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NEWMONT MINING CORP  
Form DEFM14A  
January 11, 2002

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

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement  [ ] CONFIDENTIAL, FOR USE OF THE COMMISSION  
ONLY (AS PERMITTED BY RULE 14A-6(E) (2))

[X] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Under Rule 14a-11(c) or Rule 14a-12

NEWMONT MINING CORPORATION  
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

N/A  
(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 below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Common Stock, par value \$1.60 per share

(2) Aggregate number of securities to which transaction applies:

198,824,845

(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):

\$19.36

(4) Proposed maximum aggregate value of transaction:

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\$4,214,290,935

(5) Total fee paid:

\$842,858

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: \$398,406

(2) Form, Schedule or Registration Statement No.: Registration Statement on Form S-4 (File No.: 333-75522)

(3) Filing Party: Newmont Mining Corporation

(4) Date Filed: December 20, 2001

NEWMONT MINING CORPORATION

1700 LINCOLN STREET  
DENVER, COLORADO 80203

January 10, 2002

To Our Stockholders:

You are cordially invited to attend a special meeting of stockholders of Newmont Mining Corporation, to be held on Wednesday, February 13, 2002, at 8:00 a.m., local time, at the Brown Palace Hotel, 321 17th Street, Denver, Colorado. The special meeting is being called in connection with our proposed acquisitions of Normandy Mining Limited, an Australian company, and Franco-Nevada Mining Corporation Limited, a Canadian corporation.

We are very excited about these transactions which, if successful, will result in Newmont becoming the premier global gold company. With the acquisition of Normandy and Franco-Nevada, we believe that Newmont will be the leading gold investment vehicle, founded on a belief in gold's intrinsic long-term value and its relevance to a balanced portfolio.

At the special meeting, you will be asked to consider four proposals relating to the proposed transactions. The first proposal will permit a restructuring of Newmont to put in place a new holding company pursuant to a merger agreement between Newmont and two of its subsidiaries. If the restructuring is implemented, your shares in Newmont will be exchanged for shares in the new holding company, which will then be renamed Newmont Mining Corporation. Your shares of Newmont are listed for trading on the New York

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Stock Exchange under the symbol "NEM" and will continue to be so listed if the holding company structure is implemented. The proposed restructuring and the holding company structure are all described in greater detail in the accompanying proxy statement/prospectus.

The second proposal to be presented at the meeting will be to amend Newmont's restated certificate of incorporation to increase the number of Newmont's authorized shares of common stock so that there will be a sufficient number of shares to implement the proposed acquisitions as well as for other corporate purposes. This amendment to Newmont's restated certificate of incorporation is required only if a decision is made not to implement the holding company restructuring. The third proposal to be presented will be to approve the issuance of the shares in the Normandy and Franco-Nevada acquisitions as required by New York Stock Exchange rules. The final proposal is to permit adjournment of the special meeting, if there are not sufficient votes to approve the proposals to be presented at the special meeting.

Your board of directors has determined that the merger agreement, the proposed amendment to Newmont's restated certificate of incorporation, the issuance of shares and the proposed transactions with Normandy and Franco-Nevada are fair to and in the best interests of Newmont and its stockholders, and has declared them advisable. Your board of directors has approved the merger agreement, the proposed amendment to Newmont's restated certificate of incorporation and the issuance of shares. YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT, FOR THE AMENDMENT TO NEWMONT'S RESTATED CERTIFICATE OF INCORPORATION, FOR THE ISSUANCE OF SHARES OF THE HOLDING COMPANY'S COMMON STOCK OR NEWMONT COMMON STOCK AND FOR THE ADJOURNMENT PROPOSAL.

The accompanying notice of special meeting and proxy statement/prospectus provide detailed information explaining the proposed transactions, including the holding company restructuring and our proposed acquisition of Normandy and Franco-Nevada, and provide specific information concerning the special meeting. We encourage you to read these materials carefully and in their entirety. YOU SHOULD ALSO CAREFULLY CONSIDER THE RISK FACTORS DESCRIBED BEGINNING ON PAGE 18.

Whether or not you plan to attend the special meeting, please sign and return your proxy as soon as possible in the enclosed self-addressed envelope so that your vote will be recorded. You can also vote your shares of Newmont common stock by telephone or through the Internet by following the instructions on the enclosed proxy card.

/s/ Wayne W. Murdy  
WAYNE W. MURDY

CHAIRMAN, PRESIDENT AND CHIEF  
EXECUTIVE OFFICER

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROXY STATEMENT/PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THIS PROXY STATEMENT/PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY JURISDICTION WHERE AN OFFER OR SOLICITATION WOULD BE ILLEGAL.  
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This proxy statement/prospectus is dated January 10, 2002, and is first being mailed to stockholders on or about January 11, 2002.

### REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Newmont from other documents that are not included in or delivered with this document. See "Where You Can Find More Information" on page 116 for a list of the SEC documents that Newmont has incorporated into this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this document by requesting them in writing or by telephone at the address and telephone below:

INVESTOR RELATIONS  
NEWMONT MINING CORPORATION  
1700 LINCOLN STREET  
DENVER, COLORADO 80203  
(303) 863-7414

TO OBTAIN DOCUMENTS IN TIME FOR THE SPECIAL MEETING, YOUR REQUEST MUST BE RECEIVED BY FEBRUARY 6, 2002.

IN DECIDING HOW TO VOTE ON THE MATTERS DESCRIBED IN THIS PROXY STATEMENT/PROSPECTUS, YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROXY STATEMENT/PROSPECTUS. NEWMONT HAS NOT AUTHORIZED ANY PERSON TO PROVIDE YOU WITH ANY INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS.

THE INFORMATION CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS SPEAKS ONLY AS OF THE DATE INDICATED ON THE COVER OF THIS DOCUMENT UNLESS THE INFORMATION SPECIFICALLY INDICATES THAT ANOTHER DATE APPLIES.

IN ADDITION, IF YOU HAVE ANY QUESTIONS ABOUT THE MATTERS DESCRIBED IN THIS PROXY STATEMENT/PROSPECTUS, YOU MAY CONTACT:

[LOGO] MacKenzie Partners, Inc.

156 FIFTH AVENUE  
NEW YORK, NEW YORK 10010

(212) 929-5500 (CALL COLLECT)  
(800) 322-2885 (CALL TOLL-FREE)

### IMPORTANT NOTE

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Although, as of the date of this proxy statement/prospectus, the board of directors of Normandy Mining Limited has recommended, subject to its fiduciary duties, that Normandy shareholders accept Newmont's bid as described in this document, Normandy, despite repeated requests from Newmont, has declined to

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supply certain information to Newmont (including its auditor's consent) that would generally be required to be included in this proxy statement/prospectus under rules promulgated by the United States Securities and Exchange Commission. Normandy has declined to assist in gathering this information and has not provided Newmont access to Normandy's detailed accounting records, nor has Normandy assisted in preparing reconciliations to US GAAP. Normandy has also refused to permit or direct its auditors to provide information necessary for such US GAAP reconciliation, including an auditor's consent. Therefore, no such US GAAP reconciliation is provided nor is any pro forma financial information provided in this proxy statement/prospectus. See "Risk Factors--Risks Related to the Transactions--We have not verified the reliability of the Normandy information included in, or which may have been omitted from, this document" on page 20.

NEWMONT MINING CORPORATION

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON FEBRUARY 13, 2002

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NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Newmont Mining Corporation, a Delaware corporation, will be held on Wednesday, February 13, 2002, at 8:00 a.m., local time, at the Brown Palace Hotel, 321 17th Street, Denver, Colorado, for the following purposes:

- . to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of January 8, 2002, by and among Newmont, Delta Holdco Corp., a Delaware corporation and a direct, wholly owned subsidiary of Newmont and Delta Acquisitionco Corp., a Delaware corporation and a direct, wholly owned subsidiary of Holdco, which provides that, as part of a restructuring of Newmont, you will receive one share of common stock, par value \$1.60 per share, of Holdco, in exchange for each share of common stock, par value \$1.60 per share, of Newmont that you own;
- . to consider and vote upon a proposal, in the event that the restructuring contemplated by the merger agreement is not completed, to amend Newmont's restated certificate of incorporation to increase the number of authorized shares of Newmont common stock from 250 million shares to 750 million shares;
- . to consider and vote upon a proposal to approve the issuance of shares of Holdco common stock, or, in the event that the restructuring contemplated by the merger agreement is not completed, shares of Newmont common stock, to be issued to the stockholders of Normandy Mining Limited, an Australian corporation, and the stockholders of Franco-Nevada Mining Corporation Limited, a Canadian corporation, pursuant to our proposed acquisitions of

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Normandy and Franco-Nevada;

- . to adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the above proposals; and
- . to transact such other business as may properly be brought before the special meeting and any adjournments or postponements of the special meeting.

Holders of record of Newmont common stock at the close of business on January 4, 2002 will be entitled to vote at the special meeting or any adjournments or postponements of the special meeting. A complete list of Newmont stockholders of record entitled to vote at the special meeting will be available for inspection at Newmont's principal executive offices during ordinary business hours for the ten days before the special meeting for inspection by stockholders of Newmont for proper purposes.

You are cordially invited to attend the special meeting. Whether or not you plan on attending the special meeting, please vote by signing, dating and returning the enclosed proxy card or submitting a proxy by telephone or through the Internet. Completing a proxy will not prevent you from being able to vote at the special meeting by attending in person and casting a vote. However, if you do not return the proxy or vote in person at the special meeting, the effect will be the same as a vote against the merger.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE PROPOSALS.

REGARDLESS OF THE NUMBER OF SHARES OF NEWMONT COMMON STOCK YOU HOLD, YOUR VOTE IS VERY IMPORTANT.

By Order of the Board of Directors

[GRAPHIC]

BRITT D. BANKS  
VICE PRESIDENT, GENERAL COUNSEL AND  
SECRETARY

Dated: January 10, 2002

Denver, Colorado

IMPORTANT: TO ENSURE THAT YOUR SHARES OF NEWMONT COMMON STOCK ARE REPRESENTED AT THE SPECIAL MEETING, PLEASE VOTE IN ONE OF THESE WAYS:

- . USE THE TOLL-FREE NUMBER shown on your proxy card;
- . VISIT THE WEB SITE noted on your proxy card to vote through the Internet;
- . MARK, SIGN, DATE AND PROMPTLY RETURN the enclosed proxy card in the postage-paid envelope; OR
- . VOTE IN PERSON by appearing at the special meeting and submitting a ballot at the special meeting.

PLEASE DO NOT SEND ANY NEWMONT STOCK CERTIFICATES.

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## APPENDICES

- Appendix A -- Agreement and Plan of Merger, dated as of January 8, 2002, by and among Newmont Mining Corporation, Delta Acquisition Corp. and Delta Holdco Corp.
- Appendix B -- Arrangement Agreement, dated as of November 14, 2001, by and between Franco-Nevada Mining Corporation Limited and Newmont Mining Corporation
- Appendix C -- Deeds of Undertaking, dated as of November 14, 2001 and December 10, 2001, by and between Newmont Mining Corporation and Normandy Mining Limited
- Appendix D -- Excerpts from Publicly Available



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	Normandy Documents
Appendix E --	Franco-Nevada Financial Information
Appendix F --	Delta Holdco Corp. Certificate of Incorporation
Appendix G --	Delta Holdco Corp. Amended By-Laws

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### QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS

Q: WHAT WILL HAPPEN IN THE TRANSACTIONS?

A: In the proposed transactions, we intend to acquire both Normandy and Franco-Nevada to create the world's largest gold producer. It is also possible that we will acquire less than all of the shares of Normandy, either together with or separately from an acquisition of Franco-Nevada. We refer to the combined company that will result from the transactions as "Newmont."

To acquire Normandy, we are making an off-market bid for all of the outstanding ordinary shares in the capital of Normandy in exchange for 3.85 shares of Newmont common stock plus A\$50.00 for every 100 Normandy shares. To acquire Franco-Nevada, we have entered into an arrangement agreement with Franco-Nevada, pursuant to which we intend to acquire all of the shares of Franco-Nevada for 0.8 of a share of Newmont common stock (or exchangeable shares, exchangeable for our common stock) for each Franco-Nevada common share.

