

MIRAMAR MINING CORP
Form 6-K
May 13, 2005

FORM 6-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of: **May, 2005**

Commission File Number: **0-25672**

MIRAMAR MINING CORPORATION
(Translation of registrant's name into English)

#300 - 889 Harbourside Drive
North Vancouver, British Columbia
Canada V7P 3S1
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b) 82

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SIGNATURE

MIRAMAR MINING CORPORATION
(Registrant)

By: /s/ A. David Long
A. David Long, Corporate Secretary

Dated: May 10, 2005

EXHIBIT INDEX

- 1 Notice of Annual General Meeting of Shareholders
 - 2 Management Information Circular
 - 3 Proxy
 - 4 Request for Voting Instructions
-

EXHIBIT 1

MIRAMAR MINING CORPORATION

*300-889 Harbourside Drive, North Vancouver, B.C. V7P 3S1 Canada
Tel: (604) 985-2572 Fax: (604) 980-0731 Toll Free: 1-800-663-8780*

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the Meeting) of the shareholders of Miramar Mining Corporation (the Corporation) will be held in the Cheakamus Room of the Fairmont Waterfront Hotel, 900 Canada Place Way, Vancouver, British Columbia on May 10, 2005, at the hour of 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year of the Corporation ended December 31, 2004, together with the report of the auditor thereon;
2. to elect directors of the Corporation;
3. to appoint an auditor of the Corporation for the ensuing financial year and to authorize the directors of the Corporation to fix the remuneration of the auditor; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

Shareholders of the Corporation are invited to attend the Meeting. Shareholders of record at the close of business on March 24, 2005 are entitled to notice of the Meeting and will be entitled to vote at the Meeting. Shareholders who are unable to attend the Meeting in person should complete, date and sign the accompanying form of proxy and return it to the office of the Corporation's registrar and transfer agent, Pacific Corporate Trust Company, at 10th floor, 625 Howe Street, Vancouver, British Columbia V6C 3B8.

Dated at Vancouver, British Columbia, this 14th day of April, 2005.

By Order of the Board

Anthony P. Walsh
President

NOTE: Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting whether or not they are able to attend personally. To be effective, and in order to be used at the Meeting or an adjournment thereof, forms of proxy must be received by the Corporation c/o Pacific Corporate Trust Company, 10th Floor, 625 Howe Street, Vancouver, British Columbia V6C 3B8, prior to 5:00 p.m., Vancouver time, on May 9, 2005, or, in the case of an adjournment of the Meeting, not later than 5:00 p.m., Vancouver time, on the business day prior to the reconvened meeting.

DEPOSIT OF A PROXY MAY BE MADE BY DELIVERY THROUGH THE MAIL, BUT THE PROXY SHOULD BE MAILED PROMPTLY IN ORDER TO ENSURE TIMELY DEPOSIT. A SELF-ADDRESSED ENVELOPE IS PROVIDED FOR RETURN OF A PROXY.

EXHIBIT 2

MIRAMAR MINING CORPORATION

*300-889 Harbourside Drive, North Vancouver, B.C. V7P 3S1 Canada
Tel: (604) 985-2572 Fax: (604) 980-0731 Toll Free: 1-800-663-8780*

MANAGEMENT INFORMATION CIRCULAR

This information circular (this Proxy Circular) is being furnished to the shareholders of Miramar Mining Corporation (the Corporation) in connection with the solicitation of proxies by the management of the Corporation for use at the annual general meeting of the shareholders of the Corporation (the Meeting) to be held in the Cheakamus Room at The Fairmont Waterfront Hotel, 900 Canada Place Way, in Vancouver, British Columbia on May 10, 2005 at the hour of 10:00am Pacific Time, for the purposes set out in the notice of the Meeting accompanying this Proxy Circular. This Proxy Circular is first being sent to shareholders of the Corporation on or about April 14, 2005. Unless otherwise stated, information contained in this Proxy Circular is given as at March 24, 2005 (except where indicated).

