



ONE COMPANY, THOUSANDS OF OPPORTUNITIES

Every year brings us rich new stories to tell, but the fundamentals remain the same. In 2012 we introduced our new Corporate Vision Statement: Together, Creating Sustainable Value. Our sustainability objectives remain unchanged and are a core part of making this vision a reality. We strive to be a catalyst for positive contributions to local communities that will last throughout the life of our mines and long after they have closed. We are justifiably proud of the progress we have made and we look forward to generating sustainable social and economic value for many years to come.





OVERVIEW

Responsible Mining

At Goldcorp, responsible mining is a company-wide commitment that's at the core of every business decision we make. Every one of us, from senior management to the work crews at each of our operations, strives to conduct our business to create economic growth and positive outcomes for all stakeholders throughout the life of a Goldcorp mine and well beyond.

We are committed to being responsible stewards of the environment and to complying with the highest applicable health and safety standards. We hold the respect of human rights to be a primary requirement in our operations and maintain a principled, conscientious approach to corporate citizenship.

Creating Sustainable Value

We call our approach to doing business "Creating Sustainable Value." Our programs are designed as catalysts for positive, lasting contributions to the communities where we do business. We implement them, working in partnership with host governments, local communities, Indigenous groups, non-governmental organizations, contractors and suppliers.

We design, construct and operate all our facilities in accordance with the highest applicable health, safety and environmental standards. Our employees are provided with the tools and training required to mitigate the effects of our activities on the environment. We actively seek partnerships based on open, transparent communication with the aim of being responsible, respected and welcomed everywhere we do business.



MESSAGE FROM THE CEO

When I reflect on our performance in 2012, I am proud of the progress we made as an organization through a challenging year. We at Goldcorp, along with our peers, struggled with operational missteps that affected share values and confidence in the sector. Our response was a renewed focus on disciplined execution, cost containment and accelerating our continuous-improvement initiatives. These are all key to driving our sector-leading forecasted five-year growth profile.

In early 2012, we unveiled Goldcorp's strategic vision: Together, Creating Sustainable Value, a vision that captures the reason we are in business. We, in partnership with our stakeholders, are deeply committed to creating lasting positive social and economic benefits for our shareholders, our employees and the communities where we operate.

Key Trends and Developments

Throughout our industry, companies face growing scrutiny regarding their corporate ethics, policies and practices, and we support this scrutiny. Through the past year we continued to advance the principles of the UN Global Compact. Since 2009, we have been a proud signatory to this voluntary initiative and remain committed to integrating best practices in human rights, labour standards, anti-corruption and environmental performance into our culture and day-to-day operations. Goldcorp is also a member of the International Council on Mining and Metals (ICMM) and the Extractive Industries Transparency Initiative (EITI), which aim to strengthen governance by improving transparency and accountability in the extractives sector, based on stringent, internationally accepted standards.

HUMAN RIGHTS AND ETHICAL BEHAVIOUR

Goldcorp is a strong supporter of the World Gold Council's efforts toward a Conflict-Free Gold Standard, which is encouraging the industry to do more to ensure that "conflict-free gold" has not contributed to armed conflict, human rights abuses or breaches of international humanitarian law at any step along its supply chain. We seconded our Manager of Treasury and Risk Management, Ounesh Reebye, to the WGC's London offices for six months, where he focused on policy development, visited remote mines, consulted with bankers, academics, NGOs and jewellery makers and many other stakeholders throughout the supply chain to ensure policy development reflected diverse perspectives. During 2013, Goldcorp will begin the third-party review process to determine compliance with the World Gold Council's Conflict-Free Gold Standard.

Also in 2012, we began training staff on our Human Rights Policy and our new Code of Conduct reporting channels, ensuring that employees understand our ethical standards and our reporting and resolution process. We promoted dialogue with, and among, outside stakeholders, through exchange visits with our Indigenous community leaders in Québec and Guatemala. Exchanges are extremely valuable, by helping inform leaders and their communities, to assist them in making decisions about how they choose to partner with us.

ENVIRONMENTAL STEWARDSHIP: WATER AND CLIMATE CHANGE

As concerns over water use and climate change grow in global importance, we at Goldcorp are promoting greater accountability in environmental stewardship. Water and climate issues are among the material issues that we use to measure company-wide performance.

Since water is essential to life, and to the mining process, we are prioritizing efforts to minimize our water footprint by reducing consumption, and by ensuring that any water we do use is returned safely to the environment. In 2012, water availability became a significant challenge at our Peñasquito mine, and we are making good progress toward short-term and long-term solutions. In 2013, we will be developing a Water Strategy that will increase our effectiveness in managing our water footprint.

Energy efficiency remains at the forefront of our sustainability efforts. Last year, we established a company-wide Energy Strategy, with clear, measurable targets for increasing efficiency, use of renewable energy sources, and decreasing greenhouse gas emissions. Over the year we have made significant progress towards those goals: a new natural gas pipeline to Red Lake is delivering cleaner energy to northern Ontario communities, and we announced a partnership with 13 First Nations to develop a transmission line that will provide cleaner, safer, more reliable power to remote communities currently powered by diesel.

SAFE AND HEALTHY WORKERS

Worker safety is absolutely fundamental to what we do, and we were gratified that our all-injury rate declined again, for the fifth consecutive year. This is evidence of our success in embedding the "Safe Enough for Our Families" vision into the fabric of our company culture. In spite of these results, we were deeply saddened at the passing of two of our colleagues in an incident at the Los Filos mine. In response, we increased our emphasis on Fighting Fatalities, by implementing training that is focused on hazard recognition and effective interventions. A risk-based approach to behaviour modification relies on caring for your fellow employees, as well as raising awareness of and teaching tools to proactively manage risks in day-to-day work. We also introduced new analytical tools and improved knowledge-sharing with industry peers, to improve our collective understanding and share industry-wide performance information to help keep our workers safe and healthy.

GROWING PARTNERSHIPS

Throughout the past year, we continued to foster sustainable and positive impacts on our communities, with particular emphasis on education and health. For years we have provided financial and scholarship support to the *Colegio Nacional de Educación Profesional Técnica* (National College of Technical Professional Education, CONALEP) in Mazapil, near our Peñasquito mine. This past year, we were proud to congratulate the first graduating class, and expect every one of the 90 graduates to find employment in the region, some of them at Goldcorp operations. We believe that by providing access to education, we are helping our communities to access the tools, skills and knowledge that will reduce poverty and unlock future opportunities.

We were pleased to inaugurate a new medical centre in San Miguel Ixtahuacán, which now provides quality health care to our employees, their families and the local communities around our Marlin mine in Guatemala. A \$5 million donation was announced in the Municipality of Red Lake, Ontario, to build a new medical clinic for public use. We also announced major contributions to mental health and addiction programs that will serve Vancouver, British Columbia.

Seed funding of \$1 million, for the Wharf Sustainable Prosperity Fund, will provide sustaining support for non-profit and charitable organizations in South Dakota, even after the Wharf mine eventually closes.

Committed to Transparency

This Sustainability Report is one of many aspects of our company-wide commitment to transparency. For the second year in a row, we have taken the additional step of engaging Ernst & Young for external assurance, in accordance with our commitment as a member of the ICMM. This year's quality assurance process identified a number of areas where we can improve our procedures for tracking key performance data. We intend to make progress on these issues in 2013. We don't only make this information available to the public because we have to: we do it because this level of transparency is fundamental to how we work as a company. After all, the reason for tracking and reporting data is so that we can work hand-in-hand with our stakeholders to improve performance and ensure mutually beneficial outcomes.

This report is also an opportunity to celebrate the achievements of the past year and to evaluate areas for improvement going forward.

I would like to take this opportunity to extend my personal thanks to our employees, our partners, our communities and all the stakeholders who support us and our vision. Without you, it would not be possible to work *Together, Creating Sustainable Value*.



Chuck Jeannes
President and Chief Executive Officer

OUR COMPANY

Goldcorp Inc. is a leading gold producer engaged in the operation, exploration, development and acquisition of precious metal properties in Canada, the United States, Mexico, and Central and South America. Goldcorp's current sources of operating cash flows are primarily from the sale of gold, silver, copper, lead and zinc.

Goldcorp is one of the world's fastest-growing senior gold producers. Goldcorp's strategy is to provide its shareholders with superior returns from high-quality assets. Goldcorp has a strong balance sheet. Its low-cost gold production is located in safe jurisdictions in the Americas and remains 100% unhedged. Headquartered in Vancouver, British Columbia, Goldcorp employs approximately 16,000 people worldwide at operations and development projects in countries throughout the Americas.

As a company, and as individuals, Goldcorp is committed to responsible mining practices that protect the health and safety of our workers and the quality of the environment that we all share. Our concern and actions extend to the social and economic effects of our activities, and to the principle of creating sustainable value for all our stakeholders. Our focus on corporate social responsibility programs was refined and extended throughout the year.

Key Statistics¹

Key performance indicators for 2012, as at December 31, 2012 (dollar amounts are US\$), include:

	2012	2011	Trend
Workforce	16,000	14,500	10%
Revenues (\$ millions)	5,435	5,362	-1%
Net earnings (\$ millions) ²	1,749	1,881	-7%
Adjusted net earnings (\$ millions)	1,642	1,786	-8%
Annual production:			
Gold (oz)	2,396,000	2,514,700	-5%
Silver (oz)	30,470,500	27,824,600	10%
Total assets (\$ millions)	31,212	29,374	6%
Shareholder's equity (\$ millions)	22,716	21,272	7%

Operational Structure

Goldcorp is a leading gold producer engaged in gold mining and related activities including exploration, extraction, processing and reclamation. Goldcorp's operating assets include the Red Lake, Porcupine and Musselwhite gold mines in Canada, the Peñasquito, Los Filos and El Sauzal mines in Mexico, the Marlin mine in Guatemala, the Marigold mine (67% interest) and Wharf mine in the United States, the Pueblo Viejo mine in the Dominican Republic (40%) and the Alumbraera mine (37.5%) in Argentina.

Goldcorp has a solid pipeline of projects including the Éléonore gold project in Québec, Canada, and the Cochenour project in Ontario, Canada; the Dee/South Arturo exploration project (40% interest) in Nevada, USA; the Camino Rojo and Noche Buena projects in Zacatecas, Mexico; the Cerro Negro project in Argentina, and the El Morro project in Chile. These valuable assets will allow for growth in production for years to come.

Goldcorp is organized into three regions (Canada and United States, Mexico, and Central and South America). Each region is managed by a Senior Vice President who reports directly to Goldcorp's Executive Vice President and Chief Operating Officer.

Significant Changes during the Reporting Period

In 2012, there were a number of important events and developments:

- Goldcorp appointed Blanca Treviño as a new member of the Board of Directors on February 12, 2012.
- Goldcorp announced the appointment of George Burns as the new Executive Vice President and Chief Operating Officer on August 8, 2012.
- First production was achieved at the Pueblo Viejo mine (40% ownership) in the Dominican Republic on August 14, 2012, and commercial production was achieved on January 15, 2013.
- On June 26, 2012, the Ontario Superior Court of Justice dismissed the claims of Barrick Gold Corporation regarding the acquisition of interest in the El Morro project, thereby confirming that Goldcorp's acquisition of its interest in the El Morro Project was consistent with and abided by the relevant agreements and Chilean laws.
- On April 27, 2012, the Supreme Court of Chile issued a decision suspending the approval of the environmental permit for the El Morro project, which was previously issued on March 14, 2011. The ruling states that the permit is suspended until such a time as certain deficiencies are corrected by the Chilean environmental permitting authority.
- Goldcorp welcomed Charlene Ripley as the new Executive Vice President and General Counsel, shortly following the close of the 2012 reporting period, on April 1, 2013.

Further information regarding these events is available in our [Annual Information Form](#).

Ownership

Goldcorp is a public company listed on the New York Stock Exchange and the Toronto Stock Exchange. Goldcorp's top institutional shareholders are identified on our [website](#).

¹ As per our Annual Financial Accounts.

² Net earnings are equal to income after subtracting costs and expenses from total revenue; Adjusted net earnings in 2012 were \$1.642 billion. For definitions and further details, please see our 2012 Annual Report.

VISION AND MISSION

At Goldcorp, responsible mining is a company-wide commitment, which is at the core of every business decision we make. Every one of us, from senior management to the work crews at each of our operations, strives to conduct our business to ensure lasting social progress and economic growth for all stakeholders throughout the life of a Goldcorp mine and well beyond.

Vision

Goldcorp is dedicated to responsible gold mining practices balanced to promote long-term shareholder value and the health and well-being of employees and host communities. Our goal is to be a low-cost gold producer with geographic diversification and low political risk operating in a responsible manner with our neighbours, local communities and the environment.

Following an extensive internal consultation process in 2011, Goldcorp released its corporate vision statement in early 2012. Our vision statement is: "Together, Creating Sustainable Value."

Sustainability Vision

Our sustainability vision is to foster the integration of sustainable development principles into our business operating philosophy. We are committed to implementing consistent policies and practices across our diverse group of properties, while recognizing the vastly different environmental, physical and cultural circumstances that shape each operation. Our sustainability goal is to achieve a balance of economic prosperity, environmental stewardship and social responsibility that extends beyond the economic lives of our mining operations. Goldcorp is committed to responsible mining and sustainable value for all our stakeholders.

Our Six Strategies

At Goldcorp we recognize and promote six fundamental strategies that guide every aspect of our business. These Six Strategies are present at every Goldcorp location and are relevant for all of us in the organization, no matter where we work.

Growing People is about providing opportunities for personal and professional growth for everyone, and developing our people to their fullest potential. We value and respect each individual's contributions.

Growing Safety is an integral requirement of Goldcorp's business. We are committed to protecting our people by looking out for each other, by recognizing the complexity of the task at hand, and by enhancing our abilities to recognize and deal with risk.

Growing Partnerships within and outside the corporation is a requirement of being a good corporate citizen in the communities where we operate, and facilitates the teamwork and application of our collective expertise.

Growing Margins requires all of us to understand the financial implications of our decisions. Strong margins will ensure Goldcorp remains the lowest-cost senior gold producer and will allow us to deliver on our commitment to shareholders.

Growing Reserves is fundamental to the long-term viability of our business. By replacing the gold we produce, we provide the resources for future development. Growing reserves ensures Goldcorp's future.

Growing Production reflects a desire to get better in quality and output against whatever technical measure is relevant to where we work. Our overall gold production is the result of thousands of different technical inputs.

Through the balanced application of these Six Strategies, Goldcorp aims to create a culture and working environment that sets the standard among our peers for sustainable mining operations.

AWARDS

Participating in external awards programs can have a positive effect on both the company and the individuals concerned. At Goldcorp, we do not view awards as an end in themselves; however, we appreciate being formally recognized by outside organizations because it gives us external feedback on our programs and the goals towards which we work.

Corporate Awards

DOW JONES SUSTAINABILITY INDEX NORTH AMERICA

Goldcorp was once again listed on the Dow Jones Sustainability Index (DJSI) for North America, which evaluates leaders in corporate social responsibility using rigorous indicators in the areas of corporate, economic, environmental and social performance. Goldcorp was also named to the DJSI North America in 2010.

CANADA'S TOP 100 EMPLOYERS

Goldcorp was once again named as one of Canada's Top 100 employers, continuing to lead the country and the industry in offering an exceptional workplace for employees.

SOCIALLY RESPONSIBLE COMPANY

The Mexican Centre for Philanthropy (CEMEFI) and the Alliance for Corporate Social Responsibility (AliaRSE) recognized Goldcorp Mexico for the fifth year in a row as a Socially Responsible Company. Goldcorp was noted for excellence in ethical conduct, environmental stewardship and community engagement.

Site Awards

Several of our sites distinguished themselves this year in a number of areas.

- *Éléonore* – received the F.J. O'Connell Trophy for best safety improvement for an operation with 400,000 hours worked.
- *Los Filos* – was certified as *Industria Limpia* (Clean Industry), an environmental award from the Mexican Government.
- *Marigold* – three employees were recognized for safety performance, two by the Nevada Mining Association (Tammy Harding and Rodney Sample) and one by the Northern Nevada Chapter of the American Red Cross (Cory Sample); the mine received the Seven Seals Award from the National Committee of Employer Support of the Guard and Reserve (ESGR); one employee received the Patriot Award from the ESGR (Jerod Eastman).
- *Peñasquito* – received the *Galardon de Plata a la Exportación Zacatecana* (Zacatecas Silver Export Award); received two awards of recognition for support to local community and training organizations.
- *Porcupine* – earned the Golden Baton award from the Timmins Symphony Orchestra for outstanding support; was named the Porcupine United Way Employer of the Year for an outstanding contribution to the United Way Campaign.
- *Wharf* – received the award for Wastewater Operating and Maintenance Excellence and Compliance from the South Dakota Department of Environment and Natural Resources; was named a Patriotic Employer by the Office of the US Secretary of Defense.

ABOUT THIS REPORT

Goldcorp has committed to using the Global Reporting Initiative (GRI) Reporting Framework as the basis for our sustainability reporting. This report is the sixth we have prepared under the framework.

Information in this report covers the 2012 calendar year (January 1 to December 31). The calendar year coincides with the corporation's financial year, so the reporting period of the Sustainability Report is consistent with our other key corporate reports.

We report annually on our sustainability performance. Our previous Sustainability Report covered the 2011 calendar year and was published in May 2012.

Scope and Report Content

EXTERNAL COMMITMENT

As a member of the International Council of Mining and Metals (ICMM), Goldcorp has implemented programs and procedures in line with the ICMM [Sustainable Development Framework](#).

A key part of our commitment to public disclosure is to report in line with the [GRI G3.1 Sustainability Reporting Guidelines](#) and Mining and Metals Sector Supplement. The GRI provides reporting principles and reporting guidance to help define report content, ensure the quality of reported information, and set the report boundary. We have attempted to provide responses to most of the GRI Indicators (core and additional).

We also apply the principles of inclusivity, materiality and responsiveness as defined in the AccountAbility Principles Standard (AA1000 2008) in our reporting.

KEY CRITERIA

The scope of the report, and the depth of reporting, is governed by our external commitments (see above) and our materiality process, as well as two key criteria – our industry and our audience.

THE MINING INDUSTRY

The nature of the mining industry and, in our case, the precious metals component of that industry mean that some elements of the GRI Guidelines are more significant than others. The Mining and Metals Sector Supplement to the GRI Guidelines addresses many of these elements, and we have reported against them. However, we have also deviated from the GRI Reporting Framework by applying more or less emphasis to the following key sections:

Community – Our relationship with our host communities is a vital component of our operations and additional coverage has been given to this topic.

Indigenous Rights – As a number of our operations occur in areas with significant Indigenous populations, this topic is of great significance to us and coverage has been treated accordingly. At most of our operations, it is difficult to separate Indigenous populations from the broader host community. We have not attempted to make an artificial distinction between Indigenous and other communities in this report, except where programs are specifically targeted at Indigenous communities.

Economic Performance – As a public company, Goldcorp's accounts are audited on a regular basis and an [Annual Financial Report](#) is published. As a result, we have not attempted to include comprehensive coverage of economic indicators in the Sustainability Report.

Product Responsibility – Our main end products are gold and silver. Gold is an inert mineral and both gold and silver are extensively recycled. In addition, we do not sell our products directly to the public, but to refineries or smelters for secondary treatment. For these reasons, the Product Responsibility indicators are less relevant to our business and have not been addressed in the same depth as some of the other indicators in this report.

OUR AUDIENCE

Of our stakeholder groups, capital market participants and non-governmental organizations are most likely to read through the entire report in order to satisfy their respective constituencies. Other stakeholder groups (such as shareholders, host communities, employees and contractors, customers, suppliers, media and regulators) are likely to be more selective in accessing certain sections of the report. The report is structured to be accessible to all stakeholders.

A number of our operations also prepare site-based annual Sustainability Reports. These reports complement the corporate Sustainability Report and are focused on local key stakeholder groups (principally employees, host communities and local regulators).

Our Materiality Process

Two of the international frameworks we use to guide our reporting – the GRI and the ICMM Sustainable Development Framework – require us to develop an understanding of our material sustainability issues, risks and opportunities. For business purposes we also need to be aware of these. We have several operational and risk management processes to do so, but historically they have not been linked to our sustainability reporting process. In 2010, we conducted a formal identification process on the full range of sustainability issues that could be significant for us or our stakeholders. We have refined the results of that materiality assessment with current issues raised by and with our stakeholders in the past year and have taken that into consideration for the preparation of this report.

We based our analysis on a modified version of a Five Part Materiality Test.¹ The Five Part Test is designed to identify potentially material issues that arise through:

- Policy commitments
- Peer-based norms
- Behaviour and concerns of stakeholders
- Societal norms and regulation
- Financial impacts

We extended the financial impacts test to include risk and governance factors and we added a sixth test (Operations) to help us capture issues of significance to local management and communities.

In 2010, we undertook the materiality analysis predominantly at the corporate level. During 2012, we utilized a number of established processes (for example, social media, our enterprise risk management process, routine contact with our operations, our sustainability conference) to verify our results at the operational level. Going forward, we expect to involve local management and stakeholders at each of our operations more directly.

For each test, we used a variety of documented sources, such as corporate policies, global standards, enterprise risk management reports, human rights assessment, sustainability reports of industry peers, and media reports. We also interviewed personnel with social, environmental and other business responsibilities at head office and selected sites. We want to continuously improve our materiality process with each report and the clearest opportunity is to integrate stakeholder views from our ongoing community engagement work.

The analysis was reviewed and refined by an internal review team. As a result, we have determined these five to be our most material issues:

1. Climate change
2. Water management
3. Embedding human rights
4. Safe and healthy workers
5. Sustainable community development

For long-term, sustainable growth, we need to be successfully managing all these issues for the benefit of our company and the communities where we operate. In 2013, our objective is to conduct a formal update of the materiality analysis, and we may prioritize different issues in future years as the process matures.

Boundary and Limitations

BOUNDARY

This report covers all of Goldcorp's current managed operations and projects. As at December 31, 2012, Goldcorp had nine operating mines in four countries under its management: Musselwhite, Porcupine and Red Lake (Canada); Marigold and Wharf (US); El Sauzal, Los Filos and Peñasquito (Mexico); and Marlin (Guatemala).

Goldcorp is developing a number of projects and manages a number of sites undergoing closure. More advanced projects – Cerro Blanco, Cerro Negro, Éléonore and El Morro – have been included in our data collection and specific reference is made to these properties in appropriate parts of this report. However, early stage projects such as Camino Rojo, Noche Buena and Cochenour have not been fully integrated into our data collection process. Data collection on projects and closed operations is not as comprehensive as for our operating sites, and may be applied selectively depending on the status of the project and the relevance of the indicator.

This report does not include data from our exploration projects unless they are closely associated with one of our reporting entities.

Joint ventures that are managed by Goldcorp are reported in full (100%) in this report, and joint ventures that are not managed by Goldcorp are **not** included in this report. Goldcorp has two joint venture operations and three joint venture projects:

Operations:

- *Marigold (US)* – This is a joint venture between Goldcorp (66.7%) and Barrick Gold Corporation (33.3%). As this operation is managed by Goldcorp, it is reported in full in this report.
- *Alumbraera (Argentina)* – This is a joint venture between GlencoreXstrata (50%), Goldcorp (37.5%) and Yamana (12.5%). As this operation is managed by GlencoreXstrata, it is **not** included in this report. Alumbraera prepares its own annual Sustainability Report.

Projects:

- *Pueblo Viejo (Dominican Republic)* – This is a joint venture between Barrick (60%) and Goldcorp (40%). As this project is managed by Barrick, it is **not** included in this report.
- *El Morro (Chile)* – This is a joint venture between Goldcorp (70%) and New Gold Inc. (30%). As this project is managed by Goldcorp it is included in this report.
- *Dee/South Arturo (US)* – This is a joint venture between Barrick (60%) and Goldcorp (40%). As this project is managed by Barrick, it is **not** included in this report.

LIMITATIONS

There were no specific limitations on the scope or boundary of this report.

Significant Changes in Reporting Parameters

There were no significant changes in reporting parameters in 2012.

Contact Us

Goldcorp is committed to transparency and promotes an open door policy at all times. We welcome feedback about our programs as well as specific comments for improvements in our sustainability reporting. Your inquiries may be directed to:

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Mail: Suite 3400, 666 Burrard Street, Vancouver, BC, Canada V6C 2X8

Telephone: (604) 696-3000

Facsimile: (604) 696-3001

¹ Zadek, S. and Merme, M. (2003). Redefining Materiality: Practice and Public Policy for Effective Corporate Reporting. AccountAbility, London, UK.

GRI CONTENT

At Goldcorp, we have committed to using the Global Reporting Initiative (GRI) Reporting Framework as the basis for our sustainability reporting. The GRI Reporting Framework sets out the principles and indicators that organizations can use to measure and report their economic, environmental and social performance.

Sustainability reporting is the practice of measuring, disclosing, and being accountable to internal and external stakeholders for organizational performance towards the goal of sustainable development. This process is enhanced when the reporting process is consistent with other significant company reports.

GRI Content Index

The GRI content index is accessible from the Indices link on the left. This report features a tool to allow our readers to easily identify data that corresponds to a GRI indicator. By clicking the "on" tab under the GRI Indicators section in the menu on the right, you will see content highlighted along with its GRI indicator code.

GRI Reporting Framework

The following GRI Reporting Framework documents have been used to develop this 2012 Sustainability Report, and they can be found on the [GRI website](#):

- GRI (2011) Sustainability Reporting Guidelines
- GRI (2010) Sustainability Reporting Guidelines and Mining and Metals Sector Supplement
- GRI (2011) Indicator Protocols – Economic
- GRI (2011) Indicator Protocols – Environment
- GRI (2011) Indicator Protocols – Labour Practices and Decent Work
- GRI (2011) Indicator Protocols – Human Rights
- GRI (2011) Indicator Protocols – Society
- GRI (2011) Indicator Protocols – Product Responsibility

This 2012 Sustainability Report:

- Reports on all of the 42 criteria in the G3.1 Profile Disclosures.
- Includes G3.1 Management Approach Disclosures for each indicator category.
- Reports on or addresses all G3.1 Performance Indicators (including all of the core indicators).
- Reports on all 11 indicators in the Mining and Metals Sector Supplement.