OUR BID FOR NORMANDY IS NOT CONDITIONED ON COMPLETION OF THE FRANCO-NEVADA TRANSACTION. However, completion of the Franco-Nevada transaction is conditioned on, among other things, Newmont and its associates achieving a relevant interest in at least 50.1% of the ordinary shares in the capital of Normandy, calculated on a fully diluted basis.

Q: WHAT IS THE "RESTRUCTURING" OF NEWMONT THAT IS BEING PROPOSED?

A: In connection with the transactions, Newmont intends to merge with its indirect, wholly owned subsidiary, Delta Acquisitionco Corp. ("Acquisitionco"), with Newmont continuing as the surviving corporation in the merger. Shares of Newmont common stock will be exchanged for shares of common stock of Delta Holdco Corp. ("Holdco"), a direct, wholly owned subsidiary of Newmont. In connection with the merger, Holdco would be renamed "Newmont Mining Corporation." If the merger is completed, stockholders of Normandy and Franco-Nevada also would receive shares of the new Newmont Mining Corporation in the transactions described above. THIS MERGER IS NOT A PREREQUISITE TO THE TRANSACTIONS. It is designed to facilitate the acquisitions of Normandy and Franco-Nevada and to create a flexible corporate structure for the combined group.

It is possible that we may complete the acquisitions of Normandy and Franco-Nevada without completing the merger. HOWEVER, FAILURE TO APPROVE THE MERGER COULD LIMIT OUR ABILITY TO ACHIEVE CERTAIN OF THE BENEFITS OF THE TRANSACTIONS. See "The Transactions--Overview" on page 31.

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Q: WHY DOES NEWMONT WANT TO ACQUIRE CONTROL OF NORMANDY AND FRANCO-NEVADA?

A: We believe that the acquisition of Normandy and Franco-Nevada will provide us with a number of benefits and allow us to pursue our strategy to deliver superior stockholder value, including:

- . potential cost savings and synergies;
- . exploration and development;
- . scale and balanced political risk profile;
- . financial strength and flexibility;
- . leverage to gold price;
- . superior management;
- . growth; and
- . market liquidity.

See "The Transactions--Reasons for the Transactions" on page 40.

Q: WOULD THE FAILURE TO ACQUIRE FRANCO-NEVADA PREVENT NEWMONT FROM ACHIEVING THESE BENEFITS?

A: If we do not acquire Franco-Nevada the expected benefits of the transactions and their magnitude will be reduced; however, there would still be significant benefits realized from a combination of Newmont and Normandy.

See "The Transactions--Reasons for the Transactions" on page 40.

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Q: WHAT WILL NEW NEWMONT LOOK LIKE FOLLOWING THE TRANSACTIONS?

A: If the transactions are consummated in their entirety, New Newmont will become the world's leading gold company in terms of gold reserves, gold production and leverage to gold and will derive more than 70% of its production from politically and economically stable locations. The combination of Newmont, Normandy and Franco-Nevada will create one of the financially strongest companies in the gold industry. The transactions will strengthen our balance sheet and decrease our net-debt to net-book capitalization (after transaction costs) from 41% to an estimated 24%.

Although we currently expect to consummate both transactions, there is a possibility that we will acquire Normandy while being unable to acquire Franco-Nevada. If we only acquire Normandy, New Newmont would still be the world's leading gold company in terms of reserves, gold production and leverage to gold and would still derive approximately 70% of its production from politically stable locations. However, our net-debt to net-book capitalization (after transaction costs) after the acquisition of Normandy only would be an estimated 40%.

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Q: WHEN DO YOU EXPECT TO COMPLETE THE TRANSACTIONS?

A: We expect to complete the transactions as quickly as possible once all the conditions to the transactions, including obtaining the necessary stockholder approvals, are fulfilled. Fulfilling some of these conditions, such as receiving certain governmental clearances or approvals, is not entirely within our control. We currently expect to complete the transactions before the end of February 2002.

Q: AFTER THE RESTRUCTURING AND THE TRANSACTIONS, WHAT WILL THE COMPANY BE CALLED AND WHERE WILL IT BE HEADQUARTERED?

A: Holdco will change its name to "Newmont Mining Corporation" after the restructuring. Our corporate headquarters will remain in Denver, Colorado. Newmont, which at that time will be a wholly owned subsidiary of Holdco, will change its name to "Newmont Gold Company." See "The Transactions--Overview" on page 31.

Q: WHAT WILL HAPPEN TO SHARES OF NEWMONT COMMON STOCK IN THE MERGER?

A: Holders of Newmont common stock will receive one share of Holdco common stock for each share of Newmont common stock that they own.

Q: WHAT WILL HAPPEN TO SHARES OF \$3.25 CONVERTIBLE PREFERRED STOCK IN THE MERGER?

A: If we complete the merger, pursuant to the merger agreement, we have the option either to leave outstanding our \$3.25 convertible preferred stock or exchange the outstanding shares of our \$3.25 convertible preferred stock for shares of Holdco \$3.25 convertible preferred stock. In either case, holders of convertible preferred stock after the merger will be entitled to vote together with the holders of common stock on all matters relating to Newmont (if we choose to leave outstanding our \$3.25 convertible preferred stock) or Holdco (if we effect the exchange for Holdco convertible preferred stock).

In general, absent non-payment of dividends, our \$3.25 convertible preferred stock does not currently have voting rights and will not obtain further voting rights if we do not complete the merger.

Q: WHAT ARE THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO NEWMONT STOCKHOLDERS?

A: We expect that holders of Newmont common stock will not be required to pay any U.S. federal income tax as a result of the merger. Holders should consult their own tax advisors regarding the tax consequences to them of the merger.

Q: WHEN IS THE SPECIAL MEETING OF STOCKHOLDERS?

A: The special meeting will take place on February 13, 2002. The location of the special meeting is specified on the cover page of this document.

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Q: WHAT WILL HAPPEN AT THE SPECIAL MEETING?

A: At the special meeting, our stockholders will vote on four matters:

- . adoption of the merger agreement;
- . a proposed amendment to our restated certificate of incorporation to increase the number of authorized shares of common stock from 250 million shares to 750 million shares, which will be enacted in the event that the restructuring is not completed;
- . the issuance of the shares of Holdco or, in the event that the restructuring is not completed, shares of Newmont common stock necessary to complete the transactions; and
- . the adjournment of the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the above proposals.

Unless we complete the restructuring through the merger or amend our restated certificate of incorporation, we will not have authorized sufficient shares of Holdco common stock, or Newmont common stock, as the case may be, to complete the transactions. We cannot complete the merger, amend our restated certificate of incorporation or issue the shares necessary to complete the acquisitions of Normandy or Franco-Nevada unless our stockholders vote in favor of these proposals.

YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT, FOR THE AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, FOR THE ISSUANCE OF SHARES OF HOLDCO OR NEWMONT COMMON STOCK AND FOR THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO PERMIT THE SOLICITATION OF FURTHER VOTES IN FAVOR OF THESE PROPOSALS.

Q: WHAT DO I NEED TO DO TO VOTE?

A: Mail your signed proxy card in the enclosed return envelope. You also may vote by telephone or through the Internet, in each case, as soon as possible so that your shares may be represented at the special meeting. In order to ensure that we obtain your vote, please vote as instructed on your proxy card, even if you currently plan to attend the special meeting in person.

Q: WHAT WILL HAPPEN IF THE MERGER AGREEMENT IS NOT ADOPTED BY THE STOCKHOLDERS?

A: If we do not receive the required stockholder vote for adoption of the merger agreement, we cannot complete the restructuring. We may also choose not to engage in the restructuring even if we obtain the necessary stockholder approval. See "The Transactions--Overview" on page 31.

THE RESTRUCTURING CONTEMPLATED BY THE MERGER AGREEMENT IS NOT A PREREQUISITE TO THE TRANSACTIONS. If, for whatever reason, the restructuring contemplated by the merger agreement is not completed, then Normandy and Franco-Nevada stockholders would receive Newmont (not Holdco) common stock pursuant to the transactions. In order to have authorized under our restated certificate of incorporation sufficient shares of Newmont common stock for issuance to Normandy and Franco-Nevada stockholders in the transactions, we must amend our restated certificate of incorporation. Further, under New York Stock Exchange rules, we may not issue the number of shares necessary to complete the transactions unless that issuance is approved by our stockholders. THEREFORE, YOUR VOTES ON THE PROPOSALS TO AMEND THE RESTATED CERTIFICATE OF

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INCORPORATION AND TO APPROVE THE ISSUANCE OF THE SHARES ARE SIGNIFICANT REGARDLESS OF YOUR APPROVAL OR REJECTION OF THE MERGER PROPOSAL.

Q: HAS THE NORMANDY BOARD OF DIRECTORS MADE ANY RECOMMENDATION REGARDING THE OFFER TO NORMANDY SHAREHOLDERS AND HOLDERS OF NORMANDY AMERICAN DEPOSITARY SHARES, OR ADSS?

A: Yes. Subject to its fiduciary duties, the Normandy board of directors has agreed to recommend our offer to Normandy shareholders and holders of Normandy ADSs.

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However, despite providing its recommendation of Newmont's offer, the Normandy board of directors, despite repeated requests from Newmont, has declined to supply certain information to Newmont that would generally be required to be included in this proxy statement/prospectus under rules promulgated by the SEC. See "Risk Factors--Risks Related to the Transactions--We have not verified the reliability of the Normandy information included in, or which may have been omitted from, this document" on page 20.

Q: HAS THE FRANCO-NEVADA BOARD OF DIRECTORS MADE ANY RECOMMENDATION REGARDING NEWMONT'S PROPOSED ACQUISITION OF ALL OF THE OUTSTANDING FRANCO-NEVADA COMMON SHARES?

A: Yes. Other than Mr. Seymour Schulich, Mr. Pierre Lassonde and Mr. M. Craig Haase, who are members of the management of Franco-Nevada and recused themselves from voting, each member of the Franco-Nevada board of directors voted to approve our proposed acquisition of all of the outstanding Franco-Nevada common shares and recommends that Franco-Nevada shareholders vote to approve the arrangement. Messrs. Schulich and Lassonde recused themselves from voting due to their interests in the transaction, but have independently agreed with Newmont to escrow a significant portion of their Franco-Nevada common shares that will be exchanged for shares of our common stock as a demonstration of their commitment to the success of New Newmont. The Franco-Nevada board has reaffirmed its support of Newmont's acquisition of Franco-Nevada based on Newmont's revised bid for Normandy. Franco-Nevada's financial advisers have also reaffirmed their views on the fairness of the transaction.

Q: SHOULD I SEND IN MY NEWMONT STOCK CERTIFICATES NOW?

A: No. If and when the merger is completed, each certificate representing shares of Newmont common stock will automatically represent identical shares of Holdco common stock. Please do not send in any Newmont stock certificates.

Q: HOW DO I VOTE MY SHARES IF MY SHARES ARE HELD IN "STREET NAME"?

A: You should contact your broker. Your broker can give you directions on how to instruct the broker to vote your shares of Newmont common stock. Your broker will not vote your shares unless the broker receives appropriate instructions from you.

Q: MAY I CHANGE MY VOTE EVEN AFTER RETURNING A PROXY CARD?

A: Yes. If you want to change your vote, you may do so at any time before the

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special meeting by sending to the secretary of Newmont a proxy with a later date or by voting again by telephone or through the Internet. Alternatively, you may revoke your proxy by delivering to the secretary of Newmont a written revocation prior to the special meeting or by voting in person at the special meeting.

If you require assistance in changing or revoking a proxy, you should contact MacKenzie Partners, our solicitation agent for the merger, at 1-800-322-2885.

Q: WHAT IF I DON'T INDICATE A VOTE OR FAIL TO VOTE?

A: If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be voted in favor of the proposals. If you fail to vote in any of the ways outlined in the proxy card, or if you fail to instruct your broker how to vote shares held for you in the broker's name, the effect will be the same as a vote against the proposals.

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Q: IF I HAVE MORE QUESTIONS ABOUT THE MERGER, THE TRANSACTIONS OR THE COMPANIES THAT ARE THE SUBJECT OF THE TRANSACTIONS, WHERE CAN I FIND ANSWERS?

A: In addition to reading this document, the appendices to this document and the documents we have incorporated in this document by reference, you can find more information about the merger, the transactions or the companies that are the subject of the transactions in filings with the Securities and Exchange Commission and the NYSE. Please see "Where You Can Find More Information" on page 116.

