
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D. C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-31240



NEWMONT MINING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
6363 South Fiddler's Green Circle
Greenwood Village, Colorado
(Address of Principal Executive Offices)

84-1611629
(I.R.S. Employer
Identification No.)

80111
(Zip Code)

Registrant's telephone number, including area code (303) 863-7414

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12-b2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company.) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b2 of the Exchange Act). Yes No

There were 530,594,563 shares of common stock outstanding on July 13, 2016.

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS .

NEWMONT MINING CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited, in millions except per share)

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Sales	\$ 2,038	\$ 1,908	\$ 4,070	\$ 3,880
Costs and expenses				
Costs applicable to sales ⁽¹⁾	1,059	1,027	2,140	2,054
Depreciation and amortization	314	276	636	565
Reclamation and remediation (Note 5)	25	26	50	49
Exploration	38	48	68	81
Advanced projects, research and development	44	33	72	61
General and administrative	64	68	121	126
Other expense, net	19	27	37	44
	<u>1,563</u>	<u>1,505</u>	<u>3,124</u>	<u>2,980</u>
Other income (expense)				
Other income, net	—	(23)	98	(12)
Interest expense, net	(71)	(82)	(150)	(167)
	<u>(71)</u>	<u>(105)</u>	<u>(52)</u>	<u>(179)</u>
Income (loss) before income and mining tax and other items	404	298	894	721
Income and mining tax benefit (expense) (Note 6)	(310)	(152)	(634)	(345)
Equity income (loss) of affiliates	(5)	(7)	(10)	(16)
Income (loss) from continuing operations	89	139	250	360
Income (loss) from discontinued operations	(27)	9	(53)	17
Net income (loss)	62	148	197	377
Net loss (income) attributable to noncontrolling interests (Note 7)	(39)	(76)	(122)	(122)
Net income (loss) attributable to Newmont stockholders	<u>\$ 23</u>	<u>\$ 72</u>	<u>\$ 75</u>	<u>\$ 255</u>
Net income (loss) attributable to Newmont stockholders:				
Continuing operations	\$ 50	\$ 63	\$ 128	\$ 238
Discontinued operations	(27)	9	(53)	17
	<u>\$ 23</u>	<u>\$ 72</u>	<u>\$ 75</u>	<u>\$ 255</u>
Income (loss) per common share (Note 8)				
Basic:				
Continuing operations	\$ 0.09	\$ 0.13	\$ 0.24	\$ 0.48
Discontinued operations	(0.05)	0.01	(0.10)	0.03
	<u>\$ 0.04</u>	<u>\$ 0.14</u>	<u>\$ 0.14</u>	<u>\$ 0.51</u>
Diluted:				
Continuing operations	\$ 0.09	\$ 0.13	\$ 0.24	\$ 0.48
Discontinued operations	(0.05)	0.01	(0.10)	0.03
	<u>\$ 0.04</u>	<u>\$ 0.14</u>	<u>\$ 0.14</u>	<u>\$ 0.51</u>
Cash dividends declared per common share	\$ 0.025	\$ 0.025	\$ 0.050	\$ 0.050

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

The accompanying notes are an integral part of the condensed consolidated financial statements.

NEWMONT MINING CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, in millions)

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Net income (loss)	\$ 62	\$ 148	\$ 197	\$ 377
Other comprehensive income (loss):				
Unrealized gain (loss) on marketable securities, net of \$nil, \$nil, \$nil and \$nil tax benefit (expense), respectively	21	(8)	(56)	(7)
Foreign currency translation adjustments	4	5	7	(5)
Change in pension and other post-retirement benefits, net of \$nil, \$(20), \$(2) and \$(22) tax benefit (expense), respectively	4	39	7	44
Change in fair value of cash flow hedge instruments, net of \$(7), \$(7), \$(15) and \$(3) tax benefit (expense), respectively	16	16	35	6
Other comprehensive income (loss)	45	52	(7)	38
Comprehensive income (loss)	<u>\$ 107</u>	<u>\$ 200</u>	<u>\$ 190</u>	<u>\$ 415</u>
Comprehensive income (loss) attributable to:				
Newmont stockholders	\$ 68	\$ 124	\$ 68	\$ 293
Noncontrolling interests	39	76	122	122
	<u>\$ 107</u>	<u>\$ 200</u>	<u>\$ 190</u>	<u>\$ 415</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

NEWMONT MINING CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in millions)

	Six Months Ended June 30,	
	2016	2015
Operating activities:		
Net income (loss)	\$ 197	\$ 377
Adjustments:		
Depreciation and amortization	636	565
Stock-based compensation	37	40
Reclamation and remediation	48	47
Loss (income) from discontinued operations	53	(17)
Impairment of investments	—	73
Deferred income taxes	441	130
Gain on asset and investment sales, net	(104)	(43)
Other operating adjustments and impairments	181	165
Net change in operating assets and liabilities (Note 20)	(185)	(268)
Net cash provided by continuing operating activities	1,304	1,069
Net cash used in discontinued operations	(5)	(6)
Net cash provided by operating activities	1,299	1,063
Investing activities:		
Additions to property, plant and mine development	(591)	(606)
Proceeds from sales of investments	184	29
Proceeds from sales of other assets	8	44
Other	(6)	(6)
Net cash used in investing activities	(405)	(539)
Financing activities:		
Repayment of debt	(641)	(281)
Proceeds from stock issuance, net	—	675
Proceeds from sale of noncontrolling interests	—	37
Funding from noncontrolling interests	50	62
Dividends paid to noncontrolling interests	(146)	(3)
Dividends paid to common stockholders	(27)	(23)
Increase in restricted cash, net	(13)	(59)
Other	(1)	(8)
Net cash (used in) provided by financing activities	(778)	400
Effect of exchange rate changes on cash	4	(19)
Net change in cash and cash equivalents	120	905
Cash and cash equivalents at beginning of period	2,782	2,403
Cash and cash equivalents at end of period	\$ 2,902	\$ 3,308

The accompanying notes are an integral part of the condensed consolidated financial statements.

NEWMONT MINING CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited, in millions)

	At June 30, 2016	At December 31, 2015
ASSETS		
Cash and cash equivalents	\$ 2,902	\$ 2,782
Trade receivables	315	260
Other accounts receivables	194	185
Investments (Note 13)	46	19
Inventories (Note 14)	728	710
Stockpiles and ore on leach pads (Note 15)	953	896
Other current assets	156	131
Current assets	5,294	4,983
Property, plant and mine development, net	14,234	14,303
Investments (Note 13)	237	402
Stockpiles and ore on leach pads (Note 15)	2,956	3,000
Deferred income tax assets	1,264	1,718
Other non-current assets	718	730
Total assets	<u>\$ 24,703</u>	<u>\$ 25,136</u>
LIABILITIES		
Debt (Note 16)	\$ 196	\$ 149
Accounts payable	348	396
Employee-related benefits	211	293
Income and mining taxes payable	126	38
Other current liabilities (Note 17)	479	540
Current liabilities	1,360	1,416
Debt (Note 16)	5,375	6,041
Reclamation and remediation liabilities (Note 5)	1,835	1,800
Deferred income tax liabilities	926	840
Employee-related benefits	463	437
Other non-current liabilities (Note 17)	361	310
Total liabilities	<u>10,320</u>	<u>10,844</u>
EQUITY		
Common stock	849	847
Additional paid-in capital	9,457	9,427
Accumulated other comprehensive income (loss) (Note 19)	(341)	(334)
Retained earnings	1,458	1,410
Newmont stockholders' equity	11,423	11,350
Noncontrolling interests	2,960	2,942
Total equity (Note 18)	<u>14,383</u>	<u>14,292</u>
Total liabilities and equity	<u>\$ 24,703</u>	<u>\$ 25,136</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

NEWMONT MINING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

NOTE 1 BASIS OF PRESENTATION

The interim Condensed Consolidated Financial Statements (“interim statements”) of Newmont Mining Corporation and its subsidiaries (collectively, “Newmont” or the “Company”) are unaudited. In the opinion of management, all adjustments (including normal recurring adjustments) and disclosures necessary for a fair presentation of these interim statements have been included. The results reported in these interim statements are not necessarily indicative of the results that may be reported for the entire year. These interim statements should be read in conjunction with Newmont’s Consolidated Financial Statements for the year ended December 31, 2015 filed on February 17, 2016 on Form 10-K. The year-end balance sheet data was derived from the audited financial statements and, in accordance with the instructions to Form 10-Q, certain information and footnote disclosures required by United States (U.S.) generally accepted accounting principles (“GAAP”) have been condensed or omitted. References to “A\$” refers to Australian currency and “C\$” refers to Canadian currency.

On June 30, 2016, Nusa Tenggara Partnership B.V. (owned 56.25% by the Company and 43.75% by Nusa Tenggara Mining Corporation, majority owned by Sumitomo Corporation) entered into a binding share sale and purchase agreement with PT Amman Mineral Internasional (“PTAMI”) to sell its 56% ownership interest in PT Newmont Nusa Tenggara (“PTNNT”), which operates the Batu Hijau copper and gold mine (“Batu Hijau”) in Indonesia. In addition, NVL (USA) Limited (“NVL”), a wholly owned subsidiary of the Company, (i) entered into a binding agreement to sell a loan made to PT Pukuafu Indah (“PTPI”), secured by PTPI’s 17.8% interest in PTNNT, to PTAMI, and (ii) consented to PT Indonesia Masabaga Investama (“PTIMI”) selling its 2.2% interest in PTNNT to PTAMI with sale proceeds applied toward repayment of an NVL loan to PTIMI. Through these transactions, Newmont will effectively sell its 48.5% economic interest in PTNNT to PTAMI and will have no remaining interest.

The sales proceeds to be received by the Company for its 48.5% economic interest in PTNNT includes \$920 in cash to be received at closing, as well as contingent payments totaling up to \$403. The contingent payments of up to \$403 include (i) a Metal Price Upside deferred payment of up to \$133, (ii) an Elang Development deferred payment totaling \$118 and (iii) a Contingent Payment of up to \$152. The contingent payment amounts are determined based on certain metal price, shipment or project development criteria, as described below.

The Metal Price Upside contingent payment of up to \$133 is payable for any quarter in which the London Metal Exchange (“LME”) quarterly average copper price exceeds \$3.75 per pound. It is calculated as 30% of the product of (i) the difference between the LME quarterly average copper price and \$3.75 and (ii) 96.5% of the total pounds of copper contained in shipments of mineral products mined or produced from Batu Hijau that arrived in buyers’ or customers’ designated port for delivery during the previous quarter. The Elang Development contingent payment totaling \$118 is payable no later than the first anniversary of the first shipment of any form of saleable copper, gold or silver product produced from the Elang development area. The Contingent Payment of up to \$152 is payable (i) as a payment of \$76 if in any year after 2022 in which there is production from Phase 7 of the Batu Hijau mine and the LME annual average copper price is \$2.75 or more per pound and (ii) if the full Contingent Payment amount has not already been paid, a payment of \$76 in any year after both the second anniversary of the first shipment of concentrate produced from the Elang development area and December 31, 2023 in which the LME annual average copper price in respect to such year is \$3.25 or more per pound.

The sale of the Company’s economic interest in PTNNT is subject to customary representations, warranties and covenants by the parties, and is subject to various closing conditions, including (i) obtaining approval of the Indonesian Ministry of Energy and Mineral Resources and the Indonesian Investment Coordinating Board in respect of the transfer of shares to PTAMI, and other required governmental consents and approvals; (ii) PTNNT holding a valid export license at closing; (iii) concurrent closing of PT Multi Daerah Bersaing’s (“PTMDB”) sale of its approximately 24% stake in PTNNT to PTAMI; (iv) obtaining approval of the shareholders of PTNNT for the transfer of shares in PTNNT to PTAMI and the appointment of directors nominated by PTAMI; (v) no material adverse events having occurred,

NEWMONT MINING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

including (a) an event that causes significant interruption of mining or milling operations of PTNNT for three months or longer, (b) laws or regulations that prevent PTNNT from exporting its production outside of Indonesia for three months or longer, (c) the revocation or termination of PTNNT's mineral rights and mining concessions with the Republic of Indonesia, and (d) any revocation, termination or suspension of PTNNT's export license; and (vi) the satisfaction or waiver of the conditions precedent in other transaction and finance-related agreements, including the resolution of certain tax matters pertaining to PTNNT shareholder PTPI.

The completion of the sale is subject to the closing conditions noted above, some of which are outside the control of the Company. Assuming the resolution of the closing conditions, the transaction is anticipated to close in the third quarter of 2016.

Based on the agreement to sell the economic interest in PTNNT, the Company evaluated the criteria under ASC 360 for classifying an asset as held for sale and concluded that as of June 30, 2016, PTNNT does not meet the criteria to be treated as an asset held for sale and will not be presented as a discontinued operation.

The Batu Hijau mine, which constitutes 15% of the Company's total assets at June 30, 2016, is included in the Asia Pacific segment in the condensed consolidated financial statements. Refer to Note 7 for details on Batu Hijau's financial position. The Company expects to record a loss on the sale of its economic interest in PTNNT of approximately \$500 upon closing of the transaction. The expected loss does not currently include the \$403 of contingent consideration described above due to the uncertainty in valuing the amounts.

As part of the Company's asset impairment evaluation procedures at June 30, 2016, and in accordance with ASC 360, the Company has determined that the agreement to sell the economic interest in PTNNT was a triggering event that required the Company to evaluate the recoverability of the long-lived assets of PTNNT. Based on the evaluation of the probability weighted cash flows of either selling the economic interest in PTNNT or continuing to operate PTNNT as an asset held for use, the Company determined that no impairment was required at June 30, 2016.

The Company has reclassified certain prior period amounts to conform to the 2016 presentation including the following items :

The Company retrospectively adopted Accounting Standards Update ("ASU") 2015-03, which requires debt issuance costs to be presented as a deduction from the corresponding debt liability. Refer to Note 2 for further details.

The Company reclassified regional administrative and community development costs of \$17 and \$8 from *Other expense, net to General and administrative* and *Costs applicable to sales*, respectively, for the three months ended June 30, 2015, and \$31 and \$16, respectively, for the six months ended June 30, 2015.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Risks and Uncertainties

As a global mining company, the Company's revenue, profitability and future rate of growth are substantially dependent on prevailing prices for gold, copper and, to a lesser extent, silver. Historically, the commodity markets have been very volatile and there can be no assurance that commodity prices will not be subject to wide fluctuations in the future. A substantial or extended decline in commodity prices could have a material adverse effect on the Company's financial position, results of operations, cash flows, access to capital and the quantities of reserves that the Company can economically produce. The carrying value of the Company's *Property, plant and mine development, net; Inventories; Stockpiles and ore on leach pads* and *Deferred income tax assets* are sensitive to the outlook for commodity prices. A

NEWMONT MINING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

decline in the Company's long-term price outlook from current levels could result in material impairment charges related to these assets.

On June 30, 2016, the Company, through its subsidiaries, entered into agreements to sell its 48.5% economic interest in PTNNT, which operates the Batu Hijau copper and gold mine in Indonesia. The closing of the sale is subject to various closing conditions, some of which are outside the control of the Company, and if not satisfied could result in the sale of PTNNT not being completed. See Note 1 above for a detailed description of the closing conditions specified in the share sale and purchase agreement.

In September 2014, PTNNT and the Government of Indonesia signed a Memorandum of Understanding ("MoU") that resulted in the government agreeing to issue permits to allow PTNNT to export and sell copper concentrates from the Batu Hijau mine. The government then issued several six-month export permits since then, with the most recent permit renewal expected to expire in November 2016. Additionally, negotiations between PTNNT and the Government of Indonesia to amend the Contract of Work (the investment agreement entered into by PTNNT and the Indonesian government in 1986, which includes the right to export copper concentrates and a prohibition against new taxes, duties, and levies) remained on-going at the time that the Company entered into the agreement to sell its interest in PTNNT. In the event that the sale of the Company's interest does not close prior to November 2016 or does not close at all, no assurances can be made with respect to the outcome of the Contract of Work negotiations and the renewal of the export permit. The failure to receive a timely renewal may negatively impact future operations and financial results at Batu Hijau. As a result of the on-going Contract of Work renegotiations at Batu Hijau, the need for asset impairments, inventory write-downs, tax valuation allowances and other applicable accounting charges will continue to be evaluated. At this time, the Company expects operations to continue into the future until the previously announced sale closes. The total assets at Batu Hijau as of June 30, 2016 and December 31, 2015 were \$3,746 and \$3,483, respectively.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the accounting for and recognition and disclosure of assets, liabilities, equity, revenues and expenses. The Company must make these estimates and assumptions because certain information used is dependent on future events, cannot be calculated with a high degree of precision from data available or simply cannot be readily calculated based on generally accepted methodologies. Actual results could differ from these estimates.

Recently Adopted Accounting Pronouncements

Employee benefit plan accounting

In July 2015, the Financial Accounting Standards Board issued ASU No. 2015-12 related to defined benefit pension plans, defined contribution pension plans and health and welfare benefit plans. This update designates contract value as the only required measure for fully benefit-responsive investment contracts, simplifies and makes more effective the investment disclosure requirements for employee benefit plans and provides a simplified method for determining the measurement date for employee benefit plans. The update is effective in fiscal years, including interim periods, beginning after December 15, 2015. Adoption of this guidance, effective January 1, 2016, had no impact on the Consolidated Financial Statements or disclosures.

Fair value measurement

In May 2015, ASU No. 2015-07 was issued related to investments for which fair value is measured, or is eligible to be measured, using the net asset value per share practical expedient. This update removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendment also removes certain disclosure requirements for these investments. This update will impact the annual disclosure related to pension plan assets measured at fair value. This update is effective in

NEWMONT MINING CORPORATION
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(dollars in millions, except per share, per ounce and per pound amounts)

fiscal years, including interim periods, beginning after December 15, 2015. Adoption of this guidance, effective January 1, 2016, had no impact on the Consolidated Financial Statements.

Debt issuance costs

In April 2015, ASU No. 2015-03 was issued related to debt issuance costs. This update simplifies the presentation of debt issuance costs by requiring debt issuance costs to be presented as a deduction from the corresponding debt liability. The update is effective in fiscal years, including interim periods, beginning after December 15, 2015. The Company retrospectively adopted this guidance as of March 31, 2016. The Company reclassified \$46 of debt issuance costs from *Other non-current assets* to *Debt* as of December 31, 2015. The December 31, 2015, balance sheet was adjusted as a result of the adoption of ASU 2015-03 as follows:

	<u>At December 31, 2015</u>	
	<u>As Reported</u>	<u>As Adjusted</u>
Other non-current assets	\$ 776	\$ 730
Debt (non-current)	\$ 6,087	\$ 6,041

ASU No. 2015-03 does not specifically address the accounting for deferred financing costs related to line-of-credit arrangements. In August 2015, ASU No. 2015-15 was issued allowing for debt issuance costs associated with line-of-credit arrangements to continue to be presented as assets. The Company will treat all debt issuance costs as a reduction to the carrying value of debt.

Consolidations

In February 2015, ASU No. 2015-02 was issued related to consolidations. This update makes some targeted changes to current consolidation guidance and impacts both the voting and the variable interest consolidation models. In particular, the update changes how companies determine whether limited partnerships or similar entities are variable interest entities. The update is effective in fiscal years, including interim periods, beginning after December 15, 2015. The Company currently consolidates certain variable interest entities. A doption of this guidance, effective January 1, 2016, had no impact on the Consolidated Financial Statements or disclosures.

Recently Issued Accounting Pronouncements

Stock-based compensation

In March 2016, ASU No. 2016-09 was issued related to stock-based compensation. The new guidance simplifies the accounting for stock-based compensation transactions, including income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. This update is effective in fiscal years, including interim periods, beginning after December 15, 2016, and early adoption is permitted. The Company is currently evaluating this guidance and expects an insignificant impact on the Consolidated Financial Statements and disclosures.

Leases

In February 2016, ASU No. 2016-02 was issued related to leases. The new guidance modifies the classification criteria and requires lessees to recognize the assets and liabilities arising from most leases on the balance sheet. This update is effective in fiscal years, including interim periods, beginning after December 15, 2018, and early adoption is permitted. The Company is currently evaluating this guidance and the impact it will have on the Consolidated Financial Statements and disclosures.

NEWMONT MINING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

Investments

In January 2016, ASU No. 2016-01 was issued related to financial instruments. The new guidance requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in net income. This new guidance also updates certain disclosure requirements for these investments. This update is effective in fiscal years, including interim periods, beginning after December 15, 2017, and early adoption is not permitted. The Company is currently evaluating this guidance and the impact it will have on the Consolidated Financial Statements and disclosures.

Inventory

In July 2015, ASU No. 2015-11 was issued related to inventory, simplifying the subsequent measurement of inventories by replacing the lower of cost or market test with a lower of cost and net realizable value test. The update is effective in fiscal years, including interim periods, beginning after December 15, 2016, and early adoption is permitted. The Company does not expect the updated guidance to have an impact on the Consolidated Financial Statements or disclosures.

Revenue recognition

In May 2014, ASU No. 2014-09 was issued related to revenue from contracts with customers. This ASU was further amended in August 2015, March 2016, April 2016 and May 2016 by ASU No. 2015-14, No. 2016-08, No. 2016-10 and No. 2016-12, respectively. The new standard provides a five-step approach to be applied to all contracts with customers and also requires expanded disclosures about revenue recognition. In August 2015, the effective date was deferred to reporting periods, including interim periods, beginning after December 15, 2017, and will be applied retrospectively. Early adoption is not permitted. The Company is currently evaluating this guidance and the impact it will have on the Consolidated Financial Statements and disclosures.

NOTE 3 BUSINESS ACQUISITION

On June 8, 2015, the Company announced an agreement with AngloGold Ashanti Limited to acquire 100% ownership in the Cripple Creek & Victor (“CC&V”) gold mining business in Colorado. CC&V is a surface mine with heap leach operations that provides ore to a crusher and a leach facility. During 2015, the Company received \$675 in net proceeds from a common stock issuance. Newmont used the proceeds, supplemented with cash from the Company’s balance sheet, to fund the acquisition. On August 3, 2015, the Company completed the acquisition of CC&V for \$821, plus a 2.5% net smelter return royalty on future gold production from underground ore which had no fair value at the acquisition date. In connection with the acquisition, the Company incurred acquisition costs of \$3, for the three and six months ended June 30, 2016, which were recorded in *Other expense, net*. The acquisition is not material to the Company’s results of operations, individually or in the aggregate; as a result, no pro forma financial information is provided.

During the second quarter of 2016, the final valuation of acquired assets and liabilities assumed was completed. There were no adjustments to the purchase price allocation since December 31, 2015. For further discussion of the CC&V acquisition, refer to Note 3 to the Consolidated Financial Statements for the year ended December 31, 2015 filed February 17, 2016 on Form 10-K.

NEWMONT MINING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

NOTE 4 SEGMENT INFORMATION

The Company has organized its operations into four geographic regions. The geographic regions include North America, South America, Asia Pacific and Africa and represent the Company's operating segments. The results of these operating segments are reviewed by the Company's chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance. As a result, these operating segments represent the Company's reportable segments. Notwithstanding this structure, the Company internally reports information on a mine-by-mine basis for each mining operation and have chosen to disclose this information on the following tables. *Income (loss) before income and mining tax and other items* from reportable segments does not reflect general corporate expenses, interest (except project-specific interest) or income and mining taxes (except for equity investments). Intercompany revenue and expense amounts have been eliminated within each segment in order to report on the basis that management uses internally for evaluating segment performance. Newmont's business activities that are not considered operating segments are included in Corporate and Other although they are not required to be included in this footnote; they are provided for reconciliation purposes. In the first quarter of 2016, Merian was moved from Corporate and Other to the South America reportable segment as a result of the mine being included in the operating results and resource allocation of the South America segment. In the second quarter of 2016, Long Canyon was moved from Other North America to its own line item to reflect how the project is being reported internally. Segment results for prior periods have been retrospectively revised to reflect these changes. The financial information relating to the Company's segments is as follows:

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	Sales	Costs Applicable to Sales	Depreciation and Amortization	Advanced Projects, Research and Development and Exploration	Income (Loss) before Income and Mining Tax and Other Items	Capital Expenditures (1)
Three Months Ended June 30, 2016						
Carlin	\$ 256	\$ 184	\$ 43	\$ 4	\$ 22	\$ 43
Phoenix:						
Gold	62	39	12			
Copper	22	22	7			
Total Phoenix	84	61	19	1	3	3
Twin Creeks	144	58	13	2	70	14
Long Canyon	—	—	—	7	(7)	37
CC&V (2)	144	58	28	1	55	15
Other North America	—	—	—	5	(6)	2
North America	628	361	103	20	137	114
Yanacocha	194	120	59	11	(19)	24
Merian	—	—	—	11	(10)	60
Other South America	—	—	4	10	(14)	—
South America	194	120	63	32	(43)	84
Boddington:						
Gold	250	141	29			
Copper	35	33	6			
Total Boddington	285	174	35	—	75	12
Tanami	179	64	23	3	89	33
Kalgoorlie	122	67	4	2	49	5
Batu Hijau:						
Gold	191	65	14			
Copper	178	92	19			
Total Batu Hijau (3)	369	157	33	—	163	10
Other Asia Pacific	—	—	2	2	(10)	—
Asia Pacific	955	462	97	7	366	60
Ahafo	115	60	17	7	30	22
Akyem	146	56	32	3	55	3
Other Africa	—	—	—	—	(2)	—
Africa	261	116	49	10	83	25
Corporate and Other	—	—	2	13	(139)	2
Consolidated	\$ 2,038	\$ 1,059	\$ 314	\$ 82	\$ 404	\$ 285

(1) Includes a decrease in accrued capital expenditures of \$9; consolidated capital expenditures on a cash basis were \$294.

(2) The Company acquired the CC&V gold mining business on August 3, 2015.

(3) On June 30, 2016, the Company announced the anticipated sale of Batu Hijau. Refer to Note 1 for additional information.

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	Sales	Costs Applicable to Sales	Depreciation and Amortization	Advanced Projects, Research and Development and Exploration	Income (Loss) before Income and Mining Tax and Other Items	Capital Expenditures
Three Months Ended June 30, 2015						
Carlin	\$ 243	\$ 187	\$ 46	\$ 4	\$ 3	\$ 58
Phoenix:						
Gold	50	32	8			
Copper	24	17	3			
Total Phoenix	74	49	11	1	9	8
Twin Creeks	150	65	12	3	68	12
Long Canyon	—	—	—	3	(3)	19
Other North America	—	—	—	4	(3)	1
North America	467	301	69	15	74	98
Yanacocha	242	130	66	8	20	19
Merian	—	—	—	3	(4)	78
Other South America	—	—	2	12	(16)	—
South America	242	130	68	23	—	97
Boddington:						
Gold	202	122	24			
Copper	41	29	5			
Total Boddington	243	151	29	—	51	18
Tanami	138	59	22	2	53	30
Waihi ⁽²⁾	39	18	3	1	14	4
Kalgoorlie	100	78	6	1	13	4
Batu Hijau:						
Gold	178	73	14			
Copper	269	123	21			
Total Batu Hijau ⁽³⁾	447	196	35	4	202	20
Other Asia Pacific	—	—	4	1	(12)	2
Asia Pacific	967	502	99	9	321	78
Ahafo	87	43	13	5	22	24
Akyem	145	51	24	4	63	8
Other Africa	—	—	—	1	—	—
Africa	232	94	37	10	85	32
Corporate and Other	—	—	3	24	(182)	24
Consolidated	\$ 1,908	\$ 1,027	\$ 276	\$ 81	\$ 298	\$ 329

(1) Includes an increase in accrued capital expenditures of \$7; consolidated capital expenditures on a cash basis were \$322.

(2) On October 29, 2015, the Company sold the Waihi mine.

(3) On June 30, 2016, the Company announced the anticipated sale of Batu Hijau. Refer to Note 1 for additional information.

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	Sales	Costs Applicable to Sales	Depreciation and Amortization	Advanced Projects, Research and Development and Exploration	Income (Loss) before Income and Mining Tax and Other Items	Capital Expenditures
Six Months Ended June 30, 2016						
Carlin	\$ 502	\$ 373	\$ 92	\$ 7	\$ 24	\$ 79
Phoenix:						
Gold	126	88	27			
Copper	43	44	12			
Total Phoenix	169	132	39	1	(8)	7
Twin Creeks	303	118	26	4	153	20
Long Canyon	—	—	—	13	(13)	73
CC&V ⁽²⁾	209	91	46	4	65	36
Other North America	—	—	—	6	(9)	2
North America	1,183	714	203	35	212	217
Yanacocha	405	248	128	20	(30)	38
Merian	—	—	1	14	(14)	142
Other South America	—	—	7	16	(25)	—
South America	405	248	136	50	(69)	180
Boddington:						
Gold	454	252	52			
Copper	65	56	11			
Total Boddington	519	308	63	—	139	23
Tanami	299	123	42	6	127	57
Kalgoorlie	228	132	9	3	82	8
Batu Hijau:						
Gold	474	165	34			
Copper	465	222	45			
Total Batu Hijau ⁽³⁾	939	387	79	1	445	20
Other Asia Pacific	—	—	6	3	(15)	—
Asia Pacific	1,985	950	199	13	778	108
Ahafo	216	117	32	12	50	39
Akyem	281	111	61	4	102	10
Other Africa	—	—	—	1	(4)	—
Africa	497	228	93	17	148	49
Corporate and Other	—	—	5	25	(175)	4
Consolidated	\$ 4,070	\$ 2,140	\$ 636	\$ 140	\$ 894	\$ 558

(1) Includes a decrease in accrued capital expenditures of \$33; consolidated capital expenditures on a cash basis were \$591.

(2) The Company acquired the CC&V gold mining business on August 3, 2015.

(3) On June 30, 2016, the Company announced the anticipated sale of Batu Hijau. Refer to Note 1 for additional information.

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	Sales	Costs Applicable to Sales	Depreciation and Amortization	Advanced Projects, Research and Development and Exploration	Income (Loss) before Income and Mining Tax and Other Items	Capital Expenditures
Six Months Ended June 30, 2015						
Carlin	\$ 519	\$ 365	\$ 91	\$ 7	\$ 50	\$ 115
Phoenix:						
Gold	111	73	18			
Copper	58	42	9			
Total Phoenix	169	115	27	2	17	15
Twin Creeks	299	124	25	5	142	31
Long Canyon	—	—	—	6	(6)	24
Other North America	—	—	—	6	(1)	2
North America	987	604	143	26	202	187
Yanacocha	543	245	137	13	114	34
Merian	—	—	—	5	(6)	164
Other South America	—	—	5	22	(29)	—
South America	543	245	142	40	79	198
Boddington:						
Gold	441	279	54			
Copper	88	68	12			
Total Boddington	529	347	66	1	109	29
Tanami	258	117	41	3	98	46
Waihi ⁽²⁾	89	37	8	2	39	10
Kalgoorlie	174	138	11	1	24	11
Batu Hijau:						
Gold	292	124	23			
Copper	515	246	42			
Total Batu Hijau ⁽³⁾	807	370	65	5	337	40
Other Asia Pacific	—	—	8	2	(21)	2
Asia Pacific	1,857	1,009	199	14	586	138
Ahafo	208	99	28	11	66	45
Akyem	285	97	46	4	134	19
Other Africa	—	—	—	2	(3)	—
Africa	493	196	74	17	197	64
Corporate and Other	—	—	7	45	(343)	30
Consolidated	\$ 3,880	\$ 2,054	\$ 565	\$ 142	\$ 721	\$ 617

(1) Includes an increase in accrued capital expenditures of \$11; consolidated capital expenditures on a cash basis were \$606.

(2) On October 29, 2015, the Company sold the Waihi mine.

(3) On June 30, 2016, the Company announced the anticipated sale of Batu Hijau. Refer to Note 1 for additional information.

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NOTE 5 RECLAMATION AND REMEDIATION

The Company's mining and exploration activities are subject to various domestic and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations to protect public health and the environment and believes its operations are in compliance with applicable laws and regulations in all material respects. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures. Estimated future reclamation and remediation costs are based principally on current legal and regulatory requirements.

The Company's *Reclamation and remediation* expense consisted of:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Reclamation Accretion	\$ 23	\$ 21	\$ 46	\$ 42
Remediation	1	4	2	5
Remediation Accretion	1	1	2	2
	<u>2</u>	<u>5</u>	<u>4</u>	<u>7</u>
	<u>\$ 25</u>	<u>\$ 26</u>	<u>\$ 50</u>	<u>\$ 49</u>

The following are reconciliations of *Reclamation and remediation liabilities* :

	2016	2015
Reclamation balance at January 1,	\$ 1,553	\$ 1,497
Additions, changes in estimates and other	2	21
Payments and other	(8)	(13)
Accretion expense	46	42
Reclamation balance at June 30,	<u>\$ 1,593</u>	<u>\$ 1,547</u>

	2016	2015
Remediation balance at January 1,	\$ 318	\$ 192
Additions, changes in estimates and other	1	1
Payments and other	(10)	(25)
Accretion expense	2	2
Remediation balance at June 30,	<u>\$ 311</u>	<u>\$ 170</u>

The current portion of reclamation liabilities included in *Other current liabilities* was \$35 and \$37 at June 30, 2016 and December 31, 2015, respectively. The current portion of remediation liabilities included in *Other current liabilities* was \$34 at June 30, 2016 and December 31, 2015. At June 30, 2016 and December 31, 2015, \$1,593 and \$1,553, respectively, were accrued for reclamation obligations relating to operating properties. In addition, the Company is involved in several matters concerning environmental obligations associated with former, primarily historic, mining activities. Generally, these matters concern developing and implementing remediation plans at the various sites involved. At June 30, 2016 and December 31, 2015, \$311 and \$318, respectively, were accrued for such environmental remediation obligations.

There was \$17 and \$15 in current restricted assets for settling reclamation and remediation obligations at June 30, 2016 and December 31, 2015, respectively, related to the Batu Hijau mine in Asia Pacific. Current restricted assets are included in *Other current assets*. Non-current restricted assets held for purposes of settling reclamation and

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remediation obligations were \$77 and \$65 at June 30, 2016 and December 31, 2015, respectively. Of the amount at June 30, 2016, \$43 is related to the Midnite Mine in Washington State, \$13 is related to the Ahafo and Akyem mines in Ghana, Africa, \$12 is related to the Batu Hijau mine in Asia Pacific, and \$9 is related to the Con mine in Yellowknife, NWT, Canada. Of the amount at December 31, 2015, \$43 is related to the Midnite Mine in Washington State, \$13 is related to the Ahafo and Akyem mines in Ghana, Africa and \$9 is related to the Con mine in Yellowknife, NWT, Canada.

Included in *Investments* at June 30, 2016 and December 31, 2015, was \$21 and \$20, respectively, of non-current equity securities, which are legally pledged for purposes of settling reclamation and remediation obligations related to the San Jose Reservoir in Yanacocha and for various locations in Nevada.

Refer to Note 22 for further discussion of reclamation and remediation matters.

NOTE 6 INCOME AND MINING TAXES

The Company's *Income and mining tax expense (benefit)* differed from the amounts computed by applying the U.S. statutory corporate income tax rate for the following reasons:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2016		2015		2016		2015	
Income (loss) before income and mining tax and other items		\$ 404		\$ 298		\$ 894		\$ 721
Tax at statutory rate	35 %	\$ 141	35 %	\$ 104	35 %	\$ 313	35 %	\$ 252
Reconciling items:								
Percentage depletion ⁽¹⁾	2 %	7	(6)%	(19)	(4)%	(36)	(5)%	(34)
Change in valuation allowance on deferred tax assets	36 %	146	13 %	40	38 %	340	12 %	84
Mining and other taxes	1 %	6	5 %	16	3 %	29	3 %	24
Tax impact on sale of assets	— %	—	— %	—	(4)%	(35)	— %	—
Effect of foreign earnings, net of credits	1 %	6	2 %	5	2 %	17	1 %	8
Other ⁽¹⁾	1 %	4	2 %	6	1 %	6	2 %	11
Income and mining tax expense	76 %	\$ 310	51 %	\$ 152	71 %	\$ 634	48 %	\$ 345

(1) Includes the reduction to percentage depletion and the domestic production deduction from the filing of the 2015 tax return during the quarter.

