

**SCHEDULE
A
TO FORM 4
ARTICLES OF AMALGAMATION OF
GOLDCORP INC.**

4. The director(s) is/are: First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Administrator(s): Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Douglas M. Holtby	Park Place, 666 Burrard Street, Suite 3400 Vancouver, BC V6C 2X8	Yes
Lawrence I. Bell	Park Place, 666 Burrard Street, Suite 3400 Vancouver BC V6C 2X8	Yes
Ian W. Telfer	Park Place 666 Burrard Street, Suite 3400, Vancouver, British BC V6C 2X8	Yes
John Peter Bell	Park Place, 666 Burrard Street, Suite 3400 Vancouver BC V6C 2X8	Yes
Beverley Briscoe	Park Place, 666 Burrard Street, Suite 3400 Vancouver BC V6C 2X8	Yes
Peter Dey	Park Place, 666 Burrard Street, Suite 3400 Vancouver BC V6C 2X8	Yes
C. Kevin McArthur	Park Place, 666 Burrard Street, Suite 3400 Vancouver, BC V6C 2X8	No
Kenneth F. Williamson	Park Place 666 Burrard Street, Suite 3400, Vancouver, BC V6C 2X8	Yes
P. Randy Reifel	Park Place 666 Burrard Street, Suite 3400, Vancouver, BC V6C 2X8	Yes
A. Dan Rovig	Park Place 666 Burrard Street, Suite 3400, Vancouver, BC V6C 2X8	No

5. **Check A or B**
Cocher A ou B

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) *Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

or
ou

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) *Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Goldcorp Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> <i>Year / année Month / mois Day / jour</i>
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Goldcorp Inc.	1444428	2006/11/30
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Glamis Gold Ltd.	1715376	2006/11/30
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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

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1. Voting Rights

Holders of common shares shall be entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation except meetings at which only holders of a specified class or series are entitled to vote. Holders of common shares shall be entitled to one vote for each common share held.

2. Dividends

Subject to the prior rights of the holders of the shares of any other class ranking senior to the common shares, the holders of the common shares shall be entitled to receive, on a share for share basis, such dividends as may be declared by the board of directors of the Corporation, and all dividends so declared shall be declared contemporaneously and paid at the same time and in the same amount per share on all the common shares at the time outstanding, without preference or priority of one share over another.

3. Dissolution

Subject to the prior rights of the holders of the shares of any other class ranking senior to the common shares, the holders of common shares shall be entitled to receive, equally on a share for share basis, the remaining property of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, without preference or priority of one share over another.

4. Adjustments

In the event of:

- (a) any subdivision, conversion, exchange or reclassification of the common shares;
- (b) any reorganization of the share capital of the Corporation affecting in any manner the common shares; or
- (c) the amalgamation of the Corporation with any other company or companies

the appropriate adjustment shall be made to the rights set out in sections 1 through 3 above so as to preserve those rights in all respects.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

Not Applicable.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu :

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) subject to the provisions of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

GOLDCORP INC.

By:

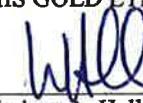
Lindsay A. Hall,
Chief Financial Officer



GLAMIS GOLD LTD.

By:

Lindsay A. Hall,
Chief Financial Officer



SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT

I, Lindsay A. Hall, of the City of Vancouver, in the Province of British Columbia, hereby certify and state, in my capacity as Chief Financial Officer and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the Business Corporations Act (the "Act").
2. I am an officer of each of Goldcorp Inc. and Glamis Gold Ltd. (the "Amalgamating Corporations") and as such have knowledge of their affairs.
3. I have conducted such examinations of the books and records of each of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 30th day of November, 2006.



Lindsay A. Hall,
Chief Financial Officer

SCHEDULE "B"

GOLDCORP INC.
(the "Corporation")

"AMALGAMATION OF GOLDCORP INC.
AND GLAMIS GOLD LTD.

WHEREAS the Corporation is the holder of all the issued and outstanding shares in the capital of Glamis Gold Ltd.;

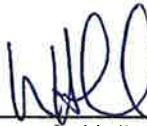
AND WHEREAS the Corporation desires to amalgamate with Glamis Gold Ltd. to continue as one corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with Glamis Gold Ltd., its wholly-owned subsidiary, under the provisions of Section 177(1) of the Business Corporations Act, and to continue as one corporation under the name "Goldcorp Inc." (the "Amalgamated Corporation");
2. The articles of amalgamation shall be the same as the articles of the Corporation, except as prescribed;
3. The issued and outstanding shares of Glamis Gold Ltd. shall be cancelled without any repayment of capital in respect thereof;
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
5. No security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
6. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing; and
7. This resolution may be signed in counterpart, by original or facsimile signature and each such counterpart when taken together shall constitute one and the same resolution or document and, notwithstanding the date of execution of each such counterpart, shall be deemed to bear the effective date as set forth below."

CERTIFIED to be a true copy of a resolution duly passed by the board of directors of Goldcorp Inc. on the 30th day of November, 2006 as required by law and that such resolution is in full force and effect and unamended as of the date hereof.

DATED as of the 30th day of November, 2006.



Lindsay A. Hall,
Chief Financial Officer

**GLAMIS GOLD LTD.
(the "Corporation")**

**"AMALGAMATION OF GLAMIS GOLD LTD.
AND GOLDCORP INC.**

WHEREAS the Corporation is a wholly-owned subsidiary of Goldcorp Inc.;

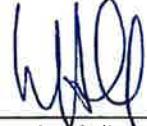
AND WHEREAS the Corporation desires to amalgamate with Goldcorp Inc. to continue as one corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with Goldcorp Inc. under the provisions of Section 177(1) of the Business Corporations Act, and to continue as one corporation under the name "Goldcorp Inc." (the "Amalgamated Corporation");
2. The articles of amalgamation shall be the same as the articles of Goldcorp Inc., except as prescribed;
3. The shares of the Corporation shall be cancelled without repayment of capital in respect thereof;
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Goldcorp Inc.;
5. No security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
6. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing; and
7. This resolution may be signed in counterpart, by original or facsimile signature and each such counterpart when taken together shall constitute one and the same resolution or document and, notwithstanding the date of execution of each such counterpart, shall be deemed to bear the effective date as set forth below."

CERTIFIED to be a true copy of a resolution duly passed by the board of directors of Glamis Gold Ltd. on the 30th day of November, 2006 as required by law and that such resolution is in full force and effect and unamended as of the date hereof.

DATED as of the 30th day of November, 2006.



Lindsay A. Hall,
Chief Financial Officer