
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 3, 2023



NEWMONT CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware (State or Other Jurisdiction of Incorporation or Organization) | 001-31240 (Commission File Number) | 84-1611629 (I.R.S. Employer Identification No.) |
| 6900 E Layton Ave Denver, Colorado (Address of Principal Executive Offices) | | 80237 (Zip Code) |

Registrant's telephone number, including area code (303) 863-7414

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--|----------------|---|
| Common stock, par value \$1.60 per share | NEM | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

On November 6, 2023 (the “**Implementation Date**”), Newmont Corporation, a Delaware corporation (“**Newmont**”) completed its previously announced business combination transaction with Newcrest Mining Limited, an Australian public company limited by shares (“**Newcrest**”) whereby Newmont, through its indirect wholly owned subsidiary, Newmont Overseas Holdings Pty Ltd, an Australian proprietary company limited by shares (“**Newmont Sub**”), acquired all of the issued and fully paid ordinary shares of Newcrest, pursuant to a court-approved scheme of arrangement under Part 5.1 of the *Australian Corporations Act 2001 (Cth)* between Newcrest and its shareholders (the “**Scheme**” and such acquisition, the “**Transaction**”), as contemplated by a scheme implementation deed, dated as of May 15, 2023, by and among Newmont, Newmont Sub and Newcrest, as amended from time to time (the “**Transaction Agreement**”). Upon implementation of the Transaction, Newcrest became a direct wholly owned subsidiary of Newmont Sub and an indirect wholly owned subsidiary of Newmont.

On the Implementation Date, all issued and fully paid ordinary shares of Newcrest were transferred to Newmont Sub and the shareholders of outstanding Newcrest ordinary shares as of 7:00pm on October 30, 2023 (Melbourne, Australia time) (“**Scheme Record Date**”) were entitled to, for each such share held, (1) 0.400 shares of Newmont common stock, par value \$1.60 per share (“**Newmont common stock**”), (2) 0.400 CHESS Depositary Interests (“**CDIs**”), each one representing a unit of beneficial ownership in Newmont common stock (a “**New Newmont CDI**”), or (3) 0.400 PETS Depositary Interests, each one representing a unit of beneficial ownership in Newmont common stock (a “**New Newmont PDI**”), in each case, issued by Newmont pursuant to the Scheme. Each share of Newmont common stock issued pursuant to the Scheme (excluding the shares of Newmont common stock underlying the New Newmont CDIs and New Newmont PDIs) is a “**New Newmont Share**” and the New Newmont Shares, the New Newmont CDIs and the New Newmont PDIs issued on or before the Implementation Date pursuant to the Scheme comprise the “**Scheme Consideration**.” The form of Scheme Consideration received by each eligible Newcrest shareholder depended on the register on which they held their Newcrest ordinary shares. Ineligible Foreign Shareholders (as defined in the Transaction Agreement) did not receive Scheme Consideration, and the New Newmont Shares to which they would otherwise be entitled to receive was instead issued to a sale agent who will sell the securities and remit the sale proceeds (after deduction of any reasonable brokerage or other selling costs, taxes and charges) to Newmont Sub for pro rata distribution to the relevant Ineligible Foreign Shareholders. All options, restricted shares and rights to ordinary shares of Newcrest issued under employee incentive arrangements of Newcrest and its subsidiaries vested or lapsed before the Scheme Record Date.

In connection with the Transaction, Newmont issued 357,691,627 shares of Newmont common stock, including 15,720,585 New Newmont Shares, 341,792,611 shares underlying New Newmont CDIs and 178,431 shares underlying New Newmont PDIs.

To enforce Newmont’s and Newmont Sub’s respective obligations in respect of the issuance of the Scheme Consideration, Newmont and Newmont Sub executed a deed poll, dated September 4, 2023, in favor of all Newcrest shareholders (the “**Deed Poll**”).

The description of the Transaction, the Scheme and the Deed Poll set forth above does not purport to be complete and is qualified in its entirety by reference to the Transaction Agreement, filed as Exhibits 2.1, 2.2. and 2.3 hereto, and incorporated by reference herein. The Transaction Agreement has been included as an exhibit hereto solely to provide investors and securityholders with information regarding its terms. It is not intended to be a source of financial, business or operational information about the parties. The representations, warranties and covenants contained in the Transaction Agreement were made only for purposes of that agreement and as of specific dates, were solely for the benefit of the parties to the Transaction Agreement, may be subject to limitations agreed upon by the parties, including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to the Transaction Agreement instead of establishing these matters as facts and may be subject to standards of materiality applicable to the parties that differ from those applicable to investors. Investors and securityholders should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Transaction Agreement, which subsequent information may or may not be fully reflected in Newmont’s public reports. The Transaction Agreement should not be read alone, but should instead be read in conjunction with the other information regarding the parties that is or will be contained in, or incorporated by reference into, the documents that Newmont files or has filed with the Securities and Exchange Commission.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Newcrest is party to (i) the Indenture, dated as of May 13, 2020 (the “**Existing Newcrest 2030 Notes/2050 Notes Indenture**”) by and among Newcrest Finance Pty Limited (“**Newcrest Finance**”) as issuer, Newcrest as parent guarantor, the Newcrest subsidiary guarantors set forth therein and The Bank of New York Mellon, a New York banking corporation, as trustee (the “**Existing Newcrest Indenture Trustee**”) that governs (x) the 3.250% Senior Guaranteed Notes due 2030 (the “**Existing Newcrest 2030 Notes**”) and (y) the 4.200% Senior Guaranteed Notes due 2050 (the “**Existing Newcrest 2050 Notes**”) and (ii) the Indenture, dated as of November 15, 2011 (the “**Existing Newcrest 2041 Notes Indenture**”) and together with the Existing Newcrest 2030 Notes/2050 Notes Indenture, the “**Existing Newcrest Indentures**”) by and among Newcrest Finance as issuer, Newcrest as parent guarantor, the Newcrest subsidiary guarantors set forth therein and the Existing Newcrest Indenture Trustee, that governs the 5.75% Senior Guaranteed Notes due 2041 (the “**Existing Newcrest 2041 Notes**”) and together with the Existing Newcrest 2030 Notes and the Existing Newcrest 2050 Notes, the “**Existing Newcrest Notes**”). As described under Item 2.01 hereof, on the Implementation Date, Newcrest became an indirect, wholly owned subsidiary of Newmont and Newcrest and its subsidiaries remain parties to the Existing Newcrest Indentures.