Q: WHOM CAN I CALL WITH QUESTIONS?

A: You may contact:

[LOGO] MacKenzie Partners, Inc.  
156 Fifth Avenue  
New York, New York 10010

(212) 929-5500 (CALL COLLECT)  
(800) 322-2885 (CALL TOLL-FREE)

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### SUMMARY

THIS SUMMARY HIGHLIGHTS SELECTED INFORMATION FROM THIS DOCUMENT AND MAY NOT CONTAIN ALL OF THE INFORMATION THAT IS IMPORTANT TO YOU. YOU SHOULD CAREFULLY READ THIS ENTIRE DOCUMENT AND THE OTHER DOCUMENTS TO WHICH THIS DOCUMENT REFERS TO FULLY UNDERSTAND THE MERGER, THE TRANSACTIONS AND THE OTHER MATTERS BEING SUBMITTED TO STOCKHOLDERS. SEE "WHERE YOU CAN FIND MORE INFORMATION" ON PAGE 116. EACH ITEM IN THIS SUMMARY INCLUDES A PAGE REFERENCE DIRECTING YOU TO A MORE COMPLETE DESCRIPTION OF THAT ITEM. YOU SHOULD ALSO READ CAREFULLY AND CONSIDER THE RISK FACTORS BEGINNING ON PAGE 18.

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THROUGHOUT THIS DOCUMENT, UNLESS THE CONTEXT DEMANDS OTHERWISE, WHEN WE USE THE TERM "MERGER," WE ARE REFERRING TO THE RESTRUCTURING OF NEWMONT CONTEMPLATED BY THE MERGER AGREEMENT AND WHEN WE USE THE TERM "TRANSACTIONS," WE ARE REFERRING TO (1) THE PROPOSED ACQUISITION OF NORMANDY AND (2) THE PROPOSED ACQUISITION OF FRANCO-NEVADA.

WHEN WE USE THE TERM "NORMANDY SHARES," WE ARE REFERRING TO THE ORDINARY SHARES IN THE CAPITAL STOCK OF NORMANDY, INCLUDING THOSE HELD AS AMERICAN DEPOSITORY SHARES, OR ADSS (EACH ADS REPRESENTING TEN ORDINARY SHARES OF NORMANDY).

THE COMPANIES (PAGE 72)

NEWMONT MINING CORPORATION  
1700 Lincoln Street  
Denver, Colorado 80203  
(303) 863-7414

We are a Delaware corporation whose shares are listed on the New York Stock Exchange (NYSE) and Euronext Brussels under the symbol "NEM" and on the Swiss Exchange under the symbol "NMM". We have submitted a supplemental listing application to the NYSE to list the shares to be issued in connection with the transactions. In connection with the acquisition of Normandy, we have also applied to list our shares, in the form of Clearing House Electronic Subregister System depository interests (CDIs), on the Australian Stock Exchange (ASX). We are a leading world gold producer, with operations in the United States, Canada, Mexico, Peru, Bolivia, Uzbekistan, Australia and Indonesia. We are engaged in the production of gold and exploration for gold, and the acquisition and development of gold properties worldwide. We expect to produce 5.4 million ounces of gold in 2001, and have extensive gold reserves, totalling more than 66 million ounces in 2000. We are also a producer of copper concentrates, and a recognized research and development leader in exploration and metal extraction.

DELTA HOLDCO CORP.  
1700 Lincoln Street  
Denver, Colorado 80203  
(303) 863-7414

Holdco, a Delaware corporation to be renamed "Newmont Mining Corporation" after the merger, is a shell entity recently formed for the purpose of effecting the merger and the transactions. It is presently a direct, wholly owned subsidiary of Newmont. To date, Holdco has not engaged in any business activities other than those incident to its formation, the execution of the merger agreement and the preparation of this document.

DELTA ACQUISITIONCO CORP.  
1700 Lincoln Street  
Denver, Colorado 80203  
(303) 863-7414

Acquisitionco, a Delaware corporation, is a shell entity recently formed for the purpose of effecting the merger. It is presently a direct, wholly owned subsidiary of Holdco. To date, Acquisitionco has not engaged in any business activities other than those incident to its formation, the execution of the merger agreement and the preparation of this document.

NORMANDY MINING LIMITED  
100 Hutt Street  
Adelaide, 5000, South Australia  
Australia  
+61-8-8303-1700

Normandy is a company incorporated in Australia whose ordinary shares are listed on the ASX and whose ADSs are listed on the Toronto Stock Exchange (TSE) under the symbol "NDY". Normandy is Australia's largest gold producer, producing over two million ounces of gold each year. Normandy has extensive production and exploration interests, with operations in Australia, the United States, New Zealand, Turkey, Chile, Brazil, Canada, Ghana and Uganda. Normandy is also a producer of zinc concentrates (from its Golden Grove operations), cobalt (from Kasese Cobalt Company Limited) and magnesium (from Australian Magnesium Corporation Limited).

FRANCO-NEVADA MINING CORPORATION LIMITED  
20 Eglinton Avenue West, Suite 1900  
Toronto, Ontario, Canada M4R 1K8  
(416) 480-6480

Franco-Nevada is a company incorporated under the laws of Canada. Its common shares are listed on the TSE under the symbol "FN", its class A warrants are listed on the TSE under the symbol "FN.WT" and its class B warrants are listed on the Canadian Venture Exchange (CDNX) under the symbol "YFN.WT.B".

Franco-Nevada is the leading precious minerals royalty company and, by market capitalization, ranks among the largest gold companies in the world. Franco-Nevada continues to deliver superior returns to investors through its high-quality, high-margin assets in gold, platinum group metals, diamonds and oil and gas located in politically secure countries. Franco-Nevada, which is debt-free, has a very strong track record of successful investments. Franco-Nevada's key assets include its Goldstrike gold royalty in Nevada, its Stillwater platinum group metals royalty in Montana and its oil and gas royalties in western Canada. Franco-Nevada is also Normandy's largest shareholder, holding 446.1 million Normandy shares, which represents a 19.79% interest in Normandy, calculated on a fully diluted basis.

THE SPECIAL MEETING (PAGE 27)

The special meeting of stockholders will be held on Wednesday, February 13, 2002, at 8:00 a.m., local time, at the Brown Palace Hotel, 321 17th Street, Denver, Colorado. At the special meeting, you will be asked to:

- . adopt the merger agreement;
- . approve an amendment to our restated certificate of incorporation to increase the number of authorized shares of Newmont common stock from 250 million shares to 750 million shares in the event the restructuring contemplated by the merger agreement is not completed;
- . approve the issuance of Holdco common stock, or, in the event the restructuring contemplated by the merger agreement is not completed, Newmont common stock, to be issued to the stockholders of Normandy and



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Franco-Nevada pursuant to our proposed acquisitions of Normandy and Franco-Nevada; and

- . adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the above proposals.

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RECORD DATE; VOTE REQUIRED (PAGES 27 AND 28)

You can vote at the special meeting if you owned Newmont common stock at the close of business on January 4, 2002. On that date, the record date, there were 196,165,919 shares of Newmont common stock outstanding and entitled to vote. You can cast one vote for each share of Newmont common stock you then owned.

Adoption of the merger agreement and approval of the amendment to our restated certificate of incorporation requires the affirmative vote of the holders of the majority of shares of Newmont common stock outstanding as of the record date. Approval of the share issuance requires the approval of the holders of a majority of the votes cast on the proposal, provided that at least a majority of the shares of Newmont common stock are voted at the special meeting.

As of the close of business on the record date, Newmont directors and executive officers beneficially owned approximately 2% of the outstanding shares of Newmont common stock. These individuals have indicated that they intend to vote in favor of our proposals.

THE TRANSACTIONS (PAGE 31)

THE MERGER AGREEMENT IS ATTACHED AS APPENDIX A TO THIS DOCUMENT. THE ARRANGEMENT AGREEMENT WITH FRANCO-NEVADA IS ATTACHED AS APPENDIX B TO THIS DOCUMENT. THE DEEDS OF UNDERTAKING WITH NORMANDY ARE ATTACHED AS APPENDIX C TO THIS DOCUMENT. PLEASE READ THESE DOCUMENTS CAREFULLY, AS THEY ARE THE LEGAL DOCUMENTS THAT GOVERN THE TRANSACTIONS.

In the transactions, we intend to acquire both Normandy and Franco-Nevada to create the world's largest gold producer. We refer to the combined company resulting from one or both of these acquisitions as "New Newmont." To acquire Normandy, we are making an off-market bid for all the Normandy shares held by persons other than Franco-Nevada and its subsidiaries. To acquire Franco-Nevada, we have entered into the arrangement agreement, pursuant to which holders of Franco-Nevada common shares will receive 0.8 of a share of Newmont common stock (or exchangeable shares, exchangeable for Newmont common stock) for each of their Franco-Nevada common shares. Our bid for Normandy is not conditioned on completion of the Franco-Nevada transaction. However, the completion of the Franco-Nevada transaction is conditioned on us and our associates achieving a relevant interest in at least 50.1% of the Normandy shares, calculated on a fully diluted basis.

To complete the transactions, our stockholders must approve the issuance of

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the shares of Holdco common stock or, in the event the merger is not completed, shares of Newmont common stock to be issued to Franco-Nevada stockholders pursuant to the arrangement agreement and to holders of Normandy shares pursuant to our bid for Normandy. In addition, if the common stock to be issued is Newmont common stock, our stockholders must approve an amendment to our restated certificate of incorporation to increase the number of authorized shares of Newmont common stock to be issued in connection with the transactions.

THE MERGER (PAGE 52)

### GENERAL: THE RESTRUCTURING

In connection with the transactions, we propose a merger with Acquisitionco, an indirect, wholly owned subsidiary created for the purpose of effecting the merger. After the merger, we will survive as a wholly owned subsidiary of Holdco, which will become the holding company for the Newmont group and will directly own all the common stock of Newmont; Newmont will be renamed "Newmont Gold Company." Holdco will be renamed "Newmont Mining Corporation," and you will become stockholders of the new Newmont Mining Corporation.

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### CONVERSION OF NEWMONT STOCK

If we complete the merger, each share of Newmont common stock will be converted, without any action on your part, into one share of Holdco common stock. Pursuant to the merger agreement, we have the option either to leave outstanding the shares of our \$3.25 convertible preferred stock or to exchange the outstanding shares of our \$3.25 convertible preferred stock for shares of Holdco \$3.25 convertible preferred stock having the same preferences and rights with respect to Holdco. In either case, the holders of convertible preferred stock will be entitled to vote together with the holders of common stock on all matters relating to Newmont (if we choose to leave outstanding our convertible preferred stock) or Holdco (if we effect the exchange for Holdco convertible preferred stock). In either case, the aggregate voting power of the Holdco convertible preferred stock, as a class, or the Newmont convertible preferred stock, as a class, will be commensurate with the proportionate economic interest in Newmont of holders of Newmont convertible preferred stock, as a class, immediately prior to the completion of the merger.

In general, absent non-payment of dividends, our \$3.25 convertible preferred stock does not currently have voting rights and will not obtain further voting rights if we do not complete the merger.

### MANAGEMENT AND OPERATIONS AFTER THE TRANSACTIONS (PAGE 49)

Upon completion of the transactions and the merger, Wayne W. Murdy, our current Chairman, President and Chief Executive Officer, will serve as Chairman and Chief Executive Officer of New Newmont. Pierre Lassonde, currently President and Co-Chief Executive Officer of Franco-Nevada, will serve as President of New Newmont.

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The New Newmont board of directors will consist of 17 members, including the current 12 directors of Newmont, Seymour Schulich and Pierre Lassonde, the co-chief executive officers of Franco-Nevada, one additional nominee from Franco-Nevada and two nominees from Normandy. Robert J. Champion de Crespigny, currently Chairman and Chief Executive Officer of Normandy, will be invited to fill one of the Normandy positions.

If the Normandy transaction is completed but the Franco-Nevada transaction is not, New Newmont's board of directors will consist of 14 members, including the current 12 directors of Newmont and two nominees from Normandy. Mr. Champion de Crespigny will be invited to fill one of the Normandy positions. Mr. Murdy will serve as Chairman, President and Chief Executive Officer of New Newmont.

