NEWMONT MINING CORP /DE/
Form 10-K
February 21, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Form 10-K

(Mark One)

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

For the Fiscal Year Ended December 31, 2018

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)	84-1611629 (I.R.S. Employer Identification No.) 80111

6363 South Fiddler's Green Circle Greenwood Village, Colorado (Address of Principal Executive Offices)	(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $1.60 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

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 every Interactive Data File required to be submitted 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At June 30, 2018, the aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant was $20,052,691,396 based on the closing sale price as reported on the New York Stock Exchange. There were 532,669,445 shares of common stock outstanding on February 14, 2019.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Registrant's definitive Proxy Statement submitted to the Registrant's stockholders in connection with our 2019 Annual Stockholders Meeting to be held in April 2019 are incorporated by reference into Part III of this report.

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NEWMONT MINING CORPORATION

2018 RESULTS AND HIGHLIGHTS

(unaudited, in millions, except per share, per ounce and per pound)

	Years Ended December 31,		
	2018	2017	2016
Financial Results:			
Sales	$ 7,253	$ 7,379	$ 6,680
Gold	$ 6,950	$ 7,064	$ 6,430
Copper	$ 303	$ 315	$ 250
Costs applicable to sales (1)	$ 4,093	$ 4,062	$ 3,738
Gold	$ 3,906	$ 3,899	$ 3,523
Copper	$ 187	$ 163	$ 215
Net income (loss) from continuing operations	$ 319	$ (71)	$ (812)
Net income (loss)	$ 380	$ (109)	$ (943)
Net income (loss) from continuing operations attributable to Newmont stockholders	$ 280	$ (76)	$ (226)
Per common share, diluted:			
Net income (loss) from continuing operations attributable to Newmont stockholders	$ 0.53	$ (0.14)	$ (0.42)
Net income (loss) attributable to Newmont stockholders	$ 0.64	$ (0.21)	$ (1.18)
Adjusted net income (loss) (2)	$ 718	$ 774	$ 631
Adjusted net income (loss) per share, diluted (2)	$ 1.34	$ 1.45	$ 1.19
Earnings before interest, taxes and depreciation and amortization (2)	$ 2,160	$ 2,574	$ 1,266
Adjusted earnings before interest, taxes and depreciation and amortization (2)	$ 2,584	$ 2,650	$ 2,377
Net cash provided by (used in) operating activities of continuing operations	$ 1,837	$ 2,139	$ 1,917
Free Cash Flow (2)	$ 805	$ 1,273	$ 784
Cash dividends declared per common share	$ 0.56	$ 0.25	$ 0.125
Operating Results:			
Consolidated gold ounces (thousands):			
Produced	5,479	5,654	5,243
Sold	5,516	5,632	5,172
Attributable gold ounces (thousands):			
Produced	5,101	5,266	4,898
Sold	5,133	5,243	4,839
Consolidated and attributable copper pounds (millions):			
Produced	109	113	119
Sold	110	111	116
Average realized price:			
Gold (per ounce)	$ 1,260	$ 1,255	$ 1,243
Copper (per pound)	$ 2.74	$ 2.83	$ 2.15
Consolidated costs applicable to sales: (1)(2)			
Gold (per ounce)	$ 708	$ 692	$ 681
Copper (per pound)	$ 1.69	$ 1.47	$ 1.85
All-in sustaining costs: (2)			

Gold (per ounce)	$ 909	$ 890	$ 880
Copper (per pound)	$ 2.02	$ 1.80	$ 2.21

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

(2) See Non-GAAP Financial Measures beginning on page 80.

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Highlights

- Net income (loss): Delivered Net income (loss) from continuing operations attributable to Newmont stockholders of $280 or $0.53 per diluted share, an increase of $356 from the prior year, primarily due to lower income tax expense and a gain from the sale of our royalty portfolio in June 2018, partially offset by increased impairments of exploration and long-lived assets in North America and lower production at various sites.

- Adjusted net income (loss): Delivered Adjusted net income (loss) of $718 or $1.34 per diluted share, an 8% decrease from the prior year (See "Non-GAAP Financial Measures" beginning on page 80).

- Adjusted EBITDA: Generated $2.6 billion in Adjusted EBITDA, a 2% decrease from the prior year (See "Non-GAAP Financial Measures" beginning on page 80).

- Cash flow: Reported Net cash provided by operating activities of continuing operations of $1.8 billion and free cash flow of $0.8 billion. (See "Non-GAAP Financial Measures" beginning on page 80).

- Portfolio improvements: Advanced Tanami Expansion 2 to definitive feasibility study and progressed the Tanami Power Project in Australia; completed the Cripple Creek & Victor ("CC&V") concentrates project, reached commercial production at Twin Underground and Northwest Exodus, acquired 50 percent interest in Galore Creek, and progressed Long Canyon Phase 2 to feasibility study in North America; reached commercial production at Subika Underground, progressed the Ahafo Mill Expansion, and advanced Akyem Underground to prefeasibility study in Africa; reached first gold at Quecher Main, advanced Yanacocha Sulfides to definitive feasibility study and completed the primary crusher at Merian in South America; divested royalty portfolio to Maverix Metals and formed strategic partnerships with Teck Resources Limited, Sumitomo Corporation, Evrim Resources, Miranda Gold and Orosur Mining.

- Attributable gold production: Gold production decreased 3% to 5.1 million ounces, primarily due to lower grade at various sites and lower leach tons placed at Carlin, Phoenix, CC&V and Yanacocha, partially offset by higher grade and recovery at Tanami and Ahafo.

- Financial strength: Ended the year with $3.4 billion cash on hand and net debt of $0.9 billion; an industry-leading balance sheet with investment-grade credit profile; declared dividends of $0.56 per share.

Our global project pipeline

Newmont's capital-efficient project pipeline supports stable production with improving margins and mine life. Near-term development capital projects and those recently completed are presented below. Funding for Ahafo Mill Expansion, Quecher Main and Tanami Power projects have been approved and these projects are in execution.

Subika Underground, Africa. This project leverages existing infrastructure and an optimized approach to develop Ahafo's most promising underground resource. First production was achieved in June 2017 and commercial production was achieved in the fourth quarter of 2018. The project is expected to have an average annual gold production of

between 150,000 and 200,000 ounces per year for the first five years beginning in 2019 with an initial mine life of approximately 11 years. The project was completed on schedule and on budget for $186, adding higher-grade, lower-cost gold production at the Ahafo mine in Ghana.

Ahafo Mill Expansion, Africa. This project is designed to maximize resource value by improving production margins and accelerating stockpile processing. The project also supports profitable development of Ahafo’s highly prospective underground resources. The expansion is expected to have an average annual gold production of between 75,000 and 100,000 ounces per year for the first five years beginning in 2020. Development capital costs (excluding capitalized interest) since approval were $119, of which $77 related to 2018. Both first production and commercial production are expected in the second half of 2019.

Quecher Main, South America. This project will add oxide production at Yanacocha, leverage existing infrastructure and enable potential future growth at Yanacocha. First production was achieved in late 2018 with commercial production expected in the second half of 2019. Quecher Main extends the life of the Yanacocha operation to 2027 with average annual gold production of about 200,000 ounces per year (on a consolidated basis) between 2020 and 2025. Development capital costs (excluding capitalized interest) since approval were $101, of which $89 related to 2018.

Tanami Power, Australia. This project will lower power costs beginning in 2019, mitigate fuel supply risk and reduce carbon emissions. The project includes the construction of a 280 mile (450 kilometer) natural gas pipeline connecting the Tanami site to the Amadeus Gas Pipeline, and construction and operation of two on-site power stations. The gas supply, gas transmission and power purchase agreements are for a ten year term with options to extend.

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.

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PART I

ITEM 1.BUSINESS (dollars in millions, except per share, per ounce and per pound amounts)

Introduction

Newmont Mining Corporation is primarily a gold producer with significant operations and/or assets in the United States, Australia, Peru, Ghana and Suriname. At December 31, 2018, Newmont had attributable proven and probable gold reserves of 65.4 million ounces and an aggregate land position of approximately 24,000 square miles (63,000 square kilometers). Newmont is also engaged in the production of copper, principally through operations in Boddington in Australia and Phoenix in the United States. Newmont Mining Corporation's original predecessor corporation was incorporated in 1921 under the laws of Delaware.

Newmont's corporate headquarters are in Greenwood Village, Colorado, USA. In this report, "Newmont," the "Company," "our" and "we" refer to Newmont Mining Corporation together with our affiliates and subsidiaries, unless the context otherwise requires. References to "A$" refer to Australian currency.

On January 14, 2019, the Company entered into a definitive agreement (as amended by the first amendment to the arrangement agreement, dated as of February 19, 2019, the "Arrangement Agreement") to acquire all outstanding common shares of Goldcorp, Inc. ("Goldcorp") in a primarily stock transaction (the "Proposed Transaction"). Under the terms of the agreement, Goldcorp shareholders will receive 0.3280 shares of Newmont's common stock and $0.02 in cash for each Goldcorp common share they own, for a total transaction value of approximately $10 billion as of the announcement date on January 14, 2019. The transaction, which is subject to approval by both Newmont and Goldcorp shareholders, and other customary conditions and regulatory approvals, is expected to close in the second quarter of 2019. Upon closing, the combined company will be known as Newmont Goldcorp.

Segment Information

Our regions include North America, South America, Australia, and Africa. Our North America segment consists primarily of Carlin, Phoenix, Twin Creeks, Long Canyon and Cripple Creek &Victor ("CC&V") in the United States of America (collectively, "U.S." or "USA"). Our South America segment consists primarily of Yanacocha in Peru and Merian in Suriname. Our Australia segment consists primarily of Boddington, Tanami and Kalgoorlie in Australia. Our Africa segment consists primarily of Ahafo and Akyem in Ghana. See Item 1A, Risk Factors, below, and Note 3 to the Consolidated Financial Statements for information relating to our operating segments, domestic and export sales and lack of dependence on a limited number of customers.

Products

References in this report to "attributable gold ounces" or "attributable copper pounds" mean that portion of gold or copper produced, sold or included in proven and probable reserves based on our proportionate ownership, unless otherwise noted.

Gold

General. We had consolidated gold production from continuing operations of 5.5 million ounces (5.1 million attributable ounces) in 2018, 5.7 million ounces (5.3 million attributable ounces) in 2017 and 5.2 million ounces (4.9 million attributable ounces) in 2016. Of our 2018 consolidated gold production, approximately 38% came from North America, 19% from South America, 28% from Australia and 15% from Africa.

For 2018, 2017 and 2016, 96%, 96% and 96%, respectively, of our Sales were attributable to gold. Most of our Sales come from the sale of refined gold. The end product at our gold operations, however, is generally doré bars. Doré is an alloy consisting primarily of gold but also containing silver and other metals. Doré is sent to refiners to produce bullion that meets the required market standard of 99.95% gold. Under the terms of our refining agreements, the doré bars are refined for a fee, and our share of the refined gold and the separately-recovered silver is credited to our account or delivered to buyers. A portion of gold sold from Boddington and Kalgoorlie in Australia and Phoenix in Nevada is sold in a concentrate containing other metals such as copper and silver.

Gold Uses. Gold generally is used for fabrication or investment. Fabricated gold has a variety of end uses, including jewelry, electronics, dentistry, industrial and decorative uses, medals, medallions and official coins. Gold investors buy gold bullion, official coins and jewelry.

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Gold Supply. A combination of mine production, recycling and draw-down of existing gold stocks held by governments, financial institutions, industrial organizations and private individuals make up the annual gold supply. Based on public information available, for the years 2016 through 2018, mine production has averaged approximately 70% of the annual gold supply.

Gold Price. The following table presents the annual high, low and average daily afternoon London Bullion Market Association ("LBMA") Gold Price over the past ten years on the London Bullion Market ($/ounce):

Year	High	Low	Average
2009	$ 1,213	$ 810	$ 972
2010	$ 1,421	$ 1,058	$ 1,225
2011	$ 1,895	$ 1,319	$ 1,572
2012	$ 1,792	$ 1,540	$ 1,669
2013	$ 1,694	$ 1,192	$ 1,411
2014	$ 1,385	$ 1,142	$ 1,266
2015	$ 1,296	$ 1,049	$ 1,160
2016	$ 1,366	$ 1,077	$ 1,251
2017	$ 1,346	$ 1,151	$ 1,257
2018	$ 1,355	$ 1,178	$ 1,268
2019 (through February 14, 2019)	$ 1,323	$ 1,280	$ 1,298

On February 14, 2019, the afternoon LBMA gold price was $1,311 per ounce.

We recognize revenue for doré generally at the prevailing market price when gold bullion credits are delivered to the customer. We recognize revenue for concentrate when control is transferred to the customer, which generally occurs as material passes over the vessel's rail at the port of loading. We use a provisional price based on the estimated forward price of the month of final settlement. The gold concentrate receivable is marked to market through earnings as an adjustment to revenue until final settlement.

Copper

General. We had consolidated copper production from continuing operations of 109 million pounds in 2018, 113 million pounds in 2017 and 119 million pounds in 2016. Copper sales are in the form of concentrate that is sold to smelters for further treatment and refining, and cathode. For 2018, 2017 and 2016, 4%, 4% and 4%, respectively, of our Sales were attributable to copper. Of our 2018 consolidated copper production, approximately 29% came from North America and 71% from Australia.

Copper Uses. Refined copper is incorporated into wire and cable products for use in the construction, electric utility, communications and transportation industries. Copper is also used in industrial equipment and machinery, consumer products and a variety of other electrical and electronic applications and is also used to make brass. Copper substitutes include aluminum, plastics, stainless steel and fiber optics. Refined, or cathode, copper is also an internationally traded commodity.

Copper Supply. A combination of mine production and recycled scrap material make up the annual copper supply. Mine production since 2016 has accounted for over 70% of total refined production.

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Copper Price. The copper price is quoted on the London Metal Exchange (“LME”) in terms of dollars per metric tonne of high grade copper. The following table presents the dollar per pound equivalent of the annual high, low and average daily prices of high grade copper on the LME over the past ten years ($/pound):

Year	High	Low	Average
2009	$ 3.33	$ 1.38	$ 2.34
2010	$ 4.42	$ 2.76	$ 3.42
2011	$ 4.60	$ 3.08	$ 4.00
2012	$ 3.93	$ 3.29	$ 3.61
2013	$ 3.74	$ 3.01	$ 3.32
2014	$ 3.37	$ 2.86	$ 3.11
2015	$ 2.92	$ 2.05	$ 2.49
2016	$ 2.69	$ 1.96	$ 2.21
2017	$ 3.27	$ 2.48	$ 2.80
2018	$ 3.29	$ 2.64	$ 2.96
2019 (through February 14, 2019)	$ 2.82	$ 2.64	$ 2.72

On February 14, 2019, the high grade copper closing price on the LME was $2.80 per pound.

We generally sell our copper concentrate based on the monthly average market price for the third month following the month in which the delivery to the smelter takes place. We currently recognize revenue from a sale when control is transferred to the customer, which generally occurs as material passes over the vessel’s rail at the port of loading. For revenue recognition, we use a provisional price based on the estimated forward price of the month of final settlement. The copper concentrate receivable is marked to market through earnings as an adjustment to revenue until final settlement.

We generally sell our copper cathode based on the weekly average market price for the week following production and recognize revenue when material is picked up by the carrier.

Effective January 1, 2018, we adopted changes to our revenue recognition policy in accordance with Accounting Standards Codification (“ASC”) 606. Refer to Note 2 of the Consolidated Financial Statements for further information.

Silver

General. Silver is produced as a by-product at certain of our operations and is included as a reduction to Costs applicable to sales in the Consolidated Financial Statements. We had consolidated silver production from continuing operations of 3.4 million ounces (2.8 million attributable ounces) in 2018, 3.6 million ounces (3.1 million attributable ounces) in 2017 and 3.0 million ounces (2.8 million attributable ounces) in 2016.

Gold and Copper Processing Methods

Gold is extracted from naturally-oxidized ores by either milling or heap leaching, depending on the amount of gold contained in the ore, the amenability of the ore to treatment and related capital and operating costs. Higher grade oxide ores are generally processed through mills, where the ore is ground into a fine powder and mixed with water into a slurry, which then passes through a carbon-in-leach circuit. Lower grade oxide ores are generally processed using

heap leaching. Heap leaching consists of stacking crushed or run-of-mine ore on impermeable, synthetically lined pads where a weak cyanide solution is applied to the surface of the heap to dissolve the gold. In both cases, the gold-bearing solution is then collected and pumped to process facilities to remove the gold by collection on carbon or by zinc precipitation.

Gold contained in ores that are not naturally-oxidized can be directly milled if the gold is liberated and amenable to cyanidation, generally known as free milling ores. Ores that are not amenable to cyanidation, known as refractory ores, require more costly and complex processing techniques than oxide or free milling ore. Higher grade refractory ores are processed through either roasters or autoclaves. Roasters heat finely ground ore to a high temperature, burn off the carbon and oxidize the sulfide minerals that prevent efficient leaching. Autoclaves use heat, oxygen and pressure to oxidize sulfide ores.

Some gold sulfide ores may be processed through a flotation plant or by bio-milling. In flotation, ore is finely ground, turned into slurry, then placed in a tank known as a flotation cell. Chemicals are added to the slurry causing the gold-containing sulfides to attach to air bubbles and float to the top of the tank. The sulfides are removed from the cell and converted into a concentrate that can

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then be processed in an autoclave or roaster to recover the gold. Bio-milling incorporates patented technology that involves inoculation of suitable crushed ore on an impermeable leach pad with naturally occurring bacteria strains, which oxidize the sulfides over a period of time. The ore is then processed through an oxide mill.

At Phoenix and Boddington, ore containing copper and gold is crushed to a coarse size at the mine and then transported via conveyor to a process plant, where it is further crushed and then finely ground as a slurry. The ore is initially treated by successive stages of flotation resulting in a copper/gold concentrate containing approximately 15% to 20% copper. Flotation concentrates are also processed via a gravity circuit to recover fine liberated gold and then dewatered and stored for loading onto ships or rail for transport to smelters. The flotation tailings have a residual gold content that is recovered in a carbon-in-leach circuit.

In addition, at Phoenix, copper heap leaching is performed on copper oxide ore and enriched copper sulfide ore to produce copper cathodes. Heap leaching is accomplished by stacking uncrushed ore onto impermeable, synthetically lined pads where it is contacted with a diluted sulfuric acid solution thus leaching the acid soluble minerals into a copper sulfate solution. The copper sulfate solution is then collected and pumped to the solvent extraction ("SX") plant. The SX process consists of two steps. During the first step, the copper is extracted into an organic solvent solution. The loaded organic solution is then pumped to the second step where copper is stripped with a strong acid solution before being sent through the electrowinning ("EW") process. Cathodes produced in electrowinning are 99.99% copper.

Hedging Activities

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. To a limited extent, we have and may continue to manage certain risks associated with commodity input costs, interest rates and foreign currencies using the derivative market.

For additional information, see Hedging in Item 7A, Quantitative and Qualitative Disclosures about Market Risk, and Note 17 to the Consolidated Financial Statements.

Gold, Copper and Silver Reserves

At December 31, 2018, we had 65.4 million attributable ounces of proven and probable gold reserves. The decrease in proven and probable gold reserves during 2018, compared to 2017, is due to depletion of 6.1 million ounces, revisions of 3.6 million ounces and divestments of 0.1 million ounces, partially offset by additions of 6.7 million ounces. Reserves at December 31, 2018 were calculated at a gold price assumption of $1,200 or A$1,600 per ounce. A reconciliation of the changes in attributable proven and probable gold reserves during the past three years is as follows:

	Years Ended December 31,		
	2018	2017	2016
(millions of ounces)			
Opening balance (1)	68.5	68.5	73.7
Depletion	(6.1)	(6.4)	(6.0)
Revisions (2)	(3.6)	1.9	(0.7)
Additions (3)	6.7	4.4	4.1
Acquisitions (4)	—	0.1	—
Divestments (5)	(0.1)	—	(2.3)

Discontinued operations (6)	—	—	(0.3)
Closing balance	65.4	68.5	68.5

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A reconciliation of the changes in attributable proven and probable gold reserves for 2018 by region is as follows:

	North America	South America	Australia	Africa
(millions of ounces)				
Opening balance	28.8	6.0	21.0	12.7
Depletion	(2.5)	(0.8)	(1.8)	(1.0)
Revisions (2)	(3.1)	(0.2)	0.1	(0.4)
Additions (3)	2.0	2.6	1.4	0.7
Divestments (5)	—	(0.1)	—	—
Closing balance	25.2	7.5	20.7	12.0

(1) The opening balance includes 2.6 million ounces of gold reserves in 2016 related to Batu Hijau. For further information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements.

(2) Revisions are due to reclassification of reserves to mineralized material, optimizations, model updates and updated operating costs and recoveries. The gold price assumption remained at $1,200 per ounce in 2018, 2017 and 2016. The 3.6 million ounces of negative revisions were largely at the Carlin (1.6 million ounces) and Phoenix (1.1 million ounces) open pit mines in North America. The Carlin revisions were due to the removal of a layback at the Gold Quarry mine which was driven by an updated pit design and geotechnical assumptions. Other revisions at Carlin were due to increased costs, lower recovery and other model changes. The Phoenix revisions were due to an updated resource model that was based on recent drilling and reduced mill recovery assumptions based on actual plant performance. A portion of the Carlin revisions and the Phoenix revisions have been reclassified as mineralized material. Future positive revisions, if any, remain subject to improvements in costs, recovery, gold price or a combination of these and other factors.

(3) Additions are due to reserve conversions from mineralized material due to new drilling information and successful feasibility studies for first time declarations.

(4) Acquisitions include an increase in ownership at Yanacocha in December 2017. The increase in ownership at Yanacocha added 0.1 million ounces to proven and probable reserves in 2017.

(5) Divestments are related to the sale of Yanacocha's 5% ownership interest to a subsidiary of Sumitomo Corporation ("Sumitomo"), reducing Newmont's ownership to 51.35%, in June 2018, and the sale of the Batu Hijau mine in November 2016.

(6) Amounts relate to depletion, revisions and additions activity at Batu Hijau, which was sold in November 2016 and classified as discontinued operations. For further information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements.

At December 31, 2018, we had 2,880 million attributable pounds of proven and probable copper reserves. The increase in proven and probable copper reserves during 2018, compared to 2017, is due to additions of 770 million pounds, partially offset by revisions of 400 million pounds and depletion of 160 million pounds. Reserves at December 31, 2018 were calculated at a copper price of $2.50 or A$3.35 per pound. A reconciliation of the changes in attributable proven and probable copper reserves during the past three years is as follows:

	Years Ended December 31,		
	2018	2017	2016
(millions of pounds)			
Opening balance (1)	2,670	2,490	5,670
Depletion	(160)	(160)	(170)

Revisions (2)	(400)	250	(400)
Additions (3)	770	90	—
Divestments (4)	—	—	(2,390)
Discontinued operations (5)	—	—	(220)
Closing balance	2,880	2,670	2,490

A reconciliation of changes in attributable proven and probable copper reserves for 2018 by region is as follows:

(millions of pounds)	North America	South America	Australia
Opening balance	1,330	—	1,340
Depletion	(60)	—	(100)
Revisions (2)	(400)	—	—
Additions (3)	20	740	10
Closing balance	890	740	1,250

(1) The opening balance includes 2,610 million pounds of copper reserves in 2016 related to Batu Hijau. For further information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements.

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(2) Revisions are due to reclassification of reserves to mineralized material, optimizations, model updates, metal price changes and updated operating costs and recoveries. The copper price assumption remained at $2.50 per pound in 2018 and 2017. The copper price assumption was decreased from $2.75 to $2.50 per pound in 2016. The impact of the change in copper price assumption decreased reserves by 270 million pounds in 2016.

(3) Additions are due to reserve conversions from mineralized material due to new drilling information and successful feasibility studies for first time declarations at Yanacocha.

(4) Divestments are related to the sale of Batu Hijau in November 2016.

(5) Amounts relate to depletion, revisions and additions activity at Batu Hijau, which was sold in November 2016 and classified as discontinued operations. For further information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements.

Our silver reserves are a by-product of gold and/or copper reserves and are included in calculations for mine planning and operations. At December 31, 2018, we had 85.7 million ounces of attributable proven and probable silver reserves. The decrease in proven and probable silver reserves during 2018, compared to 2017, is due to revisions of 29.4 million ounces, depletion of 4.8 million ounces and divestments of 1.3 million ounces, partially offset by additions of 33.3 million ounces. Reserves at December 31, 2018 were calculated at a silver price of $16 per ounce. A reconciliation of the changes in proven and probable silver reserves during the past three years is as follows:

	Years Ended December 31,		
	2018	2017	2016
(millions of ounces)			
Opening balance (1)	87.9	89.3	113.3
Depletion	(4.8)	(6.6)	(7.6)
Revisions (2)	(29.4)	2.3	(7.4)
Additions (3)	33.3	1.6	—
Acquisitions (4)	—	1.3	—
Divestments (5)	(1.3)	—	(7.9)
Discontinued operations (6)	—	—	(1.1)
Closing balance	85.7	87.9	89.3

A reconciliation of the changes in attributable proven and probable silver reserves for 2018 by region is as follows:

	North America	South America
(millions of ounces)		
Opening balance	60.9	27.0
Depletion	(2.2)	(2.6)
Revisions (2)	(28.3)	(1.1)
Additions (3)	1.5	31.8
Divestments (5)	—	(1.3)
Closing balance	31.9	53.8

(1) The opening balance include 9.0 million ounces of silver reserves in 2016 related to Batu Hijau. For further information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements.

(2)

Revisions are due to reclassification of reserves to mineralized material, optimizations, model updates, metal price changes and updated operating costs and recoveries. The revisions in 2018 were primarily related to the model update at Phoenix in North America. The silver price assumption remained at $16 per ounce in 2018. The silver price assumption was decreased from $17 to $16 per ounce in 2017 and from $19 to $17 per ounce in 2016. The impact of the change in silver price assumption had no impact in 2017. The impact of the change in silver price assumption decreased reserves by 11 million ounces in 2016.

(3) Additions are due to reserve conversions from mineralized material due to new drilling information and successful feasibility studies for first time declarations at Yanacocha.

(4) Acquisitions include an increase in ownership at Yanacocha in December 2017. The increase in ownership at Yanacocha added 1.3 million ounces to proven and probable reserves in 2017.

(5) Divestments are related to the sale of Yanacocha's 5% ownership interest to a subsidiary of Sumitomo, reducing Newmont's ownership to 51.35%, in June 2018, and the sale of the Batu Hijau mine in November 2016.

(6) Amounts relate to depletion, revisions and additions activity at Batu Hijau, which was sold in November 2016 and classified as discontinued operations. For further information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements.

Our exploration efforts are directed to the discovery of new mineralized material and converting it into proven and probable reserves. We conduct brownfield exploration around our existing mines and greenfield exploration in other regions globally. Brownfield exploration can result in the discovery of additional deposits, which may receive the economic benefit of existing operating, processing and administrative infrastructures. In contrast, the discovery of mineralization through greenfield exploration

efforts will require capital investment to build a stand-alone operation. Our Exploration expense was $197, $179 and $148 in 2018, 2017 and 2016, respectively.

For additional information, see Item 2, Properties, Proven and Probable Reserves.

Competition

The top 10 producers of gold comprise approximately thirty percent of total worldwide mined gold production. We currently rank in the top three among those producers with approximately five percent of estimated total worldwide mined gold production. Our competitive position is based on the size and grade of our ore bodies and our ability to manage costs compared with other producers. We have a diverse portfolio of mining operations with varying ore grades and cost structures. Our costs are driven by the location, grade and nature of our ore bodies, and the level of input costs, including energy, labor and equipment. The metals markets are cyclical, and our ability to maintain our competitive position over the long term is based on our ability to acquire and develop quality deposits, hire and retain a skilled workforce, and to manage our costs.

Licenses and Concessions

Other than operating licenses for our mining and processing facilities, there are no third party patents, licenses or franchises material to our business. In many countries, however, we conduct our mining and exploration activities pursuant to concessions granted by, or under contracts with, the host government. These countries include, among others, the United States, Australia, Ghana, Peru and Suriname. The concessions and contracts are subject to the political risks associated with the host country. See Item 1A, Risk Factors, below.

Condition of Physical Assets and Insurance

Our business is capital intensive and requires ongoing capital investment for the replacement, modernization or expansion of equipment and facilities. For more information, see Liquidity and Capital Resources in Item 7, Management’s Discussion and Analysis of Consolidated Financial Condition and Results of Operations, below.

We maintain insurance policies against property loss and business interruption and insure against risks that are typical in the operation of our business, in amounts that we believe to be reasonable. Such insurance, however, contains exclusions and limitations on coverage, particularly with respect to environmental liability and political risk. There can be no assurance that claims would be paid under such insurance policies in connection with a particular event. See Item 1A, Risk Factors, below.

Environmental Matters

Our United States mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment, including the Clean Air Act; the Clean Water Act; the Comprehensive Environmental Response, Compensation and Liability Act; the Emergency Planning and Community Right-to-Know Act; the Endangered Species Act; the Federal Land Policy and Management Act; the National Environmental Policy Act; the Resource Conservation and Recovery Act; and related state laws. These laws and regulations are continually changing and are generally becoming more restrictive. Our activities outside the United States are also subject to various levels of governmental regulations for the protection of the environment and, in some cases, those regulations can be as, or more, restrictive than those in the United States.

We conduct our operations so as to protect public health and the environment and believe our operations are in compliance with applicable laws and regulations in all material respects. Each operating mine has a reclamation plan in place that meets in all material respects applicable legal and regulatory requirements. At December 31, 2018, $2,316 was accrued for reclamation costs relating to current or recently producing properties.

We are 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. Based upon our best estimate of our liability for these matters, $279 was accrued at December 31, 2018 for such obligations associated with properties previously owned or operated by us or our subsidiaries. The amounts accrued for these matters are reviewed periodically based upon facts and circumstances available at the time.

For a discussion of the most significant reclamation and remediation activities, see Item 7, Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations, and Note 5 and Note 29 to the Consolidated Financial Statements.

In addition to legal and regulatory compliance, we have developed complementary programs to guide our Company toward achieving transparent and sustainable environmental and socially responsible performance objectives. In support of our management's commitment towards these objectives, our corporate headquarters are located in an environmentally sustainable, Leadership in Energy and Environmental Design, gold-certified building. We are committed to managing climate change related risks and responsibly managing our greenhouse gas emissions. We have publicly reported our greenhouse gas emissions since 2004 to the Carbon Disclosure Project (now known only as "CDP"). Our greenhouse gas emissions are independently verified to satisfy all the requirements for emissions reporting under International Standard Organization ("ISO") 14064-3:2006. We actively participate in the International Council on Mining and Metals ("ICMM") and are committed to the ICMM's 10 Principles of Sustainable Development and its commitment to implement the UN Global Compact's 10 principles on human rights, bribery and corruption, labor and the environment. In 2018, Newmont Mining Corporation headquarters was certified for the first time as ISO 14001 compliant and all Newmont operated sites maintained their certification as ISO 14001 compliant except for Merian in Suriname which will be audited for the first time in October 2019. We transparently report on our sustainability performance using the GRI (formerly Global Reporting Initiative) sustainability reporting guidelines, in accordance with the GRI Standards Core option and the GRI Mining and Metals Sector Supplement. In 2018, for the fourth year in a row, Newmont was ranked by the Dow Jones Sustainability World Index ("DJSI World") as the mining industry's overall leader in sustainability. Newmont's inclusion on the index also marked the 12th consecutive year the Company has been selected for the DJSI World. Newmont also received the highest score in the mining sector across a number of areas measured by the index including Corporate Governance, Policy Influence, Risk and Crisis Management; Climate Strategy; Labor Practice Indicators, Human Rights, Biodiversity, Water-related Risks; Asset Closure Management; and Corporate Citizenship and Philanthropy. As of the end of 2018, all of our sites were certified through the International Cyanide Management Code ("ICMC") or in the process for re-certification by independent auditors.

Health and Safety

We design and conduct our business to protect the health and safety of our employees, contractors and visitors and believe that our operations are in compliance with applicable laws and regulations in all material respects. In addition, the Company has an established Health & Safety Management System and Health & Safety Standards that in most cases exceed regulatory requirements in the jurisdictions in which we operate. The quality of our Health & Safety Management System is audited regularly as part of our assurance and governance process.

The safety of our people and the communities in which we operate is a priority core value with the right to life and right to safe working conditions among our most salient human rights and key priorities. We strongly believe it is possible to effectively manage these risks so everyone returns home safely at the end of the day. To embed a culture of Zero Harm, Newmont has centered its health and safety activities on four key focus areas: health and safety leadership; fatality prevention; employee engagement; and occupational health and wellness.

On April 7, 2018, Newmont experienced a tragic event at our Ahafo Mill Expansion project in Ghana, resulting in multiple fatalities. A contractor crew of eight construction workers was inside the reclaim tunnel of the Ahafo Mill Expansion project when the roof of the structure collapsed during the pouring of concrete. Of these eight, two individuals escaped with minor injuries. Emergency response teams were immediately dispatched to the scene of the accident, but six people lost their lives. Newmont Ghana immediately notified authorities and operations at Ahafo and the Ahafo Mill Expansion project were temporarily suspended. Subsequent to the event, Newmont engaged and cooperated with the Ghana Mineral Commission on their investigation in addition to conducting a thorough internal

investigation. Post investigation we launched a process to integrate lessons learned from this tragic event. These lessons related to establishing and enforcing barriers and exclusion zones; designing and verifying effective temporary structures; and managing changes to work conditions and tasks through appropriate risk assessment and controls. We also shared those lessons learned with the broader mining community and others.

On November 11, 2018, an Underground Technician was killed at our Pete-Bajo Operation in Nevada, when the Load-Haul-Dump (LHD) machine he had been operating underground ran over him. The event is currently under investigation by the U.S. Mine Safety and Health Administration. In addition, a Newmont team of subject matter experts are conducting an in-depth investigation into the root causes so we can apply what we learn across our operations and prevent this type of event from ever happening again.

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These tragic events highlight the need to re-double our efforts around integrating our Fatality Risk Management system across our business. Managing fatality and health risks remains a core component of our health and safety journey. In recent years, the primary focus of our safety strategy has been on eliminating fatalities in the workplace. Launched in 2016, our Fatality Risk Management system provides the rigor and discipline around understanding our top risks and effectively managing them through robust controls and systems. The Fatality Risk Management system is focused on the top 16 fatality risks that are common across our business along with the three to four critical controls that must be in place every time we undertake a task involving those risks to prevent or minimize the consequence of a fatality. To ensure the critical controls are in place and effective at the time the work activity is occurring, site managers perform frequent field-based observations called verifications. Any deficiencies found during the verifications must be addressed before resuming work. Also essential in preventing fatalities is conducting quality event investigations and ensuring lessons are genuinely learned and adopted, not just shared.

Engaging employees requires visible felt leadership and quality safety interactions. Creating a positive safety culture to support injury and fatality prevention requires visible leadership that demonstrates care and concern for people's safety.

We measure our health and safety performance by leading indicators, such as safety interactions and implementation of effective critical controls, and by tracking lagging indicators, such as injury rates. All significant events are investigated, and lessons learned are shared with workers. Investigations and corrective actions to prevent recurrence related to serious potential and actual events are reported to the executive leadership team and the Board of Directors.

