Newmont Announces Debt Tender Offer

DENVER, February 29, 2016 – Newmont Mining Corporation (NYSE: NEM) ("Newmont" or the "Company") announced today that it has commenced an offer (the "Tender Offer") to purchase for cash an aggregate combined principal amount of up to $500,000,000 (as such amount may be increased by the Company) of its 5.125% Senior Notes due 2019 (the "2019 Notes"), 6.250% Senior Notes due 2039 (the "2039 Notes"), 3.500% Senior Notes due 2022 (the "2022 Notes") and 5.875% Notes due 2035 (the "2035 Notes" and, together with the 2019 Notes, the 2039 Notes and the 2022 Notes, the "Notes"). The terms and conditions of the Tender Offer are described in an offer to purchase (the "Offer to Purchase"), dated today.

The amount of each series of Notes that is purchased in the Tender Offer will be based on the order of priority for such series of Notes as set forth in the table below. If purchasing all of the tendered Notes of an applicable Acceptance Priority Level on the Settlement Date would cause the Maximum Tender Amount to be exceeded, the amount of such Notes purchased on the Settlement Date will be prorated based on the aggregate principal amount of such Notes tendered such that the Maximum Tender Amount will not be exceeded using the procedures more fully described in the Offer to Purchase. In addition, the aggregate principal amount relating to the offer to purchase the 2019 Notes will be limited to $400,000,000 (such principal amount, the "2019 Notes Tender Cap"). If the 2019 Notes are validly tendered and not validly withdrawn such that the aggregate principal amount to be purchased of such 2019 Notes would exceed the 2019 Notes Tender Cap, the amount of 2019 Notes purchased will be subject to proration using the procedures more fully described in the Offer to Purchase.

Title of Security	CUSIP Number	Aggregate Principal Amount Outstanding	Tender Cap	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page[(1)]	Fixed Spread (basis points)	Hypothetical Total Consideration [(2)(3)]
5.125% Senior Notes due 2019	651639 AL0	$900,000,000	$400,000,000	1	0.75% due February 15, 2019	FIT1	200 bps	$1,072.28
6.250% Senior Notes due 2039	651639 AM8	$1,100,000,000	N/A	2	3% due November 15, 2045	FIT1	430 bps	$921.98
3.500% Senior Notes due 2022	651639 AN6	$1,500,000,000	N/A	3	1.125% due February 28, 2021	FIT1	280 bps	$971.22
5.875% Notes due 2035	651639 AE6	$600,000,000	N/A	3	3% due November 15, 2045	FIT1	425 bps	$894.60

(1) The applicable page on Bloomberg from which the lead dealer managers for the Tender Offer will quote the bid-side prices of the applicable Reference U.S. Treasury Security.
(2) Per $1,000 principal amount of Notes tendered and accepted for purchase.
(3) Hypothetical Total Consideration (as defined below) as of 11:00 a.m., New York City time, on February 26, 2016, assuming a settlement date of March 29, 2016. Inclusive of the Early Tender Premium (as defined below).

The Tender Offer will expire at 11:59 p.m., New York City time, on March 28, 2016, unless extended by the Company (such time and date, as the same may be extended, the "Expiration Date") or earlier terminated. Holders of Notes must validly tender and not validly withdraw their Notes at or prior to 5:00 p.m., New York City time, on March 11, 2016 (such date and time, as the same may be extended by the Company, the "Early Tender Date"), to be eligible to receive the applicable "Total Consideration," which includes an early tender premium of $30.00 per $1,000 of principal amount of Notes tendered and accepted for purchase (the "Early Tender Premium"). Holders of Notes who tender their Notes after the Early Tender Date, but at or prior to the Expiration Date, will be eligible to receive only an amount equal to the applicable Total Consideration minus the Early Tender Premium (such amount, the applicable

"Tender Offer Consideration"). Notes tendered in the Tender Offer may be validly withdrawn at any time at or prior to 5:00 p.m., New York City time, on March 11, 2016 (such time and date, as the same may be extended by the Company), but not thereafter, unless required by applicable law. The applicable Total Consideration or Tender Offer Consideration, as the case may be, will only be paid to holders of tendered Notes to the extent that the Company accepts such Notes for purchase.

The Total Consideration or the Tender Offer Consideration, as applicable, for each series of Notes per $1,000 principal amount of Notes validly tendered and accepted for purchase pursuant to the Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the applicable fixed spread specified for such series of Notes over the applicable yield based on the bid side price of the applicable reference U.S. Treasury Security specified for such series of Notes on the front page of the Offer to Purchase or in the table above, as calculated by the lead dealer managers for the Tender Offer 11:00 a.m., New York City time, on March 14, 2016, in accordance with standard market practice (such time and date, as the same may be extended by the Company, subject to certain exceptions set forth in the Offer to Purchase). In addition to the Total Consideration or the Tender Offer Consideration, as applicable, accrued and unpaid interest on the Notes accepted for purchase will be paid from the last applicable interest payment date up to, but not including, the settlement date.

The Company's obligation to accept for payment, and pay for, Notes validly tendered pursuant to the Tender Offer is subject to the satisfaction or waiver of certain conditions set forth in the Offer to Purchase. If any of the conditions are not satisfied or waived by the Company, the Company will not be obligated to accept for purchase, or pay for, validly tendered Notes, subject to applicable law, and may terminate the Tender Offer. The Tender Offer is not conditioned on the tender of a minimum principal amount of Notes.

The lead dealer managers for the Tender Offer are BofA Merrill Lynch and Goldman, Sachs & Co. ("Goldman Sachs"), and Mizuho Securities USA Inc. is a co-dealer manager. Questions regarding the Tender Offer may be directed to BofA Merrill Lynch at +1 (888) 292-0070 (toll-free) or +1 (980) 683-3215 (collect) or Goldman Sachs at +1 (800) 828-3182 (toll-free) or +1 (212) 902-6941 (collect). Copies of the Offer to Purchase may be obtained from the Information Agent, D.F. King & Co., Inc. at +1 (866) 416-0643 (toll-free) or +1 (212) 269-5550 (collect), or in writing at 48 Wall Street, New York, NY 10005.

This press release is neither an offer to purchase, nor a solicitation of an offer to sell the Notes or any other securities. The Company is making the Tender Offer only by, and pursuant to, the terms of the Offer to Purchase. The Tender Offer is not being made in any jurisdiction in which the making of or acceptance thereof would not be in compliance with the securities laws, blue sky laws or other laws of such jurisdiction. None of the Company, its board of directors, the dealer managers for the Tender Offer, the Tender Agent and the Information Agent or the trustee for the Notes makes any recommendation as to whether holders should tender or refrain from tendering their Notes, and no one has been authorized by any of them to make such a recommendation. Holders must make their own decision as to whether to tender their Notes and, if so, the principal amount of Notes to tender.

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, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbor created by such sections and other applicable laws. Such forward-looking statements may include, without limitation: statements regarding debt repayment and financing. Where the Company 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." Such risks include, but are not limited to, the price of gold, copper and other commodities, the cost of operations, currency fluctuations, geological and metallurgical assumptions, operating performance of equipment, processes and, labor relations and timing of receipt of necessary governmental permits or approvals. For a more detailed discussion of such risks relating to our business and other factors, see the Company's Form 10-K, filed on February 17, 2016, with the Securities and Exchange Commission ("SEC") under the headings "Risk Factors" and "Forward-Looking Statements," as well as the Company's other SEC filings. The Company 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.

Source: Newmont Mining Corporation

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