

# Newmont Announces Successful Early Tender Results for the Exchange Offers and Consent Solicitations

09.12.2023 | [Business Wire](#)

[Newmont Corp.](#) (Newmont or the Company) announced today, in connection with the previously announced offers to exchange (each, an "Exchange Offer" and, collectively, the "Exchange Offers") any and all outstanding notes (the "Existing Newcrest Notes") issued by Newcrest Finance Pty Limited, a wholly owned subsidiary of Newmont ("Newcrest Finance" and, together with Newmont, the "Issuers"), for (1) up to \$1.65 billion aggregate principal amount of new notes to be issued by the Issuers (the "New Newmont Notes") and (2) cash, and related consent solicitations (each, a "Consent Solicitation" and, collectively, the "Consent Solicitations") to adopt certain proposed amendments to each of the indentures governing the Existing Newcrest Notes (the "Existing Newcrest Indentures Amendments"), that the Issuers have received tenders with respect to the aggregate principal amounts of Existing Newcrest Notes set forth below, which constitute the requisite consents needed to adopt the Existing Newcrest Indentures Amendments with respect to each of the three outstanding series of the Existing Newcrest Notes that are subject to the Exchange Offers and the Consent Solicitations. Newcrest Finance intends to enter into supplemental indentures with the trustee for the Existing Newcrest Notes to implement the Existing Newcrest Indentures Amendments on or prior to the settlement date of the Exchange Offers and the Consent Solicitations.

As of 5:00 p.m., Eastern Standard Time, on December 8, 2023 (the "Early Tender Date"), the following principal amounts of each series of the Existing Newcrest Notes have been validly tendered and not validly withdrawn (and consents thereby validly delivered and not validly revoked):

Title of Series / CUSIP Number of Existing Newcrest Notes	Aggregate Principal Amount Outstanding	Existing Newcrest Notes Tendered as of Withdrawal Deadline	
		Principal Amount	Percentage
3.250% Notes due 2030 / 65120FAD6 and Q66511AE8	\$650.0 million	\$622,081,000	95.7%
5.75% Notes due 2041 / 65120FAB0 and Q66511AB4	\$500.0 million	\$459,710,000	91.9%
4.200% Notes due 2050 / 65120FAE4 and Q66511AF5	\$500.0 million	\$483,896,000	96.8%

Withdrawal rights for the Exchange Offers and the Consent Solicitations expired as of the Early Tender Date.

Holders who validly tendered (and did not validly withdraw) their Existing Newcrest Notes at or prior to the Early Tender Date will be eligible to receive \$1,000 principal amount of the corresponding series of New Newmont Notes and \$1.00 in cash, which includes an early tender premium of \$50 principal amount of the corresponding series of New Newmont Notes, and \$1.00 in cash (together, the "Early Tender Premium"), for each \$1,000 principal amount of the Existing Newcrest Notes accepted for exchange on the settlement date. Holders who validly tender their Existing Newcrest Notes after the Early Tender Date but prior to the Expiration Date (as defined below), will not be eligible to receive the applicable Early Tender Premium and, accordingly, will only be eligible to receive \$950 principal amount of the corresponding series of New Newmont Notes, for each \$1,000 principal amount of the Existing Newcrest Notes accepted for exchange on the settlement date.

The Exchange Offers and the Consent Solicitations are being made pursuant to the terms and subject to the conditions set forth in the offering memorandum and consent solicitation statement, dated November 27, 2023 (the "Offering Memorandum and Consent Solicitation Statement"). The terms of the Exchange Offers

and the Consent Solicitations remain as set forth in the Offering Memorandum and Consent Solicitation Statement.

The Exchange Offers and the Consent Solicitations will expire at 5:00 p.m., Eastern Standard Time, on December 26, 2023, unless extended (the "Expiration Date"). The settlement date is expected to be promptly after the Expiration Date and is currently expected to be on or about December 28, 2023.

Documents relating to the Exchange Offers and the Consent Solicitations have been and will only be distributed to eligible holders of Existing Newcrest Notes who complete and return an eligibility form confirming that they are either (a) a "Qualified Institutional Buyer," as that term is defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), or (b) a person that is outside the "United States" and is (i) not a "U.S. person," as those terms are defined in Rule 902 under the Securities Act and (ii) a "non-U.S. qualified offeree" (as defined in the Offering Memorandum and Consent Solicitation Statement). The complete terms and conditions of the Exchange Offers and the Consent Solicitations are described in the Offering Memorandum and Consent Solicitation Statement, a copy of which may be obtained by contacting D.F. King & Co., Inc., the exchange agent and the information agent in connection with the Exchange Offers and the Consent Solicitations, at (800) 713-9960 (toll free) or (212) 269-5550 (banks and brokers). The eligibility form is available at [www.dfking.com/newmont-newcrest](http://www.dfking.com/newmont-newcrest) or by emailing D.F. King & Co., Inc. at [newmont@dfking.com](mailto:newmont@dfking.com).

This press release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any security. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation, purchase or sale would be unlawful. The Exchange Offers and the Consent Solicitations are being made solely pursuant to the Offering Memorandum and Consent Solicitation Statement and only to such persons and in such jurisdictions as is permitted under applicable law.

The New Newmont Notes have not been registered under the Securities Act or any state or foreign securities laws. Therefore, the New Newmont Notes may not be offered or sold absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws or applicable foreign securities laws. If the Exchange Offers are consummated, Newmont will enter into a registration rights agreement pursuant to which it will agree to use commercially reasonable efforts to file an exchange offer registration statement to allow for the exchange of the New Newmont Notes of each series for the same principal amount of exchange notes of the same series that are registered under the Securities Act or, in certain circumstances, register the resale of the New Newmont Notes.

#### 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.

#### Cautionary Statement Regarding Forward-Looking Statements

This news release contains "forward-looking statements," 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," "believe," "pending" or "potential." Forward-looking statements in this news release may include, without limitation statements regarding the expected consummation of the Exchange Offers and the Consent Solicitations and the entry into any agreements

relating thereto, including the registration rights agreement, as well as the Expiration Date and settlement date of the Exchange Offers and the Consent Solicitations. Estimates or expectations of future events or results are based upon certain assumptions, which may prove to be incorrect. Such assumptions, include, but are not limited to: (i) there being no significant change to current geotechnical, metallurgical, hydrological and other physical conditions; (ii) permitting, development, operations and expansion of operations and projects being consistent with current expectations and mine plans; (iii) political developments in any jurisdiction in which Newmont operates being consistent with its current expectations; (iv) certain exchange rate assumptions; (v) certain price assumptions for gold, copper, silver, zinc, lead and oil; (vi) prices for key supplies; (vii) the accuracy of current mineral reserve and mineralized material estimates; (viii) other planning assumptions; and (ix) the timely satisfaction of customary closing conditions to the Exchange Offers and the Consent Solicitations. For a more detailed discussion of such risks, see Newmont's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the 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, 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](http://www.newmont.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 news release, 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.

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