We are committed to learning from and sharing best practices with others. We actively participate in programs to improve our performance as members of the ICMM and the Mining Safety Roundtable. We also participate in regional health and safety programs, such as the Western Australia Chamber of Minerals and Energy, the Ghana Chamber of Mines and the United States National Mining Association's CORESafety program.

Employees and Contractors

Approximately 12,400 people were employed by Newmont and Newmont subsidiaries at December 31, 2018. In addition, approximately 11,800 people were working as contractors in support of Newmont's operations at December 31, 2018.

Forward-Looking Statements

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;
- 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;

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- statements regarding the availability of, and terms and costs related to, future borrowing or financing and expectations regarding future share repurchase transactions, debt repayments or debt tender transactions;
- estimates regarding future exploration expenditures, results and reserves and mineralized material;
- statements regarding fluctuations in financial and currency markets;
- estimates regarding potential cost savings, productivity, operating performance and ownership and cost structures;
- 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 of future equity and enterprise value;
- 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, including, without limitation, relating to regional, national, domestic and foreign laws;
- statements regarding expected changes in the tax regimes in which we operate, including, without limitation, estimates of future tax rates and estimates of the impacts to income tax expense, valuation of deferred tax assets and liabilities, and other financial impacts resulting from recent changes to U.S. tax laws;
- estimates of income taxes and expectations relating to tax contingencies or tax audits;
- estimates of future costs, accruals for reclamation costs and other liabilities for certain environmental matters, including without limitation with respect to our Yanacocha operation;
- statements relating to potential impairments, revisions or write-offs, including without limitation, the result of fluctuation in metal prices, unexpected production or capital costs, or unrealized reserve potential;
- estimates of pension and other post-retirement costs;
- statements regarding estimates of timing of voluntary early adoption of recent accounting pronouncements and expectations regarding future impacts to the financial statements resulting from accounting pronouncements;
- statements relating to Newmont’s planned acquisition of Goldcorp and the expected terms, timing and closing of the proposed transaction, including receipt of required approvals and satisfaction of other customary closing conditions;
- estimates of future cost reductions, synergies, savings and efficiencies in connection with the planned acquisition of Goldcorp; and
- expectations regarding future exploration and the development, growth and potential of operations, projects and investments.

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,

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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.

In addition, material risks that could cause actual results to differ from forward-looking statements relating to Newmont's planned acquisition of Goldcorp include: the inherent uncertainty associated with financial or other projections; the prompt and effective integration of Newmont's and Goldcorp's businesses and the ability to achieve the anticipated synergies and value-creation contemplated by the proposed transaction; the risk associated with Newmont's and Goldcorp's ability to obtain the approval of the proposed transaction by their shareholders required to consummate the proposed transaction and the timing of the closing of the proposed transaction, including the risk that the conditions to the proposed transaction are not satisfied on a timely basis or at all and the failure of the proposed transaction to close for any other reason; the risk that a consent or authorization that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; the outcome of any legal proceedings that may be instituted against the parties and others related to the arrangement agreement; unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and retention as a result of the announcement and pendency of the proposed transaction; potential volatility in the price of Newmont Common Stock due to the proposed transaction; the anticipated size of the markets and continued demand for Newmont's and Goldcorp's resources and the impact of competitive responses to the announcement of the proposed transaction; and the diversion of management time on transaction-related issues. In connection with the proposed transaction, the Company filed a proxy statement relating to a special meeting of its stockholders with the SEC and will file other relevant materials in connection with the proposed transaction with the SEC. Security holders of the Company are urged to read the proxy statement regarding the proposed transaction and any other relevant materials carefully in their entirety when they become available before making any voting or investment decision with respect to the proposed transaction because they will contain important information about the proposed transaction and the parties to the proposed transaction.

More detailed information regarding these factors is included in Item 1, Business; Item 1A, Risk Factors 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.

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Available Information

Newmont maintains a website at www.newmont.com and makes available, through the Investor Relations section of the website, its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Section 16 filings and all amendments to those reports, as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission ("SEC"). Certain other information, including Newmont's Corporate Governance Guidelines, the charters of key committees of its Board of Directors and its Code of Conduct are also available on the website.

ITEM 1A. RISK FACTORS (dollars in millions, except per share, per ounce and per pound amounts)

Our business activities are subject to significant risks, including those described below. You should carefully consider these risks. If any of the described risks actually occurs, our business, financial position and results of operations could be materially adversely affected. Such risks are not the only ones we face and additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. This report contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below. See "Forward-Looking Statements."

Risks Related to Our Business

A substantial or extended decline in gold or copper prices would have a material adverse effect on Newmont.

Our business is dependent on the prices of gold and copper, which fluctuate on a daily basis and are affected by numerous factors beyond our control. Factors tending to influence prices include:

- Gold sales, purchases or leasing by governments and central banks;
- Speculative short positions taken by significant investors or traders in gold or copper;
- The relative strength of the U.S. dollar;
- The monetary policies employed by the world's major Central Banks;
- The fiscal policies employed by the world's major industrialized economies;
- Expectations of the future rate of inflation;
- Interest rates;
- Recession or reduced economic activity in the United States, China, India and other industrialized or developing countries;
- Decreased industrial, jewelry or investment demand;
- Increased import and export taxes;
- Increased supply from production, disinvestment and scrap;
- Forward sales by producers in hedging or similar transactions; and
- Availability of cheaper substitute materials.

Average gold prices for 2018 were $1,268 per ounce (2017: $1,257; 2016: $1,251) and average copper prices for 2018 were $2.96 per pound (2017: $2.80; 2016: $2.21). Any decline in our realized gold or copper price adversely impacts our revenues, net income and operating cash flows, particularly in light of our strategy of not engaging in hedging transactions with respect to gold or

copper sales. We have recorded asset impairments in the past and may experience additional impairments as a result of lower gold or copper prices in the future.

In addition, sustained lower gold or copper prices can:

- Reduce revenues further through production declines due to cessation of the mining of deposits, or portions of deposits, that have become uneconomic at sustained lower gold or copper prices;
- Reduce or eliminate the profit that we currently expect from ore stockpiles and ore on leach pads and increase the likelihood and amount that the Company might be required to record as an impairment charge related to the carrying value of its stockpiles;
- Halt or delay the development of new projects;
- Reduce funds available for exploration and advanced projects with the result that depleted reserves may not be replaced; and
- Reduce existing reserves by removing ores from reserves that can no longer be economically processed at prevailing prices.

We may be unable to replace gold and copper reserves as they become depleted.

Gold and copper producers must continually replace reserves depleted by production to maintain production levels over the long term and provide a return on invested capital. Depleted reserves can be replaced in several ways, including expanding known ore bodies, by locating new deposits or acquiring interests in reserves from third parties. Exploration is highly speculative in nature, involves many risks and uncertainties and is frequently unsuccessful in discovering significant mineralization. Accordingly, our current or future exploration programs may not result in new mineral producing operations. Even if significant mineralization is discovered, it will likely take many years from the initial phases of exploration until commencement of production, during which time the economic feasibility of production may change.

We may consider, from time to time, the acquisition of ore reserves from others related to development properties and operating mines. Such acquisitions are typically based on an analysis of a variety of factors including historical operating results, estimates of and assumptions regarding the extent of ore reserves, the timing of production from such reserves and cash and other operating costs. Other factors that affect our decision to make any such acquisitions may also include our assumptions for future gold or copper prices or other mineral prices and the projected economic returns and evaluations of existing or potential liabilities associated with the property and its operations and projections of how these may change in the future. In addition, in connection with any acquisitions we may rely on data and reports prepared by third parties (including ability to permit and compliance with existing regulations) and which may contain information or data that we are unable to independently verify or confirm. Other than historical operating results, all of these factors are uncertain and may have an impact on our revenue, our cash flow and other operating issues, as well as contributing to the uncertainties related to the process used to estimate ore reserves. In addition, there may be intense competition for the acquisition of attractive mining properties.

As a result of these uncertainties, our exploration programs and any acquisitions which we may pursue may not result in the expansion or replacement of our current production with new ore reserves or operations, which could have a material adverse effect on our business, prospects, results of operations and financial position.

Estimates of proven and probable reserves and mineralized material are uncertain and the volume and grade of ore actually recovered may vary from our estimates.

The reserves stated in this report represent the amount of gold and copper that we estimated, at December 31, 2018, could be economically and legally extracted or produced at the time of the reserve determination. Estimates of proven and probable reserves are subject to considerable uncertainty. Such estimates are, to a large extent, based on the prices

of gold and copper and interpretations of geologic data obtained from drill holes and other exploration techniques, which data may not necessarily be indicative of future results. Producers use feasibility studies for undeveloped orebodies to derive estimates of capital and operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the predicted configuration of the ore body, expected recovery rates of metals from the ore, the costs of comparable facilities, the costs of operating and processing equipment and other factors. Actual

operating and capital cost and economic returns on projects may differ significantly from original estimates. Further, it may take many years from the initial phases of exploration until commencement of production, during which time, the economic feasibility of production may change.

Additionally, the term "mineralized material" does not indicate proven and probable reserves as defined by the SEC or the Company's standards. Estimates of mineralized material are subject to further exploration and development, and are, therefore, subject to considerable uncertainty. Despite the Company's history of converting a substantial portion of mineralized material to reserves through additional drilling and study work, the Company cannot be certain that any part or parts of the mineralized material deposit will ever be confirmed or converted into SEC Industry Guide 7 compliant reserves or that mineralized material can be economically or legally extracted.

In addition, if the price of gold or copper declines from recent levels, if production costs increase or recovery rates decrease or if applicable laws and regulations are adversely changed, we can offer no assurance that the indicated level of recovery will be realized or that mineral reserves or mineralized material can be mined or processed profitably. If we determine that certain of our ore reserves have become uneconomic, this may ultimately lead to a reduction in our aggregate reported reserves and mineralized material. Consequently, if our actual mineral reserves and mineralized material are less than current estimates, our business, prospects, results of operations and financial position may be materially impaired.

Increased operating and capital costs could affect our profitability.

Costs at any particular mining location are subject to variation due to a number of factors, such as variable ore grade, changing metallurgy and revisions to mine plans in response to the physical shape and location of the ore body, as well as the age and utilization rates for the mining and processing related facilities and equipment. In addition, costs are affected by the price and availability of input commodities, such as fuel, electricity, labor, chemical reagents, explosives, steel, concrete and mining and processing related equipment and facilities. Commodity costs are, at times, subject to volatile price movements, including increases that could make production at certain operations less profitable. Further, changes in laws and regulations can affect commodity prices, uses and transport. Reported costs may also be affected by changes in accounting standards. A material increase in costs at any significant location could have a significant effect on our profitability and operating cash flow.

We could have significant increases in capital and operating costs over the next several years in connection with the development of new projects in challenging jurisdictions and in the sustaining and/or expansion of existing mining and processing operations. Costs associated with capital expenditures may increase in the future as a result of factors beyond our control. Increased capital expenditures may have an adverse effect on the profitability of and cash flow generated from existing operations, as well as the economic returns anticipated from new projects.

Estimates relating to new development projects and mine plans of existing operations are uncertain and we may incur higher costs and lower economic returns than estimated.

Mine development projects typically require a number of years and significant expenditures during the development phase before production is possible. Such projects could experience unexpected problems and delays during development, construction and mine start-up.

Our decision to develop a project is typically based on the results of feasibility studies, which estimate the anticipated economic returns of a project. The actual project profitability or economic feasibility may differ from such estimates as a result of any of the following factors, among others:

· Changes in tonnage, grades and metallurgical characteristics of ore to be mined and processed;

- Changes in input commodity and labor costs;
- The quality of the data on which engineering assumptions were made;
- Adverse geotechnical conditions;
- Availability of adequate and skilled labor force;

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- Availability, supply and cost of water and power;
- Fluctuations in inflation and currency exchange rates;
- Availability and terms of financing;
- Delays in obtaining environmental or other government permits or approvals or changes in the laws and regulations related to our operations or project development;
- Changes in tax laws, the laws and/or regulations around royalties and other taxes due to the regional and national governments and royalty agreements;
- Weather or severe climate impacts, including, without limitation, prolonged or unexpected precipitation, drought and/or sub-zero temperatures;
- Potential delays relating to social and community issues, including, without limitation, issues resulting in protests, road blockages or work stoppages; and
- Potential challenges to permits or other approvals or delays in development and construction of projects based on claims of disturbance of cultural resources.

New projects require, among other things, the successful completion of feasibility studies, attention to various fiscal, tax and royalty matters, obtainment of, and compliance with, required governmental permits and arrangements for necessary surface and other land rights. We may also have to identify adequate sources of water and power for new projects, ensure that appropriate community infrastructure (for example, reliable rail, ports, roads, and bridges) is developed to support the project and secure appropriate financing to fund a new project. These infrastructures and services are often provided by third parties whose operational activities are outside of our control. Establishing infrastructure for our development projects requires significant resources, identification of adequate sources of raw materials and supplies, and the cooperation of national and regional governments, none of which can be assured. In addition, new projects have no operating history upon which to base estimates of future financial and operating performance, including future cash flow. Thus, it is possible that actual costs may increase significantly and economic returns may differ materially from our estimates. Consequently, our future development activities may not result in the expansion or replacement of current production with new production, or one or more of these new production sites or facilities may be less profitable than currently anticipated or may not be profitable at all, any of which could have a material adverse effect on our results of operations and financial position.

For our existing operations, we base our mine plans on geological and metallurgical assumptions, financial projections and commodity price estimates. These estimates are periodically updated to reflect changes in our operations, including modifications to our proven and probable reserves and mineralized material, revisions to environmental obligations, changes in legislation and/or our political or economic environment, and other significant events associated with mining operations. For example, in December 2018, we revised our historical estimates of proven and probable reserves at Carlin Open Pits in Nevada and at Phoenix in Nevada, a portion of which was reclassified to mineralized material. Further, future positive revisions, if any, remain subject to improvements in costs, recovery, gold price or a combination of these and other factors. Additionally, we review our operations for events and circumstances that could indicate that the carrying value of our long-lived assets may not be recoverable. If indicators of impairment are determined to exist at our mine operations, we review the recoverability of the carrying value of long-lived assets by estimating the future undiscounted cash flows expected to result from the use and eventual disposition of the asset. Management makes multiple assumptions in estimating future undiscounted cash flows, which include productions levels based on life of mine plans, future costs of production, estimates of future production levels based on value beyond proven and probable reserves at the operations, prices of metals, the historical experience of the operations and other factors. There are numerous uncertainties inherent in estimating production levels of gold and copper and the costs to mine recoverable reserves, including many factors beyond our control, that could cause actual results to differ materially from expected financial and operating results or result in future impairment charges. We may be required to recognize impairments of long-lived assets in the future if actual results differ materially from management's estimates, which include metal prices, our ability to reduce or control production or capital costs through strategic mine optimization initiatives, increased costs or decreased production due to regulatory issues or if we do not realize the mineable ore reserves or exploration potential at our mining

properties. If an impairment charge is incurred, such charges are not reversible at a later date even when favorable modifications to our proven and probable reserves and mineralized material, favorable revisions to environmental obligations, favorable changes in legislation and/or our political or economic environment, and other favorable events occur.

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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.

We operate in certain jurisdictions that have experienced governmental and private sector corruption to some degree, and, in certain circumstances, compliance with anti-bribery laws and heightened expectations of enforcement authorities may be in tension with certain local customs and practices. For example, the U.S. Foreign Corrupt Practices Act and other laws with extraterritorial reach, including the U.K. Bribery Act, and anti-bribery laws in other jurisdictions in which we operate generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business or other commercial advantage. We have an ethics and compliance program which includes our Code of Conduct, Business Integrity Policy and other policies and standards, all of which mandate compliance with these anti-bribery laws by the Company and its subsidiaries and their personnel, and also by third parties when they are engaged on our behalf. Our program also includes a well-publicized hot line for raising issues and processes for investigating such issues and assurances of non-retaliation for persons who in good faith raise concerns. We report regularly to the Audit Committee of our Board of Directors on such programs. There can be no assurance that Newmont's internal control policies and procedures will always protect it from misinterpretation of or noncompliance with applicable laws and internal policies, recklessness, fraudulent behavior, dishonesty or other inappropriate acts committed by the Company's affiliates, employees, agents or associated persons for which we might be claimed to be responsible. As such, our corporate policies and processes may not prevent or detect all potential breaches of law or other governance practices. 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. Our policy when receiving credible information or allegations is to conduct internal investigations and compliance reviews to evaluate that information, determine compliance with applicable anti-bribery laws and regulations and company policies and take such remedial steps as may be warranted. In appropriate circumstances, we communicate with authorities in the United States and elsewhere about those investigations and reviews. Violations of these laws, or allegations of such violations, could lead to substantial civil and criminal fines and penalties, litigation, loss of operating licenses or permits and other collateral consequences, and may damage the Company's reputation, which could have a material adverse effect on our business, financial position and results of operations or cause the market value of our common shares to decline.

Mine closure, reclamation and remediation costs for environmental liabilities may exceed the provisions we have made.

Natural resource extractive companies are required to close their operations and rehabilitate the lands that they mine in accordance with a variety of environmental laws and regulations. Estimates of the total ultimate closure and rehabilitation costs for gold and copper mining operations are significant and based principally on current legal and regulatory requirements and mine closure plans that may change materially. For example, we have conducted extensive remediation work at two inactive sites in the United States. We are conducting remediation activities at a third site in the United States, an inactive uranium mine and mill site formerly operated by a subsidiary of Newmont. In addition, we may be held responsible for the costs of addressing contamination at the site of current or former activities or at third party sites or be held liable to third parties for exposure to hazardous substances.

The laws and regulations governing mine closure and remediation in a particular jurisdiction are subject to review at any time and may be amended to impose additional requirements and conditions which may cause our provisions for environmental liabilities to be underestimated and could materially affect our financial position or results of operations. For a more detailed description of potential environmental liabilities, see the discussion in Environmental Matters in Note 29 to the Consolidated Financial Statements. In addition, regulators are increasingly requesting security in the form of cash collateral, credit, trust arrangements or guarantees to secure the performance of environmental obligations, which could have an adverse effect on our financial position.

Under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 ("CERCLA") and its state law equivalents, current or former owners of properties may be held jointly and severally liable for the costs of site cleanup or required to undertake remedial actions in response to unpermitted releases of hazardous substances at such property, in addition to, among other potential consequences, liability to governmental entities for the cost of damages to natural resources, which may be significant. These subject properties are referred to as "superfund" sites. For example, the inactive uranium mine and mill at Midnite Mine is a superfund site subject to CERCLA. It is possible that certain of our other current or former operations in the U.S. could be designated as a superfund site in the future, exposing us to potential liability under CERCLA.

Any underestimated or unanticipated retirement and rehabilitation costs could materially affect our financial position, results of operations and cash flows. Environmental liabilities are accrued when they become known, are probable and can be reasonably estimated. Whenever a previously unrecognized remediation liability becomes known, or a previously estimated reclamation cost is

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increased, the amount of that liability and additional cost will be recorded at that time and could materially reduce our consolidated net income attributable to Newmont stockholders and potentially result in impairments.

For example, the Company completed a comprehensive study of the Yanacocha long-term mining and closure plans in 2016 as part of the requirement to submit an updated closure plan to Peruvian regulators every five years. As a result, the Company recorded an increase to the reclamation obligation at Yanacocha for the fourth quarter of 2016 in connection with an update to the Yanacocha closure plan, resulting in an increase to the recorded asset retirement cost related to the producing areas of the mine and a non-cash charge to reclamation expense related to the areas of the mine no longer in production. The increase to the reclamation obligation was primarily due to higher estimated long-term water management costs, heap leach earthworks and related support activities. For additional information regarding our review of the Yanacocha closure plan, see Note 6 to our Consolidated Financial Statements.

Our business depends on good relations with our employees.

Production at our mines is dependent upon the efforts of our employees and, consequently, our maintenance of good relationships with our employees. Due to union activities or other employee actions, we could experience labor disputes, work stops or other disruptions in production that could adversely affect us. At December 31, 2018, various unions represented approximately 34% of our employee workforce worldwide. Labor rates in Ghana are agreed through 2018, but negotiations relating to other terms and conditions remain ongoing. One of our labor agreements in Peru expires February 2019 and will be the subject of contract negotiations in 2019. The Company entered into a collective labor agreement in Nevada that will expire in January 2022. A failure to successfully enter into new contracts could result in future labor disputes, work stoppages or other disruptions in production that could adversely affect our operations and financial performance. We are just beginning preliminary discussions with a new union formed in March 2018 at Merian in Suriname. A failure to successfully enter into an initial contract could result in similar risks as described above. There can be no assurance that any future disputes at the Company's operations or projects will be resolved without disruptions.

If we are unable to attract and retain additional highly skilled employees, our business and future operations may be adversely affected.

We depend upon the services of a number of key executives and management personnel. Our success is also dependent on the contributions of our highly skilled and experienced workforce. There continues to be competition over highly skilled personnel in our industry. The loss of members of our highly-skilled and experienced management and workforce or our inability to attract and retain additional experienced management and skilled workers may have a material adverse effect on our business, financial position and results of operations.

Damage to our reputation may result in decreased investor confidence, challenges in maintaining positive community relations and can pose additional obstacles to our ability to develop our projects, which may result in a material adverse impact on our business, financial position, results of operations and growth prospects.

Damage to our reputation can be the result of the actual or perceived occurrence of a variety of events and circumstances, and could result in negative publicity (for example, with respect to our handling of environmental matters or our dealings with local community organizations). The growing use of social media to generate, publish and discuss community news and issues and to connect with others has made it significantly easier, among other things, for individuals and groups to share their opinions of us and our activities, whether true or not. We do not have direct control over how we are perceived by others and loss of reputation could have a material adverse effect on our business, financial position and results of operations.

Currency fluctuations may affect our costs.

Currency fluctuations may affect the costs that we incur at our operations. Gold and copper are sold throughout the world based principally on the U.S. dollar price, but a portion of our operating expenses are incurred in local currencies. The appreciation of those local currencies against the U.S. dollar increases our costs of production in U.S. dollar terms at mines located outside the United States.

The foreign currency that primarily impacts our results of operations is the Australian dollar. We estimate that every $0.10 increase in the U.S. dollar/Australian dollar exchange rate increases annually the U.S. dollar Costs applicable to sales by approximately $84 for each ounce of gold sold from operations in Australia before taking into account the impact of currency hedging. The annual average Australian dollar exchange rate depreciated by approximately 2% from December 31, 2017 to

December 31, 2018. The annual average Australian dollar exchange rate appreciated by approximately 3% from December 31, 2016 to December 31, 2017.

Inflation may have a material adverse effect on results of operations.

Certain of our operations are located in countries that have in the past experienced high rates of inflation. It is possible that in the future, high inflation in the countries in which we operate may result in an increase in operational costs in local currencies (without a concurrent devaluation of the local currency of operations against the dollar or an increase in the dollar price of gold and copper). This could have a material adverse effect on our business, financial position and results of operations. Significantly higher and sustained rates of inflation, with subsequent increases in operational costs, could result in the deferral or closure of projects and mines in the event that operating costs become prohibitive.

Our business requires substantial capital investment and we may be unable to raise additional funding on favorable terms.

The construction and operation of potential future projects and various exploration projects will require significant funding. Our operating cash flow and other sources of funding may become insufficient to meet all of these requirements, depending on the timing and costs of development of these and other projects. As a result, new sources of capital may be needed to meet the funding requirements of these investments, fund our ongoing business activities and pay dividends. Our ability to raise and service significant new sources of capital will be a function of macroeconomic conditions, future gold and copper prices, our operational performance and our current cash flow and debt position, among other factors. In the event of lower gold and copper prices, unanticipated operating or financial challenges, or a further dislocation in the financial markets as experienced in recent years, our ability to pursue new business opportunities, invest in existing and new projects, fund our ongoing operations, retire or service all of our outstanding debt and pay dividends could be significantly constrained.

To the extent that we seek to expand our operations and increase our reserves through acquisitions, we may experience issues in executing acquisitions or integrating acquired operations.

From time to time, we examine opportunities to make selective acquisitions in order to provide increased returns to our shareholders and to expand our operations and reported reserves and, potentially, generate synergies. The success of any acquisition would depend on a number of factors, including, but not limited to:

- Identifying suitable candidates for acquisition and negotiating acceptable terms;
- Obtaining approval from regulatory authorities and potentially Newmont’s shareholders;
- Maintaining our financial and strategic focus and avoiding distraction of management during the process of integrating the acquired business;
- Implementing our standards, controls, procedures and policies at the acquired business and addressing any pre-existing liabilities or claims involving the acquired business; and
- To the extent the acquired operations are in a country in which we have not operated historically, understanding the regulations and challenges of operating in that new jurisdiction.

There can be no assurance that we will be able to conclude any acquisitions successfully or that any acquisition will achieve the anticipated synergies or other positive results. Any material problems that we encounter in connection with such an acquisition could have a material adverse effect on our business, results of operations and financial position.

Our operations may be adversely affected by rising energy prices or energy shortages.

Our mining operations and development projects require significant amounts of energy. Increasing global demand for energy, concerns about nuclear power and the limited growth of new energy sources are affecting the price and supply of energy. A variety of factors, including higher energy usage in emerging market economies, actual and proposed taxation of carbon emissions as well as concerns surrounding unrest and potential conflict in the Middle East, could result in increased demand or limited supply of energy and/or sharply escalating diesel fuel, gasoline, natural gas and other energy prices. Increased energy prices could negatively impact our operating costs and cash flow.

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Our principal energy sources are electricity, purchased petroleum products, natural gas and coal. Some of our operations are in remote locations requiring long distance transmission of power, and in some locations we compete with other companies for access to third party power generators or electrical supply networks. A disruption in the transmission of energy, inadequate energy transmission infrastructure or the termination of any of our energy supply contracts could interrupt our energy supply and adversely affect our operations.

Continuation of our mining production is dependent on the availability of sufficient water supplies to support our mining operations.

Our mining operations require significant quantities of water for mining, ore processing and related support facilities. Our operations in North and South America and Australia are in areas where water is scarce and competition among users for continuing access to water is significant. Continuous production at our mines is dependent on our ability to maintain our water rights, claims and contracts and to defeat claims adverse to our current water uses in legal proceedings. Although each of our operations currently has sufficient water rights, claims and contracts to cover its operational demands, we cannot predict the potential outcome of pending or future legal proceedings relating to our water rights, claims, contracts and uses. Water shortages may also result from weather or environmental and climate impacts out of the Company's control. For example, the continuation of the below average rainfall or the occurrence of drought in southwest Australia could impact our raw water supply at Boddington. While we incorporated systems to address the impact of the dry season as part of our operating plans, we can make no assurances that those systems will be sufficient to address all shortages in water supply, which could result in production and processing interruptions. The loss of some or all water rights for any of our mines, in whole or in part, or shortages of water to which we have rights could require us to curtail or shut down mining production and could prevent us from pursuing expansion opportunities. Laws and regulations may be introduced in some jurisdictions in which we operate which could limit our access to sufficient water resources in our operations, thus adversely affecting our operations.

We are dependent upon information technology systems, which are subject to disruption, damage, failure and risks associated with implementation, upgrade and integration.

We are dependent upon information technology systems in the conduct of our operations. Our information technology systems are subject to disruption, damage or failure from a variety of sources, including, without limitation, computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. Cybersecurity incidents, in particular, are evolving and include, but are not limited to, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data. We have experienced attempts by external parties to penetrate our networks and systems. Although such attempts to date have not resulted in any material breaches, disruptions, or loss of business-critical information, our systems and procedures for preparing and protecting against such attempts and mitigating such risks may prove to be insufficient in the future and attacks could have an adverse impact on our business and operations, including damage to our reputation and competitiveness, remediation costs, litigation or regulatory actions. Various measures have been implemented to manage our risks related to information technology systems and network disruptions. However, given the unpredictability of the timing, nature and scope of information technology disruptions, we could potentially be subject to production downtimes, operational delays, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of our systems and networks or financial losses from remedial actions. In addition, as technologies evolve and these cybersecurity attacks become more sophisticated, we may incur significant costs to upgrade or enhance our security measures to protect against such attacks and we may face difficulties in fully anticipating or implementing adequate preventive measures or mitigating potential harm, which could have a material adverse effect on our cash flows, competitive position, financial condition or results of operations. For instance, we engage an independent third party to conduct penetration and vulnerability testing on an annual basis and review findings and recommendations from these tests, we then seek to address any remediation actions through our ongoing

cyber security program. Such efforts may incur significant costs and yet prove insufficient to deter future cybersecurity attacks or prevent all security breaches.

We could also be adversely affected by system or network disruptions if new or upgraded information technology systems are defective, not installed properly or not properly integrated into our operations. Various measures have been implemented to manage our risks related to the system implementation and modification, but system modification failures could have a material adverse effect on our business, financial position and results of operations and could, if not successfully implemented, adversely impact the effectiveness of our internal controls over financial reporting.

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The occurrence of events for which we are not insured may affect our cash flow and overall profitability.

We maintain insurance policies that mitigate against certain risks related to our operations. This insurance is maintained in amounts that we believe are reasonable depending upon the circumstances surrounding each identified risk. However, we may elect not to have insurance for certain risks because of the high premiums associated with insuring those risks or for various other reasons; in other cases, insurance may not be available for certain risks. Some concern always exists with respect to investments in parts of the world where civil unrest, war, nationalist movements, political violence or economic crises are possible. These countries may also pose heightened risks of expropriation of assets, business interruption, increased taxation or unilateral modification of concessions and contracts. We do not maintain insurance policies against political risk. Occurrence of events for which we are not insured may affect our results of operations and financial position.

We rely on contractors to conduct a significant portion of our operations and construction projects.

A significant portion of our operations and construction projects are currently conducted in whole or in part by contractors. As a result, our operations are subject to a number of risks, some of which are outside our control, including:

- Negotiating agreements with contractors on acceptable terms;
- The inability to replace a contractor and its operating equipment in the event that either party terminates the agreement;
- Reduced control over those aspects of operations which are the responsibility of the contractor;
- Failure of a contractor to perform under its agreement;
- Interruption of operations or increased costs in the event that a contractor ceases its business due to insolvency or other unforeseen events;
- Failure of a contractor to comply with applicable legal and regulatory requirements, to the extent it is responsible for such compliance; and
- Problems of a contractor with managing its workforce, labor unrest or other employment issues.

In addition, we may incur liability to third parties as a result of the actions of our contractors. The occurrence of one or more of these risks could adversely affect our results of operations and financial position.

To the extent we hold or acquire interests in any joint ventures or joint operations or enter into any joint ventures or joint operations in the future, our interest in these properties is subject to the risks normally associated with the conduct of joint ventures or joint operations.

To the extent we hold or acquire interests in any joint ventures or joint operations or enter into any joint ventures or joint operations in the future, the existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on our profitability or the viability of our interests held through joint ventures, which could have a material adverse impact on our future cash flows, earnings, results of operations and financial condition:

- disagreements with partners on strategy for the most efficient development or operation of mines;
- inability to control certain strategic decisions made in respect of properties;
- inability of partners to meet their financial and other obligations to the joint venture, joint operation or third parties; and
- litigation between partners regarding management, funding or other decisions related to the joint venture or joint operation.

To the extent that we are not the operator of a joint venture or joint operation properties, we will be unable to control the activities of the operator and as a result the success of such operations will be beyond our control. In many cases we will be bound by

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the decisions made by the operator in the operation of such property, and will rely on the operator to manage the property and to provide accurate information related to such property. We can provide no assurance that all decisions of operators of properties we do not control will achieve the expected results.

We are subject to litigation and may be subject to additional litigation in the future.

We are currently, and may in the future become, subject to litigation, arbitration or other legal proceedings with other parties. If decided adversely to Newmont, these legal proceedings, or others that could be brought against us in the future, could have a material adverse effect on our financial position or prospects. Furthermore, to the extent we sell or reduce our interest in certain assets, we may give representations and warranties and indemnities customary for such transactions and we may agree to retain responsibility for certain liabilities related to the period prior to the sale. As a result, we may incur liabilities in the future associated with assets we no longer own or in which we have a reduced interest. For a more detailed discussion of pending litigation, see Note 29 to our Consolidated Financial Statements.

In the event of a dispute arising at our foreign operations, we may be subject to the exclusive jurisdiction of foreign courts or arbitral panels, or may not be successful in subjecting foreign persons to the jurisdiction of courts or arbitral panels in the United States. Our inability to enforce our rights and the enforcement of rights on a prejudicial basis by foreign courts or arbitral panels could have an adverse effect on our results of operations and financial position.

Title to some of our properties may be defective or challenged.

Although we have conducted title reviews of our properties, title review does not preclude third parties from challenging our title or related property rights. While we believe that we have satisfactory title to our properties, some titles may be defective or subject to challenge by governments, indigenous or communal peoples, or private parties. For example, at our Conga project in Peru, we continue to seek resolution to a land dispute with local residents. In addition, certain of our Australian properties could be subject to native title or traditional landowner claims, and our ability to use these properties is dependent on agreements with traditional owners of the properties. A determination of defective title or risks in connection with a challenge to title rights could impact existing operations as well as exploration and development projects, and future acquisitions which could have an adverse effect on operations, our ability to develop new projects, and our financial position. For more information regarding native title or traditional landowner claims, see the discussion under the Australia Section of Item 2, Properties, in this report.

Civil disturbances, criminal activities, including illegal mining, and artisanal mining, occurs on or adjacent to certain of our properties, which can disrupt business and expose the Company to liability.

Civil disturbances and criminal activities such as trespass, illegal mining, sabotage, theft and vandalism may cause disruptions and could result in the suspension of operations and development at certain sites. Incidents of such activities have occasionally led to conflict with security personnel and/or police, which in some cases resulted in injuries including in Peru and Suriname. Although security measures have been implemented by the Company to protect employees, property and assets, such measures will not guarantee that such incidents will not continue to occur in the future, or result in harm to employees or trespassers, decrease operational efficiency or construction delays, increase community tensions or result in liabilities. The manner in which the Company’s personnel, national police or other security forces respond to civil disturbances and criminal activities can give rise to additional risks where those responses are not conducted in a manner consistent with international and Newmont standards relating to the use of force and respect for human rights.

Newmont takes seriously our obligation to respect and promote human rights, is a signatory to and active participant in the Voluntary Principles on Security and Human Rights, and has adopted a Sustainability and Stakeholder Engagement Policy and Human Rights Standard in-line with the UN Guiding Principles on Business and Human

Rights due diligence processes. Nonetheless, although the Company has implemented a number of significant measures and safeguards which are intended to ensure that personnel understand and uphold these standards, the implementation of these measures will not guarantee that personnel, national police or other security forces will uphold these standards in every instance. The evolving expectations related to human rights, indigenous rights, and environmental protections may result in opposition to our current and future operations or the development of new projects and mines. Such opposition may take the form of legal or administrative proceedings or manifestations such as protests, roadblocks or other forms of public expression against our activities, and may have a negative impact on our reputation and operations. Opposition by community and activist groups to our operations may require modification of, or preclude the operation or development of, our projects and mines or may require us to enter into agreements with such groups or local governments with respect to our projects and mines, in some cases, causing increased costs and significant delays to the advancement of our projects. The failure to conduct

operations in accordance with Company standards can result in harm to employees, community members or trespassers, increase community tensions, reputational harm to Newmont or result in criminal and/or civil liability and/or financial damages or penalties.

