BARRICK GOLD CORP
Form F-10/A
September 15, 2009
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As filed with the Securities and Exchange Commission on September 15, 2009.

Registration No. 333-161788

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3 TO

FORM F-10

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

BARRICK GOLD CORPORATION

(Exact name of Registrant as specified in its charter)

Ontario	**1040**	**Not Applicable**
(Province or other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

Brookfield Place, TD Canada Trust Tower, Suite 3700

161 Bay Street, P.O. Box 212

Toronto, Ontario Canada M5J 2S1

(800) 720-7415

(Address and telephone number of Registrant s principal executive offices)

CT Corporation System

111 Eighth Avenue, New York, NY 10011

(212) 894-8700

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

Copies to:

Christopher J. Cummings	Kevin Thomson	Christopher W. Morgan	Douglas R. Marshall
Shearman & Sterling LLP	Davies Ward Phillips & Vineberg LLP	Riccardo A. Leofanti	Osler, Hoskin & Harcourt LLP
Commerce Court West	P.O. Box 63, 44th Floor	Skadden, Arps, Slate, Meagher & Flom LLP 222 Bay Street, Suite 1750	P.O. Box 50, Suite 6100
199 Bay Street, Suite 4405	1 First Canadian Place	P.O. Box 258	1 First Canadian Place
Toronto, Ontario,	Toronto, Ontario,	Toronto, Ontario,	Toronto, Ontario,
Canada M5L 1E8	Canada M5X 1B1	Canada M5K 1J5	Canada M5X 1B8
(416) 360-8484	(416) 863-0900	(416) 777-4700	(416) 362-2111

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after this Registration Statement becomes effective.

Province of Ontario, Canada

(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box):

A. x Upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).

B. ¨ At some future date (check the appropriate box below):

1. ¨ pursuant to Rule 467(b) on ( ) at ( ) (designate a time not sooner than 7 calendar days after filing).
2. ¨ pursuant to Rule 467(b) on ( ) at ( ) (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on ( ).
3. ¨ pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
4. ¨ after the filing of the next amendment to this Form (if preliminary material is being filed).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction s shelf prospectus offering procedures, check the following box. ¨

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PART I

INFORMATION REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS

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BARRICK GOLD CORPORATION

US$4,026,164,375

108,962,500 Common Shares

This offering (**Offering**) of common shares (**Common Shares**) of Barrick Gold Corporation (**Barrick**) consists of 108,962,500 Common Shares (which includes the 14,212,500 Common Shares subject to the Over-Allotment Option (as defined below) which was exercised in full by the Underwriters (as defined below) on September 10, 2009) at a price of US$36.95 per Common Share.

The Common Shares are listed on the Toronto Stock Exchange (the **TSX**) and on the New York Stock Exchange (the **NYSE**) under the trading symbol ABX . On September 14, 2009, the last reported sale price for a Common Share was Cdn.$40.51 on the TSX and US$37.39 on the NYSE. The TSX has conditionally approved the listing of the Common Shares distributed under this short form prospectus, subject to Barrick fulfilling all of the requirements of the TSX on or before December 8, 2009. In addition, Barrick has applied to list the Common Shares distributed under this short form prospectus on the NYSE. This listing will be subject to Barrick fulfilling all of the listing requirements of the NYSE.

You should carefully review and evaluate certain risk factors before purchasing the Common Shares. See Risk Factors , beginning on page 1 of this prospectus.

All dollar amounts in this prospectus are in United States dollars, unless otherwise indicated. See Exchange Rate Information .

	Per Share	Total(1)
Public Offering Price	US$ 36.95	US$ 4,026,164,375
Underwriters Fee	US$ 1.29	US$ 140,915,753
Proceeds, before expenses, to Barrick	US$ 35.66	US$ 3,885,248,622

(1) Includes the Underwriters exercise of the Over-Allotment Option (as defined below).

We previously granted to RBC Dominion Securities Inc., Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Scotia Capital Inc., BMO Nesbitt Burns Inc., BNP Paribas (Canada) Securities Inc., CIBC World Markets Inc., Citigroup Global Markets Canada Inc., Goldman, Sachs & Co., Merrill Lynch Canada Inc., UBS Securities Canada Inc., Barclays Capital Inc., Credit Suisse Securities (Canada), Inc., HSBC Securities (Canada) Inc., ING Bank N.V., Mitsubishi UFJ Securities (USA), Inc., National Bank Financial Inc., TD Securities Inc., Brookfield Financial Corp., Canaccord Capital Corporation, Cormark Securities Inc., Dundee Securities Corporation, Genuity Capital Markets, GMP Securities L.P., Haywood Securities Inc., Research Capital Corporation, RBS Capital Markets (Canada) Limited, Salman Partners Inc. and Thomas Weisel Partners Canada Inc. (collectively, the **Underwriters**) a 30-day option from the closing date of this Offering (the **Closing Date**) to purchase up to an additional 14,212,500 Common Shares to cover over-allotments, if any (the **Over-Allotment Option**). On September 10, 2009, the Underwriters delivered notice of their exercise of the Over-Allotment Option in full.

