

ECHO BAY MINES LTD
Form 10-Q/A
September 16, 2002

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

FORM 10-Q/A

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-8542

ECHO BAY MINES LTD.

(Exact name of registrant as specified in its charter)

**Incorporated under the laws
of Canada**
(State or other jurisdiction of
incorporation or organization)

None
(I.R.S. Employer
Identification No.)

**Suite 1210, 10180-101 Street
Edmonton, Alberta**
(Address of principal executive offices)

T5J 3S4
(Zip Code)

Registrant's telephone number, including area code **(780) 496-9002**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

| Title of Class | Shares Outstanding as of July 31, 2002 |
|---|---|
| Common Shares without nominal or par value | 541,268,675 |

ECHO BAY MINES LTD.

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SIGNATURE

**CERTIFICATION
RESTATEMENT**

After filing the Company's Form 10-Q for the quarterly period ended June 30, 2002 with the Securities and Exchange Commission and following discussion with the Company's independent accountants, management determined that it was necessary to revise its disclosure of "Net earnings (loss) attributable to common shareholders" and "Earnings (loss) per share" for the equity portion of the loss on conversion of the capital securities charged directly to deficit under Canadian generally accepted accounting principles. The Consolidated Statements of Operations was amended as follows.

| | Three months ended June 30, 2002 | | Six months ended June 30, 2002 | |
|--|-------------------------------------|--------------|-----------------------------------|--------------|
| | Previously Reported | Amended | Previously Reported | Amended |
| thousands of U.S. dollars | | | | |
| Net earnings (loss) | \$ (1,487) | \$ (1,487) | \$ 3,987 | \$ 3,987 |
| Net earnings (loss) attributable to common shareholders | \$ (1,487) | \$ (133,789) | \$ (594) | \$ (132,896) |
| Earnings (loss per share) basic and diluted | \$ | \$ (0.27) | \$ | \$ (0.31) |
| Weighted average number of shares outstanding (thousands) basic and diluted | 495,983 | 495,983 | 429,782 | 429,782 |

Three months ended
June 30, 2002

Six months ended
June 30, 2002

**CAUTIONARY "SAFE HARBOR" STATEMENT UNDER THE UNITED STATES PRIVATE
SECURITIES LITIGATION REFORM ACT OF 1995**

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: The statements herein that are not historical facts are forward-looking statements. They involve risks and uncertainties that could cause actual results to differ materially from targeted results. These risks and uncertainties include, but are not limited to, the possibility that the combination of Kinross Gold Corporation, TVX Gold Inc. and Echo Bay Mines Ltd. (the "Company") may not be completed; future changes in gold prices (including derivatives) and/or production costs which could render projects uneconomic; ability to access financing; availability of hedging opportunities; differences in ore grades, recovery rates and tons mined from those expected; changes in mining and milling/heap leaching rates from currently planned rates; the results of future exploration activities and new exploration opportunities; changes in project parameters as plans continue to be refined; increasingly stringent reclamation requirements imposed by regulatory authorities; and other factors detailed in the Company's filings with the U.S. Securities and Exchange Commission.

On July 16, 2002, the Company filed with the Securities and Exchange Commission a preliminary proxy statement regarding the proposed business combination transaction referred to in the following information. In addition, the Company will prepare and file with the Commission a definitive proxy statement and other documents regarding the proposed transaction. Investors and security holders are urged to read the definitive proxy statement, when it becomes available, because it will contain important information. The definitive proxy statement will be sent to shareholders of the Company to seek their approval of the proposed transaction. Investors and security holders may obtain a free copy of the definitive proxy statement, when it is available, and other documents filed with the Commission by the Company at the Commission's website at www.sec.gov. The definitive proxy statement, when it is available, and these other documents may also be obtained for free from the Company by directing a request to Lois-Ann L. Brodrick, Vice President and Secretary, 780-496-9002, investor_relations@echobaymines.ca.

Certain Information Concerning Participants

The names, affiliations and interests of participants in the solicitation of proxies of the Company's shareholders to approve the combination is included in the preliminary proxy statement.

ECHO BAY MINES LTD.

PART I FINANCIAL INFORMATION

ITEM 1. CONDENSED FINANCIAL STATEMENTS (Unaudited)

CONSOLIDATED BALANCE SHEETS

| | June 30 2002 | December 31 2001 |
|------------------------------------|-----------------------------|-----------------------------|
| | <u> </u> | <u> </u> |
| (thousands of U.S. dollars) | | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 16,612 | \$ 12,351 |
| Short-term investments | 2,007 | 1,910 |
| Interest and accounts receivable | 5,358 | 3,645 |
| Inventories (note 2) | 31,463 | 29,506 |
| Prepaid expenses and other assets | 1,889 | 3,725 |
| | <u> </u> | <u> </u> |

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| | June 30 2002 | December 31 2001 |
|---|-------------------|---------------------|
| | 57,329 | 51,137 |
| Plant and equipment (note 3) | 114,932 | 120,969 |
| Mining properties (note 3) | 31,901 | 32,903 |
| Long-term investments and other assets (note 4) | 52,840 | 55,795 |
| | <u>\$ 257,002</u> | <u>\$ 260,804</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:

| | | |
|--|-----------|-----------|
| Accounts payable and accrued liabilities | \$ 23,039 | \$ 24,284 |
| Income and mining taxes payable | 2,574 | 3,570 |
| Debt and other financings (note 5) | | 17,000 |
| Deferred income (note 6) | 782 | 876 |
| Reclamation and mine closure liabilities | 3,021 | 3,841 |

| | | |
|--|---------------|---------------|
| | <u>29,416</u> | <u>49,571</u> |
| Debt and other financings (note 5) | | 6,714 |
| Deferred income (note 6) | 27,404 | 47,042 |
| Reclamation and mine closure liabilities | 49,504 | 49,726 |
| Deferred income taxes | 969 | 925 |

Commitments and contingencies (notes 12 and 13)

Shareholders' equity:

| | | |
|------------------------------|-----------|-----------|
| Capital stock (note 7) | 1,042,568 | 713,343 |
| Capital securities (note 8) | | 157,453 |
| Deficit | (867,561) | (734,665) |
| Foreign currency translation | (25,298) | (29,305) |

| | | |
|--|-------------------|-------------------|
| | <u>149,709</u> | <u>106,826</u> |
| | <u>\$ 257,002</u> | <u>\$ 260,804</u> |

See accompanying notes to interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

| | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|-----------|-----------------------------|------------|
| | 2002 | 2001 | 2002 | 2001 |
| (thousands of U.S. dollars, except for per share data) | | | | |
| Revenue | \$ 54,578 | \$ 63,652 | \$ 109,754 | \$ 128,113 |
| Expenses: | | | | |
| Operating costs | 34,320 | 46,521 | 69,416 | 91,144 |
| Royalties | 2,082 | 2,383 | 3,706 | 3,686 |
| Production taxes | 295 | 158 | 84 | 271 |

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| | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|------------|-----------------------------|------------|
| Depreciation and amortization | 9,883 | 11,371 | 19,723 | 22,269 |
| Reclamation and mine closure | 1,224 | 1,622 | 2,480 | 3,265 |
| General and administrative | 1,578 | 1,237 | 2,891 | 2,840 |
| Exploration and development | 1,607 | 1,161 | 2,169 | 2,012 |
| Loss on retirement of capital securities (note 7) | 5,461 | | 5,461 | |
| Interest and other (note 9) | (385) | 542 | (163) | 832 |
| | 56,065 | 64,995 | 105,767 | 126,319 |
| Earnings (loss) before income taxes | (1,487) | (1,343) | 3,987 | 1,794 |
| Income tax expense (recovery): | | | | |
| Current | | (101) | | 83 |
| Deferred | | (839) | | (1,679) |
| | | (940) | | (1,596) |
| Net earnings (loss) | \$ (1,487) | \$ (403) | \$ 3,987 | \$ 3,390 |
| Net earnings (loss) attributable to common shareholders (note 8) | \$ (133,789) | \$ (4,729) | \$ (132,896) | \$ (5,266) |
| Earnings (loss) per share basic and diluted | \$ (0.27) | \$ (0.03) | \$ (0.31) | \$ (0.04) |
| Weighted average number of shares outstanding (thousands) basic and diluted | 495,983 | 140,607 | 429,782 | 140,607 |

CONSOLIDATED STATEMENTS OF DEFICIT

| | Three months ended June 30 | | Six months ended June 30 | |
|--|-------------------------------|--------------|-----------------------------|--------------|
| | 2002 | 2001 | 2002 | 2001 |
| (thousands of U.S. dollars) | | | | |
| Balance, beginning of period | \$ (733,772) | \$ (712,217) | \$ (734,665) | \$ (711,680) |
| Net earnings (loss) | (1,487) | (403) | 3,987 | 3,390 |
| Loss on retirement of capital securities, net of nil tax effect (note 7) | (132,302) | | (132,302) | |
| Interest on capital securities, net of nil tax effect (note 8) | | (4,326) | (4,581) | (8,656) |
| Balance, end of period | \$ (867,561) | \$ (716,946) | \$ (867,561) | \$ (716,946) |

