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NORMANDY MINING LTD

Form 425

December 27, 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

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[NEWMONT LOGO]

Newmont Mining Corporation  
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Denver, Colorado 80203

NEWS RELEASE  
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NEWMONT URGES NORMANDY SHAREHOLDERS TO WAIT;  
NO ACTION CURRENTLY REQUIRED

DENVER, DECEMBER 26, 2001 (Sydney December 27, 2001) - Newmont Mining Corporation (NYSE: NEM) said that it is reviewing the revised offer that AngloGold Limited announced today in the context of Newmont's current offer for the shares of Normandy Mining Limited. Newmont will respond in due course.

Newmont notes that based on today's closing prices, Newmont's offer is valued at A\$1.87, while AngloGold's revised offer is valued at only A\$1.84. Shareholders are urged to obtain current quotes on the Normandy, Newmont and AngloGold shares.

Newmont advises Normandy shareholders that there is no need for them to take any action at this time.

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IMPORTANT NOTICE

Although Newmont Mining Corporation has lodged its Bidder's Statement in Australia and mailed it to shareholders of Normandy Mining Limited who reside outside of the United States and Canada, the offer by Newmont is not currently being made to shareholders in the United States and Canada. In addition, the Newmont offer cannot be accepted by shareholders in the United States and Canada until Newmont's Registration Statement on Form S-4 has been declared effective by the U.S. Securities and Exchange Commission.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995  
The following contains forward-looking information and statements about Newmont Mining Corporation, Franco-Nevada Mining Corporation Limited, Normandy Mining Limited and the combined company after completion of the transactions that are intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying

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assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; and statements regarding future performance. Forward-looking statements are generally identified by the words "expect," "anticipates," "believes," "intends," "estimates" and similar expressions. The forward-looking information and statements in this press release are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Newmont, Franco-Nevada and Normandy Mining, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public filings with the U.S. Securities and Exchange Commission made by Newmont and Normandy, and Franco-Nevada's filings with the Ontario Securities Commission; risks and uncertainties with respect to the parties' expectations regarding the timing, completion and accounting and tax treatment of the transactions, the value of the transaction consideration, production and development opportunities, conducting worldwide operations, earnings accretion, cost savings, revenue enhancements, synergies and other benefits anticipated from the transactions; and the effect of gold price and foreign exchange rate fluctuations, and general economic conditions such as changes in interest rates and the performance of the financial markets, changes in domestic and foreign laws, regulations and taxes, changes in competition and pricing environments, the occurrence of significant natural disasters, civil unrest and general market and industry conditions.

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### ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transactions, Newmont Mining Corporation has filed with the U.S. Securities and Exchange Commission a Registration Statement on Form S-4 (which includes a preliminary prospectus) on December 20, 2001 and a preliminary proxy statement on December 26, 2001. Investors and security holders are advised to read the preliminary prospectus and preliminary proxy statement, which are available now, and the definitive prospectus and definitive proxy statement, when they become available, because they contain and will contain important information. Investors and security holders may obtain free copies of the preliminary prospectus and preliminary proxy statement (which are available now) and the definitive prospectus and definitive proxy statement (when available) and other documents filed by Newmont with the Commission at the Commission's web site at <http://www.sec.gov>. Free copies of the preliminary prospectus and preliminary proxy statement, now available, and the definitive prospectus and definitive proxy statement, once available, and other filings made by Newmont or Normandy with the Commission, may also be obtained from Newmont. Free copies of Newmont's and Normandy's filings may be obtained by directing a request to Newmont Mining Corporation, Attn: Investor Relations, 1700 Lincoln Street, Denver, Colorado 80203, Telephone: (303) 863-7414. Copies of Franco-Nevada's filings may be obtained at <http://www.sedar.com>.

### PARTICIPANTS IN SOLICITATION

Newmont Mining Corporation and its directors, executive officers and other members of its management and employees may be soliciting proxies from its stockholders in connection with the transactions. Information concerning

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Newmont's participants in the solicitation is set forth in Newmont's Current Report on Form 8-K filed with the Commission on November 14, 2001, as amended.