

Newmont Corporation Announces Tender Offers for up to \$2 billion of Certain Outstanding Series of Notes

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[Newmont Corp.](#) (NYSE: NEM, ASX: NEM, TSX: NGT, PNGX: NEM) (Newmont or the Company) announced today that it has commenced offers (each, a "Tender Offer" and, collectively, the "Tender Offers") to purchase for cash up to \$2,000 million aggregate principal amount (the "Aggregate Cap") of its outstanding series of notes listed in the table below (collectively, the "Notes"). The Tender Offers are being made pursuant to the terms and subject to the conditions set forth in the offer to purchase, dated July 28, 2025 (the "Offer to Purchase").

	Title of Security	CUSIP
Pool 1 Tender Offers	2.800% senior notes due 2029	651639AX4
	2.250% senior notes due 2030	651639AY2
	3.250% notes due 2030 ⁽⁵⁾	65163LAB5 / 65163LAH2 / 65163LAA7 / Q6684MAA 65120FAD6
	6.250% senior notes due 2039	651639AM8
	4.875% senior notes due 2042	651639AP1
Pool 2 Tender Offers	5.750% notes due 2041 ⁽⁶⁾	65163LAD1 / 65163LAK5 / 65163LAC3 / Q6684MAA 65120FAB0
	5.450% notes due 2044 ⁽⁷⁾	651639AV8 / 380956AE2
	5.875% notes due 2035	651639AE6 / 651639AW6
	2.600% sustainability-linked notes due 2032	651639AZ9

(1) The Pool 1 Maximum Amount of \$1,000 million represents the maximum aggregate principal amount of Notes in respect of the Pool 1 Notes that may be purchased in the Pool 1 Tender Offers. The Pool 2 Maximum Amount of \$1,000 million represents the maximum aggregate principal amount of Notes, in respect of the Pool 2 Notes that may be purchased in the Pool 2 Tender Offers.

(2) Subject to the Aggregate Cap, the Maximum Amounts and proration, if applicable, the aggregate principal amount of each series of Notes that is purchased in each Tender Offer will be determined in accordance with the applicable Acceptance Priority Level (in numerical priority order) specified in this column.

(3) Per \$1,000 principal amount of Notes validly tendered prior to or at the Early Tender Date and accepted for purchase.

(4) The Total Consideration for each series of Notes validly tendered prior to or at the Early Tender Date and accepted for purchase is calculated using the applicable Fixed Spread and is inclusive of the applicable Early Tender Payment (as defined below). The Total Consideration for each series of Notes does not include the applicable Accrued Interest, which will be payable in addition to the applicable Total Consideration.

(5) Notes with CUSIPs 65163LAB5, 65163LAH2, 65163LAA7, Q6684MAA1, 65163LAG4 and Q6684MAD5 are co-issued with Newcrest Finance Pty Limited. Notes with CUSIPs Q66511AE8 and 65120FAD6 are issued by Newcrest Finance Pty Limited.

Notes with CUSIPs 65163LAC3, Q6684MAB9, 65163LAJ8, Q6684MAE3, 65163LAD1 and 65163LAK5 are (6) co-issued with Newcrest Finance Pty Limited. Notes with CUSIPs Q66511AB4 and 65120FAB0 are issued by Newcrest Finance Pty Limited.

(7) Notes with CUSIP 380956AE2 are issued by [Goldcorp Inc.](#)

Each Tender Offer for a series of Notes is separate and distinct and will expire at 5:00 p.m., Eastern Time, on August 25, 2025 (such time and date, as the same may be extended with respect to a Tender Offer, the applicable "Expiration Date"), unless such Tender Offer is terminated earlier by Newmont. Holders of the Notes must validly tender (and not validly withdraw) their Notes at or prior to 5:00 p.m., Eastern Time, on August 8, 2025 (such time and date, as it may be extended with respect to a Tender Offer, the applicable "Early Tender Date"), to be eligible to receive the applicable Total Consideration (as defined below) for such series of Notes, which includes the applicable Early Tender Payment set forth in the table above. Holders of the Notes who validly tender their Notes following the Early Tender Date, but prior to or at the Expiration Date, will be eligible to receive the applicable "Late Tender Offer Consideration" for such series of Notes, which is an amount equal to the applicable Total Consideration less the applicable Early Tender Payment. Tenders of the Notes may be validly withdrawn at any time at or prior to 5:00 p.m., Eastern Time, on August 8, 2025 (such time and date, as it may be extended with respect to a Tender Offer, the applicable "Withdrawal Deadline"), but not thereafter, unless Newmont is required by applicable law to extend the Withdrawal Deadline.

