BARRICK

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A New Champion for Long-Term Value Creation

John L. Thornton
Executive Chairman, Barrick

Good morning everyone and thank you for joining us. Today we announce an important step in taking Barrick back to the future as we combine with Randgold to create an industry-leading gold company, through the recommended all share merger of our two companies.

Barrick and Randgold are cut from a single cloth. Mark has said, Randgold was modelled on Barrick, as it existed in its early years under the leadership of Peter Munk and Bob Smith—the very culture we at Barrick have spent the past four and a half years working to recover.

It is no accident then, that I believe our two companies now think and act in the same way. We share a deep commitment to a partnership culture, both within our companies and in our relationships with our external partners. We both employ a decentralized business model, a small high-quality corporate office focused on the disciplined allocation of human and financial capital. We are both obsessed with talent and are relentless in our pursuit of operational excellence. We are both committed to financial prudence, particularly in maintaining a strong balance sheet.

Perhaps most important, we are of one mind about the true source of shareholder value in the gold industry: per share returns, over the long term, as measured by growth in free cash flow per share.

While we share the same culture, we also combine different strengths that are perfectly complementary. Randgold has the agility and swift-footedness of a younger and smaller company, much like Barrick in its early years, while Barrick has the infrastructure and global reach of a large public company.

Most important is this: Randgold has a proven ability to operate successfully in some of the most challenging environments in the world while Barrick has been building relationships of depth and trust with China, which we believe offers financial and political risk mitigation. In a world of declining gold reserves, the combination of these two strengths is a competitive advantage. There will be several other distinctive advantages.

The combined Company will have five of the world's top 10 Tier One gold assets by total cash cost. We will have the lowest total cash cost position among the senior gold peers. We have the potential to add to these Tier One assets with the extensive land positions in many of the world's most prolific gold districts, and will be able to redeploy top talent across both organizations to create new value immediately in our most important regions.

At Barrick, our merger with Randgold fulfils our vision of becoming one of the leading companies in any industry or region. Today, we graduate from taking Barrick back to the future, and together with Randgold, we begin to sprint into the twenty-first century.

I will now hand it over to Mark to go through the presentation, after which we will both take your questions.

Mark Bristow
Chief Executive Officer, Randgold

Good morning ladies and gentlemen. Good afternoon for those phoning in from Europe, and thank you John.

I agree. Today we create a new champion for value creation in the gold industry. It was quickly apparent, back in 2015 when we had our first conversation—that's John and I—that we had similar visions for the industry's future. In the years since, John and his team have significantly restructured the Barrick balance sheet and reduced debt by several billion. In recent months, we realized the power of combining forces to drive additional financial and operational gains between our organizations.

Just before we go on with the main presentation, it's important that you familiarize yourself with the disclaimer, and I'll just give you a moment to read it.

Thank you.

As John points out, the motivation for this deal is a powerful one and you can see here, why. Holding five out of the top Tier One gold mines, spanning several promising gold belts. Barrick will be the undisputed industry leader and have the lowest total cash cost position among senior producers. These high-quality assets will be run by a management team that combines Barrick's efficient operational capabilities with Randgold's entrepreneurial skill and track-record of successfully managing operations in complex regions. All of these attributes underpin our common vision for long-term value creation in this combination.

Barrick already holds three of the world's ten Tier One Assets based on life of mine, cost and production metrics, and Randgold will contribute two additional Tier One assets. The combined portfolio also includes several projects—as John has pointed out—and recent discoveries, that will support Barrick's market leadership far into the future. The fact that there's no one else that has more than one Tier One asset and we see—we have visibility of potential to add to an already robust portfolio. The new Company has the opportunity to build on existing partnerships and support alternate value initiatives, and likewise, the copper portfolio is rich in opportunities for investing in a high-demand metal closely affiliated to gold.

To deliver a world-class business, you need world-class people. Barrick will have a proven management team with a track record of creating wealth for all its stakeholders and driving return on invested capital, reducing costs and driving efficiency throughout a compelling portfolio of assets. Barrick also includes outstanding exploration operations and as you know, a geologist myself, I can personally attest to the quality of that combined team.

Just on the top structure, John will remain as Executive Chairman providing leadership at the Board level and guiding business decisions on a macro level. As President and CEO, I will have day-to-day operational control over the business. Graham will be the Chief Financial Officer and Kevin will be the Head of Strategic Matters. Two-thirds of the Board will be initially appointed by Barrick and one-third by Randgold Directors.