See accompanying notes to interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOW

| | Three months ended June 30 | | Six months ended June 30 | |
|--|-------------------------------|------|-----------------------------|------|
| | 2002 | 2001 | 2002 | 2001 |

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| | Three months ended June 30 | | Six months ended June 30 | |
|--|-------------------------------|----------|-----------------------------|-----------|
| | | | | |
| (thousands of U.S. dollars) | | | | |
| CASH PROVIDED FROM (USED IN): | | | | |
| OPERATING ACTIVITIES | | | | |
| Net cash flows provided from operating activities | \$ 5,486 | \$ 2,190 | \$ 5,249 | \$ 16,297 |
| INVESTING ACTIVITIES | | | | |
| Mining properties, plant and equipment | (6,544) | (3,000) | (8,864) | (13,357) |
| Long-term investments and other assets | 107 | 3 | 79 | 13 |
| Proceeds on the sale of plant and equipment | 1,516 | 152 | 1,692 | 368 |
| Other | 691 | (207) | 544 | (133) |
| | (4,230) | (3,052) | (6,549) | (13,109) |
| FINANCING ACTIVITIES | | | | |
| Debt repayments | (17,000) | (3,750) | (17,000) | (7,500) |
| Units offering, net of issuance costs (note 7) | 25,513 | | 25,513 | |
| Costs of capital securities retirement (note 7) | (2,952) | | (2,952) | |
| | 5,561 | (3,750) | 5,561 | (7,500) |
| Net increase (decrease) in cash and cash equivalents | 6,817 | (4,612) | 4,261 | (4,312) |
| Cash and cash equivalents, beginning of period | 9,795 | 14,569 | 12,351 | 14,269 |
| Cash and cash equivalents, end of period | \$ 16,612 | \$ 9,957 | \$ 16,612 | \$ 9,957 |

See accompanying notes to interim consolidated financial statements.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2002

Tabular dollar amounts in thousands of U.S. dollars, except amounts per share and per ounce or unless otherwise noted

1. GENERAL

In the opinion of management, the accompanying unaudited consolidated balance sheets, consolidated statements of operations, consolidated statements of deficit and consolidated statements of cash flow contain all adjustments, consisting only of normal recurring accruals, necessary to present fairly in all material respects the consolidated financial position of Echo Bay Mines Ltd. (the "Company") as of June 30, 2002 and December 31, 2001 and the consolidated results of operations and cash flow for the three and six months ended June 30, 2002 and 2001. These financial statements do not include all disclosures required by generally accepted accounting principles for annual financial statements. For further information, refer to the financial statements and related footnotes included in the Company's annual report on Form 10-K for the year ended December 31, 2001. Except as otherwise noted in this report, the accounting policies described in the annual report have been applied in the preparation of these financial statements.

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On June 10, 2002, the Company, Kinross Gold Corporation ("Kinross") and TVX Gold Inc. ("TVX") entered into an agreement providing for the combination of the companies. In addition, TVX has agreed to acquire Newmont Mining Corporation's ("Newmont") interest in the TVX Newmont Americas joint venture. Under the agreement, holders of common shares of the Company (other than Kinross) will receive 0.52 of a common share of Kinross for each common share of the Company. The Company is in the process of obtaining customary regulatory approvals and the combination will be presented to shareholders for their consideration at a special meeting anticipated to be set for the fourth quarter 2002.

On June 9, 2002, Echo Bay Exploration Inc. and Echo Bay Minerals Company, subsidiaries of the Company, entered into a McCoy/Cove asset purchase agreement with Newmont USA Limited, a subsidiary of Newmont, providing for the sale of the McCoy/Cove complex. The closing of the transaction is subject to, among other conditions, the completion of the Kinross combination. In consideration of the purchase of such assets, Newmont USA has agreed to assume all liabilities and obligations relating to the reclamation or remediation required for the McCoy/Cove complex. The agreement replaces the letter agreement dated February 13, 2002 and results in no cash payment to the Company or any of its affiliates. A gain is expected on the sale of McCoy/Cove. Pending completion of the transaction, the Company will continue to operate McCoy/Cove for its own account.

In May 2002, the Company sold a total of 39,100,000 units at a price of \$0.70 per unit for aggregate gross proceeds of approximately \$27.4 million. Each unit consists of one common share and one share purchase warrant. The common shares and the warrants comprising the units separated upon closing and trade separately on the Toronto Stock Exchange and the American Stock Exchange. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.90 at any time prior to November 14, 2003.

On April 3, 2002 the Company issued 361,561,230 common shares in exchange for the entire capital securities debt obligation of \$100 million in principal amount plus accrued and unpaid interest (notes 7 and 8).

Certain of the comparative figures have been restated to conform to the current year's presentation.

2. INVENTORIES

| | June 30 2002 | December 31 2001 |
|-------------------------|-------------------------|-----------------------------|
| Precious metals bullion | \$ 8,609 | \$ 12,215 |
| In-process | 5,614 | 5,720 |
| Materials and supplies | 17,240 | 11,571 |
| | \$ 31,463 | \$ 29,506 |

3. PROPERTY, PLANT AND EQUIPMENT

Plant and equipment

| | June 30 2002 | December 31 2001 |
|-------------------------------|-------------------------|-----------------------------|
| Cost | \$ 658,403 | \$ 655,179 |
| Less accumulated depreciation | 543,471 | 534,210 |
| | \$ 114,932 | \$ 120,969 |

Mining properties

| | June 30 2002 | December 31 2001 |
|--|-------------------------|-----------------------------|
| Producing mines' acquisition and development costs | \$ 283,185 | \$ 280,545 |
| Less accumulated amortization | 264,651 | 260,365 |
| | 18,534 | 20,180 |

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| | June 30 2002 | December 31 2001 |
|---|------------------|---------------------|
| Development properties' acquisition and development costs | 13,367 | 12,723 |
| | <u>\$ 31,901</u> | <u>\$ 32,903</u> |

4. LONG-TERM INVESTMENTS AND OTHER ASSETS

| | June 30 2002 | December 31 2001 |
|--|------------------|---------------------|
| Deferred losses on modification of hedging contracts | \$ 26,840 | \$ 29,305 |
| Deferred mining costs | 15,171 | 15,648 |
| Reclamation and other deposits | 10,598 | 10,485 |
| Premiums paid on gold and silver option contracts | 917 | 1,871 |
| Other | 231 | 357 |
| | <u>53,757</u> | <u>57,666</u> |
| Less current portion included in prepaid expenses and other assets | 917 | 1,871 |
| | <u>\$ 52,840</u> | <u>\$ 55,795</u> |

5. DEBT AND OTHER FINANCINGS

| | June 30 2002 | December 31 2001 |
|-----------------------------|-----------------|---------------------|
| Currency loans | \$ | \$ 17,000 |
| Capital securities (note 8) | | 6,714 |
| | | <u>23,714</u> |
| Less current portion | | 17,000 |
| | <u>\$</u> | <u>\$ 6,714</u> |

6. DEFERRED INCOME

| | June 30 2002 | December 31 2001 |
|---|------------------|---------------------|
| Deferred gains on modification of hedging contracts | \$ 27,404 | \$ 47,042 |
| Premiums received on gold and silver option contracts | 782 | 876 |
| | <u>28,186</u> | <u>47,918</u> |
| Less current portion | 782 | 876 |
| | <u>\$ 27,404</u> | <u>\$ 47,042</u> |

7. CAPITAL STOCK

| | Units | Amount |
|----------------------|-------|--------|
| <i>Common shares</i> | | |

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| | Units | Amount |
|--|-------------|--------------|
| Balance, December 31, 2001 | 140,607,145 | \$ 713,343 |
| Issued in exchange for capital securities and accrued interest | 361,561,230 | 303,711 |
| Units offering, net of issuance costs | 39,100,000 | 23,236 |
| Balance, June 30, 2002 | 541,268,375 | \$ 1,040,290 |
| <i>Warrants</i> | | |
| Balance, December 31, 2001 | | \$ |
| Units offering, net of issuance costs | 39,100,000 | 2,278 |
| Balance, June 30, 2002 | 39,100,000 | \$ 2,278 |

Capital securities retirement

On April 3, 2002 the Company issued 361,561,230 common shares, representing approximately 72% of the outstanding common shares after giving effect to such issuance, in exchange for all of its \$100 million aggregate principal amount of 11% junior subordinated debentures due 2027, plus accrued and unpaid interest thereon (the "capital securities").

Following this issuance of common shares, and as at April 3, 2002, the new principal holders of the Company's common shares and their respective ownership positions in the Company were Newmont Mining Corporation of Canada Limited ("Newmont Canada") (48.8%) and Kinross (11.4%). In connection with the completion of the capital securities exchange, three directors of the Company resigned from the board of directors. Two of the vacancies created by these resignations were filled by executive officers of Newmont Canada.