Click the link on the left under "Attachments" to learn more about GRI indicators that were only partially or not reported.

Applying the GRI

This report meets application level A+ of the GRI G3.1 Sustainability Reporting Guidelines, including the Mining and Metals Sector Supplement.

ASSURANCE

Internal Assurance

Goldcorp uses a number of internal controls and monitoring systems as part of our process for managing and reporting information. These internal systems are important to the overall integrity and credibility of this report.

In late 2011, Goldcorp implemented dedicated sustainability data collection software which was used for the collection of 2012 sustainability data. This web-based software is linked to the GRI, and provides an audit trail to increase the rigour, and transparency of data collection. The system is designed for one person to enter and submit the data, which is then verified by a different individual prior to being consolidated at the corporate level. The software also enables consistency checks to be set such that if the data being entered varies by a set amount from the previous year's data, an explanation must be attached before the data can be submitted.

External Assurance

Ernst & Young was engaged to provide limited assurance on selected assertions and selected performance information included in Goldcorp's Sustainability Report for the year ended December 31, 2012. For the full text of Ernst & Young's assurance statement, see the attachment [Goldcorp 2012 Sustainability Assurance Statement](#).

PERFORMANCE DATA

Data Summary

[Click here](#) to view the key data for Goldcorp for 2012 (data from 2008 to the present is provided for comparison). The 2012 operating year was the sixth year of comprehensive data collection for Goldcorp. We will continue to build on this base in coming years.

Data Measurement

Data is presented as both absolute data and intensity ratios. Wherever possible, absolute data is presented with the prior reporting period as a comparison.

In an organization like Goldcorp, which is undergoing a period of rapid growth, comparing absolute data is of limited value due to the constant change in makeup of the reporting entity. Intensity ratios provide a better basis for comparison year-on-year. An intensity ratio, as used in this report, is the absolute data per unit of physical activity. The most common intensity metric is absolute data divided by tonnes of ore processed (milled plus leached) during the period in question.

However, even ratios have their limitations and must be treated with caution when the rate of growth in the reporting entity is rapid. Goldcorp has grown from two mines producing 628,000 ounces of gold in 2004, to 11 mines producing 2.4 million ounces of gold in 2012 (including non-managed joint ventures). More importantly, the mix of mining operations has changed significantly.

Data Aggregation – As this is the corporate Sustainability Report, most data is aggregated company-wide. Any deviation from this is clearly identified in the appropriate section of the report. Care should be taken when comparing economic data reproduced from sources outside this report and economic data prepared specifically for this report. Key operational data is often reported “per consolidated audited financial statements” (i.e., making allowance for joint venture contributions, etc.) in accordance with our other public financial records. However, certain economic data is prepared only for this report and is consistent with other data in this report by excluding joint ventures not managed by Goldcorp. We have endeavoured to clarify in the text when appropriate.

Completeness – Data presented in this report covers 100% of our managed operations unless otherwise specified. Data from non-managed joint ventures is not included in this report, except for our financial data, which does include joint ventures to be consistent with our consolidated audited financial statements.

Currency – Throughout this report the standard monetary unit is the US dollar (US\$).

Metrics – Reported data has been presented using generally accepted international metrics and calculated using standard conversion factors. Units of measurement used in this report generally conform to the GRI Guidelines. Where the measurement of a particular parameter varies from the GRI Guidelines, it is identified in the relevant section.

Rounding – Data in this report has been rounded so as not to imply a precision that is not warranted by the data collection process. Every reasonable effort has been made to ensure that data is accurate. However, there are still divergences within a certain margin of error.

Restatements

Included below are restatements of historical data that were found to be in error or subject to change during the 2012 data collection process. These data have been corrected or adjusted in the body of this Sustainability Report.

ENERGY

Energy use figures have been adjusted from 2011 as a result of revised calculations that were made after the release of the annual 2011 Sustainability Report. These adjustments were made based on observations of 2011 data while compiling the 2012 data. For both direct and indirect energy, the impact was negligible, resulting in a total energy use increase of 0.13%.

ENVIRONMENTAL EXPENDITURES AND RECLAMATION COSTS

Reclamation costs have been disaggregated from our environmental expenditures as they are considered operational costs and not purely environmental. Reclamation and closure costs are now reported in the mine closure section and other direct environmental expenditures are stated in the environmental expenditures section. The 2011 reclamation figure has been reviewed and updated from the previous year, as it was based on site-based costs only and did not include total costs. With this consideration, the total 2011 direct environmental expenditure would be \$40.8 million including \$23 million in reclamation costs. Excluding the reclamation costs, the 2011 total direct expenditure was \$17.7 million, as noted in the text.

ARTISANAL AND SMALL-SCALE MINING

Proximity to small-scale mining activities reported in the current year's report was also noted in 2011 and erroneously omitted from that year's report. The information is the same for both 2011 and 2012.



STRATEGY AND GOVERNANCE

Goldcorp is committed to delivering responsible, sustainable growth to all stakeholders in a manner based on integrity and by meeting or exceeding industry standards for corporate governance. Achieving our goals requires commitment and dedication from our directors, officers, and employees, and the agents, consultants, contractors and sub-contractors who are hired to work on behalf of Goldcorp.

The Board of Directors and the Corporate Governance and Nominating Committee monitor the evolution of applicable legislation and policies related to governance and practices. It is important that we ensure our internal processes reflect the latest national and industry standards.

We take pride in the open dialogue that we maintain with our stakeholders, and feel that our policies on transparency and open communication reflect the industry's best practices.

- In early 2012, Goldcorp appointed Blanca Treviño de Vega to the Board. A highly respected and successful businesswoman, she brings to Goldcorp a depth of management experience and a profound understanding of the business and cultural environments in Latin America.
- For the second year in a row, the Board adopted a policy relating to shareholder engagement and an annual advisory vote on executive compensation, known as "Say on Pay," in order to have constructive engagement with our shareholders regarding the objectives and principles the Board uses in making executive compensation decisions. At our 2012 Annual and Special Meeting of Shareholders held in April 2012, 98% of shareholders voted in favour of the non-binding resolution on executive compensation, demonstrating strong shareholder support for our approach to executive compensation.
- In July 2012, investors met with Goldcorp's executive management, including the President and Chief Executive Officer and the Chair of the Sustainability, Environment, Health and Safety Committee, to discuss our corporate social responsibility (CSR) practices.

BOARD OF DIRECTORS

Goldcorp and its Board of Directors recognize the importance of strong corporate governance to effectively manage the company and to protect employees and shareholders. Our approach to issues of corporate governance is designed to ensure that the business and affairs of Goldcorp are conducted so as to enhance long-term shareholder value.

Structure

The duties and responsibilities of the Board are to supervise the management of Goldcorp's business, and to act with a view towards the best interests of the company. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as required. Board committees currently consist of the Audit Committee, the Compensation Committee, the Governance and Nominating Committee, and the Sustainability, Environment, Health and Safety Committee. All committees are independent of management and report directly to the Board.

More details on the Goldcorp Board and its functions can be found in Goldcorp's [Management Information Circular](#).

Independence

Eight out of the ten members of the Board are independent as defined by Canadian securities governance guidelines¹, and they meet separately following each scheduled Board meeting. Mr. Charles Jeannes and Mr. Ian Telfer are not independent, as Mr. Jeannes is the President and Chief Executive Officer of Goldcorp, and Mr. Telfer is a former officer of Goldcorp.

Qualifications

The Governance and Nominating Committee, which is composed entirely of independent directors, is responsible for identifying and recruiting new candidates for nomination to the Board. The committee develops, annually updates and recommends to the Board for approval, a long-term plan for Board composition. The committee is also responsible for providing new directors with an orientation and education program, and facilitating ongoing director education.

Performance

The Board is committed to regular assessments of the effectiveness of the Board, the Chairman of the Board, the committees and the individual directors. The Governance and Nominating Committee annually reviews and makes recommendations to the Board regarding these evaluations.

Stakeholder and Employee Engagement with the Board

Shareholders, employees and other interested parties may [communicate directly](#) with Goldcorp's Board of Directors by telephone, email and mail, or at our Annual and Special Meeting of Shareholders.

Oversight of Sustainability

The purpose of the Sustainability, Environment, Health and Safety Committee (EH&S Committee) is to assist the Board in its oversight of sustainability, environment, health and safety matters, including monitoring the implementation and management of Goldcorp's relevant policies and procedures. In particular, the EH&S Committee has the authority and responsibility for:

- Reviewing the corporate and operational sustainability, environment, health and safety policies, procedures and practices with management as to their appropriateness and effectiveness, and reporting to management and the Board on recommendations.
- Working with management in the development of short- and long-term standards to ensure the principles set out in the sustainability, environment, health and safety policies are being achieved.
- Overseeing that the sustainability, environment, health and safety policies, procedures and practices are in place, operational and supported by sufficient resources.
- Receiving and reviewing periodic operational and compliance reports from management in relation to sustainability, environment, health and safety matters, and reporting to management and the Board with any recommendations relating to those reports.
- Reviewing results of operational community, environment, health and safety audits and management's activities to maintain appropriate internal and external environmental and safety audits.
- Ensuring Goldcorp's directors are knowledgeable about their duties and responsibilities related to the scope of the EH&S Committee.
- Reviewing material incidents relating to sustainability, environment, health and safety matters, and reporting to management and the Board with any recommendations relating to those incidents.
- Promoting and supporting improvements to Goldcorp's sustainability, environment, health and safety performance and record.

The committee may investigate any company activity relating to environment, health and sustainability. The EH&S Committee met four times in 2012 and visited two of Goldcorp's operating mines and project sites. The Board, including members of the EH&S Committee, visited Porcupine in April 2012, and the EH&S Committee visited Musselwhite in June 2012. For further information about the committee, click the link on the left for its Terms of Reference.

1. Canadian Securities Administrators National Policy 58-201 (2005), Corporate Governance Guidelines.

EXECUTIVE COMPENSATION

The objectives of Goldcorp's compensation program are to attract, retain and inspire in members of senior management a level of performance that will enhance Goldcorp's sustainable profitability and growth.

Board Oversight

The Board recognizes that executive compensation practices and policies are evolving in Canada and globally, and undertakes an annual review to ensure Goldcorp's practices and policies are effective in achieving its objectives. At Goldcorp, we provide transparent and ample disclosure on executive compensation to allow our shareholders to understand our compensation program and objectives.

The Board also believes that Goldcorp's current executive compensation program meets the objectives and requirements expected by our shareholders. The Board expects to continue to develop practices and policies to increase ongoing shareholder engagement and meaningful feedback with respect to executive compensation.

Compensation Program

Over the past several years, the worldwide mining boom has significantly increased the demand for executives with mining-related skills and experience. The talent supply in the mining business is very tight globally as fewer people have entered the mining industry over the past few decades. As a result of this highly competitive market, the attraction and retention of talented and experienced executives is one of the key objectives of Goldcorp's executive compensation program.

Details on compensation for directors and senior management can be found in Goldcorp's [Management Information Circular](#).

BUSINESS CONDUCT

Goldcorp's Board encourages and promotes a culture of ethical business conduct by:

- Requiring compliance with applicable laws, rules and regulations.
- Providing guidance to directors, officers and employees to help them recognize and deal with ethical issues.
- Promoting a culture of open communication, honesty and accountability.
- Ensuring awareness of disciplinary action for violations of ethical business conduct.

The Board takes steps to ensure that directors, officers and employees exercise independent judgment in considering transactions and agreements in which they have a material interest. This includes ensuring that directors, officers and employees are thoroughly familiar with the Code of Conduct and, in particular, the rules concerning reporting conflicts of interest and obtaining direction from the company's Ethics Committee regarding potential conflicts of interest. As of the date of this report, the Ethics Committee is comprised of the Executive Vice President and General Counsel, the Senior Vice President of People and Safety, the Vice President, Regulatory Affairs and Corporate Secretary, the Vice President of Internal Audit, and the Director of Enterprise Risk Management. The Ethics Committee activities are facilitated by the Manager, Ethics and Business Conduct.

Code of Conduct

Our Code of Conduct documents the principles of conduct and ethics to be followed by Goldcorp's employees, officers and directors. The Code was substantially revised in late 2009 and early 2010, and was adopted by the Board in March 2010. The Code replaces the company's former Code of Business Conduct and Ethics and Whistleblower policies. Goldcorp adopted a revised Code in 2010, which now integrates an enhanced framework to deal with ethics-related queries and reports. The Code was also amended to make it more consistent with the Goldcorp's current business practices and simpler to understand. Aligned with compliance best practices, Goldcorp reviews and updates its Code of Conduct every three years in an effort to keep it current and relevant to the changing business and regulatory environments in which we operate. A detailed review and update of the company's Code is scheduled for 2013.

Goldcorp is committed to ensuring that all directors, officers and employees are aware of and understand their responsibilities under the Code. As directors, officers and employees at Goldcorp, we are expected to read and comply fully with the portions of the Code that are relevant to our duties, provide assistance with compliance audits for the Code if asked, and always report violations of the Code. We are also responsible for helping to identify and raise potential issues before they lead to Code violations. [The Code](#) is available on our website in English, Spanish and French.

Conflict of Interest

Goldcorp understands that conflicts of interest may arise in the ordinary course of business. Therefore, it is important to ensure that there is transparency and that all conflicts of interest and potential conflicts of interest are fully disclosed.

Conflicts of interest occur when someone is asked to make a decision or perform a task on behalf of Goldcorp, but has a personal interest in the outcome of the decision (or even just appears to have an interest in the outcome of the decision). Personal interests in the outcome of a decision can be direct (for example, a financial benefit) or indirect (for example, a financial benefit to someone close to a person, such as a spouse, parent, child or other close relative).

Goldcorp's [Code of Conduct](#) sets out the steps to take in the event of a potential or actual conflict of interest.

Fraud and Corruption

Goldcorp's commitment to integrity includes a commitment not to engage in or tolerate fraud or corruption. We invest time and resources to train our employees on how to prevent and detect fraudulent practices. Goldcorp defines fraud as an intentional act or omission designed to deceive another person or to obtain a benefit that one is not entitled to. For example, fraud includes instances of theft of assets, misuse of company resources, intentional misreporting of financial and/or operational data, among others. Corruption, by definition, is therefore an instance of fraud triggered by giving or offering monetary or other benefit to another person in order to secure a benefit, retain business or to obtain any other improper advantage in conducting business.

Corruption can occur at two instances: Private Sector Corruption (between private companies and/or individuals) and Public Sector Corruption (between private entities and government officials). The Code of Conduct sets clear standards and expectations for employees, officers and directors relating to compliance with the provisions related to fraud and corruption. Violations of these provisions are grounds for disciplinary action up to and including immediate termination of employment and possible legal prosecution.

Goldcorp also has risk-based programs in place to prevent and detect instances of fraud and corruption in order to reasonably ensure compliance of with our Code of Conduct and with local and international regulations related to these topics.

In 2012, Goldcorp recorded six cases related to theft of company assets. Although the theft instances were not material, all six cases resulted in applicable disciplinary action, including criminal charges against two of the perpetrators. Two additional cases which involved "under the table" arrangements between clerical staff and suppliers were also unveiled during 2012 and applicable disciplinary actions were also taken in both cases.

During 2012, we implemented a redesigned and enhanced Ethics Awareness Program in order to assist our employees and other stakeholders to better understand the ethics principles that are contained in the Code of Conduct, such as principles related to fraud and corruption. This program includes training and awareness initiatives that are delivered through online and live sessions throughout the company.

In 2012, approximately 73% of management and 57% of non-management employees received exclusive training on Goldcorp's anti-corruption policies. Training initiatives related to anti-corruption compliance were prioritized by location and function based on a risk assessment exercise conducted at the design stage of the awareness program. Following implementation of the Code of Conduct training initiatives for 2012, 96% of employees with access to computer terminals completed the first Code of Conduct online training, which included a module exclusively dedicated to bribery and corruption.

We have also developed a publication that consolidates the main requirements of the Code of Conduct regarding [dealing with suppliers](#). It has been prepared in English, Spanish and French. People who want to do business with Goldcorp must understand that all purchases will be made exclusively on the basis of price, quality, service and suitability to the company's needs. Purchases must not result in employees, officers or directors, or their families, personally receiving something of value in exchange. Employees, officers or directors, or their families, must not accept any form of "under-the-table" payment or benefit payment, regardless of cash value.

Goldcorp has implemented an Enterprise Risk Management (ERM) function in order to monitor significant risks across the entire organization. Corruption is identified as a risk factor and monitoring occurs on a quarterly basis focusing on strategic, financial, external affairs and operational risks. Goldcorp also undertakes Country Risk Assessments for Central and South America. The results of both of these processes are reviewed by the executive management team and the Board every quarter.

Public Policy

Goldcorp encourages everyone to participate in political activities on their own time and at their own expense. In addition, Goldcorp engages with governments responsibly with respect to policy matters that are relevant to its business. Guidance on public policy is set out in our Code of Conduct.

Goldcorp believes that it can make a contribution to the development of sound public policy by providing accurate information on our mining activities. We periodically involve ourselves in discussions with governments and other institutions to contribute to issues that have the potential to affect our activities. In some instances, this activity is coordinated through representative industry bodies, but we reserve the right to work directly with governments where it is most effective. For example, elected officials from the Canadian government visited Marlin and its surrounding communities in 2012. Members of Goldcorp's executive management team and the Board of Directors also attended the visit.

Contributions to Political Parties

Because laws in certain jurisdictions prohibit or regulate corporate donations to political parties, politicians or a candidate for public office, Goldcorp's policy is that all contributions to political parties, politicians or a candidate for public office must be approved in advance by Goldcorp's Board of Directors, Chief Executive Officer or an Executive Vice President.

In 2012, Goldcorp made contributions to political parties in Canada totalling \$10,000. Detailed information is not available for other jurisdictions, but a process to collate this information will be implemented and the results published in the future.

Compliance

Goldcorp believes that fair competition is fundamental to our commitment to integrity and is committed to complying with laws which prohibit restraints of trade, unfair practices or abuse of economic power.

Our Code of Conduct requires that directors, officers and employees will:

1. Never discuss commercially sensitive information (for example, pricing, quantities, suppliers, delivery dates, production quotas, profit margins, cost structure, etc.) with Goldcorp's business partners or competitors or enter into any agreements (formal, informal or otherwise) regarding commercially sensitive information for the purpose of restraining free trade or competition.
2. Always leave any industry association or other event where our business partners or competitors are discussing topics that may be considered to be anti-competitive practices.

There were no fines paid or non-monetary sanctions for non-compliance with these laws and regulations in 2012.

KEY IMPACTS, RISKS AND OPPORTUNITIES

Two of the international frameworks we use to guide our reporting – the Global Reporting Initiative and the International Council on Mining and Metals (ICMM) Sustainable Development Framework – require us to develop an understanding of our material sustainability issues, risks and opportunities. For business purposes we also need to be aware of these issues. We have several operational and risk management processes to do so, but historically they have not been linked to our sustainability reporting process. In 2010, we undertook our first materiality assessment of the full range of issues that could be significant for us or our stakeholders from a social, environmental or economic perspective. We further refined this process in 2012.

The analysis was reviewed and refined by an internal review team. As a result, we have determined these five to be our most material issues:

1. Climate change
2. Water management
3. Embedding human rights
4. Safe and healthy workers
5. Sustainable community development

Climate Change

We acknowledge climate change as an international and community concern. Governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent.

We support and endorse various initiatives for voluntary actions consistent with international initiatives on climate change. We are committed to reducing energy consumption and greenhouse gas emissions as we promote energy efficiency at all our operations. Goldcorp will continue to address the potential physical risks of climate change by including extreme weather conditions in emergency response plans as required.

Energy management is becoming an increasingly important issue as we move to a carbon constrained future. Goldcorp uses significant amounts of energy from diesel in our fleets of heavy equipment and electricity in our process plants. It is also true that as mines age they become deeper and require greater amounts of energy to maintain production levels.

In the context of our commitment to continuous improvement, we recognize the need to better manage our energy needs and we have developed an Energy Strategy at the corporate level which focuses on improving our energy efficiency. This corporate strategy will be complemented by energy management plans, which were developed at each of our operations in 2012. By 2016, we aim to increase efficiency by 15%, reduce emissions by 20% and begin sourcing 5% of our energy needs from renewable sources.

Learn more about our response to [energy efficiency](#) and [climate change](#).

Water Management

While 70% of the earth's surface is water, 97% of this water is contained in oceans and is too saline for most domestic and industrial purposes. Only 3% of the world's water is fresh and 2% of this supply is frozen in glaciers and ice caps. The demands on the remaining 1% of the world's water supply are increasing every year. Regardless of where we operate, we are mindful of the fact that water has a range of potential users.

We are developing a corporate Water Strategy, which will focus on both reducing the amount of water we extract from the environment and reducing the water requirements of our processes by improving water efficiency. Our short-term goal is to have this Water Strategy developed by the end of 2013.

Learn more about our approach to [water management](#).

Embedding Human Rights

Human rights are basic rights and freedoms to which everyone is morally or legally entitled. Goldcorp has developed a corporate Human Rights Policy consistent with international law, the ICMM Sustainable Development Framework, the UN Global Compact principles and the Voluntary Principles on Human Rights and Security.

As stated in our policy, Goldcorp is committed to integrating human rights best practices into our business processes and to inform our decision-making and due diligence processes. Goldcorp's Human Rights Policy mandates that we operate in a way that respects the human rights of all employees and the communities in which we operate.

Our policy recognizes that while governments have the primary responsibility to protect human rights, our activities have the potential to impact the human rights of individuals affected by our business operations.

We are committed to continual improvement in the area of human rights and, to that end, we seek constructive dialogue and partnerships with a variety of stakeholders on our human rights performance, especially those impacted directly by our operations. In the short and medium term, our goal is to deliver new and refresher training to equip employees to implement our Human Rights Policy and our Code of Conduct.

Learn more about our [commitment to human rights](#).

Safe and Healthy Workers

Mining requires a diligent and rigorous approach to safety. Caring for our people is a core value, and improving safety performance is a key challenge. We are committed to providing the direction, leadership, tools and training necessary to make Goldcorp workplaces "Safe Enough for Our Families." We are working to improve processes and implement effective management systems to achieve safe, incident-free work environments.

Our focus over the last several years has been to work on improving the safety culture of our workforce, contractors, partners and communities. Given the inherent risks in mining operations and the diversity of skills, experience and cultural backgrounds in the workplace, we decided to take a step further and turn our focus onto Fighting Fatalities. Our goal is to eliminate fatalities, believing that it is unacceptable that fatalities are still a reality of the industry in which we work.

Learn more about our [commitment to safety](#).

Sustainable Community Development

We recognize the major impact that our operations have on the areas around our mine sites, bringing both opportunities and issues of concern for residents. We strive to partner with local stakeholders to understand and address their needs, and to help build strong, vibrant and sustainable communities. Our approach hinges on mutual respect, ongoing dialogue and a desire to work together to create sustainable value.

Goldcorp is an integral part of the communities in which we operate. We respect human rights, cultures, customs and values when dealing with those who are affected by our activities. We strive to ensure community engagement through community involvement and consultation, and partnering with organizations for a range of community development programs. It is critical that our host communities benefit socially and economically from our mining activities.

Our short-term goal is to do a formal reassessment of how community development issues are integrated into the life of mine planning process, to search for efficiencies in line for our operating for excellence.

Learn more about our [community development practices](#).

COMMITMENT TO EXTERNAL INITIATIVES

As a responsible corporate citizen with responsibilities to our people, our communities, our industry and the environment we all share, Goldcorp has been steadily increasing our presence on national, international and industry-specific boards and organizations.

Precautionary Principle

The precautionary principle states that when an activity raises threats of harm to the environment or human health, precautionary measures should be taken, even if some cause-and-effect relationships are not fully established scientifically.

Goldcorp adopts a risk-based approach to business development. New projects (and upgrades, modifications or expansions of existing operations) undergo an assessment of potential environmental and social impact prior to implementation. For new projects, this is usually in the form of a public impact assessment report, in which the existing (baseline) conditions are described, the proposed project is outlined, potential impacts (both positive and negative) are identified, and modifications and controls are identified to minimize potentially adverse impacts.

In all cases, provision is made in the assessment process for public consultation and input. Goldcorp is committed to engaging in consultations with potentially affected host communities prior to making significant development decisions, regardless of any legal requirement to do so. For upgrades, modifications or expansions of existing operations, the level of assessment is commensurate with the potential impacts of the proposed change.

External Codes and Initiatives

In keeping with our commitment to social responsibility, we have adopted a number of voluntary codes and other external instruments that we consider particularly relevant to our business. We will continue to monitor the advancement of sustainable development initiatives in civil society.

Our key commitments include the:

- UN Global Compact
- Extractive Industries Transparencies Initiative (EITI)
- International Cyanide Management Code
- Carbon Disclosure Project
- Devonshire Initiative
- Business for Social Responsibility
- Global Reporting Initiative
- Voluntary Principles on Security and Human Rights
- International Council on Mining and Metals (ICMM) Sustainable Development Framework
- World Gold Council's Conflict-Free Gold Standard

See [External Commitments](#) for more information on our key external commitments.

Industry Associations

An industry association is a non-profit mutual benefit organization formed to provide services for its members, promote education and professional standards. Goldcorp is a member of the following industry associations:

- The Association for Mineral Exploration BC
- ICMM
- Mining Industry Roundtable on Safety
- National Mining Association – US
- Nevada Mining Association – Nevada, US
- Northwest Mining Association – US
- Ontario Mining Association – Ontario, Canada
- World Gold Council



ECONOMIC CONTRIBUTION

Goldcorp generates far-reaching economic opportunities in the often remote communities and regions in which we operate. We hire and source locally, provide training and support to help people start and develop careers, and contribute generously to regional infrastructure and services. We want to be a catalyst for development that outlives our activities, building community capacity and creating a better future for the people living in the area – in addition to delivering value to our shareholders. Some key economic contributions in 2012 included:

- Gold production of 2,396,000 ounces.
- All-in sustaining cash costs of \$874 an ounce.
- Entry-level wages at our operations were higher than those in the local community – ranging from 1.1 to 2.5 times the local wage.
- 82% of the employees at our operations were from the local community or region.
- The total tax contribution in less developed countries (Argentina, Chile, Guatemala, Mexico) is \$636 million, which is equivalent to 170% of the tax contribution in developed countries (Canada, US).