A valuation allowance is provided for those deferred tax assets for which it is more likely than not that the related benefits will not be realized. In determining the amount of the valuation allowance, each quarter, the Company considers future reversals of existing taxable temporary differences, estimated future taxable income and taxable income in prior carryback year(s), as well as feasible tax planning strategies in each jurisdiction to determine if the deferred tax assets are realizable. If it is determined that the Company will not realize all or a portion of its deferred tax assets, it will place or increase a valuation allowance. Conversely, if determined that it will ultimately be able to realize all or a portion of the related benefits for which a valuation allowance has been provided, all or a portion of the related valuation allowance will be reduced. There are a number of risk factors that could impact the Company's ability to realize the deferred tax assets.

The Company operates in numerous countries and accordingly it is subject to, and pays taxes under, the various tax regimes in the countries in which it operates. Some of these tax regimes are defined by contractual agreements with the local government, and others are defined by the general corporate income tax laws of the country. The Company has

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historically filed, and continues to file, all required income tax returns and pay the income taxes determined to be due. The tax rules and regulations in many countries are complex and subject to interpretation. From time to time, the Company is subject to a review of its historic income tax filings and in connection with such reviews, disputes can arise with the taxing authorities over the interpretation or application of certain rules to the Company's business conducted within the country involved.

At June 30, 2016, the Company's gross unrecognized tax benefit, including interest and penalties, was \$107 for uncertain income tax positions taken or expected to be taken on income tax returns. Of this, \$77 represents the amount of unrecognized tax benefits that, if recognized, would affect the Company's effective income tax rate.

During the second quarter of 2016, one of the Company's Canadian subsidiaries received a tax and interest assessment from the Canadian Revenue Authority for \$54 relating to a pre-acquisition transaction of Fronteer Gold Inc. and subsidiaries. The taxing authority is disputing the tax attribute that was created as part of the pre-acquisition transaction claimed on Fronteer's tax return. The Company is procedurally required to pay at least half of the assessment by the quarter ending September 30, 2016. The Company intends to vigorously defend its position through all processes available.

As a result of the statute of limitations that expire in the next 12 months in various jurisdictions and possible settlements of audit-related issues with taxing authorities in various jurisdictions, none of which are individually significant, the Company believes that it is reasonably possible that the total amount of its net unrecognized income tax benefits will decrease by approximately \$50 to \$55 in the next 12 months.

NOTE 7 NET INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30,</u>		<u>June 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Minera Yanacocha	\$ (13)	\$ 18	\$ (24)	\$ 23
Batu Hijau	55	66	150	111
TMAC	—	(7)	—	(13)
Merian	(3)	—	(4)	—
Other	—	(1)	—	1
	<u>\$ 39</u>	<u>\$ 76</u>	<u>\$ 122</u>	<u>\$ 122</u>

Newmont has a 51.35% ownership interest in Minera Yanacocha S.R.L., with the remaining interests held by Compañía de Minas Buenaventura, S.A.A. (43.65%) and the International Finance Corporation (5%). Newmont consolidates Yanacocha in its Condensed Consolidated Financial Statements due to a majority voting interest.

Newmont has a 48.5% effective economic interest in PTNNT with remaining interests held by an affiliate of Sumitomo Corporation of Japan and various Indonesian entities. PTNNT operates the Batu Hijau copper and gold mine in Indonesia. Newmont consolidates PTNNT in its Condensed Consolidated Financial Statements as the primary beneficiary in the variable interest entity. For further information regarding the anticipated sale of the Company's economic interest in PTNNT, see Note 1.

Newmont has a 29.2% ownership interest in TMAC Resources Inc. ("TMAC"), with the remaining interests held by TMAC management and various outside investors. Newmont's retained investment in TMAC is accounted for as an equity method investment. Refer to Note 13 for additional information.

Newmont has a 75% economic interest in the development of the Merian project, with the remaining interests held by Staatsolie (a company wholly owned by the Republic of Suriname). Newmont consolidates the Merian project

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through Surgold, a company wholly owned by Newmont. The project began construction in August 2014 and is planned to be in commercial production by the fourth quarter of 2016. According to the terms of the partnership agreement, Staatsolie will receive metal in kind for its 25% interest. Newmont consolidates the Merian project in its Condensed Consolidated Financial Statements as the primary beneficiary in the variable interest entity.

The following summarizes the assets and liabilities, inclusive of deferred tax liabilities, of our consolidated variable interest entities (including noncontrolling interests).

	<u>At June 30, 2016</u>		<u>At December 31, 2015</u>	
	<u>Batu Hijau</u>	<u>Merian</u>	<u>Batu Hijau</u>	<u>Merian</u>
Current assets:				
Cash and cash equivalents	\$ 720	\$ 29	\$ 419	\$ 16
Trade receivables	204	—	179	—
Other current assets ⁽¹⁾	419	44	362	23
	<u>1,343</u>	<u>73</u>	<u>960</u>	<u>39</u>
Non-current assets:				
Property, plant and mine development, net	1,036	695	1,103	564
Stockpiles and ore on leach pads	1,007	—	1,104	—
Other non-current assets ⁽²⁾	360	—	316	—
Total assets	\$ 3,746	\$ 768	\$ 3,483	\$ 603
Current liabilities:				
Debt	\$ 188	\$ —	\$ 140	\$ —
Accounts payable	43	—	81	—
Other current liabilities ⁽³⁾	151	46	71	35
	<u>382</u>	<u>46</u>	<u>292</u>	<u>35</u>
Non-current liabilities:				
Debt	2	—	187	—
Reclamation and remediation liabilities	254	8	245	8
Other non-current liabilities ⁽⁴⁾	393	—	330	—
Total liabilities	\$ 1,031	\$ 54	\$ 1,054	\$ 43

(1) Other current assets include other accounts receivables, inventories, stockpiles and ore on leach pads, prepaid assets, restricted assets and other current assets.

(2) Other non-current assets include income tax receivables and other non-current assets.

(3) Other current liabilities include employee-related benefits, income and mining taxes payables and other current liabilities.

(4) Other non-current liabilities include deferred income tax liabilities and employee-related benefits.

NOTE 8 INCOME (LOSS) PER COMMON SHARE

Basic income (loss) per common share is computed by dividing income available to Newmont common stockholders by the weighted average number of common shares outstanding during the period. Diluted income (loss) per common share is computed similarly, except that weighted average common shares is increased to reflect all dilutive instruments, including employee stock awards and convertible debt instruments. The dilutive effects of Newmont's

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dilutive securities are calculated using the treasury stock method and only those instruments that result in a reduction in income per share are included in the calculation.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Net income (loss) attributable to Newmont stockholders:				
Continuing operations	\$ 50	\$ 63	\$ 128	\$ 238
Discontinued operations	(27)	9	(53)	17
	<u>\$ 23</u>	<u>\$ 72</u>	<u>\$ 75</u>	<u>\$ 255</u>
Weighted average common shares (millions):				
Basic	531	505	530	502
Effect of employee stock-based awards	2	1	2	1
Diluted	<u>533</u>	<u>506</u>	<u>532</u>	<u>503</u>
Income (loss) per common share:				
Basic:				
Continuing operations	\$ 0.09	\$ 0.13	\$ 0.24	\$ 0.48
Discontinued operations	(0.05)	0.01	(0.10)	0.03
	<u>\$ 0.04</u>	<u>\$ 0.14</u>	<u>\$ 0.14</u>	<u>\$ 0.51</u>
Diluted:				
Continuing operations	\$ 0.09	\$ 0.13	\$ 0.24	\$ 0.48
Discontinued operations	(0.05)	0.01	(0.10)	0.03
	<u>\$ 0.04</u>	<u>\$ 0.14</u>	<u>\$ 0.14</u>	<u>\$ 0.51</u>

Employee stock options to purchase 2 million and 2 million shares of common stock at weighted average exercise prices of \$51 and \$48 were outstanding at June 30, 2016 and 2015, respectively, but were not included in the computation of diluted weighted average common shares because their exercise prices exceeded the average price of the Company's common stock for the respective periods presented.

Newmont is required to settle the principal amount of its 2017 Convertible Senior Note in cash and may elect to settle the remaining conversion premium (average share price in excess of the conversion price), if any, in cash, shares or a combination thereof. The effect of contingently convertible instruments on diluted earnings per share is calculated under the net share settlement method. The conversion price exceeded the Company's share price for the periods presented; therefore, no additional shares were included in the computation of diluted weighted average common shares.

NOTE 9 EMPLOYEE PENSION AND OTHER BENEFIT PLANS

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Pension benefit costs, net:				
Service cost	\$ 8	\$ 7	\$ 15	\$ 15
Interest cost	12	11	24	22
Expected return on plan assets	(15)	(14)	(29)	(29)
Amortization, net	6	7	12	14
	<u>\$ 11</u>	<u>\$ 11</u>	<u>\$ 22</u>	<u>\$ 22</u>

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	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Other benefit costs, net:				
Service cost	\$ 1	\$ 1	\$ 1	\$ 2
Interest cost	1	1	2	3
Amortization, net	(2)	—	(3)	—
	<u>\$ —</u>	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ 5</u>

NOTE 10 STOCK-BASED COMPENSATION

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Stock-based compensation:				
Performance leveraged stock units	\$ 11	\$ 11	\$ 19	\$ 21
Restricted stock units	9	8	15	16
Strategic stock units	1	1	3	3
	<u>\$ 21</u>	<u>\$ 20</u>	<u>\$ 37</u>	<u>\$ 40</u>

NOTE 11 FAIR VALUE ACCOUNTING

Fair value accounting establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

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The following tables set forth the Company's assets and liabilities measured at fair value on a recurring basis (at least annually) by level within the fair value hierarchy. As required by accounting guidance, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair Value at June 30, 2016			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	\$ 2,902	\$ 2,902	\$ —	\$ —
Restricted assets ⁽¹⁾	145	145	—	—
Marketable equity securities:				
Extractive industries	51	51	—	—
Other	16	16	—	—
Marketable debt securities:				
Asset backed commercial paper	20	—	—	20
Auction rate securities	7	—	—	7
Trade receivable from provisional copper and gold concentrate sales, net	264	264	—	—
	<u>\$ 3,405</u>	<u>\$ 3,378</u>	<u>\$ —</u>	<u>\$ 27</u>
Liabilities:				
Debt ⁽²⁾	\$ 5,874	\$ —	\$ 5,874	\$ —
Derivative instruments, net:				
Foreign exchange forward contracts	36	—	36	—
Diesel forward contracts	12	—	12	—
Boddington contingent consideration	12	—	—	12
Holt property royalty	200	—	—	200
	<u>\$ 6,134</u>	<u>\$ —</u>	<u>\$ 5,922</u>	<u>\$ 212</u>

	Fair Value at December 31, 2015			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	\$ 2,782	\$ 2,782	\$ —	\$ —
Restricted assets ⁽¹⁾	132	132	—	—
Marketable equity securities:				
Extractive industries	186	186	—	—
Other	16	16	—	—
Marketable debt securities:				
Asset backed commercial paper	18	—	—	18
Auction rate securities	7	—	—	7
Trade receivable from provisional copper and gold concentrate sales, net	178	178	—	—
	<u>\$ 3,319</u>	<u>\$ 3,294</u>	<u>\$ —</u>	<u>\$ 25</u>
Liabilities:				
Debt ⁽²⁾	\$ 5,469	\$ —	\$ 5,469	\$ —
Derivative instruments, net:				
Foreign exchange forward contracts	60	—	60	—
Diesel forward contracts	32	—	32	—
Boddington contingent consideration	10	—	—	10
Holt property royalty	129	—	—	129
	<u>\$ 5,700</u>	<u>\$ —</u>	<u>\$ 5,561</u>	<u>\$ 139</u>

(1) Restricted assets include cash and marketable securities whose carrying amounts approximate their fair value.

(2) Debt, exclusive of capital leases, is carried at amortized cost. The outstanding carrying value was \$5,550 and \$6,167 at June 30, 2016 and December 31, 2015, respectively. The fair value measurement of debt was based on prices obtained from readily available pricing sources.

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The fair values of the derivative instruments in the table above are presented on a net basis. The gross amounts related to the fair value of the derivatives instruments above are included in Note 12. All other fair value disclosures in the above table are presented on a gross basis.

The Company's cash and cash equivalent instruments are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The cash and cash equivalent instruments that are valued based on quoted market prices in active markets are primarily money market securities and U.S. Treasury securities.

The Company's marketable equity securities are valued using quoted market prices in active markets and, as such, are classified within Level 1 of the fair value hierarchy. The securities are segregated based on industry. The fair value of the marketable equity securities is calculated as the quoted market price of the marketable equity security multiplied by the quantity of shares held by the Company.

The Company's marketable debt securities include investments in auction rate securities and asset backed commercial paper. The Company reviews the fair value for auction rate securities and asset backed commercial paper on a quarterly basis. The marketable debt securities are traded in markets that are not active, trade infrequently and have little price transparency. Therefore, the investments are classified as Level 3 of the fair value hierarchy. See the table below which sets forth a summary of the quantitative and qualitative information related to the significant unobservable inputs used in the calculation of the fair value.

The Company's net trade receivable from provisional copper and gold concentrate sales, subject to final pricing, is valued using quoted market prices based on forward curves and, as such, is classified within Level 1 of the fair value hierarchy.

The Company's derivative instruments are valued using pricing models and the Company generally uses similar models to value similar instruments. Valuation models require a variety of inputs, including contractual terms, market prices, forward curves, measures of volatility and correlations of such inputs. The Company's derivatives trade in liquid markets and, as such, model inputs can generally be verified and do not involve significant management judgment. Such instruments are classified within Level 2 of the fair value hierarchy.

The estimated value of the Boddington contingent royalty was determined using a (i) discounted cash flow model, (ii) Monte Carlo valuation model to simulate future gold and copper prices using the Company's long-term gold and copper prices and (iii) Monte Carlo valuation model to simulate costs applicable to sales using the Company's Australian to U.S. dollar exchange rate. This contingent royalty is capped at \$100, of which \$72 has been paid to date.

The estimated fair value of the Holt sliding scale royalty was determined using (i) a discounted cash flow model, (ii) a Monte Carlo valuation model to simulate future gold prices using the Company's long-term gold price, (iii) various gold production scenarios from reserve and resource information and (iv) a weighted average discount rate. The sliding scale royalty liability is classified within Level 3 of the fair value hierarchy.

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The following tables set forth a summary of the quantitative and qualitative information related to the unobservable inputs used in the calculation of the Company's Level 3 financial assets and liabilities at June 30, 2016 and December 31, 2015:

Description	At June 30, 2016	Valuation technique	Unobservable input	Range/Weighted average
Auction rate securities	\$ 7	Risk-adjusted indicative price	Recoverability rate	90 %
Asset backed commercial paper	\$ 20	Risk-adjusted indicative price	Recoverability rate	90 %
Boddington contingent consideration	\$ 12	Monte Carlo	Discount rate	3.07 %
			Short-term gold price	\$ 1,260
			Long-term gold price	\$ 1,300
			Short-term copper price	\$ 2.14
			Long-term copper price	\$ 3.00
			Long-term Australian to U.S. dollar exchange rate	\$ 0.80
Holt property royalty	\$ 200	Monte Carlo	Discount rate	3.27 %
			Short-term gold price	\$ 1,260
			Long-term gold price	\$ 1,300
			Gold production scenarios (in 000's of ounces)	365 - 1,603

Description	At December 31, 2015	Valuation technique	Unobservable input	Range/Weighted average
Auction rate securities	\$ 7	Risk-adjusted indicative price	Recoverability rate	85 %
Asset backed commercial paper	\$ 18	Risk-adjusted indicative price	Recoverability rate	90 %
Boddington contingent consideration	\$ 10	Monte Carlo	Discount rate	5.32 %
			Short-term gold price	\$ 1,106
			Long-term gold price	\$ 1,300
			Short-term copper price	\$ 2.22
			Long-term copper price	\$ 3.00
			Long-term Australian to U.S. dollar exchange rate	\$ 0.80
Holt property royalty	\$ 129	Monte Carlo	Discount rate	5.06 %
			Short-term gold price	\$ 1,106
			Long-term gold price	\$ 1,300
			Gold production scenarios (in 000's of ounces)	398 - 1,636

The following tables set forth a summary of changes in the fair value of the Company's Level 3 financial assets and liabilities:

	Auction Rate Securities	Asset Backed Commercial Paper ⁽¹⁾	Total Assets	Boddington Contingent Consideration	Holt Property Royalty	Total Liabilities
Fair value at December 31, 2015	\$ 7	\$ 18	\$ 25	\$ 10	\$ 129	\$ 139
Settlements	—	—	—	—	(5)	(5)
Revaluation	—	2	2	2	76	78
Fair value at June 30, 2016	\$ 7	\$ 20	\$ 27	\$ 12	\$ 200	\$ 212

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	Auction Rate Securities	Asset Backed Commercial Paper ⁽¹⁾	Total Assets	Boddington Contingent Consideration	Holt Property Royalty	Total Liabilities
Fair value at December 31, 2014	\$ 6	\$ 24	\$ 30	\$ 10	\$ 179	\$ 189
Settlements	—	—	—	—	(6)	(6)
Revaluation	1	(2)	(1)	—	(25)	(25)
Fair value at June 30, 2015	<u>\$ 7</u>	<u>\$ 22</u>	<u>\$ 29</u>	<u>\$ 10</u>	<u>\$ 148</u>	<u>\$ 158</u>

- (1) The gain (loss) recognized is included in *Accumulated other comprehensive income (loss)* .
(2) The gain (loss) recognized is included in *Other expense, net* .
(3) The gain (loss) recognized is included in *Income (loss) from discontinued operations* .

NOTE 12 DERIVATIVE INSTRUMENTS

The Company's strategy is to provide shareholders with leverage to changes in gold and copper prices by selling its production at spot market prices. Consequently, the Company does not hedge its gold and copper sales. The Company has and will continue to manage certain risks associated with commodity input costs, interest rates and foreign currencies using the derivative market. All of the derivative instruments described below were transacted for risk management purposes and qualify as cash flow hedges.

Cash Flow Hedges

The following foreign currency and diesel contracts are designated as cash flow hedges and, as such, the effective portion of unrealized changes in market value have been recorded in *Accumulated other comprehensive income (loss)* and are reclassified to income during the period in which the hedged transaction affects earnings. Gains and losses from hedge ineffectiveness are recognized in current earnings .

Foreign Currency Contracts

The Company had the following foreign currency derivative contracts in Asia Pacific outstanding at June 30, 2016:

	Expected Maturity Date			Total/Average
	2016	2017	2018	
A\$ Operating Fixed Forward Contracts:				
A\$ notional (millions)	72	105	6	183
Average rate (\$/A\$)	0.95	0.93	0.92	0.94
	%			
Expected hedge ratio	11	8 %	4 %	

The A\$ hedges run through the first quarter of 2018.

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Diesel Fixed Forward Contracts

The Company had the following diesel derivative contracts in North America outstanding at June 30, 2016:

	Expected Maturity Date		
	2016	2017	Total/Average
Diesel Fixed Forward Contracts:			
Diesel gallons (millions)	12	15	27
Average rate (\$/gallon)	2.14	1.75	1.92
	%		
Expected hedge ratio	61	39	%

Newmont hedges a portion of its operating cost exposure related to diesel consumed at its Nevada operations to reduce the variability in diesel prices. The hedging instruments consist of a series of financially settled fixed forward contracts, which run through the fourth quarter of 2017.

Derivative Instrument Fair Values

The Company had the following derivative instruments designated as hedges at June 30, 2016 and December 31, 2015:

	Fair Values of Derivative Instruments			
	At June 30, 2016			
	Other Current Assets	Other Non- current Assets	Other Current Liabilities	Other Non- current Liabilities
Foreign currency exchange contracts:				
A\$ operating fixed forwards	\$ —	\$ —	\$ 26	\$ 10
Diesel fixed forwards	1	1	13	1
Total derivative instruments	\$ 1	\$ 1	\$ 39	\$ 11

	Fair Values of Derivative Instruments			
	At December 31, 2015			
	Other Current Assets	Other Non- current Assets	Other Current Liabilities	Other Non- current Liabilities
Foreign currency exchange contracts:				
A\$ operating fixed forwards	\$ —	\$ —	\$ 36	\$ 24
Diesel fixed forwards	—	—	27	5
Total derivative instruments	\$ —	\$ —	\$ 63	\$ 29

As of June 30, 2016 and December 31, 2015, all derivative instruments held by the Company were subject to enforceable master netting arrangements held by various financial institutions. In general, the terms of the Company's agreements provide for offsetting of amounts payable or receivable between it and the counterparty, at the election of both parties, for transactions that occur on the same date and in the same currency. The Company's agreements also provide that in the event of an early termination, the counterparties have the right to offset amounts owed or owing under that and any other agreement with the same counterparty. The Company's accounting policy is to not offset these positions in its accompanying balance sheets. As of June 30, 2016, the potential effect of netting derivative assets against liabilities due to the master netting agreements was \$2. As of December 31, 2015, all gross amounts presented in the accompanying balance sheets were in a liability position.

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The following tables show the location and amount of gains (losses) reported in the Company's Condensed Consolidated Financial Statements related to the Company's hedges.

	Foreign Currency		Diesel Fixed		Interest Rate	
	Exchange Contracts		Forward Contracts		Contracts	
	2016	2015	2016	2015	2016	2015
For the three months ended June 30,						
Cash flow hedging relationships:						
Gain (loss) recognized in Other comprehensive income (loss) (effective portion)	\$ (3)	\$ 3	\$ 7	\$ 4	\$ —	\$ —
Gain (loss) reclassified from Accumulated other comprehensive income (loss) into income (loss) (effective portion) ⁽¹⁾	\$ (10)	\$ (6)	\$ (5)	\$ (6)	\$ (5)	\$ (4)
Gain (loss) reclassified from Accumulated other comprehensive income (loss) into income (loss) (ineffective portion) ⁽²⁾	\$ —	\$ —	\$ 1	\$ —	\$ —	\$ —
For the six months ended June 30,						
Cash flow hedging relationships:						
Gain (loss) recognized in Other comprehensive income (loss) (effective portion)	\$ 4	\$ (24)	\$ 5	\$ (1)	\$ —	\$ —
Gain (loss) reclassified from Accumulated other comprehensive income (loss) into income (loss) (effective portion) ⁽¹⁾	\$ (20)	\$ (13)	\$ (14)	\$ (13)	\$ (8)	\$ (9)
Gain (loss) reclassified from Accumulated other comprehensive income (loss) into income (loss) (ineffective portion) ⁽²⁾	\$ —	\$ —	\$ 1	\$ 1	\$ —	\$ —

- (1) The gain (loss) recognized for the effective portion of cash flow hedges is included in *Cost applicable to sales* and *Interest expense, net*.
- (2) The ineffective portion recognized for cash flow hedges is included in *Other income, net*.

Based on fair values at June 30, 2016, the amount to be reclassified from *Accumulated other comprehensive income (loss)*, net of tax to income for derivative instruments during the next 12 months is a loss of approximately \$41.

Provisional Gold and Copper Sales

The Company's provisional gold and copper concentrate sales contain an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of the gold and copper concentrates at the prevailing indices' prices at the time of sale. The embedded derivative, which does not qualify for hedge accounting, is marked to market through earnings each period prior to final settlement.

At June 30, 2016, Newmont had gold and copper sales of 258,000 ounces and 125 million pounds priced at an average of \$1,323 per ounce and \$2.19 per pound, respectively, subject to final pricing over the next several months.

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NOTE 13 INVESTMENTS

	At June 30, 2016			
	Cost/Equity Basis	Unrealized		Fair/Equity Basis
		Gain	Loss	
Current:				
Marketable Equity Securities:				
Gabriel Resources Ltd.	\$ 5	\$ 13	\$ —	\$ 18
Other	14	15	(1)	28
	<u>\$ 19</u>	<u>\$ 28</u>	<u>\$ (1)</u>	<u>\$ 46</u>
Non-current:				
Marketable Debt Securities:				
Asset backed commercial paper	\$ 19	\$ 1	\$ —	\$ 20
Auction rate securities	8	—	(1)	7
	<u>27</u>	<u>1</u>	<u>(1)</u>	<u>27</u>
Marketable Equity Securities	19	2	—	21
Other investments, at cost	6	—	—	6
Equity Method Investments:				
TMAC	97	—	—	97
Minera La Zanja S.R.L.	68	—	—	68
Novo Resources Corp.	15	—	—	15
Euronimba Ltd.	3	—	—	3
	<u>\$ 235</u>	<u>\$ 3</u>	<u>\$ (1)</u>	<u>\$ 237</u>

	At December 31, 2015			
	Cost/Equity Basis	Unrealized		Fair/Equity Basis
		Gain	Loss	
Current:				
Marketable Equity Securities:				
Gabriel Resources Ltd.	\$ 5	\$ —	\$ —	\$ 5
Other	14	2	(2)	14
	<u>\$ 19</u>	<u>\$ 2</u>	<u>\$ (2)</u>	<u>\$ 19</u>
Non-current:				
Marketable Debt Securities:				
Asset backed commercial paper	\$ 17	\$ 1	\$ —	\$ 18
Auction rate securities	8	—	(1)	7
	<u>25</u>	<u>1</u>	<u>(1)</u>	<u>25</u>
Marketable Equity Securities:				
Regis Resources Ltd.	81	82	—	163
Other	17	3	—	20
	<u>98</u>	<u>85</u>	<u>—</u>	<u>183</u>
Other investments, at cost	6	—	—	6
Equity Method Investments:				
TMAC	101	—	—	101
Minera La Zanja S.R.L.	71	—	—	71
Novo Resources Corp.	14	—	—	14
Euronimba Ltd.	2	—	—	2
	<u>\$ 317</u>	<u>\$ 86</u>	<u>\$ (1)</u>	<u>\$ 402</u>

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In March 2016, the Company sold its investment in Regis Resources Ltd. for \$184, resulting in a pre-tax gain of \$103 recorded in *Other income, net*. The cost of the investment sold was determined using the specific identification method.

In March 2016, Newmont participated in the TMAC offering acquiring 242,979 shares for C\$2, maintaining its 29.37% ownership interest. During the three months ended June 30, 2016, Newmont's ownership interest was diluted to 29.2% due primarily to the exercising of warrants held by other shareholders. In July 2016, Newmont participated in a second offering acquiring an additional 1,159,000 shares for C\$17.5, maintaining its 29.2% ownership interest. During 2015, Newmont determined that TMAC was no longer considered a variable interest entity and should no longer be consolidated into Newmont's financial results due to a number of financing events, which took place during the year. Newmont deconsolidated the assets, liabilities and non-controlling interest related to TMAC and recognized a gain of \$76, recorded within *Other income, net*, during the third quarter of 2015. The fair value of the retained investment was valued utilizing the market approach applying the IPO share price. Newmont's retained investment in TMAC is accounted for as an equity method investment.

There were no investment impairments for other-than-temporary declines in value during the three and six months ended June 30, 2016. As of June 30, 2016, there was a \$22 increase in the fair value of marketable securities previously impaired, primarily due to Gabriel Resources Ltd., Pilot Gold, Eurasian Minerals Inc. and Loncor Resources Inc. During the three and six months ended June 30, 2015, the Company recognized investment impairments for other-than-temporary declines in value of \$16 and \$73, respectively, primarily related to Regis Resources Ltd., as a result of the continued decline in the stock price. As of June 30, 2015, there was a \$26 decrease in the fair value of marketable securities previously impaired, primarily due to Gabriel Resources Ltd. and Pilot Gold.

The following tables present the gross unrealized losses and fair value of the Company's investments with unrealized losses that are deemed to be temporarily impaired, aggregated by length of time that the individual securities have been in a continuous unrealized loss position:

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
At June 30, 2016						
Marketable equity securities	\$ 4	\$ 1	\$ —	\$ —	\$ 4	\$ 1
Auction rate securities	—	—	7	1	7	1
	<u>\$ 4</u>	<u>\$ 1</u>	<u>\$ 7</u>	<u>\$ 1</u>	<u>\$ 11</u>	<u>\$ 2</u>

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
At December 31, 2015						
Marketable equity securities	\$ 5	\$ 2	\$ —	\$ —	\$ 5	\$ 2
Auction rate securities	—	—	7	1	7	1
	<u>\$ 5</u>	<u>\$ 2</u>	<u>\$ 7</u>	<u>\$ 1</u>	<u>\$ 12</u>	<u>\$ 3</u>

While the fair value of some of the Company's investments in marketable equity securities and auction rate securities are below their respective cost, the Company views these declines as temporary. The Company has the ability and intends to hold its securities until maturity or such time that the market recovers.

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NOTE 14 INVENTORIES

	At June 30, 2016	At December 31, 2015
Materials and supplies	\$ 457	\$ 454
Concentrate and copper cathode	137	128
In-process	123	118
Precious metals	11	10
	<u>\$ 728</u>	<u>\$ 710</u>

NOTE 15 STOCKPILES AND ORE ON LEACH PADS

	At June 30, 2016	At December 31, 2015
Current:		
Stockpiles	\$ 543	\$ 554
Ore on leach pads	410	342
	<u>\$ 953</u>	<u>\$ 896</u>
Non-current:		
Stockpiles	\$ 2,595	\$ 2,622
Ore on leach pads	361	378
	<u>\$ 2,956</u>	<u>\$ 3,000</u>

	At June 30, 2016	At December 31, 2015
Stockpiles and ore on leach pads:		
Carlin	\$ 440	\$ 394
Phoenix	105	106
Twin Creeks	334	329
Long Canyon	1	—
CC&V	348	319
Yanacocha	409	440
Merian	8	4
Boddington	395	390
Tanami	8	12
Kalgoorlie	107	109
Batu Hijau	1,158	1,218
Ahafo	471	456
Akyem	125	119
	<u>\$ 3,909</u>	<u>\$ 3,896</u>

During the three and six months ended June 30, 2016, the Company recorded write-downs of \$57 and \$107, respectively, classified as components of *Costs applicable to sales* and write-downs of \$26 and \$50, respectively, classified as components of *Depreciation and amortization* to reduce the carrying value of stockpiles and ore on leach pads to net realizable value. Adjustments to net realizable value are a result of higher future processing costs in addition to stripping campaigns driving lower grade and lower recovery resulting in higher costs per unit. Of the write-downs during the three months ended June 30, 2016, \$31 is related to Carlin, \$10 to Twin Creeks and \$42 to Yanacocha. Of the write-downs during the six months ended June 30, 2016, \$58 is related to Carlin, \$12 to Twin Creeks and \$87 to Yanacocha.

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NOTE 16 DEBT

On March 29, 2016, the Company accepted for purchase approximately \$274 of its 2019 Notes and \$226 of its 2039 Notes through a debt tender offer. The company recorded a net pre-tax loss of \$4 in *Other income, net* as a result of the debt tender offer. Additionally, the Company reclassified \$2 in *Interest expense, net* from *Accumulated other comprehensive income (loss)* related to the acceleration of the unrealized gains on the treasury rate lock contracts, which were entered into upon issuance of the Notes in 2009.

During the second quarter, the company paid \$140 on the PTNNT revolving credit facility. There was \$24 and \$nil in current restricted assets at June 30, 2016 and December 31, 2015, respectively, for future payments on the PTNNT revolving credit facility as required by local statutes. Current restricted assets are included in *Other current assets*.

Scheduled minimum debt repayments are \$3 for the remainder of 2016, \$765 in 2017, \$nil in 2018, \$901 in 2019, \$nil in 2020 and \$3,974 thereafter. Scheduled minimum capital lease repayments are \$3 in 2016, \$6 in 2017, \$4 in 2018, \$4 in 2019, \$1 in 2020 and \$3 thereafter.

NOTE 17 OTHER LIABILITIES

	At June 30, 2016	At December 31, 2015
Other current liabilities:		
Accrued operating costs	\$ 122	\$ 105
Accrued capital expenditures	86	121
Reclamation and remediation liabilities	69	71
Accrued interest	63	71
Derivative instruments	39	63
Royalties	52	63
Holt property royalty	13	10
Taxes other than income and mining	6	9
Other	29	27
	<u>\$ 479</u>	<u>\$ 540</u>
Other non-current liabilities:		
Holt property royalty	\$ 187	\$ 119
Income and mining taxes	80	78
Power supply agreements	31	31
Social development obligations	29	29
Derivative instruments	11	29
Boddington contingent consideration	10	10
Other	13	14
	<u>\$ 361</u>	<u>\$ 310</u>

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NOTE 18 CHANGES IN EQUITY

	<u>Six Months Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>
Common stock:		
At beginning of period	\$ 847	\$ 798
Stock-based awards	2	2
Stock issuance	—	46
At end of period	<u>849</u>	<u>846</u>
Additional paid-in capital:		
At beginning of period	9,427	8,712
Stock-based awards	30	38
Stock issuance	—	629
Sale of noncontrolling interests	—	12
At end of period	<u>9,457</u>	<u>9,391</u>
Accumulated other comprehensive income (loss):		
At beginning of period	(334)	(478)
Other comprehensive income (loss)	(7)	38
At end of period	<u>(341)</u>	<u>(440)</u>
Retained earnings:		
At beginning of period	1,410	1,242
Net income (loss) attributable to Newmont stockholders	75	255
Dividends paid	(27)	(23)
At end of period	<u>1,458</u>	<u>1,474</u>
Noncontrolling interests:		
At beginning of period	2,942	2,815
Net income (loss) attributable to noncontrolling interests	122	122
Dividends paid to noncontrolling interests	(146)	(3)
Funding from noncontrolling interests, net	43	45
Sale of noncontrolling interests, net	—	22
Other	(1)	(4)
At end of period	<u>2,960</u>	<u>2,997</u>
Total equity	<u>\$ 14,383</u>	<u>\$ 14,268</u>

NOTE 19 RECLASSIFICATIONS OUT OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	Unrealized gain	Foreign	Pension and	Changes in	
	(loss) on	currency	other	fair value of	
	marketable	translation	post	cash flow	
	securities, net	adjustments	-retirement	hedge	Total
	adjustments	adjustments	benefit	instruments	Total
Balance at December 31, 2015	\$ (43)	\$ 116	\$ (207)	\$ (200)	\$ (334)
Change in other comprehensive income (loss) before reclassifications	47	7	1	7	62
Reclassifications from accumulated other comprehensive income (loss)	(103)	—	6	28	(69)
Net current-period change	(56)	7	7	35	(7)
Balance at June 30, 2016	<u>\$ (99)</u>	<u>\$ 123</u>	<u>\$ (200)</u>	<u>\$ (165)</u>	<u>\$ (341)</u>

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(dollars in millions, except per share, per ounce and per pound amounts)

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified from Accumulated Other Comprehensive Income (Loss)				Affected Line Item in the Condensed Consolidated Statements of Income
	Three Months Ended June 30,		Six Months Ended June 30,		
	2016	2015	2016	2015	
Marketable securities adjustments:					
Sale of marketable securities	\$ —	\$ —	\$ (103)	\$ —	(1) Other income, net
Impairment of marketable securities	—	16	—	73	Other income, net
Total before tax	—	16	(103)	72	
Tax benefit (expense)	—	—	—	—	
Net of tax	<u>\$ —</u>	<u>\$ 16</u>	<u>\$ (103)</u>	<u>\$ 72</u>	
Pension and other post-retirement benefit adjustments:					
Amortization	\$ 4	\$ 7	\$ 9	\$ 14	(1)
Tax benefit (expense)	(1)	(2)	(3)	(4)	
Net of tax	<u>\$ 3</u>	<u>\$ 5</u>	<u>\$ 6</u>	<u>\$ 10</u>	
Hedge instruments adjustments:					
Operating cash flow hedges (effective portion)	\$ 15	\$ 12	\$ 34	\$ 26	Costs applicable to sales
Operating cash flow hedges (ineffective portion)	(1)	—	(1)	(1)	Other income, net
Interest rate contracts	5	4	8	9	Interest expense, net
Total before tax	19	16	41	34	
Tax benefit (expense)	(5)	(5)	(13)	(11)	
Net of tax	<u>\$ 14</u>	<u>\$ 11</u>	<u>\$ 28</u>	<u>\$ 23</u>	
Total reclassifications for the period, net of tax	<u>\$ 17</u>	<u>\$ 32</u>	<u>\$ (69)</u>	<u>\$ 105</u>	

(1) Included in *General and administrative* or included as a component of *Costs applicable to sales*, which are incurred in the inventory/production process. Refer to Note 2 to the Consolidated Financial Statements for the year ended December 31, 2015 filed February 17, 2016 on Form 10-K for information on costs that benefit the inventory/production process.

