

WHEATON RIVER MINERALS LTD

Form SC TO-T/A

January 14, 2005

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

**AMENDMENT NO. 1 TO
SCHEDULE TO**

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

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, 39th Floor
100 King Street West
Toronto, Ontario M5X 1B2
Canada
(416) 863-4511**

**D. Grant Vingoe
Dorsey & Whitney LLP
BCE Place
161 Bay Street, Suite 4310
Toronto, Ontario M5J 2S1
Canada
(416) 367-7370**

CALCULATION OF FILING FEE

Transaction Valuation (1):

Amount of Filing Fee (2):

\$2,435,220,053.97

\$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).
 - (2) The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

þ 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**

o 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:

- þ third-party tender offer subject to Rule 14d-1.**
- o issuer tender offer subject to Rule 13e-4.**
- o going private transaction subject to Rule 13e-3.**
- o 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: **o**

This Amendment No. 1 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, 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 (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 4. TERMS OF THE TRANSACTION.

The first sentence under the heading FORWARD-LOOKING STATEMENTS on page (iii) of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

Certain statements included in the Circular constitute forward-looking statements concerning the business, operations and financial performance and condition of the Offerors.

The third sentence under the heading Payment for Deposited Common Shares on page 11 of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

Any Common Shares deposited under the Offer after the first date on which Common Shares are taken up under the Offer will be taken up and paid for promptly, and in any event within 10 days after such deposit.

The first sentence of the second paragraph under the heading 4. Conditions to the Offer on page 18 of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

The conditions listed above are for the exclusive benefit of the Offerors, and the Offerors may assert them regardless of the circumstances giving rise to any of the conditions (other than any intentional action or inaction by an Offeror).

The second sentence of the second paragraph under the heading 7. Payment for Deposited Common Shares on page 22 of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

Subject to compliance with Rule 14e-1(c) under the U.S. Exchange Act, the Offerors also expressly reserve the right, in their sole discretion and notwithstanding any other condition of the Offer, to delay taking up and paying for Common Shares in order to comply, in whole or in part, with any applicable governmental regulatory approvals or consents.

The section entitled 20. Dealer Manager and Soliciting Dealer Group on page 57 of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

20. Dealer Manager and Soliciting Dealer Group

The Offerors have engaged the services of GMP Securities Ltd. as Dealer Manager in Canada and Griffiths McBurney Corp. as Dealer Manager in the United States to solicit acceptances of the Offer. GMP Securities Ltd. will be paid a fee of \$150,000 for services rendered by it in its capacity as Dealer Manager and will be reimbursed by the Offerors for its reasonable out-of-pocket expenses. In addition, the Dealer Managers will be indemnified against certain liabilities, including liabilities under securities Laws, in connection with the Offer.

GMP Securities Ltd. has the right to form a soliciting dealer group (the Soliciting Dealer Group) comprised of members of the Investment Dealers Association of Canada to solicit acceptances of the Offer from persons who are not resident in the United States and Griffiths McBurney Corp. has the right to appoint sub-agents who are registered under applicable United States securities laws to solicit acceptances of the Offer from persons who are resident in the United States. Each member of the Soliciting Dealer Group, including the Dealer Manager, is referred to herein as a

Soliciting Dealer . In general, the Offerors have agreed to pay to each Soliciting Dealer whose name appears in the appropriate space in the Letter of Acceptance and Transmittal a fee of \$0.06 for each Common Share deposited and taken up by the Offerors under the Offer. The aggregate amount payable to a Soliciting Dealer with respect to any single depositing Shareholder will be not less than \$50 (for a minimum tender of 833 Common Shares) and not more than \$1,500. The Offerors will not pay any fee with respect to deposits of Common Shares held for the Dealer Managers own accounts. Where Common Shares deposited and registered in a single name are beneficially owned by more than one person, the foregoing minimum and maximum amounts will be applied separately in respect of each such beneficial owner. The Offerors may require the Soliciting Dealers to furnish evidence of beneficial ownership satisfactory to the Offerors at the time of deposit and the Dealer Managers to furnish evidence sufficient to identify Common Shares held for the Dealer Managers own account that are deposited to the Offer.

Except as set forth above, the Offerors will not pay any fees or commissions to any broker, dealer or other person for soliciting tenders of Common Shares pursuant to the Offer. No fee or commission will be payable by Shareholders who transmit their Common Shares directly to the Depositary or who make use of the facilities of a Soliciting Dealer to the Offer.

