



**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attached statement.](#)

Multiple horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ [See attached statement.](#)

Multiple horizontal lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attached statement.](#)

Multiple horizontal lines for providing details for question 19.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ February 11, 2019

Print your name ▶ Graham Shuttleworth Title ▶ Senior EVP & Chief Financial Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Barrick Gold (Holdings) Limited (formerly Randgold Resources Limited)**  
**Attachment to Form 8937**  
**Report of Organization Action Affecting Basis of Securities**

**Part II, Item 14**

On January 1, 2019 at 9:00 a.m. Greenwich Mean Time (GMT) (the “Scheme Record Time”), the boards of directors of Randgold Resources Limited (“Randgold”) and Barrick Gold Corporation (“Barrick”) effected a share-for-share merger (the “Merger”) of Randgold and Barrick pursuant to a Jersey Court-sanctioned scheme of arrangement between Randgold and Randgold shareholders (“Randgold Shareholders”) under Article 125 of the Companies (Jersey) Law, 1991 (the “Scheme”).

Upon effecting the Scheme, Barrick became the holder of the entire issued and outstanding share capital of Randgold. At the Scheme Record Time, all of the issued and outstanding Randgold shares (or “Scheme Shares”) held by Randgold Shareholders (other than those Randgold shares already owned by Barrick) were acquired by Barrick by operation of law in consideration for which the Randgold Shareholders became entitled to receive 6.1280 newly issued Barrick common shares (“New Barrick Shares”) for each Scheme Share held at the Scheme Record Time.

**Part II, Item 15**

The Merger was intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”) for U.S. federal income tax purposes, and Randgold and Barrick treated it as such. Assuming the Merger is respected as a reorganization under Section 368(a) of the Code, a U.S. holder’s basis in New Barrick Shares will equal its aggregate tax basis in the Scheme Shares or Randgold American Depositary Shares (“Randgold ADSs”) exchanged therefor. If a US holder acquired different blocks of Scheme Shares or Randgold ADSs at different times or at different prices, the holder’s tax basis in the New Barrick Shares received will be determined separately for each block of Scheme Shares or Randgold ADSs.

If a U.S. holder of Scheme Shares or Randgold ADSs receives cash in lieu of a fractional share as part of the Scheme, the U.S. holder will be treated as though it first received a distribution of the fractional share in the Scheme and then sold it for the amount of cash actually received. The U.S. holder will generally recognize capital gain or loss measured by the difference between the cash received for such fractional Scheme Share or Randgold ADS and the U.S. holder’s adjusted tax basis in the fractional share.

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders.

Further discussion of material U.S. federal income tax considerations of the Merger can be found in the Circular to Randgold Shareholders and Explanatory Statement dated October 4, 2018 (the

“Scheme Document”), that was prepared by Randgold and Barrick and sent to the shareholders of Randgold recommending the Merger.

**Part II, Item 16**

The exchange of 6.1280 New Barrick Shares for each Scheme Share held at the Scheme Record Time (the “Exchange Ratio”) was based on the volume-weighted average prices of the common shares of Barrick (on the NYSE) and Randgold ADSs (on NASDAQ) respectively over the 20 trading days ended on 21 September 2018 (being the last Business Day before the announcement of the Merger on September 24, 2018).

**Part II, Item 17**

Sections 354(a), 358(a), 367(a), 368(a) and 1001 of the Internal Revenue Code.

**Part II, Item 18**

As described in the response to Item 15, the Merger was intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. Assuming the Merger is respected as a reorganization under Section 368(a) of the Code, except with respect to a fractional share, a U.S. holder of Scheme Shares or Randgold ADSs will not recognize any loss upon receipt of New Barrick Shares in the Scheme. As described in the response to Item 15, a U.S. holder may generally recognize a capital loss to the extent that the cash received in lieu of receipt of a fractional share is less than the U.S. holder’s adjusted tax basis in the fractional share deemed exchanged for the cash.

**Part II, Item 19**

The Scheme generally is reportable in the Randgold shareholder’s tax year which includes January 1, 2019, which is the date the Scheme became effective.

Please see the Scheme Document for a further discussion of the material U.S. federal income tax considerations of the Merger.

Randgold Shareholders should consult their own tax advisors as to the particular tax consequences to them of the Scheme.