The Existing Newcrest Indentures governing the applicable Existing Newcrest Notes contain customary covenants and default provisions, including springing guarantees, certain change of control provisions, limitation on liens, merger restrictions, limitation on the sale of all or substantially all assets and payment default. The Existing Newcrest 2030 Notes will mature on May 13, 2030 and bear interest at 3.250% payable semiannually on May 13 and November 13 of each year. The Existing Newcrest 2050 Notes will mature on May 13, 2050 and bear interest at 4.200% payable semiannually on May 13 and November 13 of each year. The Existing Newcrest 2041 Notes will mature on November 15, 2041 and bear interest at 5.75% payable semiannually on May 15 and November 15 of each year. As of November 6, 2023, \$650.0 million, \$500.0 million and \$500.0 million aggregate principal amount of the Existing Newcrest 2030 Notes, the Existing Newcrest 2050 Notes and the Existing Newcrest 2041 Notes, respectively, remained outstanding.

The Existing Newcrest Indentures, and the forms of notes contained therein, have not been filed herewith pursuant to Item 601(b)(4)(v) of Regulation S-K under the Securities Act of 1933, as amended (the “**Securities Act**”). Newmont agrees to furnish a copy of such instruments to the Securities and Exchange Commission upon request.

Item 3.02 Unregistered Sales of Equity Securities.

As described in Item 2.01 of this Current Report on Form 8-K, Newmont issued 357,691,627 shares of Newmont common stock (including the New Newmont Shares and shares of Newmont common stock underlying the New Newmont CDIs and New Newmont PDIs) in connection with the Transaction. The shares were issued in reliance on the exemption afforded by Section 3(a)(10) of the Securities Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 3, 2023, Newmont’s amended and restated certificate of incorporation was amended and restated in connection with the Transaction and in accordance with the terms of the Transaction Agreement (the “**Newmont Amended and Restated Certificate of Incorporation**”). Newmont amended its amended and restated certificate of incorporation to increase its authorized shares of common stock from 1,280,000,000 shares to 2,550,000,000 shares, such share authorization having been approved at Newmont’s special meeting of stockholders held on October 11, 2023.

The foregoing summary of the Newmont Amended and Restated Certificate of Incorporation does not purport to be complete and is qualified in its entirety by reference to the Newmont Amended and Restated Certificate of Incorporation, a copy of which is filed as Exhibit 3.1 hereto and is incorporated by reference into this Item 5.03.

Item 7.01 Regulation FD Disclosure.

Newmont issued a press release announcing the completion of the Transaction on November 6, 2023. A copy of the press release is attached as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information, including Exhibit 99.1 attached hereto, in this Item 7.01 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as otherwise stated in such filings.

Item 8.01 Other Events.

Newcrest Finance, as borrower, Newcrest, as guarantor, together with certain of Newcrest’s other subsidiaries, as guarantors, are party to thirteen bilateral Loan Facility Agreements (collectively, the “**Loan Facility Agreements**”), with each of (i) MUFG Bank, Ltd. (“**MUFG**”), (ii) Royal Bank of Canada (“**RBC**”), (iii) Westpac Banking Corporation (“**Westpac**”), (iv) Industrial and Commercial Bank of China Limited, Sydney Branch (“**ICBC**”), (v) National Australia Bank Limited (“**NAB**”), (vi) The Bank of Nova Scotia, Australia Branch (“**BNS**”), (vii) Credit Suisse AG, Sydney Branch (“**CS**”), (viii) The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch (“**HSBC**”), (ix) JPMorgan Chase Bank, N.A. (“**JPM**”), (x) Australia and New Zealand Banking Group Limited (“**ANZ**”), (xi) Bank of America, N.A., Australian Branch (“**BOA**”), (xii) Barclays Bank PLC (“**Barclays**”) and (xiii) Canadian Imperial Bank of Commerce (“**CIBC**”, and, together with Barclays, BOA, ANZ, JPM, HSBC, CS, BNS, NAB, ICBC, Westpac, RBC and MUFG, collectively, the **Lenders**”). Each Loan Facility Agreement (other than the Loan Facility Agreements with ICBC, BNS, JPM and CIBC) is dated as of September 12, 2012. The Loan Facility Agreement with ICBC is dated as of January 14, 2014 and the Loan Facility Agreement with BNS, JPM and CIBC are each dated as of July 31, 2018. Each Loan Facility Agreement was amended and restated as of March 1, 2021 and further amended and restated as of June 1, 2023. As described under Item 2.01 hereof, on the Implementation Date, Newcrest became an indirect, wholly owned subsidiary of Newmont and Newcrest and its subsidiaries remain parties to the Loan Facility Agreements.

The Loan Facility Agreements collectively govern Newcrest Finance’s \$2,000 million, in aggregate, committed unsecured bilateral revolving credit facilities (collectively, the “**Revolving Facilities**” and each, a “**Revolving Facility**”). Each Revolving Facility (other than the Revolving Facilities provided by Barclays, RBC and ICBC) provides for two revolving credit facilities of up to \$77 million, each. The Revolving Facility provided by Barclays provides for one revolving credit facility of up to \$154 million, the Revolving Facility provided by RBC provides for two revolving credit facilities of up to \$78 million, each, and the Revolving Facility provided by ICBC provides for two revolving credit facilities of up to \$75 million, each. The Revolving Facilities are individually negotiated and documented with each Lender but have similar terms and conditions. Each Revolving Facility permits the borrowing of loans denominated in either US Dollars or Australian Dollars. Interest on US dollar loans under each Revolving Facility accrues at a floating rate based on Term SOFR plus a credit spread and margin. As of October 28, 2023, each Revolving Facility had been fully drawn other than a Revolving Facility provided by NAB under which \$77 million remained undrawn.

