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KINROSS GOLD CORP
Form SC 13D
February 10, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. ___)*

Kinross Gold Corporation
(Name of Issuer)
Common Shares, No Par Value
(Title of Class of Securities)
496902206
(CUSIP Number)

Sharon E. Dowdall
Vice President and Secretary
Newmont Mining Corporation of Canada Limited
Suite 1900, Box 2005
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
(415) 480-6480
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Britt Banks
Vice President, General Counsel and Secretary
Newmont Mining Corporation
1700 Lincoln Street
Denver, Colorado 80203
(303) 837-7414

January 31, 2003
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on the following pages)
(Page 1 of 13 pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

CUSIP No. 496902206

13D

(Page 2 of 13)

1 NAME OF REPORTING PERSONS
Newmont Mining Corporation

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* [a] []
[b] []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES N/A
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

8 SHARED VOTING POWER
43,238,427*

9 SOLE DISPOSITIVE POWER
N/A

10 SHARED DISPOSITIVE POWER
43,238,427*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
43,238,427*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN []
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.8%**

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14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

* Included in this figure are the Common Shares reported by Newmont International Holdings Pty. Ltd. and Newmont Mining Corporation of Canada Limited on a preceding cover page.

** Included in this percentage is the percentage of Common Shares reported by Newmont International Holdings Pty. Ltd. and Newmont Mining Corporation of Canada Limited on a preceding cover page.

CUSIP No. 496902206

13D

(Page 3 of 13)

1 NAME OF REPORTING PERSONS
Newmont Mining Corporation of Canada Limited

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

NUMBER OF 7 SOLE VOTING POWER
SHARES N/A
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
42,465,653

9 SOLE DISPOSITIVE POWER
N/A

10 SHARED DISPOSITIVE POWER
42,465,653

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
43,238,427*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.8%**

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

* Included in this figure are the Common Shares reported by Newmont International Holdings Pty. Ltd. on a following cover page.

** Included in this percentage is the percentage of Common Shares reported by Newmont International Holdings Pty. Ltd. on a following cover page.

CUSIP No. 496902206

13D

(Page 4 of 13)

1 NAME OF REPORTING PERSONS
Newmont International Holdings Pty.Ltd

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Australia

NUMBER OF 7 SOLE VOTING POWER
SHARES N/A
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
772,774

9 SOLE DISPOSITIVE POWER
N/A

10 SHARED DISPOSITIVE POWER
772,774

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
43,238,427*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.8%**

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

* Included in this figure are the Common Shares reported by Newmont Mining Corporation of Canada Limited on a preceding cover page.

** Included in this percentage is the percentage of Common Shares reported by Newmont Mining Corporation of Canada Limited on a preceding cover page.

Item 1. Security and Issuer

This Schedule 13D relates to common shares, no par value (the "Common Shares") of Kinross Gold Corporation, a corporation organized pursuant to the laws of the Province of Ontario, Canada ("Kinross"). The principal executive offices of Kinross are located at: 52nd Floor, Scotia Plaza, 40 King Street West Toronto, Ontario M5H 3Y2

Item 2. Identity and Background.

Newmont Mining Corporation, a Delaware corporation ("Newmont"), is a company principally engaged in the production of gold and exploration for gold, and the acquisition and development of gold properties worldwide, having its principal address at:

1700 Lincoln Street
Denver, Colorado 80203

Newmont Mining Corporation of Canada Limited, a corporation incorporated under the laws of Canada ("Newmont Canada"), is a public precious metals royalty company, having its principal address at:

Suite 1900, Box 2005
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
Canada

Newmont International Holdings Pty. Ltd., an Australian corporation ("Newmont Holdings" and, together with Newmont and Newmont Canada, the "Reporting Persons"), is a Australian holding company for investments in various overseas corporations, having its principal address at:

100 Hutt Street
Adelaide, South Australia
AUSTRALIA

Set forth in Annex A, Annex B and Annex C attached hereto and incorporated herein by reference are the name, title, business address, principal occupation and address of the business in which the principal occupation is conducted, and citizenship of each executive officer and director of Newmont, Newmont Canada and Newmont Holdings, respectively.