Delivery of the Common Shares, including the Common Shares to be delivered pursuant to the Underwriters exercise of the Over-Allotment Option, is expected to occur on or about September 23, 2009.

Neither the U.S. Securities and Exchange Commission, the Ontario Securities Commission nor any state or other securities commission has approved or disapproved of the Common Shares or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offence.

We are permitted, under a multi-jurisdictional disclosure system adopted by the United States and Canada, to prepare this prospectus in accordance with Canadian disclosure requirements. Prospective purchasers in the United States should be aware that such

requirements are different from those of the United States.

Owning the Common Shares may subject you to tax consequences both in the United States and Canada. Such tax consequences may not be described fully herein. You should read the tax discussion beginning on page 12 of this prospectus.

Your ability to enforce civil liabilities under United States federal securities laws may be affected adversely by the fact that Barrick is a corporation existing under the laws of the Province of Ontario, Canada, some of the officers and directors of Barrick and some of the experts named in this prospectus are residents of Canada, and a majority of Barrick s assets and the assets of those officers, directors and experts are located outside of the United States.

Joint Book-Running Managers

RBC Capital Markets *Global Coordinator and Stabilization Agent*	**Morgan Stanley**	**J.P. Morgan**	**Scotia Capital**

BMO Capital Markets **BNP PARIBAS** **CIBC** **Citi**
Goldman, Sachs & Co. **BofA Merrill Lynch** **UBS Investment Bank**
Barclays Capital **Credit Suisse** **HSBC** **ING**
Mitsubishi UFJ Securities **NBF Securities (USA) Corp.** **TD Securities**
Brookfield **Canaccord** **Cormark Securities** **Dundee**
Genuity Capital Markets
Financial Corp. **Capital Corporation** **(USA) Limited** **Securities Inc.** **(USA) Corp.**
GMP **Haywood Securities Inc.** **Research Capital (USA) Inc.** **RBS** **Salman Partners** **Thomas Weisel**
Securities L.P. **Partners LLC**

The date of this prospectus is September 15, 2009

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IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS

You should rely only on the information contained in this short form prospectus or incorporated by reference in this short form prospectus. We have not, and the Underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the Underwriters are not, making an offer to sell the Common Shares in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this short form prospectus or in any document incorporated or deemed to be incorporated by reference in this short form prospectus is accurate only as of the respective date of the document in which such information appears.

Barrick presents its financial statements in U.S. dollars and its financial statements are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). Unless otherwise indicated, financial information in this short form prospectus has been prepared in accordance with U.S. GAAP and thus may not be comparable to financial data prepared by other Canadian companies.

In this short form prospectus, references to Barrick , we , us and our refer to Barrick Gold Corporation and/or, as applicable, one or more of its subsidiaries.

Unless otherwise indicated, all references to $, US$ or dollars in this short form prospectus refer to United States dollars. References to Cdn.$ this short form prospectus refer to Canadian dollars. See Exchange Rate Information .

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information contained or incorporated by reference in this short form prospectus, including any information as to our strategy, projects, plans or future financial or operating performance and other statements that express our expectations or estimates of future performance, constitute forward-looking statements . All statements, other than statements of historical fact, are forward-looking statements. The words believe , expect , will , anticipate , contemplate , target , plan , continue , budget , may , intend , estimate and simi forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic and competitive uncertainties and contingencies. We caution the reader that such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual financial results, performance or achievements to be materially different from our estimated future results, performance or achievements expressed or implied by those forward-looking statements and the forward-looking statements are not guarantees of future performance. These risks, uncertainties and other factors include, but are not limited to: the impact of global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on projected future cash flows; changes in the worldwide price of gold, copper or certain other commodities (such as silver, fuel and electricity); fluctuations in currency markets; changes in U.S. dollar interest rates or gold lease rates; risks arising from holding derivative instruments; the ability to successfully complete announced transactions and integrate acquired assets; legislative, political or economic developments in the jurisdictions in which we carry on business; operating or technical difficulties in connection with mining or development activities; employee relations; availability and costs associated with mining inputs and labour; the speculative nature of exploration and development, including the risks of obtaining necessary licenses and permits and diminishing quantities or grades of reserves; changes in costs and estimates associated with our projects; adverse changes in our credit rating, level of indebtedness and liquidity; contests over title to properties, particularly title to undeveloped properties; and the risks involved in the exploration, development and mining business. All of the forward-looking statements made in this short form prospectus are qualified by these cautionary statements. Specific reference is made to Narrative Description of the Business Mineral Reserves and Mineral Resources and Risk Factors in the Annual Information Form (as defined below) and to the Annual Management s Discussion and Analysis and the Interim Management s Discussion and Analysis (each as defined below), each of which is incorporated by reference herein, and to the section Risk Factors in this short form prospectus, for a discussion of some of the factors underlying forward-looking statements. Barrick disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