On November 2, 2023, Newcrest Finance issued a notice of change of control (the “**Relevant Event Notice**”) to each of the Lenders in anticipation of Newcrest becoming a subsidiary of Newmont Sub and an indirect subsidiary of Newmont on the Implementation Date. On the Implementation Date, or within 30 days of the delivery of the Relevant Event Notice, each of the Lenders may give notice to Newcrest Finance that Newcrest Finance may, within 90 days after delivery of such Relevant Event Notice (the “**Option Period**”), prepay all amounts outstanding under the applicable Revolving Facility and cancel all revolving commitments thereunder on 30 days’ notice. If Newcrest Finance does not exercise the option to prepay the respective Revolving Facility by the date which is 30 days before the expiry of the Option Period, the relevant Lender may, during the Option Period, notify Newcrest Finance that the commitments are cancelled on 30 days’ notice to Newcrest Finance whereupon, at the end of such notice period, the commitments will be cancelled and all amounts outstanding under the respective Revolving Facility will be immediately due and payable.

Item 9.01 Financial Statements and Exhibits.**(a) Financial Statements of Business Acquired.**

Financial statements of Newcrest are not included in this Current Report on Form 8-K. Such financial statements will be filed by amendment not later than 71 calendar days after the date that this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

Pro forma financial information is not included in this Current Report on Form 8-K. Such pro forma financial information will be filed by amendment not later than 71 calendar days after the date that this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

| Exhibit No. | Description |
|-----------------------------|--|
| <u>2.1</u> | <u>Scheme Implementation Deed, dated as of May 15, 2023, by and among Newmont, Newmont Sub and Newcrest. Incorporated by reference to Exhibit 2.1 to Newmont's Form 8-K filed with the Securities and Exchange Commission on May 15, 2023.</u> |
| <u>2.2</u> | <u>First Letter Deed, dated as of September 4, 2023, by and among Newmont, Newmont Sub and Newcrest. Incorporated by reference to Annex A-II of Newmont's Schedule 14A filed with the Securities and Exchange Commission on September 5, 2023.</u> |
| <u>2.3</u> | <u>Second Letter Deed, dated as of October 12, 2023, by and among Newmont, Newmont Sub and Newcrest. Incorporated by reference to Exhibit 2.2 to Newmont's Form 10-Q filed with the Securities and Exchange Commission on October 26, 2023.</u> |
| <u>3.1</u> | <u>Amended and Restated Certificate of Incorporation of Newmont Corporation, dated November 3, 2023.</u> |
| <u>99.1</u> | <u>Press release, dated November 6, 2023.</u> |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWMONT CORPORATION

Date: November 6, 2023

By: /s/ LOGAN HENNESSEY
Logan Hennessey
Vice President, Associate General Counsel and Corporate Secretary

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NEWMONT CORPORATION

Dated November 3, 2023

Newmont Corporation, a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

1. The name of this corporation is Newmont Corporation. The original Certificate of Incorporation was filed on December 6, 2001. The original name of the Corporation was Delta Holdco Corp.

2. This Amended and Restated Certificate of Incorporation, which was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, restates, integrates and further amends the provisions of the Corporation’s Certificate of Incorporation as amended, restated or supplemented prior to the date hereof, as follows:

First: The name of this Corporation is Newmont Corporation.

Second: The registered office of the Corporation within the state of Delaware is located at 251 Little Falls Drive, in the City of Wilmington, 19808, County of New Castle. The name and address of its Registered Agent is Corporation Service Company, 251 Little Falls Drive, in the City of Wilmington, 19808, County of New Castle.

Third: The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To subscribe for, purchase or otherwise acquire, and to hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of the stocks, bonds, securities or other evidences of indebtedness of any corporation or corporations, association or associations, domestic or foreign, for whatever purpose organized or in whatever business engaged, and while the owner of such stocks, bonds, securities or other evidences of indebtedness to exercise all the rights, powers and privileges of ownership, including all rights to vote thereon.

To guarantee any dividends, bonds, stocks, contracts or other obligations of any corporation in which this Corporation is an owner or has an interest; to aid in any lawful manner such corporation, and to do all lawful acts and things designed for the preservation, protection, improvement, development or enhancement of the value of such corporation or of its stock, bonds, securities, evidences of indebtedness, contracts or other obligations.

To form, promote, assist financially or otherwise, companies, syndicates, partnerships and associations of all kinds, so far as incidental to or connected with the corporate purposes, and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any obligation or undertaking, to the extent that this Corporation may be lawfully interested therein.

To purchase, lease, locate, or otherwise acquire, to prospect and explore for and to own, hold, option, sell, exchange, lease, mortgage or otherwise dispose of and deal in mineral lands, mines, mining rights, minerals, ores, real estate, water rights, and in claims and interests therein in any part of the world; to develop, improve and work the same; to conduct mining operations of every kind by any method now known or hereafter devised, and to operate plants for reducing, concentrating, smelting, converting, refining, preparing for market or otherwise treating ores, minerals, matte and bullion; to manufacture, acquire, deal in or otherwise dispose of products of mines, minerals and ores; to enter into contracts with other corporations (including any corporation in which the directors of this Corporation may be interested or of which they may be officers or directors, or which may be the owner of a large or controlling interest in the stock of this Corporation), for mining or working mineral deposits, for the operation of canals, ditches and hydraulic works, for the reduction, treatment, smelting and refining of the ores, minerals, matte and bullion produced by this Corporation.

To carry on, and license others to carry on all or any part of the several businesses enumerated in this paragraph, to wit: the business of manufacturers, merchants, traders, importers, exporters and dealers in and with goods, wares and merchandise of every description; of establishing, financing, developing, managing, operating and carrying on industrial, commercial, trading, manufacturing, mechanical, metallurgical, engineering, building, construction, contracting, mining, smelting, quarrying, refining, and chemical enterprises, undertakings, propositions, concessions or franchises in all their respective branches.