During the last five years, none of the Reporting Persons and/or the current officers or directors of the Reporting Persons has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been party to a civil proceeding of a judicial or administrative body of

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competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons received Common Shares of Kinross in the Combination (as described in Item 4 below), which closed on January 31, 2003.

Item 4. Purpose of Transaction

On June 14, 1999, Normandy Mining Limited (ACN 009295765), an Australian company ("Normandy"), completed a transaction with TVX Gold Inc. ("TVX") pursuant to which, in part, (i) Newmont Holdings subscribed for and was issued 356,665 common shares in the capital of TVX (on a basis post the TVX share consolidation effective in June 2000) and (ii) a joint venture now known as "TVX Newmont Americas" between TVX and Normandy was created.

On April 3, 2002, 244,994,150 common shares of Echo Bay Mines Ltd. ("Echo Bay") were issued to Newmont Canada upon the conversion of \$67 million principal amount of capital securities in connection with the reorganization of Echo Bay.

On June 10, 2002, Kinross Gold Corporation ("Kinross"), Echo Bay and TVX entered into a combination agreement (the "Combination Agreement") providing for the combination of the three companies (the "Combination") and the concurrent acquisition by TVX of Newmont's 49.9% interest in TVX Newmont Americas. Under the Combination Agreement, the Combination was to be achieved by a plan of arrangement, whereby shareholders of Echo Bay would receive 0.52 of a Kinross share for each Echo Bay share and TVX shareholders would receive 0.65 of a Kinross share for each TVX share. Concurrently, with the Combination taking effect, TVX would acquire Newmont's interest in TVX Newmont Americas through a separate agreement. The Combination was conditional upon, among other things, the approval of the Combination by each company's shareholders. In connection with the Combination, on June 10, 2002, Newmont and Newmont Canada entered into a lock-up agreement with Echo Bay (the "Lock-Up Agreement"), pursuant to which, subject to certain exceptions, Newmont and Newmont Canada agreed to (i) continue to hold Newmont Canada's Echo Bay common shares until the conclusion of the Echo Bay shareholders' meeting called to approve the Combination and (ii) vote such shares in favor of Echo Bay's participation in the Combination. On November 19, 2002, various of the above agreements were amended to extend the proposed closing date to January 31, 2003.

On January 31, 2003, the Combination and the sale by Newmont of its interest in TVX Newmont Americas to TVX was completed in the manner described above.

As a result of the Combination, Newmont Canada acquired 42,465,653 Common Shares of Kinross in exchange for Newmont Canada's interest in Echo Bay and Newmont Holdings acquired 772,774 Common Shares of Kinross in exchange for Newmont Holdings' interest in TVX.

The Common Shares of the Reporting Persons were acquired for investment purposes. However, the Reporting Persons will review their holdings from time to time and may increase or decrease their holdings in Kinross as future circumstances may dictate. Such transactions may be made at any time without prior notice. There can be no assurance, however, that the Reporting Persons will take any such actions. Except as set forth above, the Reporting Persons have no plans or proposals with respect to any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

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Item 5. Interest in Securities of the Issuer

(a) - (b) Newmont Canada and Newmont Holdings are indirect subsidiaries of Newmont. Newmont Canada holds 42,465,653 Common Shares of Kinross and Newmont Holdings holds 772,774 Common Shares of Kinross for an aggregate of 43,238,427 Common Shares of Kinross representing 13.8% of the Common Shares of Kinross outstanding at the date of this filing. Newmont, as the ultimate parent of Newmont Canada and Newmont Holdings, may be deemed to be the beneficial owner of, and may be deemed to have sole power to vote or to direct the vote of, and the sole power to dispose or direct the disposition of, the Common Shares of Kinross held by Newmont Canada and Newmont Holdings.

