



BOARD GUIDELINES

I. INTRODUCTION

1. The Goldcorp Inc. ("Goldcorp" or the "Company") Board of Directors (the "Board") believes the principal objective of the Company is to generate acceptable returns to its security holders. It believes good corporate governance practices provide an important framework for a timely response by the Company's Board to situations that may directly affect share value.
2. The Board wishes to emphasize that the substance of good corporate governance at Goldcorp is more important than its form; adoption of a set of guidelines or principles or any particular practice or policy is not a substitute for, and does not itself assure, good corporate governance.

II. BOARD GUIDELINES

The Terms of Reference for the Board (Tab A-3) define the role of the Board. These guidelines govern how the Board will operate to carry out its duties of stewardship and accountability.

1. The Board-Management Relationship

- i) While the Board is called upon to "manage" the business by law, this is done by proxy through the CEO, who is charged with the day-to-day leadership and management of the Company.
- ii) The CEO's prime responsibility is to lead the Company. The CEO formulates Company policies, strategic plans and goals in conjunction with the Board. The Board approves the goals of the business, the objectives and policies within which it is managed, and then steps back and evaluates management performance. Reciprocally, the CEO keeps the Board fully informed of the Company's progress towards the achievement of its goals and of all material deviations from the goals or objectives and policies established by the Board in a timely and candid manner.
- iii) Once the Board has approved the goals, strategies and policies it acts in a unified and cohesive manner in supporting and guiding the CEO subject to its duty to act in the best interests of the Company.

2. Corporate Strategy

Management is responsible for the development of an overall corporate strategy to be presented to the Board. The Board's role is to ensure there is

a strategic planning process, and then review, question, validate, and ultimately approve the strategy and monitor its implementation.

3. Business Risks

The Board should have a continuing understanding of the principal risks associated with the business; and it is the responsibility of management to ensure the Board and its committees are kept well informed of changing risks. The principal mechanisms through which the Board reviews risks are:

- i) on-going reports by the CEO;
- ii) the strategic planning process; and
- iii) the Audit Committee.

4. Board Contact with Senior Management

- i) All directors have open access to the Company's senior management. It is expected that directors will exercise judgment to ensure that their contacts will not distract from the Company's business operations.
- ii) Written communications between directors and members of management will be copied to the Non-Executive Board Chair, the CEO and to the Chair of the Governance and Nominating Committee.
- iii) The Board encourages individual directors to make themselves available for consultation with management outside Board meetings in order to provide specific advice and counsel on subjects where such directors have special knowledge and experience.

5. Succession Planning

The Board considers succession planning and management development to be an ongoing process, including periodic reports to the Board by the CEO. The CEO's views as to a successor in the event of unexpected incapacity should be discussed annually with the Compensation Committee.

6. Board Independence

The Board must have the capacity, independently of management, to fulfill the Board's responsibilities and must be able to make an objective assessment of management and assess the merits of management initiatives. Therefore, the Company is committed to the following practices:

- i) the recruitment of strong, independent directors, who shall compose a majority of the Board;
- ii) when the Board Chair is not an independent director, the Board shall appoint a Vice-Chair and Lead Director to provide leadership to the independent directors and to ensure that the Board's agenda will enable it to successfully carry out its duties;
- iii) any director who is deemed independent and whose circumstances change such that he or she might be considered to no longer be an independent director, shall promptly advise the Board of the change in circumstances;
- iv) the Governance and Nominating Committee leads the director selection/evaluation process;
- v) the Compensation Committee leads the CEO evaluation process;
- vi) the Audit Committee, Compensation Committee and Governance and Nominating Committee are fully independent; and
- vii) Regular meetings of independent directors:
 - a) the independent directors shall meet as a group, without the presence of management or non-independent directors, at every quarterly Board meeting, or more frequently as needed, under the leadership of the Vice-Chair and Lead Director;
 - b) the purpose of the meeting will be to provide an opportunity for the independent directors to raise issues that they did not wish to discuss with management present; and
 - c) the Vice-Chair and Lead Director will meet with the CEO and the Board Chair to discuss the results of the meeting.