MANAGEMENT APPROACH

Goldcorp is one of the world's fastest-growing senior gold producers with operations and development projects located in safe jurisdictions throughout the Americas. A Canadian company headquartered in Vancouver, British Columbia, we employ more than 16,000 people worldwide. Goldcorp is committed to responsible mining practices and is well positioned to deliver sustained, industry-leading growth and performance.

To achieve our goals, Goldcorp remains focused on five key attributes: growth, low cash costs, maintaining a strong balance sheet, operating in regions with low political risk, and conducting business to create sustainable value.

Goals and Performance

At Goldcorp, our goals are to deliver long-term value and superior returns to shareholders while operating safely and responsibly. There are four elements to our strategy:

Steady Growth: In a few short years, we have grown to take our place among the world's largest gold producers. Our growth profile is exceptional, with an expected 70% increase in gold production in the next five years.

Low-Cost Production: In 2012, we produced 2.4 million ounces of gold at all-in sustaining cash costs of \$874 an ounce. In 2013, all-in sustaining cash costs are expected to be between \$1,000 and \$1,100 per ounce, and between \$525 and \$575 per ounce on a by-product basis.

Political Stability: Our asset portfolio is located in politically stable, low-risk jurisdictions in the Americas. We conduct business in a socially and environmentally responsible manner, and we share the benefits of our operations with local communities and authorities to ensure that we are welcomed wherever we operate.

Financial Strength: Our balance sheet is among the strongest in the sector. We ended 2012 with over \$4 billion in liquidity, cash equivalents of approximately \$918 million and undrawn credit facility providing us with significant financial flexibility for new opportunities.

Over time, Goldcorp investors have benefited from growth in key financial measures including cash flow and earnings per share. Successful exploration and portfolio management have also resulted in steady growth in the number of gold reserves represented by each of our common shares. In addition, we continue to endeavour to contribute to local economies around our sites so that we can achieve our vision of creating sustainable value together with our local employees, suppliers and communities.

Policy

The preparation of financial statements in conformity with International Financial Reporting Standards (IFRS) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Management has identified a number of significant accounting policies in the [Annual Financial Report](#).

The consolidated financial statements for 2012 represent Goldcorp's second International Financial Reporting Standards (IFRS) annual consolidated financial statements and have been prepared in accordance with IFRS as issued by the International Accounting Standards Board.

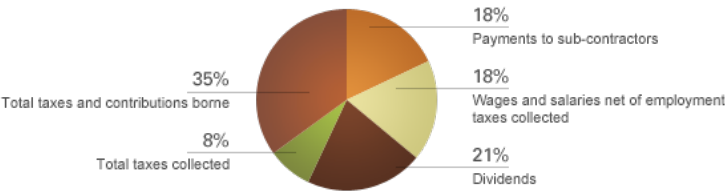
Significant Locations of Operation

Our significant locations of operations are considered to be the consolidated entity and our continuing operations (consistent with our financial statements). For simplicity and clarity, only financial data relating to the consolidated entity is provided in this section. Financial details of our continuing operations can be found in our [Annual Financial Report](#).

CORPORATE PERFORMANCE

Goldcorp continues to be guided by the strategy and the values that have made us North America's fastest-growing senior gold company and position us to deliver a forecasted 70% growth in gold production over the next five years. We continue to strive to deliver high-quality production at the lowest possible cost.

VALUE DISTRIBUTED IN 2012



Economic Performance

Gold production for the year decreased by 4.7%, totalling close to 2.4 million gold ounces. Operational challenges at Red Lake and Peñasquito required us to revise our 2012 production expectations downward. In the case of Red Lake, we underestimated the time it would take to address seismicity in the deeper portions of the mine. At Peñasquito, a reliance on outside hydrological studies affected our ability to quickly respond to a growing water shortage, which was aggravated by sustained drought conditions in the region. These issues forced us to revisit some of the key assumptions we make about our business and review our corporate budgeting and planning strategies. Ultimately, a new risk-managed approach was adopted, with leaner processes and improved systems, and opportunities for further improvements identified. Our mines finished the year strongly, finishing at the midpoint of our revised guidance.

In 2012, total cash costs per ounce on a by-product basis totalled \$300. Historically, the costs associated with mining gold were calculated by totalling up labour, energy, administration and exploration costs. Other significant expenditures – such as the costs of maintaining the mine site, for example – weren't included. In 2013, Goldcorp is adopting an "all-in sustaining cash cost." Goldcorp's new comprehensive measure, which includes sustaining capital expenditures in our cost breakdown, provides greater transparency about the true cost of producing every ounce of gold. In 2012, all-in sustaining cash costs were \$874 per ounce. Again in 2012, Goldcorp maintained the lowest all-in sustaining costs among our peers. We are working with the World Gold Council toward industry-wide acceptance of this measure.

For the second time, revenues surpassed the \$5 billion mark, while operating cash flow before changes in working capital decreased to \$2.4 billion, compared to \$2.7 billion in 2011.

Our ability to generate growing cash flow coupled with our sound balance sheet allowed us to return additional value to our shareholders in the form of a higher dividend. In 2012, Goldcorp paid dividends of \$438 million, compared to \$330 million in 2011, and we intend to remain near the top of our sector in the percentage of our operating cash flows we return to shareholders.

Exciting exploration results at our mines and projects led to our ninth consecutive year of growth in gold reserves, which increased 4% to just over 67 million ounces. On a per-share basis, gold reserves grew 3.5%, continuing a strong annual growth trend in this key gold leverage metric.

For a full review of Goldcorp's economic performance for 2012, please refer to our audited consolidated financial statements for the year ended December 31, 2012, and related notes available on our [website](#).

Value Added

VALUE GENERATED

Goldcorp had total revenues of \$5,435 million in 2012 (\$5,362 million in 2011).

VALUE DISTRIBUTED

PwC carried out a value distributed calculation for Goldcorp for 2012. This assessment included dividends paid to external shareholders, wages and salaries net of employment taxes, payments to sub-contractors and total contribution to governments. The pie chart above shows the percentage of the total value distributed allocated to each group. Approximately 43% of the value distributed by Goldcorp was paid to governments in taxes borne and collected.

CONTRIBUTIONS TO GOVERNMENT

Payments to Governments

As a member of the International Council on Mining and Metals, Goldcorp is committed to the Extractive Industries Transparency Initiative (EITI) – a global standard that promotes revenue transparency. The EITI has a robust yet flexible methodology for monitoring and reconciling company payments and government revenues at the country level. Learn more about the [EITI](#).

In 2010, PwC¹ conducted its second industry-wide study that looked at the total taxes of 22 of the world's largest mining companies, focusing on their most significant operations in 20 different jurisdictions using 2008 data: "The study results show that mining companies make a large economic contribution in the countries where they operate. The companies taking part reported total figures for turnover of US\$62.9bn, wages and salaries paid to employees of US\$6.0bn and a total contribution to government of US\$10.1bn."

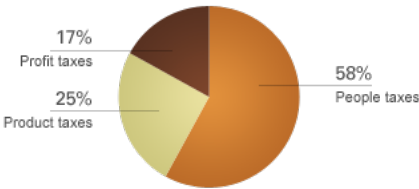
For the second year in a row, Goldcorp conducted a similar study using the PwC Total Tax Contribution² methodology across all of our main operating sites. The study breaks taxes and other contributions into two categories:

Taxes borne: the amounts that are a cost to Goldcorp and affect its results. In 2011, the study found that, for every \$1 of corporate income tax paid, another \$0.47 was paid in other taxes and contributions borne. In 2012, this amount increased to \$0.9.

Taxes collected: the taxes for which Goldcorp is the unpaid tax collector on behalf of the government, which represent an administrative burden. In 2011, the study found that, for every \$1 of corporate income tax paid by Goldcorp, another \$0.45 of taxes was collected. In 2012, this amount increased to \$0.63.

The profile of total taxes collected is similar to previous years, which emphasizes the stability of these tax contributions to public finances.

CONTRIBUTIONS TO GOVERNMENT



CONTRIBUTIONS TO GOVERNMENT

Goldcorp makes a very sizable contribution to public finances in the countries in which it operates. For the main operating sites, the total in 2012 was \$1,011 million (compared with \$804 million in 2011, an increase of 26%).

The table below shows the total Goldcorp paid directly to governments in 2011 and 2012.

Country	Borne (\$ millions)		Collected (\$ millions)		Total (\$ millions)	
	2011	2012	2011	2012	2011	2012
Canada	\$96	\$191	\$129	\$157	\$225	\$348
US	\$18	\$18	\$7	\$7	\$25	\$26
Mexico	\$415	\$317	\$26	\$27	\$442	\$344
Guatemala	\$83	\$68	\$25	\$33	\$108	\$101
Chile	\$2	\$2	\$2	\$2	\$4	\$4
Dominican Republic ³	\$4	\$0		\$0	\$0	\$0
Argentina ³		\$163		\$25		\$187
Total	\$615	\$759	\$189	\$252	\$804	\$1,011

Taxes borne and collected by Goldcorp in less developed countries (Argentina, Mexico, Guatemala, Chile and the Dominican Republic) are \$636.7 million, representing 170% of the \$374 million of Total Tax Contribution (TTC) made by Goldcorp in developed countries (Canada and US). The 2011 study showed that in less developed countries, taxes and contributions borne and collected, on average, were 20% of revenue compared to 12% in developed countries. In 2012, these amounts changed to 21% and 9% respectively.

THE COST OF DOING BUSINESS

Goldcorp's TTC forms the basis of several key indicators that show our total economic footprint.

Total Tax Contribution per ounce of gold: Overall, Goldcorp's TTC per ounce of gold is \$415 (excluding the mines located in Argentina and the Dominican Republic). There has been an increase in this indicator of 23% from 2011 (\$331).

Total Tax Contribution as a percentage of revenue: TTC as a percentage of revenue is well adapted to the mining industry since it is linked to revenue and is therefore relevant for a longer period over the life cycle of a mining project than a measure linked to profit. In 2012, this yields an overall ratio of 20%, meaning that for every \$100 of turnover, \$20 is paid out in taxes. The ratio in 2011 was 17%. On a country basis, the ratios for Canada and Guatemala are similar (19% and 18%, respectively). Mexico decreased to 15% and the United States is lowest with a ratio of 9%. Argentina is the highest ratio, 70%, a result of export taxes paid in this country.

Total Tax Rate: The Total Tax Rate is a measure of the cost of taxes in relation to profitability and calculates the total taxes borne as a percentage of profits before all those taxes borne. Only taxes borne are included in the Total Tax Rate calculation; taxes collected are not included. The overall Total Tax Rate for Goldcorp in 2012 was approximately 30%, an increase from the Total Tax Rate in 2011 of 24%. This indicator also shows a variation by country, with Argentina having the largest ratio of 75%.

Taxation and Transparency Initiatives

All companies are coming under increased public scrutiny regarding the taxes they pay and mining companies are at the forefront in this debate. The Publish What You Pay coalition of civil society organizations is campaigning for greater revenue transparency in the oil, gas and mining industries and is calling on companies to disclose payments to government and other information on a country-by-country basis.

In 2012, there were no new tax reporting initiatives for the extractive industry, but there was progress on the initiatives already in existence.

The Extractive Industries Transparency Initiative (EITI) framework that applies to all EITI countries is undergoing a process of review, consultation and amendment. The new EITI standard was launched at the EITI conference in Sydney in May 2013. The changes are substantial and will make the reports more user friendly and relevant, will align some areas with the SEC and EU transparency rules and will seek to obtain more information on how revenues are spent.

In addition, the Dodd-Frank Act will be increasingly relevant for Goldcorp, requiring disclosure of taxes on profit and production, royalties, fees, production entitlements, bonuses, payments in kind, dividends and infrastructure improvements.

While we do not operate in any European Union countries, we recognize that legislation there will have impact on other economies where we do operate, as well as signal the broader trends for the industry. The EU is currently considering amendments to Accounting and Transparency Directives on tax which will require extractive companies in the EU to report payments to individual governments. The most recent draft of the amendments, dated April 12, 2013, clarifies some of the open questions around "de minimis" levels, the requirement to report on a project-by-project basis and the precise numbers to be reported. The proposed amendments are due to be voted on by the EU Parliament in the summer of 2013 and are expected to apply from January 1, 2016.

Government Financial Assistance

The direct financial assistance received from governments in 2012 was just over \$10 million, compared with just \$50 million in 2011. All assistance was received in Canada through rebates to our three operations in Ontario.

Goldcorp does not have any direct joint venture relationship where a government is in a position of shared ownership. However, we do, on occasion, have state-owned institutional investors (for example, public pension funds). At the end of 2012, the following public investors were included among our top shareholders (holding over one million shares):

Institution name	Value (\$ millions)	Shares
British Columbia Investment Management Corporation	267.22	7,275,544
Caisse de dépôt et placement du Québec	265.88	7,239,262
Ontario Teachers' Pension Plan Board	204.61	5,571,054
PSP Investments	141.36	3,848,843
APG Algemene Pensioen Groep N.V.	64.67	1,760,872
Alberta Investment Management Corporation	58.14	1,583,100
CPP Investment Board	51.46	1,401,152
Teacher Retirement System of Texas	46.87	1,276,122
OMERS Administration Corporation	41.50	1,129,847

1 PricewaterhouseCoopers (2010). *Total Tax Contribution: A Study of the Economic Contribution Mining Companies Make to Public Finances*.

2 The Total Tax Contribution Framework is a well-recognized and robust methodology for collecting data on all taxes and other contributions a company pays to government.

3 Argentina and the Dominican Republic were included for the first time in the Total Tax Contribution Report.

PENSIONS

Employee Pension Plans

Goldcorp sponsors various defined contribution and defined benefit pension plans for its employees.

Total cash payments for employee pension plans for the year ended December 31, 2012, consisting of cash contributed by Goldcorp to funded defined benefit pension plans, cash payments directly to beneficiaries of unfunded defined benefit pension plans, and cash contributed to defined contribution plans, were \$24.4 million.

DEFINED CONTRIBUTION PENSION PLANS

Goldcorp sponsors several defined contribution pension plans covering 90% of employees in Canada and 100% of employees in the US. Under these plans, Goldcorp contributes either a fixed percentage of its employees' salaries or matches a percentage of its employees' contributions. Goldcorp's employees are able to direct the contributions into a variety of investment funds offered by the plans. Our expense related to these plans was \$19.7 million for the year ended December 31, 2012, included in operating expenses and corporate administration in the Consolidated Statements of Earnings.

DEFINED BENEFIT PENSION PLANS

Goldcorp sponsors defined benefit pension plans covering certain Canadian and Mexican employees. Approximately 18% of employee pensions are defined benefit (non-union employees in Mexico, approximately 37% of the workforce, and union employees in Canada, approximately 10% of the workforce). The net accrued benefit liability at December 31, 2012 is \$2.1 million.

LOCAL ECONOMIC IMPACT

Goldcorp's operations contribute to the economic development and wealth of host communities and countries through taxes paid directly to governments, as well as through:

- Wages and salaries paid to employees and contractors.
- Job creation through the expansion of existing projects and new growth projects.
- Payments to suppliers for goods and services.
- Indirect job creation and small-business development in surrounding communities and towns.
- Upgrades to local infrastructure.
- Financial support for community development.

All of our operations have an impact on their local and regional economies. Therefore, we have not attempted to identify particular sites that may have a greater or lesser impact. We have defined our areas of influence as:

- *Local*: those communities immediately surrounding the mine.
- *Regional*: the broader area surrounding the mine, often equating to a state or province, and usually including one or more large population centres.
- *National*: the country in which the mine is located.
- *International*: all countries other than the host country.

Wages

We routinely pay entry-level wages that are significantly higher than those in the local community. This is particularly true for our mines located in areas that have a largely rural economy, but is also true (although to a lesser extent) in many Canadian and US locations.

The World Bank produces annual tables for gross national income per capita by country. Their most recent publication was per capita income for 2011. The table below compares the average wage per employee paid by Goldcorp in 2012 in our principal countries of interest, with the respective World Bank national per capita income for 2011.

Country	Goldcorp average wage (2012)	National income per capita (2011) ¹	Multiple
Canada	\$109,094	\$45,550	2.4
US	\$105,792	\$48,620	2.2
Mexico	\$34,730	\$9,420	3.7
Guatemala	\$20,508	\$2,870	7.1
Argentina	\$67,877	\$4,036 to \$12,475	16.8–5.4

We have also collected data on the ratio between the standard entry-level wage at our operations compared to local minimum wages. An entry-level wage is the full-time wage offered to an employee in the lowest employment category and minimum wage refers to the lowest level of compensation allowable under law.

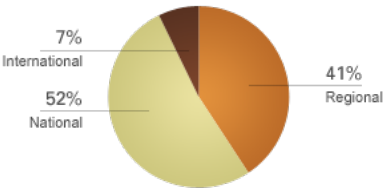
The lowest ratio by site at our operations in 2012 is 1.6 times the local wage, and the highest ratio by site is 3.3 times the local wage, with a mean of 2.5.

Operating region	2011 wage ratio ²	2012 wage ratio ²
Canada and US	2.3	2.5
Mexico	2.8	2.4
Central and South America	1.1	1.6
Goldcorp Operations	2.3	2.5

Local Purchases

We have a policy of giving preference to local businesses, provided they meet minimum quality and cost requirements. However, we are always conscious of the potential distortion that our purchasing policy can have on local economies and we take care to keep unwanted impacts to a minimum.

LOCAL PURCHASES



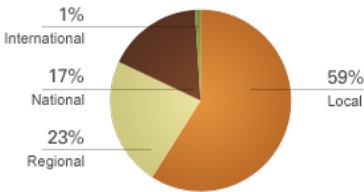
In 2012, 41% of goods and services were purchased from local and regional sources.³ This amount remains unchanged from what was reported in 2011. High-cost capital equipment (including trucks, shovels, mills and processing equipment) and most bulk reagents cannot be sourced locally. These major expenditures are reflected in the national and international percentages shown in the graph. The table below shows the percentage of goods and services purchased at the regional, national and international levels by operating region.

Operating region	Purchase of goods and services (%)					
	Regional		National		International	
	2011	2012	2011	2012	2011	2012
Canada and US	70%	68%	29%	30%	2%	1%
Mexico	14%	18%	78%	70%	9%	11%
Central and South America	6%	4%	69%	76%	25%	19%
Goldcorp Operations	41%	41%	52%	51%	7%	7%

Local Employment

Goldcorp has a policy of hiring locally. Where particular skills and experience are not available locally or regionally, we will target national and international labour markets. We routinely train unskilled local recruits in a range of mine-related work categories and we provide apprenticeships and technical training support for a range of other employment opportunities. In 2012, 82% of employees were drawn from local and regional sources (approximately the same percentage as in 2011), with only 1% recruited internationally. The table below shows these percentages broken down by operating region.

LOCAL EMPLOYMENT



Operating region	Employees (%)							
	Local		Regional		National		International	
	2011	2012	2011	2012	2011	2012	2011	2012
Canada and US	71%	74%	25%	21%	4%	4%	0%	0%
Mexico	37%	34%	26%	28%	36%	37%	1%	1%
Central and South America	62%	65%	12%	11%	23%	20%	4%	4%
Goldcorp Operations	59%	59%	24%	23%	17%	17%	1%	1%

Goldcorp employs a total of 109 senior managers (department head or above) at our operating sites. Of these, 102 (94%) are resident nationals of the country in which the mine is located (92% in 2011).

For every employee Goldcorp pays employment taxes, which are an indication of the direct benefit brought to public finances for each job created or maintained by Goldcorp in the country where it operates.

Indirect Economic Impacts

As one of our Corporate Social Responsibility goals, we want to strengthen the breadth and depth of the local economy. Our programs vary, based on local resources, skills, traditions and many other factors, and we have achieved real successes. Our funding and support have helped establish a variety of locally owned small- and medium-sized businesses. We share our equipment, administrative assistance and marketing expertise to develop the capacity of local entrepreneurs. We facilitate workshops and programs in many communities to preserve and generate income from local traditions and skills.

We have not attempted to estimate the indirect economic benefits that flow to local and regional communities from our operations and development activities. The impact on regional economic activity will vary depending on local circumstances, but the potential economic stimulus is large.

We routinely contribute to the construction and maintenance of local infrastructure and services. The main areas of investment are education, health, local services (e.g., water supply, power, etc.) and roads.

¹ World Bank (2013). *Gross National Income per Capita 2011*. The World Bank did not provide any data specific to Argentina, instead estimated it to be upper middle income of \$4,036 to \$12,475.

² Based on an entry-level wage for an unskilled male.

³ In some cases, where a clear distinction cannot be made between local and regional, these areas of influence have been combined as regional.



WORKPLACE AND PEOPLE

At Goldcorp, we nurture an active, entrepreneurial workforce that values continuous development and focuses on safety. For many workers at our operations, entry-level jobs, apprenticeships and scholarships at Goldcorp are the start of new careers, opportunities to participate in the global or local economy, and improve the lives of their families. We take our role seriously and strive to encourage and empower all employees to achieve their full potential.

- Our workforce of approximately 16,000 workers (employees and contractors) worldwide represents an increase of 10% since 2011, driven primarily by the increase in activity at our development projects.
- 82% of employees at operational sites come from the local or regional area.
- Throughout 2012, Goldcorp continued to actively empower personnel through numerous programs in order to advance careers and business skills including safety and leadership training, and executive development.

MANAGEMENT APPROACH

Goldcorp's employment philosophy is to hire highly qualified and experienced individuals who will contribute to the success of the organization. We are committed to supporting and encouraging the development of our people by providing training and opportunities for continuous learning and career growth within Goldcorp.

Goldcorp is committed to delivering an outstanding employee experience. With a workforce of over 16,000 employed in diverse regions throughout the Americas, a variety of career opportunities and new challenges exists, offering exciting travel, cultural exposure and international work experience.

Goals and Performance

Corporate objectives are established each year and then cascaded throughout the organization so that they can be incorporated into individual employee objectives. Goldcorp has introduced a performance management system, called the Golden Performance System (GPS), which is being implemented across the organization. Employees work with their supervisor to set up annual objectives at the beginning of the year, and then go through discussions on performance and achievements throughout the year. In this way, Goldcorp ensures that corporate and individual goals complement one another so that we move forward together.

Policy

Our human resources policies are developed and implemented within the various jurisdictions in which we operate. This ensures that these policies take local regulations into account. A comprehensive package is made available to new employees outlining policies, conditions and benefits, and this material is maintained on our intranet on an ongoing basis. Key policies are also available through our employee intranet system, so that employees have easy online access to the most up-to-date versions of policies.

Organizational Responsibility

Goldcorp operates under a decentralized organization model. The corporate Human Resources group develops the overall strategy and then provides the tools and processes to ensure a rewarding experience for our employees.

The Compensation Committee of the Board of Directors assists the Board in fulfilling its responsibilities relating to human resources and compensation issues, and in establishing a plan of continuity for executive officers and other members of senior management. The committee has four members, all of whom are independent directors.

Goldcorp's technical and strategic human resources function is headed by a Senior Vice President for People and Safety who reports directly to the President and Chief Executive Officer of Goldcorp. The Senior Vice President for People and Safety is supported by four directors covering the areas of recruitment and talent management, compensation, organizational development, and pensions and benefits.

Training and Awareness

In 2012, we continued to focus on training and development across all regions and operations. Our efforts in the areas of succession planning, performance management and the identification of high-potential candidates underline our continuing commitment to human resources and answer the increased demand for skilled employees in our worldwide markets. We also continued to empower our personnel through numerous programs designed to advance careers and business skills, including safety and leadership and executive development.

Goldcorp encourages people to participate in advanced education, training or other professional development activities, and may offer financial assistance to do so. Requests for financial assistance are evaluated on a case-by-case basis.

Monitoring and Follow-up

Feedback is solicited from all employees who attend training and development programs to ensure that value is being added. Discussions are also held with the employee's supervisor, who is asked whether they see on-the-job performance improvements.

Goldcorp conducts periodic employee surveys to determine employee engagement and identify areas for improvement.

Additional Contextual Information

Goldcorp is committed to fostering an open and inclusive workplace environment and strongly supports the principle that all individuals should have an equal opportunity to participate in our company and achieve their full potential.

OUR WORKFORCE

Goldcorp's entrepreneurial and innovative spirit plays a major role in our success, and attracts and retains an exceptional group of talented and skilled people. Our people drive our business and set us apart from our competition, which is why we consistently recruit, cultivate and retain the industry's top talent.

Over the past several years, the worldwide mining boom has significantly increased the demand for mining-related skills and experience. The talent supply in the mining business is very tight globally, as fewer people have entered the mining industry over the past few decades. As a result, Goldcorp operates in a highly competitive market for executives and the attraction and retention of talented and experienced executives is one of the key objectives of Goldcorp's executive compensation program.

Goldcorp supports the principle that individuals have the right to participate equally in the free enterprise system, and to develop their ability to achieve their full potential within that system.

Composition

In this report we use the term "employees" to refer to full-time employees of Goldcorp. The term "contractor" refers to outside labour who are hired-in to do a specific task (in some jurisdictions a contractor is defined as a "supervised worker" – an individual who performs regular work on-site for, or on behalf of, the reporting organization but is not recognized as an employee under national law or practice). The term "workforce" is used to cover both employees and contractors.

At December 31, 2012, Goldcorp's workforce was just over 16,000. This is a 10% increase from our workforce numbers in 2011.

