

KINROSS GOLD CORP
Form SC 13D/A
September 16, 2003

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Kinross Gold Corporation
(Name of Issuer)

Common Shares, No Par Value
(Title of Class of Securities)

496902206
(CUSIP Number)

Sharon E. Dowdall
Vice President and Secretary
Newmont Mining Corporation of Canada Limited
Suite 1900, Box 2005
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
(416) 480-6480
(Name, Address and Telephone Number of Person
Authorized to Receive Notices of Communication)

Copy to:
Britt D. Banks
Vice President, General Counsel and Secretary
Newmont Mining Corporation
1700 Lincoln Street
Denver, Colorado 80203
(303) 837-7414

September 12, 2003
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

(Continued on the following pages)
(Page 1 of 12 pages)

=====

CUSIP No. 496902206

13D

(Page 2 of 12)

1 NAME OF REPORTING PERSONS
Newmont Mining Corporation

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER
N/A

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY [43,230,227] 1

EACH REPORTING 9 SOLE DISPOSITIVE POWER
PERSON WITH N/A

PERSON WITH 10 SHARED DISPOSITIVE POWER
[43,230,227] 1

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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[43,230,227] 1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
[12.8%]2

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Included in this figure are the Common Shares reported by Newmont International Pty. Ltd. and Newmont Mining Corporation of Canada Limited on a following cover page. In the Schedule 13D filed on February 10, 2003, and Amendment No. 1 thereto filed on August 5, 2003, it was disclosed that Newmont Canada and Newmont Holdings owned, in the aggregate, 43,238,427 common shares of Kinross. The discrepancy is attributable to differences in the number of common shares of Kinross estimated to be issued to Newmont Canada and Newmont Holdings pursuant to the Combination and the number of common shares of Kinross actually issued to Newmont Canada and Newmont Holdings pursuant to the Combination.

2 Included in this percentage is the percentage of Common Shares reported by Newmont International Pty. Ltd. and Newmont Mining Corporation of Canada Limited on a following cover page. Upon consummation of the transaction disclosed in this Schedule 13D/A, the Reporting Persons (individually and collectively) will cease to be the beneficial owner of more than five percent of the Common Shares.

CUSIP No. 496902206

13D

(Page 3 of 12)

1 NAME OF REPORTING PERSONS
Newmont Mining Corporation of Canada Limited

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------------------|--|--|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER N/A |
| ----- | | |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER 42,457,441 |
| ----- | | |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER N/A |
| ----- | | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER 42,457,441 |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON [43,230,227] 1 | |
| ----- | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] | |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) [12.8%] 2 | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON* HC, CO | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Included in this figure are the Common Shares reported by Newmont International Holdings Pty. Ltd. on a following cover page. In the Schedule 13D filed on February 10, 2003, and Amendment No. 1 thereto filed on August 5, 2003, it was disclosed that Newmont Canada and Newmont Holdings owned, in the aggregate, 43,238,427 common shares of Kinross. The discrepancy is attributable to differences in the number of common shares of Kinross estimated to be issued to Newmont Canada and Newmont Holdings pursuant to the Combination and the number of common shares of Kinross actually issued to Newmont Canada and Newmont Holdings pursuant to the Combination.

2 Included in this percentage is the percentage of Common Shares reported by Newmont International Holdings Pty. Ltd. on a following cover page. Upon consummation of the transaction disclosed in this Schedule 13D/A, the Reporting Persons (individually and collectively) will cease to be the beneficial owner of more than five percent of the Common Shares.

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 CUSIP No. 496902206 13D (Page 4 of 12)

1 NAME OF REPORTING PERSONS
 Newmont International Holdings Pty. Ltd

 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER
 N/A

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
 772,786

EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER
 N/A

PERSON WITH 10 SHARED DISPOSITIVE POWER
 772,786

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 [43,230,227] 1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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[12.8%]2

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Included in this figure are the Common Shares reported by Newmont Mining Corporation of Canada Limited on a preceding cover page. In the Schedule 13D filed on February 10, 2003, and Amendment No. 1 thereto filed on August 5, 2003, it was disclosed that Newmont Canada and Newmont Holdings owned, in the aggregate, 43,238,427 common shares of Kinross. The discrepancy is attributable to differences in the number of common shares of Kinross estimated to be issued to Newmont Canada and Newmont Holdings pursuant to the Combination and the number of common shares of Kinross actually issued to Newmont Canada and Newmont Holdings pursuant to the Combination.