As a result of eliminating the capital securities, the Company recorded an increase to common shares of \$303.7 million, based on their quoted market value at the date of issue. The quoted market value of the common shares issued exceeded the book value of the capital securities by \$134.8 million. This difference, along with transaction costs of \$3.0 million, were recorded proportionately between interest expense (\$5.5 million) and deficit (\$132.3 million) in the second quarter of 2002 based on the debt and equity classifications of the capital securities.

Units offering

In May 2002, the Company sold a total of 39,100,000 units at a price of \$0.70 per unit for aggregate gross proceeds of approximately \$27.4 million. Each unit consists of one common share and one share purchase warrant. The common shares and the warrants comprising the units separated upon closing and trade separately on the Toronto Stock Exchange and the American Stock Exchange. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.90 at any time prior to November 14, 2003.

8. CAPITAL SECURITIES

On April 3, 2002 the Company issued 361,561,230 common shares in exchange for all of its capital securities (note 7). Prior to the exchange, the present value of the capital securities' principal amount was classified as debt (note 5) and the present value of the future interest payments plus deferred accrued interest was classified within a separate component of shareholders' equity. Interest on the debt portion of the capital securities was classified as interest expense on the consolidated statement of earnings and interest on the equity portion of the capital securities was charged directly to deficit on the consolidated balance sheet. The loss on conversion of the capital securities was charged proportionately between earnings and deficit (note 7). For purposes of per share calculations, the equity portions of interest and the loss on conversion decreases the earnings attributable to common shareholders. See note 10 for a discussion of differences in treatment of the capital securities under generally accepted accounting principles in the United States.

9. INTEREST AND OTHER

| | Three months ended June 30 | | Six months ended June 30 | |
|------------------|-------------------------------|----------|-----------------------------|----------|
| | 2002 | 2001 | 2002 | 2001 |
| Interest income | \$ (58) | \$ (141) | \$ (218) | \$ (499) |
| Interest expense | 136 | 616 | 542 | 1,411 |

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| | Three months ended June 30 | | Six months ended June 30 | |
|--------------------------------------|-------------------------------|---------------|-----------------------------|---------------|
| | | | | |
| Gain on sale of assets | (1,022) | (84) | (1,099) | (285) |
| Unrealized loss on share investments | | 102 | | 102 |
| Other | 559 | 49 | 612 | 103 |
| | <u>\$ (385)</u> | <u>\$ 542</u> | <u>\$ (163)</u> | <u>\$ 832</u> |

10. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)

U.S. GAAP financial statements

The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in Canada. These differ in some respects from those in the United States, as described below and in the footnotes to the financial statements included in the Company's annual report on Form 10-K for the year ended December 31, 2001.

Capital securities retirement

In accordance with Canadian GAAP, the loss on the retirement of the capital securities (note 7) was recorded proportionately between interest expense (\$5.5 million) and deficit (\$132.3 million) in the second quarter of 2002 based on the debt and equity classifications of the capital securities. Under U.S. GAAP, the entire loss of \$137.8 million would be recorded as an extraordinary item.

The effects of the GAAP differences on the consolidated statement of operations would have been as follows.

| | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|-------------------|-----------------------------|--------------------|
| | 2002 | 2001 | 2002 | 2001 |
| Net earnings (loss) under Canadian GAAP | \$ (1,487) | \$ (403) | \$ 3,987 | \$ 3,390 |
| Additional interest expense on capital securities | | (4,326) | (4,581) | (8,656) |
| Amortization of deferred financing on capital securities | | (159) | (158) | (317) |
| Loss on retirement of capital securities | 5,461 | | 5,461 | |
| Change in market value of foreign exchange contracts | 714 | (461) | 671 | (1,940) |
| Change in market value of option contracts | (1,403) | 217 | (1,703) | (791) |
| Modification of derivative contracts realized in net earnings | 343 | | 687 | |
| Transition adjustment on adoption of FAS 133 | | | | (3,090) |
| Kettle River exploration expense | | (797) | | (1,303) |
| Kettle River amortization expense | | 655 | | 1,169 |
| Unrealized loss on share investments | | 102 | | 102 |
| Net earnings (loss) under U.S. GAAP before extraordinary loss | <u>\$ 3,628</u> | <u>\$ (5,172)</u> | <u>\$ 4,364</u> | <u>\$ (11,436)</u> |
| Loss on retirement of capital securities, net of nil tax effect | (137,763) | | (137,763) | |
| Net loss under U.S. GAAP | <u>\$ (134,135)</u> | <u>\$ (5,172)</u> | <u>\$ (133,399)</u> | <u>\$ (11,436)</u> |
| Loss per share under U.S. GAAP basic and diluted | | | | |
| before extraordinary loss | \$ 0.01 | \$ (0.04) | \$ 0.01 | \$ (0.08) |
| extraordinary loss | \$ (0.28) | \$ | \$ (0.32) | \$ |
| after extraordinary loss | <u>\$ (0.27)</u> | <u>\$ (0.04)</u> | <u>\$ (0.31)</u> | <u>\$ (0.08)</u> |
| Weighted average number of shares outstanding (thousands) | | | | |
| basic | 495,983 | 140,607 | 429,782 | 140,607 |

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| | Three months ended June 30 | | Six months ended June 30 | |
|---------|-------------------------------|---------|-----------------------------|---------|
| | | | | |
| diluted | 499,975 | 140,607 | 432,549 | 140,607 |

The effects of the GAAP differences on the consolidated balance sheet would have been as follows.

| June 30, 2002 | Canadian GAAP | Derivative Contracts | Other | U.S. GAAP |
|--|------------------|-------------------------|-----------|--------------|
| Short-term investments | \$ 2,007 | \$ | \$ 12,392 | \$ 14,399 |
| Long-term investments and other assets | 52,840 | (26,840) | 812 | 26,812 |
| Accounts payable and accrued liabilities | 23,039 | 2,300 | | 25,339 |
| Deferred income | 28,186 | (28,186) | | |
| Common shares | 1,042,568 | | 36,428 | 1,078,996 |
| Deficit | (867,561) | (4,579) | (35,438) | (907,578) |
| Foreign currency translation | (25,298) | | 25,298 | |
| Accumulated other comprehensive loss | | 3,625 | (13,084) | (9,459) |
| Shareholders' equity | 149,709 | (954) | 13,204 | 161,959 |

The following statement of comprehensive income (loss) would be disclosed in accordance with U.S. GAAP.

| | Three months ended June 30 | | Six months ended June 30 | |
|--|-------------------------------|------------|-----------------------------|-------------|
| | 2002 | 2001 | 2002 | 2001 |
| Net earnings (loss) under U.S. GAAP | \$ (134,135) | \$ (5,172) | \$ (133,399) | \$ (11,436) |
| Other comprehensive income (loss), after a nil income tax effect: | | | | |
| Unrealized gain on share investments arising during period | 6,030 | 67 | 9,756 | 356 |
| Foreign currency translation adjustments | 4,070 | 2,502 | 4,007 | (915) |
| Transition adjustment on implementation of FAS 133 | | | | 39,234 |
| Modification of derivative contracts realized in net earnings (loss) | (9,599) | (5,497) | (17,860) | (7,794) |
| Other comprehensive income (loss) | 501 | (2,928) | (4,097) | 30,881 |
| Comprehensive income (loss) | \$ (133,634) | \$ (8,100) | \$ (137,496) | \$ 19,445 |

Additionally, under U.S. GAAP, the equity section of the balance sheet would present a subtotal for accumulated other comprehensive loss, as follows.

| | June 30 2002 | December 31 2001 |
|--------------------------------------|-----------------|---------------------|
| Unrealized gain on share investments | \$ 12,214 | \$ 2,458 |
| Modification of derivative contracts | 3,625 | 21,485 |
| Foreign currency translation | (25,298) | (29,305) |
| Accumulated other comprehensive loss | \$ (9,459) | \$ (5,362) |

Recent accounting pronouncements

In 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations, which is effective for fiscal years beginning after June 15, 2002. The Statement requires obligations associated with the

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retirement of long-lived assets be recognized at their fair value at the time that the obligations are incurred. Upon initial recognition of a liability, that cost should be capitalized as part of the related long-lived assets and allocated to expense over the useful life of the asset. The Company will adopt Statement 143 on January 1, 2003. The impact of adoption of Statement 143 on the Company's financial position or results of operations has not yet been determined.

11. SEGMENT INFORMATION

The Company's management regularly evaluates the performance of the Company by reviewing operating results on a minesite by minesite basis. As such, the Company considers each producing minesite to be an operating segment. In the second quarter of 2002, the Company had three operating mines: Round Mountain in Nevada, USA; Kettle River in Washington, USA; and Lupin in the Nunavut Territory of Canada. All of the Company's mines are 100% owned except for Round Mountain, which is 50% owned. The Company operated a fourth mine, McCoy/Cove in Nevada, USA, until March 31, 2002 at which date mining and processing activities were completed.