Operating region	Employees	Contractors	Total
Corporate (all regions)	472	71	543
Canada and US	2,746	1,181	3,927
Mexico	3,182	2,899	6,081
Central and South America	1,508	1,160	2,545
Projects	533	2,210	2,866
Expatriates	96	0	96
Total	8,537	7,521	16,058

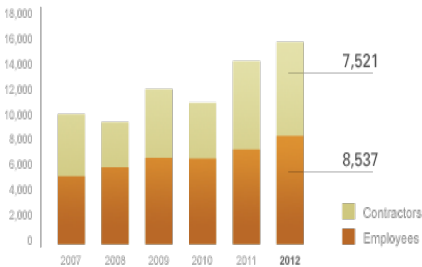
Employment type	Male	Female	Total
Salaried	3,409	731	4,140
Hourly	4,076	321	4,397
Total	7,485	1,052	8,537

We track certain diversity indicators for both employees and contractors. However, a complete gender breakdown for contractors was not available in 2012.

Operating region	Male	Female	% Female	Total
Corporate (all regions)	272	200	42	472
Canada and US	2,468	278	10	2,746
Mexico	2,821	361	11	3,182
Central and South America	1,353	155	10	1,508
Projects	476	57	11	533
Expatriates	95	1	1	96
Total	7,485	1,052	12	8,537

Goldcorp's workforce numbers have fluctuated year-on-year depending on the status of key projects. Total workforce numbers increased in 2012 as work at a number of projects, particularly Cerro Negro, increased.

WORKFORCE NUMBERS



Outsourcing

We make extensive use of contractors during the construction of new projects and when significant upgrades are made to our existing operations. Contractors provide a source of short-term labour, as well as specific construction expertise which is not readily available within our own workforce.

We also make use of contractors to supplement our own expertise in key areas of our operations. We have a number of long-term partnerships with contractors who undertake critical components of our operation. Generally, contractors are required to comply with our policies and procedures, such as the Code of Conduct and safety procedures, when undertaking work on our sites.

Our use of long-term contractors falls into three broad areas:

- *Mining and processing:* These are our core functions and we tend to use contractors only as a supplement to our own employee workforce.
- *Maintenance:* Contractors are used at most of our sites due, at least in part, to the specialized nature of some maintenance functions.
- *Drilling, explosives, security, employee transport and catering:* While these functions are important to the operation of our sites, they are frequently contracted out to firms who specialize in these activities.

The total cost of contractors in 2012 was \$383 million, compared with \$369 million in 2011.

Employee Turnover

Goldcorp strives to maintain a positive and dynamic working environment at all sites in order to attract and retain the right staff. Increased demand for skilled labour in the resource industry has created a global shortage of and increased competition over highly skilled workers (in addition to increased labour costs). This increased competition is partly a result of lower numbers of new workers entering the mining industry during the downturn in the late 1990s and early 2000s. The development of new mines in geographic areas without an established mining industry also requires training of inexperienced workers to staff new mines. These global factors influence our ability to attract and retain staff, however, we strive to provide competitive compensation and actively engage our workforce to make Goldcorp an employer of choice in the industry.

Employee turnover across Goldcorp for site-based employees was 9% in 2012, which is a slight decrease from the approximately 10% turnover rate in 2011. This represents approximately 645 employees leaving the company through 2012. This was offset with an increase of 1,035 new employees since 2011, which represents 12% of our total employee base in 2012.

Operating region	New Hires (%)
Canada and US	209 (20%)
Mexico	360 (35%)
Central and South America	43 (4%)
Projects	299 (29%)
Corporate and regional offices ¹	124 (12%)

Turnover rates are calculated only at operating sites in Canada, Mexico and Central and South America and do not include projects. Generally, because of the short-term nature of many of the jobs on-site during the construction phase, turnover rates at projects will not be comparable with our overall performance. Information was not available for corporate-level turnover rates.

EMPLOYEE TURNOVER BY GENDER

While the overall turnover rate decreased in 2012, the turnover rate for females was higher than for males.

Gender	2012	2011
Female	17%	15%
Male	8%	9%

EMPLOYEE TURNOVER BY AGE GROUP

All age groups saw a decrease in employee turnover, with the most pronounced in the under 30 age group, which dropped by more than 10 percentage points.

Age group	2012	2011
Under 30 years	3%	14%
30 to 50 years	4%	9%
Over 50 years	2%	7%

EMPLOYEE TURNOVER BY REGION

Turnover rates were lower in two of our three operating regions in 2012.

Operating region	2012	2011
Canada and US	9%	10%
Mexico	9%	12%
Central and South America	7%	5%

Benefits

We conduct market reviews in the regions in which we operate to ensure that our benefits are aligned with our overall benefits philosophy and are competitive in the region when compared to our peers in the mining industry and in similar industries.

CANADA AND THE UNITED STATES

In Canada and the US, we provide benefits including life insurance, accidental death and dismemberment insurance, long- and short-term disability coverage, extended health, dental and vision benefits, and employee and family assistance programs to our full-time and part-time employees. In Canada, we provide a defined contribution pension plan or similar retirement arrangement for our full-time and part-time salaried and non-union hourly employees (this refers to 90% of employees) and a defined benefit plan for our full-time and part-time union hourly employees (10%). In the US, we provide a defined contribution (401(k)) plan for our full-time and part-time employees (100%). Temporary employees are not covered. Stock ownership is awarded under a long-term incentive plan for certain employees depending on employee level. In 2012, a voluntary employee share purchase plan was also available for Canadian employees.

MEXICO

In Mexico, in addition to mandated minimum benefits, we provide life insurance, accidental death and dismemberment insurance, and an employee and family assistance program for all employees. We provide extended health, dental and vision benefits to all non-union employees. We provide a defined benefit pension plan for all non-union employees (37%). We provide a savings fund plan for all employees. Health care and medical benefits are provided to union employees through the social security programs of the Government of Mexico. Stock ownership is awarded under a long-term incentive plan for certain employees depending on employee level.

CENTRAL AND SOUTH AMERICA

Guatemala: In Guatemala, in addition to mandated minimum benefits, we provide benefits including life insurance, accidental death and dismemberment insurance, and health and medical benefits to all employees. We provide dental benefits to certain employee groups. We provide a savings plan for salaried employees. Stock ownership is awarded under a long-term incentive plan for certain employees depending on employee level at the Marlin site.

Chile: In Chile, we provide life insurance, accidental death and dismemberment insurance, disability coverage and extended health, dental and vision benefits to all employees. In accordance with Chilean law, we facilitate mandatory employee contributions to employees' individual pension accounts (100%). Stock ownership is awarded under a long-term incentive plan for certain employees depending on employee level.

Argentina: In Argentina, in addition to mandated contributions to government social security programs, we provide life insurance, accidental death and dismemberment insurance, medical and dental benefits to all employees. Disability benefits and retirement benefits are provided through the government social security programs. Stock ownership is awarded under a long-term incentive plan for certain employees depending on employee level.

¹ Includes expatriate employees who work in various regions.

TRAINING AND EDUCATION

Goldcorp is focused on training and development across all regions and operations and will continue to be so in the coming years. Succession planning, performance management and the identification of high-potential candidates will continue to support our corporate commitment to our workforce development, and answer the increased demand for skilled employees.

Training Programs

Throughout 2012, Goldcorp continued to actively empower personnel through numerous programs in order to advance careers and business skills, including safety and leadership training and executive development.

Key programs (all available in English and Spanish) are identified below.

- *Creating Choices*: A learning, development and mentoring program for female employees in all regions. This six-module program is delivered by Goldcorp women aimed to Goldcorp women. The program provides powerful learning in the areas of building self-esteem, daring to dream, choosing to take the stage, unlocking the power of your voice, creating a leader's script and achieving the presence of a leader. Through Creating Choices™ Goldcorp became the first international gold mining company to offer this kind of enterprise-wide program for women.
- *Supervisor Leadership Development Program (SLDP)*: To become a leading mining organization we need to ensure that front-line supervisors and managers are prepared and confident to lead their crews, teams and departments in a progressive, inspiring and healthy way. The SLDP aims to develop leadership and management skills at the supervisor level and build a common organizational framework among these leaders.
- *Art of Leadership, Science of Management ("Art and Science")*: This program arose as a complement to the SLDP. This program aims at providing a unique experience for mid-range management. The program is split into two fundamental and complementary aspects of management and leadership: the "soft" skills required to lead and the "hard" skills required to manage.
- *Close the Gap*: New in 2012, a program called Close the Gap was introduced to reinforce the lessons learned in the two leadership development courses. Close the Gap runs quarterly workshops for graduates of the SLDP and Art and Science programs. Close the Gap brings people together to apply what they have learned in these programs to critical initiatives on issues such as fatality prevention and performance management.
- *Dare to Grow*: At Goldcorp we want all front-line employees to have the right knowledge, skills, abilities and awareness not only to do a good job but to be a strong company "citizen" or team player. Dare to Grow helps foster strong corporate values, culture and team identity as well as develop interpersonal skills among all employees at Goldcorp.
- *Financial Agility, Beyond Mining*: Partnering with Queen's University School of Business, Goldcorp created this course to give leaders across Goldcorp the tools and training they need to handle the financial aspects of their roles. The program improves financial literacy of leaders who come from non-financial backgrounds, part of our commitment to Grow People, and it develops better decision-making and common financial perspectives across Goldcorp, helping to Grow Margins.
- *Introduction to Project Management*: Whatever role a person is in, it is important that they are familiar with best practices in project management so that they can effectively participate in the project work and contribute to project success. The program teaches participants a flexible project management model, best practices and an international project management standard that focuses on five key areas: project initiation, planning, execution, monitoring and control, and close-out.

LABOUR/MANAGEMENT RELATIONS

At Goldcorp, we strive for positive employee-management relationships with both unionized and non-unionized employees. We support our employees' rights of freedom of association and collective bargaining. These include the right of individual employees to join a union or other work-related cooperative. We also support the right of our employees to not join a union or other work-related cooperative and to be free from coercion to join.

Collective Bargaining Agreements

At December 31, 2012, Goldcorp had a total of 8,537 employees. Of these employees, 4,140 (48%) were salaried employees (47% in 2011) and 4,397 (52%) were hourly employees (53% in 2011).

Of Goldcorp's total employees, 2,568 (30%) are members of a union, up from 28% in 2011. Mexico has the highest percentage of employees represented by a union (66%). Unionized employees represent 54% of our hourly employees compared with 52% in 2011. The unionized percentage of our contractor workforce is unknown.

Notice of Operational Changes

Goldcorp is committed to providing timely, factual, accurate and complete disclosure of material information to employees, shareholders and investors, and to the communities in which we conduct business.

EMPLOYEE COMMUNICATION

To inform employees of what is happening within the company, Goldcorp conducts Town Hall Meetings each year in which the President and Chief Executive Officer and other senior executives communicate directly to employees. Employees across the company are linked via webcast and phone to the meeting. The meetings commence with short presentations and then provide an open forum for employees to ask questions of senior executives. These Town Hall Meetings are provided in English, Spanish, and French. Town Hall Meetings provide constructive feedback to senior management in all operating regions. This feedback is further discussed in management and leadership meetings and, where a direct response is appropriate, senior management ensures that it is followed through. In 2012, there were two Town Hall Meetings. Subjects of discussion were key operating milestones, results and new initiatives that had been implemented since the last meeting.

Goldcorp has also developed an intranet service called Conveyor, which is accessible to employees at each of our sites and remotely. This facility is used to update employees on happenings across Goldcorp by written word and video. Conveyor has become an established part of the communication strategy within Goldcorp. For employees not able to connect to the intranet, mine operations and offices maintain notice-boards and host regular information sessions for key issues and events.

Goldcorp does not have an established minimum period for giving notice regarding operational changes. Where proposed operational changes have potentially significant implications for individuals or groups of individuals, Goldcorp will provide information regarding notice as expeditiously as possible.

DISCLOSURE

At all times, Goldcorp and our employees must be conscious of our obligations, under the provisions of securities laws and stock exchange rules, relating to the disclosure of material information. Goldcorp has developed a [Disclosure, Confidentiality and Insider Trading Policy](#) to ensure that Goldcorp and all persons to whom this policy applies meet their obligations regarding the timely disclosure of all material information.

Strikes and Lockouts

Strikes and lockouts are indicative of a serious breakdown in labour/management relations and a suspension of consultative processes. A "strike" is a work stoppage caused by the mass refusal of employees to perform work, usually in response to employee grievances. A "lockout" is a form of work stoppage in which an employer refuses to allow employees to work, often as a counter to a strike.

In 2012, there were no strikes that exceeded one week in duration, but two lockouts that did. Both lockouts occurred at our Mexican sites (one at Los Filos and one at El Sauzal). One related to a labour dispute, while the other (at El Sauzal) was a result of the regional security situation.

Performance Reviews

We have performance review and management processes in place at all of our operations. However, these processes were historically not aligned and, in many instances, reflected the systems inherited from companies that merged with Goldcorp. In 2010 and 2011, we rolled out the Golden Performance System (GPS). This program is a key component of Goldcorp's Growing People strategy. GPS allows employees to set targets and objectives that will promote personal and professional growth, aligned with key business objectives. It also houses a succession planning and talent management tool that identifies high-potential individuals within Goldcorp and their career aspirations. It is currently operating in our Canadian, US and Mexican operations. In 2012, 91% of employees at operating sites that are implementing GPS received formal performance reviews.

DIVERSITY AND EQUAL OPPORTUNITY

Goldcorp strives to foster an open and inclusive workplace environment and strongly supports the principle that all individuals should have an equal opportunity to participate in our company and achieve their full potential.

In compliance with our [Code of Conduct](#), directors, officers and employees will:

- 1. Always treat each other and all members of the outside community with respect and courtesy.
- 2. Always keep our workplace free from all forms of harassment, meaning unwelcome behaviour that a reasonable person would consider to be degrading, humiliating, discriminatory or intimidating.
- 3. Never permit factors like race, religion, colour, sex, sexual orientation, age, nationality or ethnicity to determine decisions about hiring, employment promotions, pay rates, transfers, layoffs or terminations (or condone decisions by others determined by such factors).
- 4. Never permit physical disabilities to determine work-related decisions, unless the disability prevents a person from safely doing a job and the disability cannot be reasonably accommodated.

In our employment policies, we abide by human rights legislation in the jurisdictions in which we operate.

Diversity

DIVERSITY WITHIN GOVERNANCE BODIES

The key governance bodies within Goldcorp are the Board of Directors and the Board committees. The composition and gender breakdown of the Board and its committees are shown in the table below. The table also shows the gender breakdown of senior management (officers of the company as identified in the 2012 Annual Report).

Governance bodies	Male	Female
Board of Directors	9	2
Audit Committee	3	1
Compensation Committee	4	0
Governance and Nominating Committee	4	1
Sustainability, Environment, Health and Safety Committee	3	2
Senior management	21	7

DIVERSITY WITHIN THE EMPLOYEE WORKFORCE

Goldcorp does not collect statistics on the ethnic composition of its employee workforce. However, in areas where there are significant Indigenous populations (e.g., First Nations communities in Canada, or Mam and Sipacapense-speaking communities in Guatemala), we have implemented programs to encourage the employment of members of these groups.

EMPLOYEES BY GENDER

The percentage of female employees increased slightly in 2012 from 2011. The gender breakdown takes into consideration all employees, including those at projects and corporate or off-site offices.

Gender	2012	2011
Female	12%	11%
Male	88%	89%

EMPLOYEES BY AGE GROUP

The employee breakdown by age group maintained the same level as in 2011. Data does not include project or corporate and off-site office employees, as the disaggregated data was not available.

Age group	2012	2011
Under 30 years	31%	31%
30 to 50 years	51%	51%
Over 50 years	18%	18%

Gender-Based Salary Ratios

We believe in the concept of equal pay for equal work. We do not discriminate in our wages on the basis of gender. However, as we compete for labour in a range of different markets, there may be gender biases in different labour categories. We have collected gender-based salary data from operating sites on two categories of employees – unskilled workers and graduates.

There is commonly a gender bias in worker categories. Outdoor manual labour may have a higher hourly rate of pay than kitchen work, and there may be a tendency towards more males in the former category and a tendency for more females in the latter category. Where this is so, there may be a perceived gender bias in salary. However, this reflects a gender bias in the work categories rather than in the rates of pay.

Our operations range from a ratio of 1.0 (equal pay for unskilled males and females) to a ratio of 1.3 (male to female rates). The overall average ratio is 1.16 male to female starting salary for unskilled workers.

For graduate categories of employment, there is also often a gender bias in the professions that are commonly related to mining. There are typically more male than female graduates in engineering and geology, but the ratio may be more equal in accounting, and there is an increasing female bias in environmental science. We are committed to equal pay on the basis of gender, and we choose our graduates on the basis of merit. However, the market will dictate the salary levels for graduates, and they may be higher for engineers than for industrial hygienists. If a higher percentage of female industrial hygienist graduates are hired, the pay ratio may be affected.

Our operations range from a ratio of 1.0 (equal pay for male and female graduates) to a ratio of 1.4 (higher pay for male graduates). The average ratio was 1.1

Region	Unskilled labour	Skilled labour
Canada and US	1.18	1.11
Mexico	1.05	1.15
Central and South America	1.0	1.0
Total	1.16	1.11

Non-Discrimination

Goldcorp strongly supports the principle of non-discrimination. All Goldcorp employees are responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by Goldcorp's [Code of Conduct](#). Violations of the Code are subject to disciplinary action, up to and including termination of employment.



SAFETY AND HEALTH

Goldcorp's objective is to achieve a safe and healthy workplace, free of injury and illness. We are committed to the health, safety and well-being of our workforce, and we will strive to achieve an incident-free workplace in a holistic and inclusive manner. We recognize that individuals, through their own behaviours and actions, are ultimately responsible for safety. Employees are encouraged to incorporate into their planning and work the actions necessary to ensure their safety and the safety of others in the workplace.

Goldcorp also recognizes that our commitment to promoting safety is not limited to our sites, but extends to the communities where our employees work and our neighbours live. Goldcorp's Occupational Health and Safety Policy states that, as a company, we will "promote health and safety in all aspects of our work, family and local community." Goldcorp strives to live up to this commitment by investing in sustainable community development projects that improve access to and quality of health services.

MANAGEMENT APPROACH

Goldcorp sets the overall safety and health direction through a series of policies, standards, guidelines and frameworks. Through coaching, training courses, workshops and program development, operations develop approaches that are consistent with the overall Goldcorp vision yet provide the necessary cultural and site-specific nuances to provide a successful implementation.

Goals and Performance

Our Safety Vision is Safe Enough for Our Families. This comprises three basic strategies:

Care – Goldcorp will provide an environment and conditions that will let employees know that we see safety as a core value, that we care about them, and that Goldcorp is prepared to listen, learn and act.

Think – Goldcorp expects all employees to think about each of their actions – not just about the impact that they may have on the individual, but also on co-workers. All tasks contain an element of risk. We work with employees to help them identify and understand the risks associated with their actions.

Act – Goldcorp provides procedures, programs, systems and training to ensure that tasks can be completed safely. We encourage employees to share best practices and improve the ways we carry out our work activities.

Goldcorp believes we will reach our vision of Safe Enough for Our Families only when all employees are actively engaged in creating a true safety culture. We know that it is our collective commitment to this vision that will make it a reality.

Each year we want to see our incident rates decrease as a result of implementing targeted initiatives and training activities. We strive for the best possible result based on our different preventative actions. We also actively monitor the successful implementation of these initiatives.

As part of Goldcorp's annual objective-setting process, operations develop specific accountabilities and responsibilities for safety and health. These objectives are reviewed and approved early in the year and assessed at the end of the year. In addition, short- and medium-term initiatives for health and safety are core aspects of our strategic business planning and subsequent budgeting process. The site-level initiatives are integrated with overall strategic business planning to ensure resources are in place to adequately fulfill the organization's responsibilities.

Out of the goals and experiences of the year came the decision to make Fighting Fatalities the focus for 2013. Goldcorp is orienting all current safety programs and initiatives to support this primary concern by targeting the causes of fatalities before they ever take place. We have invested in targeted analytics to improve our understanding of serious safety incidents and make sure we have the knowledge and tools to fight them head on.

Policy

Goldcorp has an established [Occupational Health and Safety Policy](#) and accompanying procedures, which apply to anyone who works on our sites, including contractors. Goldcorp's objective is to achieve a safe and healthy workplace free of injury and illness. We are committed to the health, safety and well-being of our workforce, and will strive to achieve an incident-free workplace in a holistic and inclusive manner. We recognize that individuals, through their behaviour and actions, are ultimately responsible for safety. As a company, we encourage and support all employees to achieve our shared safety goals by incorporating into their planning and work the actions necessary to ensure the safety of the employee and others in the workplace. As members of the International Council on Mining and Metals (ICMM), we also support the ICMM Sustainable Development Framework, which was created with due consideration to ILO Convention 176 (Safety and Health in Mines Convention).

To achieve our safety and health objectives we will:

- Promote safe and healthy behaviour as a core value in the organization's culture.
- Develop and implement effective management systems to identify, minimize and manage health and safety risks in the workplace.
- Provide training and information to enable all our people to work safely and competently.
- Recognize and reward good safety performance and achievements throughout the organization.
- Promote health and safety in all aspects of our work, family and local community.

Organizational Responsibility

The President and Chief Executive Officer of Goldcorp is ultimately responsible for Goldcorp's safety performance. At the Board level, the Sustainability, Environment, Health and Safety (EHS) Committee of the Board has overview of safety and health functions (see [Board Oversight of Sustainability](#) for more information on the role of this committee).

Goldcorp is a decentralized organization and, as such, looks to the regions and individual mines for accountability in all six corporate strategies: Growing People, Safety, Partnerships, Margins, Reserves, Production. Goldcorp's technical and strategic safety and health function is headed by a Senior Vice President for People and Safety, reporting directly to the Chief Executive Officer. All of our operations have Safety and Health Officers who are responsible for supporting the implementation of our safety and health strategy on a day-to-day basis.

The appointment of a Senior Vice President for People and Safety in early 2012 is consistent with our belief that our employees and their safety and health are the highest priority for the company.

Training and Awareness

Goldcorp provides training on technical, behavioural and cultural aspects of safety. We also encourage participation in external training, conferences and workshops to make sure employees are kept abreast of safety advancements inside and outside the industry. For example, in 2012, Goldcorp actively contributed to the planning and implementation of the International Council on Mining and Metals' (ICMM) Safety and Health Conference held in Santiago, Chile.

The majority of technical safety training occurs at the operational level. Such technical safety training includes mine rescue, stope school, equipment operation, first aid, simulator training and specific technical procedure training.

Behavioural and cultural safety training is developed specifically for Goldcorp at the corporate level and then tailored for specific operations. A touchstone of safety culture training is the three-day Safety Leadership Training (SLT), attended by more than 300 supervisors and management in 2012. SLT offers an interactive approach to help participants develop core skills, leadership competencies and decision-making abilities. Closely related to the SLT program is the DELTA training, a one-day course delivered by supervisors directly to their crews, which promotes key safety values in the workforce. In 2012, 1,166 people attended this course. Goldcorp also makes this course available to contractors and partners.

We also have a number of site-specific training programs, such as the Safety Training Observation Program at our Mexican mines, which teaches employees about risk observation, assessment and management.

At the corporate level, Goldcorp is an active member of the Mining Industry Roundtable on Safety, an industry group dedicated to bringing safety leaders from different mining companies together on safety issues. Through this group, Goldcorp shares and identifies best practices with peer companies. This helps with the proactive awareness of potential issues and having prompt access to practical solutions. Goldcorp is also an active member of the ICMM Health and Safety Task Force, which provides Goldcorp an opportunity to bring a strategic view to health and safety.

Monitoring and Follow-up

Goldcorp has a unique peer review program, called the Golden Eye Review, which considers the various technical and best practice aspects of health and safety. Each operation is visited every two years by a team of 10 to 20 peers from other mines to assess safety and health risks. The team is augmented by an independent consultant. The results from these comprehensive reviews are reviewed by site management and shared across the company. A summary is also presented quarterly to the Sustainability, Environment, Health and Safety Committee of the Goldcorp Board. In 2012, Golden Eye Reviews were conducted at six sites.

In addition to the Golden Eye program, each operation has levels of monitoring, inspection and analysis that vary by individual operation. The overall safety management system in place demonstrates the frequency and level of these monitoring activities. We also assess this safety management system implementation with an external consultant as part of the Golden Eye Review process. Periodically, operations also receive audits and reviews from regulatory agencies. The output of these audits is shared with management and documentation of corrective actions and success of the action is monitored.

JOINT SAFETY AND HEALTH COMMITTEES

Joint Management-Employee Safety and Health Committees are a valuable way to integrate all levels of personnel into the decision-making process. Every Goldcorp operating site and project has a committee. The committees represent more than 75% of site-based staff. In most cases, their decisions and policies are applicable to all personnel on-site.

At each of our operations that have a trade union on-site, health and safety topics are covered in the formal agreement with that union. Goldcorp takes a holistic approach to safety, with no distinction made in our policy, procedures or expectations applied to union employees, non-union employees and contractors.

SAFETY

In 2012, we saw continuing improvements in our overall safety performance, including the All Injury Frequency Rate (AIFR), which declined for the fifth straight year in a row.

Goldcorp aims to have everyone on our sites go home safely at the end of the day but despite our improvement there were two fatalities in 2012. Both fatalities occurred at Los Filos in Mexico as a result of a rockslide incident. Following the incident, an investigation was conducted, which has been reviewed by senior management and the EH&S Board Committee. Based on the sad reality that the mining industry as a whole has not seen a decrease in fatalities recently, we have decided to focus our efforts in 2013 on Fighting Fatalities, making fatality prevention a priority across the organization.

In addition to implementing immediate corrective actions at the operations where the incidents occurred, we shared the reports with all operations to ensure a similar incident will not happen at other sites.

Ultimately, we want all our sites to fulfill the vision of creating a work environment that is Safe Enough for Our Families. Executive, senior management, all Goldcorp employees, contractors and our business partners continue to work together to make this a reality.