2 Included in this percentage is the percentage of Common Shares reported by Newmont Mining Corporation of Canada Limited on a preceding cover page. Upon consummation of the transaction disclosed in this Schedule 13D/A, the Reporting Persons (individually and collectively) will cease to be the beneficial owner of more than five percent of the Common Shares.

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") amends and supplements the Schedule 13D initially filed with the Securities and Exchange Commission (the "SEC") on February 10, 2003, as amended by Amendment No. 1 to the Schedule 13D, filed with the SEC on August 5, 2003 (as amended, the "Schedule 13D"), with respect to the common shares, no par value (the "Common Shares") of Kinross Gold Corporation, a corporation organized pursuant to the laws of the Province of Ontario, Canada ("Kinross"). Except as specifically provided herein (including the Annexes hereto), this Amendment No. 2 does not modify or supersede any of the information previously reported in the Schedule 13D. Information given in response to one item shall be deemed to be incorporated by reference in all other items. Capitalized terms used but not defined in this Amendment No. 2 shall have the meanings ascribed to such terms in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

Annex A, Annex B and Annex C previously attached to the Schedule 13D are superseded by Annex A, Annex B and Annex C attached to this Amendment No. 2 and incorporated into Item 2 by reference.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended by inserting the following paragraph immediately after the final sentence of the final paragraph thereof:

By a letter agreement (the "Sale Agreement"), dated September 12, 2003, Newmont Canada agreed to sell 28,000,000 of the 43,230,227 Common Shares of Kinross owned by it and Newmont Holdings to a group of investment dealers co-led by Griffiths McBurney & Partners and RBC Dominion Securities Inc. and including National Bank Financial Inc. and Westwind Partners Inc. (collectively, the "Dealers"), for resale in Canada and on a private placement basis outside of Canada. The net purchase price to be received by Newmont Canada upon

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consummation of the transaction is US\$7.80 per Common Share. Completion of the transaction is scheduled to occur on September 19, 2003. Upon completion of the transaction, Newmont will indirectly own approximately 4.9% of the Common Shares of Kinross and will file a further amendment to the Schedule 13D.

In the Sale Agreement, Newmont Canada has agreed that after completion of the transaction, (i) on or before December 31, 2003, Newmont Canada will not sell (or announce any intention to sell) any or all of Newmont Canada's remaining Common Shares in Kinross without the prior agreement of the Dealers; and (ii) on or before March 31, 2004, Newmont Canada will grant the Dealers a right of first offer on the sale of any of Newmont Canada's remaining Common Shares in Kinross. These restrictions will not apply to the 772,786 Common Shares in Kinross that are owned by Newmont Holdings.

The foregoing description is qualified in its entirety by reference to the Sale Agreement, which is filed as Exhibit 99.2 and is incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (c) and (e) of Item 5 are hereby amended and restated in their entirety as follows:

- (c) On January 31, 2003, the Reporting Persons acquired 43,230,227 Common Shares of Kinross (in the aggregate) in the Combination. See the information contained in Item 4 of this Schedule 13D/A which is incorporated herein by reference.
- (e) See the information contained in Item 4 of this Schedule 13D/A, which is incorporated herein by reference. Upon completion of the transaction, the Reporting Persons will promptly file a further Amendment to the Schedule 13D disclosing that they have ceased to be the beneficial owners of more than five percent of the Common Shares of Kinross.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

See the information contained in Item 4 of this Schedule 13D/A, which is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- | | |
|--------------|--|
| Exhibit 99.1 | Joint Filing Agreement* |
| Exhibit 99.2 | Letter Agreement, dated September 12, 2003, by and among Newmont Mining Corporation of Canada Limited, Griffiths McBurney & Partners, RBC Dominion Securities, Inc., National Bank Financial Inc. and Westwind Partners Inc. |
| Exhibit 99.3 | Press Release |

