

AURELIAN RESOURCES INC
Form F-10/A
December 16, 2014

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As filed with the Securities and Exchange Commission on December 16, 2014

Registration No. 333-200142

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1 to

FORM F-10 and FORM S-4

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Form F-10

Form S-4

Kinross Gold Corporation

(FOR CO-REGISTRANTS, PLEASE SEE TABLE OF
CO-REGISTRANTS ON THE FOLLOWING PAGE)

(FOR CO-REGISTRANTS, PLEASE SEE TABLE OF
CO-REGISTRANTS ON THE FOLLOWING PAGE)

(Exact Name of Registrant as Specified in its Charter)

Ontario

(Province or Other Jurisdiction of Incorporation or Organization)

1040

(Primary Standard Industrial Classification Code Number)

650430083

(I.R.S. Employer Identification No.)

25 York Street
17th Floor
Toronto, Ontario
Canada M5J 2V5
(416) 365-5123

(Address, including postal code, and telephone number, including area code, of Registrant's principal executive offices)

Nathan M. Longenecker
Secretary
Kinross Gold U.S.A., Inc.
5075 S. Syracuse Street,
Suite 800,
Denver, Colorado,
80237

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(303) 802-1445

(Name, Address (Including Zip Code) and Telephone Number (Including Area Code) of Agent for Service in the United States)

Copies to:

Geoffrey P. Gold, Esq.

Kinross Gold Corporation
25 York Street
17th Floor
Toronto, Ontario
Canada M5J 2V5
(416) 365-5123

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(212) 558-4000

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1 First Canadian Place
Suite 6100, P.O. Box 50
Toronto, Ontario
Canada M5X 1B8
(416) 862-4217

Approximate date of commencement of proposed sale of the securities to the public: as soon as practicable after this registration statement becomes effective.

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Form F-10 Province of Ontario, Canada (Principal Jurisdiction Regulating this Form F-10 Offering)

It is proposed that this filing shall become effective (check appropriate box):

- A. upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. at some future date (check appropriate box below):
1. Pursuant to Rule 467(b) on () at () (designate a time not sooner than seven calendar days after filing).
 2. Pursuant to Rule 467(b) on () at () (designate a time seven calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on ().
 3. Pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
 4. After the filing of the next amendment to this Form (if preliminary material is being filed).
- If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

Form S-4

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instructions G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽¹⁾
5.95% ⁽³⁾ Senior Notes due 2024 of Kinross Gold Corporation ("Kinross")	\$ 500,000,000	100%	\$ 500,000,000	\$ 58,100
Guarantees ⁽²⁾	N/A	N/A	N/A	N/A
Total	\$ 500,000,000		\$ 500,000,000	\$ 58,100

(1)

The notes being registered are offered (i) in exchange for 5.95% Senior Notes due 2024 previously sold in a transaction exempt from registration under the Securities Act of 1933, as amended, and (ii) upon certain resales of the notes by broker-dealers. The registration

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fee has been computed based on the face value of the notes solely for the purpose of calculating the amount of the registration fee, pursuant to Rule 457 under the Securities Act of 1933.

- (2) Certain subsidiaries of Kinross Gold Corporation will guarantee the payment of principal of, and premium (if any) and interest on, the debt securities registered hereby. Pursuant to Rule 457(n) under the Securities Act of 1933, no additional filing fee is being paid in respect of the guarantees.
- (3) The registration statement filed on November 12, 2014 incorrectly identified the notes being registered as "5.85% Senior Notes due 2024 of Kinross Gold Corporation". The interest rate of the notes has been corrected in this Amendment No. 1 to the registration statement.

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registration statement shall become effective as provided in Rule 467 under the Securities Act of 1933 or on such date as the Commission, acting pursuant to Section 8(a) of the Act, may determine.

