

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

	X	
Brown v. Kinross Gold U.S.A., Inc.	⋮	
	X	CV-S-02-0605-PMP-(RJJ)
This Document Relates To:	⋮	
All Actions.	⋮	
	X	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Settlement Class based on your claims in the litigation entitled *Brown v. Kinross Gold U.S.A., Inc., et al.*, U.S.D.C. Nev., CV-S-02-0605-PMP-(RJJ) (the “Action”), you must complete and, on page 26 hereof, sign this Proof of Claim and Release. If you fail to timely submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed settlement of the Action.

2. Submission of this Proof of Claim and Release, however, does not ensure that you will share in the proceeds of settlement in the Action.

3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE SATURDAY, MARCH 31, 2009, ADDRESSED AS FOLLOWS:**

Brown v. Kinross Gold U.S.A., Inc.
Claims Administrator
c/o Heffler, Radetich & Saitta LLP
1515 Market Street, Suite 1700
Philadelphia, PA 19102

If you are NOT a Member of the Settlement Class (as defined in the “Notice of Class Action Certification, Proposed Class Action Settlement, Motion for Attorneys’ Fees and Nontaxable Costs, and Hearing Thereon”), DO NOT submit a Proof of Claim and Release form.

4. If you are a Member of the Settlement Class, and you do not timely and validly request exclusion, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. DEFINITIONS

Terms as defined in the “Notice of Class Action Certification, Proposed Class Action Settlement, Motion for Attorneys’ Fees and Nontaxable Costs, and Hearing Thereon” (“Notice”) shall also apply to this Order.

III. CLAIMANT IDENTIFICATION

1. If you own or owned shares of \$3.75 Series B Convertible Preferred Stock of Kinam Gold Inc. or the \$3.75 Series B Convertible Preferred Stock of Amax Gold Inc. (the “Preferred”) and the certificate(s) were registered in your name, you are the beneficial holder as well as the record holder. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial holder and the third party is the record holder.

2. Use Part I of this form entitled “Claimant Identification” to identify each holder of record (“nominee”), if different from the beneficial holder of the Preferred which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL HOLDER OR HOLDERS, OR THE LEGAL REPRESENTATIVE OF SUCH HOLDER OR HOLDERS, OF THE PREFERRED UPON WHICH THIS CLAIM IS BASED.

3. All joint beneficial holders must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial holder may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in the Preferred" to supply all required details of your transaction(s) in the Preferred. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to **all** of the shares of Preferred you tendered into the Tendor Offer, **all** of your sales directly to one or more of the Kinross Defendants, and **all** of the shares of the Preferred that you currently own. Failure to report all such transactions may result in the rejection of your claim. If you currently own shares of Preferred and have not received all of the dividends beginning in August 2007, and quarterly thereafter, please indicate which dividends you have not received on a separate piece of paper with your claim form.

3. List each transaction separately and in chronological order, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

4. A copy of your transmittal letter for the shares tendered, the sales contract with one of the Kinross Defendants, and/or a copy of the stock certificate representing the shares of Preferred you currently own or a current brokerage firm statement showing the number of shares you currently own if the shares are not registered in your name, must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

Brown v. Kinross Gold U.S.A., Inc.
CV-S-02-0605-PMP-(RJJ)

PROOF OF CLAIM AND RELEASE

**Must be Postmarked on or Before:
March 31, 2009**

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

--

Beneficial Owner's Name (First, Middle, Last)

If you are a bank or other institution filing on behalf of a third-party, and use an account number to identify the claimant for your records, indicate account number: _____

--

Street Address

--

City

--

Foreign Province

--

--

State or Province

--

Zip Code or Postal Code

--

Foreign Country

Social Security Number:

 -

 -

OR Employer Identification Number:

 -

Check one:

Individual(s) Corporation Other: _____

--	--	--	--	--	--	--	--

Area Code Telephone Number (Work) Area Code Telephone Number (Home) Area Code Fax Number

--

Record Owner's Name (if different from beneficial owner listed above)

--

E-Mail Address

I was _____ or was not _____ a Market Maker in Kinam Gold Inc. Preferred stock.

PART II SCHEDULE OF TRANSACTIONS IN THE PREFERRED

Please complete all of the following subsections (i.e., A, B-1 B-2, C, D, and E) that pertain to you. If you require additional space to complete any portion of Part II of this Claim Form, attach extra schedules in the same format as above. Sign and print your name on each additional page.