* Previously filed

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 16, 2003

NEWMONT MINING CORPORATION

By: /s/ Sharon E. Thomas

Name: Sharon E. Thomas
Title: Assistant General Counsel and
Assistant Secretary

NEWMONT MINING CORPORATION OF CANADA LIMITED

By: /s/ Sharon E. Dowdall

Name: Sharon E. Dowdall
Title: Vice President and Secretary

NEWMONT INTERNATIONAL HOLDINGS PTY. LTD.

By: /s/ Pauline F. Carr

Name: Pauline F. Carr
Title: Director

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Annex A

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Mining Corporation are set forth below. The business address for each person listed below is, unless otherwise noted, c/o

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Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|---------------------|--|---|--|
| Britt D. Banks | Vice President, General Counsel and Secretary | Vice President, General Counsel and Secretary of Newmont Mining Corporation | See above. |
| Glen A. Barton | Director | Chairman and Chief Executive Officer of Caterpillar Inc. | 100 NE Adams Street Peoria, IL 61629-7216 |
| Vincent A. Calarco | Director | Chairman, President and Chief Executive Officer of Crompton Corporation | 199 Benson Road Middlebury, CT 06749 |
| James T. Curry, Jr. | Director | Retired Director and Retired Chief Executive Officer of the Minerals Division of Broken Hill Proprietary Company Ltd. | N/A |
| John A.S. Dow | Executive Vice President and Managing Director of Newmont Australia Limited | Executive Vice President of Newmont Mining Corporation and Managing Director of Newmont Australia Limited | See above. |
| Stephen Enders | Vice President, Worldwide Exploration | Vice President, Worldwide Exploration of Newmont Mining Corporation | See above. |
| Thomas L. Enos | Vice President, International Operations | Vice President of Newmont Mining Corporation | See above. |
| Joseph P. Flannery | Director | Chairman, President and Chief Executive Officer of Uniroyal Holding Inc. | 70 Great Hill Road Naugatuck, CT 06770 |
| David H. Francisco | Executive Vice President, Operations | Executive Vice President, Operations of Newmont Mining Corporation | See above. |
| Michael S. Hamson | Director | Chairman of Hamson Consultants | Acland Street Corner Entrance (Rear) 195 Walsh Street |

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South Yarra, VIC 3141
AUSTRALIA

| | | | |
|-----------------|---|--|------------|
| Bruce D. Hansen | Senior Vice President and Chief Financial | Senior Vice President and Chief Financial Officer of Newmont | See above. |
|-----------------|---|--|------------|

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| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|--------------------|--|---|--|
| | Officer | Mining Corporation | |
| David Harquail | President and Managing Director, Newmont Capital Limited | Vice President, Newmont Mining Corporation and Managing Director, Newmont Capital Limited | See above. |
| Leo I. Higdon, Jr. | Director | President of Charleston College | Office of the President College of Charleston 66 George Street Charleston, SC 29424 |
| Donald G. Karras | Vice President, Taxes | Vice President, Taxes, of Newmont Mining Corporation | See above. |
| Pierre Lassonde | Director; President | President of Newmont Mining Corporation | See above. |
| Thomas P. Mahoney | Vice President and Treasurer Mining Corporation | Vice President and Treasurer of Newmont | See above. |
| Robert J. Miller | Director | Partner, Jones Vargas law firm | Third Floor South 3773 Howard Hughes Parkway Las Vegas, NV 89109-0949 |
| Wayne W. Murdy | Director, Chairman and Chief Executive Officer | Chairman and Chief Executive Officer of Newmont Mining Corporation | See above. |
| David W. Peat | Vice President and Global Controller Corporation | Vice President and Global Controller of Newmont Mining | See above. |
| Richard M. Perry | President and Managing Director, Newmont USA Limited | Vice President of Newmont Mining Corporation and Managing Director of Newmont USA Limited | See above. |