To obtain, register, purchase, lease or otherwise acquire, to hold, use, own, operate, develop and introduce, to sell, assign, lease, pledge, mortgage, grant or acquire licenses in respect of and otherwise deal in and with or turn to account any and all copyrights, concessions, trade marks, formulae, secret processes, devices, trade names and distinctive marks, patents, patent rights, applications for patents and all inventions, licenses, privileges, improvements and processes used in connection with or secured under letters patent or otherwise of the United States or of any other country, relating to or useful in connection with any lawful business of the corporation, including the good will of the same.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, and of the objects and purposes hereinbefore stated, it is hereby expressly provided that this Corporation shall also have the following powers, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the Corporation.

To acquire from time to time, in exchange for shares of the capital stock of this Corporation, such property or shares of the capital stock of any other corporation or corporations as the Board of Directors shall deem of advantage to it, at such valuation of the property or shares so acquired as in the judgment of said Board shall be fair and just.

Without in any particular limiting any of the objects, or purposes or powers of this Corporation, the business or purpose of the Corporation shall be from time to time to do any one or more or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the Corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law, and either as, or by and through principals, agents, attorneys, trustees, contractors, factors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world; and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of law authorizing the formation of such corporations, but nothing herein contained is to be construed as authorizing this Corporation to carry on the business of discounting bills, notes or other evidences of debt, of receiving deposits of money, or foreign coins, or buying and selling bills of exchange, or of issuing bills, notes or other evidences of debt for circulation as money.

To conduct its business in all of its branches in the State of Delaware, other States, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices out of the State of Delaware, to hold, purchase, mortgage and convey real and personal property both within and without the State of Delaware.

To borrow money, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or for any other lawful object; to mortgage or pledge all or any part of its properties, rights, interests and franchises, including any or all shares of stock, bonds, debentures, notes, scrip or other obligations or evidences of indebtedness at any time owned by it.

To purchase, hold, sell, and transfer the shares of its own capital stock to the extent permitted by law, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

Nothing hereinabove stated shall be construed to give this Corporation any rights, powers or privileges not permitted by the laws of the State of Delaware to corporations organized under the statutes of the State of Delaware.

The foregoing clauses shall be construed as objects, purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation, so that the Corporation shall have the power to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,555,000,000 of which 5,000,000 shares shall be Preferred Stock (hereinafter called "Preferred Stock") of the par value of \$5.00 per share and 2,550,000,000 shares shall be Common Stock (hereinafter called "Common Stock") of the par value of \$1.60 per share.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of each class of stock of the Corporation which are fixed by this Certificate of Incorporation, and the express grant of authority to the Board of Directors of the Corporation to fix by resolution or resolutions the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock which are not fixed by this Certificate of Incorporation, are as follows:

1. Shares of Preferred Stock may be issued from time to time in one or more series as in this Article Fourth provided. All shares of Preferred Stock shall be of equal rank and shall be identical in all respects, except in respect of the particulars fixed by the Board of Directors for series of the Preferred Stock as permitted by the provisions of this Article Fourth. Each series of Preferred Stock shall be distinctively designated, and all shares of any one series of Preferred Stock shall be identical in all respects with all the other shares of such series, except that shares of any one series issued at different times may differ as to the dates, if any, from which dividends thereon shall be cumulative.

2. Authority is hereby expressly granted to the Board of Directors, by resolution or resolutions, from time to time to create and provide for the issuance of series of the Preferred Stock and, in connection with the creation of each such series, to fix by the resolution or resolutions providing for the creation and issue of shares of such series the following provisions of the shares of such series, so far as not inconsistent with the provisions of this Article Fourth applicable to all series of Preferred Stock:

(a) The designation of such series and the number of shares which shall constitute such series;

(b) The dividend rate per annum, if any, at which holders of shares of such series shall be entitled to receive dividends, whether or not dividends on the shares of such series shall be cumulative, the times at which and the quarterly dividend periods for which dividends on such series shall be paid, the date or dates, if any, from which dividends shall be cumulative and the other conditions, if any, on which such dividends shall be paid;

(c) The time or times, if any, at which the shares of such series shall be subject to redemption, in whole or in part, the price or prices to which holders of shares of such series shall be entitled upon such redemption, and the other terms and conditions, if any, on which shares of such series may be so redeemed;

(d) The amount or amounts and the other rights, if any, to which the holders of shares of such series shall be entitled upon the dissolution, liquidation or winding up of the affairs of the Corporation or upon any other distribution of the assets of the Corporation;

(e) The sinking fund or purchase fund provisions, if any, for the redemption or purchase of shares of such series and, if any such fund is so provided for the benefit of such shares, the amount of such fund and the manner of its application;

(f) The extent of the voting powers, if any, of the shares of such series;

(g) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock, or of any series thereof, of the Corporation and, if so convertible or exchangeable, the conversion or exchange price or prices or rate or rates, the adjustments thereof and the other terms and conditions, if any, on which shares shall be so convertible or exchangeable; and

(h) Any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of shares of such series as are not fixed and determined in this Article Fourth.

3. The powers, preferences and rights, and the qualifications, limitation or restrictions thereof, applicable to the Preferred Stock of all series are as follows:

(a) Out of the funds of the Corporation legally available for dividends, the holders of the Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, cash dividends at such rate, and no more, and payable at such times and for such quarterly dividend periods as shall be fixed for such series by the Board of Directors as herein permitted. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent fixed by resolution of the Board of Directors. Accumulations of dividends, if any, shall not bear interest.

No such dividend shall be paid or declared and set apart for payment on any share of Preferred Stock for any quarterly dividend period unless a dividend for the same quarterly dividend period and all past quarterly dividend periods, if any, ending within such quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be or have been paid or declared and set apart for payment on all shares of Preferred Stock of all series then outstanding and entitled to receive dividends for such quarterly dividend period or for any past quarterly dividend period, if any, ending within such quarterly dividend period.