(c) On January 31, 2003, the Reporting Persons acquired 43,238,427 Common Shares of Kinross (in the aggregate) in the Combination.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to be Filed as Exhibits

(a) Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2003

NEWMONT MINING CORPORATION

By: /s/ Ardis Young

Name: Ardis Young
Title: Assistant Secretary

NEWMONT MINING CORPORATION OF CANADA LIMITED

By: /s/ Sharon E. Dowdall

Name: Sharon E. Dowdall
Title: Vice President and Secretary

NEWMONT INTERNATIONAL HOLDINGS PTY. LTD.

By: /s/ Ken Williams

Name: Ken Williams
Title: Director

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Annex A

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Mining Corporation are set forth below. The business address for each person listed below is, unless otherwise noted, c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|---------------------|---|---|---|
| Britt D. Banks | Vice President, General Counsel and Secretary | Vice President, General Counsel and Secretary of Newmont Mining Corporation | See above. |
| Glen A. Barton | Director | Chairman and Chief Executive Officer of Caterpillar Inc. | 100 NE Adams Street Peoria, IL 61629-7216 |
| Vincent A. Calarco | Director | President and Chief Executive Officer of Crompton Corporation | One American Lane Greenwich, CT 06831 |
| James T. Curry, Jr. | Director | Retired Director and Retired Chief Executive Officer of the Minerals Division of Broken Hill Proprietary Company Ltd. | N/A |
| John A.S. Dow | Executive Vice President and Managing Director of Newmont Australia Limited | Executive Vice President of Newmont Mining Corporation and Managing Director of Newmont Australia Limited | See above. |
| Thomas L. Enos | Vice President and Managing Director, Newmont Indonesia Limited | Vice President of Newmont Mining Corporation and Managing Director, Newmont Indonesia Limited | See above |
| Joseph P. Flannery | Director | Chairman, President and Chief Executive Officer of Uniroyal Holding Inc. | 70 Great Hill Road Naugatuck, CT 06770 |
| David H. Francisco | Executive Vice | Executive Vice | See above. |

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| | | | |
|-------------------|--|--|---|
| | President, Operations | President, Operations of Newmont Mining Corporation | |
| M. Craig Haase | Director | Retired Executive Vice President and Chief Legal Officer of Franco-Nevada Mining Corporation Limited. | N/A |
| Michael S. Hamson | Director | Chairman of Hamson Consultants | Acland Street Corner Entrance (Rear) 195 Walsh Street South Yarra, VIC 3141 AUSTRALIA |
| Bruce D. Hansen | Senior Vice President and Chief Financial Officer | Senior Vice President and Chief Financial Officer of Newmont Mining Corporation | See above. |

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|--------------------|--|---|--|
| David Harquail | President and Managing Director, Newmont Capital Limited | President and Managing Director, Newmont Capital Limited, of Newmont Mining Corporation | See above. |
| Leo I. Higdon, Jr. | Director | President of Charleston College | Office of the President College of Charleston 66 George Street Charleston, SC 29424 |
| Donald G. Karras | Vice President, Taxes | Vice President, Taxes, of Newmont Mining Corporation | See above. |
| Pierre Lassonde | Director; President | President of Newmont Mining Corporation | See above. |
| Thomas P. Mahoney | Vice President and Treasurer | Vice President and Treasurer of Newmont Mining Corporation | See above. |
| Robert J. Miller | Director | Partner, Jones Vargas law firm | Third Floor South 3773 Howard Hughes Parkway Las Vegas, NV 89109-0949 |
| Wayne W. Murdy | Director, Chairman and Chief Executive Officer | Chairman and Chief Executive Officer of Newmont Mining Corporation | See above. |