7. Board Size and Composition

- i) The Board is committed to reviewing its size periodically and currently considers 8 to 12 directors to be an appropriate number for the size of the Company and sufficient to provide an appropriate mix of backgrounds and skills for the stewardship of the Company. In general, the Board believes smaller boards are more cohesive and work more effectively than larger boards. The Company has succeeded in fostering growth in the representation of women in leadership roles throughout the organization, including at the

executive level and within the Board and its Committees and, while it has long supported and continues to actively promote the further advancement of women within Goldcorp, it opposes specific targets or quotas as the best means to achieve that goal.

- ii) At its meeting to approve the Information Circular for the Annual General Meeting of the shareholders of the Company, the Board shall consider and determine whether each director or director nominee is independent.
- iii) The Non-Executive Board Chair will be selected by the Board. The Board may select the Chief Executive Officer as the Chair if that seems best for the Company at a given point in time.

8. Criteria for Board Membership

- i) The Governance and Nominating Committee will annually review the general and specific criteria applicable to candidates to be considered for nomination to the Board.
- ii) The objective of this review will be to maintain the composition of the Board in a way that provides the best mix of skills and experience to guide the long-term strategy and business operations of the Company.
- iii) This review will take into account the desirability of maintaining a reasonable diversity of background skills and experience and personal characteristics among the directors, along with the key common characteristics required for effective Board participation.
- iv) Each director and director nominee must possess and exhibit the highest degree of integrity, professionalism, and values.

9. Selection of New Directors

- i) The Board is responsible for identifying suitable candidates to be recommended for election to the Board by the shareholders.
- ii) The Governance and Nominating Committee, in consultation with the Non-Executive Board Chair, has the responsibility for gathering the names of potential nominees, screening their qualifications against the current skill and experience needs of the Board and making recommendations to the full Board. In doing so, the Governance and Nominating Committee will give particular consideration to women who fulfil the qualifications criteria, with a

view to further increasing women's representation on the Goldcorp Board.

- iii) All directors are encouraged to identify potential candidates.
- iv) The CEO provides additional direct input to the process.
- v) An invitation to stand as a nominee for election to the Board will normally be made to a candidate by the Board through the Non-Executive Board Chair.

10. Director Terms and Retirement

While directors are elected annually by shareholders, there is an informal expectation by the Board that each director commit to serving for at least five years. Each director who has served a term of five years will in the fifth year undergo a more comprehensive review prior to his or her renomination. This review will occur every five years thereafter and directors fully understand that nomination to the Board is not open-ended and is reviewed comprehensively every five years. The Company does not subscribe to a mandatory retirement age or term limits as such for its directors, as the periodic comprehensive review process, together with the Company's Board Succession Policy, are aimed at maintaining Board continuity while also ensuring an orderly and timely transition of Board members, from time to time.

11. Directors' Outside Board Memberships

- i) Interlocking Boards
 - a) No two Goldcorp directors shall sit together on two or more public corporate boards without the approval of the Board.
 - b) If such a situation does exist on the Board, the Governance and Nominating Committee shall annually review the continued appropriateness of the situation and make a recommendation to the Board.
- ii) Multiple Public Corporate Board Memberships
 - a) No director shall sit on four or more public corporate boards without the approval of the Board.
 - b) If any director does sit on four or more public corporate boards, the Governance and Nominating Committee shall annually review the appropriateness of that director's

continued membership on the Goldcorp Board and make a recommendation to the Board.

12. Directors Who Change Their Present Job Responsibilities

- i) A director, including any inside director serving on the Board, who has a major change in principal occupation, shall offer his or her resignation to the Board for consideration. It is not intended that directors who retire or whose professional positions change should necessarily leave the Board.
- ii) The sense of the Board is that there should be an opportunity for the Board to review, through the Governance and Nominating Committee, the continued appropriateness of Board membership under such circumstances.