NOTE 20 NET CHANGE IN OPERATING ASSETS AND LIABILITIES

Net cash provided by operating activities attributable to the net change in operating assets and liabilities is composed of the following:

	Six Months Ended June 30,	
	2016	2015
Decrease (increase) in operating assets:		
Trade and other accounts receivables	\$ 13	\$ (89)
Inventories, stockpiles and ore on leach pads	(120)	(179)
EGR refinery and other assets ⁽¹⁾	—	(82)
Other assets	(32)	78
Increase (decrease) in operating liabilities:		
Accounts payable	(51)	(10)
EGR refinery and other liabilities ⁽¹⁾	—	82
Reclamation liabilities	(18)	(38)
Other accrued liabilities	23	(30)
	<u>\$ (185)</u>	<u>\$ (268)</u>

(1) On July 24, 2015, the Company sold its ownership interest in European Gold Refinery Holdings (“EGR”).



NEWMONT MINING CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

NOTE 21 CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

The following Condensed Consolidating Financial Statements are presented to satisfy disclosure requirements of Rule 3-10(e) of Regulation S-X resulting from the inclusion of Newmont USA Limited (“Newmont USA”), a wholly-owned subsidiary of Newmont, as a co-registrant with Newmont on debt securities issued under a shelf registration statement on Form S-3 filed under the Securities Act of 1933 under which securities of Newmont (including debt securities guaranteed by Newmont USA) may be issued (the “Shelf Registration Statement”). In accordance with Rule 3-10(e) of Regulation S-X, Newmont USA, as the subsidiary guarantor, is 100% owned by Newmont, the guarantees are full and unconditional, and no other subsidiary of Newmont guaranteed any security issued under the Shelf Registration Statement. There are no restrictions on the ability of Newmont or Newmont USA to obtain funds from its subsidiaries by dividend or loan.

During the first quarter of 2016, the Company conducted certain restructurings for tax planning purposes which modified the entities owned by the guarantor and impacted their respective Condensed Consolidating Financial statements.

Condensed Consolidating Statement of Operation	Three Months Ended June 30, 2016				
	(Issuer)	(Guarantor)	(Non-Guarantor)		Newmont Mining Corporation Consolidated
	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	
Sales	\$ —	\$ 459	\$ 1,579	\$ —	\$ 2,038
Costs and expenses					
Costs applicable to sales ⁽¹⁾	—	284	775	—	1,059
Depreciation and amortization	2	76	236	—	314
Reclamation and remediation	—	4	21	—	25
Exploration	—	10	28	—	38
Advanced projects, research and development	—	3	41	—	44
General and administrative	—	23	41	—	64
Other expense, net	—	9	10	—	19
	<u>2</u>	<u>409</u>	<u>1,152</u>	<u>—</u>	<u>1,563</u>
Other income (expense)					
Other income, net	(9)	1	8	—	—
Interest income - intercompany	31	—	10	(41)	—
Interest expense - intercompany	(10)	—	(31)	41	—
Interest expense, net	(64)	—	(7)	—	(71)
	<u>(52)</u>	<u>1</u>	<u>(20)</u>	<u>—</u>	<u>(71)</u>
Income (loss) before income and mining tax and other items	(54)	51	407	—	404
Income and mining tax benefit (expense)	(45)	(5)	(260)	—	(310)
Equity income (loss) of affiliates	122	(174)	(5)	52	(5)
Income (loss) from continuing operations	23	(128)	142	52	89
Income (loss) from discontinued operations	—	—	(27)	—	(27)
Net income (loss)	23	(128)	115	52	62
Net loss (income) attributable to noncontrolling interests	—	—	(39)	—	(39)
Net income (loss) attributable to Newmont stockholders	\$ 23	\$ (128)	\$ 76	\$ 52	\$ 23
Comprehensive income (loss)	\$ 68	\$ (116)	\$ 145	\$ 10	\$ 107
Comprehensive loss (income) attributable to noncontrolling interests	—	—	(39)	—	(39)
Comprehensive income (loss) attributable to Newmont stockholders	\$ 68	\$ (116)	\$ 106	\$ 10	\$ 68

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

NEWMONT MINING CORPORATION

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(dollars in millions, except per share, per ounce and per pound amounts)

Condensed Consolidating Statement of Operation	Three Months Ended June 30, 2015				
	(Issuer) Newmont Mining Corporation	(Guarantor) Newmont USA	(Non- Guarantor) Other Subsidiaries	Eliminations	Newmont Mining Corporation Consolidated
Sales	\$ —	\$ 445	\$ 1,463	\$ —	\$ 1,908
Costs and expenses					
Costs applicable to sales ⁽¹⁾	—	282	745	—	1,027
Depreciation and amortization	1	72	203	—	276
Reclamation and remediation	—	4	22	—	26
Exploration	—	10	38	—	48
Advanced projects, research and development	—	3	30	—	33
General and administrative	—	24	44	—	68
Other expense, net	—	6	21	—	27
	1	401	1,103	—	1,505
Other income (expense)					
Other income, net	19	—	(42)	—	(23)
Interest income - intercompany	33	11	2	(46)	—
Interest expense - intercompany	(4)	—	(42)	46	—
Interest expense, net	(71)	(2)	(9)	—	(82)
	(23)	9	(91)	—	(105)
Income (loss) before income and mining tax and other items	(24)	53	269	—	298
Income and mining tax benefit (expense)	10	(8)	(154)	—	(152)
Equity income (loss) of affiliates	86	(22)	20	(91)	(7)
Income (loss) from continuing operations	72	23	135	(91)	139
Income (loss) from discontinued operations	—	—	9	—	9
Net income (loss)	72	23	144	(91)	148
Net loss (income) attributable to noncontrolling interests	—	—	(102)	26	(76)
Net income (loss) attributable to Newmont stockholders	\$ 72	\$ 23	\$ 42	\$ (65)	\$ 72
Comprehensive income (loss)	\$ 124	\$ 67	\$ 151	\$ (142)	\$ 200
Comprehensive loss (income) attributable to noncontrolling interests	—	—	(102)	26	(76)
Comprehensive income (loss) attributable to Newmont stockholders	\$ 124	\$ 67	\$ 49	\$ (116)	\$ 124

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

NEWMONT MINING CORPORATION
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(dollars in millions, except per share, per ounce and per pound amounts)

Condensed Consolidating Statement of Operation	Six Months Ended June 30, 2016				
	(Issuer)	(Guarantor)	(Non-Guarantor)		Newmont
	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	Corporation Consolidated
Sales	\$ —	\$ 930	\$ 3,140	\$ —	\$ 4,070
Costs and expenses					
Costs applicable to sales ⁽¹⁾	—	590	1,550	—	2,140
Depreciation and amortization	2	160	474	—	636
Reclamation and remediation	—	7	43	—	50
Exploration	—	16	52	—	68
Advanced projects, research and development	—	5	67	—	72
General and administrative	—	40	81	—	121
Other expense, net	—	13	24	—	37
	2	831	2,291	—	3,124
Other income (expense)					
Other income, net	—	1	97	—	98
Interest income - intercompany	61	—	19	(80)	—
Interest expense - intercompany	(18)	—	(62)	80	—
Interest expense, net	(135)	(2)	(13)	—	(150)
	(92)	(1)	41	—	(52)
Income (loss) before income and mining tax and other items	(94)	98	890	—	894
Income and mining tax benefit (expense)	30	(16)	(648)	—	(634)
Equity income (loss) of affiliates	139	(448)	(3)	302	(10)
Income (loss) from continuing operations	75	(366)	239	302	250
Income (loss) from discontinued operations	—	—	(53)	—	(53)
Net income (loss)	75	(366)	186	302	197
Net loss (income) attributable to noncontrolling interests	—	—	(122)	—	(122)
Net income (loss) attributable to Newmont stockholders	\$ 75	\$ (366)	\$ 64	\$ 302	\$ 75
Comprehensive income (loss)	\$ 68	\$ (348)	\$ 155	\$ 315	\$ 190
Comprehensive loss (income) attributable to noncontrolling interests	—	—	(122)	—	(122)
Comprehensive income (loss) attributable to Newmont stockholders	\$ 68	\$ (348)	\$ 33	\$ 315	\$ 68

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

NEWMONT MINING CORPORATION

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(dollars in millions, except per share, per ounce and per pound amounts)

Condensed Consolidating Statement of Operation	Six Months Ended June 30, 2015				
	(Issuer)	(Guarantor)	(Non-Guarantor)		Newmont
	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	Corporation Consolidated
Sales	\$ —	\$ 947	\$ 2,933	\$ —	\$ 3,880
Costs and expenses					
Costs applicable to sales ⁽¹⁾	—	571	1,483	—	2,054
Depreciation and amortization	2	149	414	—	565
Reclamation and remediation	—	7	42	—	49
Exploration	—	16	65	—	81
Advanced projects, research and development	—	6	55	—	61
General and administrative	—	38	88	—	126
Other expense, net	—	9	35	—	44
	2	796	2,182	—	2,980
Other income (expense)					
Other income, net	(9)	9	(12)	—	(12)
Interest income - intercompany	66	11	7	(84)	—
Interest expense - intercompany	(7)	—	(77)	84	—
Interest expense, net	(148)	(3)	(16)	—	(167)
	(98)	17	(98)	—	(179)
Income (loss) before income and mining tax and other items	(100)	168	653	—	721
Income and mining tax benefit (expense)	35	(37)	(343)	—	(345)
Equity income (loss) of affiliates	320	(33)	43	(346)	(16)
Income (loss) from continuing operations	255	98	353	(346)	360
Income (loss) from discontinued operations	—	—	17	—	17
Net income (loss)	255	98	370	(346)	377
Net loss (income) attributable to noncontrolling interests	—	—	(179)	57	(122)
Net income (loss) attributable to Newmont stockholders	\$ 255	\$ 98	\$ 191	\$ (289)	\$ 255
Comprehensive income (loss)	\$ 293	\$ 149	\$ 352	\$ (379)	\$ 415
Comprehensive loss (income) attributable to noncontrolling interests	—	—	(173)	51	(122)
Comprehensive income (loss) attributable to Newmont stockholders	\$ 293	\$ 149	\$ 179	\$ (328)	\$ 293

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

NEWMONT MINING CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

Condensed Consolidating Statement of Cash Flows	Six Months Ended June 30, 2016				
	(Issuer)	(Guarantor)	(Non-Guarantor)		Newmont
	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	Corporation Consolidated
Operating activities:					
Net cash provided by operating activities	\$ 720	\$ 304	\$ 1,137	\$ (862)	\$ 1,299
Investing activities:					
Additions to property, plant and mine development	—	(129)	(462)	—	(591)
Sales of investments	—	—	184	—	184
Sales of other assets	—	—	8	—	8
Other	—	—	(6)	—	(6)
Net cash used in investing activities	—	(129)	(276)	—	(405)
Financing activities:					
Repayment of debt	(498)	(1)	(142)	—	(641)
Net intercompany borrowings (repayments)	(195)	(492)	687	—	—
Funding from noncontrolling interests	—	—	50	—	50
Dividends paid to noncontrolling interests	—	—	(146)	—	(146)
Dividends paid to common stockholders	(27)	(862)	—	862	(27)
(Increase) decrease in restricted cash	—	—	(13)	—	(13)
Other	—	—	(1)	—	(1)
Net cash (used in) provided by financing activities	(720)	(1,355)	435	862	(778)
Effect of exchange rate changes on cash	—	—	4	—	4
Net change in cash and cash equivalents	—	(1,180)	1,300	—	120
Cash and cash equivalents at beginning of period	—	1,181	1,601	—	2,782
Cash and cash equivalents at end of period	\$ —	\$ 1	\$ 2,901	\$ —	\$ 2,902

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(dollars in millions, except per share, per ounce and per pound amounts)

	Six Months Ended June 30, 2015				
	(Issuer) Newmont Mining Corporation	(Guarantor) Newmont USA	(Non- Guarantor) Other Subsidiaries	Eliminations	Newmont Mining Corporation Consolidated
Condensed Consolidating Statement of Cash Flows					
Operating activities:					
Net cash provided by operating activities	\$ 69	\$ 175	\$ 819	\$ —	\$ 1,063
Investing activities:					
Additions to property, plant and mine development	—	(160)	(446)	—	(606)
Sales of investments	—	25	4	—	29
Sales of other assets	—	6	38	—	44
Other	—	—	(6)	—	(6)
Net cash used in investing activities	—	(129)	(410)	—	(539)
Financing activities:					
Repayment of debt	(200)	(1)	(80)	—	(281)
Net intercompany borrowings (repayments)	(518)	619	(101)	—	—
Proceeds from stock issuance, net	675	—	—	—	675
Sale of noncontrolling interests	—	3	34	—	37
Funding from noncontrolling interests	—	—	62	—	62
Dividends paid to noncontrolling interests	—	—	(3)	—	(3)
Dividends paid to common stockholders	(23)	—	—	—	(23)
(Increase) decrease in restricted cash	—	—	(59)	—	(59)
Other	(3)	1	(6)	—	(8)
Net cash (used in) provided by financing activities	(69)	622	(153)	—	400
Effect of exchange rate changes on cash	—	—	(19)	—	(19)
Net change in cash and cash equivalents	—	668	237	—	905
Cash and cash equivalents at beginning of period	—	1,097	1,306	—	2,403
Cash and cash equivalents at end of period	\$ —	\$ 1,765	\$ 1,543	\$ —	\$ 3,308

NEWMONT MINING CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(dollars in millions, except per share, per ounce and per pound amounts)

Condensed Consolidating Balance Sheet	At June 30, 2016				
	(Issuer)	(Guarantor)	(Non-Guarantor)		Newmont Mining Corporation Consolidated
	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	
Assets:					
Cash and cash equivalents	\$ —	\$ 1	\$ 2,901	\$ —	\$ 2,902
Trade receivables	—	35	280	—	315
Other accounts receivables	—	1	193	—	194
Intercompany receivable	5,546	5,806	10,486	(21,838)	—
Investments	—	—	46	—	46
Inventories	—	144	584	—	728
Stockpiles and ore on leach pads	—	260	693	—	953
Other current assets	—	40	116	—	156
Current assets	5,546	6,287	15,299	(21,838)	5,294
Property, plant and mine development, net	23	3,172	11,077	(38)	14,234
Investments	—	15	222	—	237
Investments in subsidiaries	14,654	1,422	—	(16,076)	—
Stockpiles and ore on leach pads	—	612	2,344	—	2,956
Deferred income tax assets	266	311	1,177	(490)	1,264
Non-current intercompany receivable	1,703	532	112	(2,347)	—
Other non-current assets	—	206	512	—	718
Total assets	<u>\$ 22,192</u>	<u>\$ 12,557</u>	<u>\$ 30,743</u>	<u>\$ (40,789)</u>	<u>\$ 24,703</u>
Liabilities:					
Debt	\$ —	\$ 3	\$ 193	\$ —	\$ 196
Accounts payable	—	60	288	—	348
Intercompany payable	5,261	4,873	11,704	(21,838)	—
Employee-related benefits	—	85	126	—	211
Income and mining taxes	—	5	121	—	126
Other current liabilities	62	94	323	—	479
Current liabilities	5,323	5,120	12,755	(21,838)	1,360
Debt	5,361	5	9	—	5,375
Reclamation and remediation liabilities	—	237	1,598	—	1,835
Deferred income tax liabilities	—	88	1,328	(490)	926
Employee-related benefits	2	292	169	—	463
Non-current intercompany payable	83	—	2,302	(2,385)	—
Other non-current liabilities	—	29	332	—	361
Total liabilities	<u>10,769</u>	<u>5,771</u>	<u>18,493</u>	<u>(24,713)</u>	<u>10,320</u>
Equity:					
Newmont stockholders' equity	11,423	6,786	9,290	(16,076)	11,423
Noncontrolling interests	—	—	2,960	—	2,960
Total equity	<u>11,423</u>	<u>6,786</u>	<u>12,250</u>	<u>(16,076)</u>	<u>14,383</u>
Total liabilities and equity	<u>\$ 22,192</u>	<u>\$ 12,557</u>	<u>\$ 30,743</u>	<u>\$ (40,789)</u>	<u>\$ 24,703</u>

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Condensed Consolidating Balance Sheet	At December 31, 2015				
	(Issuer)	(Guarantor)	(Non-Guarantor)	Eliminations	Newmont Mining Corporation Consolidated
	Newmont Mining Corporation	Newmont USA	Other Subsidiaries		
Assets:					
Cash and cash equivalents	\$ —	\$ 1,181	\$ 1,601	\$ —	\$ 2,782
Trade receivables	—	31	229	—	260
Other accounts receivables	—	—	185	—	185
Intercompany receivable	4,587	6,212	8,101	(18,900)	—
Investments	—	—	19	—	19
Inventories	—	158	552	—	710
Stockpiles and ore on leach pads	—	201	695	—	896
Other current assets	—	53	78	—	131
Current assets	4,587	7,836	11,460	(18,900)	4,983
Property, plant and mine development, net	26	3,179	11,136	(38)	14,303
Investments	—	15	387	—	402
Investments in subsidiaries	15,650	3,886	2,820	(22,356)	—
Stockpiles and ore on leach pads	—	621	2,379	—	3,000
Deferred income tax assets	223	757	1,228	(490)	1,718
Non-current intercompany receivable	1,742	434	108	(2,284)	—
Other non-current assets	—	253	477	—	730
Total assets	\$ 22,228	\$ 16,981	\$ 29,995	\$ (44,068)	\$ 25,136
Liabilities:					
Debt	\$ —	\$ 3	\$ 146	\$ —	\$ 149
Accounts payable	—	78	318	—	396
Intercompany payable	4,888	5,495	8,517	(18,900)	—
Employee-related benefits	—	136	157	—	293
Income and mining taxes	—	—	38	—	38
Other current liabilities	70	133	337	—	540
Current liabilities	4,958	5,845	9,513	(18,900)	1,416
Debt	5,839	7	195	—	6,041
Reclamation and remediation liabilities	—	231	1,569	—	1,800
Deferred income tax liabilities	—	85	1,245	(490)	840
Employee-related benefits	—	283	154	—	437
Non-current intercompany payable	81	—	2,241	(2,322)	—
Other non-current liabilities	—	37	273	—	310
Total liabilities	10,878	6,488	15,190	(21,712)	10,844
Equity:					
Newmont stockholders' equity	11,350	10,493	10,202	(20,695)	11,350
Noncontrolling interests	—	—	4,603	(1,661)	2,942
Total equity	11,350	10,493	14,805	(22,356)	14,292
Total liabilities and equity	\$ 22,228	\$ 16,981	\$ 29,995	\$ (44,068)	\$ 25,136

NOTE 22 COMMITMENTS AND CONTINGENCIES
General

Estimated losses from contingencies are accrued by a charge to income when information available prior to issuance of the financial statements indicates that it is probable that a liability could be incurred and the amount of the loss can be reasonably estimated. Legal expenses associated with the contingency are expensed as incurred. If a loss contingency is not probable or reasonably estimable, disclosure of the contingency and estimated range of loss, if

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determinable, is made in the financial statements when it is at least reasonably possible that a material loss could be incurred.

Operating Segments

The Company's operating segments are identified in Note 4. Except as noted in this paragraph, all of the Company's commitments and contingencies specifically described herein are included in Corporate and Other. The Yanacocha matters relate to the South America reportable segment. The PTNNT matters relate to the Asia Pacific reportable segment. The Fronteer matters relate to the North America reportable segment.

Environmental Matters

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect the public health and environment and believes its operations are in compliance with applicable laws and regulations in all material respects. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures.

Reclamation costs are allocated to expense over the life of the related assets and are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either the timing or amount of the reclamation costs. Reclamation obligations are based on when the spending for an existing environmental disturbance will occur. The Company reviews, on at least an annual basis, the reclamation obligation at each mine.

Accounting for reclamation obligations requires management to make estimates unique to each mining operation of the future costs the Company will incur to complete the reclamation work required to comply with existing laws and regulations. As mining operations progress over their mine life, the Company is able to more accurately predict the estimated future reclamation costs. Any such changes in future costs, the timing of reclamation activities, or scope could materially impact the amounts charged to earnings for reclamation. Additionally, future changes to environmental laws and regulations could increase the extent of reclamation work required.

In early 2015, the Peruvian government agency responsible for certain environmental regulations, the Ministry of the Environment ("MINAM"), issued proposed water quality criteria for designated beneficial uses which apply to mining companies, including Yanacocha. These criteria would modify the in-stream water quality criteria pursuant to which Yanacocha has been designing water treatment processes and infrastructure. In December 2015, MINAM issued the final regulation that modified the water quality standards and the Company has one year to submit a modification to the previously approved Environmental Impact Assessment which is due February 15, 2017. A total of up to four years are allowed for permitting, detailed engineering, and construction of water treatment facilities required for compliance with the new water quality standards. Yanacocha is currently assessing treatment options in connection with the new water quality standards, which are expected to result in increased costs. If Yanacocha is unsuccessful in designing, constructing and implementing effective treatment options in the next four years, it could result in potential fines and penalties relating to potential intermittent non-compliant exceedances.

In addition to assessing water treatment options to comply with the new water standards described above, the Company is also performing a comprehensive update to the Yanacocha reclamation plan to address stakeholder input and changes in closure activities and estimated closure costs while preserving optionality for potential future projects at Yanacocha.

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(dollars in millions, except per share, per ounce and per pound amounts)

The revised reclamation plan, once approved, could result in a material increase in the reclamation obligation at Yanacocha. Additionally, increases in the future reclamation costs at Yanacocha could result in a significant increase in all-in sustaining costs per ounce and possibly result in impairments to Yanacocha's long-lived assets based upon then current mine plans. The Company will continue to advance the update to the Yanacocha reclamation plan and expect to further refine the associated cost estimates in late 2016 in connection with completing the revised Environmental Impact Assessment and our mine planning process.

For a complete discussion of the factors that influence our reclamation obligations and the associated risks, refer to Managements' Discussion and Analysis of Consolidated Financial Condition and Results of Operations under the heading "Critical Accounting Policies" and refer to Risk Factors under the heading "Mine closure and remediation costs for environmental liabilities may exceed the provisions we have made" for the year ended December 31, 2015 filed February 17, 2016 on Form 10-K.

At June 30, 2016 and December 31, 2015, \$1,593 and \$1,553, respectively, were accrued for reclamation costs relating to currently or recently producing mineral properties in accordance with asset retirement obligation guidance. The current portions of \$35 and \$37 at June 30, 2016 and December 31, 2015, respectively, are included in *Other current liabilities*.

In addition, the Company is involved in several matters concerning environmental obligations associated with former mining activities. Generally, these matters concern developing and implementing remediation plans at the various sites involved. The Company believes that the related environmental obligations associated with these sites are similar in nature with respect to the development of remediation plans, their risk profile and the compliance required to meet general environmental standards. Based upon the Company's best estimate of its liability for these matters, \$311 and \$318 were accrued for such obligations at June 30, 2016 and December 31, 2015, respectively. These amounts are included in *Other current liabilities* and *Reclamation and remediation liabilities*. Depending upon the ultimate resolution of these matters, the Company believes that it is reasonably possible that the liability for these matters could be as much as 41% greater or 1% lower than the amount accrued at June 30, 2016. The amounts accrued are reviewed periodically based upon facts and circumstances available at the time. Changes in estimates are recorded in *Reclamation and remediation* in the period estimates are revised.

Refer to Note 5 for further information regarding reclamation and remediation. Details about certain of the more significant matters are discussed below.

Newmont USA Limited - 100% Newmont Owned

Ross-Adams Mine Site. By letter dated June 5, 2007, the U.S. Forest Service ("USFS") notified Newmont that it had expended approximately \$0.3 in response costs to address environmental conditions at the Ross-Adams mine in Prince of Wales, Alaska, and requested Newmont USA Limited pay those costs and perform an Engineering Evaluation/Cost Analysis ("EE/CA") to assess what future response activities might need to be completed at the site. Newmont agreed to perform the EE/CA, which has been provided to the USFS. During the first quarter of 2016, the USFS confirmed approval of the EE/CA, and Newmont issued written notice to the USFS certifying that all requirements of the Administrative Settlement Agreement and Order on Consent ("ASAOC") between the USFS and Newmont have been completed. Newmont anticipates that the USFS will issue an Action Memorandum in the third quarter of 2016 to select the preferred removal action alternative identified in the EE/CA. The ASAOC will be final upon USFS concurrence with the notice of completion and Newmont payment of USFS response costs, which are anticipated to be received from the USFS in the third quarter of 2016. Any future liability associated with the Ross-Adams site would be subject to future negotiations with the USFS. Upon USFS issuing the Action Memorandum, Newmont will resume discussions with another potential responsible party to discuss possible allocation of future costs for

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implementing the remedy. No assurances can be made at this time with respect to the outcome of such negotiations and Newmont cannot predict the likelihood of additional expenditures related to this matter.

Dawn Mining Company LLC (“Dawn”) - 51% Newmont Owned

Midnite Mine Site and Mill Site . Dawn previously leased an open pit uranium mine, currently inactive, on the Spokane Indian Reservation in the State of Washington. The mine site is subject to regulation by agencies of the U.S. Department of Interior (the Bureau of Indian Affairs and the Bureau of Land Management), as well as the U.S. Environmental Protection Agency (“EPA”).

As per the Consent Decree approved by the U.S. District Court for the Eastern District of Washington on January 17, 2012, the following actions were required of Newmont, Dawn, the Department of the Interior and the EPA: (i) Newmont and Dawn would design, construct and implement the cleanup plan selected by the EPA in 2006 for the Midnite Mine site; (ii) Newmont and Dawn would reimburse the EPA for its costs associated with overseeing the work; (iii) the Department of the Interior would contribute a lump sum amount toward past EPA costs and future costs related to the cleanup of the Midnite Mine site; (iv) Newmont and Dawn would be responsible for all other EPA oversight costs and Midnite Mine site cleanup costs and (v) Newmont would post a surety bond for work at the site.

During 2012, the Department of Interior contributed its share of past EPA costs and future costs related to the cleanup of the Midnite Mine site in a lump sum payment of \$42, which Newmont classified as restricted assets with interest on the consolidated balance sheets for all periods presented. Additionally in 2012, Newmont initiated the remedial design process and subsequently submitted interim process update reports at the 30% design, 60% design and 90% design level of completion, which were approved by the EPA in July 2012, April 2014 and April 2015, respectively. Upon approval by the EPA of the 90% design coupled with the resolution of uncertainties regarding site access and material use, the expected remediation design was reasonably certain and Newmont commissioned an independent cost estimate of the overall project costs based on the 90% design. The remediation liability for the Midnite Mine site and Mill site is approximately \$215 at June 30, 2016.

Other Legal Matters

Minera Yanacocha S.R.L. - 51.35% Newmont Owned

Choropampa . In June 2000, a transport contractor of Yanacocha spilled approximately 151 kilograms of elemental mercury near the town of Choropampa, Peru, which is located 53 miles (85 kilometers) southwest of the Yanacocha mine. Elemental mercury is not used in Yanacocha’s operations but is a by-product of gold mining and was sold to a Lima firm for use in medical instruments and industrial applications. A comprehensive health and environmental remediation program was undertaken by Yanacocha in response to the incident. In August 2000, Yanacocha paid under protest a fine of 1,740,000 Peruvian soles (approximately \$0.5) to the Peruvian government. Yanacocha has entered into settlement agreements with a number of individuals impacted by the incident. As compensation for the disruption and inconvenience caused by the incident, Yanacocha entered into agreements with and provided a variety of public works in the three communities impacted by this incident. Yanacocha cannot predict the likelihood of additional expenditures related to this matter.

Additional lawsuits relating to the Choropampa incident were filed against Yanacocha in the local courts of Cajamarca, Peru, in May 2002 by over 900 Peruvian citizens. A significant number of the plaintiffs in these lawsuits entered into settlement agreements with Yanacocha prior to filing such claims. In April 2008, the Peruvian Supreme Court upheld the validity of these settlement agreements, which the Company expects to result in the dismissal of all claims brought by previously settled plaintiffs. Yanacocha has also entered into settlement agreements with approximately 350 additional plaintiffs. The claims asserted by approximately 200 plaintiffs remain. In 2011, Yanacocha

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was served with 23 complaints alleging grounds to nullify the settlements entered into between Yanacocha and the plaintiffs. Yanacocha has answered the complaints and the court has dismissed several of the matters and the plaintiffs have filed appeals. All appeals were referred to the Civil Court of Cajamarca, which affirmed the decisions of the lower court judge. The plaintiffs have filed appeals of such orders before the Supreme Court. Some of these appeals were dismissed by the Supreme Court in favor of Yanacocha and others are pending resolution. Yanacocha will continue to vigorously defend its position. Neither the Company nor Yanacocha can reasonably estimate the ultimate loss relating to such claims.

Administrative Actions . The Peruvian government agency responsible for environmental evaluation and inspection, Organismo Evaluacion y Fiscalizacion Ambiental (“OEFA”), conducts periodic reviews of the Yanacocha site. In 2011, 2012, 2013, the first quarter of 2015 and second quarter of 2016, OEFA issued notices of alleged violations of OEFA standards to Yanacocha and Conga relating to past inspections. OEFA has resolved some alleged violations with minimal or no findings. Total fines for all outstanding OEFA alleged violations remain dependent upon the number of units associated with the alleged violations. In the first quarter of 2015, the water authority of Cajamarca issued notices of alleged regulatory violations. The alleged OEFA violations currently range from zero to 40,372 units and the water authority alleged violations range from zero to 20,000 units, with each unit having a potential fine equivalent to approximately \$.00118 (\$0 to \$71). Yanacocha and Conga are responding to all notices of alleged violations, but cannot reasonably predict the outcome of the agency allegations.

Conga Project Constitutional Claim . On October 18, 2012, Marco Antonio Arana Zegarra filed a constitutional claim against the Ministry of Energy and Mines and Yanacocha requesting the Court to order the suspension of the Conga project as well as to declare not applicable the October 27, 2010, directorial resolution approving the Conga project Environmental Impact Assessment (“EIA”). On October 23, 2012, a Cajamarca judge dismissed the claims based on formal grounds finding that: (i) plaintiffs had not exhausted previous administrative proceedings; (ii) the directorial resolution approving the Conga EIA is valid, and was not challenged when issued in the administrative proceedings; (iii) there was inadequate evidence to conclude that the Conga project is a threat to the constitutional right of living in an adequate environment and; (iv) the directorial resolution approving the Conga project EIA does not guarantee that the Conga project will proceed, so there was no imminent threat to be addressed by the Court. The plaintiffs appealed the dismissal of the case. The Civil Court of the Superior Court of Cajamarca confirmed the above mentioned resolution and the plaintiff presented an appeal. On March 13, 2015, the Constitutional Court published its ruling stating that the case should be sent back to the first court with an order to formally admit the case and start the judicial process in order to review the claim and the proofs presented by the plaintiff. Yanacocha has answered the claim. Neither the Company nor Yanacocha can reasonably predict the outcome of this litigation.

Yanacocha Tax Dispute . In 2000, Yanacocha paid Buenaventura and Minas Conga S.R.L. a total of \$29 to assume their respective contractual positions in mining concession agreements with Chaupiloma Dos de Cajamarca S.M.R.L. The contractual rights allowed Yanacocha the opportunity to conduct exploration on the concessions, but not a purchase of the concessions. The tax authority alleges that the payments to Buenaventura and Minas Conga S.R.L. were acquisitions of mining concessions requiring the amortization of the amounts under the Peru Mining Law over the life of the mine. Yanacocha expensed the amounts at issue in the initial year since the payments were not for the acquisition of a concession but rather these expenses represent the payment of an intangible and therefore, amortizable in a single year or proportionally for up to ten years according to Income Tax Law. In 2010, the tax court in Peru ruled in favor of Yanacocha and the tax authority appealed the issue to the judiciary. The first appellate court confirmed the ruling of the tax court in favor of Yanacocha. However, in November, 2015, a Superior Court in Peru made an appellate decision overturning the two prior findings in favor of Yanacocha. Yanacocha has appealed the Superior Court ruling to the Peru Supreme Court. The potential liability in this matter is in the form of fines and interest in an amount up to \$75. While the Company has assessed that the likelihood of a ruling against Yanacocha in the Supreme Court as remote, it is not possible to fully predict the outcome of this litigation.

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PT Newmont Nusa Tenggara – 31.5% Newmont Owned

Under the Batu Hijau Contract of Work, beginning in 2006 and continuing through 2010, a portion of PTNNT's shares were required to be offered for sale, first, to the Indonesian government or, second, to Indonesian nationals, equal to the difference between the following percentages and the percentage of shares already owned by the Indonesian government or Indonesian nationals (if such number is positive): 23% by March 31, 2006; 30% by March 31, 2007; 37% by March 31, 2008; 44% by March 31, 2009; and 51% by March 31, 2010. As PT Pukuafu Indah, an Indonesian national, owned a 20% interest in PTNNT at all relevant times, in 2006, a 3% interest was required to be offered for sale and, in each of 2007 through 2010, an additional 7% interest was required to be offered (for an aggregate 31% interest). The price at which such interests were offered for sale to the Indonesian parties was the fair market value of such interest considering PTNNT as a going concern, as agreed with the Indonesian government. Following certain disputes and an arbitration with the Indonesian government, in November and December 2009, sale agreements were concluded pursuant to which the 2006, 2007 and 2008 shares were sold to PT Multi Daerah Bersaing ("PTMDB"), the nominee of the local governments, and the 2009 shares were sold to PTMDB in February 2010, resulting in PTMDB owning a 24% interest in PTNNT.

On December 17, 2010, the Ministry of Energy & Mineral Resources, acting on behalf of the Indonesian government, accepted the offer to acquire the final 7% interest in PTNNT. Subsequently, the Indonesian government designated Pusat Investasi Pemerintah ("PIP"), an agency of the Ministry of Finance, as the entity that will buy the final stake. On May 6, 2011, PIP and the foreign shareholders entered into a definitive agreement for the sale and purchase of the final 7% divestiture stake, subject to receipt of approvals from certain Indonesian government ministries. Subsequent to signing the agreement, a disagreement arose between the Ministry of Finance and the Indonesian parliament in regard to whether parliamentary approval was needed to allow PIP to make the share purchase. In July 2012, the Constitutional Court ruled that parliament approval is required for PIP to use state funds to purchase the shares, which approval was never obtained. PIP and the foreign shareholders have not further extended the period in the definitive agreement for satisfaction of the conditions. Further disputes may arise in regard to the divestiture of the 2010 shares.

Refer to Note 1 for additional information regarding the anticipated sale of PTNNT.

NWG Investments Inc. v. Fronteer Gold Inc.

In April 2011, Newmont acquired Fronteer Gold Inc. ("Fronteer").

Fronteer acquired NewWest Gold Corporation ("NewWest Gold") in September 2007. At the time of that acquisition, NWG Investments Inc. ("NWG") owned approximately 86% of NewWest Gold and an individual named Jacob Safra owned or controlled 100% of NWG. Prior to its acquisition of NewWest Gold, Fronteer entered into a June 2007 lock-up agreement with NWG providing that, among other things, NWG would support Fronteer's acquisition of NewWest Gold. At that time, Fronteer owned approximately 47% of Aurora Energy Resources Inc. ("Aurora"), which, among other things, had a uranium exploration project in Labrador, Canada.

NWG contends that, during the negotiations leading up to the lock-up agreement, Fronteer represented to NWG, among other things, that Aurora would commence uranium mining in Labrador by 2013, that this was a firm date, that Aurora faced no current environmental issues in Labrador and that Aurora's competitors faced delays in commencing uranium mining. NWG further contends that it entered into the lock-up agreement and agreed to support Fronteer's acquisition of NewWest Gold in reliance upon these purported representations. On October 11, 2007, less than three weeks after the Fronteer-NewWest Gold transaction closed, a member of the Nunatsiavut Assembly introduced a motion calling for the adoption of a moratorium on uranium mining in Labrador. On April 8, 2008, the Nunatsiavut Assembly adopted a three-year moratorium on uranium mining in Labrador. NWG contends that Fronteer was aware during the negotiations of the NWG/Fronteer lock-up agreement that the Nunatsiavut Assembly planned on adopting this

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moratorium and that its adoption would preclude Aurora from commencing uranium mining by 2013, but Fronteer nonetheless fraudulently induced NWG to enter into the lock-up agreement.

On September 24, 2012, NWG served a summons and complaint on the Company, and then amended the complaint to add Newmont Canada Holdings ULC as a defendant. The complaint also named Fronteer Gold Inc. and Mark O’Dea as defendants. The complaint sought rescission of the merger between Fronteer and NewWest Gold and \$750 in damages. In August 2013 the Supreme Court of New York, New York County issued an order granting the defendants’ motion to dismiss on forum non conveniens. Subsequently, NWG filed a notice of appeal of the decision and then a notice of dismissal of the appeal on March 24, 2014.