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| | | | |
|---------------------|---|--|--|
| Robin A. Plumbridge | Director | Retired Chairman of Gold Fields of South Africa Limited | N/A |
| John B. Prescott | Director | Chairman of Australian Submarine Corporation Pty Limited | Level 28, 140 William Street Melbourne, VIC 3000 AUSTRALIA |
| Michael K. Reilly | Director | Retired Chairman of Zeigler Coal Holding Company | N/A |
| Carlos Santa Cruz | President and Managing Director, Newmont Peru Limited | Vice President of Newmont Mining Corporation and Managing Director of Newmont Peru Limited | See above. |
| Seymour Schulich | Director | Chairman of Newmont Capital Limited | Suite 1900, Box 2005 20 Eglinton Avenue West |

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| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|------------------|----------|---|---|
| | | | Toronto, ON M4R 1K8 CANADA |
| James V. Taranik | Director | Dean of Mackay School of Mines and Regents Professor and Arthur Brant Chair of Geophysics at the University of Nevada, Reno; and President Emeritus of Desert Research Institute of the University and Community College System of Nevada | Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138 |

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Annex B

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Canada are set forth below. The business address for each person listed below, unless otherwise noted, is c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

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| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|---------------------|---------------------------------|--|--|
| Britt D. Banks | Vice President | Vice President, General Counsel and Secretary of Newmont Mining Corporation | See above. |
| Sharon E. Dowdall | Vice President and Secretary | Vice President and Secretary Newmont Mining Corporation of Canada Limited and Newmont Capital Limited, Group Legal Counsel - Canada Newmont Mining Corporation | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA |
| Joseph P. Flannery | Director | Chairman, President and Chief Executive Officer of Uniroyal Holding Inc. | 70 Great Hill Road Naugatuck, CT 06770 |
| David H. Francisco | Vice President | Executive Vice President, Operations, of Newmont Mining Corporation | See above. |
| Bruce D. Hansen | Vice President | Senior Vice President and Chief Financial Officer of Newmont Mining Corporation | See above. |
| Leo I. Higdon, Jr. | Director | President of Charleston College | Office of the President College of Charleston 66 George Street Charleston, SC 29424 |
| Donald G. Karras | Vice President | Vice President, Taxes Newmont Mining Corporation | See above |
| Pierre Lassonde | Director; President | President of Newmont Mining Corporation | See above. |
| Wayne W. Murdy | Director; Chairman | Chairman and Chief Executive Officer of Newmont Mining Corporation | See above. |
| Thomas P. Mahoney | Vice President and Treasurer | Vice President and Treasurer, Newmont Mining Corporation | See above |
| Robin A. Plumbridge | Director | Retired Chairman of Gold Fields of South | See above |

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Africa Limited

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| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED |
|----------------------|----------------|--|---|
| Seymour Schulich | Director | Chairman of Newmont Capital Limited, Director, Newmont Mining Corporation | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA |
| James V. Taranik | Director | Dean of Mackay School of Mines and Regents Professor and Arthur Brant Chair of Geophysics at the University of Nevada, Reno; and President Emeritus of Desert Research Institute of the University and Community College System of Nevada | Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138 |
| H. Geoffrey Waterman | Vice President | Vice President Newmont Mining Corporation of Canada Limited | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA |

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Annex C

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont International Holdings Pty. Ltd. The business address for each person listed below is c/o Newmont International Holdings Pty. Ltd., 100 Hutt Street, Adelaide, South Australia, AUSTRALIA.

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHI PRINCIPAL OCCUPATION CONDU |
|--------------------|----------|---------------------------------|--|
| Phillip J. Garrard | Director | Chartered Accountant of | See above |

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Newmont Australia
Limited

| | | | |
|------------------|--------------------------------|--|------------|
| Pauline F. Carr | Director, Company Secretary | Company Secretary of Newmont International Holdings Pty. Ltd. | See above. |
| David W. Godfrey | Company Secretary | Company Secretary of Newmont International Holdings Pty. Ltd | See above. |
| Martin S. Janes | Director | Treasurer, Newmont Australia Ltd. | See above. |

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EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|--|
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