

Recommended All-Share Merger of Barrick Gold Corporation and Randgold Resources Limited

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Jersey, Channel Islands (FSCwire) - The Boards of [Barrick Gold Corp.](#) (“Barrick”) and [Randgold Resources Ltd.](#) (“Randgold”) are pleased to announce that they have reached agreement on the terms of a recommended share-for-share merger of Barrick and Randgold (the “Merger”) to create an industry-leading gold company. It is intended that the Merger will be implemented by means of a court-sanctioned scheme of arrangement of Randgold and the Randgold Shareholders under Article 125 of the Companies (Jersey) Law 1991, with the entire issued and to be issued share capital of Randgold being acquired by Barrick.

Under the terms of the Merger, each Randgold Shareholder will receive:

6.1280 New Barrick Shares for each Randgold Share

This exchange ratio (the “Exchange Ratio”) has been agreed based on the volume-weighted average prices of Barrick Shares traded on NYSE, and Randgold ADSs traded on NASDAQ, respectively, over the 20 trading days ended on 21 September 2018 (being the last business day before this announcement).

Following completion of the Merger, Barrick Shareholders will own approximately 66.6 per cent. and Randgold Shareholders will own approximately 33.4 per cent. of the New Barrick Group on a fully-diluted basis.

Click on, or paste the following link into your web browser, to view the associated PDF document.

http://www.rns-pdf.londonstockexchange.com/rns/6665B_1-2018-9-24.pdf

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Source: [Randgold Resources Ltd.](#) (LSE:RRS, NASDAQ:GOLD, OTC Pink:RGORF, FWB:RGR1)

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