A. Purchases of the Preferred:

Trade Date: (List Chronologically) (Month / Day / Year)	Number of Preferred Shares Purchased	Purchase Price Per Share	Total Purchase Price								
<table border="1" style="width:100%; border-collapse: collapse;"><tr><td style="width:33%; height: 20px;"></td><td style="width:33%; height: 20px;"></td><td style="width:33%; height: 20px;"></td></tr></table>				<table border="1" style="width:100%; border-collapse: collapse;"><tr><td style="width:100%; height: 20px;"></td></tr></table>		<table border="1" style="width:100%; border-collapse: collapse;"><tr><td style="width:50%; height: 20px;"></td><td style="width:50%; height: 20px;"></td></tr></table>			<table border="1" style="width:100%; border-collapse: collapse;"><tr><td style="width:80%; height: 20px;"></td><td style="width:20%; height: 20px;"></td></tr></table>		
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Total Shares Purchased: _____

B. Sales of the Preferred:

B-1. Sales of the Preferred to any person or entity other than Kinross Gold Corporation, Kinam Gold Inc., or Kinross Gold U.S.A., Inc., including all market transactions:

Trade Date: (List Chronologically) (Month / Day / Year)	Number of Preferred Shares Sold	Price Per Share Sold	Total Sales
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

Total Shares Not Sold directly to Kinross Gold Corporation, Kinam Gold Inc., or Kinross Gold U.S.A., Inc.: _____

B-2. Sales of the Preferred sold directly to Kinross Gold Corporation, Kinam Gold Inc., or Kinross Gold U.S.A., Inc.:

Trade Date: (List Chronologically) (Month / Day / Year)	Number of Preferred Shares Sold	Price Per Share Sold	Total Sales
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

Total Shares Sold directly to Kinross Gold Corporation, Kinam Gold Inc., or Kinross Gold U.S.A., Inc.: _____

C. Tender of the Preferred into the Tender Offer:

Tender Date: (List Chronologically) (Month / Day / Year)	Number of Preferred Shares Tendered	Tendered Price Per Share	Total Tendered
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

Total Shares Tendered into the Tender Offer: _____

D. Number of Shares Held as of January 29, 2009 (A-B1-B2-C=D):

Total Shares held as of January 29, 2009 _____

If you currently own shares of the Preferred, you are a member of the Holder Subclass THAT IS A PART OF THE SETTLEMENT. HOWEVER, AS A MEMBER OF THE HOLDER SUBCLASS, in order to participate in the Settlement AND TO SUBMIT A VALID CLAIM FORM, you must continue to own your shares of the Preferred at the time of the entry of the Court’s final order approving the Settlement. It is anticipated that if the court grants final approval of the Settlement it will do so on or after January 29, 2009. If you sell OR OTHERWISE TRANSFER OWNERSHIP OF ANY OF your shares before the Court enters the final order finally approving the Settlement, you will no longer be a member of the Holder Subclass AS TO ANY SUCH SHARES, will be excluded from participating in the Settlement as to those shares, AND WILL NOT receive ANY MONEY from the Settlement AS TO THOSE SHARES.

E. Dividends Received After April 26, 2002:

Did you receive one or more dividend payments on any share(s) of the Preferred that you owned or held on or after the filing of this Action on April 26, 2002, through and including the present time?

No: _____.

Yes: _____.

If you answered "Yes", complete the following box(es), if you answered "No", do not complete the following box(es).

Date Dividends Received (List Chronologically) (Month / Day / Year)	Number of Shares Owned	Total Amount of Dividends Received
□□ / □□ / □□	□□□□□□□□	\$ □□□□□□□□.□□
□□ / □□ / □□	□□□□□□□□	\$ □□□□□□□□.□□
□□ / □□ / □□	□□□□□□□□	\$ □□□□□□□□.□□
□□ / □□ / □□	□□□□□□□□	\$ □□□□□□□□.□□
□□ / □□ / □□	□□□□□□□□	\$ □□□□□□□□.□□
□□ / □□ / □□	□□□□□□□□	\$ □□□□□□□□.□□
□□ / □□ / □□	□□□□□□□□	\$ □□□□□□□□.□□

YOU MUST READ THE RELEASE BEGINNING ON PAGE 25 AND SIGN ON PAGE 26.

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I also submit to the jurisdiction of the United States District Court for the District of Nevada (the "Court"), with respect to my claim as a Settlement Class Member, for purposes of enforcing the Release set forth herein, implementation and enforcement of the terms of the Settlement (including any disposition or proceeds thereof and any claims or disputes related thereto), any and all issues relating to the termination, cancellation or redemption of the Preferred made in connection with the Settlement, any claims that were or could have been brought in the Action, and any and all future claims relating to or arising from those Claims regardless of whether or not they relate directly or indirectly to the Settlement. I agree that any disagreement over the interpretation or meaning of the terms of this Stipulation shall be resolved by the Court. I further acknowledge that I am bound by and subject to the terms of any Judgment that may be entered in the Action. I agree to furnish additional information regarding my transactions in (or relating to) the Preferred to the Claims Administrator to support this claim if requested to do so. I have not submitted any other claim covering the same shares, sales, or tender of the Preferred and know of no other Person having done so on my behalf.

VI. RELEASE

1. I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Persons and each and all of their "Related Parties," defined as each of a Defendant's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of the Individual Defendant's immediate family, or any trust of which any Individual Defendant is the settlor or which is for the benefit of any Individual Defendant's family.