13. New Director Orientation

- i) The Governance and Nominating Committee, in conjunction with the Chair and the CEO, is responsible for ensuring that new directors are provided with an orientation and education program, which will include:
 - a) written information about the duties and obligations of directors;
 - b) the business and operations of the Company;
 - c) documents from recent Board meetings; and
 - d) opportunities for meetings and discussion with senior management and other directors.
- ii) The details of the orientation of each new director will be tailored to that director's individual needs and areas of interest.

14. Ongoing Director Education

- i) The Board recognizes the importance of ongoing director education and the need for each director to take personal responsibility for this process.
- ii) To facilitate ongoing education the Governance and Nominating Committee will:

- a) periodically canvas the directors to determine their training and education needs and interests;
- b) arrange ongoing visitation by directors to Goldcorp facilities and operations;
- c) arrange the funding for the attendance of directors at seminars or conferences of interest and relevance to their position as a director of the Company; and
- d) encourage and facilitate presentations by outside experts to the Board or committees on matters of particular import or emerging significance.

15. Administrative Support for Directors

The Corporate Secretary or his or her delegate will provide all required administrative services for directors in the pursuit of their Board responsibilities.

16. Assessing the Board's Performance

The current practice of the Board is for the Governance and Nominating Committee and the Non-Executive Board Chair to facilitate annual, assessments of the performance of the Board, committees and individual directors.

17. Director Compensation

The Governance and Nominating Committee will review director compensation annually. The Committee will make recommendations to the Board for consideration when it believes changes in compensation are warranted.

18. Director Share Ownership

- i) The Board has determined that ownership of the company's shares by directors should be encouraged as one way of helping to align the interests of directors with those of the shareholders.
- ii) Directors are required to hold Common Shares having a market value of at least three (3) times the value of the director's annual retainer fee and the pre-tax equity compensation as a Board member. This requirement shall be attained within five years of becoming a director of the Company, and must be maintained throughout tenure as a director.

- iii) For the purposes of determining compliance, the holdings will be valued based on the closing price of the Common Shares on December 31st each year, or the cost at the time of acquisition, if greater.
- iv) The Governance and Nominating Committee will periodically review and make recommendations to the Board as to what level of director shareholding requirement is appropriate for the Company.

19. Loans

The Company will not make any personal loans or extensions of credit to directors or executive officers.

20. Internal Controls and Management Information Systems

- i) Integral to the Board's overall responsibilities is the existence of control systems that ensure the effective discharge of these responsibilities. A balance has to be achieved between imposing controls that give the Board reasonable assurance that its responsibilities are being discharged and avoiding the creation of an unnecessarily bureaucratic and costly system of control mechanisms.
- ii) Through the CEO, management will establish systems to ensure that an appropriate and responsible level of internal controls are in place for the Company. The confidence of the Board in the ability and integrity of management is the paramount control mechanism.

21. Succession Planning and Management Development

The Board considers succession planning to be an ongoing process that includes annual reports to the Board by the CEO. The CEO's views as to a successor in the event of unexpected incapacity should be discussed regularly with the Compensation Committee.

22. Board Communications Policy

- i) The Board approves the content of the Company's major communications to shareholders and the investing public, including the interim and annual reports, the Management Proxy Circular, the Annual Information Form, any prospectuses that may be issued and significant press releases.
- ii) The Board believes that it is the function of management, led by the CEO, to speak for the Company in its communications with the investment community, the media, customers, suppliers, employees,

governments and the general public. It is understood that the Non-Executive Board Chair or other individual directors may, from time to time, be requested by management to assist with such communications.

- iii) It is expected that when communications from stakeholders are made to individual directors, management will be informed and consulted to determine any appropriate response to be made by the Board or management, as the case may be.

23. Evaluation of the Chief Executive Officer

The Compensation Committee annually leads the Board in assessing the CEO's performance against objectives and other relevant criteria established the previous year by the Board and the CEO.