NOTICE REGARDING PRESENTATION

OF OUR MINERAL RESERVE AND MINERAL RESOURCE ESTIMATES

Our mineral reserves have been calculated in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (**NI 43-101**), as required by Canadian securities regulatory authorities. For United States reporting purposes, Industry Guide 7 (under the U.S. Securities Exchange Act of 1934, as amended (the **Exchange Act**)), as interpreted by the Staff of the U.S. Securities and Exchange Commission (the **SEC**), applies different standards in order to classify mineralization as a reserve. For U.S. reporting purposes, as at December 31, 2008, the mineralization at Cerro Casale was classified as mineralized material and approximately 600,000 ounces of mineralization at Pueblo Viejo (Barrick s 60% interest) classified as reserves under NI 43-101 were classified as mineralized material. In addition, while the terms measured , indicated and inferred mineral resources are required pursuant to NI 43-101, the SEC does not recognize such terms. Canadian standards differ significantly from the requirements of the SEC, and mineral resource information contained herein and in the documents incorporated herein by reference is not comparable to similar information regarding mineral reserves disclosed in accordance with the requirements of the SEC. Investors should understand that inferred mineral resources have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. In addition, investors are cautioned not to assume that any part or all of our mineral resources constitute or will be converted into reserves.

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ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES

Barrick is a corporation existing under the laws of the Province of Ontario, Canada. A majority of our assets are located outside of the United States. In addition, some of our directors and officers and most of the experts named in this short form prospectus are resident outside the United States, and a majority of their assets are located outside of the United States. As a result, it may be difficult for United States investors to effect service of process within the United States upon those directors, officers or experts who are not residents of the United States, or to realize in the United States upon judgments of courts of the United States predicated upon civil liability of such directors, officers or experts under United States federal securities laws. We have been advised by Davies Ward Phillips & Vineberg LLP, our Canadian counsel, that a judgment of a U.S. court predicated solely upon civil liability provisions of United States federal securities laws would probably be enforceable in Ontario if the U.S. court in which the judgment was obtained had a basis for jurisdiction in the matter that was recognized by an Ontario court for such purposes. We have also been advised by such counsel, however, that there is substantial doubt whether an action could be brought in Ontario in the first instance on the basis of liability predicated solely upon United States federal securities laws.

We have filed with the SEC, concurrently with the filing of the registration statement on Form F-10 relating to this Offering, an appointment of agent for service of process on Form F-X. Under the Form F-X, we appointed CT Corporation System as our agent for service of process in the United States in connection with any investigation or administrative proceeding conducted by the SEC and any civil suit or action brought against or involving us in a United States court arising out of or related to or concerning this Offering.

EXCHANGE RATE INFORMATION

The following table sets forth, for each of the periods indicated, the period end noon exchange rate, the average noon exchange rate and the high and low noon exchange rates of one United States dollar in exchange for Canadian dollars as reported by the Bank of Canada.

	Year ended December 31, 2008	2007	2006	Six months ended June 30, 2009
High	Cdn.$ 1.2969	Cdn.$ 1.1853	Cdn.$ 1.1726	Cdn.$ 1.3000
Low	Cdn.$ 0.9719	Cdn.$ 0.9170	Cdn.$ 1.0990	Cdn.$ 1.0827
Average	Cdn.$ 1.0660	Cdn.$ 1.0748	Cdn.$ 1.1342	Cdn.$ 1.2062
Period End	Cdn.$ 1.2246	Cdn.$ 0.9881	Cdn.$ 1.1653	Cdn.$ 1.1625

The noon exchange rate on September 14, 2009 as reported by the Bank of Canada for the conversion of United States dollars into Canadian dollars was $1.00 equals Cdn.$1.0857.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of Barrick, filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada and filed with or furnished to the SEC, are specifically incorporated by reference in this short form prospectus:

(a) annual information form dated as of March 30, 2009 (the **Annual Information Form**) for the year ended December 31, 2008;

(b) annual audited consolidated financial statements of Barrick for the year ended December 31, 2008, including consolidated balance sheets as at December 31, 2008 and December 31, 2007 and consolidated statements of income, cash flow, shareholders equity and comprehensive income for each of the years in the three-year period ended December 31, 2008 and related notes (the **Audited Financial Statements**), together with the auditors report thereon;

(c) management s discussion and analysis in respect of the Audited Financial Statements (the **Annual Management s Discussion and Analysis**);

(d) management information circular filed on March 24, 2009, in connection with the annual meeting of shareholders held on April 29, 2009;

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(e) interim unaudited consolidated financial statements of Barrick for the three and six months ended June 30, 2009, including consolidated balance sheets as at June 30, 2009 and December 31, 2008 and consolidated statements of income, cash flow, equity and comprehensive income for the three and six months ended June 30, 2009 and June 30, 2008 and related notes (the **Interim Financial Statements**);

(f) management s discussion and analysis in respect of the Interim Financial Statements (the **Interim Management s Discussion and Analysis**);

(g) material change report of Barrick dated March 19, 2009 regarding its entering into an underwriting agreement with certain underwriters for the issuance by Barrick of $750 million in aggregate principal amount of 6.950% notes due 2019; and

(h) material change report of Barrick dated September 15, 2009 regarding this Offering and the planned elimination of Barrick s fixed price (non-participating) gold contracts and a portion of Barrick s floating spot-price (fully-participating) gold contracts.

