

**Minutes of the HRIA Steering Committee
Guatemala
November 17 - 18, 2008**

Bill Brassington, Manfredo Marroquin and Dave Deisley, as the Steering Committee of the Human Rights Impact Assessment (HRIA), met with On Common Ground Consultants Inc. (OCG – the Human Rights Impact Assessors) and International Alert (Alert – the Peer Reviewers) on November 17 and 18 in Antigua, Guatemala. An agenda was prepared by OCG prior to the meeting and distributed to all participants. The primary purpose of the meeting was to initiate the HRIA process. A summary of the agenda items discussed and issues addressed during the meeting is provided in these minutes. The Steering Committee, OCG and Alert are referred to collectively in these Minutes as the Working Group.

Agenda Items

- i) Introductions – each of the members of the Steering Committee (Bill Brassington, Manfredo Marroquin and Dave Deisley), OCG (Giselle Huamani, Myriam Cabrera, Susan Joyce and Eduardo Bryce), and Alert (Diana Klein and Cristina Sganga) introduced themselves and provided a brief summary of their professional experience and background.
- ii) Expectations and Objectives – Giselle Huamani described the objectives for the meeting which were:
 - 1. To establish working relationships, roles and responsibilities among the Steering Committee, OCG and Alert.
 - 2. To review and finalize the Statement of Work.
 - 3. To review and establish the guiding principles for the performance of the HRIA.
 - 4. To discuss and define internal and external communications protocols.
 - 5. To discuss and identify mechanisms for maintaining transparency of the HRIA process and communication with interested stakeholders.
 - 6. To discuss and reach consensus on the handling of disputes that may arise during the HRIA process.

The Working Group discussed and concurred with each of these objectives.

- iii) Context for the HRIA – Dave Deisley described the corporate history of Goldcorp Inc. and the position of Montana Exploradora de Guatemala S.A. (Montana Exploradora), the owner and operator of the Marlin Mine, within the Goldcorp corporate structure. Bill Brassington provided the group with a summary of the engagement process that began with a group of shareholders and Glamis Gold and continued with Goldcorp following the Goldcorp – Glamis merger. Mr. Brassington also described the visit to Guatemala and the Marlin Mine by representatives of a group of shareholders in February 2008, the subsequent proposal of a shareholder’s resolution for consideration at the Goldcorp annual general meeting which called for a review of the conflicts in Guatemala. The Corporation’s acceptance of this resolution resulted in the Memorandum of Understanding (MOU) which established the general terms of reference for the human rights impact assessment. Manfredo Marroquin then provided a summary of his perspective of the context in which the HRIA will be

implemented, describing the situation in Guatemala with respect to factors that may be relevant to the implementation of the HRIA.

iv) Roles and Responsibilities of the Working Group

1. Steering Committee – the responsibility of the Steering Committee is to oversee the implementation of the HRIA consistent within the terms of the MOU.
2. OCG – the responsibility of OCG as the independent lead consultant is to develop and implement the plan for conducting the HRIA, to evaluate objectively the information gathered, to develop and propose recommendations based on OCG's professional assessment of the information gathered, and to prepare the final report.
3. Guatemalan Partner – the responsibility of the Guatemalan Partner, which OCG is responsible for identifying in the first stage of work, is to provide OCG with insight into the Guatemalan reality, to facilitate the implementation of the HRIA and to assist OCG in evaluating the information gathered and proposing recommendations.
4. International Alert – the responsibility of Alert is to provide expert oversight of OCG's implementation of the proposed assessment work plan at key stages of the HRIA process, to monitor the implementation of the HRIA based on Alert's professional judgment and experience, and to prepare a final peer review report. Alert will report on the adherence to the principles of transparency, objectivity and inclusiveness of the assessment process.

v) Guiding Principles for the HRIA – OCG presented a draft Statement of Principles for implementation of the HRIA. The Working Group discussed each of the principles and concurred in the Statement of Principles that is attached to these Minutes.

vi) The Terms of Reference for the HRIA - The Working Group agreed to the following reformulation of the Objectives of the HRIA:

The primary objective of the HRIA is to provide independent assessment of the potential for human rights impacts from the presence and activities of the Marlin Mine, and how Montana Exploradora's policies, procedures, and practices affect the human rights of the population in the area of the mine. To be able to incorporate the perspectives of the people in the area, the HRIA will gather information from interested stakeholders regarding Montana Exploradora's impacts and activities at the Marlin Mine.

On the basis of the independent assessment and with the goal of improving the effect of the company's presence and operations on human rights, OCG will provide recommendations on Montana Exploradora's policies and procedures, their implementation, monitoring and review.

vii) The Response of the Corporation and the Socially Responsible Investors (SRI) to the HRIA:

As stated in the MOU, Goldcorp and Montana Exploradora will publicly disclose an action plan for implementing the recommendations of the HRIA, as well as a rationale if the company's plan does not provide for implementation of all recommendations of the HRIA. Mr. Deisley explained that Goldcorp's and Montana Exploradora's objective, consistent with Goldcorp's corporate commitment to sustainable development and responsible business practices, is to use the recommendations to eliminate, reduce or mitigate the risk of

potential conflicts with internationally recognized human rights standards and norms given the context in Guatemala.

Mr. Brassington indicated that if the corporation's plan does not provide for implementation of all HRIA recommendations, the Shareholders would have the opportunity to continue to address the issue with Goldcorp.

viii) Inter-Institutional Arrangements – the Working Group discussed the respective functions of various Working Group members and the Danish Institute for Human Rights and concurred on the following.

