

ECHO BAY MINES LTD
Form SC 13D/A
February 10, 2003

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Echo Bay Mines Ltd.
(Name of Issuer)
Common Stock, No Par Value
(Title of Class of Securities)

278 751 102
(CUSIP Number)

Sharon E. Dowdall
Vice President and Secretary
Newmont Mining Corporation of Canada Limited
Suite 1900, Box 2005
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
(415) 480-6480
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Sharon Dowdall
Vice President and Secretary
Newmont Mining Corporation of Canada Limited
Suite 1900, 20 Eglinton Avenue, West
Toronto, Ontario M4R 1K8
416) 480-6491

David A. Katz
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1309

January 31, 2003
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. /_/_/

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on the following pages)
(Page 1 of 10 pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

CUSIP No. 278 751 102

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1 NAME OF REPORTING PERSONS
Newmont Mining Corporation of Canada Limited

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /_/
 (b) /_/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) /_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY OWNED BY 0
EACH REPORTING
PERSON WITH

8 SHARED VOTING POWER
N/A

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
N/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* /_/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 278 751 102

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1 NAME OF REPORTING PERSONS
Newmont Mining Corporation

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /_/
(b) /_/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) /_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY OWNED BY 0
EACH REPORTING
PERSON WITH

8 SHARED VOTING POWER
N/A

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
N/A

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/_/_/
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.0%	
14	TYPE OF REPORTING PERSON*	
	HC, CO	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 3, filed with the Commission on February 10, 2003, amends, supplements and restates in their entirety the following Items of the Statement on Schedule 13D of Newmont Mining Corporation of Canada Limited, a corporation incorporated under the laws of Canada and formerly named Franco-Nevada Mining Corporation Limited, filed with the Commission on September 17, 2001, with respect to the shares of common stock, no par value ("Common Stock"), of Echo Bay Mines Ltd., a corporation incorporated under the laws of Canada (the "Issuer"), as amended by Amendment No. 1 to the Statement on Schedule 13D, filed on March 4, 2002, and by Amendment No. 2 to the Statement on Schedule 13D, filed on June 18, 2002 (the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Schedule 13D.

Item 2. Identity and Background.

Newmont Mining Corporation of Canada Limited ("Newmont Canada"), a corporation incorporated under the laws of Canada, is a public precious metals royalty company, having its principal address at:

Suite 1900, Box 2005
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
Canada

Newmont Mining Corporation ("Newmont" and together with Newmont Canada, the "Reporting Persons"), a Delaware corporation, is a company principally engaged in the production of gold and exploration for gold, and the acquisition and development of gold properties worldwide, having its principal address at:

1700 Lincoln Street
Denver, Colorado 80203

Set forth in Annex A and Annex B attached hereto and incorporated herein by reference are the name, title, business address, principal occupation and address of the business in which the principal occupation is conducted, and citizenship of each executive officer and director of Newmont Canada and Newmont, respectively.

During the last five years, none of the Reporting Persons and/or the current officers or directors of the Reporting Persons has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting

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or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer.

Item 5 to Schedule 13D is amended as follows:

(a) and (b). As a result of the combination (the "Combination") of Kinross Gold Corporation ("Kinross"), the Issuer and TVX Gold Inc. ("TVX") pursuant to a combination agreement providing for the Combination and the concurrent acquisition by TVX of Newmont's 49.9% interest in the TXV Newmont Americas joint venture, the Reporting Persons no longer have beneficial ownership of any of the Issuer's common shares.

(c) Except as set forth above, none of the Reporting Persons has effected any transactions in the common shares of the Issuer during the last 60 days.

(e) The Reporting Persons ceased to be beneficial owners of five percent or more of the common shares on January 31, 2003.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2003

NEWMONT MINING CORPORATION OF CANADA LIMITED

By: /s/ Sharon E. Dowdall

Name: Sharon E. Dowdall
Title: Vice President and Secretary

NEWMONT MINING CORPORATION

By: /s/ Ardis Young

Name: Ardis Young
Title: Assistant Secretary

Annex A

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Canada are set forth below. The business address for each person listed below, unless otherwise noted, is c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

NAME	TITLE	PRESENT PRINCIPAL	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATIO
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		OCCUPATION	CONDUCTED
Britt D. Banks	Vice President	Vice President, General Counsel and Secretary of Newmont Mining Corporation	See above.
Sharon E. Dowdall	Vice President and Secretary	Vice President and Secretary Newmont Mining Corporation of Canada Limited and Newmont Capital Limited, Group Legal Counsel - Canada Newmont Mining Corporation	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA
Joseph P. Flannery	Director	Chairman, President and Chief Executive Officer of Uniroyal Holding Inc.	70 Great Hill Road Naugatuck, CT 06770
David H. Francisco	Vice President	Executive Vice President, Operations, of Newmont Mining Corporation	See above.
Bruce D. Hansen	Vice President	Senior Vice President and Chief Financial Officer of Newmont Mining Corporation	See above.
Leo I. Higdon, Jr.	Director	President of Charleston College	Office of the President College of Charleston 66 George Street Charleston, SC 29424
Donald G. Karras	Vice President	Vice President, Taxes Newmont Mining Corporation	See above
Pierre Lassonde	Director; President	President of Newmont Mining Corporation	See above.
Wayne W. Murdy	Director; Chairman	Chairman and Chief Executive Officer of Newmont Mining Corporation	See above.
Thomas P. Mahoney	Vice President and Treasurer	Vice President and Treasurer	See above
Robin A. Plumbridge	Director	Retired Chairman of Gold Fields of South Africa Limited	See above
Moeen A. Qureshi	Director	Chairman of Emerging Markets Partnership	2001 Pennsylvania Avenue, NW Suite 1100 Washington, D.C. 20006
Seymour Schulich	Director	Chairman of Newmont Capital Limited, Director, Newmont Mining Corporation	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA

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NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED
James V. Taranik	Director	President Emeritus of Desert Research Institute of the University and Community College System of Nevada	Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138
H. Geoffrey Waterman	Vice President	Vice President Newmont Mining Corporation of Canada Limited	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA
Ardis Young	Assistant Secretary	Assistant Secretary, Newmont Mining Corporation	See above

Annex B

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Mining Corporation are set forth below. The business address for each person listed below, unless otherwise noted, is c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED
Britt D. Banks	Vice President, General Counsel and Secretary	Vice President, General Counsel and Secretary of Newmont Mining Corporation	See above.
Glen A. Barton	Director	Chairman and Chief Executive Officer of Caterpillar Inc.	100 NE Adams Street Peoria, IL 61629-7216
Vincent A. Calarco	Director	President and Chief Executive Officer of Crompton Corporation	One American Lane Greenwich, CT 06831
James T. Curry, Jr.	Director	Retired Director and Retired Chief Executive Officer of the Minerals Division	N/A

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NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED
		of Broken Hill Proprietary Company Ltd.	
John A.S. Dow	Executive Vice President and Managing Director of Newmont Australia Limited	Executive Vice President of Newmont Mining Corporation and Managing Director of Newmont Australia Limited	See above.
Thomas L. Enos	Vice President and Managing Director, Newmont Indonesia Limited	Vice President of Newmont Mining Corporation and Managing Director, Newmont Indonesia Limited	See above
Joseph P. Flannery	Director	Chairman, President and Chief Executive Officer of Uniroyal Holding Inc.	70 Great Hill Road Naugatuck, CT 06770
David H. Francisco	Executive Vice President, Operations	Executive Vice President, Operations of Newmont Mining Corporation	See above.
M. Craig Haase	Director	Retired Executive Vice President and Chief Legal Officer of Franco-Nevada Mining Corporation Limited.	N/A
Michael S. Hamson	Director	Chairman of Hamson Consultants	Acland Street Corner Entrance (Rear) 195 Walsh Street South Yarra, VIC 3141 AUSTRALIA
Bruce D. Hansen	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of Newmont Mining Corporation	See above.
David Harquail	President and Managing Director, Newmont Capital Limited	President and Managing Director, Newmont Capital Limited, of Newmont Mining Corporation	See above.
Leo I. Higdon, Jr.	Director	President of	Office of the President

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		Charleston College	College of Charleston 66 George Street Charleston, SC 29424
Donald G. Karras	Vice President, Taxes	Vice President, Taxes, of Newmont Mining Corporation	See above.
Pierre Lassonde	Director; President	President of Newmont Mining Corporation	See above.
Thomas P. Mahoney	Vice President and Treasurer	Vice President and Treasurer of Newmont Mining Corporation	See above.
Robert J. Miller	Director	Partner, Jones Vargas law firm	Third Floor South 3773 Howard Hughes Parkway Las Vegas, NV 89109-0949
Wayne W. Murdy	Director, Chairman and Chief Executive Officer	Chairman and Chief Executive Officer of Newmont Mining Corporation	See above.
David W. Peat	Vice President and Global Controller	Vice President and Global Controller of Newmont Mining Corporation	See above.
Richard M. Perry	Vice President and Managing Director, Newmont USA Limited	Vice President of Newmont Mining Corporation and Managing Director of Newmont USA Limited	See above.
Robin A. Plumbridge	Director	Retired Chairman of Gold Fields of South Africa Limited	N/A
John B. Prescott	Director	Chairman of Australian Submarine Corporation Pty Limited	Level 28, 140 William Street Melbourne, VIC 3000 AUSTRALIA
Moeen A. Qureshi	Director	Chairman of Emerging Markets Partnership	2001 Pennsylvania Avenue, Suite 1100 Washington, D.C. 20006
Michael K. Reilly	Director	Retired Chairman of Zeigler Coal Holding Company	N/A
Carlos Santa Cruz	Vice President and Managing Director, Newmont Peru Limited	Vice President of Newmont Mining Corporation and Managing Director of Newmont Peru Limited	See above.
Seymour Schulich	Director	Chairman of Newmont Capital Limited	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA

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NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATIO CONDUCTED
James V. Taranik	Director	President Emeritus of Desert Research Institute of the University and Community College System of Nevada	Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138