The Company's management generally monitors revenue on a consolidated basis. Information regarding the Company's consolidated revenue is provided below.

| | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|-----------|-----------------------------|------------|
| | 2002 | 2001 | 2002 | 2001 |
| Total gold and silver revenues | \$ 54,578 | \$ 63,652 | \$ 109,754 | \$ 128,113 |
| Average gold price realized per ounce | \$ 375 | \$ 298 | \$ 360 | \$ 304 |
| Average silver price realized per ounce | \$ 4.39 | \$ 4.52 | \$ 4.36 | \$ 4.93 |

In making operating decisions and allocating resources, the Company's management specifically focuses on the production levels and cash operating costs generated by each operating segment, as summarized in the following tables.

| | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|------------------|-----------------------------|------------------|
| | 2002 | 2001 | 2002 | 2001 |
| Production (ounces) | | | | |
| Gold | | | | |
| Round Mountain (50%) | 95,499 | 97,770 | 189,070 | 198,138 |
| Lupin | 24,643 | 34,756 | 53,360 | 72,710 |
| Kettle River | 9,500 | 16,373 | 19,987 | 29,218 |
| McCoy/Cove | | 27,385 | 16,501 | 49,688 |
| Total gold | 129,642 | 176,284 | 278,918 | 349,754 |
| Silver all from McCoy/Cove | | 1,738,056 | 1,470,094 | 3,296,585 |
| | | | | |
| | Three months ended June 30 | | Six months ended June 30 | |
| | 2002 | 2001 | 2002 | 2001 |
| Operating costs | | | | |
| Round Mountain (50%) | \$ 17,731 | \$ 20,025 | \$ 33,121 | \$ 38,260 |
| Lupin | 10,392 | 8,035 | 18,271 | 15,854 |
| Kettle River | 2,565 | 4,505 | 4,571 | 8,056 |
| McCoy/Cove | 3,632 | 13,956 | 13,453 | 28,974 |
| Total operating costs per financial statements | \$ 34,320 | \$ 46,521 | \$ 69,416 | \$ 91,144 |

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| | Three months ended June 30 | | Six months ended June 30 | |
|--|-------------------------------|-----------|-----------------------------|-----------|
| | 2002 | 2001 | 2002 | 2001 |
| Royalties | | | | |
| Round Mountain (50%) | \$ 2,062 | \$ 2,126 | \$ 3,594 | \$ 3,207 |
| Kettle River | 14 | 189 | 71 | 359 |
| McCoy/Cove | 6 | 68 | 41 | 120 |
| Total royalties per financial statements | \$ 2,082 | \$ 2,383 | \$ 3,706 | \$ 3,686 |
| | | | | |
| | Three months ended June 30 | | Six months ended June 30 | |
| | 2002 | 2001 | 2002 | 2001 |
| Depreciation and amortization | | | | |
| Round Mountain (50%) | \$ 5,792 | \$ 5,620 | \$ 10,729 | \$ 10,658 |
| Lupin | 1,070 | 1,328 | 2,200 | 2,605 |
| Kettle River | 473 | 784 | 1,634 | 1,058 |
| McCoy/Cove | 2,153 | 3,243 | 4,384 | 7,064 |
| Depreciation of non-minesite assets | 395 | 396 | 776 | 884 |
| Total depreciation and amortization per financial statements | \$ 9,883 | \$ 11,371 | \$ 19,723 | \$ 22,269 |

12. HEDGING ACTIVITIES AND COMMITMENTS

Gold commitments

At June 30, 2002, the Company had commitments to deliver 30,000 ounces of gold in 2002 at a minimum price of \$293 per ounce. The Company's option position at June 30, 2002 included 90,000 ounces of gold call options sold in 2002 at an average strike price of \$296 per ounce.

Currency position

At June 30, 2002, the Company had an obligation under foreign currency exchange contracts to purchase C\$25.5 million in the remainder of 2002 at an exchange rate of C\$1.60 to U.S.\$1.00.

Shown below are the carrying amounts and estimated fair values of the Company's hedging instruments at June 30, 2002 and December 31, 2001.

| | June 30, 2002 | | December 31, 2001 | |
|----------------------------|-----------------|----------------------|-------------------|----------------------|
| | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| Gold forward sales | \$ | \$ (800) | \$ | \$ 2,000 |
| Gold options calls sold | (782) | (2,300) | (876) | (700) |
| Foreign currency contracts | | 800 | | 100 |
| | | \$ (2,300) | | \$ 1,400 |

Fair values are estimated based upon market quotations of various input variables. These variables were used in valuation models that estimate the fair market value.

13. OTHER COMMITMENTS AND CONTINGENCIES

Summa

In September 1992, Summa Corporation commenced a lawsuit against two indirect subsidiaries of the Company, Echo Bay Exploration Inc. and Echo Bay Management Corporation (together the "Subsidiaries") alleging improper deductions in the calculation of royalties payable over several years of production at McCoy/Cove and another mine, which is no longer in operation. The matter was tried in the Nevada State Court in April 1997, with Summa claiming more than U.S. \$13 million in damages, and, in September 1997, judgment was rendered for the Subsidiaries. The decision was appealed by Summa to the Supreme Court of Nevada, which in April 2000 reversed the decision of the trial court and remanded the case back to the trial court for "a calculation of the appropriate [royalties] in a manner not inconsistent with this order." The case was decided by a panel comprised of three of the seven Justices of the Supreme Court of Nevada and the Subsidiaries petitioned that panel for a rehearing. The petition was denied by the three member panel on May 15, 2000 and remanded to the lower court for consideration of other defences and arguments put forth by the Subsidiaries. The Subsidiaries filed a petition for a hearing before the full Supreme Court and on December 22, 2000, the Court recalled its previous decision. Both the Subsidiaries and their counsel believe that grounds exist to modify or reverse the decision. The Company has \$1.5 million accrued related to this litigation. If the appellate reversal of the trial decision is maintained and the trial court, on remand, were to dismiss all of the Subsidiaries' defences, the royalty calculation at McCoy/Cove would change and additional royalties would be payable. Neither the Company, nor counsel to the Subsidiaries believe it is possible to quantify the precise amount of liability pursuant to a revised royalty calculation.

Handy & Harman

On March 29, 2000 Handy & Harman Refining Group, Inc., which operated a facility used by the Company for the refinement of doré bars, filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The Company has a claim for gold and silver accounts at this refining facility with an estimated market value of approximately \$2.4 million. Further, in March 2002, the liquidating trustee for Handy & Harman commenced a series of adversary proceedings against numerous creditors, including two Company subsidiaries, alleging that certain creditors received preferential payments in metal or otherwise. The Company intends to oppose these proceedings vigorously. The success or failure of the liquidating trustee in prosecuting the claims may have an impact on the ultimate distribution of funds to creditors. The outcome of these proceedings is uncertain at this time.

Security for reclamation

Certain of the Company's subsidiaries have provided corporate guarantees and other forms of security to regulatory authorities in connection with future reclamation activities. Early in 2001, regulators in Nevada called upon two of the Company's subsidiaries to provide other security to replace corporate guarantees that had been given in respect of the Round Mountain and McCoy/Cove operations totaling approximately \$33 million. The Company disagrees with the regulators' position and believes that the subsidiaries qualify under the criteria set out for corporate guarantees and will oppose the regulatory decision. Although the outcome cannot be predicted, the Company and its counsel believe that the Company will prevail.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
RESULTS OF OPERATIONS**

**For the Three Months and Six Months Ended June 30, 2002
(U.S. dollars)**

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The Company's profitability is determined in large part by gold prices. Market prices of gold are determined by factors beyond the Company's control. The Company's operations continue to be materially affected by the price of gold, which averaged \$271 per ounce in 2001 and \$301 per ounce during the first six months of 2002.

The Company reduces the risk of future gold price declines by hedging a portion of its production. The principal hedging tools used are forward sales contracts and options. Forward sales contracts obligate the Company to sell gold at a specific price on a future date. Call options give the holder the right, but not the obligation, to buy gold on a specific future date at a specific price. These tools reduce the risk associated with gold price declines, but also could limit the Company's participation in increases of gold prices. The Company continually monitors its hedging policy in light of forecasted production, operating and capital expenditures, exploration and development requirements and factors affecting volatility of gold prices such as actual and prospective interest and gold lease rate performance. The Company engages in forward currency exchange contracts to reduce the impact on the Lupin mine's operating costs caused by fluctuations in the exchange rate of U.S. dollars

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to Canadian dollars.

The Company's hedge position as of June 30, 2002 is shown in note 12 to the interim consolidated financial statements. For the remainder of 2002, this position includes forward sales of approximately 30,000 ounces at a minimum forward price of \$293 per ounce. The Company has sold call options for 90,000 ounces of gold in 2002 at an average strike price of \$296 per ounce. These forward sales contracts and call options represent approximately 3% of current reserves. In addition, the Company has obligations to purchase C\$25.5 million for the remainder of 2002 at an exchange rate of C\$1.60 to US\$1.00.