The solicitation of proxies for the Meeting will be primarily by mail but proxies may also be solicited personally or by telephone by employees of the Corporation or by agents retained by the Corporation. Employees of the Corporation will not receive any extra compensation for such activities. The Corporation may also pay brokers or other persons holding common shares of the Corporation in their own names, or in the names of nominees, their reasonable expenses for sending proxies and proxy material to beneficial owners of common shares of the Corporation and requesting authority to execute proxies in respect of such common shares of the Corporation. The Corporation will bear the expenses of such

solicitation of proxies.

No person is authorized to give any information or to make any representation other than as contained in this Proxy Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Corporation. The delivery of this Proxy Circular shall not under any circumstances create an implication that there has been no change in the information set forth herein since the date of this Proxy Circular.

APPOINTMENT OF PROXY AND DISCRETIONARY AUTHORITY

The persons named in the form of proxy accompanying this Proxy Circular are officers and directors of the Corporation. A shareholder of the Corporation has the right to appoint a person, who need not be a shareholder of the Corporation, other than the persons named in the form of proxy accompanying this Proxy Circular, as nominee to attend and act for and on behalf of such shareholder at the Meeting and may exercise such right by inserting the name of such person in the blank space provided on the form of proxy, or by executing a proxy in a form similar to the form of proxy accompanying this Proxy Circular. If a shareholder of the Corporation appoints one of the persons named in the form of proxy accompanying this Proxy Circular as the nominee of the shareholder and does not direct such nominee to vote either for, against or withhold from voting in respect of a matter or matters with respect to which an opportunity to specify how the common shares of the Corporation registered in the name of such shareholder are to be voted, the proxy will be voted for such matter or matters.

To be effective, proxies must be received by the Corporation c/o Pacific Corporate Trust Company, 10th Floor, 625 Howe Street, Vancouver, British Columbia V6C 3B8, prior to 5:00 p.m., Pacific Time, **on May 9, 2005** or, in the case of any adjournment of the Meeting, not later than 5:00 p.m., Pacific Time, on the business day prior to the reconvened meeting. Deposit of a proxy may be made by delivery through the mail, but the proxy should be mailed promptly in order to ensure timely deposit. A self addressed envelope is provided for the return of a proxy.

EXERCISE OF VOTE BY PROXY

The common shares of the Corporation represented by a proxy at the Meeting will be voted for, against or withheld from voting in accordance with the instructions of the holder of such common shares of the Corporation, so long as such instructions are certain, on any ballot that may be called for and, where the shareholder of the Corporation whose proxy is solicited specifies a choice with respect to any matter to be voted upon, the common shares of the Corporation represented by such proxy will be voted in accordance with the specification so made.

If no choice is specified in the proxy, the persons named in the form of proxy accompanying this Proxy Circular will vote for all of the matters proposed by management at the Meeting and described in the notice of the Meeting accompanying this Proxy Circular.

The form of proxy accompanying this Proxy Circular confers discretionary authority upon the persons named therein with respect to any amendment or variation to the matters identified in the notice of the Meeting accompanying this Proxy Circular and with respect to other matters which may properly come before the Meeting. Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the notice of the Meeting accompanying this Proxy Circular. However, if any other matters which are not now known to management of the Corporation should properly come before the Meeting, the common shares of the Corporation represented by proxies given in favour of the persons named in the form of proxy accompanying this Proxy Circular will be voted on such matters in accordance with the best judgment of such person.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are non-registered shareholders because the Common Shares of the Corporation they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a Registered Shareholder in respect of shares which are held on behalf of that person (the Non-Registered Holder) but which are registered either: (a) in the name of an intermediary (an Intermediary) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (CDS)) of which the Intermediary is a participant.

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as NOBO s . Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as OBO s . In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has elected to send the notice of meeting, this information circular and the proxy (collectively, the Meeting Materials) directly to the NOBO s , and indirectly through Intermediaries to the OBO s .