Programs

To achieve excellence in safety, Goldcorp continues to focus on corporate culture, leading performance indicators, behaviour, and developing and sharing best practices across all operations. Strategies and initiatives aimed at improving safety in 2012 included:

- Continued promotion of and senior management support for our safety vision: Safe Enough for Our Families. Videos describing the vision's three key themes – Care, Think, Act – continue to be distributed to employees and contractors.
- Continued development of safety leadership competencies throughout the corporation via the Safety Leadership Training.
- Golden Eye safety reviews (conducted in a peer review format), which are carried out to share best practices and assist with risk-mitigation strategies. Six reviews were completed at sites in Canada, the United States, Mexico and Argentina in 2012.
- Benchmarking and sharing industry best practices through the Mining Industry Roundtable on Safety and the ICMM Health and Safety Task Force. The mission of these groups is to share practices and strategies to eliminate incidents in the workplace.
- Safety and health workshops were held for all regions during the year, with senior safety and health and operations leaders attending the three-day events.

Performance

Goldcorp saw a notable improvement in employee Lost Time Incidents (LTIs), with less than half reported in 2012 than were reported in 2011. Our overall LTI Frequency Rate (including contractors) held relatively steady at 0.33. The All Injury Frequency Rate (AIFR) continued the steady decline since 2008, showing an overall improvement in preventing injuries. The 2012 AIFR decreased by approximately 13%. Unfortunately, Goldcorp recorded two fatalities in 2012; both took place in Mexico.

	2012	2011	2010	2009	2008	2007
Total Goldcorp fatalities	2 (2)	4 (2)	1 (0)	1 (0)	3 (1)	4 (1)
US/Canada region	0	1	0	0	0	1
Central/South America region	0	1 (1)	0	0	0	0
Mexico region	2 (2)	2 (1)	1	1	3 (1)	3 (1)

Note: Contractor fatalities are in parentheses (e.g., in 2011, two of the four fatalities involved contractors).

	2012	2011	2010	2009	2008	2007
AIFR (200,000 hours)	1.58	1.82	2.63	2.89	3.39	4.26
LTIFR (200,000 hours)	0.33	0.31	0.36	0.34	0.61	0.92

Minor injuries, such as first aids, are not included in AIFR or LTIFR. Goldcorp has established guidelines and standards for reporting all incidents. The guideline informs operations of when and to whom an incident needs to be reported and guidance on determining the severity of the injury. These guidelines and standards are available on the Goldcorp intranet system.

Recognition

We are very proud of team and individual accomplishments and recognition earned at our sites during 2012 to create a safer work environment:

Éléonore – Recipient of the F.J. O’Connell trophy for most improved safety record for underground operations with more than 400,000 hours.

Marigold – Cory Sample was awarded the 2012 Workplace Safety Hero by the Northern Nevada chapter of the American Red Cross; Tammy Harding and Rodney Sample both won individual safety awards from the Nevada Mining Association.

Every year, Goldcorp recognizes the Best Safety Performance and the Most Improved Safety Performance across our operations. In 2012 Marlin earned the best overall performance award and El Sauzal earned the most improved award. On behalf of all their colleagues across Goldcorp, we offer them congratulations on a job well done in 2012.

Incident Investigation

During 2012, Goldcorp continued to improve the incident investigation process across all regions. Nobody wants to have safety-related incidents; however, when they do occur, it is important to learn from our mistakes. Root cause analysis enables us to share the experience across the company so that operations can take steps to prevent the incident from reoccurring elsewhere.

Incident investigation engages senior management at the mine and also the senior operations leadership (led by the Chief Operating Officer) in the investigation process. Each high-potential incident and actual significant occurrence is assigned an investigation team with a member of the Operations Leadership Team having a key role. The quality of the investigations has improved significantly in the last year. An outside consultant periodically reviews the reports to assess the quality.

HEALTH

Occupational Health

Goldcorp recognizes that ensuring the health of our workers on the job goes beyond injury prevention to employee health and well-being. One key aspect of this is occupational disease prevention and treatment. Goldcorp aims to maintain a safe and healthy working environment that prevents these diseases from arising in the first place, through regular biological monitoring, environmental monitoring and various medical examinations. We use the hierarchy of hazard controls to reduce and eliminate environmental exposure to occupational disease. There were 14 occupational diseases reported by sites in 2012, which amounts to an occupational disease rate (ODR) of 0.14¹. In 2013, our industrial hygiene program will be rolled out to help sites use best practices to identify and mitigate risks associated with exposures. Goldcorp would like to ensure that our workers are able to live a life in which they are not burdened with illnesses that are preventable and detectable resulting from occupational exposures.

In general, mines carry out specific occupational health activities depending on mining exposure and demographics. Programs include health sampling and surveys for hazards such as chemical exposures, dust and noise, respiratory protection, hearing protection, mercury/lead monitoring, ergonomic surveys, pulmonary function tests, and physical exams.

Although no specific corporate-wide programs exist, several Goldcorp mines have in place proactive programs to address serious diseases, including drug and alcohol abuse, HIV/AIDS, smoking cessation and diabetes awareness.

Community Programs

Goldcorp also coordinates health programs with local community and government organizations to provide basic medical services in communities surrounding their operations.

Several mines have continued to focus on wellness programs for employees, family members and local communities.

- Los Filos and Peñasquito again hosted their popular health and safety fairs that welcomed local communities on-site for educational and fun activities to raise awareness about health and safety in the community and on-site.
- Goldcorp funded two community health clinics near our Marlin and Red Lake sites to ensure employees, their families and neighbours had access to medical care.

Learn more about our community programs by clicking on the link to the left, [Safety and Health Stories](#).

¹ Occupational disease tracking was only available for employees in 2012.

EMERGENCY RESPONSE

Emergency response activities are developed and managed at individual mine sites, and they focus on surface and underground response, as appropriate. All sites maintain fully equipped mine rescue teams that are trained to respond to emergencies quickly and effectively. All underground mines at Goldcorp have emergency rescue teams in place. These teams coordinate activities in their regions to encourage mutual aid, share best practices and generally improve performance.

The mine rescue teams often go beyond the call of duty and the site fence. They are encouraged to participate in competitions and to coordinate their training and services with community emergency service personnel whenever possible. Often, mine rescue teams are the first responders for local communities in the event of emergency, as happened during a period of forest fires at Musselwhite in July 2012, and following an earthquake in Guatemala in November 2012.



HUMAN RIGHTS

At Goldcorp, we are committed to integrating respect for human rights into our business management processes throughout the company. In 2012, we continued with key programs to apply best practices our management approach and operations. Highlights from 2012 in the area of Human Rights included:

- Seconding a fully dedicated employee to the World Gold Council to support the development of the Conflict-Free Gold Standard, which provides a common approach for organizations involved in the gold supply chain to assess and assure that their products do not fuel unlawful armed conflict or serious human rights abuses.
- Rolling out Goldcorp's Ethics from the Ground Up program, which included initiatives such as company-wide Code of Conduct training and the enhancement of our incident reporting process.
- Progressing towards implementing the Voluntary Principles on Security and Human Rights at our sites, including a training initiative for security personnel delivered by a third party, the Fund for Peace.

We continue to strengthen our human rights practices and involvement in human rights initiatives, and are always open to suggestions, comments and feedback.

MANAGEMENT APPROACH

At Goldcorp we are committed to integrating respect for human rights into our business management processes at all locations and levels within the company. From mine workers to senior management, all employees and contractors are expected to comply with and promote our Human Rights Policy.

Our approach to human rights integration includes strategies and standards on a range of topics, including (but not limited to) investment and procurement practices, non-discrimination, freedom of association and collective bargaining, child labour, security practices and Indigenous rights.

Goals and Performance

As a member of the International Council on Mining and Metals (ICMM), Goldcorp is committed to implementing and measuring its performance against the ICMM's ten principles, which include upholding fundamental human rights and respecting cultures, customs and values when dealing with employees and others who are affected by Goldcorp's activities.

As a participant in the UN Global Compact, Goldcorp is also committed to that organization's ten principles which include respect for human rights and labour rights, environmental protection and anti-corruption. Principles 1 and 2 deal specifically with supporting and respecting the protection of internationally proclaimed human rights, and ensuring that businesses are not complicit in human rights abuses.

Policy

We have developed a corporate Human Rights Policy consistent with international law, the ICMM Sustainable Development Framework, the UN Global Compact principles, the Voluntary Principles on Security and Human Rights, the Global Reporting Initiative's Sustainability Reporting Guidelines and Mining and Metals Sector Supplement, and industry best practices.

At Goldcorp, we are committed to integrating human rights best practices into our business processes, informing our decision-making and due diligence processes. Our Human Rights Policy mandates that we operate in a way that respects the human rights of all employees and the communities in which we operate our business.

This policy recognizes that while governments are primarily responsible for protecting human rights, our activities have the potential to impact the human rights of individuals affected by our business operations.

Goldcorp is committed to ongoing improvement in the area of human rights, and to that end we seek constructive dialogues and partnerships with a variety of stakeholders on our human rights performance, particularly those impacted directly by our operations.

The Goldcorp [Human Rights Policy](#) can be accessed on our website in English, French and Spanish.

Organizational Risk and Impact Assessment

At Goldcorp, we perform ongoing risk assessments for the local, regional and national geographical areas where we work. These are multi-faceted assessments that take into consideration the environmental, social, political and economic risks of the countries where we operate. Included in the social risk assessments are issues related to human rights and Indigenous rights. In 2012, we undertook quarterly Country Risks Assessments for Guatemala, Mexico and Argentina, as well as two assessments for Chile and the Dominican Republic. Starting in the first quarter of 2013, the Country Risks Assessment process will occur on a quarterly basis for all the countries listed above. The Country Risks Assessments include risk identification of potential human rights issues where applicable. The process links to Goldcorp's formal Enterprise Risk Management System, allowing for integration of social risks.

We will continue to evaluate the need to undertake more in-depth assessments on risks related to human rights at individual operations. For example, Goldcorp published the full content of a [human rights assessment](#) that was undertaken at our Marlin mine in 2010 and several follow-up reports. We recognize the value of these regular site-specific updates.

Organizational Responsibility

At Goldcorp, we believe that it is the responsibility of all our employees and contractors to respect human rights and to conduct our business in an ethical manner. Goldcorp's management approach to human rights is led by our Senior Vice President of Corporate Affairs. Policy and procedures, such as the Code of Ethics, are developed at the corporate level. However, all of our people have a role to play in supporting these policies by respecting the human rights of others in the course of work duties.

Training and Awareness

We recognize that policy alone cannot change actions. In order to ensure that the Human Rights Policy is reflected in our day-to-day activities, we have entered into a partnership agreement with an international human rights organization, Fund for Peace, to design and implement a human rights training program, and to measure and monitor the impact and effectiveness of that training and policy. 2012 was an exciting year during which we saw the initial rollout of this training program, focusing on practices related to the Voluntary Principles on Security and Human Rights.

HUMAN RIGHTS

Voluntary Principles on Security and Human Rights

The Voluntary Principles on Security and Human Rights (the Voluntary Principles) were established in 2000 as a result of multi-stakeholder dialogue among governments, companies in the extractive and energy sectors, and NGOs. The Voluntary Principles recognize the importance of promoting and protecting human rights throughout the world. They also recognize the constructive roles that business and civil society – including NGOs, labour unions and local communities – can play in advancing these goals. The issue of balancing human rights and security is of particular concern in areas associated with conflict and alleged abuses.

In 2012, Marlin and the Cerro Blanco project, both in Guatemala, were implementing practices aligned with the Voluntary Principles. Two mines in Mexico (Peñasquito and Los Filos) have adopted some of the best practices at their sites and have included Voluntary Principles compliance as part of their security contracts. Increased implementation will take place in coordination with the application of the World Gold Council Conflict-Free Gold Standard as it develops.

Looking ahead, Goldcorp will be implementing the practices of the Voluntary Principles at all sites and will also include contracted security at sub-regional offices in order to ensure a consistent application of Goldcorp's security standards. Third-party and self-assessment tools will be an important component of measuring progress.

Investment and Procurement Practices

We take our commitment to act with integrity very seriously. Our Code of Conduct specifically addresses Goldcorp's dealings with third parties, such as contractors, and requires these parties to act in compliance with our Code while conducting business for or on behalf of Goldcorp. The Code prohibits kickbacks, rebates or "under-the-table" payments for purchases. The Code also provides clear guidelines with regard to giving and receiving gifts and entertainment to or from business partners. In 2012, Goldcorp developed a guidance document to assist our sites in performing appropriate risk-based due diligence on third parties who will potentially work with or for Goldcorp. This will be released in 2013.

Goldcorp also has a strong commitment to comply with local and international anti-corruption regulations and this is clearly expressed in our Code of Conduct. We have been working hard to raise the visibility of this commitment across the entire organization and particularly those locations and functions that have greater exposure to corruption risks. Violations to the Code are subject to disciplinary action, up to and including termination of employment. In 2012, Goldcorp launched the Ethics from the Ground Up program to maintain and increase awareness of the company's ethical principles and to assist our employees and other stakeholders to understand Goldcorp's culture of compliance.

As part of our approach to risk management and impact assessment, we review investments against numerous criteria, including human rights risks. This issue is of particular interest in areas that have a history of alleged violations. As part of our process to pursue a formal adoption of the Voluntary Principles, we have incorporated human rights clauses into significant investment agreements. Goldcorp defines "significant agreements" as those that either moved the organization into a position of ownership of another entity or initiated a capital investment project that was material to financial accounts. There were 97 such investments at our sites over 2012, and 76% of agreements had human rights clauses in them when signed.

Five of our sites (Cerro Blanco, Marlin, Peñasquito, Red Lake and San Martin) conducted screenings of significant suppliers and contractors based on human rights adherence, or applied human rights clauses in contracts. At these sites, 48% of significant contracts were screened for human rights or included human rights clauses. No significant contractors or suppliers were declined or removed as a result of these screenings. However, we did work with 94 different suppliers (45% of those screened) to address concerns related to human rights.

Life Cycle Analysis

Life Cycle Analysis is a systematic technique for identifying and evaluating the potential economic, environmental, health and safety, and social impacts associated with a product or function throughout its entire life, from extraction of raw materials to its eventual disposal and assimilation into the environment.

The supply chain for gold is highly complex, which is increasingly recognized by industry associations, regulators and other stakeholders. One of the key trends in the industry has focused on how the life cycle of precious minerals can interact with global conflicts and potentially impact human rights. For example, the US Dodd-Frank Wall Street Reform Act includes provisions with implications for supply chain responsibility and mandates requirements for disclosure on use of "conflict minerals" from the Democratic Republic of Congo (DRC). The Responsible Jewellery Council, an international not-for-profit industry association, is planning to finalize a Chain-of-Custody Certification for precious metals (gold, platinum, palladium and rhodium).

The World Gold Council (WGC), the industry's key marketing body, has recognized that in some circumstances, gold may represent a potential source of funding for armed groups involved in civil conflicts throughout the world. In October 2012, the WGC published the Conflict-Free Gold Standard, which provides a guide for producers to ensure that gold is produced in a manner that does not fuel armed conflict, nor fund armed groups, nor contribute to human rights abuses associated with these conflicts. As a member company, Goldcorp supported the WGC's efforts in developing the standard, which was designed to apply to WGC members and other companies involved in the extraction of gold. In 2012, we seconded an employee to the World Gold Council to play a key role in developing the standard. Goldcorp also tested the draft standard at Los Filos, which contributed to making the standard practical at the mine level. For further information related to the development of the Conflict-Free Gold Standard in 2012, see Workplace and People Stories. During 2013, Goldcorp will begin the third-party review process to determine compliance with the World Gold Council's Conflict-Free Gold Standard.

Human Rights Training

In 2012, we continued to give employees tools and training to enable them to implement our Human Rights Policy. For example, Goldcorp has made a major multi-year investment in human rights-related training, working with Fund for Peace to implement it. Ultimately, we want to ensure that all employees, contractors and partners uphold Goldcorp's practices in this policy and in the Code of Conduct.

Every employee is responsible for reading and understanding the Code of Conduct upon hiring. A structured training and awareness program on the Code of Conduct is in place and executed on an annual basis. There are also several other site-based training initiatives on human rights. For example, at Marigold, all new employees are required to attend training and then periodically retake training related to Equal Employment Opportunity, an American federal government commission to prevent and address discrimination in the workplace. Also, Goldcorp's bi-annual Sustainability, Environment and Health and Safety conference held in February 2012 included a human rights training session. Fund for Peace delivered this session to department managers and site staff as well as corporate and regional representatives.

Given the logistics of providing training across sites and our growing workforce, in addition to limited training resources, we focused formal human rights training on those employees and sites that would have the most relevant application in their daily operations. In 2012, a total of 1,215 hours of employee work time were dedicated to training in human rights, involving approximately 20% of site-based employees. In addition, 623 security personnel (direct employees and contractors) received training on human rights issues related to their role. More information on this security and human rights training can be found in the Security Practices section below.

Child Labour

The International Finance Corporation (IFC) defines child labour as "work by children that is economically or likely to be hazardous or to interfere with the child's education, or to be harmful to the child's health or physical, mental, spiritual, moral, or social development." The legal age at which young people may work varies from jurisdiction to jurisdiction. Goldcorp will not knowingly employ a person who is under the legal age of employment, or where that employment would contravene the IFC definition of child labour.

No incidents of child labour were reported in 2012, nor were any operations considered to have significant risk for incidents of child labour.

Forced or Compulsory Labour

Goldcorp supports the principle that individuals must be accorded an equal opportunity to participate in the free enterprise system and to develop their ability to achieve their full potential within that system. This includes the concept of a "fair day's pay for a fair day's work." Goldcorp does not engage in, or condone, forced or compulsory labour.

No incidents of forced or compulsory labour were reported in 2012, nor were any operations considered to have significant risk for incidents of forced or compulsory labour.

Freedom of Association and Collective Bargaining

In our Human Rights Policy, Goldcorp commits to respect workers' rights, including freedom of association, the right to peaceful protest and assembly, and engagement in collective bargaining in association with the International Labour Organization (ILO).

In 2012, our project in Argentina identified freedom of association and collective bargaining as potentially being at risk. Our Cerro Negro site has noted that there is increased risk of trade union members exerting undue pressure on workers. To support these rights, Goldcorp maintains a constant dialogue with suppliers and unions to ensure that personnel are covered by an appropriate collective bargaining agreement. During 2012, Goldcorp filed formal complaints with authorities following incidents of violation of the freedom of association that were brought to our attention and cooperated in hearings undertaken by the provincial government.

Security Practices

The conduct of security personnel towards third parties is informed by their understanding of human rights issues, particularly regarding the use of force. Training security personnel can help prevent harm to third parties and avert reputational and litigation risks arising from inappropriate actions or approaches not condoned by the reporting organization.

In 2012, security personnel at eight of our sites (Cerro Blanco, El Sauzal, Los Filos, Marlin, Peñasquito, Porcupine, Red Lake and San Martin) received training on policies and procedures concerning aspects of human rights that are relevant to the mines' operations. Approximately 66% of security personnel received training related to human rights in 2012.

In addition, Goldcorp security operations prepare threat analyses in order to ensure that only proportional security measures are implemented. When local conditions require us to deploy armed staff, careful consideration is given to this deployment and additional safety measures and training are implemented. For example, security staff at Peñasquito receive regular briefings on use of force and human rights, which includes formal training and pre-shift briefings.

At Marlin and Cerro Blanco, all security personnel are required to undergo annual training in the Universal Declaration on Human Rights, and to sign a form indicating that they have received the requisite training and will comply with our human rights requirements. The security contractors include human rights training in their new employee orientation. All security staff receive at least one pre-shift briefing per month on the use of force and firearms. These issues are also reinforced as part of the bi-annual firearms training. Company security supervisors provide ongoing training and refresher classes. Non-compliance with our human rights provisions is not tolerated.

Goldcorp has been working with the Guatemalan government ministers and senior personnel from the police force and military to implement a system in which requests for support from public security must be provided by Goldcorp in writing with an explanation of the intended use of the material aid requested. The goal of this system is to provide assurance that when Goldcorp requests public security presence in the communities around our sites, that such support includes compliance with human rights provisions, monitoring and adherence to the Voluntary Principles. The Marlin security department conducts community visits each month with local officials in order to keep them informed of our activities and maintain support for the presence of public security forces.

Frequent change to public security personnel is an ongoing challenge, but Goldcorp sees this as an opportunity for training activities to reach a wider audience. For example, the military contingent that guards the explosives magazines at our Marlin mine and Cerro Blanco project undergoes a monthly rotation of personnel. All new personnel receive the security staff program induction training which includes the training in our Human Rights Policy and Voluntary Principles adherence. In this manner, Goldcorp trains army personnel who are then in turn rotated to different posts across the country. While it is difficult to quantify the number of military personnel trained, we can estimate that over the past five years, the number is substantial.

Human Rights Grievances

Commitments listed in Goldcorp's Corporate Social Responsibility Policy include the establishment of grievance mechanisms based on international best practices. Goldcorp acknowledges the corporate responsibility to respect human rights, which means that the company and its subsidiaries must act with due diligence to avoid infringing on the rights of others. In light of the UN Guiding Principles for Business and Human Rights, Goldcorp also acknowledges that sound grievance procedures, particularly related to human rights, contribute to the "access to remedy" pillar included in the guiding principles.

Grievances may come from both internal and external stakeholders. Examples of internal stakeholders include employees, former employees and contractors. External stakeholders are those such as local communities, civil society and government.

Every Goldcorp site and project had grievance mechanisms in place to respond to internal human rights complaints. Every Goldcorp operating site also now has grievance mechanisms in place for managing human rights complaints from external stakeholders. Goldcorp's projects, such as Cerro Negro, Cerro Blanco, Eléonore and El Morro, are currently in the process of formalizing their external grievance mechanisms. Interim channels exist through their community relations teams. For example, at Eléonore, grievances related to human rights are addressed through the various committees that implement the Community Collaboration Agreement with local First Nations communities.

Generally, there are similar channels for raising a grievance across the organization, though each site tailors the mechanisms to the local context. Internal grievances have three main channels: complaints may be reported to a supervisor or manager; they may be reported to the human resources department on-site; or they may be raised through the Code of Conduct reporting channel, which includes toll-free hotlines, a web portal and an email address. Sites with unionized employees may also use the unions to bring grievances to management's attention.

External grievances are collected in a variety of manners, generally by the community relations team which has developed site-level, context-specific mechanisms.

While each site manages grievances appropriate to their local context and stage of development, Goldcorp has a guidance document for grievance management applicable across the organization. The Goldcorp Grievance System Framework was implemented last year and is part of our overall community engagement and risk management strategy. The framework is based on the premise that the handling and resolution of complaints at the local level is a natural extension of good community relations practice, and should be linked to a project's community relations programs and human rights management.

In all cases, once a complaint is received, an investigation is carried out by the appropriate level of management. Following the investigation, management will propose actions to resolve the issue.

Some overlap may exist between these channels. Due to the confidential nature of grievance management, as well as the ability of stakeholders to escalate their grievance through multiple channels, verifying at the corporate level the precise number by category has proven difficult. Ultimately this has impacted the degree of accuracy of the final results.

In the 2011 report, we reported that additional training was planned for 2012 to help sites better categorize grievances in order to facilitate reporting on human rights indicators. In February 2012, Goldcorp held a Human Rights training session at its company-wide Sustainability, Environment and Health and Safety conference to clarify activities that have the potential to impact human rights. In addition, ongoing training and awareness initiatives are in place for all of our sites to continue educating Goldcorp employees on the use of the Code of Conduct reporting channels. During 2012, implementation of our general Human Rights training was partially completed as a result of unplanned personnel departures. As a result of the temporarily reduced capacity, Goldcorp focused 2012 training efforts on the Marlin site, given the historical local context of human rights issues in the area. Goldcorp remains committed to ensuring that all sites are equipped to handle grievances with robust, credible and trusted procedures.

In 2012, three grievances directly related to human rights were reported at two sites, Cerro Negro and Marigold. In addition, our formal corporate-wide Code of Conduct mechanism received 43 complaints and/or inquiries regarding discrimination, harassment and other issues that could relate to human rights. In total, 94% of the reported grievances were resolved during the year. Of the incidents reported at the site level, all three were internal discrimination grievances.

In addition, four grievances (one at Peñasquito and three at Wharf) were related to land use and customary rights; however, none of these were identified at sites as human rights–related grievances. The previously mentioned human rights grievance at Cerro Negro was also related to land use. Since the grievance management system is site-based, and therefore contextually specific as well as confidential in nature, we have not attempted to define or describe them on a basis of significance in this report.

Goldcorp recognizes that grievances may fall into overlapping categories; the table below provides a breakdown of grievances by type and relevant GRI indicators.

Grievance type	#	Site(s)	Relevant GRI indicator
Human rights (site-based grievance mechanism)	3	Cerro Negro, Marigold	HR11
Code of Conduct mechanism	43	Cerro Banco, Cerro Negro, El Sauzal, Los Filos, Marigold, Marlin, Peñasquito	HR11
Harassment and/or discrimination	3	Cerro Negro, Marigold	HR4
Land use and customary rights	4	Peñasquito, Wharf	MM6

Site visits conducted with Ernst & Young, our external assurance provider, identified that tracking methods in place for grievances related to human rights were inconsistent from site to site. These process inconsistencies can produce anomalies in the data. As such, we acknowledge that additional training continues to be required to define and accurately document the types of grievances raised.

Existing processes precluded a precise determination of the exact number of human rights–related grievances. However, this finding identified opportunities to strengthen our processes going forward. We consider grievance management, particularly that of human rights grievances, to be a high priority for improvement. Some of the measures that will be put in place in 2013 to improve tracking of grievances are:

- Review human rights definitions at the site level and ensure that there is a consistent approach to identifying and reporting on them throughout the reporting process.
- Implement improved documentation methods for all human rights–related grievances.



COMMUNITY RELATIONS

At Goldcorp, we recognize that our operations will have impacts on the areas around our mine sites, bringing both opportunities and issues of concern for residents. We strive to partner with local stakeholders to understand their needs and address their questions, and to conduct our business in a way that supports strong, vibrant and sustainable communities. Our approach hinges on mutual respect, ongoing dialogue and a desire to work together to create sustainable prosperity. In 2012, some of our major achievements in community relations included:

- The creation of the Wharf Sustainable Prosperity Fund with an initial \$1 million donation, which will provide a source of investment for future generations around Wharf after the mine closes.
- The inauguration of a new medical centre in San Miguel Ixtahuacán, Guatemala, and a \$5 million donation to kick-start the construction of another one in Red Lake, Ontario, which will provide a sustainable partnership between Goldcorp, health authorities and local communities to provide medical care to both our employees and our neighbours.
- The first graduating class of CONALEP-Zacatecas, a technical post-secondary school that Goldcorp has supported in Mexico.

