

Edgar Filing: NORMANDY MINING LTD - Form 425

NORMANDY MINING LTD
Form 425
February 01, 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 LOGO]
[GRAPHIC OF A GOLD COIN, MINING TOWER, AND GLOBE IN THE BACKGROUND]

A TIME FOR GOLD

Special Shareholders Meeting

January 30, 2002

[FRANCO-NEVADA MINING CORPORATION LOGO]
[GRAPHIC OF A GOLD COIN, MINING TOWER, AND GLOBE IN THE BACKGROUND]

EXCHANGEABLE SHARES OR NEWMONT COMMON

o BENEFITS OF EXCHANGEABLE SHARES: FOR CANADIAN SHAREHOLDERS

- Canadian property for RRSP's and other registered plans
- Deferral of capital gains
- Dividends eligible for Canadian tax treatment
- TSE listing quoted in Canadian dollars

o BENEFITS OF NEWMONT COMMON:
FOR U.S. SHAREHOLDERS

- Deferral of capital gain
- NYSE listing quoted in U.S. dollars

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WHAT SHAREHOLDERS NEED TO DO

SHAREHOLDERS HOLDING THROUGH BROKERS

BY 5:00 PM ON FEB 12, if you elect to receive Exchangeable shares you should advise whether you are:

- o a Resident of Canada outside of Quebec
- o a Resident of Quebec
- o a partnership
- o tax deferral is not necessary (i.e. RRSPs)

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WHAT SHAREHOLDERS NEED TO DO

REGISTERED SHAREHOLDERS

BY 5:00 PM ON FEB 15, complete Letter of Transmittal and Election Form (blue paper) and return with your Franco-Nevada share certificates to Computershare Trust Company of Canada:

Call Computershare at 1-800-663-9097
or fax 1-416-981-9803
or obtain forms from www.franco-nevada.com

If no election for Exchangeables is received by Computershare in respect of your shares, then by default you will receive Newmont common shares

[FRANCO-NEVADA MINING CORPORATION LOGO]

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IMPLEMENTATION STEPS

KEY DATES

- | | |
|------------------------------------|-------------------|
| o Final Court Order | February 1, 2002 |
| o Newmont Shareholder Vote | February 13, 2002 |
| o Normandy Bid scheduled to expire | February 15, 2002 |

Provided all shareholder votes are positive and 50.1% of the Normandy share are committed to the Newmont bid on February 15, it is currently anticipated that:

- | | |
|---|-------------------|
| o Franco-Nevada Arrangement will be effective | February 15, 2002 |
| o Franco-Nevada delisted at close | February 19, 2002 |

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- o Exchangeables begin trading on TSE February 20, 2002

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FRANCO-NEVADA'S PROVEN TRACK RECORD

\$1,000

INVESTED IN FRANCO-NEVADA'S IPO

... IS TODAY WORTH

\$664,000

A 38% COMPOUNDED ANNUAL RATE OF RETURN

[FRANCO-NEVADA MINING CORPORATION LOGO]
[GRAPHIC OF A GOLD COIN, AND MINING TOWER IN THE BACKGROUND]
[THE NEWMONT GOLD STANDARD LOGO]

NEW NEWMONT CREATES VALUE FOR FRANCO-NEVADA SHAREHOLDERS

- o TAX-FREE ROLLOVER
- o EXCHANGEABLES REMAIN CANADIAN PROPERTY
- o DELIVERS EXCELLENT LEVERAGE TO GOLD
- o OWN 32% OF THE LEADING GLOBAL GOLD COMPANY
- o NO HEDGING PHILOSOPHY
- o NYSE LISTING

[FRANCO-NEVADA MINING CORPORATION LOGO]
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[THE NEWMONT GOLD STANDARD LOGO]

FRANCO-NEVADA'S FOUNDERS ARE COMMITTED TO NEW NEWMONT

- o SEYMOUR SCHULICH & PIERRE LASSONDE COMMITTED TO FURTHER INCREASING SHAREHOLDER VALUE:
 - Pierre Lassonde will be President of New Newmont
 - Seymour Schulich will be a Director of New Newmont, Chairman of the Merchant Banking Division and the largest non-institutional shareholder
 - agreed to a three year escrow arrangement

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THE NEW INDUSTRY LEADER

[Graph depicting 2001E production (MM oz.) v. Enterprise value (US\$ millions) (3)]

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