In these key metrics, Barrick and the proforma is the new leader with the highest EBITDA margin and lowest total cash cost position among senior gold peers, which means we will be able to invest in growing the business while at the same time returning capital to shareholders.

This map shows the location of the combined Group's portfolio of projects and operations. As you can see, about half of these are in what might be called complex jurisdictions. We don't have a choice of the places to build mines. To thrive, we have to go where the gold is. This is something I've always pointed to. Barrick's operational capabilities will be enhanced by combining with the Randgold team, which has a track record of developing and operating profitable gold mines in difficult environments. Barrick contributes a further dimension in the form of its strategic relationship with China, and together, we are fully equipped to manage and grow this portfolio which offers the potential—as I said earlier—to deliver more Tier One assets.

Together, these two businesses will create a truly dynamic force in an industry that has trailed the market. Barrick will offer a core investment with deep liquidity, a combined track record of success in discovering, developing and operating Tier One assets anywhere in the world, a diversified portfolio across terrains, prudent and disciplined management with a strong entrepreneurial flare and a significant rerating potential.

Barrick will focus on four key things: the development of core assets and the sale of non-core ones; continuing to decentralize management, with mine-based decision-making authority; streamlining all operations and maintaining a powerful balance sheet supported by continued investment. There is also a significant potential to rerate over time, given the quality of the combined asset base and the proven management team. We will have the lowest total cash cost and the highest adjusted EBITDA margin relative to other senior gold peers.

Barrick has been transformed in recent years, with its focus on cost-cutting and the disposal of non-core assets. Barrick has reduced its debt quantum considerably, while also significantly improving its maturity profile. It is now positioned for a new growth phase, led by a strengthened Executive team. Randgold, on the other hand, is the industry leader in terms of operational delivery, returns, margins and share price, delivering superior cash flow. We will now be able to step beyond our African boundaries onto the global stage.

I've often talked you through the different elements on this slide, but the combination of our assets, our management teams and our shared approach to investment and growth, gives the combined shareholding of this combination ownership in what we believe to be the industry leader. At the heart of the merger, is the two Company's shared belief that a gold-mining business must calibrate itself to a changing market that demands real value creation to attract new investment. It also must provide shareholders with a sustainable return base.

Barrick, I believe—and I talk on behalf of John and the new combined proforma executive team, for want of a better word—is starting from a sold asset base, with clear plans for optimizing performance and finding new opportunities. The merger will deliver value-based, on not only a takeover—on not a takeover premium—in fact no takeover premium, as John has pointed out—but more importantly, that point I've always talked about, and that is the proven business methodology guided by long-term strategy and implemented by a results-driven management team, with strong leadership.

This slide just summarizes the transaction terms. It will be at an at-market all stock merger, at an exchange ratio of one-third two-third approximately, which means that the Barrick shareholders will own 66.6% of the new Company, which will still be named Barrick, while Randgold shareholders will hold approximately 33.4% of the new Entity. John will be as the Executive Chairman, as I've already said. I'll be the President and Chief [Executive] Officer, and Graham the CFO and Kevin, Head of Strategic Matters. Initially, as I've already indicated, the Board structure will emulate the ratio—combination ratio.

That's really our presentation and we'll be happy to take questions, as John indicated.

Carey Macrury, *Canaccord Genuity*

Hi, good afternoon. Maybe a couple of questions for Mark. Growth has been a pretty consistent part of the Randgold story for a long time now. I'm just wondering, in terms of the NewCo, how do you think about growth going forward?

Mark Bristow

I think, as you know me Carey, growth is—it's the definition of growth and sometimes in this industry of ours we get confused about gold production and real growth. The only growth that we've ever focused on is the growth of—in value creation and to be able to—the ability to deliver value to your stakeholders, and all stakeholders—not only shareholders who are our most important stakeholder, but the host countries in which we operate are owner-employees et cetera et cetera. And what this combination does is, it broadens the base on which to build that value and it really gives us the luxury to focus and—as Randgold has done—on the top asset class within our industry.

And as John pointed out, we start off with five out of the top ten gold deposits—or gold mines in our industry. And what's more importantly—and therein lies the growth—is the visibility of the new, potentially new Tier One asset. Then, again our agreed approach is, we start off with a particular NAV—a solid net asset value of this combination and how do we leverage that and grow that NAV in a way that it delivers real value, not only continued equity value—a per share value for our investors—but also a realizable cash flow value in the form of returning some of that cash flow to shareholders, as we've done so successfully at Randgold Resources.