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non- Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a VIF). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares of the Corporation which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the meeting. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

REVOCATION OF PROXIES

A shareholder of the Corporation may revoke a previously given proxy by depositing an instrument in writing executed by the shareholder or his attorney authorized in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof properly authorized, indicating the capacity in which such officer or attorney is signing, and deposited, together with the instrument so empowering the officer or officers or the attorney, or a notorially certified copy of such instrument, either at the registered office of the Corporation at any time up to and including 5:00 p.m., Pacific Time, on May 9, 2005 or any adjournment thereof, at which the proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof before any vote in respect of which the proxy is to be used shall have been taken or in any other manner provided by law.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue 500,000,000 common shares of which, as at March 24, 2005, 159,696,699 common shares were outstanding, each entitled to one vote on each matter voted upon by ballot at the Meeting. Each holder of record of common shares of the Corporation on March 24, 2005 was entitled to notice of the Meeting and is entitled to vote at the Meeting.

To the best of the knowledge of the directors and the senior officers of the Corporation, at March 24, 2005 no person or company beneficially owned, directly or indirectly, or exercised control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting shares of the Corporation other than Dundee Wealth Management Inc. which, together with its subsidiaries, affiliates and associates, owned or exercised control or direction over an aggregate of 25,580,717 common shares of the Corporation, which represents approximately 16% of the issued shares of the Corporation.

ELECTION OF DIRECTORS

It is proposed that the persons named below be nominated for election as directors of the Corporation. All of the proposed nominees are now directors of the Corporation and have been since the year set forth below. Management of the Corporation does not contemplate that any of the proposed nominees will be unable to serve as directors of the Corporation but, if that should occur for any reason prior to the Meeting, the persons named in the form of proxy accompanying this Proxy Circular have the right to vote for any other nominee of management of the Corporation. Each director will be elected to hold office until the close of the next annual general meeting of the shareholders of the Corporation or until his/her successor is appointed or elected. The following table sets forth certain information concerning the persons nominated for election as directors of the Corporation.

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

Name and Municipality of Residence	Positions Held	Principal Occupation	Director Since	Number of Common Shares(6)
Lawrence Bell(1)(5) Vernon, B.C	Director	Chairman of the Board, BC Hydro, electrical utility	2003	20,000
David Fennell(2)(4) Nassau, Bahamas	Executive Vice-Chairman, and Director	Business Executive	2002	2,423,742
Catherine McLeod-Seltzer (3)(5) West Vancouver, B.C	Director	President & Director, Pacific Rim Mining Corporation, natural resource company	2001	15,667
Peter Nixon(1)(5) Keswick, Ontario	Director	Corporate Director	2002	13,150

Anthony J. Petrina(2)(3) (4)(5) Vancouver, B.C	Chairman of the Board and Director	Mining Engineer, Corporate Director	1995	45,000
Christopher J. Pollard(1)(4) Vancouver, B.C	Director	Corporate Director	1994	
William E. Stanley(1)(2)(3) West Vancouver, B.C	Director	Mining Engineer, Industry Consultant	1995	1,000
Anthony P. Walsh (2)(5) West Vancouver, B.C	President and Chief Executive Officer and Director	President and Chief Executive Officer of the Corporation	1999	147,192

- (1) Member of the Audit & Risk Management Committee
- (2) Member of the Executive Committee
- (3) Member of the Human Resources Committee
- (4) Member of the Safety and Environmental Committee
- (5) Member of the Corporate Governance and Nominating Committee
- (6) Indicates the number of common shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised. Such information, not being within the knowledge of the Corporation, has been furnished by the respective nominees.
- (7) Peter Steen who is currently a director will not be standing for re-election as a director at the Meeting.

Each of the nominees has been engaged in the principal occupation set forth opposite the nominee's name during the past five years except for Mr. Lawrence Bell who, prior to August 2001, was President of Shato Holdings Ltd., a food services & real estate management, and holding company; and David Fennell who, prior to 2002, was the President of Hope Bay Gold Corporation Inc.

Unless such authority is withheld, the persons named in the form of proxy accompanying this Proxy Circular intend to vote for the election of the foregoing individuals as directors of the Corporation.

