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Headnote

Mutual Reliance Review System for Exemptive Relief Application – relief granted from the requirement to include certain financial statements in a securities exchange takeover bid circular - offeror not able to prepare pro forma financial statements as at the date of its most recent balance sheet included in the circular because target's financial statements filed for that period did not use, and were not reconciled to, the offeror's GAAP - offeror will include pro forma financial statements as of the date of the annual financial statements included in the circular - relief granted from prospectus requirements to permit financial statements included in the circular to comply with NI 52-107 - relief also granted from requirement to file expert's consent when the report of the expert is included in, or accompanies, a takeover bid circular

Applicable British Columbia Provisions

Securities Act, R.S.B.C.1996, c. 418, s. 114

Securities Rules, B.C. Reg. 194/97, s. 171

Form 62-902F, Item 15

IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA, AND NEWFOUNDLAND AND LABRADOR

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF COEUR D'ALENE MINES CORPORATION

MRRS DECISION DOCUMENT

¶ 1 WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, and Newfoundland and Labrador (the “Jurisdictions”) has received an application from Coeur d’Alene Mines Corporation (the “Issuer”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the Issuer be exempt from the requirements in the Legislation to include:

- (a) historical financial statements of the Issuer (the “Issuer’s Statements”) prepared in accordance with US GAAP (defined below) and reconciled to Canadian GAAP with notes that

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- (i) explain, and quantify the effect of, material differences between US GAAP and Canadian GAAP that relate to recognition, measurement and presentation; and
- (ii) provide disclosure consistent with Canadian GAAP to the extent not already reflected in the Issuer's Statements;
- (b) an auditors' report on the Issuer's Statements that discloses any material differences in the form and content of such auditors' report as compared to a Canadian auditors' report and confirming that the auditing standards applied are substantially equivalent to Canadian GAAS;
- (c) a pro forma income statement for the most recently completed interim period of the Issuer for which financial statements are included in the take over bid circular (the "Circular");
- (d) a pro forma balance sheet as at the date of the Issuer's most recent balance sheet included in the Circular; and
- (e) a consent of the Issuer's former auditors Arthur Andersen LLP, to the inclusion of the auditors' report of Arthur Andersen LLP on the financial statements of the Issuer for the year ended December 31, 2001;

(collectively, the "Financial Statement and Consent Requirements")

in the Circular in connection with a proposed share exchange take over bid (the "Bid") for all of the outstanding common shares of Wheaton River Minerals Ltd. ("Wheaton");

- ¶ 2 AND WHEREAS under the Mutual Reliance Review System (the "System"), the British Columbia Securities Commission is the principal regulator for this application;
- ¶ 3 AND WHEREAS unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 *Definitions* or in Agence nationale d'encadrement du secteur financier Notice 14-101;
- ¶ 4 AND WHEREAS the Issuer has represented to the Decision Makers that:
1. the Issuer is incorporated under the laws of Idaho;
 2. the Issuer's common stock is registered under section 12 of the 1934 Act and is listed on the New York Stock Exchange;

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3. the Issuer is not currently a reporting issuer in any of the Jurisdictions;
4. if the Bid is successful, the Issuer will become a reporting issuer in all of the provinces of Canada, and it will apply to list the shares of its common stock on the Toronto Stock Exchange ("TSX");
5. Wheaton is a reporting issuer in each province of Canada, its common shares are listed on the TSX and the American Stock Exchange, and its head office is located in Vancouver, British Columbia;
6. the Issuer's intended acquisition of Wheaton is a probable significant acquisition for the purposes of the prospectus rules, as a result, the Issuer is required under the Legislation to include in the Circular, among other financial information, pro forma income statements of the Issuer for its most recently completed financial year and its most recently completed interim period for which financial statements are included in the Circular, and a pro forma balance sheet as at the date of the Issuer's most recent balance sheet included in the Circular, each giving effect to the probable significant acquisition;
7. the Issuer is also required under the Legislation to file a consent letter from the auditor regarding the inclusion in the Circular of the audited consolidated statements of operations and comprehensive loss, changes in shareholders' equity and cash flows of the Issuer for the year ended December 31, 2001, which was audited by Arthur Andersen LLP;
8. the Issuer's historical financial statements have been prepared in accordance with generally accepted accounting principles in the United States that the SEC has identified as having substantial authoritative support, as supplemented by Regulation S-X and Regulation S-B under the 1934 Act ("US GAAP") and have not been reconciled to Canadian GAAP;
9. Wheaton has publicly filed
 - (a) financial statements for the year ended December 31, 2003 prepared in accordance with Canadian GAAP and reconciled to United States GAAP; and
 - (b) financial statements for the interim period ended March 31, 2004 prepared in accordance with Canadian GAAP only;
10. the most recent period for which there exists financial statements for both the Issuer and Wheaton prepared or reconciled using the same accounting

