

BARRICK GOLD CORP  
Form 40-F  
March 28, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 40-F

.. **Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934**  
or

x **Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

For Fiscal year ended: December 31, 2011

Commission File number: No. 1-9059

# BARRICK GOLD CORPORATION

(Exact name of registrant as specified in its charter)

**Ontario**  
(Province or other jurisdiction of  
incorporation or organization)

**1041**  
(Primary standard industrial  
classification code number,

**Not Applicable**  
(I.R.S. employer  
identification number, if applicable)

if applicable)  
**Brookfield Place**

**TD Canada Trust Tower**

**Suite 3700**

**161 Bay Street, P.O. Box 212**

**Toronto, Canada M5J 2S1**

**(800) 720-7415**

(Address and telephone number of registrant's principal executive office)

**Barrick Goldstrike Mines Inc.**

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P.O. Box 29, Elko, Nevada 89803

(702) 738-8043

(Name, address and telephone number of agent for service in the United States)

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of each class:**  
**Common Shares**

**Name of each exchange on which registered:**  
**New York Stock Exchange**

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

**None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form       Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**Common Shares 1,000,422,260**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13(d) or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements in the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

## **INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES**

The disclosure provided under Internal Control Over Financial Reporting and Disclosure Controls and Procedures on pages 146 to 147 of Exhibit 99.1, Barrick's Annual Information Form, is incorporated by reference herein.

## **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Barrick's Management's Report on Internal Control Over Financial Reporting contained in Exhibit 99.2 is incorporated by reference herein.

## **ATTESTATION REPORT OF THE REGISTERED PUBLIC ACCOUNTING FIRM**

The disclosure provided under Independent Auditors' Report on pages 83 through 85 of Exhibit 99.3, Barrick's Comparative Audited Consolidated Financial Statements, is incorporated by reference herein.

## **AUDIT COMMITTEE**

The disclosure provided under Composition of the Audit Committee on page 145 of Exhibit 99.1, Barrick's Annual Information Form, is incorporated by reference herein. Barrick has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended.

## **CODE OF ETHICS**

Barrick has adopted a code of ethics entitled, Barrick Gold Corporation Code of Business Conduct and Ethics. The Code of Business Conduct and Ethics applies to all directors, officers and employees of Barrick, including Barrick's principal executive officer, principal financial officer and principal accounting officer. The Code of Business Conduct and Ethics is available at Barrick's Internet website, [www.barrick.com](http://www.barrick.com), in the Company Corporate Governance section and is available in print to any shareholder upon written request to the Secretary of Barrick.

## **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The disclosure provided under External Auditor Service Fees on page 146 of Exhibit 99.1, Barrick's Annual Information Form, is incorporated by reference herein.

## **AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES**

The disclosure provided under Audit Committee Pre-Approval Policies and Procedures on page 145 of Exhibit 99.1, Barrick's Annual Information Form, is incorporated by reference herein. No audit-related fees, tax fees or other non-audit fees were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Regulation S-X.

## **OFF-BALANCE SHEET ARRANGEMENTS**

Barrick has no off-balance sheet arrangements that have, or are reasonably likely to have, a material effect on Barrick's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## **CONTRACTUAL OBLIGATIONS**

The disclosure provided under Contractual Obligations and Commitments on page 56 of Exhibit 99.4, Management's Discussion and Analysis of Financial and Operating Results, is incorporated by reference herein.

## **MINE SAFETY DISCLOSURE**

Barrick is required to report certain mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and that required information is included in Exhibit 99.10.

**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

**A. Undertaking**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

**B. Consent to Service of Process**

The Registrant has previously filed with the Commission a Form F-X in connection with the Common Shares.

**INCORPORATION BY REFERENCE**

Barrick's annual report on Form 40-F (other than the section entitled "Ratings" in Exhibit 99.1) is incorporated by reference into Barrick's Registration Statements on Form S-8 (File Nos. 333-121500, 333-131715, 333-135769).

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**BARRICK GOLD CORPORATION**

By: /s/ Sybil E. Veenman

Name: Sybil E. Veenman

Title: Senior Vice President and General Counsel

Dated: March 28, 2012

**EXHIBIT INDEX**

| <b>Exhibits</b> | <b>Description</b>  |
|-----------------|---|
| 99.1            | Annual Information Form dated as of March 28, 2012  |
| 99.2            | Management's Report on Internal Control Over Financial Reporting  |
| 99.3            | Barrick Gold Corporation's Comparative Audited Consolidated Financial Statements prepared in accordance with International Financial Reporting Standards ( IFRS ), including the Notes thereto, as at December 31, 2011 and 2010 and for the years ended December 31, 2011, 2010 and 2009, together with the Independent Auditors' report thereon |
| 99.4            | Barrick Gold Corporation's Management's Discussion and Analysis (IFRS) for the year ended December 31, 2011   |
| 99.5            | Consent of PricewaterhouseCoopers LLP   |
| 99.6            | Certification of Aaron W. Regent required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of Sarbanes-Oxley Act of 2002  |
| 99.7            | Certification of Jamie C. Sokalsky required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of Sarbanes-Oxley Act of 2002  |
| 99.8            | Certification of Aaron W. Regent pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of Sarbanes-Oxley Act of 2002   |
| 99.9            | Certification of Jamie C. Sokalsky pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of Sarbanes-Oxley Act of 2002   |
| 99.10           | Dodd-Frank Act Disclosure of Mine Safety and Health Administration Safety Data  |