### OUR RECOMMENDATION TO STOCKHOLDERS (PAGE 45)

Your board of directors has determined that the merger agreement, the proposed amendment to Newmont's restated certificate of incorporation, the issuance of shares and the proposed transactions with Normandy and Franco-Nevada are fair to and in the best interests of Newmont and its stockholders and has declared them advisable. Your board has approved the merger agreement, the proposed amendment to our restated certificate of incorporation and the issuance of the shares necessary to complete the transactions. YOUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT, FOR THE AMENDMENT TO NEWMONT'S RESTATED CERTIFICATE OF INCORPORATION, FOR THE ISSUANCE OF SHARES OF HOLDCO OR NEWMONT COMMON STOCK AND FOR THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO PERMIT THE SOLICITATION OF FURTHER VOTES IN FAVOR OF THESE PROPOSALS.

### TERMINATION (PAGE 52)

The merger agreement may be terminated before the effective time of the merger, notwithstanding the adoption of the merger agreement by our stockholders, for any reason by any of the parties to the merger agreement.

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In addition, a number of factors may lead to the non-completion of the proposed offer for Normandy shares and the termination of the arrangement agreement concerning Franco-Nevada common shares. See "The Acquisition of Normandy" and "The Acquisition of Franco-Nevada" on pages 54 and 62, respectively.

### APPRAISAL RIGHTS (PAGE 113)

Under Delaware law, you are not entitled to appraisal rights in connection with the transactions or the merger.

### CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES (PAGE 50)

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The parties have structured the transaction so that it is anticipated that the merger will be a reorganization for U.S. federal income tax purposes and/or that the merger, taken together with the exchange of Normandy shares for New Newmont common stock and the exchange of Franco-Nevada common shares for New Newmont common stock will be treated as an exchange described in Section 351 of the Internal Revenue Code of 1986, as amended. If the merger is a reorganization and/or an exchange described in Section 351 of the Internal Revenue Code, holders of Newmont common stock will not recognize gain or loss for U.S. federal income tax purposes in the transaction. You are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state or local or foreign income or other tax consequences of the merger to you.

REGULATORY REQUIREMENTS (PAGE 46)

Pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or HSR Act, on November 28, 2001, we filed a Premerger Notification and Report Form in connection with our offer for Normandy with the Antitrust Division of the U.S. Department of Justice and the Federal Trade Commission. The applicable waiting period following the filing was terminated early by the FTC on December 21, 2001. On November 28, 2001, we filed a Premerger Notification and Report Form in connection with our acquisition of Franco-Nevada. The applicable waiting period expired on December 28, 2001.

We filed requests for advance ruling certificates with respect to the Normandy and Franco-Nevada acquisitions with the Canadian Commissioner of Competition on December 14, 2001. We received advanced ruling certificates from the Canadian Competition Bureau with respect to both transactions on December 27, 2001. We also filed an application for review of the arrangement with Franco-Nevada with the Minister responsible for the Investment Canada Act.

Under the Foreign Acquisitions and Takeovers Act 1975 (Cth) of Australia, we must notify the Foreign Investment Review Board, or FIRB, which acts on behalf of the Treasurer of Australia, before we acquire more than 15% of Normandy. The Treasurer may prohibit the acquisition, if the Treasurer considers that it would be contrary to the national interest. The Treasurer must decide within 30 days whether he has any objection to the acquisition, or extend the time for making a decision by up to a further 90 days. The notification was lodged with FIRB on December 7, 2001; accordingly, the initial period for a decision was due to expire on January 6, 2002. On January 7, 2002 FIRB made an interim order in relation to our proposal. Although the interim order allows for a further period of 90 days for FIRB to examine our proposal, FIRB has stated that it has all the information which it requires to consider our proposal and anticipates that a recommendation to the Treasurer will be made much sooner.

We and Normandy conduct operations in a number of other jurisdictions where regulatory filings or approvals may be required in connection with the offer for Normandy. We have made or will make antitrust filings with the relevant authorities in Brazil and anticipate making appropriate antitrust filings in Germany. We are currently in the process of reviewing whether any other filings will be required or advisable in other jurisdictions, and currently intend to make the appropriate regulatory filings and applications if it is determined that such filings are required or advisable.

In addition, our arrangement with Franco-Nevada is subject to approval by

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the Superior Court of the Province of Ontario (the "Ontario Superior Court"). On December 27, 2001, Franco-Nevada received the interim order of the Ontario Superior Court approving, among other things, calling the Franco-Nevada shareholders meeting to be held on January 30, 2002 in connection with the plan of arrangement. See "The Acquisition of Franco-Nevada--Court Approval of the Arrangement and Completion of the Franco-Nevada Transaction" on page 69.

### COMPARATIVE PER SHARE MARKET PRICE INFORMATION (PAGE 110)

Shares of Newmont common stock are listed on the NYSE under the symbol "NEM", Normandy ordinary shares are listed on the ASX under the symbol "NDY", Normandy ADSs are listed on the TSE under the symbol "NDY", and Franco-Nevada common shares are listed on the TSE under the symbol "FN."

The following table sets out historical closing prices per share for shares of Newmont common stock, Normandy ordinary shares and Normandy ADSs and the equivalent pro forma market value per share of Normandy ordinary shares and Normandy ADSs on

- . January 2, 2002, the last trading day before we announced our revised offer for Normandy, and
- . January 8, 2002, the most recent practicable date before the mailing of this document.

All the price information is presented in U.S. dollars. The closing prices per share of Normandy ordinary shares have been converted into U.S. dollars from Australian dollars and the closing prices per share of Normandy ADSs have been converted into U.S. dollars from Canadian dollars based on the noon buying rates for those currencies on January 2, 2002 and January 8, 2002, as reported by the Federal Reserve Bank of New York.

The equivalent pro forma market values per share of Normandy ordinary shares and Normandy ADSs are determined by multiplying the price per share of Newmont common stock by the equivalent exchange ratio of 3.85 shares of Newmont common stock plus A\$50.00 (converted at the applicable noon buying rate) for every 100 Normandy ordinary shares, which is the consideration we are currently offering under the offer for Normandy.

US\$					
	NORMANDY SHARES (NYSE)	NORMANDY ADSS (ASX)	NORMANDY ADSS (TSE)	NORMANDY SHARES EQUIVALENT PRO FORMA MARKET VALUE	NORMANDY ADSS EQUIVALENT PRO FORMA MARKET VALUE
January 2, 2002	\$19.09	\$0.94/(1)/	\$9.39/(3)/	\$0.99	\$9.92

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January 8, 2002 \$18.70 \$0.97/(2)/ \$9.72/(4)/ \$0.98 \$9.82

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- (1) On January 2, 2002, US\$1.00 bought 1.9436 Australian dollars.
- (2) On January 8, 2002, US\$1.00 bought 1.9091 Australian dollars.
- (3) On January 2, 2002, US\$1.00 bought 1.5974 Canadian dollars.
- (4) On January 8, 2002, US\$1.00 bought 1.5949 Canadian dollars.

The following table sets out historical closing prices per share for shares of Newmont common stock and Franco-Nevada common shares and the equivalent pro forma market value per share of Franco-Nevada common shares on

- . November 13, 2001, the last trading day before we announced the arrangement agreement;
- . January 2, 2002, the last trading day before we announced our revised offer for Normandy; and
- . January 8, 2002, the most recent practicable date before the mailing of this document.

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All the price information is presented in U.S. dollars. The closing prices per share of Franco-Nevada common shares have been converted into U.S. dollars from Canadian dollars based on the noon buying rates on November 13, 2001, January 2, 2002 and January 8, 2002, as reported by the Federal Reserve Bank of New York.

The equivalent pro forma market value per share of Franco-Nevada common shares is determined by multiplying the price of a share of Newmont common stock by the exchange ratio of 0.80 of a share of Newmont common stock for each Franco-Nevada common share, which is the consideration we are offering under arrangement agreement.

US\$	
FRANCO- NEVADA COMMON NEWMONT SHARES (NYSE) (TSE)	EQUIVALENT PRO FORMA MARKET VALUE

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November 13, 2001.....	\$22.25	\$14.52/(1)/	\$17.80
January 2, 2002.....	\$19.09	\$14.68/(2)/	\$15.27
January 8, 2002.....	\$18.70	\$14.36/(3)/	\$14.96

-----

(1) On November 13, 2001, US\$1.00 bought 1.5982 Canadian dollars.

(2) On January 2, 2002, US\$1.00 bought 1.5974 Canadian dollars.

(3) On January 8, 2002, US\$1.00 bought 1.5949 Canadian dollars.

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SELECTED FINANCIAL INFORMATION  
NEWMONT MINING CORPORATION

The table below shows selected historical financial information for Newmont as of and for the years ended December 31, 2000, 1999, 1998, 1997 and 1996 and has been prepared using the audited consolidated financial statements of Newmont. The information as of and for the nine months ended September 30, 2001 and 2000 has been prepared using the unaudited condensed consolidated financial statements of Newmont. This information is only summary, and you should read it in conjunction with Newmont's historical financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the annual reports, quarterly reports and other information on file with the Securities and Exchange Commission. See "Where You Can Find More Information" on page 116 for more information.

	FOR THE NINE MONTHS ENDED SEPTEMBER 30,			FOR THE YEARS ENDED DECEMBER 31	
	2001	2000	2000	1999	1998
	(IN MILLIONS, EXCEPT PER SHARE)				
Sales.....	\$1,210.9	\$1,283.7	\$1,809.5	\$1,627.1	\$1,730.5
Income (loss) before cumulative effect of changes in accounting principle applicable to common shares.....	\$ (51.0)	\$ (56.3)	\$ (89.8)	\$ (102.0)	\$ (608.6)
Net income (loss) applicable to common shares.....	\$ (51.0)	\$ (68.8)	\$ (102.3)	\$ (102.0)	\$ (641.5)
Income (loss) per common share: Before cumulative effect of changes in accounting principle per common share, basic and diluted.....	\$ (0.26)	\$ (0.29)	\$ (0.47)	\$ (0.53)	\$ (3.32)
Net income (loss) per common share, basic and diluted(1) (2).....	\$ (0.26)	\$ (0.36)	\$ (0.53)	\$ (0.53)	\$ (3.50)
Dividends declared per common share.....	\$ 0.09	\$ 0.09	\$ 0.12	\$ 0.12	\$ 0.12

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AT PERIOD END,	SEPTEMBER 30	DECEMBER 31			
	-----	-----			
Total assets.....	\$3,977.3	\$3,916.8	\$3,916.8	\$3,951.9	\$4,022.0
Long-term debt, including current portion..	\$1,281.5	\$1,199.8	\$1,199.8	\$1,246.8	\$1,489.8
Stockholders' equity.....	\$1,459.6	\$1,500.0	\$1,500.0	\$1,570.3	\$1,687.3

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/(1)/ Net loss includes the cumulative effect of changing the accounting method for start-up costs of \$0.18 per share, net of tax, in 1998 and for revenue recognition of \$0.06 per share in 2000. Net loss in 2000 also included noncash items of \$0.23 for asset write-offs, \$0.12 for loss on Lihir Securities, \$0.14 for an acquisition settlement and \$0.04 for merger expenses.

/(2)/ Net loss included, for the nine months ended September 30, 2001, \$0.23, net of tax, for merger and restructuring expenses associated with the acquisition of Battle Mountain Gold Company in January 2001.

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### SELECTED FINANCIAL INFORMATION NORMANDY MINING LIMITED

The following table sets forth selected historical financial data of Normandy for each of the five years ended and as at June 30, 2001 and the three-month periods ended September 30, 2000 and 2001. The selected historical financial data for the five-year period ended June 30, 2001 has been extracted from, and should be read in conjunction with, Normandy's audited annual consolidated financial statements for the five-year period ended June 30, 2001, including the notes thereto, included in Normandy's annual shareholder reports prepared for those financial years. The selected historical financial data for the three months ended September 30, 2000 and 2001 has been extracted from, and should be read in conjunction with, Normandy's unaudited simplified financial statements for these periods, including the notes thereto, included in Normandy's reports on activities to shareholders for each of the three-month periods ended September 30, 2000 and 2001. Normandy's audited annual consolidated financial statements for each of the three years ended June 30, 2001, including the notes thereto, as extracted from Normandy's annual shareholder reports, as well as Normandy's unaudited simplified financial statements for the three months ended and as at September 30, 2001, including the notes thereto, as extracted from Normandy's report on activities to shareholders, have been reproduced in Appendix D to this document. See "Risk Factors--Risks Related to the Transactions" on page 18 and "The Companies--Business of Normandy--Disclaimer information in relation to Normandy" on page 100 for further information on this data.