At Goldcorp, we consider creating and maintaining partnerships to be of the utmost importance in contributing to sustainable development in the communities where we operate. Accordingly, we were active members of industry associations and collaborative working groups, and in direct partnerships with international development and community organizations.

MANAGEMENT APPROACH

Goldcorp's management approach to community relations aims to ensure that we are responsible, respected and welcomed in our local communities. This vision was the result of collaboration with communities, non-governmental organizations, socially responsible investors and other key stakeholders, along with a supporting framework to guide how we implement our vision.

Our CSR framework provides guidance on many critical topics, including human rights, open and meaningful stakeholder engagement, sustainable community development investment, resettlement, closure planning, grievance mechanisms and procedures, emergency preparedness, anti-corruption, public policy, anti-competitive behaviour, and compliance.

Our management approach to Corporate Social Responsibility is led by our Senior Vice President of Corporate Affairs. Our Corporate Social Responsibility Policy is guided by international standards and best practices, and driven by our aspiration for excellence in our overall business performance.

Goals and Performance

We are committed to conducting our business responsibly, which means respecting the safety and health of our employees, protecting the environment, respecting the human rights of our employees and the residents of the communities where we operate, and contributing to the sustainable prosperity of those communities.

Our commitment to these efforts is outlined in our [Corporate Social Responsibility Policy](#) and [Human Rights Policy](#). Our overarching goal is to generate prosperity that continues beyond the operating life of our mines. To do this, our policies lay out several commitments, which govern how we will deal with our communities and stakeholders:

- Uphold and respect human rights set forth in the Universal Declaration of Human Rights and international humanitarian law.
- Develop meaningful and effective strategies for engaging with all stakeholders.
- Consult with local communities to identify effective and culturally appropriate development goals.
- Establish grievance mechanisms, based on international best practices.
- Partner with credible organizations, including non-governmental and civil society organizations.
- Identify and develop socio-economic opportunities that lead to sustainable prosperity in the communities and countries in which we operate.
- Integrate socio-economic, environmental, occupational health and safety, human rights, and governance best practices into our business processes.
- Make meaningful and sustainable contributions to the host countries and communities in which we operate.
- Respect the rights and traditions of Indigenous peoples in association with the ILO Convention 169, and seek to protect cultural and spiritual heritage as well as the environment.
- Minimize involuntary resettlement wherever possible, and when relocation cannot be avoided, establish, in consultation with affected communities, a resettlement plan in adherence to the International Finance Corporation Performance Standards and ILO Convention 169.

Local Communities and Indigenous Peoples

At Goldcorp, our policy is to seek and encourage partnerships with all local communities, and particularly the Aboriginal and Indigenous populations around sites. We strive to make a positive impact in our local communities through economic contributions, community involvement and consultation, support to health and education initiatives, and sponsorship of special events.

In particular, we strive to create employment and business opportunities for local Aboriginal and Indigenous communities, with sensitivity and support for their social and cultural practices. We also seek opportunities for cultural training for our non-Aboriginal employees and contractors to prepare them for working in the culturally diverse environment they may find on so many of our sites.

We are also a member of the International Council on Mining and Metals (ICMM) and as such we support and endeavour to implement the ICMM Position Statement on Mining and Indigenous Peoples, which provides nine commitments for member companies regarding Indigenous relations.

STAKEHOLDER ENGAGEMENT

Goldcorp is committed to building open and trusting relationships with its stakeholders and aims to carry out meaningful and effective engagement with a variety of stakeholders. This means a respectful, good faith and equitable dialogue that shares information and concerns with individual stakeholders. Our engagement spans various forms appropriate to the stakeholder: from information giving and gathering to consultation and shared decision-making. Whether our engagement involves site visits, briefings and updates, Town Hall or community meetings, workshops, or individual responses, Goldcorp takes every stakeholder relationship very seriously.

Stakeholder Groups

Local mine site management along with corporate and regional management are responsible for identifying, mapping, prioritizing and engaging with a variety of local, national and international stakeholders on topics related to our operations. This is a continuous process. We define a stakeholder as an individual, group or organization that is directly or indirectly affected by our operations, has a direct interest in our activities, and/or has the ability to influence outcomes and decision-making processes.

Our stakeholders include:

- Civil society and non-governmental organizations
- CSR consultants and third-party mediators
- Customers
- Educational institutions and academia
- Employees and contractors
- Host communities and Indigenous communities
- Media
- National, regional and local governments and regulators
- Religious groups
- Shareholders and investors, including socially responsible investor groups
- Suppliers

Approaches to Stakeholder Engagement

Goldcorp is committed to meeting or exceeding mandatory consultation requirements to ensure the development and sustainability of robust partnerships with all stakeholders who have an interest in Goldcorp's operations.

Our goal is to ensure that sustainable value results from our interactions with our stakeholders. We strive for continual improvement and, to that end, we actively seek out partnerships with local communities, government, civil society and non-governmental organizations. We believe that by working together we can create sustainable solutions to the challenges of operating sustainably in our local communities. For that reason, we began working with CARE Canada in late 2011 on a Stakeholder Engagement Tool for Goldcorp, which was distributed to sites in 2012. With CARE's extensive expertise in community development and their engagement approach which reaches out to the most marginalized groups, Goldcorp has the opportunity to learn to develop the best practice in the field.

Stakeholder engagement accompanies every phase of the project life cycle and includes a range of activities and approaches customized based on the stakeholder involved, operating context and desired engagement outcome. It is not practical to provide details on the frequency of every type of engagement at each site due to the sheer number of interactions each site has with its stakeholders. For example:

- At Musselwhite, the three committees that are responsible for overseeing the implementation of the Musselwhite Agreement meet two to four times a year. These committees include representation from Musselwhite, the First Nations communities and civil society. Éléonore has a similar agreement with the Cree Nation of Wemindji, the Grand Council of the Crees (Eeyou Itstchee) and the Cree Regional Authority; representative committees from these groups also meet regularly throughout the year.
- At Peñasquito, Community Relations team members meet with representatives of the *ejidos*, or communal lands, on which the mine operates or is adjacent.
- At Red Lake, the Community Stakeholder Exchange Committee is made up of community members and Red Lake representatives. The committee provides a way to exchange information on operations, community activities and sector development at Red Lake.

The form of stakeholder engagement is generally decided at each site and considers what is appropriate to the stakeholder. Key components of effective stakeholder engagement include:

- Relevant, accessible, culturally appropriate and timely information.
- Safe and accessible mechanisms for stakeholders to express their views.
- Methods for incorporating relevant feedback into Goldcorp's decision-making processes.

All of our sites have stakeholder engagement maps to help identify whom we should engage on specific issues. Five sites created a formal engagement plan in 2012. Whether through formal or informal channels, representatives from our mines meet regularly with local stakeholders. Frequently engaged groups include site employees (who typically come from local communities), suppliers, civil society, governments and members of local communities. Some sites also hold meetings with Aboriginal and Indigenous groups. These sessions help us to understand and address local issues and to communicate important information about Goldcorp's policies and programs. Key issues are discussed in these meetings, including issues related to environmental concerns (e.g., water quality, noise from operations), land use changes, potential for resettlement, local employment and economic development, and pressures on local services and infrastructure. Our stakeholders identify several indirect impacts as potentially significant, including loss of income and jobs to outside workers and contractors. Through these discussions, we also identify with our stakeholders mitigation and monitoring steps to respond to these concerns. Several of Goldcorp's sites have developed successful partnerships with communities. For example, Porcupine's Watchful Eye group is a very active community liaison committee whose mandate is to work with Porcupine Gold Mines to assist in problem-solving to ensure a sustainable community.

Goldcorp provides specific guidance in our Stakeholder Engagement Tool to identify vulnerable populations and implement targeted and appropriate engagement. We recognize that groups considered as vulnerable populations are context specific and will vary from site to site.

Corporately, our stakeholder engagement is focused on shareholders, capital market participants, governments (usually at the national level) and civil society (principally national and international NGOs). Goldcorp's CEO meets annually with socially responsible investors to address issues of concern to this group. Regular communication is maintained with these groups throughout the year to respond to specific inquiries. Other more general public communication processes include regulatory filings, annual and quarterly reports, news releases, blog posts, fact sheets, presentations by senior management, as well as meetings, individual letters and telephone conversations, media interviews, and press conferences. At all times, Goldcorp and our employees are conscious of our obligations, under the provisions of securities laws, relating to the disclosure of material information. To learn more about our approach to timely disclosure and confidentiality, click the link in the sidebar.

The Goldcorp website (www.goldcorp.com) is the primary source of public general information. The Vice President, Investor Relations, is responsible for creating and maintaining the website. The site includes an email link to an Investor Relations contact which facilitates communication with investors and other stakeholders. We also maintain a separate website (www.goldcorpguatemala.com) for our operations in Guatemala.

Goldcorp also engages corporately with industry groups, particularly those that encourage sustainable operations in the mining industry. Goldcorp is an active member of the International Council on Mining and Metals (ICMM). In 2012, our senior management provided key support in coordinating the ICMM's annual Health and Safety Conference. We are also a member of the World Gold Council (WGC). In 2012, we seconded one of our employees to contribute to the development of the WGC's Conflict-Free Gold Standard, which was published in October. In 2013, we will be preparing our sites to ensure that the standard can be met. Another key collaborative group in which we participated in 2012 was the Devonshire Initiative, which is a unique Canadian platform that brings together mining companies and civil society to share experiences, understand concerns and build mutually beneficial partnerships and initiatives. To see a list of our memberships and the platforms in which we participate, see our section on [Commitment to External Initiatives](#).

Sustainability Indexes and Rating Agencies

Goldcorp maintains a principled and conscientious approach to corporate citizenship and our aim is to ensure that ratings agencies and sustainability indexes have accurate and timely information about our company when making their evaluations. While inclusion in indexes that measure sustainability performance is interpreted positively by our internal and external stakeholders, the methodologies of each them is unique and we do not view inclusion as an end in itself.

DOW JONES SUSTAINABILITY INDEX

Goldcorp was listed again on the Dow Jones Sustainability Index (DJSI) in 2012, following its first appearance on the global list in 2010. The DJSI is a fluid index, with companies replacing one another on a regular and ongoing basis. The DJSI recognized Goldcorp as being among the top 10% of companies in its review.

NASDAQ SUSTAINABILITY INDEX

The NASDAQ OMX CRD Global Sustainability Index is an index made up of 100 companies that lead in measuring and reporting their carbon footprint, energy usage, water consumption, hazardous and non-hazardous waste generation, workforce initiatives and community investing. Included companies must voluntarily disclose their current environmental, social and governance risks as well as their revenue opportunities and how these will affect future performance.

COMMUNITY ENGAGEMENT

Goldcorp undertakes community engagement at 100% of its mining operations, though the format may vary by site. Goldcorp's Corporate Social Responsibility Framework provides a series of tools, policies and guidelines that are to be used by the community relations teams at each site. The Framework details the programs that are in place to assess and manage the impacts of our operations on communities throughout the mining life cycle: from before we enter a community, through the operating period, and when we exit a community. Goldcorp has developed accompanying guidelines, which include how to implement such aspects of community relations as:

- Socio-economic baseline studies
- Stakeholder identification and mapping
- Human rights training
- Land acquisition and compensation
- Grievance mechanisms
- Sustainable community development
- Local inclusion (training, hiring, procurement and influx management)
- Socio-economic closure plans

The diagram below shows the programs included in the CSR Framework. Although they are presented linearly, many of these activities run parallel to each other. Certain aspects also depend on the point in the mine life cycle. For example, every site goes through an environmental impact assessment during the feasibility stage, which generally includes an assessment of potential community impacts and ways to mitigate negative ones and support positive ones. Once sites are in the construction and operations stages, they will carry out a baseline study related to environmental and social impacts and periodically update the study to monitor our effect on local communities and the physical surroundings. For example, Cerro Blanco completed a Social and Environmental Impact Study in 2012 and Peñasquito collected socio-economic data to produce an updated baseline study.

CSR AT GOLDCORP ACROSS THE LIFE OF A MINE: RESPONSIBLE, RESPECTED AND WELCOMED:



Each of these programs has a monitoring aspect, which requires measuring key performance indicators. The overall CSR Framework has been implemented at 100% of our mining operations.

All of our mines have dedicated personnel whose roles are to ensure that host communities benefit directly from our operations. Some of our larger operations have formal consultation committees. These committees generally address environmental issues associated with mining operations, rehabilitation and mine closure planning, social inclusion, improved community services and future plans for the operation. For example, at the Eléonore project, there are parallel feedback processes in place with the explicit goal of continuously monitoring and assessing the impact of the project in surrounding communities. This includes the Community Agreement Implementation Mechanism involving community, government, civil society and Goldcorp management; and also Comax, a committee made up of local administration members, social and economic development organizations and members of the Goldcorp management team focused on monitoring the impacts of the Eléonore project. At Musselwhite, there is a formal agreement with the local First Nations, which is implemented through three committees that meet regularly to ensure that the provisions of the agreement are observed and implemented, as well as to provide a forum for free dialogue and conflict resolution.

Community Contributions

Goldcorp's contributions to local communities in 2012 amounted to \$982 million, compared to \$665 million in 2011. For example, in 2012 Goldcorp inaugurated a medical centre for local communities near the Marlin mine and made a \$5 million donation to build a similar one near Red Lake. For more information on these key community investments, see our [Community Relations Stories](#).

Direct and Indirect Contributions

DIRECT CONTRIBUTIONS

Direct contributions amounted to \$12.6 million, compared to \$12.5 million in 2011. Each of our sites has specific programs to engage and support groups or groups that have traditionally been vulnerable or disengaged within our local communities. This can range from support to groups such as the Red Lake Emergency Shelter to targeted hiring, training and education programs at Eléonore, Peñasquito and Cerro Negro. Direct contributions relate to money or in-kind benefits provided directly to community organizations or community representatives for specified purposes, including:

- *Donations:* direct contributions to community well-being
- *Infrastructure:* electricity, water, roads, etc.
- *Services:* health and education
- *Development:* agriculture, micro-loans, business development, etc.
- *Other:* administration and other contributions not allocated to the categories above

INDIRECT CONTRIBUTIONS

Indirect contributions amounted to \$970 million, compared to \$653 million in 2011. Indirect contributions relate to money or in-kind benefits provided to community organizations, local governments or individuals for unspecified purposes, or the purchase of goods and services from the local area, including:

- *Local royalties and taxes*: taxes of all kinds paid to local authorities
- *Compensation agreements*: monies paid as part of formal compensation agreements
- *Local goods*: goods purchased from the local area
- *Local services*: services supplied from the local area

Donations

Each of our operations supports its local communities through direct philanthropic contributions. Goldcorp, as a corporate entity, also provides substantial support through donations and sponsorships. Our policy is to focus our charitable donations in the areas of education, health, community development and the arts. In 2012, Goldcorp's corporate donations totalled approximately \$13.4 million, compared to \$8 million in 2011. The previous year, Goldcorp's Board of Directors approved a Donations Policy that establishes a target for donations of 1% of pre-tax earnings from operations, in line with Imagine Canada's guidelines.

Foundations

Goldcorp has established foundations in the United States, Guatemala and Honduras to provide long-term community assistance. In 2012, Goldcorp made an initial \$1 million contribution to start the Wharf Sustainable Prosperity Fund, in order to support future generations in Lead, South Dakota, after the Wharf mine closes. It is administered by the South Dakota Community Foundation, a public non-profit organization. Local Goldcorp management participates in the Wharf Sustainable Prosperity Committee, which will ensure that Wharf leaves a positive legacy even after operations are complete.

Fundación Sierra Madre (the Sierra Madre Foundation) in Guatemala was founded in 2003 by the Marlin mine. Its mission is to implement sustainable, community-based development and capacity-building programs in the municipalities of San Miguel Ixtahuacán and Sipacapa. It is managed and staffed by Guatemalans, and has become an important part of the local community throughout the municipality of San Miguel and in villages in the municipality of Sipacapa. The foundation plays an integral role in building local capacity and promoting economic and community sustainability.

Fundación San Martín (the San Martín Foundation) is a non-profit organization founded in 2000 by the San Martín mine to promote sustainable development in the Honduran region known as Valle de Siria. It is a key example of our closure plans at work after operations. The foundation's purpose is to secure benefits for the community on a permanent basis by creating employment opportunities and economic development in the area during and after mine operations.

For more information, see our story on these funds in the [Economic Performance](#) section.

Education

Throughout the year, we extended and enhanced many of our ongoing education and training initiatives.

In Mexico, we want to ensure that young people in local communities have the skills they need to join our workforce and participate in fulfilling careers. To this end, we partner with government to support the programs of the National College of Technical Professional Education (CONALEP) for post-secondary technical training in mining technology. Throughout the communities we support a number of government-run adult literacy and basic education programs.

In Honduras, where reclamation of the San Martín mine began in 2008 following its last year of commercial production, the 1,500 hectare former mine site was donated to the San Martín Foundation and now supports sustainable local business. We continue to support the educational facilities that we built, support teachers for local elementary schools, and fund scholarships for students.

In Canada, we maintain many programs to foster career and personal growth for employees, including a mentoring program that encourages staff to relocate temporarily in order to experience other Goldcorp sites, where they can broaden their personal and professional horizons.

Goldcorp has also made significant investments in post-secondary education by way of donations to the University of Toronto's Lassonde Institute for Engineering Geoscience, the University of British Columbia's Earth Sciences Building, Ottawa University's Telfer School of Management and the Simon Fraser University Centre for the Arts in Vancouver.

INDIGENOUS RELATIONSHIPS

Goldcorp respects the human rights, cultures, customs and values of those who are affected by our activities. We strive to ensure community engagement through consultation and special events, and by partnering with various organizations for a range of community development programs. In 2012, there were no incidents reported of violations to the rights of Indigenous peoples at our sites.

Nine of our sites (including one closed site, Equity Silver) are operating in or adjacent to Indigenous people's territories and these sites have identified 48 different Indigenous groups in the surrounding areas. Éléonore, Marlin and Musselwhite have formal agreements in place with the Indigenous communities.

Collaboration with Indigenous Communities

At several of our operations, Indigenous people are a key community group. We acknowledge their traditional cultures and knowledge. We also seek to consult and partner with Indigenous communities to improve economic, environmental and social opportunities in the areas where we operate. El Sauzal, Éléonore, Marlin, Musselwhite and El Morro have specific programs to collaborate with Indigenous communities.

MUSSELWHITE AND THE FIRST NATIONS COMMUNITIES

In 2001, we established an innovative agreement (the Musselwhite Agreement) with local First Nations communities which provides them with a range of education, training, employment and business related services. The signatories to the agreement are the First Nations of North Caribou Lake, Cat Lake, Kingfisher Lake and Wunnumin Lake, as well as the Shibogama First Nations Council and the Windigo First Nations Council. Affiliates to the agreement include three other First Nations communities that are affiliates to the Shibogama First Nations Council, and five other First Nations communities that are affiliates to the Windigo First Nations Council. The agreement sets targets for First Nations training and employment opportunities at the mine, as well as business development that will benefit the area over the long term and beyond the life of the mine. There are three public liaison committees, each composed of a cross section of diverse interests from local communities. Through these committees, the mine is able to report its progress, receive feedback and hear concerns directly from local citizens on environmental, social and economic matters.

ÉLÉONORE AND THE CREE NATION OF WEMINDJI

In 2012, work continued on the advancement of the Éléonore project located in the James Bay region of Québec approximately 190 kilometres east of the Cree Nation of Wemindji and 320 kilometres north of the town of Matagami. Goldcorp, through Éléonore, has continued building on its relationship with the Cree and in particular the Cree Nation of Wemindji. In February 2011, the Cree Nation of Wemindji, the Grand Council of the Crees (Eeyou Istchee) and the Cree Regional Authority signed a Collaboration Agreement regarding the development and operation of Éléonore in northern Québec.

With the support of the people of Wemindji, the community formally approved the agreement on January 26, 2011 with the unanimous consent of Wemindji's Chief and Council. It was subsequently approved unanimously by the Grand Council of the Crees (Eeyou Istchee) and the Cree Regional Authority on February 3, 2011, representing the support of the Cree Nation as a whole, and ensuring a stable regional environment for the development and operation of Éléonore.

Under the agreement, Goldcorp recognizes and respects Cree rights and interests in the area of Éléonore and the Crees recognize and support Goldcorp's rights and interests in the development and operation of the project. The agreement will be in effect for the life of the mine and it includes provisions regarding the participation of the Crees in the development of Éléonore throughout the life of the mine, including employment and business opportunities and training and education initiatives. The agreement also reflects Goldcorp's commitment to protecting the environment and supporting the Crees' social and cultural practices in a spirit of continued collaboration.

Resettlement

Resettlement is a complex and life-changing issue for the communities affected. Our approach is to seek voluntary resettlement when resettlement is necessary. The timing and location of resettlement is negotiated with the affected households and every reasonable effort is made to ensure that the integrity of the communities is maintained. For all resettlement processes, Goldcorp staff will prepare a Resettlement Action Plan. A Resettlement Action Plan is a comprehensive plan that addresses the impacts of physical and associated economic displacement. It documents the policies to which Goldcorp will adhere, the procedures that we will follow, and the actions that we will take to engage with stakeholders, mitigate adverse impacts, compensate losses and provide development benefits to displaced persons, households and communities.

As a general rule, resettlement will be to a location that offers equal or higher value, characteristics and advantages of location. Our guiding principle on land-related matters is to create and foster trust which results in mutual benefits.

In 2012, we undertook resettlement at Cerro Negro. The resettlement process involved one household. Goldcorp consulted with the caretaker of a ranch that Goldcorp acquired to reach an agreement on financial and physical support. The individual selected the area to which they would move and Goldcorp provided a pension to facilitate retirement, as the person was of age.

ISSUES AND CONCERNS

Stakeholder engagement is a continuous process. It is undertaken by individual employees, by small groups and by those representing Goldcorp as a whole (usually from our corporate or regional offices). Local mine site management, along with support from corporate and regional management, is responsible for identifying, mapping and engaging with a variety of local, national and international stakeholders on topics related to our operations.

Stakeholder Topics of Concern

Topics raised during local stakeholder engagement included economic development, employment and training opportunities, requests for support on health, infrastructure and education initiatives, environmental performance, mine rehabilitation, agreements with local landowners, the lifespan of the mine, and the prior consultation and consent of Indigenous communities.

As a member of the International Council on Mining & Metals (ICMM), Goldcorp is committed to implementing and measuring its performance against the ICMM's ten principles, which include:

- Upholding fundamental human rights and respecting cultures, customs and values in dealings with employees and others who are affected by Goldcorp's activities.
- Contributing to the social, economic and institutional development of the communities in which we operate.
- Implementing effective and transparent engagement, communication and independently verified reporting arrangements with Goldcorp stakeholders.

The ICMM's Position Statement on Mining and Indigenous Peoples includes a commitment to "participate in national and international forums on Indigenous people's issues, including those dealing with the concept of free, prior and informed consent."

In addition, Goldcorp's corporate policy on human rights is consistent with the ICMM's ten principles and industry best practice.

Community Issues

Goldcorp acknowledges the potential for adverse impacts on communities as a result of mining activities. Examples of such impacts include heightened environmental risks, as well as competition for employment opportunities and local infrastructure services. All of Goldcorp's operations have procedures for handling community issues, which they endeavour to resolve with a mutually acceptable solution. In 2012, the issues mainly related to noise, dust, traffic, vibrations from blasting, and water usage. In all cases, we sought to establish meaningful and transparent dialogue with the community member(s) and to take appropriate remedial action. We utilize the same channels for community concerns raised by stakeholders as those used for human rights grievances. More information on how our grievance mechanisms work can be found in the section on [Human Rights Grievances](#).

Artisanal Mining

No artisanal or small-scale mining was reported on any of our sites. However, the access road to our El Morro site passes near the property of small-scale miners. The site maintains a close relationship with the local mining association that represents small-scale miners in the area.

Compliance

At Goldcorp, we strive not only to operate with full compliance with the applicable laws and regulations of the jurisdictions where we work, but also to fulfill additional best practices and voluntary standards. We regularly engage in both internal and third-party monitoring on regulatory compliance issues such as labour conditions and environmental impacts. We also welcome the inspection undertaken by relevant authorities to ensure we are conforming to regulations and advise us of non-compliance so that we can take the necessary steps to rectify that.

In 2012, there were a number of fines for non-compliance with regulations. The total amount, excluding environmental fines, was approximately \$3.2 million. The fines were levied at four sites and covered a range of issues:

- **Cerro Negro:** Three fines were received following challenges in meeting local hiring laws. In 2012, the province of Santa Cruz enacted laws requiring companies to hire 70% of its workforce locally. This mandatory target applies to both employees and contractors. The three fines together amounted to approximately \$2.8 million. All cases are currently under appeal with provincial courts as Goldcorp continues to work diligently with the province of Santa Cruz and neighbouring municipalities to develop capacity and skills within the region that will allow the company to fulfill the targets set in this requirement within a reasonable timeframe.
- **Marigold:** 32 fines and sanctions were received amounting to \$13,734 total. The majority of these fines were levied by the US Mine Safety and Health Administration.
- **Porcupine:** One fine was received in relation to the fatality that occurred in 2011. The total amount of the finewas \$425,000.
- **Wharf:** Wharf also received 32 fines for a total of US\$11,535. All fines were received from the US Mine Safety and Health Administration.