1. OCG's Independence – the Working Group discussed the concept of independence with respect to OCG's performance of the HRIA and agreed that while the Steering Committee is responsible for managing the HRIA, OCG is obligated to exercise its professional judgment in the performance of the HRIA and will not be subject to external control with respect to its professional obligations.
2. International Alert – the Working Group discussed Alert's role as peer reviewer and concurred that Alert should provide observations and recommendations based on its professional experience, but should not be directly involved in the implementation of the HRIA in order to maintain the objectivity of the peer-review.
3. Danish Institute for Human Rights – the Danish Institute for Human Rights' Human Rights Compliance Assessment tool (HRCA) has been acquired to provide the Working Group with an initial outline of human rights, indicators and questions for assessing compliance with human rights. The Working Group acknowledged that the HRCA tool was designed for implementation in a corporate setting by persons not trained in human rights assessment. The Working Group agreed that the HRCA tool will be useful as an outline of relevant human rights, indicators and questions, while acknowledging that OCG with the assistance of the Guatemalan Partner will need to develop additional human rights indicators and questions to address certain human rights that are relevant in the context of the Marlin Mine and Guatemala, but are not addressed in the HRCA tool.

ix) Protocol for Communication – the Working Group discussed the needs for communication internally and externally and the mechanisms for ensuring effective communication.

1. Internal Communications – OCG will develop an intranet site to be accessible by all members of the Working Group for the sharing of documents during the HRIA process.
2. External Communications – OCG will prepare a draft communications plan for consideration by the Working Group.
3. Resolution of Disputes – the Working Group discussed the basis and process by which any disputes that may arise during the HRIA process will be addressed. The Working Group agreed that, consistent with the practice of the Steering Committee, issues that arise will be discussed in an effort to reach a decision by consensus, but that should a consensus not be reached, the Working Group member with responsibility for the matter shall proceed based on its professional judgment, subject to the opportunity for other members of the Working Group to note the difference of opinion in their written report regarding the HRIA or the peer-review.

- x) Review of the Assessment Work Plan – OCG presented its 5-stage proposed HRIA Work Plan and the Working Group discussed the objectives, tasks, and other issues related to each stage (e.g., deliverables, scheduling). Based on the discussion, OCG revised the HRIA Work Plan, a summary of which is attached to these Minutes.
- xi) Immediate Needs and Next Steps – the Working Group identified the tasks to be completed following the meeting and discussed generally OCG’s plan for conducting the pre-scoping stage of the HRIA. The Working Group agreed that the next steps are the implementation of the pre-scoping field work and identification and retention of the Guatemalan partner. The Work Group agreed that an announcement would be made once the Guatemalan partner is retained.

Human Rights Impact Assessment Marlin Mine

On Common Ground's Statement on Ethical Principles

On Common Ground (OCG) will be guided in the undertaking of the Human Rights Impact Assessment (HRIA) of Montana Exploradora de Guatemala's Marlin Mine by the following guiding principles, cognizant that the wide-ranging of relationships it will engage with imposes a special obligation to respect the fundamental rights of the different actors in diverse situations.

Principle of Transparency: OCG will provide stakeholders with relevant, adequate, and reliable information about the characteristics, procedures, mechanisms, phases and processes of the HRIA as well as its findings and recommendations, ensuring that it is understood by all, especially in the Mayan languages spoken in the area of influence of the Marlin mine.

Principle of Independence: OCG's work will not be compromised by the economic arrangements and payment entered into with the Steering Committee and the company and that these arrangements will not affect its objectivity in the performance of the assessment. OCG's consultant services for the impact assessment will not be subjected to the company's or any other party's control. OCG will be responsible for the findings of the assessment.

Principle of Inclusion: OCG will ensure that the process will be open to all groups that self-identify as stakeholders and those individuals and groups who claim violations of or impacts to their human rights. OCG abides by the right of individual or collective subjects approached by OCG to decide voluntarily to participate or not in the assessment, without fear of negative consequences or repercussions. OCG recognizes the right to fair and equal treatment of all stakeholders regardless of their positions or decision to participate in the assessment, and the treatment of all with respect and truthfulness.

Principle of Confidentiality: OCG will respect the right to anonymity and privacy in the handling of the information shared by the interviewees with OCG as an integral part of this principle.

Principle of Informed Consent: OCG will provide in advance information pertaining to the assessment process to the individuals, groups or institutions to be interviewed such that they are able to make a reasoned decision concerning their participation or not in the assessment. Stakeholders will receive information about findings from an objective perspective.

In addition to these principles, there will be a Peer Review process in which International Alert (IA) will supervise and ensure that the process complies with these principles. IA's comments and observations will also be ruled by the transparency and independence principles throughout the assessment process.

WORK PLAN SUMMARY HRIA OF THE MARLIN MINE, GUATEMALA

Stage 1: Design participatory framework and select local partner

Objectives:

1. To identify the conditions required to fulfill the transparency, independence and inclusivity principles of the Assessment as established in the MOU.
2. To gather information for the identification of local partner and the strengthening of the assessment process.

Stage 2 – Develop appropriate methods for the evaluation

Objectives:

1. To adapt relevant existing approaches for assessing impacts to human rights, including the Danish Institute's Human Rights Compliance Assessment tool, and to develop an assessment methodology appropriate to the Guatemalan context.
2. To review the company's policies, procedures and practices.

Stage 3 –Data collection and assessment

Objective:

1. To work with communities and other stakeholders to obtain their input and the information relevant to the assessment.

Stage 4 – Validate information provided by stakeholders

Objective:

1. To validate with communities and stakeholders the information gathered, to ensure it is included in the report and is accurately described.

Stage 5: Deliver final report

Objectives:

1. To produce the Final Report of Human Rights Impact Assessment.
2. To deliver Final Report to stakeholders, ensuring that it reaches and is accessible to all stakeholder groups.

