

KINROSS GOLD CORP
Form F-4/A
April 27, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 27, 2004

SEC F

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
FORM F-4

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

KINROSS GOLD CORPORATION
(Exact name of registrant as specified in its charter)

ONTARIO, CANADA
(State or other jurisdiction of
incorporation or organization)

1041
(Primary Standard Industrial
Classification Code Number)

52ND FLOOR SCOTIA PLAZA, 40 KING STREET WEST
TORONTO, ONTARIO CANADA M5H 3Y2 (416) 365-5123
(Address, including zip code, and telephone number, including area code, of registrant's principal office)

JOHN IVANY
52ND FLOOR SCOTIA PLAZA, 40 KING STREET WEST
TORONTO, ONTARIO CANADA M5H 3Y2 (416) 365-5123
(Name, address, including zip code, and telephone number, including area code, of agent for general solicitation of offers)

COPIES TO:

KEITH L. POPE, ESQ.
PARR WADDOUPS BROWN GEE & LOVELESS
185 SOUTH STATE STREET, SUITE 1300
SALT LAKE CITY, UTAH 84111-1537
TELEPHONE: (801) 532-7840
TELECOPY: (801) 532-7750

JOHN J. HALLE, ESQ.
CHRISTOPHER J. VO
STOEL RIVES LLP
3600 ONE UNION SQ
600 UNIVERSITY ST
SEATTLE, WASHINGT
TELEPHONE: (206)
TELECOPY: (206) 3

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the filing of this registration statement and the completion of the merger between Crown Merger Corporation, a subsidiary of Kinross Gold Corporation, and Crown Resources Corporation.

If this form is filed to register additional securities for an offering pursuant to Rule 433 of the Securities Act, please check the following box and list the Securities Act registration statement number of the offering and the registration statement number for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, please check the following box and list the Securities Act registration statement number of the offering and the registration statement number for the same offering.

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following box and list the Securities Act registration statement number of the earlier effective the same offering. |_|

CALCULATION OF REGISTRATION FEE			
Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price
Common Shares, no par value	14,441,460	\$7.798	\$ 112,614,6

- (1) Based on (i) (a) 20,488,101 shares of common stock, par value \$0.01 per share, of Crown Re ("Crown") outstanding as of December 9, 2003, (b) convertible debt, convertible into 12,32 common stock as of December 9, 2003, (c) warrants to acquire up to 13,413,333 shares of Cr December 9, 2003, and (d) options to acquire 3,379,000 shares of Crown common stock as of an exchange ratio of 0.2911 Kinross Gold Corporation common shares for each share of Crown the merger described herein.
- (2) Pursuant to Rules 457(f)(1) and 457(c) under the Securities Act and solely for the purpose registration fee, the proposed maximum aggregate offering price is equal to the aggregate approximate number of shares of Crown common stock to be converted in the merger (calculat above) based upon a market value of \$2.27 per share of Crown common stock, the average of share of Crown common stock on the OTC Bulletin Board on December 22, 2003.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE N EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PU 8(A), MAY DETERMINE.

This Amendment No. 2 to Form F-4 registration statement is being filed for the sole purpose of including the consent from M. Sharratt to being named as a qualified person in the Proxy Statement/Prospectus included in this registration statement. This consent is included as Exhibit 23.10 to this registration statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the Business Corporations Act (Ontario), a corporation may indemnify a director or officer, a former director or officer or a person who acts or acted at the corporation's request as a director or officer of another corporation of which the corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the corporation or such other

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corporation, if: (1) he or she acted honestly and in good faith with a view to the best interests of the corporation; and (2) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds to believe that his or her conduct was lawful. Any such person is entitled to such indemnity from the corporation if he or she was substantially successful on the merits in his or her defense of the action or proceeding and fulfilled the conditions set out in (1) and (2) above. A corporation may, with the approval of a court, also indemnify any such person in respect of an action by or on behalf of the corporation or such other corporation to procure a judgment in its favor, to which such person is made a party by reason of being or having been a director or officer of the corporation or such other corporation, if he or she fulfills the conditions set out in (1) and (2) above. Kinross' bylaws require Kinross to indemnify the persons permitted to be indemnified by the provisions of the Business Corporations Act (Ontario) summarized above and every other person who properly incurred any liability on behalf of Kinross or acted at Kinross' request.

