

COEUR D ALENE MINES CORP

Form DEFM14A

October 19, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
The Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**COEUR D ALENE MINES CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14(a)-6(i)(4) and 0-11.

Fee paid previously with preliminary materials.

(1) Title of each class of securities to which transaction applies:

Common stock, par value \$1.00 per share, of Coeur d Alene Mines Corporation

(2) Aggregate number of securities to which transaction applies:

260,976,363 shares of common stock

4,049,000 options to purchase shares of common stock

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

The maximum aggregate value was determined based upon the sum of (A) 260,976,363 shares of common stock multiplied by \$3.41 per share; (B) options to purchase 4,049,000 shares of common stock multiplied by \$3.01 (which is the difference between \$3.41 and the weighted average exercise price of such options of \$0.40 per share) and (C) \$1,052,000 in cash that is payable in the transaction. In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying 0.00003070 by the sum calculated in the preceding sentence.

(4) Proposed maximum aggregate value of transaction:

\$903,168,888.30

(5) Total fee paid:

\$27,727.28

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**COEUR D ALENE MINES CORPORATION**  
**505 Front Avenue**  
**Post Office Box I**  
**Coeur d Alene, Idaho 83814**

October 19, 2007

Dear Coeur Shareholder:

You are cordially invited to attend a special meeting of shareholders of Coeur d Alene Mines Corporation, to be held at The Coeur d Alene Resort and Conference Center, Second Street and Front Avenue, Coeur d Alene, Idaho at 9:30 am, local time, on December 3, 2007 to consider matters relating to the proposed acquisitions of Bolnisi Gold NL and Palmarejo Silver and Gold Corporation (the Transactions), as described in the attached proxy statement. Coeur's Board of Directors unanimously believes that the Transactions are in the best interests of Coeur and its shareholders, because the combined company will be:

The world's leading primary silver company in terms of: annual silver production and low production costs (once the Palmarejo Project commences operations), expected growth rate of production over the next two years, and exploration potential, along with a leading silver resource base;

Diversified geographically, with mining operations in North America, South America and Australia, ranging from exploration stage properties to development and operating properties;

Highly leveraged to commodity prices with unhedged production;

One of the world's most liquid publicly-traded silver mining companies with listings on the NYSE and the Toronto Stock Exchange and an expected listing on the ASX in the form of CHESSE Depositary Interests; and

Financially flexible with a large cash position, balance sheet strength, and enhanced access to capital markets.

At the special meeting, Coeur shareholders will be asked to vote on:

Proposal 1 an amendment to Coeur's articles of incorporation to increase the authorized number of shares of Coeur common stock from 500,000,000 to 750,000,000;

Proposal 2 the issuance of shares of Coeur common stock in the Transactions;

Proposal 3 authorization to adjourn or postpone the special meeting, if necessary or appropriate, to solicit additional votes to approve Proposals 1 and 2; and

such other matters as may be properly brought before the special meeting.

Coeur's Board of Directors has unanimously approved the Transactions and the issuance of Coeur common stock in the Transactions. **Accordingly, the Board of Directors unanimously recommends that Coeur shareholders vote FOR Proposals 1, 2 and 3.**

The effectiveness of Proposals 1 and 2 is conditioned upon the approval of both proposals. Coeur shareholders can cast separate votes on each proposal, but unless the Coeur shareholders approve both proposals, neither will take

effect.

There are certain risks associated with the Transactions, which are described in the attached proxy statement under the heading Risk Factors, beginning on page 31.

The Board of Directors hopes that you will attend the special meeting. However, whether or not you plan to attend the meeting, please sign, date and return the accompanying proxy card in the enclosed postage paid pre-addressed envelope, or otherwise return your proxy in a manner described in the accompanying proxy card, as soon as possible. Your vote is important, regardless of the number of shares you own, so please return your proxy card TODAY.

Sincerely,

DENNIS E. WHEELER

*Chairman of the Board and Chief Executive Officer*

The proxy statement and accompanying proxy card are dated October 19, 2007, and are first being mailed or given to Coeur shareholders on or about October 23, 2007.

The Transactions described in the attached proxy statement have not been approved or disapproved by the Securities and Exchange Commission or any other securities commission or authority, nor has any such commission or authority passed upon the fairness or merits of the Transactions or upon the accuracy or adequacy of the information contained in the attached proxy statement. Any representation to the contrary is a criminal offense.

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**COEUR D ALENE MINES CORPORATION**  
**505 Front Avenue**  
**Post Office Box I**  
**Coeur d Alene, Idaho 83814**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON DECEMBER 3, 2007**

**COEUR D ALENE MINES CORPORATION**

To the Shareholders of Coeur d Alene Mines Corporation:

Notice is hereby given that a special meeting of shareholders of Coeur d Alene Mines Corporation, an Idaho corporation ( Coeur ), will be held on December 3, 2007 at 9:30 am, local time at The Coeur d Alene Resort and Conference Center located at Second Street and Front Avenue, Coeur d Alene, Idaho, for the following purposes:

1. To consider and vote upon a proposal to amend and restate Coeur s articles of incorporation to increase the authorized number of shares of Coeur common stock from 500,000,000 to 750,000,000.
2. To consider and vote on the proposed issuance of new shares of Coeur common stock, par value \$1.00 per share, to Bolnisi Gold NL ( Bolnisi ) shareholders in connection with the combination of Bolnisi with Coeur and the proposed issuance of new shares of Coeur common stock to Palmarejo Silver and Gold Corporation ( Palmarejo ) shareholders in connection with the combination of Palmarejo and Coeur. The final number of new shares issued in connection with the combination will depend on whether existing Palmarejo options and warrants are exercised.
3. To approve the adjournment or postponement of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt any of the foregoing proposals.
4. To consider and vote upon any other matters that properly come before the special meeting.

Only holders of record of Coeur common stock at the close of business on October 19, 2007, the record date of the special meeting, are entitled to notice of, and to vote at, the special meeting or any adjournments or postponements of the special meeting.

By Order of our Board of Directors,

KELLI C. KAST  
*Secretary*

**Your Vote Is Important**

**Your vote is important. Accordingly, please complete, sign and return the enclosed proxy card or submit your proxy by telephone or over the Internet following the instructions on the proxy card. If you have any questions or need assistance, please call D.F. King & Co., Inc., which is assisting Coeur, toll-free at 1-800-901-0068.**

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**Proxy Statement**

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**Currency**

The functional currency of Coeur is the U.S. dollar. Unless otherwise specified, all references to dollars, \$, or US\$ shall mean United States dollars. Bolnisi and Palmarejo use the Australian dollar ( A\$ ) and Canadian dollar ( C\$ ), respectively, as their functional currency.

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**Summary Term Sheet**

This summary term sheet highlights selected information contained in this proxy statement and may not contain all of the information that is important to you. You are urged to read this entire proxy statement carefully, including the annexes. In addition, we incorporate by reference important business and financial information about us in this proxy statement. You may obtain the information incorporated by reference into this proxy statement without charge by following the instructions in the section entitled *Where Shareholders Can Find More Information About Coeur*. In this proxy statement, the terms *we*, *us*, *our*, *Coeur* and the *Company* refer to Coeur d Alene Mines Corporation. In this proxy statement, we refer to Bolnisi Gold NL as *Bolnisi*, *Palmarejo Silver and Gold Corporation* as *Palmarejo*, *Coeur Sub Two, Inc.* as *Coeur Sub Two*, and *Coeur d Alene Mines Australia Pty Ltd* as *Australian Bidco*.

*The Companies.* Coeur d Alene Mines Corporation is one of the world's leading primary silver producers and a growing gold producer. Coeur has mining interests in Alaska, Argentina, Australia, Bolivia, Chile, Nevada, and Tanzania. Bolnisi Gold NL is an Australia-based company listed on the Australian stock exchange under the symbol *BSG* and whose principal asset is its indirect 72.8% (as of August 23, 2007) shareholding in outstanding common shares of Palmarejo. Palmarejo is a Canadian company listed on the TSX Venture Exchange under the symbol *PJO*. Palmarejo is engaged in the exploration and development of silver and gold properties located in the state of Chihuahua, in northern Mexico. Through its indirectly owned Mexican subsidiary, Palmarejo owns or has entered into agreements to acquire concessions comprising the Palmarejo-Trogan project.

*The Proposed Transactions.* Coeur, Bolnisi and Palmarejo are proposing to combine the three companies in a series of mergers. Coeur will indirectly acquire all the shares of Bolnisi pursuant to a scheme of arrangement and Coeur will indirectly acquire all the shares of Palmarejo pursuant to a plan of arrangement, each in exchange for Coeur common stock and cash. On May 3, 2007, Coeur, Coeur Sub Two, Australian Bidco and Bolnisi entered into a merger implementation agreement, or MIA, for Coeur to acquire the outstanding shares of Bolnisi in accordance with a scheme of arrangement to be submitted for approval by the Federal Court of Australia. On the same day, Coeur and Palmarejo entered into a merger implementation agreement for Coeur to acquire the outstanding shares of Palmarejo not indirectly owned by Bolnisi in accordance with a plan of arrangement to be submitted for approval by the Ontario Superior Court of Justice.

*Consideration to be Paid.* Coeur has agreed to issue 0.682 shares of Coeur common stock (or, at the election of the Bolnisi shareholder, CHESSE Depositary Interests representing Coeur shares) and A\$0.004 in cash (or approximately US\$0.9 million in aggregate) for each Bolnisi ordinary share held on or about 5 days after the effective date of the scheme of arrangement. Coeur has agreed to issue 2.715 shares of Coeur common stock and C\$0.004 in cash (or approximately US\$0.2 million in aggregate) for each Palmarejo common share held immediately prior to the consummation of the combination excluding shares held by Bolnisi. Palmarejo will also issue new options to purchase Coeur shares that will be exchanged for all outstanding options to purchase Palmarejo shares. It is anticipated that this will result in Coeur issuing a total of approximately 261.0 million new shares, which excludes up to 11.0 million new shares that will be issuable upon the exercise of existing Palmarejo options and assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007.

*Purpose of Coeur Shareholder Vote.* Coeur's shareholders are being asked to consider and vote upon a proposal to amend our articles of incorporation to increase the authorized shares of Coeur common stock and to issue shares of common stock to shareholders of Bolnisi and Palmarejo. See *The Special Meeting of Coeur Shareholders* beginning on page 44.

*Coeur's Special Meeting.* The Coeur shareholders' vote will take place at a special meeting to be held at 9:30 am local time on December 3, 2007, at The Coeur d'Alene Resort and Conference Center located at Second Street and Front Avenue, Coeur d'Alene, Idaho.

*Required Vote of Coeur's Shareholders.* The proposals must be adopted by the affirmative vote of a majority of the shares of Coeur common stock that are present or represented by proxy at the shareholder meeting. In addition, the total votes cast on the proposal to authorize the issuance of shares of Coeur common

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stock to shareholders of Bolnisi and Palmarejo must represent a majority of the shares of common stock outstanding on the date of the special meeting.

*Record Date for Coeur's Shareholders.* You are entitled to vote at the special meeting if you owned shares of Coeur common stock at the close of business on October 19, 2007.

*Coeur Voting Information.* You will have one vote for each share of Coeur common stock that you owned at the close of business on the record date. If your shares are held in street name by a broker, you will need to provide your broker with instructions on how to vote your shares. Before voting your shares of Coeur common stock you should read this proxy statement in its entirety, including its annexes, and carefully consider how the Transactions affect you. Then, mail your completed, dated and signed proxy card in the enclosed return envelope or submit your proxy by telephone or over the Internet as soon as possible so that your shares can be voted at the special meeting. For more information on how to vote your shares, please refer to The Special Meeting of Coeur Shareholders beginning on page 44.

*Coeur's Board Recommendation.* Coeur's board of directors unanimously recommends that Coeur's shareholders vote FOR the amendment to Coeur's articles of incorporation and the issuance of Coeur shares necessary to implement the Transactions.

*Opinions of Coeur's Financial Advisor.* On May 2, 2007 and July 2, 2007 Coeur's board of directors received a written opinion from CIBC World Markets Inc. each to the effect that, as of May 2, 2007 and July 2, 2007, respectively, and based upon and subject to the factors, assumptions, qualifications and limitations set forth in such opinion, the consideration to be paid by Coeur pursuant to the Transactions was fair, from a financial point of view, to Coeur.

*Regulatory Approvals.* Under the Corporations Act of 2001 (Cth) (Corporations Act), the Bolnisi Transaction requires court approval before it can become effective. The Corporations Act expressly prevents the Federal Court of Australia from granting approval unless: (1) a statement from the Australian Securities and Investments Commission (ASIC) that it has no objection to the Bolnisi Transaction is produced to the court; or (2) it is satisfied that the arrangement has not been proposed for the purpose of enabling any person to avoid the operation of any of the provisions of Chapter 6 of the Corporations Act (which relates to takeovers). Bolnisi intends to apply to ASIC for a statement that it has no objection to the Bolnisi Transaction and such no objection statement would be expected to be received on or about the Second Court Date, which we expect to occur on or about December 5, 2007. In addition to court approval, approval is also required from a majority of shareholders in each class of shares that are present and voting as well as 75% of the shareholders of Bolnisi present and voting. This meeting of Bolnisi shareholders is scheduled to occur on or about December 4, 2007. The Treasurer of the Commonwealth of Australia must also either issue a notice stating that the Commonwealth Government does not object to Coeur entering into and completing the Bolnisi Transaction or becomes, or be, precluded (any time before the Bolnisi Transaction becomes effective) from making an order in respect of the entry into or completion by Coeur of the Bolnisi Transaction under the Foreign Acquisition and Takeovers Act of 1975. In addition, permission must be obtained for the admission of Coeur Shares in the form of CDIs to quotation on the Australian Securities Exchange (ASX) by 8:00 am on the Second Court Date which is the day on which an application made to the Federal Court of Australia for orders under section 411(4)(b) of the Corporations Act approving the scheme of arrangement is heard. Any such approval may be subject to customary conditions and to the Scheme becoming Effective. Coeur also intends applying to ASX for a waiver of certain ASX Listing Rules.

Under the Canada Business Corporations Act, the Palmarejo Transaction requires court and shareholder approval. Palmarejo is expected to obtain an interim order from the Ontario Superior Court of Justice providing for the calling



and holding of the Palmarejo special meeting and other procedural matters. Subject to the approval of the Palmarejo Transaction by two-thirds of the votes cast by Palmarejo shareholders represented in person or by proxy and by a majority of minority Palmarejo shareholders (being those shareholders other than Fairview (a wholly owned subsidiary of Bolnisi) and its affiliates and interested parties) at the Palmarejo special meeting and the approval of the Coeur share issuance and Coeur amendment to the articles of incorporation by the Coeur shareholders at the Coeur special meeting, the

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hearing in respect of a final order from the Ontario Superior Court of Justice is expected to take place on or about December 6, 2007.

*Anticipated Closing of the Transactions.* Coeur, Bolnisi and Palmarejo will complete the Transactions when all of the conditions to completion of the Transactions have been satisfied or waived. The parties are working toward satisfying these conditions and completing the Transactions as quickly as possible. The parties currently plan to complete the Transactions in the fourth quarter of 2007.

*Additional Information.* You can find more information about Coeur in the periodic reports and other information Coeur files with the Securities and Exchange Commission (the SEC). This information is available at the SEC's public reference facilities and at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). For a more detailed description of the additional information available, see the section entitled "Where Shareholders Can Find More Information About Coeur" beginning on page 199. For a detailed description of the additional information available about Bolnisi, see the section entitled "Where Shareholders Can Find More Information About Bolnisi" beginning on page 200. Palmarejo files reports and other information with Canadian provincial securities commissions. These reports and information are available to the public free of charge on the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators (SEDAR) at [www.sedar.com](http://www.sedar.com).

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**Questions and Answers about the Transactions and the Special Meeting**

The following questions and answers are for your convenience only, and briefly address some commonly asked questions about the Transactions and the special meeting. You should still carefully read this entire proxy statement, including the attached Annexes.

**Q: What are Coeur, Bolnisi and Palmarejo proposing?**

**A:** Coeur, Bolnisi and Palmarejo are proposing to combine the three companies in a series of mergers. Coeur will acquire all the shares of Bolnisi pursuant to a scheme of arrangement and Coeur will acquire all the shares of Palmarejo pursuant to a plan of arrangement, each in exchange for Coeur common stock and cash. On May 3, 2007, Coeur, Coeur Sub Two, Australian Bidco and Bolnisi entered into a merger implementation agreement for Coeur to acquire the outstanding shares of Bolnisi in accordance with a scheme of arrangement to be submitted for approval by the Federal Court of Australia. On the same day, Coeur and Palmarejo entered into a merger implementation agreement for Coeur to acquire the outstanding shares of Palmarejo not indirectly owned by Bolnisi in accordance with a plan of arrangement to be submitted for approval by the Ontario Superior Court of Justice. Under the terms of the Bolnisi Transaction, Bolnisi shareholders will receive 0.682 Coeur shares (or, at the election of the Bolnisi shareholder, CHES Depositary Interests representing Coeur shares) and a cash payment equal to A\$0.004 (or approximately US\$0.9 million in aggregate) for each Bolnisi ordinary share they own. In addition, new Palmarejo options to purchase Coeur shares will be exchanged for all outstanding options to purchase Palmarejo shares. Under the terms of the Palmarejo Transaction, Palmarejo shareholders will receive 2.715 Coeur shares and a cash payment equal to C\$0.004 (or approximately US\$0.2 million in aggregate) for each Palmarejo common share they own. It is anticipated that this will result in Coeur issuing a total of approximately 261.0 million new shares, which excludes up to 11.0 million new shares that will be issuable upon the exercise of existing Palmarejo options and assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007.

**Q: How does the board of directors recommend that I vote?**

**A:** Coeur's board of directors unanimously recommends that Coeur's shareholders vote **FOR** the amendment to Coeur's articles of incorporation and the issuance of Coeur shares necessary to implement the Transactions.

**Q: Why are Coeur, Bolnisi and Palmarejo proposing to combine?**

**A:** We believe that following commencement of production at the Palmarejo Project the combination of Coeur, Bolnisi and Palmarejo will create the world's leading primary silver company in terms of growth rate, production costs, exploration potential, and silver resources. Once production commences for the Palmarejo Project, the combined company expects to become the largest primary silver producer in the world. The combined company is expected to be diversified geographically, with mining operations in North America, South America and Australia, ranging from exploration stage properties to development and operating properties, and will be highly leveraged to commodity prices with unhedged production. The combined company is expected to be one of the world's most liquid publicly-traded silver mining companies with listings on the NYSE and the Toronto Stock Exchange and an expected listing on the ASX in the form of CHES Depositary Interests. The combined company is expected to be financially flexible with a large cash position, balance sheet strength, and enhanced access to capital markets. Following the Transactions, the combined company is expected to have the scope, scale and financial strength to more efficiently develop existing opportunities and assets and to capitalize quickly on new growth and other opportunities within the mining industry.

**Q: Are there risks I should consider in deciding whether to vote for the proposed Transactions?**

**A:** Yes. The proposed transactions are subject to a number of risks and uncertainties. Coeur may not realize the benefits it currently anticipates due to the challenges associated with integrating the companies and other risks inherent in its mining business. See *Risk Factors* beginning on page 31.

**Q: How does Coeur intend to finance the Transactions?**

**A:** Coeur has agreed to issue 0.682 shares of Coeur common stock (or, at the election of the Bolnisi shareholder, CHES Depositary Interests representing Coeur shares) and A\$0.004 (or US\$0.9 million in aggregate) in cash for each

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Bolnisi ordinary share held immediately prior to the consummation of the combination. Coeur has agreed to issue 2.715 shares of Coeur common stock and C\$0.004 (or US\$0.2 million in aggregate) in cash for each Palmarejo common share held immediately prior to the consummation of the combination. It is anticipated that this will result in Coeur issuing a total of approximately 261.0 million new shares, which excludes up to 11.0 million new shares that will be issuable upon the exercise of existing Palmarejo options and assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007.

**Q: When do Coeur, Bolnisi and Palmarejo expect to complete the Transactions?**

**A:** Coeur, Bolnisi and Palmarejo will complete the Transactions when all of the conditions to completion of the Transactions have been satisfied or waived. The parties are working toward satisfying these conditions and completing the Transactions as quickly as possible. The parties currently plan to complete the Transactions in the fourth quarter of 2007.

**Q: What will the share ownership, board of directors and management of Coeur look like after the combination?**

**A:** We estimate that upon completion of the Transactions, former shareholders of Bolnisi and Palmarejo will own approximately 48.29% of the outstanding common stock of the combined company. Assuming that all existing Palmarejo options are exercised before or after the consummation of the Transactions, former shareholders of Bolnisi and Palmarejo will own approximately 49.32% of the outstanding stock of the combined company. We do not expect any change in our board of directors or management following completion of the Transactions.

**Q: Why am I receiving this proxy statement?**

**A:** You are receiving this proxy statement and enclosed proxy card because, as of October 19, 2007, the record date for the special meeting, you owned shares of Coeur common stock. Only holders of record of shares of Coeur common stock as of the close of business on October 19, 2007, will be entitled to vote those shares at the special meeting. Our Board of Directors is providing these proxy materials to give you information to determine how to vote in connection with the special meeting of our shareholders.

This proxy statement describes the issues on which we would like you, as a shareholder, to vote. It also provides you with important information about these issues to enable you to make an informed decision as to whether to vote your shares of Coeur common stock for the matters described herein.

As more fully described herein, Coeur has agreed to acquire Bolnisi pursuant to a merger implementation agreement, made and entered into as of May 3, 2007, between Coeur, Coeur d Alene Mines Australia Pty Ltd, Coeur Sub Two, Inc. and Bolnisi and Coeur has agreed to acquire Palmarejo pursuant to a merger implementation agreement, made and entered into as of May 3, 2007, between Coeur and Palmarejo.

We are holding a special meeting of shareholders in order to obtain the shareholder approval necessary to amend our articles of incorporation to increase the authorized shares of Coeur common stock and to issue shares of our common stock to shareholders of Bolnisi and Palmarejo. We will be unable to complete the Transactions unless the shareholders approve the proposals described in this proxy statement at the special meeting. We have included in this proxy statement important information about the Transactions and the special meeting. You should read this information carefully and in its entirety. We have attached a copy of the Bolnisi merger implementation agreement and the Palmarejo merger implementation agreement to this proxy statement as Annex A-1 and Annex B-1, respectively. The enclosed voting materials allow you to vote your shares without attending the special meeting.

Your vote is very important and we encourage you to complete, sign, date and mail your proxy card, as soon as possible, whether or not you plan to attend the special meeting. Convenient telephone and Internet voting options also are available. This proxy statement describes the issues on which we would like you, as a shareholder to vote.

**Q: When and where is the special meeting?**

A: The special meeting will be held at The Coeur d Alene Resort and Conference Center, Second Street and Front Avenue, Coeur d Alene, Idaho at 9:30 am, local time, on December 3, 2007.

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**Q: Who is entitled to vote at the special meeting?**

A: Holders of Coeur common stock at the close of business on October 19, 2007, the record date for the special meeting, may vote in person or by proxy at the special meeting.

**Q: What am I being asked to vote upon?**

A: You are being asked to consider and vote upon a proposal to increase the authorized shares of Coeur common stock from 500,000,000 to 750,000,000 in order to provide sufficient shares to issue to Bolnisi and Palmarejo shareholders in the Transactions and a proposal to authorize the issuance of shares of Coeur common stock to Bolnisi and Palmarejo's shareholders. You are also being asked to consider and vote upon a proposal to approve the adjournment or postponement of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt such proposals. None of the proposed amendment to the existing articles of incorporation or the proposed share issuance will be implemented unless all are approved and the Transactions are completed.

**Q: What vote is required to approve the proposals?**

A: The proposals must be adopted by the affirmative vote of a majority of the shares of Coeur common stock that are present or represented by proxy at the shareholder meeting. In addition, the total votes cast on Proposal 2 must represent a majority of the shares of common stock outstanding on the date of the special meeting.

**Q: How many votes do I have?**

A: You have one vote for each share of Coeur common stock that you own as of the record date.

**Q: How are votes counted?**

A: Votes will be counted by the inspector of election appointed for the special meeting, who will separately count FOR and Against votes, abstentions and broker non-votes. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not receive instructions with respect to the proposals from the beneficial owner.

**Q: How do I vote my Coeur common stock?**

A: Before you vote, you should read this proxy statement in its entirety, including its Annexes, and carefully consider how the Transactions affect you. Then, mail your completed, dated and signed proxy card in the enclosed return envelope or submit your proxy by telephone or over the Internet as soon as possible so that your shares can be voted at the special meeting. For more information on how to vote your shares, see the section entitled The Special Meeting Record Date and Voting Information.

**Q: What happens if I do not vote?**

A: The presence, in person or by proxy, of a majority of the shares of common stock outstanding on the date of the special meeting is necessary to constitute a quorum at the special meeting. Abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum, but will not be counted as present for purposes of determining whether a proposal has been approved. In addition, the total votes cast on Proposal 2 must represent a majority of the shares of common stock outstanding on the date of the special meeting. If you do

not vote, your shares will not be counted towards the approval requirement.

**Q: What happens if I don't indicate how to vote on my proxy?**

**A:** If you are a record holder of Coeur common stock and sign and send in your proxy card, but do not include instructions on how to vote, your shares will be voted **FOR** approval of the Coeur articles of incorporation amendment and the Coeur share issuance.

**Q: What happens if I sell my shares of Coeur common stock before the special meeting?**

**A:** The record date for shareholders entitled to vote at the special meeting is earlier than the expected date of the mergers. If you transfer your shares of Coeur common stock after the record date but before the special meeting you will, unless special arrangements are made, retain your right to vote at the special meeting.



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**Q: If my shares are held in street name by my broker, will my broker vote my shares for me?**

A: Your broker will vote your shares only if you provide instructions to your broker on how to vote. You should instruct your broker to vote your shares by following the directions provided to you by your broker.

**Q: Will my shares held in street name or another form of record ownership be combined for voting purposes with shares I hold of record?**

A: No. Because any shares you may hold in street name will be deemed to be held by a different shareholder than any shares you hold of record, any shares so held will not be combined for voting purposes with shares you hold of record. Similarly, if you own shares in various registered forms, such as jointly with your spouse, as trustee of a trust or as custodian for a minor, you will receive, and will need to sign and return, a separate proxy card for those shares because they are held in a different form of record ownership. Shares held by a corporation or business entity must be voted by an authorized officer of the entity. Shares held in an IRA must be voted under the rules governing the account.

**Q: What does it mean if I receive more than one set of materials?**

A: This means you own shares of Coeur common stock that are registered under different names. For example, you may own some shares directly as a shareholder of record and other shares through a broker or you may own shares through more than one broker. In these situations, you will receive multiple sets of proxy materials. You must vote, sign and return all of the proxy cards or follow the instructions for any alternative voting procedure on each of the proxy cards that you receive in order to vote all of the shares you own. Each proxy card you receive comes with its own prepaid return envelope. If you vote by mail, make sure you return each proxy card in the return envelope that accompanies that proxy card.

**Q: What if I fail to instruct my broker?**

A: Without instructions, your broker will not vote any of your shares held in street name. Broker non-votes will be counted for purposes of determining the presence or absence of a quorum, but will not be counted as present for purposes of determining whether a proposal has been approved.

**Q: May I vote in person?**

A: Yes. You may attend the special meeting and vote your shares in person whether or not you sign and return your proxy card. If your shares are held of record by a broker, bank or other nominee and you wish to vote in person at the special meeting, you must contact your broker or bank and obtain a legal proxy from the record holder.

**Q: May I change my vote after I have mailed my signed proxy card?**

A: Yes. You may revoke and change your vote at any time before your proxy card is voted at the special meeting. You can do this in one of three ways:

First, you can send a written notice to the Coeur corporate secretary stating that you would like to revoke your proxy;

Second, you can complete and submit a new proxy in writing, by telephone or over the Internet; or

Third, you can attend the meeting and vote in person. Your attendance alone will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow directions received from your broker to change those instructions.

**Q: Who can help answer my questions?**

A: If you have questions about the Transactions and the special meeting, including the procedures for voting your shares, you should contact our proxy solicitor D.F. King & Co., Inc. toll-free at 1-800-901-0068 (banks and brokers may call collect at (212) 269-5550).

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**Introduction**

This proxy statement and the accompanying form of proxy are being furnished to Coeur shareholders in connection with the solicitation of proxies by Coeur's Board of Directors for use at the special meeting to be held at The Coeur d'Alene Resort and Conference Center located at Second Street and Front Avenue, Coeur d'Alene, Idaho, on December 3, 2007 at 9:30 am local time.

You are being asked to vote upon a proposal to increase the authorized shares of Coeur common stock from 500,000,000 to 750,000,000 in order to provide sufficient shares to issue to Bolnisi and Palmarejo shareholders in the Transactions and a proposal to authorize the issuance of shares of Coeur common stock to Bolnisi and Palmarejo's shareholders.

**The Companies**

**Coeur d'Alene Mines Corporation**

Coeur d'Alene Mines Corporation is one of the world's leading primary silver producers and a growing gold producer. Coeur has mining interests in Alaska, Argentina, Australia, Bolivia, Chile, Nevada, and Tanzania.

Additional information about Coeur's business is set forth in Coeur's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, which is available on the SEC's website at [www.sec.gov](http://www.sec.gov). See "Where Shareholders Can Find More Information About Coeur" on page 199.

Coeur d'Alene Mines Corporation  
505 Front Avenue  
Coeur d'Alene, Idaho 83814

**Coeur d'Alene Mines Australia Pty Ltd**

Coeur d'Alene Mines Australia Pty Ltd, an Australian corporation ( "Australian Bidco" ), was formed solely for the purpose of acquiring Bolnisi. Australian Bidco is a wholly-owned direct subsidiary of Coeur Sub Two and a wholly-owned indirect subsidiary of Coeur and has not engaged in any business except in anticipation of the Bolnisi Transaction.

Coeur d'Alene Mines Australia Pty Ltd  
c/o CDE Australia Pty Ltd  
Suite 1003  
3 Spring Street  
Sydney NSW 2000

**Coeur Sub Two, Inc.**

Coeur Sub Two, Inc., a Delaware corporation, was formed solely for the purpose of acquiring Bolnisi. Coeur Sub Two is a wholly-owned indirect subsidiary of Coeur and has not engaged in any business except in anticipation of the Bolnisi Transaction.

Coeur Sub Two, Inc.  
c/o Coeur d'Alene Mines Corporation

505 Front Avenue  
Coeur d Alene, Idaho 83814

**Bolnisi Gold NL**

Bolnisi Gold NL is an Australia-based company listed on the Australian Stock Exchange under the symbol BSG and who is engaged in mining and exploration for gold and silver. Bolnisi's principal asset is its indirect 72.8% (as of August 23, 2007) shareholding in the outstanding common shares of Palmarejo. Bolnisi also has a

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portfolio of Mexican-based exploration projects, which include the Yecora Gold-Silver project, Sonora, and the El Realito Gold-Silver project, Chihuahua.

Bolnisi Gold NL  
Level 8  
261 George Street  
Sydney NSW 2000  
Australia

## **Palmarejo Silver and Gold Corporation**

Palmarejo Silver and Gold Corporation is engaged in the exploration and development of silver and gold projects, and is listed on the TSX Venture Exchange under the symbol PJO . Through its indirectly owned Mexican subsidiary, Palmarejo owns or has entered into agreements to acquire concessions comprising the Palmarejo-Trogan project. Additional information about Palmarejo s business is set forth in Palmarejo s Annual Information Form dated October 12, 2006, which is available under Palmarejo s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Palmarejo Silver and Gold Corporation  
199 Bay Street, Suite 5300  
Commerce Court West  
Toronto, Ontario M5L 1B9  
Canada

## **Cautionary Statements Concerning Forward-Looking Information**

This proxy statement contains numerous forward-looking statements relating to Coeur s, Bolnisi s and Palmarejo s gold and silver mining business, including estimated production data, expected operating schedules, expected operating and capital costs and other operating data and permit and other regulatory approvals. Such forward-looking statements are identified by the use of words such as believes, intends, expects, hopes, may, should, plan, projected, anticipates or similar words. Actual production, operating schedules, results of operations, ore reserve and resource estimates and other projections and estimates could differ materially from those projected in the forward-looking statements. The factors that could cause actual results to differ materially from those projected in the forward-looking statements include (i) the risk factors set forth below under Risk Factors , (ii) the risks and hazards inherent in the mining business (including environmental hazards, industrial accidents, weather or geologically related conditions), (iii) changes in the market prices of gold and silver, (iv) the uncertainties inherent in Coeur s, Bolnisi s and Palmarejo s production, exploratory and developmental activities, including risks relating to permitting and regulatory delays, (v) the uncertainties inherent in the estimation of gold and silver ore reserves, (vi) changes that could result from Coeur s future acquisition of new mining properties or businesses, (vii) the effects of environmental and other governmental regulations, and (viii) the risks inherent in the ownership or operation of or investment in mining properties or businesses in foreign countries. Readers are cautioned not to put undue reliance on forward-looking statements. Coeur disclaims any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

All subsequent written and oral forward-looking statements attributable to Coeur or persons acting on Coeur s behalf are expressly qualified in their entirety by the cautionary statements contained throughout this proxy statement.

All information contained in this proxy statement concerning Bolnisi has been supplied by Bolnisi and all information contained in this proxy statement concerning Palmarejo has been supplied by Palmarejo and in neither case has been independently verified by Coeur.



**Table of Contents****Selected Historical Financial Data of Coeur**

The following table summarizes certain selected consolidated financial data with respect to Coeur and its subsidiaries and should be read in conjunction with Coeur's historical consolidated financial statements and related notes attached as Annex C to this proxy statement.

Shareholders also should read this summary data with the unaudited pro forma condensed combined financial statements beginning on page 16.

<b>Income Statement Data:</b>	<b>Six Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>2007</b>	<b>2006</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>
			<b>(In thousands except per share data)</b>				
Revenues:							
Sales of metal	\$ 102,524	\$ 98,895	\$ 216,573	\$ 156,284	\$ 109,047	\$ 93,620	\$ 67,117
Costs and expenses:							
Production costs applicable to sales	47,760	41,687	92,378	88,232	63,715	64,970	65,654
Depreciation and depletion	12,774	13,307	26,772	18,889	16,833	15,107	10,150
Administrative and general	11,884	9,618	19,369	20,624	17,499	12,264	8,806
Exploration	5,430	3,901	9,474	10,553	8,031	4,277	3,849
Pre-development				6,057	11,449	1,967	2,606
Other holding costs						4,478	3,608
Litigation settlements	507	469	2,365	1,600			
Total costs and expenses	78,355	68,982	150,358	145,955	117,527	103,063	94,673
Other income (expense)							
Interest and other income	8,866	7,314	18,654	8,385	3,165	2,064	4,080
Interest expense, net	(170)	(888)	(1,224)	(2,485)	(2,831)	(12,851)	(21,948)
Merger expenses					(15,675)		
Loss on early retirement of debt						(41,564)	(19,061)
Total other income (expense)	8,696	6,426	17,430	5,900	(15,341)	(52,351)	(36,929)
Income (loss) from continuing operations before income taxes	32,865	36,339	83,645	16,229	(23,821)	(61,794)	(64,485)
Income tax (provision) benefit	(6,928)	(2,481)	(8,226)	(1,483)	5,785	7	
Income (loss) from continuing operations	25,937	33,858	75,419	14,746	(18,036)	(61,787)	(64,485)

Income (loss) from discontinued operations		1,968	1,935	(4,195)	1,178	(2,139)	(16,334)	
Gain on sale of net assets of discontinued operation		11,159	11,132					
Cumulative effect of accounting change						(2,306)		
Net income (loss)	\$	25,937	\$ 46,985	\$ 88,486	\$ 10,551	\$ (16,858)	\$ (66,232)	\$ (80,819)
Other comprehensive income (loss)		516	1,740	2,391	447	(908)	(556)	(1,470)
Comprehensive income (loss)	\$	26,453	\$ 48,725	\$ 90,877	\$ 10,998	\$ (17,766)	\$ (66,788)	\$ (82,289)



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<b>Income Statement Data:</b>	<b>Six Months Ended June 30,</b>		<b>Year Ended December 31,</b>				
	<b>2007</b>	<b>2006</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(In thousands except per share data)</b>						
<b>Basic and Diluted Income (Loss) Per Share Data:</b>							
Basic Income (Loss) Per Share:							
Income (loss) from continuing operations	\$ 0.09	\$ 0.13	\$ 0.28	\$ 0.06	\$ (0.08)	\$ (0.37)	\$ (0.82)
Income (loss) from discontinued operations		0.05	0.05	(0.02)	0.00	(0.01)	(0.21)
Cumulative effect of accounting change						(0.01)	
Net income (loss)	\$ 0.09	\$ 0.18	\$ 0.33	\$ 0.04	\$ (0.08)	\$ (0.39)	\$ (1.03)
Diluted Income (Loss) Per Share:							
Income (loss) from continuing operations	\$ 0.09	\$ 0.12	\$ 0.26	\$ 0.06	\$ (0.08)	\$ (0.37)	\$ (0.82)
Income (loss) from discontinued operations		0.04	0.04	(0.02)	0.00	(0.01)	(0.21)
Cumulative effect of accounting change						(0.01)	
Net income (loss)	\$ 0.09	\$ 0.16	\$ 0.30	\$ 0.04	\$ (0.08)	\$ (0.39)	\$ (1.03)
Weighted average number of shares of common stock							
Basic	277,720	265,049	271,357	242,915	215,969	168,186	78,193
Diluted	302,205	289,832	296,082	243,683	215,969	168,186	78,193
<b>Balance Sheet Data:</b>							
	<b>June 30,</b>		<b>December 31,</b>				
	<b>2007</b>	<b>2006</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(In thousands except per share data)</b>						
Total assets	\$ 883,912	\$ 794,083	\$ 849,626	\$ 594,816	\$ 525,777	\$ 259,467	\$ 173,491
Working capital	\$ 311,379	\$ 425,626	\$ 383,082	\$ 281,977	\$ 345,894	\$ 96,994	\$ 2,661
Long-term debt	\$ 180,000	\$ 180,000	\$ 180,000	\$ 180,000	\$ 180,000	\$ 9,563	\$ 66,797
Long-term liabilities	\$ 211,844	\$ 207,955	\$ 210,117	\$ 206,921	\$ 198,873	\$ 29,461	\$ 81,200
Shareholders equity	\$ 609,163	\$ 537,290	\$ 580,994	\$ 341,553	\$ 293,454	\$ 197,478	\$ 47,687



**Table of Contents****Selected Historical Financial Data of Bolnisi**

The following selected historical financial data of Bolnisi is derived from Bolnisi's audited financial statements for each of the years in the five year period ended June 30, 2007. As of August 23, 2007 Bolnisi owns approximately 72.8% of Palmarejo whose separate selected financial data is shown separately hereafter. The consolidated amounts shown below include the accounts of Palmarejo. This summary data should be read together with Bolnisi's financial statements and the accompanying notes, included in Annex D to this proxy statement. Bolnisi's financial statements are prepared in accordance with Australian Accounting Standards ( AASBS ), which differs from US GAAP in certain respects. A discussion of these differences is presented in the notes to Bolnisi's financial statements contained in Annex D to this proxy statement. Selected historical financial data presented under US GAAP is also shown below. The following selected financial data is presented in Australian dollars. Historical results are not indicative of the results to be expected in the future.

Shareholders also should read this summary data with the unaudited pro forma condensed combined financial statements beginning on page 16.

<b>Australian Accounting Standards(1)</b>	<b>Bolnisi Historical Financial Data</b>				
	<b>Year Ended June 30,</b>				
	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(Australian \$ in thousands except per share data)</b>				
<b>Revenue from sale of gold and silver</b>	\$	\$	\$	\$ 24,446	\$ 49,487
mining and treatment costs				(14,173)	(22,494)
<b>Gross profit from the sale of gold and silver</b>				10,273	26,993
Other revenues from ordinary activities	2,458	3,253	809	6,834	126
Expenses from ordinary activities	7,124	6,452	3,824	10,623	6,339
<b>Profit from ordinary activities before related income tax expense</b>	(4,666)	(3,199)	(3,015)	6,484	20,780
Income tax (expense)/benefit related to ordinary activities		(420)	(493)	(2,424)	(6,380)
<b>Profit/(loss) after tax but before profit and loss of discontinued operation and gain on sale of discontinued operation</b>	(4,666)	(3,619)	(3,508)	4,060	14,400
Profit and loss from discontinued operations and gain on sale of discontinued operations, net of tax		10,693	6,423		
<b>Profit/(loss) for the year</b>	\$ (4,666)	\$ 7,074	\$ 2,915	\$ 4,060	\$ 14,400
Net profit (loss) attributable to outside equity interests	\$ (300)	\$ 3,209	\$ 574	\$ (3,449)	\$ (7,824)
<b>Net profit (loss) attributable to members of the parent entity</b>	\$ (4,366)	\$ 3,865	\$ 2,341	\$ 611	\$ 6,576
	\$ (.016)	\$ (.01)	\$ .013	\$ .004	\$ .04

Basic earnings (loss) per share from continuing operations

Diluted earnings (loss) per share from continuing operations

\$	(.016)	\$	(.01)	\$	.013	\$	.004	\$	.04
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**Table of Contents****Bolnisi Historical Financial Data**

	<b>June 30,</b>				
	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(Australian \$ in thousands)</b>				
<b>Balance sheet data</b>					
Total assets	\$ 137,999	\$ 144,111	\$ 88,246	\$ 50,886	\$ 44,599
Working capital	16,056	91,387	45,015	21,869	19,355
Long-term debt	9,877		2,196	9,588	9,525
Shareholders equity	119,335	138,170	66,932	33,226	29,622

**Bolnisi Historical Financial Data**

	<b>Year Ended June 30,</b>		
<b>US GAAP</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(Australian \$ in thousands except per share data)</b>		
<b>Revenue from sale of gold and silver</b>	\$	\$	\$
mining and treatment costs			
<b>Gross profit from the sale of gold and silver</b>			
Other revenues from ordinary activities	2,458	3,253	809
Expenses from ordinary activities:	7,124	6,452	3,824
Exploration and predevelopment	18,328	21,636	12,776
<b>Profit from ordinary activities before related income tax expense</b>	(22,994)	(24,835)	(15,791)
Income tax (expense)/benefit related to ordinary activities		(420)	(493)
<b>Profit/(loss) after tax but before profit and loss of discontinued operation and gain on sale of discontinued operation</b>	(22,994)	(25,255)	(16,284)
Profit and loss from discontinued operations and gain on sale of discontinued operations, net of tax		10,693	6,423
<b>Profit/(loss) for the year before outside equity interests</b>	(22,994)	(14,562)	(9,861)
Net profit (loss) attributable to outside equity interests	5,292	1,945	8,097
<b>Net profit (loss) attributable to members of the parent entity</b>	\$ (17,702)	\$ (12,617)	\$ (1,764)
Basic earnings (loss) per share from continuing operations	\$ (.063)	\$ (.046)	\$ (.008)
Diluted earnings (loss) per share from continuing operations	\$ (.063)	\$ (.046)	\$ (.008)

**Bolnisi Historical Financial Data**

	<b>June 30,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(Australian \$ in thousands)</b>		

**Balance sheet data**

Total assets	\$ 100,152	\$ 114,410	\$ 74,979
Working capital	16,056	91,387	45,015
Long-term debt	9,877		2,196
Shareholders' equity	181,488	108,469	53,664

- (1) The consolidated financial statements for the years ended June 30, 2007, 2006 and 2005 are general purpose financial statements which have been prepared in accordance Australian equivalents to International Financial Reporting Standards ( AIFRS ), comprising Australian Accounting Standards ( AASBs ) (including Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board ( AASB ) and the Corporations Act 2001. These consolidated financial statements of Bolnisi comply with International Financial Reporting Standards ( IFRS ) and interpretations adopted by the International Accounting Standards Board. For the years ended June 30, 2004 and 2003, the consolidated financial statements have been prepared in accordance with Accounting Standards, Urgent Issues Group Consensus Views, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

**Table of Contents****Selected Historical Financial Data of Palmarejo**

The following selected historical financial data of Palmarejo is derived from Palmarejo's audited financial statements for the years ended June 30, 2007 and 2006 and for the 248-day period from Palmarejo's inception to June 30, 2005. This summary data should be read together with Palmarejo's financial statements and the accompanying notes, included in Annex E to this proxy statement. Palmarejo's financial statements are prepared in accordance with Canadian GAAP, which differs from US GAAP in certain respects. A discussion of these differences is presented in the notes to Palmarejo's financial statements contained in Annex E to this proxy statement. Selected historical financial data presented under US GAAP is also shown below. The following selected historical financial data is presented in Canadian dollars. Historical results are not indicative of the results to be expected in the future.