Under U.S. securities laws, pro forma financial information for Normandy would generally be required to be provided in this proxy statement/prospectus. However, Normandy has declined to assist in gathering this information and has not provided Newmont access to Normandy's detailed accounting records, nor has Normandy assisted in preparing reconciliations to US GAAP. Normandy has also refused to permit or direct its auditors to provide information necessary for such US GAAP reconciliation, including an auditor's consent. Therefore, no such



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US GAAP reconciliation is provided nor is any pro forma financial information provided in this proxy statement/prospectus although the Franco-Nevada transaction is conditional upon Newmont obtaining an interest in at least 50.1% of the ordinary shares of Normandy. See "Risk Factors--Risks Related to the Transactions--We have not verified the reliability of the Normandy information included in, or which may have been omitted from, this document" on page 20. We note that Normandy's historical financial data is presented in this proxy statement/prospectus in accordance with Australian GAAP, which differs in certain significant respects from US GAAP. See "The Companies--Business of Normandy--Key Differences between Australian GAAP and US GAAP" on page 105. These differences as they relate to Normandy cannot be quantified due to the limited disclosures provided in Normandy's publicly available financial information.

The selected historical financial data for the five years ended and as at June 30, 2001 were prepared in Australian dollars as prescribed by Australian law and in accordance with Australian Accounting Standards. Except where expressly stated otherwise, the financial information presented in this proxy statement/prospectus relating to Normandy is expressed in Australian dollars. For information on the exchange rates between Australian dollars and U.S. dollars, and Canadian dollars and U.S. dollars, see "--Selected Exchange Rate Data" on page 17.

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	THREE MONTHS ENDED SEPTEMBER 30,		YEARS E	
	2001	2000	2001	2000
	A\$M	A\$M	A\$M	A\$M
<b>CONSOLIDATED STATEMENT OF INCOME</b>				
Sales revenue.....	\$ 430	\$ *	\$1,544	\$1,324
Total depreciation and amortization.....	\$ (72)	\$ (62)	\$ (287)	\$ (141)
Profit/(loss) from ordinary activities(1).....	\$ 52	\$ 39	\$ (103)	\$ (285)
Income tax (expense) benefit relating to ordinary activities.....	\$ (12)	\$ (8)	\$ (20)	\$ 9
Net profit/(loss) attributable to members of the parent entity....	\$ 35	\$ 31	\$ (155)	\$ (282)
<b>OTHER FINANCIAL DATA</b>				
Basic earnings/(loss) per share (in Australian cents per share) (2)	*	*	(8.6)	(16.2)
Dividends per share (in Australian cents per share).....	--	--	2.5	6.0
Total cash costs (A\$/ounce) (3).....	\$ 310	\$298	\$ 300	\$ 304
<b>CONSOLIDATED BALANCE SHEET DATA (AS AT END OF PERIOD)</b>				
Current assets.....	\$ 870		\$ 800	\$ 672
Non-current assets.....	\$3,088		\$3,047	\$2,954
Total assets.....	\$3,958		\$3,847	\$3,626
Current liabilities.....	\$ 622		\$ 603	\$ 523
Non-current liabilities.....	\$1,899		\$1,846	\$2,117
Total liabilities.....	\$2,521		\$2,449	\$2,640
Net assets.....	\$1,437		\$1,398	\$ 986
Stockholders equity.....	\$1,437		\$1,398	\$ 986

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SHARES IN ISSUE (IN MILLIONS)..... 2,231 2,231 1,752

- 
- \* This information has not been publicly disclosed by Normandy.
- (1) Prior to the year ended June 30, 2001, information disclosed as operating profit/(loss) before income tax.
- (2) Prior to the year ended June 30, 2001, information disclosed as basic earnings per share after abnormal items.
- (3) A consolidated group cash cost (A\$/ounce) is not presented, only cash cost (A\$/ounce) for gold operations is available.

SEE APPENDIX D FOR MORE DETAILED INFORMATION ON NORMANDY'S HISTORICAL FINANCIAL INFORMATION.

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SELECTED FINANCIAL INFORMATION  
FRANCO-NEVADA MINING CORPORATION LIMITED

The table below shows selected historical financial information for Franco-Nevada as of and for the years ended March 31, 2001, 2000, 1999, 1998 and 1997 and has been prepared using the audited consolidated financial statements of Franco-Nevada. The information as of and for the six months ended September 30, 2001 and 2000 has been prepared using the unaudited consolidated financial statements of Franco-Nevada. This information is only summary, and you should read it in conjunction with Franco-Nevada's historical financial statements and related notes and Management's Discussion and Analysis contained in Appendix E of this document.

	SIX MONTHS ENDED SEPTEMBER 30		YEARS ENDED MARCH 31			
	2001	2000	2001	2000	1999	1998
	----- CDN\$(000S), CDN GAAP -----					
<b>INCOME STATEMENT</b>						
Revenue.....	\$ 85,440	\$ 80,102	\$ 177,631	\$ 120,577	\$ 116,107	\$ 124,2
Income from continuing operations	\$ 55,115	\$ 44,186	\$ 79,872	\$ 63,995	\$ 63,454	\$ 72,6
Discontinued operations.....	\$ 21,902	\$ 16,931	\$ 33,573	\$ 33,641	\$ 5,075	\$ 1,0
Net Income.....	\$ 77,017	\$ 61,117	\$ 113,445	\$ 97,636	\$ 68,529	\$ 73,7
<b>PER SHARE DATA</b>						
Income from continuing operations	\$ 0.35	\$ 0.28	\$ 0.51	\$ 0.41	\$ 0.42	\$ 0.
Discontinued operations.....	\$ 0.14	\$ 0.11	\$ 0.21	\$ 0.21	\$ 0.03	\$ 0.
Net Income.....	\$ 0.49	\$ 0.39	\$ 0.72	\$ 0.62	\$ 0.45	\$ 0.
Dividend per share.....	\$ --	\$ --	\$ 0.35	\$ 0.30	\$ 0.21	\$ 0.
<b>BALANCE SHEET DATA</b>						
Cash and short term investments..	\$ 864,053	\$ 730,099	\$ 939,011	\$ 705,714	\$ 707,507	\$ 766,0
Working capital.....	\$ 932,359	\$ 829,992	\$ 941,193	\$ 739,489	\$ 720,467	\$ 782,8
Total assets.....	\$1,607,126	\$1,514,516	\$1,547,750	\$1,420,891	\$1,389,525	\$1,146,2
Long term debt.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Net assets.....	\$1,521,700	\$1,419,052	\$1,435,456	\$1,346,187	\$1,318,094	\$1,096,6
Minority interest.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Shareholders' equity.....	\$1,521,700	\$1,419,052	\$1,435,456	\$1,346,187	\$1,318,094	\$1,096,6
Common shares outstanding (000s).	158,920	158,631	158,631	158,631	158,357	152,2

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SEE APPENDIX E FOR MORE DETAILED INFORMATION ON FRANCO-NEVADA'S HISTORICAL FINANCIAL INFORMATION.

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### SELECTED EXCHANGE RATE DATA

In this document, currency amounts are expressed in U.S. dollars, Canadian dollars or Australian dollars. The following tables set forth, for the periods indicated, the period-end, average, high and low noon buying rates as reported by the Federal Reserve Bank of New York for Australian dollars per US\$1.00, and Canadian dollars per US\$1.00, based on the noon buying rate expressed in U.S. dollars per Australian dollar or U.S. dollars per Canadian dollars, as the case may be.

	PERIOD-END RATE (1)	AVERAGE RATE (2)	HIGH	LOW
<b>RECENT MONTHLY DATA</b>				
AUSTRALIAN DOLLAR/U.S. DOLLAR / (3) /				
January 2002 (through January 8)....	A\$1.9091	A\$1.9301	A\$1.9436	A\$1.9091
December 2001.....	1.9543	1.9463	1.9814	1.9227
November 2001.....	1.9220	1.9361	1.9701	1.9168
October 2001.....	1.9881	1.9833	2.0313	1.9459
September 2001.....	2.0218	1.9952	2.0657	1.9120
August 2001.....	1.8950	1.9062	1.9596	1.8650
July 2001.....	1.9685	1.9650	1.9810	1.9372
June 2001.....	1.9608	1.9305	1.9755	1.8954
May 2001.....	1.9732	1.9234	1.9732	1.8904
April 2001.....	1.9623	1.9936	2.0713	1.9312
March 2001.....	2.0488	1.9877	2.0488	1.8896
February 2001.....	1.9055	1.8734	1.9183	1.8051
January 2001.....	1.8248	1.8012	1.8409	1.7507
<b>INTERIM PERIOD DATA</b>				
AUSTRALIAN DOLLAR/U.S. DOLLAR / (3) /				
Nine Months ended September 30, 2001	A\$2.0218	A\$1.9272	A\$2.0713	A\$1.7507
<b>ANNUAL DATA</b>				
AUSTRALIAN DOLLAR/U.S. DOLLAR / (2) /				
2001.....	A\$1.9543	A\$1.9342	A\$2.0713	A\$1.7507
2000.....	1.7986	1.7197	1.9562	1.4954
1999.....	1.5244	1.5494	1.6184	1.4899
1998.....	1.6332	1.5896	1.8018	1.4560
1997.....	1.5349	1.3446	1.5408	1.2534
1996.....	1.2588	1.2775	1.3665	1.2225
<b>RECENT MONTHLY DATA</b>				
CANADIAN DOLLAR/U.S. DOLLAR				
January 2002 (through January 8)....	C\$1.5949	C\$1.5970	C\$1.5981	C\$1.5949
December 2001.....	1.5925	1.5788	1.5990	1.5635
November 2001.....	1.5717	1.5922	1.6023	1.5717
October 2001.....	1.5905	1.5717	1.5905	1.5582
September 2001.....	1.5797	1.5686	1.5797	1.5535

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August 2001.....	1.5478	1.5399	1.5490	1.5275
July 2001.....	1.5310	1.5308	1.5450	1.5102
June 2001.....	1.5175	1.5245	1.5347	1.5142
May 2001.....	1.5461	1.5411	1.5541	1.5310
April 2001.....	1.5360	1.5578	1.5790	1.5360
March 2001.....	1.5784	1.5587	1.5784	1.5388
February 2001.....	1.5320	1.5216	1.5399	1.4933
January 2001.....	1.4995	1.5032	1.5162	1.4944

### INTERIM PERIOD DATA

#### CANADIAN DOLLAR/U.S. DOLLAR

Nine Months ended September 30, 2001    C\$1.5797    C\$1.5378    C\$1.5797    C\$1.4933

### ANNUAL DATA

#### CANADIAN DOLLAR/US DOLLARS / (2) /

2001.....	C\$1.5925	C\$1.5485	C\$1.6023	C\$1.4933
2000.....	1.4995	1.4855	1.5600	1.4350
1999.....	1.4440	1.4858	1.5302	1.4440
1998.....	1.5375	1.4836	1.5770	1.4075
1997.....	1.4288	1.3850	1.4398	1.3357
1996.....	1.3697	1.3638	1.3822	1.3310

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- (1) The period-end rate is the noon buying rate on the last business day of the applicable period.
  - (2) The average of the noon buying rates for Australian dollars or Canadian dollars, as the case may be, is calculated by taking the simple average of the daily noon buying rates, as published by the Federal Reserve Bank of New York, over the relevant period.
  - (3) Originally published by the Federal Reserve Bank of New York as U.S. dollar/Australian dollar and presented above as Australian dollar/U.S. dollar.

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## RISK FACTORS

IN CONSIDERING WHETHER TO VOTE IN FAVOR OF THE MERGER AND THE ISSUANCE OF SHARES OF HOLDCO OR NEWMONT COMMON STOCK AND THE OTHER MATTERS PRESENTED AT THE SPECIAL MEETING, YOU SHOULD CONSIDER ALL OF THE INFORMATION WE HAVE INCLUDED IN THIS DOCUMENT AND ITS APPENDICES AND ALL OF THE INFORMATION INCLUDED IN THE DOCUMENTS WE HAVE INCORPORATED BY REFERENCE. IN ADDITION, YOU SHOULD PAY PARTICULAR ATTENTION TO THE FOLLOWING RISKS RELATED TO THE TRANSACTIONS, WHICH HAVE BEEN SEPARATED INTO THREE GROUPS:

- . risks related to the transactions;
- . risks related to the gold mining industry generally; and
- . risks related to our operations.