24. Code of Business Conduct and Ethical Behavior

- i) All directors, officers and employees are bound by the Company's Code of Business Conduct and Ethics. All who are affected by the Code review it and directors and officers acknowledge their support and understanding of the Code by signing it annually.
- ii) Directors must never be in an undisclosed conflict of interest with the Company. A director who has a real, perceived or potential conflict of interest regarding any particular matter under consideration should advise the Board, refrain from debate on the matter and abstain from any vote regarding that matter.
- iii) The Governance and Nominating Committee has responsibility for monitoring compliance with the Code of Business Conduct.

25. Board Meetings and Agendas

- i) The Board meets a minimum of four times per year, usually every quarter.
- ii) The Non-Executive Board Chair, in consultation with the CEO and the Corporate Secretary, develops the agenda for each Board meeting. All directors may, and are encouraged to, provide input to the agenda.

- iii) Under normal circumstances the date, time and place of a regular meeting of the Board shall be fixed and notified not less than five (5) business days in advance of the meeting. In extenuating circumstances, the date, time and place of a meeting of the Board shall be fixed and notified in writing not less than twenty-four (24) hours, exclusive of Saturdays, Sundays and holidays, in advance of the date when it shall occur unless notice is waived by all directors.
- iv) Under normal circumstances, the agenda and the material will be distributed to directors not less than four business days before the meeting.
- v) The Board may adopt the use of consent resolutions for its convenience from time to time.
- vi) The majority of directors in office constitutes a quorum for the transaction of business at a meeting and a quorum of directors may exercise all the powers of directors at a meeting. No business shall be transacted by the directors at a meeting unless a quorum is present.
- vii) A director may participate in a Board meeting by means of such telephonic, electronic or other communication facilities as to permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- viii) Directors will maintain the absolute confidentiality of Board deliberations and decisions and information received at meetings, except as may be specified by the Chair, if the information is publicly disclosed by the Company, or as required by applicable law. The views or opinions of individual directors or managers shall be treated with an appropriate level of respect and confidence.
- ix) At Board and Committee meetings there exists an open atmosphere that encourages discussion of alternative views. From time to time, informal offsite sessions may be held to further enhance/encourage discussion of ideas, strategies and issues.

- x) Directors are expected to attend all meetings of the Board and the Committees upon which they serve, to come to such meetings fully prepared (including full review of all documentation sent prior to the meeting), and to remain in attendance for the duration of the meeting. Where a director's absence from a meeting is unavoidable, the director should, as soon as practicable after the meeting, contact the Board Chair and the CEO or the Corporate Secretary for a briefing on the substantive elements of the meeting.
- xi) Directors, resident in Canada and the USA, unable to attend at least 75% of regularly scheduled Board and/or Committee meetings will be expected to tender their resignations from the Board to the Chair of the Governance and Nominating Committee.

Directors, non-resident in Canada or the USA, unable to attend at least 60% of regularly scheduled Board and/or Committee meetings will be expected to tender their resignations from the Board to the Chair of the Governance and Nominating Committee.

The distinction in attendance policy between directors resident in North America and those not so resident allows the board to attract candidates who can add substantial value to the Company but who have significant travel burdens.

26. Special Meetings of the Board

- i) Special meetings of the Board may be held at any time at the call of the Non-Executive Board Chair and the CEO, or any two directors.
- ii) Notice of a special meeting of the Board shall be given to all directors. Such notice shall be sent at least twenty-four (24) hours, exclusive of Saturdays, Sundays and holidays, before the time fixed for the meeting. If all of the directors are present at such meeting, notice thereof may be waived by them. If notice of the meeting is waived, all directors must sign a waiver.

27. Non-Directors at Board Meetings

- i) The Board appreciates the value of having non-directors attend Board meetings to provide information and opinions to assist the directors in their deliberations.
- ii) The Board, through the Chair, will determine non-director attendees at Board meetings. For issues that fall within the terms of reference of a committee, a committee Chair may also recommend non-director attendees to the Board Chair.

- iii) No non-directors shall attend or table material at the Board without prior approval of the Non-Executive Board Chair, and in the case of Board committee meetings, the committee Chair.