Shareholders also should read this summary data with the unaudited pro forma condensed combined financial statements beginning on page 16.

<b>Canadian GAAP</b>	<b>Palmarejo Historical Financial Data</b>		
	<b>Year Ended June 30,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005(1)</b>
	<b>(In thousands except per share data)</b>		
<b>Operating data</b>			
Interest income	\$ 1,805	\$ 700	\$ 73
Expenses and other	2,340	1,781	4,338
Net earnings (loss)	\$ (535)	\$ (1,081)	\$ (4,265)
Basic and diluted earnings per share	\$ (0.01)	\$ (0.01)	\$ (0.14)
Weighted average shares - basic and diluted	90,739	75,403	31,052

<b>Balance sheet data</b>	<b>June 30,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Total assets	\$ 129,674	\$ 104,350	\$ 15,493
Working capital	5,116	67,059	(1,603)
Long-term debt	8,918	752	
Shareholders' equity	104,061	103,097	11,208

<b>US GAAP</b>	<b>Palmarejo Historical Financial Data</b>		
	<b>Year Ended June 30,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005(1)</b>
	<b>(In thousands except per share data)</b>		
<b>Operating data</b>			
Interest income	\$ 1,805	\$ 700	\$ 73
Expenses and other	19,072	20,771	9,050
Net earnings (loss)	\$ (17,267)	\$ (20,071)	\$ (8,977)

Basic and diluted earnings per share	\$ (0.19)	\$ (0.27)	\$ (0.29)
Weighted average shares basic and diluted	90,739	75,403	31,052

	2007	June 30, 2006	2005
<b>Balance sheet data</b>			
Total assets	\$ 81,694	\$ 73,414	\$ 10,781
Working capital	5,116	67,059	(1,603)
Long-term debt	8,918	752	
Shareholders' equity	56,081	72,161	6,496

(1) The Company commenced operations during the year ended June 30, 2005. Operating data is provided for the 248-day period ended June 30, 2005.



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**Unaudited Pro Forma Condensed Combined Financial Statements**

On May 3, 2007, Coeur, Coeur Sub Two, Australian Bidco and Bolnisi entered into a merger implementation agreement for Coeur to acquire all of the shares of Bolnisi in accordance with a scheme of arrangement to be submitted for approval by the Federal Court of Australia. On the same day, Coeur and Palmarejo entered into a merger implementation agreement for Coeur to acquire the outstanding shares of Palmarejo not directly owned by Bolnisi in accordance with a plan of arrangement to be submitted for approval by the Ontario Superior Court of Justice. Pursuant to these agreements, Coeur will indirectly acquire all the shares of Bolnisi pursuant to a scheme of arrangement and Coeur will indirectly acquire all the shares of Palmarejo pursuant to a plan of arrangement, each in exchange for Coeur common stock and cash.

Under the terms of the Transactions, Bolnisi shareholders will receive 0.682 Coeur shares for each Bolnisi share they own (or, at the election of the Bolnisi shareholder, CHESSE Depositary Interests representing Coeur shares), and Palmarejo shareholders will receive 2.715 Coeur shares for each Palmarejo share they own. It is anticipated that this will result in Coeur issuing a total of approximately 261.0 million new shares, which excludes up to 11.0 million shares that are issuable in exchange for Palmarejo shares that may be issued upon the exercise of outstanding Palmarejo options. Upon closing, all unexercised Palmarejo options will be exchanged for options to acquire Coeur shares. In addition, Bolnisi and Palmarejo shareholders will receive a nominal cash payment equal to A\$0.004/US\$0.003 per Bolnisi share (or approximately US\$0.9 million in aggregate) and C\$0.004/US\$0.003 per Palmarejo share (or approximately US\$0.2 million in aggregate), respectively.

All holders of Palmarejo options will receive Palmarejo Replacement Options (as defined below) under the plan of arrangement. A Palmarejo Replacement Option will entitle the holder thereof to acquire the number of Coeur shares equal to the product of (i) the number of Palmarejo shares subject to the Palmarejo option immediately prior to the consummation of the Transactions, and (ii) 2.715 Coeur shares plus the portion of a Coeur share that, immediately prior to the consummation of the Transactions, has a fair market value equal to C\$0.004 for each Palmarejo share that the holder was entitled to receive, provided that if the foregoing would result in the issuance of a fraction of a Coeur share, then the number of Coeur shares otherwise issued shall be rounded down to the nearest whole number of Coeur shares. The exercise price per Coeur share subject to any such Palmarejo Replacement Option shall be an amount (rounded up to the nearest one-hundredth of a cent) equal to the quotient of (A) the exercise price per Palmarejo share subject to such Palmarejo Option immediately before the consummation of the Transactions divided by (B) 2.715 plus such portion of a Coeur share that, immediately prior to the consummation of the Transactions, has a fair market value equal to C\$0.004 cash (provided that the aggregate exercise price payable on any particular exercise of Palmarejo Replacement Options shall be rounded up to the nearest whole cent). Except as set out above, the terms of each Palmarejo Replacement Option shall be the same as the terms of the Palmarejo option exchanged therefor pursuant to the Palmarejo Share Option Plan in the plan of arrangement and any agreement evidencing the grant thereof prior to the consummation of the Transactions.

The following unaudited pro forma condensed combined financial statements and notes have been prepared based on Coeur's, Bolnisi's and Palmarejo's historical financial statements to assist shareholders in analyzing the potential financial results of the combined company. The Transactions are accounted for as purchases of assets and not as business combinations since Bolnisi and Palmarejo are considered to be in the development stage. The unaudited pro forma condensed combined financial statements are prepared on that basis, and are presented to give effect to the following two alternative scenarios: (i) the acquisition of Bolnisi and Palmarejo by Coeur and (ii) the acquisition of Bolnisi only (and not Palmarejo) by Coeur. For each of the alternative scenarios, the following unaudited pro forma condensed combined financial statements represent the combined company's unaudited pro forma condensed combined balance sheet as of June 30, 2007, and unaudited pro forma condensed combined income statements for the six months ended June 30, 2007 and the year ended December 31, 2006. The unaudited pro forma condensed

combined balance sheet gives effect to the acquisition(s) as if they occurred on the date of such balance sheet. The accompanying unaudited pro forma condensed combined income statements give effect to the acquisition(s) as if they occurred on January 1, 2006, the first day of Coeur's year ended December 31, 2006.

Coeur's historical information has been derived from its historical financial statements which were prepared and presented in accordance with U.S. GAAP. Bolnisi's historical consolidated financial statements are presented in Australian dollars and were prepared in accordance with AIFRS, which differs in certain respects from

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U.S. GAAP. As described in the notes to Bolnisi's financial statements included in Annex D to this proxy statement and the notes to these unaudited pro forma condensed combined financial statements, Bolnisi's historical consolidated financial statements were adjusted to be presented under U.S. GAAP and were translated from A\$ to US\$. As presented in the notes to Palmarejo's financial statements included in Annex E to this proxy statement and the notes to these unaudited pro forma condensed combined financial statements, pro forma adjustments have been made to the consolidated financial statements of Bolnisi (including Palmarejo) to conform with Coeur's presentation under U.S. GAAP.

The pro forma adjustments are based upon available information and assumptions that management of Coeur believes are reasonable. The unaudited pro forma condensed combined financial statements are presented for illustrative purposes only and are based on the estimates and assumptions set forth in the notes accompanying those statements. The companies might have performed differently had they always been combined. You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will experience after the combination. The unaudited pro forma condensed combined financial statements should be read in conjunction with the historical financial statements of Coeur, Bolnisi and Palmarejo and the related notes included as annexes to this proxy statement.

**Table of Contents****Coeur d Alene Mines Corporation****Unaudited Pro Forma Combined Consolidated Balance Sheet as of June 30, 2007  
(Bolnisi and Palmarejo) (Note 1)**

	Coeur	Bolnisi	Pro Forma Adjustments	Pro Forma Combined
	(In thousands except per share data)			
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 236,232	\$ 16,646	(d) \$ (11,600) (e) (1,052)	\$ 240,226
Short-term investments	36,270			36,270
Receivables	38,732	4,393		43,125
Ore on leach pad	32,729			32,729
Metal and other inventory	18,353			18,353
Deferred taxes	3,872			3,872
Prepaid expenses and other	8,096	48		8,144
Total current assets	374,284	21,087	(12,652)	382,719
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Property, plant & equipment, net	98,497	52,952		151,449
<b>MINING PROPERTIES</b>				
Operational mining properties, net	13,098			13,098
Mineral interests, net	64,891			64,891
Non producing and development properties	258,979		(c) 1,483,371 (f) (13,056)	1,729,294
	435,465	52,952	1,470,315	1,958,732
<b>OTHER ASSETS</b>				
Ore on leach pad, non current portion	37,374			37,374
Restricted cash and cash equivalents	21,652			21,652
Debt issuance costs, net	4,999			4,999
Deferred income taxes	1,389			1,389
Other	8,749			8,749
Total non-current assets	74,163			74,163
Total Assets	\$ 883,912	\$ 74,039	\$ 1,457,663	\$ 2,415,614
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable	\$ 35,967	\$ 5,360	\$	\$ 41,327

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Accrued liabilities and other	8,877			8,877
Accrued taxes	5,363			5,363
Accrued payroll and related benefits	7,005			7,005
Accrued interest payable	1,031			1,031
Current portion of reclamation and mine closure	4,662			4,662
Current portion of capital leases		2,098		2,098
<b>Total current liabilities</b>	<b>62,905</b>	<b>7,458</b>		<b>70,363</b>
<b>LONG TERM LIABILITIES</b>				
11/4% Convertible senior Notes due 2024	180,000			180,000
Long-term debt		8,384		8,384
Reclamation and mine closure	27,579			27,579
Deferred income taxes			(c) 453,701 (f) (13,056)	440,645
Other long-term liabilities	4,265			4,265
<b>Total non-current liabilities</b>	<b>211,844</b>	<b>8,384</b>	<b>440,645</b>	<b>660,873</b>
<b>STOCKHOLDERS EQUITY</b>				
Common stock	279,507	47,751	(a) (47,751) (b) 260,976	540,483
Additional paid in capital	779,062	(6,730)	(a) 6,730 (b) 782,930 (g) 31,309	1,593,301
Accumulated deficit	(437,285)	3,997	(a) (3,997)	(437,285)
Shares held in treasury	(13,190)		(b) (13,190)	(13,190)
Minority interest		13,179	(a) (13,179)	
Accumulated other comprehensive income	1,069			1,069
<b>Total stockholders equity</b>	<b>609,163</b>	<b>58,197</b>	<b>1,017,018</b>	<b>1,684,378</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 883,912</b>	<b>\$ 74,039</b>	<b>\$ 1,457,663</b>	<b>\$ 2,415,614</b>

See accompanying notes to these pro forma financial statements.

**Table of Contents****Coeur d Alene Mines Corporation****Unaudited Pro Forma Combined Income Statement for the Six Months Ended June 30, 2007  
(Bolnisi and Palmarejo) (Note 1)**

	Coeur	Bolnisi	Pro Forma Adjustments	Pro Forma Combined
	(In thousands except per share data)			
<b>REVENUES</b>				
Sales of metals	\$ 102,524	\$	\$	\$ 102,524
<b>COSTS AND EXPENSES</b>				
Production costs applicable to sales	47,760			47,760
Depreciation and depletion	12,774			12,774
Administrative and general	11,884	1,808		13,692
Exploration	5,430	9,695		15,125
Litigation settlement	507			507
Other		1,863		1,863
Total costs and expenses	78,355	13,366		91,721
Operating income (loss)	24,169	(13,366)		10,803
<b>OTHER INCOME AND EXPENSES</b>				
Interest and other	8,866	654		9,520
Interest expense, net of capitalized interest	(170)			(170)
Total other income and expenses	8,696	654		9,350
Income (loss) before taxes	32,865	(12,712)		20,153
Income tax (provision) benefit	(6,928)			(6,928)
<b>NET INCOME (LOSS)</b>	<b>\$ 25,937</b>	<b>\$ (12,712)</b>	<b>\$</b>	<b>\$ 13,225</b>
<b>BASIC AND DILUTED INCOME (LOSS) PER SHARE</b>				
Basic income (loss) per share	\$ 0.09			\$ 0.03
Diluted income (loss) per share	\$ 0.09			\$ 0.02
Weighted average number of shares of common stock:				
Basic	277,720		(b) 260,976	536,696
Diluted	302,205		(b) 260,976	563,181

See accompanying notes to these pro forma financial statements.

**Table of Contents****Coeur d Alene Mines Corporation****Unaudited Pro Forma Combined Income Statement for the Year Ended December 31, 2006  
(Bolnisi and Palmarejo) (Note 1)**

	Coeur	Bolnisi and Palmarejo	Pro Forma Adjustments	Pro Forma Combined
	(In thousands except per share data)			
<b>REVENUES</b>				
Sales of metals	\$ 216,573	\$	\$	\$ 216,573
<b>COSTS AND EXPENSES</b>				
Production costs applicable to sales	92,378			92,378
Depreciation and depletion	26,772			26,772
Administrative and general	19,369	3,155		22,524
Exploration	9,474	15,013		24,487
Litigation settlement	2,365			2,365
Other		538		538
Total costs and expenses	150,358	18,706		169,064
Operating income (loss)	66,215	(18,706)		47,509
<b>OTHER INCOME AND EXPENSES</b>				
Interest and other	18,654	1,957		20,611
Interest expense, net of capitalized interest	(1,224)	(440)		(1,664)
Total other income and expenses	17,430	1,517		18,947
Income (loss) from continuing operations before taxes	83,645	(17,189)		66,456
Income tax (provision) benefit	(8,226)			(8,226)
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>	<b>\$ 75,419</b>	<b>\$ (17,189)</b>	<b>\$</b>	<b>\$ 58,230</b>
<b>BASIC AND DILUTED INCOME (LOSS) PER SHARE FROM CONTINUING OPERATIONS</b>				
Basic income (loss) per share	\$ 0.28			\$ 0.11
Diluted income (loss) per share	\$ 0.26			\$ 0.10
Weighted average number of shares of common stock:				
Basic	271,357		(b) 260,976	532,333
Diluted	296,082		(b) 260,976	557,058

See accompanying notes to these pro forma financial statements.





**Table of Contents****Coeur d Alene Mines Corporation****Unaudited Pro Forma Combined Consolidated Balance Sheet as of June 30, 2007  
(Bolnisi Only (and not Palmarejo)) (Note 2)**

	<b>Coeur</b>	<b>Bolnisi</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined</b>
	<b>(In thousands except per share data)</b>			
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 236,232	\$ 16,646	(d) \$ (11,600) (e) (969)	\$ 240,309
Short-term investments	36,270			36,270
Receivables	38,732	4,393		43,125
Ore on leach pad	32,729			32,729
Metal and other inventory	18,353			18,353
Deferred taxes	3,872			3,872
Prepaid expenses and other	8,096	48		8,144
Total current assets	374,284	21,087	(12,569)	382,802
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Property, plant & equipment, net	98,497	52,952		151,449
<b>MINING PROPERTIES</b>				
Operational mining properties, net	13,098			13,098
Mineral interests, net	64,891			64,891
Non producing and development properties	258,979		(c) 1,115,684 (f) (13,056)	1,361,607
	435,465	52,952	1,102,628	1,591,045
<b>OTHER ASSETS</b>				
Ore on leach pad, non current portion	37,374			37,374
Restricted cash and cash equivalents	21,652			21,652
Debt issuance costs, net	4,999			4,999
Deferred income taxes	1,389			1,389
Other	8,749			8,749
Total non-current assets	74,163			74,163
Total Assets	\$ 883,912	\$ 74,039	\$ 1,090,059	\$ 2,048,010
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable	\$ 35,967	\$ 5,360	\$	\$ 41,327

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Accrued liabilities and other	8,877			8,877
Accrued taxes	5,363			5,363
Accrued payroll and related benefits	7,005			7,005
Accrued interest payable	1,031			1,031
Current portion of reclamation and mine closure	4,662			4,662
Current portion of capital leases		2,098		2,098
<b>Total current liabilities</b>	<b>62,905</b>	<b>7,458</b>		<b>70,363</b>
<b>LONG TERM LIABILITIES</b>				
11/4% Convertible senior Notes due 2024	180,000			180,000
Long-Term Debt		8,384		8,384
Reclamation and mine closure	27,579			27,579
Deferred income taxes			(c) 366,846 (f) (13,056)	353,790
Other long-term liabilities	4,265			4,265
<b>Total non-current liabilities</b>	<b>211,844</b>	<b>8,384</b>	<b>353,790</b>	<b>574,018</b>
Minority Interest			(g) 13,179	13,179
<b>STOCKHOLDERS EQUITY</b>				
Common stock	279,507	47,751	(a) (47,751) (b) 194,740	474,247
Capital surplus	779,062	(6,730)	(a) 6,730 (b) 586,547	1,365,609
Accumulated deficit	(437,285)	3,997	(a) (3,997)	(437,285)
Shares held in treasury	(13,190)			(13,190)
Minority interest		13,179	(g) (13,179)	
Accumulated other comprehensive income	1,069			1,069
<b>Total stockholders equity</b>	<b>609,163</b>	<b>58,197</b>	<b>723,090</b>	<b>1,390,450</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 883,912</b>	<b>\$ 74,039</b>	<b>\$ 1,090,059</b>	<b>\$ 2,048,010</b>

See accompanying notes to these pro forma financial statements.

**Table of Contents****Coeur d Alene Mines Corporation****Unaudited Pro Forma Combined Income Statement for the Six Months Ended June 30, 2007  
(Bolnisi only (and not Palmarejo)) (Note 2)**

	Coeur	Bolnisi	Pro Forma Adjustments	Pro Forma Combined
	(In thousands except per share data)			
<b>REVENUES</b>				
Sales of metals	\$ 102,524	\$	\$	\$ 102,524
<b>COSTS AND EXPENSES</b>				
Production costs applicable to sales	47,760			47,760
Depreciation and depletion	12,774			12,774
Administrative and general	11,884	1,808		13,692
Exploration	5,430	9,695		15,125
Litigation settlement	507			507
Other		1,863		1,863
Total costs and expenses	78,355	13,366		91,721
Operating income (loss)	24,169	(13,366)		10,803
<b>OTHER INCOME AND EXPENSES</b>				
Interest and other	8,866	654		9,520
Interest expense, net of capitalized interest	(170)			(170)
Minority interest in loss of consolidated subsidiaries		3,606		3,606
Total other income and expenses	8,696	4,260		12,956
Income (loss) before taxes	32,865	(9,106)		23,759
Income tax (provision) benefit	(6,928)			(6,928)
<b>NET INCOME (LOSS)</b>	<b>\$ 25,937</b>	<b>\$ (9,106)</b>	<b>\$</b>	<b>\$ 16,831</b>
<b>BASIC AND DILUTED INCOME (LOSS) PER SHARE</b>				
Basic income (loss) per share	\$ 0.09			\$ 0.04
Diluted income (loss) per share	\$ 0.09			\$ 0.03
<b>Weighted average number of shares of common stock</b>				
Basic	277,720		(b) 194,740	472,460
Diluted	302,205		(b) 194,740	496,945

See accompanying notes to these pro forma financial statements.



**Table of Contents****Coeur d Alene Mines Corporation****Unaudited Pro Forma Combined Income Statement for the Year Ended December 31, 2006  
(Bolnisi only (and not Palmarejo)) (Note 2)**

	Coeur	Bolnisi	Pro Forma Adjustments	Pro Forma Combined
	(In thousands except per share data)			
<b>REVENUES</b>				
Sales of metals	\$ 216,573	\$	\$	\$ 216,573
<b>COSTS AND EXPENSES</b>				
Production costs applicable to sales	92,378			92,378
Depreciation and depletion	26,772			26,772
Administrative and general	19,369	3,155		22,524
Exploration	9,474	15,013		24,487
Litigation settlement	2,365			2,365
Other		538		538
Total costs and expenses	150,358	18,706		169,064
Operating income (loss)	66,215	(18,706)		47,509
<b>OTHER INCOME AND EXPENSES</b>				
Interest and other	18,654	1,957		20,611
Interest expense, net of capitalized interest	(1,224)	(440)		(1,664)
Minority interest in loss of consolidated subsidiaries		3,417		3,417
Total other income and expenses	17,430	4,934		22,364
Income (loss) from continuing operations before taxes	83,645	(13,772)		69,873
Income tax (provision) benefit	(8,226)			(8,226)
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>	<b>\$ 75,419</b>	<b>\$ (13,772)</b>	<b>\$</b>	<b>\$ 61,647</b>
<b>BASIC AND DILUTED INCOME (LOSS) PER SHARE FROM CONTINUING OPERATIONS</b>				
Basic income (loss) per share	\$ 0.28			\$ 0.13
Diluted income (loss) per share	\$ 0.26			\$ 0.13
<b>Weighted average number of shares of common stock</b>				
Basic	271,357		(b) 194,740	466,097
Diluted	296,082		(b) 194,740	490,822

See accompanying notes to these pro forma financial statements.

**Table of Contents****Notes to Unaudited Pro Forma Condensed Combined Financial Statements****Note 1. Pro Forma transaction adjustments for the acquisition of Bolnisi and Palmarejo as of June 30, 2007.**

The unaudited pro forma condensed combined financial statements contained herein assume that the merger transaction had been completed on January 1, 2007 (for income statement purposes) and on June 30, 2007 (for balance sheet purposes).

The existing Coeur shareholders will hold the majority of the voting stock of the combined company. The existing members of the Coeur board of directors will be retained as directors of the combined company. Thereafter, the directors will be elected annually by the holders of the combined company's shareholders. The composition of the senior management of the combined company will consist of existing Coeur senior management. Accordingly, Coeur is deemed to be the accounting acquiror. As a result, Bolnisi's and Palmarejo's assets and liabilities are recorded at their estimated fair values. The purchase price is based upon Coeur issuing a total of 261.0 million new shares. The number of Coeur shares to be issued is determined by multiplying the outstanding shares of Bolnisi ordinary shares at June 30, 2007 of 285,542,321 by the Bolnisi conversion ratio of 0.682, and multiplying the outstanding shares of Palmarejo common stock at June 30, 2007 of 91,251,738, less the 66,855,237 Palmarejo shares held by Bolnisi, by the Palmarejo conversion ratio of 2.715. In addition, the purchase price includes the fair value of new Palmarejo options to purchase Coeur shares that will be exchanged for the outstanding vested options to purchase Palmarejo shares of \$31.3 million, cash payments totaling \$1.1 million and estimated transaction costs of approximately \$11.6 million, resulting in total consideration of approximately \$1.1 billion. The estimated Coeur share price of \$4.00 on May 3, 2007, the date the merger was agreed to and announced, was used to estimate the fair value of the Coeur shares to be issued in the Transactions. The exact market price of Coeur common stock on the date of closing will be used to ultimately determine the fair value of the Coeur shares issued in the Transactions.

For purposes of preparing the unaudited pro forma condensed combined financial statements for the merger transactions, management has made certain assumptions. The book value of Bolnisi's and Palmarejo's assets and liabilities, excluding development properties, at June 30, 2007 are assumed to approximate fair value and, as such, the excess purchase price, including the impact of deferred income taxes, has been allocated to mining properties.

The following represents the preliminary allocation of the purchase price if the Bolnisi and Palmarejo transactions had occurred on June 30, 2007:

	<b>(In thousands)</b>
Consideration:	
Coeur stock issued (260,976,363 shares at \$4.00)	\$ 1,043,905
Fair value of options issued	31,308
Cash payments	1,052
Transaction advisory fee and other transaction costs	11,600
 Total purchase price	 \$ 1,087,865
 Fair value of net assets acquired:	
Cash	\$ 16,646
Other current assets	4,393
Property, plant and equipment, net	52,952
Non producing and development properties	1,470,315

Other assets	46
Total assets	1,544,352
Less:	
Current liabilities	7,458
Other long-term liabilities	8,384
Deferred tax liabilities	440,645
Total liabilities	456,487
Net assets	\$ 1,087,865



**Table of Contents****Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)**

The unaudited pro forma condensed combined financial statements for the Transactions include the following adjustments:

- (a) To eliminate the Bolnisi's historical stockholders' equity accounts.
- (b) To record the issuance of an estimated 260,976,363 shares of Coeur common stock to be issued to Bolnisi and Palmarejo shareholders based on the outstanding shares of Bolnisi ordinary shares at June 30, 2007 of 285,542,321 multiplied by the exchange ratio of 0.682 and the estimated outstanding shares of Palmarejo common stock of 91,251,738, less the 66,855,237 Palmarejo shares held by Bolnisi, multiplied by the exchange ratio of 2.715.
- (c) To record the portion of the purchase price allocated to Bolnisi's mining properties. In addition, deferred income taxes are recognized for the difference between the revised carrying amounts of Bolnisi's assets and their associated income tax bases which will not change as a result of the Transactions.

This allocation is preliminary and is subject to change due to several factors including: changes in the fair values of Bolnisi's assets and liabilities up to the closing date of the transaction; the actual merger costs incurred, the number of Palmarejo stock options outstanding at the closing date; valuations of assets and liabilities that may be required which have not been completed as of the date of this proxy statement. These changes will not be known until after the closing date of the merger transaction.

- (d) To record the transaction advisory fees and estimated transaction costs to be incurred by Coeur as a result of the Bolnisi/Palmarejo-Coeur combination as follows:

	<b>(In thousands)</b>
Advisory fees	\$ 5,425
Legal fees	2,750
Other	3,425
	\$ 11,600

- (e) To record the distribution of the cash consideration to be paid to Bolnisi and Palmarejo shareholders in the Transactions of \$1,052,000.
- (f) To record a deferred tax asset related to net operating losses in Mexico acquired in the transactions.
- (g) To record the fair value attributable to Coeur share options to be issued in exchange for vested Palmarejo options.

**Note 2. Pro Forma transaction adjustments for the acquisition of Bolnisi only (and not Palmarejo) as of June 30, 2007.**

The unaudited pro forma condensed combined financial statements contained herein assume that the Bolnisi merger transaction had been completed on January 1, 2007 (for income statement purposes) and on June 30, 2007 (for balance sheet purposes).

The existing Coeur shareholders will hold the majority of the voting stock of the combined company. The existing members of the Coeur board of directors will be retained as directors of the combined company. Thereafter, the directors will be elected annually by the holders of the combined company's shareholders. The composition of the senior management of the combined company will consist of existing Coeur senior management. Accordingly, Coeur is deemed to be the accounting acquiror. As a result, Bolnisi's assets and liabilities are recorded at their estimated fair values. The purchase price is based upon Coeur issuing a total of 261.0 million new shares. The number of Coeur shares to be issued is determined by multiplying the outstanding shares of Bolnisi ordinary shares at June 30, 2007 of 285,542,321 by the conversion ratio of 0.682, and cash payments totaling \$1.0 million and estimated transaction costs of approximately \$11.6 million, resulting in total consideration of approximately \$791.5 million. The estimated Coeur share price of \$4.00 on May 3, 2007, the date the merger was agreed to and

**Table of Contents****Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)**

announced, was used to estimate the fair value of the Coeur shares to be issued in the Transactions. The exact market price of Coeur's common stock on the date of closing will be used to ultimately determine the fair value of Coeur shares issued in the Transactions.

For purposes of preparing the unaudited pro forma condensed combined financial statements for the Bolnisi Transaction, management has made certain assumptions. The book value of Bolnisi's assets and liabilities, excluding development properties, at June 30, 2007 are assumed to approximate fair value and, as such, the excess purchase price, including the impact of deferred income taxes, has been allocated to mining properties.

The following represents the preliminary allocation of the purchase price if the Bolnisi transaction had occurred on June 30, 2007:

	<b>(In thousands)</b>
Consideration:	
Coeur stock issued (194,739,863 shares at \$4.00)	\$ 778,959
Cash payments	970
Transaction advisory fee and other transaction costs	11,600
<b>Total purchase price</b>	<b>\$ 791,529</b>
Fair value of net assets acquired:	
Cash	\$ 12,304
Other current assets	3,301
Property, plant and equipment, net	38,817
Non producing and development properties	1,102,628
<b>Total assets</b>	<b>1,157,050</b>
Less:	
Current liabilities	5,589
Other long-term liabilities	6,142
Deferred tax liabilities	353,790
<b>Total liabilities</b>	<b>365,521</b>
<b>Net assets</b>	<b>\$ 791,529</b>

The unaudited pro forma condensed combined financial statements for the Transactions include the following adjustments:

(a) To eliminate the components of Bolnisi's historical stockholders' equity accounts.

(b) To record the issuance of an estimated 194,739,863 shares of Coeur common stock to be issued to Bolnisi shareholders based on the outstanding shares of Bolnisi ordinary shares at June 30, 2007 of 285,542,321 multiplied by the exchange rate of 0.682.

(c) To record the portion of the purchase price allocable to Bolnisi's mining properties. In addition, deferred income taxes are recognized for the difference between the revised carrying amounts of Bolnisi's assets and their associated tax bases which will not change as a result of the Transactions.

This allocation is preliminary and is subject to change due to several factors including: changes in the fair values of Bolnisi's assets and liabilities up to the closing date of the transaction; the actual merger costs incurred; valuations of assets and liabilities that may be required which have not been completed as of the date of these adjustments. These changes will not be known until after the closing date of the Transactions.

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(d) To record the transaction advisory fees and estimated transaction costs to be incurred by Coeur as a result of the Bolnisi/Coeur combination as follows:

	<b>(In thousands)</b>
Advisory fees	\$ 5,425
Legal fees	2,750
Other	3,425
	\$ 11,600

(e) To record the distribution of the cash consideration to be paid to Bolnisi shareholders in the Transaction of \$969,000.

(f) To record a deferred tax asset related to net operating losses in Mexico acquired in the transaction.

(g) To record reclassification of minority interest balance to comply with US GAAP presentation.

**Note 3. Non recurring charges resulting directly from the transaction.**

The company expects to recognize compensation expense of approximately \$14 million within the 12 months following consummation of the transaction. This expense is as a result of the conversion of options to purchase Palmarejo shares into options to purchase Coeur shares.

**Note 4. Bolnisi and Bolnisi and Palmarejo Balances.**

The Bolnisi and the Bolnisi and Palmarejo balances presented in the pro forma financial statements have been adjusted to reflect U.S. generally accepted accounting principles and to present the balances in U.S. dollars. The balances were translated to U.S. dollars at foreign exchange rates applicable for each of the periods presented. The balance sheets were translated using a rate of .8488 in effect at the balance sheet date as of June 30, 2007. Revenues and expenses reflected in the income statements were translated at an average exchange rate of .8488 for the six month period ended June 30, 2007 and .7893 for the year ended December 31, 2006, which rates approximate the average foreign exchange rates for these periods.

**Table of Contents****Comparative Per Share Information**

The following table summarizes unaudited per share information for Coeur, Bolnisi and Palmarejo separately on a historical basis and on an equivalent unaudited pro forma condensed combined basis. The unaudited pro forma condensed combined information is presented for illustrative purposes only. The companies might have performed differently had they always been combined. You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will experience after the combination. The unaudited pro forma condensed combined financial statements should be read in conjunction with the historical financial statements of Coeur, Bolnisi and Palmarejo and the related notes included as annexes to this proxy statement as well as the unaudited pro forma condensed combined financial statements and the related notes beginning on page 16. The historical book value per share is computed by dividing total shareholders equity by the average number of shares outstanding during the applicable period. The unaudited pro forma condensed combined income per share is computed by dividing the unaudited pro forma condensed combined income from continuing operations available to holders of common stock by the unaudited pro forma condensed combined weighted average number of shares outstanding. The unaudited pro forma condensed combined book value per share is computed by dividing total unaudited pro forma condensed combined shareholders equity by the unaudited pro forma condensed combined average number of shares outstanding during the applicable period. The historical per share information of Coeur, Bolnisi and Palmarejo was derived from the historical financial statements of Coeur, Bolnisi and Palmarejo and the related notes included as annexes to this proxy statement.

<b>Coeur - Historical</b>	<b>Six Months Ended June 30, 2007</b>	<b>Year Ended December 31, 2006</b>
Historical per common share:		
Income per basic share	\$ 0.09	\$ 0.28
Income per diluted share	\$ 0.09	\$ 0.26
Dividends declared	\$	\$
Book value per share	\$ 2.19	
<b>Bolnisi - Historical (Australian Accounting Standards) (in Australian dollars)</b>		<b>Year Ended June 30, 2007</b>
Historical per common share:		
(Loss) per basic share		A\$ (0.016)
(Loss) per diluted share		A\$ (0.016)
Dividends declared		A\$
Book value per share		A\$ 0.418

**Table of Contents****Unaudited Bolnisi (US GAAP)  
(in Australian dollars)****Year Ended  
June 30, 2007**

Historical per common share:

(Loss) per basic share	A\$	(0.063)
(Loss) per diluted share	A\$	(0.063)
Dividends declared	A\$	
Book value per share	A\$	0.186

**Palmarejo - Historical (Canadian GAAP)  
(in Canadian dollars)**

Historical per common share:

(Loss) per basic share	C\$	(0.01)
(Loss) per diluted share	C\$	(0.01)
Dividends declared	C\$	
Book value per share	C\$	1.14

**Unaudited Palmarejo (US GAAP)  
(in Canadian dollars)**

Historical per common share:

(Loss) per basic share	C\$	(0.19)
(Loss) per diluted share	C\$	(0.19)
Dividends declared	C\$	
Book value per share	C\$	0.61

**Unaudited Pro Forma Condensed****Combined (Bolnisi and Palmarejo)****(US GAAP)****Six Months  
Ended****June 30, 2007****Year Ended  
December 31,  
2006**

Unaudited pro forma condensed combined per common share:

Income per basic share	\$	0.03	\$	0.11
Income per diluted share	\$	0.02	\$	0.10
Dividends declared	\$		\$	
Book value per share	\$	3.12		

**Unaudited Pro Forma Condensed****Combined (Bolnisi Only (and not Palmarejo))****Six Months  
Ended****Year Ended**

<b>(US GAAP)</b>	<b>June 30, 2007</b>	<b>December 31, 2006</b>
Unaudited pro forma condensed combined per common share:		
Income per basic share	\$ 0.04	\$ 0.13
Income per diluted share	\$ 0.03	\$ 0.13
Dividends declared	\$	\$
Book value per share	\$ 2.94	

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**Table of Contents****Consolidated Capitalization**

The following table shows: Coeur's capitalization on June 30, 2007 and Coeur's pro forma capitalization as of June 30, 2007, assuming the completion of the Bolnisi Transaction and assuming completion of the Bolnisi and Palmarejo Transactions.

		<b>June 30, 2007</b>	
	<b>Actual</b>	<b>Pro Forma for the Bolnisi Transaction</b>	<b>Pro Forma for the Bolnisi and Palmarejo Transactions</b>
	<b>(In thousands except for per share data)</b>		
Cash, cash equivalents and short term investments	\$ 272,502	\$ 276,579	\$ 276,496
Long-term debt:			
11/4% convertible senior notes due January 2024	\$ 180,000	\$ 180,000	\$ 180,000
Other long-term debt		8,384	8,384
Total long-term debt	180,000	188,384	188,384
Minority interest		13,179	
Stockholders' equity:			
Common stock; par value \$1.00 per share; 500,000,000 shares authorized and 279,506,709 shares issued and outstanding, actual; 750,000,000 shares authorized and 474,247,000 shares issued and outstanding, pro forma for the Bolnisi Transaction and 750,000,000 shares authorized and 540,483,000 shares issued and outstanding, pro forma as adjusted for the Bolnisi and Palmarejo Transactions(1)(2)	279,507	474,247	540,483
Additional paid in capital	779,062	1,365,609	1,593,301
Accumulated deficit	(437,285)	(437,285)	(437,285)
Shares held in treasury	(13,190)	(13,190)	(13,190)
Accumulated other comprehensive income	1,069	1,069	1,069
Total stockholders' equity	609,163	1,390,450	1,684,378
Total capitalization	\$ 789,163	\$ 1,592,013	\$ 1,872,762

(1) The number of shares of common stock as reflected in the table above does not include:

23,684,211 shares of common stock reserved for issuance upon conversion of Coeur's 11/4% convertible senior notes due January 2024 at the conversion price of \$7.60,

5,780,157 shares of common stock reserved for issuance under Coeur s 2003 Long-Term Incentive Plan,

575,282 shares of common stock reserved for issuance under Coeur s 1989 Long-Term Incentive Plan,

369,486 shares of common stock reserved for issuance under Coeur s 2005 Non-Employee Directors Equity Incentive Plan, and

465,787 shares of common stock reserved for the issuance under Coeur s prior Non-Employee Directors Equity Incentive Plan.

- (2) The number of pro forma shares issued and outstanding for the Bolnisi and Palmarejo transactions do not include up to 10,993,035 shares to be issued in exchange for Palmarejo shares that may be issued upon the exercise of outstanding Palmarejo options or shares reserved for issuance upon the exchange of Palmarejo options into new Palmarejo options to purchase Coeur shares upon closing, and assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007.

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**Risk Factors**

*You should carefully consider the following risk factors related to the Transactions and the anticipated business of Coeur after the closing of the Transactions, as well as the other information contained in this proxy statement, including the attached annexes, in evaluating whether to approve the shareholder proposals.*

**Risks Related to the Transactions**

***Coeur may not realize the cost savings and other benefits it currently anticipates due to challenges associated with integrating operations, personnel and other aspects of the companies and due to liabilities that may exist at Bolnisi and Palmarejo.***

The Transactions are being entered into with the expectation that their successful completion will result in increased metal production, earnings and cash flow for the combined company. These anticipated increases will depend in part on whether Coeur's, Bolnisi's and Palmarejo's operations can be integrated in an efficient and effective manner, and whether the project development in fact produces the benefits anticipated. Most operational and strategic decisions, and certain staffing decisions, with respect to the combined company have not yet been made and may not have been fully identified. These decisions and the integration of the three companies will present significant challenges to management, including the integration of systems and personnel of the three companies, and special risks, including possible unanticipated liabilities, significant one-time write-offs or restructuring charges, unanticipated costs, and the loss of key employees. There can be no assurance that there will be operational or other synergies realized by the combined company, or that the integration of the three companies' operations, management and cultures will be timely or effectively accomplished, or ultimately will be successful in increasing earnings and reducing costs. In addition, the integration of Bolnisi and Palmarejo may subject Coeur to liabilities existing at one or both of Bolnisi and Palmarejo, some of which may be unknown. While Coeur has conducted due diligence on the operations of Bolnisi and Palmarejo, there can be no guarantee that Coeur is aware of any and all liabilities of Bolnisi and Palmarejo. These liabilities, and any additional risks and uncertainties related to the Transactions not currently known to Coeur or that Coeur may currently deem immaterial, could negatively impact Coeur's business, financial condition and results of operations.

***Coeur will incur significant transaction, combination-related and restructuring costs in connection with the Transactions.***

Coeur, Bolnisi and Palmarejo will be obligated to pay transaction fees and other expenses related to the Transactions of approximately \$11.6 million, including financial advisors' fees, filing fees, legal and accounting fees, soliciting fees, regulatory fees and mailing costs. Furthermore, Coeur expects to incur significant costs associated with combining the operations of the three companies. However, it is difficult to predict the amount of these costs before Coeur begins the integration process. The combined company may incur additional unanticipated costs as a consequence of difficulties arising from efforts to integrate the operations of the three companies. Although Coeur expects that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, can offset incremental transaction, combination-related and restructuring costs over time, Coeur cannot give any assurance that this net benefit will be achieved in the near term, or at all.

***Coeur shareholders will suffer immediate and substantial dilution to their equity and voting interests as a result of the issuance of Coeur common stock to the Bolnisi and Palmarejo shareholders.***

In connection with the Transactions, Coeur will issue approximately 261.0 million shares of common stock, which excludes up to 11.0 million new shares that will be issuable upon the exercise of existing Palmarejo options and

assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007. Bolnisi and Palmarejo shareholders will own approximately 48.35% of the total number of shares of Coeur's outstanding common stock following the completion of the Transactions. Assuming that all existing Palmarejo options are exercised before or after the consummation of the Transactions, former shareholders of Bolnisi and Palmarejo will own approximately 49.32% of the outstanding stock of the combined company. Accordingly, the issuance of Coeur common stock to the Bolnisi and Palmarejo shareholders will have the effect of reducing the percentage of equity and voting interest held by each of Coeur's current shareholders. Furthermore, some Bolnisi

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and Palmarejo shareholders may not intend to hold shares of Coeur common stock. If a significant number of Bolnisi and Palmarejo shareholders seek to sell their shares of Coeur common stock, this may adversely affect the trading price of Coeur common stock.