And when we look at where we are in Randgold Resources and our ability to leverage what we've built, and also where we look at Barrick as it is today and where it's got to, both companies need to come up with a new way of continuing to deliver value for shareholders. And I've been on record for a while now to say we were successful, in the last two decades and some, in the way we did it because of our management structure, and our particular approach and our very clear focus on Africa.

To be—continue to be successful we've got to recreate ourselves and build a new company that can sustain that sort of delivery, for shareholders, going forward in the next two three decades ahead of us. And I—we've, over the years, debated that and we believe that we've come to a consensus—and when I say we I not only mean John and I, I mean our collective executive teams—that together we can do a much better job than if we try to stick with what we've currently got.

Carey Macrury Okay, thank you, and just one more if I could. Mark, you've—Barrick has a lot of pretty big greenfield projects. You've got Pascua-Lama and Donlin, et cetera, just wondering your thoughts on that type of project? You know, big capex, big project—do you see a way forward on those to generate reasonable returns or do you think they potentially could be a non-core?

Mark Bristow Well, you know, they've got some much more near term very exciting projects that we'll be spending our initial focus on. And again, the transformation of Barrick, which has started some years ago, is at a point where we need to reposition the levers and the commercial optimization components. And as you appreciate, to deal with the radioactive balance sheet, Barrick has been obsessed with optimizing for cash flow. Now that they're at a position where you've cleaned up the management, you've got really well-aligned executive team and a balance sheet you can manage, and very strong commercial metrics coming out of the operation—this is the time where you need to shift back to a more optimized—to a business optimization model that looks to the underlying all bodies.

Nevada comes with enormous potential and then one of the other assets that has become a bit of an orphan is the Acacia investment in Africa. And then of course there the other—and then there's the strategic assets which we refer to, that being particularly Veladero. And that continues south into the El Indio trend which is a highly prospective, under-explored geological terrain, straddling Chile and Argentina. And then you've got the non-core assets—the Porgera asset and the Kalgoorlie asset—which again, we, John's shown, with a real care strategy you can bring these projects to account and they've both got very strong partners who have indicated their interest in being able to take over those assets.

And again, there's no plan to do anything that compromises that value—that NAV value of the Group. And then at the same time, the combined exploration skill-base in the form of the Barrick and Randgold teams—exploration teams—is going to be a cracker of a team and we're looking forward to letting them loose on a lot of these really controlled geological portfolios. And then by that stage we get to those—what we would call strategic—other strategic opportunities, and there are some in Randgold and some in Barrick and the first thing is to understand them. Once we understand them—you can imagine for this due diligence period we've been really focused on those cash-producers and the near-term opportunities, but again looking forward we'll be putting the necessary effort into those assets.

We're spoilt for choice so we've got to prioritize our human capital.

Carey Macrury

Thanks very much.

Catherine Raw
Executive Vice President and Chief Financial Officer, Barrick

Just to add—sorry, I'll just add to—and we said it on the previous call—it's only going to be able to enhance the option value of the combined portfolio relative to the separate companies today. So, I think that's the way you look at these embedded options in those large greenfields projects that we have now as a combined Entity.

Greg Barnes,
TD Securities

Yes, thank you. I think the number one question I've heard from shareholders this morning Mark, is what is your tenure as the CEO of the new Barrick? How long do you see yourself being in that role?

Mark Bristow

As long as it takes. You know, I've always said—let's take a step back, Greg. We've been talking about succession and the next big opportunity and we've reached a point where our succession is at a point we can implement it and this transaction allows me to implement it so—and frees me up because we have a leadership structure to be able to take on Africa and Africa will double in its portfolio—it will double its portfolio with this transaction.

And there's a very strong management team, we won't employ an extra person. That's our succession, it's very successful and it—on top of it, it releases me, Graham and a couple of our top executives to join the Barrick executive team to take on the bigger task of unlocking the inherent value in the Barrick portfolio and continue, of course, to build on what we bring for Randgold. And just to put—make it clear, I'm rolling up my investment in Randgold Resources into this transaction. John is—and I, together, stand out in the gold industry as executives that have significant skin in the game. I've always said I don't want to be—what I don't want to be in five years' time is the CEO of a $60 gold stock and I think this opportunity really brings forward an exciting combination that fulfils everything I've been hammering on about for the last—as ever—since I can remember.