2. I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from liability the Lead Plaintiffs, Plaintiffs' Counsel, and the Claims Administrator for any and all claims, demands, rights, causes of action or liabilities, of every nature and description whatsoever, whether based in law or equity, on federal, state, local, statutory or common law, or any other law, rule or regulation, including both known claims and Unknown Claims that have been or could have been asserted in any forum by me or on my behalf, by any Class member, or by any Settlement Class Member, or the successors or assigns of any of them, whether directly, indirectly, derivatively, representatively or in any other capacity, against any of the Lead Plaintiffs, Plaintiffs' Counsel, or the Claims Administrator, which arise out of, or relate in any way, directly or indirectly, to the Action, and further release each and all of their related parties defined as each or their past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities, any entity in which any Lead Plaintiff, Plaintiffs' Counsel, or the Claims Administrator, has a controlling interest, any member of their immediate family, or any trust of which any Lead Plaintiff, Plaintiffs' Counsel, of the Claims Administrator is the settler, or which is for the benefit of any member of their respective families.

3. "Settled Class Claims" or "Released Claims" means any and all claims, demands, rights, actions or causes of action, liabilities, damages, losses, obligations, judgments, suits, fees, expenses, costs, matters and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, hidden or concealed, matured or unmatured, that have been, could have been, or in the future can or

might be asserted in the Action or in any court, tribunal or proceeding (including, but not limited to, any claims arising under federal or state statutory or common law relating to alleged fraud, breach of any duty, negligence, violations of the federal securities laws or otherwise) by or on behalf of Lead Plaintiffs or any member of the Settlement Class, against the "Released Persons", whether or not any such Released Persons were named, served with process or appeared in the Action, arising out of, or relating in any manner to the allegations, facts, events, acquisitions, matters, acts, occurrences, statements, representations, misrepresentations, omissions, or any other matter, thing or cause whatsoever, or any series thereof, through and including the Effective Date of this Settlement, which have been or could have been alleged in the Action or which are embraced, involved, set forth in, referred to, or otherwise related in any way to: (i) the Action and any of the Complaints therein, or any amendment thereto; (ii) the fiduciary obligations of any of the Defendants or Released Persons to Lead Plaintiffs or the Settlement Class; (iii) the contractual obligations, if any, of any of the Defendants or Released Persons to Lead Plaintiffs or the Settlement Class; (iv) the obligations of any of the Lead Plaintiffs or Plaintiffs' Counsel to any member of the Settlement Class; or (v) the negotiations in connection with the Action, or any amendment thereto. The Released Claims include "Unknown Claims" as defined in paragraph 3 below.

4. "Unknown Claims" means any Released Claims which any Lead Plaintiff or Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this settlement or not to seek exclusion from this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiffs shall expressly and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights and benefits of California Civil Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

The Lead Plaintiffs shall expressly and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. The Lead Plaintiffs and Settlement Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but each Lead Plaintiff shall expressly and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Lead Plaintiffs acknowledge, and the Settlement Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this Release is a part.

5. This Release, once executed by me or on my behalf to the extent permitted by law, shall only be in force when the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

6. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

7. I (We) hereby warrant and represent that I (we) have not sold, assigned or transferred any shares of the Preferred for which I am (we are) submitting a claim pursuant to Part II, Section D of the Claim Form.

8. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any right that I (we) may have to receive pursuant to the Settlement, including as claimed on by me (us) and on Part II of the Claim Form.

9. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in the Preferred, the number of shares of the Preferred held by me (us) as of January 29, 2009, and all dividends that I (we) received on the Preferred after April 26, 2002.

(Sign your name here)

(Type or print your name here)

Signature of Joint Claimant, if any

Type or print Joint Claimant

(Capacity of person(s) signing, e.g., Beneficial Holder, Executor or Administrator

SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number ("TIN") and Certification

PART I

NAME: _____

Check appropriate box: Individual/Sole Proprietor Corporation Partnership Trust
 IRA Pension Plan Other _____

Enter TIN on appropriate line.

For individuals, this is your Social Security Number ("SSN").

For sole proprietors, you must enter your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN").

For other entities, it is your EIN.

____-____-____ or ____-____-____
Social Security Number Employer Identification Number

PART II

For Payees Exempt from Backup Withholding

If you are exempt from backup withholding, enter your correct TIN in Part I and write "exempt" on the following line: _____.

PART III

Certification

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

- 1. The number shown on this form is (our) my correct TIN; and
- 2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1) (C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out the word "NOT" in Item 2 above.

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____ (Month/Year),

in _____, _____
(City) (State/Country)

Sign your name here

Type or print your name here

Signature of Joint Claimant, if any

Type or print Joint Claimant

Capacity of person(s) signing, e.g., Beneficial Holder, Executor or Administrator

Brown v. Kinross Gold U.S.A., Inc.
Claims Administrator
c/o Heffler, Radetich & Saitta LLP
1515 Market Street, Suite 1700
Philadelphia, PA 19102

FIRST CLASS MAIL

PLEASE FORWARD — IMPORTANT LEGAL NOTICE

**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above Release on page 26 and Certification on page 27.
2. Remember to attach copies of supporting documentation.
3. Send only copies, as applicable, of original stock certificates, do not send original stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgment of receipt of your claim form, please mail it in a way that allows the United States Postal Service or a private courier to provide you with delivery confirmation.
6. If you move, please send us your new address.