EXECUTIVE COMPENSATION

The following table sets forth all annual and long-term compensation for services rendered in all capacities to the Corporation and to subsidiaries of the Corporation for the financial years ended December 31, 2004, 2003 and 2002 to the extent required by law in respect of each of the individuals who were at any time during 2004, the Chief Executive Officer, the Chief Financial Officer and the three other most highly

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

compensated executive officers of the Corporation (collectively the "Named Executive Officers") whose salary and bonus for such year exceed \$150,000.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation Awards	All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation(1) (\$)	Securities Under Options Granted (#)	
Anthony P. Walsh	2004	320,000	--	29,155	230,000	--
President & Chief Executive Officer	2003	290,000	100,000	25,500	150,000	--
	2002	276,980	70,000	25,500	100,000	--
Stephen P. Quin	2004	205,000	--	25,315	145,000	--
Executive Vice-President	2003	205,000	40,000	23,700	100,000	--
	2002	201,968	50,000	23,700	80,000	--

Brian M. Labadie	2004	215,000	--	25,315	145,000	--
Executive Vice-President & Chief Operating Officer	2003	215,000	45,000	23,700	100,000	--
	2002	212,364	50,000	23,700	80,000	--
A. David Long	2004	150,000	--	23,515	140,000	--
Corporate Secretary	2003	141,968	30,000	21,900	90,000	--
Vice-President, Legal	2002	141,968	15,000	21,900	80,000	--
Elaine Bennett	2004	135,000	--	23,515	140,000	--
Vice-President & Controller	2003	115,000	23,000	21,900	90,000	--
	2002	101,740	20,000	15,588	20,000	--

1. In each case the amount represents a Registered Retirement Savings Plan contribution of approximately \$14,500 per annum; a car allowance of between \$700 and \$1000 per month and a parking allowance of \$50 per month. Mr. Walsh receives a club membership of approximately \$170 per month.

The services of David Fennell as Executive Vice Chairman of the Corporation are provided by Laurentian Mountain Investments Ltd. under a two year contract for the period January 2005 to December 2007 for a fee of US\$350,000 and stock options in an amount equivalent to options granted annually to senior officers of the Corporation.

Stock Option Plan

Under the stock option plan of the Corporation (the "Stock Option Plan"), options to purchase common shares of the Corporation may be granted to full or part-time employees and directors of the Corporation or subsidiaries of the Corporation and other persons or companies engaged to provide ongoing management or consulting services for the Corporation or any entity controlled by the Corporation. The maximum number of common shares of the Corporation subject to option under the Stock Option Plan may not exceed 10,800,000. In determining the number of common shares of the Corporation subject to each option granted under the Stock Option Plan, consideration is given to the present and potential contribution by such person or company to the success of the Corporation. The exercise price per common share may not be less than the closing price of the common shares of the Corporation on the Toronto Stock Exchange on the trading day immediately preceding the day on which the

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

option is granted. Each option is for a term not in excess of 10 years and is not exercisable unless the optionee has been continuously employed by, a director or an officer of, or engaged in providing ongoing management or consulting services for, the Corporation or a subsidiary of the Corporation continuously since the date of grant of the option, except (i) in the case of the death of an optionee, in which case the option is exercisable for a maximum of 12 months thereafter, (ii) in the case of an optionee ceasing to be a participant under the Stock Option Plan for any reason other than cause of death, in which case the option is exercisable for a maximum of 30 days thereafter or (iii) an optionee who is a director ceasing to be a participant under the Stock Option Plan as a result of a takeover of the Company, in which case the option is exercisable for a maximum period of one year. The Stock Option Plan does not provide for the granting of financial assistance, whether by way of a loan, guarantee or otherwise, by the Corporation in connection with any purchase of common shares from the Corporation. All options granted by the Corporation are currently exercisable for a five year term.

During the financial year of the Corporation ended December 31, 2004 options were granted to the Named Executive Officers as follows:

OPTIONS GRANTED TO NAMED EXECUTIVE OFFICERS DURING 2004

Name	Securities Under Options Granted (#)	% of Total Options Granted to Employees in Financial Year	Exercise Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security)	Expiration Date
Anthony P. Walsh	180,000 50,000	7.02%	\$3.34 \$2.76	\$3.34 \$2.76	January 2, 2009 February 5, 2009
Stephen P. Quin	120,000 25,000	4.43%	\$3.34 \$2.76	\$3.34 \$2.76	January 2, 2009 February 5, 2009
Brian Labadie	120,000 25,000	4.43%	\$3.34 \$2.76	\$3.34 \$2.76	January 2, 2009 February 5, 2009
A. David Long	120,000 20,000	4.28%	\$3.34 \$2.76	\$3.34 \$2.76	January 2, 2009 February 5, 2009
Elaine Bennett	120,000 20,000	4.28%	\$3.34 \$2.76	\$3.34 \$2.76	January 2, 2009 February 5, 2009