And so, I've got—and this is a reenergizing event for me and I've said at times, one—I need one more big gold mine to really get to the end of my career and this is a very large gold mine with a lot of excitement. I mean, when we spoke about it—I've committed at least five years. I don't believe five years is long enough, but then you must—the skill base of the people that we've collected in this organization is—it stands apart from the rest of the industry and I—my job is to shepherd this business into a state where it will be there for the next two plus decades, as Randgold performed. There will be a time when it's a natural time for me to be able to crystallize my investment and that's the way I look at it. It's not a job for me, it's really an exciting business venture.

Greg Barnes Thank you, that's very helpful. Second question follow-up, the investment hurdle rates metrics between Barrick and Randgold are slightly different. Who is going to win out?

Mark Bristow So, it's—ultimately, well we've got this far together and it's been a long haul and we've managed to convince a lot of people—our Boards to start with. It wasn't very difficult to convince the management team because that's—there's very little grizzle in the senior executive DNA and the indifference in the way we—people look at things. Tier One assets bring a different dimension to just pure returns. They bring the ability—the optionality value—Catherine touched on it earlier.

And we are mindful of the whole business concept of gold mining and so—right now the $1,200, 15% IRR is still an industry leader because it's after tax and all the other stuff which sometimes, the industry sort of forgets about. And so, we—and just to point out, when we built Loulo we had—we used 450 gold and 20% return. We had a 50—one and a half million ounces, today we've got seven and we've been running it for 12 years and it's definitely beaten our 20%.

Kibali, when we first made that decision, was lower IRR and the gold prices were a lot higher. But over—because it's such a big asset and it's—and we still run it a $1,000 on a business model design basis, it will ultimately get there. But then when you look at smaller assets, you lose some of that optionality because of the life of mine length and so it's important then, if you're going to bring to account assets with three or four or five million ounces, that you're much more disciplined on the $1,000 and the 20%.

Having said that, the other thing is when we look at the core Tier One assets in Barrick—and the team's made a lot of progress to cleaning up the efficiencies and there's still opportunities to do that—and I believe in the fullness of time, we will get those assets back to—closer to the—[our filter]. But definitely, they are still industry stand outs and will—and if you look at the EBITDA which is something that really attracts me—we've always—Randgold sweats the EBITDA better than anyone and the best way to start a business with an objective of freeing up cash flow is to start with large EBITDAs and this is an industry leader on that metrics. I hope that answers your question.

Greg Barnes Yes, that's helpful.

Tanya Jakusconek, Scotiabank Yes, hi. Maybe just a couple of questions. Just wanted to understand if the—Catherine, do you see the Chinese playing a role at all in some of the African assets?

Mark Bristow Hello Tanya.

Tanya Jakusconek Hi Mark.

Mark Bristow So, the Chinese, as you know, are already playing a very key role in Barrick and are—really allowed this transaction to proceed because they've got some—they've taken on some heavy lifting on assets that are not quite in the focus of Barrick, even today. I recently—John's a great proponent of the necessity to partner with the Chinese who are big consumers in the resource business.

And recently, I've had an amazing experience working with the big Chinese companies in the DRC as we've managed the DRC situation and we've consulted with John's relationships in dealing with this initiative, because they are key stakeholders in the Barrick vision and we all agree that that partnership can only leverage our combined skills, going forward, to be able to continue to hunt those Tier One assets in places where there's still big elephants to be found—and that's Africa and South America.

Catherine Raw Just specifically, Tanya, on what's going on at Acacia. So, it's already sort of public that Acacia are managing that process with the Chinese. So, strategically—as Mark has just outlined and John has talked a lot—you can see that we—our partnership with the Chinese really helps mitigate risk and brings an element to those areas that are more challenging because of the benefits, obviously, that a broader Chinese relationship can bring. Tactically, Acacia are leading the process with the Chinese on the ground, given their independence.

Tanya Jakusconek Oh, okay, and then maybe Catherine, just—I quite didn't understand the purpose of the $300 million Shandong strategic investment and why it was announced concurrently with this deal and in the document. Maybe I'm missing something?

Catherine Raw John's the best person to explain the logic of that.