TABLE OF ADDITIONAL REGISTRANTS

Form F-10

Exact Name of Co-Registrant as Specified in its Charter	I.R.S. Employer Identification No.	State or Other Jurisdiction of Incorporation or Organization
Aurelian Resources Inc.	N/A	Canada
Red Back Mining Mauritania No. 2 Limited	N/A	British Columbia
Red Back Mining Inc.	N/A	Canada

Form S-4

Exact Name of Co-Registrant as Specified in its Charter	I.R.S. Employer Identification No.	State or Other Jurisdiction of Incorporation or Organization
BGO (Bermuda) Ltd.	N/A	Bermuda
Kinross Brasil Mineraçao S.A.	N/A	Federative Republic of Brazil
Crown Resources Corporation	84-1097086	Washington
Fairbanks Gold Mining, Inc.	06-1325563	Delaware
Melba Creek Mining, Inc.	92-0129829	Alaska
Compañía Minera Mantos de Oro	N/A	Republic of Chile
Compañía Minera Maricunga	98-1205626	Republic of Chile
Round Mountain Gold Corporation	88-0211837	Delaware

Address, including Zip Code, and Telephone Number, including Area Code, of each Co-Registrant's Principal Executive Offices: c/o Kinross Gold Corporation, 25 York Street, 17th Floor, Toronto, Ontario, Canada M5J 2V5, (416) 365-5123.

Name, Address, including Zip Code, and Telephone Number, including Area Code, of each Co-Registrant's Agent for Service: Shelley M. Riley, Secretary, Kinross Gold U.S.A., Inc., to 5075 S. Syracuse Street, Suite 800, Denver, Colorado, 80237, (303) 802-1445.

PART 1

**INFORMATION REQUIRED TO BE DELIVERED
TO OFFEREES OR PURCHASERS**

SHORT FORM PROSPECTUS

New Issue

Kinross Gold Corporation

Offer to exchange all outstanding 5.95% Senior Notes due 2024 issued on March 6, 2014 for up to \$500,000,000 Aggregate Principal Amount of Registered 5.95% Senior Notes due 2024 and the Guarantees thereon

The Initial Notes:

\$500,000,000 aggregate principal amount of 5.95% Senior Notes due 2024 (the "**Initial Notes**") were originally issued by Kinross Gold Corporation ("**Kinross**") on March 6, 2014 in a transaction that was exempt from registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and resold to qualified institutional buyers in reliance on Rule 144A and non-U.S. persons outside the United States in reliance on Regulation S.

The New Notes:

The terms of the new notes (the "**New Notes**") are substantially identical to the terms of the Initial Notes, except that the New Notes will be registered under the Securities Act, will not contain restrictions on transfer or certain provisions relating to additional interest, will bear a different CUSIP number from the Initial Notes and will not entitle their holders to registration rights. The New Notes will evidence the same continuing indebtedness as the Initial Notes. We refer to the Initial Notes and the New Notes together as the "**Notes**".

All dollar amounts in this prospectus are in U.S. dollars, unless otherwise indicated. See "Exchange Rate Information".

See "Risk Factors" beginning on page 9 for a discussion of certain risks that you should consider in connection with an investment in the Notes.

Exchange Offer:

Our offer to exchange Initial Notes for New Notes will be open until 5:00 p.m., New York City time, on January 16, 2015, unless we extend the offer.

New Notes will be issued in exchange for an equal principal amount of outstanding Initial Notes accepted in the exchange offer. The exchange offer is not conditioned upon any minimum principal amount of Initial Notes being tendered for exchange. However, the obligation to accept the Initial Notes for exchange pursuant to the exchange offer is subject to certain customary conditions set forth herein. See "Exchange Offer Terms of the Exchange Offer Conditions."

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the short form prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See "Risk Factors".

Kinross is permitted to prepare this prospectus in accordance with Canadian disclosure requirements, which are different than those of the United States. Kinross presents its financial statements in U.S. dollars and its financial statements are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"), and they may be subject to Canadian auditing and auditor independence standards. Unless otherwise indicated, financial information included or incorporated by reference into this prospectus has been prepared in accordance with IFRS. As a result, certain financial information included or incorporated by reference in this prospectus may not be comparable to financial information prepared by companies in the United States.

Owning the Notes may subject you to tax consequences in the United States and Canada. You should read the tax discussion in this prospectus. This prospectus may not describe these tax consequences fully. You should read the tax discussion in "U.S. Federal Income Tax Considerations" and "Canadian Federal Income Tax Considerations."