The following table sets forth details of all exercises of options during the financial year of the Corporation ended December 31, 2004 by each of the Named Executive Officers and the value as at December 31, 2004 of unexercised options on an aggregate basis:

AGGREGATED OPTION EXERCISES DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR AND DECEMBER 31, 2004 OPTION VALUES

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options at December 31, 2004 (#)	Value of Unexercised-in-the Money Options at December 31, 2004 (\$)
			Exercisable/	Exercisable/

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

			Unexercisable(6)	Unexercisable(6)
Anthony Walsh	95,000	\$ 80,000	519,000	\$154,180
Stephen P. Quin	--	--	325,000	\$ 97,600
Brian Labadie	--	--	245,000	\$ 0
A. David Long	33,000	\$ 37,950	330,000	\$117,600
Elaine Bennett	--	--	230,000	\$ 0

- (1) 70,000 at \$1.00; 69,000 at \$1.22; 150,000 at \$1.90; 180,000 at \$3.34 and 50,000 at \$2.76.
 (2) 80,000 at \$1.22; 100,000 at \$1.90; 120,000 at \$3.34 and 25,000 at \$2.76.
 (3) 100,000 at \$1.90; 120,000 at \$3.34 and 25,000 at \$2.76
 (4) 20,000 at \$1.00, 80,000 at \$1.22; 90,000 at \$1.90; 120,000 at \$ 3.34 and 20,000 at \$2.76.
 (5) 90,000 at \$1.90; 120,000 at \$3.34 and 20,000 at \$2.76.
 (6) All options are vested and no options held by the Named Executive Officers are unexercisable. Notes (1) through (5) above refer to the number of shares that may be acquired on exercise at the stated exercise prices.

Executive Contracts

The Corporation has entered into employment agreements with the Named Executive Officers which provide in each case, other than the Chief Executive Officer, that if the Officer's employment is terminated by the Corporation,

other than for cause, the Officer will be paid severance of two times the Officer's then salary and benefits. The benefits provided by the company include automobile expenses, disability benefits, standard and extended health benefits and dental benefits, annual RRSP contributions and benefits under a supplemental executive retirement plan described below under Executive Retirement Plan. The Corporation's approach to determining salary, bonuses and granting stock options to executives is discussed below under the report of the Human Resources Committee of the Board.

Human Resources Committee

The annual base salaries and bonuses paid to senior management of the Corporation and the benefits offered by the Corporation in the financial year ended December 31, 2004, were determined by the Human Resources Committee of the Board of Directors comprised of four non-employee directors formed to administer the executive remuneration program of the Corporation. The Human Resources Committee in respect of the financial year ended December 31, 2004 was comprised of William E. Stanley (Chair), Catherine McLeod-Seltzer and Peter Steen. The Human Resources Committee has determined that the annual compensation paid to senior management of the Corporation should be equivalent to the industry standard paid to executives of comparable corporations in the gold mining industry in Canada.

The Human Resources Committee has formulated criteria to be used in determining the remuneration of senior management of the Corporation. The Human Resources Committee annually reviews independent salary surveys to assist it to determine executive compensation.

Human Resources Committee Report

Executive Compensation Program

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

The Corporation's principal goal is to create value for its shareholders. The Corporation believes that directors, officers and employees should have their benefits aligned with both the short and long term interests of the shareholders. To this end, the executive compensation program formulated by the Human Resources Committee is comprised of three components: base salary, annual cash bonus and long-term incentive in the form of stock options. It is structured to be competitive with a select group of comparative North American gold mining companies. A portion of the annual cash bonus is directly related to the overall performance of the Corporation. The Human Resources Committee sets the executive compensation levels using the PricewaterhouseCoopers annual National Mining Industries Salary Survey. The survey is a competitive analysis of the compensation paid to mining executives in Canada.