### **Risks Relating to the Businesses of Coeur, Bolnisi and Palmarejo and the Combined Company**

After the completion of the Transactions, the business of the combined company, as well as the price of Coeur common stock, will be subject to numerous risks currently affecting the businesses of Coeur, Bolnisi and Palmarejo.

#### ***Palmarejo has incurred losses and Coeur expects to continue incurring losses related to the Palmarejo Project and other properties.***

There can be no assurance that significant losses will not occur at the Palmarejo Project in the near future or that the Palmarejo Project will be profitable in the future. Coeur's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Palmarejo Project and any other properties Coeur may acquire are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, and Coeur's acquisition of additional properties and other factors, many of which are beyond Coeur's control. While Coeur expects production at the Palmarejo Project to commence in 2009, there can be no assurance that this timetable will be met and Coeur expects to incur losses related to the Palmarejo Project until such time as the Palmarejo Project and any other properties Coeur may acquire enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Palmarejo Project and any other properties Coeur may acquire will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that Coeur will generate any revenues or achieve profitability at the Palmarejo Project and any other properties Coeur may acquire.

#### ***Recently discovered settlement and subsidence issues at the Palmarejo Project may increase development costs and delay the start of production.***

In early August 2007, Coeur representatives observed previously unnoticed ground settlement and subsidence in three main areas: the lower plant site, the upper plant site, and the site where the power plant is to be located. The initial engineering review conducted by Coeur technical personnel as well as third party engineering consultants concluded that the settlement and subsidence was occurring primarily due to issues with the original compaction and placement of fill material. This settlement became visible once heavy rainfall was experienced. Since that time, Coeur's third party engineering consultants have conducted more extensive on-site analysis and have provided Coeur with a detailed report based on its review, which recommends specific remedial actions that should be initiated. Coeur estimates that these remedial actions may cost up to \$15 million, which is an estimate endorsed by Coeur's third party engineering consultants. Coeur anticipates production from the Palmarejo Project to commence in the first quarter of 2009, which takes into account the estimated time to complete these remedial activities. There can be no assurance that these preliminary estimates will prove accurate, and any inaccuracy in such estimates could materially adversely impact the development of the Palmarejo Project and Coeur's financial condition and results of operations.

#### ***Coeur may be required to incur additional indebtedness to fund Coeur's capital expenditures.***

Coeur has historically financed its operations through the issuance of common stock and convertible debt, and may be required to incur additional indebtedness in the future. During 2004, Coeur commenced construction at the San Bartolome project and in 2005 Coeur commenced construction at the Kensington project. Construction of both projects could require a total capital investment of approximately \$412 million of which approximately \$142.0 million

will be required in future periods. In addition, Coeur expects that the Palmarejo Project will require a total capital investment of approximately \$1.3 billion of which approximately \$200 million will be required in future periods. While Coeur believes that its cash, cash equivalents and short-term investments combined with cash flow generated from operations will be sufficient for it to make this level of capital investment, no assurance can be given

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that additional capital investments will not be required to be made at these or other projects. If Coeur is unable to generate enough cash to finance such additional capital expenditures through operating cash flow and the issuance of common stock, Coeur may be required to issue additional indebtedness. Any additional indebtedness would increase Coeur's debt payment obligations, and may negatively impact its results of operations.

***Prior to 2005, Coeur did not have sufficient earnings to cover fixed charges, which deficiency could occur in future periods.***

As a result of Coeur's net losses prior to 2005, its earnings were not adequate to satisfy fixed charges (i.e., interest, preferred stock dividends and that portion of rent deemed representative of interest) in each of the three years prior to 2005. The amounts by which earnings were inadequate to cover fixed charges were approximately \$80.8 million in 2002, \$63.9 million in 2003 and \$22.7 million in 2004. Earnings have been sufficient to cover fixed charges subsequent to 2004. In addition, Coeur is required to make annual interest payments of approximately \$2.25 million on the \$180 million principal amount of its 11/4% Senior Convertible Notes due 2024 until their maturity.

Coeur expects to satisfy its fixed charges and other obligations in the future from cash flow from operations and, if cash flow from operations is insufficient, from working capital, which amounted to approximately \$311.4 million at June 30, 2007. Prior to 2005, Coeur experienced negative cash flow from operating activities. The amount of net cash used in Coeur's operating activities amounted to approximately \$8.5 million in 2002, \$5.1 million in 2003 and \$18.6 million in 2004. During the years ended December 31, 2006 and 2005, Coeur generated \$91.2 million and \$6.7 million, respectively, of operating cash flow. The availability of future cash flow from operations or working capital to fund the payment of interest on the notes and other fixed charges will be dependent upon numerous factors, including Coeur's results of operations, silver and gold prices, levels and costs of production at Coeur's mining properties and the amount of Coeur's capital expenditures and expenditures for acquisitions, developmental and exploratory activities.

***The market prices of silver and gold are volatile. If silver and gold prices decline, Coeur may experience a decrease in revenues, a decrease in net income or an increase in losses, and a negative affect on its business.***

Silver and gold are commodities. Their prices fluctuate and are affected by many factors beyond Coeur's control, including interest rates, expectations regarding inflation, speculation, currency values, governmental decisions regarding the disposal of precious metals stockpiles, global and regional demand and production, political and economic conditions and other factors. Because Coeur currently derives approximately 69% of its revenues from continuing operations from sales of silver, Coeur's earnings are primarily related to the price of this metal.

The market prices of silver (Handy & Harman) and gold (London Final) on September 19, 2007 were \$12.98 and \$725 per ounce, respectively. The prices of silver and gold may decline in the future. Factors that are generally understood to contribute to a decline in the price of silver include sales by private and government holders and a general global economic slowdown.

If the prices of silver and gold are depressed for a sustained period and Coeur's net losses resume, Coeur may be forced to suspend mining at one or more of its properties until the prices increase, and to record additional asset impairment write-downs. Any lost revenues, continued or increased net losses or additional asset impairment write-downs would adversely affect Coeur's results of operations.

Coeur may also suffer from declines in mineral prices. Since 1999, Coeur has not engaged in any silver hedging activities and is currently not engaged in any gold hedging activities. Accordingly, Coeur has no protection from declines in mineral prices or currency fluctuations.

***Coeur may have to record additional write-downs, which could negatively impact its results of operations.***

Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS 144) established accounting standards for impairment of the value of long-lived assets such as mining properties. SFAS 144 requires a company to review the recoverability of the cost of its assets by estimating the future undiscounted cash flows expected to result from the use and eventual disposition of the asset. Impairment



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must be recognized when the carrying value of the asset exceeds these cash flows, and recognizing impairment write-downs could negatively impact Coeur's results of operations.

If silver or gold prices decline or Coeur fails to control production costs or realize the mineable ore reserves at its mining properties, Coeur may be required to recognize further asset write-downs. Coeur also may record other types of additional mining property write-downs in the future to the extent a property is sold by us for a price less than the carrying value of the property or if liability reserves have to be increased in connection with the closure and reclamation of a property. Additional write-downs of mining properties could negatively impact Coeur's results of operations.

The Kensington property has been the subject of litigation involving a permit required to complete construction of a required tailings facility. On September 12, 2005 three environmental groups ( Plaintiffs ) filed a lawsuit in Federal District Court in Alaska against the U.S. Army Corps of Engineers ( Corps of Engineers ) and the U.S. Forest Service ( USFS ) seeking to invalidate the permit issued to Coeur Alaska, Inc. for Coeur's Kensington mine. The Plaintiffs claim the Clean Water Act ( CWA ) Section 404 permit issued by the Corps of Engineers authorizing the deposition of mine tailings into Lower Slate Lake conflicts with the CWA. They additionally claim the USFS's approval of the amended plan of operations is arbitrary and capricious because it relies on the 404 permit issued by the Corps of Engineers.

On November 8, 2005, the Corps of Engineers filed a Motion for Voluntary Remand with the court to review the permit issued to Coeur under the CWA Section 404 and requested that the court stay the legal proceeding filed by the Plaintiffs pending the outcome of review. On November 12, 2005, the Federal District Court in Alaska granted the remand of the permit to the Corps of Engineers for further review. On November 22, 2005, the Corps of Engineers advised Coeur that it was suspending the CWA Section 404 permit pursuant to the Court's remand to further review the permit.

On March 29, 2006, the Corps of Engineers reinstated Coeur's CWA Section 404 permit. On April 6, 2006 the lawsuit challenging the permit was re-opened, and Coeur Alaska, Inc. filed its answer to the Amended Complaint and Motion to Intervene as a Defendant-Intervenor in the action. Two other parties, the State of Alaska and Goldbelt, Inc., a local native corporation, also filed Motions to Intervene as Defendant-Intervenors as supporters of the Kensington project as permitted. Coeur, the State of Alaska and Goldbelt, Inc. were granted Defendant-Intervenor status and joined the agencies in their defense of the permits as issued.

On August 4, 2006, the Federal District Court in Alaska dismissed the Plaintiffs' challenge and upheld the CWA Section 404 permit. On August 7, 2006 the Plaintiffs filed a Notice of Appeal of the decision to the Ninth Circuit Court of Appeals ( Circuit Court ) and on August 9, 2006 the Plaintiffs additionally filed a Motion for Injunction Pending Appeal with the Circuit Court. The Circuit Court granted a temporary injunction pending appeal on August 24, 2006, enjoining certain activities relating to the lake tailings facility. The Circuit Court further ordered an expedited briefing schedule on the merits of the legal challenge. As of October 13, 2006, the parties filed their briefs in the Circuit Court and participated in an oral argument on December 4, 2006.

On March 7, 2007, the Department of Justice ( DOJ ), on behalf of the Corps of Engineers, filed a motion for authorization under injunction pending appeal to permit construction of a western interception ditch which related to site stabilization due to spring snowmelt. On March 16, 2007, the Circuit Court panel issued an Order which denied the western interception ditch work plan. This Order further announced that the Circuit Court intended to reverse the District Court's upholding of the CWA Section 404 permit, vacate the permit authorizing the lake tailings facility and remand the order to the District Court with instructions to enter summary judgments in favor of the Plaintiffs. The Court stated that it planned to publish an opinion in the case that would explain the reasons for its holding in greater detail and directed that all tailings pond construction-related activities cease. On May 22, 2007, the Ninth Circuit Court of Appeals reversed the District Court's August 4, 2006 decision which had upheld Coeur's 404 permit and

issued its opinion that remanded the case to the District Court with instructions to vacate Coeur's 404 permit as well as the USFS Record of Decision approving the general tailings disposal plan as well as the Goldbelt 404 permit to construct the Cascade Point Marine Facility. The DOJ, on behalf of the Corps of Engineers and the USFS, filed for an extension of time to file a Petition for Rehearing with the Ninth Circuit. The extension was granted on June 29, 2007. On August 20, 2007, Coeur Alaska filed a Petition for Rehearing En Banc with the Ninth Circuit Court of Appeals, as did the State of Alaska and Goldbelt, Inc. The Department of Justice, acting on behalf of

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the federal agencies USFS, EPA and Corps of Engineers, additionally filed a limited Petition for Rehearing with the Ninth Circuit panel seeking reconsideration of the mandate of the May 22, 2007 panel. The Court ordered a reply briefing by the plaintiffs which were filed on October 11, 2007. The petitions are currently pending. Coeur cannot now predict the potential for obtaining an appeal or if it will prevail upon appeal if one is granted.

This litigation has contributed to an increase in capital costs. While Coeur believes it will ultimately prevail in the defense of the awarded permits, in the event that Coeur does not prevail, it could be necessary to seek an alternate site for the tailings disposal facility. Coeur is not aware of an alternate site that could be permitted or would be economic. Therefore, it is possible that the failure to obtain reversal upon appeal could render the project uneconomic and an asset impairment would be necessary. Based upon Coeur's estimates, an impairment writedown could be necessary should the expectation of the long-term price for gold decrease below approximately \$535 per ounce. As of June 30, 2007, the carrying value of the long-lived assets associated with the Kensington project was \$231 million.

Additionally, the value allocated to Bolnisi's long-lived assets will be subject to assessments of recoverability under SFAS 144 and these assessments could result in writedowns of carrying values in future periods.

***Coeur's revenues and income (or loss) from its interest in the Endeavor and Broken Hill mines are dependent in part upon the performance of the operators of the mine.***

In May and September 2005, Coeur acquired silver production and reserves at the Endeavor and Broken Hill mines in Australia, respectively. These mines are owned and operated by other mining companies. Coeur's revenues and income (or loss) from its interest in the silver production at these mines are dependent in part upon the performance of the operators of these mines. If the operators of these mines are not able to produce silver at the same rate as they have in the past, Coeur's revenues and income could decrease.

***The estimation of ore reserves is imprecise and depends upon subjective factors. Estimated ore reserves may not be realized in actual production. Coeur's reported reserves and operating results may be negatively affected by inaccurate estimates.***

The ore reserve figures presented in Coeur's public filings are estimates made by Coeur's technical personnel. Reserve estimates are a function of geological and engineering analyses that require Coeur to make assumptions about production costs and future silver and gold prices. Reserve estimation is an imprecise and subjective process and the accuracy of such estimates is a function of the quality of available data and of engineering and geological interpretation, judgment and experience. Assumptions about silver and gold market prices are subject to great uncertainty as those prices have fluctuated widely in the past. Declines in the market prices of silver or gold may render reserves containing relatively lower grades of ore uneconomic to exploit, and Coeur may be required to reduce reserve estimates, discontinue development or mining at one or more of its properties, or write down assets as impaired. Should Coeur encounter mineralization or geologic formations at any of its mines or projects different from those Coeur predicted, Coeur may adjust its reserve estimates and alter its mining plans. Either of these situations may adversely affect Coeur's actual production and its operating results.

Coeur based its ore reserve determinations as of December 31, 2006 on a long-term silver price average of \$8.00 per ounce, with the exception of the San Bartolome mine which used \$6.00 per ounce, the Endeavor mine which uses \$10.00 per ounce and the Broken Hill mine which uses \$10.12 per ounce of silver, and a long-term gold price average of \$475 per ounce for all properties with the exception of the Kensington property which used a gold price of \$550 per ounce. On September 19, 2007 silver and gold prices were \$12.98 per ounce and \$725 per ounce, respectively.

***The estimation of the ultimate recovery of metals contained within the Rochester heap leach pad inventory is inherently inaccurate and subjective and requires the use of estimation techniques. Actual recoveries can be***

*expected to vary from estimations.*

The Rochester mine utilizes the heap leach process to extract silver and gold from ore. The heap leach process is a process of extracting silver and gold by placing ore on an impermeable pad and applying a diluted cyanide

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solution that dissolves a portion of the contained silver and gold, which are then recovered in metallurgical processes.

The key stages in the conversion of ore into silver and gold are: (i) the blasting process in which the ore is broken into large pieces; (ii) the processing of the ore through a crushing facility that breaks it into smaller pieces; (iii) the transportation of the crushed ore to the leach pad where the leaching solution is applied; (iv) the collection of the leach solution; (v) subjecting the leach solution to the precipitation process, in which gold and silver is converted back to a fine solid; (vi) the conversion of the precipitate into doré; and (vii) the conversion by a third party refinery of the doré into refined silver and gold bullion.

Coeur uses several integrated steps to scientifically measure the metal content of ore placed on the leach pads during the key stages. As the ore body is drilled in preparation for the blasting process, samples of the drill residue are assayed to determine estimated quantities of contained metal. Coeur estimates the quantity of ore by utilizing global positioning satellite survey techniques. Coeur then processes the ore through a crushing facility where the output is again weighed and sampled for assaying. A metallurgical reconciliation with the data collected from the mining operation is completed with appropriate adjustments made to previous estimates. Coeur then transports the crushed ore to the leach pad for application of the leaching solution. As the leach solution is collected from the leach pads, Coeur continuously samples for assaying. Coeur measures the quantity of leach solution with flow meters throughout the leaching and precipitation process. After precipitation, the product is converted to doré, which is the final product produced by the mine. Coeur again weighs, samples and assays the doré. Finally, a third party smelter converts the doré and determines final ounces of silver and gold available for sale. Coeur then reviews this end result and reconcile it to the estimates Coeur developed and used throughout the production process. Based on this review, Coeur adjusts its estimation procedures when appropriate.

Coeur's reported inventories include metals estimated to be contained in the ore on the leach pads of \$70.1 million as of June 30, 2007. Of this amount, \$32.7 million is reported as a current asset and \$37.4 million is reported as a non-current asset. The distinction between current and non-current is based upon the expected length of time necessary for the leaching process to remove the metals from the crushed ore. The historical cost of the metal that is expected to be extracted within twelve months is classified as current and the historical cost of metals contained within the crushed ore that will be extracted beyond twelve months is classified as non-current. The inventory of ore on the leach pads is stated at actual production costs incurred to produce and place ore on the leach pads during the current period, adjusted for the effects on monthly production costs of abnormal production levels.

The estimate of both the ultimate recovery expected over time, and the quantity of metal that may be extracted relative to such twelve-month period, requires the use of estimates which are inherently inaccurate since they rely upon laboratory test work. Test work consists of 60-day leach columns from which Coeur projects metal recoveries into the future. The quantities of metal contained in the ore are based upon actual weights and assay analysis. The rate at which the leach process extracts gold and silver from the crushed ore is based upon laboratory column tests and actual experience occurring over approximately nineteen years of leach pad operation at the Rochester mine. The assumptions Coeur uses to measure metal content during each stage of the inventory conversion process includes estimated recovery rates based on laboratory testing and assaying. Coeur periodically reviews its estimates compared to actual experience and revises its estimates when appropriate. The length of time necessary to achieve Coeur's currently estimated ultimate recoveries of between 59% and 61.5% for silver, depending on the area being leached, and 93% for gold is estimated to be between 5 and 10 years. However, the ultimate recovery will not be known until leaching operations cease, which is currently estimated for approximately 2011.

When Coeur began leach operations in 1986, based solely on laboratory testing, Coeur estimated the ultimate recovery of silver and gold at 50% and 80%, respectively. Since 1986, Coeur has adjusted the expected ultimate recovery three times (once in each of 1989, 1997 and 2003) based upon actual experience gained from leach operations. In 2003, Coeur increased its estimated recoveries for silver and gold, respectively, to between 59% and 61.5%, depending on

the area being leached for silver, and 93% for gold. The leach cycle at the Rochester Mine requires leaching to approximately the year 2011 for all recoverable metal to be recovered.

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If Coeur's estimate of ultimate recovery requires adjustment, the impact upon its inventory valuation and upon its income statement would be as follows:

	Positive/Negative Change in Silver Recovery			Positive/Negative Change in Gold Recovery		
	1%	2%	3%	1%	2%	3%
Quantity of recoverable ounces	1.7 million	3.5 million	5.2 million	13,214	26,428	39,642
Positive impact on future cost of production per silver equivalent ounce for increases in recovery rates	\$1.28	\$2.20	\$2.90	\$ 0.54	\$ 1.01	\$ 1.43
Negative impact on future cost of production per silver equivalent ounce for decreases in recovery rates	\$1.90	\$4.99	\$10.98	\$ 0.63	\$ 1.36	\$ 2.24

Inventories of ore on leach pads are valued based upon actual production costs incurred to produce and place such ore on the leach pad during the current period, adjusted for the effects on monthly production costs of abnormal production levels, less costs allocated to minerals recovered through the leach process. The costs consist of those production activities occurring at the mine site and include the costs, including depreciation, associated with mining, crushing and precipitation circuits. In addition, refining is provided by a third party refiner to place the metal extracted from the leach pad in a saleable form. These additional costs are considered in the valuation of inventory. Negative changes in Coeur's inventory valuations and correspondingly on Coeur's income statement would have an adverse impact on Coeur's results of operations.

***Coeur's estimates of current and non-current inventories may not be realized in actual production and operating results, which may negatively affect Coeur's business.***

Coeur uses estimates, based on prior production results and experiences, to determine whether heap leach inventory will be recovered more than one year in the future, and is non-current inventory, or will be recovered within one year, and is current inventory. The estimates involve assumptions that may not prove to be consistent with Coeur's actual production and operating results. Coeur cannot determine the amount ultimately recoverable until leaching is completed. If Coeur's estimates prove inaccurate, Coeur's operating results may be less than anticipated.

***Silver mining involves significant production and operational risks. Coeur may suffer from the failure to efficiently operate its mining projects.***

Silver mining involves significant degrees of risk, including those related to mineral exploration success, unexpected geological or mining conditions, the development of new deposits, climatic conditions, equipment and/or service failures, compliance with current or new governmental requirements, current availability of or delays in installing and commissioning plant and equipment, import or customs delays and other general operating risks. Problems may also arise due to the quality or failure of locally obtained equipment or interruptions to services (such as power, water, fuel

or transport or processing capacity) or technical support, which results in the failure to achieve expected target dates for exploration or production activities and/or result in a requirement for greater expenditure. The right to export silver and gold may depend on obtaining certain licenses and quotas, the granting of which may be at the discretion of the relevant regulatory authorities. There may be delays in obtaining such licenses and quotas leading to the income receivable by Coeur being adversely affected, and it is possible that from time to time export licenses may be refused. Many of these risks are outside of the ability of Coeur's management to control and may result in a materially adverse effect on Coeur's operations and Coeur's financial results.

***Mineral exploration and development inherently involves significant and irreducible financial risks. Coeur may suffer from the failure to find and develop profitable mines.***

The exploration for and development of mineral deposits involves significant financial risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Unprofitable efforts may result



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from the failure to discover mineral deposits. Even if mineral deposits are found, such deposits may be insufficient in quantity and quality to return a profit from production, or it may take a number of years until production is possible, during which time the economic viability of the project may change. Few properties which are explored are ultimately developed into producing mines. Mining companies rely on consultants and others for exploration, development, construction and operating expertise.

Substantial expenditures are required to establish ore reserves, extract metals from ores and, in the case of new properties, to construct mining and processing facilities. The economic feasibility of any development project is based upon, among other things, estimates of the size and grade of ore reserves, proximity to infrastructures and other resources (such as water and power), metallurgical recoveries, production rates and capital and operating costs of such development projects, and metals prices. Development projects are also subject to the completion of favorable feasibility studies, issuance and maintenance of necessary permits and receipt of adequate financing.

Once a mineral deposit is developed, whether it will be commercially viable depends on a number of factors, including: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; government regulations including taxes, royalties, land tenure; land use, importing and exporting of minerals and environmental protection; and mineral prices. Factors that affect adequacy of infrastructure include: reliability of roads, bridges, power sources and water supply; unusual or infrequent weather phenomena; sabotage; and government or other interference in the maintenance or provision of such infrastructure. All of these factors are highly cyclical. The exact effect of these factors cannot be accurately predicted, but the combination may result in not receiving an adequate return on invested capital.

***Significant investment risks and operational costs are associated with Coeur's exploration, development and mining activities, such as San Bartolome, Kensington and the Palmarejo Project. These risks and costs may result in lower economic returns and may adversely affect Coeur's business.***

Coeur's ability to sustain or increase its present production levels depends in part on successful exploration and development of new ore bodies and/or expansion of existing mining operations.

Development projects, such as San Bartolome, Kensington and the Palmarejo Project, may have no operating history upon which to base estimates of future operating costs and capital requirements. Development project items such as estimates of reserves, metal recoveries and cash operating costs are to a large extent based upon the interpretation of geologic data obtained from a limited number of drill holes and other sampling techniques and feasibility studies. Estimates of cash operating costs are then derived based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the orebody, expected recovery rates of metals from the ore, comparable facility and equipment costs, anticipated climate conditions and other factors. As a result, actual cash operating costs and economic returns of any and all development projects may materially differ from the costs and returns estimated, and accordingly, Coeur's business results of operations may be negatively affected.

***Coeur's marketing of metals concentrates could be adversely affected if there were to be a significant delay or disruption of purchases by its third party smelter customers. In particular, a significant delay or disruption in Coeur's sales of concentrates as a result of the unexpected discontinuation of purchases by Coeur's smelter customers could have a material adverse effect on Coeur's operations.***

Coeur currently markets its silver and gold concentrates to third party smelters in Mexico, Japan and Australia. The loss of any one smelter customer could have a material adverse effect on Coeur in the event of the possible unavailability of alternative smelters. No assurance can be given that alternative smelters would be timely available if the need for them were to arise, or that delays or disruptions in sales would not be experienced that would result in a materially adverse effect on Coeur's operations and Coeur's financial results. Furthermore, the marketing of metals is

dependent on market fluctuations and the availability of processing facilities and storage and transportation infrastructure at economic tariff rates over which Coeur may have limited or no control.

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***Coeur's silver and gold production may decline, reducing its revenues and negatively impacting its business.***

Coeur's future silver and gold production may decline as a result of an exhaustion of reserves and possible closure of mines. It is Coeur's business strategy to conduct silver and gold exploratory activities at its existing mining and exploratory properties as well as at new exploratory projects, and to acquire silver and gold mining properties and businesses or reserves that possess mineable ore reserves and are expected to become operational in the near future. Coeur can provide no assurance that its silver and gold production in the future will not decline. Accordingly, Coeur's revenues from the sale of silver and gold may decline, negatively affecting its results of operations.

***There are significant hazards associated with Coeur's mining activities, not all of which are fully covered by insurance. To the extent Coeur must pay the costs associated with such risks, its business may be negatively affected.***

The mining business is subject to risks and hazards, including environmental hazards, industrial accidents, the encountering of unusual or unexpected geological formations, cave-ins, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, reduced production and delays in mining, asset write-downs, monetary losses and possible legal liability. Although Coeur maintains insurance in an amount that Coeur considers to be adequate, liabilities might exceed policy limits, in which event Coeur could incur significant costs that could adversely affect its results of operation. Insurance fully covering many environmental risks (including potential liability for pollution or other hazards as a result of disposal of waste products occurring from exploration and production) is not generally available to Coeur or to other companies in the industry. The realization of any significant liabilities in connection with Coeur's mining activities as described above could negatively affect Coeur's results of operations.

***Coeur is subject to significant governmental regulations, and its related costs and delays may negatively affect Coeur's business.***

Coeur's mining activities are subject to extensive federal, state, local and foreign laws and regulations governing environmental protection, natural resources, prospecting, development, production, post-closure reclamation, taxes, labor standards and occupational health and safety laws and regulations including mine safety, toxic substances and other matters related to Coeur's business. Although these laws and regulations have never required Coeur to close any mine, the costs associated with compliance with such laws and regulations are substantial. Possible future laws and regulations, or more restrictive interpretations of current laws and regulations by governmental authorities could cause additional expense, capital expenditures, restrictions on or suspensions of Coeur's operations and delays in the development of its properties.

In addition, government approvals, approval of aboriginal people and permits are currently and may in the future be required in connection with the Palmarejo Project. To the extent such approvals are required and not obtained, Coeur may be curtailed or prohibited from planned mining operations or continuing its planned exploration or development of mineral properties at the Palmarejo Project.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

***Compliance with environmental regulations and litigation based on environmental regulations could require significant expenditures.***

Environmental regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid

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and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees.

To the extent Coeur is subject to environmental liabilities, the payment of such liabilities or the costs that it may incur to remedy environmental pollution would reduce funds otherwise available to it and could have a material adverse effect on the combined company. If Coeur is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect.

Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of Coeur's past and current operations, which could lead to the imposition of substantial fines, remediation costs, penalties and other civil and criminal sanctions. Substantial costs and liabilities, including for restoring the environment after the closure of mines, are inherent in Coeur's operations. Although Coeur believes that it is in substantial compliance with applicable laws and regulations, Coeur cannot assure you that any such law, regulation, enforcement or private claim will not have a negative effect on its business, financial condition or results of operations.

Some of Coeur's mining wastes are currently exempt to a limited extent from the extensive set of federal Environmental Protection Agency (EPA) regulations governing hazardous waste under the Resource Conservation and Recovery Act (RCRA). If the EPA designates these wastes as hazardous under RCRA, Coeur would be required to expend additional amounts on the handling of such wastes and to make significant expenditures to construct hazardous waste disposal facilities. In addition, if any of these wastes causes contamination in or damage to the environment at a mining facility, such facility may be designated as a Superfund site under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA). Under CERCLA, any owner or operator of a Superfund site since the time of its contamination may be held liable and may be forced to undertake extensive remedial cleanup action or to pay for the government's cleanup efforts. Additional regulations or requirements are also imposed upon Coeur's tailings and waste disposal areas in Alaska under the federal Clean Water Act (CWA) and in Nevada under the Nevada Water Pollution Control Law which implements the CWA. Airborne emissions are subject to controls under air pollution statutes implementing the Clean Air Act in Nevada and Alaska. Compliance with CERCLA, the CWA and state environmental laws could entail significant costs, which could have a material adverse effect on Coeur's operations.

In the context of environmental permits, including the approval of reclamation plans, Coeur must comply with standards and regulations which entail significant costs and can entail significant delays. Such costs and delays could have a dramatic impact on Coeur's operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Coeur's operations. Coeur intends to fully comply with all applicable environmental regulations.

***Mining companies are required to obtain government permits to expand operations or begin new operations. The costs and delays associated with such approvals could affect Coeur's operations, reduce Coeur's revenues, and negatively affect the combined company's business as a whole.***

Mining companies are required to seek governmental permits for expansion of existing operations or for the commencement of new operations such as the Kensington development project and the Palmarejo Project. Obtaining the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions and often involving public hearings and costly undertakings. The duration and success of permitting efforts are contingent on many factors that are out of Coeur's control. The governmental approval process may increase costs and cause delays depending on the nature of the activity to be permitted, and could cause Coeur to not proceed with the

development of a mine. Accordingly, this approval process could harm Coeur's results of operations.

Reference is made to the discussion of the current litigation regarding the validity of the mine tailings permit at the Kensington property in Alaska that is set forth under the above risk factor entitled "Coeur may have to record additional write-downs, which could negatively impact its results of operations."

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Meanwhile, although Palmarejo currently holds all consents that it requires in order to carry out its current drilling and development program on the Palmarejo Project, Coeur cannot be certain that it will receive the necessary permits on acceptable terms to conduct further exploration and to develop the Palmarejo Project in accordance with its pre-feasibility study. The failure to obtain such permits, or delays in obtaining such permits, could increase costs and delay activities, and could adversely affect the Palmarejo Project.

### ***Coeur's business depends on good relations with its employees and key personnel.***

Coeur could experience labor disputes, work stoppages or other disruptions in production that could adversely affect Coeur. As of June 30, 2007, unions represented approximately 22% of Coeur's worldwide workforce. On that date, Coeur had 135 employees at its Cerro Bayo mine and 96 employees at its Martha mine who were working under a collective bargaining agreement. The agreement covering the Cerro Bayo mine expires on December 21, 2007 and a collective bargaining agreement covering the Martha mine expires on June 11, 2008. Additionally, Coeur relies on its management team, and the loss of a key individual or Coeur's inability to attract qualified personnel in the future may adversely impact its business.

### ***Coeur is an international company and is exposed to risks in the countries in which it has significant operations or interests. Foreign instability or variances in foreign currencies may cause unforeseen losses, which may affect Coeur's business.***

Any foreign operations or investment is subject to political and economic risks and uncertainties. These risks and uncertainties may include exchange controls; extreme fluctuations in currency exchange rates; high rates of inflation; labor unrest; civil unrest; military repression; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation, and laws or policies in the U.S. affecting foreign trade investment and taxation. Further, foreign operations or investment is subject to changes in government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Chile, Argentina, Bolivia and Australia are the most significant foreign countries in which Coeur now directly or indirectly owns or operates mining properties or developmental projects. Coeur also conducts exploratory projects in these countries. With the acquisition of Palmarejo and Bolnisi, Coeur would also own a major mining operation in Mexico. Argentina, Bolivia, and Mexico, while currently economically and politically stable, have experienced political instability, provincial government pressures on mining operations, currency value fluctuations and changes in banking regulations in recent years. It is uncertain at this time how new mining or investment policies or shifts in political attitude may affect mining in these countries.

Coeur may enter into agreements which require Coeur to purchase currencies of foreign countries in which Coeur does business in order to ensure fixed exchange rates. In the event that actual exchange rates vary from those set forth in the hedge contracts, Coeur will experience U.S. dollar-denominated currency gains or losses. Future economic or political instabilities or changes in the laws of foreign countries in which Coeur has significant operations or interests and unfavorable fluctuations in foreign currency exchange rates could negatively impact its foreign operations and its business as a whole. Further, property ownership in a foreign country is generally subject to the risk of expropriation or nationalization with inadequate compensation.

### ***Coeur is exposed to risks with respect to the legal systems in the countries in which it has significant operations or interests, and resolutions of any disputes may adversely affect its business.***

Some of the jurisdictions in which Coeur currently and may in the future operate have less developed legal systems than would be found in more established economies like the United States. This may result in risks such as potential difficulties in obtaining effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation, or in an ownership dispute; a higher degree of discretion on the part of governmental authorities; the lack of judicial or administrative guidance on interpreting applicable rules and regulations;



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inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or relative inexperience of the judiciary and courts in such matters.

In certain jurisdictions the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be uncertain, creating particular concerns with respect to licenses and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licenses, license applications or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

***Any of Coeur's future acquisitions may result in significant risks, which may adversely affect its business.***

An important element of Coeur's business strategy is the opportunistic acquisition of silver and gold mines, properties and businesses or interests therein. While it is Coeur's practice to engage independent mining consultants to assist in evaluating and making acquisitions, any mining properties or interests Coeur may acquire may not be developed profitably or, if profitable when acquired, that profitability might not be sustained. In connection with any future acquisitions, Coeur may incur indebtedness or issue equity securities, resulting in increased interest expense, or dilution of the percentage ownership of existing shareholders. Coeur intends to seek shareholder approval for any such acquisitions to the extent required by applicable law, regulations or stock exchange rules. Coeur cannot predict the impact of future acquisitions on its business or the price of its common stock. Unprofitable acquisitions, or additional indebtedness or issuances of securities in connection with such acquisitions, may impact the price of Coeur's common stock and negatively affect Coeur's results of operations.

***Coeur is continuously considering possible acquisitions of additional mining properties or interests therein that are located in other countries, and could be exposed to significant risks associated with any such acquisitions.***

In the ordinary course of Coeur's business, Coeur is continuously considering the possible acquisition of additional significant mining properties or interests therein that may be located in countries other than those in which Coeur now has operations or interests. Consequently, in addition to the risks inherent in the valuation and acquisition of such mining properties, as well as the subsequent development, operation or ownership thereof, Coeur could be subject to additional risks in such countries as a result of governmental policies, economic instability, currency value fluctuations and other risks associated with the development, operation or ownership of mining properties or interests therein. Such risks could adversely affect Coeur's results of operations.

***Coeur's ability to find and acquire new mineral properties is uncertain. Accordingly, Coeur's prospects are uncertain for the future growth of its business.***

Because mines have limited lives based on proven and probable ore reserves, Coeur is continually seeking to replace and expand its ore reserves. Identifying promising mining properties is difficult and speculative. Furthermore, Coeur encounters strong competition from other mining companies in connection with the acquisition of properties producing or capable of producing silver and gold. Competition in the precious metals mining industry is primarily for mineral rich properties which can be developed and can produce economically; the technical expertise to find, develop, and operate such properties; the labor to operate the properties; and the capital for the purpose of funding such properties. Many companies have greater financial resources than Coeur does. Consequently, Coeur may be unable to replace and expand current ore reserves through the acquisition of new mining properties or interests therein on terms Coeur considers acceptable. As a result, Coeur's revenues from the sale of silver and gold may decline, resulting in lower income and reduced growth.

***Third parties may dispute Coeur's unpatented mining claims, which could result in the discovery of defective titles and losses affecting its business.***

The validity of unpatented mining claims, which constitute a significant portion of Coeur's property holdings in the United States, is often uncertain and may be contested. Although Coeur has attempted to acquire satisfactory title to undeveloped properties, Coeur, in accordance with mining industry practice, does not generally obtain title

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opinions until a decision is made to develop a property. As a result, some titles, particularly titles to undeveloped properties, may be defective. Defective title to any of Coeur's mining claims could result in litigation, insurance claims, and potential losses affecting its business as a whole.

The acquisition of title to concessions and similar property interests is a detailed and time consuming process. Title to, and the area of, concessions and similar property interests may be disputed.

No assurances can be given that title defects to the Palmarejo Project do not exist. The Palmarejo Project may be subject to prior unregistered agreements, interests or native land claims and title may be affected by undetected defects. There may be valid challenges to the title of any of the claims comprising the Palmarejo Project that, if successful, could impair development and/or operations. A defect could result in Coeur losing all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates. Also, while Coeur believes that the registration defects relating to certain non-material properties as described herein will be remedied; there can be no assurance as to timing or successful completion.

***Coeur will not own all of the concessions comprising the Palmarejo Project, and Coeur's failure to comply with its contractual commitments on such properties may result in their loss.***

Planet Gold, S.A. de C.V., a wholly-owned indirect subsidiary of Palmarejo, is the registered owner of most but not all of the concessions comprising the Palmarejo Project. If Coeur fails to meet payments or work commitments on these properties, Coeur may lose its interests in a portion of the Palmarejo Project or forfeit some of the concessions.

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**The Special Meeting of Coeur Shareholders**

The enclosed proxy is solicited on behalf of Coeur's Board of Directors for use at a special meeting of Coeur's shareholders to be held on December 3, 2007, at 9:30 am local time, or at any adjournments or postponements thereof, for the purposes set forth in this proxy statement and in the accompanying notice of special meeting. The special meeting will be held at The Coeur d'Alene Resort and Conference Center, Second Street and Front Avenue, Coeur d'Alene, Idaho. Coeur intends to commence mailing of this proxy statement and the accompanying proxy card to Coeur's shareholders on or about October 23, 2007.

At the special meeting, Coeur's shareholders are being asked to consider and vote on:

Proposal 1 an amendment to Coeur's articles of incorporation to increase the authorized number of shares of Coeur common stock from 500,000,000 to 750,000,000;

Proposal 2 the issuance of shares of Coeur common stock in the Transactions; and

Proposal 3 adjourn or postpone the special meeting to solicit additional votes to approve Proposals 1 and 2.

Coeur does not expect a vote to be taken on any other matters at the special meeting. If any other matters are properly presented at the special meeting for consideration, however, the holders of the proxies, if properly authorized, will have discretion to vote on these matters in accordance with their best judgment.

Coeur's Board of Directors has unanimously approved the Transactions, the amendment to Coeur's articles of incorporation and the issuance of Coeur common stock in the Transactions. Accordingly, the Board of Directors unanimously recommends that Coeur shareholders vote FOR Proposals 1, 2, and 3.

The effectiveness of Proposals 1 and 2 is conditioned upon the approval of both proposals. Coeur shareholders can cast separate votes on each proposal, but unless the Coeur shareholders approve both proposals, neither will take effect.

There are certain risks associated with the Transactions, which are described under the heading Risk Factors, beginning on page 31.

**Record Date and Voting Information**

Only holders of record of Coeur common stock at the close of business on October 19, 2007 are entitled to notice of and to vote at the special meeting. At the close of business on October 15, 2007, 278,465,840 shares of Coeur common stock were outstanding and entitled to vote. A list of Coeur's shareholders will be available for review at Coeur's executive offices during regular business hours after the date of this proxy statement and through the date of the special meeting. Each holder of record of Coeur common stock on the record date will be entitled to one vote for each share held. The presence, in person or by proxy, of the holders of a majority of the outstanding shares of Coeur common stock entitled to vote at the special meeting is necessary to constitute a quorum for the transaction of business at the special meeting.

All votes will be tabulated by the inspector of election appointed for the special meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. If a shareholder's shares are held of record by a broker, bank or other nominee and the shareholder wishes to vote in person at the special meeting, the shareholder must contact his or her broker or bank and obtain from the record holder a legal proxy issued in the shareholder's

name. Brokers who hold shares in street name for clients typically have the authority to vote on routine proposals when they have not received instructions from beneficial owners. Absent specific instructions from the beneficial owner of the shares, brokers are not allowed to exercise their voting discretion with respect to the approval of non-routine matters, such as Proposals 1, 2, and 3. Proxies submitted without a vote by brokers on these matters are referred to as broker non-votes. Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the special meeting.

Proxies received at any time before the special meeting and not revoked or superseded before being voted will be voted at the special meeting. If the proxy indicates a specification, it will be voted in accordance with the specification. If no specification is indicated, the proxy will be voted FOR the adoption of the amendment to Coeur's articles of incorporation, FOR the issuance of shares of Coeur common stock in the Transactions, FOR

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the approval of the proposal to adjourn the special meeting if there are not sufficient votes to adopt Proposals 1 and 2, and, in the discretion of the persons named in the proxy with respect to any other business that may properly come before the special meeting or any adjournment of the special meeting. You may also vote in person by ballot at the special meeting.

The proposals must be adopted by the affirmative vote of a majority of the shares of Coeur common stock that are present or represented by proxy at the shareholder meeting. In addition, the total votes cast on Proposal 2 must represent a majority of the shares of common stock outstanding on the date of the special meeting.

The approval of Proposal 3 to adjourn the special meeting if there are not sufficient votes to adopt Proposals 1 and 2 requires the affirmative vote of shareholders holding a majority of the shares present in person or by proxy at the special meeting. The persons named as proxies may propose and vote for one or more adjournments of the special meeting, including adjournments to permit further solicitations of proxies. No proxy voted against Proposal 1 or 2 will be voted in favor of any adjournment of the special meeting.

## **How You Can Vote**

Each share of Coeur common stock outstanding on October 19, 2007, the record date for shareholders entitled to vote at the special meeting, is entitled to vote at the special meeting.

If you are a shareholder of record, you may vote your shares in any of the following ways:

*Voting by mail.* If you choose to vote by mail, simply mark your proxy, date and sign it, and return it in the postage-paid envelope provided.

*Voting by telephone.* You can vote your proxy by telephone by calling the toll free number 1-888-693-8683. You will then be prompted to enter the control number printed on your proxy card and to follow the subsequent instructions. Voting by telephone is also available 24 hours a day, seven days a week, until 6:00 a.m. EDT on the morning of the special meeting. If you vote by telephone, do not return your proxy card(s).