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principles is the year ended December 31, 2003, as a result, the Issuer cannot prepare a pro forma balance sheet or pro forma income statement as at and for the interim period ended March 31, 2004 using the same accounting principles;

11. on June 3, 2002, Arthur Andersen LLP ceased to practice public accounting, as a result, Arthur Andersen LLP will no longer consent to the use of previously issued auditors' reports for the purposes of securities filings;
 12. following the resignation by Arthur Andersen LLP as auditor, the Issuer appointed KPMG LLP as auditor;
 13. the inability of the Issuer to prepare the required pro forma statements and obtain the Arthur Andersen consent is outside of its control;
 14. the Canadian Securities Administrators ("CSA") issued CSA Staff Notice 43-304, 62-302 and 81-308 Prospectus Filing Matters – Arthur Andersen LLP Consent (the "Andersen Notice") to provide guidance to issuer's with respect to the inclusion in, among other things, securities exchange take-over bid circulars of financial statements previously audited by Arthur Andersen LLP;
 15. in the Andersen Notice, the CSA states that staff will consider applications from issuers to waive the requirement to obtain the consent of Arthur Andersen for audit reports relating to financial statements incorporated by reference in a take-over bid circular, provided that the take-over bid circular includes certain prominent disclosure;
 16. in the absence of the pro forma balance sheet as at March 31, 2004, the Issuer proposes to include a pro forma balance sheet as at December 31, 2003 which will include as a separate pro forma adjustment the U.S.\$180 million debt financing of the Issuer that occurred in the first quarter of 2004 and will include a pro forma income statement for the year ended December 31, 2003 (the "December 2003 Pro Forma Statements"); and
 17. in the absence of a consent from Arthur Andersen LLP, the Issuer proposes to include in the Circular the disclosure set out in Appendix A;
- ¶ 5 AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");
- ¶ 6 AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

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¶ 7 THE DECISION by the Decision Makers in the Jurisdictions under the Legislation is that the Issuer is exempt from the Financial Statement and Consent Requirements in connection with the Bid provided the Issuer includes in the Circular:

- (a) historical financial statements prepared in accordance with the requirements in National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;
- (b) the December 2003 Pro Forma Statements; and
- (c) the disclosure set forth in Appendix A.

¶ 8 DATED August 11, 2004.

Brenda Leong
Director

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Appendix A

Arthur Andersen LLP has advised Coeur that it is no longer engaged in the practice of public accounting in the United States and Canada. Accordingly, Coeur is unable to obtain the consent of Arthur Andersen LLP with respect to the inclusion in the Circular of the auditors' report of Arthur Andersen LLP on the financial statements as at and for the year ended December 31, 2001.

Generally, in accordance with applicable securities legislation, holders of securities may only exercise a statutory right of action against a person or company that has prepared a report, opinion or statement that is included in a take-over bid circular if that person or company has filed a consent in respect of such report, opinion or statement and such right of action may only be exercised in respect of the report, opinion or statement that has been made by such person or company. As a result, the absence of a consent from Arthur Andersen LLP to the inclusion in the Circular of their auditors' report may limit the statutory right of action of Coeur shareholders against Arthur Andersen LLP. Coeur is not aware of the extent to which there may be assets available, if any, to satisfy any judgment against Arthur Andersen LLP.