Your ability to enforce civil liabilities under the United States federal securities laws may be affected adversely because we are incorporated in Ontario, Canada, some of our officers and directors and some of the experts named in this prospectus are resident outside of the United States, and many of our assets are located outside of the United States. It may be difficult for United States investors to effect service of process within the United States upon those directors or officers who are not residents of the United States, or to realize in the United States upon judgments of courts of the United States.

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE ONTARIO SECURITIES COMMISSION, THE U.S. SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES REGULATOR, NOR HAS THE ONTARIO SECURITIES COMMISSION, THE U.S. SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES REGULATOR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

Since no securities are being offered pursuant to this prospectus, no proceeds will be raised and all expenses in connection with the preparation and filing of this prospectus will be paid by Kinross from its general corporate funds.

No underwriter is being used in connection with this exchange offer or has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus.

The earnings coverage ratios in respect of Kinross' indebtedness for the 12-month periods ended December 31, 2013 and September 30, 2014 are less than one-to-one. See "Earnings Coverage."

Prospective investors should be aware that, during the period of the exchange offer, the registrant or its affiliates, directly or indirectly, may bid for or make purchases of the Notes to be distributed or to be exchanged, or certain related debt securities, as permitted by applicable laws or regulations of Canada, or its provinces or territories.

This prospectus, as it may be amended or supplemented from time to time, may be used by broker-dealers in connection with resales of New Notes received in exchange for Initial Notes, where such Initial Notes were acquired by such broker-dealer as a result of market making or other trading activities.

The date of this prospectus is December 16, 2014.

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS

You should rely only on the information contained in this prospectus or incorporated by reference in this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell the New Notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus or in any document incorporated or deemed to be incorporated by reference in this prospectus is accurate only as of the respective date of the document in which such document appears.

The New Notes have not been and will not be qualified for public distribution under the securities laws of any province or territory of Canada. The New Notes are not being offered for sale and may not be offered or sold, directly or indirectly, in Canada or to any resident thereof except in accordance with the securities laws of the provinces and territories of Canada.

Kinross presents its financial statements in U.S. dollars and beginning January 1, 2011, the financial statements are prepared in accordance with IFRS. Unless otherwise indicated, financial information included or incorporated by reference in this prospectus has been prepared in accordance with IFRS. As a result, certain financial information included or incorporated by reference in this prospectus may not be comparable to financial information prepared by other U.S. or Canadian companies.

References to "\$" in this prospectus are to U.S. dollars and references to "Cdn\$" in this prospectus are to Canadian dollars unless otherwise indicated. See "Exchange Rate Information".

In this prospectus, "we", "us" and "our" refer to Kinross and its subsidiaries, unless the context requires otherwise.

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This prospectus incorporates by reference documents that contain important business and financial information about us that is not included in or delivered with this prospectus. These documents are available without charge to security holders upon written or oral request to the Corporate Secretary of Kinross at Kinross Gold Corporation, 25 York Street, 17th Floor, Toronto, Ontario, Canada M5J 2V5, (416) 365-5123 and are also available electronically on the System for Electronic Document Analysis and Retrieval at <http://sedar.com>. To obtain timely delivery, holders of the Initial Notes must request these documents no later than five business days before the expiration date. Unless extended, the expiration date is January 16, 2015.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada and filed with or furnished to the U.S. Securities and Exchange Commission (the "**Commission**"), are specifically incorporated by reference in this prospectus:

- (a) The annual information form of Kinross dated as of March 31, 2014 for the year ended December 31, 2013 (incorporated by reference to Exhibit 99.1 to Kinross' Form 40-F filed with the Commission on March 31, 2014 (the "**Form 40-F**").
- (b) The annual audited consolidated financial statements of Kinross for the year ended December 31, 2013, including consolidated balance sheets as at December 31, 2013, December 31, 2012 and January 1, 2012 and the consolidated statements of operations, comprehensive loss, cash flows, and equity for the years ended December 31, 2013 and December 31, 2012 and related notes, together with the reports of the registered public accounting firm thereon (incorporated by reference to Exhibit 99.3 of the Form 40-F).
- (c) The management's discussion and analysis of Kinross for the financial year ended December 31, 2013 (incorporated by reference to Exhibit 99.2 of the Form 40-F).
- (d) The management information circular of Kinross dated March 26, 2014, in connection with the annual meeting of Kinross' shareholders held on May 8, 2014 (incorporated by reference to Exhibit 99.2 to Kinross' Form 6-K, furnished to the Commission on April 7, 2014).
- (e) The news release of Kinross dated October 21, 2014 (incorporated by reference to Exhibit 99.1 to Kinross' Form 6-K, furnished to the SEC on October 22, 2014).
- (f) The unaudited interim condensed consolidated financial statements of Kinross for the three and nine months ended September 30, 2014, including consolidated balance sheets as at September 30, 2014 and December 31, 2013, and the consolidated statements of operations, comprehensive income (loss), cash flows and equity for the three and nine months ended September 30, 2014 and 2013 and related notes (incorporated by reference to Exhibit 99.1 to Kinross' Form 6-K, furnished to the Commission on November 5, 2014).
- (g) The management's discussion and analysis of Kinross for the three and nine months ended September 30, 2014 (incorporated by reference to Exhibit 99.1 to Kinross' Form 6-K, furnished to the Commission on November 5, 2014).

Any annual information form, annual financial statements (including the auditors' report thereon), interim financial statements, management's discussion and analysis, material change report (excluding any confidential material change reports), business acquisition report or information circular or amendments thereto that we file with any securities commission or similar regulatory authority in Canada after the date of this prospectus and prior to the termination of the offering of the New Notes will be incorporated by reference in this prospectus and will automatically update and supersede information contained or incorporated by reference in this prospectus. In addition, all documents we file with or furnish to the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), subsequent to the date of this prospectus and prior to the termination of the offering of the New Notes to which this prospectus relates shall be deemed to be incorporated by reference into this prospectus and the registration statement of which the prospectus forms a part from the date of filing or furnishing of such documents (in the case of any Report on Form 6-K, if and to the extent expressly set forth in such report).

Any statement contained in a document incorporated or deemed to be incorporated by reference herein or contained in this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent any statement contained herein or in any subsequently filed or furnished document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when

made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

WHERE YOU CAN FIND MORE INFORMATION

We will provide to each person, including any beneficial owner, to whom this prospectus is delivered, without charge, upon written or oral request to the Corporate Secretary of Kinross at Kinross Gold Corporation, 25 York Street, 17th Floor, Toronto, Ontario, Canada M5J 2V5, (416) 365-5123, copies of the documents incorporated by reference in this prospectus. We do not incorporate by reference into this prospectus any of the information on, or accessible through, our website or any of the websites listed below.

We file certain reports with, and furnish other information to, the Commission and the provincial and territorial securities regulatory authorities of Canada. Kinross' Commission file number is 1-13382. Under a multi-jurisdictional disclosure system adopted by the United States and Canada, such reports and other information may be prepared in accordance with the disclosure requirements of the provincial and territorial securities regulatory authorities of Canada, which requirements are different from those of the United States. As a foreign private issuer, Kinross is exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and Kinross' officers and directors are exempt from the reporting and short swing profit recovery provisions contained in Section 16 of the Exchange Act. Our reports and other information filed with or furnished to the Commission are available, and our reports and other information filed or furnished in the future with or to the Commission will be available, from the Commission's Electronic Document Gathering and Retrieval System (<http://www.sec.gov>), which is commonly known by the acronym "EDGAR", as well as from commercial document retrieval services. You may also read (and by paying a fee, copy) any document we file with or furnish to the Commission at the Commission's public reference room in Washington, D.C. (100 F Street N.E., Washington, D.C. 20549). Please call the Commission at 1-800-SEC-0330 for more information on the public reference room. You may also inspect our Commission filings at the NYSE, 20 Broad Street, New York, New York 10005. Our Canadian filings are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at <http://www.sedar.com>.