28. Board Minutes

The Non-Executive Board Chair, the CEO and the directors shall be provided with the draft minutes of each meeting of the Board within fourteen calendar days of its occurrence. The approved minutes serve as the official record of the Board meeting.

29. Information for Board Meetings

- i) All materials submitted for consideration by the Board or by a committee become part of the record of the Board, and shall be deposited with the Corporate Secretary for maintenance, safekeeping and access.
- ii) Materials assembled in support of Board meetings will be coordinated by the CEO and the Corporate Secretary or their delegates, who will distribute it with the Board meeting agenda, not less than four business days prior to the meeting.
- iii) Material distributed to the directors in advance of Board meetings shall be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered.
- iv) Reports may be presented during Board meetings by directors, management or staff, or by invited outside advisors. Presentations on specific subjects at Board meetings shall briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.
- v) It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.
- vi) Matters that are brought to the Board for a decision, particularly those of a strategic or financial matter, will be in a format and at a level and type of information that enables the Board to make a decision. The Board and management will agree on the format and the checklist of information items required for the Board to make a decision.

30. Committees

- i) Committees analyze policies and strategies developed by management that are consistent with their terms of reference. They examine proposals and, where appropriate, make recommendations to the full Board. Committees do not take action or make decisions on behalf of the Board unless specifically mandated to do so.
- ii) The committee structure may be subject to change as the Board considers from time-to-time which of its responsibilities can best be fulfilled through more detailed review of matters in committee.
- iii) The current committee structure includes;
 - a) Audit Committee
 - b) Compensation
 - c) Governance and Nominating Committee
 - d) Sustainability, Environment, Health and Safety Committee
- iv) The Governance and Nominating Committee, in conjunction with the Non-Executive Board Chair and the CEO, is responsible to the Board for annually proposing the leadership and membership of each committee. In preparing its recommendations they will take into account the skills, experience and preferences of the individual directors.
- v) The Board favours a periodic rotation in committee leadership and membership in a way that recognizes and balances the needs for new ideas, diversity, continuity and maintenance of functional expertise.
- vi) Each committee operates according to a Board approved written mandate outlining its duties and responsibilities. Each committee shall have a committee timetable, as part of its terms of reference, which outlines when the committee plans to address each of its duties and responsibilities during the course of the year.
- vii) All Board committees operate under the following guidelines:
 - a) Each committee will meet at least once each year, or more frequently as deemed necessary by the committee. In general, committee meetings will be scheduled each year in advance. However, the chair or any two members of a

committee may call a meeting of the committee with notice in writing of not less than forty-eight (48) hours, exclusive of Saturdays, Sundays and holidays, unless notice is waived by all members of the committee.

- b) Committee chairs, in consultation with committee members and management, will set the frequency and length of Committee meetings.
- c) Each committee Chair, in consultation with the appropriate members of management, develops the agenda for committee meetings. Any member of a committee may request an agenda item.
- d) If a committee Chair is not present at any meeting of a committee, one of the other members of the committee present at the meeting shall be chosen by the committee to preside at the meeting.
- e) A committee member may participate in a committee meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- f) A committee may invite such director or, in consultation with the CEO, such employees of the Company as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the committee.
- g) Each committee has the authority to delegate issues for review to any member or subcommittee.
- h) A committee may, from time to time, require the expertise of outside resources. Each committee has the authority to engage, set the terms of and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.
- i) Quorum for the transaction of business at any committee meeting shall be a majority of the number of members of the committee or such greater number as the committee shall by resolution determine.

- j) At the next Board meeting following each meeting of a committee, the committee chairs report to the Board on the committees' activities. Minutes of committee meetings are made available to all directors and copies should be filed with the Corporate Secretary.
- k) Each committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation.
- l) Each committee shall annually assess the adequacy of its Terms of Reference and recommend any changes to the Board for approval.
- m) The Corporate Secretary or his or her designate shall act as secretary to each committee.