The "Total Consideration" per \$1,000 principal amount of the Notes of a series validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the applicable Tender Offer will be determined in the manner described in the Offer to Purchase by reference to (i) the applicable fixed spread for such series of Notes set forth in the table above and (ii) the applicable yield for such series of Notes based on the bid-side price of the applicable U.S. Treasury Reference Security (the "Reference Security") set forth in the table above, as displayed on the applicable page on the Bloomberg Reference Page FIT6 (with respect to the Pool 1 Tender Offers) and FIT1 (with respect to the Pool 2 Tender Offers), as applicable, at 10:00 a.m., Eastern Time, on August 11, 2025, as such date and time may be extended. In addition to the applicable Total Consideration or the applicable Late Tender Offer Consideration, as applicable, for such series of Notes, holders of Notes of such series accepted for purchase pursuant to the applicable Tender Offer will receive accrued and unpaid interest on the Notes accepted for purchase pursuant to the applicable Tender Offer from and including the most recent interest payment date to but excluding the applicable settlement date.

Payment for the Notes that are validly tendered (and not validly withdrawn) prior to or at the Early Tender Date and that are accepted for purchase may be made, at the Company's option, on the date referred to as the "Early Settlement Date." It is anticipated that the Early Settlement Date, if it occurs, will be on or around August 13, 2025, the third business day following the Early Tender Date (assuming the Early Tender Date is on August 8, 2025), unless extended or earlier terminated. If the Early Settlement Date occurs, payment for the Notes that are validly tendered after the Early Tender Date and prior to or at the Expiration Date and that are accepted for purchase will be made on the date referred to as the "Final Settlement Date." If no Early Settlement Date occurs, then payment for all the Notes that are validly tendered at any time prior to or at the Expiration Date and that are accepted for purchase will be made on the Final Settlement Date. The Final Settlement Date will be promptly following the Expiration Date. It is anticipated that the Final Settlement Date for the Notes will be on or around August 28, 2025, the third business day following the Expiration Date (assuming the Expiration Date is on August 25, 2025), unless extended or earlier terminated.

The applicable Maximum Amount limits the maximum aggregate principal amount of (i) Pool 1 Tender Offers to \$1,000 million and (ii) the Pool 2 Tender Offers to \$1,000 million, in each case, that may be purchased pursuant to the Tender Offers. Subject to applicable law, Newmont reserves the right, in its sole discretion, to increase, decrease or eliminate the Aggregate Cap and/or the applicable Maximum Amount for each series of Notes without extending the Early Tender Date, the Withdrawal Deadline or the Expiration Date. In addition, Newmont reserves the right, subject to applicable law, to (i) waive any and all conditions to any of the Tender Offers, (ii) extend or terminate any of the Tender Offers, (iii) increase or decrease the Aggregate Cap, (iv) increase or decrease either of the Maximum Amounts, or (v) otherwise amend any of the Tender Offers. The Company may take any action described in clauses (i) through (v) above with respect to one or more Tender Offers without having to do so for all Tender Offers.

Subject to the Aggregate Cap, the Maximum Amounts and proration, if applicable, the Notes accepted for payment on the Early Tender Date or the Expiration Date, as applicable, will be accepted in accordance with the Acceptance Priority Levels set forth in the table above (with 1 being the highest Acceptance Priority

Level and 3 being the lowest Acceptance Priority Level in the case of the Pool 1 Tender Offers and with 1 being the highest Acceptance Priority Level and 6 being the lowest Acceptance Priority Level in the case of the Pool 2 Tender Offers). Subject to the Aggregate Cap, the Maximum Amounts and proration, if applicable, all Notes validly tendered prior to or at the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Notes validly tendered prior to or at the Early Tender Date having a lower Acceptance Priority Level are accepted in each Tender Offer, and all Notes validly tendered after the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Notes validly tendered after the Early Tender Date having a lower Acceptance Priority Level are accepted in each Tender Offer. However, subject to the Aggregate Cap, the Maximum Amounts and proration, if applicable, Notes validly tendered prior to or at the Early Tender Date will be accepted for purchase in priority to other Notes validly tendered after the Early Tender Date, even if such Notes validly tendered after the Early Tender Date have a higher Acceptance Priority Level than Notes validly tendered prior to or at the Early Tender Date in each Tender Offer.