Insofar as indemnification for liabilities arising under the Securities Act of 1993 may be permitted to directors, officers, and controlling persons pursuant to the foregoing provisions, Kinross has been informed that in the opinion of the Securities and Exchange Commission such indemnification is contrary to public policy as expressed in the Securities Act and, therefore, is unenforceable. (See "ITEM 22. UNDERTAKINGS.")

 ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Copies of the following documents are included as exhibits to this Registration Statement, pursuant to Item 601 of Regulation S-K.

Exhibit No.	SEC Reference No.	Title of Document	

ITEM 2	PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION, OR SUCCESSION		
2.1	(2)	Acquisition Agreement and Plan of Merger, dated as of November 20, 2003, as amended April 7, 2004, among Kinross, Crown Merger, and Crown (included as Appendix A to the Proxy Statement/Prospectus included as part of this registration statement)	Previous
ITEM 3	ARTICLES OF INCORPORATION, BYLAWS		
3.1	(3)	Articles of Amalgamation dated December 31, 2000 (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form 8-A filed on January 31, 2001 by Kinross (File No. 001-13382))	

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3.2	(3)	Articles of Amendment dated January 31, 2003	Previous
3.3	(3)	Bylaws (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form 8-A filed on January 31, 2001 by Kinross (File No. 001-13382))	
ITEM 4 INSTRUMENTS DEFINING THE RIGHTS OF HOLDERS, INCLUDING INDENTURES			

4.1	(4)	Specimen certificate for Kinross common shares (incorporated by reference to Exhibit 3 to the Registration Statement on Form 8-A12B filed on January 29, 2003 by Kinross (File No. 001-13382))	
4.2	(4)	Warrant Indenture by and between Kinross and Computershare Trust Company of Canada dated as of December 5, 2002 (incorporated by reference to Exhibit 4.32 to the Registration Statement on Form F-10 filed on January 23, 2003 by Kinross (File No. 333-102660))	
ITEM 5 OPINION RE: LEGALITY			

5.1	(5)	Opinion of Cassels Brock & Blackwell LLP, regarding legality of common stock	Previous
ITEM 8 OPINION RE: TAX MATTERS			

8.1	(8)	Opinion of Parr Waddoups Brown Gee & Loveless, A Professional Corporation, regarding certain United States federal income tax matters	Previous
8.2	(8)	Opinion of Cassels, Brock & Blackwell LLP, regarding certain Canadian federal tax matters (included in Exhibit 5.1)	Previous
ITEM 10 MATERIAL CONTRACTS			

10.1	(10)	Credit Agreement, dated as of February 1, 2003, among Kinross, Kinross Gold U.S.A., Inc., Fairbanks Gold Mining, Inc. and Round Mountain Gold Corporation, as borrowers, The Bank of Nova Scotia, as co-lead arranger and administrative agent, Societe Generale, as co-lead arranger and syndication agent, and the several lenders from time to time parties thereto	Previous
10.2	(10)	Form of Indemnity Agreement for officers and directors	Previous
10.3	(10)	Form of Severance Agreement between Kinross and each of Robert M. Buchan and Scott A. Caldwell dated May 1, 2000	Previous
10.4	(10)	Form of Severance Agreement between Kinross and each of Brian W. Penny, John W. Ivany, Jerry W. Danni, Christopher T. Hill, Gordon A. McCreary, Shelley M. Riley, Allan D. Schoening, Ronald W. Stewart, and Alan Edwards	Previous

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10.5 (10) Kinross Gold Corporation Share Incentive Plan, May 4, 1995, as amended as of May 8, 1996, further amended as of May 1, 1997, May 28, 1998, May 1, 2000 and July 28, 2000 (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-8 filed on September 29, 2000 by Kinross (File No. 333-12662))

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10.6 (10) Kinross Gold Corporation Restricted Share Plan (incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 filed on July 19, 2001 by Kinross (File No. 333-13744))

10.7 (10) Combination Agreement, dated June 10, 2002 among Kinross, TVX and Echo Bay (incorporated by reference to Exhibit A to the Definitive Proxy Statement on Schedule 14A filed on December 24, 2002 by Echo Bay (File No. 001-08542))