Any annual information form, annual financial statements (including the auditors report thereon), interim financial statements, management s discussion and analysis, material change report (excluding any confidential material change reports), business acquisition report or information circular that Barrick files with any securities commission or similar regulatory authority in Canada after the date of this short form prospectus and prior to the termination of this Offering will be incorporated by reference in this short form prospectus and will automatically update and supersede information contained or incorporated by reference in this short form prospectus. In addition, any report filed or furnished by Barrick with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act or submitted to the SEC pursuant to Rule 12g3-2(b) under the Exchange Act, after the date of this short form prospectus and prior to the termination of this Offering, shall be deemed to be incorporated by reference into this short form prospectus and the registration statement of which the short form prospectus forms a part, if and to the extent expressly provided in such report.

Any statement contained in this short form prospectus or in a document incorporated or deemed to be incorporated by reference in this short form prospectus shall be deemed to be modified or superseded for the purposes of this short form prospectus to the extent that a statement contained in this short form prospectus or in any subsequently filed document which also is or is deemed to be incorporated by reference in this short form prospectus modifies or supersedes that statement. Any statement so modified or superseded shall not constitute a part of this short form prospectus except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

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WHERE YOU CAN FIND MORE INFORMATION

Barrick will provide to each person, including any beneficial owner, to whom this short form prospectus is delivered, without charge, upon request to the Secretary of Barrick at Brookfield Place, TD Canada Trust Tower, PO Box 212, Suite 3700, 161 Bay Street, Toronto, Ontario, Canada, M5J 2S1, (416) 861-9911, copies of the documents incorporated by reference in this short form prospectus.

Barrick files certain reports with and furnishes other information to each of the SEC and the provincial and territorial securities regulatory authorities of Canada. Barrick s SEC file number is 1-9059. Under a multijurisdictional disclosure system adopted by the United States and Canada, such reports and other information may be prepared in accordance with the disclosure requirements of the provincial and territorial securities regulatory authorities of Canada, which requirements are different from those of the United States. As a foreign private issuer, Barrick is exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and Barrick s officers and directors are exempt from the reporting and short swing profit recovery provisions contained in Section 16 of the Exchange Act. Barrick s reports and other information filed with or furnished to the SEC since June 2002 are available, and Barrick s reports and other information filed or furnished in the future with or to the SEC will be available, from the SEC s Electronic Document Gathering and Retrieval System (www.sec.gov), which is commonly known by the acronym EDGAR , as well as from commercial document retrieval services. You may also read (and by paying a fee, copy) any document Barrick files with or furnishes to the SEC at the SEC s public reference room in Washington, D.C. (100 F Street N.E., Washington, D.C. 20549). Please call the SEC at 1-800-SEC-0330 for more information on the public reference room. You may also inspect Barrick s SEC filings at the NYSE, 20 Broad Street, New York, New York 10005. Barrick s Canadian filings are available on the System for Electronic Document Analysis and Retrieval (**SEDAR**) over the Internet at www.sedar.com.

Barrick has filed with the SEC under the United States Securities Act of 1933, as amended (the **U.S. Securities Act**), a registration statement on Form F-10 relating to the securities being offered hereunder and of which this short form prospectus forms a part. This short form prospectus does not contain all of the information set forth in such registration statement, certain items of which are contained in the exhibits to the registration statement as permitted or required by the rules and regulations of the SEC. Items of information omitted from this short form prospectus but contained in the registration statement will be available on the SEC s website at www.sec.gov.

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RISK FACTORS

Before making an investment decision, prospective purchasers should carefully consider the risks and uncertainties described below and under the heading Risk Factors in the Annual Information Form, which is incorporated by reference herein, as well as the other information contained in or incorporated by reference in this short form prospectus. These risks and uncertainties are not the only ones that we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of the possibilities described in such risks actually occur, our business, financial condition and operating results could be materially harmed.

Risks and Other Considerations Related to this Offering

The Common Shares are Subject to Market Price Volatility

The market price of the Common Shares may be adversely affected by a variety of factors relating to our business, including fluctuations in our operating and financial results, the results of any public announcements made by us and our failure to meet analysts expectations. In addition, the market price and trading volume of securities of mining companies have experienced substantial volatility in the past, sometimes based on factors unrelated to the financial performance or prospects of the companies involved. These factors include general fluctuations in the stock market, changes in global financial markets, general market conditions, macroeconomic developments in countries where such companies carry on business and globally, and market perceptions of the attractiveness of particular industries. The stock markets in general have recently experienced extreme volatility. This volatility may adversely affect the market price of the Common Shares. The market price of the Common Shares is also likely to be significantly affected by changes in gold, copper and other commodity prices, other precious metal prices and other mineral prices, currency exchange fluctuations and the political and regulatory environment in countries in which we do business and globally.

