

NEWMONT MINING CORP /DE/
Form DEFA14A
February 25, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Newmont Mining Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- Fee paid previously with preliminary materials.
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- (2) Form, Schedule or Registration Statement No.:
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On February 25, 2019, Newmont Mining Corporation, a Delaware corporation (Newmont or the Company), issued a press release announcing the receipt of an acquisition proposal from Barrick Gold Corporation (Barrick), a copy of which is included below.

Also on February 25, 2019, Newmont posted on its website, www.newmont.com, a Newmont Goldcorp Value Proposition presentation that includes, among other matters, information related to Barrick s acquisition proposal and the proposed arrangement with Goldcorp Inc. (Goldcorp). A copy of the Newmont Goldcorp Value Proposition presentation posted by Newmont is included below.

Also on February 25, 2019, Gary Goldberg, Newmont s Chief Executive Officer, presented at the BMO Metals and Mining Conference. That presentation included, among other matters, information related to Barrick s acquisition proposal and the proposed arrangement with Goldcorp. An excerpt of the BMO Metals and Mining Conference presentation is included below.

Newmont held a related live webcast presentation on Monday, February 25, 2019 at 10:30 a.m. Eastern Time. A copy of the transcript of the webcast is included below.

The following is the press release:

Newmont Confirms Receipt of Barrick Acquisition Proposal

- All stock acquisition proposed with a negative premium based upon current market prices, conditioned on due diligence
- Newmont s pending transaction with Goldcorp offers optimal value with greater certainty and a proven management team and operating model

DENVER, February 25, 2019 Newmont Mining Corporation (NYSE: NEM) (Newmont or the Company) confirmed today that it has received an acquisition proposal from Barrick Gold Corporation (Barrick) proposing an all-stock merger with Newmont, at a negative premium based on market prices as of the close of business on February 22, 2019. The transaction proposal is conditional on Newmont not proceeding with its proposed combination with Goldcorp Inc.

(Goldcorp) and other conditions, including confirmatory due diligence by Barrick.

Newmont has a long history of evaluating potential transactions, and undertakes robust analysis and diligence on a continuous basis of acquisition opportunities in the interests of creating long-term shareholder value. Newmont has previously reviewed and rejected potential combinations with each of Barrick and Randgold Resources Ltd., prior to their merger. Newmont's proposed combination with Goldcorp represents the best opportunity to create optimal value for Newmont's shareholders and other stakeholders, including for the reasons summarized below:

- **Superior Returns:** Newmont has delivered superior shareholder returns. Since January 1, 2014 (merger discussions between Barrick and Newmont ended in April 2014), Newmont has achieved 65 percent total shareholder returns compared to the negative 22 percent total shareholder return delivered by Barrick, while gold prices improved 15 percent during that period.
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- **Proven Track Record of Successful Execution:** Newmont's management team has a consistent, long-standing track record of delivering superior execution (including productivity improvements and cost reduction measures) through a proven, scalable operating model and deep bench strength supporting thoughtful and structured succession planning. In addition to compelling economic returns, Newmont has maintained industry leadership in environmental, social and governance performance, and generally avoided material operational, governmental and investment pitfalls.
- **Newmont Goldcorp Offers Compelling and Superior Benefits:** The Newmont Goldcorp combination provides the greatest potential for additional value creation through asset optimization, project sequencing, and application of Newmont's operating model. The combination will be immediately and highly value-accretive to Newmont's net asset value and cash flow per share; generate an estimated \$75 per ounce in Full Potential cost and efficiency improvements, representing anticipated benefits of approximately \$165 million per year, and along with \$100 million in pre-tax synergies, generate \$265 million in combined expected annual pre-tax synergies and Full Potential benefits representing potential value creation of more than \$2.5 billion. (1), (2) and (3)
- **Barrick's Proposed Combination Ignores Risks and Overstates Rewards:** Newmont has analyzed a potential combination with Barrick, whose asset portfolio has changed significantly since 2014, including as a result of the merger with Randgold seven weeks ago and its ongoing integration process. Newmont has previously determined that Barrick's risk and return profile is inferior on many fronts, including factoring Barrick's comparatively ineffective operating model, poor track record on delivering shareholder returns and unfavorable jurisdictional risk.
- **Newmont Can Capture Nevada Synergies More Efficiently:** Any of the Nevada synergies could be more efficiently realized through a Nevada joint venture between the companies without exposing Newmont's shareholders to Barrick's riskier portfolio, integration risks and transaction costs. Newmont has consistently communicated to Barrick its willingness to explore value-generating opportunities for the companies' Nevada assets.
- **Newmont Goldcorp Offers Strongest Opportunity:** Compared to the demonstrated and compelling value creation benefits of the Newmont Goldcorp transaction, the synergy estimates referenced in the Barrick proposal are unsubstantiated and do not account for cost reduction initiatives Newmont has already implemented at various operations, including in Nevada, and would rely on a high-risk operating model to be realized.
- **Dividends:** The Newmont Goldcorp combined entity will sustainably continue Newmont's industry-leading dividend.