Artisanal and illegal miners have been active on, or adjacent to, some of Newmont's African and South American properties, including recently at Suriname. Illegal mining, which involves trespass into the development or operating area of the mine, is both a security and safety issue, which may present a security threat to property and human life. The illegal miners from time to time have clashed with security staff and law enforcement personnel who have attempted to move them away from the facilities. Although, under certain circumstances, artisanal mining may be a legally sanctioned activity, artisanal mining is also associated with a number of negative impacts, including environmental degradation, poor working practices, erosion of civil society, human rights abuse and funding of conflict. The environmental, social, safety and health impacts of artisanal and illegal mining are frequently attributed to formal mining activity, and it is often assumed that artisanally-mined gold is channeled through large-scale mining operators, even though artisanal and large-scale miners may have separate supply chains. These misconceptions impact negatively on the reputation of the industry. The activities of the illegal miners could cause damage to Newmont's properties for which Newmont could potentially be held responsible. The presence of illegal miners could lead to exploration and project delays and disputes regarding the development or operation of commercial gold deposits. Illegal mining and theft could also result in lost gold production and reserves, mine and development stoppages, and have a material adverse effect on financial condition or results of operations or project development.

Competition from other natural resource companies may harm our business.

We compete with other natural resource companies to attract and retain key executives, skilled labor, contractors and other employees. We also compete with other natural resource companies for specialized equipment, components and supplies, such as drill rigs, necessary for exploration and development, as well as for rights to mine properties containing gold, copper and other minerals. We may be unable to continue to attract and retain skilled and experienced employees, to obtain the services of skilled personnel and contractors or specialized equipment or supplies, or to acquire additional rights to mine properties, which could have an adverse effect on our competitive position or adversely impact our results of operations.

Our ability to recognize the benefits of deferred tax assets is dependent on future cash flows and taxable income.

We recognize the expected future tax benefit from deferred tax assets when the tax benefit is considered to be more likely than not of being realized, otherwise, a valuation allowance is applied against deferred tax assets. Assessing the recoverability of deferred tax assets requires management to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, our ability to realize the deferred tax assets could be impacted. In the future, our estimates could change requiring a valuation allowance or impairment of our deferred tax assets. Additionally, future changes in tax laws could limit our ability to obtain the future tax benefits represented by our deferred tax assets. See Note 9 to the Financial Statements under the heading "Income and Mining Taxes - Valuation of Deferred Tax Assets" and Note 2 under the heading "Summary of Significant Accounting Policies – Valuation of Deferred Tax Assets" for additional information and factors that could impact the Company's ability to realize the deferred tax assets. At December 31, 2018, the Company's non-current deferred tax assets were $401.

Returns for investments in pension plans are uncertain.

We maintain pension plans for certain employees which provide for specified payments after retirement. The ability of the pension plans to provide the specified benefits depends on our funding of the plans and returns on investments

made by the plans. Returns, if any, on investments are subject to fluctuations based on investment choices and market conditions. A sustained period of low returns or losses on investments could require us to fund the pension plans to a greater extent than anticipated. If future plan investment returns are not sufficient, we may be required to increase the amount of future cash contributions.

Any downgrade in the credit ratings assigned to our debt securities could increase our future borrowing costs and adversely affect the availability of new financing.

There can be no assurance that any rating currently assigned by Standard & Poor’s Rating Services or Moody’s Investors Service to Newmont will remain unchanged for any given period of time or that a rating will not be lowered if, in that rating agency’s judgment, future circumstances relating to the basis of the rating so warrant. If we are unable to maintain our outstanding debt and financial ratios at levels acceptable to the credit rating agencies, or should our business prospects or financial results deteriorate, our ratings could be downgraded by the rating agencies. The Company’s credit ratings have been subject to change over the years. We

currently maintain a Standard & Poor's rating of "BBB" and a Moody's Investors Service rating of Baa2. We cannot make assurances regarding how long these ratings will remain unchanged or regarding the outcome of the rating agencies future reviews (including following any planned or future business combinations). A downgrade by the rating agencies could adversely affect the value of our outstanding securities, our existing debt and our ability to obtain new financing on favorable terms, if at all, and increase our borrowing costs, which in turn could impair our results of operations and financial position.

Future funding requirements may affect our business.

Potential future investments, including projects in the Company's project pipeline, acquisitions and other investments, will require significant funds for capital expenditures. Depending on gold and copper prices, our operating cash flow may not be sufficient to meet all of these expenditures, depending on the timing of development of these and other projects. As a result, new sources of capital may be needed to meet the funding requirements of these investments, fund our ongoing business activities and pay dividends. Our ability to raise and service significant new sources of capital will be a function of macroeconomic conditions, future gold and copper prices as well as our operational performance, current cash flow and debt position, among other factors. We may determine that it may be necessary or preferable to issue additional equity or other securities, defer projects or sell assets. Additional financing may not be available when needed or, if available, the terms of such financing may not be favorable to us and, if raised by offering equity securities, any additional financing may involve substantial dilution to existing shareholders. In the event of lower gold and copper prices, unanticipated operating or financial challenges, or new funding limitations, our ability to pursue new business opportunities, invest in existing and new projects, fund our ongoing business activities, retire or service all outstanding debt and pay dividends could be significantly constrained. In addition, our joint venture partners may not have sufficient funds or borrowing ability in order to make their capital commitments. In the case that our partners do not make their economic commitments, the Company may be prevented from pursuing certain development opportunities or may assume additional financial obligations, which may require new sources of capital.

Risks Related to Our Industry

We may experience increased costs or losses resulting from the hazards and uncertainties associated with mining.

The exploration for natural resources and the development and production of mining operations are activities that involve a high level of uncertainty. These can be difficult to predict and are often affected by risks and hazards outside of our control. These factors include, but are not limited to:

- Environmental hazards, including discharge of metals, concentrates, pollutants or hazardous chemicals;
- Industrial accidents, including in connection with the operation of mining equipment, milling equipment and/or conveyor systems and accidents associated with the preparation and ignition of large-scale blasting operations, milling and processing;
- Accidents in connection with transportation, including transportation of chemicals, explosions or other materials, transportation of large mining equipment and transportation of employees and business partners to and from sites;
- Social, community or labor force disputes or stoppages;
- Changes to legal and regulatory requirements;
- Security incidents, including activities of illegal or artisanal miners, gold bullion or concentrate theft, and corruption and fraud;
- Shortages in materials or equipment and energy and electrical power supply interruptions or rationing;
- Failure of unproven or evolving technologies or loss of information integrity or data;
- Surface or underground fires or floods;
- Unexpected geological formations or conditions (whether in mineral or gaseous form);

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- Metallurgical conditions and gold recovery, including unexpected decline of ore grade;
- Unanticipated changes in inventory levels at heap-leach operations;
- Ground and water conditions;
- Fall-of-ground accidents in underground operations;
- Failure of mining pit slopes and tailings dam walls;
- Seismic activity; and
- Other natural phenomena, such as lightning, cyclonic or tropical storms, floods or other inclement weather conditions, including those impacting operations or the ability to access and supply sites. For example, in 2017 rainfall and flooding in Northern Australia and Peru, temporarily impacted our ability to import fuel and other key deliveries to our Tanami and Yanacocha sites, respectively.

The occurrence of one or more of these events in connection with our exploration activities and development and production of mining operations may result in the death of, or personal injury to, our employees, other personnel or third parties, the loss of mining equipment, damage to or destruction of mineral properties or production facilities, monetary losses, deferral or unanticipated fluctuations in production, environmental damage and potential legal liabilities, all of which may adversely affect our reputation, business, prospects, results of operations and financial position.

Mining companies are increasingly required to consider and provide benefits to the communities and countries in which they operate, and are subject to extensive environmental, health and safety laws and regulations.

As a result of public concern about the real or perceived detrimental effects of economic globalization and global climate impacts, businesses generally and large multinational corporations in natural resources industries, such as Newmont, in particular, face increasing public scrutiny of their activities. These businesses are under pressure to demonstrate that, as they seek to generate satisfactory returns on investment to shareholders, other stakeholders, including employees, governments, communities surrounding operations and the countries in which they operate, benefit and will continue to benefit from their commercial activities. Such pressures tend to be particularly focused on companies whose activities are perceived to have a high impact on their social and physical environment. In Ghana, for instance, a number of community related demonstrations occurred during 2018 in response to the perceived impacts of our operations on the land and on fairness of compensation. Similarly, a number of community based groups continue pressuring the company for additional benefits related to jobs, training and benefit sharing. The company is seeking mechanisms for dialogue to understand concerns and address impacts and benefits in a transparent and participatory manner. The potential consequences of these pressures include reputational damage, legal suits, increasing social investment obligations to communities and pressure to increase taxes and royalties payable to governments.

Our exploration, development, mining and processing operations are subject to extensive laws and regulations governing worker health and safety and land use and the protection of the environment, which generally apply to air and water quality, protection of endangered, protected or other specified species, hazardous waste management and reclamation. For example, in recent years, plans to protect the greater sage grouse, a species whose natural habitat is found across much of the western United States, have been an area of significant focus. As a result, in 2016, Newmont, the State of Nevada and federal agencies agreed to a historic conservation agreement for 1.5 million acres of public and private lands managed by Newmont to protect and enhance the habitat of the greater sage grouse and other sagebrush ecosystem species. Following a programmatic review of federal greater sage grouse management plans, the US Department of Interior developed revised plans and analyzed their potential effects pursuant to the National Environmental Policy Act. The public review of the proposed revised resource management plans is ongoing and implementation decisions are pending. The extent to which sage grouse conservation plans will be further revised and whether land withdrawals limiting development activities occurring on federal lands may occur remains unclear. No assurances can be made that possible land use restrictions will not have an adverse impact on our growth plans or not result in delays in project development, constraints on exploration and constraints on operations in impacted

areas.

Some of the countries in which we operate have implemented, and are developing, laws and regulations related to climate change and greenhouse gas emissions. We have made, and expect to make in the future, significant expenditures to comply with such

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laws and regulations. Compliance with these laws and regulations imposes substantial costs and burdens, and can cause delays in obtaining, or failure to obtain, government permits and approvals which may adversely impact our closure processes and operations.

Future changes in applicable laws, regulations, permits and approvals or changes in their enforcement or regulatory interpretation could substantially increase costs to achieve compliance, lead to the revocation of existing or future exploration or mining rights or otherwise have an adverse impact on our results of operations and financial position. For instance, the operation of our mines in the United States is subject to regulation by the U.S. 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. Over the past several years MSHA has significantly increased the numbers of citations and orders charged against mining operations and increased the dollar penalties assessed for citations issued. If MSHA inspections result in an alleged violation, we may be subject to fines, penalties or sanctions and our mining operations could be subject to temporary or extended closures. MSHA issued fines, penalties or sanctions and mandated temporary or extended closures could have an adverse effect on our results of operations and financial position. See Exhibit 95 to this report for additional information regarding certain MSHA orders and citations issued during the year ended December 31, 2018.

Increased global attention or regulation on consumption of water by industrial activities, as well as water quality discharge, and on restricting or prohibiting the use of cyanide and other hazardous substances in processing activities could similarly have an adverse impact on our results of operations and financial position due to increased compliance and input costs.

We have implemented a management system designed to promote continuous improvement in health and safety, environmental performance and community relations. However, we nevertheless in 2018 experienced seven fatalities, six at our operations in Ghana and one at our operations in Nevada, which involved subsequent investigations by Ghana's Mineral Commission and the MSHA, respectively. See Item 4 "Mine Safety Disclosures" for additional information on these incidents. Our ability to operate (including the effect of any impact on our workforce) and thus, our results of operations and our financial position (including because of potential related fines and sanctions), could be adversely affected by accidents or events detrimental (or perceived to be detrimental) to the health and safety of our employees, the environment or the communities in which we operate.

We may be unable to obtain or retain necessary permits, which could adversely affect our operations.

Our mining and processing operations and development and exploration activities are subject to extensive permitting requirements. The requirements to obtain and/or achieve or maintain full compliance with such permits can be costly and involve extended timelines. While we strive to obtain and comply with all permits required of us, there can be no assurance that we will obtain all such permits and/or achieve or maintain full compliance with such permits at all times. Previously obtained permits may be suspended or revoked for a number of reasons, including through government or court action. Failure to obtain and/or comply with required permits can have serious consequences, including damage to our reputation cessation of the development of a project; increased costs of development or production and litigation or regulatory action, any of which could materially adversely affect our business, results of operations or financial condition.

Our ability to obtain the required permits and approvals to explore for, develop and operate mines and to successfully operate near communities in the jurisdictions in which we operate depends in part on our ability to develop, operate and close mines in a manner that is consistent with the creation of social and economic benefits in the surrounding communities, which may or may not be required by law. Our ability to obtain permits and approvals and to operate near certain communities may be adversely impacted by real or perceived detrimental events associated with our

activities or those of other mining companies affecting the environment, health and safety of communities in which we operate. Key permits and approvals may be revoked or suspended or may be adjusted in a manner that adversely affects our operations, including our ability to explore or develop properties, commence production or continue operations.

Regulations and pending legislation governing issues involving climate change could result in increased operating costs which could have a material adverse effect on our business.

Producing gold is an energy-intensive business, resulting in a significant carbon footprint. Energy costs account for approximately twenty percent of our overall operating costs, with our principal energy sources being purchased electricity, diesel fuel, gasoline, natural gas and coal.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change that are viewed as the result of emissions from the combustion of carbon-based fuels. At the 21st

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Conference of the Parties of the United Nations Framework Convention on Climate Change ("UNFCC") held in Paris in 2015, the Paris Agreement was adopted which was intended to govern emission reductions beyond 2020. The Paris Agreement went into effect in November 2016 when countries that produce at least 55% of the world's greenhouse gas emissions ratified the agreement. While there are no immediate impacts to business from the Paris Agreement, the goal of limiting global warming to "well below 2o C" will be taken up at national levels. Industrialized nations (e.g., Australia) are likely to implement national emission reduction targets that require an investment shift towards low carbon technologies and systems, shifting away from coal and diesel power generation. The temperature change goal implies a move to net zero greenhouse gas emissions from energy use and industrial activities by 2050 to 2060. The relevant details of the shift towards low carbon technologies are defined in the national plans, which will need further definition in new rules from each country by 2020. The Trump Administration has announced the intention to withdraw from the Paris Agreement, which begins a lengthy process that will not be completed until November 2020.

Some of the countries in which we operate have implemented, and are developing, laws and regulations related to climate change and greenhouse gas emissions. In December 2009, the United States Environmental Protection Agency ("EPA") issued an endangerment finding under the U.S. Clean Air Act that current and projected concentrations of certain mixed greenhouse gases, including carbon dioxide, in the atmosphere threaten the public health and welfare. Additionally, the United States and China signed a bilateral agreement in November 2014 that committed the United States to reduce greenhouse gas emissions by an additional 26% to 28% below 2005 levels by the year 2025. The EPA in August 2015 issued final rules for the Clean Power Plan under Section 111 (d) of the Clean Air Act designed to reduce greenhouse gas emissions at electric utilities in line with reductions planned for the compliance with the Paris Agreement. On October 16, 2017, the EPA as part of a regulatory review directed by the Energy Independence Executive Order has proposed a repeal of the Clean Power Plan. In Australia the Emissions Reduction Fund legislation, Safeguard Mechanism Rule 2015 came into effect on July 1, 2016. Facilities that exceed the baseline mandated by the law in future years are required to purchase Australian Carbon Credit Units (ACCUs).

Legislation and increased regulation and requirements regarding climate change could impose increased costs on us, our venture partners and our suppliers, including increased energy, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. In August 2015, the EPA issued the final rules for the Clean Power Plan under Section 111(d) of the Clean Air Act. Under the Clean Power Plan Newmont's TS Power Plant would be subject to greenhouse gas emission reductions as part of the Nevada compliance plan. The EPA has subsequently issued the Affordable Clean Energy Rule in August 2018, which would eliminate the emission reduction standards proposed in the Clean Power Plan. The Clean Power Plan is currently in litigation in the Washington DC Circuit preventing the implementation of either rule.

The potential physical impacts of climate change on our operations are highly uncertain, and would be particular to the geographic circumstances in areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. Operations that rely on national hydro-electric grid power can be adversely affected by drought resulting in power load-shedding and lost production. These impacts may adversely impact the cost, production and financial performance of our operations.

Our Company and the mining industry are facing continued geotechnical challenges, which could adversely impact our production and profitability.

Newmont and the mining industry are facing continued geotechnical challenges due to the older age of certain of our mines and a trend toward mining deeper pits and more complex deposits. This leads to higher pit walls, more complex underground environments and increased exposure to geotechnical instability and hydrological impacts. As our operations are maturing, the open pits at many of our sites are getting deeper and we have experienced certain geotechnical failures at some of our mines, including, without limitation, at our operations in Australia, Nevada, Ghana, Peru and Colorado. For example, pit failures at the Silverstar pit and Gold Quarry pit of the Carlin operation in

2018 and in the eastern wall of the open pit of the KCGM operation in 2018 resulted in temporary shutdowns and have impacted production. See also the risk factor under the heading “Mining companies are increasingly required to consider and provide benefits to the communities and countries in which they operate, and are subject to extensive environmental, health and safety laws and regulations” earlier in this section.

No assurances can be given that unanticipated adverse geotechnical and hydrological conditions, such as landslides and pit wall failures, will not occur in the future or that such events will be detected in advance. Geotechnical instabilities can be difficult to predict and are often affected by risks and hazards outside of our control, such as severe weather and considerable rainfall, which may lead to periodic floods, mudslides, wall instability and seismic activity, which may result in slippage of material.

In addition, Newmont has numerous operational and closed tailings impoundments in a variety of climatic and topographic settings. Annually, the Company manages and places more than 100 million tonnes of tailings. Recognizing the importance of careful design, management and monitoring, Newmont conducts extensive siting, engineering, environmental and social studies to support the specific selection and design of each facility. Newmont's engineering, construction and operating standards and technical guidance explicitly cover tailings management and establish requirements throughout their operating and post-mine closure life. The design, construction and operation of all tailings impoundment facilities are scrutinized through our investment system process, supported by inspections and audits, critical controls and strict application of annual inspections by independent qualified geotechnical engineers. Newmont's environmental standards also cover the long-term management of tailings impoundment facilities. The failure of tailings dam and storage facilities and other impoundments at our mining sites could cause severe, and in some cases catastrophic, property and environmental damage and loss of life. For example, in early 2019, the extractive industry experienced a large scale tailings dam failure at an unaffiliated mine, which resulted in numerous fatalities and caused extensive property and environmental damage. Recognizing this risk, Newmont continues to review and enhance our existing practices. However, no assurance can be given that these events will not occur in the future. See also the risk factor under the heading "We may experience increased costs or losses resulting from the hazards and uncertainties associated with mining" earlier in this section.

Geotechnical or tailings storage facility failures could result in limited or restricted access to mine sites, suspension of operations, government investigations, increased monitoring costs, remediation costs and other impacts, which could result in a material adverse effect on our results of operations and financial position.

Shortages of critical parts and equipment may adversely affect our operations and development projects.

The mining industry has been impacted, from time to time, by increased demand for critical resources such as input commodities, drilling equipment, trucks, shovels and tires. These shortages have, at times, impacted the efficiency of our operations, and resulted in cost increases and delays in construction of projects; thereby impacting operating costs, capital expenditures and production and construction schedules.

Risks Related to the Jurisdictions in Which We Operate

Our operations are subject to risks of doing business in multiple jurisdictions.

Exploration, development, production and mine closure activities are subject to regional, political, economic, community and other risks of doing business in multiple jurisdictions, including:

- Potential instability of foreign governments and changes in government policies, including relating to or in response to changes of U.S. laws or foreign policies;
- Expropriation or nationalization of property;
- Restrictions on the ability to pay dividends offshore or to otherwise repatriate funds;
- Restrictions on the ability of local operating companies to sell gold offshore for U.S. dollars, or on the ability of such companies to hold U.S. dollars or other foreign currencies in offshore bank accounts;
- Import and export regulations, including restrictions on the export of gold and/or copper;
- Disadvantages relating to submission to the jurisdiction of foreign courts or arbitration panels or enforcement or appeals of judgments at foreign courts or arbitration panels against a sovereign nation within its own territory;
- Royalty and tax increases or claims, including retroactive increases and claims and requests to renegotiate terms of existing investment agreements, contracts of work, leases, royalties and taxes, by governmental entities, including such increases, claims and/or requests by the governments of Australia, Ghana, Peru, Suriname, the State of Colorado and the State of Nevada in the U.S.;

- Changes in laws or regulations in the jurisdictions in which we operate, including in changes resulting from changes in political administrations;

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- Risk of loss due to inability to access our properties or operations;
- Other risks arising out of foreign sovereignty over the areas in which our operations are conducted, including risks inherent in contracts with government owned entities such as unilateral cancellation or renegotiation of contracts, licenses or other mining rights;
- Delays in obtaining or renewing, or the inability to obtain, maintain or renew, necessary governmental permits, mining or operating leases and other agreements and/or approvals;
- Risk of loss due to civil strife, acts of war, guerrilla activities, insurrection and terrorism;
- Claims for increased mineral royalties or ownership interests by local or indigenous communities;
- Risk of loss due to criminal activities such as trespass, local artisanal or illegal mining, theft and vandalism;
- Delays in obtaining or renewing collective bargaining or certain labor agreements;
- Disadvantages of competing against companies from countries that are not subject to the rigorous laws and regulations of the U.S. or other jurisdictions, including without limitation, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and the Dodd-Frank Act;
- Increases in training and other costs and challenges relating to requirements by governmental entities to employ the nationals of the country in which a particular operation is located;
- Increased financing costs;
- Currency fluctuations, particularly in countries with high inflation;
- Foreign exchange controls;
- Increases in costs relating to, or restrictions or prohibitions on, the use of ports for concentrate storage and shipping, such as in relation to our Boddington operation where use of alternative ports is not currently economical, or in relation to our ability to procure economically feasible ports for developing projects;
- Risk of disruption, damage or failure of information technology systems, and risk of loss and operational delays due to impacts to operational technology systems, such as due to cyber-attacks, malicious software computer viruses, security breaches, design failures and natural disasters;
- Risk of loss due to disease, such as malaria or the Zika virus, and other potential endemic health issues, such as Ebola; and
- Disadvantage and risk of loss due to the limitations of certain local health systems and infrastructure to contain diseases and potential endemic health issues.

Consequently, our exploration, development and production activities may be affected by these and other factors, many of which are beyond our control, some of which could materially adversely affect our financial position or results of operations.

Changes in mining or investment policies or shifts in political and social attitudes in the jurisdictions in which we operate may adversely affect our operations or profitability.

Our operations may be affected in a number of ways by laws and regulations related, but not limited to: restrictions on production; price controls; export controls; import restrictions, such as restrictions applicable to, among other things, equipment, services and supplies, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of mineral claims, environmental legislation, land use, surface land access, land claims of local communities, water use, and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in

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loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as partners with carried or other interests, any of which may adversely affect our operations or profitability.

In addition, as governments continue to struggle with deficits and concerns over the potential and actual effects of depressed economic conditions, many of them have targeted the mining and metals sector in order to raise revenue. Governments are continually assessing the fiscal terms of the economic rent for a mining company to exploit resources in their countries. Numerous countries have implemented changes to their mining regimes that reflect increased government control over or participation in the mining sector, including, but not limited to, changes of law affecting foreign ownership and takeovers, mandatory government participation in mining enterprises, taxation and royalties, working conditions, rates of exchange, exchange controls, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, as well as requirements intended to boost the local economy, including usage of local goods and employment of local and community staff or contractors, among other benefits to be provided to local residents. The effects of the various requirements and uncertainties related to the economic risks of operating in foreign jurisdictions cannot be accurately predicted and could have a material adverse effect on our financial position or results of operations.

Our operations at Yanacocha and the development of our Conga project in Peru are subject to political and social unrest risks.

During the last several years, Minera Yanacocha S.R.L. (“Yanacocha”), in which we own a 51.35% interest, and whose properties include the mining operations at Yanacocha and the Conga project in Peru, has been the target of local political and community protests, some of which blocked the road between the Yanacocha mine and Conga project complexes and the City of Cajamarca in Peru and resulted in vandalism and equipment damage. We cannot predict whether similar or more significant incidents will occur in the future. The recurrence of significant political or community opposition or protests could continue to adversely affect the Conga Project’s development and the continued operation of Yanacocha.

Construction activities on our Conga project were suspended on November 30, 2011, at the request of Peru’s central government following increasing protests in Cajamarca by anti-mining activists led by the regional president. At the request of the Peruvian central government, the environmental impact assessment prepared in connection with the project, which was previously approved by the central government in October 2010, was reviewed by independent experts in an effort to resolve allegations around the environmental viability of Conga. This review concluded that the environmental impact assessment complied with international standards and provided some recommendations to improve water management. Yanacocha focused on the construction of water reservoirs prior to the development of other project facilities. However, development of Conga is contingent upon generating acceptable project returns and getting local community and government support. Under the current social and political environment, the Company does not anticipate being able to develop Conga for at least the next five years. Due to the uncertainty surrounding the project’s development, the Company has allocated its exploration and development capital to other projects in recent years, and the Conga project is currently in care and maintenance. Should the Company be unable to develop the Conga project, the Company may have to consider other alternatives for the project, which may result in a future impairment charge.

The Central Government of Peru continued to support responsible mining as a vehicle for the growth and future development of Peru in 2018. However, we are unable to predict whether the Central government will continue to take similar positions in the future. The regional government of Cajamarca and other political parties actively opposed the Conga project in the past. We are unable to predict the positions that will be taken in the future and whether such positions or changes in law will affect Yanacocha or Conga. Such changes may include increased labor regulations, environmental and other regulatory requirements, and additional taxes and royalties, as well as future protests, community demands and road blockages. We cannot predict future positions of either the Central or regional

government on foreign investment, mining concessions, land tenure or other regulation. Any change in government positions or laws on these issues could adversely affect the assets and operations of Yanacocha or Conga, which could have a material adverse effect on our results of operations and financial position. Additionally, the inability to develop Conga or operate at Yanacocha could have an adverse impact on our growth and production in the region.

In addition, 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. In response in February 2017, Yanacocha submitted its proposed modification to the previously approved Environmental Impact Assessment to the Mining Ministry ("MINEM"), which is still under review. After approval, MINEM may allow up to three years to develop and implement the modifications to the water management system. In the event Yanacocha is unsuccessful in implementing the modifications in compliance with the new regulations and deadlines, it could result in fines and

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penalties relating to potential intermittent non-compliant exceedances. In addition, if accepted the treatment options will result in increased costs. These impacts may adversely impact the future cost and financial performance of our operations in Peru.

Our Merian operation in Suriname is subject to political and economic risks.

We hold a 75% interest in the Merian gold mine in the mid-eastern part of Suriname. The president of Suriname and others, including a number of members of the current administration, have been named defendants in a trial in connection with the deaths of certain political opponents in 1982. Those proceedings were previously halted based upon an executive order. However, in January 2017, a court in Suriname directed that the trial be recommenced and such trial proceeding ended on November 30, 2018. The trial entered the final stage of rendering a verdict by the court. The exact date for the judgement by the court is not yet known, but judgement is expected in the first half of 2019. The prosecutor in the trial has recommended that the current president be sentenced to 20 years prison for murder. Such a sentencing could result in civil and political instability, and heighten the risk of abrupt changes in the government and national policy impacting foreign investment and operators.

Operations in Suriname are governed by a mineral agreement with the Republic of Suriname that establishes the terms and conditions under which Merian operations and development are conducted. The mineral agreement was approved by parliament and requires approval by parliament to change. No assurances can be made that the government will not request changes to the agreement in the future. While the government is generally considered by the Company to be mining friendly, it is possible that the current or future government may adopt substantially different policies, make changes in taxation treatment or regulations, take arbitrary action which might halt operations, increase costs, or otherwise impact mining and exploration rights and/or permits, any of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and/or financial condition.

The government of Suriname previously exercised its option to participate in a fully-funded 25 percent equity ownership stake in Merian. Suriname manages its participation through Staatsolie Maatschappij Suriname N.V. (“Staatsolie”), a Surinamese corporation that is wholly owned by the government. The Company can make no assurances that Staatsolie will have sufficient funds or borrowing ability in order to make their capital commitments in accordance with the terms of the partnership agreement. See the risk factor under the heading “Future funding requirements may affect our business” later in this section.

Artisanal and illegal miners have been active on, or adjacent to, the Merian mine in recent years. See the risk factor under the heading “Civil disturbances, criminal activities, including illegal mining, and artisanal mining, occurs on or adjacent to certain of our properties, which can disrupt business and expose the Company to liability” earlier in this “Risk Factors” section for additional information.

Risks Related To Our Common Stock

The Proposed Transaction could negatively affect the price of our common stock as a response to the Proposed Transaction, significant delays in consummation of the arrangement, or the termination of the Arrangement Agreement.

The market price of our common stock may vary significantly from the price on the date of the Arrangement Agreement (as defined below). Negative market response to the Proposed Transaction, or any significant delays in the consummation of the arrangement could negatively affect our stock price. In addition, there can be no assurance that the conditions to the consummation of the Proposed Transaction will be satisfied in a timely manner or at all. If the arrangement is not consummated or is delayed, the market price of our common stock may decline significantly, particularly to the extent the market price reflects a market assumption that the arrangement will be consummated or

will be consummated in a particular timeframe.

Stock price changes may result from a variety of factors that are beyond our control, including:

- market reaction to the announcement of the Proposed Transaction and market assessment of the likelihood of the Proposed Transaction being consummated;
- changes in the respective businesses, operations or prospects of Newmont or Goldcorp, including their respective ability to meet earnings estimates;
- governmental or litigation developments or regulatory considerations affecting Newmont or Goldcorp or the mining industry;

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- general business, market, industry or economic conditions;
- the worldwide supply/demand balance for gold and copper and the prevailing commodity price environment; and
- other factors beyond our control, including those described elsewhere in, or incorporated by reference into, this “Risk Factors” section.

The price of our common stock may be volatile, which may make it difficult for you to resell the common stock when you want or at prices you find attractive.

The market price and volume of our common stock may be subject to significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market regarding our operations, business prospects or liquidity. Among the factors that could affect the price of our common stock are:

- changes in gold, and to a lesser extent, copper prices;
- operating and financial performance that vary from the expectations of management, securities analysts and investors or our financial outlook;
- developments in our business or in the mining sector generally;
- regulatory changes affecting our industry generally or our business and operations;
- the operating and stock price performance of companies that investors consider to be comparable to us;
- announcements of strategic developments, acquisitions and other material events by us or our competitors;
- our ability to integrate and operate the companies and the businesses that we acquire;
- response to activism; and
- changes in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity, credit or asset valuations or volatility.

The stock markets in general have experienced extreme volatility that has at times been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

Holders of our common stock may not receive dividends.

Holders of our common stock are entitled to receive only such dividends as our Board of Directors may declare out of funds legally available for such payments. We are incorporated in Delaware and governed by the Delaware General Corporation Law. Delaware law allows a corporation to pay dividends only out of surplus, as determined under Delaware law or, if there is no surplus, out of net profits for the fiscal year in which the dividend was declared and for the preceding fiscal year. Under Delaware law, however, we cannot pay dividends out of net profits if, after we pay the dividend, our capital would be less than the capital represented by the outstanding stock of all classes having a preference upon the distribution of assets. Our ability to pay dividends will be subject to our future earnings, capital requirements and financial condition, as well as our compliance with covenants and financial ratios related to existing or future indebtedness. Although we have historically declared cash dividends on our common stock, we are not required to declare cash dividends on our common stock and our Board of Directors may modify the dividend policy or reduce, defer or eliminate our common stock dividend in the future.

Risks Relating to the Proposed Transaction

As disclosed in this Form 10-K, including in Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Overview,” on January 14, 2019, the Company entered into a definitive agreement (the “Arrangement

Agreement") to acquire all outstanding common shares of Goldcorp in a primarily stock transaction. The Proposed Transaction could subject us to significant risks, including those described below.

The Proposed Transaction is subject to satisfaction or waiver of several conditions.

The Proposed Transaction is conditional upon, among other things, approval of the issuance of Newmont common stock to Goldcorp shareholders in exchange for their Goldcorp common shares pursuant to the Arrangement Agreement and authorization to amend and restate Newmont's certificate of incorporation to increase Newmont's authorized shares of common stock by Newmont's stockholders, approval of the Proposed Transaction by Goldcorp shareholders, and Newmont and Goldcorp having obtained all government or regulatory approvals required by law, policy or practice, including, without limitation, approval of competition or antitrust and/or foreign investment authorities in Canada, Mexico and Korea. There can be no assurance that any or all such approvals will be obtained.

The Arrangement Agreement may be terminated in certain circumstances.

Each of Newmont and Goldcorp has the right to terminate the Arrangement Agreement in certain circumstances. For instance, either party may terminate the Arrangement Agreement if the transaction has not been completed by July 31, 2019 and the parties do not mutually agree to extend the Arrangement Agreement. Failure to complete the Proposed Transaction could negatively impact the trading price of our common stock or otherwise adversely affect Newmont's business.

If the Proposed Transaction is not completed as a result of, among other reasons, a change in recommendation by us or a breach of a representation or warranty made by us in the Arrangement Agreement and prior to termination there is an acquisition proposal for us announced and within 12 months we enter into an agreement or consummate an acquisition proposal, we will be required to pay a termination fee of $650 to Goldcorp in connection with the termination of the Arrangement Agreement. If the termination fee is ultimately required to be paid to Goldcorp, the payment of such fee will have an adverse impact on our financial results.

The issuance of a significant number of shares of our common stock and a resulting "market overhang" could adversely affect the market price of shares of our common stock after completion of the Proposed Transaction.

On completion of the Proposed Transaction, a significant number of additional shares of our common stock will be issued and available for trading in the public market. The increase in the number of shares of our common stock may lead to sales of such shares or the perception that such sales may occur (commonly referred to as "market overhang"), either of which may adversely affect the market for, and the market price of, shares of our common stock.

We do not currently control Goldcorp and its subsidiaries.

We will not control Goldcorp and its subsidiaries until completion of the Proposed Transaction and the business and results of operations of Goldcorp may be adversely affected by events that are outside of our control during the intervening period. The performance of Goldcorp may be influenced by, among other factors, economic downturns, changes in commodity prices, political instability in the countries in which Goldcorp operates, changes in applicable laws, expropriation, increased environmental regulation, volatility in the financial markets, unfavorable regulatory decisions, litigation, rising costs, civic and labor unrest, disagreements with joint venture partners, delays in ongoing exploration and development projects and other factors beyond our control. As a result of any one or more of these factors, among others, the operations and financial performance of Goldcorp may be negatively affected, which may adversely affect the future financial results of the combined company.

Goldcorp and Newmont may be the targets of legal claims, securities class actions, derivative lawsuits and other claims and negative publicity related to the Proposed Transaction.

Goldcorp and Newmont may be the target of securities class actions and derivative lawsuits which could result in substantial costs and may delay or prevent the Proposed Transaction. Securities class action lawsuits and derivative lawsuits are often brought against companies that have entered into an agreement to acquire a public company or to be acquired. Third parties may also attempt to bring claims against Newmont or Goldcorp seeking to restrain the Proposed Transaction or seeking monetary compensation or other remedies. Even if the lawsuits are without merit, defending against these claims can result in substantial costs and divert management time and resources. Additionally, if a plaintiff is successful in obtaining an injunction prohibiting consummation of the Proposed Transaction, then that injunction may delay or prevent the Proposed Transaction.

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In addition, political and public attitudes towards the Proposed Transaction could result in negative press coverage and other adverse public statements affecting Newmont and Goldcorp. Adverse press coverage and other adverse statements could lead to investigations by regulators, legislators and law enforcement officials or in legal claims or otherwise negatively impact the ability of the combined company to take advantage of various business and market opportunities. The direct and indirect effects of negative publicity, and the demands of responding to and addressing it, may have a material adverse effect on the combined company's business, financial condition and results of operations.