Potential Dilution

Our articles of amalgamation allow us to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as shall be established by our Board of Directors, in many cases, without the approval of our shareholders. As part of this Offering, we expect to issue 108,962,500 Common Shares (which number includes the 14,212,500 Common Shares to be issued as a result of the exercise of the Over-Allotment Option in full by the Underwriters on September 10, 2009). In addition, as at June 30, 2009, there were 13,198,515 Common Shares issuable upon the exercise of outstanding stock options of Barrick at prices ranging from Cdn.$15.31 to Cdn.$32.32 and $8.96 to $41.08, and 10,099,239 Common Shares issuable upon the conversion of convertible debentures. Except as described under the heading Plan of Distribution , we may issue additional Common Shares in subsequent offerings (including through the sale of securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable for Common Shares. We may also issue Common Shares to finance future acquisitions and other projects. We cannot predict the size of future issuances of Common Shares or the effect that future issuances and sales of Common Shares will have on the market price of the Common Shares. Issuances of a substantial number of additional Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for our Common Shares. With any additional issuance of Common Shares, investors will suffer dilution to their voting power and we may experience dilution in our earnings per share.

Dividends

Holders of Common Shares are entitled to receive dividends if, as and when declared by our Board of Directors out of funds legally available for such payments. The *Business Corporations Act* (Ontario) provides that a corporation may not declare or pay a dividend if there are reasonable grounds for believing that the corporation is, or would be after the payment of the dividend, unable to pay its liabilities as they become due or the realizable value of its assets would thereby be less than the aggregate of its liabilities and stated capital of all classes of shares of its capital. Furthermore, holders of Common Shares may be subject to the prior dividend rights of holders of our preferred shares, if any, then outstanding. Our ability to pay dividends will be subject to our future earnings, capital requirements and financial condition, as well as compliance with covenants and financial ratios relating to existing or future indebtedness. Although we have historically declared semi-annual cash dividends on the Common Shares, we are not required to do so and our Board of Directors may reduce, defer or eliminate our Common Share dividend in the future.

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BARRICK

Overview

We are a leading international gold company. Barrick entered the gold mining industry in 1983 and is now the largest gold mining company in the world in terms of production, reserves and market capitalization. We have operating mines and projects in Canada, the United States, Dominican Republic, Australia, Papua New Guinea, Peru, Chile, Argentina, Pakistan, Russia, South Africa and Tanzania. Our principal products and sources of earnings are gold and copper.

Barrick is a corporation governed by the *Business Corporations Act* (Ontario) resulting from the amalgamation, effective July 14, 1984 under the laws of the Province of Ontario, of Camflo Mines Limited, Bob-Clare Investments Limited and the former Barrick Resources Corporation. By articles of amendment effective December 9, 1985, Barrick changed its name to American Barrick Resources Corporation. Effective January 1, 1995, as a result of an amalgamation with a wholly-owned subsidiary, Barrick changed its name from American Barrick Resources Corporation to Barrick Gold Corporation. In connection with its acquisition of Placer Dome Inc., Barrick amalgamated with Placer Dome Inc. pursuant to articles of amalgamation dated May 9, 2006. On January 1, 2009, Barrick amalgamated with its wholly-owned subsidiary, Arizona Star Resource Corp. Barrick s head and registered office is located at Brookfield Place, TD Canada Trust Tower, 161 Bay Street, Suite 3700, Toronto, Ontario, M5J 2S1.

Barrick reported 2008 gold production of 7.7 million ounces and expects 2009 gold production to be 7.2 to 7.6 million ounces. Barrick expects gold production in 2010 to grow to 7.7 to 8.1 million ounces at lower total cash costs than 2009. At full capacity, Cortez Hills, Pueblo Viejo, Pascua-Lama and the new Buzwagi mines are expected to collectively contribute 2.6 million ounces of average annual gold production at lower total cash costs than the current Barrick profile.

Recent Developments

Planned Elimination of Gold Hedges

On September 8, 2009, the Board of Directors of Barrick approved the elimination of its fixed price (non-participating) gold contracts (the **Gold Hedges**) within the next 12 months using approximately $1.9 billion of the net proceeds of this Offering. The Board also approved the use of the remaining net proceeds of this Offering to eliminate a portion of its floating spot-price (fully-participating) gold contracts (the **Floating Contracts** and, together with the Gold Hedges, the **Gold Sales Contracts**).

Barrick made this strategic decision to gain full leverage to the gold price on all future production due to:

- an increasingly positive outlook on the gold price. Barrick expects global monetary and fiscal reflation will be necessary for years to come, resulting in an increased risk of higher inflation and a future negative impact on the value of global currencies; and

- continuing robust gold supply/demand fundamentals.

In addition, Barrick believes that the Gold Hedges and the Floating Contracts were adversely impacting Barrick s appeal to the broader investment community and hence, its share price performance.

As at September 7, 2009, Barrick s Gold Sales Contracts totalled 9.5 million ounces with a mark-to-market (**MTM**) position of negative $5.6 billion (calculated at a spot gold price of $993 per ounce).

Barrick s Gold Hedges consist of 3.0 million ounces of fixed price contracts where Barrick does not participate in gold price movements. These Gold Hedges had a negative MTM of $1.9 billion as of September 7, 2009. Under the terms of the Gold Hedges, Barrick could purchase gold in the open market or deliver physical gold into these contracts in order to terminate them. Within the next 12 months, Barrick expects that, on an opportunistic basis, it will purchase these ounces in the open market and/or deliver gold from its own production in a manner which will seek to minimize the costs of settlement. These ounces will then be delivered against the Gold Hedges in order to terminate them. The cost of eliminating a Gold Hedge is approximately equal to the MTM position of that contract at the time of its elimination. A $10 per ounce increase or decrease in the spot gold price will result in an increase or decrease in the MTM liability of $30 million on the 3.0 million ounces of Gold Hedges. In addition, the MTM position is also

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impacted by changes in U.S. dollar interest rates and gold lease rates but such impact is not material when compared to the impact of the change in the gold price.