John L. Thornton Yes, Tanya, let me say a few things about that. Let me answer you but contextualize it. So, you know right from the very beginning it's been a goal of ours to build a distinctive and preferred relationship with China? Given my own experience, I know what that means in real terms and what it means is a highly labor-intensive, long-term, trust-based, slowly building process—and so far, so good. Part of that is, from the very beginning we've been completely transparent with the Chinese and said to them, come in and look at any of our assets in whatever depth you want to, because we want to put you in a position—and knowing the way the Chinese system works—to be able to move quickly if and when we come to you with a very concrete idea. And so, we've become increasingly close to them.

Now, with Shandong in particular, you're aware that they are going through an IPO right now and the $300 million cross shareholding is a further step in cementing that relationship. You will see it continue to develop and I wouldn't be at all surprised, if among other things, it leads to a—Barrick getting a deeper understanding of the domestic situation inside China and understanding better what's there, what could we be doing together, et cetera, et cetera. So, it's all part of a process and as for the timing, the timing actually was driven by the fact—it's just coincidental that their IPO, and this particular transaction, are happening when they're happening. This all seemed rather logical to—since we were going to announce it anyway and the IPO—to announce it now the other way with respect to this transaction.

Catherine Raw Well, it makes it a very clear message to the market that irrespective of both companies going through transformational changes, the relationship persists and is growing over time. So, whether it's the El Indio on our side or for them—helping them to become an international global company with access to global markets and expertise, this is a very clear message.

John L. Thornton And Tanya, also to give you one more sort of sense of this. Throughout this process—and when I say this process I'm talking about the last nine months—where the discretions between Barrick and Randgold have become increasingly intensive, and then in the last two or three months where we also spoke with all the other major players, throughout that process we have been completely transparent with our Chinese partners the entire way. So, they've known everything we're doing, every step of the way, so they know exactly what we're doing and why we're doing it.

Tanya Jakusconek Okay, and then maybe just a last one if I can just on financials and—one is just my understanding. Why have regional groups if we're sticking with a more decentralized model? So, maybe an explanation there and then I know your focus on financial metrics for M&A—big one with free cash flow, I totally understand that—but how does this investment specifically meet your 15% hurdle rate? Maybe those two, that would be great.

Mark Bristow Fifty percent hurdle rate? Oh, 15. So, I think the point here is that, Tanya, I've always said asset quality overrides jurisdiction. And really, if you want to build a world class business you've got to start with, first of all, with great people because with good people you can do just about anything. And if you add the best asset portfolio in the industry with a quality team focused and aligned, the results are almost guaranteed. I wouldn't say they're totally guaranteed but they're almost guaranteed.

And what we see here, whichever way you slice and dice this, the fact that we bring the robust, less-geared cash flow of Randgold into partnership with this set of very high quality assets, we get through—it takes us through any scenario—any realistic gold scenario, we deliver on this business and we start off with industry leading metrics and it's just about how do we then continue to sweat it.

The objective here is, if you look at Randgold as a percentage of EBITDA amongst the majors, we represent about 3%. But if you look at the percentage of free cash flow, we represent 13% and it's that sort of leverage—the opportunity here. We've got the assets, we've got the discipline and can we convert that very large EBITDA into more free cash. My strong belief is we can and we've got visibility about this.

This is not a takeover, as we've said publicly. It's a combination of assets, people, shared vision, to create something that both John and I have been talking about for some time. Something that we can all go out there and market to the world as a profitable business. Happens to be focused on gold so effectively you get real returns, and the exposure and an insurance that one needs in your portfolio by investing in gold.

And on the flat structure and the ability to transport the Randgold way, a large part of that philosophy is already embedded in Barrick and what we're really doing is bringing a little bit of real—23 years—of experience to help pick that pace up on delivery. Otherwise, as John mentioned in his introduction, a much slower slog to the finish line.

Tanya Jakusconek So, was I to take away from that that your focus when you did this merger of equals was focused on free cash flow and not so much on your 15% hurdle rate for Barrick—on the Barrick side?

Mark Bristow The 15% hurdle rate I've got no doubt we'll meet and beat. Absolutely. It's a good start, because there's still a lot of opportunity to introduce more efficiencies in—particularly in—as a divider, transitions from the very business that built Barrick—those big mega super-efficient open cast mines, to higher grade underground mines. If anything, that's a good place to start and I talked at length about the difference between 20 and life of mines and size of operations and optionality. I'm really relaxed about the 15% IRR when you apply it to big super projects and I've got no doubt that as we progress, without thinking we'll be sharpening that pencil a little more.