We may not realize the anticipated benefits of the Proposed Arrangement and the integration of Goldcorp may not occur as planned.

The Proposed Transaction has been agreed with the expectation that its completion will result in an increase in sustained profitability, cost savings and enhanced growth opportunities for the combined company. These anticipated benefits will depend in part on whether Goldcorp's and Newmont's operations can be integrated in an efficient and effective manner. A significant number of operational and strategic decisions and certain staffing decisions with respect to integration of the two companies have not yet been made. These decisions and the integration of the two companies will present challenges to management, including the integration of systems and personnel of the two companies which may be geographically separated, anticipated and unanticipated liabilities, unanticipated costs (including substantial capital expenditures required by the integration) and the loss of key employees.

The performance of the combined company's operations after completion of the Proposed Transaction could be adversely affected if, among other things, the combined company is not able to achieve the anticipated savings and synergies expected to be realized in entering the Proposed Transaction, or retain key employees to assist in the integration and operation of Goldcorp and Newmont. The consummation of the Proposed Transaction may pose special risks, including one-time write-offs, restructuring charges and unanticipated costs. In addition, the integration process could result in diversion of the attention of management and disruption of existing relationships with suppliers, employees, customers and other constituencies of each company. Although Newmont and its advisors have conducted due diligence on the operations of Goldcorp, there can be no guarantee that Newmont is aware of any and all liabilities of Goldcorp. As a result of these factors, it is possible that certain benefits expected from the combination of Goldcorp and Newmont may not be realized.

Goldcorp's public filings are subject to Canadian disclosure standards, which differ from SEC disclosure requirements.

Our reserve estimates have been prepared in accordance with Industry Guide 7 published by the SEC. We have not been involved in the preparation of Goldcorp's mineral reserve and mineral resource estimates. Goldcorp's mineral reserves and mineral resource estimates were prepared in accordance with the disclosure standards of National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification system under Canadian securities laws, which differ from the requirements of United States securities laws.

Industry Guide 7 and NI 43-101 have similar goals in terms of conveying an appropriate level of confidence in the disclosures being reported, but embody different approaches and definitions. For example, the terms "Mineral Reserve," "Proven Mineral Reserve" and "Probable Mineral Reserve" are Canadian mining terms as defined in NI 43-101, and these definitions differ from the definitions in Industry Guide 7. The terms "mineral resource," "measured mineral resource," "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed in accordance with NI 43-101, but these terms are not defined terms under Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. "Inferred mineral resources" under NI 43-101 have a great amount of uncertainty as to the existence of such resources and their economic and legal feasibility. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may

be upgraded to a higher category. By contrast, under Industry Guide 7 standards, a “final or “bankable” feasibility study is typically required to report reserves or cash flow analysis to designate reserves. Further, under Industry Guide 7, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made.

Expectations regarding the combined mineral reserves and mineral resources of Newmont and Goldcorp following the closing of the Proposed Transaction will remain subject to adjustment, pending continuing review of Goldcorp’s mineral resources in accordance with SEC Industry Guide 7 standards. Future adjustment may occur due to differing standards, required study levels, price assumptions, future divestments and acquisitions and other factors.

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The combined company will face political risks in new jurisdictions.

Goldcorp's principal operations, development and exploration activities and significant investments are held in Canada, Mexico, Chile, Argentina, and the Dominican Republic, some of which may be considered to have an increased degree of political and sovereign risk. Any material adverse changes in government policies or legislation of such countries or any other country that Goldcorp has economic interests in may affect the viability and profitability of the combined company following the Proposed Transaction.

While the governments in Canada, Mexico, Chile, Argentina, the Dominican Republic and other countries in which Goldcorp has mining operations or development or exploration projects have historically supported the development of natural resources by foreign companies, there is no assurance that such governments will not in the future adopt different regulations policies or interpretations with respect to, but not limited to, foreign ownership of mineral resources, royalty rates, taxation, rates of exchange, environmental protection, labor relations, repatriation of income or return of capital, restrictions on production or processing, price controls, export controls, currency remittance, or the obligations of Goldcorp under its respective mining codes and stability conventions. The possibility that such governments may adopt substantially different policies or interpretations, which might extend to the expropriation of assets, may have a material adverse effect on the combined company following the Proposed Transaction. Political risk also includes the possibility of terrorism, civil or labor disturbances and political instability. No assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining authorizations nor can assurance be given that such exploration and mining authorizations will not be challenged or impugned by third parties. The effect of any of these factors may have a material adverse effect on the combined company's results of operations and financial condition.

Increased exposure to foreign exchange fluctuations and capital controls may adversely affect the combined company's earnings and the value of some of the combined company's assets.

Our reporting currency is the US dollar and the majority of our earnings and cash flows are denominated in US dollars. The operations of Goldcorp are also conducted in US dollars, but Goldcorp conducts some of its business in currencies other than the US dollar and, as a result, following the Proposed Transaction, the combined company's consolidated earnings and cash flows may be impacted by movements in the exchange rates to a greater extent than prior to the Proposed Transaction. In particular, any change in the value of the currencies of the Canadian Dollar, the Mexican Peso, the Dominican Peso, the Argentine Peso, or the Chilean Peso versus the US dollar following the Proposed Transaction could negatively impact the combined company's earnings, and could negatively impact the combined company's ability to realize all of the anticipated benefits of the Proposed Transaction.

In addition, from time to time, emerging market countries such as those in which the combined company will operate adopt measures to restrict the availability of the local currency or the repatriation of capital across borders. These measures are imposed by governments or central banks, in some cases during times of economic instability, to prevent the removal of capital or the sudden devaluation of local currencies or to maintain in-country foreign currency reserves. In addition, many emerging markets countries require consents or reporting processes before local currency earnings can be converted into U.S. dollars or other currencies and/or such earnings can be repatriated or otherwise transferred outside of the operating jurisdiction. These measures may have a number of negative effects on the combined company, reduction of the immediately available capital that the combined company could otherwise deploy for investment opportunities or the payment of expenses. In addition, measures that restrict the availability of the local currency or impose a requirement to operate in the local currency may create other practical difficulties for the company.

New legislation and tax risks in certain Goldcorp operating jurisdictions.

Goldcorp has operations and conducts business in a number of jurisdictions in which we do not currently operate or conduct business, which may increase our susceptibility to sudden tax changes. Taxation laws of these jurisdictions are complex, subject to varying interpretations and applications by the relevant tax authorities and subject to changes and revisions in the ordinary course. Any unexpected taxes imposed on the combined company could have a material and adverse impact on the combined company.

Failure by Goldcorp to comply with applicable laws prior to the Proposed Transaction could subject the combined company to adverse consequences following the Proposed Transaction.

Goldcorp is subject to anti-corruption and anti-bribery laws, including the U.S. Foreign Corrupt Practices Act and the Corruption of Foreign Public Officials Act (Canada). The foregoing laws prohibit companies from making improper payments to

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officials, require the maintenance of records and require adequate internal controls. Following the Proposed Transaction, the combined company may be liable for any violation of the foregoing laws attributable to Goldcorp prior to the Proposed Transaction.

Goldcorp is also subject to a wide variety of laws relating to the environment, health and safety, taxes, employment, labor standards, money laundering, terrorist financing and other matters.

Failure by Goldcorp to comply with any of the foregoing legislation prior to the Proposed Transaction could result in severe criminal or civil sanctions, and may subject the combined company to other liabilities, including fines, prosecution and reputational damage, all of which could have a material adverse effect on the business, consolidated results of operations and consolidated financial condition of the combined company. The compliance mechanisms and monitoring programs adopted and implemented by Goldcorp prior to the Proposed Transaction may not adequately prevent or detect possible violations of such applicable laws. Investigations by governmental authorities related to any actual or perceived violation of the foregoing laws could also have a material adverse effect on the business, consolidated results of operations, and consolidated financial condition of the combined company.

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ITEM 2.PROPERTIES (dollars in millions, except per share, per ounce and per pound amounts)

Production and Development Properties

Newmont's significant production and development properties are described below. Operating statistics for each region are presented in a table in the Operating Statistics section. In addition, Newmont holds investment interests in Canada, Colombia, Mexico and various other locations.

North America

The North America region maintains its headquarters in Elko, Nevada and operates five sites, Carlin, Phoenix, Twin Creeks, Long Canyon and Cripple Creek & Victor.

In Colorado and Nevada, various mining specific taxes are paid to state and local governments. These taxes are generally assessed on gross income from mining in Colorado at a rate of 2.25% or net proceeds from mining in Nevada at a rate of 5%.

Carlin, Nevada, USA. (100% owned) Carlin is located 25 miles west of Elko, Nevada off of Interstate 80 and can be accessed by paved highway. Newmont has been mining gold at Carlin since 1965 and either owns the private fee land and unpatented mining claims, which are renewed annually, or controls the land through long-term mining leases associated with the minerals and surface area within the boundaries of the present operations. Properties held under long-term mining leases expire at varying dates over the next 40 years. With respect to a portion of the Gold Quarry pit, we pay a royalty equivalent to 16.2% of the mineral production. With respect to various other Carlin deposits, we pay third-party royalties that vary from 1% to 8% of production.

The Carlin complex consists of four open pits and four underground mines. The open pits include the Emigrant and the Gold Quarry pits in the South end of the Carlin Trend and the Silverstar and Goldstar pits in the North end of the Carlin Trend. The Emigrant open pit ceased mining operations in December 2018 while residual leaching of gold continues. The underground mines include Leeville, which is a shaft mine, along with Chukar, Pete Bajo and Exodus, which are portal mines. The majority of the underground ore as well as higher-grade surface refractory ores are processed through the roaster at Mill 6, which consists of a grinding circuit, roasting circuit and a conventional carbon-in leach circuit. Mill 6 processed approximately 3.3 million tons of ore in

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2018. Higher-grade surface oxide ores are processed by conventional milling and cyanide leaching at Mill 5. Additionally, Mill 5 operates as a flotation mill treating lower grade, non-carbonaceous, sulfidic refractory ore to produce a gold/pyrite concentrate. Mill 5 processed approximately 4.9 million tons of ore in 2018. Lower-grade surface material with suitable cyanide solubility is treated on one of four heap leach pads. Carlin is a sediment-hosted disseminated gold deposit with an available mining fleet consisting of six shovels and 47 haul trucks, which range from 150 to 250 tons.

Brownfield exploration and development for new reserves is ongoing.

Power is supplied by Wells Rural Electric Company (“WREC”) in the southern section of the property and in the northern section of the property power is partially supplied by a power plant Newmont built and placed in operations in 2008. Power generated is sold to NV Energy and then repurchased by the operations.

Carlin’s gross property, plant and mine development at December 31, 2018 was $4,331. Carlin produced 927,000 ounces of gold in 2018 and reported 12.5 million ounces of gold reserves at December 31, 2018.

Phoenix, Nevada, USA. (100% owned) Phoenix is comprised of the Phoenix operations and the Lone Tree operations. The Phoenix and Lone Tree properties are owned through fee property and unpatented mining claims, which are renewed annually.

Phoenix is an open pit operation, located approximately 10 miles south of Battle Mountain, Nevada and can be accessed by paved highway to a Newmont maintained dirt road. Phoenix was acquired through the Battle Mountain Gold merger and began operations in 2006.

Phoenix is a skarn-hosted polymetallic massive sulfide replacement deposit. The Phoenix mill produces a gravity gold concentrate and a copper/gold flotation concentrate and recovers additional gold from cyanide leaching of the flotation tails. The Phoenix surface mine’s available mining fleet consists of three shovels and twenty 240-ton haul trucks. Process facilities include a flotation mill, which processed approximately 12.2 million tons of ore in 2018, a carbon-in-leach plant, a copper leach pad and a solvent extraction electrowinning (“SX/EW”) plant. The copper leach and SX/EW plant allows for the production of copper cathode.

Brownfield exploration and development for new reserves is ongoing.

Lone Tree is an open pit operation, located approximately 20 miles northwest of Battle Mountain, Nevada and can be accessed by paved highway. Lone Tree was acquired through the Santa Fe merger and began operations in 1991.

Mining was completed in 2007, with residual leaching and ongoing reclamation activities. Lone Tree’s available mining fleet consists of two haul trucks, which range from 150 tons to 190 tons, to handle leach material for residual leaching operations. The site also has an autoclave and flotation mill, which are currently on care and maintenance.

Power is partially supplied by a power plant built by Newmont and placed in operations in 2008. Power generated is sold to NV Energy and then repurchased by the operations.

The Phoenix operations’ gross property, plant and mine development at December 31, 2018 was $1,308. The Phoenix operations produced 241,000 ounces of gold and 32 million pounds of copper in 2018. At December 31, 2018, the Phoenix operations reported 2.9 million ounces of gold reserves and 890 million pounds of copper reserves.

Twin Creeks, Nevada, USA. The Twin Creeks property is comprised of the Twin Creeks mine (100% owned) and the Turquoise Ridge joint venture (25% owned).

Twin Creeks is comprised of an open pit and an underground operation. The Twin Creeks open pit is located approximately 15 miles north of Golconda, Nevada and can be accessed by paved highway to a dirt road maintained by Newmont. The Twin Creeks open pit mine began operations in 1987 and was acquired through the Santa Fe merger in 1997. The Twin Creeks underground mine is located below and north of the Vista Pit within the Twin Creeks open pit footprint. First production for the underground mine began in August 2017 and commercial production began in July 2018. The property is owned through fee property and unpatented mining claims, which are renewed annually.

Twin Creeks is a sediment-hosted disseminated gold deposit. Higher-grade oxide ores are processed by conventional milling and cyanide leaching at the Juniper mill. Higher-grade refractory ores are processed in the Sage autoclave and lower-grade material

with suitable cyanide solubility is treated on heap leach pads. Twin Creeks' available mining fleet consists of two shovels and fourteen 240-ton haul trucks. The process facilities include an autoclave, which processed approximately 4.1 million tons of ore in 2018, an oxide mill, which processed 926,000 tons of ore in 2018, and three leach pads.

Brownfield exploration and development for new reserves is ongoing.

Power is partially supplied by a power plant Newmont built and placed in operations in 2008. Power generated is sold to NV Energy and then repurchased by the operations.

Turquoise Ridge is an underground gold mine located in Golconda, Nevada and can be accessed by a paved highway to a dirt road maintained by Newmont. Turquoise Ridge is a joint venture with a subsidiary of Barrick Gold Corporation ("Barrick"), where Barrick is the operator. We have a 25% interest in Turquoise Ridge and we report our interest on a pro rata basis. The operation includes a refractory ore deposit, which utilizes the Twin Creeks autoclave for processing. Additionally, we have a toll milling agreement with Barrick for processing capacity at Twin Creeks. The agreement has a term of seven years and provides milling capacity to Turquoise Ridge of 850,000 tons per year in 2018 and 2019 and 1.2 million tons per year from 2020 through 2024.

The Twin Creeks operations' gross property, plant and mine development at December 31, 2018 was $1,308. The Twin Creeks operation produced 359,000 ounces of gold in 2018 and reported 5.5 million ounces of attributable gold reserves at December 31, 2018.

Long Canyon, Nevada, USA. (100% owned) Long Canyon is an open pit operation located approximately 75 miles east of Elko, Nevada off of Interstate 80 and can be accessed by paved highway. Long Canyon was acquired in 2011 through the purchase of Fronteer Gold Inc. The property is owned through fee property and unpatented mining claims, which are renewed annually. Commercial production at Long Canyon was achieved in November 2016.

Long Canyon is a sediment-hosted disseminated gold deposit. Oxide ore with suitable cyanide solubility is treated on a heap leach pad. The Long Canyon available mining fleet consists of two shovels and twelve 240-ton haul trucks. Gold recovered from the leach pad is transferred as gold-bearing carbon to Carlin for refining and shipment.

Brownfield exploration and development for new reserves is ongoing.

Power is supplied by WREC.

Long Canyon's gross property, plant and mine development at December 31, 2018 was $1,155. The Long Canyon operation produced 170,000 ounces of gold in 2018 and reported 1.0 million ounces of gold reserves at December 31, 2018.

Cripple Creek & Victor, Colorado, USA. (100% owned) Cripple Creek &Victor ("CC&V") is an open pit operation, located next to the town of Victor, Colorado and can be accessed by paved highway. Newmont acquired CC&V through a purchase from AngloGold Ashanti Limited in 2015. The vast majority of the property is controlled through fee patented mining claims as well as long-term mining leases. Properties held under long-term mining leases expire at varying dates over the next 20 years. Royalties on various sections of the deposit vary up to 5% of production.

CC&V is an epithermal alkalic deposit with heap leaching and milling processing facilities located on site. Heap leaching is used to process lower-grade ore, while the mill is used to process higher-grade ore. CC&V's available mining fleet consists of two shovels and twenty-two 240-ton haul trucks. The process facilities include a mill, which processed 1.7 million tons of ore in 2018, and two valley leach facilities. Beginning in February 2018, gold concentrate inventory from CC&V is shipped and processed in Carlin, Nevada.

Brownfield exploration and development for new reserves is ongoing.

Power is supplied by Black Hills Energy.

CC&V's gross property, plant and mine development at December 31, 2018 was $830. CC&V produced 360,000 ounces of gold in 2018 and reported 3.5 million ounces of gold reserves at December 31, 2018.

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South America

The South America region maintains its headquarters in Miami, Florida and operates two sites, Yanacocha and Merian.

Yanacocha, Peru. (51.35% owned) Yanacocha is owned by Minera Yanacocha S.R.L. ("Yanacocha" or "MYSRL"), which is 51.35% owned by Newmont. The remaining interest in MYSRL is held by Compañia Minera Condesa S.A, which is 100% owned by Compañia de Minas Buenaventura S.A.A. ("Buenaventura") (43.65%) and Summit Global Management II VB (5%), a subsidiary of Sumitomo. For further information about ownership transactions during 2017 and 2018, see Note 12 to our Consolidated Financial Statements.

MYSRL and S.M.R.L. Chaupiloma Dos de Cajamarca ("Chaupiloma") (a related third party) have mining concessions granted by Peru's Geological, Mining and Metallurgical Institute. Mining concessions grant MYSRL an exclusive and irrevocable right to carry out exploration and exploitation activities within a specified area. In order to maintain these concessions, MYSRL must (i) obtain the appropriate permits and rights over the surface lands, (ii) pay annual license fees and (iii) comply with a minimum annual production obligation. For mining concessions granted prior to 2008, concessions will expire if the production obligations are not met by the end of 2028. For mining concessions granted in 2008 or thereafter, concessions will expire if minimum production is not attained by the 20th year from the date of grant.

In Peru, a revised royalty and special mining tax was introduced in October 2011. This tax is dependent on whether or not a stabilization agreement is in effect and is based on a sliding scale, between 1% and 12%. A stabilization agreement was in effect through December 2018 for operations in the La Quinua Complex.

Yanacocha is located approximately 375 miles (604 kilometers) north of Lima and 30 miles (48 kilometers) north of the city of Cajamarca and is primarily accessible by paved roads. The Yanacocha property began production in 1993 and consists of the following open pit mines: the La Quinua Complex, the Yanacocha Complex, the Carachugo Complex and Maqui Maqui. In addition, Yanacocha has four leach pads (La Quinua, Yanacocha, Carachugo and Maqui Maqui), three gold processing plants (Pampa Larga, Yanacocha Norte and La Quinua), one limestone processing facility (China Linda) and one mill (Yanacocha Gold Mill).

Yanacocha's mining activities encompass 301,000 acres (121,810 hectares) that are covered by 185 mining concessions. MYSRL holds the mining rights related to 96,338 acres (38,987 hectares), covered by 73 concessions. Chaupiloma holds the mining rights to the remaining acres and concessions and has assigned these mining concessions to Yanacocha. Each concession has an initial term of 17 to 30 years, which are renewable at Yanacocha's request for an additional 17 to 20 year term.

The La Quinua Complex is currently mining material from the La Quinua Sur and the Tapado Oeste Layback and is scheduled to finish mining operations in 2019.

The Yanacocha Complex mines material from the Yanacocha Layback and Yanacocha Pinos, which are scheduled to finish mining operations in 2019 and 2020, respectively. The Yanacocha Complex began operations in 1997 and has had limited mining operations in recent years.

The Carachugo Complex and Maqui Maqui mined material from multiple mines that are no longer in operation and de minimis residual leaching of gold continues. In addition, the Carchugo Complex processes material from the Quecher Main project, which is a new open pit within the existing footprint of Yanacocha. This project will add oxide

production at Yanacocha and will extend the life of the Yanacocha operation to 2027.

Yanacocha has three processing concessions from Peru's Ministry of Energy and Mines for its processing facilities: Cerro Yanacocha (La Quinua and Yanacocha leach pads, La Quinua and Yanacocha Norte gold recovery plants and Yanacocha Gold Mill), Yanacocha (Carachugo and Maqui Maqui leach pads and Pampa Larga gold recovery plant) and China Linda (non-metallic processing concessions). Yanacocha's gold processing plants are located adjacent to the solution storage ponds and are used to process gold-bearing solutions from Yanacocha's leach pads through a network of solution-pumping facilities. The Yanacocha Gold Mill processes high-grade gold ore to produce a gold-bearing solution for treatment at the La Quinua processing plant. The Yanacocha Gold Mill processes between 5.5 and 6.0 million tonnes per year.

Yanacocha is an epithermal type deposit of high sulfidation hosted in volcanic rock formations. Gold is associated with iron-oxides and pyrite. Material is evaluated for gold grade and cyanide solubility and then placed on leach pads or in stockpiles for

processing through the Yanacocha Gold Mill accordingly. Yanacocha's available mining fleet consists of two shovels, four excavators, two loaders and thirty-one 240-tonne haul trucks.

Brownfield exploration and development for new reserves is ongoing, including the development of the Quecher Main project within the existing footprint of Yanacocha. In addition, we continue to evaluate the potential for mining sulfide gold and copper mineralization.

Power is supplied to the operation by Engie Energia Peru SA.

Yanacocha's gross property, plant and mine development at December 31, 2018 was $4,490. Yanacocha produced 515,000 ounces of gold (271,000 attributable ounces of gold) in 2018 and reported 3.8 million attributable ounces of gold reserves and 740 million pounds of copper reserves at December 31, 2018.

MYSRL also owns the Conga project, which is located approximately 16 miles (25 kilometers) northeast of Yanacocha and is currently in care and maintenance. Due to uncertainty surrounding the project and political risks related to the project's development, the Company has allocated its exploration and development capital to other projects in recent years. Should the Company be unable to develop the Conga project, the Company may have to consider other alternatives for the project, which may result in a future impairment charge for the project. See Item 1A, Risk Factors, above for further information.

Merian, Suriname. (75% owned) The Merian gold mine ("Merian") is owned 75% by Newmont Suriname, LLC ("Newmont Suriname") (formerly known as Suriname Gold Company LLC and 100% indirectly owned by Newmont Mining Corporation) and 25% by Staatsolie (a company wholly owned by the Republic of Suriname).

Merian is located in Suriname, approximately 40 miles (66 kilometers) south of the town of Moengo and 19 miles (30 kilometers) north of the Nassau Mountains, close to the French Guiana border. The site is accessible by paved road from Paramaribo to Moengo and a dirt road maintained mainly by the Company.

Newmont's interest in the Merian mine was acquired through a Right of Exploitation as defined in a Mineral Agreement. The Right of Exploitation was registered in November 2014, spans a period of 25 years and covers an area of 41,484 acres (16,788 hectares). Newmont Suriname is subject to a 6% net smelter return royalty to the Republic of Suriname payable in gold bullion or cash distributions at the election of the government.

Merian reached commercial production in October 2016 and the operation currently includes the Merian 2 open pit and the Maraba open pit. The Maraba pit was added in January 2018 and a third pit is expected to be added in 2021. All of the gold mineralization at Merian is closely associated with quartz veining within siltstone and sandstone formations. Merian's available mining fleet consists of two shovels, four mining excavators and thirty-five 150-tonne haul trucks.

Merian includes processing facilities that utilize a conventional gold mill, primary crusher and processing plant, consisting of a comminution plant, including gravity and cyanide leach processes, with recovery by carbon-in-leach, elution, electrowinning and induction furnace smelting to produce a gold doré product. It has a nameplate capacity of 12 million tonnes per year, reducing later to 10 million tonnes per year when the mill feed will be predominantly from fresh rock. Maintenance facilities, camp facilities with a capacity of 1,650 workers and various offices complete the site.

Brownfield exploration and development for new reserves is ongoing.

Power for the property is self-generated using on-site heavy fuel oil driven generators.

Merian’s gross property, plant and mine development at December 31, 2018 was $1,046. Merian produced 534,000 ounces of gold (400,000 attributable ounces of gold) in 2018 and reported 3.7 million attributable ounces of gold reserves at December 31, 2018.

Australia

The Australia region maintains its headquarters in Perth, Australia and operates three sites, Boddington, Tanami and Kalgoorlie.

Aboriginal land rights in Australia, which recognize the traditional rights and customs of Aboriginal people, are governed by the Commonwealth Native Title Act and certain other Acts specific to individual states and territories. The Commonwealth Native Title

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Act was enacted in 1993 following a decision in the High Court of Australia, which held that Aboriginal people, who have maintained a continuing connection with their land according to their traditional laws and customs, may hold certain rights which should be recognized under Australian common law. In the Northern Territory, where the Tanami operation is located, the Aboriginal Land Rights Act (“ALRA”) was introduced in 1976, which established an Aboriginal Land rights regime. Under the ALRA, approximately 50% of the land in the Northern Territory is Aboriginal freehold land.

All of Newmont’s operations in Australia take place on land that falls under the custodianship of Aboriginal people. Newmont does not consider that native title claims or determined areas where rights have been established are an impediment to the operation of existing mines. Newmont has existing agreements with the traditional owners of the land utilized by our Tanami and Boddington operations. A number of overlapping native title claims have been registered in the Goldfields region of Western Australia, which is where our Kalgoorlie operations are located. Any future agreements would depend on a determination of native title, which is likely to take many years. If successful, a native title determination could give rights to compensation claims in the future. Throughout Australia, new exploratory and mining tenements may require native title agreements to be entered into and will be subject to a negotiation process, which often gives rise to compensation payments and heritage survey protocols.

In Australia, various ad valorem royalties and taxes are paid to state and territorial governments, typically based on a percentage of gross revenues or earnings. Aboriginal groups have negotiated compensation/royalty payments as a condition to granting access to areas where native title rights are determined or where they own the land.

Boddington, Australia. (100% owned) Boddington is located 81 miles (130 kilometers) southeast of Perth in Western Australia and is accessible primarily by paved road. Boddington has been wholly owned since June 2009 when Newmont acquired the final 33.33% interest from AngloGold Ashanti Australia Limited.

The Boddington project area comprises 46,697 acres (18,898 hectares) of mining tenure leased from the State of Western Australia, of which 21,018 acres (8,506 hectares) is subleased from the South 32 Worsley Joint Venturers. The total project area is comprised of multiple leases that expire between 2020 and 2039. Royalties are paid to the state government at 2.5% for gold and 5% for copper based on revenue. Shipping and treatment and refining costs are allowable deductions from revenue for royalty calculations for copper. The additional profit based royalty payable to AngloGold Ashanti was capped at $100 and was paid in full. Newmont owns 74,474 acres (30,139 hectares) of rural freehold property, some of which overlaps existing mining tenure.

Boddington consists of greenstone diorite hosted mineralization and activities continue to develop the known reserve. The mine operates two pits (North and South Pits), utilizing three electric rope shovels as its prime ex-pit material movers with a fleet of 39 production haul trucks and a fleet of ancillary equipment as required. Boddington has a current capacity to mine approximately 235,000 tonnes of material per day. The milling plant includes a three-stage crushing facility (two primary crushers, six secondary crushers and four high-pressure grinding rolls), four ball mills, a flotation circuit and a carbon-in-leach circuit. The flotation circuit process recovers gold-copper concentrate before the material is then processed by a traditional carbon-in-leach circuit where the remaining gold is recovered to produce doré.

Mining operations consist of two open pit operations located adjacent to each other. The processing plant has a nominal capacity to process approximately 40 million tonnes of ore per year with optimization projects underway to further increase this capacity.

Brownfield exploration and development for new reserves is ongoing.

Power for the operation is sourced through the local power grid under a long-term power purchase agreement with Bluewaters Power.

Boddington's gross property, plant and mine development at December 31, 2018 was $4,168. Boddington produced 709,000 ounces of gold and 77 million pounds of copper in 2018. At December 31, 2018, Boddington reported 12.4 million ounces of gold reserves and 1,250 million pounds of copper reserves.

Tanami, Australia. (100% owned) Tanami is located in the Northern Territory approximately 342 miles (550 kilometers) northwest of Alice Springs. The underground mining infrastructure and operation is located at Dead Bullock Soak ("DBS"). The processing infrastructure is located 25 miles (40 kilometers) to the east of the mining operations at the Granites. Ore is transported by road train from DBS underground to the processing facility at the Granites. Supply of materials for the operations is done primarily by road, while the workforce for Tanami utilizes a fly-in/fly-out program. Gold was first discovered and mined in the area around 1900. Newmont's landholdings at Tanami consist of mineral leases and exploration licenses. Additionally, Newmont operates through

agreements with the Central Land Council who represent the Warlpiri people. Newmont acquired its ownership in the mine in 2002, as a result of the merger with Normandy Mining Limited ("Normandy").

The Newmont Tanami Operations has an area of 1,010,167 acres (408,800 hectares) of exploration licenses and 12,837 acres (5,195 hectares) of mineral leases granted pursuant to the Northern Territory Mineral Titles Act. The total project area is comprised of multiple leases and licenses that expire between 2019 and 2036. The operation has been granted authorization via the Northern Territory Mining Management Act to undertake mining activities on these mineral leases. For the exploration licenses, Tanami is required to make an annual administration payment to the Central Land Council for each of the Deeds for Exploration, equivalent to 5% of the audited exploration costs incurred in the relevant year minus a minimum payment made in the first quarter of each year.

In accordance with the Northern Territory Mineral Royalties Act, Newmont is obligated to pay a profit based royalty of 20% to the Northern Territory government. The operation is located on Aboriginal Freehold Land granted under the Northern Territory Aboriginal Land Rights Act which requires Newmont to hold a mining agreement with the traditional owners on which the operation is located. The Mining Agreement is managed by the Central Land Council as per the statutory requirements of the Aboriginal Land Rights Act. This agreement also provides for compensation payments to the traditional owners.

Mining operations are predominantly focused on the Callie and Auron ore bodies in the underground mine at DBS. Tanami consists of sediment hosted sheeted quartz vein mineralization.

Tanami, as an underground mining operation, has a fleet of 10 underground loaders and 20 haul trucks, each with a 60-tonne payload. The processing plant was originally commissioned in 1986. The processing plant facilities were expanded and upgraded during the third quarter of 2017 and currently consist of a crushing plant, a grinding circuit, gravity carbon in pulp tanks and a conventional tailings disposal facility.

Brownfield exploration and development for new reserves is ongoing with the main focus being underground ore definition drilling of the Auron ore body and drilling of the Federation ore body.

Power for the operations is exclusively sourced from diesel generators which are owned and operated by Pacific Energy Pty (KPS) Ltd. In December 2017, the Board of Directors approved the full funding of the Tanami Power project. Beginning in the first half of 2019, the Tanami Power project will lower power costs, mitigate fuel supply risk and reduce carbon emissions through the construction of a 280 mile (450 kilometer) natural gas pipeline connecting the Tanami site to the Amadeus Gas Pipeline, and construction and operation of two on-site power stations. The gas supply, gas transmission and power purchase agreements are for a ten year term with options to extend.

Tanami's gross property, plant and mine development at December 31, 2018 was $1,651. Tanami produced 496,000 ounces of gold in 2018 and reported 4.7 million ounces of gold reserves at December 31, 2018.

Kalgoorlie, Australia. (50% owned) Kalgoorlie is located 373 miles (600 kilometers) east of Perth in Western Australia and is accessible primarily by paved road. Kalgoorlie is a joint venture with Barrick and Newmont is the operator. We report our interest in Kalgoorlie on a pro rata basis.

Kalgoorlie comprises the Fimiston open pit (commonly referred to as the Super Pit) and the Mt Charlotte underground mine. The processing plant includes the Fimiston processing plant, adjacent to the City of Kalgoorlie-Boulder and the Gidji processing plant, located approximately 12 miles (20 kilometers) north of the Fimiston processing plant in the City of Kalgoorlie-Boulder. The Fimiston processing plant is licensed to process approximately 14.5 million tonnes of ore per year. Gold was first discovered in the area in 1893. In 1989, Kalgoorlie Consolidated Gold Mine Pty Ltd ("KCGM") was formed to manage the assets and operations of the joint venture partners. Newmont acquired its

ownership in the mine in 2002 as part of the merger with Normandy.

Kalgoorlie consists of greenstone dolerite hosted mineralization. The Kalgoorlie operation encompasses approximately 82,026 acres (33,195 hectares), comprising 63,726 acres (25,789 hectares) of mining leases and other general purpose leases, 17,693 acres (7,160 hectares) of exploration and prospecting licenses and 5,995 acres (2,426 hectares) of miscellaneous licenses held for easements and rights-of-way. The Kalgoorlie operation is obligated to pay a 2.5% royalty on production to the Western Australia state government. Mining and processing operations and facilities are located on properties held under leases which expire at varying dates over the next 21 years. All core mining leases contain options to renew.

The Fimiston plant processes ore from the Super Pit and Mt Charlotte mine. Both ores are processed via two milling circuits which consist of two semi-autogenous grinding (“SAG”) mills and associated ball mills which are capable of treating up to 44,000 tonnes per day. After crushing and during milling, gold is extracted via gravity processes. The remaining material is processed via bulk sulfide flotation to produce a gold-bearing sulfide concentrate, which is subsequently leached after ultra-fine grinding at Fimiston, or is filtered and moved to the Gidji ultra-fine grinding processing plant. The flotation tailings are also leached at Fimiston by two carbon in pulp leaching circuits. Loaded carbon from both Fimiston and Gidji is treated at the centralized Fimiston elution and electrowinning facility. The gold-bearing deposits from the electrowinning circuits are removed periodically from the cathodes and smelted to produce doré gold bars. Excess concentrate, which is unable to be treated on site, is sold to overseas smelters for processing. Concentrate is treated at Gidji through 35-tonne-per-hour (tph) and 10 tph ultra-fine grinding mills and at Fimiston through a 13 tph ultra-fine grinding mill. The open pit operations utilize a fleet of three shovels, one loader, 40 haul trucks, as well as other ancillary equipment. The Mt Charlotte underground mine utilizes underground loaders, a combination of 50 and 60 tonne trucks and drills to enable ore extraction.

Brownfield exploration and development for new reserves is ongoing at both the Mt Charlotte underground operation and the Fimiston open pit operation.

Power for the operations is supplied through Newmont Power Pty Ltd (a wholly-owned Newmont entity). Newmont Power Pty Ltd sources the power through a combination of purchase from the gas fired power plant in which Newmont holds a 50% interest and through purchase from the local power grid.

Kalgoorlie’s gross property, plant and mine development at December 31, 2018 was $473. Kalgoorlie produced 318,000 attributable ounces of gold in 2018 and reported 3.7 million attributable ounces of gold reserves at December 31, 2018.

Africa

The Africa region maintains its headquarters in Accra, Ghana and operates two sites, Ahafo and Akyem.