A fuller summary of the above analysis can be found in the investor presentation.

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Newmont's Board of Directors intends to fully evaluate the Barrick proposal and respond in due course, including providing advice to its shareholders. No shareholder action is necessary in response to Barrick's proposal.

About Newmont

Newmont is a leading gold and copper producer. The Company'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. The Company 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.

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Cautionary Statement Regarding Forward-Looking Statements:

This 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 and forward-looking information within the meaning of applicable Canadian securities laws. Where a forward-looking statement expresses or implies an expectation or belief as to future events or results, 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 results to differ materially from future results expressed, projected or implied by the forward-looking statements. Forward-looking statements often address our expected future business and financial performance and financial condition, and often contain words such as anticipate, intend, plan, will, would, estimate, expect, believe, target, indicative, preliminary, or potential. Forward-looking statements in this release may include, without limitation, (i) statements relating to Newmont's planned acquisition of Goldcorp (the proposed transaction) and the expected terms, timing and closing of the proposed transaction, including receipt of required approvals and satisfaction of other customary closing conditions; (ii) estimates of future production and sales, including expected annual production range; (iii) estimates of future costs applicable to sales and all-in sustaining costs; (iv) expectations regarding accretion; (v) estimates of future capital expenditures; (vi) estimates of future cost reductions, efficiencies, value creation and synergies; (vii) expectations regarding future exploration and the development, growth and potential of Newmont's and Goldcorp's operations, project pipeline and investments, including, without limitation, project returns, expected average Internal Rate of Return, schedule, decision dates, mine life, commercial start, first production, capital average production, average costs and upside potential; (viii) expectations regarding future investments or divestitures; (ix) expectations of future dividends and returns to shareholders; (x) expectations of future free cash flow generation, liquidity, balance sheet strength and credit ratings; (xi) expectations of future equity and enterprise value; and (xii) expectations of future plans and benefits; (xiii) expectations regarding future mineralization, including, without limitation, expectations regarding reserves and resources, grade and recoveries; and (xiv) estimates of future closure costs and liabilities. 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 and Goldcorp's operations and projects being consistent with current expectations and mine plans, including without limitation receipt of export approvals; (iii) political developments in any jurisdiction in which Newmont and Goldcorp operate being consistent with its current expectations; (iv) certain exchange rate assumptions for the Australian dollar or the Canadian dollar to the U.S. dollar, as well as other exchange rates being approximately consistent with current levels; (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; and (viii) other planning assumptions. Risks relating to forward-looking statements in regard to Newmont and Goldcorp's business and future performance may include, but are not limited to, gold and other metals price volatility, currency fluctuations, operational risks, increased production costs and variances in ore grade or recovery rates from those assumed in mining plans, political risk, community relations, conflict resolution governmental regulation and judicial outcomes and other risks. In addition, material risks that could cause actual results to differ from forward-looking statements include: the inherent uncertainty associated with financial or other projections; the prompt and effective integration of Newmont's and Goldcorp's businesses and the ability to achieve the anticipated synergies and value-creation contemplated by the proposed transaction; the risk associated with Newmont's and Goldcorp's ability to obtain the approval of the proposed transaction by their shareholders required to consummate the proposed transaction and the timing of the closing of the proposed transaction, including the risk that the conditions to the transaction are not satisfied on a timely basis or at all and the failure of the transaction to close for any other reason; the risk that a consent or authorization that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; the outcome of any legal proceedings that may be instituted against the parties and others related to the

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arrangement agreement; unanticipated difficulties or expenditures relating to the transaction, the response of business partners and retention as a result of the announcement and pendency of the transaction; potential volatility in the price of Newmont common stock due to the proposed transaction; the anticipated size of the markets and continued demand for Newmont's and Goldcorp's resources and the impact of competitive responses to the announcement of the transaction; and the diversion of management time on transaction-related issues. For a more detailed discussion of such risks and other factors, see Newmont's 2018 Annual Report on Form 10-K, filed with the Securities and Exchange Commission (SEC) as well as

the Company's other SEC filings, available on the SEC website or www.newmont.com, Goldcorp's most recent annual information form as well as Goldcorp's other filings made with Canadian securities regulatory authorities and available on SEDAR, on the SEC website or www.goldcorp.com. Newmont is not affirming or adopting any statements or reports attributed to Goldcorp (including prior mineral reserve and resource declaration) in this release or made by Goldcorp outside of this release. Goldcorp is not affirming or adopting any statements or reports attributed to Newmont (including prior mineral reserve and resource declaration) in this release or made by Newmont outside of this release. Newmont and Goldcorp do 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 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.