*Voting by Internet.* You can also vote your proxy via the Internet. The website for Internet voting is [www.cesvote.com](http://www.cesvote.com), and voting is also available 24 hours per day, seven days a week, until 6:00 a.m. EDT on the morning of the special meeting. If you vote via the Internet, you should not return your proxy card(s). Instructions on how to vote via the Internet are located on the proxy card enclosed with this proxy statement. Have a your proxy card in hand when you access the web site and follow the instructions to obtain your records and create an electronic voting form.

*Voting in Person.* You can also vote by appearing and voting in person at the special meeting.

If your stock is held in  street name  by a bank or broker, please follow the instruction provided by your bank or broker.

If you vote your shares of Coeur common stock by submitting a proxy, your shares will be voted at the special meeting as you indicated on your proxy card, or Internet or telephone proxy. If no instructions are indicated on your signed proxy card, all of your shares of Coeur common stock will be voted **FOR** the adoption of the amendment to Coeur's articles of incorporation, the issuance of shares of Coeur common stock in the Transactions, and the approval of any proposal to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to adopt the proposals. You should return a proxy by mail, by telephone, or via the Internet even if you plan to attend the special meeting in person.

**Proxies; Revocation**

Any person giving a proxy pursuant to this solicitation has the power to revoke and change it anytime before it is voted. It may be revoked and/or changed at any time before it is voted at the special meeting by:

giving written notice of revocation to Coeur's Corporate Secretary;

submitting another proper proxy via the Internet, by telephone, or a later-dated written proxy; or

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attending the special meeting and voting by paper ballot in person. Your attendance at the special meeting alone will not revoke your proxy.

If your Coeur shares are held in the name of a bank, broker, trustee or other holder of record, including the trustee or other fiduciary of an employee benefit plan, you must contact your bank or broker and obtain a legal proxy, executed in your favor from the holder of record to be able to vote in person at the special meeting.

## **Expenses of Proxy Solicitation**

Coeur will pay the costs of soliciting proxies for the special meeting. Officers, directors and employees of Coeur may solicit proxies by telephone, mail, the Internet or in person. However, they will not be paid for soliciting proxies. Coeur will also request that individuals and entities holding shares in their names, or in the names of their nominees, that are beneficially owned by others, send proxy materials to and obtain proxies from, those beneficial owners, and will reimburse those holders for their reasonable expenses in performing those services. D.F. King has been retained by Coeur to assist it in the solicitation of proxies, using the means referred to above, and will receive a fee estimated not to exceed \$125,000, plus reimbursement of out-of-pocket expenses.

## **Adjournments**

Although it is not expected, the special meeting may be adjourned for any reason by either the Chairman of the meeting or the holders of a majority in voting power of the stock entitled to vote at the meeting. When a meeting is adjourned to another time or place, notice need not be provided of the place (if any), date and time, and the means of remote communications (if any) for shareholders and proxy holders to be deemed present in person and vote at such adjourned meeting if the adjournment is announced at the meeting. If, however, the date of the adjourned meeting is more than 30 days after the date for which the special meeting was originally called, or if a new record date is fixed, notice of place (if any), date and time, and the means of remote communications (if any) must be provided. Such notice will be mailed to you or transmitted electronically to you and will be provided not less than 10 days nor more than 60 days before the date of the adjourned meeting and will set forth the purpose of the meeting.

## **Other Matters**

Coeur's Board of Directors is not aware of any business to be brought before the special meeting other than that described in this proxy statement.

## **Presence of Accountants**

Representatives of KPMG LLP, Coeur's independent registered public accountants, are expected to attend the Coeur special meeting and will have an opportunity to make a statement if they desire to do so. Such representatives are also expected to be available to respond to appropriate questions.

## **Description of the Transactions**

### **General**

On May 3, 2007, Coeur, Coeur Sub Two, Australian Bidco and Bolnisi entered into a merger implementation agreement for Coeur to acquire all of the shares of Bolnisi in accordance with a scheme of arrangement to be submitted for approval by the shareholders of Bolnisi and, if approved, the Federal Court of Australia. On the same day, Coeur and Palmarejo entered into a merger implementation agreement for Coeur to acquire the outstanding



shares of Palmarejo not indirectly owned by Bolnisi in accordance with a plan of arrangement to be submitted for approval by the Ontario Superior Court of Justice. Under the terms of the Bolnisi Transaction, Bolnisi shareholders will receive 0.682 Coeur shares (or, at the election of the Bolnisi shareholder, CHESSE Depositary Interests representing Coeur shares) and a cash payment equal to A\$0.004 (or US\$0.9 million in aggregate) for each Bolnisi share they own. Under the terms of the Palmarejo Transaction, Palmarejo shareholders will receive 2.715 Coeur shares and a cash payment equal to C\$0.004 (or US\$0.2 million in aggregate) for each Palmarejo share they own. It is anticipated that this will result in Coeur issuing a total of approximately 261.0 million new shares excludes up to 11.0 million new shares that will be issuable upon the exercise of existing Palmarejo options and assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007.

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### **Background of the Transactions**

Coeur regularly reviews, as part of its strategic planning process, the acquisition of silver and gold mines, properties and businesses or interests therein in order to enhance shareholder value and its competitive and financial position. Coeur's criteria for identifying these acquisition opportunities include: significant production profile, low-cost production, highly-prospective land position that can lead to new discoveries and additions to resources and reserves, and the location of the asset in an attractive mining jurisdiction.

Mr. Dennis Wheeler, Coeur's chairman, president and chief executive officer, originally met with Mr. Norman Seckold, chairman of Bolnisi and Palmarejo, on October 10, 2005 to express Coeur's potential interest in acquiring the Palmarejo Project. No agreement of any type was reached between Coeur and Bolnisi at that time.

In September 2006, Coeur approached CIBC World Markets Inc. (CIBC World Markets), through its affiliate CIBC Australia Limited, to assist it in identifying and evaluating various strategic or financial alternatives relating to Bolnisi and/or Palmarejo. Coeur selected CIBC World Markets for this assignment based on CIBC World Markets' qualifications, experience and reputation, its familiarity with Coeur and Coeur's business and the significance of the proposed transaction for Coeur. Coeur requested that CIBC World Markets approach Mr. Seckold to establish whether, and under what circumstances, Bolnisi and/or Palmarejo might be receptive to a transaction proposal from Coeur.

Representatives of CIBC World Markets met with Mr. Seckold on September 20, 2006. Mr. Seckold indicated that Bolnisi and Palmarejo would be receptive to a potential proposal from Coeur.

On November 17, 2006, Coeur, Bolnisi and Palmarejo executed a confidentiality agreement. From November 17, 2006 to and including the date that the definitive agreements were signed and thereafter as provided by the terms of the definitive agreements, Coeur conducted a due diligence review of public and non-public materials provided by Bolnisi and Palmarejo, met with certain members of Bolnisi and Palmarejo management and visited the Palmarejo Project site in Mexico.

Representatives of Coeur completed an initial due diligence visit to the Palmarejo Project site from December 7, 2006 to December 10, 2006. Representatives of Coeur completed a more detailed follow-up due diligence visit to the Palmarejo Project site as well as to the offices of Palmarejo's technical consultants, Mine Development Associates, between January 22, 2007 and January 26, 2007. During February 2007, Mr. Wheeler was briefed on the findings from the Palmarejo Project site visits by the Coeur due diligence team.

On March 1, 2007, Coeur formally appointed CIBC World Markets as its financial advisor.

On March 20, 2007, in connection with a regularly scheduled board of directors meeting, the Coeur board of directors discussed the possibility of a transaction involving Bolnisi and Palmarejo. Representatives of CIBC World Markets attended this meeting. Coeur management provided their preliminary perspectives with respect to a possible combination of Coeur with Bolnisi and Palmarejo. At this meeting, after discussion of the merits and risks of the transaction, the board of directors authorized senior management of Coeur to continue discussions with Bolnisi and Palmarejo regarding a possible combination.

On March 23, 2007, Mr. Wheeler called Mr. Seckold to schedule a meeting in Sydney. Mr. Wheeler and Mr. Seckold met in Sydney on April 3, 2007 to discuss the basis on which Bolnisi and Palmarejo would be receptive to discussions in respect of a transaction with Coeur and discussions continued.

On April 3, 2007, Coeur authorized its legal advisors to prepare and commence negotiation of the forms of definitive transaction documents.

On April 6, 2007, the parties ceased discussions based on an inability to move negotiations forward. On April 12, 2007, the parties agreed to resume discussions. Thereafter, the parties and their financial advisors also had further discussions regarding the appropriate method for determining the exchange ratios and other terms for the proposed transaction, and Mr. Wheeler periodically provided the Coeur board of directors with telephonic updates on the status of discussions with Bolnisi and Palmarejo and discussed with members of the Coeur board of directors potential benefits and risks of the proposed transaction.

On April 15, 2007, Bolnisi formally engaged Cormark Securities Inc. as its financial advisor.

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On April 16, 2007, a special meeting was held by the Palmarejo board of directors. The Palmarejo board of directors approved the creation of a special committee comprised of three independent directors. The special committee of the Palmarejo board of directors was to consider a potential transaction with Coeur as well as investigate other strategic alternatives, among other things. The engagement of Dundee Securities Corporation ( Dundee ) as financial advisor to the Palmarejo special committee was discussed and a draft engagement letter was presented to the Palmarejo board of directors.

At an April 19, 2007 meeting of the Palmarejo special committee, following a discussion of the scope of the Dundee engagement and the services to be provided, the Palmarejo special committee formally appointed Dundee to act as its financial advisor in connection with the potential transaction with Coeur. In addition, subsequently in April 2007, the Palmarejo special committee retained the services of Westwind Partners Inc., to provide a separate and independent valuation required under Canadian securities laws.

At meetings in Sydney from April 23 - 25, 2007, Mr. Wheeler met with both Mr. Seckold and Mr. James Crombie, Palmarejo's president and chief executive officer, during which certain preliminary indicative terms of the transaction were discussed, subject to resolution of a number of material issues.

Between April 25, 2007 and April 27, 2007, senior technical management of Coeur conducted an additional due diligence site visit to the Palmarejo Project.

Between April 25, 2007 and May 2, 2007, Bolnisi's and Palmarejo's legal and financial advisors conducted due diligence on Coeur and its business, including reviewing public and non-public documents, meeting with various members of Coeur management, visiting Coeur's offices in Santiago, Chile, visiting Coeur's Rochester Mine in Nevada and visiting Coeur's headquarters in Coeur d'Alene, Idaho.

On May 2, 2007, at a special meeting of the Coeur board of directors, Mr. Wheeler reviewed for the board the status of negotiations and updated the board with the developments since his last communications and the last meeting. Coeur's legal advisors presented the final terms of the proposed Transactions and responded to questions by the board of directors members. The board discussed and reviewed with Coeur's advisors the post-signing diligence period and termination right. Members of Coeur's management provided a detailed summary of the results to that date of the technical diligence and of Coeur's plans with respect to the mine. In addition, CIBC World Markets provided the Coeur board of directors with its opinion to the effect that, as of May 2, 2007, and based upon and subject to the factors, assumptions, qualifications and limitations set forth in its opinion, the consideration to be paid by Coeur pursuant to the Transactions was fair, from a financial point of view, to Coeur. After discussion and deliberation of the merits and risks of the transaction, the Coeur board of directors unanimously approved the form of definitive agreements and the transactions contemplated by those agreements and authorized Coeur's management to finalize and execute the definitive agreements and other related agreements, subject to continuation of the due diligence as provided for in the definitive agreements.

On May 2, 2007 at a meeting of Palmarejo's special committee, Palmarejo's special committee financial advisor, Dundee Securities Corporation, reviewed with the Palmarejo special committee its financial analysis of the 2.715 exchange ratio provided for in the Palmarejo Transaction and delivered an opinion to the Palmarejo special committee to the effect that, as of May 2, 2007 and based on and subject to the matters described in its opinion, the 2.715 exchange ratio was fair, from a financial point of view, to the holders of Palmarejo shares. The special committee's separate and independent financial advisor, Westwind Partners Inc., also made a presentation to the special committee of its valuation report. Palmarejo's legal advisors presented the final terms of the proposed Transactions and responded to questions by the special committee members. After these presentations and further discussion, the Palmarejo special committee voted unanimously to approve the Palmarejo Transaction and the execution of the definitive agreement. The Palmarejo special committee subsequently recommended that the full Palmarejo board of directors approve the

Palmarejo Transaction.

On May 2, 2007 at a meeting of Palmarejo's board of directors, held immediately after the meeting of the Palmarejo special committee, the chairman of the Palmarejo special committee reported on the opinion received from Dundee, on the recommendation of the Palmarejo special committee and on the reasons for its recommendation. Presentations were made by Dundee Securities Corporation and Westwind Partners Inc. The full Palmarejo

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board of directors voted unanimously to approve the Palmarejo Transaction and the execution of the definitive agreement.

On May 3, 2007 at a meeting of Bolnisi's board of directors held in Australia, Bolnisi's legal advisors presented the final terms of the proposed transaction and responded to questions by the board of directors members. After this presentation and further discussion, the Bolnisi board of directors voted unanimously to approve the Bolnisi Transaction and to authorize the execution of the definitive agreements and other related agreements.

The definitive agreements were thereafter executed on behalf of each of the companies, and each of Bolnisi's directors entered into the call option agreements contemplated by the Bolnisi Transaction. See *The Transactions Option Deeds*. The Transactions were publicly announced on May 3, 2007.

The Merger Implementation Agreement with Bolnisi initially entitled Coeur to conduct additional diligence with respect to Bolnisi until June 8, 2007. From the period from May 3, 2007 through June 8, 2007, Coeur and its representatives conducted additional due diligence on Bolnisi and the Palmarejo Project. On June 8, 2007, Coeur and Bolnisi agreed to extend Coeur's additional due diligence period by 14 days, to June 22, 2007 to give Coeur further time to complete its review of Bolnisi and the Palmarejo Project. On June 22, 2007, Coeur and Bolnisi again agreed to extend Coeur's additional due diligence period for an additional period until July 3, 2007.

On June 29, 2007, representatives of Bolnisi and Bolnisi management and representatives of Coeur and Coeur management met in Sydney to discuss their due diligence findings and outlook for the Palmarejo Project, which included, without limitation, revisions to the operational and financial projections for the Palmarejo Project. On July 2, 2007, Coeur's board of directors met to discuss the results of the due diligence review and the outcome of the meeting between Coeur's management and representatives and Bolnisi. At this meeting, CIBC World Markets delivered an opinion, which was subsequently confirmed in writing, to the effect that, as of July 2, 2007, and based upon and subject to the factors, assumptions, qualifications and limitations set forth in its written opinion, the consideration to be paid by Coeur pursuant to the Transactions was fair, from a financial point of view, to Coeur. At the meeting, the Coeur board determined to proceed with the Transactions. Thereafter, upon the expiration of the additional due diligence period, Coeur, Bolnisi and Palmarejo announced that Coeur had completed its due diligence investigation pursuant to the Bolnisi Merger Implementation Agreement.

## **Coeur's Reasons for the Transactions; Recommendation of Coeur's Board of Directors**

Coeur regularly reviews, as part of its strategic planning process, the acquisition of silver and gold mines, properties and businesses or interests therein in order to enhance shareholder value and its competitive and financial position. Because mines have limited lives based on proven and probable ore reserves, Coeur is continually seeking to replace and expand its ore reserves.

On May 2, 2007 and on July 2, 2007, following completion of due diligence, Coeur's board of directors, after an extensive review and thorough discussion of all facts and issues it considered relevant with respect to the proposed transactions, concluded unanimously that the Transactions are fair to, and in the best interests of, the shareholders of Coeur, and authorized Coeur's executive officers to enter into the definitive agreements and recommend to shareholders of Coeur that they vote in favor of the shareholder proposals contained herein.

The key strategic benefits identified by Coeur's board of directors for entering into the Transactions are summarized below:

upon completion of the Transactions and following commencement of production at the Palmarejo Project, Coeur is expected to be positioned as the world's leading primary silver producer in terms of annual silver

production;

Coeur expects to possess one of the largest silver resource bases among its peers, providing Coeur with the opportunity to convert these resource ounces into reserves over time and create a substantial production profile for many years;

the addition of the Palmarejo Project to Coeur's existing pipeline of new projects that are currently under construction is expected to result in a dominant production growth rate among its peers;

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the Palmarejo Project's anticipated low operating costs are expected to materially reduce Coeur's overall cash costs per ounce of silver produced, making Coeur one of the lowest cost producers in its sector;

the addition of the Palmarejo Project to Coeur's portfolio will geographically diversify Coeur's asset mix and provide entry into a prolific mining area of Mexico, which is the world's second largest silver producing country;

the combination of Coeur's prospective exploration portfolio and the Palmarejo properties is expected to provide considerable exploration upside potential for Coeur's shareholders; and

Coeur expects to remain one of the world's most liquid publicly-traded silver mining companies based on average daily historical trading volume. Coeur is currently listed on both the NYSE and TSX, and, in connection with the Transactions, Coeur intends to seek listing of its shares on the ASX in the form of CHESSE Depositary Interests.

In reaching their conclusion and making their recommendation, the members of Coeur's board of directors relied on their knowledge of Coeur and the industry in which it is involved, on the information provided by Coeur and its advisors and on the advice of its legal and financial advisors. The Coeur board of directors considered numerous other factors to be in favor of the Transactions, including among other things, the following:

the fairness opinion provided by CIBC World Markets on May 2, 2007, subsequently confirmed in writing, to the effect that, as of May 2, 2007, and based upon and subject to the factors, assumptions, qualifications and limitations set forth in such opinion, the consideration to be paid by Coeur pursuant to the Transactions was fair, from a financial point of view, to Coeur;

the fairness opinion provided by CIBC World Markets on July 2, 2007, subsequently confirmed in writing, to the effect that, as of July 2, 2007, and based upon and subject to the factors, assumptions, qualifications and limitations set forth in such opinion, the consideration to be paid by Coeur pursuant to the Transactions was fair, from a financial point of view, to Coeur;

each of the directors of Bolnisi had agreed to enter into a call option deed, which, between them, would grant Coeur the right under certain circumstances to acquire up to 19.9% of Bolnisi's outstanding shares held by the directors at the same price as that offered by Coeur to other Bolnisi shareholders under the Bolnisi Transaction;

the current economic, industry and market trends affecting Coeur; and

the current and historical trading prices of Coeur's shares and shares of its peer companies and the anticipated market reaction to the announcement of the Transactions.

The members of Coeur's board of directors also considered adverse factors associated with the Transactions, including among other things, the following:

the fact that there was inherent uncertainty about the estimates of the future development costs that would need to be incurred at the Palmarejo Project;

the fact that there was inherent uncertainty about the quality and ultimate recoverability of the ore body at the Palmarejo Project;



the fact that Coeur may be obligated to pay a termination fee under certain circumstances;

the fact that if the Transactions are not completed, Coeur may be adversely affected due to potential disruptions in its operations and market perceptions;

the fact that the completion of the Transactions would be subject to satisfaction of various conditions, including, but not limited to, completion of additional diligence to be conducted by Coeur, the requirement that Bolnisi obtain the report of an independent expert as to whether the proposed scheme is in the best interests of Bolnisi's shareholders and receipt of Federal Court of Australia approval of the Bolnisi Transaction and the Ontario Supreme Court of Justice approval of the Palmarejo Transaction; and

the fact that Coeur would agree to a "no shop" clause for the duration of the Transactions.

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This discussion of the information and factors considered by the Coeur board of directors is not intended to be exhaustive but addresses the major information and factors considered by the Coeur board of directors in its consideration of the Transactions. In reaching its conclusion, the Coeur board of directors did not find it practical to assign, and did not assign, any relative or specific weight to the different factors that were considered, and individual members of the Coeur board of directors may have given different weight to different factors.

**May 2, 2007 Opinion of CIBC World Markets (Coeur's Financial Advisor)**

Coeur retained CIBC Australia Limited to act as its financial advisor and to render opinions, through its affiliate, CIBC World Markets in connection with the Transactions. At the special meeting of the Coeur board of directors on May 2, 2007, CIBC World Markets rendered its oral opinion to the Coeur board of directors, which was subsequently confirmed by a written opinion to the Coeur board of directors dated May 2, 2007, to the effect that, as of that date and based upon and subject to the factors, assumptions, qualifications and limitations set forth in such opinion, the consideration to be paid by Coeur pursuant to the Transactions was fair, from a financial point of view, to Coeur.

**The full text of the opinion of CIBC World Markets dated May 2, 2007, which sets forth, among other things, the assumptions made, the procedures followed, matters considered and qualifications and limitations of the review undertaken by CIBC World Markets in rendering its opinion, is attached as Annex F-1 to this document. The summary of the CIBC World Markets opinion set forth herein is qualified in its entirety by reference to the full text of the opinion. Coeur shareholders should read this opinion carefully and in its entirety. CIBC World Markets provided its opinion for the information and assistance of the Coeur board of directors in connection with its consideration of the Transactions, and the opinion related only to the fairness, from a financial point of view, of the consideration to be paid by Coeur pursuant to the Transactions. The CIBC World Markets opinion did not express an opinion as to any other aspect or implication of the Transactions or related transactions, the terms of the merger implementation agreements (and the exhibits thereto) or any agreement, arrangement or undertaking entered into in connection with such transactions, the fairness of the Transactions (or the merger consideration) to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of Coeur, or as to the underlying decision by Coeur to engage in the Transactions. The CIBC World Markets opinion is not a recommendation to any Coeur shareholder as to how it should vote or act on any matter relating to the Transactions and should not be relied upon by any Coeur shareholder as such.**

In preparing its opinion, CIBC World Markets reviewed the merger implementation agreements, as well as certain publicly available business and financial information relating to Coeur, Bolnisi and Palmarejo, all as noted in the CIBC World Markets opinion under the heading "Scope of Review". CIBC World Markets reviewed certain other information relating to Coeur, Bolnisi and Palmarejo, including certain information prepared by and provided to CIBC World Markets by the managements of Coeur, Bolnisi and Palmarejo regarding their respective businesses and prospects and certain publicly available estimates and forecasts relating to the business and prospects of each of Coeur, Bolnisi and Palmarejo prepared by certain research analysts and met with the managements of Coeur, Bolnisi and Palmarejo to discuss the business and prospects of Coeur, Bolnisi and Palmarejo, respectively. CIBC World Markets also considered certain financial and stock market data of Coeur, Bolnisi and Palmarejo, and CIBC World Markets compared that data with similar data for other publicly held companies in businesses CIBC World Markets deemed similar to those of Coeur, Bolnisi and Palmarejo, and CIBC World Markets considered, to the extent publicly available, the financial terms of certain other business combinations and other transactions that have been effected or announced. CIBC World Markets also considered such other information, financial studies, analyses and investigations and financial, economic and market criteria that CIBC World Markets deemed relevant.

In connection with its review, CIBC World Markets did not assume any responsibility for independent verification of any of the foregoing information and, as permitted under the terms of its engagement agreements with Coeur, CIBC World Markets relied on such information being complete and accurate in all material respects without any independent verification. CIBC World Markets was not requested to conduct, and did not conduct any valuation or appraisal of any assets or liabilities (contingent or otherwise) of Coeur, Bolnisi or Palmarejo (nor was it furnished with any valuations or appraisals), nor did it evaluate the solvency or fair value of Coeur, Bolnisi or Palmarejo under any state or federal laws relating to bankruptcy, insolvency or similar matters. CIBC World

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Markets did not assume any obligation to conduct any physical inspection of the properties or facilities of Coeur, Bolnisi or Palmarejo, did not meet with independent auditors of Coeur, Bolnisi or Palmarejo and relied upon and assumed the accuracy and fair presentation of the audited financial statements of Coeur, Bolnisi and Palmarejo and the reports of the auditors thereon. In relying on financial analyses and forecasts provided to or discussed with it by Coeur, Bolnisi and Palmarejo, CIBC World Markets assumed that they had been reasonably prepared and reflect the best currently available estimates and judgment by Coeur's, Bolnisi's or Palmarejo's management as to the expected future results of operations and financial condition of Coeur, Bolnisi or Palmarejo, as the case may be. CIBC World Markets expressed no view as to such analyses or forecasts or the assumptions on which they were based. CIBC World Markets also assumed that the Transactions will have the tax consequences described in discussions with, and materials furnished to it by, representatives of Coeur, that, in all respects material to its analysis, the other transactions contemplated by the merger implementation agreements will be consummated as described in the respective merger implementation agreements and that the final forms of the merger implementation agreements would be substantially similar to the last draft thereof reviewed by it, without waiver, modification or amendment of any material term, condition or agreement thereof. CIBC World Markets also assumed that the representations and warranties made by Coeur, Bolnisi and Palmarejo in the merger implementation agreements were and will be true and correct in all respects material and that the Transactions will be completed substantially in accordance with the merger implementation agreements and all applicable laws and that this document will satisfy all applicable legal requirements. CIBC World Markets is not a legal, regulatory or tax expert and relied on the assessments made by advisors to Coeur with respect to such issues. CIBC World Markets further assumed that all governmental, regulatory or other consents and approvals (contractual or otherwise) necessary for the consummation of the Transactions will be obtained without any material adverse effect on Coeur, Bolnisi and Palmarejo or on the contemplated benefits of the Transactions.

The CIBC World Markets opinion was necessarily based on financial, economic, market and other conditions as they existed and could be evaluated on, and the information made available to it as of, the date of its opinion. Subsequent developments may affect its opinion, and CIBC World Markets does not have any obligation to update, revise, or reaffirm its opinion. The CIBC World Markets opinion was provided to the Coeur board of directors in connection with and for the sole purposes of its evaluation of the Transactions. The CIBC World Markets opinion is limited to the fairness, from a financial point of view, of the consideration to be paid by Coeur pursuant to the Transactions and CIBC World Markets is expressing no opinion as to the fairness of the Transactions (or the merger consideration) to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of Coeur or as to the underlying decision by Coeur to engage in the Transactions. The opinion of CIBC World Markets did not address the relative merits of the Transactions as compared to alternative transactions or strategies that might be available to Coeur, nor did it address Coeur's underlying business decision to effect the Transactions. CIBC World Markets was not requested to, and did not, solicit third party indications of interest in acquiring all or any part of Coeur. CIBC World Markets is expressing no opinion as to the price or value of the Coeur common stock or Bolnisi ordinary shares or Palmarejo common shares at any time. The CIBC World Markets opinion does not constitute a recommendation to any shareholder of Coeur as to how such shareholder should vote or act on any matter relating to the Transactions or any other matter.

***Financial Analyses of Coeur's Financial Advisors***

In preparing its opinion, CIBC World Markets performed a variety of generally accepted financial and comparative analyses, including those described below. The preparation of a fairness opinion is a complex process and is not susceptible to partial analysis or summary description. In arriving at its opinion, CIBC World Markets considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor considered by it, but rather made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. CIBC World Markets believes that the summary provided and the analyses described herein must be considered as a whole and that selecting any portion of its analyses, without

considering all analyses and factors, would create an incomplete view of the process underlying its analysis and opinion. As a result, the ranges of valuations resulting from any particular analysis or combination of analyses described herein were merely utilized to create points of reference for analytical purposes and should not be taken to be the view of CIBC World Markets with respect to the actual value of Coeur, Bolnisi or Palmarejo.

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In performing its analysis, CIBC World Markets made, and was provided by Coeur management with, numerous assumptions with respect to industry performance, general business, market, financial and economic conditions and other matters, many of which are beyond the control of CIBC World Markets and Coeur, Bolnisi and Palmarejo. Analyses based on estimates or forecasts of future results are not necessarily indicative of future results or actual values, which may be significantly more or less favourable than those suggested by such analyses. The analysis does not purport to be an appraisal or to reflect the prices at which Coeur common stock will trade following the announcement or consummation of the Transactions. Because such analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of Coeur, Bolnisi, Palmarejo or their respective advisors, none of Coeur, Bolnisi, Palmarejo or CIBC World Markets, nor any other person assumes responsibility if future results or actual values are materially different from these forecasts or assumptions.

CIBC World Markets was not requested to, and it did not, recommend the specific form or amount of consideration offered by Coeur pursuant to the Transactions, which consideration was determined through negotiations between Coeur, Bolnisi and Palmarejo. The decision to enter into the Transactions and related transactions was solely that of the Coeur board of directors, Bolnisi and Palmarejo. The opinion of CIBC World Markets and CIBC World Markets related financial analyses were among many factors considered by the Coeur board of directors in its evaluation of the Transactions and should not be viewed as determinative of the views of the Coeur board of directors or Coeur's management with respect to the Transactions or the consideration to be paid by Coeur pursuant to the Transactions.

The following is a summary of the material financial analyses performed by CIBC World Markets in connection with rendering its opinion. **Some of the summaries of the financial analyses include information presented in tabular format. In order to fully understand CIBC World Markets' financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of CIBC World Markets' financial analyses. Considering the data in the tables below without considering the full narrative descriptions of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of CIBC World Markets' analyses and opinion.**

CIBC World Markets performed its analyses with respect to each of Coeur, Bolnisi and Palmarejo on a stand-alone and a pro-forma basis based on:

Consensus analyst estimates, derived as the average of a range of market analysts' estimates. The estimates selected represented the most recent publications of those analysts covering the relevant company, with a specific cut-off date for Bolnisi and Palmarejo coverage of November 2006 to ensure that reports reflected the most recent drilling updates from the Palmarejo Project.

Coeur management's production and cost projections for each of Coeur and the Palmarejo Project, overlaid with consensus equity analyst projections of future commodity prices (Internal Estimates). CIBC World Markets derived a net asset value per share for Palmarejo based on the discounted cashflow value of the Palmarejo Project adjusted for net cash and other long term liabilities. Since the only currently measurable assets of Bolnisi are its investment in Palmarejo and net cash, the net asset value of Bolnisi was derived by multiplying the derived value per share of Palmarejo by the number of shares owned by Bolnisi, plus net cash held by Bolnisi.

For the purpose of performing many of its analyses, CIBC World Markets concluded that it was appropriate to look only at the relative financial metrics of the Palmarejo Project rather than aggregating 100% of the relevant Bolnisi financial metric with the minority share of the Palmarejo financial metric. This approach was selected as it most accurately reflects the substance of the Transactions which is that Coeur will own 100% of the Palmarejo Project as a result of the Transactions and so will have full ownership and access to the earnings and cashflows of the Palmarejo Project.

All market data used by CIBC World Markets was as of April 25, 2007, on which day Coeur's closing price on the NYSE was \$4.03.

**Table of Contents****Implied Valuation Analyses**

CIBC World Markets performed various implied valuation analyses of the ordinary shares of Coeur, Palmarejo shares and Bolnisi ordinary shares, as described below. For purposes of the implied valuation analyses, diluted shares of Palmarejo were calculated assuming that outstanding options and warrants are to be acquired based on a Black Scholes valuation as at the date of the Transactions.

*Net Asset Value (NAV) Analysis.* CIBC World Markets analysed implied exchange ratios based on two separate methodologies for calculating the NAV (defined as the discounted cash flow value of operating assets plus fair value of non-operating assets such as cash less fair value of non-operating liabilities such as debt) of each of Coeur, Bolnisi and Palmarejo:

1. Analyst consensus figures for each company.
2. Discounted cashflow analysis of each company based on Coeur management estimates.

Comparing analyst consensus NAVs for Bolnisi and Palmarejo to that of Coeur implied exchange ratios of 0.709 and 2.870 respectively.

A discounted cash flow analysis is a method of evaluating an asset using estimates of the future unlevered free cash flows generated by assets and taking into consideration the time value of money with respect to those future cash flows by calculating their present value. Present value refers to the current value of one or more future cash payments from the asset, which we refer to as that asset's cash flows, and is obtained by discounting those cash flows back to the present using a discount rate that takes into account macro-economic assumptions and estimates of risk, the opportunity cost of capital, capitalized returns and other appropriate factors.

In selecting appropriate discount rates to employ, CIBC World Markets gave consideration to the discount rates employed by analysts covering the three companies. It was noted that the average discount rate employed by analysts covering Coeur was 5.9% while the average for both Bolnisi and Palmarejo was 5%. These discount rates are in line with standard market practice amongst precious metals analysts who generally employ 5% as a base discount rate for all companies, adjusted, where necessary, for company specific risk factors.

Based on these analyst consensus discount rates and risk factors, CIBC World Markets employed a range of 5% - 7% for discount rates to be applied to each company. The implied exchange ratios derived from this analysis are set out in the table below:

	Discount rate	Palmarejo Project					
		5%		6%		7%	
Coeur	5%	Bolnisi	0.825	Bolnisi	0.776	Bolnisi	0.729
		Palmarejo	3.366	Palmarejo	3.161	Palmarejo	2.964
	6%	Bolnisi	0.943	Bolnisi	0.887	Bolnisi	0.837
		Palmarejo	3.847	Palmarejo	3.612	Palmarejo	3.388
	7%	Bolnisi	1.074	Bolnisi	1.010	Bolnisi	0.953
		Palmarejo	4.384	Palmarejo	4.116	Palmarejo	3.860

*Comparable Companies Analysis.* CIBC World Markets calculated implied exchange ratios on a price to NAV, price to cashflow and price to earnings basis for each of Coeur, Bolnisi and Palmarejo. Calculations were effected by



deriving a per share value for each company based on analyst consensus NAV, cashflow and earnings figures multiplied by the relevant average multiple for appropriate comparable trading companies.

For cashflow and earnings, estimates for 2009 were employed as this is expected to be the first full year of production at the Palmarejo Project and so is the most appropriate period to use.

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Based on its experience with companies in the mining industry, CIBC World Markets selected the following companies as being potentially relevant to an evaluation of the per share value of Coeur:

	<b>P/NAV</b>	<b>P/2009E Cashflow</b>	<b>P/2009E Earnings</b>
Coeur comparable company set(1)			
Hecla Mining	1.85x	10.2x	14.9x
Gammon Lake	1.37x	n/a	n/a
Pan American Silver	1.62x	n/a	14.0x
Apex Silver	0.92x	2.6x	4.9x
Silver Wheaton	1.61x	19.3x	17.8x
Average	1.47x	10.7x	12.9x

(1) Calculated based on last price on April 25, 2007

Similarly, the following companies were selected as being potentially relevant to an evaluation of the per share value of Bolnisi and Palmarejo:

	<b>P/NAV</b>	<b>P/2009E Cashflow</b>	<b>P/2009E Earnings</b>
Bolnisi and Palmarejo comparable company set(1)			
Endeavour Silver	0.95x	8.1x	14.5x
First Majestic	1.18x	n/a	n/a
Fortuna Silver Mines	1.21x	n/a	n/a
Minefinders	1.30x	n/a	n/a
Scorpio Mining	n/a	8.9x	10.3x
Silver Standard	2.51x	25.6x	n/a
Average	1.43x	14.19x	12.40x

(1) Calculated based on last price on April 25, 2007

Applying each of these multiples to consensus analyst estimates of NAV, 2009 cashflow and 2009 earnings for each of Coeur, Bolnisi and Palmarejo, the following implied exchange ratios were calculated:

	<b>P/NAV</b>	<b>P/2009E Cashflow</b>	<b>P/2009E Earnings</b>
Bolnisi/Coeur	0.709	0.696	0.480
Palmarejo/Coeur	2.87	2.756	2.560

*Precedent Transactions Analysis.* In identifying an appropriate universe of precedent transactions, CIBC World Markets gave consideration to the fact that there are a very limited number of silver corporate transactions due to the

lack of listed pure silver companies. Furthermore, there are even fewer examples of asset transactions, with many silver transactions being acquisitions of silver streams and therefore not directly comparable.

Hence, CIBC World Markets elected to employ gold industry corporate transactions as a proxy due to the similar valuation methodologies employed and the fact that silver is often a by-product of gold production (and vice-versa).

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Using company filings, company presentations and information from Bloomberg and Thomson, CIBC World Markets examined a total of 26 global corporate gold transactions since 2001:

<b>Target</b>	<b>Acquiror</b>	<b>Date</b>
Cumberland Resources Ltd.	Agnico-Eagle Mines Ltd.	February 2007
Bema Gold Corp.	Kinross Gold Corp.	November 2006
Cambior Inc.	IAMGold Corp.	September 2006
Western Areas Ltd.	Gold Fields Ltd.	September 2006
Glamis Gold Ltd.	Goldcorp Inc.	August 2006
Viceroy Exploration Ltd.	Yamana Gold Inc.	August 2006
Desert Sun Mining Corp.	Yamana Gold Inc.	February 2006
Gallery Gold Ltd.	IAMGold Corp.	December 2005
Bolivar Gold Corp.	Gold Fields Ltd.	November 2005
Placer Dome Inc.	Barrick Gold Corp.	October 2005
Young-Davidson Mines Ltd.	Northgate Minerals Corp.	September 2005
Afcan Mining Corp.	Eldorado Gold Corp.	May 2005
Riddarhyttan Resources AB	Agnico-Eagle Mines Ltd.	May 2005
Wheaton River Minerals Ltd.	Goldcorp Inc.	December 2004
Ashanti Goldfields Company Ltd.	AngloGold Limited	May 2003
Repadre Capital Corp.	IAMGold Corp.	October 2002
TVX Gold Inc.	Kinross Gold Corp.	June 2002
Echo Bay Mines Ltd.	Kinross Gold Corp.	June 2002
AurionGold Ltd.	Placer Dome Inc.	May 2002
Brancote Holdings Plc	Meridian Gold Inc.	April 2002
Francisco Gold Corp.	Glamis Gold Ltd.	March 2002
Hill 50 Ltd.	Harmony Gold Mining Co Ltd.	October 2001
Normandy Mining Ltd.	Newmont Mining Corp.	September 2001
Delta Gold Ltd.	Goldfields Ltd.	September 2001
PacMin Mining Corp Ltd.	Sons of Gwalia Ltd.	August 2001
Homestake Mining Company	Barrick Gold Corp.	June 2001

In each case, two key metrics were evaluated:

1. Price to NAV
2. Total Acquisition Cost ( TAC ) per ounce of recoverable gold as a percentage of the spot gold price at the date of announcement.

*Price to NAV*

Price to NAV is calculated as the equity value of a transaction divided by the analyst consensus NAV of the company being acquired. For the 26 precedent transactions, the lowest price to NAV was 0.80x, the highest was 4.06x and the average was 1.73x.

Based on market prices as at April 25, 2007 and the consensus analyst estimate of the Palmarejo Project NAV, the calculated price to NAV of the proposed Transactions was 1.31x.



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### *Total Acquisition Cost*

TAC is a recognized market methodology for assessing precious metals transactions and is arrived at by aggregating:

Estimated cash operating cost per recovered reserve ounce (typically approximated by proven and probable reserves multiplied by the expected recovery factor);

Capital expenditure per recovered reserve ounce; and

Enterprise value of offer per recovered reserve ounce.

This TAC per ounce is then expressed as a percentage of the gold spot price at the date of the transaction.

Due to the lack of a formal reserve estimate at the Palmarejo Project, Coeur management's base case estimate of life of mine production was employed as a proxy for recoverable ounces. To ensure consistency of source, Coeur management's estimates of cash operating cost and capital costs were also employed.

For the 26 precedent transactions, the lowest TAC percentage was 66% and the highest was 146%, with an average of 104%. This compares to the calculated TAC percentage for the proposed Transactions of 105%.

*Historical Exchange Ratios.* CIBC World Markets calculated the implied exchange ratio for Bolnisi/Coeur and Palmarejo/Coeur based on each company's volume weighted average share price for each trading day for the two years prior to April 20, 2007. This analysis showed that while the implied exchange ratios on the first day of analysis were 0.105 and 0.658 for Bolnisi and Palmarejo respectively, the appreciation in the price of both companies has resulted in implied exchange ratios at April 20, 2007 of 0.639 and 2.471.

### ***Other***

*Relative Financial Contribution Analysis.* CIBC World Markets calculated the relative financial contributions of Coeur and the Palmarejo Project to the combined estimated NAV (derived from both analyst consensus estimates and Internal Estimates), market capitalization and target market capitalization (calculated as average analyst target price for each company multiplied by shares issued and outstanding) and 2009 earnings and cashflow of the companies, based on analyst estimates. Such analysis indicated that Coeur would have contributed 52% of the combined estimated analysts' NAV, 48% of combined management estimated NAV, 54% of combined market capitalization, 57% of combined target market capitalization, 55% of the combined estimated 2009 earnings and 60% of the combined 2009 estimated cashflow.

*Pro-forma Accretion/Dilution Analysis.* CIBC World Markets prepared an analysis of cashflow per share (defined as cashflow from operations), earnings per share and NAV per share potential accretion/dilution for Coeur pro-forma for the Transactions. Cashflow per share and earnings per share were based on 2009 analyst estimates while NAV was assessed on both an analyst estimate basis and using NAVs calculated by CIBC World Markets financial models employing Internal Estimates.

The Transactions were found to be 6% accretive on Internal Estimates and 2% dilutive on analyst NAV as well as 10% dilutive on 2009 earnings per share and 15% dilutive on 2009 cashflow per share.

*Implied Transactions Multiples.* CIBC World Markets calculated the implied transaction multiple based on a deal value of \$1.1 billion (based on Coeur's closing price on April 25, 2007). Based on analyst estimates of NAV, 2009 earnings and 2009 cashflow, implied transaction multiples were derived and compared to the comparable company

multiples employed in the Comparable Companies Analysis (described above). For each metric, the implied transaction multiple was in line with or below those of the comparable companies.

**July 2, 2007 Opinion of CIBC World Markets (Coeur's Financial Advisor)**

At the special meeting of the Coeur board of directors on July 2, 2007, CIBC World Markets rendered its oral opinion to the Coeur board of directors, which was subsequently confirmed by a written opinion to the Coeur board of directors dated July 2, 2007, to the effect that, as of that date and based upon and subject to the factors,

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assumptions, qualifications and limitations set forth in such opinion, the consideration to be paid by Coeur pursuant to the Transaction was fair, from a financial point of view, to Coeur.