In December 2003, Ghana’s Parliament unanimously ratified an Investment Agreement (“IA”) between Newmont and the government of Ghana. The IA established a fixed fiscal and legal regime, including fixed royalty and tax rates, for the life of any Newmont project in Ghana. In December 2015, Ghana’s Parliament ratified the Revised Investment Agreements (“Ghana Investment Agreements” or “Revised IAs”). Currently, the maximum corporate income tax remains at 32.5% and royalties are paid on a sliding scale system that is based on average monthly gold prices. The rates range from 3% to 5% of revenues (plus an additional 0.6% for any production from forest reserve areas). The government of Ghana is also entitled to receive 10% of a project’s net cash flow after reaching specific production milestones by receiving 1/9th of the total amount paid as dividends to Newmont shareholders. When the average quoted gold price exceeds $1,300 per ounce within a calendar year, an advance payment on these amounts of 0.6% of total revenues is required. The Ghana Investment Agreements also contain commitments with respect to job training for local Ghanaians, community development, purchasing of local goods and services and environmental protection.

The Ghana Investment Agreements also include a change in tax stabilization from life of mine to 15 years from commercial production for each mine. In October 2017, the government of Ghana approved Newmont’s request to extend the stability period of the Revised IAs at the Ahafo operations for five years to December 31, 2025. The extension was approved based on Newmont’s commitment to invest at least $300 for the Subika Underground and Ahafo Mill Expansion projects. This commitment was completed during the fourth quarter of 2018.

See Item 1A, Risk Factors for a description of risks inherent in contracts with governments.

The Ahafo and Akyem mines operate using electrical power generated by the Volta River Authority along with supplemental power generation capacity built by Newmont.

Ahafo, Ghana. (100% owned) Ahafo is located near Kenyasi in the Brong Ahafo Region of Ghana, approximately 180 miles (290 kilometers) northwest of the national capital city of Accra, and is accessible by paved roads. In 2002, Newmont acquired 50% of Ahafo as a result of the merger with Normandy. In 2003, Newmont purchased the remaining interest from Moydow Mines International Inc. ("Moydow"), thereby making it a wholly owned subsidiary. The Ahafo mine commenced commercial production in 2006 and currently operates a mill, two pits and an underground operation.

The Ahafo operations cover an area of approximately 137,000 acres (55,000 hectares) for the mining lease concession with current mine take area of approximately 18,700 acres (7,600 hectares) that has been fully compensated and approximately 6,500 acres (2,600 hectares) of mining area that has not been fully compensated (i.e. payment would be necessary to move people from their land). The Ahafo mine operates on three mining leases between the Government of Ghana and Newmont Ghana Gold Ltd. The leases grant the exclusive rights to work, develop and produce gold in the lease area, including the processing, storing and transportation of ore and materials. The leases require Ahafo to respect or perform certain financial and statutory reporting obligations and expire in approximately 13 years and are renewable subject to certain conditions. Ahafo pays a royalty of 2% on net smelter returns to Franco-Nevada for all gold ounces recovered from areas previously owned by Moydow and a sliding scale royalty based on the average monthly gold price up to 5% on gold production to the government of Ghana.

The Ahafo mine is composed of three orogenic gold deposits that have oxide and primary mineralization. Gold occurs primarily in pyrite and secondarily as native gold in quartz veins. Ahafo has two active open pits, Subika and Awonsu. Subika added an underground operation, which reached commercial production in November 2018, and Awonsu is progressing towards future laybacks. The available mining fleet for surface mining consists of three shovels and thirty-eight 141-tonne haul trucks. The available mining fleet for underground mining consists of five underground loaders and eight haul trucks, each with a 60-tonne payload. The daily production rate is approximately 95,000 tonnes. The processing plant was commissioned in 2006 to process 7.5 million tonnes of primary and oxide ore per year. With the depletion of oxide ore, the current plant throughput has decreased to 6.5 million tonnes per year. The processing plant consists of a crushing plant, a grinding circuit, carbon in leach tanks, elution circuit, counter current decantation circuit and a tailings disposal facility.

The Ahafo Mill Expansion, an ongoing development project, will expand the existing plant by approximately 3.5 million tonnes per year through the installation of a new crusher, a single stage SAG mill and two leach tanks.

Ahafo’s gross property, plant and mine development at December 31, 2018 was $2,218. Ahafo produced 436,000 ounces of gold in 2018 and reported 9.7 million ounces of gold reserves at December 31, 2018.

Akyem, Ghana. (100% owned) Akyem is located in Birim North District of the Eastern Region of Ghana, approximately 80 miles (125 kilometers) northwest of the national capital city of Accra, and is accessible by paved roads. In 2002, Newmont acquired 85% of Akyem as a result of the merger with Normandy. In 2006, Newmont acquired the remaining 15% from Kenbert Mines Ltd. The Akyem operations are comprised of one mill and one open pit mine, and commenced commercial production in October 2013.

The Akyem operations have an area of approximately 15,500 acres (6,000 hectares) for the mining lease concession. The Akyem mine operates on two mining leases between the Government of Ghana and Newmont Golden Ridge Limited. The leases grant the exclusive rights to work, develop and produce gold, including processing, storing and transportation of ore and materials. The leases require Akyem to respect or perform certain financial and statutory reporting obligations and expire in approximately 6 years and are renewable subject to certain conditions. Akyem pays a sliding scale royalty to the government based on the average monthly gold price up to 5% on gold production. The Company also pays an additional 0.6% for mining in a forest reserve area.

The Akyem mine is an orogenic gold deposit that has oxide and primary mineralization. The deposit is localized in the Akyem fault zone and gold mineralization is controlled by a series of brittle fracture zones located within the fault zone. The Akyem mine is an open pit mine consisting of a large main pit and a smaller east pit, connected near the surface. The planned pit covers an area of approximately 345 acres (139 hectares). The available mining fleet consists of two shovels, two excavators and nineteen 136-tonne haul trucks. The daily production rate is approximately 88,000 tonnes. The Akyem processing plant was commissioned in 2013 to treat an average of 8.5 million tonnes of ore annually. With the depletion of oxide ore, the current plant throughput has decreased to 7.7 million tonnes per year.

The processing plant consists of a crushing plant, a SAG and ball milling circuit, carbon-in-leach, elution and bullion smelting facilities and a tailings storage facility.

Exploration efforts at Akyem are focused on defining the extension of the known mineralization below the planned pit shell as well as investigating the underground potential of the deposit.

Akyem's gross property, plant and mine development at December 31, 2018 was $1,410. Akyem produced 414,000 ounces of gold in 2018 and reported 2.2 million ounces of gold reserves at December 31, 2018.

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Operating Statistics

The following tables detail operating statistics related to gold production, ounces sold and production costs per ounce of our continuing operations:

	North America			South America		
Years Ended December 31,	2018	2017	2016	2018	2017	2016
Tons mined (000 dry short tons):						
Open pit	230,558	252,086	218,411	99,793	104,763	104,713
Underground	3,024	2,979	2,864	—	—	—
Tons processed (000 dry short tons):						
Mill	25,879	25,406	25,941	21,666	20,690	9,006
Leach	46,034	55,289	45,109	25,405	24,082	30,639
Average ore grade (oz/ton):						
Mill	0.075	0.077	0.074	0.042	0.043	0.063
Leach	0.017	0.020	0.019	0.013	0.013	0.012
Average mill recovery rate	76.7 %	76.9 %	78.5 %	88.0 %	87.2 %	79.4 %
Ounces produced (000):						
Mill	1,453	1,485	1,501	802	752	434
Leach	604	726	523	247	296	325
Consolidated	2,057	2,211	2,024	1,049	1,048	759
Attributable	2,057	2,211	2,024	671	660	414
Consolidated ounces sold (000)	2,052	2,204	1,990	1,060	1,046	736
Production costs per ounce sold: (1)						
Direct mining and production costs	$ 753	$ 706	$ 729	$ 593	$ 639	$ 737
By-product credits	(8)	(9)	(11)	(19)	(17)	(11)
Royalties and production taxes	12	10	15	53	54	38
Write-downs and inventory change	2	5	(34)	33	33	(5)
Costs applicable to sales	759	712	699	660	709	759
Depreciation and amortization	238	244	207	201	229	404
Reclamation accretion	6	6	6	24	45	36
Total production costs	$ 1,003	$ 962	$ 912	$ 885	$ 983	$ 1,199

All-in sustaining costs per ounce sold (2)	$ 928	$ 876	$ 854	$ 804	$ 870	$ 932

	Australia			Africa		
Years Ended December 31,	2018	2017	2016	2018	2017	2016
Tons mined (000 dry short tons):						
Open pit	103,192	114,371	126,619	71,970	74,580	75,048
Underground	3,202	3,144	3,279	1,339	279	—
Tons milled (000 dry short tons)	54,337	52,802	51,606	15,585	16,884	17,289
Average ore grade (oz/ton)	0.032	0.035	0.037	0.058	0.053	0.052
Average mill recovery rate	87.4 %	86.1 %	86.4 %	92.6 %	92.3 %	91.1 %
Ounces produced (000):						
Mill	1,523	1,573	1,641	850	822	819
Consolidated	1,523	1,573	1,641	850	822	819
Consolidated ounces sold (000)	1,553	1,558	1,624	851	824	822
Production costs per ounce sold: (1)						
Direct mining and production costs	$ 681	$ 673	$ 605	$ 592	$ 573	$ 553
By-product credits	(7)	(8)	(7)	(2)	(2)	(2)
Royalties and production taxes	32	32	32	55	51	50
Write-downs and inventory change	3	(25)	—	—	33	65
Costs applicable to sales	709	672	630	645	655	666
Depreciation and amortization	133	134	135	301	277	271
Reclamation accretion	8	7	7	9	9	7
Total production costs	$ 850	$ 813	$ 772	$ 955	$ 941	$ 944
All-in sustaining costs per ounce sold (2)	$ 845	$ 806	$ 777	$ 794	$ 785	$ 795

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Years Ended December 31,	Total Gold 2018	2017	2016
Tons mined (000 dry short tons):			
Open pit	505,513	545,800	524,791
Underground	7,565	6,402	6,143
Tons processed (000 dry short tons):			
Mill	117,467	115,782	103,842
Leach	71,439	79,371	75,748
Average ore grade (oz/ton):			
Mill	0.047	0.048	0.051
Leach	0.016	0.018	0.016
Average mill recovery rate	84.6 %	84.0 %	83.6 %
Ounces produced (000):			
Mill	4,628	4,632	4,395
Leach	851	1,022	848
Consolidated	5,479	5,654	5,243
Attributable	5,101	5,266	4,898
Consolidated ounces sold (000)	5,516	5,632	5,172
Production costs per ounce sold: (1)			
Direct mining and production costs	$ 677	$ 665	$ 664
By-product credits	(9)	(9)	(8)
Royalties and production taxes	32	30	29
Write-downs and inventory change	8	6	(4)
Costs applicable to sales	708	692	681
Depreciation and amortization	213	217	225
Reclamation accretion	10	14	11
Total production costs	$ 931	$ 923	$ 917
All-in sustaining costs per ounce sold (2)	$ 909	$ 890	$ 880

The following table details operating statistics related to copper production, pounds sold and production costs per pound.

Years Ended December 31,	North America 2018	2017	2016	Australia 2018	2017	2016
Tons milled (000 dry short tons)	12,163	11,692	12,057	44,354	42,994	41,813
Average milled grade	0.09 %	0.10 %	0.13 %	0.12 %	0.13 %	0.13 %
Average mill recovery rate	70.5 %	70.9 %	70.5 %	79.7 %	78.9 %	79.4 %
Tons leached (000 dry short tons)	7,348	5,728	7,725	—	—	—
Average leached grade	0.27 %	0.26 %	0.21 %	—	—	—
Consolidated pounds produced (millions)	32	33	42	77	80	77

Consolidated tonnes produced (thousands)	14	15	19	35	36	35
Consolidated pounds sold (millions)	30	32	40	80	79	76
Production costs per pound sold: (1)						
Costs applicable to sales	$ 1.83	$ 1.73	$ 2.23	$ 1.64	$ 1.37	$ 1.67
Depreciation and amortization	0.49	0.46	0.66	0.30	0.27	0.32
Reclamation accretion	0.04	0.04	0.04	0.02	0.02	0.02
Total production costs	$ 2.36	$ 2.23	$ 2.93	$ 1.96	$ 1.66	$ 2.01
All-in sustaining costs per pound sold (2)	$ 2.24	$ 2.09	$ 2.60	$ 1.94	$ 1.69	$ 2.00

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	Total Copper					
Years Ended December 31,	2018		2017		2016	
Tons milled (000 dry short tons)	56,517		54,686		53,870	
Average milled grade	0.11	%	0.12	%	0.13	%
Average mill recovery rate	78.2	%	77.5	%	77.4	%
Tons leached (000 dry short tons)	7,348		5,728		7,725	
Average leached grade	0.27	%	0.26	%	0.21	%
Consolidated pounds produced (millions)	109		113		119	
Consolidated tonnes produced (thousands)	49		51		54	
Consolidated pounds sold (millions)	110		111		116	
Production costs per pound sold: (1)						
Costs applicable to sales	$ 1.69		$ 1.47		$ 1.85	
Depreciation and amortization	0.35		0.33		0.44	
Reclamation accretion	0.03		0.02		0.03	
Total production costs	$ 2.07		$ 1.82		$ 2.32	
All-in sustaining costs per pound sold (2)	$ 2.02		$ 1.80		$ 2.21	

(1) Production costs do not include items that are included in sustaining costs such as General and administrative; Exploration; Advanced projects, research and development; Other expense, net and Sustaining capital.

(2) All-In Sustaining Costs is a non-GAAP financial measure. See Non-GAAP Financial Measures beginning on page 80.

Proven and Probable Reserves

We had attributable proven and probable gold reserves of 65.4 million ounces at December 31, 2018. For 2018 and 2017, reserves were calculated at a gold price assumption of $1,200 or A$1,600 per ounce. Our 2018 reserves would increase by 7% (5 million ounces), or decline by 13% (8 million ounces), if calculated at a $1,300 and $1,100 per ounce gold price, respectively, with all other assumptions remaining constant.

At December 31, 2018, our attributable proven and probable gold reserves in North America were 25.2 million ounces. Outside of North America, year-end attributable proven and probable gold reserves were 40.2 million ounces, including 7.5 million ounces in South America, 20.7 million ounces in Australia and 12.0 million ounces in Africa.

Our attributable proven and probable copper reserves at December 31, 2018 were 2,880 million pounds. For 2018 and 2017, reserves were calculated at a copper price assumption of $2.50 or A$3.35 per pound.

Our attributable proven and probable silver reserves at December 31, 2018 were 85.7 million ounces. For 2018 and 2017, reserves were calculated at a silver price assumption of $16 per ounce. Silver reserves are generally a by-product of gold and/or copper reserves, with significant enough levels to be estimated and included in calculations for mine planning and operations.

Under our current mining plans, all of our reserves are located on fee property or mining claims or will be depleted during the terms of existing mining licenses or concessions, or where applicable, any assured renewal or extension periods for such licenses or concessions.

Proven and probable reserves are based on extensive drilling, sampling, mine modeling and metallurgical testing from which we determined economic feasibility. Metal price assumptions, adjusted for our exchange rate assumption, follow SEC guidance not to exceed a three year trailing average. The price sensitivity of reserves depends upon several factors including grade, metallurgical recovery, operating cost, waste-to-ore ratio and ore type. Metallurgical recovery rates vary depending on the metallurgical properties of each deposit and the production process used. The reserve tables below list the average metallurgical recovery rate for each deposit, which takes into account the relevant processing methods. The cut-off grade, or lowest grade of mineralization considered economic to process, varies with material type, price, metallurgical recoveries, operating costs and co- or by-product credits.

The proven and probable reserve figures presented herein are estimates based on information available at the time of calculation. No assurance can be given that the indicated levels of recovery of gold and copper will be realized. Ounces of gold or pounds of copper included in the proven and probable reserves are those contained prior to losses during metallurgical treatment. Reserve estimates may require revision based on actual production. Market fluctuations in the price of gold and copper, as well as increased

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production costs or reduced metallurgical recovery rates, could render certain proven and probable reserves containing higher cost reserves uneconomic to exploit and might result in a reduction of reserves.

We publish reserves annually, and will recalculate reserves at December 31, 2019, taking into account metal prices, changes, if any, to future production and capital costs, divestments and depletion as well as any acquisitions and additions during 2019.

The following tables detail gold proven and probable reserves reflecting only those reserves attributable to Newmont's ownership or economic interest at December 31, 2018 and 2017:

eserves At December 31, 2018 (1)

		Proven Reserves			Probable Reserves			Proven and Probable Reserves			
s/Districts	Newmont Share	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Metallur Recovery
merica											
Open Pits	100%	1,700	0.088	140	118,200	0.047	5,550	119,900	0.048	5,690	73%
Leach Pad	100%	—		—	73,500	0.009	650	73,500	0.009	650	51%
Stockpiles	100%	18,700	0.067	1,250	—		—	18,700	0.067	1,250	84%
round (7)	100%	8,400	0.305	2,580	7,900	0.293	2,290	16,300	0.300	4,870	83%
arlin,		28,800	0.138	3,970	199,600	0.043	8,490	228,400	0.055	12,460	77%
x (8)	100%	13,200	0.022	290	133,200	0.019	2,530	146,400	0.019	2,820	70%
ree	100%	3,900	0.008	30	—		—	3,900	0.008	30	32%
hoenix,		17,100	0.019	320	133,200	0.019	2,530	150,300	0.019	2,850	70%
ise Ridge	25%	3,300	0.397	1,310	2,700	0.355	960	6,000	0.378	2,270	92%
reeks (10)	100%	1,400	0.086	110	26,000	0.047	1,220	27,400	0.049	1,330	77%
reeks les (6)	100%	—		—	31,300	0.061	1,910	31,300	0.061	1,910	71%
win Nevada		4,700	0.302	1,420	60,000	0.068	4,090	64,700	0.085	5,510	81%
anyon, (11)	100%	700	0.064	50	23,900	0.038	920	24,600	0.039	970	76%
(12)	100%	123,000	0.016	1,940	30,900	0.013	400	153,900	0.015	2,340	59%
Leach)	100%	—		—	41,900	0.025	1,050	41,900	0.025	1,050	57%
Stockpiles	100%	900	0.070	60	—		—	900	0.070	60	82%
C&V, lo		123,900	0.016	2,000	72,800	0.020	1,450	196,700	0.018	3,450	59%
		175,200	0.044	7,760	489,500	0.036	17,480	664,700	0.038	25,240	78%
merica											

cha Open)	51.35%	7,500	0.020	150	111,500	0.019	2,060	119,000	0.019	2,210	64%
cha Leach)	51.35%	7,200	0.022	160	—		—	7,200	0.022	160	70%
cha les (6)	51.35%	2,300	0.035	80	1,600	0.056	90	3,900	0.044	170	80%
cha round (14)	51.35%	—		—	6,200	0.204	1,270	6,200	0.204	1,270	97%
anacocha,		17,000	0.023	390	119,300	0.029	3,420	136,300	0.028	3,810	76%
, Suriname	75%	39,200	0.044	1,720	63,400	0.032	2,010	102,600	0.036	3,730	93%
		56,200	0.038	2,110	182,700	0.030	5,430	238,900	0.032	7,540	82%
ia											
gton Open	100%	264,900	0.021	5,520	265,000	0.021	5,470	529,900	0.021	10,990	83%
gton les (6)	100%	7,600	0.020	150	94,800	0.013	1,210	102,400	0.013	1,360	77%
oddington, n Australia		272,500	0.021	5,670	359,800	0.019	6,680	632,300	0.020	12,350	83%
, Northern y (17)	100%	11,200	0.159	1,780	18,000	0.162	2,910	29,200	0.161	4,690	97%
rlie Open round (18)	50%	4,600	0.059	270	27,500	0.063	1,720	32,100	0.062	1,990	83%
rlie les (6)	50%	18,400	0.030	560	55,800	0.020	1,100	74,200	0.022	1,660	74%
algoorlie, n Australia		23,000	0.036	830	83,300	0.034	2,820	106,300	0.034	3,650	79%
		306,700	0.027	8,280	461,100	0.027	12,410	767,800	0.027	20,690	84%
South Open)	100%	17,600	0.070	1,230	53,600	0.054	2,870	71,200	0.058	4,100	91%
round (20)	100%	—		—	8,300	0.138	1,150	8,300	0.138	1,150	94%
Stockpiles	100%	41,700	0.027	1,130	—		—	41,700	0.027	1,130	87%
hafo Ghana		59,300	0.040	2,360	61,900	0.065	4,020	121,200	0.053	6,380	91%
North, (21)	100%	—		—	48,000	0.070	3,350	48,000	0.070	3,350	91%
Open Pit	100%	9,100	0.049	450	28,600	0.049	1,410	37,700	0.049	1,860	90%
Stockpiles	100%	14,300	0.026	380	—		—	14,300	0.026	380	89%
kyem,		23,400	0.035	830	28,600	0.049	1,410	52,000	0.043	2,240	89%
		82,700	0.038	3,190	138,500	0.063	8,780	221,200	0.054	11,970	91%
old		620,800	0.034	21,340	1,271,800	0.035	44,100	1,892,600	0.035	65,440	83%

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eserves At December 31, 2017 (1)

		Proven Reserves			Probable Reserves			Proven and Probable Reserves			
ts/Districts	Newmont Share	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Metallurg Recovery
America											
Open Pits	100%	2,900	0.107	310	187,700	0.040	7,450	190,600	0.041	7,760	59%
Leach Pad		—		—	67,400	0.009	580	67,400	0.009	580	58%
Stockpiles	100%	18,900	0.062	1,180	—		—	18,900	0.062	1,180	84%
ground	100%	12,000	0.297	3,550	6,400	0.278	1,760	18,400	0.291	5,310	84%
Carlin, a		33,800	0.149	5,040	261,500	0.037	9,790	295,300	0.050	14,830	70%
x	100%	6,200	0.023	140	243,700	0.016	3,890	249,900	0.016	4,030	74%
ree	100%	3,700	0.007	20	—		—	3,700	0.007	20	39%
hoenix, a		9,900	0.016	160	243,700	0.016	3,890	253,600	0.016	4,050	74%
ise Ridge	25%	2,600	0.455	1,200	1,800	0.452	780	4,400	0.454	1,980	92%
Creeks	100%	4,200	0.033	140	27,700	0.045	1,260	31,900	0.044	1,400	75%
Creeks iles (6)	100%	31,900	0.063	2,010	—		—	31,900	0.063	2,010	72%
Twin , Nevada		38,700	0.087	3,350	29,500	0.069	2,040	68,200	0.079	5,390	80%
Canyon, a	100%	900	0.066	60	20,700	0.048	1,010	21,600	0.049	1,070	76%
	100%	102,000	0.017	1,770	23,500	0.014	320	125,500	0.017	2,090	62%
Leach)	100%	—		—	45,800	0.025	1,140	45,800	0.025	1,140	56%
Stockpiles	100%	2,900	0.084	250	—		—	2,900	0.084	250	85%
C&V, do		104,900	0.019	2,020	69,300	0.021	1,460	174,200	0.020	3,480	62%
		188,200	0.057	10,630	624,700	0.029	18,190	812,900	0.035	28,820	75%
America											
ocha Open	54.05%	12,500	0.022	270	80,500	0.018	1,450	93,000	0.018	1,720	70%
ocha Leach)	54.05%	6,300	0.022	130	—		—	6,300	0.022	130	73%
ocha iles (6)	54.05%	5,100	0.042	220	—		—	5,100	0.042	220	56%
Yanacocha,		23,900	0.026	620	80,500	0.018	1,450	104,400	0.020	2,070	69%
, Suriname	75%	39,600	0.043	1,720	72,000	0.031	2,250	111,600	0.036	3,970	93%
		63,500	0.037	2,340	152,500	0.024	3,700	216,000	0.028	6,040	83%

ia											
gton Open	100%	268,800	0.021	5,570	277,700	0.020	5,680	546,500	0.021	11,250	83%
gton iles (6)	100%	15,400	0.017	260	89,100	0.013	1,140	104,500	0.013	1,400	77%
Boddington, n Australia		284,200	0.020	5,830	366,800	0.019	6,820	651,000	0.019	12,650	83%
i, Northern ry	100%	10,000	0.172	1,740	16,400	0.162	2,670	26,400	0.166	4,410	98%
rlie Open ground	50%	7,400	0.059	440	26,400	0.064	1,700	33,800	0.063	2,140	83%
rlie iles (6)	50%	75,400	0.023	1,730	—		—	75,400	0.023	1,730	74%
Kalgoorlie, n Australia		82,800	0.026	2,170	26,400	0.064	1,700	109,200	0.035	3,870	79%
		377,000	0.026	9,740	409,600	0.027	11,190	786,600	0.027	20,930	84%
South Open	100%	17,100	0.062	1,060	54,200	0.050	2,700	71,300	0.053	3,760	90%
ground	100%	—		—	11,600	0.136	1,590	11,600	0.136	1,590	93%
Stockpiles	100%	41,300	0.028	1,160	—		—	41,300	0.028	1,160	87%
Ahafo Ghana		58,400	0.038	2,220	65,800	0.065	4,290	124,200	0.052	6,510	90%
North,	100%	—		—	48,000	0.070	3,350	48,000	0.070	3,350	91%
Open Pit	100%	13,200	0.050	660	38,400	0.048	1,840	51,600	0.048	2,500	90%
Stockpiles	100%	11,200	0.028	320	—		—	11,200	0.028	320	90%
Akyem,		24,400	0.040	980	38,400	0.048	1,840	62,800	0.045	2,820	90%
		82,800	0.038	3,200	152,200	0.062	9,480	235,000	0.054	12,680	90%
Gold		711,500	0.036	25,910	1,339,000	0.032	42,560	2,050,500	0.033	68,470	81%

(1) The term "reserve" means that part of a mineral deposit that can be economically and legally extracted or produced at the time of the reserve determination.

The term "economically," as used in the definition of reserve, means that profitable extraction or production has been established or analytically demonstrated in a feasibility study to be viable and justifiable under reasonable investment and market assumptions.

The term "legally," as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, Newmont must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a timeframe consistent with Newmont's current mine plans.

The term "proven reserves" means reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; (b) grade and/or quality are computed from the results of detailed sampling; and (c) the sites for inspection, sampling and measurements

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are spaced so closely and the geologic character is sufficiently defined that size, shape, depth and mineral content of reserves are well established.

The term "probable reserves" means reserves for which quantity and grade are computed from information similar to that used for proven reserves, but the sites for sampling are farther apart or are otherwise less closely spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation. Newmont classifies all reserves as Probable on its development projects until a year of production has confirmed all assumptions made in the reserve estimates.

Proven and probable reserves include gold, copper or silver attributable to Newmont's ownership or economic interest.

Proven and probable reserves were calculated using different cut-off grades. The term "cut-off grade" means the lowest grade of mineralized material considered economic to process. Cut-off grades vary between deposits depending upon prevailing economic conditions, mineability of the deposit, by-products, amenability of the ore to gold, copper or silver extraction and type of milling or leaching facilities available.

2018 and 2017 reserves were calculated at a gold price of $1,200, or A$1,600 per ounce unless otherwise noted.

(2) Tonnages include allowances for losses resulting from mining methods. Tonnages are rounded to the nearest 100,000.
(3) Ounces are estimates of metal contained in ore tonnages and do not include allowances for processing losses. Metallurgical recovery rates represent the estimated amount of metal to be recovered through metallurgical extraction processes. Ounces may not recalculate as they are rounded to the nearest 10,000.
(4) Cut-off grades utilized in 2018 reserves were as follows: oxide leach material not less than 0.006 ounce per ton; oxide mill material not less than 0.030 ounce per ton; flotation material not less than 0.016 ounce per ton; and refractory mill material not less than 0.041 ounce per ton.
(5) Leach pad material is the material on leach pads at the end of the year from which gold remains to be recovered. In-process reserves are reported separately where ounces exceed 100,000 and are greater than 5% of the total site-reported reserves.
(6) Stockpiles are comprised primarily of material that has been set aside to allow processing of higher grade material in the mills. Stockpiles increase or decrease depending on current mine plans. Stockpile reserves are reported separately where ounces exceed 100,000 and are greater than 5% of the total site-reported reserves.
(7) Cut-off grade utilized in 2018 reserves not less than 0.048 ounce per ton.
(8) Gold cut-off grade varies with level of copper and silver credits.
(9) Reserve estimates provided by Barrick, the operator of the Turquoise Ridge joint venture, as of February 13, 2019.
(10) Cut-off grades utilized in 2018 reserves were as follows: oxide leach material not less than 0.008 ounce per ton; oxide mill material not less than 0.016 ounce per ton; and refractory mill material not less than 0.046 ounce per ton.
(11) Cut-off grade utilized in 2018 reserves not less than 0.007 ounce per ton.
(12) Cut-off grades utilized in 2018 reserves were as follows: oxide mill material not less than 0.040 ounce per ton and leach material not less than 0.007 ounce per ton.
(13) Gold cut-off grades utilized in 2018 reserves were as follows: oxide leach material not less than 0.004 ounce per ton; oxide mill material not less than 0.013 ounce per ton; and refractory mill material not less than 0.040 ounce per ton.
(14) Gold cut-off grades utilized in 2018 reserves not less than 0.054 ounce per ton.
(15) Cut-off grade utilized in 2018 reserves not less than 0.010 ounce per ton.
(16) Gold cut-off grade varies with level of copper credits.
(17) Cut-off grade utilized in 2018 reserves not less than 0.047 ounce per ton.
(18) Cut-off grade utilized in 2018 in situ reserves not less than 0.026 ounce per ton.

(19) Cut-off grade utilized in 2018 reserves not less than 0.019 ounce per ton.

(20) Cut-off grade utilized in 2018 reserves not less than 0.064 ounce per ton.

(21) Includes undeveloped reserves at six pits in the Ahafo trend totaling 3.4 million ounces. Cut-off grade utilized in 2018 reserves not less than 0.014 ounce per ton.

(22) Cut-off grade utilized in 2018 reserves not less than 0.016 ounce per ton.

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The following tables detail copper proven and probable reserves reflecting only those reserves attributable to Newmont’s ownership or economic interest at December 31, 2018 and 2017:

serves At December 31, 2018(1)

		Proven Reserves			Probable Reserves			Proven and Probable Reserves			
Districts	Newmont Share	Tonnage (2) (000)	Grade (Cu %)	Pounds (3) (millions)	Tonnage (2) (000)	Grade (Cu %)	Pounds (3) (millions)	Tonnage (2) (000)	Grade (Cu %)	Pounds (3) (millions)	Metal Reco
erica											
levada											
	100%	53,200	0.21%	230	189,900	0.17%	660	243,100	0.18%	890	64%
		53,200	0.21%	230	189,900	0.17%	660	243,100	0.18%	890	64%
erica											
Open											
nd, Peru											
	51.35%	—		—	59,000	0.63%	740	59,000	0.63%	740	83%
		—		—	59,000	0.63%	740	59,000	0.63%	740	83%
n Open											
rn											
6)	100%	264,900	0.09%	500	265,000	0.11%	580	529,900	0.10%	1,080	79%
n											
ustralia											
	100%	7,600	0.08%	10	94,800	0.08%	160	102,400	0.08%	170	73%
		272,500	0.09%	510	359,800	0.10%	740	632,300	0.10%	1,250	78%
er		325,700	0.11%	740	608,700	0.18%	2,140	934,400	0.15%	2,880	77%

serves At December 31, 2017 (1)

		Proven Reserves			Probable Reserves			Proven and Probable Reserves			
istricts	Newmont Share	Tonnage (2) (000)	Grade (Cu %)	Pounds (3) (millions)	Tonnage (2) (000)	Grade (Cu %)	Pounds (3) (millions)	Tonnage (2) (000)	Grade (Cu %)	Pounds (3) (millions)	Meta Reco
erica											
evada	100%	56,300	0.21%	240	338,400	0.16%	1,090	394,700	0.17%	1,330	60%
		56,300	0.21%	240	338,400	0.16%	1,090	394,700	0.17%	1,330	60%
n Open											
n											
	100%	268,800	0.10%	520	277,700	0.11%	640	546,500	0.11%	1,160	79%
n											
ustralia											
	100%	15,400	0.09%	30	89,100	0.08%	150	104,500	0.09%	180	73%
		284,200	0.10%	550	366,800	0.11%	790	651,000	0.10%	1,340	78%

er	340,500	0.12%	790	705,200	0.13%	1,880	1,045,700	0.13%	2,670	69%

(1) See footnote (1) to the Gold Proven and Probable Reserves tables above. Copper reserves for 2018 and 2017 were calculated at a copper price of $2.50 or A$3.35 per pound.

(2) See footnote (2) to the Gold Proven and Probable Reserves tables above. Tonnages are rounded to nearest 100,000.

(3) See footnote (3) to the Gold Proven and Probable Reserves tables above. Pounds may not recalculate as they are rounded to the nearest 10 million.

(4) Copper cut-off grade varies with level of gold and silver credits.

(5) Copper cut-off grade varies with level of gold and silver credits.

(6) Copper cut-off grade varies with level of gold credits.

(7) Stockpiles are comprised primarily of material that has been set aside to allow processing of higher grade material in the mills. Stockpiles increase or decrease depending on current mine plans. Stockpiles are reported separately where pounds exceed 100 million and are greater than 5% of the total site reported reserves.

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The following tables detail silver proven and probable reserves reflecting only those reserves attributable to Newmont's ownership or economic interest at December 31, 2018 and 2017:

Reserves At December 31, 2018 (1)

		Proven Reserves			Probable Reserves			Proven and Probable Reserves			
its/Districts	Newmont Share	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Metallurg Recovery
America											
ix, Nevada	100%	13,200	0.25	3,360	133,200	0.21	28,550	146,400	0.22	31,910	38%
		13,200	0.25	3,360	133,200	0.21	28,550	146,400	0.22	31,910	38%
America											
ocha Open d ground, Peru	51.35%	7,500	0.23	1,710	65,900	0.52	34,110	73,400	0.49	35,820	46%
ocha piles, Peru (4)	51.35%	2,400	1.09	2,490	1,600	1.22	2,020	4,000	1.14	4,510	48%
ocha Leach Peru (5)	51.35%	—		—	54,600	0.25	13,460	54,600	0.25	13,460	6%
		9,900	0.43	4,200	122,100	0.41	49,590	132,000	0.41	53,790	36%
ilver		23,100	0.33	7,560	255,300	0.31	78,140	278,400	0.31	85,700	36%

Reserves At December 31, 2017 (1)

		Proven Reserves			Probable Reserves			Proven and Probable Reserves			
its/Districts	Newmont Share	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Tonnage (2) (000)	Grade (oz/ton)	Ounces (3) (000)	Metallurg Recovery
America											
ix, Nevada	100%	6,200	0.32	1,960	243,700	0.24	58,920	249,900	0.24	60,880	38%
		6,200	0.32	1,960	243,700	0.24	58,920	249,900	0.24	60,880	38%
America											
ocha Open eru	54.05%	12,500	0.23	2,860	24,100	0.20	4,730	36,600	0.21	7,590	12%
ocha piles, Peru (4)	54.05%	5,100	1.13	5,840	—		—	5,100	1.13	5,840	6%
ocha Leach Peru (5)	54.05%	—		—	55,000	0.25	13,570	55,000	0.25	13,570	6%
		17,600	0.49	8,700	79,100	0.23	18,300	96,700	0.28	27,000	8%
ilver		23,800	0.45	10,660	322,800	0.24	77,220	346,600	0.25	87,880	24%

(1) See footnote (1) to the Gold Proven and Probable Reserves tables above. Silver reserves for 2018 and 2017 were calculated at a silver price of $16.