Item 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The information under the heading 7. Source of Funds on page 43 of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

7. Source of Funds

The Offerors will fund the costs of the Offer and estimate that the total maximum funds required to pay all fees and expenses related to the Offer will be approximately \$10 million, as set forth in the table below. The Offerors have sufficient funds to make all such cash payments.

Investment banking advisory fees	\$ 7,600,000
Legal	\$ 850,000
Audit	\$ 250,000
Printing, mailing, and shareholder meeting costs	\$ 1,200,000
Consulting fees	\$ 90,000
Travel and other related costs	\$ 50,000
	\$ 10,040,000

Item 10. FINANCIAL STATEMENTS.

Item (b) listed under the caption Documents Incorporated by Reference on page 27 of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

(b) the audited comparative consolidated financial statements of Goldcorp as at, and for the years ended, December 31, 2003 and December 31, 2002, together with the auditors report thereon;

Page 28 of the Take Over Bid Circular is hereby amended by adding the following subsection to the section 1. Goldcorp and Subco above the caption Share Capital of Goldcorp :

Summary Financial Data of Goldcorp and Summary Pro Forma Financial Data

The following tables present our summary historical consolidated financial information as at and for the years ended December 31, 2003 and 2002 and our consolidated financial information as at and for the nine months ended September 30, 2004, which financial statements are incorporated by reference in the Circular. The tables also present our pro forma consolidated financial information as at and for the nine months ended September 30, 2004 and for the year ended December 31, 2003 after giving effect to our acquisition of all of the Wheaton common shares pursuant to the Offer. This information is derived from and should be read in conjunction with the financial statements and the related notes to those financial statements incorporated by reference or included herein. Copies of the financial statements and related notes incorporated herein by reference can be found at www.sedar.com and www.sec.gov.

The selected pro forma consolidated financial information set forth below should be read in conjunction with our unaudited pro forma consolidated financial statements, the accompanying notes thereto and the compilation report of KPMG LLP thereon included in the Circular. The pro forma consolidated balance sheet has been prepared from the unaudited consolidated balance sheet of each of Goldcorp and Wheaton as at September 30, 2004 and gives pro forma effect to the acquisition of Wheaton by Goldcorp as if the transaction occurred on September 30, 2004. The pro forma consolidated statement of operations for the nine month period ended September 30, 2004 and for the year ended December 31, 2003 has been prepared from the unaudited statements of operations of each of Goldcorp and Wheaton for the nine months ended September 30, 2004 and from the audited statements of operations of each of Goldcorp

and Wheaton for the year ended December 31, 2003 and gives pro forma effect to the acquisition of Wheaton as if the transaction occurred on January 1, 2003. Please refer to Appendix A of the Circular for details of the pro forma adjustments and a reconciliation of the figures to US GAAP.

Goldcorp Summary of Financial Condition and Pro Forma Financial Data(Expressed in thousands of United States Dollars except per share and gold price amounts)⁽¹⁾

	Pro		Goldcorp Actual		
	Pro Forma as at September 30, 2004	Pro Forma as at December 31, 2003 ⁽²⁾	As at September 30, 2004	As at December 31, 2003	As at December 31, 2002
Current assets	\$ 629,578		\$ 400,642	\$ 423,290	\$ 327,377
Non-current assets	\$ 2,718,230		\$ 248,272	\$ 215,233	\$ 130,372
Current liabilities	\$ 89,427		\$ 22,200	\$ 61,070	\$ 53,050
Long-term liabilities	\$ 342,714		\$ 86,647	\$ 69,711	\$ 55,778
Minority interest	\$ 18,000				
Shareholders equity	\$ 2,897,667		\$ 540,067	\$ 507,742	\$ 348,921
Common shares outstanding (in thousands)	332,981		189,961	189,274	182,390
	Pro Forma for the Nine Months ended September 30, 2004	Pro Forma for the year ended December 31, 2003	For the Nine Months Ended September 30, 2004	For the Year Ended December 31, 2003	For the Year Ended December 31, 2002
Revenue	\$ 444,867	\$ 475,275	\$ 139,144	\$ 262,642	\$ 185,194
Net earnings	\$ 105,597	\$ 122,413	\$ 36,380	\$ 98,804	\$ 68,235
Basic earnings per share	\$ 0.32	\$ 0.37	\$ 0.19	\$ 0.54	\$ 0.39
Ounces of gold produced	831,251	985,045	461,751	602,845	607,919
Ounces of gold sold	687,219	1,047,236	313,819	677,936	547,098
Ounces of silver sold	5,059,400	6,054,200			
Pounds of copper sold	111,783,700	113,718,700			
Average gold price realized per ounce	\$ 401	\$ 366	\$ 402	\$ 367	\$ 312

- (1) These figures are presented on a Canadian GAAP basis. For a reconciliation of the pro forma information to US GAAP, refer to Note 6 of Appendix A of the Circular.
- (2) In accordance with the US and Canadian regulatory pronouncements, a Canadian GAAP pro forma balance sheet was not required to be prepared as at December 31, 2003.