Base Salaries

To ensure that the Corporation is capable of attracting, motivating and retaining individuals with exceptional executive skills, cash compensation is reviewed and adjusted annually, based primarily on individual and corporate performance as well as compensation practices of similar gold mining companies. In determining base salaries and bonuses, the Human Resources Committee took into account the financial performance of the Corporation for 2004.

The level of the base salary for each employee of the Corporation is determined by the level of responsibility and the importance of the position to the Corporation, within competitive industry ranges. The Human Resources Committee determines the base salaries and bonuses for senior management and employees of the Corporation. Named executive officers received salary increases of up to 10.35% during 2004.

Bonus

The Chief Executive Officer of the Corporation presents recommendations to the Human Resources Committee with respect to bonuses to be awarded to the other members of senior management and the other employees of the Corporation. The Human Resources Committee evaluates each member of senior management and the other employees of the Corporation in terms of their performance and the performance of the Corporation. The Human Resources Committee then makes a determination of the bonuses, if any, to be awarded to each member of senior management and to the employees of the Corporation, which are reported to the Board of Directors of the Corporation. In 2005, only one member of the executive management team received a performance bonus for work done in 2004.

Stock Options

The purpose of the Corporation's stock option plan is to develop the interest and incentive of eligible employees, officers and directors in the Corporation's growth and development by giving an opportunity to purchase Common Shares on a favourable basis, thereby advancing the interests of the Corporation, enhancing the value of the Common Shares for the benefit of all shareholders and increasing the ability of the Corporation to attract and retain skilled and motivated individuals.

Stock Options are granted in accordance with the stock option plan approved by the shareholders (outlined below) at an exercise price not less than the closing price of the Common Shares on the Toronto Stock Exchange on the business day immediately prior to the date of grant. Currently there are options to purchase an aggregate of 8,625,578, common shares granted to directors, officers and employees, representing approximately 5.40% of the issued shares of the Corporation on March 24, 2005.

Stock Option Plan

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

The Human Resources Committee previously set a program for annual stock option grants under the Corporation's Stock Option Plan setting the number of options to be granted for each position within the Corporation. The Stock Option Plan is administered by the Chief Executive Officer of the Corporation within the program set by the Human Resources Committee, and is intended to advance the interests of the Corporation through the motivation, attraction and retention of key employees, officers and directors of the Corporation and subsidiaries of the Corporation and to secure for the Corporation and its shareholders the benefits inherent in the ownership of common shares of the Corporation by key employees, officers and directors of the Corporation and subsidiaries of the Corporation. Each grant of options under the Stock Option Plan is approved by the Board of Directors of the Corporation.

The number of common shares of the Corporation which may be subject to option under the Stock Option Plan in favour of any one individual and in the aggregate is limited under the terms of the Stock Option Plan and cannot be increased without shareholder and regulatory approval. Options granted under the Stock Option Plan have a maximum term of ten years and are exercisable at a price per share determined by the Board of Directors of the Corporation at the time the option is granted, which price may not be less than the closing price of the common shares on The Toronto Stock Exchange on the last trading day immediately preceding the date of grant of the option. The options initially granted under the Stock Option Plan were approved by the Board of Directors of the Corporation at the time of grant. All subsequent grants of options are reviewed by the Human Resources Committee and recommended to the Board of Directors for approval.

Compensation of the Chief Executive Officer

The process for the setting of the compensation of the Chief Executive Officer of the Corporation is the same as for the other members of senior management of the Corporation. The Chief Executive Officer's performance is evaluated by the Human Resources Committee relative to various objectives set for him and the Corporation.

The Human Resources Committee and the Board of Directors continue to be of the view that Mr. Walsh provides the leadership that permitted the Corporation to advance its initiatives in 2004 and in making their compensation decision, they considered other factors including his contribution to the business performance and anticipated future performance of the Corporation.

In consideration of Mr. Walsh's contribution to the Corporation, Mr. Walsh received a salary of \$320,000 and was granted fully vested incentive stock options to purchase 230,000 common shares of the Corporation for a period of five years.

