

Edgar Filing: NORMANDY MINING LTD - Form 425

NORMANDY MINING LTD
Form 425
December 10, 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

December 10, 2001

NEWMONT + NORMANDY + FRANCO-NEVADA =

THE NEW GOLD STANDARD FOR THE 21ST CENTURY

[NEWMONT MINING CORPORATION LOGO]
[FRANCO-NEVADA MINING CORPORATION LTD. LOGO]
[NORMANDY MINING LIMITED LOGO]

[NEWMONT MINING CORPORATION LOGO]
[FRANCO-NEVADA MINING CORPORATION LTD. LOGO]
[NORMANDY MINING LIMITED LOGO]

REVISED BID FOR NORMANDY

-
- o REVISED OFFER OF A\$1.90 PER NORMANDY SHARE (1)
 - 0.385 shares of Newmont
 - Cash payment of A\$0.40 per share
 - o CASH OF 40 CENTS OF US \$369 MILLION (1), (2) TO BE PAID USING UNDRAWN CREDIT FACILITIES
 - o RECOMMENDATION BY NORMANDY BOARD
 - o TERMS OF FRANCO-NEVADA TRANSACTION UNCHANGED

(1) Market data as of 7 Decemeber 2001

(2) Based on 80.1% of Normandy shares reflecting Franco-Nevada interest

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[NEWMONT MINING CORPORATION LOGO]
[FRANCO-NEVADA MINING CORPORATION LTD. LOGO]
[NORMANDY MINING LIMITED LOGO]

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COMPELLING TRANSACTIONS FOR NEWMONT

- o ACCRETIVE TO EARNING, NAV AND FREE CASH FLOW
- o SIGNIFICANT UPSIDE AT NORMANDY PROPERTIES
- o SUCCESSFUL COMPLETION OF AMC EQUITY OFFERING
- o BALANCED POLITICAL RISK PROFILE
- o STRENGTHENS NEWMONT CAPITAL STRUCTURE
- o MAINTAINS LEVERAGE TO GOLD
- o PROVIDES FURTHER GROWTH OPPORTUNITIES

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[NEWMONT MINING CORPORATION LOGO]
[FRANCO-NEVADA MINING CORPORATION LTD. LOGO]
[NORMANDY MINING LIMITED LOGO]

CREATING THE NEW GOLD STANDARD

LEVERAGE
TO RISING
GOLD PRICE

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LARGEST NON-HEDGED GOLD PRODUCER
PROVIDES SHAREHOLDERS MOST UPSIDE TO GOLD

DEVELOPMENT PROJECTS TO ADD UPSIDE
LEVERAGE

- o Phoenix, Martabe, Akim, Yamfo,
Boddington, Martha
- Total: 26.8 million ozs

MERCHANT BANKING WEALTH CREATION

- o Property synergies o Royalty creation
- o Asset disposal o Exploration
- 94,000 sq. km.

WORLD CLASS CORE PROPERTIES WITH LOW CASH
COSTS

- o Nevada, Yanacocha, Batu Hijau, Western
Australia

ROYALTY CASH FLOW / STRONG BALANCE
AS NATURAL HEDGE / SHEET
AGAINST LOW GOLD /
PRICE /

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STABILITY AT
LOWER GOLD PRICES

[graphic of gold bars]

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[NEWMONT MINING CORPORATION LOGO]
[FRANCO-NEVADA MINING CORPORATION LTD. LOGO]
[NORMANDY MINING LIMITED LOGO]

NORMANDY SHAREHOLDERS BECOME PART OF:
THE NEW INDUSTRY LEADER...

[Graph]
2001E production (MM oz.) v.
Enterprise value (US\$ millions) (3)
(Size of circles proportionate to reported gold reserves)

| | | 2001E Production | Enterprise Value |
|-------------------|-----------------|------------------|------------------|
| Gold Fields | [Medium Circle] | 3.7 MM oz. | 2,075.7 million |
| Placer Dome | [Small Circle] | 2.9 MM oz. | 4,120 million |
| AngloGold (2) | [Medium Circle] | 5.8 MM oz. | 4,500.6 million |
| Barrick/Homestake | [Medium Circle] | 6.1 MM oz. | 8,469.7 million |
| Newmont PF (1) | [Large Circle] | 8.2 MM oz. | 9,800 million |
| Others | [random dots] | [| |