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July 19, 2010

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission – Securities Division
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Registrar of Securities, Prince Edward Island
Nova Scotia Securities Commission
Securities Commission of Newfoundland and Labrador
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Yukon Territory
Superintendent of Securities, Nunavut

c/o Ms. Sheryl Thomson
Senior Legal Counsel, Corporate Finance
British Columbia Securities Commission
PO Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2

- and -

Madame Anne-Marie Beaudoin
Corporate Secretary
Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal, Québec H4Z 1G3

Dear Sirs and Madams:

Re: Request for Comment: Proposed Repeal and Replacement of National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, Form 43-101F1 *Technical Report*, and Companion Policy 43-101CP

Goldcorp Inc. ("Goldcorp") welcomes the opportunity to provide our comments on the Canadian Securities Administrators' ("CSA") proposed repeal of National Instrument 43-101 *Standards of*

Disclosure for Mineral Projects, Form 43-101F1 *Technical Report*, the Companion Policy 43-101CP (together, the "Old Mining Rules") and the proposed replacement of such rules with the amendments to same and related consequential amendments (together, the "Amended Mining Rules").

Goldcorp is a senior gold producer with operations and development projects throughout the Americas. Our common shares are listed and posted for trading on both the Toronto Stock Exchange and the New York Stock Exchange and we are therefore subject to reporting requirements under applicable securities laws in both Canada and the United States.

Generally speaking, we are in support of the Amended Mining Rules as we believe that such rules are more reflective of the current practicalities of the mining industry. We agree that the regulatory framework should encourage and facilitate meaningful disclosure to the investing public; however, this must be tempered by the resulting costs to shareholders as a result of the added burden and compliance costs which are placed on issuers. In general, we expect that the Amended Mining Rules will provide issuers with more flexibility in complying with the regulatory requirements without compromising the interests of investors. However, we encourage the CSA to continue to assess and reassess the impact of such changes on an ongoing basis and to seek stakeholder input where appropriate.

We have provided below some comments on those proposed amendments most relevant to us.

Capitalized terms appearing herein, unless otherwise defined herein, have their respective meanings set out in the CSA's Notice and Request for Comment relating to the proposed Amended Mining Rules.

NI 44-101 amendment

We agree that it is most often difficult to obtain an expert consent from a qualified person in connection with a previously filed technical report for the reasons stated by the CSA. Although we recognize the proposed amendment to permit the issuer to obtain the expert consent from the firm that employed the qualified person,[1] in our view, this amendment does not fully address the issue. From our experience, it is just as costly and burdensome to seek the consent from the firm that employed the qualified person, especially in the context of a short form prospectus financing which is often very time sensitive. In practice, the qualified person's firm will undertake, at the expense of the issuer, a comprehensive internal review before providing the consent.

Accordingly, we are of the view that where there is a previously filed technical report that is current, no further consents should be required of the qualified person (whether it be under NI 43-101 or NI 44-101). This is consistent with the proposed amendment in the paragraph directly below which has eliminated the certificate and consent requirement for certain disclosure documents where there is a previously filed technical report that is still current. We therefore recommend to the CSA to create a carve-out from the expert consent requirements under NI 44-101 exempting the delivery of an expert's consent from the qualified person where the issuer has

[1] We also seek clarity that where the issuer has used an internal qualified person that cannot be reached, that the issuer itself may consent on behalf of the qualified person.

determined that the technical report remains current. By doing so, this eliminates the logistical delay and incremental costs associated with obtaining the consent which, in our view, is not done at the expense of investors nor prospective purchasers since the issuer remains responsible for the prospectus containing "full, true and plain disclosure" while the expert remains liable for the information derived from his or her technical report under his or her previously filed consent to the extent that the information in his or her technical report contains a misrepresentation.

Updated certificates and consents (subsection 4.2(8) of the Amended Instrument)

We are in full support of the proposed amendment to eliminate the requirement to provide updated certificates and consents for a previously filed technical report that is still current. This proposed amendment most affects us where we are making an acquisition of a target company whereby we are issuing shares of Goldcorp, and shareholder approval of the target company is required. In such instance, the target company is required to provide its shareholders with prospectus level disclosure of the resulting issuer in its information circular delivered to its shareholders, including disclosure of our material mineral properties (and therefore, under the Old Mining Rules, updated certificates and consents would be required). In our view, where the information continues to be current, there is no benefit to obtaining updated certificates and consents. This requirement simply creates unnecessary efforts, costs and potential delays to the completion of the transaction.