On February 26, 2014, NWG filed a lawsuit in Ontario Superior Court of Justice against Fronteer Gold Inc., Newmont Mining Corporation, Newmont Canada Holdings ULC, Newmont FH B.V. and Mark O’Dea. The Ontario complaint is based upon substantially the same allegations contained in the New York lawsuit with claims for fraudulent and negligent misrepresentation. NWG seeks disgorgement of profits since the close of the NWG deal on September 24, 2007 and damages in the amount of C\$1.2 billion. Newmont, along with other defendants, served the plaintiff with its statement of defense on October 17, 2014. Newmont intends to vigorously defend this matter, but cannot reasonably predict the outcome.

Investigations

We occasionally identify or are apprised of information or allegations that certain employees, affiliates, agents or associated persons may have engaged in unlawful conduct for which we might be held responsible. We are conducting an investigation, with the assistance of outside counsel, relating to certain business activities of the Company and its affiliates and contractors in countries outside the U.S. The investigation includes a review of compliance with the requirements of the U.S. Foreign Corrupt Practices Act and other applicable laws and regulations. The Company is working with the U.S. Securities and Exchange Commission and the U.S. Department of Justice with respect to the investigation. In March 2016, the Company entered into a one-year agreement with the U.S. Securities and Exchange Commission tolling the statute of limitations relating to the investigation, and in April 2016, entered into a similar agreement with the U.S. Department of Justice. As of the filing of these financial statements, we cannot predict the outcome of these matters. Accordingly, no provision with respect to these matters has been made in our consolidated financial statements. See also Item 1A of the Company’s most recent Form 10-K, filed with the SEC on February 17, 2016 under the heading “Our business is subject to the U.S. Foreign Corrupt Practices Act and other extraterritorial and domestic anti-bribery laws, a breach or violation of which could lead to civil and criminal fines and penalties, loss of licenses or permits and other collateral consequences and reputational harm.”

Other Commitments and Contingencies

The Company has minimum royalty obligations on one of its producing mines in Nevada for the life of the mine. Amounts paid as a minimum royalty (where production royalties are less than the minimum obligation) in any year are recoverable in future years when the minimum royalty obligation is exceeded. Although the minimum royalty requirement may not be met in a particular year, the Company expects that over the mine life, gold production will be sufficient to meet the minimum royalty requirements. Royalty payments payable, net of recoverable amounts, are \$28 in 2016, \$30 in 2017, \$30 in 2018, \$33 in 2019, \$35 in 2020 and \$19 thereafter.

On June 25, 2009, the Company completed the acquisition of the remaining 33.33% interest in Boddington from AngloGold Ashanti Australia Limited (“AngloGold”). Consideration for the acquisition consisted of \$982 and a contingent royalty capped at \$100, equal to 50% of the average realized operating margin (Revenue less Costs applicable to sales on a by-product basis), if any, exceeding \$600 per ounce, payable quarterly beginning in the second quarter of 2010 on one-third of gold sales from Boddington. At the acquisition date, the Company estimated the fair value of the

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contingent consideration at \$62. At June 30, 2016 and December 31, 2015, the estimated fair value of the unpaid contingent consideration was approximately \$12 and \$10, respectively. Changes to the estimated fair value resulting from periodic revaluations are recorded to *Other expense, net*. This contingent royalty is capped at \$100 in aggregate payments, of which \$72 has been paid to date. The Company has made no payments during 2016 and 2015; however, we expect \$2 to be paid in the next 12 months. The range of remaining undiscounted amounts the Company could pay is between \$0 and \$28.

Discontinued operations include a retained royalty obligation (“Holt”) to Holloway Mining Company. Holloway Mining Company, which owned the Holt-McDermott property, was sold to St. Andrew Goldfields Ltd. (“St. Andrew”) in 2006. In January 2016, St. Andrew was acquired by Kirkland Lake Gold Inc. In 2009, the Superior Court issued a decision finding Newmont Canada Corporation (“Newmont Canada”) liable for a sliding scale royalty on production from the Holt property, which Newmont Canada appealed. In May 2011, the Ontario Court of Appeal upheld the Superior Court ruling finding Newmont liable for the sliding scale royalty, which equals 0.013% of net smelter returns multiplied by the quarterly average gold price, minus a 0.013% of net smelter returns. There is no cap on the sliding scale royalty and it will increase or decrease with changes in gold price, discount rate and gold production scenarios. At June 30, 2016 and December 31, 2015, the estimated fair value of the Holt sliding scale royalty was \$200 and \$129, respectively. Changes to the estimated fair value resulting from periodic revaluations are recorded to *Income (loss) from discontinued operations*. During the three and six months ended June 30, 2016, the Company recorded a loss of \$27 (net of a tax benefit of \$12) and a loss of \$53 (net of a tax benefit of \$23), respectively. During the three and six months ended June 30, 2015, the Company recorded a gain of \$9 (net of tax expense of \$4) and a gain of \$17 (net of tax expense of \$8), respectively. During the six months ended June 30, 2016 and 2015, the Company paid \$5 and \$6, respectively, related to the royalty.

As part of its ongoing business and operations, the Company and its affiliates are required to provide surety bonds, bank letters of credit and bank guarantees as financial support for various purposes, including environmental reclamation, exploration permitting, workers compensation programs and other general corporate purposes. At June 30, 2016 and December 31, 2015, there were \$2,164 and \$2,060, respectively, of outstanding letters of credit, surety bonds and bank guarantees. The surety bonds, letters of credit and bank guarantees reflect fair value as a condition of their underlying purpose and are subject to fees competitively determined in the market place. The obligations associated with these instruments are generally related to performance requirements that the Company addresses through its ongoing operations. As the specific requirements are met, the beneficiary of the associated instrument cancels and/or returns the instrument to the issuing entity. Certain of these instruments are associated with operating sites with long-lived assets and will remain outstanding until closure. Generally, bonding requirements associated with environmental regulation are becoming more restrictive. However, the Company believes it is in compliance with all applicable bonding obligations and will be able to satisfy future bonding requirements through existing or alternative means, as they arise.

Newmont is from time to time involved in various legal proceedings related to its business. Except in the above described proceedings, management does not believe that adverse decisions in any pending or threatened proceeding or that amounts that may be required to be paid by reason thereof will have a material adverse effect on the Company’s financial condition or results of operations.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (dollars in millions, except per share, per ounce and per pound amounts)

The following Management’s Discussion and Analysis (“MD&A”) provides information that management believes is relevant to an assessment and understanding of the consolidated financial condition and results of operations of Newmont Mining Corporation and its subsidiaries (collectively, “Newmont,” the “Company,” “our” and “we”). We use certain non-GAAP financial measures in our MD&A. For a detailed description of each of the non-GAAP measures used in this MD&A, please see the discussion under “Non-GAAP Financial Measures” beginning on page 70 . References to “A\$” refers to Australian currency.

This item should be read in conjunction with our interim unaudited Condensed Consolidated Financial Statements and the notes thereto included in this quarterly report. Additionally, the following discussion and analysis should be read in conjunction with *Management’s Discussion and Analysis of Consolidated Financial Condition and Results of Operations* and the consolidated financial statements included in Part II of our Annual Report on Form 10-K for the year ended December 31, 2015 filed February 17, 2016.

Overview

Newmont is one of the world’s largest gold producers and is the only gold company included in the S&P 500 Index and Fortune 500. We have been included in the Dow Jones Sustainability Index-World for nine consecutive years and have adopted the World Gold Council’s Conflict-Free Gold Policy. We are also engaged in the exploration for and acquisition of gold and copper properties. We have significant operations and/or assets in the United States (“U.S.”), Australia, Peru, Indonesia, Ghana and Suriname.

On June 30, 2016, the Company, through its subsidiaries, entered into binding agreements with PT Amman Mineral Internasional (“PTAMI”) to sell, in effect, its 48.5% economic interest in PT Newmont Nusa Tenggara (“PTNNT”), which operates the Batu Hijau copper and gold mine in Indonesia. The sales proceeds to be received for the Company’s 48.5% economic interest in PTNNT include \$920 in cash to be received at closing, as well as contingent payments totaling up to \$403. For further information, see Note 1 to the Condensed Consolidated Financial Statements.

We continue to focus on improving safety and efficiency at our operations, maintaining leading environmental, social and governance practices, and building a stronger portfolio of longer-life, lower cost mines to generate the financial flexibility we need to fund our best projects, reduce debt, and return cash to shareholders. As part of these efforts , we launched the Full Potential program (“Full Potential”) in 2013 which continues to deliver results in the current year. Full Potential is designed to leverage our industry experience and discipline to accelerate the delivery of business improvement opportunities across our operations and support areas, resulting in improved levels of operating cash flow.

Highlights for the three and six months ended June 30, 2016 are included below and discussed further in *Results of Consolidated Operations* .

Operating highlights

- *Net income (loss) attributable to Newmont stockholders* from continuing operations of \$50 and \$128 for the three and six months ended June 30, 2016, respectively; Adjusted net income of \$231 and \$413 for the three and six months ended June 30, 2016, respectively (see “Non-GAAP Financial Measures” on page 70);
- Adjusted EBITDA of \$804 and \$1,607 for the three and six months ended June 30, 2016 , respectively (see “Non-GAAP Financial Measures” on page 70);
- Net cash provided by continuing operating activities of \$1,304 and Free Cash Flow of \$713 during the six months ended June 30, 2016 (see “Non-GAAP Financial Measures” on page 70);

- Consolidated gold production of 1,457,000 ounces (1,285,000 attributable ounces) and 2,873,000 ounces 2,514,000 attributable ounces) for the three and six months ended June 30, 2016, respectively;
- Consolidated copper production of 144 million pounds (85 million attributable pounds) and 285 million pounds (168 million attributable pounds) for the three and six months ended June 30, 2016 , respectively;
- *Costs applicable to sales* of \$1,059 and \$2,140 for the three and six months ended June 30, 2016 , respectively;
- Gold costs applicable to sales per ounce of \$637 and \$638 for the three and six months ended June 30, 2016, respectively; Copper costs applicable to sales per pound of \$1.21 and \$1.12 for the three and six months ended June 30, 2016, respectively (see “Non-GAAP Financial Measures” on page 70);
- Gold all-in sustaining costs per ounce of \$876 and \$852 for the three and six months ended June 30, 2016, respectively; Copper all-in sustaining costs per pound of \$1.53 and \$1.42 for the three and six months ended June 30, 2016, respectively (see “Non-GAAP Financial Measures” on page 70);
- *Cash dividends declared per common share* of \$0.025 and \$0.050 for the three and six months ended June 30, 2016 , respectively.

Our global project pipeline

Projects included in our global pipeline comprise an important part of the Company’s growth strategy and reflect opportunities throughout the development cycle. The most advanced projects, including early stage development and projects in or near the Execution phase, are described below. The exploration, construction and execution of these projects may require significant funding to complete.

Merian, Suriname . On July 29, 2014, the Board of Directors of Newmont approved full funding for the development of the Merian project in Suriname and construction began in August 2014. Following the project approval by Newmont, the Government of Suriname granted the Right of Exploitation on August 22, 2014. The Government of Suriname opted for a 25% ownership in Merian and made their earn-in payments. The project allows Newmont to pursue a new district with upside potential and the opportunity to grow and extend the operating life of the South American region. We expect Merian to reach commercial production by the fourth quarter of 2016. Upon reaching commercial production, we expect average estimated gold production (on a 100% basis) of 400,000 to 500,000 ounces per year for the first five years. Total capital spend on the project is expected to range from \$575 to \$625 on an attributable basis. As of June 30, 2016, total capital costs were \$536, of which \$4 5 related to the second quarter on an attributable basis. At December 31, 2015, we reported 110.6 million tons of probable reserves, grading 0.035 ounces per ton for 3.8 million ounces of gold reserves on an attributable basis at Merian.

Long Canyon, Nevada . The Board of Directors approved full funding for the first phase of developing the Long Canyon project in the second quarter of 2015. The Environmental Impact Statement Record of Decision was issued by the Bureau of Land Management on April 7, 2015. The project is now under construction and is expected to achieve commercial production in the first quarter of 2017. This first phase of development consists of an open pit mine and heap leach operation with average estimated production between 100,000 and 150,000 ounces per year over an eight year mine life. Total capital costs of the project are estimated between \$250 and \$300. As of June 30, 2016, total capital costs were \$208 of which \$37 related to the second quarter. We are currently assessing mining and processing options and completing a three-year infill drilling program to inform our approach to Phase 2. At December 31, 2015, we reported 18 million tons of probable reserves, grading 0.067 ounce per ton for 1.2 million ounces of gold reserves at Long Canyon.

Tanami Expansion, Australia . The Board of Directors approved full funding of the Tanami Expansion project on October 28, 2015. The goal of the Tanami Expansion project is to increase production and lower all-in sustaining costs per ounce at the existing Tanami operation. Incremental improvements are driven by bringing ounces forward, mining additional ounces at depth and leveraging the fixed costs of the mine and processing facilities. The scope for this project includes a ventilation upgrade, additional mining equipment, additional mine access and increasing process plant

capacity and recovery. We expect the Tanami Expansion to reach commercial production by mid-2017. Total capital costs for Newmont to complete the Tanami expansion project are estimated to be between \$100 and \$120, which will enable Tanami production of between 425,000 and 475,000 gold ounces for the first five years following the expansion at lower costs and increase the mine life by three years. As of June 30, 2016, total capital costs were \$43 of which \$13 related to the second quarter of 2016.

Cripple Creek & Victor (“CC&V”) Expansion, Colorado. An expansion project at CC&V, which will extend CC&V’s estimated mine life to at least 2026, includes the construction of a new leach pad, mill and recovery plant. The mill was mechanically completed in the first quarter of 2015. Total capital costs for Newmont to complete the CC&V expansion project are estimated to be approximately \$185. As of June 30, 2016, total capital costs for Newmont were \$87, of which \$13 related to the second quarter of 2016. Mill commissioning and ramp up of production will continue through 2016. The new leach pad and half of the recovery plant reached commercial production in the first quarter of 2016.

NW Exodus, Nevada. In June 2016, Newmont approved the Northwest Exodus Underground project. The Northwest Exodus gold deposit is located in close proximity to the Exodus deposit in Newmont’s Carlin North Area, Eureka County, Nevada, within the mine plan (Genesis-Blue Star Plan of Operations). The Project expands the existing Exodus Underground mine infrastructure. Incremental gold production will average between 50,000 and 75,000 ounces per year for the first five years. The NW Exodus project extends the Exodus mine life by seven years and reduces Carlin’s all-in sustaining cost (see “Non-GAAP Financial Measures” on page 70) by an average of \$25 per ounce for the first 5 years. First gold production is expected to occur in the third quarter of 2016. Total capital costs for Newmont to complete the NW Exodus project are estimated to be between \$50 and \$75. As of June 30, 2016, total capital costs for Newmont were \$20, of which \$4 related to the second quarter of 2016.

Subika Underground, Ghana. Subika Underground is in the feasibility stage of development as work continues to optimize the mine plan and reduce costs. The project would increase profitable production by 150,000 to 200,000 ounces of gold per year and an investment decision is expected in late 2016.

Quecher Main, Peru. Quecher Main is a potential brownfield development within the existing footprint of Yanacocha. It is an oxide deposit that would extend the life of the Yanacocha operation to 2024. As a result, Yanacocha would produce an average of 200,000 ounces of gold per year beginning in 2020. The project is currently in the feasibility stage of development.

Ahafo Mill Expansion, Ghana. We continue to evaluate development alternatives for this project, currently in the feasibility stage. The project would increase profitable production by 75,000 to 100,000 ounces (first five year average) while lowering costs and off-setting the impacts of lower grades and harder ore.

We manage our wider project portfolio to maintain flexibility to address the development risks associated with our projects including permitting, local community and government support, engineering and procurement availability, technical issues, escalating costs and other associated risks that could adversely impact the timing and costs of certain opportunities.

Selected Financial and Operating Results

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Sales	\$ 2,038	\$ 1,908	\$ 4,070	\$ 3,880
Gold	\$ 1,803	\$ 1,574	\$ 3,497	\$ 3,219
Copper	\$ 235	\$ 334	\$ 573	\$ 661
Income (loss) from continuing operations	\$ 89	\$ 139	\$ 250	\$ 360
Net income (loss)	\$ 62	\$ 148	\$ 197	\$ 377
Net income (loss) attributable to Newmont stockholders	\$ 23	\$ 72	\$ 75	\$ 255
Per common share, basic:				
Income (loss) from continuing operations attributable to Newmont stockholders	\$ 0.09	\$ 0.13	\$ 0.24	\$ 0.48
Income (loss) attributable to Newmont stockholders	\$ 0.04	\$ 0.14	\$ 0.14	\$ 0.51
Adjusted net income (loss) ⁽¹⁾	\$ 231	\$ 131	\$ 413	\$ 361
Adjusted net income (loss) per share, basic ⁽¹⁾	\$ 0.44	\$ 0.26	\$ 0.78	\$ 0.72
Earnings before interest, taxes and depreciation and amortization ⁽¹⁾	\$ 789	\$ 656	\$ 1,680	\$ 1,453
Adjusted earnings before interest, taxes and depreciation and amortization ⁽¹⁾	\$ 804	\$ 692	\$ 1,607	\$ 1,508
Net cash provided by operating activities			\$ 1,299	\$ 1,063
Free Cash Flow ⁽¹⁾			\$ 713	\$ 463
Consolidated gold ounces (thousands):				
Produced	1,457	1,402	2,873	2,764
Sold ⁽²⁾	1,429	1,337	2,850	2,704
Consolidated copper pounds (millions):				
Produced	144	157	285	296
Sold	122	139	289	278
Average realized price:				
Gold (per ounce)	\$ 1,260	\$ 1,179	\$ 1,226	\$ 1,192
Copper (per pound)	\$ 1.94	\$ 2.41	\$ 1.98	\$ 2.37
Consolidated costs applicable to sales: ⁽¹⁾⁽³⁾				
Gold (per ounce)	\$ 637	\$ 642	\$ 638	\$ 628
Copper (per pound)	\$ 1.21	\$ 1.21	\$ 1.12	\$ 1.28
All-in sustaining costs: ⁽¹⁾				
Gold (per ounce)	\$ 876	\$ 909	\$ 852	\$ 879
Copper (per pound)	\$ 1.53	\$ 1.61	\$ 1.42	\$ 1.67

(1) See “Non-GAAP Financial Measures” beginning on page 70 .

(2) Excludes development ounces.

(3) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

Consolidated Financial Results

Net income (loss) attributable to Newmont stockholders for the three months ended June 30, 2016 was \$23 (\$0.04 per share) compared to income of \$72 (\$0.14 per share) for the three months ended June 30, 2015 . Results for the three months ended June 30, 2016 compared to the same period in 2015 were impacted by higher deferred income taxes, higher operating costs attributable to higher gold sales volumes and lower realized copper prices and sales volumes, partially offset by higher realized gold prices and sales volumes . *Net income (loss) attributable to Newmont stockholders* for the six months ended June 30, 2016 was \$75 (\$0.14 per share) compared to income of \$255 (\$0.51 per share) for the six months ended June 30, 2015 . Results for the six months ended June 30, 2016 compared to the same period in 2015 were impacted by higher deferred income taxes, higher operating costs attributable to higher gold sales volumes and lower realized copper prices, partially offset by higher gold sales volumes and prices and the sale of the Company’s investment in Regis Resources Ltd.

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Gold sales increased 15% and 9% during the three and six months ended June 30, 2016 compared to the same periods in 2015, respectively, primarily due to the addition of CC&V, higher average realized prices and higher sales volumes at existing operations, partially offset by the sale of Waihi. The following analysis summarizes consolidated gold sales:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Consolidated gold sales:				
Gross before provisional pricing	\$ 1,808	\$ 1,588	\$ 3,493	\$ 3,252
Provisional pricing mark-to-market	10	1	40	—
Gross after provisional pricing	1,818	1,589	3,533	3,252
Treatment and refining charges	(15)	(15)	(36)	(33)
Net	\$ 1,803	\$ 1,574	\$ 3,497	\$ 3,219
Consolidated gold ounces sold (thousands):	1,429	1,337	2,850	2,704
Average realized gold price (per ounce):				
Gross before provisional pricing	\$ 1,264	\$ 1,190	\$ 1,225	\$ 1,204
Provisional pricing mark-to-market	7	1	14	—
Gross after provisional pricing	1,271	1,191	1,239	1,204
Treatment and refining charges	(11)	(12)	(13)	(12)
Net	\$ 1,260	\$ 1,179	\$ 1,226	\$ 1,192

The change in consolidated gold sales is due to:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016 vs. 2015		2016 vs. 2015	
Change in consolidated ounces sold	\$	112	\$	178
Change in average realized gold price		117		103
Change in treatment and refining charges		—		(3)
	\$	229	\$	278

Copper sales decreased 30% and 13% during the three and six months ended June 30, 2016 compared to the same periods in 2015, respectively. For the three months ended June 30, 2016 compared to the same period in 2015, the decrease is primarily due to lower average realized prices and lower sales volumes. For the six months ended June 30, 2016 compared to the same period in 2015, the decrease is primarily due to lower average realized prices, partially offset by higher sales volumes. The following analysis summarizes consolidated copper sales:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Consolidated copper sales:				
Gross before provisional pricing	\$ 266	\$ 377	\$ 622	\$ 747
Provisional pricing mark-to-market	(8)	(18)	6	(34)
Gross after provisional pricing	258	359	628	713
Treatment and refining charges	(23)	(25)	(55)	(52)
Net	\$ 235	\$ 334	\$ 573	\$ 661
Consolidated copper pounds sold (millions):	122	139	289	278
Average realized copper price (per pound):				
Gross before provisional pricing	\$ 2.18	\$ 2.71	\$ 2.15	\$ 2.68
Provisional pricing mark-to-market	(0.06)	(0.13)	0.02	(0.12)
Gross after provisional pricing	2.12	2.58	2.17	2.56
Treatment and refining charges	(0.18)	(0.17)	(0.19)	(0.19)
Net	\$ 1.94	\$ 2.41	\$ 1.98	\$ 2.37

The change in consolidated copper sales is due to:

	Three Months Ended June 30, 2016 vs. 2015	Six Months Ended June 30, 2016 vs. 2015
Change in consolidated pounds sold	\$ (45)	\$ 28
Change in average realized copper price	(56)	(113)
Change in treatment and refining charges	2	(3)
	<u>\$ (99)</u>	<u>\$ (88)</u>

The following is a summary of consolidated gold and copper sales, net:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Gold				
North America:				
Carlin	\$ 256	\$ 243	\$ 502	\$ 519
Phoenix	62	50	126	111
Twin Creeks	144	150	303	299
CC&V ⁽¹⁾	144	—	209	—
	<u>606</u>	<u>443</u>	<u>1,140</u>	<u>929</u>
South America:				
Yanacocha	194	242	405	543
Asia Pacific:				
Boddington	250	202	454	441
Tanami	179	138	299	258
Waihi ⁽²⁾	—	39	—	89
Kalgoorlie	122	100	228	174
Batu Hijau ⁽³⁾	191	178	474	292
	<u>742</u>	<u>657</u>	<u>1,455</u>	<u>1,254</u>
Africa:				
Ahafo	115	87	216	208
Akyem	146	145	281	285
	<u>261</u>	<u>232</u>	<u>497</u>	<u>493</u>
	<u>1,803</u>	<u>1,574</u>	<u>3,497</u>	<u>3,219</u>
Copper				
North America:				
Phoenix	22	24	43	58
Asia Pacific:				
Boddington	35	41	65	88
Batu Hijau ⁽³⁾	178	269	465	515
	<u>213</u>	<u>310</u>	<u>530</u>	<u>603</u>
	<u>235</u>	<u>334</u>	<u>573</u>	<u>661</u>
	<u>\$ 2,038</u>	<u>\$ 1,908</u>	<u>\$ 4,070</u>	<u>\$ 3,880</u>

(1) On August 3, 2015, the Company acquired the CC&V gold mining business.

(2) On October 29, 2015, the Company sold the Waihi mine.

(3) On June 30, 2016 we announced the anticipated sale of Batu Hijau. For further information, see Note 1 to the Condensed Consolidated Financial Statements.

The following is a summary of *Costs applicable to sales* and *Depreciation and amortization* :

	<u>Costs Applicable to Sales</u>		<u>Depreciation and Amortization</u>		<u>Costs Applicable to Sales</u>		<u>Depreciation and Amortization</u>	
	<u>Three Months Ended</u>		<u>Three Months Ended</u>		<u>Six Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30,</u>		<u>June 30,</u>		<u>June 30,</u>		<u>June 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Gold								
North America:								
Carlin	\$ 184	\$ 187	\$ 43	\$ 46	\$ 373	\$ 365	\$ 92	\$ 91
Phoenix	39	32	12	8	88	73	27	18
Twin Creeks	58	65	13	12	118	124	26	25
CC&V ⁽¹⁾	58	—	28	—	91	—	46	—
	<u>339</u>	<u>284</u>	<u>96</u>	<u>66</u>	<u>670</u>	<u>562</u>	<u>191</u>	<u>134</u>
South America:								
Yanacocha	120	130	59	66	248	245	128	137
Merian	—	—	—	—	—	—	1	—
	<u>120</u>	<u>130</u>	<u>59</u>	<u>66</u>	<u>248</u>	<u>245</u>	<u>129</u>	<u>137</u>
Asia Pacific:								
Boddington	141	122	29	24	252	279	52	54
Tanami	64	59	23	22	123	117	42	41
Waihi ⁽²⁾	—	18	—	3	—	37	—	8
Kalgoorlie	67	78	4	6	132	138	9	11
Batu Hijau ⁽³⁾	65	73	14	14	165	124	34	23
	<u>337</u>	<u>350</u>	<u>70</u>	<u>69</u>	<u>672</u>	<u>695</u>	<u>137</u>	<u>137</u>
Africa:								
Ahafo	60	43	17	13	117	99	32	28
Akyem	56	51	32	24	111	97	61	46
	<u>116</u>	<u>94</u>	<u>49</u>	<u>37</u>	<u>228</u>	<u>196</u>	<u>93</u>	<u>74</u>
	<u>912</u>	<u>858</u>	<u>274</u>	<u>238</u>	<u>1,818</u>	<u>1,698</u>	<u>550</u>	<u>482</u>
Copper								
North America:								
Phoenix	22	17	7	3	44	42	12	9
Asia Pacific:								
Boddington	33	29	6	5	56	68	11	12
Batu Hijau ⁽³⁾	92	123	19	21	222	246	45	42
	<u>125</u>	<u>152</u>	<u>25</u>	<u>26</u>	<u>278</u>	<u>314</u>	<u>56</u>	<u>54</u>
	<u>147</u>	<u>169</u>	<u>32</u>	<u>29</u>	<u>322</u>	<u>356</u>	<u>68</u>	<u>63</u>
Other								
Corporate and other	—	—	8	9	—	—	18	20
	<u>\$ 1,059</u>	<u>\$ 1,027</u>	<u>\$ 314</u>	<u>\$ 276</u>	<u>\$ 2,140</u>	<u>\$ 2,054</u>	<u>\$ 636</u>	<u>\$ 565</u>

(1) On August 3, 2015, the Company acquired the CC&V gold mining business.

(2) On October 29, 2015, the Company sold the Waihi mine.

(3) On June 30, 2016 we announced the anticipated sale of Batu Hijau. For further information, see Note 1 to the Condensed Consolidated Financial Statements.

Costs applicable to sales increased \$32 and \$86 during the three and six months ended June 30, 2016 compared to the same periods in 2015, respectively, due to increases in *Costs applicable to sales* for gold of \$54 and \$120, respectively, partially offset by decreases in *Costs applicable to sales* for copper of \$22 and \$34, respectively. *Costs applicable to sales* for gold increased during the three and six months ended June 30, 2016 compared to the same periods in 2015 primarily due to higher sales volumes, the addition of CC&V, higher gold production, higher stockpile and leach pad inventory adjustments and higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages, partially offset by the sale of Waihi, lower oil prices and a favorable Australian dollar/U.S. dollar exchange rate. *Costs applicable to sales* for copper decreased during the three and six months ended June 30, 2016 compared to the same periods in 2015 primarily due to lower copper production, a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages, lower oil prices, a favorable Australian dollar/U.S.

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dollar exchange rate and lower sales volumes for the three-month comparison. For the six-month comparison, the decrease in *Costs applicable to sales* for copper was partially offset by higher sales volumes. For discussion regarding variations in operations, see *Results of Consolidated Operations*.

The Company reclassified regional administrative and community development costs of \$17 and \$8 from *Other expense, net to General and administrative* and *Costs applicable to sales*, respectively, for the three months ended June 30, 2015, and \$31 and \$16, respectively, for the six months ended June 30, 2015.

Depreciation and amortization increased \$38 and \$71 during the three and six months ended June 30, 2016 compared to the same periods in 2015, respectively. *Depreciation and amortization* for gold increased during the three and six months ended June 30, 2016 compared to the same periods in 2015 primarily due to higher sales volumes, higher stockpile and leach pad inventory adjustments and the addition of CC&V, partially offset by the sale of Waihi. *Depreciation and amortization* for copper remained relatively flat during the three and six months ended June 30, 2016 compared to the same periods in 2015.

Other income, net increased by \$23 during the three months ended June 30, 2016 compared to the same period in 2015 primarily due to lower impairment charges on investments. *Other income, net* increased by \$110 during the six months ended June 30, 2016 compared to the same period in 2015 primarily due to a gain of \$103 on the sale of the Company's investment in Regis Resources Ltd. in the current year and lower impairment charges on investments, partially offset by foreign currency exchange losses in 2016 and a gain on the sale of Hemlo mineral rights recognized in the first quarter of 2015.

The Company's *Income and mining tax expense (benefit)* consisted of:

	Three Months Ended June 30,				Variance
	2016		2015		
Income (loss) before income and mining tax and other items	\$	404	\$	298	
Tax at statutory rate	35 %	\$ 141	35 %	\$ 104	
Reconciling items:					
Percentage depletion ⁽¹⁾	2 %	7	(6)%	(19)	8 %
Change in valuation allowance on deferred tax assets	36 %	146	13 %	40	23 %
Mining and other taxes	1 %	6	5 %	16	(4)%
Effect of foreign earnings, net of credits	1 %	6	2 %	5	(1)%
Other ⁽¹⁾	1 %	4	2 %	6	(1)%
Income and mining tax expense	<u>76 %</u>	<u>\$ 310</u>	<u>51 %</u>	<u>\$ 152</u>	<u>25 %</u>

	Six Months Ended June 30,				Variance
	2016		2015		
Income (loss) before income and mining tax and other items	\$	894	\$	721	
Tax at statutory rate	35 %	\$ 313	35 %	\$ 252	
Reconciling items:					
Percentage depletion ⁽¹⁾	(4)%	(36)	(5)%	(34)	1 %
Change in valuation allowance on deferred tax assets	38 %	340	12 %	84	26 %
Mining and other taxes	3 %	29	3 %	24	0 %
Tax impact on sale of assets	(4)%	(35)	— %	—	(4)%
Effect of foreign earnings, net of credits	2 %	17	1 %	8	1 %
Other ⁽¹⁾	1 %	6	2 %	11	(1)%
Income and mining tax expense	<u>71 %</u>	<u>\$ 634</u>	<u>48 %</u>	<u>\$ 345</u>	<u>23 %</u>

(1) Includes the reduction to percentage depletion and the domestic production deduction from the filing of the 2015 tax return during the quarter.

During the three months ended June 30, 2016, income and mining tax expense was \$310, resulting in an effective tax rate of 76%. Income and mining tax expense during the three months ended June 30, 2015 was \$152, for an effective

tax rate of 51%. The Company's effective tax rate is driven by a number of factors as illustrated in the table above. The benefit for percentage depletion decreased for the quarter due to the filing of the 2015 tax return which reflected a reduction in claimed percentage depletion. In addition, the Company increased its valuation allowance for renewed tax credits resulting from the carryback of 2015 taxable losses to a year with taxable income.

During the six months ended June 30, 2016, income and mining tax expense was \$634, resulting in an effective tax rate of 71%. Income and mining tax expense during the six months ended 2015 was \$345, for an effective tax rate of 48%. The Company's effective tax rate is driven by a number of factors as illustrated in the table above. In 2016, the Company increased its valuation allowance for tax credits generated by a restructuring implemented for tax planning purposes and by carrying back taxable losses to a year with taxable income. Finally, no tax expense was recognized on the sale of the Company's interest in Regis Resources as this sale resulted in a tax loss.

A valuation allowance is provided for those deferred tax assets for which it is more likely than not that the related benefits will not be realized. In determining the amount of the valuation allowance, each quarter the Company considers future reversals of existing taxable temporary differences, estimated future taxable income and taxable income in prior carryback year(s), as well as feasible tax planning strategies in each jurisdiction to determine if the deferred tax assets are realizable. If it is determined we will not realize all or a portion of its deferred tax assets, we will place or increase a valuation allowance. Conversely, if we determine that we will ultimately be able to realize all or a portion of the related benefits for which a valuation allowance has been provided, all or a portion of the related valuation allowance will be reduced. There are a number of risk factors that could impact the Company's ability to realize the deferred tax assets. See Note 2 to the Condensed Consolidated Financial Statements.

There are a number of factors that can potentially impact the Company's effective tax, including the geographic distribution of income, the non-recognition of tax assets, percentage depletion, changes in tax laws and the impact of specific transactions and assessments. For a complete discussion of the factors that influence our effective tax rate, see *Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations* for the year ended December 31, 2015 filed February 17, 2016 on Form 10-K.

Due to the factors discussed above and the sensitivity of the Company's income tax expense and effective tax rate to these factors, it is expected that the effective tax rate will fluctuate, sometimes significantly, in future periods.

Net loss (income) attributable to noncontrolling interests during the three and six months ended June 30, 2016 was income of \$39 and \$122, respectively, compared to \$76 and \$122 in the same periods of 2015, respectively. The decrease in net income attributable to noncontrolling interests during the three months ended June 30, 2016 is a result of decreased earnings at Batu Hijau due to export quota limitations and Yanacocha from additional transitional ore processed.

Income (loss) from discontinued operations includes a retained royalty obligation ("Holt") from Holloway Mining Company. During the three and six months ended June 30, 2016, the increase in the Holt property royalty obligation is due to an increase in gold price and decreases in discount rates. During the three and six months ended June 30, 2015, the decrease in the Holt property royalty obligation was due to a decrease in gold price and increases in discount rates. For further information regarding the Holt property royalty, see Note 22 to our Condensed Consolidated Financial Statements.

Results of Consolidated Operations

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Three Months Ended June 30,								
Gold	(ounces in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
North America	477	377	\$ 700	\$ 764	\$ 201	\$ 177	\$ 884	\$ 973
South America ⁽³⁾	156	216	773	635	399	337	1,260	1,000
Asia Pacific	619	614	577	618	123	127	706	771
Africa	205	195	560	488	234	192	733	711
Total/Weighted-Average	1,457	1,402	\$ 637	\$ 642	\$ 197	\$ 185	\$ 876	\$ 909
Attributable to Newmont ⁽⁴⁾	1,285	1,203						
Copper	(pounds in millions)		(\$ per pound sold)		(\$ per pound sold)		(\$ per pound sold)	
North America	10	12	\$ 2.02	\$ 1.83	\$ 0.60	\$ 0.39	\$ 2.27	\$ 2.44
Asia Pacific	134	145	1.13	1.17	0.23	0.20	1.46	1.55
Total/Weighted-Average	144	157	\$ 1.21	\$ 1.21	\$ 0.26	\$ 0.21	\$ 1.53	\$ 1.61
Attributable to Newmont	85	92						
Copper	(tonnes in thousands)							
North America	5	6						
Asia Pacific	61	66						
Total/Weighted-Average	66	72						
Attributable to Newmont	38	42						
Six Months Ended June 30,								
Gold	(ounces in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
North America	933	782	\$ 716	\$ 726	\$ 205	\$ 174	\$ 880	\$ 931
South America ⁽³⁾	336	464	743	543	405	316	1,123	844
Asia Pacific	1,197	1,107	573	648	122	134	695	796
Africa	407	411	558	481	227	181	716	672
Total/Weighted-Average	2,873	2,764	\$ 638	\$ 628	\$ 199	\$ 186	\$ 852	\$ 879
Attributable to Newmont ⁽⁴⁾	2,514	2,389						
Copper	(pounds in millions)		(\$ per pound sold)		(\$ per pound sold)		(\$ per pound sold)	
North America	21	24	\$ 2.07	\$ 1.89	\$ 0.56	\$ 0.42	\$ 2.38	\$ 2.32
Asia Pacific	264	272	1.04	1.23	0.21	0.21	1.34	1.61
Total/Weighted-Average	285	296	\$ 1.12	\$ 1.28	\$ 0.23	\$ 0.23	\$ 1.42	\$ 1.67
Attributable to Newmont	168	175						
Copper	(tonnes in thousands)							
North America	10	11						
Asia Pacific	120	123						
Total/Weighted-Average	130	134						
Attributable to Newmont	76	79						

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

(2) All-In Sustaining Costs is a non-GAAP financial measure. See Non-GAAP Financial Measures beginning on page 70.