**The full text of the opinion of CIBC World Markets dated July 2, 2007, which sets forth, among other things, the assumptions made, the procedures followed, matters considered and qualifications and limitations of the review undertaken by CIBC World Markets in rendering its opinion, is attached as Annex F-2 to this document. The summary of the CIBC World Markets opinion set forth herein is qualified in its entirety by reference to the full text of the opinion. Coeur shareholders should read this opinion carefully and in its entirety. CIBC World Markets provided its opinion for the information and assistance of the Coeur board of directors in connection with its consideration of the Transactions, and the opinion related only to the fairness, from a financial point of view, of the consideration to be paid by Coeur pursuant to the Transactions. The CIBC World Markets opinion did not express an opinion as to any other aspect or implication of the Transactions or related transactions, the terms of the merger implementation agreements (and the exhibits thereto) or any agreement, arrangement or undertaking entered into in connection with such transactions, the fairness of the Transactions (or the merger consideration) to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of Coeur, or as to the underlying decision by Coeur to engage in the Transactions. The CIBC World Markets opinion is not a recommendation to any Coeur shareholder as to how it should vote or act on any matter relating to the Transactions and should not be relied upon by any Coeur shareholder as such.**

In preparing its opinion, CIBC World Markets reviewed the merger implementation agreements, as well as certain publicly available business and financial information relating to Coeur, Bolnisi and Palmarejo, all as noted in the CIBC World Markets opinion under the heading "Scope of Review". CIBC World Markets reviewed certain other information relating to Coeur, Bolnisi and Palmarejo, including certain information prepared by and provided to CIBC World Markets by the managements of Coeur, Bolnisi and Palmarejo regarding their respective businesses and prospects, including operational and financial projections prepared by Coeur incorporating the findings of Coeur's post-announcement due diligence on the Palmarejo Project, and certain publicly available estimates and forecasts relating to the business and prospects of each of Coeur, Bolnisi and Palmarejo prepared by certain research analysts and met with the managements of Coeur, Bolnisi and Palmarejo to discuss the business and prospects of Coeur, Bolnisi and Palmarejo, respectively. CIBC World Markets also considered certain financial and stock market data of Coeur, Bolnisi and Palmarejo, and CIBC World Markets compared that data with similar data for other publicly held companies in businesses CIBC World Markets deemed similar to those of Coeur, Bolnisi and Palmarejo, and CIBC World Markets considered, to the extent publicly available, the financial terms of certain other business combinations and other transactions that have been effected or announced. CIBC World Markets also considered such other information, financial studies, analyses and investigations and financial, economic and market criteria that CIBC World Markets deemed relevant.

In connection with its review, CIBC World Markets did not assume any responsibility for independent verification of any of the foregoing information and, as permitted under the terms of its engagement agreements with Coeur, CIBC World Markets relied on such information being complete and accurate in all material respects without any independent verification. CIBC World Markets was not requested to conduct, and did not conduct any valuation or appraisal of any assets or liabilities (contingent or otherwise) of Coeur, Bolnisi or Palmarejo (nor was it furnished with any valuations or appraisals), nor did it evaluate the solvency or fair value of Coeur, Bolnisi or Palmarejo under any state or federal laws relating to bankruptcy, insolvency or similar matters. CIBC World Markets did not assume any obligation to conduct any physical inspection of the properties or facilities of Coeur, Bolnisi or Palmarejo, did not meet with independent auditors of Coeur, Bolnisi or Palmarejo and relied upon and assumed the accuracy and fair presentation of the audited financial statements of Coeur, Bolnisi and Palmarejo and the reports of the auditors thereon. In relying on financial analyses and forecasts provided to or discussed with it by Coeur, Bolnisi and Palmarejo, CIBC World Markets assumed that they had been reasonably prepared and reflect the best currently



available estimates and judgment by Coeur's, Bolnisi's or Palmarejo's management as to the expected future results of operations and financial condition of Coeur, Bolnisi or Palmarejo, as the case may be. CIBC World Markets expressed no view as to such analyses or forecasts or the assumptions on which they were based. CIBC World Markets also assumed that the Transactions will have the tax consequences described in discussions with, and materials furnished to it by, representatives of Coeur and that, in all respects material to its analysis, the other

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transactions contemplated by the merger implementation agreements will be consummated as described in the respective merger implementation agreements. CIBC World Markets also assumed that the representations and warranties made by Coeur, Bolnisi and Palmarejo in the merger implementation agreements were and will be true and correct in all respects material and that the Transactions will be completed substantially in accordance with the merger implementation agreements and all applicable laws and that this document will satisfy all applicable legal requirements. CIBC World Markets is not a legal, regulatory or tax expert and relied on the assessments made by advisors to Coeur with respect to such issues. CIBC World Markets further assumed that all governmental, regulatory or other consents and approvals (contractual or otherwise) necessary for the consummation of the Transactions will be obtained without any material adverse effect on Coeur, Bolnisi and Palmarejo or on the contemplated benefits of the Transactions.

The CIBC World Markets opinion was necessarily based on financial, economic, market and other conditions as they existed and could be evaluated on, and the information made available to it as of, the date of its opinion. Subsequent developments may affect its opinion, and CIBC World Markets does not have any obligation to update, revise, or reaffirm its opinion. The CIBC World Markets opinion was provided to the Coeur board of directors in connection with and for the sole purposes of its evaluation of the Transactions. The CIBC World Markets opinion is limited to the fairness, from a financial point of view, of the consideration to be paid by Coeur pursuant to the Transactions and CIBC World Markets is expressing no opinion as to the fairness of the Transactions (or the merger consideration) to, or any consideration of, the holders of any class of securities, creditors or other constituencies of Coeur or as to the underlying decision by Coeur to engage in the Transactions. The opinion of CIBC World Markets did not address the relative merits of the Transactions as compared to alternative transactions or strategies that might be available to Coeur, nor did it address Coeur's underlying business decision to effect the Transactions. CIBC World Markets was not requested to, and did not, solicit third party indications of interest in acquiring all or any part of Coeur. CIBC World Markets is expressing no opinion as to the price or value of the Coeur common stock or Bolnisi ordinary shares or Palmarejo common shares at any time. The CIBC World Markets opinion does not constitute a recommendation to any shareholder of Coeur as to how such shareholder should vote or act on any matter relating to the Transactions or any other matter.

***Financial Analyses of Coeur's Financial Advisors***

In preparing its opinion, CIBC World Markets performed a variety of generally accepted financial and comparative analyses, including those described below. The preparation of a fairness opinion is a complex process and is not susceptible to partial analysis or summary description. In arriving at its opinion, CIBC World Markets considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor considered by it, but rather made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. CIBC World Markets believes that the summary provided and the analyses described herein must be considered as a whole and that selecting any portion of its analyses, without considering all analyses and factors, would create an incomplete view of the process underlying its analysis and opinion. As a result, the ranges of valuations resulting from any particular analysis or combination of analyses described herein were merely utilized to create points of reference for analytical purposes and should not be taken to be the view of CIBC World Markets with respect to the actual value of Coeur, Bolnisi or Palmarejo.

In performing its analysis, CIBC World Markets made and was provided by Coeur management with numerous assumptions with respect to industry performance, general business, market, financial and economic conditions and other matters, many of which are beyond the control of CIBC World Markets and Coeur, Bolnisi and Palmarejo. Analyses based on estimates or forecasts of future results are not necessarily indicative of future results or actual values, which may be significantly more or less favourable than those suggested by such analyses. The analysis does not purport to be an appraisal or to reflect the prices at which Coeur common stock will trade following the announcement or consummation of the Transactions. Because such analyses are inherently subject to uncertainty,

being based upon numerous factors or events beyond the control of Coeur, Bolnisi, Palmarejo or their respective advisors, none of Coeur, Bolnisi, Palmarejo or CIBC World Markets, nor any other person assumes responsibility if future results or actual values are materially different from these forecasts or assumptions.

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CIBC World Markets was not requested to, and it did not, recommend the specific form or amount of consideration offered by Coeur pursuant to the Transactions, which consideration was determined through negotiations between Coeur, Bolnisi and Palmarejo. The decision to enter into the Transactions and related transactions was solely that of the Coeur board of directors, Bolnisi and Palmarejo. The opinion of CIBC World Markets and CIBC World Markets related financial analyses were among many factors considered by the Coeur board of directors in its evaluation of the Transactions and should not be viewed as determinative of the views of the Coeur board of directors or Coeur's management with respect to the Transactions or the consideration to be paid by Coeur pursuant to the Transactions.

The following is a summary of the material financial analyses performed by CIBC World Markets in connection with rendering its opinion. **Some of the summaries of the financial analyses include information presented in tabular format. In order to fully understand CIBC World Markets' financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of CIBC World Markets' financial analyses. Considering the data in the tables below without considering the full narrative descriptions of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of CIBC World Markets' analyses and opinion.**

CIBC World Markets performed its analyses with respect to each of Coeur, Bolnisi and Palmarejo on a stand-alone and a pro-forma basis based on:

Consensus analyst estimates, derived as the average of a range of market analysts' estimates. The estimates selected represented the most recent publications of those analysts covering the relevant company, with a specific cut-off date for Bolnisi and Palmarejo coverage of November 2006 to ensure that reports reflected the most recent drilling updates from the Palmarejo Project.

Coeur management's production and cost projections for each of Coeur and the Palmarejo Project, in the latter case including operational and financial projections prepared by Coeur incorporating the findings of Coeur's post-announcement due diligence on the Palmarejo Project, overlaid with consensus equity analyst projections of future commodity prices (Internal Estimates). CIBC World Markets derived a net asset value per share for Palmarejo based on the discounted cashflow value of the Palmarejo Project adjusted for net cash and other long term liabilities. Since the only currently measurable assets of Bolnisi are its investment in Palmarejo and net cash, the net asset value of Bolnisi was derived by multiplying the derived value per share of Palmarejo by the number of shares owned by Bolnisi, plus net cash held by Bolnisi.

For the purpose of performing many of its analyses, CIBC World Markets concluded that it was appropriate to look only at the relative financial metrics of the Palmarejo Project rather than aggregating 100% of the relevant Bolnisi financial metric with the minority share of the Palmarejo financial metric. This approach was selected as it most accurately reflects the substance of the Transactions which is that Coeur will own 100% of the Palmarejo Project as a result of the Transactions and so will have full ownership and access to the earnings and cashflows of the Palmarejo Project.

For the purpose of performing many of its analyses, CIBC World Markets used an unaffected share price for each of Coeur, Bolnisi and Palmarejo. CIBC World Markets concluded that it was appropriate to use an unaffected share price for each of Coeur, Bolnisi and Palmarejo, where necessary, in its analyses, derived by averaging the outcomes of the following two analyses:

Adjusting the pre-announcement share price of each of Coeur, Bolnisi and Palmarejo as at May 2, 2007 by reference to the movement in the silver price since the public announcement of the Transaction on May 3, 2007 until June 27, 2007 (adjusted for each company's respective historical beta to such silver price); and

Adjusting the pre-announcement share price of each of Coeur, Bolnisi and Palmarejo as at May 2, 2007 by reference to the movement in the Philadelphia Stock Exchange Gold & Silver Index since the date of the public announcement of the Transaction on May 3, 2007 until June 27, 2007 (adjusted for each company's respective historical beta to such index). The Philadelphia Stock Exchange Gold & Silver Index was chosen as it is comprised of both U.S. and Canadian gold and silver producers and explorers.

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### ***Implied Valuation Analyses***

CIBC World Markets performed various implied valuation analyses of the ordinary shares of Coeur, Palmarejo and Bolnisi common shares, as described below. For purposes of the implied valuation analyses, diluted shares of Palmarejo were calculated assuming that outstanding options and warrants are to be acquired based on a Black Scholes valuation as at the date of the Transactions.

*Net Asset Value (NAV) Analysis.* CIBC World Markets analysed implied exchange ratios based on two separate methodologies for calculating the NAV (defined as the discounted cash flow value of operating assets plus fair value of non-operating assets such as cash less fair value of non-operating liabilities such as debt) of each of Coeur, Bolnisi and Palmarejo:

1. Analyst consensus figures for each company
2. Discounted cash flow analysis of each company based on Coeur management estimates including operational and financial projections prepared by Coeur incorporating the findings of Coeur's post-announcement due diligence on the Palmarejo Project.

Comparing analyst consensus NAVs for Bolnisi and Palmarejo to that of Coeur implied exchange ratios of 0.742 and 2.902 respectively.

A discounted cash flow analysis is a method of evaluating an asset using estimates of the future unlevered free cash flows generated by assets and taking into consideration the time value of money with respect to those future cash flows by calculating their present value. Present value refers to the current value of one or more future cash payments from the asset, which we refer to as that asset's cash flows, and is obtained by discounting those cash flows back to the present using a discount rate that takes into account macro-economic assumptions and estimates of risk, the opportunity cost of capital, capitalized returns and other appropriate factors.

In selecting appropriate discount rates to employ, CIBC World Markets gave consideration to the discount rates employed by analysts covering the three companies. It was noted that the average discount rate employed by analysts covering Coeur was 5.9% while the average for both Bolnisi and Palmarejo was 5%. These discount rates are in line with standard market practice amongst precious metals analysts who generally employ 5% as a base discount rate for all companies, adjusted, where necessary, for company specific risk factors.

Based on these analyst consensus discount rates for each company, the implied exchange ratios derived from this analysis were 0.694 per Bolnisi share and 2.955 per Palmarejo share.

*Comparable Companies Analysis.* CIBC World Markets calculated implied exchange ratios on a price to NAV, price to cashflow and price to earnings basis for each of Coeur, Bolnisi and Palmarejo. Calculations were effected by deriving a per share value for each company based on analyst consensus NAV, cashflow and earnings figures multiplied by the relevant average multiple for appropriate comparable trading companies.

For cashflow and earnings, estimates for 2009 were employed as this is expected to be the first full year of production at the Palmarejo Project and so is the most appropriate period to use.

Based on its experience with companies in the mining industry, CIBC World Markets selected the following companies as being potentially relevant to an evaluation of the per share value of Coeur:

<b>Coeur Comparable Company Set(1)</b>	<b>P/NAV</b>	<b>P/2009E Cashflow</b>	<b>P/2009E Earnings</b>
Hecla Mining	1.56x	10.5x	14.8x
Gammon Gold	1.62x	8.7x	12.4x
Pan American Silver	1.53x	11.2x	16.1x
Apex Silver	n/a	8.5x	12.6x
Silver Wheaton	1.48x	14.0x	15.4x
Average	1.47x	9.7x	13.1x

(1) Calculated based on last price on June 27, 2007

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Similarly, the following companies were selected as being potentially relevant to an evaluation of the per share value of Bolnisi and Palmarejo:

<b>Bolnisi and Palmarejo Comparable Company Set(1)</b>	<b>P/NAV</b>	<b>P/2009E Cashflow</b>	<b>P/2009E Earnings</b>
Endeavour Silver	1.63x	12.6x	22.7x
First Majestic	1.04x	n/a	n/a
Minefinders	1.01x	4.4x	5.0x
Scorpio Mining	n/a	5.6x	4.9x
Silver Standard	1.38x	n/a	n/a
Average	1.27x	7.5x	10.9x

(1) Calculated based on last price on June 27, 2007

Applying each of these multiples to consensus analyst estimates of NAV, 2009 cashflow and 2009 earnings for each of Coeur, Bolnisi and Palmarejo, the following implied exchange ratios were calculated:

	<b>P/NAV</b>	<b>P/2009E Cashflow</b>	<b>P/2009E Earnings</b>
Bolnisi/Coeur	0.640	0.455	0.451
Palmarejo/Coeur	2.516	1.741	2.344

*Precedent Transactions Analysis.* In identifying an appropriate universe of precedent transactions, CIBC World Markets gave consideration to the fact that there are a very limited number of silver corporate transactions due to the lack of listed pure silver companies. Furthermore, there are even fewer examples of asset transactions, with many silver transactions being acquisitions of silver streams and therefore not directly comparable.

Hence, CIBC World Markets elected to employ gold industry corporate transactions as a proxy due to the similar valuation methodologies employed and the fact that silver is often a by-product of gold production (and vice-versa).



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Using company filings, company presentations and information from Bloomberg and Thomson, CIBC World Markets examined a total of 26 global corporate gold transactions since 2001:

<b>Target</b>	<b>Acquiror</b>	<b>Date</b>
Cumberland Resources Ltd.	Agnico-Eagle Mines Ltd.	February 2007
Bema Gold Corp.	Kinross Gold Corp.	November 2006
Cambior Inc.	IAMGold Corp.	September 2006
Western Areas Ltd.	Gold Fields Ltd.	September 2006
Glamis Gold Ltd.	Goldcorp Inc.	August 2006
Viceroy Exploration Ltd.	Yamana Gold Inc.	August 2006
Desert Sun Mining Corp.	Yamana Gold Inc.	February 2006
Gallery Gold Ltd.	IAMGold Corp.	December 2005
Bolivar Gold Corp.	Gold Fields Ltd.	November 2005
Placer Dome Inc.	Barrick Gold Corp.	October 2005
Young-Davidson Mines Ltd.	Northgate Minerals Corp.	September 2005
Afcan Mining Corp.	Eldorado Gold Corp.	May 2005
Riddarhyttan Resources AB	Agnico-Eagle Mines Ltd.	May 2005
Wheaton River Minerals Ltd.	Goldcorp Inc.	December 2004
Ashanti Goldfields Company Ltd.	AngloGold Limited	May 2003
Repadre Capital Corp.	IAMGold Corp.	October 2002
TVX Gold Inc.	Kinross Gold Corp.	June 2002
Echo Bay Mines Ltd.	Kinross Gold Corp.	June 2002
AurionGold Ltd.	Placer Dome Inc.	May 2002
Brancote Holdings Plc	Meridian Gold Inc.	April 2002
Francisco Gold Corp.	Glamis Gold Ltd.	March 2002
Hill 50 Ltd.	Harmony Gold Mining Co Ltd.	October 2001
Normandy Mining Ltd.	Newmont Mining Corp.	September 2001
Delta Gold Ltd.	Goldfields Ltd.	September 2001
PacMin Mining Corp Ltd.	Sons of Gwalia Ltd.	August 2001
Homestake Mining Company	Barrick Gold Corp.	June 2001

In each case, two key metrics were evaluated

(a) Price to NAV

(b) Total Acquisition Cost ( TAC ) per ounce of recoverable gold as a percentage of the spot gold price at the date of announcement.

*Price to NAV*

Price to NAV is calculated as the equity value of a transaction divided by the analyst consensus NAV of the company being acquired. For the 26 precedent transactions, the lowest price to NAV was 0.80x, the highest was 4.06x and the average was 1.73x.

Based on the unaffected share price and the consensus analyst estimate of the Palmarejo Project NAV, the calculated price to NAV of the proposed Transactions was 1.25x.



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### *Total Acquisition Cost*

TAC is a recognized market methodology for assessing precious metals transactions and is arrived at by aggregating:

Estimated cash operating cost per recovered reserve ounce (typically approximated by proven and probable reserves multiplied by the expected recovery factor);

Capital expenditure per recovered reserve ounce; and

Enterprise value of offer per recovered reserve ounce.

This TAC per ounce is then expressed as a percentage of the gold spot price at the date of the transaction.

Due to the lack of a formal reserve estimate at the Palmarejo Project, Coeur management's base case estimate of life of mine production, incorporating the findings of Coeur's post-announcement due diligence on the Palmarejo Project, was employed as a proxy for recoverable ounces. To ensure consistency of source, Coeur management's estimates of cash operating cost and capital costs were also employed, incorporating the findings of Coeur's post-announcement due diligence on the Palmarejo Project.

For the 26 precedent transactions, the lowest TAC percentage was 66% and the highest was 146%, with an average of 104%. This compares to the calculated TAC percentage for the proposed Transactions of 92%.

*Historical Exchange Ratios.* CIBC World Markets calculated the implied exchange ratio for Bolnisi/Coeur and Palmarejo/Coeur based on each company's volume weighted average share price for each trading day for the two years prior to April 20, 2007. This analysis showed that while the implied exchange ratios on the first day of analysis were 0.105 and 0.658 for Bolnisi and Palmarejo respectively, the appreciation in the price of both companies has resulted in implied exchange ratios at April 20, 2007 of 0.639 and 2.471.

### *Other*

*Relative Financial Contribution Analysis.* CIBC World Markets calculated the relative financial contributions of Coeur and the Palmarejo Project to the combined estimated NAV (derived from both analyst consensus estimates and Internal Estimates), market capitalization and target market capitalization (calculated as average analyst target price for each company multiplied by shares issued and outstanding) and 2009 earnings and cashflow of the companies, based on analyst estimates. Such analysis indicated that Coeur would have contributed 51% of the combined estimated analysts' NAV, 52% of combined management estimated NAV, 54% of combined market capitalization (based on the unaffected share prices for each of Coeur, Bolnisi and Palmarejo), 56% of combined target market capitalization, 52% of the combined estimated 2009 earnings and 58% of the combined 2009 estimated cash flow.

*Pro-forma Accretion/Dilution Analysis.* CIBC World Markets prepared an analysis of cashflow per share (defined as cashflow from operations), earnings per share and NAV per share potential accretion/dilution for Coeur pro-forma for the Transactions. Cashflow per share and earnings per share were based on 2009 analyst estimates while NAV was assessed on both an analyst estimate basis and using NAVs calculated by CIBC World Markets financial models employing Internal Estimates.

The Transactions were found to be 2% dilutive on Internal Estimates and 1% dilutive on analyst NAV as well as 4% dilutive on 2009 earnings per share and 12% dilutive on 2009 cashflow per share.

*Implied Transactions Multiples.* CIBC World Markets calculated the implied transaction multiple based on a deal value of \$1.05 billion (based on Coeur's unaffected share price). Based on analyst estimates of NAV, 2009 earnings and 2009 cash flow, implied transaction multiples were derived and compared to the comparable company multiples employed in the Comparable Companies Analysis (described above). For each metric, the implied transaction multiple was in line with or below those of the comparable companies.

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### ***Miscellaneous***

Coeur selected CIBC World Markets based on CIBC World Markets' qualifications, experience and reputation, and its familiarity with Coeur and its business. CIBC World Markets is one of Canada's largest investment banking firms with operations in all facets of corporate and government finance, mergers and acquisitions, equity and fixed income sales and trading and investment research. The CIBC World Markets opinions were approved for delivery to the Coeur board by a committee of CIBC World Markets' managing directors and internal counsel, each of whom is experienced in merger, acquisition, divestiture and valuation matters.

CIBC World Markets is a full service securities firm engaged in securities trading and brokerage activities and provides investment banking advice and other financial services. In the ordinary course of its business, CIBC World Markets and its affiliates may acquire, hold or sell, for its and its affiliates own accounts and the accounts of customers, debt, equity and other securities and financial instruments (including bank loans and other obligations) of Coeur, Bolnisi and Palmarejo. CIBC World Markets and its affiliates have, from time to time, provided investment banking and other financial services to Coeur, and may in the future provide such services to Coeur, for which CIBC World Markets and its affiliates have received, and would expect to receive, compensation. Neither CIBC World Markets nor its affiliates are currently providing any investment banking or other financial services to Bolnisi, Palmarejo or any of their affiliates in connection with the Transactions. Coeur has agreed to pay CIBC Australia Limited a fee of approximately US\$5 million for its financial advisory services in connection with the Transactions, a significant portion of which is contingent upon the successful completion of the Transactions, and a fee of US\$750,000 for the delivery of the CIBC World Markets opinion on May 2, 2007. In addition, Coeur paid a fee of US\$250,000 for the delivery of the CIBC World Markets opinion on July 2, 2007, which amount will be deducted from the amount described above which is payable to CIBC World Markets for financial advisory services upon the successful completion of the Transactions. Coeur has also agreed to reimburse CIBC Australia for its reasonable expenses and to indemnify CIBC Australia Limited and its related parties from and against certain liabilities arising out of its engagement.

### **Regulatory Approvals**

Under the Corporations Act, the Bolnisi Transaction requires court approval before it can become effective. The Corporations Act expressly prevents the Federal Court of Australia from granting approval unless: (1) a statement from ASIC that it has no objection to the Bolnisi Transaction is produced to the court; or (2) it is satisfied that the arrangement has not been proposed for the purpose of enabling any person to avoid the operation of any of the provisions of Chapter 6 of the Corporations Act (which relates to takeovers). Bolnisi intends to apply to ASIC for a statement that it has no objection to the Bolnisi Transaction and such no objection statement would be expected to be received on or about the Second Court Date, which is expected to occur on or about December 5. In addition to court approval, approval is also required from a majority of shareholders in each class of shares that are present and voting as well as 75% of the shareholders of Bolnisi present and voting. This meeting of Bolnisi shareholders is scheduled to occur on or about December 4, 2007. The Treasurer of the Commonwealth of Australia must also either issue a notice stating that the Commonwealth Government does not object to Coeur entering into and completing the Bolnisi Transaction or becomes, or be, precluded (any time before the Bolnisi Transaction becomes effective) from making an order in respect of the entry into or completion by Coeur of the Bolnisi Transaction under the Foreign Acquisition and Takeovers Act of 1975. In addition, permission must be obtained for the admission of Coeur Shares in the form of CDIs to quotation on the ASX by 8:00 a.m. on the Second Court Date (which is the day on which an application made to the Federal Court of Australia for orders under Section 411(4)(b) of the Corporations Act approving the scheme of arrangement is heard). Any such approval may be subject to customary conditions and to the Scheme becoming Effective. Coeur also intends applying to ASX for a waiver of certain ASX Listing Rules.

Under the Canada Business Corporations Act ( CBCA ), the Palmarejo Transaction requires court and shareholder approval. Palmarejo is expected to obtain an interim order from the Ontario Superior Court of Justice providing for the calling and holding of the Palmarejo special meeting and other procedural matters. Subject to the approval of the Palmarejo Transaction by two-thirds of the votes cast by Palmarejo shareholders represented in person or by proxy and by a majority of minority Palmarejo shareholders (being those shareholders other than Fairview (a wholly owned subsidiary of Bolnisi) and its affiliates and interested parties) at the Palmarejo special

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meeting and the approval of the Coeur share issuance and Coeur amendment to the articles of incorporation by the Coeur shareholders at the Coeur special meeting, the hearing in respect of a final order from the Ontario Superior Court of Justice is expected to take place on or about December 6, 2007.

### **Canadian Securities Law Matters**

Ontario Securities Commission Rule 61-501 Insider Bids, Issuer Bids, Business Combination and Related Party Transactions ( Rule 61-501 ) is intended to regulate certain transactions to ensure the protection and fair treatment of minority securityholders.

The Palmarejo Transaction is a business combination under Rule 61-501 because it involves a transaction that would result in Coeur, indirectly owning all the equity securities of Palmarejo. Rule 61-501 provides that, unless exempted, a corporation proposing to carry out a business combination or a going private transaction, respectively, is required to obtain a formal valuation of the affected securities from a qualified and independent valuator and to provide the holders of the affected securities with a summary of such valuation.

Rule 61-501 also requires that, in addition to any other required securityholder approval, in order to complete a business combination or a going private transaction, respectively, the approval of a simple majority of the votes cast by minority shareholders of each class of affected securities, voting separately as a class, must be obtained. In relation to the Palmarejo Transaction and for purposes of proxy statement, the Minority Shareholders of Palmarejo are all Palmarejo Shareholders other than:

interested parties, including Coeur, Bolnisi, Fairview and their respective directors and senior officers and any other interested party to the Transaction within the meaning of OSC Rule 61-501,

any other related party of Coeur, Bolnisi or Fairview or of an interested party within the meaning of Rule 61-501, subject to the exceptions set out therein, and

any person that is a joint actor with any of the foregoing for the purposes of OSC Rule 61-501.

### ***Judicial Developments***

Prior to the adoption of Rule 61-501, Canadian courts had, in few instances, granted preliminary injunctions to prohibit transactions that constituted going-private transactions (as defined in the CBCA) or business combinations within the meaning of Rule 61-501. The trend both in legislation, including the CBCA, and in Canadian judicial decisions has been towards permitting going-private transactions and business combinations to proceed subject to compliance with requirements designed to ensure procedural and substantive fairness to the minority shareholders. Shareholders should consult their legal advisors for a determination of their legal rights.

### **Interests of Coeur, Bolnisi and Palmarejo Directors and Officers in the Transactions**

As described below under The Transactions Description of Bolnisi MIA Option Deeds , each of the directors of Bolnisi, and/or an associate(s) of each such director, entered into an Option Deed with Coeur on May 3, 2007.

No director or officer of Palmarejo had any substantial interest in the Transactions, direct or indirect, at any time during the fiscal year ended June 30, 2007.

### **Treatment of Palmarejo Warrants and Options**

***Palmarejo Options***

All holders of Palmarejo options will receive Palmarejo Replacement Options (as defined below) under the plan of arrangement. A Palmarejo Replacement Option will entitle the holder thereof to acquire the number of Coeur shares equal to the product of (i) the number of Palmarejo shares subject to the Palmarejo option immediately prior to the consummation of the Transactions, and (ii) 2.715 Coeur shares plus the portion of a Coeur share that, immediately prior to the consummation of the Transactions, has a fair market value equal to C\$0.004 for each Palmarejo share that the holder was entitled to receive, provided that if the foregoing would result in the issuance of a fraction of a Coeur share, then the number of Coeur shares otherwise issued shall be rounded down to the nearest whole number of Coeur shares. The exercise price per Coeur share subject to any such Palmarejo Replacement Option shall be an amount (rounded up to the nearest one-hundredth of a cent) equal to the quotient of (A) the



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exercise price per Palmarejo share subject to such Palmarejo Option immediately before the consummation of the Transactions divided by (B) 2.715 plus such portion of a Coeur share that, immediately prior to the consummation of the Transactions, has a fair market value equal to C\$0.004 cash (provided that the aggregate exercise price payable on any particular exercise of Palmarejo Replacement Options shall be rounded up to the nearest whole cent). Except as set out above, the terms of each Palmarejo Replacement Option shall be the same as the terms of the Palmarejo option exchanged therefor pursuant to the Palmarejo Share Option Plan in the plan of arrangement and any agreement evidencing the grant thereof prior to the consummation of the Transactions.

Coeur intends to file a registration statement on Form S-3 to register the re-sale of Coeur shares to be issued upon exercise of the existing Palmarejo options.

### ***Palmarejo Warrants***

Upon completion of the plan of arrangement, and in accordance with the terms of the Palmarejo warrants, each holder of a Palmarejo warrant outstanding immediately prior to the consummation of the Transactions will receive upon the subsequent exercise or conversion of such holder's Palmarejo warrant in accordance with its terms, and will accept in lieu of each Palmarejo share to which such holder was theretofore entitled upon such exercise or conversion but for the same aggregate consideration payable therefor, 2.715 shares of Coeur stock, plus C\$0.004. Coeur intends to file a shelf registration statement on Form S-3 to register the Coeur shares to be issued upon exercise of the existing Palmarejo warrants.

### **Pro Forma Economic Ownership of Coeur**

Upon the completion of the Transactions, we estimate that Coeur's current shareholders will own approximately 51.65% of the outstanding economic interest in the combined company, and that Bolnisi and Palmarejo's former shareholders will own approximately 48.35% of the outstanding economic interest in the combined company. Assuming that all existing Palmarejo options are exercised before or after the consummation of the Transactions, former shareholders of Bolnisi and Palmarejo will own approximately 49.32% of the outstanding stock of the combined company, while the current Coeur shareholders will own approximately 50.68%.

### **Accounting Treatment**

Coeur will account for the Transactions as an asset acquisition under US GAAP. The purchase price will be allocated to Bolnisi's and Palmarejo's identifiable assets and liabilities based on their estimated fair market values at the date of the completion of the Transactions, and any excess of the purchase price over those fair market values will be allocated to mining properties. Final valuations of property, plant and equipment, and intangible and other assets have not yet been completed as management is still reviewing the existence, characteristics and useful lives of Bolnisi's and Palmarejo's intangible assets. The completion of the valuation work could result in significantly different amortization expenses and balance sheet classifications. After completion of the Transactions, the results of operations of Bolnisi and Palmarejo will be included in the consolidated financial statements of Coeur.

### **Material U.S. Federal Income Tax Consequences**

There are no material U.S. federal income tax consequences to Coeur's current shareholders that will result from the issuance of Coeur shares in the Transactions.

### **ASX Listing of CHESSE Depositary Interests; Supplemental Listings on NYSE and TSX**

In connection with the Bolnisi Transaction, Coeur has agreed to seek listing of its shares on the ASX in the form of CHESSE Depository Interests. Coeur's Australian legal advisers are liaising with ASX in relation to the waivers that Coeur may be able to obtain from certain of the ASX Listing Rules. A formal application for listing of the CHESSE Depository Interests will be made once this process is complete. Permission must be obtained for the admission of Coeur Shares in the form of CDIs to quotation on the ASX by 8:00 a.m. on the Second Court Date (any such approval may be subject to customary conditions and to the Scheme becoming Effective).

In connection with the Transactions, Coeur has agreed to obtain supplemental listing approval from the NYSE and the TSX for the Coeur shares that will be issued in the Transactions.

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**Issuance and Resale of Coeur Shares**

The Coeur shares to be issued pursuant to the Transactions have not been, and will not be registered under the United States Securities Act of 1933, as amended (the 1933 Act ) or the securities laws of any other jurisdiction. The Coeur shares to be issued in the Transactions will be issued pursuant to an exemption from the prospectus requirements of Canadian securities law and from the registration requirements provided by Section 3(a)(10) of the 1933 Act based on the approval of the plan of arrangement and scheme of arrangement by the Ontario Superior Court of Justice and the Federal Court of Australia, respectively. In the event that the exemption from registration under Section 3(a)(10) of the 1933 Act is not available for any reason to exempt the issuance of the Coeur shares in the Transactions from the registration requirements of the 1933 Act, then Coeur has agreed to take all necessary action to file a registration statement on Form S-4 (or on such other form that may be available to Coeur) in order to register such Coeur shares and all commercially reasonable efforts to cause such registration statement to become effective prior to the closing of the Transactions.

Section 3(a)(10) of the 1933 Act exempts securities issued in exchange for one or more bona fide outstanding securities from the general requirement of registration where the fairness of the terms and conditions of the issuance and exchange of the securities have been approved by any court or authorized governmental entity, after a hearing upon the fairness of the terms and conditions of exchange at which all persons to whom the securities will be issued have the right to appear and to whom adequate notice of the hearing has been given. If the Federal Court of Australia and the Ontario Superior Court of Justice approve the scheme of arrangement and plan of arrangement, respectively, their approval will constitute the basis for the Coeur shares to be issued without registration under the 1933 Act in reliance on the exemption from the registration requirements of the 1933 Act by Section 3(a)(10) of the 1933 Act.

We expect the Federal Court of Australia to issue an order on October 25, 2007 to convene a meeting of the Bolnisi shareholders to consider the resolution to approve the scheme of arrangement and, subject to the approval of the scheme of arrangement by the Bolnisi shareholders and the approval of the Coeur articles of incorporation amendment and the Coeur share issuance by the Coeur shareholders, a hearing for the Federal Court of Australia's order in respect of approval of the scheme of arrangement is expected to be held on or about December 5, 2007.

We expect the Ontario Superior Court of Justice to issue the interim order on October 29, 2007 and, subject to the approval of the plan of arrangement by the Palmarejo shareholders and the approval of the Coeur articles of incorporation amendment and the Coeur share issuance by the Coeur shareholders, a hearing for the Ontario Superior Court of Justice's final order on the fairness of the arrangement is expected to be held on or about December 6, 2007.

The shares of Coeur common stock issued in the Transactions will be freely transferable under U.S. federal securities laws, except by persons who are deemed to be affiliates (as that term is defined under the 1933 Act) of Bolnisi or Palmarejo prior to the Transactions or persons who are affiliates of Coeur after the Transactions. Shares held by Bolnisi, Palmarejo or Coeur affiliates may be resold only in transactions permitted by Rule 901 in combination with Rule 903 or Rule 904 of Regulation S under the 1933 Act, the resale provisions of Rule 145(d)(1), (2) or (3) under the 1933 Act or as otherwise permitted under the 1933 Act. Rule 145(d)(1) generally provides that affiliates of Bolnisi and Palmarejo may not sell securities of Coeur received in the Transactions unless the sale is effected by use of an effective registration statement or in compliance with the volume, current public information, manner of sale and timing limitations set forth in paragraphs (c), (e), (f) and (g) of Rule 144 under the 1933 Act. These limitations generally permit sales made by an affiliate in any three-month period that do not exceed the greater of 1% of the outstanding shares of Coeur common stock or the average weekly reported trading volume in such securities over the four calendar weeks preceding the placement of the sell order, provided the sales are made in unsolicited, open market broker transactions and that current public information on Coeur is available. Persons who may be deemed to be affiliates of an issuer generally include individuals or entities that directly or indirectly control, are controlled by, or

are under common control with, that issuer and may include officers and directors of the issuer as well as beneficial owners of 10% or more of any class of capital stock of the issuer. Rules 145(d)(2) and (3) generally provide that these limitations lapse for non-affiliates of Coeur (who were affiliates of Bolnisi or Palmarejo prior to exchange of shares in the Transactions) after a period of one or two years, respectively, from the date of share issuances, depending upon whether specified currently available information continues to be publicly available with respect to Coeur.

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**The Transactions**

This section of this proxy statement describes material aspects of the proposed Transactions. Although we believe that the description covers the material terms of the Transactions, this summary may not contain all of the information that is important to you. This summary is qualified in its entirety by reference to the complete text of the merger implementation agreements, which are attached as Annex A-1 and B-1 to this proxy statement and incorporated into this proxy statement by reference. You should carefully read this entire proxy statement and the other documents we refer you to for a more complete understanding of the Transactions. In addition, we incorporate important business and financial information into this proxy statement by reference. You may obtain the information incorporated by reference into this proxy statement without charge by following the instructions in the section entitled "Where Shareholders Can Find More Information About Coeur" that begins on page 199 of this proxy statement.

**Description of Bolnisi MIA**

This section of the proxy statement summarizes some of the material provisions of the Bolnisi merger implementation agreement ( "Bolnisi MIA" ), but is not intended to be an exhaustive discussion of the Bolnisi MIA. The following summary is qualified in its entirety by reference to the complete text of the Bolnisi MIA, which is attached as Annex A-1 to this proxy statement and incorporated into this proxy statement by reference. The rights and obligations of the parties are governed by the express terms and conditions of the Bolnisi MIA and not the summary set forth in this section or any other information contained in this proxy statement. We urge you to read the Bolnisi MIA carefully and in its entirety. Capitalized terms in this section which are not otherwise defined in this proxy statement have the meaning set out in the Bolnisi MIA.

**The summary of the Bolnisi MIA in this proxy statement has been included to provide you with information regarding some of its material provisions. The Bolnisi MIA contains representations and warranties made by and to the parties thereto as of specific dates. The statements embodied in those representations and warranties were made for purposes of that contract between the parties and are subject to qualifications and limitations agreed by the parties in connection with negotiating the terms of that contract. In addition, certain representations and warranties made as of a specified date, may be subject to a contractual standard of materiality different from those generally applicable to public disclosures to shareholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts.**

On May 3, 2007, Coeur, Coeur d'Alene Mines Australia Pty Ltd ( "Coeur Australia" ), Coeur Sub Two, Inc., and Bolnisi entered in the Bolnisi MIA, under which it was agreed that, subject to the terms and conditions set forth in the Bolnisi MIA, Coeur Australia would acquire all of the Bolnisi Shares for a price equal to A\$0.004 in cash and 0.682 Coeur shares (or, at the election of the Bolnisi Shareholder, CHESSE Depository Interests ( "CDIs" ) representing Coeur Shares) per Bolnisi share pursuant to a scheme of arrangement (the "Scheme" ).

***Amendment to Bolnisi MIA***

On September 23, 2007, the parties agreed to an amendment of the Bolnisi MIA which addressed three principal issues. First, the parties agreed to a conditional extension to the Bolnisi MIA which allows for SEC review timing. This conditional amendment provides that if any SEC review is not complete in time for the transaction to complete by December 3, 2007 (the current scheduled End Date in the Bolnisi MIA), then such End Date will be extended to 45 days from completion of the SEC review. If that date falls in the Australian Court vacation period, it will be extended instead to February 15, 2008, and any extension under this is subject to a final End Date of February 15, 2008. As used herein, "Revised End Date" means the End Date as so extended.

Second, the Option Deeds, granted to Coeur by the Bolnisi directors at the time the Bolnisi MIA was executed, have conditionally been extended so that if the End Date of the Bolnisi MIA is extended to the Revised End Date due to SEC review timing, there is a corresponding extension of the Option Deeds.

Third, in accordance with the procedures outlined in the Bolnisi MIA, Coeur, Coeur Australia and Coeur Sub Two, Inc. have consented to Bolnisi and or Palmarejo entering into a letter of intent with Macquarie Bank Limited for a \$20.0 million credit facility to fund ongoing development of the Palmarejo Project. Under the terms of Coeur's

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consent, Coeur is permitted to repay any amounts due by Bolnisi or Palmarejo to avoid Macquarie taking possession of any collateral under the bridge facility.

***Conditions Precedent to the Scheme of Arrangement***

The Bolnisi MIA provides that the obligations of the parties to complete the transactions contemplated by the Bolnisi MIA are subject to the satisfaction of each of the following conditions precedent to the extent and in the manner set out in the Bolnisi MIA:

(a) the Treasurer of the Commonwealth of Australia either issues a notice stating that the Commonwealth Government does not object to Coeur entering into and completing the Bolnisi MIA or become, or be, precluded (at the date of the Bolnisi MIA or at any time before the Transaction becomes Effective) from making an order in respect of the entry into or completion by Coeur of the Bolnisi MIA under the *Foreign Acquisitions and Takeovers Act 1975* (the "FATA");

(b) all applicable waiting periods under the *Hart-Scott-Rodino Antitrust Improvements Act of 1976* and any other applicable antitrust legislation shall have expired or been otherwise terminated in respect of the Scheme;

(c) ASIC and ASX issue or provide any consents or approvals or do other acts necessary to implement the transactions contemplated by the Scheme;

(d) Bolnisi Shareholders:

i. pass a resolution by the requisite majority to change the status of Bolnisi from a public company to a proprietary company limited by shares conditional upon the Federal Court of Australia approving the Scheme either unconditionally or on conditions that are customary or usual and the Scheme becoming Effective; and

ii. approve the Scheme at the meeting of Bolnisi Shareholders convened by the Federal Court of Australia by the requisite majorities;

(e) permission for the additional listing of Coeur's shares on the TSX and NYSE to be issued as part of the Scheme consideration shall have been granted by 8:00 a.m. on the second court date which is the first day on which an application made to the Federal Court of Australia for orders under section 411(4)(b) of the Corporations Act 2001 (Cth) (the "Act") approving the Scheme is heard (the "Second Court Date") (any such approval may be subject to customary conditions and the Scheme becoming Effective);

(f) permission for the listing of Coeur's shares in the form of CDIs to quotation on ASX is granted by 8:00 a.m. on the Second Court Date (any such approval may be subject to customary conditions and the Scheme becoming Effective);

(g) the Federal Court of Australia approves the Scheme in accordance with Section 411(4)(b) of the Act either unconditionally or on conditions that are customary or usual;

(h) no temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the Transaction be in effect at 5:00 p.m. on the day before the Second Court Date;

(i) before the meeting of Bolnisi Shareholders to consider the scheme, the Coeur Shareholders shall pass all resolutions necessary in respect of the application for quotation of the Coeur shares in the form of CDIs on ASX, to increase the number of authorized shares of Common Stock of Coeur and to issue such number of Coeur shares required to pay the Scheme Consideration at a meeting of Coeur Shareholders by the requisite majorities under the

laws and regulations of the state of Idaho and the NYSE; and

(j) any required licenses, approvals, waivers, consents, permits, orders, business conditions or change of control consents in relation to the Scheme are obtained.