On June 10, 2002, the Company, Kinross and TVX entered into an agreement providing for the combination of the companies. In addition, TVX has agreed to acquire Newmont's interest in the TVX Newmont Americas joint venture. Under the agreement, holders of common shares of the Company (other than Kinross) will receive 0.52 of a common share of Kinross for each common share of the Company. The Company is in the process of obtaining customary regulatory approvals and the combination will be presented to shareholders for their consideration at a special meeting anticipated to be set for the fourth quarter 2002.

On June 9, 2002, Echo Bay Exploration Inc. and Echo Bay Minerals Company, subsidiaries of the Company, entered into a McCoy/Cove asset purchase agreement with Newmont USA Limited, a subsidiary of Newmont, providing for the sale of the McCoy/Cove complex. The closing of the transaction is subject to, among other conditions, the completion of the Kinross combination. In consideration of the purchase of such assets, Newmont USA has agreed to assume all liabilities and obligations relating to the reclamation or remediation required for the McCoy/Cove complex. The agreement replaces the letter agreement dated February 13, 2002 and results in no cash payment to the Company or any of its affiliates. A gain is expected on the sale of McCoy/Cove. Pending completion of the transaction, the Company will continue to operate McCoy/Cove for its own account.

LIQUIDITY AND CAPITAL RESOURCES

Net cash flow provided by operating activities was \$5.2 million for the first six months of 2002 compared \$16.3 million for the first six months of 2001. The 2002 results compared to 2001 reflect the decrease in production.

Net cash used in investing activities was \$6.5 million in the first six months of 2002, primarily related to investments in mining properties, plant and equipment.

Net cash provided from financing activities was \$5.6 million in the first six months of 2002 compared to net cash used for scheduled debt repayments of \$7.5 million for the first six months of 2001. In May 2002, the Company sold a total of 39,100,000 units; each unit consisting of one common share and one share purchase warrant at a price of \$0.70 per unit for net proceeds of \$25.5 million. The Company repaid the remaining \$17.0 million on its revolving credit facility and incurred \$3.0 in transaction costs related to the issuance of common shares in exchange for its capital securities obligation. The Company is now debt free.

On April 3, 2002 the Company issued 361,561,230 common shares in exchange for the entire capital securities debt obligation of \$100 million in principal amount plus accrued and unpaid interest (See notes 7 and 8 to the interim consolidated financial statements).

At June 30, 2002, the Company had \$16.6 million in cash and cash equivalents and \$2.0 million in short-term investments recorded at the lower of cost or fair value. The fair value of the short-term investments at June 30, 2002 was \$14.4 million.

At June 30, 2002, the estimated fair value of the Company's hedge portfolio was a loss of \$2.3 million. A change in the gold price of \$10 per ounce would result in a change in fair value of the hedge position by approximately \$1.0 million assuming no changes in dollar interest rates, gold lease rates or other volatility factors underlying the Company's hedge position. There are no margin requirements related to these hedge contracts.

The Company expects to incur \$11.0 million for capital expenditures in 2002 funded by its operating cash flow, of which \$8.9 million in expenditures have been incurred in the first six months of 2002. The Company will rely on its operating cash flow to fund the remainder of its planned 2002 capital expenditures. The Company monitors its discretionary spending in view of the cost structure of its operating mines and the availability of additional credit, and will modify or reduce its discretionary spending where necessary.

Early in 2000, the American Stock Exchange had advised the Company that its listing eligibility was under review because the Company had fallen below two of the exchange's listing guidelines. On May 28, 2002, the Company received notification from the American Stock Exchange that the Company was in compliance with the American Stock Exchange continued listing guidelines.

See note 13 to the interim consolidated financial statements.

FINANCIAL REVIEW

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Three month results

The Company reported a net loss of \$1.5 million for the second quarter compared with a net loss of \$0.4 million in the second quarter of 2001. On a per share basis, the Company had a loss of \$0.27 for the quarter compared to a net loss of \$0.03 in 2001. The loss per share includes a \$132.3 million charge for the equity portion of the loss on the exchange of the Company's capital securities for common shares in 2002 and \$4.3 million representing the equity portion of the interest on the capital securities in 2001. The 2002 results, compared to 2001, reflect 26% lower gold sales volume and 64% lower silver sales volume due to lower production and a charge of \$5.5 million relating to the debt portion of the loss on retirement of the capital securities. These factors were partially offset by lower operating costs, depreciation and amortization reflecting the reduction in ounces sold and a 26% higher average realized gold price. Deferred revenue recognized in the second quarter of 2002 was \$8.9 million compared to \$5.1 million in 2001.

Gold production decreased 26% to 129,642 ounces in the second quarter of 2002 compared to 176,284 ounces in the second quarter of 2001. The decrease in production resulted from lower grades at Lupin and no production from McCoy/Cove. There was no silver production in the second quarter of 2002 compared to 1.7 million ounces from McCoy/Cove in the second quarter of 2001. Milling was completed at McCoy/Cove in March 2002.

Cash operating costs were \$224 per ounce of gold in the second quarter of 2002, versus \$218 in the second quarter of 2001. The increase was primarily a result of lower production. Total production costs were \$321 per ounce in the second quarter of 2002, versus \$291 per ounce in the second quarter of 2001.

Six month results

The Company reported net earnings of \$4.0 million in the first six months of 2002, compared with net earnings of \$3.4 million in the same period of 2001. On a per share basis, after capital securities interest of \$4.6 million in 2002 and \$8.7 million in 2001 and the equity portion of the loss on retirement of the capital securities of \$132.3 million in 2002, the Company had a loss of \$0.31 for the first six months of 2002 compared with a loss of \$0.04 in the same period of 2001. The 2002 results compared to 2001 reflect 22% lower gold sales volume, 46% lower silver sales volume and a charge of \$5.5 million relating to the debt portion of the loss on retirement of the capital securities. These factors were partially offset by lower operating costs, depreciation and amortization reflecting the reduction in ounces sold and an 18% higher average realized gold price. Deferred revenue recognized in the first six months of 2002 was \$16.3 million compared to \$7.1 million in the same period of 2001.

Gold production decreased 20% to 278,918 ounces in the first six months of 2002 compared to 349,754 ounces in the first six months of 2001. The lower production resulted from lower grades at all properties and completion of production at McCoy/Cove in March 2002. Silver production from McCoy/Cove was 1.5 million ounces, 55% lower than the 3.3 million ounces produced in 2001.

Cash operating costs were \$219 per ounce of gold in the first six months of 2002, versus \$215 in the first six months of 2001. The increase was primarily a result of lower production. Total production costs were \$301 per ounce in the first six months of 2002, versus \$285 per ounce in the first six months of 2001.

The Company reports per ounce production cost data in accordance with The Gold Institute Production Cost Standard (the "Standard"). The Gold Institute is an association of suppliers of gold and gold products and includes leading North American gold producers. Adoption of the Standard is voluntary, and the data presented may not be comparable to data presented by other gold producers. Production costs per ounce are derived from amounts included in the unaudited Statements of Operations and include mine site operating costs such as mining, processing, administration, transportation, royalties, production taxes, depreciation, amortization and reclamation costs, but exclude financing, capital, development and exploration costs. These costs are then divided by gold ounces produced to arrive at the total production costs per ounce. The measures are furnished to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles. Throughout this report, all references to per ounce production cost data, or cash operating costs, will be in accordance with the Standard.

The term ounce as used in this Form 10-Q means "troy ounce".

Revenue

Statistics for gold and silver ounces sold and other revenue data are set out below.

| Revenue Data | Three months ended June 30 | | Six months ended June 30 | |
|--------------|-------------------------------|------|-----------------------------|------|
| | 2002 | 2001 | 2002 | 2001 |

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| | Three months ended | | Six months ended | |
|--|--------------------|-----------|------------------|-----------|
| | June 30 | | June 30 | |
| Gold | | | | |
| Ounces sold | 137,601 | 185,825 | 279,030 | 357,910 |
| Average price realized/ounce revenue basis | \$ 375 | \$ 298 | \$ 360 | \$ 304 |
| Average price realized/ounce cash basis ⁽¹⁾ | \$ 311 | \$ 273 | \$ 302 | \$ 281 |
| Average market price/ounce | \$ 312 | \$ 268 | \$ 301 | \$ 266 |
| Revenue (millions of U.S. \$) | \$ 51.7 | \$ 55.4 | \$ 100.5 | \$ 108.8 |
| Percentage of total revenue | 95% | 87% | 92% | 85% |
| Silver | | | | |
| Ounces sold | 663,305 | 1,824,329 | 2,118,181 | 3,918,144 |
| Average price realized/ounce revenue basis | \$ 4.39 | \$ 4.52 | \$ 4.36 | \$ 4.93 |
| Average price realized/ounce cash basis ⁽¹⁾ | \$ 4.39 | \$ 4.30 | \$ 4.36 | \$ 5.22 |
| Average market price/ounce | \$ 4.75 | \$ 4.40 | \$ 4.63 | \$ 4.48 |
| Revenue (millions of U.S. \$) | \$ 2.9 | \$ 8.2 | \$ 9.2 | \$ 19.3 |
| Percentage of total revenue | 5% | 13% | 8% | 15% |
| Total revenue (millions of U.S. dollars) | \$ 54.6 | \$ 63.7 | \$ 109.8 | \$ 128.1 |

- (1) Excludes non-cash items affecting gold and silver revenues, such as the recognition of deferred income or deferral of revenue to future periods for hedge accounting purposes.