### RISKS RELATED TO THE TRANSACTIONS

UNCERTAINTIES EXIST IN INTEGRATING THE BUSINESS OPERATIONS OF THE THREE COMPANIES.

We intend, to the extent possible, to integrate our operations with those of Normandy and, if the plan of arrangement is completed, Franco-Nevada. This intention, and the risks associated with it, apply whether or not we acquire

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Franco-Nevada. Our goal in integrating these operations is to increase earnings and achieve cost savings by taking advantage of the synergies of consolidation and enhanced growth opportunities. We may encounter substantial difficulties integrating our operations with Normandy's and Franco-Nevada's operations, resulting in a delay or the failure to achieve the anticipated synergies and, therefore, the expected increases in earnings. Moreover, the integration process may cause us to incur substantial costs as a result of, among other things:

- . loss of key employees;
- . possible inconsistencies in standards, controls, procedures and policies, business cultures and compensation structures among us, Normandy and Franco-Nevada, and the need to implement, integrate and harmonize various business-specific operating procedures and systems, as well as company-wide financial, accounting, information and other systems; and
- . the diversion of management's attention from day-to-day business as a result of the need to deal with integration issues.

For these reasons, we may fail to complete successfully the necessary integration of Newmont, Normandy and Franco-Nevada, or Newmont and Normandy (as the case may be) or to realize any of the anticipated benefits of the integration of the three companies. Actual cost savings and synergies may be lower than we currently expect and may take a longer time to achieve than we currently anticipate.

FULL INTEGRATION OF OUR OPERATIONS WITH NORMANDY'S OPERATIONS MAY NOT BE ACHIEVED IF WE CANNOT COMPULSORILY ACQUIRE ALL OUTSTANDING NORMANDY SHARES.

Our offer for Normandy shares (and the respective obligations of us and Franco-Nevada to complete our acquisition of Franco-Nevada) are subject to a condition that, before the end of the offer period, we and our associates have relevant interests in at least 50.1% of the Normandy shares (including the 19.79% owned by Franco-Nevada), calculated on a fully-diluted basis. To effect the compulsory acquisition of all of the ordinary shares of Normandy (including shares represented by Normandy ADSs) under the Corporations Act of Australia, we are required to have a relevant interest in at least 90% (by number) of all of the Normandy shares at the end of the offer period. It is possible that, at the end of the offer period, we will not hold a sufficient number of Normandy shares to effect a compulsory acquisition of the remaining outstanding Normandy shares under the Corporations Act. This could prevent or delay us from realizing some or all of the anticipated benefits from the integration of our operations with Normandy's operations.

See "The Transactions--Background to the Transactions" and "The Transactions--Reasons for the Transactions" on pages 32 and 40, respectively.

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EVEN IF WE AND OUR ASSOCIATES HAVE RELEVANT INTERESTS IN AT LEAST 50.1% OF THE NORMANDY SHARES, WE MAY BE UNABLE TO COMPLETE THE ACQUISITION OF FRANCO-NEVADA.

The respective obligations of us and Franco-Nevada to complete the acquisition of Franco-Nevada by us are subject to the condition that we and our associates have relevant interests in at least 50.1% of the Normandy shares,

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calculated on a fully diluted basis (including Franco-Nevada's holding of approximately 19.79% of Normandy shares calculated on a fully diluted basis). There is no condition to our offer for Normandy that the Franco-Nevada transaction be completed. Even if we and our associates have such relevant interests, however, Newmont may be unable to acquire Franco-Nevada due to the non-satisfaction of any one of a number of other conditions to that acquisition, including shareholder and regulatory approvals. Accordingly, we may succeed in acquiring Normandy while failing to acquire Franco-Nevada, and could thus be prevented from realizing the benefits from the integration of our operations with Franco-Nevada's operations that we expect to result from the acquisition of all of the outstanding common shares of Franco-Nevada. Absent these benefits, we may not achieve all of the strategic objectives we expect to achieve from the combination of us, Normandy and Franco-Nevada into a single company.

For further details on these consequences, see "--Risks Related to Our Operations" and "The Transactions--Reasons for the Transactions" on pages 23 and 40, respectively.

ANTITRUST AND COMPETITION AUTHORITIES IN VARIOUS JURISDICTIONS MAY ATTEMPT TO DELAY OR PREVENT OUR ACQUISITION OF VOTING AND CONTROL RIGHTS OR MAY REQUIRE DIVESTITURES.

We and Normandy conduct operations in a number of jurisdictions where antitrust filings or approvals may be required in connection with the offer. We have made or will make antitrust filings with the relevant authorities in the United States, Brazil and Canada. We are currently in the process of reviewing whether any other filings will be required or advisable in other jurisdictions, and we intend to make the appropriate regulatory filings and applications if we decide that such filings are required or advisable. We are confident that the necessary regulatory approvals will be obtained. Nevertheless, we cannot provide any assurance that the necessary approvals will be obtained or that there will not be any adverse consequences to our, Franco-Nevada's or Normandy's business resulting from the failure to obtain these regulatory approvals or from conditions that could be imposed in connection with obtaining these approvals, including divestitures or other operating restrictions upon our business.

ALTHOUGH NORMANDY HAS RECOMMENDED THE NEWMONT OFFER, IT HAS DECLINED TO PROVIDE NEWMONT WITH FINANCIAL INFORMATION THAT NEWMONT HAS REQUESTED FOR INCLUSION IN THIS DOCUMENT.

Although, as of the date of this proxy statement/prospectus, the board of directors of Normandy has recommended, subject to its fiduciary duties, that Normandy shareholders accept Newmont's offer, Normandy, despite repeated requests from Newmont, has declined to supply certain information to Newmont (including its auditor's consent) that would generally be required to be included in this proxy statement/prospectus under rules promulgated by the SEC. Normandy has declined to assist in gathering this information and has not provided Newmont access to Normandy's detailed accounting records, nor has Normandy assisted in preparing reconciliations to US GAAP. Normandy has also refused to permit or direct its auditors to provide information necessary for such US GAAP reconciliation, including an auditor's consent. Therefore, no such US GAAP reconciliation is provided nor is any pro forma financial information provided in this proxy statement/prospectus. See "--We have not verified the reliability of the Normandy information included in, or which may have been omitted from, this document" on page 20.

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Normandy justified its position for not providing Newmont with the requested information on the basis that it was necessary that the Normandy board maintain a "level playing field" between Newmont and the other bidder seeking to acquire Normandy. Thus, according to Normandy, the fact that Normandy has recommended

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the current Newmont offer should not be construed as making Newmont's offer a "friendly" bid. According to Normandy, Newmont's offer is being assessed by the Normandy board in the context of a true competitive auction. There is no real constraint on the Normandy board from changing its recommendation of the Newmont offer, consistent with the board's fiduciary duties.

WE HAVE NOT VERIFIED THE RELIABILITY OF THE NORMANDY INFORMATION INCLUDED IN, OR WHICH MAY HAVE BEEN OMITTED FROM, THIS DOCUMENT.

In respect of information relating to Normandy presented in, or omitted from, this proxy statement/prospectus, including all Normandy financial information, we have relied exclusively upon publicly available information. Any inaccuracy in the Normandy information contained in this proxy statement/prospectus could adversely affect the results of operations of the combined company. As explained in greater detail below, Normandy has not provided Newmont access to Normandy's detailed accounting records, nor has Normandy assisted in preparing reconciliations to US GAAP. Normandy has also refused to permit or direct its auditors to provide information necessary for such US GAAP reconciliation, including an auditor's consent. Therefore, no such US GAAP reconciliation is provided nor is any pro forma financial information related to Normandy provided in this proxy statement/prospectus. The absence of this reconciliation and this information may impair a full assessment of the financial strengths of the combined company. In addition, although Normandy has recommended the Newmont offer, any financial information regarding Normandy that may be detrimental to the combined company and that has not been publicly disclosed by Normandy may have an adverse effect on the benefits we expect to achieve through the completion of the transactions described in this proxy statement/prospectus.

Pursuant to Rule 409 promulgated under the Securities Act of 1933, as amended, on December 17, 2001, we requested that Normandy and its independent public accountants provide to us all material information required to be included in our offer document or required to make statements made herein not misleading. On December 11, 2001, we requested that Normandy's independent public accountants consent in a customary manner to the inclusion of its audit reports with respect to the financial statements of Normandy included in this document. On December 14, 2001, Normandy's independent public accountants responded in writing to our December 11, 2001 letter stating that they were reluctant to give consent for the inclusion of Normandy's audit report where consent has not been given for the financial statements themselves, and believed it was appropriate that its consent be given concurrently with Normandy's consent. On December 19, 2001, Normandy, on its own behalf and on behalf of its accountants, responded in writing to our December 17, 2001 letter and stated that it was not appropriate for Normandy to bear any burden as to what the document should contain and whether or not the document was misleading. Normandy further stated that if there were specifics which Newmont wished to refer to Normandy for review and comment, Normandy would consider whether it could be of assistance and to what extent, on a case by case basis. In addition, Normandy stated that its accountants were not in a position to provide assistance to us, that work on US GAAP reconciliation of its financial statements had not been completed to Normandy's satisfaction and that Normandy

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had not yet determined whether it would allow US GAAP reconciliation of its financial statements to be made public at this time.

On December 31, 2001, we reiterated our requests previously made to Normandy to provide the information required for inclusion in our United States filings, including the consent of Normandy's independent accountants and the information necessary to permit Normandy's financial statements to be reconciled to US GAAP. On January 2, 2002, Normandy responded to Newmont's reiterated request stating that Normandy had carefully considered our requests and determined that it must maintain Normandy's stance as expressed in Normandy's letter dated December 19, 2001. Normandy stated that in its opinion it was not appropriate that Normandy or its directors should have any legal responsibility for the content of Newmont's registration statement. Normandy noted that the issue was deliberately not covered in the pre-bid documentation because Normandy was not prepared to take responsibility for the content of Newmont's proxy statement/prospectus or registration statement and that, in Normandy's opinion responsibility for the content of the Newmont registration statement must remain with Newmont. Normandy also noted that its own work on US GAAP reconciliation was still not

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complete and, therefore, Normandy's directors were not prepared to permit the publication of US GAAP reconciliations of Normandy's accounts. Normandy also noted that it did not know whether its work on US GAAP reconciliation would ever be completed, in view of the two competing bids and their announced timeframes. See "The Transactions--Background to the Transactions" on page 32.

### CHANGE OF CONTROL PROVISIONS IN NORMANDY'S AGREEMENTS TRIGGERED UPON THE ACQUISITION OF CONTROL OF NORMANDY MAY LEAD TO ADVERSE CONSEQUENCES.

Normandy is a party to agreements that contain change of control provisions that may be triggered if, following completion of the offer, we hold Normandy shares representing a majority of the voting rights of Normandy. The operation of these change of control provisions, if triggered, could result in significant debt acceleration or prepayments and require Normandy to renegotiate its financings or sell joint venture interests. These provisions may be waived with the consent of the other party and we intend to consider seeking such waivers. In the absence of these waivers, the operation of any of these change of control provisions could adversely affect the operations of Newmont.

### INFORMATION PROVIDED TO AND BY FRANCO-NEVADA REGARDING THE VARIOUS MINING PROPERTIES IN WHICH IT HOLDS ROYALTY INTERESTS HAS NOT BEEN INDEPENDENTLY VERIFIED.

Franco-Nevada holds most of its producing mineral interests in the form of net smelter return ("NSR") royalties and net profit interest ("NPI") royalties. This means that Franco-Nevada does not, itself, own or operate any mines and, aside from any audit rights that it may have with respect to the payments received from mining companies, may not, in all cases, have access to non-public or internal records of mining companies or may otherwise be restricted by confidentiality obligations. Accordingly, the information provided by Franco-Nevada with respect to the production, reserves, mining operations and exploration and development of the various mining properties in which Franco-Nevada holds royalty interests has been taken from information published by the operating companies in their annual reports, other public



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disclosure documents and information prepared by management. Franco-Nevada, and therefore we, cannot be certain that all of such information is complete and accurate in all material respects. Changes in the reserves, mining operations or development of any of the various properties in which Franco-Nevada holds royalty interests could result in a material reduction in the royalty income of New Newmont.