Each of the conditions set out in paragraphs (a), (b), (d), (g) and (i) may not be waived, whereas the conditions set out in paragraphs (c), (e), (f), (h) and (j) may only be waived by agreement in writing between the parties.



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The Scheme is subject to and conditional upon the Palmarejo Transaction becoming effective under Canadian law unless Coeur in its sole discretion waives this condition within five Business Days of the meeting of Bolnisi Shareholders to consider the Scheme taking place.

*Additional conditions precedent to the obligations of Coeur*

The Bolnisi MIA provides that the obligations of the parties to complete the transactions contemplated by the Bolnisi MIA are also subject to the fulfillment of each of the following conditions precedent, each of which may be waived by Coeur:

- (a) no Bolnisi Material Adverse Change is in existence at 5:00 p.m. on the day before the Second Court Date;
- (b) no Bolnisi Prescribed Occurrence has occurred as at 5:00 p.m. on the day before the Scheme Meeting and at 5:00 p.m. on the day before the Second Court Date;
- (c) no representation given by Bolnisi under clause 7.3 of the Bolnisi MIA has become materially incorrect before 5:00 p.m. on the day before the Second Court Date;
- (d) between the date of the Bolnisi MIA and 5:00 p.m. on the day before the Second Court Date, Coeur does not become aware of any matter, event, action or circumstance:
  - (i) which is materially adverse in that it would result in a decline of 5% or more in the consolidated net assets of Bolnisi for the financial year ended 30 June 2006 in relation to Bolnisi or its Related Bodies Corporate;
  - (ii) in respect of which Bolnisi has not complied with its disclosure obligations under ASX Listing Rule 3.1 at any time; and
  - (iii) which was not previously disclosed to Coeur;
- (e) between the date of the Bolnisi MIA and the Scheme Meeting, no director of Bolnisi changes or withdraws his recommendation to Bolnisi shareholders to vote in favor of the Scheme; and
- (f) completion by Coeur of satisfactory due diligence on Bolnisi.

*Additional Conditions Precedent to the Obligations of Bolnisi*

The obligations of the parties to complete the transaction as contemplated by the Bolnisi MIA are also subject to the following conditions precedent, each of which may be waived by Bolnisi:

- (a) no Coeur Material Adverse Change is in existence at 5:00 p.m. on the day before the Second Court Date;
- (b) no Coeur Prescribed Occurrence has occurred as at 5:00 p.m. on the day before the Scheme Meeting and at 5:00 p.m. on the day before the Second Court Date;
- (c) no representation given by Coeur under clause 7.1 of the Bolnisi MIA has become materially incorrect before 5:00 p.m. on the day before the Second Court Date; and
- (d) between the date of the Bolnisi MIA and 5:00 p.m. on the day before the Second Court Date, Bolnisi does not become aware of any matter, event, action or circumstance:

(i) which is materially adverse in that it would result in a decline of 5% or more in the consolidated net assets of Coeur for the financial year ended 31 December 2006 in relation to Coeur or its Related Bodies Corporate;

(ii) in respect of which Coeur has not complied with its continuous disclosure obligations under applicable Canadian or United States securities legislation; and

(iii) which was not previously disclosed to Bolnisi.

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### *Consultation on Failure of Condition Precedent*

If any event occurs which would prevent any of the conditions precedent from being satisfied, or there is an occurrence that is reasonably likely to prevent the condition precedent being satisfied by the date specified in the Bolnisi MIA for its satisfaction or the Scheme has not become effective by the Revised End Date, the parties agree to consult in good faith to determine whether the Transaction may proceed by way of alternative means or methods, change the date of the application made to the Federal Court of Australia for an order under Section 411(4)(b) of the Act approving the Scheme or adjourning that application (as applicable) to another date agreed between Coeur and Bolnisi (being a date no later than five Business Days before the Revised End Date) or extend the relevant date or Revised End Date. If the parties are unable to reach such agreement within five Business Days of becoming aware of the relevant occurrence or relevant date or by the Revised End Date, then unless that condition precedent is waived as provided in the Bolnisi MIA, either party may terminate the Bolnisi MIA without, except as otherwise provided in the Bolnisi MIA, any liability to the other party because of that termination, unless the relevant occurrence or the failure of the condition precedent to be satisfied, or of the Scheme to become Effective, arises out of a breach by the terminating party of provisions of the Bolnisi MIA relating to the conditions precedent or obligations contained in the Bolnisi MIA.

### *Representations and Warranties*

The Bolnisi MIA contains representations and warranties on the part of Bolnisi relating to the following matters, among others: execution, delivery and performance of the Bolnisi MIA, the valid incorporation and organization of Bolnisi, Bolnisi having good title to relevant property owned by it, and Bolnisi's books and records accurately, fairly and reasonably reflecting the transactions, disposals, assets of and results of operations of Bolnisi and its subsidiaries.

The Bolnisi MIA also contains representations and warranties of Coeur, relating to the following matters, among others: execution, delivery and performance of the Bolnisi MIA, the due organization and good standing of Coeur, Coeur having good title to relevant property owned by it, Coeur's books and records accurately, fairly and reasonably reflecting the transactions, disposals/assets of and results of operations of Coeur and its subsidiaries, the Transaction not constituting a change of control under certain plans and agreements and Coeur taking all action so that the transactions contemplated by the Bolnisi MIA do not result in the grant of rights to any person under a Rights Agreement entered into by Coeur and Chase Mellon Shareholder Services, LLC on May 11, 1999.

### *Obligations*

#### *By Bolnisi*

Bolnisi must execute all documents and do all acts and things within its power as may be necessary or desirable for the implementation and performance of the Scheme on a basis consistent with the Bolnisi MIA. In particular, Bolnisi must (amongst other things) from the date of the Bolnisi MIA up to and including the Implementation Date, conduct, and ensure that each of its subsidiaries conducts, their respective businesses in the ordinary and proper course of business, which will be limited solely to the operation of the matters set out in the Project Plan Description (as defined in the Bolnisi MIA) and make all reasonable efforts to keep available the services of their officers and employees and preserve their relationships with customers, suppliers, licensors, licensees and others having business dealings with Bolnisi and any subsidiary of Bolnisi.

The Bolnisi board of directors must unanimously recommend to Bolnisi shareholders that (1) the Scheme is in the best interests of Bolnisi and Bolnisi shareholders, (2) Bolnisi shareholders vote in favor of all the resolutions to be proposed at the Scheme Meeting or approve the Scheme and (3) the Bolnisi shareholders vote in favor of the Change of Status Resolution (as defined in the Bolnisi MIA) subject to the Independent Expert opining that the Scheme is in

the best interests of Ordinary Shareholders and no superior proposal emerging (whether by way of scheme or bid). In addition, Bolnisi must ensure, among other things: the preparation of materials related to the Scheme Meeting, the calling and holding of the Scheme Meeting, the applications for orders of the Court, and the provision of information and assistance to Coeur.

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### *By Coeur*

Coeur, Coeur Australia and Coeur Sub Two must execute all documents and do all acts and things within its power as may be necessary or desirable for the implementation and performance of the scheme of arrangement.

Coeur must also ensure that it, Coeur Australia and Coeur Sub Two, Inc, conduct their respective businesses in the ordinary and proper course of business, which requires that Coeur not make any acquisitions, disposals or capital expenditures or incur any indebtedness, in excess of US\$200,000,000 and make all reasonable efforts to keep available the services of their officers and employees and preserve their relationships with customers, suppliers, licensors, licensees and others having business dealings with Coeur and any subsidiary of Coeur.

Coeur must also ensure, among other things: that the Treasurer of Australia is notified of the Scheme as soon as practicable after the date of the Bolnisi MIA, the provision of information and assistance to Bolnisi, the convening of a meeting of the Coeur Board (or sub-committee of it) to approve the Bolnisi scheme booklet, that it uses its best endeavors to procure that the Coeur Shares are approved for listing on the TSX and NYSE and that the Coeur Shares in the form of CDIs are approved for listing on ASX (subject to the condition that the shares and CDIs are issued, with effect from the Business Day following the Effective Date of the Scheme), and that Bolnisi is provided with reasonable access to information for the purpose of implementation the Transaction.

### ***Termination***

#### *Either Party*

Either Party may terminate the Bolnisi MIA by written notice to the other at any time before 8:00 a.m. on the Second Court Date if:

- (a) the other party is in material breach of any provision of the Bolnisi MIA, provided that the party wishing to terminate has given written notice to the other setting out the relevant circumstances and stating an intention to terminate, and the relevant circumstances have continued to exist for 10 Business Days (or any shorter period ending at 5:00 p.m. on the day before the Second Court Date) from the time the notice is given;
- (b) a court of competent jurisdiction (whether foreign or Australian) or a Regulatory Authority has taken any action permanently restraining or otherwise prohibiting the Transaction, or has refused to do anything necessary to permit the Transaction, and the action or refusal has become final and cannot be appealed;
- (c) the other party breaches its obligations under the exclusivity provisions in the Bolnisi MIA; or
- (d) the Break Fee is paid.

If any event occurs which would prevent any of the conditions precedent being satisfied or there is an occurrence that is reasonably likely to prevent the conditions precedent being satisfied by the date specified in the Bolnisi MIA for its satisfaction or the Scheme has not become Effective by the Revised End Date and the parties after consulting in good faith, are unable to reach agreement within 5 Business Days of becoming aware of the relevant occurrence or relevant date or by the Revised End Date, then unless that condition precedent is waived as provided in the Bolnisi MIA, either party may terminate the Bolnisi MIA without any liability to the other party because of that termination except as otherwise provided in the Bolnisi MIA, unless the relevant occurrence or the failure of the condition precedent to be satisfied, or of the Scheme to become Effective, arises out of a breach by the terminating party of their obligations regarding implementation or the requirements of the provisions relating to the satisfaction of the conditions precedent.

*By Coeur*

Coeur may terminate the Bolnisi MIA by written notice to Bolnisi at any time before 8:00 a.m. on the Second Court Date if:

(a) at the Scheme Meeting or any adjournment or postponement of it at which the Scheme is voted on, the Scheme is not approved before the Revised End Date by the requisite majorities of the Bolnisi shareholders required under the Act;

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(b) any member of the Bolnisi Board withdraws or changes his recommendation in relation to the Scheme for any reason; or

(c) a Bolnisi Material Adverse Change or a Bolnisi Prescribed Occurrence takes place.

*By Bolnisi*

Bolnisi may terminate the Bolnisi MIA by written notice to Coeur at any time before 8:00 a.m. on the Second Court Date if a Coeur Material Adverse Change or a Coeur Prescribed Occurrence takes place.

***Exclusivity***

During the period from the date of the Bolnisi MIA until the earlier of its termination or the Revised End Date, Bolnisi and Coeur must not, and must ensure that their Representatives do not, except with the prior consent of the other party:

(a) directly or indirectly solicit, encourage, initiate or invite any inquiries, discussions or proposals in relation to, or which may reasonably be expected to lead to, a Third Party Proposal for that party;

(b) initiate or participate in any discussions or negotiations in relation to, or which may reasonably be expected to lead to, a Third Party Proposal for that party; or

(c) communicate to any person an intention to do any of the things referred to in (a) or (b) above.

In connection therewith, Bolnisi or Coeur must notify the other party if it receives:

(a) any approach, inquiry or proposal made to, and any attempt or intention on the part of any person to initiate or continue any negotiations or discussions with, Bolnisi or Coeur or any of their Representatives with respect to, or that could reasonably be expected to lead to, any Third Party Proposal, whether unsolicited or otherwise; or

(b) any request for information relating to Bolnisi or Coeur or any of their subsidiaries or any of its businesses or operations or any request for access to the books or records of Bolnisi or Coeur or any of their subsidiaries, which Bolnisi or Coeur (as applicable) has reasonable grounds to suspect may relate to a current or future Third Party Proposal.

In addition, each must notify the other party if there is a breach of the exclusivity provisions of the Bolnisi MIA or if its Representatives provide any information relating to Bolnisi or Coeur (as the case may be) or any of their subsidiaries or any of their businesses or operations to any person in connection with or for the purpose of a current or future Third Party Proposal. Such notice must be accompanied by all relevant details of the relevant event, including the identity of the person or persons taking any action referred to in (a) and (b) above and the terms and conditions of any Third Party Proposal or any proposed Third Party Proposal (to the extent known). Bolnisi or Coeur (as applicable) must give notice of these matters at least 48 hours before the Bolnisi Board or Coeur Board (as applicable) recommends acceptance by its shareholders of an offer for their shares under a Third Party Proposal, or otherwise recommends that shareholders approve the Third Party Proposal.

The exclusivity provisions set out in the Bolnisi MIA do not require Bolnisi or Coeur or any of their respective directors to do or refrain from doing anything with respect to a Third Party Proposal (which was not solicited by the party in breach of the exclusivity provisions and in respect of which the notice provisions were complied with), provided that the Bolnisi Board or Coeur Board (as applicable) has determined in good faith and acting reasonably

after consultation with its financial advisors and receiving legal advice from external legal advisors that failing to respond to such Third Party Proposal would be likely to constitute a breach of the directors' fiduciary or statutory obligations.



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***Payment of Costs***

***Break Fee***

Each of Bolnisi and Coeur have agreed to pay to the other the Break Fee equal to US\$7.78 million in certain circumstances. Bolnisi must pay to Coeur the Break Fee if the Bolnisi MIA is terminated or the Scheme is not implemented as a result of:

- (a) the non-satisfaction of any conditions precedent relating to Bolnisi Shareholder approvals, a Bolnisi Material Adverse Change, a Bolnisi Prescribed Occurrence, the Bolnisi representations or the Bolnisi continuous disclosure, provided that, immediately before the termination or, if the Bolnisi MIA has not been terminated, when Court approval was due to be sought, no matter has occurred which would prevent the satisfaction of the conditions precedent clauses relating to Regulatory Approvals, the listing of Coeur Shares, Restraints, a Coeur Material Adverse Change, a Coeur Prescribed Occurrence, or Coeur representations from being satisfied;
- (b) Bolnisi not using its best endeavors to cause the satisfaction of the conditions precedent regarding Bolnisi Shareholder approval or Court approval to be satisfied, provided that all other conditions precedent have been or are reasonably likely to be satisfied;
- (c) any Bolnisi Board member withdrawing or changing his recommendation or supporting a Third Party Proposal for Bolnisi;
- (d) a Third Party Proposal for Bolnisi being announced or made before the Second Court Date and, by the Revised End Date, the person making the Third Party Proposal for Bolnisi acquiring voting power of 50% or more in Bolnisi; or
- (e) Bolnisi breaching its obligations under the exclusivity provisions in the Bolnisi MIA.

Coeur must pay to Bolnisi the Break Fee if the Bolnisi MIA is terminated or the Scheme is not implemented as a result of:

- (a) the non-satisfaction of any conditions precedent relating to permission for listing of Coeur Shares on the TSX and NYSE, a Coeur Material Adverse Change, a Coeur Prescribed Occurrence, the Coeur representations, Coeur Shareholder approval or the Coeur continuous disclosure, provided that, immediately before the termination or, if the Bolnisi MIA has not been terminated, when Court approval was due to be sought, no matter has occurred which would prevent the satisfaction of the condition precedent clauses relating to Regulatory Approvals, Restraints, a Bolnisi Material Adverse Change, a Bolnisi Prescribed Occurrence, or the Bolnisi representations from being satisfied;
- (b) Coeur not using its best endeavors to cause the satisfaction of the condition precedent regarding Coeur Shareholder approval to be satisfied, provided that all other conditions precedent have been or are reasonably likely to be satisfied; or
- (c) Coeur breaching its obligations under the exclusivity provisions in the Bolnisi MIA.

***Costs and Expenses***

Except as otherwise provided in the Bolnisi MIA, each party must pay its own costs and expenses in connection with the negotiation, preparation, execution and performance of the Bolnisi MIA and the proposed, attempted or actual implementation of the Scheme.

### **Option Deeds**

Each of the Directors of Bolnisi, and/or an affiliate of each such Director, entered into an Option Deed on May 3, 2007 with Coeur. These Option Deeds give Coeur the option to call for the transfer to it of an aggregate of 19.9% of all shares in Bolnisi from the shares in Bolnisi held by the Directors and/or their affiliates. The options are exercisable from the earlier of November 3, 2007 and the date which it becomes likely that the Scheme will not become effective by November 3, 2007. The options expire the earlier of December 3, 2007 and the date of the

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implementation of the Scheme, which is expected to be on or about December 20, 2007. Once the option to acquire the shares in Bolnisi is exercised, the transfer of the shares in Bolnisi is to be completed in 10 business days after the option notice is given and the exercise price payable by Coeur is the same as the purchase price to be paid by Coeur for each Bolnisi Share in the Transactions, being a price equal to A\$0.004 in cash and 0.682 Coeur shares per Bolnisi share.

The grantors of the options have agreed to a conditional extension of the options granted under the Option Deeds so that if the End Date of the MIA is extended to the Revised End Date due to SEC review timing, there is a corresponding extension of the options.

## **Description of Palmarejo Merger Implementation Agreement (MIA)**

The following is a summary of certain material terms of the Palmarejo MIA, a copy of which is attached as Annex B-1 to this proxy statement. This summary does not contain all of the information about the Palmarejo MIA. Therefore, you should read the Palmarejo MIA carefully and in its entirety, as the rights and obligations of the parties are governed by the express terms of the Palmarejo MIA and not by this summary or any other information contained in this proxy statement.

The Palmarejo MIA contains representations and warranties made by the parties thereto. These representations and warranties, which are set forth in the Palmarejo MIA, were made by and to the parties thereto for the purposes of the Palmarejo MIA and are subject to qualifications and limitations agreed by the parties in connection with negotiating and entering into the Palmarejo MIA. In addition, these representations and warranties were made of specified dates, may be subject to a contractual standard of materiality different from what may be viewed as material to Coeur shareholders, or may have been used for the purpose of allocating risk between the parties instead of establishing such matters as facts. Moreover, information concerning the subject matter of the representations and warranties, which do not purport to be accurate as of the date of this proxy statement, may have changed since the date of the Palmarejo MIA.

On May 3, 2007, Coeur and Palmarejo entered in the Palmarejo MIA, under which it was agreed that, subject to the terms and conditions set forth in the Palmarejo MIA, Coeur would acquire, indirectly, all of the Palmarejo Shares for a price equal to C\$0.004 in cash and 2.715 Coeur shares per Palmarejo share pursuant to a plan of arrangement, subject to applicable withholding taxes (other than Palmarejo shares held by Fairview (a wholly owned subsidiary of Bolnisi) or its subsidiaries, which will be acquired indirectly by Coeur pursuant to the Bolnisi Transaction).

## ***Amendment to Palmarejo MIA***

On September 23, 2007, the parties agreed to an amendment of the Palmarejo MIA, which amendment is similar to the amendment to the Bolnisi MIA. Under the Palmarejo amendment, the parties agreed to a conditional extension to the Palmarejo MIA which allows for SEC review timing. This conditional amendment provides that if any SEC review is not complete in time for the transaction to complete by December 3, 2007 the current scheduled End Date in the Palmarejo MIA, then such End Date will be extended to 45 days from completion of the SEC review. If that date falls in the Australian Court vacation period, it will be extended instead to February 15, 2008, and any extension under this is subject to a final End Date of February 15, 2008. As noted above, as used herein, Revised End Date means the End Date as so extended.

## ***Conditions Precedent to the Arrangement***

### ***Mutual Conditions Precedent***

The Palmarejo MIA provides that the obligations of the parties to complete the transactions contemplated by the Palmarejo MIA are subject to the satisfaction of each of the following conditions precedent to the extent and in the manner set out in the Palmarejo MIA:

(a) all regulatory approvals shall have been issued or provided or, in the case of waiting or suspensory periods, expired or terminated before the effective date of the plan of arrangement;

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- (b) the plan of arrangement shall have received the necessary approvals of the Palmarejo shareholders under the CBCA, and in accordance with applicable law;
- (c) permission for the additional listing of Coeur's shares on the TSX and NYSE to be issued as part of the plan of arrangement consideration shall have been granted by 8:00 a.m. on the effective date of the plan of arrangement (any such approval may be subject to customary conditions and to the plan of arrangement becoming effective);
- (d) the necessary court approvals shall have been obtained either unconditionally or on conditions that are customary or usual;
- (e) no temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the transaction be in effect at the effective time of the plan of arrangement;
- (f) the Coeur shareholders shall have approved the proposals set forth in this proxy statement by the requisite majorities under applicable law and the rules and regulations of the NYSE and TSX;
- (g) any required licenses, approvals, waivers, consents, permits, orders, business conditions or change of control consents in relation to the plan of arrangement are obtained or the expiry of all applicable waiting periods; and
- (h) the proposed Bolnisi Transaction becoming effective under Australian law.

Each of the conditions set out in paragraphs (a) to (e) may not be waived, whereas the conditions set out in paragraphs (g) and (h) may only be waived by agreement in writing between the parties.

*Additional conditions precedent to the obligations of Coeur*

The Palmarejo MIA provides that the obligations of Coeur to complete the transactions contemplated by the Palmarejo MIA are also subject to the fulfillment of each of the following conditions precedent, each of which may be waived by Coeur:

- (a) no Palmarejo Material Adverse Change has occurred and is continuing at the effective time of the plan of arrangement;
- (b) no Palmarejo Prescribed Occurrence has occurred prior to the effective time of the plan of arrangement;
- (c) no representation given by Palmarejo has become materially incorrect at the effective time of the plan of arrangement;
- (d) between the date of the Palmarejo MIA and the effective time of the plan of arrangement, Coeur has not become aware of any matter, event, action or circumstance:
  - (i) that would be a Palmarejo Material Adverse Change;
  - (ii) in respect of which Palmarejo has not complied with its continuous disclosure obligations under applicable Law at any time; and
  - (iii) which was not previously disclosed to Coeur;

(e) between the date of the Palmarejo MIA and the plan of arrangement Meeting, no director of Palmarejo changes or withdraws his recommendation to Palmarejo Shareholders to vote in favor of the plan of arrangement; and

(f) the aggregate number of Palmarejo Shares in respect of which dissent rights shall have been properly exercised in connection with the plan of arrangement shall not exceed 10% of the outstanding Palmarejo Shares.

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*Additional Conditions Precedent to the Obligations of Palmarejo*

The obligations of Palmarejo to complete the transaction as contemplated by the Palmarejo MIA are also subject to the following conditions precedent, each of which may be waived by Palmarejo:

- (a) no Coeur Material Adverse Change has occurred and is continuing at the effective time of the plan of arrangement;
- (b) no Coeur Prescribed Occurrence has occurred prior to the effective time of the plan of arrangement;
- (c) no representation given by Coeur has become materially incorrect at the effective time of the plan of arrangement;
- (d) between the date of the Palmarejo MIA and the Effective Date, Palmarejo does not become aware of any matter, event, action or circumstance:
  - (i) that would be a Coeur Material Adverse Change;
  - (ii) in respect of which Coeur has not complied with its continuous disclosure obligations under applicable Law at any time; and
  - (iii) which was not previously disclosed to Palmarejo; and
- (e) between the date of the Palmarejo MIA and the Coeur Meeting, the Coeur Board shall have not changed or withdrawn its recommendation to Coeur Shareholders to vote in favor of the Coeur Resolutions.

*Consultation on Failure of Condition Precedent*

If any event occurs which would prevent any of the conditions precedent from being satisfied, or there is an occurrence that is reasonably likely to prevent the condition precedent being satisfied by the date specified in the Palmarejo MIA for its satisfaction or the plan of arrangement has not become effective by the Revised End Date, the parties agreed to use all commercially reasonable efforts to cooperate and to take all actions proper and advisable under applicable Law to consummate the Transaction on terms consistent with the Palmarejo MIA. If the parties are unable to reach such agreement within five Business Days of becoming aware of the relevant occurrence or relevant date or by the Revised End Date, then unless that condition precedent is waived as provided in the Palmarejo MIA, either party may terminate the agreement without, except as otherwise provided in the agreement, any liability to the other party because of that termination, unless the relevant occurrence or the failure of the condition precedent to be satisfied, or of the plan of arrangement to become effective, arises out of a breach by the terminating party of its conditions precedent or obligations.

***Representations and Warranties***

The Palmarejo MIA contains customary representations and warranties on the part of Palmarejo relating to the following matters, among others: organization and qualification, ownership of subsidiaries, capitalization, authority relative to the Palmarejo MIA, no violations, publicly filed documents and undisclosed liabilities, absence of certain changes, disclosure and information supplied, compliance, restrictions on business activities, contracts, tax matters, title and environmental matters, employment matters, books and records, insurance, litigation, board approval, brokers and expenses, financial advisors' opinion, dispositions of property, absence of reduction of resources, disclosure controls and procedures, internal control over financial reporting, upwards reporting, stock exchange compliance, personal loans, reporting status and cease trade orders.

The Palmarejo MIA also contains customary representations and warranties of Coeur, relating to matters that include: organization and qualification, ownership of subsidiaries, capitalization, authority relative to the Palmarejo MIA, publicly filed documents and undisclosed liabilities, the information supplied by Coeur, absence of certain changes, lack of restrictions on business activities, title, insurance, litigation, board approval, brokers, compliance with laws, stock option pricing, reserves, disclosure controls and procedures, absence of rights agreements and compliance with Foreign Corrupt Practices Act.



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### ***Covenants***

#### ***Conduct of Businesses***

In the Palmarejo MIA, Palmarejo agreed to certain customary negative and affirmative covenants relating to the operation of its business between the date of execution of the Palmarejo MIA and the Effective Date, including that Palmarejo shall conduct and ensure that each of its subsidiaries conducts, their respective businesses in the ordinary and proper course of business consistent with past practice, which will be limited in all material respects to the operation of the matters set out in the Project plan of arrangement Description, and make all reasonable efforts to keep available the services of their officers and employees and preserve their relationships with customers, suppliers, licensors, licensees and others having business dealings with Palmarejo and any subsidiary of Palmarejo.

Similarly, Coeur has also agreed to conduct, and ensure that each of its subsidiaries conducts, their respective businesses in the ordinary and proper course of business, which requires that Coeur not make any acquisitions, disposals or capital expenditures or incur any indebtedness, in excess of US\$200,000,000 and make all reasonable efforts to keep available the services of their offices and employees and preserve their relationships with customers, suppliers, licensors, licensees and others having business dealings with Coeur and any subsidiary of Coeur.

#### ***Other Covenants of Palmarejo***

In addition, Palmarejo agreed to execute all documents and do all acts and things within its power as may be necessary or desirable for the implementation and performance of the plan of arrangement on a basis consistent with the Palmarejo MIA, including matters relating to: the continuing recommendation of the Palmarejo Board that Palmarejo Shareholders vote in favor of the plan of arrangement, the preparation of materials related to the plan of arrangement Meeting, the calling and holding of the plan of arrangement Meeting, the applications for the Interim and Final Orders of the Court, providing information and assistance to Coeur, and other matters related to the completion of the Transaction.

#### ***Other Covenants of Coeur***

In the Palmarejo MIA, Coeur agreed to execute all documents and do all acts and things within its power as may be necessary or desirable for the implementation and performance of the plan of arrangement on a basis consistent with the Palmarejo MIA, including matters relating to: the continuing recommendation of the Coeur Board that Coeur Shareholders vote in favor of the Coeur Resolutions, the preparation of materials related to the Coeur Meeting, the calling and holding of the Coeur Meeting, the listing on the NYSE and TSX of the Coeur Shares to be issued as part of the plan of arrangement Consideration, providing information and assistance to Palmarejo, and other matters related to the completion of the Transaction.

### ***Termination***

#### ***Either Party***

Either Party may terminate the Palmarejo MIA by written notice to the other at any time before the effective time of the plan of arrangement if:

(a) the other party is in material breach of any provision of the Palmarejo MIA, provided that the party wishing to terminate has given written notice to the other setting out the relevant circumstances and stating an intention to terminate, and the relevant circumstances have continued to exist for 10 Business Days (or any shorter period ending at the effective time of the plan of arrangement) from the time the notice is given;

(b) a court of competent jurisdiction (whether foreign or Canadian) or a Regulatory Authority has taken any action permanently restraining or otherwise prohibiting the Transaction, or has refused to do anything necessary to permit the Transaction, and the action or refusal has become final and cannot be appealed;

(c) the other party breaches its obligations under the exclusivity provisions in the Palmarejo MIA; or

(d) if any of the events for which the Break Fee is payable occurs, then upon payment of the Break Fee.

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*By Coeur*

Coeur may terminate the Palmarejo MIA by written notice to Palmarejo at any time before the effective time of the plan of arrangement if:

- (a) at the plan of arrangement Meeting or any adjournment or postponement of it at which the plan of arrangement is voted on, the plan of arrangement is not approved before the Revised End Date by the requisite majorities of the Palmarejo Shareholders required under the CBCA and applicable Law;
- (b) any member of the Palmarejo Board withdraws or changes his recommendation in relation to the plan of arrangement for any reason; or
- (c) a Palmarejo Material Adverse Change or a Palmarejo Prescribed Occurrence takes place.

*By Palmarejo*

Palmarejo may terminate the Palmarejo MIA by written notice to Coeur at any time before the effective time of the plan of arrangement if:

- (a) at the Coeur Meeting or any adjournment or postponement of it at which the Coeur Resolutions are voted on, the Coeur Resolutions are not approved before the Revised End Date by the requisite majority of the Coeur Shareholders required under applicable Law;
- (b) the Coeur Board withdraws or changes its recommendation in relation to the Coeur Resolutions for any reason; or
- (c) a Coeur Material Adverse Change or a Coeur Prescribed Occurrence takes place.

***Exclusivity***

During the period from execution of the Palmarejo MIA until its termination or the Revised End Date, Palmarejo and Coeur must not, and must ensure that their Representatives do not, except with the prior consent of the other party:

- (a) directly or indirectly solicit, encourage, initiate or invite any inquiries, discussions or proposals in relation to, or which may reasonably be expected to lead to, a Third Party Proposal for that party;
- (b) initiate or participate in any discussions or negotiations in relation to, or which may reasonably be expected to lead to, a Third Party Proposal for that party; or
- (c) communicate to any person an intention to do any of the things referred to in (a) or (b) above.

In connection therewith, Palmarejo or Coeur must notify the other party if it receives:

- (a) any approach, inquiry or proposal made to, and any attempt or intention on the part of any person to initiate or continue any negotiations or discussions with, Palmarejo or Coeur or any of their Representatives with respect to, or that could reasonably be expected to lead to, any Third Party Proposal, whether unsolicited or otherwise; or
- (b) any request for information relating to Palmarejo or Coeur or any of their subsidiaries or any of its businesses or operations or any request for access to the books or records of Palmarejo or Coeur or any of their subsidiaries, which Palmarejo or Coeur (as applicable) has reasonable grounds to suspect may relate to a current or future Third Party

Proposal.

In addition, each must notify the other party if there is a breach of the exclusivity provisions of the Palmarejo MIA or if its Representatives provide any information relating to Palmarejo or Coeur (as the case may be) or any of their subsidiaries or any of their businesses or operations to any person in connection with or for the purpose of a current or future Third Party Proposal. Such notice must be accompanied by all relevant details of the relevant event, including the identity of the person or persons taking any action referred to and the terms and conditions of any Third Party Proposal or any proposed Third Party Proposal (to the extent known). In addition, Palmarejo or Coeur (as applicable) must give notice of these matters at least 48 hours before the Palmarejo Board or Coeur Board (as

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applicable) recommends acceptance by its shareholders of an offer for their shares under a Third Party Proposal, or otherwise recommends that shareholders approve the Third Party Proposal.

The exclusivity provisions set out in the Palmarejo MIA do not require Palmarejo or Coeur or any of their respective directors to do or refrain from doing anything with respect to a Third Party Proposal (which was not solicited by the party in breach of the exclusivity provisions and in respect of which the notice provisions were complied with), provided that the Palmarejo Board or Coeur Board (as applicable) has determined in good faith and acting reasonably after taking into account the extent considered appropriate by such board, all financial, legal, regulatory and other aspects of such proposal and the person making such proposal and after consultation with its financial advisors and external legal counsel that (A) such Third Party Proposal (i) is reasonably capable of being completed without undue delay, (ii) is on terms and conditions more favorable from a financial point of view to the Palmarejo or Coeur Shareholders (as applicable) than those contemplated by the Palmarejo MIA, and (iii) has committed financing, to the extent required, and (B) failing to take or refrain from taking the proposed action in respect of that Third Party Proposal would likely constitute a breach of the directors' fiduciary or statutory obligations.

### ***Payment of Costs***

#### ***Break Fee***

The parties have agreed to pay to the other the Break Fee equal to US\$3.07 million in certain circumstances. Palmarejo must pay to Coeur the Break Fee if the Palmarejo MIA is terminated or the plan of arrangement is not implemented as a result of:

- (a) the non-satisfaction of any conditions precedent relating to Palmarejo Shareholder approvals, a Palmarejo Material Adverse Change, a Palmarejo Prescribed Occurrence, the Palmarejo representations and the Palmarejo continuous disclosure, provided that, immediately before the termination or, if the agreement has not been terminated, when court approval was due to be sought, no matter has occurred which would prevent the satisfaction of the condition precedent clauses relating to Regulatory Approvals, the listing of Coeur Shares, no restraints, a Coeur Material Adverse Change, a Coeur Prescribed Occurrence, Coeur representations or the Coeur Shareholder approval;
- (b) Palmarejo not using all commercially reasonable endeavors to cause the satisfaction of the conditions precedent regarding Palmarejo Shareholder approval and Court approval to be satisfied, provided that all other conditions precedent have been or are reasonably likely to be satisfied;
- (c) any Palmarejo Board member withdrawing or changing his recommendation or supporting a Third Party Proposal for Palmarejo;
- (d) a Third Party Proposal for Palmarejo being announced or made before the effective date of the plan of arrangement and, within seven months of the date of the Palmarejo MIA, the person making the Third Party Proposal for Palmarejo acquiring voting power of 50% or more in Palmarejo (other than an acquisition effected only as a result of a change in ownership of Bolnisi); or
- (e) Palmarejo breaching its obligations under the exclusivity provisions in the Palmarejo MIA.

Coeur must pay to Palmarejo the Break Fee if the Palmarejo MIA is terminated or the plan of arrangement is not implemented as a result of:

- (a) the non-satisfaction of any conditions precedent relating to permission for listing of Coeur Shares on the TSX and NYSE, a Coeur Material Adverse Change, a Coeur Prescribed Occurrence, the Coeur representations, Coeur

Shareholder approval and the Coeur continuous disclosure, provided that, immediately before the termination or, if the agreement has not been terminated, when Court approval was due to be sought, no matter has occurred which would prevent the satisfaction of the condition precedent clauses relating to Regulatory Approvals, no restraints, a Palmarejo Material Adverse Change, a Palmarejo Prescribed Occurrence, or the Palmarejo representations;

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(b) Coeur not using all commercially reasonable endeavors to cause the satisfaction of the condition precedent regarding Coeur Shareholder approval to be satisfied, provided that all other conditions precedent have been or are reasonably likely to be satisfied; or

(c) Coeur breaching certain of its obligations under the exclusivity provisions in the Palmarejo MIA.

### *Costs and Expenses*

Except as otherwise provided in the Palmarejo MIA, each party must pay its own costs and expenses in connection with the negotiation, preparation, execution and performance of the Palmarejo MIA and the proposed, attempted or actual implementation of the plan of arrangement.

### **Description of Palmarejo Plan of Arrangement**

The following is a summary of certain material terms of the Palmarejo plan of arrangement, a copy of which is attached as Annex E to this proxy statement. This summary and certain capitalized terms referred to in this summary do not contain all the information about the plan of arrangement. Therefore, you should read the plan of arrangement carefully and in its entirety.

Upon the arrangement becoming effective, the following transactions will occur and will be deemed to occur in the order and at the times set out in the plan of arrangement:

(a) the Palmarejo shares held by any dissenting holders shall be deemed to have been transferred without any act or formality to Canadian Bidco (as defined in the plan of arrangement) (free and clear of any liens) in exchange for:

\$0.004 in cash; and

2.715 Coeur Shares;

(the Consideration )

(b) each Palmarejo share outstanding at the effective time of the plan of arrangement and held by a Palmarejo shareholder other than (i) a dissenting holder who is ultimately entitled to be paid the fair value of the Palmarejo shares held by such dissenting holder or (ii) Coeur, Canadian Bidco or any Affiliate (as defined in the plan of arrangement) thereof, which, for greater certainty, includes Fairview (which shall not be exchanged under the plan of arrangement and shall remain outstanding as a Palmarejo share held by Coeur, Canadian Bidco or any Affiliate thereof), shall be transferred without any further act or formality by the holder to Canadian Bidco in exchange for the Consideration;

(c) with respect to each Palmarejo Share transferred pursuant to (a) and (b), (i) the holder of each such Palmarejo share shall cease to be the holder of that Palmarejo share and the name of such holder shall be removed from the applicable registers as the holder of Palmarejo shares, and (ii) Canadian Bidco shall be recorded as the registered holder of the Palmarejo shares so acquired and shall be deemed the legal and beneficial owner thereof (free and clear of any liens and encumbrances);

(d) each Palmarejo option outstanding immediately prior to the effective time of the plan of arrangement shall be exchanged for a new option granted by Palmarejo (a Palmarejo Replacement Option ) to acquire 2.715 Coeur shares for each Palmarejo share that such holder was entitled to receive under its Palmarejo option, provided that if the foregoing would result in the issuance of a fraction of a Coeur share, then the number of Coeur shares otherwise

issued shall be rounded down to the nearest whole number of Coeur shares. The exercise price per Coeur share subject to any such Palmarejo Replacement Option shall be an amount (rounded up to the nearest one-hundredth of a cent) equal to the quotient of (A) the exercise price per Palmarejo share subject to such Palmarejo Option immediately before the consummation of the Transactions divided by (B) 2.715 plus such portion of a Coeur share that, immediately prior to the consummation of the Transactions, has a fair market value equal to C\$0.004 cash (provided that the aggregate exercise price payable on any particular exercise of Palmarejo Replacement Options shall be rounded up to the nearest whole cent). Except as set out above, the terms of each Palmarejo Replacement Option shall be the same as the terms of the



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Palmarejo option exchanged therefor pursuant to the Palmarejo Option Plan (as defined in the plan of arrangement) and any agreement evidencing the grant thereof prior to the effective time of the plan of arrangement; and

(e) Palmarejo may file an election with the CRA upon the consummation of the Transactions, to be effective on such date and prior to the steps contemplated below, to cease to be a public corporation for the purposes of the ITA.

In accordance with the terms of the Palmarejo warrants, each holder of a Palmarejo warrant outstanding immediately prior to the effective time of the plan of arrangement shall receive upon the subsequent exercise of such holder's Palmarejo warrant, in accordance with its terms, and shall accept in lieu of each Palmarejo share to which such holder was theretofore entitled upon such exercise but for the same aggregate consideration payable therefor, the Consideration.

### ***Exchange of Certificates for Consideration***

At or before the time of filing of the Articles of Arrangement, Canadian Bidco shall deposit the aggregate Consideration with the Depositary in escrow for the benefit of Palmarejo shareholders.

After the effective time of the plan of arrangement, upon surrender to the Depositary for cancellation of a certificate that immediately prior to the effective time of the plan of arrangement represented outstanding Palmarejo shares, together with a duly completed and executed Letter of Transmittal and such additional documents and instruments as the Depositary may reasonably require, the Palmarejo shareholder of such surrendered certificate shall be entitled to receive in exchange therefor, and Coeur shall cause the Depositary to deliver to such Palmarejo shareholder, the Consideration that such Palmarejo shareholder has the right to receive under the plan of arrangement (less any withholding amounts) and any certificate so surrendered shall forthwith be cancelled. Until surrendered, each certificate which immediately prior to the effective time of the plan of arrangement represented Palmarejo shares shall be deemed after the effective time of the plan of arrangement to represent only the right to receive upon surrender, the Consideration in lieu of such certificate (less any withholding amounts).

### ***Cancellation of Rights after Six Years***

Any certificate formerly representing Palmarejo shares not duly surrendered on or before the sixth anniversary of the consummation of the Transactions shall cease to represent a claim by or interest of any former Palmarejo shareholder of any kind or nature against or in Palmarejo, Coeur or Canadian Bidco. On such date, all Palmarejo shares to which the former holder of such certificate was entitled shall be deemed to have been surrendered to Canadian Bidco and consideration to which such former holder was entitled shall be deemed to have been surrendered to Coeur.

**Accordingly, persons who tender certificates for Palmarejo shares after the sixth anniversary of the consummation of the Transactions will not receive Coeur shares, will not own any interest in Coeur and will not be paid any cash or other compensation.**

### ***Lost Certificates***

If a certificate which immediately prior to the time of the consummation of the Transactions represented Palmarejo shares is lost, stolen or destroyed, upon the making of an affidavit of that fact by the Palmarejo shareholder so claiming, the Depositary will issue the Consideration payable to such Palmarejo shareholder deliverable in accordance with the Palmarejo shareholder's affidavit of loss.

### ***Withholding Rights***

Palmarejo, Canadian Bidco, Coeur and the Depositary shall be entitled to deduct and withhold from any consideration otherwise payable to any Palmarejo shareholder such amounts as they are required or permitted to deduct and withhold with respect to such payment under applicable tax law and treat the amounts withheld and remitted to the appropriate taxing authority as having been paid to the Palmarejo shareholder.

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### ***Ineligible Overseas Shareholders***

Where a Palmarejo shareholder is an Ineligible Overseas Shareholder (as defined in the plan of arrangement), the number of Coeur shares to which the Palmarejo shareholder would otherwise have been entitled will be issued to a nominee who will sell those Coeur shares as soon as practicable and in any event not more than 28 days after the date of the consummation of the Transactions and remit to the Palmarejo shareholder the net proceeds in full satisfaction of that Palmarejo shareholder's rights in relation to Coeur shares under the plan of arrangement.