The effects of changes in sales prices and volume were as follows.

| Revenue Variance Analysis 2002 vs. 2001 | Three months ended June 30 | Six months ended June 30 |
|--|-------------------------------|-----------------------------|
| (millions of U.S. dollars) | | |
| Higher gold prices | \$ 10.6 | \$ 15.8 |
| Lower silver prices | (0.1) | (1.2) |
| Change in volume | (19.6) | (32.9) |
| Decrease in revenue | \$ (9.1) | \$ (18.3) |

Production Costs

Production cost data per ounce of gold is set out below.

| Production Costs per Ounce of Gold Produced | Three months ended | | Six months ended | |
|--|--------------------|--------|------------------|--------|
| | June 30 | | June 30 | |
| | 2002 | 2001 | 2002 | 2001 |
| Direct mining expense | \$ 231 | \$ 209 | \$ 220 | \$ 208 |
| Deferred stripping and mine development costs | 5 | 9 | 3 | 11 |
| Inventory movements and other | (12) | | (4) | (4) |

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| | Three months ended | | Six months ended | |
|-------------------------------|--------------------|---------------|------------------|---------------|
| | June 30 | 218 | June 30 | 215 |
| Cash operating costs | 224 | 218 | 219 | 215 |
| Royalties | 16 | 12 | 12 | 9 |
| Production taxes | 2 | 1 | | 1 |
| Total cash costs | 242 | 231 | 231 | 225 |
| Depreciation | 54 | 38 | 48 | 38 |
| Amortization | 16 | 14 | 14 | 14 |
| Reclamation and mine closure | 9 | 8 | 8 | 8 |
| Total production costs | \$ 321 | \$ 291 | \$ 301 | \$ 285 |

Expenses

Operating costs per ounce vary with the quantity of gold and silver sold and with the cost of operations. Cash operating costs were \$224 per ounce of gold in the second quarter of 2002 and \$218 in the second quarter of 2001. See "Operations Review."

| Reconciliation of Cash Operating Costs per Ounce to Financial Statements | Three months ended | | Six months ended | |
|--|--------------------|-----------|------------------|-----------|
| | June 30 | June 30 | June 30 | June 30 |
| | 2002 | 2001 | 2001 | 2002 |
| <i>(thousands of U.S. dollars, except per ounce amounts)</i> | | | | |
| Operating costs per financial statements | \$ 34,320 | \$ 46,521 | \$ 69,416 | \$ 91,144 |
| Change in finished goods inventory and other | (5,399) | (1,434) | (2,224) | (2,365) |
| Co-product cost of silver produced | | (6,657) | (6,027) | (13,582) |
| Cash operating costs | \$ 28,921 | \$ 38,430 | \$ 61,165 | \$ 75,197 |
| Gold ounces produced | 129,462 | 176,284 | 278,918 | 349,754 |
| Cash operating costs per ounce | \$ 224 | \$ 218 | \$ 219 | \$ 215 |

Reserve estimates

Mineral reserves at December 31, 2001 were estimated based on a price of \$300 per ounce of gold and \$4.25 per ounce of silver. The market price for gold has for more than four years traded, on average, below the level used in estimating reserves at December 31, 2001. If the market price for gold were to continue at such levels and the Company determined that its reserves should be estimated at a significantly lower gold price than that used at December 31, 2001, there would be a reduction in the amount of gold reserves. The Company estimates that if reserves at December 31, 2001 were based on \$275 per ounce of gold, reserves would decrease by approximately 13% at Round Mountain, 5% at Kettle River and 2% at the Aquarius development property. There would be no impact on reserves at Lupin and McCoy/Cove. The estimates are based on the extrapolation of information developed in the reserve calculation, but without the same degree of analysis required for reserve estimation. Should any significant reductions in reserves occur, material write-downs of the Company's investment in mining properties and/or increased amortization, reclamation and closure charges may be required.

OPERATIONS REVIEW

Operating data by mine is set out below.

| Operating Data by Mine | Three months ended | Six months ended |
|------------------------|--------------------|------------------|
| | June 30 | June 30 |
| <hr/> | | |

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| | Three months ended | | Six months ended | |
|-----------------------------------|--------------------|------------------|------------------|------------------|
| | 2002 | June 30 2001 | 2002 | June 30 2001 |
| Gold production (ounces) | | | | |
| (a) Round Mountain (50%) | 95,499 | 97,770 | 189,070 | 198,138 |
| (b) Lupin | 24,643 | 34,756 | 53,360 | 72,710 |
| (c) Kettle River | 9,500 | 16,373 | 19,987 | 29,218 |
| (d) McCoy/Cove | | 27,385 | 16,501 | 49,688 |
| Total gold | 129,642 | 176,284 | 278,918 | 349,754 |
| Silver production (ounces) | | | | |
| (d) McCoy/Cove | | 1,738,056 | 1,470,094 | 3,296,585 |
| Total silver | | 1,738,056 | 1,470,094 | 3,296,585 |

Gold production decreased 26% to 129,642 ounces in the second quarter of 2002 compared to 176,284 ounces in the second quarter of 2001. The decrease in production resulted from lower grades at Lupin and no production from McCoy/Cove. There was no silver production in the second quarter of 2002 compared to 1.7 million ounces from McCoy/Cove in the second quarter of 2001. Milling was completed at McCoy/Cove in March 2002. For the full year 2002, the Company's production targets are 530,000 gold ounces and 1.7 million silver ounces.

| Operating Data by Mine | Three months ended | | Six months ended | |
|---|--------------------|---------------|------------------|---------------|
| | 2002 | 2001 | 2002 | 2001 |
| Cash operating costs (per ounce of gold) | | | | |
| (a) Round Mountain | \$ 176 | \$ 194 | \$ 181 | \$ 190 |
| (b) Lupin | 384 | 230 | 330 | 223 |
| (c) Kettle River | 282 | 274 | 270 | 260 |
| (d) McCoy/Cove | | 234 | 225 | 245 |
| Company average | \$ 224 | \$ 218 | \$ 219 | \$ 215 |

Cash operating costs were \$224 per ounce of gold in the second quarter of 2002, versus \$218 in the second quarter of 2001. The increase was primarily a result of lower production. The Company has targeted consolidated cash operating costs of \$225 per ounce of gold produced for the full year 2002.

(a) Round Mountain, Nevada (50% owned)

| OPERATING DATA | Three months ended | | Six months ended | |
|--|--------------------|--------|------------------|--------|
| | 2002 | 2001 | 2002 | 2001 |
| Gold produced (ounces) (the Company's 50% share): | | | | |
| Heap leached reusable pad | 35,701 | 30,572 | 73,713 | 57,822 |
| Heap leached dedicated pad | 40,747 | 58,118 | 79,683 | 98,805 |
| Milled | 19,051 | 9,080 | 35,674 | 41,511 |

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| Total | Three months ended | | Six months ended | |
|---|--------------------|---------|--------------------|---------|
| | June 30 95,499 | 97,770 | June 30 189,070 | 198,138 |
| Mining cost/ton of ore and waste | \$ 0.79 | \$ 0.88 | \$ 0.79 | \$ 0.86 |
| Heap leaching cost/ton of ore | \$ 0.80 | \$ 0.81 | \$ 0.78 | \$ 0.75 |
| Milling cost/ton of ore | \$ 3.13 | \$ 3.18 | \$ 3.06 | \$ 3.09 |
| Production cost per ounce of gold produced: | | | | |
| Direct mining expense | \$ 176 | \$ 173 | \$ 174 | \$ 169 |
| Deferred stripping cost | 12 | 20 | 13 | 21 |
| Inventory movements and other | (12) | 1 | (6) | |
| Cash operating cost | 176 | 194 | 181 | 190 |
| Royalties | 22 | 22 | 19 | 16 |
| Production taxes | 3 | 1 | 3 | 1 |
| Total cash cost | 201 | 217 | 203 | 207 |
| Depreciation | 43 | 40 | 43 | 38 |
| Amortization | 15 | 15 | 15 | 15 |
| Reclamation and mine closure | 9 | 9 | 9 | 9 |
| Total production costs | \$ 268 | \$ 281 | \$ 270 | \$ 269 |
| Heap leached reusable pad: | | | | |
| Ore processed (tons/day) | 31,130 | 26,844 | 31,282 | 27,303 |
| Total ore processed (000 tons) | 2,833 | 2,443 | 5,693 | 4,969 |
| Grade (ounce/ton) | 0.047 | 0.031 | 0.046 | 0.034 |
| Recovery rate (%) | 61.5 | 72.9 | 63.6 | 78.0 |
| Heap leached dedicated pad: | | | | |
| Ore processed (tons/day) | 139,692 | 128,231 | 139,736 | 137,819 |
| Total ore processed (000 tons) | 12,712 | 11,669 | 25,432 | 25,083 |
| Grade (ounce/ton) | 0.012 | 0.011 | 0.011 | 0.011 |
| Recovery rate ⁽¹⁾ | | | | |
| Milled: | | | | |
| Ore processed (tons/day) | 9,768 | 10,097 | 9,775 | 9,989 |
| Total ore processed (000 tons) | 889 | 919 | 1,779 | 1,818 |
| Grade (ounce/ton) | 0.055 | 0.040 | 0.050 | 0.064 |
| Recovery rate (%) | 86.3 | 80.5 | 85.0 | 84.0 |

(1) Recovery rates on dedicated pads can only be estimated, as actual recoveries will not be known until leaching is complete. At the Round Mountain mine, the gold recovery rate on the dedicated heap leach pad is estimated at 50%.

