

Edgar Filing: NORMANDY MINING LTD - Form 425

NORMANDY MINING LTD  
Form 425  
February 20, 2002

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

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

[Franco-Nevada Mining Corporation Limited Logo]

20 Eglinton Ave. West  
Suite 1900, Box 2005  
Toronto M4R 1K8  
Canada

FRANCO-NEVADA  
MINING CORPORATION LIMITED

-----  
PRESS RELEASE

FOR IMMEDIATE RELEASE

February 20, 2002

FRANCO-NEVADA COMPLETES PLAN OF ARRANGEMENT WITH NEWMONT

FRANCO-NEVADA SHARES NOW EXCHANGED FOR NEWMONT COMMON OR CANADIAN  
EXCHANGEABLE SHARES.

Franco-Nevada Mining Corporation Limited is pleased to announce the completion of its Plan of Arrangement with Newmont Mining Corporation, which became effective on February 16th. Franco-Nevada common shares ceased trading on the Toronto Stock Exchange (TSE) at the close of trading on Tuesday, February 19th.

Each common share of Franco-Nevada has been exchanged into 0.80 of a share of common stock of Newmont or, if shareholders properly elected, 0.80 of a Canadian Exchangeable share (each share of which will be exchangeable at any time for one share of common stock of Newmont).

The Exchangeable shares are now trading on the TSE in Canadian dollars under the symbol "NMC". Franco-Nevada's Class A warrants are trading on the TSE under the symbol "NMC.WT". Franco-Nevada's Class B warrants are trading on the Canadian Exchange under the symbol "YFN.WT.B". Newmont's common stock trades on the New York Stock Exchange under the symbol "NEM".

For further information, please contact:

Sharon E Dowdall 416-480-6491  
Vice President, General Counsel & Secretary  
[HTTP://WWW.FRANCO-NEVADA.COM](http://www.franco-nevada.com)

## Edgar Filing: NORMANDY MINING LTD - Form 425

### IMPORTANT NOTICE

Although the Normandy Board, subject to its fiduciary duties, has recommended Newmont's offer to Normandy shareholders, Normandy has not provided unqualified assistance to Newmont in making its offer. Among other things, Normandy has refused to provide Newmont with certain financial information, and it has not permitted its auditors to issue a consent in respect of financial information relating to Normandy.

### CAUTIONARY STATEMENT

This presentation contains forward-looking information and statements about Newmont Mining Corporation, Franco-Nevada Mining Corporation Limited, Normandy Mining Limited and the combined company after completion of the transactions. Newmont has completed its acquisition of Franco-Nevada. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; and statements regarding future performance. Forward-looking statements are generally identified by the words "expects," "anticipates," "believes," "intends," "estimates" and similar expressions. The forward-looking information and statements in this presentation are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Newmont and Normandy Mining, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public filings with the U.S. Securities and Exchange Commission made by Newmont and Normandy, and Franco-Nevada's filings with the Ontario Securities Commission; risks and uncertainties with respect to the parties' expectations regarding the timing, completion and accounting and tax treatment of the transactions, the value of the transaction consideration, production and development opportunities, conducting worldwide operations, earnings accretion, cost savings, revenue enhancements, synergies and other benefits anticipated from the transactions; and the effect of gold price and foreign exchange rate fluctuations, and general economic conditions such as changes in interest rates and the performance of the financial markets, changes in domestic and foreign laws, regulations and taxes, changes in competition and pricing environments, the occurrence of significant natural disasters, civil unrest and general market and industry conditions.

### ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transactions, Newmont Mining Corporation has filed with the U.S. Securities and Exchange Commission a Registration Statement on Form S-4 (which includes an Offer Document) and a Proxy Statement/Prospectus on Schedule 14A. Investors and security holders are advised to read the Offer Document and the Proxy Statement/Prospectus, which were mailed beginning on January 11, 2002, because they contain important information. Investors and security holders may obtain free copies of the Offer Document and the Proxy Statement/Prospectus and other documents filed by Newmont with the Commission at the Commission's web site at <http://www.sec.gov>. Free copies of the Offer Document and the Proxy Statement/Prospectus and other filings made by Newmont or Normandy with the Commission, may also be obtained from Newmont. Free copies of Newmont's and Normandy's filings may be obtained by directing a request to Newmont Mining Corporation, Attn: Investor Relations, 1700 Lincoln Street, Denver, Colorado 80203, Telephone: (303) 863-7414. Copies of Franco-Nevada's filings may be obtained at <http://www.sedar.com>.