In addition, Barrick has 6.5 million ounces of Floating Contracts which fully participate in gold price movements. Accordingly, the $3.7 billion negative MTM position (as of September 7, 2009) of the Floating Contracts does not change with gold prices. Accordingly, the obligation under the Floating Contracts is economically similar to a fixed U.S. dollar obligation. No activity in the gold market is required to settle the Floating Contracts. The remaining balance of the Floating Contracts (after application of the net proceeds of this Offering not applied to eliminate the Gold Hedges) with a MTM position of negative $1.7 billion (as of September 7, 2009) will be compared to alternative sources of debt financing and is expected to be repaid or refinanced to the extent that more attractive sources of debt capital are available. The Floating Contracts are non-amortizing and primarily have 10-year terms with a current weighted average financing charge of approximately 5%. The MTM position of the Floating Contracts is impacted by changes in U.S. dollar interest rates but such impact is not material when compared to the impact of the change in the gold price on the Gold Hedges.

To date, the Gold Sales Contracts have been accounted for as normal sales under US GAAP, wherein the impact is recorded in Barrick s financial statements as revenue on delivery of gold production under the contracts at the contracted price. Gold Sales Contracts were not recorded as assets or liabilities on the balance sheet prior to delivery and the MTM has been disclosed on a quarterly basis in Barrick s management s discussion and analysis. In light of Barrick s decision to eliminate the contracts, the current MTM of about negative $5.6 billion (as of September 7, 2009) will be recorded on the balance sheet as a liability with a corresponding charge to earnings in the third quarter of 2009. Until elimination, any changes in the MTM from quarter to quarter will be recorded in Barrick s income statement. The MTM liability will be extinguished as the contracts are eliminated and all settlements will be classified within operating cash flow. Settlements are expected to occur subsequent to the end of the third quarter of 2009.

Sale of an amount equivalent to 25% of Pascua-Lama Silver to Silver Wheaton Corp.

On September 8, 2009, Barrick announced that it and its wholly-owned subsidiary, Barrick International Bank Corp. (**BIBC**), have entered into an agreement with Silver Wheaton Corp. and its wholly-owned subsidiary (together, **Silver Wheaton**) to sell an amount equivalent to 25% of the life-of-mine silver production from the Pascua-Lama project and to 100% of silver production from the Lagunas Norte, Pierina and Veladero mines until project completion at Pascua-Lama. Barrick will receive a cash deposit of $625 million payable over three years as well as ongoing payments for each ounce of silver delivered under the agreement.

Silver Wheaton will make an immediate cash deposit of $212.5 million and three further deposits of $137.5 million on the first, second and third anniversaries of the closing of the transaction, which is expected to occur on or about September 22, 2009, so long as development of Pascua-Lama is continuing and certain other conditions are met. BIBC will commence the sale of silver based on production figures from the Lagunas Norte, Pierina and Veladero mines with an effective date of September 1, 2009, and silver sales will be based on production figures from Pascua-Lama upon the later of January 1, 2014 or project completion. Silver Wheaton will buy the silver at a purchase price equal to the prevailing market price by payment of up to $3.90 per ounce in cash (subject to a 1% annual inflation adjustment starting three years after achieving project completion at Pascua-Lama) and, in the event the prevailing market price exceeds $3.90 per ounce, by crediting the difference between $3.90 per ounce and the market price against the deposit. Once the deposit has been reduced to nil in this way, Silver Wheaton will purchase each additional ounce of silver at a purchase price equal to the lesser of the prevailing market price and $3.90. The remaining 75% of silver production from Pascua-Lama is expected to be sold at market prices.

In certain circumstances, including failure to achieve project completion and customary events of default, the agreement may be terminated. In such an event, Barrick may be required to return to Silver Wheaton the remaining uncredited balance of the upfront cash deposit.

Philippines Litigation

On August 5, 2009, Barrick Gold Inc. was purportedly served in Ontario with a complaint filed on November 25, 2008 in the Regional Trial Court of Boac, on the Philippine island of Marinduque, on behalf of two named individuals and purportedly on behalf of the approximately 200,000 residents of Marinduque. The complaint alleges injury to the economy and the ecology of Marinduque as a result of the discharge of mine tailings from the Marcopper mine into the Calancan Bay, the Boac River, and the Mogpog River. The plaintiffs are claiming for abatement of a public nuisance allegedly caused by the tailings discharge and for nominal damages for an alleged violation of their constitutional right to a balanced and healthful ecology. The Marcopper mine was owned and operated by Marcopper Mining Corporation (**Marcopper**). Placer Dome Inc., which was acquired by Barrick in 2006, indirectly owned a minority shareholding of 39.9% in Marcopper until the divestiture of its shareholding in 1997. The complaint names Placer Dome Inc. and Barrick Gold Inc. as defendants; however, service has only been attempted on Barrick Gold Inc. at this time. Barrick Gold Inc. intends to move to dismiss the complaint on a variety of grounds and to otherwise defend the action vigorously.