(2) See footnote (2) to the Gold Proven and Probable Reserves tables above. Tonnages are rounded to nearest 100,000.

(3) See footnote (3) to the Gold Proven and Probable Reserves tables above.

(4) Stockpiles are comprised primarily of material that has been set aside to allow processing of higher grade material in the mills. Stockpiles increase or decrease depending on current mine plans. Stockpile reserves are reported separately where ounces exceed 100,000 and are greater than 5% of the total site-reported reserves.

(5) Leach Pad material is the material on leach pads at the end of the year from which silver remains to be recovered. In-process material reserves are reported separately where tonnage or ounces are greater than 5% of the total site-reported reserves and ounces are greater than 100,000.

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The following table reconciles 2018 and 2017 gold, copper and silver proven and probable reserves:

	Gold Ounces (in millions)	Copper Pounds	Silver Ounces
December 31, 2017	68.5	2,670	87.9
Depletion	(6.1)	(160)	(4.8)
Revisions (1)	(3.6)	(400)	(29.4)
Additions (2)	6.7	770	33.3
Divestments (3)	(0.1)	—	(1.3)
December 31, 2018	65.4	2,880	85.7

(1) Revisions are due to reclassification of reserves to mineralized material, optimizations, model updates, metal price changes and updated operating costs and recoveries. The 3.6 million ounces of negative gold revisions were largely at the Carlin (1.6 million ounces) and Phoenix (1.1 million ounces) open pit mines in North America. The Carlin revisions were due to the removal of a layback at the Gold Quarry mine which was driven by an updated pit design and geotechnical assumptions. Other revisions at Carlin were due to increased costs, lower recovery and other model changes. The Phoenix revisions were due to an updated resource model that was based on recent drilling and reduced mill recovery assumptions based on actual plant performance. A portion of the Carlin revisions and the Phoenix revisions have been reclassified as mineralized material. Future positive revisions, if any, remain subject to improvements in costs, recovery, gold price or a combination of these and other factors. The copper and silver revisions in 2018 were primarily related to the model update at Phoenix in North America.

(2) Additions are due to reserve conversions from mineralized material due to new drilling information and successful feasibility studies for first time declarations. The copper and silver additions were for first time declarations at Yanacocha.

(3) Divestments relate to the Yanacocha 5% ownership interest sale to a subsidiary of Sumitomo, reducing Newmont's ownership to 51.35%.

Mineralized Material

All of our mineralized material is located on fee property or mining claims. Mineralized material is a mineralized ore body which has been intersected by a sufficient number of closely spaced drill holes and/or underground sampling to support sufficient tonnage and average grade of metal(s) to warrant further exploration development work. The deposit does not qualify as a commercially minable ore body until it can be legally and economically extracted or produced at the time of the reserve determination. Metal price assumptions are based on approximately a twenty to thirty percent premium over reserve prices.

We had attributable gold mineralized material of 1,956 million tons at an average grade of 0.020 ounces per ton at December 31, 2018. For 2018 and 2017, attributable gold mineralized material was calculated at a gold price assumption of $1,400 or A$1,750 per ounce.

At December 31, 2018, our gold mineralized material included 995 million tons in North America, 475 million tons in South America, 428 million tons in Australia and 58 million tons in Africa.

We had attributable copper mineralized material of 1,584 million tons at a grade of 0.29% at December 31, 2018. For 2018 and 2017, attributable copper mineralized material was calculated at a copper price assumption of $3.25 or A$4.00 per pound.

We had attributable silver mineralized material of 1,135 million tons at a grade of 0.11 ounces per ton at December 31, 2018. For 2018 and 2017, attributable silver mineralized material was calculated at a silver price

assumption of $20 per ounce. Silver mineralized material is generally a by-product of gold and/or copper mineralized material estimates, with significant enough levels to be estimated and included in future calculations of potential economic extraction.

The mineralized material figures presented herein do not include that part of our mineralized material that has been converted to Proven and Probable Reserves as shown above, as they are reported exclusive of reserves, and have been estimated based on information available at the time of calculation. Market fluctuations in the price of gold, copper and silver, as well as increased production costs or reduced metallurgical recovery rates, could render certain mineralized material containing lower grades of mineralization uneconomic to exploit and might result in a reduction of mineralized material.

We will publish mineralized materials annually, and will recalculate them at December 31, 2019, taking into account metal prices, changes, if any, in future production and capital costs, divestments and conversion to reserves, as well as any acquisitions and additions during 2019.

Mineralized material is reported exclusive of reserves. Mineralized material as used in this annual report, although permitted by the SEC, does not indicate “reserves” as defined in the SEC’s Industry Guide 7. Newmont cannot be certain that any part of the

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reported mineralized material will ever be confirmed or converted into SEC Industry Guide 7 compliant "reserves." Investors are cautioned not to assume that all or any part of the mineralized material will ever be confirmed or converted into reserves or that mineralized material can be economically or legally extracted.

The following tables detail mineralized material reflecting only those that are attributable to Newmont's ownership or economic interest at December 31, 2018 and 2017:

Mineralized Material At December 31, 2018 (1)(2)

Deposits/Districts	Newmont Share	Gold Tonnage (000)	Grade (oz/ton)	Copper Tonnage (000)	Grade (Cu %)	Silver Tonnage (000)	Grade (oz/ton)
North America							
Carlin Trend Open Pit	100%	111,500	0.038	—		—	
Carlin Trend Underground	100%	3,600	0.176	—		—	
Total Carlin, Nevada		115,100	0.042	—		—	
Phoenix	100%	113,700	0.014	196,200	0.14%	113,700	0.19
Buffalo Valley	70%	15,500	0.019	—		—	
Total Phoenix, Nevada		129,200	0.015	196,200	0.14%	113,700	0.19
Twin Creeks	100%	36,500	0.063	—		—	
Twin Creeks Stockpiles (3)	100%	9,000	0.059	—		—	
Sandman	100%	1,300	0.036	—		1,300	0.20
Turquoise Ridge (4)	25%	2,000	0.231	—		—	
Total Twin Creeks, Nevada		48,800	0.068	—		1,300	0.20
Long Canyon, Nevada	100%	16,000	0.103	—		—	
CC&V, Colorado	100%	77,800	0.015	—		—	
Galore Creek, Canada (5)	50%	608,300	0.008	608,300	0.47%	608,300	0.12
		995,200	0.018	804,500	0.39%	723,300	0.13
South America							
Conga, Peru	51.35%	392,700	0.019	392,700	0.26%	392,700	0.06
Yanacocha Open Pits and Stockpiles	51.35%	42,700	0.012	2,200	0.12%	16,600	0.28
Yanacocha Underground	51.35%	2,500	0.161	—		2,200	1.48
Total Yanacocha, Peru		45,200	0.020	2,200	0.12%	18,800	0.42
Merian, Suriname	75%	37,400	0.033	—		—	
		475,300	0.020	394,900	0.26%	411,500	0.08
Australia							
Boddington, Western Australia	100%	384,600	0.016	384,600	0.12%	—	
Tanami, Northern Territory	100%	9,300	0.099	—		—	
	50%	33,800	0.044	—		—	

Kalgoorlie, Western Australia		427,700	0.020	384,600	0.12%	—	
Africa							
Ahafo South	100%	29,700	0.034	—		—	
Ahafo Underground	100%	11,000	0.140	—		—	
Total Ahafo South, Ghana		40,700	0.063	—		—	
Ahafo North Open Pits, Ghana	100%	10,800	0.048	—		—	
Akyem Open Pits	100%	2,300	0.016	—		—	
Akyem Underground	100%	4,100	0.134	—		—	
Akyem, Ghana		6,400	0.089	—		—	
		57,900	0.063	—		—	
Total		1,956,100	0.020	1,584,000	0.29%	1,134,800	0.11

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Mineralized Material At December 31, 2017 (1)(2)

Deposits/Districts	Newmont Share	Gold Tonnage (000)	Grade (oz/ton)	Copper Tonnage (000)	Grade (Cu %)	Silver Tonnage (000)	Grade (oz/ton)
North America							
Carlin Trend Open Pit	100%	91,400	0.041	—		—	
Carlin Trend Underground	100%	2,600	0.214	—		—	
Total Carlin, Nevada		94,000	0.046	—		—	
Phoenix	100%	213,100	0.013	289,200	0.13%	213,100	0.21
Buffalo Valley	70%	15,500	0.019	—		—	
Total Phoenix, Nevada		228,600	0.013	289,200	0.13%	213,100	0.21
Twin Creeks	100%	35,600	0.059	—		—	
Twin Creeks Stockpiles (3)	100%	8,500	0.059	—		—	
Sandman	100%	1,300	0.036	—		1,300	0.20
Turquoise Ridge (4)	25%	1,900	0.268	—		—	
Total Twin Creeks, Nevada		47,300	0.066	—		1,300	0.20
Long Canyon, Nevada	100%	16,000	0.103	—		—	
CC&V, Colorado	100%	69,200	0.014	—		—	
		455,100	0.029	289,200	0.13%	214,400	0.21
South America							
Conga, Peru	54.05%	413,300	0.019	413,300	0.26%	413,300	0.06
Yanacocha, Peru	54.05%	80,200	0.032	61,300	0.64%	77,100	0.52
Merian, Suriname	75%	26,700	0.044	—		—	
		520,200	0.022	474,600	0.31%	490,400	0.13
Australia							
Boddington, Western Australia	100%	301,600	0.016	301,600	0.11%	—	
Tanami, Northern Territory	100%	4,800	0.148	—		—	
Kalgoorlie, Western Australia	50%	16,800	0.034	—		—	
		323,200	0.019	301,600	0.11%	—	
Africa							
Ahafo South	100%	35,300	0.033	—		—	
Ahafo Underground	100%	11,400	0.132	—		—	
Total Ahafo South, Ghana		46,700	0.057	—		—	
Ahafo North Open Pits, Ghana	100%	10,700	0.048	—		—	
Akyem Open Pits	100%	3,100	0.015	—		—	
Akyem Underground	100%	1,300	0.137	—		—	
Akyem, Ghana		4,400	0.052	—		—	
		61,800	0.055	—		—	
Total		1,360,300	0.025	1,065,400	0.20%	704,800	0.15

(1) Mineralized material is reported exclusive of reserves. "Mineralized material" as used in this annual report, although permitted by the SEC, does not indicate "reserves" as defined in the SEC's Industry Guide 7. Newmont cannot be certain that any part of the reported mineralized material will ever be confirmed or converted into SEC Industry Guide 7 compliant "reserves." Investors are cautioned not to assume that all or any part of the mineralized material will ever be confirmed or converted into reserves or that mineralized material can be economically or legally extracted.

(2) Mineralized material for 2018 and 2017 was calculated at a gold price of $1,400 or A$1,750 per ounce. Mineralized material for 2018 and 2017 was calculated at a copper price of $3.25 or A$4.00 per pound. Mineralized material for 2018 and 2017 was calculated at a silver price of $20 per ounce. Tonnage amounts have been rounded to the nearest 100,000.

(3) Stockpiles are comprised primarily of Mineralized material that has been set aside during mining activities. Stockpiles can increase or decrease depending on changes in metal prices and other mining and processing cost and recovery factors. Stockpile Mineralized material are reported separately where tonnage exceeds 100,000 and is greater than 5% of the total site-reported mineralized material.

(4) Mineralized material estimates were provided by Barrick, the operator of the Turquoise Ridge Joint Venture.

(5) Mineralized material estimates were provided by Teck Resources, the operator of Galore Creek.

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ITEM 3.LEGAL PROCEEDINGS

For a discussion of legal proceedings, see Note 29 to the Consolidated Financial Statements.

ITEM 4.MINE SAFETY DISCLOSURES

At Newmont, safety is a core value, and we strive for superior performance. However, two tragic events occurred in 2018 which resulted in death. We deeply grieve these losses along with families, friends, colleagues and the entire Newmont family.

In April 2018, six contractors who were working on the construction of a structure at the Ahafo Mill Expansion project in Ghana were killed in a tragic accident. Newmont Ghana has fully cooperated with the Government of Ghana’s Minerals Commission to support their investigation of the accident. We remain committed to honoring our obligations and continuing to work closely with the Minerals Commission in accordance with their investigation report’s findings.

In November 2018, an Underground Technician was killed at our Pete-Bajo Operation in Nevada, when the Load-Haul-Dump (LHD) machine he had been operating underground ran over him. The event is currently under investigation by the U.S. Mine Safety and Health Administration. In addition, a Newmont team of subject matter experts are conducting an in-depth investigation into the root causes.

These tragic accidents stand as a sobering reminder that we must forever remain vigilant in continually improving our safety culture. It is with great humility and resolve that we renew our commitment to making sure our people go home safe every day. We are committed to applying what we learn from investigations of these incidents across our operations to prevent this type of event from ever happening again.

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 U.S. 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 Annual Report. The fatalities in Ghana are not represented in Exhibit 95 due to the fact that our operations in Ghana are not regulated by MSHA.

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PART II

ITEM 5.MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASE OF EQUITY SECURITIES

Our common stock is listed and principally traded on the New York Stock Exchange under the symbol "NEM." On February 14, 2019, there were 532,669,445 shares of Newmont's common stock outstanding, which were held by approximately 7,000 stockholders of record.

During the period from October 1, 2018 to December 31, 2018, 82,437 shares of Newmont's equity securities registered pursuant to Section 12 of the Exchanges Act of 1934, as amended, were purchased by the Company, or an affiliated purchaser.

Period	(a) Total Number of Shares Purchased(1)	(b) Average Price Paid Per Share(1)	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)	(d) Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased under the Plans or Programs(2)
October 1, 2018 through October 31, 2018	1,019	$ 31.19	—	$ 18,520,502
November 1, 2018 through November 30, 2018	27,297	$ 31.65	—	$ 18,520,502
December 1, 2018 through December 31, 2018	54,121	$ 34.11	53,965	$ 16,679,416

(1) The total number of shares purchased (and the average price paid per share) reflects: (i) shares purchased pursuant to the repurchase program described in (2) below; and (ii) represents shares delivered to the Company from stock awards held by employees upon vesting for the purpose of covering the recipients' tax withholding obligations, totaling 1,019 shares, 27,297 shares and 156 shares for the fiscal months of October, November and December 2018, respectively.

(2) On February 20, 2018, the Company's Board of Directors authorized a stock repurchase program, under which the Company was authorized to repurchase shares of outstanding common stock to offset the dilutive impact of employee stock award vesting in the current year, provided that the aggregate value of shares of common stock repurchased does not exceed $90 million, and no shares of common stock may be repurchased under the program after December 31, 2018. The Company repurchased 53,965 shares in the fourth quarter under the repurchase program, representing an aggregate value of $2 million, and such shares were then retired. The Board of Directors has also authorized the Company to engage in a similar program in 2019 to repurchase shares of outstanding common stock to offset the dilutive impact of employee stock award vesting in 2019, provided that the aggregate value of shares of common stock repurchased does not exceed $100 million, and no shares of common stock may be repurchased under the program after December 31, 2019. The extent to which the Company repurchases its shares, and the timing of such repurchases, will depend upon a variety of factors, including trading volume, market conditions, legal requirements, business conditions and other factors. The repurchase program may be discontinued

at any time, and the program does not obligate the Company to acquire any specific number of shares of its common stock.

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ITEM 6.SELECTED FINANCIAL DATA (dollars in millions, except per share)

	Years Ended December 31,				
	2018	2017	2016	2015	2014
Sales	$ 7,253	$ 7,379	$ 6,680	$ 6,085	$ 6,819
Income (loss) from continuing operations	$ 319	$ (71)	$ (812)	$ (161)	$ 603
Net income (loss)	$ 380	$ (109)	$ (943)	$ 280	$ 318
Net income (loss) attributable to Newmont stockholders (1)	$ 341	$ (114)	$ (629)	$ 206	$ 500
Income (loss) per common share:					
Basic:					
Continuing operations	$ 0.53	$ (0.14)	$ (0.43)	$ (0.02)	$ 1.28
Discontinued operations	0.11	(0.07)	(0.76)	0.42	(0.28)
	$ 0.64	$ (0.21)	$ (1.19)	$ 0.40	$ 1.00
Diluted:					
Continuing operations	$ 0.53	$ (0.14)	$ (0.42)	$ (0.02)	$ 1.28
Discontinued operations	0.11	(0.07)	(0.76)	0.42	(0.28)
	$ 0.64	$ (0.21)	$ (1.18)	$ 0.40	$ 1.00
Dividends declared per common share	$ 0.56	$ 0.25	$ 0.125	$ 0.10	$ 0.225

	At December 31,				
	2018	2017	2016	2015	2014
Total assets	$ 20,715	$ 20,646	$ 21,071	$ 25,224	$ 24,954
Debt, including current portion	$ 4,044	$ 4,040	$ 4,599	$ 5,842	$ 6,033
Lease and other financing obligations, including current portion	$ 217	$ 25	$ 16	$ 21	$ 7
Newmont stockholders' equity	$ 10,502	$ 10,535	$ 10,663	$ 11,294	$ 10,232

(1) Net income (loss) attributable to Newmont stockholders includes discontinued operations of $61, $(38), $(403), $219 and $(142) net of tax in 2018, 2017, 2016, 2015 and 2014, respectively.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED 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 affiliates and 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 80. References to "A$" refer to Australian currency. This item should be read in conjunction with our Consolidated Financial Statements and the notes thereto included in this annual report.

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 12 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, Ghana and Suriname.

On January 14, 2019, the Company entered into a definitive agreement (as amended by the first amendment to the arrangement agreement, dated as of February 19, 2019, the "Arrangement Agreement") to acquire all outstanding common shares of Goldcorp, Inc. ("Goldcorp") in a primarily stock transaction (the "Proposed Transaction"). Under the terms of the agreement, Goldcorp shareholders will receive 0.3280 shares of Newmont's common stock and $0.02 in cash for each Goldcorp common share they own, for a total transaction value of approximately $10 billion as of the announcement date on January 14, 2019. The transaction, which is subject to approval by both Newmont and Goldcorp shareholders, and other customary conditions and regulatory approvals, is expected to close in the second quarter of 2019. Upon closing, the combined company will be known as Newmont Goldcorp.

On November 2, 2016, Newmont completed the sale of its 48.5% economic interest in PT Newmont Nusa Tenggara ("PTNNT"), which operated the Batu Hijau copper and gold mine ("Batu Hijau") in Indonesia (the "Batu Hijau Transaction"). As a result, Newmont presents Batu Hijau as a discontinued operation for all periods presented. In the following discussion and analysis, the operating statistics, results of operations, cash flows and financial condition that we present and discuss are those of our continuing operations unless otherwise indicated. For additional information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements and the discussion in our Results of Consolidated Operations below.

We continue to focus on delivering superior operational execution to generate the financial flexibility we need to fund our best projects, make strategic partnerships focused on profitable growth, reduce debt and return cash to shareholders.

Consolidated Financial Results

The details of our Net income (loss) from continuing operations attributable to Newmont stockholders are set forth below:

Increase

	Years Ended December 31, 2018	2017	(decrease)
Net income (loss) from continuing operations attributable to Newmont stockholders	$ 280	$ (76)	$ 356
Net income (loss) from continuing operations attributable to Newmont stockholders per common share, diluted	$ 0.53	$ (0.14)	$ 0.67

	Years Ended December 31, 2017	2016	Increase (decrease)
Net income (loss) from continuing operations attributable to Newmont stockholders	$ (76)	$ (226)	$ 150
Net income (loss) from continuing operations attributable to Newmont stockholders per common share, diluted	$ (0.14)	$ (0.42)	$ 0.28

Results in 2018 compared to 2017 were impacted by lower income tax expense, as higher taxes in the prior year from the Tax Cuts and Jobs Act (“the Act”) enacted in December 2017 and a tax benefit recorded in the current year for the settlement of an

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Uncertain Tax Position in Canada were partially offset by increased valuation allowances recorded on deferred tax assets in the United States during the fourth quarter of 2018, and a gain from the sale of our royalty portfolio in June 2018, partially offset by increased impairments of the Company's long-lived assets related to certain exploration properties and the Emigrant operation in North America and lower production at various sites, including CC&V, Boddington, Akyem, Kalgoorlie and Carlin, as further described within the Results of Consolidated Operations section below.

Results in 2017 compared to 2016 were impacted by a $1,003 impairment charge ($529 attributable to Newmont) in 2016, a full year of production at Merian and Long Canyon, an increase in gold production from the CC&V expansion completed in the first quarter of 2016, and higher realized prices, partially offset by higher taxes from the Act enacted in December 2017, a 2016 gain from the sale of the Company's investment in Regis Resources Ltd ("Regis") and adverse weather conditions impacting production at Tanami and Yanacocha during the first quarter of 2017.

The details of our Sales are set forth below. See Note 4 to our Consolidated Financial Statement for additional information.

	Years Ended December 31,		Increase	Percent
	2018	2017	(decrease)	Change
Gold	$ 6,950	$ 7,064	$ (114)	(2) %
Copper	303	315	(12)	(4)
	$ 7,253	$ 7,379	$ (126)	(2) %

	Years Ended December 31,		Increase	Percent
	2017	2016	(decrease)	Change
Gold	$ 7,064	$ 6,430	$ 634	10 %
Copper	315	250	65	26
	$ 7,379	$ 6,680	$ 699	10 %

The following analysis summarizes consolidated gold sales:

	Years Ended December 31,		
	2018	2017	2016
Consolidated gold sales:			
Gross before provisional pricing	$ 6,982	$ 7,086	$ 6,454
Provisional pricing mark-to-market	(2)	10	13
Gross after provisional pricing	6,980	7,096	6,467
Treatment and refining charges	(30)	(32)	(37)
Net	$ 6,950	$ 7,064	$ 6,430
Consolidated gold ounces sold (thousands)	5,516	5,632	5,172

Average realized gold price (per ounce)(1):			
Gross before provisional pricing	$ 1,266	$ 1,259	$ 1,247
Provisional pricing mark-to-market	—	2	3
Gross after provisional pricing	1,266	1,261	1,250
Treatment and refining charges	(6)	(6)	(7)
Net	$ 1,260	$ 1,255	$ 1,243

(1) Per ounce measures may not recalculate due to rounding.

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The change in consolidated gold sales is due to:

	Years Ended December 31,	
	2018 vs. 2017	2017 vs. 2016
Change in consolidated ounces sold	$ (146)	$ 574
Change in average realized gold price	30	55
Change in treatment and refining charges	2	5
	$ (114)	$ 634

Gold sales decreased 2% in 2018 compared to 2017 primarily due to lower production at various sites, including CC&V, Boddington, Akyem, Kalgoorlie and Carlin, partially offset by higher average realized gold prices. Gold sales increased 10% in 2017 compared to 2016 primarily due to higher sales volumes from a full year of production and sales at Merian and Long Canyon and the CC&V expansion completed in the first quarter of 2016 as well as higher average realized prices, partially offset by adverse weather conditions impacting production at Tanami and Yanacocha during the first quarter of 2017. For a complete discussion regarding variations in gold volumes, see Results of Consolidated Operations below.

The following analysis summarizes consolidated copper sales:

	Years Ended December 31,		
	2018	2017	2016
Consolidated copper sales:			
Gross before provisional pricing	$ 323	$ 314	$ 261
Provisional pricing mark-to-market	(7)	14	5
Gross after provisional pricing	316	328	266
Treatment and refining charges	(13)	(13)	(16)
Net	$ 303	$ 315	$ 250
Consolidated copper pounds sold (millions)	110	111	116
Average realized copper price (per pound)(1):			
Gross before provisional pricing	$ 2.94	$ 2.83	$ 2.25
Provisional pricing mark-to-market	(0.07)	0.12	0.04
Gross after provisional pricing	2.87	2.95	2.29
Treatment and refining charges	(0.13)	(0.12)	(0.14)
Net	$ 2.74	$ 2.83	$ 2.15

(1) Per pound measures may not recalculate due to rounding.

The change in consolidated copper sales is due to:

Years Ended
December 31,

	2018 vs. 2017	2017 vs. 2016
Change in consolidated pounds sold	$ (3)	$ (11)
Change in average realized copper price	(9)	73
Change in treatment and refining charges	—	3
	$ (12)	$ 65

Copper sales decreased 4% in 2018 compared to 2017 primarily due to lower average net realized prices. Copper sales increased 26% in 2017 compared to 2016 primarily due to higher average net realized prices, partially offset by lower sales volumes. For a complete discussion regarding variations in copper volumes, see Results of Consolidated Operations below.

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The details of our Costs applicable to sales are set forth below. See Note 3 to our Consolidated Financial Statements for additional information.

	Years Ended December 31, 2018	2017	Increase (decrease)	Percent Change
Gold	$ 3,906	$ 3,899	$ 7	0 %
Copper	187	163	24	15
	$ 4,093	$ 4,062	$ 31	1 %

	Years Ended December 31, 2017	2016	Increase (decrease)	Percent Change
Gold	$ 3,899	$ 3,523	$ 376	11 %
Copper	163	215	(52)	(24)
	$ 4,062	$ 3,738	$ 324	9 %

Costs applicable to sales remained fairly consistent in 2018 compared to 2017 as higher direct operating costs and higher stockpile and leach pad inventory adjustments were mostly offset by lower production at various sites. Costs applicable to sales increased in 2017 compared to 2016, primarily due to a full year of commercial production at Merian and Long Canyon, the CC&V expansion completed in the first quarter of 2016, and higher direct operating costs, partially offset by lower leach pad inventory adjustments.

For discussion regarding variations in operations, see Results of Consolidated Operations below.

The details of our Depreciation and amortization are set forth below. See Note 3 to our Consolidated Financial Statements for additional information.

	Years Ended December 31, 2018	2017	Increase (decrease)	Percent Change
Gold	$ 1,142	$ 1,191	$ (49)	(4) %
Copper	39	37	2	5
Other	34	33	1	3
	$ 1,215	$ 1,261	$ (46)	(4) %

	Years Ended December 31,		Increase	Percent

	2017	2016	(decrease)	Change	
Gold	$ 1,191	$ 1,127	$ 64	6	%
Copper	37	51	(14)	(27)	
Other	33	35	(2)	(6)	
	$ 1,261	$ 1,213	$ 48	4	%

Depreciation and amortization decreased in 2018, compared to 2017, primarily due to lower production at various sites, partially offset by higher stockpile and leach pad inventory adjustments. Depreciation and amortization expense increased in 2017, compared to 2016, primarily due to a full year of production at Merian and Long Canyon, partially offset by a lower asset balance resulting from an impairment recorded at Yanacocha in December 2016.

For discussion regarding variations in operations, see Results of Consolidated Operations below.

Reclamation and remediation expense was $163, $192, and $169 for 2018, 2017, and 2016, respectively. Reclamation and remediation expense decreased in 2018, compared to 2017, primarily due to reclamation adjustments recorded in 2017 for revisions in the closure plan for the Rain mine, which is a non-operating site that is part of the Carlin mine complex along with decreased remediation costs at the Midnite Mine and Dawn mill sites. Reclamation and remediation expense increased in 2017, compared to 2016, primarily due to higher accretion expense at Yanacocha. Higher reclamation costs related to Yanacocha during 2016 were largely offset by increased costs at the Rain, Midnite, Resurrection and San Luis remediation and closure sites during 2017.

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Exploration expense was $197, $179, and $148 for 2018, 2017, and 2016, respectively. Exploration expense increased in 2018, compared to 2017, primarily due to increased expenditures at various projects in North America and Australia as we continue to focus on developing future reserves. Exploration expense increased in 2017, compared to 2016, primarily due to higher expenditures for near-mine exploration at Tanami, CC&V, Kalgoorlie and Yanacocha, in addition to greenfield exploration in the Guiana Shield and other locations as we continue to focus on developing future reserves.

For additional information about proven and probable reserves, including additions and reductions, see the discussion in Gold, Copper and Silver Reserves in Item 1, Business, and Proven and Probable Reserves in Item 2, Properties.

Advanced projects, research and development expense includes development project management costs, feasibility studies and other project expenses that do not qualify for capitalization. Advanced projects, research and development expense was $153, $143, and $134 for 2018, 2017, and 2016, respectively. Advanced projects, research and development expense increased in 2018, compared to 2017, primarily due to on-going study costs associated with the Yanacocha Sulfides and Chaquicocha Oxides projects in South America and the Long Canyon Phase 2 project in North America. Advanced projects, research and development expense increased in 2017, compared to 2016, primarily due to costs associated with full potential opportunities in North America and advanced studies on the Yanacocha Sulfides project, partially offset by prior-year Merian pre-production expenses.

General and administrative expense was $244, $237, and $233 for 2018, 2017, and 2016, respectively. General and administrative expense increased in 2018, compared to 2017, primarily due to higher IT project and services costs as well as higher labor costs. General and administrative expense in 2017 was in line with 2016. General and administrative expense as a percentage of Sales increased in 2018 to 3.4%, compared to 3.2% and 3.5% in 2017 and 2016, respectively.

Impairment of long-lived assets totaled $369, $14 and $1,003 for 2018, 2017 and 2016, respectively. The 2018 impairments primarily related to the impairment of long-lived assets at certain exploration properties and the Emigrant operation in North America, due to the Company's decision to focus on advancing other projects and a change in mine plan resulting in a significant decrease in mine life at Emigrant, respectively. The 2017 impairments related to equipment and long lived assets in South America, Australia and Corporate. The 2016 impairments were primarily related to the impairment of long-lived assets at Yanacocha in South America as a result of the updated long-term mining and closure plans. For additional information, see Note 6 to our Consolidated Financial Statements.

Other expense, net was $29, $32, and $58 for 2018, 2017, and 2016, respectively. Other expense, net decreased in 2018, compared to 2017, primarily due to prior-year net adjustments to the contingent consideration and related liabilities associated with the acquisition of the final 33.33% interest in Boddington in June 2009 and decreases in other expenses, partially offset by increased severance, legal and other settlements in 2018. Other expense, net decreased in 2017, compared to 2016, primarily due to lower severance and outsourcing costs, primarily at Corporate, and lower adjustments to the contingent consideration and related liabilities associated with the acquisition of the final 33.33% interest in Boddington in June 2009.

Other income, net was $155, $54, and $69 for 2018, 2017, and 2016, respectively. Other income, net increased in 2018, compared to 2017, primarily due to a gain from the exchange of certain royalty interests for cash consideration and an equity ownership and warrants in Maverix Metals Inc. ("Maverix") in June 2018, decreases in Australian dollar-denominated liabilities from a weaker Australian dollar, an increase in interest income, and an increase in business interruption insurance proceeds. These increases were partially offset by unrealized holding losses on marketable equity securities related primarily to Continental Gold Inc. and investment impairments for other-than-temporary declines in value of an equity method investment and a cost method investment in December 2018. Other income, net decreased in 2017, compared to 2016, primarily due to a gain of $103 from the sale of the

Company's investment in Regis in March 2016 and unfavorable fluctuations in foreign currency exchange rates, partially offset by a loss of $55 associated with debt repayments in March 2016 and November 2016.

Interest expense, net was $207, $241 and $273 for 2018, 2017 and 2016, respectively. Capitalized interest totaled $37, $22 and $33 in each year, respectively. Interest expense, net decreased in 2018 compared to 2017 primarily due to reduced debt balances as a result of the repayment of the 2017 Convertible Senior Notes in 2017 and higher capitalized interest in 2018 compared to 2017 related to increased spend on the Subika Underground project and Ahafo Mill Expansion. Interest expense, net decreased in 2017 compared to 2016 primarily due to reduced debt balances as a result of the repayment of the 2017 Convertible Senior Notes in 2017 and partial early extinguishment of the 2019, 2022 and 2039 Senior Notes in 2016, partially offset by lower capitalized interest in 2017 compared to 2016 primarily due to the completion of the Long Canyon and Merian projects in 2016, partially offset by additional interest capitalized for the Subika Underground project and Ahafo Mill Expansion.

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Income and mining tax expense was $386, $1,127 and $579 for 2018, 2017 and 2016, respectively. The effective tax rate is driven by a number of factors as illustrated in the table below. The comparability of our income tax expense for the reported periods has been primarily affected by (i) variations in our income before income taxes; (ii) geographic distribution of that income; (iii) impacts of enactment of tax reform; (iv) the non-recognition of tax assets; (v) percentage depletion; (vi) and the impact of specific transactions and assessments. As a result, the effective tax rate will fluctuate, sometimes significantly, year to year. This trend is expected to continue in future periods.

	Year Ended December 31, 2018 (1)				
	Income (Loss)(2)	Effective Tax Rate	Income Tax Expense (Benefit)	Federal and State Cash Tax/(Refund)	Mining Cash Tax/(Refund)
Nevada	$ (72)	49 %	$ (35) (3)	$ 27	$ —
CC&V	88	19	17 (4)	—	—
Corporate & Other	(296)	(36)	107 (5)	(21)	—
Total US	(280)	(32)	89	6	—
Australia	647	29	188 (6)	255	42
Ghana	183	33	60	89	—
Suriname	238	26	62	12	—
Peru	(40)	(73)	29 (7)	18	7
Other Foreign	(10)	420	(42) (8)	—	—
Consolidated	$ 738	52 %	$ 386	$ 380	$ 49

(1) The December 31, 2017 information has not been presented as such comparison would not be meaningful as a result of tax restructuring implemented by the Company at December, 31, 2017. Due to changes the Tax Cuts and Jobs Act made to certain international tax provisions, it was prudent for the Company to restructure the holding of its non-U.S. operations for U.S. federal income tax purposes. This was accomplished by executing and filing various “check the box” elections with respect to certain non-U.S. subsidiaries of the Company. The elections resulted in the conversions of these subsidiaries from branches and/or foreign partnerships to regarded foreign corporations.

(2) Represents income (loss) from continuing operations by geographic location before income taxes and equity in affiliates. These amounts will not reconcile to the segment information for the reasons stated in Note 3 to our Consolidated Financial Statements.

(3) Includes deduction for percentage depletion of $(39) and mining taxes of $18.

(4) Includes deduction for percentage depletion of $(10) and valuation allowance of $9.

(5) Includes valuation allowance of $150 and SAB 118 adjustments of $(48).

(6) Includes mining taxes of $36 and valuation allowance of $(45). A valuation allowance release of $(46) related to certain Australian deferred tax assets is being presented as a SAB 118 adjustment on the rate reconciliation in Note 9 as it relates to balances impacted by the tax restructuring completed at December 31, 2017.

(7) Includes mining taxes of $9 and valuation allowance of $20.

(8) Includes settlement of uncertain tax position of $(34) and valuation allowance of $(7).

On December 22, 2017, the US enacted the Tax Cuts and Jobs Act (“the Act”), significantly changing U.S. income tax law. Key provisions of the Act that impact Newmont include: (i) reduction of the U.S. federal corporate income tax rate from 35% to 21%, (ii) repeal of the Corporate Alternative Minimum Tax (“AMT”) system (iii) replacement of the worldwide taxation system with a territorial tax system which exempts certain foreign operations from U.S. taxation, and (iv) further limitation on the deductibility of certain executive compensation. As a result, Newmont recorded a net provisional charge of $706 million which was included in the 2017 tax expense (benefit) in the Consolidated

Statement of Income (Loss), and consisted of two components: (i) a $312 million charge relating to re-measurement of net deferred tax assets and (ii) a $394 million charge related to the restructuring decisions implemented as a result of the Act.

