC, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 2, filed with the Commission on June 18, 2002,

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

amends, supplements and restates in their entirety the following Items of the Statement on Schedule 13D of Newmont Mining Corporation of Canada Limited, a corporation incorporated under the laws of Canada and formerly named Franco-Nevada Mining Corporation Limited, filed with the Commission on September 17, 2001, with respect to the shares of common stock, no par value ("Common Stock"), of Echo Bay Mines Ltd., a corporation incorporated under the laws of Canada (the "Issuer"), as amended by Amendment No. 1 to the Statement on Schedule 13D, filed on March 4, 2002 (the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

Newmont Mining Corporation of Canada Limited ("Newmont Canada"), a corporation incorporated under the laws of Canada, is a public precious metals royalty company, having its principal address at:

Suite 1900, Box 2005
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
Canada

Newmont Mining Corporation ("Newmont" and together with Newmont Canada, the "Reporting Persons"), a Delaware corporation, is a company principally engaged in the production of gold and exploration for gold, and the acquisition and development of gold properties worldwide, having its principal address at:

1700 Lincoln Street
Denver, Colorado 80203

On February 16, 2002, pursuant to that certain Arrangement Agreement, dated as of November 14, 2001 (the "Arrangement Agreement"), between Newmont and Franco-Nevada Mining Corporation Limited ("Franco-Nevada"), Newmont, through certain subsidiaries, acquired all of the outstanding common shares of Franco-Nevada and Franco-Nevada became a wholly owned, indirect subsidiary of Newmont. Franco-Nevada was subsequently renamed "Newmont Mining Corporation of Canada Limited."

Set forth in Annex A and Annex B attached hereto and incorporated herein by reference are the name, title, business address, principal occupation and address of the business in which the principal occupation is conducted, and citizenship of each executive officer and director of Newmont Canada and Newmont, respectively.

During the last five years, none of the Reporting Persons and/or the current officers or directors of the Reporting Persons has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

=====

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

ITEM 4. PURPOSE OF TRANSACTION.

On April 3, 2002, 244,994,150 common shares of the Issuer were issued to Newmont Canada (formerly named "Franco-Nevada Mining Corporation Limited") upon the conversion of \$67 million principal amount of capital securities in connection with the reorganization of the Issuer. This represented 48.8% of the then outstanding common shares of the Issuer.

On June 10, 2002, Kinross Gold Corporation ("Kinross"), the Issuer and TVX Gold Inc. ("TVX") entered into a combination agreement (the "Combination Agreement") providing for the combination of the three companies (the "Combination") and the concurrent acquisition by TVX of Newmont's 49.9% interest in the TVX Newmont Americas ("TVX NA") joint venture. Under the Combination Agreement, the Combination will be achieved by a plan of arrangement, whereby shareholders of the Issuer will receive 0.52 of a Kinross share for each Echo Bay share and TVX shareholders will receive 0.65 of a Kinross share for each TVX share. Concurrently with the Combination taking effect, TVX will acquire Newmont's interest in TVX NA through a separate agreement. The Combination is conditional upon, among other things, the approval of the Combination by each company's shareholders. In connection with the Combination, on June 10, 2002, Newmont and Newmont Canada entered into a lock-up agreement with the Issuer (the "Lock-Up Agreement"), pursuant to which, subject to certain exceptions, Newmont and Newmont Canada will (1) continue to hold Newmont Canada's Echo Bay common shares until the conclusion of the Echo Bay shareholders' meeting called to approve the Combination and (2) vote such shares in favor of the Issuer's participation in the Combination.. The foregoing description is qualified in its entirety by reference to the Lock-Up Agreement and the Combination Agreement, which are incorporated herein by reference as Exhibits 99.3 and 99.4, respectively.

Newmont Canada's Echo Bay common shares were acquired for investment purposes. However, subject to the terms of the Lock-Up Agreement, Newmont and Newmont Canada will review Newmont Canada's holdings from time to time and may increase or decrease Newmont Canada's holdings in the Issuer as future circumstances may dictate. Such transactions may be made at any time without prior notice. There can be no assurance, however, that either Newmont or Newmont Canada will take any such actions. Except as set forth above, Newmont and Newmont Canada have no plans or proposals with respect to any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Newmont Canada is an indirect, wholly-owned subsidiary of Newmont. Newmont Canada holds an interest in 244,994,150 common shares of the Issuer, representing approximately 45.2% of the common shares of the Issuer outstanding as at the date of this filing. These shares were issued to Newmont Canada upon the conversion of \$67 million principal amount of capital securities in connection with the reorganization of the Issuer that was completed on April 3, 2002.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Incorporated herein by reference as Exhibit 99.1 is the agreement, dated September 5, 2001, between Franco-Nevada and the Issuer.