CONSOLIDATED CAPITALIZATION

The following table sets forth the cash and cash equivalents and the consolidated capitalization of Barrick (1) as at June 30, 2009, the date of Barrick s most recently filed financial statements, and (2) as at June 30, 2009 after giving effect to the Offering (including the Common Shares to be issued as a result of the Underwriters exercise of the Over-Allotment Option in full), as though the Offering had been completed on June 30, 2009, and the intended use of proceeds from this Offering to eliminate a portion of Barrick s Gold Sales Contracts and the accounting impact arising therefrom. The table should be read in conjunction with the Audited Financial Statements, Interim Financial Statements, the Annual Management s Discussion & Analysis and the Interim Management s Discussion & Analysis, each of which is incorporated by reference into this short form prospectus.

	As at June 30, 2009	
	Actual	**As Adjusted**[(1)]
	(in millions of United States dollars)	
Cash and cash equivalents	$ 2,038	$ 2,038
Long-term debt [(2)]	5,059	5,059
Equity		
Capital stock (Common Shares authorized: unlimited; outstanding as at June 30, 2009: 873,716,785; as adjusted to give affect to this Offering: 982,679,285)[(1)(3)]	$ 13,403	17,287
Retained earnings (deficit)[(4)]	2,950	(2,618)
Accumulated other comprehensive loss	(96)	(96)
Total shareholders equity	$ 16,257	$ 14,573
Non-controlling interests	326	326
Total equity	$ 16,583	$ 14,899
Total capitalization[(5)]	$ 21,642	$ 19,958

Note:

(1) On September 10, 2009, the Underwriters exercised the Over-Allotment Option in full.

(2) Long-term debt excludes the current portion of long-term debt, asset retirement obligations, deferred income tax liabilities and other liabilities and includes capital leases. Refer to note 20b to the Annual Financial Statements and note 16b to the Interim Financial Statements for more information regarding Barrick s long-term debt.

(3) Excluding: (i) 13,198,515 Common Shares issuable upon the exercise of outstanding stock options of Barrick; (ii) 8,782,539 Common Shares issuable upon the conversion of the Placer Dome 2.75% Senior Convertible Debentures; and (iii) 1,316,700 Common Shares issuable upon conversion of the Cadence Energy 4.75% Convertible Unsecured Subordinated Debentures, in each case as at June 30, 2009. Refer to note 27a to the Annual Financial Statements for more information regarding Barrick s stock options.

(4) The intended use of proceeds from this Offering to eliminate a portion of Barrick s Gold Sales Contracts will result in a post-tax charge to net income of approximately $5.6 billion (calculated at a spot gold price of $993 per ounce) in the third quarter of 2009, through recognition of a $5.6 billion liability on the balance sheet. The as adjusted column assumes that the $3.9 billion in net proceeds of this Offering are applied to reduce this liability, with no change in the amount of cash and cash equivalents. The as adjusted retained earnings (deficit) balance reflects this charge. See Barrick Recent Developments Planned

Elimination of Gold Hedges .

(5) Total capitalization is the aggregate of long-term debt and equity.

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USE OF PROCEEDS

The estimated net proceeds from this Offering, after payment of the Underwriters fee and estimated expenses of this Offering of $1.0 million, will be approximately $3,884 million (after giving effect to the Underwriters exercise of the Over-Allotment Option in full). Barrick intends to use approximately $1.9 billion of the net proceeds of this Offering to eliminate the Gold Hedges within the next 12 months and to use the remaining net proceeds to eliminate a portion of the Floating Contracts. Pending any such use, we may invest the net proceeds in term deposits, treasury bills and money markets with original maturities of less than 90 days.

DESCRIPTION OF COMMON SHARES

The authorized capital of Barrick consists of an unlimited number of Common Shares, an unlimited number of first preferred shares, issuable in series, and an unlimited number of second preferred shares, issuable in series. As at September 14, 2009, Barrick had 873,969,708 Common Shares and no preferred shares issued and outstanding. There are no limitations contained in the articles or by-laws of Barrick or the *Business Corporations Act* (Ontario) on the ability of a person who is not a Canadian resident to hold Common Shares or exercise the voting rights associated with the Common Shares.

The rights, preferences and privileges of holders of Common Shares are subject to the rights of the holders of shares of any series of first preferred shares or second preferred shares or any other class ranking senior to the Common Shares that Barrick may issue in the future. A summary of the rights of the Common Shares is set forth below.

Dividends

Holders of Common Shares are entitled to receive dividends if, as and when declared by our Board of Directors in respect of the Common Shares. See Dividend Policy . The *Business Corporations Act* (Ontario) provides that a corporation may not declare or pay a dividend if there are reasonable grounds for believing that the corporation is, or would be after the payment of the dividend, unable to pay its liabilities as they become due or the realizable value of its assets would thereby be less than the aggregate of its liabilities and stated capital of all classes of shares of its capital.

