

Edgar Filing: NORMANDY MINING LTD - Form 425

NORMANDY MINING LTD

Form 425

November 27, 2001

Filed by Newmont Mining Corporation  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934

Subject Company: Normandy Mining Limited  
Commission File No. 132-00965

[NEWMONT MINING CORPORATION LOGO]  
[FRANCO-NEVADA MINING CORPORATION LIMITED LOGO]  
[NORMANDY MINING LIMITED LOGO]  
[graphic of gold coins in the background]

NEWMONT + NORMANDY + FRANCO-NEVADA = NEW NEWMONT

THE NEW GOLD STANDARD FOR THE 21ST CENTURY

Newmont Mining Corporation proposes to acquire Normandy Mining Limited and Franco-Nevada Mining Corporation Limited to create the world's largest gold producer. The new company will be:

- o #1 in gold production (8.2 million ounces in 2001);
- o #1 in reserves (97 million ounces); and
- o #1 in cash flow from operations.

New Newmont will provide investors a clear choice premised on a belief in gold's intrinsic, long-term value and its relevance to a balanced portfolio.

New Newmont will have:

- o The most leverage to a rising gold price (least hedged of major producers);
- o A strong balance sheet (a net debt-to-capital ratio of 18%);
- o Low political and socio-economic risk (70% of production in North America and Australia); and
- o Superior trading liquidity (US\$62 million in daily trading volume in major global markets based on combined historical trading performance).

New Newmont will combine unparalleled managerial capabilities with these operating strengths:

- o Low cash cost of US\$175 per ounce of gold produced;
- o 22 mines on five continents;
- o Premier land positions in world-class gold districts plus a portfolio of promising development and exploration projects;
- o Steady stream of royalty income backed by unique merchant banking expertise; and
- o Demonstrated commitment to environmental quality and socio-economic development.

THE TRANSACTIONS CONSOLIDATE THESE STRONG COMPANY ATTRIBUTES

NEWMONT (U.S.)

- o Largest gold producer in both North and South America
- o Discoveries resulted in Carlin Trend in Nevada and Yanacocha District in Peru

NORMANDY (AUSTRALIA)

- o Australia's largest gold producer
- o Additional operations in U.S., Europe, Africa and South America
- o Recognized exploration and development capabilities

FRANCO-NEVADA (CANADA)

- o Leading precious metal company with in platinum and diamonds
- o History of superior returns to investors

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|--|--|--|
| <ul style="list-style-type: none"> <li>o Global operating capabilities with operations in Uzbekistan and Indonesia</li> <li>o Recognized R&amp;D leader in exploration and metal extraction</li> </ul> | <ul style="list-style-type: none"> <li>o Portfolio of promising development projects</li> <li>o Leader in environmental protection and sustainability</li> </ul> | <ul style="list-style-type: none"> <li>o Strategic focus skills</li> <li>o Strong balance</li> </ul> |
|--|--|--|
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### TERMS OF THE TRANSACTIONS

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#### NORMANDY TRANSACTION

- o 0.0385 of a Newmont common share per Normandy ordinary share (to be tradeable in Australia), plus A\$0.05 per ordinary share cash payment upon 90% acceptance and satisfaction of certain other conditions
- o Implied offer price per share of A\$1.70 based on closing stock prices and the A\$ exchange rate on November 13, the day prior to the announcement of the transaction\*
- o Premium of 18% over Normandy's closing market price on November 13\*
- o 50.1% minimum acceptance condition, including 19.9% owned by Franco-Nevada
- o No capital gains tax for scrip, provided 80% of shares accepted

#### FRANCO-NEVADA TRANSACTION

- o 0.8 of a Newmont common share, or Canadian exchangeable share, per Franco-Nevada common share
- o Implied price of C\$28.36 on November 13, the day prior to the announcement of the transaction\*
- o Premium of 22% over Franco-Nevada's closing market price on November 13\*
- o Exchange for Newmont shares intended to be tax-free
- o Exchangeable shares to trade on Toronto Stock Exchange
- o Exchangeable shares intended to be Canadian property

Normandy shareholders initially to own approximately 18% of New NewMont

Franco-Nevada shareholders initially to own approximately 32% of New Newmont

\*Will vary depending on current market price. Shareholders should obtain updated quotes on Newmont share price.

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#### NEW NEWMONT SNAPSHOT

Last twelve months ended Sept. 30, 2001.

Dollars are US in millions unless indicated otherwise. (1)

|  | Newmont  | Normandy | Franco-Nevada | NEW NEWMONT |
|--|----------|----------|---------------|-------------|
| Revenues                                       | \$ 1,737 | \$ 963   | \$ 146        | \$ 2,845    |
| EBITDA (2)                                     | \$ 573   | \$ 276   | \$ 123        | \$ 972      |
| Cash   | \$ 98    | \$ 207   | \$ 547        | \$ 716      |
| Debt   | \$ 1,282 | \$ 700   | \$ 0          | \$ 1,982    |
| Net book capitalization (3)                    | \$ 2,874 | \$ 1,067 | \$ 417        | \$ 7,077    |
| Diluted shares outstanding (mm)                | 197      | 2,238    | 160           | 394         |
| Proven & probable<br>gold reserves (mm oz) (4) | 66.3     | 26.4     | 4.4 (5)       | 97.1 (5)    |
| Production                                     | 5.8      | 2.4      | 0.3 (5)       | 8.6 (5)     |
| Cash costs per oz                              | \$ 179   | \$ 160   | \$ 228 (5)    | \$ 175 (5)  |

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|                    |        |        |            |            |
|--------------------|--------|--------|------------|------------|
| Total costs per oz | \$ 209 | \$ 224 | \$ 291 (5) | \$ 217 (5) |
|--------------------|--------|--------|------------|------------|