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

In connection with the Combination, Newmont and Newmont Canada entered into the Lock-Up Agreement, pursuant to which, subject to certain exceptions, Newmont and Newmont Canada will (1) continue to hold Newmont Canada's Echo Bay common shares until the conclusion of the Echo Bay shareholders' meeting called to approve the combination and (2) vote such shares in favor of the Issuer's participation in the Combination.

The Lock-Up Agreement is filed as Exhibit 99.3 to this Schedule. For information purposes only, the Combination Agreement is filed as Exhibit 99.4 to this Schedule. The foregoing description is qualified in its entirety by reference to the Combination Agreement and the Lock-Up Agreement, which are incorporated herein by reference.

ITEM 7.MATERIAL TO BE FILED AS EXHIBITS.

- Exhibit 99.1 -- Agreement between Franco-Nevada (subsequently renamed "Newmont Mining Corporation of Canada Limited") and the Issuer, dated September 5, 2001, incorporated herein by reference to Exhibit 1 to the Schedule 13D.
- Exhibit 99.2 -- Joint Filing Agreement between Franco-Nevada (subsequently renamed "Newmont Mining Corporation of Canada Limited") and Newmont, incorporated herein by reference to Exhibit 99.2 to the Schedule 13D, as amended.
- Exhibit 99.3 -- Lock-Up Agreement, dated as of June 10, 2002, among the Issuer, Newmont Mining Corporation and Newmont Mining Corporation of Canada Limited.
- Exhibit 99.4 -- Combination Agreement, dated as of June 10, 2002, among Kinross Gold Corporation, TVX Gold Inc. and the Issuer, incorporated herein by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by the Issuer on June 11, 2002.

Page 6 of 11

SIGNATURE

After reasonable inquiry and to the best of their knowledge and

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 18, 2002

NEWMONT MINING CORPORATION OF CANADA LIMITED

By: /s/ Sharon E. Dowdall

Name: Sharon E. Dowdall
Title: Vice President and Secretary

NEWMONT MINING CORPORATION

By: /s/ Britt D. Banks

Name: Britt D. Banks
Title: Vice President, General Counsel
and Secretary

Page 7 of 11

Annex A

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Canada are set forth below. The business address for each person listed below is c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED	CI
Britt D. Banks	Vice President	Vice President General Counsel and Secretary of Newmont Mining Corporation	See above.	U
Joseph P. Flannery	Director	Chairman, President and	70 Great Hill Road Naugatuck, CT 06770	U

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

Chief Executive
Officer of
Uniroyal Holding
Inc.

David H. Francisco	Vice President	Executive Vice President, Operations, of Newmont Mining Corporation	See above.	U
Bruce D. Hansen	Vice President	Senior Vice President and Chief Financial Officer of Newmont Mining Corporation	See above.	Un
Leo I. Higdon, Jr.	Director	President of Charleston College	Office of the President College of Charleston 66 George Street Charleston, SC 29424	Un
Pierre Lassonde	Director; President	President of Newmont Mining Corporation	See above.	
Wayne W. Murdy	Director; Chairman	Chairman and Chief Executive Officer of Newmont Mining Corporation	See above.	Un
Robin A. Plumbridge	Director	Retired Chairman of Gold Fields of South Africa Limited	N/A	S
Moeen A. Qureshi	Director	Chairman of Emerging Markets Partnership	2001 Pennsylvania Avenue, NW Suite 1100 Washington, D.C. 20006	
Seymour Schulich	Director	Chairman of Newmont Capital Limited	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA	
James V. Taranik	Director	President Emeritus of	Department of Geological Sciences,	Un

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

Desert Research
Institute of the
University and
Community College
System of Nevada

MS 172
Mackay School of Mines
University of Nevada, Reno
Reno, NV 89557-0138

Page 8 of 11

Annex B

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Mining Corporation are set forth below. The business address for each person listed below is c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED	CITIZENSHIP
Britt D. Banks	Vice President, General Counsel and Secretary	Vice President, General Counsel and Secretary of Newmont Mining Corporation	See above.	Un
Glen A. Barton	Director	Chairman and Chief Executive Officer of Caterpillar Inc.	100 NE Adams Street Peoria, IL 61629-7216	Un
Vincent A. Calarco	Director	President and Chief Executive Officer of Crompton Corporation	One American Lane Greenwich, CT 06831	Un
James T. Curry	Director	Retired Director and Retired Chief Executive Officer of the Minerals Division of	N/A	Un

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

Broken Hill
Proprietary
Company Ltd.

