



Newmont Mining Corporation Announces Consent Solicitation for its 5.875% Notes due 2035

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DENVER--(BUSINESS WIRE)--Newmont Mining Corporation (NYSE: NEM) (Newmont or the Company) announced today that, in connection with the previously announced joint venture, Newmont is soliciting consents (the "Consent Solicitation") from holders (the "Holders") of its outstanding 5.875% Notes due 2035 (the "Notes") as of 5:00 p.m., New York City time, on April 3, 2019 (the "Record Date") to effect certain Proposed Amendments (as defined herein) to the indenture governing the Notes (as amended, supplemented or otherwise modified from time to time, the "Indenture"), as described below, upon the terms and subject to the conditions set forth in the Consent Solicitation Statement, dated April 4, 2019 (as amended or supplemented from time to time, the "Consent Solicitation Statement"). The Notes are unconditionally and irrevocably guaranteed by Newmont USA Limited, a Delaware corporation and a wholly-owned subsidiary of Newmont ("Newmont USA").

The Consent Solicitation will expire at 5:00 p.m., New York City time, on April 10, 2019 (such time and date, as the same may be extended by the Company from time to time, the "Expiration Date").

Certain details regarding the Notes and the Consent Solicitation are set forth in the table below.

Title of Security	CUSIP No.	Aggregate Principal	
		Amount Outstanding	Consent Fee ⁽¹⁾
5.875% Notes due 2035	651639 AE6	\$600,000,000	\$1.00

- (1) The Consent Fee (as defined herein) for the Consent Solicitation is an amount, per \$1,000 aggregate principal amount of the Notes, for which a Holder has validly delivered (and not validly revoked) consents to the Proposed Amendments on or prior to the Expiration Date. No accrued interest will be paid in respect of the Consent Fee. Holders who validly deliver (and not validly revoke) their consents on or prior to the Expiration Date shall receive the Consent Fee, subject to the terms and conditions set forth in the Consent Solicitation Statement.

As previously announced, on March 10, 2019, Newmont entered into the implementation agreement to establish a joint venture (as amended, supplemented or otherwise modified from time to time, the "Nevada Agreement") with Barrick Gold Corporation to realize anticipated synergies and cost savings from the combination of their respective Nevada operations. Pursuant to the terms of the Nevada Agreement, Newmont has agreed to, among other things, cause Newmont USA to sell, assign and transfer to the joint venture entity its assets, properties and rights located in the State of Nevada (the "Proposed Transaction"). It is anticipated that Newmont USA will hold an economic interest of 38.5% in the joint venture entity and, accordingly, in any assets, properties and rights transferred to the joint venture entity.

Newmont is soliciting consents pursuant to the Consent Solicitation (i) to conform the provisions of the guarantor merger covenant in the Indenture (Section 8.1(b)) to the corresponding provisions in the indenture governing the other series of notes issued by Newmont and (ii) to add to, amend, supplement or change certain defined terms contained in the Indenture related to the foregoing (the "Proposed Amendments"). Except for the Proposed Amendments, all of the existing terms of the Indenture and the Notes will remain unchanged and in effect in their current form.

Under the corresponding provisions of the indenture governing the other series of notes issued by Newmont that are outstanding as of the date hereof, the joint venture entity will not be required to assume the obligations of, or provide a guarantee for, such other series of notes and, accordingly, Newmont is not soliciting consents from the holders of such other series of notes to any proposed amendments to such indenture.

The effectiveness of the Consent Solicitation is not a condition to the consummation of the Proposed Transaction or the other transactions contemplated by the Nevada Agreement.

If the Holders of not less than a majority in aggregate principal amount of the Notes outstanding validly deliver (and not validly revoke) their consents to the Proposed Amendments and subject to the satisfaction or waiver of the other conditions to the Consent Solicitation, Newmont, Newmont USA and the trustee under the Indenture will execute a supplemental indenture to the Indenture (the "Supplemental Indenture") effecting the Proposed Amendments (such time and

date of the execution of the Supplemental Indenture, the "Consent Time"). Consents to the Proposed Amendments may not be revoked at any time after the earlier of (x) the Consent Time and (y) the Expiration Date. Although the Supplemental Indenture and the Proposed Amendments will become effective immediately upon execution at the Consent Time, the Proposed Amendments will cease to be operative if the Proposed Transaction is not consummated or Newmont does not pay, or cause to be paid, a cash payment to DTC equal to \$1.00 per \$1,000 aggregate principal amount of Notes (the "Consent Fee") for which Holders have validly delivered (and not validly revoked) their consents to the Proposed Amendments on or prior to the Expiration Date. Newmont expects to pay, or cause to be paid, the Consent Fee promptly following the Expiration Date. Even if the Consent Time occurs prior to the Expiration Date, all Holders who validly deliver (and not validly revoke) their Consents on or prior to the Expiration Date will receive the Consent Fee. If the Consent Conditions are not satisfied or waived, no Consent Fee will become payable or be paid to any Holder pursuant to the Consent Solicitation. Holders of the Notes for which no consent is delivered pursuant to the Consent Solicitation will not be eligible to, and will not, receive the Consent Fee, even though the Proposed Amendments, if approved, will bind all Holders and their transferees upon the execution and effectiveness of the Supplemental Indenture at the Consent Time.

