

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE No. 323 OF 2005

IN THE MATTER OF PDG AURORA LLC

AND

IN THE MATTER OF THE COMPANIES LAW (2004 REVISION)

**PETITION TO CONFIRM REDUCTION OF CAPITAL
OF PDG AURORA LLC WHERE THERE ARE NO CREDITORS**

THE PETITION of PDG AURORA LLC shows as follows:

1. Your Petitioner PDG Aurora LLC ("the Company") was incorporated as an Exempted Company on the 3rd day of September 1998, under The Companies Law (1995 Revision) ("the Law") as a company limited by shares and has an authorised capital of United States Dollars Two Billion (US\$2,000,000,000.00) divided into two billion shares of US\$1.00 each.
2. The registered office of the Company is situate in George Town at the offices of International Corporation Services Ltd., Harbour Place, 2nd Floor, North Wing, 103 S. Church Street, P.O. Box 472, George Town, Grand Cayman, Cayman Islands.
3. The objects for which the Company was established are:

unrestricted and the Company has full power and authority to carry out any object not prohibited by any law as provided by The Companies Law.

4. Shortly after incorporation, the Company commenced business and it has carried on in business since that date.
5. The Company is a member of the Placer Dome Group of companies. Placer Dome ("Placer") was formed in Canada in 1987 and is headquartered in Vancouver, Canada. The Placer Group is the sixth largest gold mining corporation in the world. It has interest in eighteen mines in various countries around the world and employs approximately twelve thousand people. It's shares are traded on the Toronto, New York, Australian and Euronext-Paris Exchanges. The Company being a public company is regulated.
6. The present authorised capital of the Company is two billion United States dollars (US\$2,000,000,000) divided into two billion shares (2,000,000,000) of US\$1.00 each and its issued share capital is one billion fifty-six million two hundred thousand (US\$1,056,200,000) United States Dollars divided into one billion fifty-six million two hundred thousand shares (1,056,200,000)of US\$1.00 each.
7. Article 28 (3) of the Company's Articles of Association provides that subject to the law the Company may by special resolution reduce its share capital.
9. The Company wishes to reduce its issued share capital and has passed two special resolutions to effect these reductions.
10. By special resolution of the Company passed in accordance with the Companies Law on the 20th day of April 2005, it was resolved by the Company's shareholder, Placer Dome Inc., that the Company's issued share capital be reduced subject to confirmation of the Court.
11. The special resolution of the 20th April, 2005 provided that:

BE IT RESOLVED that subject to the approval of the Court, the issued share capital of the Company be reduced from one billion fifty-six million two hundred thousand United

States Dollars (US\$1,056,200,000) divided into one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$1.00 each to six hundred seventy-six million two hundred thousand United States Dollars (US\$676,200,000) divided into one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$0.6402 each and that the reduction be effected by:

- (a) returning three hundred eighty million United States dollars (US\$380,000,000) of share capital to its shareholder, Placer Dome Inc then cancelling the existing share certificates for one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$1.00 each and issuing a new certificate for one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$0.6402 per share to Placer Dome Inc.

BE IT RESOLVED that subject to confirmation of the Court, the Company's Memorandum of Association be amended by deleting Clause 8 and inserting a new clause as follows:

The authorised share capital of the Company is one billion six hundred twenty million United States dollars (US\$1,620,000,000) divided into two billion, five hundred thirty million four hundred fifty nine thousand two hundred thirty-one (2,530,459,231) fully paid shares of US\$0.6402 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting, transfer, transmission or otherwise.

12. On the 20th April, 2005, at an extraordinary general meeting of the shareholders of the Company, it was resolved to pass another special resolution which further reduced the issued capital of the Company subject to Court confirmation.
13. The special resolution of the 20th April, 2005 resolved:

BE IT RESOLVED that subject to the approval of the Court, the issued share capital of the Company be reduced from six hundred seventy-six million two hundred thousand United States Dollars (US\$676,200,000) divided into one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$0.6402 each to five hundred seventy-six million two hundred thousand United States Dollars (US\$576,200,000) divided into one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$0.5455 each and that the reduction be effected by:

- (a) returning one hundred million United States dollars (US\$100,000,000) to its shareholder, Placer Dome Inc. then cancelling the existing share certificate for one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$0.6402 each and issuing a new share certificate for one billion fifty-six million two hundred thousand (1,056,200,000) shares of US\$0.5455 each to Placer Dome Inc.

BE IT RESOLVED that subject to confirmation of the Court, the Company's Memorandum of Association be amended by deleting Clause 8 and inserting a new clause as follows:

The authorised share capital of the Company is one billion five hundred twenty million United States Dollars (US\$1,520,000,000) divided into two billion seven hundred eighty-six million four hundred thirty-four thousand four hundred sixty-four (2,786,434,464) fully paid shares of US\$0.5455 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting, transfer, transmission or otherwise.