Catherine Raw And Tanya, just to square the circle even more, John—if you go back to the Town Hall we put out in July, it's about what you can achieve looking at the opportunities that going forward. So, while you're looking on paper at what those returns will be today, it is that together, the argument—whether you believe it or not—is that you're able to deliver that 15% return, or greater, because you can execute. You can uncover options that would otherwise not exist. And so that, it's what you need to believe in the combined Entity to get to that 15% going forward, versus what do the two-standalone look like and their valuation today. That's the rationale behind why we're willing to issue shares to do this deal.

Mark Bristow If you take the top tier industry leaders, Tanya, no one makes 15%.

Tanya Jakusconek Oh, I get that. Thank you.

Daniel Major,
UBS Hi Guys. Few questions from me and—that's slightly related. Mark, you've always spoken about strong balance sheet meaning ideally a net cash position. Clearly, the combined entity will, I guess, from a country perspective have a somewhat lower risk profile. Do you give us any targets on where you're thinking the balance sheet would sit from an ideal perspective? And are you—that probably feeds into the portfolio. Again, you've probably in the past spoke of five, seven assets being an optimal size for a gold company. Can you give us any more sense of the magnitude of potential asset sales and the timeline there? And will, initially, those proceeds all go into deleveraging?

Mark Bristow The balance sheet—I think today the balance sheet has strength—has materially improved on when we first started discussing this project three years ago and that's not a long time in the gold mining industry. Combining the two companies you deleverage the balance sheet further. The question here is not about—I think we're at a stage now where we have a robust financial base to build on and so it's now how do we use that financial muscle to continue to grow the business and invest and create value.

It's not just about—I think gone are the—it's been through a very tough time, Barrick, as it's focused on dealing with these potentially damaging stressors, particularly within the balance sheet. But I think we're past that, and certainly with Randgold extra—no debt, strong cash flow and a positive balance—cash balance, we take a little bit more of the edge off that. We are very committed to working with the debt that embedded in this Company, albeit long dated, we still feel we needs some more work on it where there's a commitment to do that from the current team and we fully support that philosophy.

Sure, as you point out, the risk profile is different, six, seven Tier One assets, strong cash flow, EBITDA—it gives you a lot of opportunity to gear the cash flow. And as I said, to repeat myself, it's all about how much of that you can convert into free cash flow. Right now, we're still an industry leader, whichever way we track the forecast. And we are, certainly in our profile—we're looking in the next five years—

significantly more capital than any of the other of the peer group and we'll still be a leader on the EBITDA front.

The second question was?

Daniel Major Perfect science for the portfolio in terms of assets or…

Mark Bristow Yes. I've always said a handful is a good number—plus or minus a bit. The ability to take on—when you've got super big assets—there's no way that we're going to give up Tier One assets. Bringing into account some of the other assets which are—some of them are particularly good assets. They're not bad but they just don't fit our—mainly our geographical focus or there's better use of proceeds and we have partners that have indicated their interest in acquiring the Barrick stake. John has been very clear about what isn't core and of course this combination will bring that same debate over the whole portfolio of the combined Entity and so there will be other opportunities to rationalize, which will free up embedded value in this organization.

Some of it we'll use to deleverage the balance sheet further. Others we will definitely take to invest and ensure that we have a longer runway ahead of us as far as our operating models go. And then, as I've always said, when you realize value some of that will go back to shareholders and it will continue to support what we've already very clearly signaled to the market. It would be—if we came to the market and said, like so often happens in the gold mining industry, we've made ahead of this, we've got this wonderful idea, we're going to put these projects together, we're going to do it in the traditional old way and we're not going to pay you any dividends.

This is an initiative that we believe inherently grows real commercial value, financial value in this combination, and if we believe it then it has to deliver free cash flow and support a dividend policy. Right out of the blocks we are saying our policy will be constructive. We've indicated an increase in dividend for Barrick which is the core strategy going forward, and we've also recognized the importance of the Randgold portfolio and our investors who have bought in [for]—dividend returns in the art of commitment to pay some dividends back to those shareholders at closure.

Daniel Major Thanks Mark. Maybe just one follow-up. There's no indication of any London or non-North American listing. Is that something you considered in this process, retaining an ADR program or creating a more global reach in terms of listing location?