In no event, so long as any Preferred Stock shall remain outstanding, shall any dividend, other than a dividend payable in shares of Common Stock or any other class of stock ranking junior to the Preferred Stock as to the distribution of assets and the payment of dividends (the Common Stock, and any such other class of stock being hereinafter sometimes referred to as "junior stock"), be declared or paid upon, nor shall any distribution be made upon, any junior stock, nor shall any shares of junior stock be purchased or redeemed by the Corporation other than in exchange for junior stock, nor, shall any monies be paid or made available for a sinking fund for the purchase or redemption of any junior stock, unless in each instance dividends on all outstanding shares of the Preferred Stock for all past dividend periods shall have been paid and the dividend on all outstanding shares of the Preferred Stock for the then applicable current quarterly dividend period shall have been paid, or declared and a sum sufficient for the payment thereof set apart.

(b) The Corporation, at its election expressed by resolution of the Board of Directors, may redeem the shares of any series of the Preferred Stock at such time or times, at such price or prices and on such other terms and conditions (not inconsistent with the provisions of this subparagraph (b)) as are fixed for such series by the Board of Directors as permitted herein plus, in each case, an amount equal to all dividends accrued and unpaid on such series of Preferred Stock to and including the date fixed for redemption (the total sum so payable per share on any such redemption being hereinafter called the "Redemption Price" and the date fixed for redemption being hereinafter called the "Redemption Date"). If as permitted by the terms fixed for such series by the Board of Directors, less than all outstanding shares of any series of Preferred Stock are to be redeemed, the shares of said series to be redeemed shall be chosen by lot or pro rata in such equitable manner as the Board of Directors may determine.

Notice of every such redemption shall be mailed not less than 30 nor more than 90 days in advance of the Redemption Date to the holders of record of the shares of Preferred Stock so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation.

From and after the Redemption Date (unless the Corporation shall default in paying or providing the funds necessary for the payment of the Redemption Price of the shares so called for redemption) the right to receive dividends on all shares of Preferred Stock so called for redemption shall cease to accrue, and all rights of the holders of the shares of Preferred Stock so called for redemption shall forthwith, after the Redemption Date, cease and terminate, excepting only the right of such holders to receive the Redemption Price for such shares but without interest, and such shares shall no longer be deemed outstanding. Any funds so set aside by the Corporation and unclaimed at the end of six years from the Redemption Date shall revert to the general funds of the Corporation, after which reversion the holders of such shares so called for redemption shall look only to the Corporation for payment of the Redemption Price.

If, on or after the giving of notice of redemption but before the Redemption Date, the Corporation shall deposit with any bank or trust company doing business in the Borough of Manhattan, City of New York, New York, having capital and surplus of at least \$10,000,000, in trust to be applied to the redemption of the shares of Preferred Stock so called for redemption, the funds necessary for such redemption, then all rights of the holders of the shares of Preferred Stock so called for redemption shall forthwith, after the date of such deposit, cease and terminate (excepting only the right of such holders to receive the Redemption Price therefor but without interest and the right to exercise any conversion privilege not theretofore expired), and such shares shall not, after the date of such deposit, be deemed outstanding. Any funds so deposited which shall not be required for such redemption because of the exercise of any such right of conversion subsequent to the making of such deposit shall be returned to the Corporation. In case the holders of shares of Preferred Stock so called for redemption shall not, at the end of six years from the Redemption Date, have claimed any funds so deposited, such bank or trust company shall upon the request of the Corporation pay over to the Corporation such unclaimed funds, and such bank or trust company shall thereafter be relieved of all responsibility in respect thereof to such holders and such holders shall look only to the Corporation for payment of the Redemption Price.

Any interest accrued on funds set aside or deposited for purposes of redemption as above provided shall be paid to the Corporation from time to time.

Shares of any series of Preferred Stock which have been redeemed, retired or purchased by the Corporation (whether through the operation of a sinking or purchase fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of the Corporation of any other class or classes, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock.

(c) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to its stockholders, an amount in cash for each share equal to the amount payable on such share in such event provided for by the Board of Directors as permitted herein for the series of Preferred Stock of which such share is a part plus, in each case, an amount equal to all dividends accrued and unpaid on such share up to the date fixed for distribution, and no more, before any distribution shall be made to the holders of the Common Stock.

If upon any such liquidation, dissolution or winding up of the Corporation its net assets shall be insufficient to permit the payment in full of the respective amounts to which the holders of all outstanding Preferred Stock of all series are entitled as above provided, the entire remaining net assets of the Corporation shall be distributed among the holders of Preferred Stock of all series in amounts proportionate to the full amounts to which they are respectively so entitled.

Neither the merger nor consolidation of the Corporation, nor the sale, lease or conveyance of all or a part of its assets, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Corporation within the meaning of this subparagraph (c).

4. (a) Except for such voting powers as may be granted to the holders of Preferred Stock by law, subparagraph (b) of this paragraph 4, or as may be granted to the holders of any one or more series of Preferred Stock by the Board of Directors in accordance with paragraph 2(f) of this Article Fourth, voting power shall be vested exclusively in the Common Stock. At every meeting of the stockholders of the Corporation every holder of Common Stock entitled to vote shall be entitled to one vote for each share of Common Stock registered in his name on the books of the Corporation and, except as otherwise herein or by law provided, the Common Stock and Preferred Stock of the Corporation (and any other capital stock of the Corporation at the time entitled thereto), shall vote together as a class.