We have filed with the Commission under the Securities Act, a registration statement on Form F-10/S-4 relating to the securities being offered hereunder and of which this prospectus forms a part. This prospectus does not contain all the information set forth in such registration statement, certain items of which are contained in the exhibits to the registration statement as permitted or required by the rules and regulations of the Commission. Items of information omitted from this prospectus but contained in the registration statement will be available on the Commission's website at <http://www.sec.gov>.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements, other than statements of historical fact, contained or incorporated by reference in this prospectus including, but not limited to, any information as to our future financial or operating performance, constitute "forward-looking information" or "forward-looking statements" within the meaning of certain securities laws, including the provisions of the Securities Act (Ontario) and the provisions for "safe harbor" under the U.S. Private Securities Litigation Reform Act of 1995 and are based on expectations, estimates and projections as of the date of this prospectus. Forward-looking statements contained in this prospectus, include, without limitation, statements with respect to: our guidance for production; production costs of sales, all-in sustaining cost and capital expenditures; expected savings pursuant to our cost review and reduction initiatives including, without limitation, optimization of projects and operations, as well as references to other possible events, the future price of gold and silver, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of projects and new deposits, success of exploration, development and mining activities, permitting timelines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. The words "anticipate", "believe", "estimates", "expects", "explore", "forecasts", "focus", "guidance", "indicative", "initiative", "intend", "on track", "options", "outlook", "projected", "opportunity", "plan", "potential",

"pursue", "scheduled", "seek" or "study", or variations of or similar such words and phrases or statements that certain actions, events or results "may", "could", "should" or "will be sufficient", "will not be", "impact", or "will enable" and similar such expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Kinross as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates, models and assumptions of Kinross referenced, contained or incorporated by reference in this prospectus, which may prove to be incorrect, include, but are not limited to, the various assumptions set forth or incorporated by reference herein as well as:

- (1) there being no significant disruptions affecting the operations of the Company or any entity in which it now or hereafter directly or indirectly holds an investment, whether due to labour disruptions, supply disruptions, power disruptions, damage to equipment or otherwise;
- (2) permitting, development, operations and expansion at Paracatu (including, without limitation, land acquisitions and permitting for the construction and operation of the new tailings facility) being consistent with our current expectations;
- (3) the cessation by the Company of further investment and development of the Fruta del Norte deposit and La Zarza mining concession ("FDN") being consistent with Kinross' current expectations including, without limitation, as to the reasonable cooperation of the Government of Ecuador in ensuring an orderly transition with respect to FDN that respects the interests of both parties; the closing of the announced transaction with Fortress Minerals Corp.; the implementation of Ecuador's mining and investment laws (and prospective amendment to these laws) and related regulations and policies; and compliance with, and the implementation and enforcement of, the Canada-Ecuador Agreement for the Promotion and Reciprocal Protection of Investments;
- (4) political and legal developments in any jurisdiction in which the Company, or any entity in which it now or hereafter directly or indirectly holds an investment, operates being consistent with its current expectations including, without limitation, the impact of escalating political tensions and uncertainty in Russia and Ukraine or any related sanctions and any other similar restrictions or penalties imposed by any government, the transition period as we reduce our level of activity in Ecuador and any potential amendments to the Brazilian Mining Code, the Mauritanian Customs Code, the Mauritanian Mining Code, the Mauritanian VAT regime and water legislation or other water use restrictions in Chile (including, but not limited to, the interpretation, implementation and application of any such amendments), being consistent with Kinross' current expectations;
- (5) the exchange rate between the Canadian dollar, Brazilian real, Chilean peso, Russian rouble, Mauritanian ouguiya, Ghanaian cedi and the U.S. dollar being approximately consistent with current levels;
- (6) certain price assumptions for gold and silver;
- (7) prices for diesel, natural gas, fuel oil, electricity and other key supplies being approximately consistent with current levels;
- (8) production and cost of sales forecasts for the Company, and entities in which it now or hereafter directly or indirectly holds an investment, meeting expectations;
- (9) the accuracy of the current mineral reserve and mineral resource estimates of the Company (including but not limited to the classification of such estimates as mineral reserves or mineral resources, and ore tonnage and ore grade estimates);
- (10) labour and materials costs increasing on a basis consistent with Kinross' current expectations;
- (11) the permitting and development of, operations at and production from the Company's operations and projects, including but not limited to production from Dvoynoye; permitting, development and expansion at Tasiast (including but not limited to, opportunities to enhance/optimize project economics and reduce execution risk of the potential expansion, and any resulting optimization initiatives which may, among other things, lead to changes in processing approach and maintenance, and conversion of adjacent exploration licences to exploitation licences); and permitting and development at Cerro Casale or Lobo Marte, being consistent with Kinross' current expectations;
- (12) the terms and conditions of the legal and fiscal stability agreements for the Tasiast and Chirano operations being interpreted and applied in a manner consistent with their intent and Kinross' expectations;
- (13) goodwill and/or asset impairment potential, including but not limited to as a result, in whole or in part, of any inability to maintain or obtain permits, any reclassification of mineral reserve or mineral resource estimates, and/or postponement or cessation of advancement of development; and
- (14) access to capital markets, including but not limited to maintaining an investment grade debt rating and, as required, securing and maintaining partial project financing for Dvoynoye, Kupol and any expansion at Tasiast, being consistent with the Company's current expectations.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: sanctions (any other similar restrictions or penalties) now or subsequently imposed by, against, in respect of or otherwise impacting any jurisdiction in which the Company is domiciled or operates (including but not limited to Russia, Canada, the European Union and the United States), or any government or citizens of, persons or companies domiciled in,