John A.S. Dow	Executive Vice President and Managing Director of Newmont Australia Limited	Executive Vice President of Newmont Mining Corporation and Managing Director of Newmont Australia Limited	See above.	Ne
Thomas L. Enos	Vice President	Vice President of Newmont Mining Corporation	See above	Un
Joseph P. Flannery	Director	Chairman, President and Chief Executive Officer of Uniroyal Holding Inc.	70 Great Hill Road Naugatuck, CT 06770	Un
David H. Francisco	Executive Vice President, Operations	Executive Vice President, Operations, of Newmont Mining Corporation	See above.	Un
M. Craig Haase	Director	Retired Executive Vice President and Chief Legal Officer of Franco-Nevada Mining Corporation Limited.	N/A	Un
Michael S. Hamson	Director	Chairman of Hamson Consultants	Acland Street Corner Entrance (Rear) 195 Walsh Street South Yarra, VIC 3141 AUSTRALIA	A
Bruce D. Hansen	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of	See above.	Un

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

Newmont Mining Corporation

David Harquail	Vice President and Managing Director, of Newmont Capital Limited	Vice President of Newmont Mining Corporation and Managing Director, of Newmont Capital Limited.	See above.
----------------	--	---	------------

Page 9 of 11

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED	CI
Leo I. Higdon, Jr.	Director	President of Charleston College	Office of the President College of Charleston 66 George Street Charleston, SC 29424	Un
Donald G. Karras	Vice President, Taxes	Vice President, Taxes, of Newmont Mining Corporation	See above.	Un
Pierre Lassonde	Director; President	President of Newmont Mining Corporation	See above.	
Thomas P. Mahoney	Vice President and Treasurer	Vice President and Treasurer of Newmont Mining Corporation	See above.	Un
Robert J. Miller	Director	Partner, Jones Vargas law firm	Third Floor South 3773 Howard Hughes Parkway	Un

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

Las Vegas, NV
89109-0949

Wayne W. Murdy	Director, Chairman and Chief Executive Officer	Chairman and Chief Executive Officer of Newmont Mining Corporation	See above.	Un
David W. Peat	Vice President and Global Controller	Vice President and Global Controller of Newmont Mining Corporation	See above.	Un
Richard M. Perry	Vice President and Managing Director, Newmont USA Limited	Vice President of Newmont Mining Corporation and Managing Director of Newmont USA Limited	See above.	Un
Robin A. Plumbridge	Director	Retired Chairman of Gold Fields of South Africa Limited	N/A	So
John B. Prescott	Director	Chairman of Australian Submarine Corporation Pty Limited	Level 28, 140 William Street Melbourne, VIC 3000 AUSTRALIA	Au
Moeen A. Qureshi	Director	Chairman of Emerging Markets Partnership	2001 Pennsylvania Avenue, NW Suite 1100 Washington, D.C. 20006	Pa
Michael K. Reilly	Director	Retired Chairman of Zeigler Coal Holding Company	N/A	Un
Carlos Santa Cruz	Vice President and Managing Director,	Vice President of Newmont Mining Corporation and Managing	See above.	

Edgar Filing: ECHO BAY MINES LTD - Form SC 13D/A

	Newmont Peru Limited	Director of Newmont Peru Limited	
Seymour Schulich	Director	Chairman of Newmont Capital Limited	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA
James V. Taranik	Director	President Emeritus of Desert Research Institute of the University and Community College System of Nevada	Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138

Page 10 of 11

EXHIBIT INDEX

- Exhibit 99.1 -- Agreement between Franco-Nevada (subsequently renamed "Newmont Mining Corporation of Canada Limited") and the Issuer, dated September 5, 2001, incorporated herein by reference to Exhibit 1 to the Schedule 13D.
- Exhibit 99.2 -- Joint Filing Agreement between Franco-Nevada (subsequently renamed "Newmont Mining Corporation of Canada Limited") and Newmont, incorporated herein by reference to Exhibit 99.2 to the Schedule 13D, as amended.
- Exhibit 99.3 -- Lock-Up Agreement, dated as of June 10, 2002, among the Issuer, Newmont Mining Corporation and Newmont Mining Corporation of Canada Limited.
- Exhibit 99.4 -- Combination Agreement, dated as of June 10, 2002, among Kinross Gold Corporation, TVX Gold Inc. and the Issuer, incorporated herein by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by the Issuer on June 11, 2002.