NORMANDY IS A SUBSTANTIAL SHAREHOLDER IN AUSTRALIAN MAGNESIUM CORPORATION (AMC).

Normandy is a substantial holder of AMC securities and has significant future obligations to AMC. AMC has announced:

- . on November 21, 2001, that all conditions of its public offer of distribution entitled securities pursuant to its prospectus dated October 15, 2001 have been satisfied; and
- . on November 22, 2001, that the AMC board of directors has given formal approval to commence development of the \$1.3 billion Stanwell Magnesium Project.

There are a number of significant risks related to investments in AMC, including:

- . risks related to the Stanwell Magnesium Project which has no operating history;
- . AMC's substantial dependence on the Stanwell Magnesium Project;
- . risks related to the magnesium market;
- . financial risks specific to AMC's business and operations;
- . risk factors related to general market conditions; and
- . AMC's reliance upon Normandy for financial and operational support.

Additionally, AMC announced on November 29, 2001 that Normandy has agreed to continue as guarantor of AMC's foreign exchange hedging position and \$72 million corporate facility with ANZ Banking Group Limited. If AMC is unable to perform its obligations under these arrangements, there is a risk that Normandy, as guarantor, may incur liabilities under these arrangements.

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### RISKS RELATED TO THE GOLD MINING INDUSTRY GENERALLY

A SUBSTANTIAL OR EXTENDED DECLINE IN GOLD PRICES WOULD HAVE A MATERIAL ADVERSE EFFECT ON NEW NEWMONT.

The businesses of Newmont, Normandy and Franco-Nevada are extremely dependent on the price of gold, which is affected by numerous factors beyond our control. Factors tending to put downward pressure on the price of gold include:

- . sales or leasing of gold by governments and central banks;
- . a low rate of inflation and a strong U.S. dollar;
- . global and regional recession or reduced economic activity;

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- . speculative trading;
- . the demand for gold for industrial uses, use in jewelry, and investment;
- . high supply of gold from production, disinvestment, scrap and hedging;
- . interest rates;
- . sales by gold producers in forward transactions and other hedging;
- . the production and cost levels for gold in major gold-producing nations;  
and
- . the cost level (in local currencies) for gold in major consuming nations.

Any drop in the price of gold adversely impacts our revenues, profits and cash flows, particularly in light of our "no hedging" philosophy. Normandy and Franco-Nevada have recorded asset writedowns in recent years as a result of a sustained period of low gold prices. New Newmont may experience additional asset impairment as a result of continuing low gold prices.

In addition, sustained low gold prices can: (1) reduce revenues further by production cutbacks due to cessation of the mining of deposits or portions of deposits that have become uneconomic at the then-prevailing gold price; (2) halt or delay the development of new projects; (3) reduce funds available for exploration, with the result that depleted reserves are not replaced; and (4) reduce the existing reserves, by removing ores from reserves that cannot be economically mined or treated at prevailing prices.

WE NEED TO CONTINUALLY OBTAIN ADDITIONAL RESERVES FOR GOLD PRODUCTION.

We must continually replace gold reserves depleted by production. Depleted reserves must be replaced by expanding known orebodies or by locating new deposits in order for us to maintain our production levels over the long term. Success in exploration for gold is uncertain. As a result, the reserve base of New Newmont may decline as reserves are produced without adequate replacement.

ESTIMATES OF PROVEN AND PROBABLE RESERVES ARE UNCERTAIN.

Estimates of proven and probable reserves and cash operating costs are subject to considerable uncertainty. Such estimates are, to a large extent, based on interpretations of geologic data obtained from drill holes and other sampling techniques. Gold producers use feasibility studies to derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the predicted configuration of the ore body, expected recovery rates of metals from the ore, comparable facility, equipment and operating costs, and other factors. Actual cash operating costs and economic returns on projects may differ significantly from original estimates. Further, it may take many years from the initial phase of drilling before production is possible and, during that time, the economic feasibility of exploiting a discovery may change.

INCREASED COSTS COULD AFFECT PROFITABILITY.

The cash cost of production at any particular mining location is frequently subject to great variation from one year to the next due to a number of factors, such as changing waste-to-ore ratios, ore grade and metallurgy. In the past, a cash cost swing of 10% at any one location has not been a significant factor in our profitability. However, this may not always be the case.

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MINING ACCIDENTS OR OTHER ADVERSE EVENTS AT A MINING LOCATION COULD REDUCE OUR PRODUCTION LEVELS.

At any of our operations, production may fall below historic or estimated levels as a result of mining accidents such as a pit wall failure in an open pit mine, or cave-ins or flooding at underground mines. In addition, production may be unexpectedly reduced at a location if, during the course of mining, unfavorable ground conditions or seismic activity are encountered, ore grades are lower than expected, or the physical or metallurgical characteristics of the ore are less amenable to mining or treatment than expected.

THE USE OF HEDGING INSTRUMENTS MAY PREVENT GAINS BEING REALIZED FROM SUBSEQUENT PRICE INCREASES.

Consistent with our position as a largely unhedged producer, New Newmont does not intend to enter into new gold hedging positions. This creates a risk that, as gold prices fall, New Newmont's revenues will be adversely affected. Further, over time, our intention is to deliver into Normandy's existing hedge contracts, and we will seek to unwind New Newmont's hedge position when economically attractive. Nonetheless, New Newmont will retain a gold hedging position at the outset. If the gold price rises above the price at which future production has been committed under these hedge instruments, we will have an opportunity loss. However, if the gold price falls below that committed price, New Newmont's revenues will be protected to the extent of such committed production.

CURRENCY FLUCTUATIONS MAY AFFECT THE COSTS THAT WE INCUR.

Currency fluctuations may affect the costs that we incur at our operations. Gold is sold throughout the world based principally on the U.S. dollar price, but a portion of our operating expenses are incurred in local currencies. The appreciation of non-U.S. dollar currencies against the U.S. dollar can increase the costs of gold production in U.S. dollar terms at mines located outside the United States.

GOLD MINING COMPANIES ARE SUBJECT TO EXTENSIVE ENVIRONMENTAL LAWS AND REGULATIONS.

Our exploration, production and processing operations are extensively regulated under various U.S. federal, state and local and foreign laws relating to the protection of air and water quality, hazardous waste management and mine reclamation. We have incurred current liabilities and may have potential future liability for environmental costs. Further, the regulatory environment for our operations could change in ways that would substantially increase our liability or the costs of compliance and that could have a material adverse effect on our operations or financial position.

### RISKS RELATED TO OUR OPERATIONS

In addition to the risks related to the gold mining industry generally, our operations are also subject to the following risks specific to us:

OUR OPERATIONS OUTSIDE NORTH AMERICA AND AUSTRALIA ARE SUBJECT TO THE RISKS OF DOING BUSINESS ABROAD.

Exploration, development and production activities outside of North America and Australia are potentially subject to political and economic risks, including:

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- . cancellation or renegotiation of contracts;
- . disadvantages of competing against companies from countries that are not subject to U.S. laws and regulations, including the Foreign Corrupt Practices Act;
- . changes in foreign laws or regulations;
- . changes in tax laws;
- . royalty and tax increases or claims by governmental entities;
- . retroactive tax or royalty claims;
- . expropriation or nationalization of property;
- . currency fluctuations (particularly in countries with high inflation);

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- . foreign exchange controls;
- . restrictions on the ability of local operating companies to sell gold offshore for U.S. dollars, and on the ability of such companies to hold U.S. dollars or other foreign currencies in offshore bank accounts;
- . import and export regulations, including restrictions on the export of gold;
- . restrictions on the ability to pay dividends offshore;
- . environmental controls;
- . risks of loss due to civil strife, acts of war, guerrilla activities, insurrection and terrorism; and
- . other risks arising out of foreign sovereignty over the areas in which our operations are conducted.

Consequently, our exploration, development and production activities outside of North America and Australia may be substantially affected by factors beyond our control, any of which could materially adversely affect our financial position or results of operations. Furthermore, in the event of a dispute arising from such activities, we may be subject to the exclusive jurisdiction of courts outside North America or Australia or may not be successful in subjecting persons to the jurisdiction of the courts in North America or Australia, which could adversely affect the outcome of a dispute.

We have substantial investments in Indonesia, a nation that since 1997 has undergone financial crises and devaluation of its currency, outbreaks of political and religious violence, changes in national leadership and the secession of East Timor, one of its former provinces. Despite democratic elections in 1999, a change in government occurred in late July 2001, and civil unrest, independence movements and tensions between the civilian government and the military continue. These problems heighten the risk of abrupt changes in leadership or in the national policy toward foreign investors, which in turn could result in unilateral modification of concessions or contracts, increased taxation, or expropriation of assets.

In October 2000, Peru's President, Alberto Fujimori, resigned as a result of

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various revelations and accusations relating to his national security advisor Vladimiro Montesinos. An interim government was appointed, and elections for a new president and Congress were held in April 2001, with run-off elections for the presidency held in June 2001. During the last two years, Minera Yanacocha, a gold mine which Newmont owns, has been the target of numerous local political protests, including ones that blocked the road between the Yanacocha mine complex and the city of Cajamarca. Newmont cannot predict whether these incidents will continue, nor can it predict the new government's continuing positions on foreign investment, mining concessions, land tenure, environmental regulation or taxation.

WE INCUR COSTS TO COMPLY WITH ENVIRONMENTAL AND OTHER GOVERNMENTAL REGULATIONS, AND REMEDIATION COSTS FOR FEDERAL SUPERFUND LAW LIABILITIES MAY EXCEED THE PROVISIONS WE HAVE MADE.

We have conducted extensive remediation work at two inactive sites in the United States as a result of liability under the U.S. Superfund Law. At one of these two sites, remediation requirements have not been finally determined and the ultimate cost cannot be estimated with certainty. At a third site in the U.S., an inactive uranium mine and mill formerly operated by a subsidiary of Newmont, final remediation has not begun due to the failure to date of federal agencies to agree on a remediation plan. Newmont disputes its liability for remediation costs at this site. The environmental standards that may ultimately be imposed at this site remain uncertain and there is a risk that the costs of remediation may exceed the provision Newmont's subsidiary has made for such remediation by a material amount.

Whenever a previously unrecognized remediation claim becomes known or a previously estimated cost is increased, that amount of additional cost is expensed in the same period and this can materially reduce net income in that period.

We also incur costs to comply with health and safety laws and regulations in each country where we operate.

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WE COULD HAVE A SUBSTANTIAL AMOUNT OF INDEBTEDNESS.

If we complete the acquisition of both Normandy and Franco-Nevada, our level of indebtedness will increase. If we acquire Normandy and do not acquire Franco-Nevada, the net debt level of Newmont will be higher by approximately US\$517 million (after transaction costs) than if we had acquired Franco-Nevada. This level of indebtedness could have important consequences on our operations, including:

- . we may need to use a large portion of the money we earn to repay principal and pay interest on our debt, which will reduce the amount of money available to finance our operations and other business activities;
- . our debt level may make us more vulnerable to economic downturns and adverse developments in our businesses and markets;
- . our debt level may reduce our flexibility in responding to changing business and economic conditions, including increased competition in our industry; and
- . our debt level may limit our ability to pursue other business opportunities, borrow money for operations or capital in the future or implement our business strategy.

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We expect to obtain the money to pay our expenses and to pay principal and interest on our debt from our cash flow and refinancings. Our ability to meet these requirements will depend on our future financial performance, which will be affected by financial, business, economic and other factors. We will not be able to control many of these factors, such as economic conditions in the markets in which we operate. We cannot be certain that our future cash flow will be sufficient to allow us to pay principal and interest on our debt and meet our other obligations. If we do not have enough money to do so, we may be required to refinance all or part of our existing debt, sell assets or borrow more money. We cannot assure you that we will be able to do so on commercially reasonable terms, if at all.

OCCURRENCE OF EVENTS FOR WHICH WE ARE NOT INSURED MAY AFFECT OUR CASH FLOWS AND OVERALL PROFITABILITY.