The Company has a 50% ownership interest in, and is the operator of, the Round Mountain mine in Nevada. The Company's share of mine production was 95,499 ounces for the second quarter compared with 97,770 ounces for the second quarter in 2001. Cash operating costs for the second quarter were \$176 per ounce, compared to \$194 per ounce for the second quarter in the previous year reflecting lower spending during the current quarter. Round Mountain's production target for 2002 is being increased to 730,000 ounces (the Company's share: 365,000 ounces). Cash operating costs are forecast to be \$195 per ounce for the year.

During the quarter, four additional 240-ton haul trucks were purchased to replace older and higher cost 150-ton units. In addition, work continued on the Gold Hill property located just four miles north of the current mining and processing facilities. The second quarter program was focused on shallow mineralization to assess the economics of a small starter pit. Gold Hill displays Round Mountain style mineralization over an area that presently measures approximately 2,000 by 4,000 feet. The extent of the mineralization has not been fully defined.

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(b) Lupin, Nunavut, Canada (100% owned)

| OPERATING DATA | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|-----------|-----------------------------|-----------|
| | 2002 | 2001 | 2002 | 2001 |
| Gold produced (ounces) | 24,643 | 34,756 | 53,360 | 72,710 |
| Mining cost/ton of ore | C\$ 64.53 | C\$ 48.14 | C\$ 57.96 | C\$ 46.47 |
| Milling cost/ton of ore | C\$ 13.88 | C\$ 13.54 | C\$ 14.10 | C\$ 13.97 |
| Production cost per ounce of gold produced: | | | | |
| Canadian dollars: | | | | |
| Direct mining expense | C\$ 666 | C\$ 400 | C\$ 583 | C\$ 389 |
| Deferred mine development cost | (43) | (18) | (51) | (15) |
| Inventory movements and other | 3 | 2 | 1 | 1 |
| Cash operating cost | C\$ 626 | C\$ 384 | C\$ 533 | C\$ 375 |
| U.S. dollars: | | | | |
| Cash operating costs | US\$ 384 | US\$ 230 | US\$ 330 | US\$ 223 |
| Royalties | | | | |
| Production taxes | | | | |
| Total cash cost | 384 | 230 | 330 | 223 |
| Depreciation | 46 | 30 | 40 | 29 |
| Amortization | 6 | 7 | 6 | 7 |
| Reclamation and mine closure | 15 | 14 | 15 | 14 |
| Total production costs | US\$ 451 | US\$ 281 | US\$ 391 | US\$ 273 |
| Milled: | | | | |
| Ore processed (tons/day) | 1,623 | 1,818 | 1,640 | 1,834 |
| Total ore processed (000 tons) | 148 | 165 | 298 | 334 |
| Grade (ounce/ton) | 0.181 | 0.226 | 0.193 | 0.234 |
| Recovery rate (%) | 92.2 | 92.9 | 92.5 | 93.2 |

Gold production for the quarter was 24,643 ounces compared with 34,756 ounces in the second quarter of 2001 reflecting 20% lower grades and 11% fewer tons milled. During the quarter there were a limited number of production areas and lower grades were encountered in all areas. Over the last two years, an emphasis on cash conservation limited development, thereby reducing the flexibility to offset areas of low grade ore. Cash operating costs for the quarter were \$384 per ounce compared with \$230 per ounce for the same period in 2001 (after a \$19 per ounce credit for Canadian dollar hedging). The significant increase in cash operating costs is directly attributable to the lower production as well as increased spending for underground equipment. Spending is now focused on increased development activities and additional production drilling.

While the Company believes that significant progress is now being made, the production shortfall encountered during the first six months of this year will not be replaced. Therefore, the annual production target has been reduced by 20,000 to 120,000 ounces and cash operating costs per ounce are now forecast at \$295 per ounce compared to a planned target of \$250 per ounce.

(c) Kettle River, Washington (100% owned)

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| OPERATING DATA | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|----------|-----------------------------|----------|
| | 2002 | 2001 | 2002 | 2001 |
| Gold produced (ounces) | 9,500 | 16,373 | 19,987 | 29,218 |
| Mining cost/ton of ore | \$ 22.70 | \$ 23.37 | \$ 22.31 | \$ 23.58 |
| Milling cost/ton of ore | \$ 10.52 | \$ 10.15 | \$ 10.81 | \$ 10.91 |
| Production cost per ounce of gold produced: | | | | |
| Direct mining expense | \$ 270 | \$ 192 | \$ 259 | \$ 201 |
| Deferred mine development cost | | | | |
| Inventory movements and other | 12 | 82 | 11 | 59 |
| Cash operating cost | 282 | 274 | 270 | 260 |
| Royalties | 1 | 12 | 4 | 12 |
| Production taxes | 2 | 1 | 2 | 1 |
| Total cash cost | 285 | 287 | 276 | 273 |
| Depreciation | | 7 | | 7 |
| Amortization | 50 | 40 | 50 | 40 |
| Reclamation and mine closure | | 15 | | 15 |
| Total production costs | \$ 335 | \$ 349 | \$ 326 | \$ 335 |
| Milled: | | | | |
| Ore processed (tons/day) | 727 | 1,303 | 733 | 1,102 |
| Total ore processed (000 tons) | 66 | 119 | 133 | 201 |
| Grade (ounce/ton) | 0.174 | 0.167 | 0.179 | 0.176 |
| Recovery rate (%) | 82.8 | 82.7 | 83.6 | 82.7 |

Gold production for the second quarter was 9,500 ounces, down from 16,373 ounces in the second quarter of 2001, reflecting the lower tonnage available from the K-2 mine and ore stockpiles. With the lower production, cash operating costs per ounce for the quarter were \$282 per ounce compared with \$274 per ounce for the same period in 2001. The higher costs per ounce resulted only from the lower production as actual spending was 40% less than in 2001. Kettle River production for 2002 is now expected to be 30,000 ounces with cash operating costs forecast to be \$290 per ounce.

Results from exploration at the Emanuel Creek property, located adjacent to the Kettle River production area, continue to be encouraging. Drill results from surface holes have indicated a mineralized zone, although dimensions and limits have not yet been determined. An underground development program is underway to allow access for drilling from a location near existing workings. Completion of the exploration component of this program, comprising 25 holes or more, is anticipated prior to the end of the year.

(d) McCoy/Cove, Nevada (100% owned)

| OPERATING DATA | Three months ended June 30 | | Six months ended June 30 | |
|-------------------------|-------------------------------|--------|-----------------------------|--------|
| | 2002 | 2001 | 2002 | 2001 |
| Gold produced (ounces): | | | | |
| Milled | | 19,746 | 9,906 | 37,724 |
| Heap leached | | 7,639 | 6,595 | 11,964 |

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| | Three months ended June 30 | | Six months ended June 30 | |
|---|-------------------------------|-----------|-----------------------------|-----------|
| Total gold | | 27,385 | 16,501 | 49,688 |
| Silver produced (ounces): | | | | |
| Milled | | 1,636,147 | 1,410,594 | 3,131,456 |
| Heap leached | | 101,909 | 59,500 | 165,129 |
| Total silver | | 1,738,056 | 1,470,904 | 3,296,585 |
| Milling cost/ton of ore | \$ | \$ 7.29 | \$ 10.49 | \$ 6.84 |
| Production cost per ounce of gold produced: | | | | |
| Direct mining expense | \$ | \$ 245 | \$ 216 | \$ 250 |
| Deferred stripping cost | | (10) | | (2) |
| Inventory movements and other | | (1) | 9 | (3) |
| Cash operating cost | | 234 | 225 | 245 |
| Royalties | | 1 | 1 | 1 |
| Production taxes | | | (12) | |
| Total cash cost | | 235 | 214 | 246 |
| Depreciation | | 44 | 51 | 47 |
| Amortization | | 8 | | 8 |
| Reclamation and mine closure | | | | |
| Total production costs | \$ | \$ 287 | \$ 265 | \$ 301 |
| Average gold-to-silver price ratio ⁽¹⁾ | | 61.1:1 | 64.6:1 | 59.4:1 |
| Milled: | | | | |
| Ore processed (tons/day) | | 11,209 | 6,451 | 11,523 |
| Total ore processed (000 tons) | | 1,020 | 587 | 2,097 |
| Gold grade (ounce/ton) | | 0.043 | 0.034 | 0.043 |
| Silver grade (ounce/ton) | | 2.69 | 3.46 | 2.63 |
| Gold recovery rate (%) | | 45.7 | 43.3 | 45.1 |
| Silver recovery rate (%) | | 66.1 | 64.0 | 65.5 |

(1) To convert costs per ounce of gold into comparable costs per ounce of co-product silver, divide the production cost per ounce of gold by the period's average gold-to-silver price ratio.

