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March 21, 2019

Gary Goldberg
Chief Executive Officer
Newmont Mining Corporation
6363 South Fiddler's Green Circle
Greenwood Village, CO 80111

Dear Gary,

As a holder of 14.2 million of Newmont shares, we have completed a careful analysis of the $10 billion stock-for-stock acquisition of Goldcorp and concluded that, under the current terms, we are unable to support the transaction. We believe the transaction is dilutive to Newmont shareholders. We would reconsider our position if the merger exchange ratio was reduced from 0.328 shares to a maximum of 0.254 shares. At this level, the transaction would generate value for Newmont shareholders while providing Goldcorp shareholders attractive consideration and an opportunity to participate in the shared upside of the combined company.

As Newmont's CEO, you have been extraordinarily successful in streamlining and optimizing the company's portfolio and we have no doubt that Newmont can operate Goldcorp's assets more profitably than its current management. However, we believe that under its current terms, the acquisition is unattractive to Newmont shareholders for the following reasons:

- The $1.5 billion premium to Goldcorp shareholders is unjustified given Goldcorp's poor performance;
- As currently structured, the synergies from the transaction would only accrue to Goldcorp shareholders; and
- The transaction will transfer a significant percentage of the value created by Newmont's recently announced Nevada joint venture with Barrick to Goldcorp shareholders instead of preserving this value for Newmont shareholders;
- Following the creation of the Nevada joint venture, Newmont is positioned to create greater value as a stand-alone entity than if the acquisition were completed under current terms.

Eliminating the undeserved premium to Goldcorp and preserving the Nevada joint venture synergies exclusively for Newmont would result in an acceptable transaction.

Unjustified $1.5 Billion Premium to Goldcorp Shareholders

We believe the $1.5 billion premium Goldcorp shareholders would receive is unjustified given its poor performance. Subsequent to the announcement of the deal, Newmont and Goldcorp announced remarkably divergent 4Q18 results. Whereas Newmont demonstrated impressive operating and financial results with production up 8% and EBITDA up 5%, Goldcorp showed a sharp deterioration, with production down 2% and EBITDA plummeting 27%.

Newmont Rises While Goldcorp Falls

4Q YoY % Change

	Newmont	**Goldcorp**
Production:	**8%**	**-2%**
EBITDA:	**5%**	**-27%**
FCF:	**8%**	**-218%**

Source: Company Reports

In the year ended December 31, 2018, Newmont generated $473 million of free cash flow, while Goldcorp burned through $364 million of cash. Despite Goldcorp's heavy outspend in 2018 to bring new projects online, 2019 guidance was extraordinarily weak, showing a 15% reduction in production from prior guidance and no growth versus 2018 actuals. Why should Newmont pay a premium for this poorly performing company with weak go-forward guidance?

Current Deal Dilutive to Newmont Shareholders

Your March 11 update presentation on the Goldcorp acquisition estimates annual synergies of $365 million. While many analysts and investors question the amount of these synergies, the current transaction is still dilutive to Newmont shareholders even using these aggressive synergy estimates. If we use the $100 million of estimated synergies put forward when the transaction was announced, the acquisition would be highly dilutive for Newmont shareholders. In present valuing these synergies, we used a 7.4x multiple, the same multiple at which Newmont currently trades, rather than the highly inflated 12.1x multiple that Newmont has used.

NEM Pro Forma Merger NAV Dilution
(in millions except per share data)

	Revised Synergies NEM-G	Original Synergies NEM-G
Goldcorp Annual Synergy (a)	$365	$100
Newmont Trading Multiple (b)	7.4x	7.4x
Value of Goldcorp Synergy (c) = (a) x (b)	$2,701	$740
NEM Share (d)	65.0%	65.0%
Attributable Goldcorp Synergy (e) = (c) x (d)	$1,756	$481
Premium Offered (f)	$1,539	$1,539
Net Attributable Value (g) = (e) - (f)	$217	-$1,058
NEM Shares Outstanding	533	533
Synergy Value Per Share (h)	**$0.41**	**-$1.98**
Nevada Synergies (i)	$1,810	$1,810
Goldcorp Share (j)	35.0%	35.0%
Attributable Nevada Synergy (k) = (i) x (j)	$633	$633
NEM Shares Outstanding	533	533
Value Per Share Given to Goldcorp (i)	**$1.19**	**$1.19**
Net Value to Newmont (h) - (i)	**-$0.78**	**-$3.17**

Source: Company Reports, Scotia Bank, Paulson & Co.

The $1.8 Billion of Nevada JV Synergies Should be Preserved Exclusively for Newmont Shareholders

The Nevada JV, entered into after the Goldcorp merger was announced, materially increased the value of Newmont. This unexpected JV premium was therefore not considered in the negotiation of the Goldcorp acquisition. Newmont shareholders are now being asked to give away 35% of the value of this venture to Goldcorp shareholders who, in essence, receive "a premium on top of a premium." Instead these benefits belong exclusively to Newmont shareholders.

Goldcorp Merger Must Add Value for Newmont Shareholders or Shouldn't Be Done

The gold sector is littered with examples of value destructive mergers. We don't want to see Newmont become another casualty by going forward with this transaction as it is currently structured.