10.8 (10) Amending Agreement to Combination Agreement, dated July 12, 2002 among Kinross, TVX and Echo Bay (incorporated by reference to Exhibit A to the Definitive Proxy Statement on Schedule 14A filed on December 24, 2002 by Echo Bay (File No. 001-08542))

10.9 (10) Amending Agreement to Combination Agreement, dated November 19, 2002 among Kinross, TVX and Echo Bay (incorporated by reference to Exhibit A to the Definitive Proxy Statement on Schedule 14A filed on December 24, 2002 by Echo Bay (File No. 001-08542))

10.10 (10) Kinross Gold Corporation Deferred Share Unit Plan, dated September 30, 2003

Previous

ITEM 21 SUBSIDIARIES OF THE REGISTRANT

21.1 (21) Subsidiaries of Kinross

Previous

ITEM 23 CONSENT OF EXPERTS AND COUNSEL

23.1 (23) Consent of Cassels Brock & Blackwell LLP (included in Exhibit 5.1)

Previous

23.2 (23) Consent of Parr Waddoups Brown Gee & Loveless, A Professional Corporation (included in Exhibit 8.1)

Previous

23.3 (23) Consent of Deloitte & Touche LLP, independent chartered accountants for Kinross

Previous

23.4 (23) Consent of Deloitte & Touche LLP, independent chartered accountants for Crown

Previous

23.5 (23) Consent of PriceWaterhouseCoopers LLP, independent chartered accountants for TVX

Previous

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23.6	(23)	Consent of Ernst & Young LLP, independent chartered accountants for Echo Bay	Previous
23.7	(23)	Consent of Rod Cooper to being named as a qualified person	Previous
23.8	(23)	Consent of A. Still to being named as a qualified person	Previous
23.9	(23)	Consent of A. Cheatle to being named as a qualified person	Previous
23.10	(23)	Consent of M. Sharrat to being named as a qualified person	This Fi
23.11	(23)	Consent of J. Ochoa to being named as a qualified person	Previous

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23.12	(23)	Consent of W. Yamaoka to being named as a qualified person	Previous
23.13	(23)	Consent of Mike Michaud to being named as an expert	Previous
23.14	(23)	Consent of Steffen Robertson and Kirsten to being named as an expert	Previous

ITEM 24 POWER OF ATTORNEY

24.1	(24)	Power of Attorney (contained in the signature pages of this registration statement on Form F-4)	Previous
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ITEM 99 ADDITIONAL EXHIBITS

99.1	(99)	Form of Proxy Card of Crown	Previous
99.2	(99)	Stockholder and Voting Agreement, dated as of November 20, 2003, among Kinross, Zoloto, Solitario, Christopher E. Herald, Mark E. Jones, III, Brian Labadie, James R. Maronick, and Steven A. Webster	Previous
99.3	(99)	Toll Milling Agreement, dated as of November 11, 2003, between Echo Bay Minerals and Crown	Previous
99.4	(99)	Distribution Agreement, dated as of November 20, 2003, among Solitario, Crown, and Kinross	Previous

* To be filed

(b) All financial statement schedules are omitted because they are not applicable or because the information is contained in the Consolidated Financial Statements or the Notes thereto.

ITEM 22. UNDERTAKINGS

The undersigned registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

The registrant undertakes that every prospectus: (i) that is filed pursuant to paragraph (1) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a

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director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada, on the 26th day of April, 2004.

KINROSS GOLD CORPORATION
(Registrant)

By: /s/ Brian W. Penny

Brian W. Penny, Chief Financial Officer
and Vice President Finance

By: /s/ Scott W. Loveless

Scott W. Loveless, Authorized Representative
in the United States

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Robert M. Buchan
(Chief Executive Officer and President) and Director

Brian W. Penny, Chief Financial Officer and
Vice President Finance
(Principal Financial and Accounting Officer)

John A. Brough, Director

Scott A. Caldwell, Director

Arthur H. Ditto, Director

Richard S. Hallisey, Director

John M.H. Huxley, Director

John A. Keyes, Director

George F. Michals, Director

Cameron A. Mingay, Director

John E. Oliver, Director

By: /s/ Brian W. Penny

Brian W. Penny, Attorney-in-Fact
Dated: April 26, 2004