We also encourage the CSA to work closely with the United States Securities and Exchange Commission to harmonize the certificate and consent requirements with respect to the filing of continuous disclosure documents for those issuers that are reporting in both Canada and the United States. From a practical standpoint, there is no relief for such issuers if the requirements in Canada are eliminated but not in the United States.

Royalty holders (subsection 9.2(1) of the Amended Instrument)

We are in full support of the proposed amendment to exempt royalty holders from preparing a technical report if the information concerning the project that is subject to the royalty has been previously filed and is still current. Although this proposed exemption does not currently apply to us (insofar as none of the royalties that we currently hold are in respect of mineral projects considered material to us), this proposed exemption may affect us in the future.

Property acquisitions (subsections 4.2(7) of the Amended Instrument)

We are in full support of the proposed amendment to extend the filing deadline for a technical report on a newly acquired property from 45 days to six months if another issuer previously has filed a technical report on such property that remains current. We agree that 45 days is often insufficient time for issuers to obtain the necessary information to complete a new report (especially where an acquisition closes quickly) and that investors would not be compromised by this proposed amendment since investors would still have access to a current technical report.

Short form prospectus trigger

We recommend that the CSA eliminate the short form prospectus trigger for a technical report in all three Cases presented by the CSA for the reasons set out below.[2]

As a short form prospectus filer, we agree that the short form prospectus trigger for a technical report can potentially cause unreasonable delays in the context of a financing. As an issuer of securities (and from the perspective of our board of directors), we would take comfort in the fact that all of the scientific and technical information would still be prepared by, or prepared under the supervision of, a qualified person. Generally speaking, we also believe that having a technical report may provide unsophisticated investors with a false sense of security in respect of a property.

We should note, however, that we also make significant investments in other reporting issuers and therefore we would like to comment on these proposed amendments from the perspective of an investor. When making investments in other reporting issuers, we never rely on the full contents of a technical report as we are focused mostly on the mineral resource and mineral reserve figures, if any, relating to the property as well as some basic information relating to the property, all of which would be disclosed in the prospectus thus making reliance on a technical report redundant. As an investor under the Amended Mining Rules, we would take comfort in (a) the issuer's obligation to identify the new information and to generally make full, true and plain disclosure of all material facts, (b) the underwriters' discharge of their due diligence obligations (in light of their potential liability), and (c) the fact that the information is prepared by, or prepared under the supervision of, a qualified person, and that such qualified person would still be required to provide his or her consent to the disclosure under National Instrument 44-101. In the context of a short form prospectus financing, it is very likely that issuers will work very closely with their underwriters and their qualified persons in developing the disclosure for the prospectus and that any scientific or technical information contained in the short form prospectus will be repeated verbatim in the supporting technical report to be filed thereafter (assuming there are no material changes to account for).

We have no comments on the proposed guidance in subsection 4.2(13) of the Amended Companion Policy and we find such guidance helpful.

Amendments to the Form 43-101 F1

We are in full support of the proposed amendment to permit authors of technical reports to refer to any information in previously filed technical reports so long as the information is summarized and quoted in the new technical report. This will simplify and streamline the delivery of technical reports and facilitate the ease of reference by investors.

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[2] Case 1 (where the new information is not a material change in the affairs of the issuer); Case 2 (whether the new information is a material change in the affairs of the issuer but not first disclosure of, or a material change to, mineral resources, mineral reserves, or a preliminary assessment); and Case 3 (where new information is a material change in the affairs of the issuer and also first disclosure of, or a material change to, mineral resources, mineral reserves, or a preliminary assessment).

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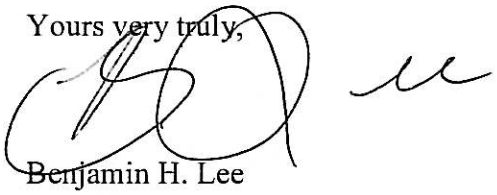
We trust that the comments raised above will be given due consideration and we look forward to continue working with the CSA. Should you have any questions about this submission please feel free to contact the undersigned at (604) 696-3044 or benjamin.lee@goldcorp.com.

Yours very truly,



Benjamin H. Lee
Corporate Counsel