or the Company's business, operations or other activities in, any such jurisdiction; our ability to successfully cease further investment in and development of FDN and, in cooperation with the Government of Ecuador, successfully complete an orderly transition with respect to FDN (including, but limited to, the closing of the announced transaction with Fortress Minerals Corp.) that is respectful of the interests of both parties and does not impose on the Company (and/or any of its directors, officers or employees) any unreasonable obligations or liabilities; litigation commenced, or other claims or actions brought, against the Company (and/or any of its directors, officers or employees) in respect of the cessation by the Company of further investment in and development of FDN, or any of the Company's prior or continuing activities on or in respect thereof or otherwise in Ecuador; fluctuations in the currency markets; fluctuations in the spot and forward price of gold or certain other commodities (such as fuel and electricity); changes in the discount rates applied to calculate the present value of net future cash flows based on country-specific real weighted average cost of capital; changes in the market valuations of peer group gold producers and the Company, and the resulting impact on market price to net asset value multiples; changes in various market variables, such as interest rates, foreign exchange rates, gold or silver prices and lease rates, or global fuel prices, that could impact the mark-to-market value of outstanding derivative instruments and ongoing payments/receipts under any financial obligations; risks arising from holding derivative instruments (such as credit risk, market liquidity risk and mark-to-market risk); changes in national and local government legislation, taxation (including but not limited to income tax, advance income tax, stamp tax, withholding tax, capital tax, tariffs, value-added or sales tax, capital outflow tax, capital gains tax, windfall or windfall profits tax, royalty, excise tax, customs/import or export taxes/duties, asset taxes, asset transfer tax, property use or other real estate tax, together with any related fine, penalty, surcharge, or interest imposed in connection with such taxes), controls, policies and regulations; the security of personnel and assets; political or economic developments in Canada, the United States, Chile, Brazil, Russia, Ecuador, Mauritania, Ghana, or other countries in which Kinross, or entities in which it now or hereafter directly or indirectly holds an interest, do business or may carry on business; business opportunities that may be presented to, or pursued by, us; our ability to successfully integrate acquisitions and complete divestitures; operating or technical difficulties in connection with mining or development activities; employee relations; litigation against the Company including, but not limited to, securities class action litigation in Canada and/or the United States; the speculative nature of gold exploration and development including, but not limited to, the risks of obtaining and maintaining necessary licenses and permits at our operations and projects (including but not limited to Cerro Casale and Lobo Marte), and decisions made by controlling joint venture partners such as at Cerro Casale; diminishing quantities or grades, or reclassifications of mineral reserves; adverse changes in our credit rating; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of gold exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and gold bullion losses (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks). Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, Kinross' actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, Kinross, including but not limited to resulting in an impairment charge on goodwill and/or assets. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. All of the forward-looking statements made in this prospectus are qualified by these cautionary statements and those made in our other filings with the securities regulators of Canada and the United States including, but not limited to, the cautionary statements made in the "Risk Factors" section of our management's discussion and analysis for the financial year ended December 31, 2013 and management's discussion and analysis for the nine months ended September 30, 2014. These factors are not intended to represent a complete list of the factors that could affect Kinross. Kinross disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