On December 22, 2017, Staff Accounting Bulletin No. 118 ("SAB 118") was issued to address the application of US GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Act. In accordance with SAB 118, the Company has finalized the impact of the Act and recorded a total net benefit of $48; $14 due to a reduction in the expense associated with the re-measurement of certain deferred tax assets and liabilities and a benefit of $34 due to a reduction in the expense related to restructuring decisions implemented because of the Act.

In January 2018, the Financial Accounting Standards Board released guidance on the accounting for tax on the global intangible low-taxed income ("GILTI") provisions of the Act. The GILTI provisions impose a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. The guidance indicates that either accounting for deferred taxes related to GILTI inclusions or treating any taxes on GILTI inclusions as period cost are both acceptable methods subject to an accounting policy election. Effective the first quarter of 2018, the Company elected to treat any potential GILTI inclusions as a period cost as it is not

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projecting any material impact from GILTI inclusions and any deferred taxes related to any inclusion would be immaterial. As of December 31, 2018, the Company does not have any GILTI inclusion.

For additional information regarding our income and mining taxes, including details of our deferred tax assets, see Note 9 to our Consolidated Financial Statements.

Equity income (loss) of affiliates was $(33), $(16), and $(13) in 2018, 2017, and 2016, respectively. The increased loss in 2018 from 2017 is mainly due to a $10 and $5 increase in losses recognized at TMAC Resources Inc. and Minera La Zanja S.R.L. ("La Zanja"), respectively. The equity loss from affiliates increased in 2017 from 2016 primarily due to a $5 increase in losses recognized at La Zanja as a result of an impairment of its long-lived assets.

Net income (loss) from discontinued operations was $61, $(38) and $(131) in 2018, 2017, and 2016, respectively. Net income (loss) from discontinued operations increased in 2018 from 2017, primarily due to the impacts on the Holt royalty obligation from an increase in discount rate, a decrease in gold price and an expected decrease in production from prior periods. The loss decreased in 2017 compared to 2016 primarily due to the net impacts of the Batu Hijau Transaction in 2016.

For additional information regarding our discontinued operations, see Note 11 to our Consolidated Financial Statements. For discussion regarding Batu Hijau's operating results, see the Discontinued operations section in Results of Consolidated Operations below.

Net loss (income) attributable to noncontrolling interests, net of tax from continuing operations was $(39), $(5), and $586 in 2018, 2017, and 2016, respectively. The income from noncontrolling interests increased in 2018 compared to 2017 primarily due to decreased losses at Yanacocha. The income from noncontrolling interests increased in 2017 compared to 2016 due to decreased losses at Yanacocha, primarily related to the 2016 impairment of long-lived assets, and increased earnings at Merian due to a full year of production in 2017.

Other comprehensive income (loss) was $(11), $42, and $- in 2018, 2017, and 2016, respectively. The decrease in 2018 from 2017 was primarily due to the change in fair value of pension and other post-retirement benefits, foreign currency translation adjustments and a reduced impact from cash flow hedge instruments. The increase in 2017 from 2016 was primarily due to the change in fair value of marketable securities and pension and other post-retirement benefits, partially offset by a reduced impact from cash flow hedge instruments.

Results of Consolidated Operations

	Gold or Copper Produced			Costs Applicable to Sales (1)			Depreciation and Amortization			All-In Sustain Costs (2)	
	2018	2017	2016	2018	2017	2016	2018	2017	2016	2018	20
GOLD	(ounces in thousands)			($ per ounce sold)			($ per ounce sold)			($ per ounc	
North America	2,057	2,211	2,024	$ 759	$ 712	$ 699	$ 238	$ 244	$ 207	$ 928	$
South America	1,049	1,048	759	660	709	759	201	229	404	804	
Australia	1,523	1,573	1,641	709	672	630	133	134	135	845	
Africa	850	822	819	645	655	666	301	277	271	794	
Total / Weighted Average for	5,479	5,654	5,243	$ 708	$ 692	$ 681	$ 213	$ 217	$ 225	$ 909	$

continuing operations Attributable to Newmont	5,101	5,266	4,898								
COPPER	(pounds in millions)			($ per pound sold)			($ per pound sold)			($ per poun	
North America	32	33	42	$ 1.83	$ 1.73	$ 2.23	$ 0.49	$ 0.46	$ 0.66	$ 2.24	$
Australia	77	80	77	1.64	1.37	1.67	0.30	0.27	0.32	1.94	
Total / Weighted Average for continuing operations	109	113	119	$ 1.69	$ 1.47	$ 1.85	$ 0.35	$ 0.33	$ 0.44	$ 2.02	$
COPPER	(tonnes in thousands)										
North America	14	15	19								
Australia	35	36	35								
Total / Weighted Average for continuing operations	49	51	54								

(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 80.

2018 compared to 2017

Consolidated gold ounces produced decreased 3% due to:

- lower production from North America due to lower ore grade mined at CC&V, Long Canyon and Twin Creeks, as well as lower leach tons placed at Carlin, Phoenix and CC&V, partially offset by higher ore grade milled at Phoenix;
- consistent production from South America as a draw down of in-circuit inventory and higher mill throughput at Merian were offset by lower leach production at Yanacocha;
- lower production from Australia due to lower ore grade milled at Boddington and Kalgoorlie, partially offset by higher ore grade milled and recovery at Tanami. The lower ore grade milled at Kalgoorlie was a result of reduced ore tons mined from the pit due to a failure in the East wall of the pit, leading to the processing of lower-grade stockpiles; and
- higher production from Africa due to higher ore grade milled and recovery, as well as a draw down of in-circuit inventory at Ahafo, partially offset by lower mill throughput, ore grade and recovery at Akyem.

Consolidated copper production decreased 4% primarily due to lower ore grade milled at Phoenix in North America and Boddington in Australia.

Costs applicable to sales per consolidated gold ounce increased 2% primarily due to lower ounces sold, higher stockpile and leach pad inventory adjustments and higher oil prices, partially offset by a lower co-product allocation of costs to gold. Costs applicable to sales per consolidated copper pound increased 15% primarily due to a higher co-product allocation of costs to copper.

Depreciation and amortization per gold ounce decreased 2% primarily due to lower amortization rates, partially offset by lower ounces sold and higher stockpile and leach pad inventory adjustments. Depreciation and amortization per consolidated copper pound increased 6% primarily due to a higher co-product allocation of depreciation and amortization to copper.

All-in sustaining costs per consolidated gold ounce increased 2% primarily due to higher costs applicable to sales per ounce. All-in sustaining costs per copper pound increased 12% primarily due to higher costs applicable to sales per pound.

2017 compared to 2016

Consolidated gold ounces produced increased 8% due to:

- higher production from North America due to a full year’s production at Long Canyon, higher ore placement and recoveries at Valley Leach Fill 2 at CC&V and higher ore grade milled at Carlin and Phoenix, partially offset by lower ore grades and throughput at Twin Creeks and geotechnical issues at the Silverstar mine at Carlin;
- higher production from South America primarily due to a full year’s production at Merian partially offset by lower mill grade and lower leach tons placed at Yanacocha;
- lower production from Australia due to lower ore grade milled at Boddington, Tanami and Kalgoorlie partially offset by higher mill throughput at Boddington and Tanami. The higher throughput at Tanami was partially offset by the mill being placed into care and maintenance for 21 days in early 2017 following record high rainfall that blocked transport routes, limiting access to fuel and other resources; and
- consistent production from Africa at both Ahafo and Akyem.

Consolidated copper production decreased 5% primarily due to lower heap leach placement and lower mill grade and throughput at Phoenix and partially offset by higher production at Boddington from higher mill grade and throughput at Boddington.

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Costs applicable to sales per consolidated gold ounce increased 2% due to higher direct operating costs, partially offset by higher gold ounces sold and lower leach pad inventory adjustments. Costs applicable to sales per consolidated copper pound decreased 21% primarily due to a lower co-product allocation of costs to copper.

Depreciation and amortization per consolidated gold ounce decreased 4% due to higher ounces sold, a lower asset balance at Yanacocha resulting from an impairment recorded in December 2016, and lower leach pad inventory adjustments. Depreciation and amortization per consolidated copper pound decreased 25% due to a lower co-product allocation of depreciation and amortization to copper.

All-in sustaining costs per consolidated gold ounce increased 1% primarily due to higher costs applicable to sales per ounce. All-in sustaining costs per consolidated copper pound sold decreased 19% primarily due to lower costs applicable to sales per pound.

North America Operations

	Gold or Copper Produced			Costs Applicable to Sales (1)			Depreciation and Amortization			All-In Sustaining Costs (2)		
	2018	2017	2016	2018	2017	2016	2018	2017	2016	2018	2017	2016
D	(ounces in thousands)			($ per ounce sold)			($ per ounce sold)			($ per ounce sold)		
n	927	972	944	$ 843	$ 830	$ 836	$ 237	$ 229	$ 213	$ 1,027	$ 1,035	$ 1,(
nix	241	239	209	854	854	799	201	227	251	1,043	1,035	94
s	359	375	453	668	606	517	170	170	112	820	741	61
on	170	174	22	423	338	186	447	426	223	505	364	22
V	360	451	396	727	622	552	232	272	275	840	725	62
/ hted age	2,057	2,211	2,024	$ 759	$ 712	$ 699	$ 238	$ 244	$ 207	$ 928	$ 876	$ 85
PER	(pounds in millions)			($ per pound sold)			($ per pound sold)			($ per pound sold)		
nix	32	33	42	$ 1.83	$ 1.73	$ 2.23	$ 0.49	$ 0.46	$ 0.66	$ 2.24	$ 2.09	$ 2.6
PER	(tonnes in thousands)											
nix	14	15	19									

(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 80.
(3) Long Canyon achieved commercial production in November 2016.
(4) All-In Sustaining Costs include expenses related to other regional projects that are designed to sustain current production and exploration, and Depreciation and amortization include expenses for other regional projects.

2018 compared to 2017

Carlin, USA. Gold production decreased 5% primarily due to lower leach tons placed and lower leach recoveries. Costs applicable to sales per ounce increased 2% primarily due to higher stockpile and leach pad inventory

adjustments and lower ounces sold. Total stockpile and leach pad adjustments at Carlin include $22 related to a write-down at Emigrant from a change in mine plan, resulting in a significant decrease in mine life in the third quarter of 2018. Depreciation and amortization per ounce increased 3% primarily due to higher stockpile and leach pad inventory adjustments and lower ounces sold. All-in sustaining costs per ounce decreased 1% primarily due to lower sustaining capital spend.

Phoenix, USA. Gold production increased 1% due to higher ore grade milled, partially offset by lower leach tons placed. Copper production decreased 3% primarily due to lower ore grade milled. Costs applicable to sales per ounce was in line with 2017 as higher maintenance costs were offset by high ounces sold. Costs applicable to sales per pound increased 6% primarily due to lower copper pounds sold. Depreciation and amortization per ounce decreased 11% primarily due to higher ounces sold and lower amortization rates. Depreciation and amortization per pound increased 7% primarily due to lower copper pounds sold. All-in sustaining costs per ounce increased 1% primarily due to higher sustaining capital spend. All-in sustaining costs per pound increased 7% primarily due to higher costs applicable to sales per pound and higher sustaining capital spend.

Twin Creeks, USA. Gold production decreased 4% primarily due to lower ore grades mined. Costs applicable to sales per ounce increased 10% primarily due to lower ounces sold and higher stockpile and leach pad inventory adjustments. Depreciation and amortization per ounce was in line with 2017. All-in sustaining costs per ounce increased 11% primarily due to the higher costs applicable to sales per ounce.

Long Canyon, USA. Gold production decreased 2% primarily due to lower ore grade mined. Costs applicable to sales per ounce increased 25% primarily due to lower ore grade mined. Depreciation and amortization per ounce increased 5% primarily due to lower

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ounces sold. All-in sustaining costs per ounce increased 39% primarily due to higher costs applicable to sales per ounce and higher sustaining capital spend.

CC&V, USA. Gold production decreased 20% primarily due to lower ore grades mined and lower leach tons placed at Valley Leach Fill 2. Costs applicable to sales per ounce increased 17% primarily due to lower ounces sold. Depreciation and amortization per ounce decreased 15% primarily due to lower amortization rates. All-in sustaining costs per ounce increased 16% primarily due to higher costs applicable to sales per ounce.

2017 compared to 2016

Carlin, USA. Gold production increased 3% primarily due to higher tons and ore grade mined at Leeville, partially offset by halted mining activity at the Silverstar mine due to the geotechnical issues in the fourth quarter of 2016. Costs applicable to sales per ounce decreased 1% due to higher ounces sold. Depreciation and amortization per ounce increased 8% primarily due to lower surface grades mined resulting in inventory drawdowns. All-in sustaining costs per ounce was in line with 2016.

Phoenix, USA. Gold production increased 14% due to higher mill grades, and higher leach placement from mining in the Brooks pit at Lone Tree. Copper pounds produced decreased 21% primarily due to lower copper leach placement and lower mill grade and throughput. Costs applicable to sales per ounce increased 7% primarily due to a higher co-product allocation of costs to gold, partially offset by higher ounces sold. Costs applicable to sales per pound decreased 22% due to a lower co-product allocation of costs to copper and lower leaching costs as a result of lower acid consumption. Depreciation and amortization per ounce decreased 10% due to lower amortization rates. Depreciation and amortization per pound decreased 30% primarily due to lower amortization rates and a lower co-product allocation of depreciation and amortization to copper. All-in sustaining costs per ounce increased 9% primarily due to higher costs applicable to sales per ounce and higher sustaining capital spend. All-in sustaining costs per pound decreased 20% primarily due to lower costs applicable to sales per pound.

Twin Creeks, USA. Gold production decreased 17% due to lower ore grade mined, lower mill throughput at the Juniper mill due to harder ore and lower ore grades processed at the Sage mill to optimize recovery rates. Costs applicable to sales per ounce increased 17% due to lower ounces sold and higher stockpile and leach pad inventory adjustments. Depreciation and amortization per ounce increased 52% primarily due to lower ounces sold and higher stockpile and leach pad inventory adjustments. All-in sustaining costs per ounce increased 20% due to higher costs applicable to sales per ounce and higher sustaining capital spend.

Long Canyon, USA. Long Canyon achieved commercial production in November 2016.

CC&V, USA. Gold production increased 14% primarily due to a full year of ore placement at the Valley Leach Fill 2 leach pad and higher mill throughput. Costs applicable to sales per ounce increased 13% primarily due to higher processing costs. Depreciation and amortization per ounce decreased 1% primarily due to higher ounces sold. All-in sustaining cost per ounce increased 16% primarily due to higher costs applicable to sales per ounce and higher sustaining capital.

South America Operations

	Gold Ounces Produced			Costs Applicable to Sales (1)			Depreciation and Amortization			All-In Sustaining Costs (2)		
	2018	2017	2016	2018	2017	2016	2018	2017	2016	2018	2017	2016
LD	(in thousands)			($ per ounce sold)			($ per ounce sold)			($ per ounce sold)		

nacocha	515	535	655	$ 813	$ 939	$ 824	$ 207	$ 250	$ 427	$ 967	$ 1,150	$ 1,01
rian (3)	534	513	104	512	467	342	167	179	122	627	544	344
al / ighted erage (4)	1,049	1,048	759	$ 660	$ 709	$ 759	$ 201	$ 229	$ 404	$ 804	$ 870	$ 932
nacocha .65%)	(244)	(260)	(319)									
rian .00%)	(134)	(128)	(26)									
ributable wmont	671	660	414									

(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 80.

(3) Commercial production at Merian was achieved in October 2016.

(4) All-In Sustaining Costs include expenses related to other regional projects that are designed to sustain current production and exploration, and Depreciation and amortization include expenses for other regional projects.

(5) In December 2017, Yanacocha repurchased a 5% interest held by the International Finance Corporation, increasing Newmont's ownership in Yanacocha from 51.35% to 54.05% as of December 31, 2017. In June 2018, Yanacocha sold a 5% ownership interest to a subsidiary of Sumitomo Corporation, reducing Newmont's ownership to 51.35%. See Note 12 to our Consolidated Financial Statements.

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2018 compared to 2017

Yanacocha, Peru. Gold production decreased 4% primarily due to lower leach production. Costs applicable to sales per ounce decreased 13% primarily due to lower stockpile and leach pad inventory adjustments and higher by-product credits from the sale of copper and silver concentrates, partially offset by higher oil prices. Depreciation and amortization per ounce decreased 17% primarily due to lower stockpile and leach pad inventory adjustments and lower amortization rates. All-in sustaining costs per ounce decreased 16% primarily due to the lower costs applicable to sales per ounce, lower sustaining capital and lower remediation costs.

Merian, Suriname. Gold production increased 4% primarily due to a draw down of in-circuit inventory as compared to a build up in 2017 and higher throughput, partially offset by lower ore grade milled and lower recovery. Cost applicable to sales per ounce increased 10% primarily due to lower ore grade mined and higher oil prices. Depreciation and amortization per ounce decreased 7% primarily due to lower amortization rates. All-in sustaining costs per ounce increased 15% primarily due to higher costs applicable to sales per ounce and higher sustaining capital spend.

2017 compared to 2016

Yanacocha, Peru. Gold production decreased 18% primarily due to lower mill grade, recovery and throughput as well as lower leach tons placed. Costs applicable to sales per ounce increased 14% primarily due to lower ounces sold and higher processing costs, partially offset by lower leach pad inventory adjustments. Depreciation and amortization per ounce decreased 41% due to a lower asset balance resulting from an impairment recorded in December 2016 and lower leach pad inventory adjustments, partially offset by lower ounces sold. All-in sustaining costs per ounce increased 13% primarily due to higher costs applicable to sales per ounce.

Merian, Suriname. Merian achieved commercial production in October 2016.

Australia Operations

	Gold or Copper Produced			Costs Applicable to Sales (1)			Depreciation and Amortization			All-In Sustaining Costs (2)		
	2018	2017	2016	2018	2017	2016	2018	2017	2016	2018	2017	2016
OLD	(ounces in thousands)			($ per ounce sold)			($ per ounce sold)			($ per ounce sold)		
oddington	709	787	800	$ 786	$ 714	$ 673	$ 140	$ 147	$ 139	$ 891	$ 838	$ 775
nami	496	419	459	589	616	518	149	165	179	763	786	722
algoorlie	318	367	382	721	645	680	74	54	50	813	717	770
tal / eighted verage (3)	1,523	1,573	1,641	$ 709	$ 672	$ 630	$ 133	$ 134	$ 135	$ 845	$ 806	$ 777
OPPER	(pounds in millions)			($ per pound sold)			($ per pound sold)			($ per pound sold)		
oddington	77	80	77	$ 1.64	$ 1.37	$ 1.67	$ 0.30	$ 0.27	$ 0.32	$ 1.94	$ 1.69	$ 2.00
OPPER	(tonnes in thousands)											
oddington	35	36	35									

(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 80.

(3) All-In Sustaining Costs include expenses related to other regional projects that are designed to sustain current production and exploration, and Depreciation and amortization include expenses for other regional projects.

2018 compared to 2017

Boddington, Australia. Gold production decreased 10% primarily due to lower ore grade milled, partially offset by higher mill throughput. Copper production decreased 4% primarily due to lower ore grade milled, partially offset by higher mill throughput and recovery. Costs applicable to sales per ounce increased 10% primarily due to lower ounces sold and higher oil prices, partially offset by a lower co-product allocation of costs to gold and a favorable Australian dollar foreign currency exchange rate. Costs applicable to sales per pound increased 20% primarily due to lower production, higher oil prices and a higher co-product allocation of costs to copper, partially offset by a favorable Australian dollar foreign currency exchange rate. Depreciation and amortization per ounce decreased 5% primarily due to a lower co-product allocation of depreciation and amortization to gold, partially offset by lower ounces sold. Depreciation and amortization per pound increased 11% primarily due to higher co-product allocation of depreciation and amortization to copper. All-in sustaining costs per ounce increased 6% primarily due to higher costs applicable to sales per ounce, partially offset by lower sustaining capital spend. All-in sustaining costs per pound increased 15% primarily due to higher costs applicable to sales per pound, partially offset by lower sustaining capital spend.

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Tanami, Australia. Gold production increased 18% primarily due to higher ore grade milled and recovery. Costs applicable to sales per ounce decreased 4% primarily due to higher ounces sold and a favorable Australian dollar foreign currency exchange rate, partially offset by higher mine and mill maintenance costs, higher paste fill activity and higher oil prices. Depreciation and amortization per ounce decreased 10% primarily due to higher ounces sold. All-in sustaining costs per ounce decreased 3% primarily due to lower costs applicable to sales per ounce and lower sustaining capital spend per ounce, partially offset by higher exploration and advanced project spend.

Kalgoorlie, Australia. Gold production decreased 13% primarily due to lower ore grade milled, partially offset by higher mill throughput. The lower ore grade milled was a result of reduced ore tons mined from the pit due to a failure in the East wall of the pit, leading to the processing of lower-grade stockpiles. Costs applicable to sales per ounce increased 12% primarily due to lower ounces sold, higher mining cost per ton as a result of the failure in the East wall of the pit, higher site support costs and higher oil prices, partially offset by a favorable Australian dollar foreign currency exchange rate. Depreciation and amortization per ounce increased 37% primarily due to lower ounces sold, asset additions and higher amortization rates. All-in sustaining costs per ounce increased 13% primarily due to higher costs applicable to sales per ounce, higher sustaining capital and higher exploration spend.

2017 compared to 2016

Boddington, Australia. Gold production decreased 2% primarily due to lower ore grade milled, partially offset by higher mill throughput. Copper production increased 4% primarily due to higher mill throughput, partially offset by lower recovery. Costs applicable to sales per ounce increased 6% primarily due to a higher co-product allocation of costs to gold, higher oil prices and an unfavorable Australian dollar foreign currency exchange rate. Costs applicable to sales per pound decreased 18% primarily due to higher copper pounds sold and a lower co-product allocation of costs to copper, partially offset by higher oil prices and an unfavorable Australian dollar foreign currency exchange rate. Depreciation and amortization per ounce increased 6% primarily due to a higher co-product allocation of depreciation and amortization to gold. Depreciation and amortization per pound decreased 16% primarily due to higher copper pounds sold and a lower co-product allocation of depreciation and amortization to copper. All-in sustaining costs per ounce increased 8% primarily due to higher costs applicable to sales per ounce and higher sustaining capital spend. All-in sustaining costs per pound decreased 16% primarily due to lower costs applicable to sales per pound and lower treatment and refining costs.

Tanami, Australia. Gold production decreased 9% primarily due to lower ore grade mined, partially offset by higher mill throughput as a result of the Tanami Expansion project achieving commercial production during the third quarter of 2017. The higher throughput was partially offset by the mill being placed into care and maintenance for 21 days in early 2017 following record high rainfall that blocked transportation routes, limiting access to fuel and other resources. Costs applicable to sales per ounce increased 19% primarily due to lower ounces sold, higher oil prices, an unfavorable Australian dollar foreign currency exchange rate and lower allocation of costs for deferred mine development. Depreciation and amortization per ounce decreased 8% primarily due to lower amortization rates. All-in sustaining costs per ounce increased 9% primarily due to higher costs applicable to sales per ounce, partially offset by lower sustaining capital spend and lower exploration and advanced project spend.

Kalgoorlie, Australia. Gold production decreased 4% primarily due to a draw-down of gold in-circuit inventory in the prior year, coupled with lower ore grade milled and lower throughput. Mill grade was lower due to a geotechnical event in the first quarter of 2017 impacting mining rates and grades. Costs applicable to sales per ounce decreased 5% primarily due to a favorable strip ratio, lower selling costs and lower site support costs, partially offset by lower ounces sold, higher oil prices and an unfavorable Australian dollar foreign currency exchange rate. Depreciation and amortization per ounce increased 8% primarily due to lower ounces sold. All-in sustaining costs per ounce decreased 7% primarily due to lower costs applicable to sales per ounce and lower treatment and refining costs, partially offset by higher exploration spend.

Africa Operations

	Gold Ounces Produced			Costs Applicable to Sales (1)			Depreciation and Amortization			All-In Sustaining Costs (2)		
	2018	2017	2016	2018	2017	2016	2018	2017	2016	2018	2017	2016
GOLD	(in thousands)			($ per ounce sold)			($ per ounce sold)			($ per ounce sold)		
Ahafo	436	349	349	$ 741	$ 766	$ 895	$ 241	$ 206	$ 268	$ 864	$ 933	$ 1,092
Akyem	414	473	470	546	573	497	363	327	271	705	663	567
Total / Weighted Average (3)	850	822	819	$ 645	$ 655	$ 666	$ 301	$ 277	$ 271	$ 794	$ 785	$ 795

(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 80.

(3) All-In Sustaining Costs include expenses related to other regional projects that are designed to sustain current production and exploration, and Depreciation and amortization include expenses for other regional projects.

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2018 compared to 2017

Ahafo, Ghana. Gold production increased 25% primarily due to higher ore grade milled and recovery, as well as a draw down of in-circuit inventory as compared to a build up in 2017, partially offset by lower mill throughput. The higher ore grade milled was partially due to the Subika Underground project achieving commercial production during the fourth quarter of 2018. Costs applicable to sales per ounce decreased 3% primarily due to higher ounces sold and lower power costs, partially offset by higher stockpile inventory adjustments and higher oil prices. Depreciation and amortization per ounce increased 17% primarily due to higher stockpile inventory adjustments and amortization rates, partially offset by higher ounces sold. All-in sustaining costs per ounce sold decreased 7% primarily due to lower costs applicable to sales per ounce, lower sustaining capital and exploration costs.

Akyem, Ghana. Gold production decreased 12% primarily due to lower mill throughput, ore grade and recovery. Costs applicable to sales per ounce decreased 5% primarily due to lower power costs and a favorable strip ratio, partially offset by higher stockpile inventory adjustments and higher oil prices. Depreciation and amortization per ounce increased 11% primarily due to higher stockpile inventory adjustments and lower ounces sold. All-in sustaining costs per ounce increased 6% primarily due to higher sustaining capital and remediation costs, partially offset by lower costs applicable to sales per ounce.

2017 compared to 2016

Ahafo, Ghana. Gold production was in line with 2016. Costs applicable to sales per ounce decreased 14% primarily due to lower stockpile inventory adjustments and lower oil prices. Depreciation and amortization per ounce decreased 23% primarily due to lower stockpile inventory adjustments. All-in sustaining costs per ounce decreased 15% primarily due to lower costs applicable to sales per ounce and lower sustaining capital spend.

Akyem, Ghana. Gold production increased 1% primarily due to higher mill recovery. Costs applicable to sales per ounce increased 15% primarily due to stockpile inventory adjustments in 2017 and an unfavorable strip ratio, partially offset by lower oil prices. Depreciation and amortization per ounce increased 21% due to stockpile inventory adjustments in 2017. All-in sustaining costs per ounce increased 17% due to higher costs applicable to sales per ounce, partially offset by lower exploration spend.

Discontinued Operations

	Gold or Copper Produced 2016
GOLD	(ounces in thousands)
Batu Hijau	701
Attributable to Newmont (48.5%)	340
COPPER	(pounds in millions)
Batu Hijau	413
Attributable to Newmont (48.5%)	200
COPPER	(tonnes in thousands)
Batu Hijau	187
Attributable to Newmont (48.5%)	91

For additional information regarding our discontinued operation, see Note 11 to our Consolidated Financial Statements.

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 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 33%, 32% and 33% of our Costs applicable to sales were paid in currencies other than the U.S. dollar in 2018, 2017 and 2016, respectively, of which approximately 28% 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 $6 per ounce, net of hedging losses, in 2018 compared to 2017, primarily in Australia. Variations in the local currency exchange rates in relation to the U.S. dollar at our foreign mining operations increased Costs applicable to sales by $1 per ounce, net of hedging losses, in 2017 compared to 2016, of

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which Australia accounted for approximately $3 of the total increase, which was partially offset by Suriname of approximately $2 per ounce.

Our Merian mine is located in the country of Suriname, which has been considered a hyperinflationary environment in recent years with a cumulative inflation rate of over 100% for the last three years. Although we have balances denominated in Surinamese dollars that relate to labor and payroll liabilities, substantially all of Merian's activity is denominated in U.S. dollars. As a result, our exposure to fluctuations in the Surinamese dollar exchange rate is not significant to Newmont's financial statements.

Liquidity and Capital Resources

Liquidity Overview

We have a disciplined cash management strategy of maintaining financial flexibility to execute our capital priorities and provide long-term value to our shareholders. Consistent with that strategy, we aim to self-fund development projects and make strategic partnerships focused on profitable growth, while reducing our debt and returning cash to stockholders through dividends.

At December 31, 2018, we had $3,397 in Cash and cash equivalents, of which $850 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 December 31, 2018, $362 of the consolidated cash and cash equivalents was attributable to noncontrolling interests primarily related to our Peru and Suriname operations, which is being held to fund those operations. At December 31, 2018, $763 in consolidated cash and cash equivalents ($412 attributable to Newmont) was held at certain foreign subsidiaries that, if repatriated, may be subject to withholding taxes. 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 are adequate to fund our U.S. operations and corporate activities.

We believe our existing consolidated cash and cash equivalents, available capacity on our revolving credit facility, and cash generated from continuing operations will be adequate to satisfy working capital needs, fund future growth, meet debt obligations, pay dividends and meet other liquidity requirements for the foreseeable future. At December 31, 2018, no borrowings were outstanding under our revolving credit facility.

Our financial position was as follows:

	At December 31, 2018		At December 31, 2017	
Cash and cash equivalents	$	3,397	$	3,259
Debt		4,044		4,040
Leases and other financing obligations		217		25
Net Debt	$	864	$	806
Borrowing capacity on revolving credit facility expiring May 2022	$	2,914	$	2,920

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Cash Flows

Our Consolidated Statements of Cash Flows are summarized as follows:

	Years Ended December 31,		
	2018	2017	2016
Net cash provided by (used in) operating activities of continuing operations	$ 1,837	$ 2,139	$ 1,917
Net cash provided by (used in) operating activities of discontinued operations	(10)	(15)	869
Net cash provided by (used in) operating activities	$ 1,827	$ 2,124	$ 2,786
Net cash provided by (used in) investing activities of continuing operations	$ (1,177)	$ (946)	$ (28)
Net cash provided by (used in) investing activities of discontinued operations	—	—	(46)
Net cash provided by (used in) investing activities	$ (1,177)	$ (946)	$ (74)
Net cash provided by (used in) financing activities of continuing operations	$ (455)	$ (668)	$ (1,486)
Net cash provided by (used in) financing activities of discontinued operations	—	—	(331)
Net cash provided by (used in) financing activities	$ (455)	$ (668)	$ (1,817)

Net cash provided by (used in) operating activities of continuing operations was $1,837 in 2018, a decrease of $302 from 2017 primarily due to lower sales volumes and unfavorable working capital movements including an increase in accounts receivable, increase in stockpiles and ore on leach pads, timing of payments on accounts payable and increased tax payments, partially offset by $196 attributable to interest on our Convertible Senior Notes repayment in 2017 and higher realized gold prices. Net cash provided by (used in) operating activities of continuing operations was $2,139 in 2017, an increase of $222 from 2016 primarily due to higher sales volumes and higher average realized metal prices, partially offset by higher direct operating costs.

Net cash provided by (used in) investing activities of continuing operations was $(1,177) in 2018, an increase in cash used of $231 from 2017, primarily due to higher Additions to property, plant and mine development in 2018 driven by higher capital expenditures on development projects and mineral interest acquisitions in 2018 of $140, including our investment in Galore Creek of $100, partially offset by lower Purchases of investments in 2018. Net cash provided by (used in) investing activities of continuing operations was $(946) in 2017, an increase in cash used of $918 from 2016, primarily due to Proceeds from sale of Batu Hijau in 2016 of $920, proceeds from the sale of Regis in 2016 of $184 and higher Purchases of investments in 2017, partially offset by lower Additions to property, plant and mine development primarily due to lower spend on Long Canyon and Merian, both of which reached commercial production in late 2016.

Net cash provided by (used in) financing activities of continuing operations was $(455) in 2018, a decrease in cash used of $213 from 2017, primarily due to higher debt repayments related to the Convertible Senior notes in 2017, Proceeds from the sale of noncontrolling interests of $48 in 2018 and a payment of $48 for the acquisition of noncontrolling interests in 2017, partially offset by higher Dividends paid to common stockholders in 2018 due to a higher declared dividend per share and Repurchases of common stock for $98 in 2018. Net cash provided by (used in)

financing activities of continuing operations was $(668) in 2017, a decrease in cash used of $818 from 2016, primarily due to lower debt repayments in 2017 and a dividend paid to noncontrolling interests at Yanacocha of $146 in 2016, partially offset by net distributions paid to noncontrolling interests in 2017 compared to net funding from noncontrolling interests in 2016 as Merian reached commercial production during 2016 and higher Acquisition of noncontrolling interests in 2017.

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Capital Expenditures

	Years Ended December 31,								
	2018			2017			2016		
	Development Projects	Sustaining Capital	Total	Development Projects	Sustaining Capital	Total	Development Projects	Sustaining Capital	Total
North America	$ 44	$ 278	$ 322	$ 22	$ 281	$ 303	$ 184	$ 235	$ 419
South America	118	80	198	81	75	156	222	82	304
Australia	32	150	182	49	165	214	61	173	234
Africa	224	80	304	138	69	207	31	78	109
Corporate and other	1	12	13	—	10	10	1	10	11
Accrual basis	$ 419	$ 600	$ 1,019	$ 290	$ 600	$ 890	$ 499	$ 578	$ 1,077
Decrease (increase) in non-cash adjustments			13			(24)			56
Cash basis			$ 1,032			$ 866			$ 1,133

For the year ended December 31, 2018, development projects included Twin Creeks Underground in North America; the Merian crusher and Quecher Main in South America; the Tanami Expansion 2 project in Australia; and Subika Underground, Ahafo Mill Expansion, and Ahafo North in Africa. For the year ended December 31, 2017, development projects included Twin Creeks Underground and Long Canyon in North America; the Merian crusher and Quecher Main in South America; the Tanami Expansion project in Australia, and Subika Underground and the Ahafo Mill Expansion in Africa. For the year ended December 31, 2016, development projects included Long Canyon and the CC&V Expansion in North America; Merian in South America; the Tanami Expansion project in Australia; and Subika Underground and Ahafo Mill Expansion in Africa.

For the years ended December 31, 2018, 2017 and 2016, sustaining capital included the following:

- North America. Capital expenditures primarily related to surface and underground mine development, tailings facility construction and capitalized component purchases;
- South America. Capital expenditures primarily related to a tailings facility expansion, capitalized component purchases, mining equipment and infrastructure improvements;
- Australia. Capital expenditures primarily related to equipment and capitalized component purchases, underground mine development and tailings and support facility construction; and
- Africa. Capital expenditures primarily related to water treatment plant construction, a tailings facility expansion, underground mine development and capitalized component purchases.

During 2018, 2017 and 2016, $117, $77 and $99, respectively, of drilling and related costs were capitalized and included in mine development costs. These capitalized costs included $30 at North America, $13 at South America, $66 at Australia and $8 at Africa in 2018; $22 at North America, $6 at South America, $44 at Australia and $5 at Africa in 2017 and $35 at North America, $7 at South America, $52 at Australia and $5 at Africa in 2016.

During 2018, 2017 and 2016, $40, $11 and $86, respectively, of pre-stripping costs were capitalized and included in mine development costs. Pre-stripping costs included the Quecher Main Project at Yanacocha in South America and Globe Hill at CC&V in North America in 2018; pre-stripping costs included the Goldstar pit at Carlin and Globe Hill at CC&V in North America in 2017; and the Goldstar pit at Carlin in North America and the Merian 2 pit at Merian in South America in 2016.