(b) At any time when six (6) quarterly dividends on any one or more series of Preferred Stock entitled to receive cumulative dividends shall be in default, the holders of all such cumulative series at the time or times outstanding as to which such default shall exist shall be entitled, at the next annual meeting of stockholders or special meeting held in place thereof at which time the number of directors constituting the Board of Directors shall be increased by two, voting as a class, whether or not the holders thereof shall otherwise be entitled to vote, to the exclusion of the holders of Common Stock and the holders of any series of non-cumulative Preferred Stock, to vote for and elect two members of the Board of Directors of the Corporation to all such newly-created directorships. At any time when six (6) quarterly dividends on any one or more series of non-cumulative Preferred Stock shall be in default, the holders of all such non-cumulative series at the time or times outstanding as to which such default shall exist shall be entitled, at the next annual meeting of stockholders or special meeting held in place thereof at which time the number of directors constituting the Board of Directors shall be increased by two, voting as a class, whether or not the holders thereof shall otherwise be entitled to vote, to the exclusion of the holders of Common Stock and the holders of any series of cumulative Preferred Stock, to vote for and elect two members of the Board of Directors of the Corporation to fill such newly-created directorships. All rights of all series of Preferred Stock to participate in the election of directors pursuant to this subparagraph 4(b) shall continue in effect, in the case of all series of Preferred Stock entitled to receive cumulative dividends, until cumulative dividends have been paid in full or set apart for payment on each cumulative series which shall have been entitled to vote at the previous annual meeting of stockholders, or special meeting held in place thereof, or, in the case of all series of non-cumulative Preferred Stock, until non-cumulative dividends have been paid in full or set apart for payment for four consecutive quarterly dividend periods on each non-cumulative series which shall have been entitled to vote at the previous annual meeting of stockholders or special meeting held in place thereof. Whenever the holders of the Preferred Stock shall be divested of such voting right hereinabove provided, the directors so elected by the Preferred Stock shall thereupon cease to be directors of the Corporation and thereupon the number of directors shall be reduced by two or four, as the case may be. Directors elected by the holders of any one or more series of stock voting separately as a class, may be removed only by a majority vote of such series, voting separately as a class, so long as the voting power of such series shall continue. Subject to the voting rights, if any, of any other series of Preferred Stock, the holders of the Common Stock, voting as a class, to the exclusion of the holders of such series so entitled to vote for and elect members of the Board of Directors pursuant to this subparagraph 4(b) shall be entitled to vote for and elect the balance of the Board of Directors. Each stockholder entitled to vote at any particular time in accordance with the foregoing provisions shall not have more than one vote for each share of Stock held of record by him at the time entitled to voting rights.

(c) Subject to the provisions of this Article Fourth and any further provisions prescribed in accordance herewith, and after making such provisions, if any, as the Board of Directors may deem advisable for working capital or as a reserve fund to meet contingencies or for such other purposes as the Board of Directors, in their discretion, may deem necessary or advisable and in the best interests of the Corporation, then, and not otherwise, the holders of the junior stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available for that purpose, dividends payable either in cash, stock or otherwise.

(d) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, if the holders of all series of the Preferred Stock shall have received all the amounts to which they shall be entitled in such event in accordance with the provisions of this Article Fourth and any further provisions prescribed in accordance herewith, the holders of the junior stock shall be entitled, to the exclusion of the holders of the Preferred Stock of all series, to share in all the remaining assets of the Corporation available for distribution to the stockholders.

5. [Reserved].

6. Except as may be provided in the provisions fixed by the Board of Directors for any series of Preferred Stock, the number of authorized shares of any class of stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote.

Fifth: The amount of capital stock with which this Corporation will commence business is \$1,000.

Sixth: This Corporation is to have perpetual existence.

Seventh: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Eighth: The government of this Corporation shall be vested in and its affairs shall be conducted by a Board of Directors. The number of Directors of the Corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors or by the stockholders at an annual or special meeting, as shall be provided in the By-Laws.

1. In case of any vacancy in the Board of Directors through death, resignation or otherwise, the Board of Directors may elect a successor to hold office for the unexpired portion of the term of the Director whose office shall be vacant, and until the election of a successor.

2. The Directors from time to time may determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, unless expressly so authorized by statute or by a resolution of the stockholders or the Directors.

3. The Board of Directors, by the affirmative vote of the majority of the whole Board, may appoint from the Directors an Executive Committee, of which a majority shall constitute a quorum; and, to such extent as shall be provided in the By-Laws, such Committee may exercise all the powers of the Board including the power to cause the seal of the Corporation to be affixed to any papers or documents by it executed.

4. The Board of Directors shall have power and authority, without the assent or vote of the stockholders, to authorize the execution and delivery of any mortgage, pledge or other liens, without limit as to amount, upon the real and personal property of the Corporation, or any part or parts thereof, for the purpose of securing the payment of its bonds or other obligations.

5. The Board of Directors may make By-Laws, and from time to time may alter, amend or repeal any By-Law or By-Laws; but any By-Laws made by the Board of Directors may be altered or repealed by the stockholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal be included in the notice of such special meeting.

6. The Directors shall have the power to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and, to the extent permitted by law, may use and apply any such surplus or accumulated profits or capital in purchasing or acquiring the bonds or other obligations or shares of capital stock of the Corporation, to such extent and in such manner and upon such terms as the Directors shall deem expedient; but shares of such capital stock so purchased or acquired may be resold unless such shares shall have been retired for the purpose of decreasing the Corporation's capital stock as provided by law.

7. The Board of Directors is invested with complete and unrestricted authority in the management of all the affairs of the Corporation and is authorized to exercise for such purposes, as the general agent of the Corporation, its entire corporate authority.

8. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless to the provisions of the statutes of Delaware and of this Certificate.

Ninth: Notwithstanding any provision in this Certificate of Incorporation to the contrary (including, without limitation, paragraphs 3 and 7 of Article Eighth hereof), except as set forth in the penultimate subparagraph of this Article Ninth, the affirmative vote or consent of the holders of four-fifths of all classes of stock of this Corporation entitled to vote in elections of directors, considered for the purposes of this Article Ninth as one class, shall be required (a) for the adoption of any agreement for the merger or consolidation of this Corporation with or into any other corporation, or (b) to authorize any sale or lease of all or any substantial part of the assets of this Corporation to, or any sale or lease to this Corporation or any subsidiary thereof in exchange for securities of this Corporation of any assets (except assets having an aggregate fair market value of less than \$10,000,000) of, any other corporation, person or other entity, if, in either case, as of the record date for the determination of stockholders entitled to notice thereof and to vote thereon or consent thereto such other corporation, person or entity is the beneficial owner, directly or indirectly, of more than 10% of the outstanding shares of stock of this Corporation entitled to vote in elections of directors considered for the purposes of this Article Ninth as one class. Such affirmative vote or consent shall be in addition to the vote or consent of the holders of the stock of this Corporation otherwise required by law or any agreement between this Corporation and any national securities exchange.

