

Edgar Filing: MERIDIAN GOLD INC - Form 425

MERIDIAN GOLD INC
Form 425
August 14, 2007

Filed by Yamana Gold Inc.

pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Meridian Gold Inc.

Commission File Number: 333-144723

Date: August 14, 2007

Yamana Gold Inc. Offer to Purchase Common Shares of Meridian Gold Inc.

**Yamana Gold: (TSX: YRI) (NYSE: AUU)
CUSIP: 98462Y100**

**Meridian Gold:(TSX: MNG) (NYSE:
MDG)
CUSIP: 589975101**

Expiry: 8:00 PM. (Toronto time) on September 7, 2007

Inbound Script to Shareholders

Thank you for calling the Yamana enquiries line for Meridian Gold (Meridian) shareholders, my name is <name> how may I help you today? <Answer specific questions> Can I speak to you briefly about **Yamana Gold Inc.** s (Yamana) revised Offer to Purchase all the common shares of Meridian?

IF YES

Thank you. I am calling on behalf of **Yamana Gold Inc. (Yamana)** which has revised its Offer for your **Meridian** shares. Yamana has increased the cash component of the consideration offered for Meridian shares by Cdn\$0.85 per share to Cdn\$4.00 per share. The share component has not been changed and is 2.235 Yamana common shares for each common share of Meridian. Full details about the **Notice of Variation and Extension** are outlined in the materials which are in the process of being mailed to Meridian shareholders. We encourage you to read these documents because they contain important information. The Notice of Variation and Extension and other documents relating to Yamana s offer for the common stock of Meridian can be found online at www.sedar.com. (Canada) or www.sec.gov (U.S.) or, upon request, will be provided without charge by Yamana.

IF NO

May I please give you our toll-free number and website address if you have any questions?

Call

**1-866-879-7644 or
visit**

**www.sedar.com or
www.sec.gov**

Thank you for your time.

The amendment also includes:

- 1) An extension of the Offer to **8:00pm (Toronto time) on September 7, 2007.**
- 2) The deletion of the condition that Yamana be provided with access to non-public information and be satisfied that no state of facts exists that would have a material adverse effect on Meridian.
- 3) The provision of additional disclosure with respect to certain matters, including certain financial information.

Premium: Based on the closing price of Meridian and the Yamana common shares on the TSX on June 27, 2007 (the date of Yamana s announcement after the close of market of its intention to make the Offer), the Offer price now represents a premium of approximately 26.3%. The Offer price also now represents a premium of approximately 27.7% over the average closing price of Meridian on the TSX for the 20 trading days immediately preceding Yamana s announcement of its intention to make the Offer (based on the average closing price of Meridian and the Yamana common shares on the TSX for the 20 trading days ending June 20, 2007).

Northern Orion Transaction: Yamana has agreed to acquire 100% of the issued and outstanding common shares of Northern Orion by way of Plan of Arrangement. The completion of the Northern Orion transaction is a condition to this Offer. Yamana believes that the proposed business combination between Yamana, Meridian and Northern Orion will create a stronger

established gold mining company generating significant cash flow. Moreover, the combined company will strengthen its competitive position and become the premier Latin American focused gold company. The board of Northern Orion continues to support the Northern Orion transaction.

As Beneficial Shareholders You must tender your shares no later than 8:00 p.m. (Toronto Time) on Friday, September 7, 2007, but your broker may require your instructions well in advance of this date. Contact your broker immediately with your instructions and assistance in tendering your shares to the Offer.

As Registered Shareholders You must tender your shares no later than 8:00 p.m. (Toronto time) on Friday,

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September 7, 2007. You would have received a pre-addressed letter of transmittal (Yellow for Non-UK Shareholders and Green for UK Shareholders). Please complete it and deposit it with the share certificate(s) in the enclosed envelope to the Depositary (Kingsdale Shareholder Services Inc.), along with all other documents required by the instructions set out in the letter of transmittal. Alternatively, you can complete the Notice of Guaranteed Delivery if your shares are not immediately available.

If you have any questions or require further assistance in tendering your shares, we can be reached at **1-866-879-7644**. Thank you very much for your time. Have a nice day/night!

┆ Remember: Speak slowly, especially when providing a phone number. ┆

Rep - please provide written comments whenever talking to shareholders

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