Additionally, in December 2017, we began the early phases of the Tanami Power project in Australia which includes the construction of a gas pipeline to the Tanami site, and construction and operation of two on-site power stations under agreements that qualify for build-to-suit lease accounting. As of December 31, 2018 and 2017, the financing obligations under the build-to-suit arrangements were $210 and $14, respectively of which $24 was classified as current as of December 31, 2018.

Refer to the discussion above regarding our global project pipeline discussion for additional details. Refer to Note 3 to our Consolidated Financial Statements and Part II, Item 7 Non-GAAP Financial Measures All-In sustaining Costs for further information.

Discontinued Operations

Net cash provided by (used in) operating activities of discontinued operations was $(10) in 2018, compared to $(15) and $869 in 2017 and 2016, respectively. Of these amounts, $-, $-, and $880 respectively, related to the operating activities at Batu Hijau, $(10),

$(12) and $(11), respectively, related to payments on the Holt property royalty and $(3) in 2017 related to closing costs for the sale of Batu Hijau.

Net cash provided by (used in) investing activities of discontinued operations was $- in 2018, compared to $- and $(46) in 2017 and 2016, respectively, and related entirely to Additions to property, plant and mine development at Batu Hijau.

Net cash provided by (used in) financing activities of discontinued operations was $- in 2018, compared to $- and $(331) in 2017 and 2016, respectively. During 2016, we repaid $330 extinguishing the PTNNT revolving credit facility.

Debt and Corporate Revolving Credit Facilities

In May 2011, we entered into a $2,500 revolving credit facility, which was increased to $3,000 in May 2012. The facility is with a syndicate of financial institutions, provides for borrowings in U.S. dollars and contains a letter of credit sub-facility. Facility fees vary based on the credit ratings of our senior, uncollateralized, non-current debt. Borrowings under the facility bear interest at a market based rate plus a margin determined by our credit rating. During 2017, the credit facility was extended to May 25, 2022. Fees and other debt issuance costs related to the extension of the facility were recorded as a reduction to the carrying value of debt and will be amortized over the term of the facility. At December 31, 2018, we had no borrowings outstanding under the facility. There was $86 and $80 outstanding on the sub-facility for letters of credit at December 31, 2018 and 2017, respectively.

In September 2013, we entered into a Letter of Credit Facility Agreement (“LC Agreement”) with BNP Paribas, New York Branch. The LC Agreement established a $175 letter of credit facility for a three year period to support reclamation obligations. In 2017, the agreement was extended to September 30, 2020. The LC Agreement had a balance of $172 at December 31, 2018 and 2017.

Debt Covenants

Our senior notes and revolving credit facilities contain various covenants and default provisions including payment defaults, limitation on liens, leases, sales and leaseback agreements and merger restrictions.

The corporate revolving credit facility contains a financial ratio covenant requiring us to maintain a net debt (total debt net of cash and cash equivalents) to total capitalization ratio of less than or equal to 62.50% in addition to the covenants noted above. Furthermore, the corporate revolving credit facility contains covenants limiting the sale of all or substantially all of our assets, certain change of control provisions and a negative pledge on certain assets.

At December 31, 2018 and 2017, we were in compliance with all debt covenants and provisions related to potential defaults.

Shelf Registration Statement

In September 2018, we filed with the SEC a shelf registration statement on Form S-3 which enables us to issue an indeterminate number or amount of common stock, preferred stock, debt securities, guarantees of debt securities and warrants from time to time at indeterminate prices, subject to the limitations of the Delaware General Corporation Law, our certification of incorporation and our bylaws. It also included the resale of an indeterminate amount of common stock, preferred stock and debt securities from time to time upon exercise of warrants or conversion of convertible securities.

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Contractual Obligations

Our contractual obligations at December 31, 2018 are summarized as follows:

	Payments Due by Period				
Contractual Obligations	Total	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years
Debt(1)	$ 7,060	$ 823	$ 1,484	$ 277	$ 4,476
Capital lease and other financing obligations(2)	265	27	80	53	105
Remediation and reclamation liabilities (3)	3,944	114	333	255	3,242
Employee-related benefits (4)	1,003	124	217	168	494
Uncertain income tax liabilities and interest (5)	14	—	—	—	14
Operating leases	110	13	30	15	52
Minimum royalty payments (6)	31	31	—	—	—
Purchase obligations (7)	1,531	320	887	141	183
Other (8)	697	168	358	52	119
	$ 14,655	$ 1,620	$ 3,389	$ 961	$ 8,685

(1) Debt includes principal of $4,092 and estimated interest payments of $2,968 on Senior Notes, assuming no early extinguishment.

(2) Capital leases and other financing obligations include principal of $7 on capital lease obligations and minimum payments related to build-to-suit lease obligations of $258 on the Tanami Power project.

(3) Mining operations are subject to extensive environmental regulations in the jurisdictions in which they operate. Pursuant to environmental regulations, we are required to close our operations and reclaim and remediate the lands that operations have disturbed. The estimated undiscounted cash outflows of these Reclamation and remediation liabilities are reflected here. For more information regarding reclamation and remediation liabilities, see Note 5 to the Consolidated Financial Statements.

(4) Contractual obligations for Employee-related benefits include severance, workers’ participation, pension and other benefit plans. Pension plan benefit payments beyond 2028 cannot be reasonably estimated given variable market conditions and actuarial assumptions and are not included.

(5) We are unable to reasonably estimate the timing of our uncertain income tax liabilities and interest payments beyond 2019 due to uncertainties in the timing of the effective settlement of tax positions.

(6) Minimum royalty payments are related to continuing operations and are presented net of recoverable amounts.

(7) Purchase obligations are not recorded in the Consolidated Financial Statements. Purchase obligations represent contractual obligations for purchase of power, materials and supplies, consumables, inventories and capital projects.

(8) Other includes service contracts and other obligations not recorded in our Consolidated Financial Statements, as well as the Holt royalty obligation accrued in Other current liabilities and Other noncurrent liabilities and Galore Creek deferred payment obligations accrued in Other noncurrent liabilities.

Off-Balance Sheet Arrangements

We have the following off-balance sheet arrangements: operating leases (as discussed in Note 23 to the Consolidated Financial Statements) and $2,514 of outstanding surety bonds, bank letters of credit and bank guarantees (see Note 29

to the Consolidated Financial Statements). At December 31, 2018, $86 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 non-binding commitments to sell copper and gold concentrates at market prices as follows (in thousands of tons):

	2019	2020	2021	2022	2023	Thereafter
Phoenix	66	58	68	54	70	257
Boddington	130	95	60	60	60	120
	196	153	128	114	130	377

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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 December 31, 2018 and 2017, $2,316 and $2,144, respectively, were accrued for reclamation costs relating to currently or recently producing or development stage mineral properties, of which $65 and $60, respectively, were classified as current liabilities.

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, $279 and $304 were accrued for such obligations at December 31, 2018 and 2017, respectively, of which $49 and $43, respectively, were classified as current liabilities. We spent $39, $44 and $30 during 2018, 2017, and 2016, respectively, for environmental obligations related to the former, primarily historic, mining activities. Expenditures during 2018 and 2017 relate primarily to project spending at the Midnite mine site and Dawn mill site in Washington State. Expenditures during 2016 relate primarily to project spending at the Midnite mine site and Dawn mill site and the Con mine in Canada.

During the year ended 2018, 2017, and 2016, capital expenditures were approximately $81, $78, and $79, respectively, to comply with environmental regulations.

For more information on the Company’s reclamation and remediation liabilities, see Notes 5 and 29 to the Consolidated Financial Statements.

Forward-Looking Statements

The foregoing discussion and analysis, as well as certain information contained elsewhere in this Annual Report, contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to be covered by the safe harbor created thereby. See the discussion in Forward-Looking Statements in Item 1, Business.

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Non-GAAP Financial Measures

Non-GAAP financial measures are intended to provide additional information only and do not have any standard meaning prescribed by U.S. 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. Unless otherwise noted, we present the Non-GAAP financial measures of our continuing operations in the tables below. For additional information regarding our discontinued operations, see Note 11 to the Consolidated Financial Statements.

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 do 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:

	Years Ended December 31,		
	2018	2017	2016
Net income (loss) attributable to Newmont stockholders	$ 341	$ (114)	$ (629)
Net income (loss) attributable to noncontrolling interests	39	5	(314)
Net loss (income) from discontinued operations (1)	(61)	38	131
Equity loss (income) of affiliates	33	16	13
Income and mining tax expense (benefit)	386	1,127	579
Depreciation and amortization	1,215	1,261	1,213
Interest expense, net	207	241	273
EBITDA	$ 2,160	$ 2,574	$ 1,266
Adjustments:			
Impairment of long-lived assets (2)	$ 369	$ 14	$ 1,003
Loss (gain) on asset and investment sales (3)	(100)	(23)	(108)
Change in fair value of marketable equity securities (4)	50	—	—
Impairment of investments (5)	42	—	—
Emigrant leach pad write-down (6)	22	—	—
Reclamation and remediation charges (7)	21	69	87
Restructuring and other (8)	20	14	32
Acquisition cost adjustments (9)	—	2	10
Loss on debt repayment (10)	—	—	55
La Quinua leach pad revision (11)	—	—	32
Adjusted EBITDA	$ 2,584	$ 2,650	$ 2,377

[1] Net loss (income) from discontinued operations relates to (i) adjustments in our Holt royalty obligation, presented net of tax expense (benefit) of $15, $(24) and $(19), respectively, (ii) adjustments to our Batu Hijau Contingent Consideration, presented net of tax expense (benefit) of $1, $4 and $-, respectively, (iii) Batu Hijau operations, presented net of tax expense (benefit) of $-, $-, and $309, respectively and (iv) the loss on sale of Batu Hijau, which has been recorded on an attributable basis. For additional information regarding our discontinued operations, see Note 11 to our Consolidated Financial Statements.

[2] Impairment of long-lived assets, included in Impairment of long-lived assets, represents non-cash write-downs of long-lived assets. The 2018 impairments include $366 related to long-lived assets in North America in September 2018. The 2016 impairments include $1,003 related to long-lived assets in Yanacocha in December 2016. See Note 6 to our Consolidated Financial Statements for further information.

[3] Loss (gain) on asset and investment sales, included in Other income, net, primarily represents a gain from the exchange of certain royalty interests for cash consideration and an equity ownership and warrants in Maverix in June 2018, a gain from the exchange of our interest in the Fort á la Corne joint venture for equity ownership in Shore Gold Inc. ("Shore Gold") in June 2017, the sale of our holdings in Regis in March 2016, and income recorded in September 2016 associated with contingent consideration from the sale of certain properties in Nevada during the first quarter of 2015 and other gains or losses on asset sales.

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(4) Change in fair value of marketable equity securities, included in Other income, net, represents unrealized holding gains and losses on marketable equity securities related primarily to Continental Gold Inc.

(5) Impairment of investments, included in Other income, net, represents other-than-temporary impairments on equity and cost method investments.

(6) The Emigrant leach pad write-down, included in Costs applicable to sales, represents a write-down to reduce the carrying value of the leach pad to net realizable value at Emigrant due to a change in mine plan resulting in a significant decrease in mine life in September 2018.

(7) Reclamation and remediation charges, included in Reclamation and remediation, represent revisions to reclamation and remediation plans and cost estimates at the Company's former historic mining operations. The 2018 charges include adjustments at the Idarado, Lone Tree and Rain remediation and closure sites. The 2017 charges include adjustments at the Rain, Midnite, Resurrection and San Luis remediation and closure sites in December 2017. The 2016 charges include adjustments to reclamation liabilities associated with the review of the Yanacocha long-term mining and closure plans in December 2016.

(8) Restructuring and other, included in Other expense, net, primarily represents certain costs associated with severance, legal and other settlements, and outsourcing costs and system integration costs during 2016 related to our acquisition of CC&V in August 2015.

(9) Acquisition cost adjustments, included in Other expense, net, represent net adjustments to the contingent consideration and related liabilities associated with the acquisition of the final 33.33% interest in Boddington in June 2009.

(10) Loss on debt repayment, included in Other income, net, represents the impact from the debt tender offer on our 2019 Senior Notes and 2039 Senior Notes in March 2016 and the debt tender offer on our 2022 Senior Notes in November 2016.

(11) La Quinua leach pad revision, included in Costs applicable to sales, represents a significant write-down of the estimated recoverable ounces at Yanacocha in September 2016.

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 sale of products, by excluding certain items that have a disproportionate impact on our results for a particular period. Adjustments to continuing operations are presented before tax and net of our partners' noncontrolling interests, when applicable. The tax effect of adjustments is presented in the Tax effect of adjustments line and is calculated using the applicable regional tax rate. 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:

	Years Ended December 31,		
	2018	2017	2016
Net income (loss) attributable to Newmont stockholders	$ 341	$ (114)	$ (629)
Net loss (income) attributable to Newmont stockholders from discontinued operations (1)	(61)	38	403
Net income (loss) attributable to Newmont stockholders from continuing operations	280	(76)	(226)
Impairment of long-lived assets, net (2)	369	13	529

Loss (gain) on asset and investment sales (3)	(100)	(23)	(108)
Change in fair value of marketable equity securities (4)	50	—	—
Impairment of investments (5)	42	—	—
Emigrant leach pad write-down (6)	29	—	—
Reclamation and remediation charges, net (7)	21	69	49
Restructuring and other, net (8)	16	9	27
Acquisition cost adjustments (9)	—	2	10
Loss on debt repayment (10)	—	—	55
La Quinua leach pad revision, net (11)	—	—	26
Tax effect of adjustments (12)	(99)	(24)	(242)
Adjustment to equity method investment (13)	—	7	—
Re-measurement due to the Tax Cuts and Jobs Act (14)	(14)	312	—
Tax restructuring related to the Tax Cuts and Jobs Act (15)	(34)	394	—
Valuation allowance and other tax adjustments (16)	158	91	511
Adjusted net income (loss)	$ 718	$ 774	$ 631

	Years Ended December 31,		
	2018	2017	2016
Net income (loss) per share, basic (17)	$ 0.64	$ (0.21)	$ (1.19)
Net loss (income) attributable to Newmont stockholders from discontinued operations	(0.11)	0.07	0.76
Net income (loss) attributable to Newmont stockholders from continuing operations	0.53	(0.14)	(0.43)
Impairment of long-lived assets, net	0.69	0.01	1.00
Loss (gain) on asset and investment sales	(0.19)	(0.04)	(0.20)
Change in fair value of marketable equity securities	0.09	—	—
Impairment of investments	0.08	—	—
Emigrant leach pad write-down	0.05	—	—
Reclamation and remediation charges, net	0.04	0.13	0.09
Restructuring and other, net	0.03	0.01	0.05
Acquisition cost adjustments	—	—	0.02
Loss on debt repayment	—	—	0.11
La Quinua leach pad revision, net	—	—	0.05
Tax effect of adjustments	(0.18)	(0.04)	(0.47)
Adjustment to equity method investment	—	0.01	—
Re-measurement due to the Tax Cuts and Jobs Act	(0.03)	0.59	—
Tax restructuring related to the Tax Cuts and Jobs Act	(0.06)	0.74	—
Valuation allowance and other tax adjustments	0.30	0.18	0.97
Adjusted net income (loss) per share, basic	$ 1.35	$ 1.45	$ 1.19
Net income (loss) per share, diluted (17)	$ 0.64	$ (0.21)	$ (1.18)
Net loss (income) attributable to Newmont stockholders from discontinued operations	(0.11)	0.07	0.76
Net income (loss) attributable to Newmont stockholders from continuing operations	0.53	(0.14)	(0.42)
Impairment of long-lived assets, net	0.69	0.01	0.99
Loss (gain) on asset and investment sales	(0.19)	(0.04)	(0.20)
Change in fair value of marketable equity securities	0.09	—	—
Impairment of investments	0.07	—	—
Emigrant leach pad write-down	0.05	—	—
Reclamation and remediation charges, net	0.04	0.13	0.09
Restructuring and other, net	0.03	0.01	0.05
Acquisition cost adjustments	—	—	0.02
Loss on debt repayment	—	—	0.11
La Quinua leach pad revision, net	—	—	0.05
Tax effect of adjustments	(0.18)	(0.04)	(0.47)
Adjustment to equity method investment	—	0.01	—
Re-measurement due to the Tax Cuts and Jobs Act	(0.03)	0.59	—
Tax restructuring related to the Tax Cuts and Jobs Act	(0.06)	0.74	—
Valuation allowance and other tax adjustments	0.30	0.18	0.97
Adjusted net income (loss) per share, diluted	$ 1.34	$ 1.45	$ 1.19

Weighted average common shares (millions):			
Basic	533	533	530
Diluted (18)	535	535	532

(1) Net loss (income) from discontinued operations relates to (i) adjustments in our Holt royalty obligation, presented net of tax expense (benefit) of $15, $(24) and $(19), respectively, and (ii) adjustments to our Batu Hijau Contingent Consideration, presented net of tax expense (benefit) of $1, $4, and $-, respectively, (iii) Batu Hijau operations, presented net of tax expense (benefit) of $-, $-, and $309, respectively, and loss (income) attributable to noncontrolling interests of $-, $-, and $(272), respectively, and (iv) the loss on sale of Batu Hijau, which has been recorded on an attributable basis. For additional information regarding our discontinued operations, see Note 11 to our Consolidated Financial Statements.

(2) Impairment of long-lived assets, included in Impairment of long-lived assets, represents non-cash write-downs of long-lived assets. The 2018 impairments include $366 related to long-lived assets in North America in September 2018. The 2016 impairments include $1,003 related to long-lived assets in Yanacocha in December 2016. Amounts are presented net of income (loss) attributable to noncontrolling interests of $-, $(1), and $(474), respectively. See Note 6 to our Consolidated Financial Statements for further information.

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(3) Loss (gain) on asset and investment sales, included in Other income, net, primarily represents a gain from the exchange of certain royalty interests for cash consideration and an equity ownership and warrants in Maverix in June 2018, a gain from the exchange of our interest in the Fort á la Corne joint venture for equity ownership in Shore Gold in June 2017, the sale of our holdings in Regis in March 2016, income recorded in September 2016 associated with contingent consideration from the sale of certain properties in Nevada during the first quarter of 2015 and other gains or losses on asset sales.

(4) Change in fair value of marketable equity securities, included in Other income, net, represents unrealized holding gains and losses on marketable equity securities related primarily to Continental Gold Inc.

(5) Impairment of investments, included in Other income, net, represents other-than-temporary impairments on equity and cost method investments.

(6) The Emigrant leach pad write-down, included in Costs applicable to sales and Depreciation and amortization, represents a write-down to reduce the carrying value of the leach pad to net realizable value at Emigrant due to a change in mine plan resulting in a significant decrease in mine life in September 2018.

(7) Reclamation and remediation charges, included in Reclamation and remediation, represent revisions to reclamation and remediation plans and cost estimates at the Company's former historic mining operations. The 2018 charges include adjustments at the Idarado, Lone Tree and Rain remediation and closure sites. The 2017 charges include adjustments at the Rain, Midnite, Resurrection and San Luis remediation and closure sites in December 2017. The 2016 charges include adjustments to reclamation liabilities associated with the review of the Yanacocha long-term mining and closure plans in December 2016. Amounts are presented net of income (loss) attributable to noncontrolling interests of $-, $-, and $(38), respectively.

(8) Restructuring and other, included in Other expense, net, primarily represents certain costs associated with severance, legal and other settlements, and outsourcing costs and system integration costs during 2016 related to our acquisition of CC&V in August 2015. Amounts are presented net of income (loss) attributable to noncontrolling interests of $(4), $(5), and $(5), respectively.

(9) Acquisition cost adjustments, included in Other expense, net, represent net adjustments to the contingent consideration and related liabilities associated with the acquisition of the final 33.33% interest in Boddington in June 2009.

(10) Loss on debt repayment, included in Other income, net, represents the impact from the debt tender offer on our 2019 Senior Notes and 2039 Senior Notes in March 2016 and the debt tender offer on our 2022 Senior Notes in November 2016.

(11) La Quinua leach pad revision, included in Costs applicable to sales and Depreciation and amortization, represents a significant write-down of the estimated recoverable ounces at Yanacocha in September 2016. Amounts are presented net of income (loss) attributable to noncontrolling interests of $-, $-, and $(25), respectively.

(12) The tax effect of adjustments, included in Income and mining tax benefit (expense), represents the tax effect of adjustments in footnotes (2) through (11), as described above, and are calculated using the applicable regional tax rate.

(13) Adjustment to equity method investment, included in Equity income (loss) of affiliates and presented net of tax expense (benefit) of $-, $(3), and $-, respectively, represents non-cash write-downs of long-lived assets recorded at Minera La Zanja S.R.L. ("La Zanja") in December 2017. For further information about our equity method investment in La Zanja, see Note 10 to our Consolidated Financial Statements.

(14) Re-measurement due to the Tax Cuts and Jobs Act, included in Income and mining tax benefit (expense), represents the re-measurement of our U.S. deferred tax assets and liabilities from 35% to the reduced tax rate of 21%. 2018 includes the final adjustments of $(14) to the provisional re-measurement expense. 2017 includes the provisional adjustments of $352 and $8 for changes in executive compensation deductions, partially offset by the release of a valuation allowance on alternative minimum tax credits of $48. For further information about the impact of the Tax Cuts and Jobs Act, see Note 9 to our Consolidated Financial Statements.

(15) Tax restructuring related to the Tax Cuts and Jobs Act, included in Income and mining tax benefit (expense), represents changes resulting from restructuring our holding of non-U.S. operations for U.S. federal income tax

purposes. 2018 includes the final adjustments of $(34) to the provisional restructuring charge. For further information about the impact of the Tax Cuts and Jobs Act, see Note 9 to our Consolidated Financial Statements.

(16) Valuation allowance and other tax adjustments, included in Income and mining tax benefit (expense), predominantly represent adjustments to remove the impact of our valuation allowances for items such as foreign tax credits, alternative minimum tax credits, capital losses and disallowed foreign losses. We believe that these valuation allowances cause significant fluctuations in our financial results that are not indicative of our underlying financial performance. The adjustments during 2018 are due to an increase to the valuation allowance on U.S. net operating losses, credit carryovers, and other U.S. deferred tax assets of $191, other tax adjustments of $(3), and a decrease to the valuation allowance on U.S. capital losses of $(15). The adjustments during 2017 are due to an increase to the valuation allowance on credit carryovers of $94, a decrease to the valuation allowance carried on the deferred tax asset for investments of $10 and other tax adjustments of $7. The adjustments during 2016 are due to an increase to the valuation allowance on the deferred tax asset related to the investment in Yanacocha of $299, a tax restructuring of $170, a decrease in the valuation allowance on capital loss carryover of $169, a carryback of 2015 tax loss to prior years of $124, an increase to the valuation allowance on tax credit carryovers of $70 and other tax adjustments of $17. Amounts are presented net of income (loss) attributable to noncontrolling interests of $(15), $-, and $-, respectively.

(17) Per share measures may not recalculate due to rounding.

(18) Adjusted net income (loss) per diluted share is calculated using diluted common shares, which are calculated in accordance with U.S. GAAP.

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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 (used in) operating activities less Net cash provided by (used in) operating activities of discontinued operations less Additions to property, plant and mine development as presented on the Consolidated Statements of Cash Flows. 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 Consolidated Statements of Cash Flows.

The following table sets forth a reconciliation of Free Cash Flow, a non-GAAP financial measure, to Net cash provided by (used in) 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 provided by (used in) investing activities and Net cash provided by (used in) financing activities.

	Years Ended December 31,		
	2018	2017	2016
Net cash provided by (used in) operating activities	$ 1,827	$ 2,124	$ 2,786
Less: Net cash used in (provided by) operating activities of discontinued operations	10	15	(869)
Net cash provided by (used in) operating activities of continuing operations	1,837	2,139	1,917
Less: Additions to property, plant and mine development	(1,032)	(866)	(1,133)
Free Cash Flow	$ 805	$ 1,273	$ 784
Net cash provided by (used in) investing activities (1)	$ (1,177)	$ (946)	$ (74)
Net cash provided by (used in) financing activities	$ (455)	$ (668)	$ (1,817)

(1) Net cash provided by (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 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.

	Gold (1) Years Ended December 31,			Copper (2) Years Ended December 31,		
	2018	2017	2016	2018	2017	2016
Costs applicable to sales	$ 3,906	$ 3,899	$ 3,523	$ 187	$ 163	$ 215
Gold/Copper sold (thousand ounces/million pounds)	5,516	5,632	5,172	110	111	116
Costs applicable to sales per ounce/pound (3)	$ 708	$ 692	$ 681	$ 1.69	$ 1.47	$ 1.85

(1) Includes by-product credits of $50, $51 and $44 in 2018, 2017 and 2016, respectively.

(2) Includes by-product credits of $3, $4 and $6 in 2018, 2017 and 2016, respectively.

(3) Per ounce and per pound measures may not recalculate due to rounding.

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All-In Sustaining Costs

Newmont has developed 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 our continuing 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 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 provides investors 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 (i.e. non-sustaining) capital activities based upon each company's internal policies.

The Company recently revised its calculation of AISC to exclude development expenditures related to developing new or major projects at existing operations where these projects will materially benefit the operation included in Advanced projects, research and development and Exploration amounts presented in the Consolidated Statements of Operations.

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 production incurred to execute the current mine plan. We exclude certain exceptional or unusual amounts from Costs applicable to sales ("CAS"), such as significant revisions to recovery amounts. 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 amortization and Reclamation and remediation, which is consistent with our presentation of CAS on the Consolidated Statements of Operations. 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 Consolidated Statements of Operations less the amount of CAS attributable to the production of copper at our Phoenix and Boddington mines. The copper CAS at those mine sites is disclosed in Note 3 to the Consolidated Financial Statements. The allocation of CAS between gold and copper at the Phoenix and Boddington mines is based upon the relative sales value of gold and copper produced during the period.

Reclamation costs. Includes accretion expense related to Reclamation liabilities and the amortization of the related Asset Retirement Cost ("ARC") for the Company's operating properties. Accretion related to the Reclamation liabilities 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 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 and Boddington mines.

Advanced projects, research and development and exploration. Includes incurred expenses related to projects that are designed to sustain current production and 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 to sustain production at existing operations. As these costs relate to sustaining our production and are 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 Consolidated Statements of Operations less incurred expenses related to the development of new operations, or related to major projects at existing operations where these projects will materially benefit the operation in the future. 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 and Boddington mines.

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General and administrative. Includes costs related to administrative tasks not directly related to current production, but rather related to support our corporate structure and fulfill 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. We exclude certain exceptional or unusual expenses from Other expense, net, such as restructuring, as these are not indicative to sustaining our current 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 and Boddington 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 on our Consolidated Statements of Operations.

Sustaining capital. We determined sustaining capital as those capital expenditures that are necessary to maintain current production and execute the current mine plan. Capital expenditures to develop new operations, or related to major projects at existing operations where these projects will materially benefit the operation, are generally considered non-sustaining or development capital. We determined the classification of sustaining and development (i.e. non-sustaining) 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 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 Phoenix and Boddington mines.

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Years Ended December 31, 2018	Costs Applicable to Sales (1)(2)(3)	Reclamation Costs (4)	Advanced Projects, Research and Development and Exploration (5)	General and Administrative	Other Expense, Net (6)	Treatment and Refining Costs	Sustaining Capital (7)	All-In Sustaining Costs	Ounces (000)/Pounds (millions) Sold	All-In Sustaining Costs per oz/lb (8)
Gold										
Carlin	$ 760	$ 10	$ 24	$ 7	$ —	$ —	$ 152	$ 953	929	$ 1,027
Phoenix	202	6	4	2	1	9	23	247	237	1,043
Twin Creeks	240	2	9	2	1	—	40	294	359	820
Long Canyon	72	2	—	1	—	—	11	86	170	505
CC&V	260	3	5	2	1	—	29	300	357	840
Other North America	—	—	7	1	—	—	15	23	—	—
North America	1,534	23	49	15	3	9	270	1,903	2,052	928
Yanacocha	425	47	5	2	—	—	26	505	522	967
Merian	275	2	4	1	1	—	54	337	538	627
Other South America	—	—	—	9	1	—	—	10	—	—
South America	700	49	9	12	2	—	80	852	1,060	804
Boddington	571	9	—	—	—	21	46	647	726	891
Tanami	297	2	17	—	1	—	68	385	505	763
Kalgoorlie	232	4	4	—	1	—	21	262	322	813
Other Australia	—	2	5	10	(5)	—	5	17	—	—
Australia	1,100	17	26	10	(3)	21	140	1,311	1,553	845
Ahafo	323	3	6	1	4	—	40	377	436	864
Akyem	227	22	1	1	2	—	40	293	415	705
Other Africa	—	—	2	6	—	—	—	8	—	—
Africa	550	25	9	8	6	—	80	678	851	794
Corporate and Other	—	—	63	199	1	—	12	275	—	—
Total Gold	$ 3,884	$ 114	$ 156	$ 244	$ 9	$ 30	$ 582	$ 5,019	5,516	$ 909
Copper										
Phoenix	$ 55	$ 2	$ 1	$ —	$ —	$ 1	$ 8	$ 67	30	$ 2.24
Boddington	132	2	—	—	—	12	10	156	80	1.94
Total Copper	$ 187	$ 4	$ 1	$ —	$ —	$ 13	$ 18	$ 223	110	$ 2.02
Consolidated	$ 4,071	$ 118	$ 157	$ 244	$ 9	$ 43	$ 600	$ 5,242		

(1) Excludes Depreciation and amortization and Reclamation and remediation.
(2) Includes by-product credits of $53 and excludes co-product copper revenues of $303.
(3) Includes stockpile and leach pad inventory adjustments of $92 at Carlin, $32 at Twin Creeks, $5 at CC&V, $39 at Yanacocha, $33 at Ahafo and $34 at Akyem. Total stockpile and leach pad inventory adjustments at Carlin of $114 were adjusted above by $22 related to the write-down at Emigrant due to a change in mine plan, resulting in a significant decrease in mine life in the third quarter of 2018.
(4) Reclamation costs include operating accretion and amortization of asset retirement costs of $60 and $58, respectively, and exclude non-operating accretion and reclamation and remediation adjustments of $44 and $59, respectively.
(5) Advanced projects, research and development and Exploration excludes development expenditures of $10 at Carlin, $3 at Twin Creeks, $23 at Long Canyon, $5 at CC&V, $16 at Other North America, $49 at Yanacocha, $9 at Merian, $34 at Other South America, $6 at Kalgoorlie, $7 at Other Australia, $11 at Ahafo, $12 at Akyem, $3 at Other Africa and $5 at Corporate and Other, totaling $193 related to developing new operations or major projects at existing operations where these projects will materially benefit the operation.
(6) Other expense, net is adjusted for restructuring and other costs of $20.
(7) Excludes development capital expenditures, capitalized interest and changes in accrued capital, totaling $432. The following are major development projects: Twin Creeks Underground, Quecher Main, the Merian crusher, Tanami Expansion 2, Ahafo North, Subika Underground and Ahafo Mill Expansion.
(8) Per ounce and per pound measures may not recalculate due to rounding.

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Years Ended December 31, 2017	Costs Applicable to Sales (1)(2)(3)	Reclamation Costs (4)	Advanced Projects, Research and Development and Exploration (5)	General and Administrative	Other Expense, Net (6)	Treatment and Refining Costs	Sustaining Capital (7)	All-In Sustaining Costs	Ounces (000)/Pounds (millions) Sold	All-In Sustaining Costs per oz/lb (8)
Gold										
Carlin	$ 810	$ 6	$ 17	$ 3	$ —	$ —	$ 174	$ 1,010	976	$ 1,035
Phoenix	182	5	4	1	1	9	17	219	212	1,035
Twin Creeks	229	3	6	2	1	—	38	279	376	741
Long Canyon	59	2	—	—	—	—	3	64	174	364
CC&V	290	3	9	1	—	1	33	337	466	725
Other North America	—	—	14	—	1	—	9	24	—	—
North America	1,570	19	50	7	3	10	274	1,933	2,204	876
Yanacocha	504	64	4	4	4	—	38	618	537	1,150
Merian	238	2	—	—	—	—	37	277	509	544
Other South America	—	—	3	12	—	—	—	15	—	—
South America	742	66	7	16	4	—	75	910	1,046	870
Boddington	562	9	2	—	—	21	66	660	787	838
Tanami	251	2	3	1	—	—	63	320	408	786
Kalgoorlie	234	3	3	—	—	1	19	260	363	717
Other Australia	—	—	2	10	(1)	—	4	15	—	—
Australia	1,047	14	10	11	(1)	22	152	1,255	1,558	806
Ahafo	268	6	6	1	3	—	43	327	350	933
Akyem	272	13	2	—	1	—	26	314	474	663
Other Africa	—	—	—	6	—	—	—	6	—	—
Africa	540	19	8	7	4	—	69	647	824	785
Corporate and Other	—	—	52	195	6	—	10	263	—	—
Total Gold	$ 3,899	$ 118	$ 127	$ 236	$ 16	$ 32	$ 580	$ 5,008	5,632	$ 890
Copper										
Phoenix	$ 55	$ 2	$ 1	$ 1	$ —	$ 1	$ 7	$ 67	32	$ 2.09
Boddington	108	1	—	—	—	12	13	134	79	1.69
Total Copper	$ 163	$ 3	$ 1	$ 1	$ —	$ 13	$ 20	$ 201	111	$ 1.80
Consolidated	$ 4,062	$ 121	$ 128	$ 237	$ 16	$ 45	$ 600	$ 5,209		

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

(2) Includes by-product credits of $55 and excludes co-product copper revenues of $315.

(3) Includes stockpile and leach pad inventory adjustments of $65 at Carlin, $30 at Twin Creeks, $53 at Yanacocha, $22 at Ahafo and $28 at Akyem.

(4) Reclamation costs include operating accretion and amortization of asset retirement costs of $80 and $41, respectively, and exclude non-operating accretion and reclamation and remediation adjustments of $17 and $95, respectively.

(5) Advanced projects, research and development and Exploration excludes development expenditures of $1 at Carlin, $3 at Twin Creeks, $23 at Long Canyon, $1 at CC&V, $12 at Other North America, $37 at Yanacocha, $14 at Merian, $40 at Other South America, $18 at Tanami, $6 at Kalgoorlie, $6 at Other Australia, $18 at Ahafo, $8 at Akyem, $6 at Other Africa and $1 at Corporate and Other, totaling $194 related to developing new operations or major projects at existing operations where these projects will materially benefit the operation.

(6) Other expense, net is adjusted for restructuring costs and other of $14 and acquisition cost adjustments of $2.

(7) Excludes development capital expenditures, capitalized interest and changes in accrued capital, totaling $266. The following are major development projects during the period: Long Canyon, the Merian crusher, Quecher Main, Tanami Expansions, Subika Underground and Ahafo Mill Expansion.

(8) Per ounce and per pound measures may not recalculate due to rounding.

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Year Ended December 31, 2016	Costs Applicable to Sales (1)(2)(3)	Reclamation Costs (4)	Advanced Projects, Research and Development and Exploration (5)	General and Administrative (6)	Other Expense, Net	Treatment and Refining Costs	Sustaining Capital (7)	All-In Sustaining Costs	Ounces (000)/Pounds (millions) Sold	All-In Sustaining Costs per oz/lb (8)
Gold										
Carlin	$ 782	$ 5	$ 17	$ 5	$ —	$ —	$ 163			