For the purposes of this Article Ninth, (a) any corporation, person or other entity shall be deemed to be the beneficial owner of any shares of stock of this Corporation (i) which it has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, or (ii) which are beneficially owned, directly or indirectly (including shares deemed owned through application of clause (i), above), by any other corporation, person or entity with which it or its "affiliate" or "associate" (as defined below) has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of stock of this Corporation, or which is its "affiliate" or "associate" as those terms are defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as in effect on December 6, 2001, and (b) the outstanding shares of any class of stock of this Corporation shall include shares deemed owned through application of clauses (i) and (ii) above but shall not include any other shares which may be issuable pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise.

The Board of Directors shall have the power and duty to determine for the purposes of this Article Ninth, on the basis of information known to this Corporation, whether (i) such other corporation, person or other entity beneficially owns more than 10% of the outstanding shares of stock of this Corporation entitled to vote in elections of directors, (ii) a corporation, person, or entity is an “affiliate” or “associate” (as defined above) of another, (iii) the assets being acquired by this Corporation, or any subsidiary thereof, have an aggregate fair market value of less than \$10,000,000 and (iv) the memorandum of understanding referred to below is substantially consistent with the transaction covered thereby. Any such determination shall be conclusive and binding for all purposes of this Article Ninth.

The provisions of this Article Ninth shall not be applicable to (i) any merger or consolidation of this Corporation with or into any other corporation, or any sale or lease of all or any substantial part of the assets of this Corporation to, or any sale or lease to this Corporation or any subsidiary thereof in exchange for securities of this Corporation of any assets of, any other corporation, person or other entity, if the Board of Directors of this Corporation shall by resolution have approved a memorandum of understanding with such other corporation, person or entity with respect to and substantially consistent with such transaction prior to the time that such other corporation, person or entity shall have become a holder of more than 10% of the outstanding shares of stock of this Corporation entitled to vote in elections of directors; or (ii) any merger or consolidation of this Corporation with, or any sale or lease to this Corporation or any subsidiary thereof of any of the assets of, any corporation of which a majority of the outstanding shares of all classes of stock entitled to vote in elections of directors is owned of record or beneficially by this Corporation and its subsidiaries.

No amendment to the Certificate of Incorporation of this Corporation shall amend, alter, change or repeal any of the provisions of this Article Ninth, unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote or consent of the holders of four-fifths of all classes of stock of this Corporation entitled to vote in elections of directors, considered for the purposes of this Article Ninth as one class.

Tenth: The Directors of the Corporation shall be protected from personal liability, through indemnification or otherwise, to the fullest extent permitted under the General Corporation Law of the State of Delaware as from time to time in effect.

1. A Director of this Corporation shall under no circumstances have any personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director except for those specific breaches and acts or omissions with respect to which the Delaware General Corporation Law expressly provides that this provision shall not eliminate or limit such personal liability of Directors. The modification or repeal of this paragraph 1 of Article Tenth shall not affect the restriction hereunder of a Director’s personal liability for any act or omission occurring prior to such modification or repeal.

2. The Corporation shall indemnify each Director and Officer of the Corporation to the fullest extent permitted by applicable law, and in furtherance hereof the Board of Directors is expressly authorized to amend the Corporation’s By-Laws from time to time to give full effect hereto, notwithstanding possible self interest of the Directors in the action being taken. The modification or repeal of this paragraph 2 of Article Tenth shall not adversely affect the right to indemnification of any Director or Officer hereunder with respect to any act or omission occurring prior to such modification or repeal.

Eleventh: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on this 3rd day of November, 2023.

/s/ Logan Hennessey

Name: Logan Hennessey

Title: Vice President, Associate General Counsel & Corporate Secretary

[Amended and Restated Certificate of Incorporation]



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News Release

NYSE: NEM, TSX: NGT
ASX: NEM, PNGX: NEM

Newmont Acquires Newcrest, Successfully Creating World's Leading Gold Mining Business

Historic Mining-Industry Acquisition Sets the Standard for Gold and Copper Mining

DENVER--(BUSINESS WIRE)-- Newmont Corporation (NYSE: NEM, TSX: NGT, ASX: NEM, PNGX: NEM) today announced it has completed the acquisition of Newcrest Mining Limited to create the world's leading gold company with robust copper production.

"Today marks a historic milestone in our company and the industry with the successful completion of this transformational acquisition of Newcrest by Newmont," said Tom Palmer, Newmont's President and Chief Executive Officer. "Our attention now turns to safely, efficiently, and responsibly integrating Newcrest's assets and people into Newmont's proven operating model, so we can accelerate the delivery of our value-focused strategy for all our stakeholders."

Featuring more than half of the world's Tier 1 assets*, Newmont's unmatched portfolio of long-life operations, value-accretive projects, abundant exploration opportunities, and world-class talent will underpin year of profitable production in the world's most favorable jurisdictions. This expanded portfolio will include operations with scale, margin, and mine life to generate robust and lasting returns for decades, while supporting best-in-class sustainability performance.

With the transaction now complete, Newmont's acquisition of Newcrest is expected to:

- Strengthen Newmont's position as the responsible gold mining leader through the combination of high-quality operations, projects and reserves concentrated in low-risk jurisdictions, including 10 Tier 1 operations* to support decades of safe, profitable and responsible gold and copper production,
- Generate annual pre-tax synergies of \$500 million, expected to be achieved within the first 24 months, together with at least \$2 billion in cash improvements through portfolio optimization in the first two years after closing,
- Maintain Newmont's balanced capital allocation priorities and industry-leading non-binding dividend payout; since closing the Goldcorp transaction in 2019, Newmont has paid more than \$5 billion in dividends, further demonstrating our commitment to our shareholders,
- Feature a deep bench of experienced leaders, subject matter experts and existing regional teams in Australia and Canada with extensive mining industry experience,
- Maintain industry leadership in environmental, social and governance performance; and
- In connection with the transaction, Newmont issued 357,691,627 new shares of Newmont common stock, including 15,720,585 New Newmont Shares, 341,792,611 shares underlying New Newmont CDIs and 178,431 shares underlying New Newmont PDIs.



