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October 10, 2006

File No. 214611

Office of Mergers and Acquisitions
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F. Street, N.E.
Washington, DC 20549-3628

Attention: Brian V. Breheny, Esq., Chief

Dear Sirs/Mesdames:

We are Canadian counsel to Barrick Gold Corporation ("Barrick"), a corporation existing under the laws of the Province of Ontario. We are writing in respect of the letter (the "Application Letter") dated October 10, 2006 from Cravath, Swaine & Moore LLP requesting on behalf of Barrick exemptive relief from certain provisions of the United States Securities and Exchange Act of 1934, as amended.

We have reviewed the Application Letter and are of the opinion that the statements made therein relating to Canadian takeover bid law and practice are a fair and accurate summary of takeover bid law and practice in Canada.

The opinion expressed above is limited to the laws of the Province of Ontario and the federal laws of Canada applicable therein, and we express no opinion as to any laws, or matters governed by any laws, other than the laws of the Province of Ontario and the federal laws of Canada applicable therein in effect as of the date hereof.

The opinion expressed above is provided solely for the benefit of the addressee in connection with the transactions contemplated in the Application Letter and may not be used or relied upon by any other person or for any other purpose.

Yours very truly,

Davies Ward Phillips & Vineberg LLP

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cc Celeste M. Murphy, Esq., Office of Mergers and Acquisitions
James A. Brigagliano, Esq., Acting Associate Director of the Division of Market Regulation

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