

September 7, 2006

IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
NOVA SCOTIA, MANITOBA AND NEWFOUNDLAND AND LABRADOR  
(the "**Jurisdictions**")

AND

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

AND

IN THE MATTER OF BARRICK GOLD CORPORATION  
( "**Barrick**" or the "**Applicant**" )

**MRRS DECISION DOCUMENT**

**Background**

1. The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Applicant for a decision (the "**Requested Relief**") under the securities legislation of the Jurisdictions (the "**Legislation**") that the Applicant be exempt in all of the Jurisdictions from the requirement under the Legislation that the offer or circular in respect of a take-over bid to acquire all of the outstanding common shares of Pioneer Metals Corporation ("**Pioneer**") contain a summary of a formal valuation of the offeree issuer (the "**Valuation Requirement**").
2. Under the Mutual Reliance Review System for Exemptive Relief Applications (the "**MRRS**"):
  - (a) the Nova Scotia Securities Commission is the principal regulator for this application; and
  - (b) this MRRS decision document evidences the decision of each Decision Maker.

**Interpretation**

3. Defined terms contained in National Instrument 14-101 – *Definitions* have the same meaning in this decision unless they are defined in this decision.

## Representations

4. This decision is based on the following facts represented by the Applicant:
- (a) Barrick is an Ontario corporation existing under the *Business Corporations Act* (Ontario). Barrick's head office and principal place of business is BCE Place, TD Canada Trust Tower, Suite 3700, 161 Bay Street, P.O. Box 212, Toronto, Ontario, Canada M5J 2S1.
  - (b) Barrick is a reporting issuer or the equivalent in each of the jurisdictions in Canada and is not on the lists of defaulting reporting issuers maintained pursuant to the legislation of the jurisdictions.
  - (c) Barrick's common shares (the "**Barrick Common Shares**") are listed and posted for trading on the New York Stock Exchange and the Toronto Stock Exchange (the "**TSX**") under the symbol "ABX". The Barrick Common Shares also trade on the London Stock Exchange, the SWX Swiss Exchange and Euronext-Paris.
  - (d) On July 24, 2006, Barrick announced its intention to make an offer (the "**Pioneer Offer**") to acquire all of the outstanding common shares (the "**Pioneer Common Shares**") of Pioneer at a price of Cdn.\$1.00 cash per Pioneer Common Share. On August 4, 2006, Barrick commenced the Pioneer Offer by filing and mailing a take-over bid circular (the "**Pioneer Offer and Circular**") setting out the terms of the Pioneer Offer. The Pioneer Offer and Circular was delivered to holders of Pioneer Common Shares on August 4, 2006.
  - (e) None of the officers or directors of Barrick is, or ever has been, an officer or director of Pioneer. Neither Barrick, nor any persons acting jointly or in concert with Barrick, beneficially own or control any Pioneer Common Shares and therefore the Pioneer Offer is not an "insider bid" for the purposes of the Legislation.
  - (f) Neither Barrick, any of its directors or officers nor any joint actor with Barrick has, after reasonable inquiry, knowledge of any material information concerning Pioneer or its securities that has not been generally disclosed and therefore, Barrick lacks the information that would enable it to comply with the Valuation Requirement in respect of the Pioneer Offer.
  - (g) The Pioneer Offer is being made in compliance with the take-over bid requirements of the Legislation and the applicable take-over bid requirements of the other Canadian jurisdictions where registered holders of Pioneer Common Shares are located.
  - (h) Barrick anticipates that a business combination or going private transaction will follow the Pioneer Offer for the purposes of the Legislation if a compulsory acquisition transaction cannot be or otherwise is not completed under the *Business Corporations Act* (British Columbia).

- (i) In connection with any business combination or going private transaction which follows the Pioneer Offer, Barrick will be subject to the provisions of the Legislation and Ontario Securities Commission Rule 61-501 – *Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions* ("**Rule 61-501**") and Québec Regulation Q-27 – *Respecting Protection of Minority Securityholders in the Course of Certain Transactions* ("**Regulation Q-27**"), which require formal valuations in connection with business combinations or going private transactions unless an exemption is available or granted. In connection with any Subsequent Acquisition Transaction, as described in the Pioneer Offer and Circular, Barrick intends to rely on the exemption available under subparagraph 4.4(1)5 of Rule 61-501 and the equivalent exemption in Regulation Q-27, in that:
- (i) the business combination of Pioneer will be effected by Barrick or an affiliate(s) of Barrick following the formal bid constituted by the Pioneer Offer and will be in respect of the Pioneer Common Shares for which the Pioneer Offer was made and that were not acquired in the Pioneer Offer;
  - (ii) the business combination will be completed no later than 120 days after the date of expiry of the Pioneer Offer;
  - (iii) the consideration per Pioneer Common Share paid by Barrick or an affiliate of Barrick in the business combination will be (A) at least equal in value to the consideration per Pioneer Common Share that is being paid by Barrick under the Pioneer Offer; and (B) in the same form as the consideration per Pioneer Common Share being paid by Barrick under the Pioneer Offer;
  - (iv) the intent of Barrick to effect a business combination is disclosed in the Pioneer Offer and Circular; and
  - (v) the Pioneer Offer and Circular discloses:
    - (A) that if Barrick acquires Pioneer Common Shares under the Pioneer Offer, Barrick intends to acquire the remainder of the outstanding Pioneer Common Shares by Compulsory Acquisition or Subsequent Acquisition Transaction, both as described in the Pioneer Offer and Circular; and
    - (B) the expected tax consequences of the Pioneer Offer and the Subsequent Acquisition Transaction, to the extent currently known to Barrick.
- (j) In those provinces of Canada that have a formal valuation requirement under their respective securities legislation, other than the Jurisdictions, an exemption from the formal valuation requirement, similar to that under subparagraph 4.4(1)5 of Rule 61-501, as described above, is available.

**Decision**

5. 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.
6. The decision of the Decision Makers pursuant to the Legislation is that the Requested Relief is granted provided that the Applicant complies with the other requirements in the Legislation applicable to formal take-over bids.

“R. Daren Baxter”

R. Daren Baxter

Vice-Chairman, Nova Scotia Securities Commission