Mark Bristow Yes. We considered it, as you can imagine, very carefully. It doesn't rule out the potential going forward. Randgold, despite being listed in London, our shareholders are quite happy in the North American stock exchanges. There is some potential flow back but again, no—we would like to see that people would want to invest in this asset because it's a value proposition. We've never had a full, indexed balanced investment in London. We do have indexed funds in our stock. We believe that we've motivated an interest in people supporting this initiative because they like what we are proposing. And so, to stay listed in London in the short-term requires a full RPO and that—we just don't have the time and right now with the advice that we've received, the flow back pressure is minimal and the cost—it doesn't warrant it.

Daniel Major Great, thanks very much and good luck.

Amos Fletcher, Barclays Yes, morning guys. I guess—few questions for you Mark. So, firstly, the way I see it is Barrick's getting at least two world class assets, a world class management team and a decent amount of net cash for no premium. Do you feel that is the optimal outcome for Randgold shareholders?

Mark Bristow Absolutely. You should have given this presentation Amos. You forgot what the Randgold shareholders are getting back in return.

Amos Fletcher Fair enough, and then I guess if you don't want to elaborate, I just wanted to ask on what you see as being the likely fate of Acacia?

Mark Bristow Well, one thing we all agree on is it's an orphan right now and it needs a home and it needs some care and support and nurturing. It's got real value, whichever way we cut it—and that's the point—why make an asset an orphan when it's got inherent value. I think it's a complex situation but from my side, and Randgold's side, we believe that we can play a real part in realizing value for everyone involved and that's definitely been the—Barrick's focus all the way—and it is a major shareholder in this asset.

I think John's philosophy about, if you're going to invest in emerging markets you need to be able to ensure that your stakeholders benefit—not only your shareholders but your host countries who are equally owners. And we subscribe to that philosophy and I think if everyone focuses in on that, and there's an opportunity to genuinely unlock that value, which for the moment has been compromised.

Amos Fletcher Okay, thanks guys.

David Haughton, CIBC

Hi John, Mark and Catherine. Thank you very much for the update. Maybe a question for Mark. In your due diligence of Barrick, which I presume has been underway for quite some time, what are your thoughts about Barrick's most valuable asset in Nevada where you've got Goldstrike, Cortez, Turquoise Ridge, Goldrush? And where do you see the future for that and how can you realize more value?

Mark Bristow

When you go to Nevada—I'm a geologist, David—it's like being a child of 13-year-old in a candy store. There's enormous opportunity and that's geologically but at the same time, as you know, the commitment in this industry to focus on value rather than control is unsurpassed. There's been many attempts to unlock value there, and you know me, I'm agnostic about who owns it, how it's done. All I want to do is see value created for our shareholders. You've seen us partner with AngloGold in Morila initially because we didn't have the firepower. We shared the risk in developing Kibali with AngloGold again, in a proper partnership, and it amazes me that no one's really been able to get around and [utilize] this fantastic address—and that's really it.

It's got some fantastic assets and I would add that our due diligence has definitely highlighted the quality and the opportunity that still is embedded in the Barrick assets. Again, when you look at the infrastructure and the processing facilities, sometimes—well, it's very easy to believe that there's a better way to exploit those deposits. Again, one thing to add to this which important is—in this process of due diligence, which as you say has been exhaustive on both sides—and out of it has come this commitment for a combined future of business model. It wasn't just about poking each other in the eye. It was, we want to find a collective business model that will support John and our—my—vision of creating real value in our industry.

And John has tested all the potential options and I genuinely mean that. To be able to say, I've done this test, I've spoken to everyone—and as you know I speak to everyone all the time—and this is the right way forward and so we have been very open, both of us. And particularly John in his approach is to say—and you heard him—we're going to change this business. We're going to deliver something of value, and if you want to be a part of it we will always listen to you and the only filter is, is it good for our owners or not and I am completely aligned with that approach. We'll continue to engage and invite people to come and work with us to deliver a gold mining industry that is more relevant in the future than it is today to all the full spectrum of investors.

David Haughton So, the door is open for partners in Nevada to unlock potential synergies in that part of the world.

Mark Bristow You've got it in one.

David Haughton Okay, just as another question—just the timeframe for asset rationalization. Do you have a timetable in mind or is this something that will unfold as you feel more comfortable with assets that you've now got within the combined Entity, if approved by shareholders?