(3) All-In Sustaining Costs and *Depreciation and Amortization* include expense for other South America projects.

(4) For the three months ended June 30, 2016 and 2015, amounts exclude 17 and 18 ounces, respectively, from our interest in La Zanja and 15 ounces in 2015 from our interest in Duketon. For the six months ended June 30, 2016 and 2015, amounts exclude 33 and 32 ounces, respectively, from our interest in La Zanja and 11 and 28 ounces, respectively, from our interest in Duketon. In March 2016, the Company sold its investment in Regis Resources Ltd., which operates the Duketon project.

Three months ended June 30, 2016 compared to 2015

Consolidated gold production increased 4% primarily due to higher production at our Africa and Asia Pacific operations and from the acquisition of CC&V included in our North America operations, partially offset by lower production from South America and from the sale of Waihi in our Asia Pacific region. Consolidated copper production decreased 8% primarily due to lower ore grade milled at our copper producing operations.

Costs applicable to sales per consolidated gold ounce sold decreased 1% primarily due to higher production, a favorable Australian dollar foreign currency exchange rate and lower oil prices, mostly offset by higher direct operating costs, higher stockpile and leach pad inventory adjustments and a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages. *Costs applicable to sales* per consolidated copper pound sold was in line with the prior year period as a favorable Australian dollar foreign currency exchange rate, lower oil prices and a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages mostly offset lower production.

Depreciation and amortization per consolidated gold ounce sold increased 6% primarily due to capital additions, higher unit rates and a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages, partially offset by higher production. *Depreciation and amortization* per consolidated copper pound sold increased 24% primarily due to capital additions, higher unit rates, and lower production, partially offset by a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages.

All-in sustaining costs per consolidated gold ounce sold decreased 4% primarily due to higher production and lower sustaining capital spend. All-in sustaining costs per consolidated copper pound sold decreased 5% primarily due to lower sustaining capital spend, partially offset by lower production.

Six months ended June 30, 2016 compared to 2015

Consolidated gold production increased 4% due to higher production at our North America operations from the acquisition of CC&V in addition to higher production from our Asia Pacific operations, partially offset by lower production from our South America and Africa operations and from the sale of Waihi in our Asia Pacific region. Consolidated copper production decreased 4% due to lower ore grade milled at our copper producing operations.

Costs applicable to sales per consolidated gold ounce sold increased 2% primarily due to higher direct operating costs, higher leach pad inventory adjustments and a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages, partially offset by higher production, lower stockpile inventory adjustments, a favorable Australian dollar foreign currency exchange rate and lower oil prices. *Costs applicable to sales* per consolidated copper pound sold decreased 13% primarily due to lower stockpile inventory adjustments, a favorable Australian dollar foreign currency exchange rate, lower oil prices and a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages, partially offset by lower production.

Depreciation and amortization per consolidated gold ounce sold increased 7% primarily due to higher production, partially offset by higher leach pad inventory adjustments and a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages. *Depreciation and amortization* per consolidated copper pound sold was in line with the prior year period as lower unit rates and a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages were mostly offset with lower production.

All-in sustaining costs per consolidated gold ounce sold decreased 3% primarily due to higher production and lower sustaining capital spend. All-in sustaining costs per consolidated copper pound sold decreased 15% primarily due to lower costs applicable to sales and lower sustaining capital spend, partially offset by lower production.

North America Operations

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Three Months Ended June 30,								
Gold	(ounces in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Carlin	204	200	\$ 900	\$ 914	\$ 215	\$ 227	\$ 1,128	\$ 1,137
Phoenix	45	52	772	765	240	181	940	930
Twin Creeks	114	125	509	521	112	95	635	648
CC&V ⁽³⁾	114	—	506	—	246	—	548	—
Total/Weighted-Average	477	377	\$ 700	\$ 764	\$ 201	\$ 177	\$ 884	\$ 973

Copper	(pounds in millions)		(\$ per pound sold)		(\$ per pound sold)		(\$ per pound sold)	
Phoenix	10	12	\$ 2.02	\$ 1.83	\$ 0.60	\$ 0.39	\$ 2.27	\$ 2.44

Copper	(tonnes in thousands)	
Phoenix	5	6

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Six Months Ended June 30,								
Gold	(ounces in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Carlin	410	429	\$ 906	\$ 846	\$ 225	\$ 212	\$ 1,107	\$ 1,051
Phoenix	101	107	848	767	264	191	990	937
Twin Creeks	250	246	472	501	103	103	566	652
CC&V ⁽³⁾	172	—	535	—	271	—	588	—
Total/Weighted-Average	933	782	\$ 716	\$ 726	\$ 205	\$ 174	\$ 880	\$ 931

Copper	(pounds in millions)		(\$ per pound sold)		(\$ per pound sold)		(\$ per pound sold)	
Phoenix	21	24	\$ 2.07	\$ 1.89	\$ 0.56	\$ 0.42	\$ 2.38	\$ 2.32

Copper	(tonnes in thousands)	
Phoenix	10	11

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

(2) All-In Sustaining Costs is a non-GAAP financial measure. See Non-GAAP Financial Measures beginning on page 70.

(3) On August 3, 2015, the Company acquired the CC&V gold mining operation.

Three months ended June 30, 2016 compared to 2015

Carlin, USA. Gold ounces produced increased 2% primarily due to higher throughput and ore grade milled at Mill 5 and higher heap leach recoveries at Emigrant, partially offset by lower throughput and ore grade milled at Mill 6. *Costs applicable to sales* per ounce sold decreased 2% primarily due to lower oil prices, higher production and lower leach pad inventory adjustments, partially offset by higher stockpile inventory adjustments and higher underground operating costs at Leeville. *Depreciation and amortization* per ounce sold decreased 5% primarily due to lower amortization rates. All-in sustaining costs per ounce sold were in line with the prior year period.

Phoenix, USA. Gold ounces produced decreased 13% primarily due to lower ore grade milled and associated lower recovery. Copper pounds produced decreased 17% primarily due to lower ore grade milled. *Costs applicable to sales* per ounce sold were in line with the prior year period. *Costs applicable to sales* per pound sold increased 10% primarily due to higher leaching costs. *Depreciation and amortization* increased 33% per ounce sold and 54% per pound sold primarily due to higher amortization rates. All-in sustaining costs per ounce sold were in line with the prior year period. All-in sustaining costs per pound sold decreased 7% primarily due to lower treatment and refining costs, partially offset by higher costs applicable to sales.

Twin Creeks, USA. Gold ounces produced decreased 9% primarily due to lower throughput and lower ore grade milled at the Juniper mill. *Costs applicable to sales* per ounce sold decreased 2% due to lower direct operating costs, partially offset by higher leach pad inventory adjustments and lower production. *Depreciation and amortization* per ounce sold increased 18% due to capital additions, lower production and higher leach pad inventory adjustments. All-in sustaining costs per ounce sold decreased 2% due to lower costs applicable to sales, partially offset by lower production.

CC&V, USA. We purchased 100% of the Cripple Creek & Victor gold mining business in Colorado from AngloGold Ashanti Limited on August 3, 2015.

Six months ended June 30, 2016 compared to 2015

Carlin, USA. Gold ounces produced decreased 4% primarily due to lower throughput and recovery at Mill 6 and lower heap leach recoveries at North Area Leach. *Costs applicable to sales* per ounce sold increased 7% due to higher waste tons mined as a result of a stripping campaign, lower production, higher underground operating costs at Leeville and higher stockpile inventory adjustments, partially offset by lower leach pad inventory adjustments. *Depreciation and amortization* per ounce sold increased 6% due to lower production and capital additions, partially offset by lower leach pad inventory adjustments. All-in sustaining costs per ounce sold increased 5% due to higher costs applicable to sales and lower production, partially offset by lower sustaining capital spend.

Phoenix, USA. Gold and copper production decreased 6% and 13%, respectively, primarily due to lower ore grade milled and lower recovery. *Costs applicable to sales* increased 11% per ounce sold and 10% per pound sold primarily due to lower production, partially offset by higher by-product credits. *Depreciation and amortization* increased 38% per ounce sold and 33% per pound sold primarily due to lower production, partially offset by lower amortization rates. All-in sustaining costs increased 6% per ounce sold and 3% per pound sold primarily due to higher costs applicable to sales, partially offset by lower sustaining capital spend.

Twin Creeks, USA. Gold ounces produced increased 2% due to higher recovery and higher ore grade milled at the Sage autoclave as a result of accessing higher grade ore upon the completion of a stripping campaign, partially offset by lower throughput and lower ore grade milled at the Juniper mill. *Costs applicable to sales* per ounce sold decreased 6% due to higher production, partially offset by lower capitalization of waste tons and higher leach pad inventory adjustments. *Depreciation and amortization* per ounce sold were in line with the prior year period. All-in sustaining costs per ounce sold decreased 13% primarily due to lower costs applicable to sales, higher production and lower sustaining capital spend.

CC&V, USA. We purchased 100% of the Cripple Creek & Victor gold mining business in Colorado from AngloGold Ashanti Limited on August 3, 2015.

South America Operations

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Three Months Ended June 30,	(in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Yanacocha	156	216	\$ 773	\$ 635	\$ 381	\$ 324	\$ 1,123	\$ 922
Yanacocha (48.65%)	(75)	(105)						
Attributable to Newmont ⁽³⁾	81	111						
	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Six Months Ended June 30,	(in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Yanacocha	336	464	\$ 743	\$ 543	\$ 384	\$ 304	\$ 1,027	\$ 782
Yanacocha (48.65%)	(163)	(226)						
Attributable to Newmont ⁽⁴⁾	173	238						

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

- (2) All-In Sustaining Costs is a non-GAAP financial measure. See Non-GAAP Financial Measures beginning on page 70 .
- (3) Excludes 17 and 18 ounces in 2016 and 2015, respectively, from our interest in La Zanja.
- (4) Excludes 33 and 32 ounces in 2016 and 2015, respectively, from our interest in La Zanja.

Three months ended June 30, 2016 compared to 2015

Yanacocha, Peru. Gold production decreased 28% primarily due to lower heap leach tons placed and lower ore grade leached in addition to lower mill throughput, lower ore grade milled and lower mill recovery. *Costs applicable to sales* per ounce sold increased 22% due to lower production, higher direct operating costs, higher leach pad inventory adjustments and lower by-product credits. *Depreciation and amortization* per ounce sold increased 18% due to lower production, higher leach pad inventory adjustments and higher amortization rates. All-in sustaining costs per ounce sold increased 22% primarily due to lower production and higher sustaining capital spend.

Six months ended June 30, 2016 compared to 2015

Yanacocha, Peru. Gold production decreased 28% primarily due to lower mill recovery, lower mill throughput, lower ore grade milled and lower heap leach tons placed. *Costs applicable to sales* per ounce sold increased 37% due to lower production, higher direct operating costs, higher leach pad inventory adjustments and lower by-product credits. *Depreciation and amortization* per ounce sold increased 26% due to lower production, higher leach pad inventory adjustments and higher amortization rates. All-in sustaining costs per ounce sold increased 31% primarily due to lower production and higher sustaining capital spend.

Asia Pacific Operations

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Three Months Ended June 30,								
Gold	(ounces in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Boddington	192	201	\$ 716	\$ 701	\$ 143	\$ 135	\$ 798	\$ 823
Tanami	142	116	449	511	163	188	604	726
Waihi ⁽³⁾	—	33	—	526	—	104	—	606
Kalgoorlie	96	83	692	913	49	71	802	1,000
Batu Hijau ⁽⁴⁾	189	181	438	464	92	85	554	603
Total/Weighted-Average	619	614	\$ 577	\$ 618	\$ 123	\$ 127	\$ 706	\$ 771
Batu Hijau (51.5%)	(97)	(94)						
Attributable to Newmont ⁽⁵⁾	522	520						
Copper								
	(pounds in millions)		(\$ per pound sold)		(\$ per pound sold)		(\$ per pound sold)	
Boddington	19	20	\$ 1.83	\$ 1.68	\$ 0.35	\$ 0.30	\$ 2.11	\$ 2.00
Batu Hijau ⁽⁴⁾	115	125	1.00	1.09	0.20	0.18	1.33	1.48
Total/Weighted-Average	134	145	\$ 1.13	\$ 1.17	\$ 0.23	\$ 0.20	\$ 1.46	\$ 1.55
Batu Hijau (51.5%)	(59)	(65)						
Attributable to Newmont	75	80						
Copper								
	(tonnes in thousands)							
Boddington	8	9						
Batu Hijau ⁽⁴⁾	53	57						
Total/Weighted-Average	61	66						
Batu Hijau (51.5%)	(28)	(30)						
Attributable to Newmont	33	36						

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Six Months Ended June 30,								
Gold	(ounces in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Boddington	381	385	\$ 700	\$ 741	\$ 144	\$ 142	\$ 787	\$ 851
Tanami	246	215	502	546	171	190	669	740
Waihi ⁽³⁾	—	74	—	493	—	108	—	554
Kalgoorlie	189	145	714	939	52	73	804	1,054
Batu Hijau ⁽⁴⁾	381	288	430	476	87	87	534	627
Total/Weighted-Average	1,197	1,107	\$ 573	\$ 648	\$ 122	\$ 134	\$ 695	\$ 796
Batu Hijau (51.5%)	(196)	(149)						
Attributable to Newmont ⁽⁶⁾	1,001	958						
Copper								
	(pounds in millions)		(\$ per pound sold)		(\$ per pound sold)		(\$ per pound sold)	
Boddington	36	38	\$ 1.72	\$ 1.81	\$ 0.34	\$ 0.32	\$ 2.00	\$ 2.13
Batu Hijau ⁽⁴⁾	228	234	0.95	1.13	0.19	0.19	1.25	1.52
Total/Weighted-Average	264	272	\$ 1.04	\$ 1.23	\$ 0.21	\$ 0.21	\$ 1.34	\$ 1.61
Batu Hijau (51.5%)	(117)	(121)						
Attributable to Newmont	147	151						
Copper								
	(tonnes in thousands)							
Boddington	16	17						
Batu Hijau ⁽⁴⁾	104	106						
Total/Weighted-Average	120	123						
Batu Hijau (51.5%)	(54)	(55)						
Attributable to Newmont	66	68						

- (1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.
- (2) All-In Sustaining Costs is a non-GAAP financial measure. See Non-GAAP Financial Measures beginning on page 70 .
- (3) On October 29, 2015, the Company sold the Waihi mine .
- (4) On June 30, 2016 the Company announced the anticipated sale of Batu Hijau. For further information, see Note 1 to the Condensed Consolidated Financial Statements.
- (5) Excludes 15 ounces in 2015 from our interest in Duketon.
- (6) Excludes 11 and 28 ounces in 2016 and 2015, respectively, from our interest in Duketon. In March 2016, the Company sold its investment in Regis Resources Ltd., which operates the Duketon operation.

Three months ended June 30, 2016 compared to 2015

Boddington, Australia. Gold production decreased 4% due to lower throughput as a result of decreased mill utilization, partially offset by higher recovery. Copper production decreased 5% primarily due to lower throughput as a result of lower mill utilization and lower ore grade milled as a result of lower ore grade mined, partially offset by higher recovery. *Costs applicable to sales* per ounce sold increased 2% primarily due to lower production and higher mill maintenance costs, partially offset by a favorable Australian dollar foreign currency exchange rate, lower oil prices and a lower co-product allocation of costs to gold due to changes in the gold and copper revenue percentages . *Costs applicable to sales* per pound sold increased 9% primarily due to lower production, higher mill maintenance costs and a higher co-product allocation of costs to copper due to changes in the gold and copper revenue percentages, partially offset by a favorable Australian dollar foreign currency exchange rate and lower oil prices . *Depreciation and amortization* increased 6% per ounce sold and 17% per pound sold due to lower production. All-in sustaining costs per ounce sold decreased 3% due to lower sustaining capital spend, partially offset by higher costs applicable to sales. All-in sustaining costs per pound sold increased 6% primarily due to higher costs applicable to sales, partially offset by lower sustaining capital spend.

Tanami, Australia. Gold ounces produced increased 22% primarily due to higher ore grade milled as a result of higher ore grade mined and higher throughput. *Costs applicable to sales* per ounce sold decreased 12% mainly due to higher production and a favorable Australian dollar foreign currency exchange rate and lower oil prices , partially offset by higher underground mining costs due to lower capitalization of mine development . *Depreciation and amortization* per

ounce sold decreased 13% primarily due to higher production. All-in sustaining costs per ounce sold decreased 17% due to higher production and lower sustaining capital spend.

Waihi, New Zealand. On October 29, 2015, we completed the sale of the Waihi mine to OceanaGold.

Kalgoorlie, Australia. Gold ounces produced increased 16% due to higher ore grade milled as a result of higher ore grade mined and higher throughput. *Costs applicable to sales* per ounce sold decreased 24% primarily due to higher production and a favorable Australian dollar foreign currency exchange rate and lower oil prices. *Depreciation and amortization* per ounce sold decreased 31% primarily due to higher production and lower amortization rates. All-in sustaining costs per ounce sold decreased 20% primarily due to lower costs applicable to sales.

Batu Hijau, Indonesia. Gold ounces produced increased 4% due to higher ore grade milled as a result of higher ore grade mined and a lower build of gold in-circuit inventory as compared to the prior year period, partially offset by lower throughput. Copper pounds produced decreased 8% due to lower throughput and lower ore grade milled. *Costs applicable to sales* per ounce sold decreased 6% primarily due to higher production and lower oil prices, partially offset by a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages. *Costs applicable to sales* per pound sold decreased 8% primarily due to lower oil prices and a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages, partially offset by lower production. *Depreciation and amortization* per ounce sold increased 8% primarily due to higher amortization rates and a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages, partially offset by higher production. *Depreciation and amortization* per pound sold increased 11% primarily due to lower production, partially offset by a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages. All-in sustaining costs decreased 8% per ounce sold and 10% per pound sold due to lower costs applicable to sales and lower sustaining capital spend.

Six months ended June 30, 2016 compared to 2015

Boddington, Australia. Gold and copper production decreased 1% and 5%, respectively, due to lower ore grade milled, partially offset by higher recovery. *Costs applicable to sales* per ounce sold decreased 6% primarily due to a favorable Australian dollar foreign currency exchange rate, lower oil prices and stockpile inventory adjustments in the prior year period, partially offset by lower production, higher mill maintenance costs and a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages. *Costs applicable to sales* per pound sold decreased 5% primarily due to a favorable Australian dollar foreign currency exchange rate, lower oil prices and a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages and stockpile inventory adjustments in the prior year period, partially offset by lower production and higher mill maintenance costs. *Depreciation and amortization* per ounce sold was in line with the prior year period. *Depreciation and amortization* per pound sold increased 6% primarily due to lower production. All-in sustaining costs decreased 8% per ounce sold and 6% per pound sold primarily due to lower costs applicable to sales and lower sustaining capital costs.

Tanami, Australia. Gold ounces produced increased 14% mainly due to higher ore grade milled as a result of higher ore grade mined and higher throughput due to higher ore tons mined. *Costs applicable to sales* per ounce sold decreased 8% due to higher production and a favorable Australian dollar foreign currency exchange rate and lower oil prices, partially offset by higher underground mining costs due to lower capitalization of mine development and higher mine maintenance costs. *Depreciation and amortization* per ounce sold decreased 10% primarily due to higher production. All-in sustaining costs per ounce sold decreased 10% primarily due to higher production and lower sustaining capital spend, partially offset by higher costs applicable to sales.

Waihi, New Zealand. On October 29, 2015, we completed the sale of the Waihi mine to OceanaGold.

Kalgoorlie, Australia. Gold ounces produced increased 30% primarily due to higher throughput as a result of higher mill utilization and higher ore grade milled as a result of higher ore grade mined. *Costs applicable to sales* per ounce sold decreased 24% due to higher production, a favorable Australian dollar foreign currency exchange rate and lower oil prices. *Depreciation and amortization* per ounce sold decreased 29% due to higher production and lower amortization rates. All-in sustaining costs per ounce sold decreased 24% primarily due to lower costs applicable to sales, lower sustaining capital spend and higher production.

Batu Hijau, Indonesia. Gold ounces produced increased 32% due to higher ore grade milled as a result of higher ore grade mined, higher recovery and a lower build of gold in-circuit inventory as compared to the prior year period. Copper pounds produced decreased 3% primarily due to lower ore grade milled and lower recovery. *Costs applicable to sales* per ounce sold decreased 10% primarily due to higher production, partially offset by a higher co-product allocation of costs to gold due to changes in the gold and copper revenue percentages. *Costs applicable to sales* per pound sold decreased 16% primarily due to a lower co-product allocation of costs to copper due to changes in the gold and copper revenue percentages, partially offset by lower production. *Depreciation and amortization* per ounce sold and per pound sold were in line with the prior year period. All-in sustaining costs per ounce sold decreased 15% primarily due to higher production and lower sustaining capital spend. All-in sustaining costs per pound sold decreased 18% primarily due to lower costs applicable to sales and lower sustaining capital spend, partially offset by lower production.

Africa Operations

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Three Months Ended June 30,	(in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Ahafo	90	74	\$ 649	\$ 596	\$ 182	\$ 175	\$ 923	\$ 958
Akyem	115	121	489	423	276	202	574	533
Total / Weighted Average	205	195	\$ 560	\$ 488	\$ 234	\$ 192	\$ 733	\$ 711

	Gold or Copper Produced		Costs Applicable to Sales ⁽¹⁾		Depreciation and Amortization		All-In Sustaining Costs ⁽²⁾	
	2016	2015	2016	2015	2016	2015	2016	2015
Six Months Ended June 30,	(in thousands)		(\$ per ounce sold)		(\$ per ounce sold)		(\$ per ounce sold)	
Ahafo	178	175	\$ 655	\$ 575	\$ 179	\$ 161	\$ 888	\$ 837
Akyem	229	236	483	412	263	195	570	521
Total / Weighted Average	407	411	\$ 558	\$ 481	\$ 227	\$ 181	\$ 716	\$ 672

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

(2) All-In Sustaining Costs is a non-GAAP financial measure. See Non-GAAP Financial Measures beginning on page 70.

Three months ended June 30, 2016 compared to 2015

Ahafo, Ghana. Gold production increased 22% primarily due to higher throughput as a result of power availability as compared to the required load shedding in the prior year period driven by the power shortage in Ghana, a lower build of in-circuit inventory and higher recovery. *Costs applicable to sales* per ounce sold increased 9% primarily due to higher costs from stockpile inventory and higher milling costs as a result of higher throughput, partially offset by higher production. *Depreciation and amortization* per ounce sold increased 4% due to higher amortization rates, partially offset by higher production. All-in sustaining costs per ounce sold decreased 4% primarily due to higher production and lower sustaining capital spend, partially offset by higher costs applicable to sales.

Akyem, Ghana. Gold production decreased 5% mainly due to lower ore grade milled and a lower draw-down of in-circuit inventory, partially offset by higher throughput as a result of power availability as compared to the required load shedding in the prior year period driven by the power shortage in Ghana. *Costs applicable to sales* per ounce sold increased 16% due to higher direct operating costs, including higher milling costs due to higher throughput, and lower production. *Depreciation and amortization* per ounce sold increased 37% due to higher amortization rates and lower production. All-in sustaining costs per ounce sold increased 8% primarily due to higher costs applicable to sales and lower production, partially offset by lower sustaining capital spend.

Six months ended June 30, 2016 compared to 2015

Ahafo, Ghana. Gold production increased 2% due to higher throughput as a result of power availability as

compared to the required load shedding in the prior year period driven by the power shortage in Ghana, partially offset by lower ore grade milled, a build of in-circuit inventory in the current year period as compared to a draw-down in the prior year period and lower recovery. *Costs applicable to sales* per ounce sold increased 14% due to higher direct operating costs, including higher milling costs due to higher throughput, partially offset by higher production. *Depreciation and amortization* per ounce sold increased 11% due to higher amortization rates, partially offset by higher production. All-in sustaining costs per ounce sold increased 6% primarily due to higher costs applicable to sales, partially offset by higher production and lower sustaining capital spend.

Akyem, Ghana. Gold production decreased 3% due to lower ore grade milled, a build of in-circuit inventory as compared to a draw-down in the prior year period and lower recovery, partially offset by higher throughput as a result of power availability as compared to the required load shedding in the prior year period driven by the power shortage in Ghana. *Costs applicable to sales* per ounce sold increased 17% due to higher direct operating costs, including higher milling costs due to higher throughput, and lower production. *Depreciation and amortization* per ounce sold increased 35% due to higher amortization rates and lower production. All-in sustaining costs per ounce sold increased 9% primarily due to higher costs applicable to sales and lower production, partially offset by lower sustaining capital spend.

Foreign Currency Exchange Rates

Foreign currency exchange rates can increase or decrease profit margins and *Costs applicable to sales* to the extent costs are paid in foreign currencies. Such fluctuations have not had a material impact on our revenue since gold and copper are sold throughout the world principally in U.S. dollars. Despite selling gold and copper in London we have no exposure to the euro or the British pound.

Our foreign operations sell their gold and copper production based on U.S. dollar metal prices. Approximately 34% and 37% of *Costs applicable to sales* for our foreign operations were paid in currencies other than the U.S. dollar during the three months ended June 30, 2016 and 2015, respectively, of which approximately 27% was denominated in the Australian dollar in the current year. Approximately 31% and 37% of *Costs applicable to sales* for our foreign operations were paid in currencies other than the U.S. dollar during the six months ended June 30, 2016 and 2015, respectively, of which approximately 24% was denominated in the Australian dollar in the current year. Variations in the local currency exchange rates in relation to the U.S. dollar at our foreign mining operations decreased *Costs applicable to sales* by approximately \$12 per ounce and \$16 per ounce, net of hedging losses, during the three and six months ended June 30, 2016, respectively, compared to the same periods in 2015. Australia accounted for \$12 per ounce and \$14 per ounce of the previously mentioned decreases in *Costs applicable to sales*.

Liquidity and Capital Resources

Liquidity Overview

During the six months ended June 30, 2016, we increased our cash and cash equivalents position from \$2,782 to \$2,902. Cash inflows of \$120 were primarily driven by operating cash flows from continuing operations of \$1,304 in addition to proceeds received from the sale of Regis Resources Ltd. of \$184. These inflows were partially offset by cash outflows of \$641 for debt repayments at Corporate and Batu Hijau, \$591 for additions to property, plant and mine development, and \$146 for dividends paid to noncontrolling interests at Yanacocha.

Operating Activities

Net cash provided by continuing operating activities was \$1,304 during the six months ended June 30, 2016, an increase of \$235 from the six months ended June 30, 2015, primarily due to higher average realized gold prices, an increase in consolidated gold ounces sold and copper pounds sold and favorable movements in working capital, partially offset by higher operating costs and lower average realized copper prices.

Investing Activities

Net cash used in investing activities decreased to \$405 during the six months ended June 30, 2016 compared to \$539 during the same period in 2015. Details of investing activities are below:

Additions to property, plant and mine development were \$591 and \$606 during the six months ended June 30, 2016 and 2015, respectively, as follows:

	Six Months Ended	
	June 30,	
	2016	2015
North America:		
Carlin	\$ 79	\$ 115
Phoenix	7	15
Twin Creeks	20	31
Long Canyon	73	24
CC&V ⁽¹⁾	36	—
Other North America	2	2
	<u>217</u>	<u>187</u>
South America:		
Yanacocha	38	34
Merian	142	164
	<u>180</u>	<u>198</u>
Asia Pacific:		
Boddington	23	29
Tanami	57	46
Waihi ⁽²⁾	—	10
Kalgoorlie	8	11
Batu Hijau ⁽³⁾	20	40
Other Asia Pacific	—	2
	<u>108</u>	<u>138</u>
Africa:		
Ahafo	39	45
Akyem	10	19
	<u>49</u>	<u>64</u>
Corporate and Other	4	30
Accrual basis	558	617
Decrease (increase) in accrued capital expenditures and other non-cash adjustments	33	(11)
Cash basis	<u>\$ 591</u>	<u>\$ 606</u>

(1) On August 3, 2015, the Company acquired the CC&V gold mining business.

(2) On October 29, 2015, the Company sold the Waihi mine.

(3) On June 30, 2016, we announced the anticipated sale of Batu Hijau. For further information, see Note 1 to the Condensed Consolidated Financial Statements.

Capital expenditures in North America during the six months ended June 30, 2016 primarily related to the development of the Long Canyon project, the mine life extension project at CC&V, surface and underground mine development, tailings facility construction and capitalized component purchases. Capital expenditures in South America primarily related to the development of the Merian project, construction of water treatment facilities, a tailings facility expansion, capitalized component purchases and infrastructure improvements. The majority of capital expenditures in Asia Pacific were for underground mine development at Tanami, tailings and support facility construction and equipment and capitalized component purchases at other sites in Australia and equipment and capitalized component purchases in Batu Hijau. Capital expenditures in Africa were primarily related to tailings facility expansion, water treatment plant construction, capitalized component purchases and the Subika Underground project.

Capital expenditures in North America during the six months ended June 30, 2015 primarily related to the development of the Turf Vent Shaft project, development of the Long Canyon project, surface and underground mine development, tailings facility construction and capitalized component purchases. Capital expenditures in South America were primarily related to the development of the Merian project, capitalized component purchases, surface mine development and infrastructure improvements. The majority of capital expenditures in Asia Pacific were for

underground mine development, tailings and support facility construction and mining equipment purchases in Australia and New Zealand and equipment and capitalized component spend in Batu Hijau. Capital expenditures in Africa were related to tailings facility expansion, providing supplemental power capacity, capitalized component purchases, Subika Underground and Ahafo mill expansion. Capital expenditures in Corporate were primarily related to TMAC Resources.

Proceeds from sales of investments. During the six months ended June 30, 2016, we received \$184 from the sale of Regis Resources Ltd. During the six months ended June 30, 2015, we received \$29 primarily from the maturity of a Certificate of Deposit for \$25.

Proceeds from sales of other assets. During the six months ended June 30, 2016, we received \$8 primarily from cash received from the sale of various royalties on mineral interests. During the six months ended June 30, 2015, we received \$44, of which, \$38 was from the sale of Hemlo mineral rights in Ontario, Canada and \$6 was from the sale of Relief Canyon in Nevada.

Financing Activities

Net cash (used in) provided by financing activities was \$778 during the six months ended June 30, 2016 compared to net cash provided by financing activities of \$400 during the six months ended June 30, 2015. Details of financing activities are below:

Repayment of debt. During the six months ended June 30, 2016, we paid \$641 in debt repayments, of which \$498 related to reductions of Senior Notes during the first quarter and \$140 related to repayments of the PTNNT revolving credit facility. During the six months ended June 30, 2015, we paid \$281 in debt repayments, of which \$200 was from the 2019 term loan facility, \$55 was for the PTNNT revolving credit facility and \$25 was for the Ahafo Project Finance Facility.

Scheduled minimum debt repayments are \$3 for the remainder of 2016, \$765 in 2017, \$nil in 2018, \$901 in 2019, \$nil in 2020 and \$3,974 thereafter. We generally expect to be able to fund maturities of debt from *Net cash provided by operating activities*, current investments, existing cash balances and available credit facilities. Depending upon market conditions and strategic considerations, we may choose to refinance some maturing debt in the capital markets.

At June 30, 2016 and December 31, 2015, we were in compliance with all debt covenants and provisions related to potential defaults.

Proceeds from stock issuance, net. During the six months ended June 30, 2015, we received \$675 in net proceeds from a common stock issuance. Proceeds from the common stock sale, supplemented with cash from our balance sheet, were used for the acquisition of CC&V mine.

Proceeds from the sale of noncontrolling interests. We received \$37 in proceeds during the six months ended June 30, 2015, of which, \$34 related to TMAC's private placement to raise funds and \$3 was for the remaining payment from the government of Suriname for the 25% noncontrolling interest in the development of the Merian project.

Funding from noncontrolling interests. We received \$50 and \$62 in funding during the six months ended June 30, 2016 and 2015, respectively, for the development of the Merian project from Staatsolie (a company wholly owned by the Republic of Suriname).

Dividends paid to noncontrolling interests. During the six months ended June 30, 2016, Yanacocha paid dividends of \$146 to noncontrolling interests.

Dividends paid to common stockholders. We declared regular quarterly dividends totaling \$0.050 and \$0.050 per common share for the six months ended June 30, 2016 and 2015, respectively. We paid dividends of \$27 and \$23 to common stockholders during the six months ended June 30, 2016 and 2015, respectively.

Increase in restricted cash, net. During the six months ended June 30, 2016, we had a net increase of \$13 in restricted cash primarily related to reclamation at PTNNT. During the six months ended June 30, 2015, we had a net increase of \$59 in restricted cash at PTNNT, of which \$45 was for a revolving credit facility payment that was paid later in 2015 and \$14 was for reclamation.

Discontinued Operations

Net cash used in discontinued operations was \$5 and \$6 during the six months ended June 30, 2016 and 2015, respectively, related to payments on the Holt property royalty.

Off-Balance Sheet Arrangements

We have the following off-balance sheet arrangements: operating leases (as discussed in Note 28 to the Consolidated Financial Statements for the year ended December 31, 2015, filed on February 17, 2016 on Form 10-K) and \$2,164 of outstanding letters of credit, surety bonds and bank guarantees (see Note 22 to the Condensed Consolidated Financial Statements). At June 30, 2016, \$75 of the \$3,000 corporate revolving credit facility was used to secure the issuance of letters of credit, primarily supporting reclamation obligations.

We also have sales agreements or commitments to sell copper and gold concentrates at market prices as follows (in thousands of tons):

	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>Thereafter</u>
Batu Hijau ⁽¹⁾	433	—	—	—	—	—
Boddington	114	234	162	66	66	—
Phoenix	53	46	52	46	47	184
	<u>600</u>	<u>280</u>	<u>214</u>	<u>112</u>	<u>113</u>	<u>184</u>

(1) On June 30, 2016 we announced the anticipated sale of Batu Hijau. For further information, see Note 1 to the Condensed Consolidated Financial Statements.

Other Liquidity Matters

At June 30, 2016, the Company had \$2,902 in *Cash and cash equivalents*, of which \$1,732 was held in foreign subsidiaries and is primarily held in U.S. dollar denominated accounts with the remainder in foreign currencies readily convertible to U.S. dollars. At June 30, 2016, \$715 of the consolidated cash and cash equivalents was attributable to noncontrolling interests primarily related to our Indonesian, Peruvian and Surinamese operations which is being held to fund those operations and development projects. At June 30, 2016, \$1,643 in consolidated cash and cash equivalents (\$948 attributable to Newmont) was held at certain foreign subsidiaries that, if repatriated, may be subject to withholding taxes. The repatriation of this cash and the applicable withholding taxes would generate foreign tax credits in the U.S. As a result, we expect that there would be no additional tax burden upon repatriation after considering the cash cost associated with the withholding taxes.

We believe that our liquidity and capital resources from U.S. operations and flow-through foreign subsidiaries are adequate to fund our U.S. operations and corporate activities.

Environmental

Our mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. We have made, and expect to make in the future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures. At June 30, 2016 and December 31, 2015, \$1,593 and \$1,553, respectively, were accrued for reclamation costs relating to currently or recently producing mineral properties.

Reclamation costs are allocated to expense over the life of the related assets and are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either the timing or amount of the reclamation costs. Reclamation obligations are based on when the spending for an existing environmental disturbance will occur. We review, on at least an annual basis, the reclamation obligation at each mine.

Accounting for reclamation obligations requires management to make estimates unique to each mining operation of the future costs we will incur to complete the reclamation work required to comply with existing laws and regulations. As mining operations progress over their mine life, we are able to more accurately predict the estimated future reclamation costs. Any such changes in future costs, the timing of reclamation activities, or scope could materially impact the amounts charged to earnings for reclamation. Additionally, future changes to environmental laws and regulations could increase the extent of reclamation work required.