ENVIRONMENTAL STEWARDSHIP

At all stages of mining activity – from exploration and planning to operations and eventual closure – we strive to limit our environmental impacts through the efficient use of natural resources, mine waste reduction, and biodiversity conservation contributions. Goldcorp is committed to the highest standards of environmental management and performance, striving to go beyond regulatory compliance and lead with industry best practices. Highlights from our performance in 2012 include:

- Starting the first phase of a five-year Energy Strategy.
- Decreasing by 9% the amount of Scope 1 and 2 greenhouse gas emissions per tonne of ore moved.
- Improving our water accounting system to provide a more accurate understanding of our water consumption intensity.

MANAGEMENT APPROACH

Goldcorp believes that minimizing our environmental footprint in operations is a critical aspect to fulfilling our vision of Together, Creating Sustainable Value. By integrating environmental considerations into how we operate, we aim to minimize risks and increase efficiencies without compromising our standards.

Goals and Performance

Goldcorp understands that by setting goals and monitoring and reporting performance against those goals, we are creating key drivers for improved performance across the organization. The most important corporate environmental goals over the last few years have involved the Cyanide Code, our Energy Strategy, our environmental management systems and mine closure. One of our most important corporate environmental goals going forward will be the implementation of a Water Strategy, which is currently under development.

The Cyanide Code – In July 2007, Goldcorp became a signatory to the International Cyanide Management Code. Certification to the Cyanide Code requires verification against the principles of the Cyanide Code by an independent third-party auditor accredited by the International Cyanide Management Institute. All nine of our operating mines have been certified. Four operations (Marigold, El Sauzal, Musselwhite and Marlin) have been re-certified to the Cyanide Code.

Energy Strategy – Goldcorp established its Energy Strategy in late 2011, which sets targets for energy efficiency, renewable resource use and greenhouse gas emissions. By the end of 2016, Goldcorp aims to increase energy efficiency by 15%, incorporate renewables to supply 5% of our energy, and reduce our greenhouse gas emissions by 20%. During the course of 2012, all sites developed an Energy Management Plan to establish initiatives towards achievement of these targets.

Environmental Management System – Establishing an environmental management system creates an orderly approach to dealing with the environmental aspects of our work. Goldcorp previously required all operations to develop an environmental management system by the end of 2010. All operations indicated that they had met this requirement, so in 2011 we commenced a program of internal audits to review and verify these management systems. Beginning in 2013, Goldcorp will further develop the corporate environmental management system to provide a more thorough and measurable set of standards applicable to the operations.

Mine Closure Plans – Goldcorp is committed to developing, operating and closing each of its mining properties in a sustainable manner throughout the full mine life cycle. To do this effectively and efficiently requires the development and ultimate implementation of a closure plan. Our closure plans and costs are reviewed and updated annually as a part of our business planning cycle. The executive summary of Marlin's most recent closure plan has been [posted on our website](#) in response to a specific request.

Policy

Goldcorp is committed to best practices in environmental management for all aspects of its operations. Our approach to improving environmental performance is guided by our [Environmental and Sustainability Policy](#), which promotes the development and implementation of effective systems to minimize risks to health, safety and the environment and to design, operate and close our facilities in compliance with international guidelines and local regulations.

The core values of our Environmental and Sustainability Policy can be summarized as:

- Commitment to the protection of life, health and the environment for present and future generations.
- Respect for the needs and cultures of local communities.
- Open communication with employees, stakeholders and governments on our plans, programs and performance.
- Cooperation with government agencies, local communities, educational institutions and suppliers to achieve safe handling and disposal of all our materials, resources and products.
- Application of the best technologies to improve continuously the safe, efficient use of resources, processes and materials.

Goldcorp's Environmental and Sustainability Policy requires that all mine facilities are designed, constructed, operated and closed in compliance with applicable local laws and regulations, and meet internal or appropriate international guidelines.

We have also established internal operating standards for critical environmental activities, including: tailings management, cyanide management, mine closure, incident reporting and environmental audit.

Organizational Responsibility

The President and Chief Executive Officer of Goldcorp is ultimately responsible for Goldcorp's environmental performance. At the Board level, the Sustainability, Environment, Health and Safety Committee of the Board oversees our environmental impacts and activities (see [Board Oversight of Sustainability](#) for more information on the role of this committee).

Goldcorp's technical and strategic environmental programs are headed by a Vice President of Environment who reports to the Chief Operating Officer and is supported by environmental professionals.

Training and Awareness

Environmental training and awareness is principally a site function. This begins with an introduction to the overall environmental culture of Goldcorp during the employee induction training and progresses to specific environmental requirements of each site. Environmental awareness programs are conducted periodically with the intention of ensuring that all employees understand their accountability for environmental protection in the workplace and their duty-of-care to the broader environment.

Goldcorp also encourages and supports continuing professional development for its environmental staff. Every two years, Goldcorp holds a Sustainability Workshop covering the areas of Safety and Health, Corporate Social Responsibility and Environment. This brings together our employees in these areas to discuss strategy and implementation and to enhance skills in selected areas. These workshops are well attended by senior management, Board members and a cross-section of employees from various areas of the company.

Goldcorp also promotes the attendance of its environmental professionals at relevant conferences, workshops and seminars outside the company to encourage interactions with their peers. This provides both benchmarking opportunities, as we compare our performance against our peers, and the opportunity to promote Goldcorp's environmental performance through the presentation of technical papers.

Monitoring and Follow-up

Goldcorp has enhanced its environmental audit program to ensure that available resources are focused in areas that most require assessment and review. Various audits, reviews and gap analyses were conducted in 2012 in the following areas: Environmental Management Systems, the Cyanide Code, Tailings Dam Operations and Asset Retirement Obligations. Other audits specific to environmental performance and compliance will be conducted beginning in late 2013 or early 2014.

MATERIALS

We believe that effective environmental performance encourages greater efficiency at our operations and minimizes risks to our business, contributing directly to our long-term success. We are committed to reducing our impacts on the environment and to the efficient use of resources.

Process Materials

Process materials are separated into two categories: raw materials (the ore from which we extract product) and consumables (materials that are used in our processing but are not part of the final product). All materials reported are for operational sites only, unless otherwise specified.

RAW MATERIALS

Goldcorp mines ore from both open pit and underground operations. This ore is either processed through a mill or placed on a heap leach pad to extract the product. In total, this material is referred to as "tonnes of ore processed" (milled plus heap leached).

The total tonnes of ore processed in 2012 was 97.4 million tonnes (t), compared with 94.5 million t in 2011, an increase of 3%.

	2012	2011	Trend
Milled (Mt)	46.7	41.1	14%
Heap leached (Mt)	50.7	53.5	-5%
Total Ore Processed (Mt)	97.4	94.5	3%

CONSUMABLES

We use significant amounts of reagents and other consumables in our operations, the most significant of which are outlined below.

	2012	2011	Trend
Cyanide (t)	28,100	23,00	22%
Lime (including quicklime) (t) ¹	163,800	164,300	0%
Sodium metabisulphate (t)	3,900	3,600	9%
Grinding balls (t)	53,000	42,700	24%

Recycled Materials

Using recycled input materials helps reduce the demand for virgin material and contributes to the conservation of the global resource base. Recycled input materials used at our mines include waste oil, fly ash, used liners, biosolids from the pulp and paper process, and glass. Recycled input materials as a percentage of our total input materials (principal process materials - excluding fuels) was 17.6% in 2012, similar to 2011 which was 18.5%. All of these recycled materials are sourced internally with the exception of the biosolids, which are sourced externally from the pulp and paper industry. It is important to note that biosolids were 84% of the total recycled materials used.

¹ Includes lime consumed for closure activities at the Equity Silver property.

ENERGY

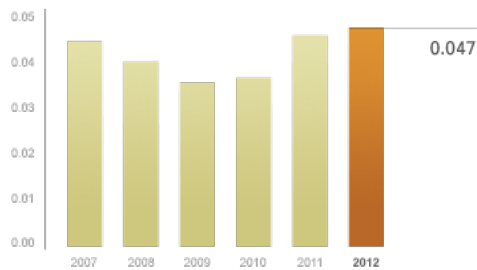
Mining is an energy intensive industry. Goldcorp implemented an Energy Strategy in 2012 that includes a five-year plan, which sets the following key targets:

- Increase energy efficiency by 15%.
- Reduce emissions by 20%.
- Source 5% of energy from renewable sources.

Each mine completed an Energy Management Plan in 2012 to identify energy efficiency improvement opportunities. Execution of these opportunities will take place from 2013 to 2016 as part of Goldcorp’s Energy Strategy.

Energy used at our operations is primarily in the form of fuel and electricity. Diesel is consumed for transport of ore, waste rock and low moisture content tailings, as well as for on-site power generation in certain cases. Additionally, electricity is purchased from the grid for both mining and milling operations.

TOTAL ENERGY USE (GJ) PER TONNE MOVED



Mines are dynamic entities: the rate of production and waste rock stripping ratios change constantly. Energy intensity, defined as the total amount of energy needed to move material, is a useful metric to track how efficiently we are moving material, including ore, waste rock and tailings. Most maturing mines see an increase in energy intensity due to longer and deeper haulage routes; therefore, our sites are implementing energy efficiency initiatives to minimize this effect.

To understand better the opportunities to improve energy efficiency, Goldcorp further breaks down energy intensity by direct and indirect energy sources. Direct energy is defined as the energy consumed by the organization within its boundaries, on-site diesel consumption being the primary source. Indirect energy is defined as the energy consumed by the organization but generated outside the reporting organization’s boundaries, such as purchased grid power.

Total energy consumption at both our projects and operating mines in absolute terms, in units of gigajoules (GJs), increased by 13% from 2011 to 2012. Of that total, direct energy use increased by 10% and indirect energy use increased by 15%.

Total energy consumption moved per tonne of material moved at our operating mines increased by 3% from 2011 to 2012. Direct energy consumption per tonne of material moved increased by 1% from the previous year, and indirect energy consumption per tonne of material moved increased by 6% from the previous year.

	2012	2011	Trend
Direct energy use (GJ)	10,011,700	9,113,900	10%
Indirect energy use (GJ)	7,351,000	6,341,000	16%
Total energy use (GJ)	17,362,700	15,454,900	12%
Direct energy intensity (GJ/tonne moved)	0.0269	0.0267	1%
Indirect energy intensity (GJ/tonne moved)	0.0198	0.0186	6%
Total energy intensity (GJ/tonne moved)	0.0467	0.0453	3%

A small amount of the direct energy consumed came from renewables in 2012, specifically 2,300 GJs. This occurred at Musselwhite and San Martin which both began utilizing and quantifying solar energy use in 2012.

All of our indirect energy is from grid power and we are in the process of analyzing the different types of energy used to generate the electricity that we buy in the various power jurisdictions in which we operate. The majority of the grid power we purchase in Ontario is hydroelectric power, and approximately 80% of the grid power purchased at Marlin in 2012 came from hydroelectric sources. The grid power in Mexico comes from various sources but is often supplied by diesel-fired power plants. More detailed analysis of grid power sources is underway to help us better understand our greenhouse gas emissions.

GREENHOUSE GAS AND AIR EMISSIONS

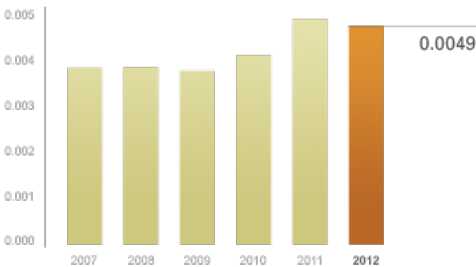
Greenhouse Gas Emissions

Greenhouse gas emissions are divided into three categories depending on the source:

- *Scope 1 (direct)* greenhouse gas emissions are derived from sources that are owned or controlled by the reporting organization. Our principal source of Scope 1 emissions is the consumption of diesel for power generation and for our heavy equipment.
- *Scope 2 (indirect)* greenhouse gas emissions are generated at sources owned or controlled by another organization. Our principal source of Scope 2 emissions is purchased electricity.
- *Scope 3 (other indirect)* greenhouse gas emissions include emissions from business materials, travel and commuting to work. Scope 3 greenhouse gas emissions were calculated from published factors for our use of lime and cyanide, and some air transportation of employees to mine sites. The factors for air transportation were from the GHG protocol with respect to aviation gas and jet fuel and the factors for lime and cyanide were based on a general literature search.

Similar to the metric for energy intensity, greenhouse gas emission intensity is defined as the total amount of greenhouse gas emissions per tonne of material moved. Material moved includes the ore, waste rock and tailings. We use this metric to track how effectively we are managing our greenhouse gas emissions as we mine and process.

TOTAL SCOPE 1 AND 2 GHGs (TONNES OF CO₂e) PER TONNE MOVED



Most maturing mines see an increase in greenhouse gas emissions as well as energy consumption due to longer and deeper haulage routes and increased ventilation needs in underground mines. Our sites are implementing energy efficiency initiatives to minimize this effect. We are also evaluating fuel types, power supply sources and, where opportunities exist, renewable energy projects. For instance, Musselwhite has a solar wall on the shop. The calculated reduction in energy use from this is approximately 400 MWh per year, which is helping advance Musselwhite’s contribution to Goldcorp’s aggressive renewable energy target. Marlin secured approximately 80% of its purchased electricity from a hydroelectric plant in 2012, which has a lower emission factor compared to the electricity purchased from the spot market in Guatemala. Marlin also purchased electricity from this hydroelectric plant in 2011. However, it was a smaller percentage of the total than it was in 2012. This resulted in a significant reduction in greenhouse gas emissions from consumption of indirect energy at Marlin.

Total Scope 1 and Scope 2 greenhouse gas emissions at our operations decreased by 0.5% from 2011 to 2012. Adding in Scope 3 emissions resulted in a 3% total increase in greenhouse gas emissions. The greenhouse gas emissions in absolute terms decreased even though total energy consumption increased. This is related to the active greenhouse gas management initiatives previously mentioned at Musselwhite and Marlin, and also because the emissions factors for the purchased electricity in Ontario and South Dakota decreased significantly between the 2011 and 2012 reporting periods.

The graph illustrates the scope 1 and 2 greenhouse gas emissions per tonne of material moved, which decreased by 9% from 2011 to 2012 for Scope 1 and 2 greenhouse gas emissions for the reasons previously noted. With the addition of Scope 3 emissions, the intensity metric decreased by 6% from 2011 to 2012.

GHGs were calculated in accordance with the [GHG Protocol](#).

	2012	2011	Trend
Scope 1 greenhouse gas emissions (tonnes of CO ₂ e)	682,400	643,700	6%
Scope 2 greenhouse gas emissions (tCO ₂ e)	685,100	731,000	-6%
Total Scope 1 and 2 greenhouse gas emissions (tCO ₂ e)	1,367,500	1,374,700	-0.5%
Scope 3 greenhouse gas emissions (tCO ₂ e)	439,100	382,200	15
Total greenhouse gas emissions (tCO ₂ e)	1,806,600	1,756,900	3%
Scope 1 and 2 greenhouse gas emissions intensity (tCO ₂ e/tonne moved)	0.0040	0.0037	-9%
Scope 1, 2, and 3 greenhouse gas emissions intensity (tCO ₂ e/tonne moved)	0.0049	0.0051	-6%

Air Emissions

Reporting on air emissions is mandatory in Canada and the United States under the following legislation:

1. The *National Pollutant Release Inventory* (NPRI) is Canada’s legislated, publicly accessible inventory of pollutant releases (to the air, water and land), disposals and transfers for recycling.
2. The *Emergency Planning and Community Right-to-Know Act 1986* (EPCRA) requires the US Environmental Protection Agency (EPA) and the states to annually collect data on releases and transfers of certain toxic chemicals from industrial facilities, and to make the data available to the public in the Toxics Release Inventory (TRI).

Our three most significant air emissions by weight are carbon monoxide, nitrous oxide and particulate matter. Data is collected in Canada and the US and submitted to national databases, which collate data from significant emitters. The absence of similar legislation in other jurisdictions means that not all of our other mines routinely measure or calculate these emissions. It will be a priority in future years to extend this data collection to additional operations.

Certain chemicals are recognized as ozone-depleting substances because they break down in the stratosphere and release chlorine or bromine, which destroy the stratospheric ozone layer. Most ozone-depleting substances are controlled under the Montreal Protocol and its amendments, and include chlorofluorocarbons (CFCs), hydrochlorofluorocarbons (HCFCs), halons and methyl bromide. Ozone-depleting substances are used as foam blowing agents, solvents, fire-extinguishing agents, and refrigerants for air conditioning and refrigeration applications. Wherever possible, we have eliminated ozone-depleting substances from our workplaces.

We recorded releases of 0.0032 kilograms of these substances in 2012. A small amount of methyl chloroform was used in 2012 as a metal cutting fluid. The product has since been removed and updated to a more environmentally friendly product.

We saw a considerable reduction in the emissions of sulphur dioxide in 2012. This was a result of improved calculation methods, using actual fuel consumption instead of equipment running time and by taking into consideration the lower concentration of sulphur found in the diesel fuel consumed.

The data outlined below compare emissions from one year to the next from our Canadian and US operations. The methodology is included in the online data associated with the NPRI and TRI. However, it should be noted that the scope and methodology of emissions calculations differ between the two programs.

	2012	2011	Trend
Carbon monoxide (t)	1,910	1,450	32%
Oxides of nitrogen (t)	920	1,270	-27%
Sulphur dioxide (t)	10	140	-92%
Particulate matter (t)	270	210	30%

Note: This table includes Canada and US data only.

CLIMATE CHANGE

Climate change is now firmly established on the long-term policy agenda and has become an integral part of the everyday context of doing business. Supplies of clean, reliable and affordable energy are fundamentally important for sustainable development, particularly for economic development and improving social welfare in developing countries. However, scientific evidence suggests that to protect the global climate system, sustained reductions in greenhouse gas (GHG) emissions are necessary. Goldcorp has established an Energy Strategy as previously detailed to ensure our contribution in the reduction of GHG emissions. Goldcorp has also established a Climate Change Position Statement.

Regulatory Initiatives

In addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emissions levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, Goldcorp expects that it will result in increased costs at some of its operations. Goldcorp continues to monitor the requirements of the Western Climate Initiative (WCI), Québec's new cap-and-trade regulation, the US Environmental Protection Agency (EPA) Mandatory GHG Reporting Rule and the Ontario Climate Change Initiatives and other such new regulations related to climate change in the countries in which we operate.

Climate Change Risks

Goldcorp will continue to address the potential physical risks of climate change, such as sea level rise and changing weather patterns.

Sea Level Rise – Our operations are not directly threatened by current predictions of sea level rise. All of our operations are located well inland, at elevations of between 100 and 1,000 metres above sea level.

Extreme Weather Events – Extreme events (such as increased frequency or intensity of hurricanes, increased snow pack, prolonged drought, etc.) have the potential to disrupt mining operations. Where appropriate, facilities have developed emergency plans for managing extreme weather conditions. However, extended disruptions to supply lines could result in an interruption in production.

Resource Shortages – Mining and processing depend on the regular supply of consumables (such as diesel, tires, reagents, etc.) to operate efficiently. In the event that the effects of climate change cause prolonged disruption to the delivery of essential commodities, then Goldcorp's production efficiency is likely to be reduced.

Water Availability – Various climate change models show potential increases or decreases in precipitation at the macro level, but there is little agreement on potential future impacts at the regional or local level. Our approach is to focus on maximizing the recycling and reuse of water at all of our operations, and to continue to evaluate technologies and processes for increased water efficiencies.

Financial Risks – Goldcorp has not attempted to quantify the financial implications of climate change.

Climate Change Opportunities

Goldcorp will continue to increase our energy efficiency and to monitor the development of more energy-efficient products and services, and we will avail ourselves of these products and services as opportunity allows. We continue to assess options for the development of renewable resources or cleaner energy sources.

Reporting

Goldcorp made its first submission to the Carbon Disclosure Project (CDP) in 2007 and has continued to report to this body annually. Goldcorp's submissions can be accessed on the [CDP website](#).

EFFLUENTS AND WASTE

In recent years, the mining industry has placed increasing emphasis on finding solutions to mine waste management issues. We recognize that long-term, environmentally acceptable approaches are needed to meet increasingly stringent regulatory requirements and public concerns, and to reduce the risk of environmental contamination. Waste quantities are currently tracked for reporting at operating sites. Projects are not generally included as they can distort intensity measurements with one-time large loads of construction items such as scrap steel. For our reporting purposes, we value the ability to analyze the long-term trends of our operational waste management programs and so for this reason have focused our reporting solely on operations.

Process Wastes

Process wastes are waste material that cannot be further processed, such as waste rock (including overburden) and tailings. Our Environmental Management System (EMS) requires that our operations have identified their key environmental aspects and, based on the level of impact resulting from the key aspects, site procedures are developed to eliminate or minimize these impacts. Waste rock is a key aspect at our operations, as are tailings at those sites with milling facilities. Our sites analyze the characteristics of these materials, and based on the results, waste rock and tailings management procedures are developed at all of our sites. An important risk often addressed with respect to waste rock, tailings and sludge is impact to groundwater or surface water quality. The level of this risk is dependent upon the material properties which vary widely between operations. Operations that have identified this as an important risk then develop procedures to ensure any leaching of elements from these sources is eliminated, reduced, or mitigated to avoid unacceptable impacts to groundwater or surface water quality.

	2012	2011	Trend	Disposal Method
Waste rock (Mt)	226.5	206.3	10%	Engineered waste rock dump or returned underground
Tailings (Mt)	47.8	40.3	18%	Engineered tailings storage facility

WASTE ROCK

Most of the waste rock produced in our underground mines is returned underground to fill mining voids. In open pit mines, the waste rock and overburden (removed to gain access to ore) are transferred to waste rock dumps. At the end of mine life, these waste rock dumps are recontoured and revegetated to provide stable long-term containment of the material.

TAILINGS

Tailings are the by-product of minerals processing. They are finely crushed and ground rock particles from which the valuable mineral portion has been extracted. Water-retention dams and raised embankments are used to store and manage tailings. Specific design and operational requirements regarding the location, water management, maintenance, control and monitoring of these dams and embankments, are strictly enforced. These facilities are closed and reclaimed at the end of the mine life. Goldcorp does not dispose of tailings in riverine systems or marine environments.

Although avoidance or elimination of mine tailings is not practical in most cases, our approach is to demonstrate an ongoing commitment to the improvement of tailings management practices wherever possible. This approach commences at the project design stage with a rigorous examination of available technologies and disposal options. Tailings management practices are chosen to minimize potential impacts on the environment. The principles of waste minimization include the reduction of waste stream volumes and/or toxicity.

Our approach to manage our tailings storage facilities is a risk-based approach designed to have sufficient flexibility to allow changing circumstances to be managed. Regular re-evaluation of tailings management strategies is an integral part of the ongoing management system for each operation. Operational changes are carefully evaluated for their potential impacts on the overall tailings management system during any decision process.

Goldcorp requires that all active tailings storage facilities undergo an independent third-party geotechnical review to address overall dam stability, operating practices and future dam raises.

SLUDGE

The sludges produced at our operations are typically from water treatment plants. This material is typically disposed of in our tailings dams, although final disposal depends on the environmental characteristics of the sludge. During 2012 we produced 545 tonnes of sludge.

Other Process Wastes

The relatively small volumes of certain process wastes generated at each individual mine site mean that they are often stored in a secure facility until there is sufficient material to justify transportation off-site.

Scrap metal recycling decreased significantly from 2011, which was an exceptional year at Red Lake, during which we conducted a large amount of site storage yard clean-up and dismantling related to the Cochenour project.

	2012	2011	Trend	Disposal Method
Scrap steel (t)	9,800	477,900	-98%	Recycled
Tires (t)	3,100	9,300	-67%	Recycled or buried
Waste hydrocarbons (kL)	3,144,800	2,836,500	11%	Recycled or reused
Waste glycol/antifreeze (kL)	284,500	143,800	98%	Recycled

Waste Recycling and Reuse

Every effort is made to recycle or reuse process wastes; however, the remoteness of some of our sites, and/or access to recycling services, can make this difficult. All of our scrap metal and some tires are recycled. At some operations, and where it is permitted by regulation, large tires are disposed of in a controlled manner at our waste rock dumps.

Waste hydrocarbons and glycol/antifreeze are removed from our sites by licensed waste disposal or recycling operators for incineration or recycling. Where permitted, waste hydrocarbons are also reused on-site as a substitute for fuel oil in the ammonium nitrate and fuel oil (ANFO) blasting program.

Most of our operations have implemented recycling programs for materials such as paper, pallets, glass, aluminum and compost.

Hazardous Wastes

In general, our operations generate small amounts of a limited range of hazardous wastes, which are well contained (e.g., solvents and laboratory assay wastes). The types of hazardous wastes produced vary from site to site, and are recycled or disposed of in appropriately permitted processes or licensed facilities both on and off our mine sites. The volumes of two of our more important hazardous wastes are included in the table below.

	2012	2011	Trend	Disposal Method
Batteries (t)	77	97	-20%	Recycled
Laboratory waste (t)	244	213	15%	On-site disposal

MERCURY

In some circumstances, minor elements in our ore (such as mercury) require specific management programs to minimize their potential impact on the environment. Our operations shipped 1.5 tonnes of mercury to Waste Management in Wisconsin, USA, as a commodity (by-product) for reprocessing and recycling. The material was shipped in United Nations–approved virgin steel flasks, in full compliance with national and international regulations.

Waste Management is recognized as a leader in the reprocessing and recycling of mercury and mercury-bearing waste, with processing facilities approved by the US Environmental Protection Agency.

TRANSPORTING HAZARDOUS WASTES

The Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal (the Basel Convention) is an international treaty designed to reduce the movements of hazardous wastes between nations, and to prevent the transfer of hazardous wastes from developed to less-developed countries.

There were no shipments of materials covered by the Basel Convention from our operations in 2012.

WATER

Goldcorp operates in regions with a wide range of climatic conditions. Regardless of where we operate, we are mindful of the fact that water has a number of potential uses and a range of potential users. Water is a valuable resource, and we take particular care to ensure that we use it wisely. Goldcorp is developing a Water Strategy in 2013 to further our efforts in managing our water footprint.

Water Use and Consumption

We use the *Water Accounting Framework for the Minerals Industry* (Version 1.2, April 2012) from the Minerals Council of Australia as a guideline for water accounting. ICMM has indicated that this is an acceptable method to use for water accounting.