Additional information about the proposed transaction and where to find it

This release is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. This release is being made in respect of the proposed transaction involving the Company and Goldcorp pursuant to the terms of an Arrangement Agreement by and among the Company and Goldcorp and may be deemed to be soliciting material relating to the proposed transaction. In connection with the proposed transaction, the Company will file a proxy statement relating to a special meeting of its stockholders with the SEC. Additionally, the Company will file other relevant materials in connection with the proposed transaction with the SEC. Security holders of the Company are urged to read the proxy statement regarding the proposed transaction and any other relevant materials carefully in their entirety when they become available before making any voting or investment decision with respect to the proposed transaction because they will contain important information about the proposed transaction and the parties to the transaction. The definitive proxy statement will be mailed to the Company's stockholders. Stockholders of the Company will be able to obtain a copy of the proxy statement, the filings with the SEC that will be incorporated by reference into the proxy statement as well as other filings containing information about the proposed transaction and the parties to the transaction made by the Company with the SEC free of charge at the SEC's website at www.sec.gov, on the Company's website at www.newmont.com/investor-relations/default.aspx or by contacting the Company's Investor Relations department at jessica.largent@newmont.com or by calling 303-837-5484. Copies of the documents filed with the SEC by Goldcorp will be available free of charge at the SEC's website at www.sec.gov.

Participants in the proposed transaction solicitation

The Company and its directors, its executive officers, members of its management, its employees and other persons, under SEC rules, may be deemed to be participants in the solicitation of proxies of the Company's stockholders in connection with the proposed transaction. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of the Company's executive officers and directors in the solicitation by reading the Company's 2018 Annual Report on Form 10-K filed with the SEC on February 21, 2019, its proxy statement relating to its 2018 Annual Meeting of Stockholders filed with the SEC on March 9, 2018 and other relevant materials filed with the SEC when they become available. Additional information regarding the interests of such potential participants in the solicitation of proxies in connection with the proposed transaction will be set forth in the proxy statement filed with the SEC relating to the transaction when it becomes available. Additional information concerning Goldcorp's executive officers and directors is set forth in its 2017 Annual Report on Form 40-F filed with the SEC on March 23, 2018, its management information circular relating to its 2018 Annual Meeting of Stockholders filed with the SEC on March 16, 2018 and other relevant materials filed with the SEC when they become available.

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Investor Contact

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(1) Caution Regarding Projections: Projections used in this release are considered forward looking statements . See cautionary statement above regarding forward-looking statements. Forward-looking information representing post-closing expectations is inherently uncertain. Estimates such as expected accretion, potential value creation, synergies, expected future production, internal rate of return, financial flexibility and balance sheet strength are preliminary in nature. There can be no assurance that the proposed transaction will close or that the forward-looking information will prove to be accurate.

(2) Full Potential cost savings or improvements as used in this release are considered operating measures provided for illustrative purposes, and should not be considered GAAP or non-GAAP financial measures. Full Potential amounts are estimates utilized by management that represent estimated cumulative incremental value realized as a result of Full Potential projects implemented and are based upon both cost savings and efficiencies that have been monetized for purposes of the estimation. Because Full Potential savings/improvements estimates reflect differences between certain actual costs incurred and management estimates of costs that would have been incurred in the absence of the Full Potential program, such estimates are necessarily imprecise and are based on numerous judgments and assumptions. Expected Full Potential cost savings or improvements are projections are forward-looking statements subject to risks, uncertainties and other factors which could cause actual results to differ from current expectations.

(3) Value creation potential as used in this release is a management estimate provided for illustrative purposes, and should not be considered a GAAP or non-GAAP financial measure. Value creation potential represents management's estimate of cost savings and improvements as the result of the Full Potential program and synergies as a result of the proposed transaction that have been monetized and projected over a twenty year period for purposes of the estimation, applying a discount rate of 7%. Such estimates are necessarily imprecise and are based on numerous judgments and assumptions. Expected value creation potential is a forward-looking statement subject to risks, uncertainties and other factors which could cause actual value creation to differ from expected value creation.

The following is the Newmont Goldcorp Value Proposition presentation:

The following is an excerpt of the BMO Metals and Mining Conference presentation:

The following is the transcript of the live webcast presentation:

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to release publicly revisions to any forward-looking statement, including, without limitation, outlook, to reflect events or circumstances after the date of this 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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