We maintain insurance to protect ourselves against certain risks related to our operations. This insurance is maintained in amounts that are believed to be reasonable depending upon the circumstances surrounding each identified risk. However, we may elect not to have insurance for certain risks because of the high premiums associated with insuring those risks or for various other reasons. Occurrence of events for which we are not insured may affect our cash flows and overall profitability.

OUR BUSINESS DEPENDS ON GOOD RELATIONS WITH OUR EMPLOYEES.

We will have a significant number of employees subject to collective bargaining agreements. New Newmont may experience difficulties in integrating labor policies, practices and strategies. In addition, problems with or changes affecting employees of one company may affect relations with employees of one or both of the other companies. The process of combining our companies increases the risk of labor disputes, work stoppages, or other disruptions in production that could adversely affect New Newmont.

THE EARNINGS OF NEW NEWMONT ALSO COULD BE AFFECTED BY THE PRICES FOR OTHER COMMODITIES.

The revenues and earnings of New Newmont also could be affected, to a lesser extent than by the price of gold, by the prices of other commodities such as copper and zinc.

WE MAY NOT HAVE SATISFACTORY TITLE TO OUR PROPERTIES.

The validity and ownership of mining property holdings can be uncertain and may be contested. Although we have attempted to acquire satisfactory title to our properties, some risk exists that some titles, particularly titles to undeveloped properties, may be defective. In addition, there are currently a number of pending native title or traditional landowner claims relating to certain of Normandy's properties in Australia.

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### FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus, the appendices and the documents incorporated by reference in this proxy statement/prospectus contain both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements are not based on historical facts, but rather reflect our current expectations concerning future results and events and

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generally may be identified by the use of forward-looking words or phrases such as "believe," "aim," "expect," "anticipate," "intend," "foresee," "likely," "should," "planned," "may," "estimated," "potential" or other similar words and phrases. Similarly, statements that describe our objectives, plans or goals are, or may be, forward-looking statements. In particular, statements, express or implied, concerning future operating results or the ability to generate income or cash flows are forward-looking statements.

These forward-looking statements involve certain risks and uncertainties. Actual results may differ materially from those contemplated by these forward-looking statements. You should understand that various factors, in addition to those discussed elsewhere in this proxy statement/prospectus and in the documents referred to in this proxy statement/prospectus, could affect the future results of New Newmont following the transactions and could cause results to differ materially from those expressed in these forward-looking statements, including:

- . revenues following the transactions may be lower than expected;
- . synergies expected to be realized as a result of the transactions may be lower than anticipated;
- . costs or difficulties related to the integration of the business of Newmont, Normandy and Franco-Nevada may be greater than expected;
- . competitive pressures may increase in the industry or markets in which New Newmont operates;
- . timing and extent of changes in commodity prices for gold product fabrication and bullion investments;
- . extent of our success in discovering, developing and producing reserves, and in acquiring new ore sites;
- . estimates of ore reserves are necessarily less than certain, particularly with respect to new discoveries;
- . actual future production, commodity prices, revenues, taxes, development expenditures, operating expenses and quantities of ore reserves may vary from estimates;
- . problems in meeting permitting and other regulatory requirements;
- . changes in general economic conditions or in political or competitive forces;
- . changes in the securities or currency-exchange markets;
- . dependence on key personnel to manage the integration of the three companies;
- . risk that our analyses of these risks and forces could be incorrect or that the strategies developed to address them could be unsuccessful; and
- . risk described under "Risk Factors."

You are cautioned not to place undue reliance on these statements, which speak only as of the date of this document or, in the case of documents incorporated by reference, the dates of those documents.

All subsequent written and oral forward-looking statement attributable to us or any person acting on our behalf are expressly qualified in their entirety by

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the cautionary statements contained or referred to in this section. We undertake no obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

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### THE SPECIAL MEETING

WE ARE FURNISHING THIS JOINT PROXY STATEMENT/PROSPECTUS TO OUR STOCKHOLDERS AS PART OF THE SOLICITATION OF PROXIES BY OUR BOARD OF DIRECTORS FOR USE AT THE SPECIAL MEETING.

#### DATE, TIME, PLACE AND PURPOSE

We will hold the special meeting on Wednesday, February 13, 2002, at 8:00 a.m., local time, at the Brown Palace Hotel, 321 17th Street, Denver, Colorado. The purpose of the special meeting is for you to consider and vote upon:

- . a proposal to adopt the merger agreement, which provides for the merger of Acquisitionco with and into Newmont as part of a restructuring that would facilitate the completion of our acquisition of Normandy and Franco-Nevada;
- . a proposal to amend our restated certificate of incorporation to increase the number of authorized shares of Newmont common stock from 250 million shares to 750 million shares in the event that the merger is not completed;
- . a proposal to approve the issuance of shares of Holdco common stock, or, in the event the merger is not completed, shares of Newmont common stock, in connection with the proposed transactions; and
- . a proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the above proposals.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT, FOR THE AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, FOR THE ISSUANCE OF SHARES OF HOLDCO COMMON STOCK OR, IN THE EVENT THAT THE MERGER IS NOT COMPLETED, SHARES OF NEWMONT COMMON STOCK AND FOR THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO PERMIT THE SOLICITATION OF FURTHER VOTES IN FAVOR OF THESE PROPOSALS.

#### RECORD DATE; SHARES ENTITLED TO VOTE; QUORUM

Only holders of record of Newmont common stock at the close of business on January 4, 2002, the record date, are entitled to notice of and to vote at the special meeting. On the record date, approximately 196,165,919 shares of Newmont common stock were issued and outstanding and held by approximately 26,090 holders of record. A quorum will be present at the special meeting if the holders of a majority of the shares of Newmont common stock outstanding and entitled to vote on the record date are present, in person or by proxy. If a quorum is not present at the special meeting, we expect that the special meeting will be adjourned to solicit additional proxies.

Shares of Newmont common stock represented, in person or by proxy, at the



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special meeting but not voting, including shares of Newmont common stock for which proxies have been received but with respect to which the holders have abstained from voting, will be treated as present at the special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. Under the rules of the NYSE, brokers that hold shares of Newmont common stock in nominee or street name for customers that are the beneficial owners of those shares of Newmont common stock may not vote those shares of Newmont common stock without the specific instructions of those customers. However, these so-called "broker non-votes" will be counted for purposes of determining whether a quorum exists.

Holders of record of Newmont common stock on the record date are entitled to one vote per share on each of the proposals to be voted on at the special meeting. Holders of Newmont \$3.25 convertible preferred stock are not entitled to any vote on the proposals to be voted on at the special meeting.

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### VOTE REQUIRED

The adoption of the merger agreement by our stockholders requires the affirmative vote of the holders of a majority of the shares of Newmont common stock outstanding and entitled to vote at the special meeting as of the record date, either in person or by proxy.

The approval of the amendment to our restated certificate of incorporation requires the affirmative vote of the holders of a majority of the shares of Newmont common stock outstanding and entitled to vote at the special meeting as of the record date, either in person or by proxy.

The approval of the issuance of the shares of Holdco common stock or, in the event that the merger is not completed, the shares of Newmont common stock, requires the affirmative vote of the holders of a majority of the shares of Newmont common stock represented at the special meeting, either in person or by proxy, and entitled to vote at the special meeting, provided that holders of at least a majority of the shares of Newmont common stock entitled to vote at the special meeting do in fact vote, or abstain from voting, on this proposal.

The approval of the proposal to adjourn the meeting, if necessary, to permit the solicitation of further votes in favor of the other proposals, requires the affirmative vote of the holders of a majority of the shares of Newmont common stock voting in favor of or against the proposal represented at the special meeting either in person or by proxy.

Because each of the proposals to adopt the merger agreement and to approve the amendment to Newmont's restated certificate of incorporation requires the affirmative vote of the holders of a majority of the shares of Newmont common stock outstanding and entitled to vote at the special meeting, abstentions and broker non-votes will have the same effect as a vote against each proposal. Because the proposal to approve the issuance of the shares of either Holdco common stock or the shares of Newmont common stock requires the affirmative vote of a majority of the shares of Newmont common stock represented at the special meeting and entitled to vote at the special meeting, abstentions and broker non-votes will have the same effect as a vote against the proposal. With respect to the proposal to adjourn the meeting, if necessary, abstentions and broker non-votes will not be counted.

### VOTING BY NEWMONT DIRECTORS AND EXECUTIVE OFFICERS

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At the close of business on the record date, Newmont directors and executive officers owned and were entitled to vote 156,909 shares of Newmont common stock, representing less than 0.1% of the shares of Newmont common stock outstanding on that date. Each Newmont director and executive officer has indicated his or her present intention to vote, or cause to be voted, the shares of Newmont common stock owned by him or her in favor of each of the proposals to be voted on at the special meeting.

### VOTING OF PROXIES

All shares represented by properly executed proxies received in time for the special meeting will be voted at the special meeting in the manner specified by the holders of Newmont common stock giving those proxies. Properly executed proxies that do not contain voting instructions will be voted in favor of the proposals.

In addition to manually executing and returning a proxy by mail, holders of Newmont common stock may submit a proxy by telephone or through the Internet. If submitting a proxy by telephone or through the Internet, the stockholder should dial the toll-free number or access the Internet address, in each case, as indicated on the stockholder's proxy card. The stockholder will then be prompted to enter the control number printed on his or her proxy card and to follow the subsequent instructions.

If your shares of Newmont common stock are held in street name by a bank or brokerage firm, you will only be able to submit a proxy by telephone or through the Internet only if this method of submitting your proxy is

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offered by your bank or broker and the procedures are described on the voting form sent to you. If your shares of Newmont common stock are held in street name through a bank or brokerage firm and you wish to vote in person at the special meeting, you should bring a letter from that bank or brokerage identifying you as the beneficial owner of those shares and authorizing you to vote those shares of Newmont common stock.

The individuals named as proxies by a holder of Newmont common stock may vote for one or more adjournments of the special meeting, including adjournments to permit further solicitations of proxies. No proxy voted against the proposal to adopt the merger agreement will be voted in favor of any adjournment of the special meeting. At the adjourned meeting, if a quorum is present, the holders of Newmont common stock may transact any business that might have been transacted at the original meeting. Delaware law requires that if the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, we must give notice to each holder of record entitled to vote at the meeting.

We do not expect that any matter other than the proposals described in this proxy statement/prospectus will be brought before the special meeting. If, however, other matters are properly presented at the special meeting, the individuals named as proxies will vote in accordance with the recommendation of our board of directors with respect to each of those proposals.

### REVOCABILITY OF PROXIES

Submitting a proxy on the enclosed form, by telephone or through the Internet does not preclude a holder of Newmont common stock from voting in person at the Newmont special meeting. A holder of Newmont common stock may

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revoke a proxy at any time before it is voted by filing with Newmont a duly executed revocation of proxy, by submitting a duly executed proxy or telephone or Internet proxy to Newmont with a later date, or by appearing at the special meeting and voting in person. Holders of Newmont common stock may revoke a proxy by any of these methods, regardless of the method used to deliver the previous proxy. ATTENDANCE AT THE SPECIAL MEETING WITHOUT VOTING WILL NOT ITSELF REVOKE A PROXY.

### SOLICITATION OF PROXIES

We will pay the expenses incurred in connection with the printing and mailing of this joint proxy statement/prospectus. In addition to this solicitation by mail, the directors, officers and employees of Newmont and its subsidiaries, who will not be specifically compensated, may solicit proxies from holders of Newmont common stock by telephone or in person. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of shares of Newmont common stock held of record by these persons, and we will reimburse these persons for their reasonable out-of-pocket expenses.

We will mail a copy of this proxy statement/prospectus to each holder of record of Newmont common stock on the record date.

We have retained MacKenzie Partners, Inc. to assist in the solicitation of proxies from banks, brokerage firms, nominees, institutional holders and individual investors for a customary fee plus reimbursement for expenses.

The extent to which these proxy soliciting efforts will be necessary depends on how promptly the holders of Newmont common stock submit their proxies. You should submit your proxy as soon as possible by mail, by telephone or through the Internet.

DO NOT SEND IN ANY NEWMONT STOCK CERTIFICATES WITH YOUR PROXY CARDS. YOUR NEWMONT STOCK CERTIFICATES WILL REPRESENT YOUR CORRESPONDING SHARES OF HOLDCO COMMON STOCK UPON COMPLETION OF THE MERGER IF THE MERGER IS CONSUMMATED.