

Edgar Filing: NORMANDY MINING LTD - Form 425

NORMANDY MINING LTD  
Form 425  
December 18, 2001

Filed by Newmont Mining Corporation  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934

Subject Company: Normandy Mining Limited  
Commission File No. 132-00965

NEWMONT

[graphics of world globe]

NEWMONT + NORMANDY + FRANCO-NEVADA =

THE NEW GOLD STANDARD FOR THE 21ST CENTURY

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

THE BEST PRICE  
THE BEST VALUE  
FOR NORMANDY SHAREHOLDERS

INVESTOR PRESENTATION:  
BRISBANE 17 DECEMBER 2001

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

NEWMONT'S OFFER FOR NORMANDY:  
THE BEST PRICE

- 
- o Offer of A\$1.86 per Normandy Share(1)
    - 0.0385 shares of Newmont
    - Cash payment of A\$0.40 per share
  - o Conditioned on 50.1% acceptance
  - o Recommended by Normandy's Board

[Bar graph depicting:

	Stock	Cash	Total
AngloGold	A\$1.55	A\$0.20	A\$1.75
Newmont	A\$1.46	A\$0.40	A\$1.86]

100% MORE CASH

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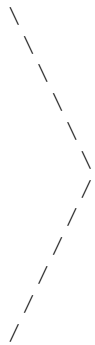
(1) Market data as of 14 December 2001

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

### CREATING SIGNIFICANT VALUE FOR SHAREHOLDERS

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o #1 in reserves		THE NEW GOLD STANDARD FOR THE 21ST CENTURY
o #1 in gold production		
o #1 in leverage to gold		
o #1 in trading liquidity		
o #1 in EBITDA		
o Balance sheet strength and financial flexibility		
o Low cash costs		
o Balanced political risk		
o Management strength		
o North American stock		
o "No hedging" philosophy		

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

### COMPLEMENTARY STRENGTHS

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[Pie chart depicting:

[Newmont logo]	Newmont Mining Corporation	0.33
	o Global operations	
	o Development expertise	
	o Proven integration history	
[Franco-Nevada logo]	Franco-Nevada Mining Corporation	0.33
	o Merchant banking expertise	
	o Corporate development skills	
	o Royalty interests	
[Normandy logo]	Normandy Mining Limited	0.33
	o Strong Australian position	
	o Exploration and development properties]	

### LEVERAGING COMPLEMENTARY ASSETS AND SKILLS TO DELIVER SHAREHOLDER VALUE

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

THE INDUSTRY'S MOST ATTRACTIVE ASSET PORTFOLIO

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[World map marked to show the following combined gold interests:

Core Operations:

Midas, Nevada  
Carlin, Nevada  
Phoenix, Nevada  
Lone Tree, Nevada  
Twin Creek, Nevada  
Yanacocha  
Tanami  
Yandal  
Kalgoorlie  
Batu Hijau

Strategic Operations:

Yamfo-Sefwi  
Akim  
Zarafshan  
Martabe  
Martha  
Pajingo/Vera-Nancy

Others:

New Britannia  
Musslewhite  
Holloway  
Golden Giant  
Mesquite  
La Herradura  
Kori Kollo  
La Coipa  
Crixas  
Paracatu  
Ovacik  
Minahasa  
Boddington  
Australian Magnesium Corporation]

MAJOR DISTRICT RESERVE BASE:

NEVADA	34MM OZ.
YANACocha	19MM OZ.
WESTERN AUSTRALIA	14MM OZ.
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TOTAL	67MM OZ.
	69% OF RESERVES

LARGEST GLOBAL LAND POSITION = 244,000 SQ. KM

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### A BALANCED POLITICAL RISK PORTFOLIO

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NEWMONT(1) PF PRODUCTION (8 MILLION OZ.)

[Pie Chart depicting:

U.S./Canada [U.S. and Canadian flags]	46%
Australia [Australian flag]	25%
South America	16%
Other	13%

Over 70% of newmont's production will be in countries rated AAA(2) by S&P

NEWMONT PF RESERVES (1) (97 MILLION OZ.)

[Pie Chart depicting:

U.S./Canada [U.S. and Canadian flags]	43%
Australia [Australian flag]	18%
South America	23%
Other	16%

Over 60% of Newmont's reserves will be in countries rated AAA(2) by S&P

Source: Public filings

- (1) Includes production and reserves attributable to Franco-Nevada and Echo Bay  
(2) S&P local currency credit rating

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

### NEWMONT WILL HAVE SIGNIFICANT FINANCIAL FLEXIBILITY

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- o COMBINED COMPANY WILL HAVE OVER \$850 MILLION IN CASH AND SHORT TERM INVESTMENTS
- o STRONG CASH FLOW GENERATION ALLOWS FOR CONTINUED DEBT REDUCTION AT CURRENT GOLD PRICES
- o OPPORTUNITY TO RATIONALISE ASSET PORTFOLIO OVER TIME

BOOK CAPITALIZATION(1), (2)

[Circle graph depicting:

Equity	77%
Net Debt	23%

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Note: balance sheet as of 30 September 2001; pro forma net of transaction adjustments

- (1) Net book capitalization defined as net debt plus minority interest plus book equity plus preferred stock
- (2) Newmont PF book capitalization reflects Newmont acquisition of Normandy and Franco-Nevada, Normandy capitalization pro forma for the anticipated deconsolidation of Australian Magnesium Corporation and the acquisition of Otter Mines by Normandy NFM

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

NORMANDY SHAREHOLDERS BECOME PART OF:  
 THE NEW INDUSTRY LEADER

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

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