31. Terms of Reference for a Committee Chair

The chair of each Board committee shall:

- i) lead the committee in undertaking the duties and responsibilities that it is charged with by the Board, as outlined in its terms of reference;
- ii) ensure that committee members receive all the information they require in timely fashion;
- iii) ensure the committee has adequate access to all members of management necessary for it to undertake its responsibilities;
- iv) set agendas for committee meetings;
- v) Chair committee meetings at which the committee chair is in attendance;
- vi) lead the committee in an annual review of its performance; and
- vii) ensure the committee is composed of members with the skill, experience and/or necessary training relative to the committee's responsibilities.

32. Outside Advisors for Individual Directors

Occasionally, individual directors may need the services of an advisor to assist on matters involving their responsibilities. Any director who wishes to engage an outside advisor at the expense of the Company, must obtain the approval of the Board Chair, generally in consultation with the CEO.

33. Board Guideline Review

The Governance and Nominating Committee shall review these Guidelines periodically and any recommended changes will be submitted to the Board for approval.

Appendix A: Definition of an Independent Director

The concept of an independent director is central to modern corporate governance and Goldcorp supports the importance of independent directors when considering Board and Board committee composition. Goldcorp is subject to definitions of independence from regulators in both Canada and the United States, and has adopted the following definition of an independent director that fully encompasses all applicable definitions. All definitions that technically apply only to Audit Committee members have been adopted by the Company into the Board's definition of an independent director for all purposes.

Canadian Securities Administrators –¹ Definition of an Independent Director

- (1) A director is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
 - (c) an individual who:
 - (i) is a partner of a firm that is the issuer's internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
 - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the issuer's internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
 - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current

¹ Approved by the OSC and effective June 30, 2005.



executive officers serves or served at that same time on the entity's compensation committee; and

- (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.
- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because
 - (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
 - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
 - (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
 - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
 - (a) has previously acted as an interim chief executive officer of the issuer, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.
- (8) For the purpose herein, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

Additional Independence Requirements

- (1) Despite any determination made in the above definition of an independent director, an individual who
 - (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of



directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or

- (b) is an affiliated entity of the issuer or any of its subsidiary entities,
is considered to have a material relationship with the issuer.

(2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by

- (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or
- (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.

(3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

NYSE Governance Rules², Definition of “independent director”

- (a) No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Companies must identify which directors are independent and disclose the basis for that determination.
- (b) In addition, a director is not independent if:
 - (i) The director is, or has been within the last three years, an employee of the listed company, or an immediate family member is, or has been within the last three years, an executive officer³, of the listed company.
 - (ii) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

- (iii) (A) The director is a current partner or employee of a firm that is the listed company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the listed company's audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the listed company's audit within that time.
- (iv) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the listed company's present executive officers at the same time serves or served on that company's compensation committee.
- (iv) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the listed company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

Affiliated Person under SEC Rules

An "affiliated person", in accordance with the rules of the United States Securities and Exchange Commission adopted pursuant to the *Sarbanes Oxley Act*, means a person who directly or indirectly controls the Corporation, or a director, executive officer, partner, member, principal or designee of an entity that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Corporation.

² Last modified: November 3, 2004

³ For purposes herein, the term "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934.



Appendix B: Summary of Director Tenure Policies

Directors will be required to observe the following policies:

1. No two Goldcorp directors shall sit together on two or more public corporate boards without the approval of the Board.
2. No director shall sit on four or more public corporate boards without the approval of the Board.
3. A change in principal occupation requires a director to submit a resignation to the Board for consideration. It is not intended that directors who retire or whose professional positions change should necessarily leave the Board.
4. A failure to secure a majority of votes FOR in the annual election requires a director to submit a resignation to the Board for consideration.
5. Directors shall hold Common Shares having a market value of at least three (3) times the value of the director's annual retainer fee and after-tax equity compensation as a Board member. This requirement shall be attained within five years of becoming a director of the Company and must be maintained throughout tenure as a director.
6. At the end of five years the performance of each director will be evaluated in depth.