Liquidation

Subject to the prior rights of the holders, if any, of the first preferred shares and second preferred shares of Barrick then outstanding and of the shares then outstanding of any other class ranking senior to the Common Shares, the holders of Common Shares are entitled to share rateably in any distribution of the assets of Barrick upon liquidation, dissolution or winding-up, after satisfaction of all debts and other liabilities.

Voting

The holders of Common Shares are entitled to one vote for each share on all matters submitted to a vote of shareholders and do not have cumulative voting rights.

DIVIDEND POLICY

Holders of Common Shares are entitled to receive dividends if, as and when declared by our Board of Directors out of funds legally available for such payments. In 2006, we paid a total cash dividend of $0.22 per Common Share $0.11 in mid-June and $0.11 in mid-December. In 2007, we paid a total cash dividend of $0.30 per Common Share $0.15 in mid-June and $0.15 in mid-December. In 2008, we paid a total cash dividend of $0.40 per Common Share $0.20 in mid-June and $0.20 in mid-December. To date in 2009, our Board of Directors has declared a cash dividend of $0.20, which was paid on June 15, 2009. Our Board of Directors reviews our dividend policy semi- annually based on the cash requirements of our operating assets, exploration and development activities, as well as potential acquisitions, combined with our current and projected financial position. Although we have historically declared semi-annual cash dividends on the Common Shares, we are not required to do so and our Board of Directors may reduce, defer or eliminate our Common Share dividend in the future. See Risk Factors .

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PLAN OF DISTRIBUTION

Under an underwriting agreement dated as of September 9, 2009 (the **Underwriting Agreement**) between Barrick and RBC Dominion Securities Inc., Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Scotia Capital Inc. (collectively, the **Representatives**) and BMO Nesbitt Burns Inc., BNP Paribas (Canada) Securities Inc., CIBC World Markets Inc., Citigroup Global Markets Canada Inc., Goldman, Sachs & Co., Merrill Lynch Canada Inc., UBS Securities Canada Inc., Barclays Capital Inc., Credit Suisse Securities (Canada), Inc., HSBC Securities (Canada) Inc., ING Bank N.V., Mitsubishi UFJ Securities (USA), Inc., National Bank Financial Inc., TD Securities Inc., Brookfield Financial Corp., Canaccord Capital Corporation, Cormark Securities Inc., Dundee Securities Corporation, Genuity Capital Markets, GMP Securities L.P., Haywood Securities Inc., Research Capital Corporation, RBS Capital Markets (Canada) Limited, Salman Partners Inc. and Thomas Weisel Partners Canada Inc. Barrick has agreed to sell, and the Underwriters have severally agreed to purchase from Barrick, on the Closing Date, subject to the terms and conditions contained in the Underwriting Agreement, 94,750,000 Common Shares offered hereby at a price of $36.95 per Common Share payable in cash to Barrick against delivery of those Common Shares. The price of the Common Shares offered under this short form prospectus was established by negotiation between Barrick and the Underwriters.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint or joint and several and may be terminated by them on the basis of their assessment of the state of the financial markets or upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Common Shares offered hereby if any of those Common Shares are purchased under the Underwriting Agreement.

Pursuant to the Underwriting Agreement, Barrick granted to the Underwriters the Over-Allotment Option, which was exercisable in whole or in part at any time until the date that is 30 days following the Closing Date and pursuant to which the Underwriters could purchase up to 14,212,500 additional Common Shares on the same terms as set forth above solely to cover over-allotments, if any, made in connection with the Offering. On September 10, 2009, the Underwriters exercised the Over-Allotment Option in full. The additional 14,212,500 Common Shares to be purchased by the Underwriters pursuant to the Over-Allotment Option will be issued concurrently at the Closing with the issuance of the 94,750,000 Common Shares that the Underwriters earlier agreed to purchase from Barrick under the Underwriting Agreement. In addition to qualifying the issuance of those 94,750,000 Common Shares, this short form prospectus qualifies the grant of the Over-Allotment Option and the issuance of Common Shares on the exercise of the Over-Allotment Option. A purchaser who acquires Common Shares forming part of the Underwriters over-allocation position acquires those Common Shares under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The expenses of this Offering, not including the Underwriters fee, are estimated to be $1,000,000 and are payable by Barrick. The Underwriters will receive aggregate fees of $140,915,753 ($1.29 per Common Share or 3.5% of the gross proceeds) for the services performed in connection with this Offering (after giving effect to the Underwriters exercise of the Over-Allotment Option in full).

This Offering is being made concurrently in each of the provinces and territories of Canada and in the United States pursuant to the multi-jurisdictional disclosure system implemented by securities regulatory authorities in the United States and Canada. The Underwriters will offer the Common Shares for sale in the United States and Canada either directly or through their respective broker-dealer affiliates or agents registered in each jurisdiction. Subject to applicable law and the terms of the Underwriting Agreement, the Underwriters may offer the Common Shares outside the United States and Canada.

Barrick has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the U.S. Securities Act and applicable Canadian securities legislation, and to contribute to payments that the Underwriters may be required to make in respect thereof.

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions including: (i) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces of the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities; and (ii) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was for the purpose of maintaining a fair and orderly market and not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such

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securities. Consistent with these requirements, and in connection with this distribution, the Underwriters may over-allot Common Shares and may effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market, including: