

AURIZON MINES LTD  
Form SC14D1F/A  
July 10, 2006

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As filed with the Securities and Exchange Commission on July 10, 2006

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

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Amendment No. 3  
(Final Amendment)  
to

**SCHEDULE 14D-1F**

**TENDER OFFER STATEMENT PURSUANT TO RULE 14d-1(b) UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**AURIZON MINES LTD.**

(Name of Subject Company)

(Translation of Subject Company's name into English (if applicable))

**British Columbia, Canada**

(Jurisdiction of Subject Company's Incorporation or Organization)

**NORTHGATE MINERALS CORPORATION  
NORTHGATE ACQUISITION ULC**

(Bidders)

**Common Shares, without par value**

(Title of Class of Securities)

**2064413**

(CUSIP Number of Class of Securities (if applicable))

**Kenneth G. Stowe  
President and Chief Executive Officer  
Northgate Minerals Corporation  
815 Hornby Street, Suite 406  
Vancouver, British Columbia  
Canada V6Z 2E6**

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(604) 681-4004

(Name, address (including zip code) and telephone number (including area code) of person(s) authorized to receive notices and communications on behalf of bidders)

Copies to:

**John Sabine**  
**Fraser Milner Casgrain LLP**  
**1 First Canadian Place, 39th Floor**  
**100 King Street West**  
**Toronto, Ontario M5X 1B2**

**Steven M. Kaufman**  
**Joseph G. Connolly, Jr.**  
**Joseph E. Gilligan**  
**Hogan & Hartson L.L.P.**  
**Columbia Square**  
**555 Thirteenth Street, N.W.**  
**Washington, DC 20004-1109**

June 1, 2006

(Date tender offer first published, sent or give to securityholders)

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The purpose of this Amendment No. 3 is to file an additional exhibit to the Schedule 14D-1F. Accordingly, this Amendment No. 3 consists only of the facing page, this explanatory note and Parts II and IV to the Schedule 14D-1F. No changes have been made to Parts I and III of the Schedule 14D-1F, and therefore they have been omitted.

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PART II

INFORMATION NOT REQUIRED TO BE SENT TO SHAREHOLDERS

The following documents are filed as exhibits to this Amendment No. 3 to Schedule 14D-1F:

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 1.1                | Press release dated May 23, 2006 relating to Northgate's intention to make an offer for all outstanding common shares of Aurizon Mines Ltd. (1)   |
| 2.1                | Form of Letter of Transmittal. (2)  |
| 2.2                | Form of Notice of Guaranteed Delivery. (2)  |
| 3.1                | The Form 40-F/Annual Information previously filed with the SEC on March 29, 2006. (6)   |
| 3.2                | The Management Information Circular of Northgate dated March 1, 2006 prepared in connection with the annual meeting of shareholders of Northgate held on May 3, 2006. (3)   |
| 3.3                | The Audited Consolidated Financial Statements of Northgate and the notes thereto as at December 31, 2005 and 2004 and for each of the years in the three-year period ended December 31, 2005, together with the report of the auditors thereon. (4) |
| 3.4                | Management's Discussion and Analysis of Financial Condition and Results of Operation of Northgate for the fiscal year ended December 31, 2005. (4)  |
| 3.5                | The Unaudited Consolidated Financial Statements of Northgate and the notes thereto as at March 31, 2006 and for the three months ended March 31, 2006 and 2005. (5)   |
| 3.6                | Management's Discussion and Analysis of Financial Results of Northgate's first quarter report in respect of the quarter ended March 31, 2006. (5)   |
| 3.7                | Material Change Report on Form 6-K previously furnished with the SEC on May 23, 2006. (6)   |
| 3.8                | Material Change Report on Form 6-K previously furnished with the SEC on May 30, 2006. (6)   |
| 3.9                | Material Change Report on Form 6-K previously furnished with the SEC on June 2, 2006. (7)   |
| 3.10               | Material Change Report on Form 6-K previously furnished with the SEC on June 16, 2006. (7)  |
| 3.11               | Material Change Report on Form 6-K previously furnished with the SEC on June 19, 2006. (7)  |
| 3.12               | Press Release dated June 30, 2006 relating to the Supreme Court of British Columbia's decision regarding Northgate's offer. (8)   |
| 3.13               | Press Release dated July 3, 2006 relating to the Court of Appeal of British Columbia's decision regarding Northgate's offer. (9)  |
| 3.14               | Press Release dated July 7, 2006 relating to the withdrawal of Northgate's offer. (10)  |
| (1)                | Previously filed by incorporation by reference to Material Change Report on Form 6-K previously furnished with the SEC on May 23, 2006.   |
| (2)                | Previously filed with the Bidders' initial Schedule 14D-1F (File No. 005-78974) filed with the SEC on June 1, 2006.   |
| (3)                | Previously filed with Northgate's Registration Statement on Form F-8 filed with the SEC on June 1, 2006.  |
| (4)                | Previously filed by incorporation by reference to Form 40-F/Annual Information previously filed with the SEC on March 29, 2006.   |
| (5)                | Previously filed by incorporation by reference to Material Change Report on Form 6-K previously furnished with the SEC on May 30, 2006.   |
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| (7)                | Previously filed by incorporation by reference thereto with the Bidders' Amendment No. 1 to Schedule 14D-1F (File No. 005-78974) filed with the SEC on June 23, 2006.   |
| (8)                | Previously filed by incorporation by reference to Material Change Report on Form 6-K previously furnished with the SEC on June 30, 2006.  |

(9) Previously filed by incorporation by reference to Material Change Report on Form 6-K previously furnished with the SEC on July 3, 2006.

(10) Incorporated herein by reference to Material Change Report on Form 6-K previously furnished with the SEC on July 7, 2006.

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PART IV

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to Schedule 14D-1F is true, complete and correct.

**Northgate Minerals Corporation**

/s/ Kenneth G. Stowe  
Kenneth G. Stowe  
President and Chief Executive Officer

Date: July 10, 2006

**Northgate Acquisition ULC**

/s/ Jon A. Douglas  
Jon A. Douglas  
Senior Vice President and Chief Financial Officer

Date: July 10, 2006

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EXHIBIT INDEX

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