However, deals don't have to be value destructive. Virtually all investors commended Newmont management for the Nevada JV which created $1.8 billion of value for your shareholders without paying any cash or issuing any shares. Similarly, most investors embraced Barrick's acquisition of Randgold, which was completed at a zero premium, with synergies that were shared proportionally by both companies.

We urge you to maintain the discipline you have demonstrated in the past by going back to the merger table with Goldcorp and negotiating a better merger ratio for Newmont shareholders.

Newmont Shareholders Better Off With No Merger As Currently Structured

We believe Newmont shareholders would be better off with no merger rather than the merger as currently structured. By retaining 100% of the benefit from the Nevada JV for Newmont shareholders, the standalone value of Newmont would increase by an estimated $3.39 per share. **Furthermore, under the terms of the merger agreement, the $650 million break-up fee would not be payable if the merger is voted down by Newmont shareholders.**

Nevada JV Accretion Analysis
(in millions except per share data)

	JV Only
Nevada Synergies (a)	$1,810
NEM Share (b)	100%
Attributable Nevada Synergy (c) = (a) x (b)	$1,810
NEM Shares Outstanding	533
Value Per Share	**$3.39**

Source: Company Reports

Proposed Solution

Though we do not support the deal as it is currently structured, given the respect we have for you, we could be supportive of a deal under modified terms. We believe that in order for this combination to add value for Newmont shareholders, it must be renegotiated to eliminate the premium paid and the sharing of the Nevada synergies. This would bring the share exchange ratio to 0.254 shares of Newmont for each share of Goldcorp as shown below:

Adjustment Required to NEM/GG Exchange Ratio
(in millions, except per share amounts)

Unnecessary Sharing of 35% of Nevada JV Synergies (a)	$633
GG/NEM Deal Premium (b)	$1,539
Total Value Back To NEM Shareholders (c) = (a) + (b)	$2,172
GG Shares Outstanding (d)	867
Unnecessary Value to GG Shareholders (e) = (c) / (d)	$2.51
Newmont Stock Price (f)	$33.93
Necessary Exchange Ratio Adjustment (g) = (e) / (f)	0.074
Current Exchange Ratio (h)	0.328
Revised Exchange Ratio (i) = (h)- (g)	0.254

Source: Company Reports, Bloomberg, Scotia Bank, Paulson & Co.

Adjusting the merger ratio accordingly results in a highly accretive transaction instead of a dilutive one. The accretion from the merger alone could be as high as $3.60 per share. Combined with retaining 100% of the Nevada synergies, the accretion to Newmont shareholders can be as high as $6.99 per share:

NEM Pro Forma Merger NAV Accretion At 0.254 Ratio
(in millions except per share data)

	Revised Synergies NEM-G	Original Synergies NEM-G
Goldcorp Annual Synergy (a)	$365	$100
Newmont Trading Multiple (b)	7.4x	7.4x
Value of Goldcorp Synergy (c) = (a) x (b)	$2,701	$740
NEM Share (d)	71.0%	71.0%
Attributable Synergy (e) = (c) x (d)	$1,918	$525
Premium Offered (f)	$0	$0
Net Attributable Value (g) = (e) - (f)	$1,918	$525
NEM Shares Outstanding	533	533
Synergy Value Per Newmont Share (h)	**$3.60**	**$0.99**
Nevada Synergies (i)	$1,810	$1,810
Newmont Share (j)	100.0%	100.0%
Attributable Nevada Synergy (k) = (i) x (j)	$1,810	$1,810
NEM Shares Outstanding	533	533
JV Synergy Value Per Newmont Share (i)	**$3.39**	**$3.39**
Net Value to Newmont (h) + (i)	**$6.99**	**$4.38**

Source: Company Reports, Paulson & Co.

Expected Shareholder Reaction To Revised Terms

We believe the proposed lower exchange ratio would still be advantageous for Goldcorp given the opportunity to swap poorly rated Goldcorp shares for the highly rated Newmont shares. With their continuing stake in the company, Goldcorp shareholders would still share proportionately in the synergies generated by Newmont. If Goldcorp does not agree to the revised terms, that would be its loss. Unlike Newmont, Goldcorp has a record of value destruction, poor performance, and egregious compensation. With its disappointing 4Q performance, which was below consensus estimates, and reduced guidance for 2019, both disclosed after the Newmont merger announcement, we believe that Goldcorp's stock would trade below the implied price of the new exchange ratio absent a transaction. Conversely, **we believe that Newmont's share price would increase if shareholders voted against the transaction.**

Newmont is an exceptional company with a first class management team. If Newmont issues its valuable stock in a transaction, it must benefit Newmont shareholders. The current transaction, as proposed, transfers too much value from Newmont to Goldcorp and is dilutive to Newmont shareholders. Adjusting the merger ratio to a maximum of 0.254 would result in value creation for both Newmont and Goldcorp, instead of just Goldcorp. We are prepared to discuss our perspectives with you, and look forward to your response.

Sincerely,

John Paulson

Marcelo Kim

cc. Board of Directors of Newmont