### **Effective Time of Transactions**

The closing of the Transactions will take place following the satisfaction or waiver of the conditions described below under Description of the Bolnisi MIA Conditions Precedent to the Arrangement and Description of the Palmarejo MIA Conditions Precedent to the Arrangement, unless Coeur, Bolnisi and Palmarejo agree in writing to another time. The parties intend to complete the Transactions as soon as practicable following the adoption of the Bolnisi MIA by Bolnisi's shareholders, the adoption of the Palmarejo MIA by the Palmarejo shareholders and the approval by Coeur's shareholders of the proposals set forth in this proxy and the satisfaction or waiver of the conditions to closing of the Transactions set forth in the Bolnisi MIA and Palmarejo MIA. The parties to the Transactions expect to complete the merger in the fourth quarter of 2007. Because the Transactions are subject to a number of conditions, the exact timing of the Transactions cannot be determined.

## **Proposal No. 1**

### **Amendment to Articles of Incorporation**

#### **General**

Coeur's Board of Directors has unanimously adopted a resolution approving, declaring advisable and recommending to shareholders for their approval an amendment to Article II of Coeur's Restated and Amended Articles of Incorporation increasing the total number of shares of its authorized common stock from 500 million shares to 750 million shares.

The form of the proposed amendment to Coeur's Restated and Amended Articles of Incorporation is attached as Annex I to this proxy statement. The proposed amendment will become effective upon the filing of the amendment with the Idaho Secretary of State, which Coeur plans to do immediately prior to the closing of the Transactions.

#### **Reasons for the Proposed Amendment**

Coeur's Board of Directors recommends approval of the proposed amendment so that it will be able to have sufficient authorized but unissued and unreserved shares to issue the shares pursuant to the Transactions and to permit the pursuit and effectuation of corporate transactions requiring the issuance of common stock in the future. Those transactions include:

the issuance of common stock in connection with the growth and expansion of Coeur's business, including acquisition of mining properties or other companies engaged in the mining business;

the issuance of common stock or securities convertible into common stock in connection with financing and recapitalization transactions;

the future authorization of additional shares of common stock for issuance under Coeur's executive compensation program and Non-Employee Directors' Stock Option Plan; and

the issuance of common stock in connection with other corporate transactions that implement proper business purposes determined by the Board of Directors to be in the best interests of Coeur and its shareholders.

As explained below, only 189,616,131 shares of unissued, unreserved common stock remain available for future issuance.

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Coeur needs to increase the number of its presently authorized shares in order to issue the number of shares required by the Transactions. In addition, the Board of Directors believes that additional authorized shares should be available in the future in order to permit Coeur to pursue the various transactions described above and to provide for its growth and financial stability. Many of the above transactions arise under circumstances requiring prompt action and do not allow the necessary time to seek shareholder approval to authorize additional shares. The Board of Directors believes that it is very important for it to have the flexibility to be able to act promptly in the best interests of Coeur and its shareholders when circumstances such as those described above arise.

Coeur plans to pursue the acquisition from time to time of other mining companies, mining properties or interests in mining properties in the future. In the event the proposed increase in authorized shares of common stock is approved by shareholders, such future acquisitions may be effected for a consideration that includes the issuance of shares of Coeur common stock, or other securities convertible into Coeur common stock, in partial or full payment of the purchase price. Coeur anticipates that the terms of any acquisitions in which it issue shares will be determined through direct negotiations with the securities holders or controlling persons of the entities or properties being acquired. Factors taken into account in determining the terms may include cash flow, reserves and mineralized material, earnings power, quality of management, properties, market location and position and growth potential. Other than with respect to the Transactions, Coeur has not entered into any agreements nor made any decisions with respect to the issuance of any shares in connection with any future acquisitions. If Coeur determines to issue shares of common stock in connection with future acquisitions, Coeur will not seek shareholder approval of such issuance unless required as discussed below under Future Shareholder Approval of Common Stock Issuances. The issuance of any such shares of common stock will have no effect on the rights of existing shareholders.

### **Currently Authorized Common Stock**

Of the 500 million currently authorized shares of Coeur common stock, 278,465,840 shares were outstanding and 1,059,211 shares were held as treasury stock at October 15, 2007. In addition, as of that date, a total of 30,858,818 shares of common stock had been reserved for possible issuance in the future for the following purposes:

23,684,211 shares were reserved for issuance upon the conversion of Coeur's \$180 million principal amount of outstanding 1.25% Convertible Senior Notes due 2024;

5,780,157 shares of common stock reserved for issuance under Coeur's 2003 Long-Term Incentive Plan,

559,177 shares of common stock reserved for issuance under Coeur's 1989 Long-Term Incentive Plan,

369,486 shares of common stock reserved for issuance under Coeur's 2005 Non-Employee Directors Equity Incentive Plan, and

465,787 shares of common stock reserved for issuance under Coeur's prior Non-Employee Directors Equity Incentive Plan.

In view of the fact that a total of 310,383,869 shares of Coeur common stock are either outstanding, held as treasury stock or reserved for future issuance as described above, there remains only 189,616,131 shares of unissued, unreserved shares available for future issuance and Coeur expects that it will issue approximately 261.0 million shares in the Transactions, which excludes up to 11.0 million new shares that will be issuable upon the exercise of existing Palmarejo options and assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007.

### **Future Shareholder Approval of Common Stock Issuances**

The additional shares of common stock sought by the proposed amendment would be available for future issuance without future action by shareholders, unless such action would be required by applicable law or the rules of the NYSE. Generally, NYSE rules require shareholder approval of proposed issuances of additional shares that would result in an increase of 20% or more in the total number of shares of common stock outstanding before any such proposed issuance, subject to exemptions for certain public and private offerings for cash and an exception

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where the delay in securing shareholder approval would seriously jeopardize Coeur's financial viability and where Coeur's reliance on such exception is expressly approved by the Audit Committee of its Board of Directors. Shareholder approval also is required under NYSE rules prior to an issuance of common stock that would result in a change of control of Coeur. Furthermore, NYSE rules require shareholder approval under certain circumstances with respect to certain stock option or purchase plans and with respect to proposed issuances of common stock, or of securities convertible into or exercisable for common stock, to directors, officers or substantial shareholders of Coeur or its affiliates.

### **Potential for Anti-Takeover Effect**

Although the Board of Directors' purpose for seeking an increase in the number of authorized shares of our common stock is not intended for anti-takeover purposes, it should be noted that authorized but unissued shares of common stock, if issued, could be used by incumbent management to make more difficult and thereby discourage an attempt to acquire control of Coeur even though its shareholders might deem such an acquisition desirable. For example, the shares could be privately placed with purchasers who might support the Board of Directors in opposing a hostile take-over bid. The issuance of the new shares could also be used to dilute the stock ownership and voting power of a third party seeking to remove directors, replace incumbent directors, accomplish certain business transactions or alter or amend provisions of Coeur's Restated and Amended Articles of Incorporation. To the extent that it would impede any such attempts, the issuance of additional shares of common stock following effectiveness of the proposed amendment to Coeur's Restated and Amended Articles of Incorporation could potentially serve to perpetuate the existing management.

### **Required Vote and Board of Directors' Recommendation**

In order to become effective, the proposed amendment must be approved by the holders of a majority of the shares of common stock that are present or represented by proxy at the special meeting, assuming a quorum is present.

YOUR BOARD RECOMMENDS THAT YOU VOTE  
**FOR**  
PROPOSAL 1 AMENDMENT TO ARTICLES OF INCORPORATION

### **Proposal No. 2**

#### **Issuance of Coeur Common Stock**

#### **Purpose and Effect of Proposed Issuance of Stock**

Coeur is seeking your approval of the proposed issuance of Coeur common stock to Bolnisi's shareholders in connection with the Bolnisi Transaction and to Palmarejo's shareholders in connection with the Palmarejo Transaction.

The proposed issuance of Coeur common stock will result in dilution in the percentage ownership interest of Coeur's existing shareholders. The exact amount of such dilution cannot be determined until the time of issuance; however, if Coeur had issued, as of June 30, 2007 the estimated number of shares of Coeur's common stock contemplated by the Transactions, which would aggregate approximately 261.0 million shares, which excludes up to 11.0 million new shares that will be issuable upon the exercise of existing Palmarejo options and assumes that none of the existing Palmarejo warrants will be exercised before their expiration on October 19, 2007, then based upon approximately 279.5 million shares of Coeur's common stock outstanding as of that date, the shares of Coeur's common stock outstanding would have increased by approximately 93.4%.





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**Requirement for Shareholder Approval**

Coeur's listing application with the NYSE requires shareholder approval for the issuance of Coeur common stock that represents in the aggregate more than 20% of the issued and outstanding shares of Coeur common stock.

As of October 15, 2007, 278,465,840 shares of Coeur common stock were issued and outstanding and 1,059,211 shares were held as treasury stock. Upon the consummation of the Bolnisi Transaction and the Palmarejo Transaction, Bolnisi's shareholders and Palmarejo's shareholders will acquire an aggregate of up to approximately 279.8 million shares of Coeur common stock, which represents more than 20% of the shares of Coeur common stock issued and outstanding prior to the consummation of the Transactions.

**Required Vote and Board of Directors Recommendation**

In order to become effective, the proposed amendment must be approved by the holders of a majority of the shares of common stock that are present or represented by proxy at the special meeting, assuming a quorum is present. In addition, NYSE rules require that the number of votes cast on the proposal must represent over 50% in interest of all securities entitled to vote on the proposal.

YOUR BOARD RECOMMENDS THAT YOU VOTE  
**FOR**  
PROPOSAL 2 ISSUANCE OF COEUR COMMON STOCK

**Proposal No. 3**

**Authorization to Adjourn or Postpone Special Meeting**

Coeur may ask its shareholders to vote on a proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the meeting to approve the proposal to amend Coeur's articles of incorporation or the proposal to approve the issuance of shares of Coeur common stock in the Transactions. Coeur does not currently intend to propose adjournment at the special meeting if there are sufficient votes to approve these proposals at the date the special meeting is initially convened. If the proposal to adjourn the special meeting for the purpose of soliciting additional proxies for either proposal or both proposals, if necessary, is submitted to Coeur's shareholders for approval, the approval requires a majority of the shares represented at the meeting to be cast in favor of adjournment.

**Information Concerning Coeur**

**Business**

***Introduction***

Coeur d'Alene Mines Corporation is a large primary silver producer located in North America and is engaged, through its subsidiaries, in the operation and/or ownership, development and exploration of silver and gold mining properties and companies located primarily within the United States (Nevada and Alaska) South America (Chile, Argentina and Bolivia), Australia (New South Wales) and Africa (Tanzania).

***Overview of Mining Properties and Interests***

Coeur's most significant operating and development-stage mining properties and interests are:

The **Rochester mine** is a silver and gold surface mining operation located in northwestern Nevada and is 100% owned and operated by Coeur. It is one of the largest primary silver mines in the United States. During 1999, Coeur acquired the mineral rights to the **Nevada Packard property**, which is located one and one-half miles south of the Rochester mine, and commenced mining there in the first quarter of 2003.

Coeur owns 100% of the **Cerro Bayo mine** in southern Chile, which comprises a high grade gold and silver underground mine and processing facilities. The Cerro Bayo deposit was discovered during 2000. Initial

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mining operations commenced in late 2001 and processing started in April 2002. Coeur carries on an active exploration program on its 205 square mile property package.

Coeur owns 100% of the capital stock of Coeur Argentina S.R.L., which owns and operates the underground high-grade silver **Martha mine** located in Santa Cruz, Argentina, approximately 270 miles southeast of the Cerro Bayo mine. Mining operations commenced at the Martha mine in June 2002. Coeur carries on an active exploration program at its Martha mine and on its other land in Santa Cruz which totals over 600 square miles.

Coeur acquired, in May 2005, all of the silver production and reserves, up to 20.0 million payable ounces, contained at the **Endeavor mine** in Australia which is owned and operated by Cobar Operations Pty. Limited ( Cobar ), a wholly-owned subsidiary of CBH Resources Ltd. ( CBH ) for up to \$39.1 million. The Endeavor mine is an underground zinc/lead/silver mine located in New South Wales, Australia which has been in production since 1983.

Coeur acquired, in September 2005, all of the silver production and reserves, up to 17.2 million payable ounces, contained at the **Broken Hill mine** in Australia, which is owned and operated by Perilya Broken Hill Ltd. ( PBH ) for \$36.0 million. The Broken Hill Mine is located in New South Wales, Australia and is an underground zinc/lead/silver mine.

Coeur owns 100% of Empresa Minera Manquiri S.A. ( Manquiri ), a Bolivian company that controls the mining rights for the **San Bartolome project**, which is an open pit silver mine in Bolivia where an updated feasibility study was completed in 2004 and construction activities have commenced. Coeur expects commercial production from the San Bartolome project to commence in early 2008.

Coeur owns 100% of the **Kensington property**, located north of Juneau, Alaska, which is a development-stage gold property. An updated feasibility study was completed for the property during 2004 and construction activities commenced in 2005. A lawsuit has been filed in Federal Appellate Court challenging a certain permit necessary for construction of a required tailings facility. Coeur is currently conducting construction activities not impacted by the temporary injunction pending appeal. Coeur believes production could commence in late 2007, subject to successful and timely resolution of the permitting challenge and pending litigation described below. On September 12, 2005 three environmental groups ( Plaintiffs ) filed a lawsuit in Federal District Court in Alaska against the Corps of Engineers and the USFS seeking to invalidate permits issued to Coeur Alaska, Inc. for Coeur's Kensington mine. The Plaintiffs claim the CWA Section 404 permit issued by the Corps of Engineers authorizing the deposition of mine tailings into Lower Slate Lake conflicts with the CWA. They additionally claim the USFS's approval of the Amended Plan of Operations is arbitrary and capricious because it relies on the 404 permit issued by the Corps of Engineers.

On August 4, 2006, the Federal District Court in Alaska dismissed the Plaintiffs' challenge and upheld the CWA Section 404 permit. On August 7, 2006 the Plaintiffs filed a Notice of Appeal of the decision to the Ninth Circuit Court of Appeals (Circuit Court) and on August 9, 2006 Plaintiffs additionally filed a Motion for Injunction Pending Appeal with the Circuit Court. The Circuit Court granted a temporary injunction pending appeal on August 24, 2006, enjoining certain activities relating to the lake tailings facility. The Circuit Court further ordered an expedited briefing schedule on the merits of the legal challenge. On October 13, 2006, the parties filed their briefs in the Circuit Court and subsequently participated in an oral argument on December 4, 2006. On March 7, 2007, the Department of Justice ( DOJ ), on behalf of the Corps of Engineers, filed a motion for authorization under injunction pending appeal to permit construction of a western interception ditch which related to site stabilization due to spring snowmelt. On March 16, 2007, the Circuit Court panel issued an Order which denied the western interception ditch work plan. On May 22, 2007, the Ninth Circuit Court of Appeals reversed the District Court's August 4, 2006 decision which had upheld Coeur's 404 permit and issued its opinion that remanded the case to the District Court with instructions to vacate

Coeur's 404 permit as well as the USFS Record of Decision approving the general tailings disposal plan as well as the Goldbelt 404 permit to construct the Cascade Point Marine Facility. The DOJ, on behalf of the Corps of Engineers and the USFS, filed for an extension of time to file a Petition for Rehearing with the Ninth Circuit. The extension was granted on June 29, 2007. On August 20, 2007, Coeur Alaska filed a Petition for Rehearing En Banc with the Ninth Circuit Court of Appeals, as did the State of

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Alaska and Goldbelt, Inc. The Department of Justice, acting on behalf of the federal agencies USFS, EPA and Corps of Engineers, additionally filed a limited Petition for Rehearing with the Ninth Circuit panel seeking reconsideration of the mandate of the May 22, 2007 panel. The Court ordered reply briefing by the Plaintiffs which were filed on October 11, 2007. The petitions are currently pending. Coeur cannot now predict the potential for obtaining an appeal or if it will prevail upon appeal if one is granted.

Coeur also has interests in other properties which are subject to silver or gold exploration activities upon which no mineable ore reserves have yet been delineated.

**Exploration Stage Mining Properties**

Coeur, either directly or through wholly-owned subsidiaries, owns, leases and has interests in certain exploration-stage mining properties located in the United States, Chile, Argentina, Bolivia and Tanzania. In keeping with its overall efforts to focus its resources, Coeur conducted the majority of its exploration activities during 2006 on or near existing properties where infrastructure and production facilities are already in place. During 2007, Coeur expects to invest approximately \$15.3 million in exploration and reserve development.

**Business Strategy**

Coeur's business strategy is to capitalize on the ore reserve/mineralized material bases located at its operating mines and the expertise of its management team to continue as one of the world's leading primary silver production companies through long-term, cash flow generating growth. The principal elements of Coeur's business strategy are to: (i) increase Coeur's silver production and reserves; (ii) decrease cash costs and increase production at Coeur's existing silver mining operations; (iii) transform development-stage properties into producing mines; (iv) acquire operating mines, mineral interests, exploration and/or development properties with a goal of reducing Coeur's overall cash and total costs per ounce of silver produced, providing immediate positive cash flow return and expanding its silver production base and reserves; and (v) continue to explore for new silver and gold discoveries and evaluate new opportunities to expand its production through acquisitions and exploration.

**Sources of Revenue**

The Rochester mine, Cerro Bayo mine and Martha mine, each operated by Coeur, and the Endeavor mine and Broken Hill mine operated by others, constituted Coeur's principal sources of mining revenues in 2006. The following table sets forth information regarding the percentage contribution to Coeur's total revenues (i.e., revenues from the sale of concentrates and doré) by the sources of those revenues during the past five years:

Mine/Company	Coeur Percentage Ownership at December 31, 2006	Percentage of Total Revenues(2) for the Years Ended December 31,				
		2006	2005	2004	2003	2002
Rochester Mine	100 %	47%	45%	59%	48%	78%
Cerro Bayo Mine	100	23	38	32	43	17
Martha Mine	100	16	13	9	9	5
Endeavor Mine(1)	100	3	1			
Broken Hill Mine(1)	100	11	3			

100% 100% 100% 100% 100%

- (1) Ownership interest reflects Coeur's ownership interest in the property's silver reserves. Other constituent metals are owned by another non-affiliated entity.
- (2) On June 1, 2006, Coeur completed its sale of Coeur Silver Valley (Galena). Coeur's interest in the Galena mine was 100% prior to the sale. Revenues from the Galena mine are reflected in Discontinued Operations.

## **Definitions**

The following sets forth definitions of certain important mining terms used in this proxy statement.

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*Ag* is the abbreviation for silver.

*Au* is the abbreviation for gold.

*Cash Costs* are costs directly related to the physical activities of producing silver and gold, and include mining, processing, transportation and other plant costs, third-party refining and smelting costs, marketing expense, on-site general and administrative costs, royalties and in-mine drilling expenditures that are related to production and other direct costs. Sales of by-product metals, including gold, are deducted from the above in computing cash costs per ounce. Cash Costs exclude depreciation, depletion and amortization, corporate general and administrative expense, exploration, interest, and pre-feasibility costs and accruals for mine reclamation. Cash Costs are calculated and presented using the Gold Institute Production Cost Standard applied consistently for all periods presented.

*Cash Costs per Ounce* are calculated by dividing the cash costs computed for each of Coeur's mining properties for a specific period by the amount of gold ounces or silver ounces produced by that property during that same period. Management uses Cash Costs per Ounce produced as a key indicator of the profitability of each of its mining properties. Gold and silver are sold and priced in the world financial markets on a U.S. dollar per ounce basis. By calculating the cash costs from each of Coeur's mines on the same unit basis, management can easily determine the gross margin that each ounce of gold and silver produced is generating. While this represents a key indicator of the performance of Coeur's mining properties you are cautioned not to place undue reliance on this single measurement. To fully evaluate a mine's performance, management also monitors U.S. Generally Accepted Accounting Principles (GAAP) based profit/(loss), depreciation and amortization expenses and capital expenditures for each mine as presented in Note Q Segment Information in the Notes to Coeur's Consolidated Financial Statements. Total Cash Costs per Ounce is a non-GAAP measurement and investors are cautioned not to place undue reliance on it and are urged to read all GAAP accounting disclosures presented in the consolidated financial statements and accompanying footnotes.

*Concentrate* is a product containing the valuable metal and from which most of the waste material in the ore has been eliminated.

*Cut-off Grade* is the lowest grade of mineral resource considered economic; used in the calculation of reserves in a given deposit.

*Cyanidation* is a method of extracting gold or silver by dissolving it in a weak solution of sodium or potassium cyanide.

*Dilution* is an estimate of the amount of waste or low-grade mineralized rock which will be mined with the ore as part of normal mining practices in extracting an ore body.

*Doré* is unrefined gold and silver bullion bars which contain gold, silver and minor amounts of impurities which will be further refined to almost pure metal.

*Gold* is a metallic element with minimum fineness of 999 parts per 1000 parts pure gold.

*Heap Leaching Process* is a process of extracting gold and silver by placing broken ore on an impermeable pad and applying a diluted cyanide solution that dissolves a portion of the contained gold and silver, which are then recovered in metallurgical processes.

*Mineralized Material* is gold and silver bearing material that has been physically delineated by one or more of a number of methods including drilling, underground work, surface trenching and other types of sampling. This material

has been found to contain a sufficient amount of mineralization of an average grade of metal or metals to have economic potential that warrants further exploration evaluation. While this material is not currently or may never be classified as reserves, it is reported as Mineralized Material only if the potential exists for reclassification into the reserves category. This material cannot be classified in the reserves category until final technical, economic and legal factors have been determined. Under the United States Securities and Exchange Commission's standards, a mineral deposit does not qualify as a reserve unless it can be economically and legally extracted at the time of reserve determination and it constitutes a proven or probable reserve (as defined below).

*Non-cash Costs* are costs that are typically accounted for ratably over the life of an operation and include depreciation, depletion and amortization of capital assets, accruals for the costs of final reclamation and long-term



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monitoring and care that are usually incurred at the end of mine life, and the amortization of the cost of property acquisitions.

*Ore Reserve* is the part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination.

*Probable Reserve* is a part of a mineralized deposit which can be extracted or produced economically and legally at the time of the reserve determination. The quantity and grade and/or quality of a Probable Reserve is computed from information similar to that used for a Proven Reserve, but the sites for inspection, sampling and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for Proven Reserves, is high enough to assume continuity between points of observation. Mining dilution, where appropriate, has been factored into the estimation of Probable Reserves.

*Proven Reserve* is a portion of a mineral deposit which can be extracted or produced economically and legally at the time of the reserve determination. The quantity of a Proven Reserve is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and the sites for inspections, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of a Proven Reserve is well-established. Mining dilution, where appropriate, has been factored into the estimation of proven reserves.

*Run-of-mine Ore* is mined ore which has not been subjected to any pretreatment, such as washing, sorting or crushing prior to processing.

*Silver* is a metallic element with minimum fineness of 995 parts per 1000 parts pure silver.

*Stripping Ratio* is the ratio of the number of tons of waste material to the number of tons of ore extracted at an open-pit mine.

*Ton* means a short ton which is equivalent to 2,000 pounds, unless otherwise specified.

*Total Costs* are the sum of Cash Costs and Non-cash Costs.

## **Properties**

### **Silver and Gold Mining Properties**

#### ***North America***

##### ***Rochester Mine***

The Rochester mine is a silver and gold surface mine located in Pershing County, Nevada, which is located approximately 25 road miles northeast of the town of Lovelock. The mine commenced operations in 1986. Coeur owns 100% of the Rochester mine by virtue of its 100% ownership of its subsidiary, Coeur Rochester, Inc. (Coeur

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Rochester ). The property consists of 22 patented and 589 unpatented contiguous mining claims, including 54 mill-site claims and 53 unpatented, leased claims totaling approximately 11,000 acres.

Coeur acquired the Rochester property from Asarco Incorporated in 1983 and commenced mining in 1986. No mining or processing was conducted at Rochester by the prior owner. Coeur acquired initial interest in the adjacent Nevada Packard property in 1996, completed the full purchase in 1999 and commenced mining in 2003. Very limited mining and processing was conducted at Nevada Packard by the prior owner. Collectively, the Rochester and Nevada Packard properties comprise Coeur's Rochester silver and gold mining and processing operation.

Production at the Rochester mine in 2006 was approximately 5.1 million ounces of silver and 71,900 ounces of gold, compared to 5.7 million ounces of silver and 70,298 ounces of gold in 2005. Cash Costs per Ounce of silver decreased by 42% to \$2.80 per ounce in 2006, compared to \$4.82 per ounce in 2005, primarily due to increased byproduct credits.

At the Rochester mine, silver production was 1,182,796 ounces and gold production was 14,289 ounces during the first quarter of 2007 compared to 1,148,363 ounces of silver and 16,117 ounces of gold in the first quarter of 2006. Total Cash Costs per Ounce increased to \$4.92 from \$4.32 in the first quarter of 2006. The increase in Cash Costs per Ounce was primarily due to decreased by-product credits and higher operating costs.

The mine utilizes the Heap Leaching Process to extract both silver and gold from ore mined using conventional open pit methods. Approximately 34,800 tons of ore and waste per day were mined in 2006, compared to 47,300 tons per day in 2005. The average ore to waste strip ratio for the remaining life of the mine will vary based primarily on future gold and silver prices; however, it is anticipated to be less than 1:1. Mining of the existing Ore Reserves was completed in 2007. While mining operations have been discontinued, it is expected that metal production will continue as a result of residual leaching until approximately 2011.

Ore is crushed and transported by conveyor to a loadout facility where it is transferred to 150-ton trucks which transport the crushed ore to leach pads where solution is applied via drip irrigation to dissolve the silver and gold contained in the ore. Certain low-grade ores are hauled directly, as run-of-mine, by 100-ton haul trucks to leach pads where solution is applied to dissolve the silver and gold contained in the ore. The solutions containing the dissolved silver and gold are pumped to a processing plant where zinc precipitation is used to recover the silver and gold from solution as doré. The doré is transported to a refinery for final processing after which the silver and gold is sold on established markets through third party broker dealers. The property, plant and equipment are maintained in good working condition through a regular preventive maintenance program and periodic improvements as required. Mining is conducted with open pit methods. Power is provided to the mine and processing facility from the public grid servicing the local communities.

Based upon actual operating experience and certain metallurgical testing, Coeur estimates ultimate recovery rates from the crushed ore of between 59% and 61.5% for silver, depending on the area being leached, and 93% for gold. The leach cycle at the Rochester mine requires leaching to approximately the year 2011 for all recoverable metal to be recovered. A significant proportion of metal recovery occurs after mining is completed.

At the Nevada Packard satellite deposit, located south of the Rochester deposit, Coeur commenced mining of silver in the first quarter of 2003. Mining at Nevada Packard was completed in mid-2007.

Coeur's capital expenditures at the Rochester mine totaled approximately \$1.2 million in 2006. Coeur plans capital expenditures at the Rochester mine of \$0.3 million in 2007.

Asarco Incorporated ( Asarco ), the prior owner, had a net smelter royalty interest which is payable only when the market price of silver equals or exceeds \$21.34 per ounce up to maximum rate of 5%. No royalties were required to be paid by Coeur during the three years ended December 31, 2006.

Silver and gold mineralization is hosted in folded and faulted volcanic rocks of the Rochester Formation and overlying Weaver Formation. Silver and gold, consisting of silver sulfosalt minerals, argentite, argentian tetrahedrite and minor native gold, are contained in zones of multiple quartz veins and veinlets with variable but lesser amounts of pyrite.

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(includes Nevada Packard)**

	<b>2006 (1,3,4,5,6)</b>	<b>2005 (1,3,4,5,6)</b>	<b>2004</b>
Tons (000 s)	3,720	10,168	23,998
Ounces of silver per ton	0.66	0.86	0.86
Contained ounces of silver (000 s)	2,436	8,765	20,731
Ounces of gold per ton	0.007	0.011	0.009
Contained ounces of gold	26,400	112,650	213,000

**Year-end Mineralized Material**

	<b>2006</b>	<b>2005</b>	<b>2004</b>
Tons (000 s)	15,235	15,646	35,064
Ounces of silver per ton	0.94	1.03	0.86
Ounces of gold per ton	0.007	0.010	0.005

**Operating Data**

	<b>2006 (2)</b>	<b>2005</b>	<b>2004</b>
<b>Production</b>			
Tons ore mined (000 s)	9,804	9,023	10,751
Tons crushed/leached (000 s)	10,399	9,327	8,976
Ore grade silver (oz./ton)	0.74	0.91	0.74
Ore grade gold (oz./ton)	0.010	0.010	0.009
Recovery/Ag oz(4)	65.9%	67.5%	61.5%
Recovery/Au oz(4)	68.9%	76.2%	64.2%
Silver produced (oz.)	5,113,504	5,720,489	5,669,074
Gold produced (oz.)	71,891	70,298	69,456
<b>Cost per Ounce of Silver</b>			
Cash Costs(2)	\$ 2.80	\$ 4.82	\$ 3.93
Non-cash Costs	3.04	1.84	1.73
Total production costs	\$ 5.84	\$ 6.66	\$ 5.66

(1) Metal prices used in calculating Proven Reserves and Probable Reserves were \$8.00 per ounce of silver and \$475 per ounce of gold in 2006.

(2) Cash Costs per Ounce of silver or gold represent a non-GAAP measurement that management uses to monitor and evaluate the performance of its mining operations. See Management's Discussion and Analysis of Financial

Condition and Results of Operations Reconciliation of Non-GAAP Cash Costs to GAAP Production Costs.

- (3) The Ore Reserves are open pit minable reserves and include no additional factors for mining dilution or recovery.
- (4) The leach cycle at Rochester requires 5 to 10 years to recover gold and silver contained in the ore. Coeur estimates the ultimate recovery to be approximately 61.5% for silver and 93% for gold. However, ultimate recoveries will not be known until leaching operations cease which is currently estimated for 2011. Current recovery may vary significantly from ultimate recovery. See Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates Ore on Leach Pad.

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- (5) Reserve estimates were prepared by Coeur's technical staff.
- (6) Ore Reserves are defined by a drill grid of at least 65 feet by 140 feet for proven and at least 100 feet by 200 feet for probable and may include open pit mine production sampling information, especially for Proven Reserves. In practice, ore reserve blocks are defined by the number of proximal composites and three-dimensional geologic controls. For Proven Reserves, the number of composites must be at least 4 at Rochester and 20 at Nevada Packard with a maximum search distance of 75 feet. For Probable Reserves, the number of composites must be at least 4 at Rochester and 5 at Nevada Packard with a maximum search distance of 150 feet for Rochester and 120 feet at Nevada Packard. Mineralized material is similarly classified.

***South America***

***Chile Cerro Bayo Mine***

The Cerro Bayo District covers about 205 square miles and is located south of Coyhaique, the capital of Region XI in southern Chile, and approximately 17 miles west of the town of Chile Chico. The Cerro Bayo mine project lies on the east side of the Andes mountain range at an elevation ranging from 600 to 4,500 feet and is serviced by a gravel road from Chile Chico. The mineral rights for the Cerro Bayo property are fully-owned by Compania Minera Cerro Bayo Ltd., a wholly-owned subsidiary of Coeur, encompassing a continuous block of 57,095 acres of mining claims. An additional 11,613 acres of exploration concessions are owned by Coeur. These concessions and separate surface use agreements from private owners, cover the reserves of the property as well as the necessary rights to permit mining.

Coeur acquired the property in 1990 from Freeport Chilean Exploration Company. No mining or processing was conducted by the prior owner. Initial mining and processing commenced by Coeur in 1995 at the Laguna Verde area in the western portion of the holdings. Mining and processing temporarily ceased in late 2000 then recommenced in 2002 at the Cerro Bayo area on the east. The entire holdings and infrastructure are now referred to as the Cerro Bayo District. Construction of two ramps to intersect the high-grade Lucero Vein in the Cerro Bayo zone on the east side of its holdings, commenced in November 2001. Additional mineralized high-grade gold and silver vein systems were discovered since then from surface and underground exploration.

Production at the Cerro Bayo mine in 2006 was approximately 2.3 million ounces of silver and 40,923 ounces of gold compared to 2.9 million ounces of silver and 61,058 ounces of gold in 2005. Cash Costs per Ounce of silver produced increased to \$3.04 in 2006 from \$0.54 in 2005 primarily due to increased production costs and lower production levels.

At the Cerro Bayo mine in Southern Chile, silver production was 351,948 ounces and 9,428 ounces of gold in the first quarter of 2007 compared to 515,822 ounces of silver and 8,794 ounces of gold in the first quarter of 2006. The decline in silver production was primarily due to a 41.7% decrease in tons mined as a result of Coeur transitioning its mining activities to higher-grade areas of the mine. Total Cash Costs per Ounce in the first quarter of 2007 was \$1.21 per ounce compared to \$3.46 per ounce in 2006. The decrease in Cash Costs per Ounce is primarily due to lower overall operating costs primarily attributed to lower tons mined and higher grades.

The ore processing mill for the Cerro Bayo mine uses a standard flotation process to produce a high grade gold and silver concentrate. During 2006, the concentrate processed at this mill was sold to third-party smelters, primarily in Japan and Mexico. The mill has a design capacity of 1,650 tons per day. During 2006, Coeur experienced recovery rates of approximately 94.7% for silver and 92.9% for gold. Electrical power is generated on-site by diesel generators and process water is obtained from a combination of the adjacent General Carrera Lake and from tailings re-circulation. The property, plant and equipment are maintained in good working condition through a regular

preventive maintenance program and periodic improvements as required. Mining is conducted utilizing underground methods. Total capital expenditures at the Cerro Bayo property in 2006 were \$7.6 million and Coeur plans approximately \$11.1 million of additional capital expenditures there in 2007.

During 2006, Coeur continued its exploration and development program in the district with its efforts concentrated in the Cerro Bayo and Laguna Verde zones in the east and west sections of Coeur's land holdings. In 2006, Coeur spent approximately \$5.3 million on exploration and mine development for new gold and silver mineralization and

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reserve definition and completed nearly 232,000 feet of core drilling. Coeur plans to continue its extensive exploration and mine development programs in the district in 2007 with a budget of \$4.7 million for this work.

Silver and gold mineralization is hosted in epithermal quartz veins and veinlets and lesser amounts of stockworks and breccias within generally sub-horizontal volcanic rocks of the Ibanez Formation. Veins and veinlets occur in sub-parallel clusters largely trending north-northwest and dipping steeply to the west and east. The main ore minerals of silver and gold are silver sulfosalt minerals, argentite and electrum (a naturally-occurring gold and silver alloy). Numerous epithermal veins located within the 205 square mile property package in the Cerro Bayo district offer exploration and development opportunities for Coeur. To date, Coeur has discovered over 100 veins, the majority of which are located within nine miles of its existing ore processing facilities. During 2006, exploration continued to focus on the Marcela Sur and Cascada veins. Marcela Sur, situated about 1,000 meters west of the current mining operations in main Cerro Bayo zone, was discovered beneath 50 to 70 meters of post-mineral gravels. Cascada lies south of the Cerro Bayo mining operations.

**Year-end Proven and Probable Ore Reserves Cerro Bayo Mine**

	<b>2006</b> <b>(1,3,4,5,6,7)</b>	<b>2005</b>	<b>2004</b>
Tons (000 s)	634	935	862
Ounces of silver per ton	9.69	8.00	7.09
Contained ounces of silver (000 s)	6,144	7,476	6,109
Ounces of gold per ton	0.19	0.14	0.13
Contained ounces of gold	122,000	131,600	115,900

**Year-end Mineralized Material**

	<b>2006</b>	<b>2005</b>	<b>2004</b>
Tons (000 s)	2,509	4,113	3,829
Ounces of silver per ton	8.23	6.19	4.29
Ounces of gold per ton	0.15	0.10	0.13

**Operating Data**

	<b>2006</b> <b>(2)</b>	<b>2005</b>	<b>2004</b>
<b>Production</b>			
Tons ore milled	428,346	403,695	456,941
Ore grade silver (oz./ton)	5.76	7.52	7.51
Ore grade gold (oz./ton)	0.103	0.163	0.137
Recovery silver (%)	94.5	94.7	94.2
Recovery gold (%)	93.0	92.8	91.8
Silver produced (oz.)	2,331,060	2,875,047	3,235,192
Gold produced (oz.)	40,923	61,058	57,558



Cash Costs(2)	\$	3.04	\$	0.54	\$	1.01
Non-cash Costs		2.42		1.76		1.42
Total production costs	\$	5.46	\$	2.30	\$	2.43

- (1) Metal prices used to calculate Proven Reserves and Probable Reserves were \$8.00/ounce of Ag and \$475/ounce of Au.
- (2) Cash Costs per Ounce of silver or gold represent a non-GAAP measurement that management uses to monitor and evaluate the performance of its mining operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Reconciliation of Non-GAAP Cash Costs to GAAP Production Costs.

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- (3) The Ore Reserves are minable reserves within underground mine designs and include factors for mining dilution and recovery.
- (4) Underground mine reserves include dilution of 5% to 25% at zero grade. Mining recovery averages between 90% to 95% for underground reserves.
- (5) Metallurgical recovery factors of 93.8% and 91.6% should be applied to the in-place silver and gold reserves ounces, respectively.
- (6) Reserve estimates were prepared by Coeur's technical staff.
- (7) Proven Reserves and Probable Reserves are defined by a drill spacing of no more than 35 meters and may include underground production sampling information, especially for Proven Reserves. In practice, ore reserve blocks are defined by the number of proximal composites and three-dimensional geologic controls. For Proven Reserves the number of composites must be at least 1 with a maximum search distance of generally 15 meters. For Probable Reserves, the number of composites must be at least 2 with a maximum search distance of generally 35 meters. Mineralized material is similarly classified.

Annex J ( Certain Information Regarding Properties of Coeur d Alene Mines Corporation ) contains more recent estimated amounts of Proven Reserves and Probable Reserves and mineralized material at the Cerro Bayo mine.

*Argentina Martha Mine*

The Martha mine, owned and operated by Coeur Argentina S.R.L., a wholly-owned subsidiary of Coeur, is located in the Santa Cruz Province of southern Argentina. Access to the mine is provided by all-weather gravel roads 30 miles northeast of the town of Gobernador Gregores and approximately 270 miles southeast of Cerro Bayo.

The mineral rights for the Martha property are fully-owned by Coeur Argentina S.R.L., encompassing a continuous block of 137,978 acres of exploration claims, 83,813 acres of discovery claims, and 351 acres of exploitation claims. The concessions cover the reserves of the property as well as the necessary rights to permit mining. The property and equipment are maintained in good working condition through a regular preventive maintenance program and periodic improvements as required. Power is provided by Company-owned diesel generators.

Coeur acquired the property in 2002 through the purchase of a subsidiary of Yamana Resources Inc. for \$2.5 million. The prior owner conducted minor underground mining on the near-surface portion of the Martha vein from late 2000 to mid 2001. Coeur is obligated to pay a 2% net smelter royalty on silver and gold production to Royal Gold Corporation.

Coeur transports ore mined utilizing underground methods at the Martha mine by truck for processing at the Cerro Bayo mill, which is located 270 miles northwest of the Martha mine. The transport costs to ship the ore to the Cerro Bayo mill from the Martha mine have necessitated a focus on the highest grade portions of the veins discovered at the Martha mine; however, lower grade mineralized material exists, but is not included in reserves. During 2007, Coeur began construction of a milling facility at the Martha mine, which is expected to reduce operating costs and may allow the process of lower grade ore. The mill is expected to cost \$13.9 million and is expected to be completed in late-2007.

In June 2002, Coeur commenced shipping of high-grade Martha mine ore to the Cerro Bayo mill. All of the production came from the Martha vein, which was one of six known veins on the Martha mine property prior to

Coeur's acquisition of the property. Also in 2002, exploration discovered both extensions of the Martha mine vein and the R4 Zone within the vein, which is located 300 feet southwest of the main Martha mine mining areas.

Production at the Martha mine in 2006 was approximately 2.7 million ounces of silver and 3,440 ounces of gold compared to 2.1 million ounces of silver and 2,589 ounces of gold in 2005. Cash Costs per Ounce of silver produced was \$4.88 in 2006 compared to \$4.60 in 2005. At the Martha mine in Southern Argentina, silver production was 623,098 ounces in the first quarter of 2007 compared to 543,486 ounces in the first quarter of 2006. The increase in silver production was primarily due to higher silver and gold grades partially offset by lower tons mined. Total Cash Costs per Ounce in the first quarter of 2007 were \$6.11 per ounce compared to \$4.93 per ounce in

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2006. The increase in total Cash Costs per Ounce was primarily due to higher costs of labor and taxes, including increased royalties resulting from higher realized metal prices in the first quarter of 2007 compared to the first quarter of 2006.

During 2006, Coeur spent \$3.6 million on exploration and mine development at the Martha mine, and at Coeur's other properties in the Santa Cruz province, to discover new silver- and gold-bearing veins and define new reserves. During 2007, Coeur expects to spend \$4.7 million on exploration for the discovery of new mineralization and reserve development, across its large land holdings in the province of Santa Cruz which totals over 600 square miles. In 2006, exploration defined extensions at depth and on strike on the Martha, R4, Catalina and Francisca ore-bearing structures which were a major focus of the year's program. In addition to the effort around the Martha mine this year, Coeur added four new exploration properties referred to as the El Aguila, Sol del Mayo, Sascha and Joaquin properties. Silver reserves at December 31, 2006 increased by 50% to 6.1 million ounces from 2005.

Silver and gold mineralization is hosted in epithermal quartz veins and veinlets within, generally sub-horizontal volcanic rocks of the Chon Aike Formation. The veins and veinlets occur as sub-parallel clusters largely trending west-northwest and dipping steeply to the southwest. The main ore minerals of silver and gold are silver sulfosalt minerals, argentite, electrum (a naturally-occurring gold and silver alloy) and native silver.

Total capital expenditures at the Martha mine in 2006 were \$2.5 million and Coeur plans approximately \$2.9 million of additional capital expenditures there in 2007.