Newmont's obligation to accept for purchase, and to pay for, the Notes that are validly tendered (and not validly withdrawn) pursuant to the Tender Offers is subject to the satisfaction or waiver by Newmont of certain conditions to the Tender Offers set forth in the Offer to Purchase. Each Tender Offer is not conditioned upon the completion of the other Tender Offers. In addition, the Tender Offers are not conditioned on any minimum aggregate principal amount of Notes of a series being tendered.

BMO Capital Markets Corp., Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC are acting as the dealer managers in connection with the Tender Offers (collectively, the "Dealer Managers"). D.F. King & Co., Inc. is acting as the information and tender agent in connection with the Tender Offers (the "Information and Tender Agent"). Requests for assistance relating to the Tender Offers or for additional copies of the Offer to Purchase or other related documents may be directed to BMO Capital Markets Corp. at (212) 702-1840 (collect) and (833) 418-0762 (toll free), Goldman Sachs & Co. LLC at (212) 934-0773 (collect) and (800) 828-3182 (toll free) and J.P. Morgan Securities LLC at (212) 834-3554 (collect) and (866) 834-4666 (toll free) or to the Information and Tender Agent at (212) 257-2639 (banks and brokers) and (866) 342-4881 (toll free). Holders of the Notes may also contact their broker, dealer, commercial bank, trust company or other nominee or intermediary for assistance concerning the Tender Offers. Holders of the Notes are urged to review the Offer to Purchase for the detailed terms of the Tender Offers and the procedures for tendering their Notes.

Neither the Offer to Purchase nor any related documents have been filed with the U.S. Securities and Exchange Commission, nor have any such documents been filed with or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

This press release does not constitute an offer to purchase, or a solicitation of an offer to sell, or the solicitation of tenders or consents with respect to, the Notes or any other securities. 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 Tender Offers are being made solely pursuant to the Offer to Purchase and only to such persons and in such jurisdictions as is permitted under applicable law. None of Newmont, the Dealer Managers, the Information and Tender Agent or the trustees with respect to the Notes makes any recommendation as to whether holders of the Notes should tender, or refrain from tendering, all or any portion of the principal amount of their Notes pursuant to the Tender Offers, and no one has been authorized by any of them to make such a recommendation. Holders of the Notes must make their own decision as to whether to tender any of their Notes and, if so, the principal amount of their Notes to tender pursuant to the Tender Offers.

About Newmont

Newmont is the world's leading gold Company and producer of copper, zinc, lead, and silver. Newmont'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. Newmont is an industry leader in value creation, supported by robust safety standards, superior execution, and technical expertise. Founded in 1921, Newmont has been publicly traded since 1925.

At Newmont, our purpose is to create value and improve lives through sustainable and responsible mining.

Cautionary Statement Regarding Forward Looking Statements:

This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, which are intended to be covered by the safe harbor created by such sections and other applicable laws. All statements regarding the expiration and closing of the Tender Offers and future satisfaction of terms and subject to the conditions set forth in the offer to purchase that are not statements of historical fact are forward-looking statements. Such statements are based upon the current beliefs and expectations of the Company's management and are subject to risks and uncertainties. Actual results could differ materially from those expressed in or implied by the forward-looking statements contained in this release because of a variety of factors, including, but not limited to, general market conditions which might affect the Tender Offers and other factors identified in the offer to purchase and the Company's periodic reports. For a discussion of such risks and other factors that might impact future looking statements, see Newmont's Annual Report on Form 10-K for the year ended December 31, 2024 filed with the U.S. Securities and Exchange Commission (the "SEC") on February 21, 2025, under the heading "Risk Factors," and other factors identified in Newmont's reports filed with the SEC, available on the SEC website or at 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 press 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. Investors are also encouraged to review our Form 10-Q for the quarter ended June 30, 2025, filed on July 24, 2025.

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Contact

Investor Contact - Global
Neil Backhouse
investor.relations@newmont.com

Investor Contact - Asia Pacific
Natalie Worley
apac.investor.relations@newmont.com

Media Contact - Global
Shannon Brushe
globalcommunications@newmont.com

Media Contact - Asia Pacific
Rosalie Cobai
australiacommunications@newmont.com

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