A distinction is made between water use and water consumption as follows:

Water consumption is new water introduced into the mine site system. New water is introduced into the system to make up for water losses. Losses can occur through evaporation, entrainment within our tailings, and other discharges.

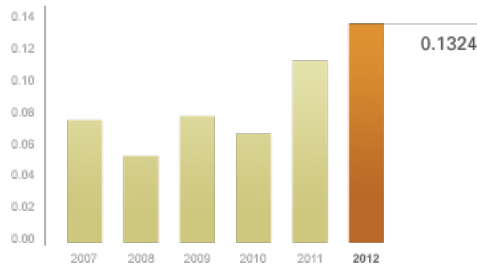
Water use is the total amount of water used on the mine site including the new water introduced as well as water reused or recycled within the system.

New water introduced into the system is derived from three sources:

- Third-party water supply
- Surface water
- Groundwater

	2012	2011	Trend
Third-party water (m ³)	277,900	102,300	171%
Surface water (m ³)	8,435,800	4,642,100	82%
Groundwater (m ³)	40,497,300	32,772,300	24%
Total water consumption (m ³)	49,211,000	37,516,800	31%

WATER CONSUMPTION PER TONNE (M³/TONNE) OF MATERIAL MOVED



Total water use for 2012 was 179 million m³ compared with 145 million m³ in 2011, which is an increase of 23%.

Of this total water use, water consumption in 2012 was 49 million m³ compared with 37.5 million m³ in 2011, an increase of 31%. Water consumption in cubic metres per tonne of material moved was 27% higher in 2012 than in 2011.

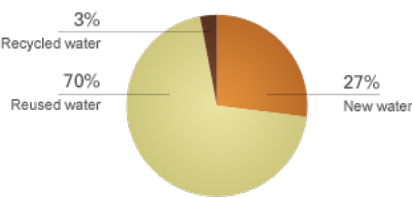
The main reason for this increase was due to a more thorough accounting of water use. Some of our operating mines began counting precipitation captured within the system as water consumption and this is a significant change from previous years with respect to water accounting. This water is captured within the surface water category. In preparation for implementation of our Water Strategy, all of our operating sites will be moving towards more robust accounting practices for all water inputs and losses, which will allow for a more targeted approach to managing our water footprint.

Water Recycling and Reuse

Goldcorp uses the following definitions for reused and recycled water from *A Water Accounting Framework for the Minerals Industry* (Version 1.2, April 2012), published by the Minerals Council of Australia.

- *Reused water* is worked water that is used again without being treated.
- *Recycled water* is worked water that is used again after being treated.

We reused or recycled more than 130 million m³ of water in our operations in 2012, amounting to 73% of our total water use. The total water recycled or reused in 2011 was approximately 108 million m³ or 74% of our total water use. The main source of recycled and reused water was the return of water from tailings dams and heap leach ponds to our process circuits. Projects are not included in recycled and reused water calculations, as they do not have any process solution with which they could recycle or reuse water.



Water Discharge

Some of our mines do not discharge anything, using all of the water collected on-site in operations, while others operate in climates where there is an excess of water that must be released from the sites. Although the amount of water that we discharge each year is a variable amount depending on climatic conditions and other factors, our discharges were all anticipated and none of them were in response to some emergency conditions. Our discharge water was in compliance with the applicable water quality criteria, which is very site-specific. Éléonore had one exception related to toxicity in 2012 which is also discussed in the section on sanctions.

A total of 16 million m³ of water was released in 2012, compared with 19 million m³ in 2011, which is a 15% decrease. Water discharged per tonne of material moved in 2012 was 17% lower than in 2011. This was mainly due to climatic conditions during the year.

90% of the water discharged was discharged to surface water. The remaining 10% was discharged to groundwater, a third party, or other categories (mainly evaporation).

DISCHARGE WATER QUALITY

The principal sources of the water released from our sites include: water encountered during mining, excess water from the tailings impoundments, storm water and treated water.

Goldcorp's overall approach to water discharge is to ensure compliance with all applicable standards and to manage it based on the receiving environment.

Precipitation that falls directly onto our operating sites but does not come into contact with areas of potential contamination is designated as storm water. This water may carry higher-than-normal levels of sediment, and it is channelled through sediment reduction installations to reduce the sediment load prior to release, or it is retained on-site for use.

All potentially contaminated water is retained on-site and is only discharged to the environment once it meets stringent water-quality standards.

POTENTIAL DOWNSTREAM IMPACTS

Discharge and runoff from mine sites can affect waterbodies and related aquatic habitats if they are not properly controlled. Many of our operations are zero discharge, using all the water collected on-site in their internal operations. All water discharged from our operations is monitored prior to release in order to ensure that it meets the appropriate regulatory standards. During release, samples are collected and analyzed periodically to ensure that the appropriate regulatory standards continue to be met.

We recognize that our operations can impact waterbodies in and around our sites, so we monitor these impacts to make sure they do not have negative results.

In 2012, Peñasquito was the only site with a water withdrawal of more than 5% of the average annual volume of the waterbody. While some of our sites are water neutral or have a surplus, Peñasquito operates with a water deficit. The aquifer water availability for the water rights was determined in 2008 to be 40 million m³ for the regional aquifer that contains both the production well field and the pit where dewatering water is also sourced for supply water. A more localized hydrogeological model is being conducted to further refine the water availability in the local area. No designated protected areas impacted by water use from this aquifer have been identified at this time. Any impacts to other water users will be investigated to determine the cause. Peñasquito is committed to replacing any water that is determined to be impacted as a result of the operations.

At Cerro Blanco, which is an early stage project located in Guatemala, activities include exploration to finalize the project feasibility study. The Environmental Impact Study, which was approved in 2007 and includes all stages of activity in its scope, has identified that without mitigation measures, water withdrawals could potentially impact waterbodies. Naturally occurring hot springs or water sources in the area were identified as water bodies that could potentially be impacted due to dewatering. The mitigation measure currently in place is to supply replacement water in the event of any impacts to these active water sources.

While exploration activities are being carried out at the site, Cerro Blanco treats and regularly discharges the dewatering water in compliance with the appropriate regulatory conditions. This discharge takes place in a waterbody that is a tributary to the Ostua River and eventually to the Laguna de Guija, which is a lake shared by both Guatemala and El Salvador. This lake has not been identified as a Ramsar site in Guatemala. However, the Guija complex in El Salvador, which includes the lake and surrounding wetlands (all located in El Salvador), covering more than 10,000 ha¹ was declared a Ramsar site in 2010. Consistent with our best practices for environmental management, careful attention is paid to the discharge water quality by both the Cerro Blanco project staff and the regulatory authorities to ensure that the discharge water quality does not cause any negative impacts to the Laguna de Guija. Cerro Blanco has built a water treatment facility to ensure that any water taken from the underground exploration workings is treated properly prior to discharge. In addition, the water quality monitoring program at the site includes regular monitoring of water quality for surface and underground water as well as monitoring of other important parameters such as aquatic fauna (including fish, macro and micro invertebrate surveys). The monitoring data is submitted regularly to the authorities, and periodic site inspections are conducted.

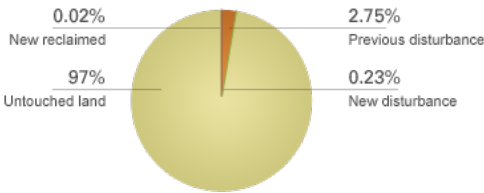
1 Source: <http://www.ramsar.org/pdf/sitelist.pdf>

BIODIVERSITY

Land Use Categories

Goldcorp manages significant areas of land in and around our mines. Our operations span a range of ecosystems, from the Boreal Forest of northern Canada to the semi-arid shrubland of central Mexico. We recognize the value of services in these ecosystems. In all cases, we seek to design, construct, operate and close our operations in ways that minimize the risks to biodiversity.

LAND MANAGEMENT



Land Management

We define productive land as that covered by our mining leases and/or land under our ownership and management. Only a small percentage of this land is disturbed as a result of our mining activities (see graph). The total area of land owned, leased and/or managed for production activities or extractive use in 2012 was 348,014 hectares (ha), compared with 343,097 ha in 2011, a difference of 1%.¹

After disturbance, we reclaim the disturbed areas as quickly as possible. However, the nature of hard rock mining means that large areas of disturbance, such as the pit, active waste rock dumps and tailings dams remain throughout the life of the mine and are not available for Reclamation until mine closure. Where possible, we execute reclamation concurrent with mine operations. Reclamation was conducted during 2012, although we did not conduct any habitat restoration or protection projects with third parties in 2012.

Of the 348,097 ha of owned, leased, and/or managed land, 337,700 ha remains undisturbed or has been reclaimed.

	2012	2011
Disturbed and not yet reclaimed (ha)	10,312	9,738
Reclaimed or undisturbed land (ha)	337,700	333,400

Protected Areas

Goldcorp does not own, lease or manage any land in, or adjacent to, protected areas or areas of high biodiversity value outside protected areas, other than the following:

The Black Hills – The Black Hills National Forest is located in western South Dakota and northeastern Wyoming, and it encompasses rugged rock formations, canyons and gulches, grassland parks, streams, deep blue lakes and unique caves. The area has a rich and diverse cultural heritage. Spearfish Canyon is an area of approximately 4,650 ha lying predominantly within the Black Hills National Forest and to the west of Goldcorp's Wharf mine. Designated as a scenic byway, Spearfish Canyon is a 32-kilometre route of 300-metre limestone cliffs and recognized areas of biological and cultural interest. The Wharf mine does not directly impact the Black Hills National Forest or Spearfish Canyon.

The total land area owned, managed or leased pertaining to Wharf is six km² and of this total there is one km² that falls within the category of "land in or containing protected areas, or areas of high biodiversity." Additionally, four km² of land owned, managed or leased by Wharf is in the category "adjacent to protected biodiversity areas."

Mexico – In Mexico, a Land Use Change Authorization is required to change an existing land use to a mining land use prior to construction activities. The authorization identifies the areas in which operational activities and infrastructure will be located. Under Mexican legislation, the permitted area must include a buffer zone around the area of impact, and the operation is required to maintain this area as one of conservation. No mining activity may be undertaken in the conservation area unless a Land Use Change Authorization is sought from, and granted by, the relevant environmental authority. Both our Los Filos and Peñasquito mines have established conservation buffer zones around their permitted areas of operation and these areas will remain in force throughout the lives of the projects. No specific conservation requirements or management activities are required within the conservation area. However, both operations have implemented management plans to minimize impacts in these areas. El Sauzal was not required to establish this buffer zone when it underwent the environmental impact assessment phase.

The total land area owned, managed, or leased by Goldcorp operations in Mexico is 235 km² and of this total five km² falls within the category of "land in or containing protected areas, or areas of high biodiversity." Additionally, five km² of land owned, managed or leased by our Mexican operations is in the category "adjacent to protected or high biodiversity areas."

Argentina – In Argentina, our Cerro Negro project is near the Pinturas River Valley, which is an area that has been identified as sensitive with respect to biodiversity and archaeological resources. The Cerro Negro project is not being constructed within this sensitive area. However, Cerro Negro owns a nearby ranch (20,000 ha), and a section of the Pinturas River Valley (1,771 ha) passes through a corner of this ranch. Currently, the Pinturas River Valley does not have an official classification but it is locally recognized as a sensitive and valuable area.

The total land area owned, managed or leased pertaining to Cerro Negro is 1,466 km² and of this total 18 km² falls within the category of "land in or containing protected areas, or areas of high biodiversity."

Managing Biodiversity

Goldcorp developed a position statement on biodiversity, which recognizes that through land disturbance, mining can have an impact on biodiversity if not managed properly. Goldcorp's position statement addresses this aspect to eliminate, reduce, and mitigate this risk. The position statement specifically requires that all operations develop and implement a biodiversity management plan. Four of our nine operations are legally required to have some form of biodiversity management plan, all of which are currently in place (100%). However, all of our operations have voluntarily developed and implemented biodiversity management practices.

Biodiversity considerations are also integrated into analytical tools, specifically the environmental impact assessments that are required at all of our operations prior to their construction. The methodology used for determining risk exposure to biodiversity is determined during the preparation of the environmental impact assessment and is typically driven by regulations or discussions with the applicable regulatory authority.

Biodiversity targets, monitoring and public reporting requirements are also addressed during the environmental impact assessments. Each regulatory authority reviews all aspects of the environmental impact assessment and any target, monitoring and public reporting requirements are established on a site-specific basis depending on the assessment.

IUCN Red List of Threatened Species

The International Union for Conservation of Nature (IUCN) Red List of Threatened Species is the world's most comprehensive inventory of the global conservation status of plant and animal species. Each site has identified the IUCN Red List species that are in the area as well as species listed on national conservation lists.

	IUCN Red List	Special status species (usually from national endangered species lists)
Flora species	14	68
Fauna species	52	69

Musselwhite and Red Lake share similar or the same biodiversity concerns. Both sites have 12 of the same fauna species identified by the IUCN. These are wide-ranging species that potentially live in the Boreal Forest region of northern Ontario. In Canada, these same species have been identified as “species at risk” and are protected by federal legislation called the Species at Risk Act, 2003 (SARA). While none of these species is directly impacted by operations at either Red Lake or Musselwhite, they are recognized in both sites’ wildlife management plans.

All of our sites pay particular attention to areas of the operation that could potentially harm wildlife. Precautions include minimizing disturbances to vegetation and waterbodies, implementing programs to control pests and weeds, maintaining cyanide levels in all open waters (including tailings dams) below levels that pose a threat to wildlife (consistent with the International Cyanide Management Code), promoting employee and community awareness programs regarding wildlife, reclaiming disturbed areas as quickly as possible and promoting habitat diversity within these reclaimed areas.

1 Both figures include the closed properties of San Martin in Honduras and Equity Silver in Canada.

TRANSPORTATION

Transportation is a critical component of Goldcorp's business. We own and lease a significant fleet of heavy equipment and infrastructure used to mine and transport ore, waste rock and tailings. We use light vehicles to move people around our sites, and we transport large quantities of materials along public roads to our operations. In addition, our employees and contractors use cars, buses and planes to get to and from work. There is also a significant amount of business travel by our employees. For example, some of our operations are generally reached by a small shuttle plane due to their remote location.

The potential impacts from transport related to our activities are felt in three principal areas: GHG emissions, potential transport incidents, and traffic issues such as noise, dust and road maintenance. We recognize these potential impacts and have strategies and/or management plans in place to reduce and mitigate impacts. Disaggregated figures related to fuel usage specifically for transportation of workforce to operations where small planes are used was conducted. These results form part of our Scope 3 GHG emissions which are reported in the Greenhouse Gas Emissions section. Additionally, any spills that may occur during transportation are fully reported in the section on environmental incidents. We intend to examine how to best assess our transportation-related impacts in coming reports.

PRODUCT RESPONSIBILITY

Goldcorp produces doré bars, which are unrefined gold and silver bullion bars, and lead and zinc concentrates.¹ The doré bars are transferred by secure means to precious metals refineries to be further processed into almost-pure metal and the concentrates are transported to smelting facilities for further refinement.

Gold and silver doré bars pose no environmental or health risks and they can be managed in this form without environmental or social impacts. As a result, we have not developed detailed protocols or procedures relating to product responsibility (other than for product security), and there were no instances of non-compliance with regulations or voluntary codes concerning the health and safety impacts of our products in 2012.

While lead has been mined and used in industrial and household products for centuries and zinc is a trace element essential to human health, both can pose risks to human health and the environment when not managed correctly. Concentrates containing combinations of gold, silver, lead and zinc are loaded onto highway trucks with covered cargo areas for transport to in-country smelters or to sea ports for export to foreign smelters in Asia, Europe and North America. Transportation of such concentrate is subject to numerous risks including, but not limited to, road blocks, terrorism, weather conditions and environmental liabilities in the event of an accident or leak. Peñasquito is Goldcorp's only facility producing concentrates at this time and has developed emergency response plans to cover the transportation of its concentrate.

Materials Stewardship

SUSTAINABILITY ATTRIBUTES OF PRODUCTS AND COLLABORATION WITH INDUSTRY GROUPS

Gold has a wide range of uses. It is used as bullion and for jewellery, with the latter constituting approximately 60% of all gold produced, according to the World Gold Council. However, it also has a number of applications in industrial processes, electronics, medicine, aeronautics and nanotechnology. Silver is valued as a precious metal, and its halide salts (especially silver nitrate) are also widely used in photography. The major outlets for silver are photography, the electrical and electronic industries, pharmaceuticals, and domestic use (as cutlery, jewellery and mirrors). Goldcorp supports industry-wide efforts to steward the responsible production of gold and silver as a member of the World Gold Council and the Silver Institute.

Both gold and silver are extensively recycled. Mining accounts for about two-thirds of the global supply of gold. The other third comes from existing supplies – mainly recycled scrap gold (e.g., from jewellery, dental materials, plating solutions and electronic equipment) and gold from central banks. Photographic wastes, spent catalysts and electronic scrap are the major sources of materials for silver recycling.

Product Handling

Goldcorp sells into the worldwide gold and silver market by selling our products to refineries or smelters for secondary treatment. We do not sell directly to the public. We have a commercial relationship with our customers, and any issues that may arise are addressed according to the terms of our mutual contractual obligations. There were no complaints, incidences of breaches of customer privacy, or losses of customer data in 2012. We are unaware of any outstanding customer issues.

The doré bars produced at the mine site do not carry public labelling. They are transferred to a refinery for further processing to the London Bullion Market (LBM) standard. Once produced, all 99.99% gold bars are allocated a bar number and imprinted with an LBM registered refiner's mark. There were no instances of non-compliance with regulations or voluntary codes concerning product information and the labelling of our products in 2012.

Our products are sold in bulk and do not require packaging. Indicators related to management of packaging, including recycling or reclamation of products and their packaging, are not applicable for Goldcorp.

There are no codes or voluntary standards that relate to marketing communications regarding gold and/or silver doré bars. Goldcorp is a member of the World Gold Council. As the gold industry's key marketing body, the World Gold Council works closely with jewellery retailers, manufacturers, wholesalers, banks, investment companies and distribution specialists to promote the use of gold in jewellery and industrial applications, as well as by central banks and other official sector institutions.

There were no fines for non-compliance with laws and regulations concerning the provision and use of our products in 2012.

¹ While not produced at any of our managed operations, copper is produced at two of our joint-venture operations. It is not considered material to the scope of this report.

MINE CLOSURE

Goldcorp is committed to developing, operating and closing its mining properties in a sustainable manner. For the closed sites, this means making them as environmentally productive as possible after operations have finished. It is not usually possible to restore a site to what it was prior to mining, but it is possible to establish a healthy, thriving ecosystem and productive land use after reclamation is completed. This is the goal for all of our sites.

Closure Planning

All of our operations have closure plans in place. These plans are reviewed annually to ensure that they are current and reflect any changes that may have occurred over the prior 12 months. Some plans have been reviewed by an independent third party and we intend to have all plans independently reviewed on a rolling basis.

Goldcorp encourages stakeholder consultation to occur as early as possible in the closure process in order to demonstrate our commitment and transparency. This is particularly important where infrastructure is being retained for community use, the post-mining land use involves community input, and the post-mining land use is different from the pre-existing land use.

Our closure plans focus on the social and environmental aspects of closure. We make provision for closure and consider the economic implications of it on local communities. For information on how we're making specific provisions for our mines, see our case study on the [Marlin Closure Plan](#) and bond put in place in 2012.

Making Provision for Closure

Goldcorp adopted International Financial Reporting Standards (IFRS) in 2011. These standards apply to legal obligations associated with the retirement of a tangible long-lived asset that result from its acquisition, construction, development or normal operation. Goldcorp's provision for closure amounted to \$519 million at the end of 2012, compared with a provision of \$395 million at the end of 2011.

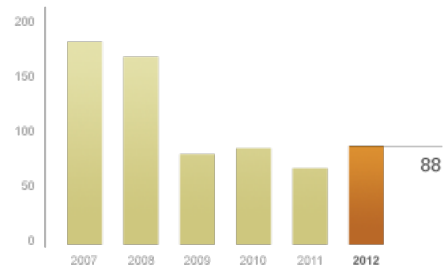
The undiscounted value of these obligations is \$2,813 million at the end of 2012 as compared to \$1,354 million in 2011. This is calculated using an effective weighted inflation rate assumption of 2%.

Reclamation expenditures for the year ended December 31, 2012 were \$21 million, compared with \$23 million in 2011.

COMPLIANCE

Goldcorp complies with the environmental laws and regulations of the jurisdictions within which it operates. In many cases, higher performance standards are imposed through site-specific licences and permits or through internal standards mandated by the company. In the past, we have not reported environmental incidents from projects. The data below only represents operational sites. We recognize that while projects are not at risk for process solution spills and related incidents, they may still encounter other types of environmental incidents. Complete project incident data was not available for 2012, but will be reported fully in 2013.

TOTAL NUMBER OF REPORTABLE INCIDENTS



Significant Environmental Incidents

All incidents are classified into five categories (in ascending order of severity from Category I to Category V). Incidents are assessed based on their actual or potential impact. Incidents in Category II and above are to the corporate level (“reportable incidents”). Category I incidents (insignificant) are collected by the local operation to assist in incident trend analysis. A total of 88 reportable incidents were recorded in 2012, compared with 69 in 2011, which is a 28% increase in total reportable incidents. This increase is due to a more rigorous application of the internal reporting standard at our mine sites.

The Category IV incidents occurred at Los Filos and Porcupine. At Porcupine a tailings line ruptured resulting in a tailings slurry spill, and in the case of Los Filos a problem occurred with a valve seal in a barren line resulting in a process solution spill. In both instances, there was an immediate cleanup response and the spilled material did not extend off-site.

Incident category	2012	2011	Trend
Category II	69	53	30%
Category III	17	15	13%
Category IV	2	1	100%
Category V	0	0	0%
Total	88	69	28%

Significant Spills

All of the 88 reportable incidents in 2012 were spills. All sites were certified under the Cyanide Code, which provides direction for the appropriate management of cyanide-related spills. There were two Category IV spills in 2012 and both were cyanide related, one at Porcupine and one at Los Filos. The Los Filos spill was approximately 340 litres of process solution and the Porcupine spill was approximately 6,000 litres of tailings slurry. Both spills were responded to immediately and did not result in any significant environmental impacts.

Spill category	No.	Percent of total
Hydrocarbon spill	56	63%
Cyanide-related spill	27	31%
Other material spill	5	6%
Total	88	100%

Sanctions

There were three non-monetary sanctions for environmental issues, one at Éléonore and two at Cerro Negro. The Éléonore notice of non-compliance was issued for one instance of a problem with toxicity of the effluent registered in January 2012. The Cerro Negro sanctions were to register the site as an offender of pathogenic and hazardous waste rules; these sanctions are currently being appealed. Fines were received at four Goldcorp operations for non-compliance with environmental laws and regulations in 2012: Los Filos, Peñasquito, Cerro Negro and El Morro. The total amount fined to all operations was approximately \$84,700.

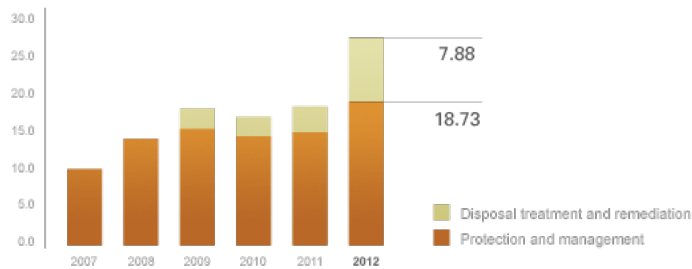
Los Filos – The largest fine (approximately \$45,450) was at Los Filos for an alleged violation of environmental requirements during exploration. The fine has been appealed by Los Filos and is currently under review. *El Morro* – The fine applied to El Morro was for unauthorized disturbance to flora during construction activity. It amounted to less than \$200.

Peñasquito – Peñasquito received four fines during 2012 that amounted to approximately \$8,000 total: two were related to spills, one related to a wildlife management permit that was not submitted on time, and one for construction work performed without a change of soil use permit. *Cerro Negro* – There were two fines received by Cerro Negro for late waste management permit renewals; both fines have been appealed. The total amount for the fines was approximately \$31,000.

ENVIRONMENTAL EXPENDITURE

Environmental expenditures are difficult to assess because they are often part of the regular operation of a mine. Many initiatives undertaken result in both operational and environmental benefits and thus are not easily disaggregated. The costs that we do separate are noted in this section.

ENVIRONMENTAL EXPENDITURE (US\$ MILLIONS)



Direct Costs

Direct environmental costs amounted to \$26.6 million in 2012, compared with \$17.8 million in 2011. This is a year-on-year increase of 50%.

Reclamation expenditures were previously included in this section; however, they are now included in the Closure section and will no longer appear as environmental expenditures. The 2011 figure has been restated and reflects non-closure direct environmental management costs for comparison purposes. Please see our section on restatements for further information.

In 2012, an additional \$6.9 million (\$7.8 million in 2011) was spent on permits for new projects and upgrades. The significant permitting expenditures were at Los Filos, Éléonore and El Morro.

Capital Costs

A total of \$45.4 million was spent on environment-related capital upgrades and new infrastructure in 2012 (\$16.2 million in 2011).

More than half of the 2012 environmental capital cost was incurred at the Éléonore and Cerro Negro projects, which are currently under construction.

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4.16	Approaches to Stakeholder Engagement (Our Materiality Process)
4.16	Approaches to Stakeholder Engagement (Stakeholder Engagement)
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EC6	Local Purchases
EC7	Local Employment
EC8	Infrastructure Investments and Services
EC9	Indirect Economic Impacts

Mining & Metals Sector Supplement

MM1	Land Management
MM2	Biodiversity Management Plans
MM3	Process Wastes
MM4	Strikes and Lockouts
MM5	Operations in or Adjacent to Indigenous Peoples' Territories
MM6	Significant Community Disputes
MM7	Use of Grievance Mechanisms
MM8	Artisanal Mining
MM9	Resettlement
MM10	Mine Closure
MM11	Materials Stewardship