**Year-end Proven and Probable Ore Reserves Martha Mine**

	<b>2006</b> <b>(1,3,4,5,6)</b>	<b>2005</b>	<b>2004</b>
Tons (000's)	99	67	57
Ounces of silver per ton	61.33	60.29	68.56
Contained ounces of silver (000's)	6,084	4,054	3,930
Ounces of gold per ton	0.09	0.08	0.08
Contained ounces of gold	8,800	5,400	4,600

**Year-end Mineralized Material**

	<b>2006</b>	<b>2005</b>	<b>2004</b>
Tons (000's)	112	134	74
Ounces of silver per ton	42.91	45.37	52.75
Ounces of gold per ton	0.05	0.05	0.06

**Operating Data**

<b>2006</b> <b>(2)</b>	<b>2005</b>	<b>2004</b>
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**Production**

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Tons ore milled	35,843	35,293	30,276
Ore grade silver (oz./ton)	79.93	62.53	59.94
Ore grade gold (oz./ton)	0.104	0.079	0.084
Recovery silver (%)	94.7	94.9	94.2
Recovery gold (%)	92.5	92.9	91.6
Silver produced (oz.)	2,712,846	2,093,464	1,709,069
Gold produced (oz.)	3,440	2,589	2,318
Cash Costs(2)	\$ 4.88	\$ 4.60	\$ 4.08
Non-cash Costs	0.48	0.41	0.97
Total production costs	\$ 5.36	\$ 5.01	\$ 5.05

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- (1) Metal prices used in calculating Proven Reserves and Probable Reserves were \$8.00/ounce of Ag and \$475/ounce of Au.
- (2) Cash Costs per Ounce of silver or gold represent a non-GAAP measurement that management uses to monitor and evaluate the performance of its mining operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations Reconciliation of Non-GAAP Cash Costs to GAAP Production Costs.
- (3) The Ore Reserves are underground minable reserves and include 10 to 25% factors for dilution at zero grade and a mining recovery of 90% to 95%.
- (4) Metallurgical recovery factors of 91.9% and 89.0% should be applied to the silver and gold reserve ounces, respectively.
- (5) Reserve estimates were prepared by Coeur's technical staff.
- (6) Proven Reserves and Probable Reserves are defined by a drill spacing of no more than 25 meters and may include underground production sampling information, especially for Proven Reserves. In practice, ore reserve blocks are defined by the number of proximal composites and three-dimensional geologic controls. For Proven Reserves the number of composites must be at least 2 with a maximum search distance of generally 18 meters. For Probable Reserves, the number of composites must be at least 2 with a maximum search distance of generally 25 meters. Mineralized material is similarly classified.

Annex J ( Certain Information Regarding Properties of Coeur d'Alene Mines Corporation ) contains more recent estimated amounts of Proven Reserves and Probable Reserves and mineralized material at the Martha mine.

***Australia***

***Endeavor Mine***

The Endeavor mine is located in north central New South Wales, Australia. Access to the mine is by paved roads 30 miles to the northwest from the community of Cobar.

On May 23, 2005, Coeur acquired all of the silver production and reserves, up to a maximum 17.7 million payable ounces, contained at the Endeavor mine in Australia, which is owned and operated by Cobar Operations Pty. Limited ( Cobar ), a wholly-owned subsidiary of CBH Resources Ltd. ( CBH ), for \$39.1 million. The Endeavor mine is located 720 km northwest of Sydney in New South Wales and has been in production since 1983. Under the terms of the original agreement, CDE Australia, a wholly-owned subsidiary of Coeur, paid Cobar \$15.4 million of cash at the closing. In addition, CDE Australia will pay Cobar approximately \$23.7 million upon the receipt of a report confirming that the reserves at the Endeavor mine are equal to or greater than the reported ore reserves for 2004. In addition to these upfront payments, Coeur originally committed to pay Cobar an operating cost contribution of \$1.00 for each ounce of payable silver plus a further increment when the silver price exceeds \$5.23 per ounce. This further increment was to have begun on the second anniversary of this agreement and is 50% of the amount by which the silver price exceeds \$5.23 per ounce. A cost contribution of \$0.25 per ounce is also payable by Coeur in respect of new ounces of silver Proven Reserves and Probable Reserves as they are discovered.

On March 28, 2006, CDE Australia Pty, Ltd. (CDE Australia), reached an agreement with CBH Resources Ltd. to modify the terms of the original silver purchase agreement. Under the modified terms, CDE Australia owns all silver production and reserves up to a total of 20.0 million ounces, up from 17.7 million ounces in the original agreement.

Coeur has received approximately 0.7 million payable ounces through June 30, 2007 and the current Ore Reserve contains approximately 15.3 million payable ounces based on current metallurgical recovery and current smelter contract terms. Expansion of the Ore Reserve will be required to achieve the maximum payable ounces of silver production as set forth in the modified contract. It is expected that future expansion of the Ore Reserve will occur as a result of the conversion of portions of the property's existing inventory of mineralized material and future exploration discoveries. CBH conducts regular exploration to discover new mineralization and to define reserves from surface and underground drilling platforms. The silver price-sharing provision is deferred until such time as Coeur has received approximately 2 million cumulative ounces of silver from the mine or June 2007, whichever is

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later. In addition, the silver price-sharing threshold increased to US\$7.00 per ounce, from the previous level of US\$5.23 per ounce.

In connection with the modification of the terms of the agreement, CDE Australia agreed to provide CBH with an advance of up to A\$15.0 million of the A\$30 million that remains to be paid under the terms of the original agreement. The remaining payment from Coeur to CBH is subject to the Endeavor mine achieving certain operational benchmarks. The advance, in the form of a loan facility, will bear interest at 7.75% per annum once drawn by CBH. The term is for a twelve month period with an option for CBH to extend the term for an additional six months. No advances have been drawn under the facility as of December 31, 2006.

The Endeavor mine is an underground lead/zinc/silver mine. Silver, lead, zinc and lesser amounts of copper mineralization at the Endeavor mine is contained within sulfide lenses hosted in fine-grained sedimentary rocks of the Paleozoic-aged Ampitheatre Group. Sulphide lenses are elliptically-shaped, steeply-dipping to the southwest and strike to the northwest. Principal ore minerals are galena, sphalerite and chalcopyrite. Silver occurs with both lead and zinc rich sulphide zones. The mine employs bulk mining methods and utilizes a conventional flotation mill to produce a concentrate that is sold to a third party smelter. Silver recovery averaged approximately 63.5% in 2006 and 45.0% from May 28, 2005 to December 31, 2005.

The reserves at the Endeavor mine are covered by five Consolidated Mining Leases issued by the state of New South Wales to CBH Resource Ltd. The leases form a contiguous block of 10,121 acres in size. The property and equipment are maintained in good working condition, by CBH Resources, through a regular preventive maintenance program and periodic improvements as required. Power to the mine and processing facilities is provided by the grid servicing the local communities. CBH Resources Ltd. conducts regular exploration to define new reserves at the mine from both underground and surface core drilling platforms. For fiscal year 2006/2007 (July – June), the 2007 exploration budget at the mine is A\$1.7 million (US\$1.3 million). Coeur is not required to contribute to ongoing capital costs at the mine.

On October 24, 2005, CBH announced that mining operations at the Endeavor mine had been suspended below the No. Four haulage level following an uncontrolled fall of waste ground into the mine's 6Z2 crown pillar stope. Limiting production to above this level was done as a safety precaution due to the proximity of the 6Z2 crown pillar stope to the main haulage decline. In late November 2005, CBH announced that mine operations had recommenced below the No. Four haulage level, but at a reduced production rate. Based on the progress made to date in correcting issues related to the ground fall, Coeur expects the Endeavor mine to resume normal operations during 2007.

Production at the Endeavor mine in 2006 was approximately 482,000 ounces of silver compared to 316,000 ounces of silver in 2005. Cash Costs per Ounce of silver produced was \$2.85 in 2006 compared to \$2.05 in 2005. Production at the Endeavor mine in the first quarter of 2007 was 160,277 ounces of silver compared to 84,280 ounces of silver in the first quarter of 2006. Total Cash Costs per Ounce of silver produced was \$3.19 in the first quarter of 2007 compared to \$2.13 in the first quarter of 2006.

**Proven and Probable Ore Reserves Endeavor Mine**

	<b>2006</b> <b>(1,2,3,4)</b>	<b>2005</b>
Tons (000 s)	21,385	12,125
Ounces of silver per ton	1.50	1.93
Contained ounces of silver (000 s)	31,983	23,341



**Mineralized Material**

	<b>2006</b>	<b>2005</b>
Tons (000 s)	9,370	8,488
Ounces of silver per ton	3.00	2.03

**Table of Contents****Operating Data (Coeur s Share)**

	<b>2006</b>	<b>2005</b>
	<b>(2,5)</b>	
<b>Production</b>		
Tons ore milled	750,115	463,129
Ore grade silver (oz./ton)	1.01	1.52
Recovery silver (%)	63.5	45.0
Silver produced (oz.)	481,991	316,169
Cash Costs(6)	\$ 2.85	\$ 2.05
Non-cash Costs	1.02	1.30
Total production costs	\$ 3.87	\$ 3.35

- (1) Ore Reserves are reported as of June 30, 2006, which is the end of the most recent fiscal year of the operator, CBH. Metal prices used were \$10.00/ounce of silver.
- (2) The Ore Reserves are underground minable reserves and include an 11% average factor for mining dilution and mining recovery factors ranging from 40% to 100%.
- (3) Metallurgical recovery factor of 55% should be applied to the silver reserve ounces.
- (4) Classification of reserves is based on spacing from drill hole composites to reserve block centers. For Proven Reserves the maximum distance is 25 meters and for Probable Reserves it is greater than 25 meters and less than 40 meters. Mineralized material is similarly classified.
- (5) The Endeavor property was purchased on May 23, 2005. Operating data is presented commencing as of that date.
- (6) Cash Costs per Ounce of silver or gold represent a non-GAAP measurement that management uses to monitor and evaluate the performance of its mining operations. See Management s Discussion and Analysis of Financial Condition and Results of Operations Reconciliation of Non-GAAP Cash Costs to GAAP Production Costs.

**Broken Hill Mine**

The Broken Hill mine is located in western New South Wales, Australia. Access to the mine is by paved roads leading from the adjacent community of Broken Hill.

On September 8, 2005, Coeur acquired all of the silver production and reserves, up to 17.2 million payable ounces (24.5 million contained ounces), contained at the Broken Hill mine in Australia, which is owned and operated by Perilya Broken Hill Ltd. ( PBH ) for \$36.0 million. In addition CDE Australia will pay PBH an operating cost contribution of approximately \$2.00 for each ounce of payable silver. Under the terms of the agreement, PBH may earn up to US\$6.0 million of additional consideration by meeting certain silver production thresholds over the next eight years. No additional payments were made during 2006.

The Broken Hill mine is an underground lead/zinc/silver mine. Silver, lead and zinc mineralization at Broken Hill is contained within sulfide lenses hosted in metasedimentary and igneous rocks of Precambrian-aged Broken Hill and underlying Thackaringa groups. In general sulphide lenses are tabular in shape steeply dipping to the north-northwest and striking east-northeast. Principal ore minerals are galena, sphalerite and chalcopyrite. Silver occurs with both lead-rich and zinc-rich sulphide zones but is higher grade in the lead zones. The mine uses bulk mining methods and utilizes a conventional flotation mill to produce a concentrate that is sold to third party smelters in Australia. Silver recovery averaged approximately 74.2% in 2006 and 75.4% from September 8, 2005 to December 31, 2005.

While Coeur is entitled to all of the silver production and reserves up to a maximum of 17.2 million payable ounces, as of June 30, 2007 Coeur has received 3,345,822 payable ounces and the current Ore Reserve contains approximately 12.4 million payable ounces based on current metallurgical recovery and current smelter contract terms. Expansion of the Ore Reserve will be required to achieve the maximum payable ounces of silver production as

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set forth in the contract. It is expected that future expansion of the Ore Reserves will occur as a result of conversion of portions of the property's inventory of mineralized material and future exploration discoveries on the property. Perilya conducts regular exploration to discover new mineralization and define reserves from surface and underground drilling platforms. For its fiscal year 2006/2007 (July/June), Perilya has budgeted A\$3.5 million (US\$2.7 million) for this work. Coeur is not required to contribute to ongoing capital costs at the mine.

The reserves at Broken Hill are covered by nine Consolidated Mining Leases issued by the state of New South Wales to Perilya Broken Hill Ltd. The leases form a northeast elongate contiguous block of 18,502 acres in size. The property and equipment are maintained in good working condition by Perilya Broken Hill Ltd., through a regular preventive maintenance program and periodic improvements as required. Power to the mine and processing facilities is provided by the grid servicing the local community. Perilya Broken Hill Ltd. conducts regular exploration to define new reserves, largely from underground core drilling platforms.

Coeur's share of silver production in 2006 from the Broken Hill mine amounted to approximately 2.2 million ounces of silver compared to 657,093 ounces of silver in 2005. The Cash Costs per Ounce of silver production, which includes the operating cost contribution and smelting, refining and transportation costs, was \$3.09 in 2006 compared to \$2.72 in 2005. Production at the Broken Hill Mine in the first quarter of 2007 was 302,848 ounces compared to 557,311 ounces in the first quarter of 2006. The decrease in silver production is primarily due to a 43% decrease in tons mined as a result of a mine fatality which temporarily halted certain operating activities. Normal production levels have resumed. Total Cash Costs per Ounce of silver production was \$3.16 in the first quarter of 2007 compared to \$2.89 in the first quarter of 2006.

**Proven and Probable Ore Reserves Broken Hill Mine**

	<b>2006</b> <b>(1,2,3,4,5)</b>	<b>2005</b>
Tons (000's)	12,908	11,519
Ounces of silver per ton	1.40	1.30
Contained ounces of silver (000's)	18,015	14,955

**Mineralized Material**

	<b>2006</b>	<b>2005</b>
Tons (000's)	10,872	10,825
Ounces of silver per ton	3.82	1.93

**Operating Data (Coeur's share) (3)**

	<b>2006</b> <b>(2)</b>	<b>2005</b> <b>(6)</b>
<b>Production</b>		
Tons ore milled	2,288,355	667,140
Ore grade silver (oz./ton)	1.28	1.31

Recovery (%)	74.2	75.4
Silver produced (oz.)	2,174,585	657,093
<b>Cost per Ounce of Silver</b>		
Cash Costs(2)	\$ 3.09	\$ 2.72
Non-cash Costs	2.35	2.75
Total production costs	\$ 5.44	\$ 5.47

(1) Ore Reserves are effective as of June 30, 2006. Metal prices used were \$10.12/ounce of silver.

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- (2) Cash Costs per Ounce of silver or gold represent a non-GAAP measurement that management uses to monitor and evaluate the performance of its mining operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations Reconciliation of Non-GAAP Cash Costs to GAAP Production Costs.
- (3) The Ore Reserves are underground minable reserves and include factors for mining dilution and recovery. Dilution ranges from 0% to 20% additional tonnage while recovery ranges from 80% to 100% of the diluted tonnage and averages 85%.
- (4) Metallurgical recovery factor of 74% should be applied to the silver reserve ounces.
- (5) The Proven Reserves and Probable Reserves are a combination of zinc, lead and silver mineralization remnant from historic mining and new parts or extensions of the mine. Proven Reserves and Probable Reserves must be accessible as defined by the site specific conditions of the mine. Furthermore, reserves are defined by definition drilling on a grid of 40 meters horizontally by 20 meters vertically and over 70% of the Proven Reserves are drilled on a 20 meter by 10 meter grid.
- (6) The Broken Hill property was purchased on September 8, 2005. Operating data is presented commencing as of that date.

***Discontinued Operation Coeur Silver Valley***

On June 1, 2006, Coeur completed the sale of 100% of the shares of its wholly-owned subsidiary Coeur Silver Valley, Inc. to U.S. Silver Corporation for \$15 million in cash and additional consideration received of \$1.1 million for working capital. Coeur Silver Valley was a wholly-owned subsidiary of Coeur which owned and operated the Galena underground silver mine, an operating mine, and the Coeur and Caladay properties, that adjoin to the Galena mine, located in the heart of the Coeur d'Alene Mining District. Coeur Silver Valley's property consists of 6,131 acres of Company-owned fee land, patented mining claims and unpatented claims in addition to 4,800 acres of leased claims. Coeur Silver Valley's operations are accessed by paved road from U.S. Interstate 90 south of the town of Wallace, Idaho. Silver Valley recommenced operations at the Coeur mine in June 1996 and continued mining existing reserves there through July 2, 1998 when known reserves were depleted. Silver Valley resumed production at the Galena Mine in May 1997 and operations continued to the date of the sale.

The Galena mine property is located immediately west of the City of Wallace in Shoshone County in northern Idaho. The property consists of 52 patented mining claims and 25 unpatented mining claims totaling approximately 1,100 acres.

The Galena mine is an underground silver-copper mine and is served by two vertical shafts. The No. 3 shaft is the primary production shaft and is 5,800 feet deep. The Galena shaft primarily provides utility access for water, electrical power and sand backfill for underground operations down to the 2,400 level.

The mine utilizes conventional and mechanized cut and fill mining methods with sand backfill to extract ore from the high grade silver-copper vein deposits that constitute the majority of the ore reserves. Silver and copper are recovered by a flotation mill that produces a silver rich concentrate which is sold to third-party smelters in Canada. Silver recovery through the mill averaged 96% in 2006, 97% in 2005 and 97% in 2004.

Waste material from the milling process is deposited in a tailings pond located approximately two miles from the minesite. The tailings containment pond, which is expanded on an as needed basis, has capacity for approximately seven additional years at current production rates.

Silver production at the Galena mine in 2006, up to the date of the sale, was approximately 768,674 ounces of silver versus 2.1 million ounces in 2005. Cash Costs per Ounce for 2006 were \$9.75 compared to \$8.37 in 2005. Total capital expenditures by Silver Valley at the Galena mine in 2006 were \$0.6 million.

Silver mineralization at Coeur Silver Valley is hosted in near vertical fracture filling veins that cut through quartzite and argillite of the Upper Revett Formation. Veins consist of siderite with variable amounts of pyrite and quartz. The silver ore minerals are tetrahedrite and argentiferous galena. Lead is contained in galena and copper in tetrahedrite and chalcopyrite.

**Table of Contents****Year-end Proven and Probable Ore Reserves Galena Mine**

	<b>2006</b>	<b>2005</b>
Tons (000 s)	444	718
Ounces of silver per ton	24.50	18.84
Contained ounces of silver (000 s)	10,879	13,518

**Year-end Mineralized Material**

	<b>2006</b>	<b>2005</b>
Tons (000 s)	2,580	2,169
Ounces of silver per ton	11.74	10.92

**Operating Data**

	<b>2006</b>	<b>2005</b>	<b>2004</b>
<b>Production</b>			
Tons ore milled	52,876	128,502	169,413
Ore grade silver (oz./ton)	15.15	16.53	21.43
Recovery (%)	96	97	97
Silver produced (oz.)	768,674	2,060,338	3,521,813
Gold produced (oz.)	180	282	354
<b>Cost per Ounce of Silver</b>			
Cash Costs(1)	\$ 9.75	\$ 8.37	\$ 5.46
Non-cash Costs	0.89	0.97	0.56
Total production costs	\$ 10.64	\$ 9.34	\$ 6.02

(1) Cash Costs per Ounce of silver or gold represent a non-GAAP measurement that management uses to monitor and evaluate the performance of its mining operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Reconciliation of Non-GAAP Cash Costs to GAAP Production Costs.

***Silver and Gold Development Properties******Bolivia - San Bartolome Silver Project***

The San Bartolome silver development project is located on the flanks of the Cerro Rico mountain near the town of Potosi, Bolivia. Access to the property is by paved and all-weather gravel roads leading south from the adjacent city of Potosi. Coeur acquired 100% of the equity in Empresa Minera Manquiri S.A. ( Manquiri ) from Asarco on September 9, 1999. Manquiri's principal asset is the mining rights to the San Bartolome project, a silver property located near the city of Potosi, Bolivia, on the flanks of the Cerro Rico Mountain. The silver mineralization is hosted in gravel (pallaco) and reworked gravel (sucu) deposits that occur on the flanks of Cerro Rico. Cerro Rico is a



prominent mountain in the region that reaches an elevation of over 15,400 feet. It is composed of Tertiary-aged volcanic and intrusive rocks that were emplaced into and over older sedimentary, basement rocks. Silver, along with tin and base metals, is located in multiple veins that occur in a northeast trending belt that transects Cerro Rico. The upper parts of the Cerro Rico mineralized system was subsequently eroded and redeposited into the flanking pallaco and sucu deposits. Silver is hosted in all portions of the pallacos and sucus with the best grades segregated to the coarser-grained silicified fragments. These deposits lend themselves to simple, free digging surface mining techniques and can be extracted without drilling and blasting. Of the several pallaco deposits which are controlled by Coeur and surround Cerro Rico, three are of primary importance and are known as Huacajchi, Diablo (consisting of Diablo Norte, and Diablo Este) and Santa Rita.

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The mineral rights for the San Bartolome project are held through joint venture and long-term lease agreements with several independent mining cooperatives and the Bolivian State Mining Company ( COMIBOL ). Manquiri controls 67 square kilometers under lease from COMIBOL and 16,600 acres under lease from the cooperatives at San Bartolome and approximately 17.8 square miles of concessions at the Khoru Huasi property, a gold exploration target south of Potosi. The San Bartolome lease agreements are generally subject to a 4% production royalty payable partially to the cooperatives and partially to COMIBOL. During 2003, Coeur acquired additional mining rights known as the Plahipo project which includes the mining rights to oxide dumps adjacent to the original property package. The properties are currently subject to annual payments for these mining rights totaling approximately \$2.5 million. Power is supplied to the development activities by the local power utility. Power for the future processing facility will be provided from the national grid via a four-mile high tension line.

Silver was first discovered in the area around 1545. Mining of silver and lesser amounts of tin has been conducted nearly continuously since that time from multiple underground mines driven into Cerro Rico. Coeur acquired the rights to the San Bartolome project in May 1999 from ASARCO Incorporated. The prior owner did not conduct any mining or processing of the surface ores at San Bartolome.

Coeur completed a preliminary feasibility study in 2000, which concluded that an open pit mine was potentially capable of producing approximately 6 million ounces of silver annually. In 2003, SRK, an independent consulting firm, was retained to review the reserve/resource estimate to include additional sampling data to incorporate additional resources acquired with the Plahipo project at Cerro Rico. During 2003, Coeur retained Fluor Daniel Wright to prepare an updated feasibility study which was completed at the end of the third quarter of 2004. The study provides for the use of a cyanide milling flow sheet with a wet preconcentration screen circuit which will result in the production of a doré that may be treated by a number of refiners under a tolling agreement which results in the return of refined silver to Coeur that is readily marketed by metal banks and brokers to the ultimate customer. Coeur estimates the capital cost (excluding political risk insurance premiums and capitalized interest) at San Bartolome to be approximately \$174 million. In the second quarter of 2004, Coeur obtained all operating permits. Coeur estimates the cash cost of production in the initial four years to average approximately \$4.00 per ounce of silver produced.

Based on the current development schedule, Coeur believes that commercial production could begin in early 2008.

Coeur expended approximately \$14.6 million in 2006 and plans to incur construction costs of approximately \$119.4 million in 2007.

The San Bartolome project involves risks that are inherent in any mining venture, as well as particular risks associated with the location of the project. The estimate of mineralized material indicated by the geologic studies performed to date are preliminary in nature and may differ materially after further metallurgical testing is completed. Also, managing mining projects in the altiplano area of Bolivia, where Cerro Rico is located, presents logistical challenges. The political and cultural differences of Bolivia may also present challenges.

Coeur has obtained a political risk insurance policy from the Overseas Private Insurance Corporation ( OPIC ) and a private insurer. The combined policies are in the amount of \$155 million and covers 85% of any loss arising from expropriation, political violence or currency inconvertibility. The policies are expected to cost approximately \$3.4 million during the course of construction and \$0.21 per ounce of silver produced when the project commences commercial production.

**Probable Ore Reserves San Bartolome Project**

**April 30,      December 31,      December 31,      December 31,**

	<b>2007</b> <b>(1,2,3,4,5)</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>
Tons (000 s)	46,068	46,176	46,176	46,176
Ounces of silver per ton	3.37	3.29	3.29	3.29
Contained ounces of silver (000 s)	155,389	151,882	151,882	151,882

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**Table of Contents****Mineralized Material San Bartolome Project**

	<b>April 30, 2007</b>	<b>December 31, 2006</b>	<b>December 31, 2005</b>	<b>December 31, 2004</b>
Tons (000 s)	12,143	1,166	1,166	1,166
Ounces of silver per ton	2.70	3.44	3.44	3.44

- (1) Metal prices used in calculating Proven Reserves and Probable Reserves were \$8.00 per ounce of silver.
- (2) The Ore Reserves are open pit minable reserves and include an average 10% factor for mining dilution and 97% for mining recovery.
- (3) An average metallurgical recovery factor of 61.3% should be applied to the mined silver reserve ounces.
- (4) Reserve estimates were prepared by Coeur's technical staff.
- (5) Proven Reserves and Probable Reserves are defined by surface sampling drill holes or vertical shafts with an average spacing of no more than 70 meters. In practice, ore reserve blocks are defined by the number of proximal composites and three-dimensional geologic controls. For Probable Reserves, the number of composites must be at least 8 with a maximum search distance of less than 275 meters. San Bartolome has only Probable Reserves. Mineralized material is similarly classified.

*Alaska Kensington Gold Project*

The Kensington gold development project, consisting of the Kensington and adjacent Jualin properties, is located on the east side of the Lynn Canal about 45 miles north-northwest of Juneau, Alaska. The mine will be an underground gold mine accessed by a horizontal tunnel and will utilize conventional and mechanized underground mining methods. The ore will be processed in a flotation mill that produces a concentrate which will be sold to third party smelters. Waste material will be deposited in an impoundment facility on the property. Power is supplied to the site by on-site diesel generators. Access to the project is presently by helicopter, float plane or boat from Juneau.

The Kensington property, which contains the project's reserves, consists of over 6,100 acres of patented and unpatented federal mining claims and state claims. The adjacent Jualin property to the south consists of 9,236 acres of patented and unpatented federal mining claims and state claims.

On July 7, 1995, Coeur, through its wholly-owned subsidiary, Coeur Alaska, Inc. (Coeur Alaska), acquired the 50% ownership interest of Echo Bay Exploration Inc. (Echo Bay) in the Kensington property from Echo Bay and Echo Bay Alaska, Inc. (collectively the Sellers), giving Coeur 100% ownership of the Kensington property. The Kensington project consists of approximately 6,000 acres, of which approximately 750 acres are patented claims. The property is located on the east side of Lynn Canal between Juneau and Haines, Alaska. Coeur Alaska is obligated to pay Echo Bay a scaled net smelter return royalty on 1.0 million ounces of future gold production after Coeur Alaska recoups the \$32.5 million purchase price and its construction and development expenditures incurred after July 7, 1995 in connection with placing the property into commercial production. The royalty ranges from 1% at \$400 gold prices to a maximum of 21/2% at gold prices above \$475, with the royalty to be capped at 1.0 million ounces of production.

In the second quarter of 2004, Coeur completed an updated feasibility study based on an alternative operating scenario which would eliminate the need for a man camp, simplify operating logistics and focus mining on higher-grade areas of the deposit (thereby reducing significantly the size of the mill facilities). This plan significantly reduced capital and operating costs while preserving the ability to expand production as market conditions warrant. In the second quarter of 2005, Coeur received its final construction permits and updated the construction and operating cost estimates set forth in the feasibility study. As of December 31, 2006, Coeur estimated the total cost of construction to be approximately \$238 million as compared with the previous cost estimate of \$190 million. Coeur expects the Cash Costs per Ounce of production to be approximately \$310 in the initial years of operation.

During the fourth quarter of 2004, the U.S. Forest Service issued its Record of Decision ( ROD ) for the Final Supplemental Environmental Impact Statement ( FSEIS ). An environmental group, Southeast Alaska Conservation Council ( SEACC ), and a group of other community and private environmental groups, appealed the issuance of the ROD. On March 23, 2005, the USFS upheld the decision to approve the FSEIS. On June 28, 2005, Coeur received the EPA s National Pollution Discharge Elimination System ( NPDES ) Permit. In addition, Coeur

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received its CWA Section 404 permit from the Corps of Engineers, which authorized the construction of a Lower Slate Lake tailings facility, millsite road improvements and a Slate Creek Cove dock facility. All permits were reviewed for consistency by both the Alaska Coastal Management and Department of Governmental Coordination, which issued its final permit certification.

On September 12, 2005 three environmental groups ( Plaintiffs ) filed a lawsuit in Federal District Court in Alaska against the Corps of Engineers and the USFS seeking to invalidate the permit issued to Coeur Alaska for Coeur s Kensington mine. The Plaintiffs claim the CWA Section 404 permit issued by the Corps of Engineers authorizing the deposition of mine tailings into Lower Slate Lake conflicts with the CWA. They additionally claim the USFS s approval of the Amended Plan of Operations is arbitrary and capricious because it relies on the CWA Section 404 permit issued by the Corps of Engineers.

On November 8, 2005, the Corps of Engineers filed a Motion for Voluntary Remand with the court to review the permit issued to Coeur under the CWA Section 404 permit and requested that the court stay the legal proceeding filed by the Plaintiffs pending the outcome of review. On November 12, 2005, the Federal District Court in Alaska granted the remand of the permit to the Corps of Engineers for further review. On November 22, 2005, the Corps of Engineers advised Coeur that it was suspending the CWA Section 404 permit pursuant to the Court s remand to further review the permit.

On March 29, 2006, the Corps of Engineers reinstated Coeur s CWA Section 404 permit. On April 6, 2006 the lawsuit challenging the permit was re-opened, and Coeur Alaska filed its answer to the Amended Complaint and Motion to Intervene as a Defendant-Intervenor in the action. Two other parties, the State of Alaska and Goldbelt, Inc., a local native corporation, also filed Motions to Intervene as Defendant-Intervenors as supporters of the Kensington project as permitted. Coeur, the State of Alaska and Goldbelt, Inc. were granted Defendant-Intervenor status and joined the agencies in their defense of the permits as issued.

On August 4, 2006, the Federal District Court in Alaska dismissed the Plaintiffs challenge and upheld the CWA Section 404 permit. On August 7, 2006 the Plaintiffs filed a Notice of Appeal of the decision to the Ninth Circuit Court of Appeals ( Circuit Court ) and on August 9, 2006 Plaintiffs additionally filed a Motion for Injunction Pending Appeal with the Circuit Court. The Circuit Court granted a temporary injunction pending appeal on August 24, 2006, enjoining certain activities relating to the lake tailings facility. The Circuit Court further ordered an expedited briefing schedule on the merits of the legal challenge. As of October 13, 2006, the parties filed their briefs in the Circuit Court and participated in an oral argument on December 4, 2006.

On March 7, 2007, the Department of Justice ( DOJ ), on behalf of the Corps of Engineers, filed a motion for authorization under injunction pending appeal to permit construction of a western interception ditch which related to site stabilization due to spring snowmelt. On March 16, 2007, the Circuit Court panel issued an Order which denied the western interception ditch work plan. On May 22, 2007, the Ninth Circuit Court of Appeals reversed the District Court s August 4, 2006 decision which had upheld Coeur s 404 permit and issued its opinion that remanded the case to the District Court with instructions to vacate Coeur s 404 permit as well as the USFS Record of Decision approving the general tailings disposal plan as well as the Goldbelt 404 permit to construct the Cascade Point Marine Facility. The DOJ, on behalf of the Corps of Engineers and the USFS, filed for an extension of time to file a Petition for Rehearing with the Ninth Circuit. The extension was granted on June 29, 2007. On August 20, 2007, Coeur Alaska filed a Petition for Rehearing En Banc with the Ninth Circuit Court of Appeals, as did the State of Alaska and Goldbelt, Inc. The Department of Justice, acting on behalf of the federal agencies USFS, EPA and Corps of Engineers, additionally filed a limited Petition for Rehearing with the Ninth Circuit panel seeking reconsideration of the mandate of the May 22, 2007 panel. The Court ordered reply briefing by the Plaintiffs on August 27, 2007 which were filed on October 11, 2007. The petitions are currently pending. Coeur cannot now predict the potential for obtaining an appeal or if it will prevail upon appeal if one is granted.

No assurance can be given as to whether or when regulatory permits and approvals granted to Coeur may be further challenged, appealed or contested by third parties or issuing agencies, or as to whether Coeur will place the Kensington project into commercial production.

During 2006, Coeur invested \$121.6 million in connection with the development of the mine. Coeur plans to spend approximately \$70 million on the project during 2007.

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The Kensington ore deposit consists of multiple precious metals bearing mesothermal, quartz, carbonate, pyrite vein swarms and discrete quartz-pyrite veins hosted in the Cretaceous age Jualin diorite. The gold-telluride-mineral calaverite is associated with the pyrite mineralization.

**Year-end Proven and Probable Ore Reserves Kensington Property**

	<b>2006</b> <b>(1,2,3,4,5)</b>	<b>2005</b>	<b>2004</b>
Tons (000 s)	4,419	4,206	4,206
Ounces of gold per ton	0.31	0.25	0.25
Contained ounces of gold	1,352,140	1,050,000	1,050,000

**Year-end Mineralized Material**

	<b>2006</b>	<b>2005</b>	<b>2004</b>
Tons (000 s)	4,320	3,116	3,116
Ounces of gold per ton	0.20	0.27	0.27

- (1) A gold price of \$550 per ounce was used to determine Ore Reserves.
- (2) The Ore Reserves are underground minable reserves and include factors for mining dilution and recovery. An allowance of 25.6% additional tonnage at 0.124 ounce per ton is included for internal dilution. A factor for external dilution, averaging 10.2% at 0.056 ounces per ton, is also included. An average 97% factor for mining recovery is included.
- (3) Average metallurgical recovery factor of 95.3% should be applied to the contained gold reserve ounces.
- (4) Reserve estimates were prepared by Coeur's technical staff. Snowden Mining Industry Consultants, an independent consultant group, performed an independent review of Coeur's updated resource estimate model used to prepare the Ore Reserve estimates.
- (5) The Kensington gold development project contains only Probable Reserves. The reserves are defined with over 408,000 feet of core drilling, largely from underground drilling fans, and 27,000 feet of underground workings. In practice, reserve blocks are defined by the number of proximal composites and three-dimensional geologic controls. Probable Reserve blocks must at least 2 drill holes spaced not more than 60 feet from the block center. Mineralized material is similarly classified.

Not all Kensington ore zones have been fully delineated internally, or at depth or on strike and several peripheral zones and veins remain to be explored. In 2006, Coeur continued the exploration program started in the third quarter of 2005 designed to increase the size and geologic continuity of gold mineralization in its mineralized material inventory and ultimately result in an increase in ore reserves. At Kensington, Coeur Alaska completed 34,035 ft of drilling during the second half of 2005 and an additional 32,249 ft of drilling in 2006. For the year, a total of \$1.5 million was spent on this developmental program. As a result of this program, ore reserves increased by approximately 29% to 1.35 million ounces of gold.



***Exploration and Development Activity***

Coeur, either directly or through its wholly-owned subsidiaries, owns, leases and has interests in certain exploration-stage mining properties located in the United States, Chile, Argentina, Tanzania and Bolivia. Exploration and mine development expenditures of approximately \$9.5 million, \$10.6 million and \$8.0 million were incurred by Coeur in 2006, 2005 and 2004, respectively.

*US Kensington/Jualin*

Coeur possesses the right to develop the Jualin property, an exploratory property located adjacent to the Kensington Property. A combined total of 18,667 feet of exploration drilling was completed in 2005 and 2006 at Jualin. Coeur plans for an aggressive drilling program for 2007 to follow up on the encouraging results from these

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programs. Coeur's rights to use and develop the Jualin property are subject to an Amended Lease Agreement dated August 5, 2005 between Hyak Mining Company Inc. as Lessor and Coeur Alaska Inc. as Lessee which expires in August 2020 with provision for lease extension. Approximately \$0.9 million was spent in exploration in 2006.

*Chile Cerro Bayo Mine*

Coeur continued to have exploration success at its 100%-owned Cerro Bayo gold/silver mining operation in southern Chile. Approximately \$5.3 million was spent in exploration, of which \$2.6 million was capitalized as mine development during 2006. A total of nearly 232,000 feet of core drilling was completed during the year to discover new mineral resources and define new mineral reserves. The majority of this work was devoted to expansion and definition of Ore Reserves at the recently discovered Marcela Sur and Cascada vein systems.

Coeur believes that there is potential to discover additional high grade veins within the entire Cerro Bayo district, which is over 13.6 miles east-west by 7.5 miles north-south. The exploration budget for 2007 is estimated to be \$4.7 million.

*Argentina Martha Mine*

In 2006, Coeur's efforts consisted of mapping, sampling and nearly 87,000 feet of core and reverse circulation drilling for a total expenditure of \$3.6 million, of which \$0.7 million was capitalized as mine development. An ongoing drill program during 2007 is planned near to the Martha mine totaling approximately \$3.0 million to explore for additional high-grade veins.

*Argentina Other Properties*

Coeur also continued reconnaissance in Santa Cruz Province where its activities resulted in identification and acquisition of four new exploration-stage properties believed to be prospective for silver and gold mineralization. These properties consist of the El Aguila, Sol de Mayo (Costa), Sascha and Joaquin. El Aguila and Sol del Mayo are controlled by private Argentine interest. Coeur has the right to purchase both properties from the owners, who will retain a production royalty, after completion of staged work and payment obligations. Sascha and Joaquin are controlled by Mirasol Resources Ltd. a publicly-traded, Canadian exploration company. Coeur has the right to earn up to a 71% managing interest in a joint venture with Mirasol in return for staged work and payment obligations. Coeur plans to continue to map, sample and drill targets on its new holdings in 2007 and has budgeted \$2.6 million for these activities.

*Tanzania, Africa*

During the first quarter of 2004, Coeur acquired ten prospecting licenses for properties located in the Lake Victoria Gold Belt of Tanzania, Africa and in 2005 added an eleventh, Saragurwa. Except for Saragurwa, which is owned by a private Tanzanian interest, all properties are held 100% by a Tanzanian subsidiary of Coeur via prospecting or primary mining license provisions of the Tanzania Mining Code.

During 2006, initial exploration work consisted of mapping, trenching, sampling and acquisition and interpretation of detailed airborne geophysical data. As a result of this work, a large zone of anomalous gold-in-soil values, measuring over 1.2 miles long in an east-west orientation, by over 0.3 miles wide was defined on the Kiziba Hill property, a 105 square kilometer sized property which lies on the same belt of Archean-aged rocks, commonly termed greenstone, which host the Geita gold mine to the east. Greenstones, a mixture of volcanic, sedimentary and intrusive rocks, are a major host to gold mineralization around the globe. Gold anomalies were also defined on the Bunda 1 property to the northeast of the city of Mwanza.

In 2006, over 44,000 feet of shallow, rotary air blast drilling was conducted over the gold-in-soil anomalies at Kiziba Hill. This work verified the bedrock's surface gold anomalies and aided in producing a map of the bedrock beneath the laterite cover, which in places reached over 75 feet in thickness. Basal rotary air blast gold anomalies are spatially coincident with contacts between volcanic rocks and later intrusive rocks of felsic (granitic) composition and along major east-west shear/fault zones. In December 2006, core drilling commenced on the Saragurwa option property and will continue into 2007.

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During 2006, Coeur spent \$1.4 million on exploration activities in Tanzania and expects to spend approximately \$1.8 million in 2007.

Certain scientific and technical information with respect to each of Coeur's properties is disclosed in Annex J ( Certain Information Regarding Properties of Coeur d'Alene Mines Corporation ).

## **Industry Overview**

Coeur is one of the world's leading primary silver producers. Coeur produced 13.6 million ounces of silver in 2006 and had silver reserves of 216.5 million ounces as of January 1, 2007. Coeur also has a presence in the gold market, having produced more than 116,000 ounces of gold in 2006 with gold reserves of 1.5 million ounces as of January 1, 2007.

## ***Silver Market Overview***

According to the World Silver Survey 2007 (the Silver Survey ) which is an annual survey of the world silver market that compiles estimates of the world supply and demand, the average annual price of silver in 2006 was \$11.55 per ounce, which not only represented a 58% increase over the prior year but also a 26-year high. In addition, the volatility of silver price almost doubled to 45% and the trading range jumped to 53% in 2006. Silver was the leader in price increase compared to gold (36% increase) and platinum (27% increase). The primary factor driving the increase was the continued strength in investment demand, which gained momentum in 2005 and remained resilient throughout 2006. Much of the demand last year was due to the successful launch of Barclays Global Investors iShares Silver Trust Exchange Traded Fund ( ETF ) in April 2006. Since the ETF-driven peak of almost \$15 in May 2006, the price of silver has been sustained at high, double-digit levels. The ETF currently holds over 135 million ounces of silver.

## ***Demand***

Despite higher and more volatile silver prices, global silver fabrication declined by less than 1% in 2006 to 840.5 million ounces. Industrial applications, which comprised more than 50% of total fabrication in 2006, experienced a 6% gain to 430.0 million ounces and achieved its fifth consecutive year of growth. This category is a key component of demand and is generally driven by external factors, such as technology and the level of industrial production, rather than price. The largest segment of industrial demand is electrical and electronics fabrication, which benefited from higher sales into consumer electronics, the automobile sector, and the photo voltaic industry. On a regional basis, industrial growth was driven by gains of 10.4% from China and 10% from Japan. In addition, the United States achieved a record level of industrial silver use in 2006, with a 6% increase to 106.8 million ounces. Although industrial applications have experienced strong overall growth, it represents the largest share of total fabrication and as a result, may render silver vulnerable to major setbacks in global industrial production.

Offsetting the gains in industrial application were losses in jewelry, silverware and photography fabrication. Jewelry fabrication experienced a 4.6% decline in 2006 to 165.8 million ounces, mostly due to higher prices that generated a 28% slump in India. However, Indonesian and Chinese jewelry fabrication grew by 18% and 16%, respectively. Also, silver jewelry has become more popular with younger consumers and sales have been drifting toward more well-known brands. Silverware demand experienced a 11.3% decline in 2006 to 59.1 million ounces, caused by lower fabrication in price sensitive countries and structural taste shifts. India was responsible for about 60% of the silverware decline. According to the Silver Survey, despite these losses, both jewelry and silverware are expected to remain fairly robust in 2007 as long as prices remain steady.

Photographic demand continued to fall, decreasing by 10.1% in 2006 to 145.8 million ounces. The losses resulted from lower consumer film demand in response to the growth of digital imaging technology. The Silver Survey

predicts that photographic demand will continue to fall in 2007 but the decline in volume should moderate. And finally, global silver coin fabrication fell below 40 million ounces for the first time in three years in 2006.

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The following table provides a summary of global silver demand:

	<b>2005</b>	<b>2006</b>	<b>% Change</b>
	<b>(In million ounces)</b>		
<b>DEMAND:</b>			
Fabrication			
Industrial Applications	405.8	430.0	6.0%
Photography	162.1	145.8	(10.1)%
Jewelry	173.8	165.8	(4.6)%
Silverware	66.6	59.1	(11.3)%
Coins & Medals	40.0	39.8	(0.5)%