At McCoy/Cove in Nevada, gold production was completed on March 31, 2002 and the property is now in full reclamation mode.

On June 9, 2002, Echo Bay Exploration Inc. and Echo Bay Minerals Company, subsidiaries of the Company, entered into a new McCoy/Cove asset purchase agreement with Newmont USA Limited, a subsidiary of Newmont, providing for the sale of the McCoy/Cove complex. The closing of the transaction is subject to, among other conditions, the completion of the Kinross combination. In consideration of the purchase of such assets, Newmont USA has agreed to assume all liabilities and obligations relating to the reclamation or remediation required for the McCoy/Cove complex. The agreement replaces the letter agreement dated February 13, 2002 and results in no cash payment to the Company or any of its affiliates. A gain is expected on the sale of McCoy/Cove. Pending completion of the transaction, the Company will continue to operate McCoy/Cove for its own account.

RECENT DEVELOPMENTS

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Capital securities

On April 3, 2002 the Company issued 361,561,230 common shares, representing approximately 72% of the outstanding common shares after giving effect to such issuance, in exchange for all of its \$100 million aggregate principal amount of 11% junior subordinated debentures due 2027, plus accrued and unpaid interest thereon.

Following this issuance of common shares, and as at April 3, 2002, the new principal holders of the Company's common shares and their respective ownership positions in the Company were Newmont Canada (48.8%) and Kinross (11.4%). In connection with the completion of the capital securities exchange, three directors of the Company resigned from the board of directors. Two of the vacancies created by these resignations were filled by executive officers of Newmont Canada.

As a result of eliminating the capital securities, the Company recorded an increase to common shares of \$303.7 million, based on their quoted market value at the date of issue. The quoted market value of the common shares issued exceeded the book value of the capital securities by \$134.8 million. This difference, along with transaction costs of \$3.0 million, were recorded proportionately between interest expense (\$5.5 million) and deficit (\$132.3 million) in the second quarter of 2002 based on the debt and equity classifications of the capital securities. Under U.S. GAAP, the entire loss of \$137.8 million would be recorded as an extraordinary item.

Combination agreement

On June 10, 2002, the Company, Kinross and TVX entered into an agreement providing for the combination of the companies. In addition, TVX has agreed to acquire Newmont's interest in the TVX Newmont Americas joint venture. Under the agreement, holders of common shares of the Company (other than Kinross) will receive 0.52 of a common share of Kinross for each common share of the Company. The Company is in the process of obtaining customary regulatory approvals and the combination will be presented to shareholders for their consideration at a special meeting anticipated to be set for the fourth quarter 2002.

Completion of financing

In May 2002, the Company sold a total of 39,100,000 units at a price of \$0.70 per unit for aggregate gross proceeds of approximately \$27.4 million. Each unit consists of one common share and one share purchase warrant. The common shares and the warrants comprising the units separated upon closing and trade separately on the Toronto Stock Exchange and the American Stock Exchange. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.90 at any time prior to November 14, 2003.

Sale of McCoy/Cove complex

On June 9, 2002, Echo Bay Exploration Inc. and Echo Bay Minerals Company, subsidiaries of the Company, entered into a McCoy/Cove asset purchase agreement with Newmont USA Limited, a subsidiary of Newmont, providing for the sale of the McCoy/Cove complex. The closing of the transaction is subject to, among other conditions the completion of the Kinross combination. In consideration of the purchase of such assets, Newmont USA has agreed to assume all liabilities and obligations relating to the reclamation or remediation required for the McCoy/Cove complex. The agreement replaces the letter agreement dated February 13, 2002 and results in no cash payment to the Company or any of its affiliates. A gain is expected on the sale of McCoy/Cove. Pending completion of the transaction, the Company will continue to operate McCoy/Cove for its own account.

Exploration and development programs

The Company is engaged in exploration activity at its Round Mountain and Kettle River mines. At Round Mountain, work continued on the Gold Hill property located just four miles north of the current mining and processing facilities. The second quarter program was focused on shallow mineralization to assess the economics of a small starter pit. Gold Hill displays Round Mountain style mineralization over an area that presently measures approximately 2,000 by 4,000 feet. The extent of the mineralization has not been fully defined.

At the Company's Kettle River operation, results from exploration at the Emanuel Creek property, located adjacent to the Kettle River production area, continue to be encouraging. Drill results from surface holes have indicated a mineralized zone, although dimensions and limits have not yet been determined. An underground development program is underway to allow access for drilling from a location near existing workings. Completion of the exploration component of this program, comprising 25 holes or more, is anticipated prior to the end of the year.

For the second quarter of 2002, the Company spent \$1.5 million on exploration activities. Exploration costs are expensed as incurred.

The Company continues to defer a construction decision on the 100% owned Aquarius gold development project in Ontario, Canada. Development holding costs are expensed as incurred and \$0.1 million such costs were expensed during the second quarter of 2002.

American Stock Exchange

Early in 2000, the American Stock Exchange had advised the Company that its listing eligibility was under review because the Company had fallen below two of the exchange's listing guidelines. On May 28, 2002 the Company received notification from the American Stock Exchange that the Company was in compliance with the American Stock Exchange continued listing guidelines.

Other

See note 13 to the interim consolidated financial statements.

ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

The estimated fair values of the Company's gold commitments decreased by approximately \$4.4 million from December 31, 2001 to June 30, 2002, primarily due to the increase in the gold price from \$277 to \$301 per ounce. Information about market risks are discussed under Item 7A of the registrant's Annual Report on Form 10-K for 2001.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Summa

See note 13 to the interim consolidated financial statements.

Handy & Harman

See note 13 to the interim consolidated financial statements.

Other

In November, 2001, two former employees of the Company brought a claim against the Company pursuant to the Class Proceedings Act (British Columbia) as a result of the temporary suspension of operations at the Company's Lupin mine early in 1998 and the layoff of employees at that time. At this time, the Company does not know the amount being claimed by the former employees nor whether the claim is appropriate for certification as a class action. Additional information is required in order for the Company's legal counsel to complete its analysis and assessment of this claim.

The Company is also engaged in routine litigation incidental to its business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF THE SECURITY HOLDERS

The Company's Annual General Meeting was held June 6, 2002.

- (1) Election of Directors

| Nominee | Votes For | Votes Against or Withheld |
|-------------------|-------------|------------------------------|
| John Norman Abell | 414,267,454 | 2,661,193 |
| Ron Binns | 414,268,454 | 2,660,193 |

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| Nominee | Votes For | Votes Against or Withheld |
|----------------------------|-------------|------------------------------|
| Peter Clarke | 414,267,454 | 2,661,193 |
| David Harquail | 414,268,454 | 2,660,193 |
| Robert Leigh Leclerc, Q.C. | 414,267,454 | 2,661,193 |
| John Frederick McOuat | 414,268,454 | 2,660,193 |

(2) Appointment of Ernst & Young LLP as Auditors of the Company.

| | Votes For | Votes Against or Withheld |
|----------------------------------|-------------|------------------------------|
| Appointment of Ernst & Young LLP | 417,032,451 | 389,960 |

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Reports on Form 8-K Filed on April 5, 2002 related to the closing of the capital securities exchange transaction.

 Filed on May 10, 2002 related to the pricing of the public offering of units.

 Filed on June 10, 2002 related to the proposed combination between Echo Bay Mines Ltd., Kinross Gold Corporation and TVX Gold Inc.

 Filed on June 11, 2002 related to the combination agreement between Echo Bay Mines Ltd., Kinross Gold Corporation and TVX Gold Inc.

 Filed on July 8, 2002 related to the proposed purchase and sale of the McCoy/Cove mining complex, between subsidiaries of Echo Bay Mines Ltd. and a subsidiary of Newmont Mining Corporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ECHO BAY MINES LTD.
(Registrant)

Date: September 13, 2002

By: /s/ David A. Ottewell
*Controller and Principal
Accounting Officer*

CERTIFICATION

I, Tom S.Q. Yip, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Echo Bay Mines Ltd.;

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2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

September 13, 2002

/s/ Tom S.Q. Yip
Vice President and Chief Financial Officer

CERTIFICATION

I, Robert L. Leclerc, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Echo Bay Mines Ltd.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

September 13, 2002

/s/ Robert L. Leclerc
Chairman and Chief Executive Officer

CERTIFICATION

The foregoing report containing financial statements for the periods ended June 30, 2002 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: September 13, 2002

/s/ Robert L. Leclerc
*Chairman and
Chief Executive Officer*

/s/ Tom S.Q. Yip
*Vice President and
Chief Financial Officer*