In early 2015, the Peruvian government agency responsible for certain environmental regulations, the Ministry of the Environment (“MINAM”), issued proposed water quality criteria for designated beneficial uses which apply to mining companies, including Yanacocha. These criteria would modify the in-stream water quality criteria pursuant to which Yanacocha has been designing water treatment processes and infrastructure. In December 2015, MINAM issued the final regulation that modified the water quality standards and the Company has one year to submit a modification to the previously approved Environmental Impact Assessment which is due February 15, 2017. A total of up to four years are allowed for permitting, detailed engineering, and construction of water treatment facilities required for compliance with the new water quality standards. Yanacocha is currently assessing treatment options in connection with the new water quality standards, which are expected to result in increased costs. If Yanacocha is unsuccessful in designing, constructing and implementing effective treatment options in the next four years, it could result in potential fines and penalties relating to potential intermittent non-compliant exceedances.

In addition to assessing water treatment options to comply with the new water standards described above, we are also performing a comprehensive update to the Yanacocha reclamation plan to address stakeholder input and changes in closure activities and estimated closure costs while preserving optionality for potential future projects at Yanacocha.

The revised reclamation plan, once approved, could result in a material increase in the reclamation obligation at Yanacocha. Additionally, increases in the future reclamation costs at Yanacocha could result in a significant increase in all-in sustaining costs per ounce and possibly result in impairments to Yanacocha’s long-lived assets based upon then current mine plans. We will continue to advance the update to the Yanacocha reclamation plan and expect to further refine the associated cost estimates in late 2016 in connection with completing the revised Environmental Impact Assessment and our mine planning process.

For a complete discussion of the factors that influence our reclamation obligations and the associated risks, refer to Managements’ Discussion and Analysis of Consolidated Financial Condition and Results of Operations under the heading “Critical Accounting Policies” and refer to Risk Factors under the heading “Mine closure and remediation costs for environmental liabilities may exceed the provisions we have made” for the year ended December 31, 2015 filed February 17, 2016 on Form 10-K.

In addition, we are involved in several matters concerning environmental obligations associated with former mining activities. Based upon our best estimate of our liability for these matters, \$311 and \$318 were accrued for such obligations at June 30, 2016 and December 31, 2015, respectively. We spent \$10 and \$25 during the six months ended 2016 and 2015, respectively, for environmental obligations related to the former, primarily historic, mining activities and have classified \$34 as a current liability at June 30, 2016.

During the six months ended June 30, 2016 and 2015, capital expenditures were approximately \$30 and \$58, respectively, to comply with environmental regulations.

For more information on the Company’s reclamation and remediation liabilities, see Notes 5 and 22 to the Condensed Consolidated Financial Statements.

Accounting Developments

For a discussion of Recently Adopted and Recently Issued Accounting Pronouncements, see Note 2 to the Condensed Consolidated Financial Statements.

Non-GAAP Financial Measures

Non-GAAP financial measures are intended to provide additional information only and do not have any standard meaning prescribed by generally accepted accounting principles (“GAAP”). These measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Earnings before interest, taxes and depreciation and amortization and Adjusted earnings before interest, taxes and depreciation and amortization

Management uses Earnings before interest, taxes and depreciation and amortization (“EBITDA”) and EBITDA adjusted for non-core or certain items that have a disproportionate impact on our results for a particular period (“Adjusted EBITDA”) as non-GAAP measures to evaluate the Company’s operating performance. EBITDA and Adjusted EBITDA do not represent, and should not be considered an alternative to, net income (loss), operating income (loss), or cash flow from operations as those terms are defined by GAAP, and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. Although Adjusted EBITDA and similar measures are frequently used as measures of operations and the ability to meet debt service requirements by other companies, our calculation of Adjusted EBITDA is not necessarily comparable to such other similarly titled captions of other companies. The Company believes that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors. Management’s determination of the components of Adjusted EBITDA are evaluated periodically and based, in part, on a review of non-GAAP financial measures used by mining industry analysts. *Net income (loss) attributable to Newmont stockholders* is reconciled to EBITDA and Adjusted EBITDA as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Net income (loss) attributable to Newmont stockholders	\$ 23	\$ 72	\$ 75	\$ 255
Net income (loss) attributable to noncontrolling interests	39	76	122	122
Loss (income) from discontinued operations	27	(9)	53	(17)
Equity loss (income) of affiliates	5	7	10	16
Income and mining tax expense (benefit)	310	152	634	345
Depreciation and amortization	314	276	636	565
Interest expense, net	71	82	150	167
EBITDA	\$ 789	\$ 656	\$ 1,680	\$ 1,453
Adjustments:				
Impairment of investments ⁽¹⁾	\$ —	\$ 16	\$ —	\$ 73
Impairment of long-lived assets ⁽²⁾	4	2	4	3
Restructuring and other ⁽³⁾	9	9	22	14
Acquisition costs ⁽⁴⁾	2	8	2	8
Loss on debt repayment ⁽⁵⁾	—	—	3	—
Loss (gain) on asset and investment sales ⁽⁶⁾	—	1	(104)	(43)
Adjusted EBITDA	\$ 804	\$ 692	\$ 1,607	\$ 1,508

- (1) Impairment of investments, included in *Other income, net*, represents other-than-temporary impairments on equity and cost method investments and does not relate to our core operations.
- (2) Impairment of long-lived assets, included in *Other expense, net*, represents non-cash write-downs that do no impact our core operations.
- (3) Restructuring and other, included in *Other expense, net*, represents certain costs associated with the Full Potential initiative announced in 2013, a one-time payment to PT Freeport Indonesia for engineering studies related to their smelter project in the second quarter of 2016, accrued legal costs in our Africa region during 2016 as well as system integration costs related to our acquisition of CC&V.
- (4) Acquisition costs, included in *Other expense, net* represents adjustments made in the second quarter of 2016 to the contingent consideration liability from the acquisition of Boddington, and costs associated with the acquisition of CC&V in 2015.
- (5) Loss on debt repayment, included in *Other income, net* and *Interest expense, net*, represents the impact of the debt tender offer on our 2019 Notes and 2039 Notes during the first quarter of 2016.
- (6) Loss (gain) on asset and investment sales, included in *Other income, net*, represents primarily the sale of our holdings in Regis Resources Ltd. in the first quarter of 2016 and land sales of Hemlo mineral rights in Canada and the Relief Canyon mine in Nevada during the first quarter of 2015.

Adjusted net income (loss)

Management uses Adjusted net income (loss) to evaluate the Company's operating performance and for planning and forecasting future business operations. The Company believes the use of Adjusted net income (loss) allows investors and analysts to understand the results of the continuing operations of the Company and its direct and indirect subsidiaries relating to the production and sale of minerals, by excluding certain items that have a disproportionate impact on our results for a particular period. The net income (loss) adjustments are generally presented net of tax at the Company's statutory effective tax rate of 35% and net of our partners' noncontrolling interests when applicable. The impact of the adjustments through the Company's Valuation allowance is included in Tax adjustments. The Tax adjustment includes items such as foreign tax credits, alternative minimum tax credits, capital losses and disallowed foreign losses. Management's determination of the components of Adjusted net income (loss) are evaluated periodically and based, in part, on a review of non-GAAP financial measures used by mining industry analysts. *Net income (loss) attributable to Newmont stockholders* is reconciled to Adjusted net income (loss) as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Net income (loss) attributable to Newmont stockholders	\$ 23	\$ 72	\$ 75	\$ 255
Loss (income) from discontinued operations ⁽¹⁾	27	(9)	53	(17)
Net income (loss) attributable to Newmont stockholders from continuing operations	50	63	128	238
Impairment of investments ⁽²⁾	—	10	—	47
Impairment of long-lived assets ⁽³⁾	2	2	2	2
Restructuring and other ⁽⁴⁾	4	5	11	7
Acquisition costs ⁽⁵⁾	1	5	1	5
Loss (gain) on asset and investment sales ⁽⁶⁾	—	1	(104)	(27)
Loss on debt repayment ⁽⁷⁾	—	—	2	—
Tax adjustments ⁽⁸⁾	174	45	373	89
Adjusted net income (loss)	\$ 231	\$ 131	\$ 413	\$ 361
Net income (loss) per share, basic	\$ 0.04	\$ 0.14	\$ 0.14	\$ 0.51
Loss (income) from discontinued operations, net of taxes	0.05	(0.01)	0.10	(0.03)
Net income (loss) attributable to Newmont stockholders from continuing operations	0.09	0.13	0.24	0.48
Impairment of investments, net of taxes	—	0.02	—	0.09
Impairment of long-lived assets, net of taxes	—	—	—	—
Restructuring and other, net of taxes	0.01	0.01	0.02	0.01
Acquisition costs, net of taxes	—	0.01	—	0.01
Loss (gain) on asset and investment sales, net of taxes	—	—	(0.20)	(0.05)
Loss on debt repayment, net of taxes	—	—	—	—
Tax adjustments	0.34	0.09	0.72	0.18
Adjusted net income (loss) per share, basic	\$ 0.44	\$ 0.26	\$ 0.78	\$ 0.72
Net income (loss) per share, diluted	\$ 0.04	\$ 0.14	\$ 0.14	\$ 0.51
Loss (income) from discontinued operations, net of taxes	0.05	(0.01)	0.10	(0.03)
Net income (loss) attributable to Newmont stockholders from continuing operations	0.09	0.13	0.24	0.48
Impairment of investments, net of taxes	—	0.02	—	0.09
Impairment of long-lived assets, net of taxes	—	—	—	—
Restructuring and other, net of taxes	0.01	0.01	0.02	0.01
Acquisition costs, net of taxes	—	0.01	—	0.01
Loss (gain) on asset and investment sales, net of taxes	—	—	(0.20)	(0.05)
Loss on debt repayment, net of taxes	—	—	—	—
Tax adjustments	0.34	0.09	0.72	0.18
Adjusted net income (loss) per share, diluted	\$ 0.44	\$ 0.26	\$ 0.78	\$ 0.72
Weighted average common shares (millions):				
Basic	531	505	530	502
Diluted	533	506	532	503

(1) Loss (income) from discontinued operations relates to adjustments in our Holt property royalty and is presented net of tax expense (benefit) of \$(12), \$4, \$(23) and \$8, respectively.

(2) Impairment of investments, included in *Other income, net*, represents other-than-temporary impairments on equity and cost method investments and does not relate to our core operations. Amounts are presented net of tax expense (benefit) of \$-, \$(6), \$- and \$(26), respectively.

- (3) Impairment of long-lived assets, included in *Other expense, net*, represents non-cash write-downs that do not impact our core operations. Amounts are presented net of tax expense (benefit) of \$(1), \$-, \$(1) and \$(1), respectively, and amounts attributed to noncontrolling interest income (expense) of \$(1), \$-, \$(1) and \$-, respectively.
- (4) Restructuring and other, included in *Other expense, net*, represents certain costs associated with the Full Potential initiative announced in 2013, a one-time payment to PT Freeport Indonesia for engineering studies related to their smelter project in the second quarter of 2016, accrued legal costs in our Africa region during 2016 as well as system integration costs related to our acquisition of CC&V. Amounts are presented net of tax expense (benefit) of \$(3), \$(3), \$(8) and \$(5), respectively, and amounts attributed to noncontrolling interest income (expense) of \$(2), \$(1), \$(3) and \$(2), respectively.
- (5) Acquisition costs, included in *Other expense, net*, represents adjustments made in the second quarter of 2016 to the contingent consideration liability from the acquisition of Boddington and costs associated with the acquisition of CC&V in 2015. Amounts are presented net of tax expense (benefit) of \$(1), \$(3), \$(1) and \$(3), respectively.
- (6) Loss (gain) on asset and investment sales, included in *Other income, net*, primarily represents the sale of our holdings in Regis Resources Ltd. in the first quarter of 2016 and land sales of Hemlo mineral rights in Canada and the Relief Canyon mine in Nevada during the first quarter of 2015. Amounts are presented net of tax expense (benefit) of \$-, \$-, \$- and \$16, respectively.
- (7) Loss on debt repayment, included in *Other income, net* and *Interest expense, net*, represents the impact of the debt tender offer on our 2019 Notes and 2039 Notes during the first quarter of 2016. Amounts are presented net of tax expense (benefit) of \$-, \$-, \$(1) and \$-, respectively.
- (8) Tax adjustments include movements in tax valuation allowance and tax adjustments not related to core operations. Second quarter and year to date tax adjustments were primarily the result of a tax restructuring and a loss carryback, both of which resulted in an increase in the Company's valuation allowance on credits.

Free Cash Flow

Management uses Free Cash Flow as a non-GAAP measure to analyze cash flows generated from operations. Free Cash Flow is *Net cash provided by operating activities* plus *Net cash used in discontinued operations* less *Additions to property, plant and mine development* as presented on the Condensed Consolidated Statements of Cash Flow. The Company believes Free Cash Flow is also useful as one of the bases for comparing the Company's performance with its competitors. Although Free Cash Flow and similar measures are frequently used as measures of cash flows generated from operations by other companies, the Company's calculation of Free Cash Flow is not necessarily comparable to such other similarly titled captions of other companies.

The presentation of non-GAAP Free Cash Flow is not meant to be considered in isolation or as an alternative to net income as an indicator of the Company's performance, or as an alternative to cash flows from operating activities as a measure of liquidity as those terms are defined by GAAP, and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. The Company's definition of Free Cash Flow is limited in that it does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other contractual obligations or payments made for business acquisitions. Therefore, the Company believes it is important to view Free Cash Flow as a measure that provides supplemental information to the Company's Condensed Consolidated Statements of Cash Flow.

The following table sets forth a reconciliation of Free Cash Flow, a non-GAAP financial measure, to *Net cash provided by operating activities*, which the Company believes to be the GAAP financial measure most directly comparable to Free Cash Flow, as well as information regarding *Net cash used in investing activities* and *Net cash used in financing activities*.

	Six Months Ended June 30,	
	2016	2015
Net cash provided by operating activities	\$ 1,299	\$ 1,063
Plus: Net cash used in discontinued operations	5	6
Net cash provided by continuing operating activities	1,304	1,069
Less: Additions to property, plant and mine development	(591)	(606)
Free Cash Flow	<u>\$ 713</u>	<u>\$ 463</u>
Net cash (used in) investing activities ⁽¹⁾	\$ (405)	\$ (539)
Net cash (used in) provided by financing activities	\$ (778)	\$ 400

(1) *Net cash used in investing activities* includes *Additions to property, plant and mine development*, which is included in the Company's computation of Free Cash Flow.

Costs applicable to sales per ounce/pound

Costs applicable to sales per ounce/pound are non-GAAP financial measures. These measures are calculated by dividing the costs applicable to sales of gold and copper by gold ounces or copper pounds sold, respectively. These measures are calculated on a consistent basis for the periods presented on a consolidated basis. Costs applicable to sales per ounce/pound statistics are intended to provide additional information only and do not have any standardized meaning prescribed by GAAP and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The measures are not necessarily indicative of operating profit or cash flow from operations as determined under GAAP. Other companies may calculate these measures differently.

The following tables reconcile these non-GAAP measures to the most directly comparable GAAP measures.

Costs applicable to sales per ounce

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Costs applicable to sales ⁽¹⁾	\$ 912	\$ 858	\$ 1,818	\$ 1,698
Gold sold (thousand ounces)	1,429	1,337	2,850	2,704
Costs applicable to sales per ounce	\$ 637	\$ 642	\$ 638	\$ 628

- (1) Includes by-product credits of \$14 and \$27 during the three and six months ended June 30, 2016, respectively, and \$12 and \$26 during the three and six months ended June 30, 2015, respectively.

Costs applicable to sales per pound

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Costs applicable to sales ⁽¹⁾	\$ 147	\$ 169	\$ 322	\$ 356
Copper sold (million pounds)	122	139	289	278
Costs applicable to sales per pound	\$ 1.21	\$ 1.21	\$ 1.12	\$ 1.28

- (1) Includes by-product credits of \$6 and \$13 during the three and six months ended June 30, 2016, respectively, and \$5 and \$11 during the three and six months ended June 30, 2015, respectively.

All-In Sustaining Costs

Newmont has worked to develop a metric that expands on GAAP measures such as cost of goods sold and non-GAAP measures, such as Costs applicable to sales per ounce, to provide visibility into the economics of our mining operations related to expenditures, operating performance and the ability to generate cash flow from operations.

Current GAAP-measures used in the mining industry, such as cost of goods sold, do not capture all of the expenditures incurred to discover, develop and sustain gold production. Therefore, we believe that all-in sustaining costs is a non-GAAP measure that provides additional information to management, investors and analysts that aid in the understanding of the economics of our operations and performance compared to other producers and in the investor's visibility by better defining the total costs associated with production.

All-in sustaining cost ("AISC") amounts are intended to provide additional information only and do not have any standardized meaning prescribed by GAAP and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The measures are not necessarily indicative of operating profit or cash flow from operations as determined under GAAP. Other companies may calculate these measures differently as a result of differences in the underlying accounting principles, policies applied and in accounting frameworks such as in International Financial Reporting Standards ("IFRS"), or by reflecting the benefit from selling non-gold metals as a

reduction to AISC. Differences may also arise related to definitional differences of sustaining versus development capital activities based upon each company's internal policies.

The following disclosure provides information regarding the adjustments made in determining the all-in sustaining costs measure:

Costs Applicable to Sales - Includes all direct and indirect costs related to current gold production incurred to execute the current mine plan. *Costs applicable to sales* ("CAS") includes by-product credits from certain metals obtained during the process of extracting and processing the primary ore-body. CAS is accounted for on an accrual basis and excludes *Depreciation and a mortization* and *Reclamation and remediation*, which is consistent with our presentation of CAS on the Condensed Consolidated Statements of Income. In determining AISC, only the CAS associated with producing and selling an ounce of gold is included in the measure. Therefore, the amount of gold CAS included in AISC is derived from the CAS presented in the Company's Condensed Consolidated Statements of Income less the amount of CAS attributable to the production of copper at our Phoenix, Boddington and Batu Hijau mines. The copper CAS at those mine sites is disclosed in Note 4 to the Condensed Consolidated Financial Statements. The allocation of CAS between gold and copper at the Phoenix, Boddington and Batu Hijau mines is based upon the relative sales value of copper and gold produced during the period.

Reclamation Costs - Includes accretion expense related to Asset Retirement Obligation ("ARO") and the amortization of the related Asset Retirement Cost ("ARC") for the Company's operating properties. Accretion related to the ARO and the amortization of the ARC assets for reclamation does not reflect annual cash outflows but are calculated in accordance with GAAP. The accretion and amortization reflect the periodic costs of reclamation associated with current gold production and are therefore included in the measure. The allocation of these costs to gold and copper is determined using the same allocation used in the allocation of CAS between gold and copper at the Phoenix, Boddington and Batu Hijau mines.

Advanced Projects and Exploration - Includes incurred expenses related to projects that are designed to increase or enhance current gold production and gold exploration. We note that as current resources are depleted, exploration and advanced projects are necessary for us to replace the depleting reserves or enhance the recovery and processing of the current reserves. As this relates to sustaining our gold production, and is considered a continuing cost of a mining company, these costs are included in the AISC measure. These costs are derived from the *Advanced projects, research and development* and *Exploration* amounts presented in the Condensed Consolidated Statements of Income less the amount attributable to the production of copper at our Phoenix, Boddington and Batu Hijau mines. The allocation of these costs to gold and copper is determined using the same allocation used in the allocation of CAS between gold and copper at the Batu Hijau, Boddington and Phoenix mines.

General and Administrative - Includes cost related to administrative tasks not directly related to current gold production, but rather related to supporting our corporate structure and fulfilling our obligations to operate as a public company. Including these expenses in the AISC metric provides visibility of the impact that general and administrative activities have on current operations and profitability on a per ounce basis.

Other expense, net - Includes administrative costs to support current gold production. We exclude certain exceptional or unusual expenses from *Other expense, net*, such as restructuring, as these are not indicative to sustaining our current gold operations. Furthermore, this adjustment to *Other expense, net* is also consistent with the nature of the adjustments made to *Net income (loss) attributable to Newmont stockholders* as disclosed in the Company's non-GAAP financial measure Adjusted net income (loss). The allocation of these costs to gold and copper is determined using the same allocation used in the allocation of CAS between gold and copper at the Phoenix, Boddington and Batu Hijau mines.

Treatment and Refining Costs - Includes costs paid to smelters for treatment and refining of our concentrates to produce the salable metal. These costs are presented net as a reduction of *Sales*.

Sustaining Capital - We determined sustaining capital as those capital expenditures that are necessary to maintain current gold production and execute the current mine plan. Capital expenditures to develop new operations, or related to

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projects at existing operations where these projects will enhance gold production or reserves, are considered development. We determined the classification of sustaining and development capital projects based on a systematic review of our project portfolio in light of the nature of each project. Sustaining capital costs are relevant to the AISC metric as these are needed to maintain the Company's current gold operations and provide improved transparency related to our ability to finance these expenditures from current operations. The allocation of these costs to gold and copper is determined using the same allocation used in the allocation of CAS between gold and copper at the Batu Hijau, Boddington and Phoenix mines.

Three Months Ended	Costs		Advanced	General	Other	Treatment	Sustaining	All-In	Ounces	All-In
	Applicable	Reclamation	Projects	and	Expense,	and				
June 30, 2016	to Sales ⁽¹⁾⁽²⁾⁽³⁾	Costs ⁽⁴⁾	and	Administrative	Net ⁽⁵⁾	Refining	Capital ⁽⁶⁾	Costs	(000)/Pounds	Sustaining
			Exploration			Costs			Sold	Costs per
										oz/lb
Gold										
Carlin	\$ 184	\$ 1	\$ 4	\$ 2	\$ —	\$ —	\$ 38	\$ 229	203	\$ 1,128
Phoenix	39	1	1	1	—	2	3	47	50	940
Twin Creeks	58	1	2	—	—	—	12	73	115	635
Long Canyon	—	—	7	—	—	—	—	7	—	—
CC&V ⁽⁷⁾	58	1	1	1	—	—	2	63	115	548
Other North America	—	—	5	—	—	1	2	8	—	—
North America	339	4	20	4	—	3	57	427	483	884
Yanacocha	120	14	11	2	1	1	24	173	154	1,123
Merian	—	—	11	—	—	—	—	11	—	—
Other South America	—	—	10	—	—	—	—	10	—	—
South America	120	14	32	2	1	1	24	194	154	1,260
Boddington	141	2	—	—	—	5	10	158	198	798
Tanami	64	—	3	—	—	—	20	87	144	604
Kalgoorlie	67	1	2	—	—	2	5	77	96	802
Batu Hijau	65	4	—	1	—	8	4	82	148	554
Other Asia Pacific	—	—	2	5	2	—	1	10	—	—
Asia Pacific	337	7	7	6	2	15	40	414	586	706
Ahafo	60	1	7	—	—	—	16	84	91	923
Akyem	56	2	3	—	—	—	5	66	115	574
Other Africa	—	—	—	1	—	—	—	1	—	—
Africa	116	3	10	1	—	—	21	151	206	733
Corporate and Other	—	—	13	50	1	—	2	66	—	—
Total Gold	\$ 912	\$ 28	\$ 82	\$ 63	\$ 4	\$ 19	\$ 144	\$ 1,252	1,429	\$ 876
Copper										
Phoenix	\$ 22	\$ —	\$ —	\$ —	\$ —	\$ 1	\$ 2	\$ 25	11	\$ 2.27
Boddington	33	—	—	—	—	3	2	38	18	2.11
Batu Hijau	92	6	—	1	—	18	7	124	93	1.33
Asia Pacific	125	6	—	1	—	21	9	162	111	1.46
Total Copper	\$ 147	\$ 6	\$ —	\$ 1	\$ —	\$ 22	\$ 11	\$ 187	122	\$ 1.53
Consolidated	\$ 1,059	\$ 34	\$ 82	\$ 64	\$ 4	\$ 41	\$ 155	\$ 1,439		

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

(2) Includes by-product credits of \$20.

(3) Includes stockpile and leach pad inventory adjustments of \$23 at Carlin, \$8 at Twin Creeks and \$26 at Yanacocha.

(4) Reclamation costs include operating accretion of \$23 and amortization of asset retirement costs of \$11.

(5) Other expense, net is adjusted for restructuring costs of \$9, acquisition costs of \$2 and write-downs of \$4.

(6) Excludes development capital expenditures, capitalized interest and the increase in accrued capital of \$139. The following are major development projects: Merian, Long Canyon, and the CC&V and the Tanami expansion.

(7) The Company acquired the CC&V gold mining business on August 3, 2015.

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Three Months Ended	Costs Applicable	Reclamation Costs ⁽⁴⁾	Advanced Projects and Exploration	General and Administrative	Other Expense, Net ⁽⁵⁾	Treatment and Refining Costs	Sustaining Capital ⁽⁶⁾	All-In Sustaining Costs	Ounces (000/Pounds Sold)	All-In Sustaining Costs per oz/lb
June 30, 2015	to Sales ⁽¹⁾⁽²⁾⁽³⁾	Costs ⁽⁴⁾	Exploration	Administrative	Net ⁽⁵⁾	Costs	Capital ⁽⁶⁾	Costs	(000/Pounds Sold)	Costs per oz/lb
Gold										
Carlin	\$ 187	\$ 1	\$ 4	\$ 2	\$ —	\$ —	\$ 38	\$ 232	204	\$ 1,137
Phoenix	32	2	—	—	—	1	5	40	43	930
Twin Creeks	65	—	3	1	—	—	12	81	125	648
Long Canyon	—	—	3	—	—	—	—	3	—	—
Other North America	—	—	4	—	1	—	1	6	—	—
North America	284	3	14	3	1	1	56	362	372	973
Yanacocha	130	24	8	6	1	—	19	188	204	922
Merian	—	—	3	—	—	—	—	3	—	—
Other South America	—	—	12	—	1	—	—	13	—	—
South America	130	24	23	6	2	—	19	204	204	1,000
Boddington	122	2	—	1	—	4	15	144	175	823
Tanami	59	1	2	—	—	—	23	85	117	726
Waihi ⁽⁷⁾	18	—	1	—	—	—	1	20	33	606
Kalgoorlie	78	2	1	—	—	1	4	86	86	1,000
Batu Hijau	73	3	2	—	—	9	7	94	156	603
Other Asia Pacific	—	—	1	3	2	—	2	8	—	—
Asia Pacific	350	8	7	4	2	14	52	437	567	771
Ahafo	43	3	5	—	1	—	17	69	72	958
Akyem	51	1	4	1	—	—	8	65	122	533
Other Africa	—	—	1	3	—	—	—	4	—	—
Africa	94	4	10	4	1	—	25	138	194	711
Corporate and Other	—	—	24	49	1	—	—	74	—	—
Total Gold	\$ 858	\$ 39	\$ 78	\$ 66	\$ 7	\$ 15	\$ 152	\$ 1,215	1,337	\$ 909
Copper										
Phoenix	\$ 17	\$ —	\$ 1	\$ —	\$ —	\$ 2	\$ 2	\$ 22	9	\$ 2.44
Boddington	29	1	—	—	—	3	3	36	18	2.00
Batu Hijau	123	5	2	2	1	20	13	166	112	1.48
Asia Pacific	152	6	2	2	1	23	16	202	130	1.55
Total Copper	\$ 169	\$ 6	\$ 3	\$ 2	\$ 1	\$ 25	\$ 18	\$ 224	139	\$ 1.61
Consolidated	\$ 1,027	\$ 45	\$ 81	\$ 68	\$ 8	\$ 40	\$ 170	\$ 1,439		

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

(2) Includes by-product credits of \$17.

(3) Includes stockpile and leach pad inventory adjustments of \$27 at Carlin, \$3 at Twin Creeks and \$18 at Yanacocha.

(4) Reclamation costs include operating accretion of \$21 and amortization of asset retirement costs of \$24.

(5) Other expense, net is adjusted for restructuring costs of \$9, acquisition costs of \$8 and write-downs of \$2.

(6) Excludes development capital expenditures, capitalized interest and the increase in accrued capital of \$152. The following are major development projects: Turf Vent Shaft, Merian, and Conga.

(7) On October 29, 2015, the Company sold the Waihi mine.

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Six Months Ended	Costs Applicable	Reclamation Costs ⁽⁴⁾	Advanced Projects and Exploration	General and Administrative	Other Expense, Net ⁽⁵⁾	Treatment and Refining Costs	Sustaining Capital ⁽⁶⁾	All-In Sustaining Costs	Ounces (000/Pounds Sold)	All-In Sustaining Costs per oz/lb
June 30, 2016	to Sales ⁽¹⁾⁽²⁾⁽³⁾	Costs ⁽⁴⁾	Exploration	Administrative	Net ⁽⁵⁾	Costs	Capital ⁽⁶⁾	Costs	(000/Pounds Sold)	oz/lb
Gold										
Carlin	\$ 373	\$ 2	\$ 7	\$ 3	\$ —	\$ —	\$ 70	\$ 455	411	\$ 1,107
Phoenix	88	2	1	1	—	5	5	102	103	990
Twin Creeks	118	2	4	—	—	—	18	142	251	566
Long Canyon	—	—	13	—	—	—	—	13	—	—
CC&V ⁽⁷⁾	91	2	4	1	—	—	2	100	170	588
Other North America	—	—	6	—	2	1	2	11	—	—
North America	670	8	35	5	2	6	97	823	935	880
Yanacocha	248	28	20	5	2	1	38	342	333	1,027
Merian	—	—	14	—	—	—	—	14	—	—
Other South America	—	—	16	2	—	—	—	18	—	—
South America	248	28	50	7	2	1	38	374	333	1,123
Boddington	252	3	—	—	—	10	19	284	361	787
Tanami	123	1	6	—	—	—	34	164	245	669
Kalgoorlie	132	2	3	—	—	3	8	148	184	804
Batu Hijau	165	8	1	4	—	19	8	205	384	534
Other Asia Pacific	—	—	3	8	3	—	1	15	—	—
Asia Pacific	672	14	13	12	3	32	70	816	1,174	695
Ahafo	117	3	12	—	—	—	26	158	178	888
Akyem	111	4	4	—	—	—	12	131	230	570
Other Africa	—	—	1	2	—	—	—	3	—	—
Africa	228	7	17	2	—	—	38	292	408	716
Corporate and Other	—	—	25	93	2	—	4	124	—	—
Total Gold	\$ 1,818	\$ 57	\$ 140	\$ 119	\$ 9	\$ 39	\$ 247	\$ 2,429	2,850	\$ 852
Copper										
Phoenix	\$ 44	\$ 1	\$ —	\$ —	\$ —	\$ 2	\$ 3	\$ 50	21	\$ 2.38
Boddington	56	—	—	—	—	6	4	66	33	2.00
Batu Hijau	222	11	—	2	—	46	12	293	235	1.25
Asia Pacific	278	11	—	2	—	52	16	359	268	1.34
Total Copper	\$ 322	\$ 12	\$ —	\$ 2	\$ —	\$ 54	\$ 19	\$ 409	289	\$ 1.42
Consolidated	\$ 2,140	\$ 69	\$ 140	\$ 121	\$ 9	\$ 93	\$ 266	\$ 2,838		

(1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.

(2) Includes by-product credits of \$40.

(3) Includes stockpile and leach pad inventory adjustments of \$43 at Carlin, \$10 at Twin Creeks and \$54 at Yanacocha.

(4) Reclamation costs include operating accretion of \$46 and amortization of asset retirement costs of \$23.

(5) Other expense, net is adjusted for restructuring costs of \$22, acquisition costs of \$2 and write-downs of \$4.

(6) Excludes development capital expenditures, capitalized interest and the increase in accrued capital of \$325. The following are major development projects: Merian, Long Canyon, and the CC&V and the Tanami expansion.

(7) The Company acquired the CC&V gold mining business on August 3, 2015.

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Six Months Ended June 30, 2015	Costs Applicable to Sales ⁽¹⁾⁽²⁾⁽³⁾	Reclamation Costs ⁽⁴⁾	Advanced Projects and Exploration	General and Administrative	Other Expense, Net ⁽⁵⁾	Treatment and Refining Costs	Sustaining Capital ⁽⁶⁾	All-In Sustaining Costs	Ounces (000)/Pounds (millions) Sold	All-In Sustaining Costs per oz/lb
Gold										
Carlin	\$ 365	\$ 2	\$ 7	\$ 4	\$ —	\$ —	\$ 75	\$ 453	431	\$ 1,051
Phoenix	73	3	1	1	—	2	9	89	95	937
Twin Creeks	124	1	5	1	—	—	30	161	247	652
Long Canyon	—	—	6	—	—	—	—	6	—	—
Other North America	—	—	6	—	3	—	2	11	—	—
North America	562	6	25	6	3	2	116	720	773	931
Yanacocha	245	49	13	10	1	—	34	352	450	782
Merian	—	—	5	—	—	—	—	5	—	—
Other South America	—	—	22	—	1	—	—	23	—	—
South America	245	49	40	10	2	—	34	380	450	844
Boddington	279	5	1	1	—	11	24	321	377	851
Tanami	117	2	3	—	—	—	37	159	215	740
Waihi ⁽⁷⁾	37	1	2	—	—	—	1	41	74	554
Kalgoorlie	138	3	1	—	—	2	11	155	147	1,054
Batu Hijau	124	5	2	1	—	18	13	163	260	627
Other Asia Pacific	—	—	2	6	5	—	2	15	—	—
Asia Pacific	695	16	11	8	5	31	88	854	1,073	796
Ahafo	99	4	11	—	1	—	29	144	172	837
Akyem	97	2	4	—	1	—	19	123	236	521
Other Africa	—	—	2	5	—	—	—	7	—	—
Africa	196	6	17	5	2	—	48	274	408	672
Corporate and Other	—	—	45	94	7	—	3	149	—	—
Total Gold	\$ 1,698	\$ 77	\$ 138	\$ 123	\$ 19	\$ 33	\$ 289	\$ 2,377	2,704	\$ 879
Copper										
Phoenix	\$ 42	\$ 1	\$ 1	\$ 1	\$ —	\$ 1	\$ 5	\$ 51	22	\$ 2.32
Boddington	68	1	—	—	—	7	5	81	38	2.13
Batu Hijau	246	9	3	2	—	44	27	331	218	1.52
Asia Pacific	314	10	3	2	—	51	32	412	256	1.61
Total Copper	\$ 356	\$ 11	\$ 4	\$ 3	\$ —	\$ 52	\$ 37	\$ 463	278	\$ 1.67
Consolidated	\$ 2,054	\$ 88	\$ 142	\$ 126	\$ 19	\$ 85	\$ 326	\$ 2,840		

- (1) Excludes *Depreciation and amortization* and *Reclamation and remediation*.
- (2) Includes by-product credits of \$37.
- (3) Includes stockpile and leach pad inventory adjustments of \$51 at Carlin, \$5 at Twin Creeks, \$22 at Yanacocha and \$18 at Boddington.
- (4) Reclamation costs include operating accretion of \$42 and amortization of asset retirement costs of \$46.
- (5) Other expense, net is adjusted for restructuring costs of \$14, acquisition costs of \$8 and write-downs of \$3.
- (6) Excludes development capital expenditures, capitalized interest and the increase in accrued capital of \$280. The following are major development projects: Turf Vent Shaft, Conga, Long Canyon and Merian.
- (7) On October 29, 2015, the Company sold the Waihi mine.

Safe Harbor Statement

Certain statements contained in this report (including information incorporated by reference herein) are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are intended to be covered by the safe harbor provided for under these sections. Words such as “expect(s)”, “feel(s)”, “believe(s)”, “will”, “may”, “anticipate(s)”, “estimate(s)”, “should”, “intend(s)” and similar expressions are intended to identify forward-looking statements. Our forward-looking statements may include, without limitation:

- estimates regarding future earnings and the sensitivity of earnings to gold, copper and other metal prices;
- estimates of future mineral production and sales;

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- estimates of future production costs, other expenses and taxes for specific operations and on a consolidated basis;
- estimates of future cash flows and the sensitivity of cash flows to gold and other metal prices;
- estimates of future capital expenditures, construction, production or closure activities and other cash needs, for specific operations and on a consolidated basis, and expectations as to the funding or timing thereof;
- estimates as to the projected development of certain ore deposits, including the timing of such development, the costs of such development and other capital costs, financing plans for these deposits and expected production commencement dates;
- estimates of reserves and statements regarding future exploration results and reserve replacement and the sensitivity of reserves to metal price changes;
- statements regarding the availability of, and terms and costs related to, future borrowing or financing and expectations regarding future debt repayments or debt tender transactions ;
- estimates regarding future exploration expenditures, results and reserves;
- statements regarding fluctuations in financial and currency markets;
- estimates regarding potential cost savings, productivity, operating performance and ownership and cost structures;
- expectations regarding the completion and timing of divestitures and costs and charges associated therewith, including, without limitation, statements relating to the sale of the Company's interest in PTNNT, which remains subject to the closing conditions, some of which remain outside the control of the Company;
- expectations regarding statements regarding future transactions, including, without limitation, statements related to future acquisitions and projected benefits, synergies and costs associated with acquisitions and related matters;
- expectations regarding the start-up time, design, mine life, production and costs applicable to sales and exploration potential of our projects;
- statements regarding future hedge and derivative positions or modifications thereto;
- statements regarding political, economic or governmental conditions and environments;
- statements regarding the impacts of changes in the legal and regulatory environment in which we operate;
- estimates of future costs, accruals for reclamation costs and other liabilities for certain environmental matters, including without limitation with respect to our Yanacocha operation;
- estimates of income taxes and expectations relating to tax contingencies or tax audits; and
- estimates of pension and other post-retirement costs.

Where we express 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, our forward-looking 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 those forward-looking statements. Such risks include, but are not limited to:

- the price of gold, copper and other metal prices and commodities;
- the cost of operations;
- currency fluctuations;
- geological and metallurgical assumptions;
- operating performance of equipment, processes and facilities;
- labor relations;
- timing of receipt of necessary governmental permits or approvals;
- domestic and foreign laws or regulations, particularly relating to the environment, mining and processing;
- changes in tax laws;
- domestic and international economic and political conditions;
- our ability to obtain or maintain necessary financing; and
- other risks and hazards associated with mining operations.

More detailed information regarding these factors is included in the section titled Item 1, Business; Item 1A, Risk Factors in the Annual Report on Form 10-K for the year ended At December 31, 2015 filed February 17, 2016 and elsewhere throughout this report. Many of these factors are beyond our ability to control or predict. Given these uncertainties, readers are cautioned not to place undue reliance on our forward-looking statements.

All subsequent written and oral forward-looking statements attributable to Newmont or to persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. We disclaim any intention or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (dollars in millions, except per ounce and per pound amounts).

Metal Prices

Changes in the market price of gold significantly affect our profitability and cash flow. Gold prices can fluctuate widely due to numerous factors, such as demand; forward selling by producers; central bank sales, purchases and lending; investor sentiment; the strength of the U.S. dollar; inflation, deflation, or other general price instability; and global mine production levels. Changes in the market price of copper also affect our profitability and cash flow. Copper is traded on established international exchanges and copper prices generally reflect market supply and demand, but can also be influenced by speculative trading in the commodity or by currency exchange rates.

Decreases in the market price of gold and copper can also significantly affect the value of our product inventory, stockpiles and ore on leach pads, and it may be necessary to record a write-down to the net realizable value (“NRV”). NRV represents the estimated future sales price based on short-term and long-term metals prices, less estimated costs to complete production and bring the product to sale. The primary factors that influence the need to record write-downs of our product inventory, stockpiles and ore on leach pads include short-term and long-term metals prices and costs for

production inputs such as labor, fuel and energy, materials and supplies, as well as realized ore grades and recovery rates. The significant assumptions in determining the stockpile, leach pad and product inventory adjustments for each mine site reporting unit at June 30, 2016 included production cost and capitalized expenditure assumptions unique to each operation, a short-term and long-term gold price of \$1,260 and \$1,300 per ounce, respectively, a short-term and long-term copper price of \$2.14 and \$3.00 per pound, respectively, and an Australian to U.S. dollar long-term exchange rate of \$0.80.

The NRV measurement involves the use of estimates and assumptions unique to each mining operation regarding current and future operating and capital costs, metal recoveries, production levels, commodity prices, proven and probable reserve quantities, engineering data and other factors. A high degree of judgment is involved in determining such assumptions and estimates and no assurance can be given that actual results will not differ significantly from those estimates and assumptions.

Hedging

Our strategy is to provide shareholders with leverage to changes in gold and copper prices by selling our production at spot market prices. Consequently, we do not hedge our gold and copper sales. We have and will continue to manage certain risks associated with commodity input costs, interest rates and foreign currencies using the derivative market.

By using derivatives, we are affected by credit risk, market risk and market liquidity risk. Credit risk is the risk that a third party might fail to fulfill its performance obligations under the terms of a financial instrument. We mitigate credit risk by entering into derivatives with high credit quality counterparties, limiting the amount of exposure to each counterparty and monitoring the financial condition of the counterparties. Market risk is the risk that the fair value of a derivative might be adversely affected by a change in underlying commodity prices, interest rates or currency exchange rates and that this in turn affects our financial condition. We manage market risk by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken. We mitigate this potential risk to our financial condition by establishing trading agreements with counterparties under which we are not required to post any collateral or be subject to any margin calls on our derivatives. Our counterparties cannot require settlement solely because of an adverse change in the fair value of a derivative. Market liquidity risk is the risk that a derivative cannot be eliminated quickly, by either liquidating it or by establishing an offsetting position. Under the terms of our trading agreements, counterparties cannot require us to immediately settle outstanding derivatives, except upon the occurrence of customary events of default such as covenant breaches, including financial covenants, insolvency or bankruptcy. We further mitigate market liquidity risk by spreading out the maturity of our derivatives over time.

Cash Flow Hedges

Foreign Currency Exchange Risk

We had the following foreign currency derivative contracts in Asia Pacific outstanding at June 30, 2016:

	Expected Maturity Date			
	2016	2017	2018	Total/Average
A\$ Operating Fixed Forward Contracts:				
A\$ notional (millions)	72	105	6	183
Average rate (\$/A\$)	0.95	0.93	0.92	0.94
	%			
Expected hedge ratio	11	8 %	4 %	

The fair value of the A\$ foreign currency operating derivative contracts was a net liability position of \$36 at June 30, 2016 and \$60 at December 31, 2015.

Diesel Price Risk

We had the following diesel derivative contracts in North America outstanding at June 30, 2016:

	Expected Maturity Date		
	2016	2017	Total/Average
Diesel Fixed Forward Contracts:			
Diesel gallons (millions)	12	15	27
Average rate (\$/gallon)	2.14	1.75	1.92
		%	
Expected hedge ratio	61	39 %	

The fair value of the Diesel derivative contracts was a net liability position of \$12 at June 30, 2016 and \$32 at December 31, 2015.

Commodity Price Risk

Our provisional gold and copper sales contain an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of the gold and copper concentrates at the prevailing indices' prices at the time of sale. The embedded derivative, which does not qualify for hedge accounting, is marked to market through earnings each period prior to final settlement.

At June 30, 2016, Newmont had gold sales of 258,000 ounces priced at an average of \$1,323 per ounce, subject to final pricing over the next several months. Each \$25 change in the price for provisionally priced gold sales would have an approximate \$3 effect on our *Net income (loss) attributable to Newmont stockholders*. The London P.M. closing settlement price at June 30, 2016 for gold was \$1,321 per ounce.

At June 30, 2016, Newmont had copper sales of 125 million pounds priced at an average of \$2.19 per pound, subject to final pricing over the next several months. Each \$0.10 change in the price for provisionally priced copper sales would have an approximate \$5 effect on our *Net income (loss) attributable to Newmont stockholders*. The LME closing settlement price at June 30, 2016 for copper was \$2.19 per pound.

ITEM 4. CONTROLS AND PROCEDURES.

During the fiscal period covered by this report, the Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the required time periods and are designed to ensure that information required to be disclosed in its reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

On August 3, 2015, the Company acquired CC&V (see Note 3 to the Condensed Consolidated Financial Statements). As permitted by the SEC Staff interpretive guidance for newly acquired businesses, the Company has previously excluded CC&V from its evaluation of internal control over financial reporting. As of June 30, 2016, the Company has completed the process of integrating internal controls over financial reporting for CC&V.

During the third quarter of 2015, the Company began outsourcing certain of its information technology and transactional business processes to a third-party provider. As of June 30, 2016, the Company has transitioned certain procure-to-pay and payroll processes in its Corporate office and its Asia Pacific, North America and South America regions as well as certain global information technology processes, including infrastructure and application support and the service desk, to the third-party provider. The Company plans to continue transitioning additional information

technology and business processes to the third-party provider through the fourth quarter of 2016. The Company has taken the necessary steps to monitor and maintain appropriate internal controls over financial reporting.

There were no other changes in the Company's internal control over financial reporting that occurred during the three months ended June 30, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Information regarding legal proceedings is contained in Note 22 to the Condensed Consolidated Financial Statements contained in this Report and is incorporated herein by reference.

ITEM 1A. RISK FACTORS.

There were no material changes to the risk factors disclosed in Item 1, Business; Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 17, 2016.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

At Newmont, safety is a core value and we strive for superior performance. Our health and safety management system, which includes detailed standards and procedures for safe production, addresses topics such as employee training, risk management, workplace inspection, emergency response, accident investigation and program auditing. In addition to strong leadership and involvement from all levels of the organization, these programs and procedures form the cornerstone of safety at Newmont, ensuring that employees are provided a safe and healthy environment and are intended to reduce workplace accidents, incidents and losses, comply with all mining-related regulations and provide support for both regulators and the industry to improve mine safety.

In addition, we have established our “Rapid Response” process to mitigate and prevent the escalation of adverse consequences if existing risk management controls fail, particularly if an incident may have the potential to seriously impact the safety of employees, the community or the environment. This process provides appropriate support to an affected site to complement their technical response to an incident, so as to reduce the impact by considering the environmental, strategic, legal, financial and public image aspects of the incident, to ensure communications are being carried out in accordance with legal and ethical requirements and to identify actions in addition to those addressing the immediate hazards.

The operation of our U.S. based mines is subject to regulation by the Federal Mine Safety and Health Administration (“MSHA”) under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”). MSHA inspects our mines on a regular basis and issues various citations and orders when it believes a violation has occurred under the Mine Act. Following passage of The Mine Improvement and New Emergency Response Act of 2006, MSHA significantly increased the numbers of citations and orders charged against mining operations. The dollar penalties assessed for citations issued has also increased in recent years.

Newmont is required to report certain mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K, and that required information is included in Exhibit 95 and is incorporated by reference into this Quarterly Report.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

- (a) The exhibits to this report are listed in the Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NEWMONT MINING CORPORATION
(Registrant)

Date: July 20, 2016

/s/ LAURIE BRLAS

Laurie Brlas
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: July 20, 2016

/s/ JOHN W. KITLEN

John W. Kitlen
Vice President, Controller and Chief Accounting Officer
(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description
2.1	- NTPBV Share Sale and Purchase Agreement by and among Nusa Tenggara Partnership BV, as vendor, Newmont Mining Corporation, as vendor guarantor, Sumitomo Corporation, as vendor guarantor, and PT Amman Mineral Internasional, as purchaser, dated June 30, 2016. Incorporated by reference to Registrant's Form 8-K filed with the Securities and Exchange Commission on July 5, 2016.
2.2	- Sale and Purchase Agreement – PTPI Loan by and among NVL (USA) Limited, as original lender, Newmont Mining Corporation, as original lender guarantor, and PT Amman Mineral Internasional, as new lender, dated June 30, 2016. Incorporated by reference to Registrant's Form 8-K filed with the Securities and Exchange Commission on July 5, 2016.
10.1*	- Senior Executive Compensation Program of Registrant, as amended and restated effective January 1, 2016, filed herewith.
10.2*	- Section 16 Officer and Senior Executive Annual Incentive Compensation Program, amended and restated effective January 1, 2016, filed herewith.
12.1	- Computation of Ratio of Earnings to Fixed Charges, filed herewith.
31.1	- Certification Pursuant to Rule 13A-14 or 15-D-14 of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by the Principal Executive Officer, filed herewith.
31.2	- Certification Pursuant to Rule 13A-14 or 15-D-14 of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by the Principal Financial Officer, filed herewith.
32.1	- Statement Required by 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Principal Executive Officer, filed herewith. ⁽¹⁾
32.2	- Statement Required by 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Principal Financial Officer, filed herewith. ⁽¹⁾
95	- Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, filed herewith.
101	- 101.INS XBRL Instance 101.SCH XBRL Taxonomy Extension Schema 101.CAL XBRL Taxonomy Extension Calculation 101.DEF XBRL Taxonomy Extension Definition 101.LAB XBRL Taxonomy Extension Labels 101.PRE XBRL Taxonomy Extension Presentation

* These exhibits relate to executive compensation plans and arrangements.

(1) This document is being furnished in accordance with SEC Release Nos. 33-8212 and 34-47551.

**NEWMONT
SENIOR EXECUTIVE COMPENSATION PROGRAM**

(Effective January 1, 2016)

**NEWMONT
SENIOR EXECUTIVE COMPENSATION PROGRAM**

(Effective January 1 , 20 1 6)

PURPOSE

This Senior Executive Compensation Program includes the Restricted Stock Unit Bonus program, Performance Leveraged Stock Bonus program and the Personal Bonus for the eligible Employees. This program is a restatement of the Senior Executive Compensation Program effective on January 1, 2015. The purpose of the Restricted Stock Unit Bonus program and the Performance Leveraged Stock Bonus program is to provide eligible Employees a direct interest in the success of the operations of Newmont Mining. The purpose of the Personal Bonus is to provide eligible Employees additional incentive to meet strategic objectives. The eligible Employees will be rewarded in accordance with the terms and conditions described below.

This program is intended to be a program described in Department of Labor Regulation Sections 2510.3 -1(b) and 2510.3-2(c) and shall not be considered a plan subject to the Employee Retirement Income Security Act of 1974, as amended.

I. DEFINITIONS

The capitalized terms used in this compensation program shall have the same meaning as the capitalized terms in the Section 16 Officer and Senior Executive Annual Incentive Compensation Program (“AICP”), unless otherwise defined or stated herein. The following terms used in this compensation program shall have the meanings set forth below.

1.1 “*Change of Control Price*” means the price per share of Common Stock offered to a holder thereof in conjunction with any transaction resulting in a Change of Control on a fully-diluted basis (as determined by the Leadership Development and Compensation Committee as constituted before the Change of Control, if any part of the offered price is payable other than in cash), or, in the case of a Change of Control occurring solely by reason of a change in the composition of the Board, the highest Fair Market Value of a share of Common Stock on any of the 30 trading days immediately preceding the date on which such Change of Control occurs.

1.2 “*Common Stock*” means the \$1.60 par value common stock of Newmont Mining.

1.3 “*Extended Performance Period*” means three calendar years over which the Leadership Development and Compensation Committee will calculate and determine the Performance Leveraged Stock Bonus.

1.4 “*Fair Market Value*” has the meaning given such term in the 2013 Stock Incentive Compensation Plan.

1.5 “*Performance Leveraged Stock Bonus*” means the bonus payable to an eligible Employee in the form of Common Stock under this compensation program with respect to an

Extended Performance Period (or portion thereof as provided in Section 4.4) and is calculated as described in Section 4.2.

1.6 “*Performance Period*” means the calendar year over which the Leadership Development and Compensation Committee will calculate and determine the Personal Bonus and the Restricted Stock Unit Bonus.

1.7 “*Performance Stock*” means the right to receive from Newmont Mining Common Stock or restricted stock units under terms and conditions defined in a restricted stock unit or other award agreement, as determined by the Leadership Development and Compensation Committee.

1.8 “*Relative Total Shareholder Return*” means Newmont Mining’s total shareholder return, defined as the change in the closing price of a share of Common Stock, with dividends reinvested, over the Extended Performance Period, as compared to the total shareholder return, with dividends reinvested, of an index of peer companies selected and determined by the Leadership Development and Compensation Committee. The Committee retains authority to make adjustments for extraordinary events affecting the calculations.

1.9 “*Personal Bonus*” means the cash bonus payable to an eligible Employee based on the individual contribution of such eligible Employee to achievement of the Corporation’s strategic objectives during the Performance Period, as set forth in Section 5.1 (or portion thereof as provided in Section 5.2).

1.10 “*Restricted Stock Unit Bonus*” means the bonus payable to an eligible Employee in the form of restricted stock units under this compensation program annually (or portion of a year as provided in Section 3.2), which shall be determined by dividing the eligible Employee’s Target Restricted Stock Unit Bonus by Fair Market Value, on the date of grant of the Restricted Stock Unit Bonus. The restricted stock units granted as a Restricted Stock Unit Bonus shall have terms and conditions, and shall be subject to such restrictions as defined by the Leadership Development and Compensation Committee.

1.11 “*Retirement*” means Normal Retirement or Early Retirement both as defined in the Pension Plan of Newmont Mining (or any successor plan), regardless of the relevant Employee’s participation in the Pension Plan of Newmont Mining (or any successor plan). Retirement under the Pension Plan of Newmont Mining is more specifically described as:

If a participant under:	You qualify if:
Final Average Pay	- You are age 55 and have 10 years of service - You are age 62
Stable Value Plan	- Age 65

1.12 “*Target Performance Leveraged Stock Bonus*” means the number of shares of Common Stock equivalent to the percentage of base salary (for calculation purposes, base salary shall be the applicable base salary of the Employee as of March 1 (or the effective date of the annual merit compensation process if different than March 1) for the year in which the target number of shares is calculated) set by the Leadership Development and Compensation Committee which is set forth in Appendix C, using the average closing price of Common Stock

for the first 25 trading days on the New York Stock Exchange of the calendar year of the Extended Performance Period. For the Chief Executive Officer, the Target Performance Leveraged Stock Unit Bonus means the number of shares of Common Stock equivalent to the dollar value set forth in Appendix C.

1.1.3 “*Target Restricted Stock Unit Bonus*” means the percentage of base salary (for calculation purposes, base salary shall be the applicable base salary of the Employee as of March 1 (or the effective date of the annual merit compensation process if different than March 1) for the year in which the target number of shares is calculated) set by the Leadership Development and Compensation Committee which is set forth in Appendix A. For the Chief Executive Officer, the Target Restricted Stock Unit Bonus means the dollar value set forth in Appendix A.

1.1.4 “*Terminated Eligible Employee*” for purposes of the Performance Leveraged Stock Bonus, means executive grade level Employee of a Participating Employer at grade level E-4 or above during the relevant Extended Performance Period, who terminates employment with Newmont Mining and/or a Participating Employer as provided in Section 4.4. “*Terminated Eligible Employee*” for purposes of the Personal Bonus shall have the same meaning as in the AICP.

1.1.5 “*2013 Stock Incentive Compensation Plan*” means the Newmont Mining Corporation 2013 Stock Incentive Compensation Plan (or any successor plan), as amended from time to time.

II. ELIGIBILITY

All executive grade level Employees of a Participating Employer at grade level E-4 or above, are eligible to receive a Performance Leveraged Stock Bonus and Personal Bonus under this compensation program, provided (i) they are on the payroll of a Participating Employer as of the last day of the relevant Performance Period for the Personal Bonus or Extended Performance Period for the Performance Leveraged Stock Bonus, and at the time the award is granted, or (ii) they are a Terminated Eligible Employee with respect to such Performance Period for the Personal Bonus, or Extended Performance Period for the Performance Leveraged Stock Bonus. All executive grade level Employees of a Participating Employer at grade level E-4 or above are eligible to receive a Restricted Stock Unit Bonus under this compensation program, provided they are on the payroll of a Participating Employer at the time the award is granted. Eligible Employees who are on short-term disability under the Short-Term Disability Plan of Newmont, or a successor plan, or not working because of a work-related injury as of the last day of the Performance Period for Personal Bonus, or Extended Performance Period for the Performance Leveraged Stock Bonus, but are still on the payroll of a Participating Employer shall be eligible to receive a Performance Leveraged Stock Bonus and Personal Bonus. Notwithstanding the foregoing provisions of this Section II, the Leadership Development and Compensation Committee may, prior to the end of any Performance Period, or Extended Performance Period for the Performance Leveraged Stock Bonus, exclude from or include in eligibility for participation under this compensation program with respect to such Performance Period, or Extended Performance Period for the Performance Leveraged Stock Bonus, any executive grade level Employee of a Participating Employer.

III. RESTRICTED STOCK UNIT BONUS

3.1 Determination of Restricted Stock Unit Bonus—In General. The Restricted Stock Unit Bonus shall be calculated by the Leadership Development and Compensation Committee as soon as reasonably practicable following the Performance Period. Following such determination, grant of the Restricted Stock Unit Bonus shall be made to eligible Employees as soon as reasonably practicable, in accordance with Sections 3.3 and 3.4 below.

3.2 Separation of Employment and Payment of Restricted Stock Unit Bonus. An eligible Employee shall not be entitled to payment of a Restricted Stock Unit Bonus as a result of any separation of employment, voluntary or involuntary except as provided in Section 6.2 below.

3.3 Form of Payment. The amount of Restricted Stock Unit Bonus payable under this compensation program shall be paid in restricted stock units (payable in whole units only rounded down to the nearest share). The restricted stock units shall have a three year vesting period, with one-third of the restricted stock units vesting each year on the anniversary of the date of grant, all subject to the terms of the applicable award agreement.

IV. PERFORMANCE LEVERAGED STOCK BONUS

4.1 Determination of Performance Leveraged Stock—In General. The Performance Leveraged Stock Bonus shall be calculated as soon as reasonably practicable after the Leadership Development and Compensation Committee determines the Performance Leveraged Stock Bonus Payout Factor as described in Section 4.3 below. Following such determination, payment of the Performance Leveraged Stock Bonus shall be made to eligible Employees as soon as reasonably practicable, in accordance with Section 4.5 below.

4.2 Calculation of Performance Leveraged Stock Bonus. The Performance Leveraged Stock Bonus equals the Target Performance Leveraged Stock Bonus times the Performance Leveraged Stock Bonus Payout Factor.

4.3 Calculation of the Performance Leveraged Stock Bonus Payout Factor. The Performance Leveraged Stock Bonus Payout Factor will be the sum of the Market Payout Factor and the TSR Payout Factor:

(a) “*Market Payout Factor*” means a percentage calculated as follows: 100 times the quotient of (i) the average closing price of Common Stock for the first 25 trading days on the New York Stock Exchange of the calendar year of the Extended Performance Period; divided by (ii) the average closing price of Common Stock for the last 25 trading days on the New York Stock Exchange of the Extended Performance Period, as adjusted for stock splits or similar reorganizations. The maximum Market Payout Factor shall be 150%.

(b) “*TSR Payout Factor*” means a percentage calculated as follows: two times the number of percentage points that the Relative Total Shareholder Return is above the 50th percentile, to a maximum of 50%.

4.4 Separation of Employment and Payment of Performance Leveraged Stock Bonus . Unless otherwise stated in this Section 4.4, an eligible Employee shall not be entitled to payment of a Performance Leveraged Stock Bonus on or after any separation of employment, voluntary or involuntary.

In the event an eligible Employee separates employment from a Participating Employer prior to payment of the Performance Leveraged Stock Bonus as a result of Retirement, death, circumstances entitling eligible Employee to severance benefits of any kind, including but not limited to benefits under the Executive Severance Plan of Newmont (or any successor plan) or redundancy benefits, or circumstances entitling eligible Employee to long-term disability benefits of the Company, such eligible Employee is a Terminated Eligible Employee and shall receive a Performance Leveraged Stock Bonus calculated separately to the most recent fiscal quarter end for each of the outstanding awards, with each separate award pro-rated based on the time he or she was actually employed by a Participating Employer during the Extended Performance Period .

4.5 Form of Payment . The amount of Performance Leveraged Stock Bonus payable under this compensation program shall be paid in Common Stock (payable in whole shares only rounded down to the nearest share). Upon the payment of the Performance Leveraged Stock Bonus in Common Stock, an eligible Employee shall also be entitled to a cash payment equal to any dividends paid with respect to the Common Stock delivered for the Performance Leveraged Stock Bonus for the Extended Performance Period, minus any applicable taxes.

4.6 Timing of Payment . Except as otherwise provided in section Section 4.4 above , payment of the Performance Leveraged Stock Bonus will be made as soon as reasonably practicable during the calendar year following the Extended Performance Period to which such Performance Leveraged Stock Bonus relates .

4.7 Performance Leveraged Stock Bonus for Newly Hired or Newly Promoted eligible Employees . In the event an individual is hired as an eligible Employee, or promoted into an eligible Employee position, such eligible Employee may be eligible for payment of a pro-rated Performance Leveraged Stock Bonus, as determined in the sole discretion of the Company or the Leadership Development and Compensation Committee for Section 16 Officers, at each date of payment of a Performance Leveraged Stock Bonus after the date of hire or after the date of promotion.

V. PERSONAL BONUS

5.1 Determination of Personal Bonus— In General . At the end of each Performance Period, the Leadership Development and Compensation Committee will evaluate Section 16 Officer eligible Employees ' performance against relevant strategic objectives and award a Personal Bonus, up to the maximum amounts listed in Appendix B. The Leadership Development and Compensation Committee will seek the input of the Chief Executive Officer on the Personal Bonuses to be awarded to eligible Section 16 Officer s Employees. At the end of each Performance Period, the designated supervisor of a non-Section 16 Officer eligible Employee will evaluate the non-Section 16 Officer eligible Employee's performance against relevant strategic objectives and award a Personal Bonus, up to the maximum a mounts listed in Appendix B. Following such determination, payment of the Personal Bonus shall be made to eligible Employees as soon as reasonably practicable following the end of the applicable

Performance Period, provided that such payment shall be made no later than the 15th day of the third month following the Performance Period to which such Personal Bonus relates.

5.2 Separation of Employment and Payment of Personal Bonus. In the event an eligible Employee separates employment from a Participating Employer and is a Terminated Eligible Employee, the Personal Bonus shall be paid at 50% of the maximum level shown on Appendix B (with the exception that the calculation shall be based upon current rate of base salary, rather than eligible earnings) , pro-rated for the time of employment during the Performance Period, and shall be paid as soon as practicable.

If an eligible Employee is not a Terminated Eligible Employee, eligible Employee shall not be entitled to payment of a Personal Bonus on or after any separation of employment, voluntary or involuntary.

V.I. CHANGE OF CONTROL

6.1 Personal Bonus. Upon a Change of Control (as defined in the AICP), each eligible Employee employed as of the date of the Change of Control , shall become entitled to the payment of 50% of the maximum Personal Bonus if a Change of Control occurs between September 1 and December 31. If a Change of Control occurs between January 1 and August 31 each eligible Employee employed as of the date of the Change of Control, shall become entitled to the payment of 50% of the maximum Personal Bonus pro-rated for partial service during the Performance Period . The bonus payable in accordance with the provisions of this Section 6.1 shall be calculated and paid as soon as practicable following the date of the Change of Control. Such payment shall be subject to the withholding of such amounts as Newmont Mining or a Participating Employer may determine is required to be withheld pursuant to any applicable federal, state or local law or regulation. Upon the completion of such payment, eligible Employees shall have no further right to the payment of any bonus hereunder (other than any bonus payable hereunder with respect to a previous calendar year that has not yet been paid). Payment of a bonus under this section along with any corporate bonus payable in the event of a Change of Control under the Newmont Section 16 Officer and Senior Executive Annual Incentive Compensation Program shall fully satisfy Section 3.02(a)(i)(B) of the 2012 Executive Change of Control Plan of Newmont and Section 3.02(a)(i)(B) of the Executive Change of Control Plan of Newmont and no further payments under Section 3.02(a)(i)(B) 2012 Executive Change of Control Plan or 3.02(a)(i)(B) of the Executive Change of Control Plan of Newmont shall be due.

6.2 Restricted Stock Unit Bonus. In the event of a Change of Control (as defined in the AICP) each Restricted Stock Unit Bonus for the current year shall immediately be granted at target level in the form of a restricted stock unit award vesting 1/3 on January 1 of the year immediately following the year in which the Change of Control occurred, and another 1/3 on each of the following two January 1 anniversaries . The restricted stock unit award agreement shall provide for immediate vesting of all outstanding restricted stock units upon a termination of employment entitling the grantee to benefits under the applicable Executive Change of Control Plan of Newmont.

6.3 Performance Leveraged Stock Bonus. In the event of a Change of Control (as defined in the Newmont Annual Incentive Compensation Program), each eligible Employee or a Terminated Eligible Employee who terminated employment on account of Retirement (all other Terminated Eligible Employees who terminated employment prior to the Change of Control shall be excluded), shall become entitled to the payment of a Performance Leveraged Stock Bonus for an Extended Performance Period . The Performance Leveraged Stock Bonus shall be calculated in the manner stated in Section 4.2 above, with the exception that (i) the Extended Performance Period shall be deemed to end on the date of the Change of Control, (ii) the Change of Control Price shall be substituted for the average closing price of Common Stock for the fourth quarter of the last calendar year of the Extended Performance Period for purposes of section 4.3(a)(i) above, and (iii) the TSR Payout Factor will be based on Relative Total Shareholder Return utilizing the Change of Control Price as the final closing price of a share of Common Stock. The Performance Leveraged Stock Bonus shall be paid out as follows: (A) the percentage of the Performance Leveraged Stock Bonus equal to the percentage of the Extended Performance Period that elapsed up to the Change of Control shall be paid in a number of shares of common stock of the acquiring or resulting corporation or any parent or subsidiary thereof or that may be issuable by another corporation that is a party to the transaction resulting in such Change of Control received in such transaction by holders of Common Stock (such common stock, “ Acquirer Stock ”) equal to (x) the number of shares of Acquirer Stock received by such a holder for each share of Common Stock held by such holder in such transaction multiplied by (y) the number of shares of Common Stock subject to such percentage of the Performance Leveraged Stock Bonus, or (B) if Acquirer Stock is not issued in connection with such transaction, cash in an amount equal to the Change of Control Price multiplied by the number of shares of Common Stock subject to such percentage of the Performance Leveraged Stock Bonus, within 5 days following the date of the Change of Control (*provided, however* , that if such Change of Control does not constitute a change in the ownership or effective control of Newmont Mining or of a substantial portion of the assets of Newmont Mining, pursuant to Treasury Regulations Section 1.409A-3(i)(5) (a “ *409A CoC* ”), such percentage of the Performance Leveraged Stock Bonus shall be so paid when the Performance Leveraged Stock Bonus would otherwise have been paid in accordance with Article IV) , and b) the percentage of the Performance Leveraged Stock Bonus equal to the percentage of the Extended Performance Period that did not elapse prior to the Change of Control shall be paid in the form of (A) restricted stock units covering a number of shares of Acquirer Stock equal to (x) the number of shares of Acquirer Stock received by a holder of Common Stock for each share of Common Stock held by such holder in such transaction multiplied by (y) the number of shares of Common Stock subject to such percentage of the Performance Leveraged Stock Bonus, that will have a vesting period equal to the Extended Performance Period otherwise remaining as of the date of the Change of Control , or (B) if Acquirer Stock is not issued in connection with such transaction, a deferred compensation arrangement with a balance initially equal to the Change of Control Price multiplied by the number of shares of Common Stock subject to such percentage of the Performance Leveraged Stock Bonus, that will have a vesting period equal to the Extended Performance Period otherwise remaining as of the date of the Change of Control and a value from time to time as if such initial balance were invested in such deemed investment as the Leadership Development and Compensation Committee as constituted before the Change of Control shall determine in its discretion . The portion of the Performance Leveraged Stock Bonus described in clause (b) of the preceding sentence shall vest upon any termination of employment of the eligible Employee with

a Participating Employer prior to the expiration of the vesting period, with the exception of voluntary termination or termination for Cause, as defined in Newmont Mining's Executive Change of Control Plan. Such portion shall be paid in cash within 5 days following vesting; provided, however, that if such Change of Control does not constitute a 409A CoC, such portion, to the extent vested in accordance with this sentence, shall be so paid when they would otherwise have been paid in accordance with Article IV.

VII. GENERAL PROVISIONS

7.1 Administration. This compensation program shall be administered by the Leadership Development and Compensation Committee or its delegee. All actions by Newmont Mining under this program shall be taken by the Leadership Development and Compensation Committee or its delegee. The Leadership Development and Compensation Committee shall interpret the provisions of this program in its full and absolute discretion. All determinations and actions of the Leadership Development and Compensation Committee with respect to this program shall be taken or made in its full and absolute discretion in accordance with the terms of this program and shall be final, binding and conclusive on all persons.

7.2 Plan Unfunded. This compensation program shall be unfunded and no trust or other funding mechanism shall be established for this program. All benefits to be paid pursuant to this program shall be paid by Newmont Mining or another Participating Employer from its respective general assets, and an eligible Employee or Terminated Eligible Employee (or his heir or devisee) shall not have any greater rights than a general, unsecured creditor against Newmont Mining or another Participating Employer, as applicable, for any amounts payable hereunder.

7.3 Amount Payable Upon Death of Employee. If an eligible Employee who is entitled to payment hereunder dies after becoming eligible for payment but before receiving full payment of the amount due, or if an eligible Employee dies and becomes a Terminated Eligible Employee, all amounts due shall be paid as soon as practicable after the death of such eligible Employee or Terminated Eligible Employee to the beneficiary or beneficiaries designated by such eligible Employee or Terminated Eligible Employee to receive life insurance proceeds under Newmont Mining's life insurance plan. In the absence of an effective beneficiary designation under such plan, any amount payable hereunder following the death of such eligible Employee or Terminated Eligible Employee shall be paid to his or her estate.

7.4 Reimbursement. The Leadership Development and Compensation Committee, to the full extent permitted by governing law, shall have the discretion to require reimbursement of any portion of a Performance Leveraged Stock Bonus previously paid to an eligible Employee pursuant to the terms of this compensation program if: a) the amount of such Performance Leveraged Stock Bonus was calculated based upon the achievement of certain financial results that were subsequently the subject of a restatement, and b) the amount of such Performance Leveraged Stock Bonus that would have been awarded to the eligible Employee had the financial results been reported as in the restatement would have been lower than the Performance Leveraged Stock Bonus actually awarded. Additionally, the Leadership Development and Compensation Committee, to the full extent permitted by governing law, shall have the

discretion to require reimbursement of any portion of a Restricted Stock Unit Bonus , Performance Leveraged Stock Bonus and Personal Bonus previously paid to an eligible Employee pursuant to the terms of this compensation program if the eligible employee is terminated for cause as defined in the Executive Change of Control Plan of Newmont.

7.5 Withholding Taxes. All bonuses payable hereunder shall be subject to the withholding of such amounts as Newmont Mining or a Participating Employer may determine is required to be withheld pursuant to any applicable federal, state or local law or regulation. The Leadership Development and Compensation Committee may, in its sole discretion, permit eligible Employees to satisfy the minimum withholding applicable to the portion of the bonus payable in shares of Common Stock or Performance Stock by causing Newmont Mining to withhold or sell the appropriate number of shares of Common Stock or Performance Stock from the bonus otherwise payable and to make the requisite withholding payments on behalf of the eligible Employee .

7.6 Issuance of Stock. Shares of Common Stock and Performance Stock issued under this compensation program may be issued pursuant to the provisions of any stock plan of Newmont Mining or as otherwise determined in the sole discretion of the Leadership Development and Compensation Committee . All awards under this compensation program that consist of Common Stock or that are valued in whole or in part by reference to, or are otherwise based on, Common Stock, shall be treated as made under the 20 13 Stock Incentive Plan as well as this compensation program and thereby subject to the applicable terms and conditions of the 20 13 Stock Incentive Compensation Plan.

7.7 General Operation and Amendment . Notwithstanding anything contained in this compensation program to the contrary, this compensation program shall be administered and operated in accordance with any applicable laws and regulations including but not limited to laws affecting the timing of payment of any bonus under this compensation program.

7.8 Right of Offset. To the extent permitted by applicable law, Newmont Mining or a Participating Employer may, in its sole discretion, apply any bonus payments otherwise due and payable under this compensation program against debts of an eligible Employee to Newmont Mining or an Affiliated Entity. By accepting payments under this compensation program, all eligible Employees shall consent to the reduction of any compensation paid to the eligible Employee by Newmont Mining or an Affiliated Entity to the extent the eligible Employee receives an overpayment from this compensation program.

7.9 Termination and Amendment. The Board may at any time amend, modify, suspend or terminate this compensation program; provided, however, that the Leadership Development and Compensation Committee may, consistent with its administrative powers, waive or adjust provisions of this compensation program as it determines necessary from time to time. The Leadership Development and Compensation Committee may amend the terms of any award theretofore granted hereunder, but no such amendment shall be inconsistent with the terms and conditions of this compensation program or materially impair the previously accrued rights of the eligible Employee to whom such award was granted with respect to such award without his or her consent, except such an amendment made to cause this program or such award to comply with applicable law, tax rules, stock exchange rules or accounting rules.