**NOTICE REGARDING PRESENTATION OF MINERAL RESERVE
AND MINERAL RESOURCE ESTIMATES**

In accordance with applicable Canadian securities regulatory requirements, all mineral reserve and mineral resource estimates of Kinross incorporated by reference in this prospectus have been prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101"), classified in accordance with Canadian Institute of Mining Metallurgy and Petroleum's *"CIM Standards on Mineral Resources and Reserves Definitions and Guidelines"* (the "CIM Guidelines"). The definitions of mineral reserves and mineral resources are set out in our disclosure of our mineral reserve and mineral resource estimates that are incorporated by reference in this prospectus.

The terms "mineral reserve," "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with NI 43-101 and the CIM Guidelines. These definitions differ from the definitions in the SEC Industry Guide 7 under the Securities Act ("SEC Industry Guide 7"). Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves. The three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate government authority.

In addition, Kinross uses the terms "mineral resources," "measured mineral resources," "indicated mineral resources" and "inferred mineral resources." While those terms are recognized by Canadian securities regulatory authorities, they are not recognized by the SEC. Pursuant to the CIM Guidelines, mineral resources have a higher degree of uncertainty than mineral reserves as to their existence as well as their economic and legal feasibility. Inferred mineral resources, when compared with measured or indicated mineral resources, have the least certainty as to their existence, and it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. Pursuant to NI 43-101, inferred mineral resources may not form the basis of any economic analysis, including any feasibility study. Accordingly, investors are cautioned not to assume that all or any part of a mineral resource exists, will ever be converted into a mineral reserve, or is or will ever be economically or legally mineable or recovered. Accordingly, these mineral reserve and mineral resource estimates and related information may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal laws and the rules and regulations thereunder, including SEC Industry Guide 7.

EXCHANGE RATE INFORMATION

The noon exchange rate on December 16, 2014, as reported by the Bank of Canada for the conversion of United States dollars into Canadian dollars was \$1.00 equals Cdn\$1.1625.

ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES

We are a corporation existing under the laws of the Province of Ontario, Canada. A majority of our assets are located outside of the United States. In addition, most of our directors and officers named in this prospectus and the documents incorporated by reference herein are resident outside of the United States. As a result, it may be difficult for United States investors to effect service of process within the United States upon those directors or officers who are not residents of the United States, or to realize in the United States upon judgments of courts of the United States predicated upon civil liability of such directors or officers under U.S. federal securities laws. We have been advised by Osler, Hoskin & Harcourt LLP, our Canadian counsel, that a judgment of a U.S. court predicated solely upon civil liability under such laws would probably be enforceable in Canada if the U.S. court in which the judgment was obtained had a basis for jurisdiction in the matter that was recognized by an Ontario court for such purposes. We have also been advised by such counsel, however, that there is substantial doubt whether an action could be brought in Ontario in the first instance on the basis of liability predicated solely upon such laws.

The assets of several of our subsidiary guarantors are also located outside of the United States. Their directors and officers are generally resident outside of the United States. As a result, it may be difficult for United States investors to effect service of process within the United States upon those directors or officers who are not residents of the United States, or to realize in the United States upon judgments of courts of the United States predicated upon civil liability of such directors or officers under U.S. federal securities laws.