Mark Bristow The rationalization is not panicked selling. It's exactly what it is and we've got the luxury to be able to sweat these assets. I think the key thing—and I—David, I was one of those who questioned why you would go and sell half of Veladero because it's so hard to find 8 million ounces, and I'm a geologist—but when you look at that relationship and the benefits already that the Chinese have brought into that portfolio specifically, it not only was a good commercial decision but it has brought a much stronger commitment and a new way of looking at things, and also some tension amongst the onus to advance that project and not just leave it dangling in the wind. And so, Kalgoorlie as you know, is operated by Newmont. They are engaged in discussions, they have been for some time, as you know—the—two years ago I think it was that there was a real commitment to try and find a solution. We would like to see that progress and we've got other interested Australian investors in that asset as well and the same with Porgera. There's been a lot of progress in that relationship.

The big, next step is to renew the mining license and then—Zijin has got the option to pick up the other half of that. And then we've got a lot of work to do on Hemlo before we decide where that goes and mindful of a big tax shield in Canada. Again, I think we all believe that we should be looking to grow our portfolio in Canada. Then there's the Randgold assets that one needs to question whether it's in the right hands today, given the new profile of the organization. Certainly, the big assets we'll keep and then there's those options, as Catherine referred to earlier, in the form of Donlin Creek and the El Indio trend and the whole south American perspectivity which again, we'll be looking at.

So, first step David, as everything in these things is focus on the people, get the management team. We've got the executive team clear and its roles and responsibilities. Make sure we tidy up on the entire first, second and third levels of management and then we can do—we can multi-task after that and that's going to be the exciting part.

David Haughton Okay, thank you Mark.

John Bridges, JP Morgan Good afternoon everybody—John, Mark and Catherine. John, in your Town Hall recently you spoke about the potential to put together a copper asset and it sounded a little bit that it might be spun out. Does that idea change after this deal?

Mark Bristow So, John, it hasn't. Let me onto that. We are going to put the—we're going to integrate the copper assets initially into the different geographical regions. We've got good expertise in Africa to deal with Zambia and Saudi Arabia, and the Chilean copper asset is run by our partner. The objective here, for me is, as—once we get into Western Americas, you immediately have an arrangement—a relationship between copper and gold because of the geology. So, it makes good sense to sharpen up one's copper skills and so in the short-term we need to understand—at the moment the asset base—copper asset base is pure copper.

How much value is embedded in that, because it's also a bit of an orphan and, can we gear that up into a different portfolio that's more integral into the gold business, or—and then I think at that point it would be logical to consider how best to deal with those assets. But are we going to be focused more on copper? Absolutely, because we're going to be focused on the Americas as well as our traditional African focus.

John Bridges Okay, great—and just as a follow-up, I see your—sorry?

Mark Bristow We've got to get going, John. I'm sorry, you sort of sneaked in the last question.

John Bridges Oh, can I just ask about the domicile of BC? Could you fill out that? Are you opening office in Vancouver?

John L. Thornton We're reincorporating in BC. The head office will remain in Toronto.

John Bridges Okay, cool. Thank you.

John L. Thornton Right, I think we've run out of time. I'm going to very quickly summarize nine points so nobody misses them. I'll be very succinct.

Number one: this is a no premium deal. As far as I know, any time in recent history, for this size—never been done before and we think this is the appropriate model for this industry. As you all know very well, the industry is littered with large deals, big premiums and destruction of shareholder value.

Number two: we have the best management team and you all know that Mark's had a 23-year unblemished record and I was looking just the other day at the 10-year record of the share price of Randgold of 96% and the other senior gold majors down 50%. So, Randgold has been an entirely different universe and they've done it over a very long period of time. It's difficult to find any leader in any industry, let alone the gold mining industry in Africa, to find someone who has had that kind of record of 23 years.

Number three: the best assets. You've heard us talk about the five Tier One assets, plus the two potential in Nevada, plus the two potential are with Veladero and North Mara.

Number four: this business will have the highest margins by a lot, somewhere in the order of 8% to 12% higher than the other majors.

Number five: it will have the least amount of leverage.

It will have the best returns.

It will have the cash flow generation from the Tier One asset strategy, sufficient to invest in all the things that we've talked about and plus give money back to the shareholders.

Number eight: we will have a policy on dividends of—the same policy Randgold's had for 23 years—which is to say increasing the dividend over time.

And then finally, given where we've been trading, the possibility for multiple expansions, very substantial.

So, with that I'll finish and thank you all very much for attending, and wish you good afternoon or good morning, wherever you are.