In 2000, the Corporation entered into a revised employment agreement with Mr. Walsh which provides that if Mr. Walsh's employment is terminated without cause, he will be paid severance of three years of his then salary. However, if his employment is terminated within twelve months of a change of control of the Corporation, the three years severance will be based on the average salary of Chief Executive Officers of Canadian Mining Companies with fewer than 1,000 employees according to the PricewaterhouseCoopers annual salary survey.

The Human Resources Committee has also approved those executive officers of the Corporation who will be eligible to receive a bonus in 2005, together with enumerated and weighted objectives for each of these executive officers for 2004. The performance evaluation of the executive officers is primarily the responsibility of the President and CEO.

Going forward, the Human Resources Committee and, as appropriate, the Board of Directors, will address other issues relating to executive compensation, including the relative emphasis on the components of executive compensation, including compensation for the Corporation's President and CEO.

The foregoing report dated March 24, 2005, for the financial year ended December 31, 2004 has been presented by the Human Resources Committee.

Executive Retirement Plan

The Corporation has established a supplemental executive retirement plan for five senior executives (the Plan). The Plan provides that the Corporation will pay to each executive on retirement or termination of employment a benefit equal to the difference between the amount of the Corporation's contributions to the executive's individual RRSP plan and investment returns thereon and a pension amount based upon such executive's years of service and salary averaged over the highest consecutive 60 months of employment. The Plan credits the executives with services from 1998. All of the executives in the Plan have been employed by the Corporation since prior to 1998. The aggregate accrued benefit

Edgar Filing: MIRAMAR MINING CORP - Form 6-K

obligations under the Plan for services for the seven year period from January 1, 1998 to December 31, 2004 were \$575,407 (\$288,804 Anthony Walsh, \$146,541 Brian Labadie, \$93,642 Stephen Quin, \$42,773 David Long, \$3,647 Elaine Bennett). The Plan obligations are not funded by the Company until retirement or termination and therefore the Plan had a deficit at December 31, 2004 of \$575,407.

Committee Members: William E. Stanley (Chairman), Catherine McLeod-Seltzer, Anthony Petrina and Peter Steen.

Performance Graph

The following chart compares the total cumulative shareholder return for \$100 invested in common shares of the Corporation with the total cumulative shareholder return of the S&P/TSX Composite Index and the total cumulative shareholder return of the S&P/TSX Gold Index for the five years ended December 31, 2004.

Five-Year Cumulative Return on \$100 Investment
Assuming Dividend Reinvestment
December 31, 2000 December 31, 2004

Compensation of Directors

During 2004, the Corporation paid a cash honorarium in the amount of \$18,000 to each of the non-management directors for services rendered as directors of the Corporation during the year. The amount was based on a \$12,000 retainer and \$1,000 per meeting for six meetings during the year. In addition, each director received \$2,500 for each regular committee of which the director was a member. For each committee of which the director was a chairman, the director was compensated a further \$1,000. The Corporation has five regular committees, the Executive Committee, the Audit and Risk Management Committee, the Safety and Environmental Committee, the Human Resources Committee and the Corporate Governance and Nominating Committee. Typically directors are paid \$1,000 per meeting for meetings of Committees other than regular committees. During 2004 the Board of Directors held 11 meetings, in excess of the six meetings on which the annual retainer is based. The Company paid an additional \$1,000 per meeting to directors attending additional board meetings. The Corporation also pays fees for any additional services rendered by Directors at the regular rates for such services. The Chairman is

advised of any proposed additional services and if deemed material, board approval is obtained. During the past year, no director provided any material additional services to the Corporation.

The following options were granted to Directors who are not Named Executive Officers during the most recently completed financial year:

Name	Securities Under Option	% of Total Options Granted to Employees in Financial Year	Exercise Price	Market Value of Underlying Securities at Date of Grant	Expiration Date
Larry Bell	60,000	2.70%	\$3.34	\$3.34	01/02/09
	28,636		\$2.76	\$2.76	02/05/09
David Fennell	60,000	3.35%	\$3.34	\$3.34	01/02/09
	50,000		\$2.76	\$2.76	