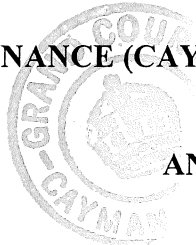


IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE No. 592 OF 2005

IN THE MATTER OF PDG FINANCE (CAYMAN) LLC



AND



IN THE MATTER OF THE COMPANIES LAW (2004 REVISION)

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

THE PETITION of PDG FINANCE (CAYMAN) LLC shows as follows:

1. Your Petitioner PDG Finance (Cayman) LLC ("the Company") was incorporated as an Exempted Company on the 18th day of December 2000, under The Companies Law (1995 Revision) ("the Law") as a company limited by shares and has an authorised capital of US\$1,568,000,000 divided into 2,874,427,131 shares of US\$0.5455 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. By Order of this Honourable Court made on the 18th of August 2005 a reduction in share capital of the Company was confirmed. The authorised share capital was reduced from two billion United States Dollars (US\$2,000,000,000) divided into two billion shares (2,000,000,000) of US\$1.00 to the present authorised capital of the Company of one billion five hundred sixty-eight million United States dollars (US\$1,568,000,000) divided into two billion eight hundred seventy-four million four hundred

twenty-seven thousand one hundred thirty-one (2,874,427,131) shares of US\$0.5455 each. The issued share capital of the company was also accordingly reduced from nine hundred fifty million five hundred thousand United States Dollars (US\$950,500,000) divided into nine hundred fifty million five hundred thousand shares (950,500,000) of US\$1.00 each to five hundred eighteen million five hundred thousand United States Dollars (US\$518,500,000) divided into nine hundred fifty million five hundred thousand (950,500,000) shares of US\$0.5455 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.
8. The Company wishes to reduce its issued share capital and has passed a special resolution to effect this reduction.
9. By special resolution of the Company passed in accordance with the Companies Law on the 14th day of October 2005, it was resolved by the Company's shareholder, PDG Aurora LLC, that the Company's issued share capital be reduced subject to confirmation of the Court.
10. The special resolution of the 14th October, 2005 provided that:

BE IT RESOLVED that subject to the approval of the Court, the issued share capital of the Company be reduced from five hundred eighteen million five hundred thousand United States Dollars (US\$518,500,000) divided into

nine hundred fifty million five hundred thousand (950,500,000) shares of US\$0.5455 each to four hundred forty-six million five hundred thousand United States Dollars (US\$446,500,000) divided into nine hundred fifty million five hundred thousand (950,500,000) shares of US\$0.4698 each and that the reduction be effected by:

- (a) returning seventy-two million United States dollars (US\$72,000,000) to its shareholder, PDG Aurora LLC then cancelling the existing share certificate for nine hundred fifty million five hundred thousand (950,500,000) shares of US\$0.5455 each and issuing a new certificate for nine hundred fifty million five hundred thousand (950,500,000) shares of US\$0.4698

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 four hundred ninety-six million United States dollars (US\$1,496,000,000) divided into three billion, one hundred eighty-four million three hundred thirty-three thousand seven hundred fifty-nine (3,184,333,759) fully paid shares of US\$0.4698 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.

11. The amount set out in the above mentioned resolution by which the capital of the Company has been reduced, will not affect the Company's ability to carry on business and will leave the Company with significant capital beyond its current needs. No creditors will be affected by the reductions.

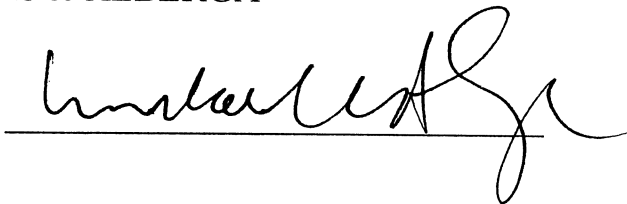
Your Petitioner the Company therefore humbly prays that:

- (a) the reduction of the Company's share capital proposed to be effected by the special resolution set out in this Petition be confirmed;
- (b) that the advertisement of the hearing of the Petition be dispensed with; and
- (a) the Court make such order in this matter as it thinks fit.

DATED this 23rd day of Dec 2005.

MYERS & ALBERGA

Per: _____



This Petition is FILED by Myers & Alberga of Harbour Place, 103 South Church Street, George Town, Grand Cayman, B.W.I., Attorneys-at-Law whose address for service is that of its said Attorneys-at-Law.