PROSPECTUS SUMMARY

Company Overview

Kinross Gold Corporation ("Kinross" and the "Company") is one of the largest gold producers in the world based on 2013 production volumes. Our market capitalization was approximately \$3.8 billion as at September 30, 2014. Based in Toronto, Ontario, Kinross was formed in 1993 from three predecessor mining companies, and now owns or has a joint venture interest in nine operating mines in Brazil, Chile, Russia, Mauritania, Ghana and the United States. The Company has approximately 39.7 million ounces of gold, 44.8 million ounces of silver and 1.4 billion pounds of copper in proven and probable mineral reserves based on our 2013 Mineral Reserve and Mineral Resource Statement, which we refer to in our Form 6-K, furnished to the SEC on February 13, 2014.

For the nine months ended September 30, 2014, we had revenues of \$2.7 billion and net earnings from continuing operations attributable to common shareholders of \$73.5 million, with attributable gold-equivalent production of 2,038,339 ounces.

For the year ended December 31, 2013, we had revenues of \$3.8 billion and a net loss from continuing operations attributable to common shareholders of \$3.0 billion, with attributable gold-equivalent production from continuing operations of 2,631,092 ounces. The net loss from continuing operations attributable to common shareholders of \$3.0 billion included the impact of after-tax impairment charges aggregating \$2,834.1 million, of which \$544.8 million was recorded as at December 31, 2013 and \$2,289.3 million was recorded as at June 30, 2013. The December 31, 2013 impairment charge included property, plant and equipment impairment of \$376.0 million at Maricunga, net of a tax recovery of \$49.2 million, and goodwill impairment of \$168.8 million at Quebrada Seca, a non-operating property in Chile. The June 30, 2013 impairment charge included property, plant and equipment impairment of \$1,334.7 million at Tasiast and goodwill and property, plant and equipment impairment aggregating \$954.6 million at several of our other cash generating units ("CGUs"). The June 30, 2013 property, plant and equipment impairment charges were net of a tax recovery of \$108.7 million.

Our principal product is gold, produced in the form of doré that we send to refineries for final processing. As a by-product, we also produce limited amounts of silver (primarily from our La Coipa mine in Chile, up to its suspension in October 2013, and from our Kupol mine in Russia), which is converted into gold equivalents for reporting purposes based on relative market prices.

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The following table sets out our primary mining operations, along with our percentage ownership and attributable share of production and sales volume for the year ended December 31, 2013:

Operation	% Ownership (as of December 31, 2013)	Gold Equivalent Ounces (Kinross Share) (Year Ended December 31, 2013)	
		Produced	Sold
Fort Knox, Alaska, USA	100	421,641	416,103
Round Mountain, Nevada, USA	50	162,826	161,836
Kettle River-Buckhorn, Washington, USA	100	150,157	151,559
Kupol, Russia ⁽¹⁾	100	550,188	569,432
Paracatu, Brazil	100	500,380	507,953
La Coipa, Chile	100	162,405	174,548
Maricunga, Chile	100	187,815	192,537
Tasiast, Mauritania	100	247,818	244,954
Chirano, Ghana ⁽²⁾	90	275,402	278,171
Operations Total		2,658,632	2,697,093
Less Chirano non-controlling interest (10%) ⁽³⁾		(27,540)	(27,817)
Attributable		2,631,092	2,669,276

(1) Includes production from our Dvoynoye mine.

(2) Gold equivalent ounces produced and sold are shown on a 100% basis.

(3) The Government of Ghana has a 10% carried interest in Chirano.

The principal executive offices of each of the registrants is c/o Kinross Gold Corporation, 25 York Street, 17th Floor, Toronto, Ontario, Canada M5J 2V5, (416) 365-5123.

Summary Of Terms Of The Exchange Offer

We are offering to exchange \$500,000,000 aggregate principal amount of Initial Notes for a like aggregate principal amount of our New Notes, evidencing the same continuing indebtedness as the Initial Notes. In order to exchange your Initial Notes, you must properly tender them and we must accept your tender. We will exchange all outstanding Initial Notes that are validly tendered and not validly withdrawn.

Exchange Offer:

We will exchange your Initial Notes for a like aggregate principal amount of our New Notes.

Resale of New Notes:

We believe you may offer the New Notes for resale and resell and otherwise transfer New Notes without compliance with the registration or prospectus delivery provisions of the U.S. Securities Act of 1933, as amended (the "Securities Act") if:

You are acquiring the New Notes in the ordinary course of your business;