

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1 Issuer's name</b>		<b>2 Issuer's employer identification number (EIN)</b>	
GOLDCORP INC.		98-0155977	
<b>3 Name of contact for additional information</b>	<b>4 Telephone No. of contact</b>	<b>5 Email address of contact</b>	
MARK RUUS	604-696-3062	MARK.RUUS@GOLDCORP.COM	
<b>6 Number and street (or P.O. box if mail is not delivered to street address) of contact</b>		<b>7 City, town, or post office, state, and Zip code of contact</b>	
PARK PLACE STE 3400, 666 BURNARD ST.		VANCOUVER, BC, CANADA V6C 2X8	
<b>8 Date of action</b>		<b>9 Classification and description</b>	
JULY 19, 2016		COMMON SHARES	
<b>10 CUSIP number</b>	<b>11 Serial number(s)</b>	<b>12 Ticker symbol</b>	<b>13 Account number(s)</b>
380956		TSX: G, NYSE: GG	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action** ▶ PRIOR TO OPENING OF THE TORONTO STOCK MARKET ON JULY 19, 2016, GOLDCORP INC. ("GOLDCORP") ACQUIRED KAMINAK GOLD CORPORATION ("KAMINAK") IN A PLAN OF ARRANGEMENT (THE "ARRANGEMENT") PURSUANT TO WHICH THE KAMINAK SHAREHOLDERS EXCHANGED THEIR KAMINAK COMMON SHARES FOR GOLDCORP COMMON SHARES (THE "SHARE EXCHANGE"). UPON EXECUTION OF THE SHARE EXCHANGE, KAMINAK SHAREHOLDERS RECEIVED 0.10896 OF ONE GOLDCORP COMMON SHARE FOR EACH KAMINAK COMMON SHARE HELD IMMEDIATELY PRIOR TO THE SHARE EXCHANGE. GOLDCORP AND KAMINAK PLANNED FOR CERTAIN STEPS TO OCCUR AFTER THE SHARE EXCHANGE, INCLUDING A CONTRIBUTION BY GOLDCORP OF THE KAMINAK SHARES TO ITS WHOLLY OWNED SUBSIDIARY 1075366 B.C.LTD ("SUBCO"). FOLLOWED BY THE MERGER OF SUBCO AND KAMINAK (THE "MERGER"), TO FORM A SINGLE CORPORATE ENTITY, AMALCO. UPON THE MERGER, GOLDCORP WILL RECEIVE ONE AMALCO COMMON SHARE IN EXCHANGE FOR EACH SUBCO COMMON SHARE PREVIOUSLY HELD.

**15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis** ▶ IN GENERAL, THE AGGREGATE TAX BASIS OF THE GOLDCORP SHARES RECEIVED BY A U.S. HOLDER PURSUANT TO THE SHARE EXCHANGE WILL BE THE SAME AS THE AGGREGATE TAX BASIS OF THE U.S. HOLDER'S KAMINAK SHARES EXCHANGED IN THE SHARE EXCHANGE. IF A U.S. HOLDER ACQUIRED DIFFERENT BLOCKS OF KAMINAK SHARES AT DIFFERENT TIMES OR AT DIFFERENT PRICES, SUCH U.S. HOLDER'S TAX BASIS AND HOLDING PERIOD IN ITS GOLDCORP SHARES MAY BE DETERMINED WITH REFERENCE TO EACH BLOCK OF KAMINAK SHARES EXCHANGED. THIS SUMMARY IS QUALIFIED ENTIRELY BY THE ATTACHED DISCUSSION ENTITLED "CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS" INCLUDED IN THE KAMINAK MANAGEMENT INFORMATION CIRCULAR, DATED JUNE 7, 2016 (POSTED ON WWW.SEDAR.COM ON JUNE 13, 2016).

**16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates** ▶ AS DESCRIBED IN PART II BOX 15, THERE WILL BE NO BASIS ADJUSTMENT. FOR PURPOSES OF CALCULATING FAIR MARKET VALUE, THE FAIR MARKET VALUE OF GOLDCORP COMMON SHARES IS ESTIMATED AT CDN \$25.14, WHICH IS THE CLOSING PRICE FOR GOLDCORP COMMON SHARES ON THE TORONTO STOCK EXCHANGE ON JULY 18, 2016. THE EXCHANGE RATE ON JULY 19, 2016 WAS 1 CANADIAN DOLLAR TO 0.7675 U.S. DOLLARS, AS REPORTED BY THE BANK OF CANADA. THEREFORE, THE U.S. DOLLAR FAIR MARKET VALUE OF EACH GOLDCORP COMMON SHARE ON JULY 19, 2015 IS ESTIMATED AT U.S. \$19.29. SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS TO DETERMINE WHAT MEASURE OF FAIR MARKET VALUE IS APPROPRIATE FOR THE PURPOSES OF DETERMINING THE AMOUNT OF GAIN, IF ANY, RECOGNIZED IN THE SHARE EXCHANGE.

**Part II Organizational Action (continued)**

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► ALTHOUGH NOT FREE FROM DOUBT, AND AS DESCRIBED IN THE ATTACHED, GOLDCORP BELIEVES THAT THE SHARE EXCHANGE AND MERGER SHOULD BE TREATED AS A SINGLE, INTEGRATED TRANSACTION, WHICH SHOULD QUALIFY AS A REORGANIZATION WITHIN THE MEANING OF CODE SECTION 368(a). CONSEQUENTLY, THE FEDERAL INCOME TAX CONSEQUENCES TO THE KAMINAK SHAREHOLDERS SHOULD BE DETERMINED UNDER CODE SECTION 354, 358, AND 1221.

IN ADDITION, KAMINAK MAY BE A PASSIVE FOREIGN INVESTMENT COMPANY (A "PFIC") AS DEFINED UNDER CODE SECTION 1297 FOR EACH TAX YEAR PRECEDING THE SHARE EXCHANGE. AS A RESULT, THE PFIC RULES AND CODE SECTIONS 1291-98 COULD APPLY TO SHAREHOLDERS WHO HELD KAMINAK SHARES DURING EACH TAX YEAR THAT KAMINAK IS CLASSIFIED AS A PFIC.

**18** Can any resulting loss be recognized? ► U.S. HOLDERS OF KAMINAK SHARES WILL GENERALLY NOT RECOGNIZE LOSS IN THE TRANSACTION. SEE ATTACHED.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► IN GENERAL, ANY GAIN RECOGNIZED SHOULD BE REPORTED BY SHAREHOLDERS FOR THE TAXABLE YEAR WHICH INCLUDES JULY 19, 2016 (E.G. A CALENDAR-YEAR SHAREHOLDER WOULD REPORT THE TRANSACTION ON HIS OR HER FEDERAL INCOME TAX RETURN FILED FOR THE 2016 CALENDAR YEAR).


Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here** Signature ►  Date ► August 18, 2016

Print your name ► MARK RUUS

Title ► SENIOR VP OF TAX

**Paid Preparer Use Only**

Print/Type preparer's name LEO MITSADIS	Preparer's signature <u></u>	Date 08/18/2016	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00236081
Firm's name ► PRICEWATERHOUSECOOPERS LLP			Firm's EIN ► 98-0189320	
Firm's address ► 250 HOWE ST, STE 700, VANCOUVER, BC CANADA V6C 3S7			Phone no. 604-806-7000	