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About Newmont

Newmont is the world's leading gold company and a producer of copper, zinc, lead, and silver. The Company's world-class portfolio of assets, prospects and talent is anchored in favorable mining jurisdictions in Africa, Australia, Latin America & Caribbean, North America, and Papua New Guinea. Newmont is the only gold producer listed in the S&P 500 Index and is widely recognized for its principled environmental, social, and governance practices. The Company is an industry leader in value creation, supported by robust safety standards, superior execution, and technical expertise. Newmont was founded in 1921 and has been publicly traded since 1925.

At Newmont, our purpose is to create value and improve lives through sustainable and responsible mining. To learn more about Newmont's sustainability strategy and initiatives, go to www.newmont.com.

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Cautionary Statement Regarding Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbor created by such sections and other applicable laws and "forward-looking information" within the meaning of applicable Australian securities laws. Where a forward-looking statement expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, such statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by the forward-looking statements. Forward-looking statements often address our expected future business and financial performance and financial condition; and often contain words such as "anticipate," "intend," "plan," "will," "would," "estimate," "expect," or "potential." Forward-looking statements may include, without limitation, statements relating to expectations of future costs, production and profitability, expectations relating to shareholder returns and future dividends, expectations regarding future investment and balance sheet strength, estimates of expected synergies, estimates of expected incremental cash flow generation and portfolio optimization opportunities, expectations regarding future industry leadership and other expectations regarding the combined business.



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Estimates or expectations of future events or results are based upon certain assumptions, which may prove to be incorrect. Risks relating to forward looking statements in regard to the combined business and future performance may include, but are not limited to, gold and other metals price volatility, currency fluctuations, operational risks, increased production costs and variances in ore grade or recovery rates from those assumed in mining plans, political risk, community relations, conflict resolution, governmental regulation and judicial outcomes and other risks. In addition, material risks that could cause actual results to differ from forward-looking statements include: the inherent uncertainty associated with financial or other projections; the prompt and effective integration of Newmont and Newcrest's businesses and the ability to achieve the anticipated synergies and value-creation contemplated by the transaction; the outcome of any legal proceedings that have been or may be instituted against the parties and others related to a scheme implementation deed dated May 15, 2023, as amended from time to time; unanticipated difficulties or expenditures relating to the integration of Newcrest; risks relating to the value of the scheme consideration; the anticipated size of the markets and continued demand for Newmont's resources; and the diversion of management time on pending transaction-related issues. For a more detailed discussion of such risks and other factors, see Newmont's Annual Report on Form 10-K for the year ended December 31, 2022, filed with the United States Securities and Exchange Commission ("SEC") on February 23, 2023, as updated by the current report on Form 8-K, filed with the SEC on July 20, 2023, as well as Newmont's other SEC filings, including the definitive proxy statement, filed with the SEC on September 5, 2023 and Form 10-Q filed with the SEC on October 26, 2023, under the heading "Risk Factors", and other factors identified in Newmont's reports filed with the SEC, available on the SEC website or www.newmont.com. Newcrest's most recent annual financial report for the fiscal year ended June 30, 2023, as well as Newcrest's other filings made with Australian securities regulatory authorities are available on the ASX website (www.asx.com.au) or www.newcrest.com. Newmont does not undertake any obligation to release publicly revisions to any "forward-looking statement," including, without limitation, outlook, to reflect events or circumstances after the date of this communication, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued "forward-looking statement" constitutes a reaffirmation of that statement. Continued reliance on "forward-looking statements" is at investors' own risk.

Synergies and value creation as used herein are management estimates provided for illustrative purposes and should not be considered a GAAP or non-GAAP financial measure. Synergies represent management's combined estimate of pre-tax synergies, supply chain efficiencies and Full Potential improvements, as a result of the integration of Newmont's and Newcrest's businesses that have been monetized for the purposes of the estimation. Because synergies estimates reflect differences between certain actual costs incurred and management estimates of costs that would have been incurred in the absence of the integration of Newmont's and Newcrest's businesses, such estimates are necessarily imprecise and are based on numerous judgments and assumptions. Synergies are "forward-looking statements" subject to risks, uncertainties and other factors which could cause actual value creation to differ from expected or past synergies.

Portfolio optimization as used in this press release is a management estimate provided for illustrative purposes and should not be considered a GAAP or non-GAAP financial measure. Because the enhancement to cash flow estimates the differences between certain actual cash flows and management estimates of cash flows in the absence of the integration of Newmont's and Newcrest's businesses, such estimates are necessarily imprecise and are based on numerous judgments and assumptions. Portfolio optimization to enhance cash flows is a "forward-looking statement" subject to risks, uncertainties and other factors which could cause enhanced cash flows to differ from expectations.

* "Tier 1 asset" or "Tier 1 operation" is defined as having, on average over such asset's mine life: (1) production of over 500,000 gold equivalent ounces per year on a consolidated basis, (2) average All-In Sustaining Cost ("AISC") per ounce in the lower half of the industry cost curve, (3) an expected mine life of over 10 years, and (4) operations in countries that are classified in the A and B rating ranges for Moody's, S&P and Fitch. For the definitions of such terms and metrics with respect to Newmont, see Newmont's Annual Report on Form 10-K on file with the SEC. Such terms and metrics with respect to Newcrest's assets are as calculated by Newcrest and disclosed in public filings lodged with the Australian Stock Exchange. With respect to other assets in the industry, such terms and metrics are as published in public filings of the third-party entities reporting with respect to those assets. Our methods of calculating operating metrics, such as AISC, and those of third parties may differ for similarly titled metrics published by other parties due to differences in methodology.



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Note regarding Toronto stock exchange approval

In obtaining Toronto Stock Exchange (“TSX”) approval, Newmont Corporation has relied on the “Eligible International Interlisted Issuer” exemption as set out in Section 602.1 of the TSX Company Manual to satisfy its obligations to the TSX in connection with its acquisition of Newcrest Mining Limited.