

YAMANA GOLD INC
Form F-10/A
August 21, 2007

As filed with the Securities and Exchange Commission on August 20, 2007

Registration No. 333-144723

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

TO

FORM F-10

REGISTRATION STATEMENT

Under

The Securities Act of 1933

Yamana Gold Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| Canada (Province or Other Jurisdiction of Incorporation or Organization) | 1040 (Primary Standard Industrial Classification Code) | Not Applicable (I.R.S. Employer Identification No.) |
|---|---|--|

150 York Street, Suite 1102, Toronto, Ontario, M5H 3S5, Canada, (416) 815-0220

(Address and telephone number of registrant's principal executive offices)

CT Corporation, 1015 15th Street, NW, Suite 1000, Washington D.C. 20005, (202) 572-3161

(Name, address (including zip code) and telephone number (including area code)
of agent for service in the United States)

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Approximate date of commencement of proposed sale to the public: **From time to time after this Registration Statement becomes effective.**

Province of Ontario, Canada

(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box):

- A. Upon filing with the Commission pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. At some future date (check the appropriate box below).
 - 1. Pursuant to Rule 467(b) on _____ (date) at _____ (time) (designate a time not sooner than seven calendar days after filing).
 - 2. Pursuant to Rule 467(b) on _____ (date) at _____ (time) (designate a time not sooner than seven calendar days after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on _____ (date).
 - 3. Pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
 - 4. After the filing of the next amendment to this form (if preliminary material is being filed).

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--|----------------------------|---|----------------------------|
| Common Shares, no par value | 227,548,783 shares | \$ 2,210,646,826 | \$ 67,866.86(3) |

- (1) Represents the maximum number of shares of Common Shares of the Registrant estimated to be issuable upon consummation of the exchange offer for all of the outstanding common shares of Meridian Gold Inc. (Meridian) calculated as the product of (a) 101,811,536, which is the estimated number of outstanding Meridian common shares as of March 31, 2007 (assuming full conversion of all outstanding exercisable options and warrants for Meridian common shares), and (b) the exchange ratio of 2.235 Common Shares of the Registrant for each Meridian common share.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with General Instruction II.H to Form F-10. The proposed maximum offering price is equal to the product of \$24.72, which is the average of high and low sale prices of Meridian common shares as reported on the New York Stock Exchange on June 27, 2007, and 101,811,536, which is the estimated number of outstanding Meridian common shares as of March 31, 2007 (assuming full conversion of all outstanding exercisable options and warrants for Meridian common shares), less the cash consideration. For the purposes of calculating the cash consideration payable in the offer, an exchange rate of Cdn\$1.0476 = US\$1.00 (the federal Reserve Bank noon buying rate on July 13, 2007) was used.
- (3) Previously paid.

PART I

INFORMATION REQUIRED TO BE DELIVERED TO OFFEREEES OR PURCHASERS

Item 1. Home Jurisdiction Document

This Amendment No. 2 to the registration statement on Form F-10 (this Registration Statement) is filed by Yamana Gold Inc., a corporation existing under the laws of Canada (Yamana or the Registrant).

This Amendment No. 2 amends and supplements the Registration Statement relating to the offer by Yamana to purchase all of the outstanding common shares of Meridian Gold Inc. (Meridian) on the basis of 2.235 Yamana common shares plus Cdn\$4.00 in cash for each Meridian common share, together with the associated rights under the shareholder rights plan of Meridian, and including the common shares of Meridian that may become outstanding after the date of the offer but before the expiry time of the offer upon the exercise of stock options or other securities of Meridian that are convertible into or exchangeable or exercisable for common shares of Meridian (the Offer). The Offer is subject to the terms and conditions set forth in Yamana s Offer and Circular dated July 19, 2007 (the Offer and Circular), as amended and supplemented by the terms of the Notice of Variation and Extension dated August 14, 2007 (the Notice of Variation).

The information set forth in the Offer and Circular and the Notice of Variation, including all schedules, exhibits and annexes thereto, is hereby expressly incorporated herein by reference in response to all items of information required to be included in, or covered by, a Registration Statement on Form F-10, and is supplemented by the information specifically provided herein.

i. REPORTING CURRENCIES AND ACCOUNTING PRINCIPLES

The third sentence under the heading REPORTING CURRENCIES AND ACCOUNTING PRINCIPLES on page v is hereby deleted.

ii. Summary Term Sheet

The response to the question IF I ACCEPT THE OFFER WHEN WILL I BE PAID? in the SUMMARY TERM SHEET on page 5 of the Offer and Circular is hereby deleted in its entirety and replaced with the following:

If the conditions of the Offer are satisfied or waived, and if we consummate the Offer and take up your Shares, you will receive payment for the Shares you tendered promptly after the Shares are accepted.

iii. Summary of the Offer

The paragraph entitled Payment for Deposited Shares on page 11 of the Offer and Circular is hereby deleted in its entirety and replaced with the following:

If all the conditions referred to under Conditions of the Offer in Section 4 of the Offer have been satisfied or waived at or before the Expiry Time, the Offeror will take up Shares validly deposited pursuant to the Offer and not properly withdrawn, promptly after the Expiry Time. Any Shares deposited to the Offer after the first date on which Shares have been taken up by the Offeror but before the Expiry Date will be taken up and paid for promptly following such deposit. See Take up of and Payment for Deposited Shares in Section 6 of the Offer.

The Summary of the Offer section is amended by adding the following as the last subsection thereof:

COMBINED HISTORICAL RESERVES

The following reserve data is derived from the annual reports of Yamana, Meridian and Northern Orion. You should read the table below together with other information about reserves that Yamana, Meridian and Northern Orion have filed with the Securities and Exchange Commission and incorporated by reference into this document.

Total Proven and Probable Reserves by Company (net interest)

| | As of December 31, 2006 | | | |
|--------------------------|-------------------------|----------|----------------|-------|
| | Yamana | Meridian | Northern Orion | Total |
| Gold (million ozs.) | 6.8 | 2.3 | 6.1 | 15.2 |
| Silver (million ozs.) | | 83.7 | | 83.7 |
| Copper (billion lbs) | 2.3 | | 8.5 | 10.8 |
| Molybdenum (million lbs) | | | 546.3 | 546.3 |

Total Proven and Probable Reserves by Geographical Region (net interest)

| | As of December 31, 2006 | | | |
|-----------------|-------------------------|--------------------------|-------------------------|-----------------------------|
| | Gold (million ozs.) | Silver (million ozs.) | Copper (billion lbs) | Molybdenum (billion lbs) |
| Brazil | 6.3 | | 2.3 | |
| Chile | 2.3 | 83.7 | | |
| Argentina | 6.1 | | 8.5 | 0.5 |
| Central America | 0.5 | | | |
| Total | 15.2 | 83.7 | 10.8 | 0.5 |

iv. Offer Section 2. Time for Acceptance

The section entitled 2. Time for Acceptance on page 27 of the Offer and Circular is hereby amended and restated in its entirety as follows:

2. Time for Acceptance

The Offer is open for acceptance until 8:00 p.m. (Toronto time) on September 7, 2007, or until such later time and date or times and dates to which it may be extended, unless the Offer is withdrawn by the Offeror upon the failure of one or more of the Conditions to the Offer specified in Section 4 hereof.

v. Offer Section 4. Conditions of the Offer

Paragraph (b) under the heading 4. Conditions of the Offer on page 31 of the Offer and Circular is hereby amended and restated in its entirety as follows:

The closing of the Northern Orion Transaction is subject to satisfaction or waiver of the following conditions:

- the interim order granted by the Supreme Court of British Columbia dated July 23, 2007 shall not have been set aside or modified in a manner unacceptable to Yamana and Northern Orion, acting reasonably;
- the Northern Orion shareholders shall have approved the Arrangement by at least 75% of the votes cast;
- satisfaction of the Minimum Deposit Condition and all other conditions to the Meridian Offer shall have been satisfied or waived and Yamana shall be obligated under applicable law to take up and pay for the Meridian Shares;
- there will have been no material change in the employment arrangements of any senior officer of Northern Orion or any subsidiary thereof and neither Northern Orion nor any subsidiary will have hired any additional senior officers;
- the Northern Orion Transaction shall be effective on or before December 31, 2007;

- the final order of the Supreme Court of British Columbia in connection with the Northern Orion Transaction shall have been granted in form and substance satisfactory to Yamana and Northern Orion, acting reasonably, and shall not have been set aside or modified in a manner unacceptable to such parties, acting reasonably, on appeal or otherwise;
- no law, ruling, order or decree will be in force and no action taken under any law or by any governmental entity or other regulatory authority, that makes it illegal or otherwise restrains, enjoins or prohibits the consummation of the Northern Orion Transaction in accordance with its terms or results or could reasonably be expected to result in a judgment, order, decree or assessment of damages, directly or indirectly, relating to the Northern Orion Transaction that has, or could reasonably be expected to have, a material adverse effect on Yamana, Northern Orion or their respective subsidiaries;
- all required acceptances and approvals of the TSX, the NYSE and the LSE for the transactions contemplated by the Northern Orion Agreement and of the listing of the Yamana Shares to be issued or issuable under the Northern Orion Transaction shall have been obtained and the TSX shall have approved the continued listing of the Northern Orion Warrants;
- all required governmental and third party consents and approvals and any registrations, filings and advisory requests with, any governmental entity set out in the disclosure memorandum will have been obtained, and all third person and other consents, waivers, permits, exemptions, orders, approvals, agreements and amendments and modifications to agreements, indentures or arrangements in each case on terms that are reasonably satisfactory to the parties will have been obtained or received on terms that are reasonably satisfactory to the parties, the failure of which to obtain or the non-expiry of which would, or could reasonably be expected to have, a material adverse effect on Northern Orion or Yamana or materially impede the completion of the Northern Orion Transaction;
- the distribution of Yamana securities pursuant to the Northern Orion Transaction will be exempt from the prospectus and registration requirements of and will not be subject to resale restrictions under applicable Canadian securities laws, and will be exempt from the registration requirements of applicable US Securities Act and will be registered or exempt from the registration requirements of applicable state securities laws;
- the Northern Orion Agreement shall not have been terminated pursuant to its terms;
- the respective representations and warranties made by each of Northern Orion and Yamana in the Northern Orion Agreement must be true and correct as of the effective date of the Northern Orion Transaction, except where any failure or breach would not individually or in the aggregate, in the reasonable judgment of Northern Orion or Yamana, as the case may be, have a material adverse effect on Northern Orion or Yamana, as applicable;
- no change will have occurred in the capital structure of Northern Orion or any Northern Orion subsidiaries, without the prior written consent of Yamana, such consent not to be unreasonably withheld;
- there must not have occurred any changes or states of facts that, either individually or in the aggregate, have, or could reasonably be expected to have, a material adverse effect on Yamana or any material subsidiaries of Yamana;
- each of Northern Orion and Yamana must have complied in all material respects with its respective covenants in the Northern Orion Agreement;
- no more than 2% of the outstanding Northern Orion Shares shall be subject to the exercise of dissent rights;

- the Support Agreement shall continue to be in full force and effect and will not have been terminated except as provided therein;
- the directors of each of Northern Orion and Yamana shall have adopted all necessary resolutions and all other necessary corporate action must have been taken by Northern Orion and Yamana to permit the consummation of the Northern Orion Transaction; and
- the Loan Agreement shall be in full force and effect and will not have been terminated.

Paragraph (i) under the heading 4. Conditions of the Offer on page 33 of the Offer and Circular is hereby amended by replacing the first clause thereof as follows:

- (i) the Offeror shall have determined, in its reasonable discretion, that none of Meridian

The last paragraph under the heading 4. Conditions of the Offer on page 35 is hereby amended and restated in its entirety as follows:

Any waiver of a condition or the termination or withdrawal of the Offer shall be deemed to have been given and to be effective on the day on which it is delivered or otherwise communicated in writing to the Depositary at its principal office in Toronto, Ontario. The Offeror forthwith after giving any such notice, will make a public announcement of such waiver or withdrawal and, to the extent required by applicable Law, cause the Depositary as soon as is practicable thereafter to notify the registered holders of Shares in the manner set forth under Notice and Delivery in Section 11 of the Offer. In the event that the Offeror waives a material condition to the Offer, the Offeror will disseminate notice of such waiver to Shareholders in a manner reasonably calculated to inform Shareholders of such waiver and will allow sufficient time for Shareholders to consider the effect of such waiver on the Offer. If the Offer is withdrawn, the Offeror shall not be obligated to take up, accept for payment or pay for any Shares deposited pursuant to the Offer, and the Depositary will promptly return all certificates for Deposited Shares and Letters of Transmittal, Notices of Guaranteed Delivery and related documents in its possession to the parties by whom they were deposited.

vi. Offer Section 5. Extension, Variation or Change in the Offer

The last paragraph on page 37 of the Offer and Circular under the heading 5. Extension, Variation or Change in the Offer is hereby amended and restated in its entirety as follows:

Notwithstanding the provisions of the US Exchange Act regarding subsequent offering periods, the Offeror will permit withdrawal of Shares deposited during any Subsequent Offering Period, if there is one, at any time prior to the expiry of such Subsequent Offering Period; provided, however, that this right of withdrawal will not apply in respect of Deposited Shares taken up by the Offeror prior to the Subsequent Offering Period. Shares may be withdrawn during the Subsequent Offering Period, if there is one, by following the procedures described in Section 7 of the Offer. Withdrawing holders of Shares who have deposited such Shares during the Subsequent Offering Period and have received payment for such Shares must also return such payment to the Offeror prior to any withdrawal by including the payment received for such Shares with the notice of withdrawal submitted to the Depositary in compliance with the procedures described in Section 7 of the Offer. Subject to the following sentence, the Expiry Time with respect to a subsequent Offer shall be 5:00 p.m. (Toronto time) on the last day of the Subsequent Offering Period, unless determined otherwise pursuant to the provisions of this Section 5. The foregoing sentence will not limit the requirement that the conditions to the Offer set forth under Conditions of the Offer in Section 4 of the Offer, be satisfied or waived prior to the initial Expiry Time, which will be before the commencement of the Subsequent Offering Period.

vii. Offer Section 6. Take up of and Payment for Deposited Shares

The first paragraph under the heading 6. Take up of and Payment for Deposited Shares on page 38 of the Take Over Bid Circular is hereby amended and restated in its entirety as follows:

If all the conditions referred to under Conditions of the Offer in Section 4 of the Offer have been satisfied or waived at or before the Expiry Time, the Offeror will become obligated to take up and pay for Shares validly deposited under the Offer and not properly withdrawn promptly following the Expiry Time. Any Shares deposited to the Offer after the first date on which Shares have been taken up by the Offeror but before the Expiry Date will be taken up and paid for promptly.

viii. Circular Section 3. Northern Orion

The second sentence of the first paragraph under the heading Northern Orion Transaction Northern Orion Agreement is hereby amended and restated as follows:

It is subject to, and is qualified in its entirety by reference to, all the provisions of the Northern Orion Agreement.

The text under the heading Northern Orion Transaction Northern Orion Agreement - Termination is hereby amended and restated in its entirety as follows:

The Northern Orion Agreement may be terminated at any time prior to the completion of the Northern Orion Transaction as follows:

- by mutual written agreement between Northern Orion and Yamana;
- by Yamana if (i) the board of directors of Northern Orion has withdrawn or modified in a manner adverse to Yamana, its approval or recommendation of the Northern Orion Transaction (including pursuant to a Superior Proposal, as defined in the Northern Orion Agreement) or (ii) the board of directors of Northern Orion has approved or recommended an Acquisition Proposal (as defined in the Northern Orion Agreement);
- by Northern Orion in order to enter into a definitive written agreement with respect to a Superior Proposal, subject to compliance with certain terms of the Northern Orion Agreement including payment of the termination fee under such Agreement;
- by Northern Orion or Yamana if the required approval of at least 75% of the votes cast by Northern Orion shareholders has not been obtained at a meeting of shareholders of Northern Orion;
- by Yamana if Northern Orion fails to hold its shareholder meeting within the specified timeframe set out in the Northern Orion Agreement (or such later date consented to by Yamana), unless such failure results from: (i) delays in obtaining all required regulatory approval that are beyond the control of Northern Orion or delays resulting from any action or inaction of Yamana; (ii) an adjournment of such meeting for not more than 10 business days due to its obligation to adjourn such meeting in respect of Acquisition Proposals and Superior Proposals; or (iii) an adjournment otherwise permitted by the Northern Orion Agreement;
- by Yamana or Northern Orion, as the case may be, if there is a material breach by the other party of its covenants prior to the completion of the Northern Orion Transaction;
- by Yamana or Northern Orion if the Minimum Deposit Condition is not met;
- by Yamana or Northern Orion if any of the conditions in the Northern Orion Agreement for the benefit of the terminating party is not satisfied or waived in accordance with the terms of the Northern Orion Agreement relating to those conditions; or
- by Yamana if Yamana's financial advisor has withdrawn its opinion that the Northern Orion Transaction together with the Offer is fair, from a financial point of view, to Yamana or Yamana shareholders, as a result of a permitted corporate action of Northern Orion in respect of the Agua Rica project.

ix. Circular Section 22. Acquisition of Shares Not Deposited Pursuant to the Offer

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Section 22, Acquisition of Shares Not Deposited Pursuant to the Offer , is hereby amended by replacing the first sentence in second paragraph under the heading Compelled Acquisition with the following:

4

The foregoing describes the right of Compelled Acquisition that may be available to a Shareholder under Section 206.1 of the CBCA.

x. **Notice of Variation Section 8. Recent Developments**

Section 8 of the Notice of Variation, Recent Developments is amended by adding the following as the last paragraph thereof:

On August 1, 2007, the Globe & Mail published an article in which each of two institutional shareholders, Fidelity and Royce & Associates LLC, indicated that it had not taken a position with respect to the Offer.

xi. **SCHEDULE A TO OFFER AND CIRCULAR PRO FORMA FINANCIAL STATEMENTS AND NOTES**

Schedule A is deleted and replaced in its entirety with the following:

SCHEDULE A

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A-1

Yamana Gold Inc.

Pro forma consolidated balance sheet

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars)

| | Yamana Gold Inc. | Meridian Gold Inc. | Initial Pro forma adjustments (Note 6) | Initial Yamana pro forma | Northern Orion Resources Inc. | Pro forma adjustments (Note 6) | Yamana consolidated pro forma |
|--|---------------------|-----------------------|--|--------------------------------|----------------------------------|--|-------------------------------------|
| Assets | | | | | | | |
| Current assets | | | | | | | |
| Cash and cash equivalents | \$ 88,956 | \$ 139,500 | (a)(viii) \$ 400,000 (a)(ii) 11,491 (a)(viii) (387,557) | \$ 252,390 | \$ 237,207 | (d)(i) \$ (20,000) | \$ 469,597 |
| Short term investments | | 67,500 | | 67,500 | 1,333 | | 68,833 |
| Restricted cash | | 13,800 | | 13,800 | | | 13,800 |
| Accounts receivable | 72,081 | 9,700 | | 81,781 | | | 81,781 |
| Advances and deposits | 29,685 | | | 29,685 | 409 | | 30,094 |
| Inventory | 62,325 | 8,600 | | 70,925 | | | 70,925 |
| Income taxes recoverable | 39 | 500 | | 539 | | | 539 |
| Marketable securities | | | | | | | |
| Derivative related assets | 14,058 | | | 14,058 | | | 14,058 |
| Other current assets | | 14,900 | | 14,900 | 1,149 | | 16,049 |
| | 267,144 | 254,500 | 23,934 | 545,578 | 240,098 | (20,000) | 765,676 |
| Property, plant and equipment | 370,144 | | | 370,144 | 223 | | 370,367 |
| Assets under construction | 1,060 | | | 1,060 | | | 1,060 |
| Mineral properties | 1,556,187 | 298,100 | (a)(i) 1,956,770 | 3,811,057 | 122,532 | (b)(i) 309,654 (d)(i) 20,000 | 4,263,243 |
| Available-for-sale securities | 29,852 | | | 29,852 | | | 29,852 |
| Share purchase warrants held | 389 | | | 389 | | | 389 |
| Other assets | 43,806 | 31,000 | | 74,806 | | | 74,806 |
| Future income tax assets | 83,597 | | | 83,597 | | | 83,597 |
| Goodwill | 55,000 | | (a)(i) 1,255,616 | 1,310,616 | | (b)(i) 421,955 | 1,732,571 |
| Restricted cash | | | | | 752 | | 752 |
| Equity investment in Minera Alumbra Ltd. | | | | | 100,478 | (b)(i) 240,000 | 340,478 |
| | \$ 2,407,179 | \$ 583,600 | \$ 3,236,320 | \$ 6,227,099 | \$ 464,083 | \$ 971,609 | \$ 7,662,791 |
| Liabilities | | | | | | | |
| Current liabilities | | | | | | | |
| Accounts payable and accrued liabilities | 65,134 | 19,900 | (a)(vi) 17,000 | 102,034 | 2,866 | (b)(vi) 17,000 | 121,900 |
| Income taxes payable | 9,608 | | | 9,608 | | | 9,608 |
| Derivative related liabilities | 70,801 | | | 70,801 | | | 70,801 |
| Current portion of long-term debt | 1,026 | | | 1,026 | | | 1,026 |
| Other current liabilities | 146,569 | 32,200 | 17,000 | 215,669 | 2,866 | 17,000 | 235,535 |
| Long-term liabilities | | 52,100 | | 215,669 | | | 235,535 |
| Asset retirement obligations | 22,626 | | | 22,626 | 1,201 | | 23,827 |
| Future income tax liabilities | 389,198 | 23,600 | (a)(i) 684,869 | 1,097,667 | 23,603 | (b)(i) 181,386 | 1,302,656 |
| Long-term liabilities | 18,479 | 101,000 | (a)(viii) 400,000 | 519,479 | | | 519,479 |
| Royalty and net proceeds interest payable | 576,872 | 176,700 | 1,101,869 | 1,855,441 | 14,030 | 198,386 | 2,095,527 |
| Non-controlling interest | | 15,300 | | 15,300 | | | 15,300 |
| Shareholders equity | | | | | | | |
| Capital stock | | | | | | | |
| Common stock | 1,715,654 | 403,500 | (a)(v) 2,526,051 (a)(iv) (403,500) | 4,241,705 | 294,244 | (b)(iii) 952,688 (b)(ii) (294,244) | 5,194,393 |
| Warrants | 72,915 | | | 72,915 | 11,329 | (b)(iv) 207,515 (b)(ii) (11,329) | 280,430 |
| | 43,117 | 8,200 | (a)(iv) (8,200) | 43,117 | 14,476 | (b)(iv) 35,403 | 78,520 |

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Additional paid-in capital
including contributed surplus

| | | | | | | | |
|---|--------------|------------|-------------------|--------------|------------|--------------------|--------------|
| | | | | | | (b)(ii) (14,476) | |
| Accumulated other comprehensive income | 5,844 | 54,300 | (a)(iv) (54,300) | 5,844 | (2,635 | (b)(ii) 2,635 | 5,844 |
| (Deficit) retained earnings | (7,223) | (74,400) | (a)(iv) 74,400 | (7,223) | 104,969 | (b)(ii) (104,969) | (7,223) |
| | 1,830,307 | 391,600 | 2,134,451 | 4,356,358 | 422,383 | 773,223 | 5,551,964 |
| | \$ 2,407,179 | \$ 583,600 | \$ 3,236,320 | \$ 6,227,099 | \$ 464,083 | \$ 971,609 | \$ 7,662,791 |

A-2

Yamana Gold Inc.

Pro forma consolidated statement of operations

six month period ended June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars except per share amounts)

| | Yamana Gold Inc. | Meridian Gold Inc. | Initial Pro forma adjustments (Note 6) | Initial Yamana pro forma | Northern Orion Resources Inc. | Pro forma adjustments (Note 6) | Yamana consolidated pro forma |
|--|---------------------|-----------------------|---|--------------------------------|----------------------------------|--------------------------------------|-------------------------------------|
| Sales | \$ 328,800 | \$ 150,700 | \$ | \$ 479,500 | \$ | \$ | \$ 479,500 |
| Cost of sales | (120,955) | (48,300) | | (169,255) | | | (169,255) |
| Depreciation, amortization and depletion | (24,104) | (17,100) | (a)(vii) (48,400) | (89,604) | | | (89,604) |
| Accretion of asset retirement obligation | (707) | | | (707) | | | (707) |
| Mine operating earnings | 183,034 | 85,300 | (48,400) | 219,934 | | | 219,934 |
| Corporate administration | (18,909) | (9,100) | | (28,009) | (1,445) | | (29,454) |
| Property maintenance and exploration | | (15,400) | | (15,400) | (1,268) | | (16,668) |
| Professional and consulting | | | | | (866) | | (866) |
| Other | | 1,500 | | 1,500 | | | 1,500 |
| Foreign exchange (loss) gain | (6,693) | | | (6,693) | 6,946 | | 253 |
| Loss on impairment of mineral properties | (1,821) | | | (1,821) | | | (1,821) |
| Non-production costs during business interruption | (10,465) | | | (10,465) | | | (10,465) |
| Arrangement transaction costs | (561) | | | (561) | (325) | | (325) |
| Stock-based compensation | | | | | (1,074) | | (1,635) |
| Operating earnings (loss) | 144,585 | 62,300 | (48,400) | 158,485 | 1,968 | | 160,453 |
| Investment and other business income | 5,016 | 4,900 | | 9,916 | 5,311 | | 15,227 |
| Equity earnings of Minera Alumbrera Ltd. | | | | | 27,208 | (b)(vii) (13,300) | 13,908 |
| Interest expense | (6,025) | | (a)(viii) (15,000) | (21,025) | | | (21,025) |
| Gain on sale of assets | | 600 | | 600 | | | 600 |
| Unrealized loss on derivatives | (28,700) | | | (28,700) | | | (28,700) |
| Earnings before income taxes expense | 114,876 | 67,800 | (63,400) | 119,276 | 34,487 | (13,300) | 140,463 |
| Income tax expense | (34,690) | (24,400) | 21,400 | (37,690) | (593) | 4,000 | (34,283) |
| Net earnings | \$ 80,186 | \$ 43,400 | \$ (42,000) | \$ 81,586 | \$ 33,894 | \$ (9,300) | \$ 106,180 |
| Earnings per share (Note 7) | | | | | | | |
| Basic | \$ 0.23 | | | \$ 0.14 | | | \$ 0.16 |
| Diluted | \$ 0.22 | | | \$ 0.14 | | | \$ 0.15 |

Yamana Gold Inc.

Pro forma consolidated statement of operations

year ended December 31, 2006

(Unaudited)

(Expressed in thousands of U.S. dollars except per share amounts)

| | Pro forma Yamana Gold Inc. (Schedule 1) | Meridian Gold Inc. | Initial Pro forma adjustments (Note 6) | Initial Yamana pro forma | Northern Orion Resources Inc. | Pro forma adjustments (Note 6) | Yamana consolidated pro forma |
|---|--|-----------------------|---|--------------------------------|----------------------------------|--------------------------------------|-------------------------------------|
| Sales | \$ 178,692 | \$ 240,000 | \$ | \$ 418,692 | \$ | \$ | \$ 418,692 |
| Cost of sales | (106,130) | (76,100) | | (182,230) | | | (182,230) |
| Depreciation, amortization and depletion | (37,320) | (28,100) | (a)(vii) (97,000) | (162,420) | | | (162,420) |
| Accretion of asset retirement obligation | (636) | | | (636) | | | (636) |
| Mine operating earnings | 34,606 | 135,800 | (97,000) | 73,406 | | | 73,406 |
| Corporate administration | (28,606) | (22,700) | | (51,306) | (2,777) | | (54,083) |
| Take-over bid expenses | (4,054) | | | (4,054) | | | (4,054) |
| Property maintenance and exploration | | (26,600) | | (26,600) | (1,825) | | (28,425) |
| Professional and consulting | | | | | (2,087) | | (2,087) |
| Foreign exchange gain | 5,216 | | | 5,216 | 122 | | 5,338 |
| Loss on impairment of mineral properties | (3,675) | (4,600) | | (8,275) | | | (8,275) |
| Stock-based compensation | (45,042) | | | (45,042) | (5,165) | | (50,207) |
| Operating (loss) earnings | (41,555) | 81,900 | (97,000) | (56,655) | (11,732) | | (68,387) |
| Investment and other business income | 7,423 | 12,300 | | 19,723 | 7,846 | | 27,569 |
| Equity earnings of Minera Alumbreira Ltd. | | | | | 93,167 | (b)(vii) (30,500) | 62,667 |
| Interest expense | (28,935) | | (a)(viii) (30,000) | (58,935) | | | (58,935) |
| Unrealized loss on derivatives | (35,773) | | | (35,773) | | | (35,773) |
| Loss arising from assets sold | (2,186) | | | (2,186) | | | (2,186) |
| Write-off of other receivables and other business loss | (12,299) | | | (12,299) | (500) | | (12,799) |
| (Loss) earnings before income taxes | (113,325) | 94,200 | (127,000) | (146,125) | 88,781 | (30,500) | (87,844) |
| Income tax recovery (expense) | 25,941 | (45,600) | 43,000 | 23,341 | (2,000) | 9,200 | 30,541 |
| Net (loss) earnings | \$ (87,384) | \$ 48,600 | \$ (84,000) | \$ (122,784) | \$ 86,781 | \$ (21,300) | \$ (57,303) |
| (Loss) earnings per share (Note 7) Basic and diluted | \$ (0.26) | | | \$ (0.22) | | | \$ (0.09) |

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

1. Basis of presentation

The unaudited pro forma consolidated financial statements have been prepared in connection with the proposed acquisitions of Meridian Gold Inc. (Meridian) and Northern Orion Resources Inc. (Northern Orion) by Yamana Gold Inc. (Yamana). The unaudited pro forma consolidated financial statements have been prepared for illustrative purposes only and give effect to the proposed transactions and recent acquisitions completed by Yamana pursuant to the assumptions described in Note 6 to these pro forma consolidated financial statements. The unaudited pro forma consolidated balance sheet as at June 30, 2007 gives effect to the proposed transactions by Yamana as if they had occurred as of June 30, 2007. The unaudited pro forma consolidated statements of operations for the six month period ended June 30, 2007 and for the year ended December 31, 2006 give effect to the proposed transactions and recent acquisitions completed by Yamana as if they were completed on January 1, 2006.

The pro forma consolidated financial statements are not necessarily indicative of the operating results or financial condition that would have been achieved if the proposed transaction had been completed on the dates or for the periods presented, nor do they purport to project the results of operations or financial position of the consolidated entities for any future period or as of any future date. The pro forma consolidated financial statements do not reflect any special items such as payments pursuant to change of control provisions or integration costs or operating synergies that may be incurred as a result of the acquisitions.

The pro forma adjustments and allocations of the purchase price for Northern Orion and Meridian are based in part on estimates of the fair value of assets acquired and liabilities to be assumed. The final purchase price allocations will be completed after asset and liability valuations are finalized as of the date of the completion of the acquisitions. In addition, the allocations of the purchase price for recently completed acquisitions by Yamana are based in part on preliminary estimates of the fair values of the respective assets acquired and liabilities assumed and are open for subsequent adjustment based on valuations to be completed at a later date. Any final adjustments may change the allocation of purchase price which could affect the fair value assigned to the assets and liabilities in these unaudited pro forma consolidated financial statements.

In preparing the unaudited pro forma consolidated balance sheet and the unaudited pro forma consolidated statements of operations, the following historical information, that was prepared in accordance with Canadian GAAP, was used:

- (a) the unaudited consolidated balance sheet of Yamana as at June 30, 2007, and the unaudited consolidated statement of operations for the six month period ended June 30, 2007;
- (b) the unaudited consolidated balance sheet of Northern Orion as at June 30, 2007, and the unaudited consolidated statement of operations for the six month period ended June 30, 2007;
- (c) the unaudited consolidated balance sheet of Meridian as at June 30, 2007, and the unaudited consolidated statement of operations for the six month period ended June 30, 2007;
- (d) the audited consolidated financial statements of Yamana for the year ended December 31, 2006;
- (e) the audited consolidated financial statements of Northern Orion for the year ended December 31, 2006;

Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

1. Basis of presentation (continued)

- (f) the audited consolidated financial statements of Meridian for the year ended December 31, 2006;
- (g) the unaudited consolidated statement of operations of Desert Sun Mining Corporation (DSM) for the period from January 1, 2006 to March 31, 2006; and
- (h) the unaudited consolidated statement of operations of Viceroy Exploration Ltd. (Viceroy) for the period from January 1, 2006 to September 30, 2006.

The unaudited pro forma consolidated balance sheet and the unaudited pro forma consolidated statements of operations should be read in conjunction with the June 30, 2007 unaudited interim consolidated financial statements and the December 31, 2006 audited consolidated financial statements including the notes thereto, as listed above.

The accounting policies used in preparing the pro forma financial statements are set out in Yamana's consolidated financial statements for the year ended December 31, 2006. While management believes that accounting policies of Northern Orion and recently acquired entities are consistent in all material respects, accounting policy differences may be identified upon consummation of the proposed acquisition. Management has not had the opportunity to assess the impact, if any, of Meridian accounting policy differences with those of Yamana. Accounting policy differences may be identified upon consummation of the proposed acquisition.

2. Conversion of historical financial statements to U.S. dollars

The unaudited pro forma consolidated financial statements are presented in U.S. dollars and, accordingly, Viceroy's unaudited statement of operations for the nine months ended September 30, 2006 and for the period from October 1, 2006 to October 13, 2006, and DSM's unaudited statement of operations for the three months ended March 31, 2006 were converted from Canadian dollars to U.S. dollars using the average exchange rate for each period.

The exchange rates used for conversion to U.S. dollars from Canadian dollars are as follows:

| | |
|---|-----------|
| As at August 9, 2007 | \$ 1.0527 |
| Average for the nine months ended September 30, 2006 | 1.1327 |
| Average for the period from October 1, 2006 to October 13, 2006 | 1.1277 |
| Average for the three months ended March 31, 2006 | 1.1546 |

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

3. Acquisition of Meridian

On June 27, 2007, Yamana announced a proposal to acquire all the outstanding common shares of Meridian (the Original Offer). Under the Original Offer, the shareholders of Meridian were to receive 2.235 Yamana shares plus \$2.94 (Cdn\$3.15) in cash. Based on a volume adjusted share price of \$11.39 (Cdn\$12.19), determined with reference to the share price of Yamana common shares for the two days prior to, the day of, and the two days subsequent to the date of announcement, the purchase price equates to total consideration of \$28.40 (Cdn\$30.39) per share. On August 13, 2007, Yamana announced an amended offer (the Amended Offer) to acquire all the outstanding shares of Meridian. Under the Amended Offer the shareholders of Meridian will receive 2.235 Yamana shares plus \$3.80 (Cdn\$4.00) in cash. Based on a volume adjusted share price of \$11.08 (Cdn\$11.67) determined with reference to the share price of Yamana common shares for the three day period ended August 9, 2007, the purchase price equates to total consideration of \$28.56 (Cdn\$30.08) per share. As at June 30, 2007, there were 101,203,037 common shares of Meridian outstanding.

The business combination, if completed, will be accounted for as a purchase transaction with Yamana as the acquirer of Meridian. Yamana is not making an offer to acquire or substitute any options outstanding to acquire common shares of Meridian (Meridian options). For purposes of these pro forma financial statements it has been assumed that all Meridian options are exercised prior to the closing date and that Yamana will acquire the Meridian shares issued pursuant to the exercise of the Meridian options under the Offer.

The Company has estimated the fair value of Meridian s assets and liabilities. As Yamana has not had access to information relative to the respective fair value of Meridian s mineral property, plant and equipment, the allocation at this time is very preliminary in nature.

The Company expects the accounting for the acquisition to result in a significant amount of goodwill. Goodwill is the excess cost of the acquired company over the sum of the amounts assigned to assets acquired less liabilities assumed. Generally accepted accounting principles in the U.S. require that goodwill not be amortized, but instead allocated to a level within the reporting entity referred to as the reporting unit and tested for impairment, at least annually. There is currently diversity in the mining industry associated with certain aspects of the accounting for business combinations and related goodwill. This diversity includes how companies define Value Beyond Proven and Probable reserves (VBPP), what an appropriate reporting unit is and how goodwill is allocated among reporting units. The methods of allocating goodwill have included allocations primarily to a single exploration reporting unit and allocations among individual mine reporting units depending on the relevant circumstances. We understand the industry is also evaluating other methodologies for allocating goodwill. The method of allocating goodwill will likely have an impact on the amount and timing of any future goodwill impairment, if any. Yamana has not completed its determination of the combined company s reporting units nor its method of allocating goodwill to those reporting units. The ultimate accounting for VBPP and goodwill may not be comparable to other companies within the mining industry.

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

3. Acquisition of Meridian (continued)

The allocation of the purchase price is based upon management's preliminary estimates and certain assumptions with respect to the fair value increment associated with the assets to be acquired and the liabilities to be assumed. The actual fair values of the assets and liabilities will be determined as of the date of acquisition and may differ materially from the amounts disclosed above in the assumed pro forma purchase price allocation because of changes in fair values of the assets and liabilities to the date of the transaction, and as further analysis (including of identifiable intangible assets, for which no amounts have been estimated and included in the preliminary amounts shown above) is completed. Consequently, the actual allocation of the purchase price will likely result in different adjustments in the unaudited pro forma consolidated statements of operations. Following completion of the transaction, the earnings of the combined company will reflect the impact of purchase accounting adjustments, including the effect of changes in the cost bases of both tangible and identifiable intangible assets and liabilities on production costs and depreciation, depletion and amortization expense.

The fair value of the net assets of Meridian to be acquired pursuant to the Amended Offer will ultimately be determined after the closing of the transaction. The Company will complete a full and detailed valuation of the Meridian assets using an independent party. Therefore, it is likely that the fair values of assets and liabilities acquired will vary from those shown below and the differences may be material.

The preliminary purchase price allocation is subject to change and is summarized as follows:

| | | |
|--|----|-----------|
| Purchase of Meridian shares (226,188,788 Yamana common shares) | \$ | 2,506,451 |
| Yamana shares issuable on exercise of Meridian options (1,768,741 Yamana common shares) | | 19,600 |
| Cash consideration (including cash of \$3,007 payable due to exercise of Meridian options) | | 387,557 |
| Estimated transaction costs | | 17,000 |
| Purchase consideration | \$ | 2,930,608 |

The purchase price was allocated as follows:

| | | | |
|--|---------|-----------|------------|
| Net working capital acquired (including cash of \$102.1 million) | | \$ | 213,891 |
| Mineral property, plant and equipment | | | |
| Producing | \$ | 1,635,385 | |
| Non-producing | 619,485 | | 2,254,870 |
| Other long-term assets | | | 31,000 |
| Long-term liabilities | | | (101,000) |
| Future income tax liability | | | (708,469) |
| Non-controlling interest | | | (15,300) |
| Net identifiable assets | | | 1,674,992 |
| Excess of purchase price allocated to goodwill | | | 1,255,616 |
| | | \$ | 2,930,608 |

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

3. Acquisition of Meridian (continued)

For information purposes only, using a reference date of June 27, 2007, the date of the original announcement, Yamana's share price was \$12.15 (Cdn\$13.02) per share, which equated to total consideration of \$30.09 (Cdn\$32.25) per Meridian common share.

4. Acquisition of Northern Orion

Also on June 27, 2007, Yamana announced that it had entered into a business combination arrangement to acquire all the outstanding common shares of Northern Orion. Under the proposed transaction, the shareholders of Northern Orion will receive 0.543 of a Yamana common share for each Northern Orion common share outstanding. As at June 30, 2007, there were 154,087,161 common shares of Northern Orion outstanding. The volume adjusted share price of Yamana common shares for the period of two days prior to the day of the announcement, the day of the announcement, and the two days after the date of the announcement was \$11.39 (Cdn\$12.19).

The business combination, if completed, will be accounted for as a purchase transaction, with Yamana as the acquirer of Northern Orion. Yamana will also exchange all outstanding options and share purchase warrants of Northern Orion for similar securities of Yamana which, for purposes of these pro forma consolidated financial statements, have been assumed to be at an exchange ratio of 0.543 and at a price equivalent to the original price divided by 0.543. The fair value of the net assets of Northern Orion to be acquired will ultimately be determined at the closing of the transaction. Therefore, it is likely that the fair values of assets and liabilities acquired will vary from those shown below and the differences may be material.

Yamana has estimated the fair value of Northern Orion's interest in Minera Alumbrera Ltd. at \$340,000 and the fair value of Northern Orion's non-producing properties at \$432,000. The remainder of the purchase price over the carrying value of the assets acquired and liabilities assumed of \$421,955 has been assigned as goodwill.

The Company expects the accounting for the acquisition to result in a significant amount of goodwill. Goodwill is the excess cost of the acquired company over the sum of the amounts assigned to assets acquired less liabilities assumed. Generally accepted accounting principles in the U.S. require that goodwill not be amortized, but instead allocated to a level within the reporting entity referred to as the reporting unit and tested for impairment, at least annually. There is currently diversity in the mining industry associated with certain aspects of the accounting for business combinations and related goodwill. This diversity includes how companies define Value Beyond Proven and Probable reserves (VBPP), what an appropriate reporting unit is and how goodwill is allocated among reporting units. The methods of allocating goodwill have included allocations primarily to a single exploration reporting unit and allocations among individual mine reporting units depending on the relevant circumstances. We understand the industry is also evaluating other methodologies for allocating goodwill. The method of allocating goodwill will likely have an impact on the amount and timing of any future goodwill impairment, if any. Yamana has not completed its determination of the combined company's reporting units nor its method of allocating goodwill to those reporting units. The ultimate accounting for VBPP and goodwill may not be comparable to other companies within the mining industry.

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

4. Acquisition of Northern Orion (continued)

The allocation of the purchase price is based upon management's preliminary estimates and certain assumptions with respect to the fair value increment associated with the assets to be acquired and the liabilities to be assumed. The actual fair values of the assets and liabilities will be determined as of the date of acquisition and may differ materially from the amounts disclosed above in the assumed pro forma purchase price allocation because of changes in fair values of the assets and liabilities to the date of the transaction, and as further analysis (including of identifiable intangible assets, for which no amounts have been estimated and included in the preliminary amounts shown above) is completed. Consequently, the actual allocation of the purchase price may result in different adjustments in the unaudited pro forma condensed combined statements of income. Following completion of the transaction, the earnings of the combined company will reflect the impact of purchase accounting adjustments, including the effect of changes in the cost bases of both tangible and identifiable intangible assets and liabilities on production costs and depreciation, depletion and amortization expense.

The preliminary purchase price allocation is subject to change and is summarized as follows:

| | |
|---|--------------|
| Purchase of Northern Orion shares (83,669,328 Yamana common shares) | \$ 952,688 |
| Fair value of options and warrants acquired | 242,918 |
| Estimated transaction costs | 17,000 |
| Purchase consideration | \$ 1,212,606 |

The purchase price was allocated as follows:

| | |
|--|--------------|
| Net working capital acquired (including cash of \$237.2 million) | \$ 237,984 |
| Property plant and equipment, net | 223 |
| Mineral properties and other assets | 432,186 |
| Equity investment in Minera Alumbrera Ltd. | 340,478 |
| Long-term liabilities | (15,231) |
| Future income tax liability | (204,989) |
| Net identifiable assets | 790,651 |
| Excess of purchase price allocated to goodwill | 421,955 |
| | \$ 1,212,606 |

For information purposes only, using a reference date of June 27, 2007, the date of the original announcement, Yamana's share price was \$12.15 (Cdn\$13.02) per share which equates to total consideration of \$6.60 (Cdn\$7.07) per Northern Orion common share.

Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

5. Recent acquisition of DSM and Viceroy by Yamana

(a) Acquisition of DSM

On April 5, 2006, Yamana completed the acquisition of DSM which owns the Jacobina gold mine in the Bahia state of Brazil. Total consideration paid was approximately \$632 million comprised of approximately 63.9 million common shares, transaction costs and substitution of issued options and share purchase warrants. Yamana exchanged all outstanding shares, options and share purchase warrants of DSM for similar securities of Yamana at an exchange ratio of 0.6 of a Yamana common share for 1 DSM common share or equivalent.

Yamana has consolidated the results of operations from the Jacobina mine from the date of acquisition.

The purchase price was calculated as follows:

| | |
|--|------------|
| Common shares issued to acquired 100% of DSM (63,746,381 Yamana common shares) | \$ 534,852 |
| Fair value of options and warrants issued | 92,658 |
| Transaction costs | 3,094 |
| Shares issued for employee severance (174,068 common shares) | 1,361 |
| Purchase consideration | \$ 631,965 |

The purchase price was allocated as follows:

| | |
|---|------------|
| Net working capital acquired (including cash of \$18.1 million) | \$ 26,944 |
| Property plant and equipment, net | 37,792 |
| Mineral properties and other assets | 665,867 |
| Other assets | 3,548 |
| Silicosis liability | (17,154) |
| Long-term liabilities | (6,954) |
| Future income tax liability | (133,078) |
| Net identifiable assets | 576,965 |
| Residual purchase price allocated to goodwill | 55,000 |
| | \$ 631,965 |

As a result of this acquisition, the unaudited pro forma consolidated statements of operations for the year ended December 31, 2006 have been adjusted to include operations of DSM for the three month period ended March 31, 2006.

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

5. Recent acquisition of DSM and Viceroy by Yamana (continued)

(b) Acquisition of Viceroy

On October 14, 2006, the Company acquired approximately 95% of the outstanding common shares of Viceroy. The Company offered Viceroy shareholders 0.97 of a Yamana common share for each Viceroy common share. Subsequently, the Company commenced and completed the compulsory acquisition of the remaining Viceroy common shares not already owned at the same ratio of 0.97 of a Yamana common share for each Viceroy common share. Yamana exchanged all outstanding shares, options and share purchase warrants of Viceroy for similar securities of Yamana at an exchange ratio of 0.97 of a Yamana common share for 1 Viceroy common share or equivalent. Total consideration paid was approximately \$549.1 million. Yamana has consolidated the results of operations from October 13, 2006.

The business combination was accounted for as a purchase transaction with Yamana as acquirer of Viceroy. The preliminary purchase price allocation is subject to change and is summarized as follows:

| | |
|--|------------|
| Purchase of Viceroy shares (52,542,397 Yamana common shares) | \$ 509,842 |
| Fair value of options and warrants issued | 35,230 |
| Estimated transaction costs | 4,075 |
| Purchase consideration | \$ 549,147 |

The purchase price was allocated as follows:

| | |
|-----------------------------------|------------|
| Net working capital acquired | \$ 53,881 |
| Property plant and equipment, net | 1,666 |
| Mineral properties | 661,094 |
| Other assets | 2,794 |
| Future income tax liability | (170,288) |
| | \$ 549,147 |

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

6. Effect of transactions on the consolidated pro forma financial statements

The pro forma consolidated financial statements incorporate the following pro forma assumptions:

(a) Meridian assumptions

(i) The assumption that Yamana acquires 100% of the outstanding common shares of Meridian as a result of the Amended Offer. As per Note 3, this gives rise to an increase to fair value and related future income tax liabilities as follows:

| | |
|---------------------------------------|--------------|
| Mineral property, plant and equipment | \$ 1,956,770 |
| Goodwill | 1,255,616 |
| Future income tax liabilities | (684,869) |
| | 2,527,517 |
| Book value of assets | 403,091 |
| Total purchase consideration | \$ 2,930,608 |

(ii) The assumption that all of the stock options of Meridian that were outstanding are exercised and converted into Meridian common shares for proceeds of \$11,491, which are acquired by Yamana pursuant to the Amended Offer;

(iii) The pro forma consolidated financial statements include information from the financial statements of Meridian as at June 30, 2007 and for the six month period ended June 30, 2007 and the year ended December 31, 2006. It has been assumed that asset classifications are consistent with those used by Yamana in their presentation and that Meridian's accounting policies conform to those of Yamana;

(iv) These pro forma adjustments eliminate the historical equity accounts of Meridian;

(v) This pro forma adjustment reflects the issuance of 228.0 million shares of Yamana for \$2,526,051 in connection with the Amended Offer. This includes the shares issuable in connection with the assumed exercise of Meridian stock options;

(vi) This assumption provides for the recording of expenses of the transaction totaling \$17 million;

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

6. Effect of transactions on the consolidated pro forma financial statements (continued)

(a) *Meridian assumptions (continued)*

(vii) This pro forma adjustment represents the estimated increase to depreciation, depletion and amortization expense (Six months to June 30, 2007 - \$13,300; Year Ended December 31, 2006 - \$30,500) associated with the preliminary fair value adjustment of approximately \$1.4 billion allocated to mineral property, plant and equipment. Yamana has not completed an assessment of the fair values of assets and liabilities and the related business integration plans and synergies. The ultimate purchase price allocation will include possible adjustments to the fair values of depreciable tangible assets, proven and probable reserves, reserves related to current development projects, value beyond proven and probable reserves (referred to in this document as VBPP) and intangible assets after a full review has been completed. The concept of VBPP is described in Financial Accounting Standards Board Emerging Issue Task Force Issue No. 04-3 (EITF 04-3) and has been interpreted differently by mining companies. Our preliminary adjustment to plant, equipment and development costs, as discussed below, includes VBPP attributable to mineralized material that Yamana believes could be brought into production should market conditions warrant. Mineralized material is a mineralized body that has been delineated by appropriately spaced drilling and/or underground sampling to support reported tonnage and average grade of metals. Such a deposit may not qualify as proven and probable reserves until legal and economic feasibility are concluded based upon a comprehensive evaluation of unit costs, grade, recoveries and other material factors. Our preliminary adjustments to mineral property, plant, equipment and development costs do not include adjustments attributable to inferred mineral resources or exploration potential referred to in the EITF 04-3 Working Group Report No. 1. We intend to allocate a portion of the purchase price to all VBPP, including inferred mineral resources and exploration potential, in accordance with EITF 04-3 after performing a more thorough analysis to determine the fair value of these assets.

The preliminary allocation of \$1.4 billion to mineral property, plant, equipment and development costs is primarily based on a fair value assessment of estimated cash flows. Yamana has not completed an assessment of the fair values of assets and liabilities and the related business integration plans and synergies. The ultimate purchase price allocation will include possible adjustments to fair values of depreciable tangible assets, proven and probable reserves, reserves related to current development projects, mill and leach stockpiles, product inventories, VBPP and intangible assets after a full review has been completed.

For the purpose of preparing the unaudited pro forma consolidated statements of operations, Yamana assumed an average estimated remaining useful life of 16 years for the El Penon Mine and 7 years for the Minera Florida Mine, which was based on an analysis of publicly available information. A one-year change in the estimated useful life would have an approximate \$6 million impact on the pro forma depreciation, depletion and amortization expense on an annual basis. Additionally, for each \$100 million that the final fair value of property, plant, equipment and development costs differs from the pro forma fair value, related depreciation, depletion and amortization expense would increase or decrease by approximately \$7 million annually, assuming a weighted average 15-year life; and

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

6. Effect of transactions on the consolidated pro forma financial statements (continued)*(a) Meridian assumptions (continued)*

(viii) It has been assumed that Yamana drew down \$400 million of a revolving line of credit in order to finance the \$387 million cash component of the acquisition of Meridian. Interest expense has been recorded in the amount of \$15 million and \$30 million during the six month period ended June 30, 2007 and the year ended December 31, 2006 respectively. Interest expense has been provided at 7.5%, which approximates the current rate under the facility and amortization of debt issue costs. A 1/8% change to the effective interest rate would change the interest expense by \$500.

(b) Northern Orion assumptions

(i) The assumption that Yamana acquires 100% of the outstanding common shares of Northern Orion as a result of the transaction. As per Note 4 this gives rise to an increase to fair value and related future income tax liabilities as follows:

| | |
|---|--------------|
| Mineral properties | \$ 309,654 |
| Investment in Minera Alumbraera Ltd. (Alumbraera) | 240,000 |
| Goodwill | 421,955 |
| Future income tax liabilities | (181,386) |
| | 790,223 |
| Book value of assets | 422,383 |
| Total purchase consideration | \$ 1,212,606 |

(ii) These pro forma adjustments eliminate the historical equity accounts of Northern Orion;

(iii) This pro forma adjustment reflects the issuance of 83.7 million shares of Yamana for \$952,688 in connection with the Offer;

(iv) The assumption that, as at June 27, 2007, 12,567,500 stock options and 56,571,850 share purchase warrants of Northern Orion were outstanding and were exchanged for 6,824,153 stock options and 30,718,515 share purchase warrants of Yamana with fair values of \$35,403 and \$207,515, respectively. We have assumed that all options vest immediately upon completion of the transaction;

(v) The cash component of the Northern Orion acquisition is approximately \$200 (Cdn\$0.001 per common share of Northern Orion) and has not been reflected in these pro forma financial statements.

(vi) This assumption provides for the recording of expenses of the transaction totaling \$17 million;

Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

6. Effect of transactions on the consolidated pro forma financial statements (continued)

(b) *Northern Orion assumptions (continued)*

(vii) This pro forma adjustment represents the estimated increase to amortization expense (Six months to June 30, 2007 - \$13,300; Year ended December 31, 2006 - \$30,500) associated with the preliminary fair value adjustment of approximately \$240 million allocated to Alumbra, resulting in a reduction to reported equity income. Fair value increases to non producing properties do not give rise to any pro forma earnings adjustment. Yamana has not completed an assessment of the fair values of assets and liabilities and the related business integration plans and synergies. The ultimate purchase price allocation will include possible adjustments to the fair values of Alumbra, depreciable tangible assets, proven and probable reserves, reserves related to current development projects, value beyond proven and probable reserves and intangible assets after a full review has been completed. The concept of VBPP is described in Financial Accounting Standards Board Emerging Issue Task Force Issue No. 04-3 (EITF 04-3) and has been interpreted differently by mining companies. Our preliminary adjustment to plant, equipment and development costs, as discussed below, includes VBPP attributable to mineralized material that Yamana believes could be brought into production should market conditions warrant. Mineralized material is a mineralized body that has been delineated by appropriately spaced drilling and/or underground sampling to support reported tonnage and average grade of metals. Such a deposit may not qualify as proven and probable reserves until legal and economic feasibility are concluded based upon a comprehensive evaluation of unit costs, grade, recoveries and other material factors. Our preliminary adjustments to property, plant, equipment and development costs do not include adjustments attributable to inferred mineral resources or exploration potential referred to in the EITF 04-3 Working Group Report No. 1. We intend to allocate a portion of the purchase price to all VBPP, including inferred mineral resources and exploration potential, in accordance with EITF 04-3 after performing a more thorough analysis to determine the fair value of these assets.

The preliminary allocation of \$240 million to Alumbra is primarily based on a fair value assessment of estimated cash flows. Yamana has not completed an assessment of the fair values of assets and liabilities and the related business integration plans and synergies. The ultimate purchase price allocation will include possible adjustments to fair values after a full review has been completed.

For the purpose of preparing the unaudited pro forma condensed combined statements of operations, Yamana assumed an estimated remaining useful life of 10 years for the Alumbra Mine, which was based on an analysis of publicly available information. A one-year change in the estimated useful life would have an approximate \$20 million impact on the pro forma equity accounted earnings on an annual basis. Additionally, for each \$100 million that the final fair value of Alumbra costs differs from the pro forma fair value, related equity accounted earnings would increase or decrease by approximately \$10 million annually, assuming a 10-year life; and

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

6. Effect of transactions on the consolidated pro forma financial statements (continued)

(c) *Viceroy and DSM assumptions*

(i) Including operating expenses for Viceroy for the period from October 1 to October 13, 2006;

(ii) Depreciation, amortization and depletion expense

It is assumed that the addition to mineral properties related to the excess of the purchase price over the assets acquired of DSM would be amortized on a unit-of-production basis over the proven, probable and possible reserves. In relation to DSM, the additional amortization for year ended December 31, 2006 would be \$2,371; and

(iii) Tax effect

The tax effect of the additional mineral property amortization of DSM above for the year ended December 31, 2006 would be a pro forma recovery of \$806.

(d) *Other assumptions*

(i) Transaction costs of Northern Orion, estimated to be in the amount of \$20 million, have been given effect in these pro forma financial statements. Yamana has no knowledge of the costs incurred by Meridian with respect to this transaction; and

(ii) The pro forma balance sheet reflects adjustments for future income taxes based on temporary differences between assigned values of assets and liabilities acquired and of estimated tax basis (Meridian - \$684,869 and Northern Orion - \$181,386). Adjustments to the pro forma statements of operations have an associated tax effect when it is appropriate. All tax effects have been calculated with reference to the statutory rate in effect during the current periods for which statement of operations is provided.

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)
June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

7. Yamana shares outstanding and loss per share

The average number of shares used in the computation of pro forma basic and diluted earnings (loss) per share has been determined as follows:

| | June 30, 2007 | December 31, 2006 |
|--|--------------------------|------------------------------|
| <i>Basic</i> | | |
| Weighted average shares outstanding for the period | 353,611,000 | 276,617,000 |
| Issued to acquire Viceroy | | 41,742,000 |
| Issued to acquire DSM | | 16,822,000 |
| Weighted average pro forma shares of Yamana | 353,611,000 | 335,181,000 |
| Issued to acquire Meridian | 227,957,530 | 227,911,395 |
| | 581,568,530 | 563,092,395 |
| Issued to acquire Northern Orion | 83,669,330 | 83,669,330 |
| Pro forma basic weighted average shares of Yamana | 665,237,860 | 646,761,725 |
| | June 30, 2007 | December 31, 2006 |
| <i>Diluted</i> | | |
| Weighted average pro forma shares of Yamana | 353,611,000 | 335,181,000 |
| Issued to acquire Meridian | 227,957,530 | 227,911,395 |
| Dilutive effect of Yamana options and warrants | 13,297,000 | 11,967,500 |
| | 594,865,530 | 575,059,895 |
| Issued to acquire Northern Orion | 83,669,330 | 83,669,330 |
| Dilutive effect of Northern Orion options and warrants | 18,414,423 | 18,414,423 |
| Pro forma diluted weighted average shares of Yamana | 696,949,283 | 677,143,648 |

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

8. Differences in generally accepted accounting principles between Canada and the United States of America

These pro forma consolidated financial statements have been prepared in accordance with Canadian GAAP. The pro forma financial statements prepared in accordance with US GAAP as at December 31, 2006 and for the year then ended are summarized as follows:

Pro forma consolidated balance sheet in accordance with US GAAP

| | Yamana Gold Inc. (As reported) | Meridian Gold Inc. (As reported) | Northern Orion Resources Inc. (As reported) | Pro forma adjustments (Note 6) | Yamana consolidated pro forma |
|---|--|--|---|--|--|
| Assets | | | | | |
| Current assets | | | | | |
| Cash and cash equivalents | \$ 69,680 | \$ 92,800 | \$ 178,956 | \$ 3,934 | \$ 345,370 |
| Short term investments | | 84,000 | | | 84,000 |
| Restricted cash | | 13,800 | | | 13,800 |
| Accounts receivable, advances and deposits | 30,280 | 6,200 | 144 | | 36,624 |
| Inventory | 51,216 | 7,000 | | | 58,216 |
| Other current assets | 2,248 | 16,200 | 1,460 | | 19,908 |
| | 153,424 | 220,000 | 180,560 | 3,934 | 557,918 |
| Assets under construction | 224,650 | | | | 224,650 |
| Mineral properties and property, plant and equipment | 1,583,490 | 276,100 | 34,037 | 2,452,661 | 4,346,288 |
| Other assets | 122,641 | 31,900 | 360 | | 154,901 |
| Goodwill | 55,000 | | | 1,727,520 | 1,782,520 |
| Equity investment in Minera Alumbrera Ltd. | | | 128,914 | 211,564 | 340,478 |
| | \$ 2,139,205 | \$ 528,000 | \$ 343,871 | \$ 4,395,679 | \$ 7,406,755 |
| Liabilities | | | | | |
| Current liabilities | | | | | |
| | 100,461 | 45,500 | 3,106 | 34,000 | 183,067 |
| Long-term liabilities | | | | | |
| Asset retirement obligations | 18,720 | | 1,155 | | 19,875 |
| Future income tax liabilities | 325,450 | 17,600 | | 912,406 | 1,255,456 |
| Long-term liabilities | 17,049 | 104,000 | | 400,000 | 521,049 |
| Royalty and net proceeds interest payable | | | 12,826 | | 12,826 |
| | 461,680 | 167,100 | 17,087 | 1,346,406 | 1,992,273 |
| Non-controlling interest | | 15,300 | | | 15,300 |
| Shareholders equity | | | | | |
| Capital stock | | | | | |
| Common stock | 1,619,850 | 402,000 | 288,682 | 2,788,057 | 5,098,589 |
| Shares to be issued | 42,492 | | | | 42,492 |
| Warrants | | | 11,926 | 195,589 | 207,515 |

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| | | | | | |
|--|---|---|--|---|---|
| Additional paid-in capital including contributed surplus | 129,215 | 7,000 | 12,434 | 15,969 | 164,618 |
| Accumulated other comprehensive income (Deficit) surplus | (4,632 (109,400 1,677,525 \$ 2,139,205 |) 53,500) (116,900 345,600 \$ 528,000 |) 2,029) 11,713 326,784 \$ 343,871 | (55,529 105,187 3,049,273 \$ 4,395,679 |) (4,632) (109,400 5,399,182 \$ 7,406,755 |

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

8. Differences in generally accepted accounting principles between Canada and the United States of America (continued)*Pro forma results of operations for the year ended December 31, 2006 in accordance with US GAAP*

| | |
|---|---------------|
| Net loss (Income) as reported under US GAAP as per 2006 consolidated financial statements | |
| Yamana net loss | \$ (88,072) |
| Meridian net income | 49,200 |
| Northern Orion net income | 73,171 |
| DSM net loss for the three months ended March 31, 2006 in accordance with US GAAP | (12,993) |
| Viceroy net loss from January 1, 2006 to October 13, 2006 in accordance with US GAAP | (27,894) |
| Interest expense on revolving line of credit (Note 6 (a) vi) | (30,000) |
| Additional depletion expense on mineral properties, and property, plant and equipment | (97,000) |
| Additional amortization expense on equity investment in Minera Alumbreira Ltd. | (30,500) |
| Income tax impact of the above adjustments | 53,708 |
| Pro forma net loss - US GAAP | \$ (110,380) |
| Other comprehensive (loss) income | |
| Unrealized loss on available-for-sale securities | (3,907) |
| Future employee benefits | (1,000) |
| Foreign currency translation adjustments | (100) |
| Pro forma comprehensive loss | \$ (115,387) |
| Loss per share - basic | (0.17) |
| Comprehensive loss per share - basic | (0.18) |

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

8. Differences in generally accepted accounting principles between Canada and the United States of America (continued)

The pro forma financial information can be reconciled as follows:

| | As at December 31, 2006 |
|---|---|
| Total pro forma assets | |
| Under Canadian GAAP | \$ 7,448,706 |
| Exploration costs capitalized for Canadian GAAP | (40,630) |
| Unrealized loss on investments | (4,526) |
| Additional depletion charges | (7,404) |
| Future income taxes | 10,609 |
| Under US GAAP | \$ 7,406,755 |
| Total pro forma liabilities | |
| Under Canadian GAAP | \$ 1,995,195 |
| Future income taxes | (2,922) |
| Under US GAAP | \$ 1,992,273 |
| Pro forma non-controlling interest under Canadian and US GAAP | \$ 15,300 |
| Total pro forma shareholders' equity | |
| Under Canadian GAAP | \$ 5,438,211 |
| Adjustments to mineral property costs | (34,503) |
| Net unrealized loss on investment | (4,526) |
| Under US GAAP | \$ 5,399,182 |
| | Year ended December 31, 2006 |
| Income on a pro forma basis under Canadian GAAP | \$ (57,303) |
| Write-off of deferred mineral property costs | (57,212) |
| Adjustment for depreciation, amortization and depletion | (5,882) |
| Pre-operating costs | 1,478 |
| Other | (70) |
| Tax effect of reconciling items | 8,609 |
| Net loss on a pro forma basis under US GAAP | \$ (110,380) |

If the transaction with Northern Orion is not completed, the pro forma net loss in accordance with US GAAP would be approximately \$162,251.

Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

8. Differences in generally accepted accounting principles between Canada and the United States of America (continued)

Significant differences between Canadian GAAP pro forma information and US GAAP pro forma information reflect the undernoted.

(i) *Mineral properties - exploration costs and depletion*

Under Canadian GAAP, resource property acquisition costs and exploration costs may be deferred and amortized to the extent they meet certain criteria. Capitalized costs under Canadian GAAP are amortized on a unit-of-production basis based on proven, probable and possible reserves.

Under US GAAP, acquisition costs and exploration costs must be expensed as incurred unless the resource properties have proven and probable reserves at which time costs incurred to bring the mine into production are capitalized as development costs. Capitalized costs are then amortized on a unit-of-production basis based on proven and probable reserves. An additional depletion and exploration expense is required to be recognized under US GAAP.

(ii) *Pre-operating costs*

US GAAP requires pre-operating costs to be expensed as incurred. Canadian GAAP allows pre-operating costs to be capitalized until commercial production is established.

(iii) *Investments*

Under US GAAP, items such as unrealized gains and losses on investments classified as available for sale are required to be shown separately in the derivation of comprehensive income. Under US GAAP, investments classified as available for sale are carried at the quoted market values. Under Canadian GAAP, gains and losses on marketable equity securities are noted in the footnotes and recognized in the statement of operations only when the investment is sold.

(iv) *Comprehensive loss*

In May 1993, the FASB issued SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities* (SFAS No. 115). Under SFAS No. 115, management determines the appropriate classification of investments in debt and equity securities at the time of purchase and re-evaluates such designation as of each balance sheet date. Under SFAS No. 115, equity securities and long-term investments are classified as available-for-sale securities and accordingly, the Company is required to include the net unrealized holding gain or loss on these securities in other comprehensive income. SFAS No. 130, *Reporting Comprehensive Income*, establishes standards for the reporting and display of comprehensive income and its components (revenue, expenses, gains and losses) in a full set of general purpose financial statements.

Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

8. Differences in generally accepted accounting principles between Canada and the United States of America (continued)

(v) *Pension costs*

In September 2006, the FASB issued FAS 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, which requires the recognition in the Company's financial statements the funding status of a benefit plan and that the plan assets and benefit obligations be measured as of the date of the employer's fiscal year-end statement of financial position. Under FAS 158 the Company is required to recognize unamortized actuarial gains and losses, prior service cost and remaining transitional amounts not recognized under Canadian GAAP, with the offset to comprehensive income.

Management has not provided a reconciliation to US GAAP for the financial position at June 30, 2007 and the results of operations for the six month period ended June 30, 2007. The information required to complete the reconciliation is not available. In the opinion of management, the material variation in accounting principles, practices and methods at June 30, 2007 and for the six month period then ended would be consistent with those disclosed with respect to December 31, 2006. In addition, Yamana, Northern Orion and Meridian were required to adopt FIN No. 48, *Accounting for Uncertainty in Tax Positions, an Interpretation of FASB Statement No. 109*, with effect from January 1, 2007. Management cannot determine if adoption of FIN No. 48 will give rise to a significant or material Canadian-United States GAAP difference due to limited access to information as at the time of preparation of these pro forma financial statements.

9. Supplementary information

(a) *Book value per share(1)*

| | Yamana and Meridian June 30, 2007 | December 31, 2006 | Yamana, Meridian and Northern Orion June 30, 2007 | December 31, 2006 |
|-------------------------------------|---|----------------------|--|----------------------|
| In accordance with Canadian GAAP | \$ 5.23 | N/A | \$ 5.73 | N/A |
| US GAAP | N/A | \$ 5.36 | N/A | \$ 5.51 |

(1) Calculated based on common shares outstanding at the respective dates. Book value is determined by deducting total liabilities from total tangible assets.

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Yamana Gold Inc.

Notes to the pro forma consolidated financial statements (Continued)

June 30, 2007

(Unaudited)

(Expressed in thousands of U.S. dollars, unless otherwise noted)

9. Supplementary information (continued)

(b) Ratio of earnings to fixed charges

| | Yamana and Meridian | | Yamana, Meridian and Northern Orion | |
|----------------------------------|----------------------------|------------------------------|--|------------------------------|
| | June 30, 2007 | December 31, 2006 | June 30, 2007 | December 31, 2006 |
| In accordance with Canadian GAAP | | | | |
| Ratio | 8.02 | | 9.26 | |
| Deficiency | | \$ (151,281) | | \$ (93,000) |
| US GAAP | | | | |
| Ratio | N/A | | N/A | |
| Deficiency | N/A | \$ (198,259) | N/A | \$ (157,588) |

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

YAMANA GOLD INC.

By: */s/ Charles Main*
Charles Main
Vice President, Finance and Chief Financial Officer

Date: August 20, 2007

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PART II

INFORMATION NOT REQUIRED TO BE DELIVERED TO OFFEREEES OR PURCHASERS

INDEMNIFICATION

Under the CANADA BUSINESS CORPORATIONS ACT (the "CBCA"), the Registrant may indemnify a present or former director or officer of the Registrant or another individual who acts or acted at the Registrant's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Registrant or other entity. The Registrant may not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Registrant, or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Registrant's request and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the conduct was lawful. The indemnification may be made in connection with a derivative action only with court approval. The aforementioned individuals are entitled to indemnification from the Registrant as a matter of right if they were not judged by the court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done. The Registrant may advance moneys to the individual for the costs, charges and expenses of a proceeding; however, the individual shall repay the moneys if the individual does not fulfill the conditions set out above.

The by-laws of the Registrant provide that, subject to the limitations contained in the CBCA, the Registrant shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Registrant's request as a director or officer of a body corporate of which the Registrant is or was a shareholder or creditor, and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he was made a party by reason of being or having been a director or officer of the corporation or such body corporate, if he acted honestly and in good faith with a view to the best interests of the corporation, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The by-laws of the Registrant provide that the Registrant may, subject to the limitations contained in the CBCA, purchase, maintain, or participate in insurance for the benefit of any director, officer, or certain other persons, as such against any liability incurred by him in his capacity as a director or officer of the Registrant or as a director or officer of any body corporate where he acts or acted in that capacity at the Registrant's request. The Registrant has purchased third party director and officer liability insurance.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

EXHIBITS

The exhibit list has been updated to include the following exhibits as part of this Amendment No. 2 to the Registrant's Registration Statement on Form F-10:

| Exhibit | Description |
|----------------|--|
| 4.27 | Inbound phone call script regarding the Meridian offer (incorporated by reference to Yamana's filing on Rule 425, filed on August 14, 2007) |
| 4.28 | Outbound phone call script regarding the Meridian offer (incorporated by reference to Yamana's filing on Rule 425, filed on August 14, 2007) |
| 4.29 | Conference call transcript concerning the Meridian offer (incorporated by reference to Yamana's filing pursuant to Rule 425, filed on August 15, 2007) |

PART III

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Item 1. Undertaking

The registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form F-10 or to transactions in said securities.

Item 2. Consent to Service of Process

Concurrently with the filing of the initial Registration Statement on Form F-10, the Registrant filed with the Commission a written Irrevocable Consent and Power of Attorney on Form F-X.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Amendment 2 on Form F-10 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Toronto, Ontario, country of Canada, on August 20, 2007.

YAMANA GOLD INC.

By: */s/ Peter Marrone*
 Peter Marrone
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|-----------------|
| <i>/s/ Peter Marrone</i> Peter Marrone | Chairman and Chief Executive Officer (principal executive officer) | August 20, 2007 |
| <i>/s/ Charles Main</i> Charles Main | Vice-President, Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | August 20, 2007 |
| * Victor H. Bradley | Director | August 20, 2007 |
| * Patrick J. Mars | Director | August 20, 2007 |
| * Juvenal Mesquita Filho | Director | August 20, 2007 |
| * C. Nigel Lees | Director | August 20, 2007 |

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| | | | |
|-----------------------|----------|--|-----------------|
| * | | | |
| Dino Titaro | Director | | August 20, 2007 |
| * | | | |
| Antenor F. Silva, Jr. | Director | | August 20, 2007 |
| * | | | |
| John Begeman | Director | | August 20, 2007 |

* by /s/ Peter Marrone
Peter Marrone
attorney in fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act, the undersigned has signed this Amendment No. 2 to Registration Statement, solely in the capacity of the duly authorized representative of Yamana Gold Inc. in the United States on August 20, 2007.

By: /s/ John A. Begeman
John A. Begeman
Director

EXHIBIT INDEX

| Exhibit | Description |
|----------------|---|
| 1.1 | Take Over Bid Circular, including the Offer to Purchase, dated July 19, 2007* |
| 1.2 | Letter of Transmittal* |
| 1.3 | Notice of Guaranteed Delivery* |
| 4.1 | Management Information Circular of the Registrant dated March 20, 2007 prepared in connection with the annual meeting of shareholders of the Registrant held on May 2, 2007* |
| 4.2 | Comparative audited consolidated financial statements of the Registrant and the notes thereto as at December 31, 2006 and 2005 and for each of the years ended December 31, 2006 and 2005 and the ten months ended December 31, 2004, together with the report of the auditors thereon* and management's discussion and analysis of financial results for the year ended December 31, 2006* |
| 4.3 | Comparative unaudited consolidated financial statements of the Registrant and the notes thereto as at March 31, 2007 and for the three months ended March 31, 2007 and 2006 and management's discussion and analysis of financial results for the three months ended March 31, 2007* |
| 4.4 | Material change report dated May 10, 2007 relating to the appointment of Mr. John Begeman to the board of directors in place of Mr. Bruce Humphrey, and the appointment of officers of the Registrant* |
| 4.5 | Material change report dated July 5, 2007 relating to the Registrant's intention to make the Offer* |
| 4.6 | Business acquisition report of the Registrant dated as of December 22, 2006 prepared in connection with the acquisition of Viceroy Exploration Ltd.* |
| 4.7 | Annual Information Form of Northern Orion Resources Inc. for the year ended December 31, 2006 dated March 30, 2007* |
| 4.8 | Comparative audited consolidated financial statements of Northern Orion Resources Inc. and the notes thereto as at December 31, 2006 and 2005 and for each of the years ended December 31, 2006, 2005 and 2004, together with the report of the auditors thereon* |
| 4.9 | Comparative unaudited consolidated financial statements of Northern Orion Resources Inc. and the notes thereto as at March 31, 2007 and for the three months ended March 31, 2007 and 2006* |
| 4.10 | Loan Agreement, dated July 19, 2007 by and between Yamana Gold Inc. and Northern Orion Resources, Inc.* |
| 4.11 | Revolving Credit Facility* |
| 4.12 | Press Release, dated July 16, 2007* |
| 4.13 | Notice of Variation and Extension, dated August 14, 2007* |
| 4.14 | Press Release dated July 31, 2007 regarding the Meridian offer* |
| 4.15 | Press Release dated July 31, 2007 regarding the Meridian offer* |
| 4.16 | Outbound phone call script regarding the Meridian offer* |
| 4.17 | Inbound phone call script regarding the Meridian offer* |
| 4.18 | Outbound phone call script regarding the Meridian offer* |
| 4.19 | Inbound phone call script regarding the Meridian offer* |

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- 4.20 Press release regarding Yamana quarterly performance*
 - 4.21 Conference call transcript concerning Yamana s quarterly performance*
-

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| Exhibit | Description |
|----------------|--|
| 4.22 | Comparative unaudited consolidated financial statements of the Registrant and the notes thereto as at June 30, 2007 and for the six months ended June 30, 2007 and 2006 and management's discussion and analysis of financial results for the six months ended June 30, 2007* |
| 4.23 | Press release concerning the Meridian offer* |
| 4.24 | Commitment letter for term financing facility* |
| 4.25 | Comparative unaudited consolidated financial statements of Northern Orion Resources Inc. and the notes thereto as at June 30, 2007 and for the six months ended June 30, 2007 and 2006* |
| 4.26 | Material change report dated July 19, 2007 relating to the Registrant's announcement of having entered into a definitive business combination agreement with Northern Orion Resources Inc. and the announcement of its formal offer for all of the outstanding shares of Meridian* |
| 4.27 | Inbound phone call script regarding the Meridian offer (incorporated by reference to Yamana's filing on Rule 425, filed on August 14, 2007) |
| 4.28 | Outbound phone call script regarding the Meridian offer (incorporated by reference to Yamana's filing on Rule 425, filed on August 14, 2007) |
| 4.29 | Conference call transcript concerning the Meridian offer (incorporated by reference to Yamana's filing pursuant to Rule 425, filed on August 15, 2007) |
| 5.1 | Consent of Cassels Brock & Blackwell LLP* |
| 5.2 | Consent of Dorsey & Whitney LLP* |
| 5.3 | Consent of Deloitte & Touche LLP* |
| 5.4 | Consent of Deloitte & Touche LLP* |
| 5.5 | Consent of PricewaterhouseCoopers LLP* |
| 5.6 | Consent of John Wells* |
| 5.7 | Consent of Michael G. Hester* |
| 5.8 | Consent of Mario E. Rossi* |
| 5.9 | Consent of Michael W. Cassidy* |
| 5.10 | Consent of Reno Pressaco* |
| 5.11 | Consent of Terrence Hennessey* |
| 5.12 | Consent of Rodrigo Mello* |
| 5.13 | Consent of Renato Petter* |
| 5.14 | Consent of Ronald G. Simpson* |
| 5.15 | Consent of John R. Sullivan* |
| 5.16 | Consent of G. Ross MacFarlane* |

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- 5.17 Consent of Velasquez Spring*
 - 5.18 Consent of Dr. Lawrence B. Cochrane*
 - 5.19 Consent of Karl M. Kolin*
 - 5.20 Consent of Pierre LaCombe*
 - 5.21 Consent of Ivan Machado*
 - 5.22 Consent of Carlos Guzman*
 - 5.23 Consent of Luis Rivera*
 - 5.24 Consent of Melvin L. Klohnv
 - 5.25 Consent of Evandro Cintra*
-

| Exhibit | Description |
|----------------|--|
| 5.26 | Consent of Gerrit Vos* |
| 5.27 | Consent of Harry Burgess* |
| 5.28 | Consent of Gary Giroux* |
| 5.29 | Consent of Callum Grant* |
| 5.30 | Consent of Paul Hosford* |
| 5.31 | Consent of Deloitte & Touche LLP* |
| 5.32 | Consent of Deloitte & Touche LLP* |
| 5.33 | Consent of PricewaterhouseCoopers LLP* |
| 6.1 | Powers of Attorney* |

* Previously filed