Comparative Per Share Information

The following table sets forth, for the periods indicated, the basic earnings, book value and cash dividends declared per common share separately for Goldcorp on an historical basis and on a pro forma consolidated basis. The conversion ratio is one Goldcorp common share for every four Wheaton common shares.

	For the Nine Months Ended September 30, 2004	For the Year Ended December 31, 2003
Pro Forma Consolidated		
Basic earnings per share	\$ 0.32	\$ 0.37
Book value per share	\$ 8.70	\$ (1)
Cash dividends per share	\$ 0.08	\$ 0.15
Goldcorp Historical		
Basic earnings per share	\$ 0.19	\$ 0.54
Book value per share	\$ 2.84	\$ 2.68
Cash dividends per share	\$ 0.13	\$ 0.27

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- (1) In accordance with the US and Canadian regulatory pronouncements, a Canadian GAAP pro forma balance sheet was not required to be prepared as at December 31, 2003.
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Item 12. EXHIBITS

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 issued by Goldcorp Inc, dated January 14, 2005 containing summary financial information of Goldcorp (filed herewith)
(a)(4)(D)	Press release issued by Goldcorp Inc. (incorporated by reference to Goldcorp's filing pursuant to Rule 425, filed on January 13, 2005)
(a)(4)(E)	Press release issued by Goldcorp Inc. (incorporated by reference to Goldcorp's filing pursuant to Rule 425, filed on January 14, 2005)
(d)(1)	Acquisition Agreement, dated December 23, 2004, between Goldcorp Inc. and Wheaton River Minerals Ltd.*
(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.*

Exhibit	Description
(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*
(i)(12)	Material change report of Wheaton dated June 7, 2004 concerning: (A) the receipt by Wheaton of a further unsolicited proposal from Coeur to acquire all of Wheaton's outstanding common shares; (B) the decision of Wheaton not to pursue the revised proposal delivered by Coeur; and (C) the recommendation of Wheaton that Wheaton's shareholders vote in favour of the proposed IAMGOLD combination*

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(i)(13)	Material change report of Wheaton dated June 18, 2004 concerning: (A) the approval by Wheaton's shareholders of the proposed IAMGOLD combination; (B) the decision of Wheaton to hold a further vote of its shareholders to approve the combination with IAMGOLD on July 6, 2004; (C) the receipt by Wheaton of a written request from Coeur for a list of Wheaton's shareholders; and (D) the appointment by Wheaton's board of directors of a special committee authorized to review and consider the proposed IAMGOLD combination, the unsolicited proposal made to Wheaton by Coeur, and any further proposals made to Wheaton or its shareholders by third parties*
(i)(14)	Material change report of Wheaton dated July 1, 2004 concerning: (A) the rejection by Wheaton of the latest unsolicited proposals from Coeur; and (B) the reconfirmation by Wheaton of its recommendation that Wheaton's shareholders vote in favour of the proposed IAMGOLD combination on July 6, 2004*
(i)(15)	Material change report of Wheaton dated July 13, 2004 concerning: (A) the inability of IAMGOLD to obtain the required shareholder approval for the proposed combination with Wheaton; (B) the termination of the arrangement agreement between Wheaton and IAMGOLD; and (C) the adjournment by Wheaton of its shareholders' meeting scheduled for July 6, 2004*
(i)(16)	Material change report of Wheaton dated July 23, 2004 concerning the absence of a legal offer from Coeur to Wheaton's Canadian shareholders*
(i)(17)	Material change report of Wheaton dated July 23, 2004 concerning: (A) the agreement of Chap Mercantile Inc. (Chap) to purchase 100% of the silver produced by Wheaton's Luismin mining operations in Mexico (the Silver Transaction); (B) the change of name by Chap to Silver Wheaton Corp.; (C) the option of Wheaton and Luismin S.A. de C.V. not to proceed with the Silver Transaction; and (D) the intention of Wheaton to complete an equity financing in connection with the Silver Transaction*
(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*

Exhibit	Description
(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*

* Previously filed.

Item 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

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
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Date: January 14, 2005

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(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*

Exhibit	Description
(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*

* Previously filed.