7.10 Severability. If any section, subsection or specific provision is found to be illegal or invalid for any reason, such illegality or invalidity shall not affect the remaining provisions of this compensation program, and this compensation program shall be construed and enforced as if such illegal and invalid provision had never been set forth in this compensation program.

7.11 No Right to Employment. The establishment of this compensation program shall not be deemed to confer upon any eligible Employee any legal right to be employed by, or to be retained in the employ of, Newmont Mining, a Participating Employer or any Affiliated Entity, or to give any eligible Employee any right to receive any payment whatsoever, except as provided under this compensation program. All eligible Employees shall remain subject to discharge from employment to the same extent as if this compensation program had never been adopted.

7.12 Transferability. Any bonus payable hereunder is personal to the eligible Employee and may not be sold, exchanged, transferred, pledged, assigned or otherwise disposed of except by will or by the laws of descent and distribution.

7.13 Successors. This compensation program shall be binding upon and inure to the benefit of Newmont Mining and eligible Employees and their respective heirs, representatives and successors.

7.14 Governing Law. This compensation program and all agreements hereunder shall be construed in accordance with and governed by the laws of the State of Colorado, unless superseded by federal law.

7.15 Section 409A. It is the intention of Newmont Mining that awards and payments under this compensation program comply with or be exempt from Section 409A of the Code and the regulations and guidance promulgated thereunder (collectively "Code Section 409A"), and Newmont Mining shall have complete discretion to interpret and construe this program and any related plan or agreement in any manner that establishes an exemption from (or compliance with) the requirements of Code Section 409A. If for any reason, such as imprecision in drafting, any provision of this program and/or any such plan or agreement does not accurately reflect its intended establishment of an exemption from (or compliance with) Code Section 409A, as demonstrated by consistent interpretations or other evidence of intent, such provision shall be considered ambiguous as to its exemption from (or compliance with) Code Section 409A and shall be interpreted by Newmont Mining in a manner consistent with such intent, as determined in the discretion of Newmont Mining. None of Newmont Mining nor any other Participating Employer shall be liable to any eligible Employee or any other person (i) if any provisions of this program do not satisfy an exemption from, or the conditions of, Code Section 409A, or (ii) as to any tax consequence expected, but not realized, by any eligible Employee or other person due to the receipt or payment of any award under this program.

Appendix A

Target Restricted Stock Unit Bonus

Grade	Dollars for CEO
E -1	\$ 2,383,333
	Percentage of Base Salary for E3-E4
E - 3 Executive Vice President, Operations and Projects	116.7 %
E - 3 Executive Vice President and Chief Financial Officer	125 %
E - 3 Executive Vice President Strategic Development	100%
E - 3 All Other	90%
E - 4	55%

Appendix B

Maximum Personal Bonuses

Pay Grade	Maximum Personal Bonus as a Percentage of Base Salary (which constitutes the Eligible Earnings for the year as defined in the AICP)
E-1	90%
E-3 Executive Vice President Operations and Projects	45 %
E-3 Executive Vice President and Chief Financial Officer	60 %
E-3 Executive Vice President Strategic Development	54%
E-3 All Other	5 2%
E-4	4 6%

Appendix C

Target Performance Leveraged Stock Bonus

Grade	Dollars for CEO
E - 1	\$ 4,766,667
	Percentage of Base Salary for E3-E4
E - 3 Executive Vice President, Operations and Projects	233.3 %
E - 3 Executive Vice President and Chief Financial Officer	250%
E - 3 Executive Vice President Strategic Development	200%
E - 3 All Other	180%
E - 4	110%

**NEWMONT
SECTION 16 OFFICER AND SENIOR EXECUTIVE ANNUAL INCENTIVE
COMPENSATION PROGRAM**

(Effective January 1, 2016)

**NEWMONT
SECTION 16 OFFICER AND SENIOR EXECUTIVE ANNUAL INCENTIVE
COMPENSATION PROGRAM**

(Effective January 1, 2016)

PURPOSE

This Section 16 Officer and Senior Executive Annual Incentive Compensation Program include the Corporate Compensation Bonus. This program is a restatement of the Section 16 Officer and Senior Executive Annual Incentive Compensation Program effective on January 1, 2015. The purpose of the Corporate Performance Bonus program is to provide to those employees of Newmont Mining and its' Affiliated Entities that participate in this program a more direct interest in the success of the operations of Newmont Mining. Employees of Newmont Mining and participating Affiliated Entities will be rewarded in accordance with the terms and conditions described below.

This program is intended to be a program described in Department of Labor Regulation Sections 2510.3 -1(b) and 2510.3-2(c) and shall not be considered a plan subject to the Employee Retirement Income Security Act of 1974, as amended.

SECTION I-DEFINITIONS

1.1 “Affiliated Entity(ies)” means any corporation or other entity, now or hereafter formed, that is or shall become affiliated with Newmont Mining Corporation (“Newmont Mining”), either directly or indirectly, through stock ownership or control, and which is (a) included in the controlled group of corporations (within the meaning of Code Section 1563(a) without regard to Code Section 1563(a)(4) and Code Section 1563(e)(3)(C)) in which Newmont Mining is also included and (b) included in the group of entities (whether or not incorporated) under common control (within the meaning of Code Section 414(c)) in which Newmont Mining is also included.

1.2 “Board” means the Board of Directors of Newmont Mining or its delegate.

1.3 “Bonus Eligible Earnings” means the total base salary and regular earnings (collectively, “regular earnings”) of the Employee during the calendar year. If an Employee is absent from work because of a work -related injury, the Employee’s “Bonus Eligible Earnings” will be determined by his actual gross base earnings during the calendar year. In the case of a Terminated Eligible Employee who is Disabled, “Bonus Eligible Earnings” will be determined by his actual gross base earnings, including short -term disability pay received during the calendar year, but excluding pay from any other source. If an Employee dies during the calendar year, the “Bonus Eligible Earnings” for such Terminated Eligible Employee will be determined by his actual gross base earnings. If an Employee is on active military duty during a calendar year,

the “Bonus Eligible Earnings” will be determined by his actual gross base earnings during the calendar year, exclusive of any government military pay. If an Employee does not receive a W -2, his “Bonus Eligible Earnings” shall be determined on the basis of his actual gross base earnings for the calendar year, or portion thereof, as shown on the payroll records of Newmont Mining or the Participating Employer. In all cases, an Employee’s “Bonus Eligible Earnings” shall be computed before reduction for pre -tax contributions to an employee benefit plan of Newmont Mining pursuant to Section 401(k) or Section 125 of the Code. In the event of a Change of Control, the Bonus Eligible Earnings of each eligible Employee shall be equal to such Employee’s base salary, on an annualized basis, as of the date immediately preceding the Change of Control and, in the case of a Terminated Eligible Employee, such Employee’s base salary for the calendar year through the date of termination of employment.

1.4 “ Change of Control” means the occurrence of any of the following events:

(i) The acquisition in one or a series of transactions by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) (a “Person”) of beneficial ownership (within the meaning of Rule 13d -3 promulgated under the Exchange Act) of 20% or more of either (x) the then outstanding shares of common stock of Newmont Mining (the “Outstanding Company Common Stock”) or (y) the combined voting power of the then outstanding voting securities of Newmont Mining entitled to vote generally in the election of directors (the “Outstanding Company Voting Securities”); provided, however, that for purposes of this subsection (i), the following acquisitions shall not constitute a Change of Control: (A) any acquisition directly from Newmont Mining other than an acquisition by virtue of the exercise of a conversion privilege, unless the security being so converted was itself acquired directly from Newmont Mining, (B) any acquisition by Newmont Mining, (C) any acquisition by any employee benefits plan (or related trust) sponsored or maintained by Newmont Mining or any corporation controlled by Newmont Mining or (D) any acquisition by any corporation pursuant to a transaction which complies with clauses (A), (B) and (C) of paragraph (iii) below; or

(ii) Individuals who, as of the Effective Date, constitute the Board of Directors of Newmont Mining (“Incumbent Board”) cease for any reason to constitute at least a majority of the Board of Directors of Newmont Mining; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by Newmont Mining’s shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board of Directors of Newmont Mining; or

(iii) Consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of Newmont Mining or an acquisition of assets of another entity (a “Business Combination”), in each case, unless, following such Business Combination, (A) all or substantially all of the individuals and

entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of, respectively, the then outstanding shares of common stock (or, for a non-corporate entity, equivalent securities) and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors (or for a non-corporate entity, equivalent governing body), as the case may be, of the entity resulting from such Business Combination (including, without limitation, an entity which as a result of such transaction owns Newmont Mining or all or substantially all of Newmont Mining's assets either directly or through one or more subsidiaries (a "Parent Company")) in substantially the same proportions as their ownership, immediately prior to such Business Combination, of the Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (B) no person or entity (excluding Newmont Mining, any entity resulting from such Business Combination, any employee benefit plan (or related trust) of Newmont Mining or its Affiliate or any entity resulting from such Business Combination or, if reference was made to equity ownership of any Parent Company for purposes of determining whether clause (A) above is satisfied in connection with the applicable Business Combination, such Parent Company) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock (or, for a non-corporate entity, equivalent securities of the entity) resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such entity entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent governing body) of the entity, unless such ownership resulted solely from ownership of securities of Newmont Mining, prior to the Business Combination and (C) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination (or, if reference was made to equity ownership of any Parent Company for purposes of determining whether clause (A) above is satisfied in connection with the applicable Business Combination, of the Parent Company) were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board of Directors of Newmont Mining, providing for such Business Combination; or

(iv) Approval by the stockholders of Newmont Mining of a complete liquidation or dissolution of Newmont Mining.

1.5 "Code" means the Internal Revenue Code of 1986, as amended from time to time.

1.6 "Leadership Development and Compensation Committee" means the Leadership Development and Compensation Committee of the Board of Directors of Newmont Mining.

1.7 "Corporate Performance Bonus" means the bonus payable to an Employee pursuant to Section III.

1.8 "Disability" means a condition such that the salaried Employee has terminated employment with Newmont Mining or Affiliated Entities with a disability and has begun receiving benefits from the Long Term Disability Plan of Newmont Mining (or Affiliated Entity) or a successor plan.

1.9 “EBITDA” means annual approved AICP adjusted attributable EBITDA for the Performance Period, as adjusted for gold price, copper price, fuel and exchange rates, one-time accounting adjustments or other items as approved by the Board, compared to actual adjusted attributable EBITDA.

1.10 “Economic Performance Driver” means EBITDA, Project Cost and Execution, Reserve and Resource Additions, Safety, Sustainability and Total Cash Sustaining Costs.

1.11 “Employee” means an employee of Newmont Mining or an Affiliated Entity who satisfies the conditions for this program and who is not (a) an individual who performs services for Newmont Mining or an Affiliated Entity under an agreement, contract or arrangement (which may be written or oral) between the employer and the individual or with any other organization that provides the services of the individual to the Employer pursuant to which the individual is initially classified or treated as an independent contractor or whose remuneration for services has not been treated initially as subject to the withholding of federal income tax pursuant to Code § 3401, or who is otherwise treated as an employee of an entity other than Newmont Mining or an Affiliated Entity, irrespective of whether he or she is treated as an employee of Newmont Mining or an Affiliated Entity under common-law employment principles or pursuant to the provisions of Code § 414(m), 414(n) or 414(o), even if the individual is subsequently reclassified as a common-law employee as a result of a final decree of a court of competent jurisdiction, the settlement of an administrative or judicial proceeding or a determination by the Internal Revenue Service, the Department of the Treasury or the Department of Labor, (b) an individual who is a leased employee, (c) a temporary employee, or (d) an individual covered by a collective bargaining agreement unless otherwise provided for in such agreement.

1.12 “Newmont Mining” or “Newmont” means Newmont Mining Corporation.

1.13 “Participating Employer” means Newmont Mining and any Affiliated Entity.

1.14 “Pay Grade” means those jobs sharing a common salary range, as designated by the Board or its delegate.

1.15 “Project Cost and Execution” means Newmont Mining’s performance against project cost, schedule and project decision milestones as determined by the Board and adjusted from time to time as approved by the Board.

1.16 “Reserve and Resource Additions” means annual gold reserve and resource additions measured against target annual reserve and resource additions as approved business plan, and as adjusted from time to time as approved by the Board.

1.17 “Retirement” means Normal Retirement or Early Retirement both as defined in the Pension Plan of Newmont Mining (or any successor plan), regardless of the relevant Employee’s participation in the Pension Plan of Newmont Mining (or any successor plan). Retirement under the Pension Plan of Newmont Mining is more specifically described as:

If a participant under:	You qualify if:
Final Average Pay	- You are age 55 and have 10 years of service - You are age 62
Stable Value Plan	- Age 65

1.18 “Safety” means leading and lagging safety metrics measured against target annual leading and lagging safety metrics, as adjusted from time to time as approved by the Board.

1.19 “Sustainability” means selected leading and lagging sustainability metrics measured against target selected annual leading and lagging sustainability metrics, as adjusted from time to time as approved by the Board.

1.20 “Section 16 Officer” means an officer as defined in Section 16(b) of the Securities Exchange Act of 1934.

1.21 “Terminated Eligible Employee” means an eligible Employee employed in a position located in Colorado or any Employee in an Executive grade level position who terminates employment with Newmont Mining and/or a Participating Employer during the calendar year on account of death, Retirement, Disability or involuntary termination entitling the Employee to benefits under the Executive Severance Plan of Newmont. However, if an eligible Employee is terminated between January 1 and March 31 of any calendar year, and entitled to benefits under the Executive Severance Plan of Newmont, Employee shall not qualify for any bonus under this program for the period of January 1 to March 31 for the calendar year of the termination.

1.22 “Total Cash Sustaining Costs” means cash sustaining costs on a consolidated basis and measured on a per gold equivalent ounce basis, as adjusted for gold price, copper price, fuel and exchange rates, one-time accounting adjustments or other items as approved by the Board, and subject to metric adjustments provided with the performance targets as approved by the Leadership Development and Compensation Committee of the Board of Directors.

SECTION II-ELIGIBILITY

All Employees of a Participating Employer who participate in the Senior Executive Compensation Program of Newmont are potentially eligible to receive a bonus payment under the corporate performance bonus program, provided (i) they are on the payroll of a Participating Employer as of the last day of the calendar year, and on the payroll of a Participating Employer at the time of payment, or (ii) they are a Terminated Eligible Employee with respect to such calendar year.

SECTION III-CORPORATE PERFORMANCE BONUS

3.1 Eligibility for Corporate Performance Bonus. For the calendar year, the Corporate Performance Bonus will be determined pursuant to this section for each eligible Employee. For the calendar year, the performance bonus for each eligible Employee who is not assigned to the corporate office or at a non-site location will have certain regional performance factors weighted into the Corporate Performance Bonus as stated in Appendix B. Each operating site shall develop its own critical performance indicators for this purpose.

3.2 Target Amounts for Economic Performance Drivers. The Leadership Development and Compensation Committee shall establish both the targets and the minimum and maximum amounts for each Economic Performance Driver on an annual basis.

3.3 Actual Performance for Economic Performance Drivers. As soon as possible after the end of each calendar year, the Leadership Development and Compensation Committee shall certify the extent to which actual performance met the target amounts for each Economic Performance Driver, following a report from the Internal Audit department.

3.4 Aggregate Payout Percentage. An aggregate payout factor (the “Aggregate Payout Percentage”) will be calculated based upon the funding schedule as approved by the Leadership Development and Compensation Committee.

(a) Calculating the Performance Percentage for each Economic Performance Driver. For each Economic Performance Driver, actual performance will be compared to the target, minimum and maximum amounts to arrive at a performance percentage (“Performance Percentage”).

(b) Calculating the Payout Percentage for each Economic Performance Driver. The payout percentage for each Economic Performance Driver is the product of the Performance Percentage times the applicable weighting factor as listed in Appendix A (“Payout Percentage for each Economic Performance Driver”). However, for application of the Safety Economic Performance Driver, the maximum potential payout will be 100% for the Total Reportable Injury Frequency Rate subset of the Safety Economic Performance Driver, rather than 200%, in the event of any fatality during the calendar year for which the Corporate Performance Bonus is being calculated, unless otherwise approved by the Leadership Development and Compensation Committee.

(c) Calculating the Aggregate Payout Percentage. The Aggregate Payout Percentage is the sum of the Payout Percentages for each Performance Factor.

3.5 Determination of Target Performance Level. An Employee’s Target Performance Level is determined by the Employee’s Pay Grade pursuant to the table in Appendix B.

3.6 Determination of the Corporate Performance Bonus. The Corporate Performance Bonus for each eligible Employee is the product of the Aggregate Payout Percentage, times the Employee's Target Performance Level, times the Employee's Bonus Eligible Earnings.

3.7 Terminated Eligible Employees. Terminated Eligible Employees shall be eligible to receive a Corporate Performance Bonus. This bonus will be calculated according to Section III of this program, and pro-rated for the portion of the calendar year that Employee maintained employment with a Participating Employer.

3.8 Adjustments. The Leadership Development and Compensation Committee may adjust the Performance Percentage or any measure or otherwise increase or decrease the Corporate Performance Bonus otherwise payable in order to reflect changed circumstances or such other matters as the Leadership Development and Compensation Committee deems appropriate.

3.9 Pay Grade. If an eligible Employee was in more than one Pay Grade during the calendar year, the bonus payable to such eligible Employee shall be calculated on a pro-rata basis in accordance with the amount of time spent by such eligible Employee in each Pay Grade during the calendar year.

4.0 Time and Method of Payment. Any bonus payable under this program shall be payable to each eligible Employee in cash as soon as practicable following approval of bonuses by the Leadership Development and Compensation Committee. All payments and the timing of such payments shall be made in accordance with practices and procedures established by the Participating Employer. Payment under this program will be made no later than the 15th day of the third month following the calendar year in which an Employee's right to payment is no longer subject to a substantial risk of forfeiture. Notwithstanding the foregoing, in the event an Employee failed to complete any required ethics training or failed to comply with acknowledgement of any Code of Conduct of Newmont Mining or any Affiliated Entity, Newmont Mining may withhold payment under this program unless or until such Employee complies.

4.1 Withholding Taxes. All bonuses payable hereunder shall be subject to the withholding of such amounts as Newmont Mining or a Participating Employer may determine is required to be withheld pursuant to any applicable federal, state, local or foreign law or regulation.

SECTION V-CHANGE OF CONTROL

5.1 In General. In the event of a Change of Control, each eligible Employee employed at the time of the Change of Control shall become entitled to the payment of a Corporate Performance Bonus in accordance with the provisions of this section.

5.2 Calculation of Bonuses. Upon a Change of Control, each eligible Employee employed as of the date of the Change of Control, shall become entitled to the payment of a target annual Corporate Performance Bonus if a Change of Control occurs between September 1

and December 31. If a Change of Control occurs between January 1 and August 31 each eligible Employee employed as of the date of the Change of Control, shall become entitled to the payment of a target pro-rated Corporate Performance Bonus.

5.3 Payment of Bonuses. The bonuses payable in accordance with the provisions of this section shall be calculated and paid as soon as practicable following the date of the Change of Control. Such payments shall be subject to the withholding of such amounts as Newmont Mining or a Participating Employer may determine is required to be withheld pursuant to any applicable federal, state or local law or regulation. Upon the completion of such payments, eligible Employees shall have no further right to the payment of any bonus hereunder (other than any bonus payable hereunder with respect to a previous calendar year that has not yet been paid). Payment of a bonus under this section along with any personal bonus payable in the event of a Change of Control under the Newmont Senior Executive Compensation Program shall fully satisfy Section 3.02(a)(i)(B) of the 2012 Executive Change of Control Plan of Newmont and Section 3.02(a)(i)(B) of the Executive Change of Control Plan of Newmont and no further payments under Section 3.02(a)(i)(B) 2012 Executive Change of Control Plan or 3.02(a)(i)(B) of the Executive Change of Control Plan of Newmont shall be due.

SECTION VI-GENERAL PROVISIONS

6.1 Amount Payable Upon Death of Employee. If an eligible Employee who is entitled to payment hereunder dies after becoming eligible for payment but before receiving full payment of the amount due, or if an eligible Employee dies and becomes a Terminated Eligible Employee, all amounts due shall be paid as soon as practicable after the death of the eligible Employee, in a cash lump sum, to the beneficiary or beneficiaries designated by the eligible Employee to receive life insurance proceeds under Group Life and Accidental Death & Dismemberment Plan of Newmont USA Limited (or a successor plan) or a similar plan of a Participating Employer. In the absence of an effective beneficiary designation under said plan, any amount payable hereunder following the death of an eligible Employee shall be paid to the eligible Employee's estate.

6.2 Right of Offset. To the extent permitted by applicable law, Newmont Mining or a Participating Employer may, in its sole discretion, apply any bonus payments otherwise due and payable under this program against any eligible Employee or Terminated Eligible Employee loans outstanding to Newmont Mining, an Affiliated Entity, or Participating Employer, or other debts of the eligible Employee or Terminated Eligible Employee to Newmont Mining, an Affiliated Entity, or Participating Employer. By accepting payments under this program, the eligible Employee consents to the reduction of any compensation paid to the eligible Employee by Newmont Mining, an Affiliated Entity, or Participating Employer to the extent the eligible Employee receives an overpayment from this program.

6.3 Termination. The Board may at any time amend, modify, suspend or terminate this program.

6.4 Payments Due Minors or Incapacitated Persons. If any person entitled to a payment under this program is a minor, or if the Leadership Development and Compensation Committee or its delegate determines that any such person is incapacitated by reason of physical or mental disability, whether or not legally adjudicated as incompetent, the Leadership Development and Compensation Committee or its delegate shall have the power to cause the payment becoming due to such person to be made to another for his or her benefit, without responsibility of the Leadership Development and Compensation Committee or its delegate, Newmont Mining, or any other person or entity to see to the application of such payment. Payments made pursuant to such power shall operate as a complete discharge of the Leadership Development and Compensation Committee, this program, Newmont Mining, and Affiliated Entity or Participating Employer.

6.5 Severability. If any section, subsection or specific provision is found to be illegal or invalid for any reason, such illegality or invalidity shall not affect the remaining provisions of this program, and this program shall be construed and enforced as if such illegal and invalid provision had never been set forth in this program.

6.6 No Right to Employment. The establishment of this program shall not be deemed to confer upon any person any legal right to be employed by, or to be retained in the employ of, Newmont Mining, any Affiliated Entity, any Participating Employer, or to give any Employee or any person any right to receive any payment whatsoever, except as provided under this program. All Employees shall remain subject to discharge from employment to the same extent as if this program had never been adopted.

6.7 Transferability. Any bonus payable hereunder is personal to the Eligible Employee or Terminated Eligible Employee and may not be sold, exchanged, transferred, pledged, assigned or otherwise disposed of except by will or by the laws of descent and distribution.

6.8 Successors. This program shall be binding upon and inure to the benefit of Newmont Mining, the Participating Employers and the eligible Employees and Terminated Eligible Employees and their respective heirs, representatives and successors.

6.9 Governing Law. This program and all agreements hereunder shall be construed in accordance with and governed by the laws of the State of Colorado, unless superseded by federal law.

7.0 Reimbursement. The Leadership Development and Compensation Committee, to the full extent permitted by governing law, shall have the discretion to require reimbursement of any portion of the Corporate Performance Bonus previously paid to an eligible Employee pursuant to the terms of this compensation program if: a) the amount of such Corporate Performance Bonus was calculated based upon the achievement of certain financial results that were subsequently the subject of a restatement, and b) the amount of such Corporate Performance Bonus that would have been awarded to the eligible Employee had the financial results been reported as in the restatement would have been lower than the Corporate Performance Bonus actually awarded. Additionally, the Leadership Development and Compensation Committee, to the full extent permitted by governing law, shall have the discretion to require reimbursement of any portion of a Corporate Performance Bonus previously paid to an eligible Employee pursuant to the terms of this compensation program if the eligible Employee is terminated for cause as defined in the Executive Change of Control Plan of Newmont.

APPENDIX A

Payout Percentage for each Economic Performance Driver

Safety	Reserve and Resource Additions (50% gold reserves and 50% resource)	Total Cash Sustaining Costs	EBITDA	Project Cost and Execution	Sustainability
20%	5%	30%	30%	10%	5%

APPENDIX B

Target AICP Corporate Performance Bonus

Grade	Percentage of Base Salary
E-1	105%
E-2	-
E-3 Range (based on executive role)	60% - 88%
E-4 (excluding Regional Senior Vice Presidents of operating sites)	53%

NEWMONT MINING CORPORATION AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Amounts in millions, except ratio)

	Six Months Ended <u>June 30, 2016</u>
Income before income and mining tax and other items	\$ 894
Adjustments:	
Fixed charges excluding capitalized interest	158
Earnings available for fixed charges	<u>\$ 1,052</u>
Fixed Charges:	
Interest expense, net ⁽¹⁾	\$ 150
Portion of rental expense representative of interest	<u>8</u>
Fixed charges added to earnings	158
Capitalized interest	19
Total Fixed Charges	<u>\$ 177</u>
Ratio of earnings to fixed charges	5.94

(1) Includes interest expense of majority-owned consolidated subsidiaries and amortization of debt issuance costs.

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
(Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

I, Gary J. Goldberg, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Newmont Mining Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ GARY J. GOLDBERG

Gary J. Goldberg
Chief Executive Officer
(Principal Executive Officer)

July 20, 2016

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
(Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

I, Laurie Brlas, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Newmont Mining Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ LAURIE BRLAS

Laurie Brlas
Chief Financial Officer
(Principal Financial Officer)

July 20, 2016

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
(Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 of Newmont Mining Corporation (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report") and pursuant to 18. U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Gary J. Goldberg, Chief Executive Officer of the Company, certify, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ GARY J. GOLDBERG

Gary J. Goldberg
Chief Executive Officer
(Principal Executive Officer)

July 20, 2016

Note: A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
(Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 of Newmont Mining Corporation (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report") and pursuant to 18. U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Laurie Brlas, Chief Financial Officer of the Company, certify, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ LAURIE BRLAS

Laurie Brlas
Chief Financial Officer
(Principal Financial Officer)

July 20, 2016

Note: A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Mine Safety Disclosure

The following disclosures are provided pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Act”) and Item 104 of Regulation S-K, which require certain disclosures by companies required to file periodic reports under the Securities Exchange Act of 1934, as amended, that operate mines regulated under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”). The disclosures reflect our U.S. mining operations only as the requirements of the Act and Item 104 of Regulation S-K do not apply to our mines operated outside the United States.

Mine Safety Information. Whenever the Federal Mine Safety and Health Administration (“MSHA”) believes a violation of the Mine Act, any health or safety standard or any regulation has occurred, it may issue a citation which describes the alleged violation and fixes a time within which the U.S. mining operator (e.g. our subsidiary, Newmont USA Limited) must abate the alleged violation. In some situations, such as when MSHA believes that conditions pose a hazard to miners, MSHA may issue an order removing miners from the area of the mine affected by the condition until the alleged hazards are corrected. When MSHA issues a citation or order, it generally proposes a civil penalty, or fine, as a result of the alleged violation, that the operator is ordered to pay. Citations and orders can be contested and appealed, and as part of that process, are often reduced in severity and amount, and are sometimes dismissed. The number of citations, orders and proposed assessments vary depending on the size and type (underground or surface) of the mine as well as by the MSHA inspector(s) assigned.

The below table reflects citations and orders issued to us by MSHA during the quarter ended June 30, 2016. The proposed assessments for the quarter ended June 30, 2016 were taken from the MSHA data retrieval system as of July 11, 2016.

Additional information about the Act and MSHA references used in the table follows.

- *Section 104(a) S&S Citations* : Citations received from MSHA under section 104(a) of the Mine Act for violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a mine safety or health hazard.
- *Section 104(b) Orders* : Orders issued by MSHA under section 104(b) of the Mine Act, which represents a failure to abate a citation under section 104(a) within the period of time prescribed by MSHA. This results in an order of immediate withdrawal from the area of the mine affected by the condition until MSHA determines that the violation has been abated.
- *Section 104(d) S&S Citations and Orders* : Citations and orders issued by MSHA under section 104(d) of the Mine Act for unwarrantable failure to comply with mandatory, significant and substantial health or safety standards.
- *Section 110(b)(2) Violations* : Flagrant violations issued by MSHA under section 110(b)(2) of the Mine Act.
- *Section 107(a) Orders* : Orders issued by MSHA under section 107(a) of the Mine Act for situations in which MSHA determined an “imminent danger” (as defined by MSHA) existed.

Mine ⁽¹⁾	Section 104(d) S&S					(\$ in millions)	
	Section 104(a) S&S Citations ⁽²⁾	Section 104(b) Orders	Citations and Orders ⁽²⁾	Section 110(b) Violations	Section 107(a) Orders	Proposed MSHA Assessments ⁽³⁾	Fatalities
Chukar	—	—	—	—	—	\$ —	—
Cripple Creek & Victor	—	—	—	—	—	\$ —	—
Emigrant	—	—	—	—	—	\$ —	—
Exodus	—	—	—	—	—	\$ —	—
Genesis	—	—	—	—	—	\$ —	—
Leeville	7	—	—	—	—	\$ 0.01	—
Lone Tree	—	—	—	—	—	\$ —	—
Long Canyon	—	—	—	—	—	\$ —	—
Midas	—	—	—	—	—	\$ —	—
Mill 6	—	—	—	—	—	\$ —	—
Pete Bajo	—	—	—	—	—	\$ —	—
Phoenix	1	—	—	—	—	\$ —	—
South Area	—	—	—	—	—	\$ —	—
Twin Creeks	2	—	—	—	—	\$ —	—
Vista	—	—	—	—	—	\$ —	—
TOTAL	10	—	—	—	—	\$ 0.01	—

- (1) The definition of a mine under section 3 of the Mine Act includes the mine, as well as other items used in, or to be used in, or resulting from, the work of extracting minerals, such as land, structures, facilities, equipment, machines, tools, and minerals preparation facilities. Unless otherwise indicated, any of these other items associated with a single mine have been aggregated in the totals for that mine. MSHA assigns an identification number to each mine and may or may not assign separate identification numbers to related facilities such as preparation facilities. We are providing the information in the table by mine rather than MSHA identification number because that is how we manage and operate our mining business and we believe this presentation will be more useful to investors than providing information based on MSHA identification numbers.
- (2) 17 Section 104(a) S&S Citations and 1 Section 104(d) S&S Citations and Orders were subject to contest as of June 30, 2016.
- (3) Represents the total dollar value of the proposed assessment from MSHA under the Mine Act pursuant to the citations and or orders preceding such dollar value in the corresponding row. No proposed assessments of the orders or citations listed above had yet been posted to the MSHA data retrieval system or made available to the Company by MSHA as of July 11, 2016. Proposed assessments aggregate to \$ 11,165 for the quarter, with proposed assessments at Leeville of \$ 9,508, at Phoenix of \$ 1,657, and at Twin Creeks not yet assessed.

Pattern or Potential Pattern of Violations. During the quarter ended June 30, 2016, none of the mines operated by us received written notice from MSHA of (a) a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of mine health or safety hazards under section 104(e) of the Mine Act or (b) the potential to have such a pattern.

Pending Legal Actions. The following table reflects pending legal actions before the Federal Mine Safety and Health Review Commission (the "Commission"), an independent adjudicative agency that provides administrative trial and appellate review of legal disputes arising under the Mine Act, as of June 30, 2016, together with the number of legal actions instituted and the number of legal actions resolved as of June 30, 2016.

Mine ⁽¹⁾	Pending Legal Actions as of June 30, 2016 ⁽²⁾	Legal Actions Instituted as of June 30, 2016	Legal Actions Resolved as of June 30, 2016
Chukar	—	—	—
Cripple Creek & Victor ⁽³⁾	—	—	2
Emigrant	—	—	—
Exodus	1	—	1
Genesis	—	—	3
Leeville	5	4	8
Lone Tree	—	—	1
Long Canyon	—	—	—
Midas	—	—	1
Mill 6	—	—	—
Pete Bajo	—	—	1
Phoenix	2	—	1
South Area	—	—	—
Twin Creeks	—	—	—
Vista	—	—	—
TOTAL	8	4	18

- (1) The definition of a mine under section 3 of the Mine Act includes the mine, as well as other items used in, or to be used in, or resulting from, the work of extracting minerals, such as land, structures, facilities, equipment, machines, tools and minerals preparation facilities. Unless otherwise indicated, any of these other items associated with a single mine have been aggregated in the totals for that mine. MSHA assigns an identification number to each mine and may or may not assign separate identification numbers to related facilities such as preparation facilities. We are providing the information in the table by mine rather than MSHA identification number because that is how we manage and operate our mining business and we believe this presentation will be more useful to investors than providing information based on MSHA identification numbers.
- (2) The foregoing list includes legal actions which were initiated prior to the current reporting period and which do not necessarily relate to citations, orders or proposed assessments issued by MSHA during the quarter ended June 30, 2016. The number of legal actions noted above are reported on a per docket basis.
- (3) The legal actions reported in the table above for Cripple Creek & Victor related to legal disputes arising prior to the closing of Newmont's purchase of the operation.

Legal actions pending before the Commission may involve, among other questions, challenges by operators to citations, orders and penalties they have received from MSHA or complaints of discrimination by miners under section 105 of the Mine Act. The following is a brief description of the types of legal actions that may be brought before the Commission.

- *Contests of Citations and Orders*: A contest proceeding may be filed with the Commission by operators, miners or miners’ representatives to challenge the issuance of a citation or order issued by MSHA.
- *Contests of Proposed Penalties (Petitions for Assessment of Penalties)* : A contest of a proposed penalty is an administrative proceeding before the Commission challenging a civil penalty that MSHA has proposed for the alleged violation contained in a citation or order. The validity of the citation may also be challenged in this proceeding as well.
- *Complaints for Compensation*: A complaint for compensation may be filed with the Commission by miners entitled to compensation when a mine is closed by certain withdrawal orders issued by MSHA. The purpose of the proceeding is to determine the amount of compensation, if any, due miners idled by the orders.
- *Complaints of Discharge, Discrimination or Interference* : A discrimination proceeding is a case that involves a miner’s allegation that he or she has suffered a wrong by the operator because he or she engaged in some type of activity protected under the Mine Act, such as making a safety complaint.
- *Applications for Temporary Relief* : An application for temporary relief from any modification or termination of any order or from any order issued under section 104 of the Mine Act.
- *Appeals of Judges’ Decisions or Orders to the Commission* : A filing with the Commission of a petition for discretionary review of a Judge’s decision or order by a person who has been adversely affected or aggrieved by such decision or order.

The following table reflects the types of legal actions pending before the Commission as of June 30, 2016.

Mine ⁽¹⁾	Contests of Citations and Orders	Contests of Proposed Penalties ⁽²⁾	Complaints for Compensation	Complaints of Discharge, Discrimination or Interference	Applications for Temporary Relief	Appeals of Judges’ Decisions or Orders to the Commission
Chukar	—	—	—	—	—	—
Cripple Creek & Victor	—	—	—	—	—	—
Emigrant	—	—	—	—	—	—
Exodus	—	1	—	—	—	—
Genesis	—	—	—	—	—	—
Leeville	—	5	—	—	—	—
Lone Tree	—	—	—	—	—	—
Long Canyon	—	—	—	—	—	—
Midas	—	—	—	—	—	—
Mill 6	—	—	—	—	—	—
Pete Bajo	—	—	—	—	—	—
Phoenix	—	1	—	1	—	—
South Area	—	—	—	—	—	—
Twin Creeks	—	—	—	—	—	—
Vista	—	—	—	—	—	—
TOTAL	—	7	—	1	—	—

(1) The definition of a mine under section 3 of the Mine Act includes the mine, as well as other items used in, or to be used in, or resulting from, the work of extracting minerals, such as land, structures, facilities, equipment, machines, tools and minerals preparation facilities. Unless otherwise indicated, any of these other items associated with a single mine have been aggregated in the totals for that mine. MSHA assigns an identification number to each mine and may or may not assign separate identification numbers to related facilities such as preparation facilities. We are providing the information in the table by mine rather than MSHA identification number because that is how we manage and operate our mining business and we believe this presentation will be more useful to investors than providing information based on MSHA identification numbers.

(2) The number of contests of proposed penalties noted above is reported on a per docket basis. If presented on a per citation basis the number of contests of proposed penalties would be Exodus: 2 ; Leeville: 13 ; Phoenix: 3 .