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| | | | |
|---------------------|--|--|---|
| David W. Peat | Vice President and Global Controller | Vice President and Global Controller of Newmont Mining Corporation | See above. |
| Richard M. Perry | Vice President and Managing Director, Newmont USA Limited | Vice President of Newmont Mining Corporation and Managing Director of Newmont USA Limited | See above. |
| Robin A. Plumbridge | Director | Retired Chairman of Gold Fields of South Africa Limited | N/A |
| John B. Prescott | Director | Chairman of Australian Submarine Corporation Pty Limited | Level 28, 140 William Street Melbourne, VIC 3000 AUSTRALIA |
| Moeen A. Qureshi | Director | Chairman of Emerging Markets Partnership | 2001 Pennsylvania Avenue, N Suite 1100 Washington, D.C. 20006 |
| Michael K. Reilly | Director | Retired Chairman of Zeigler Coal Holding Company | N/A |
| Carlos Santa Cruz | Vice President and Managing Director, Newmont Peru Limited | Vice President of Newmont Mining Corporation and Managing Director of Newmont Peru Limited | See above. |
| Seymour Schulich | Director | Chairman of Newmont Capital Limited | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA |

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|------------------|----------|--|---|
| James V. Taranik | Director | President Emeritus of Desert Research Institute of the University and Community College System of Nevada | Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138 |

Annex B

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Canada are set forth below. The business address for each person listed below, unless otherwise noted, is c/o Newmont Mining

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Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATIO CONDUCTED |
|---------------------|------------------------------|--|--|
| Britt D. Banks | Vice President | Vice President, General Counsel and Secretary of Newmont Mining Corporation | See above. |
| Sharon E. Dowdall | Vice President and Secretary | Vice President and Secretary Newmont Mining Corporation of Canada Limited and Newmont Capital Limited, Group Legal Counsel - Canada Newmont Mining Corporation | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA |
| Joseph P. Flannery | Director | Chairman, President and Chief Executive Officer of Uniroyal Holding Inc. | 70 Great Hill Road Naugatuck, CT 06770 |
| David H. Francisco | Vice President | Executive Vice President, Operations, of Newmont Mining Corporation | See above. |
| Bruce D. Hansen | Vice President | Senior Vice President and Chief Financial Officer of Newmont Mining Corporation | See above. |
| Leo I. Higdon, Jr. | Director | President of Charleston College | Office of the President College of Charleston 66 George Street Charleston, SC 29424 |
| Donald G. Karras | Vice President | Vice President, Taxes Newmont Mining Corporation | See above |
| Pierre Lassonde | Director; President | President of Newmont Mining Corporation | See above. |
| Wayne W. Murdy | Director; Chairman | Chairman and Chief Executive Officer of Newmont Mining Corporation | See above. |
| Thomas P. Mahoney | Vice President and Treasurer | Vice President and Treasurer | See above |
| Robin A. Plumbridge | Director | Retired Chairman of Gold Fields of South Africa Limited | See above |
| Moeen A. Qureshi | Director | Chairman of Emerging Markets Partnership | 2001 Pennsylvania Avenue, NW Suite 1100 Washington, D.C. 20006 |
| Seymour Schulich | Director | Chairman of Newmont | Suite 1900, Box 2005 |

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Capital Limited,
Director, Newmont Mining
Corporation

20 Eglinton Avenue West
Toronto, ON M4R 1K8
CANADA

| | | | |
|----------------------|------------------------|--|---|
| James V. Taranik | Director | President Emeritus of Desert Research Institute of the University and Community College System of Nevada | Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138 |
| H. Geoffrey Waterman | Vice President | Vice President Newmont Mining Corporation of Canada Limited | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA |
| Ardis Young | Assistant Secretary | Assistant Secretary, Newmont Mining Corporation | See above |

Annex C

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont International Holdings Pty. Ltd. The business address for each person listed below is c/o Newmont International Holdings Pty. Ltd., 100 Hutt Street, Adelaide, South Australia, AUSTRALIA

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATIO CONDUCTED |
|---------------------|----------------------|---|--|
| Kenneth G. Williams | Director | Director of Newmont Australia Limited | See above |
| Colin C. Lake | Director | Financial Manager of Newmont Australia Limited | See above |
| Phillip J. Gerrard | Director | Chartered Accountant at Newmont Australia Limited | See above |
| Pauline F. Carr | Company Secretary | Company Secretary of Newmont International Holdings Pty. Ltd. | See above. |
| David W. Godfrey | Company Secretary | Company Secretary of Newmont International Holdings Pty. Ltd | See above. |