The Consent Solicitation is being made solely by means of the Consent Solicitation Statement and on the terms and subject to the conditions set forth therein. Newmont may, in its sole discretion, terminate, abandon, extend or amend the Consent Solicitation at any time as described in the Consent Solicitation Statement. This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security and is not a solicitation of consents with respect to the Proposed Amendments or any other securities. The Consent Solicitation is not being made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or "blue sky" laws.

Citigroup Global Markets Inc. is acting as the solicitation agent for the Consent Solicitation (the "Solicitation Agent"). Global Bondholder Services Corporation is acting as the information and tabulation agent for the Consent Solicitation (the "Information and Tabulation Agent"). Questions or requests for assistance related to the Consent Solicitation or for additional copies of the Consent Solicitation Statement and other related documents may be directed to the Solicitation Agent at (212) 723-6106 (banks and brokers) and (800) 558-3745 (toll free) or to the Information and Tabulation Agent at (212) 430-3774 (banks and brokers) and (866) 807-2200 (toll free). Holders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Consent Solicitation. Holders are urged to review the Consent Solicitation Statement for the detailed terms of the Consent Solicitation and the procedures for consenting to the Proposed Amendments.

About Newmont

Newmont is a leading gold and copper producer. Newmont's operations are primarily in the United States, Australia, Ghana, Peru and Suriname. Newmont is the only gold producer listed in the S&P 500 Index and was named the mining industry leader by the Dow Jones Sustainability World Index in 2015, 2016, 2017 and 2018. Newmont is an industry leader in value creation, supported by its leading technical, environmental, social and safety performance. Newmont was founded in 1921 and has been publicly traded since 1925.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbor created by such sections and other applicable laws. Where a forward-looking statement expresses or implies an expectation or belief as to future events, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, such statements are subject to risks, uncertainties and other factors, which could cause actual events to differ materially from future events expressed, projected or implied by the forward-looking statements. Forward-looking statements often address our expected future business and often contain words such as "anticipate," "intend," "plan," "will," "would," "estimate," "expect," "believe," "target," "indicative," "preliminary," or "potential." Forward-looking statements in this press release may include, without limitation, expectations regarding the Nevada joint venture, including expectations regarding closing of the joint venture, value accretion, joint venture synergies and the benefits thereof. Such statements are intended to present events and results based upon the parties' agreed upon terms, but a definitive joint venture agreement will not be forthcoming until later in 2019. Estimates or expectations of future events or results are based upon certain assumptions, which may prove to be incorrect. Such assumptions, include, but are not limited to: (i) there being no significant change to current geotechnical, metallurgical, hydrological and other physical conditions; (ii) permitting, development, operations and expansion of Newmont's operations and projects being consistent with current expectations and mine plans, including, without limitation, receipt of export approvals; (iii) political developments in Nevada being consistent with its current expectations; (iv) certain exchange rate assumptions for the Canadian dollar to the U.S. dollar; (v) certain price assumptions for gold, copper, silver, zinc, lead and oil; (vi) prices for key supplies being approximately consistent with current levels; (vii) the accuracy of current mineral reserve, mineral resource and mineralized material estimates; (viii) satisfying the conditions to implementation of the Nevada joint venture, including obtaining regulatory approvals; and (ix) other planning assumptions. In addition, material risks that could cause actual results to differ from forward-looking statements include: (A) the inherent uncertainty associated with financial or other projections; (B) the risk associated with the closing of the Nevada joint venture transaction and ability to achieve the anticipated synergies and value-creation contemplated by the proposed Nevada joint venture transaction; (C) unanticipated difficulties or expenditures relating to the transactions, the response of business partners and retention as a result of the announcement and pendency of the transactions; (D) potential volatility in the price of Newmont common stock due to the proposed transactions; and (E) the diversion of management time on transaction-related issues. For a more detailed discussion of risks and other factors that might impact future looking statements, see Newmont's Annual Report on Form 10-K for the year ended December 31, 2018 filed with the Securities and Exchange Commission as well as Newmont's other SEC filings, available on the SEC website or www.newmont.com. Newmont does not undertake any obligation to release publicly revisions to any "forward-looking statement," including, without limitation, outlook, to reflect events or circumstances after the date of this press release, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued "forward-looking statement" constitutes a reaffirmation of that statement. Continued reliance on "forward-looking statements" is at investors' own risk.

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