

## Audit Committee Charter

The Board of Directors (the "Board") of Newmont Mining Corporation (the "Corporation") has established an Audit Committee (the "Committee") comprised of at least three directors appointed by the Board. The membership qualifications, authority, responsibility and specific duties of the Committee are described below:

### **Membership Qualifications**

To serve on the Committee, a director must be independent. To be considered independent, a director must meet the criteria for independence (a) required by the New York Stock Exchange, the Securities and Exchange Commission, and any other applicable laws and regulations, and (b) established by the Board in the Corporation's Corporate Governance Guidelines or otherwise. In addition, to serve on the Audit Committee, a director must be financially literate (or must become so within a reasonable period of time after being appointed to the Committee), as the Board interprets such qualification in its business judgment. At least one member of the Committee must qualify as an Audit Committee Financial Expert, as defined from time to time by rules and regulations of the Securities and Exchange Commission. The chair of the Committee shall be an Audit Committee Financial Expert, as determined by the Board. No Committee member will serve on the audit committees of more than two other public companies, unless the Board determines that such service does not impair the ability of such member to serve on the Corporation's Committee.

Committee members shall serve until their successors shall be duly designated and qualified. Any member may be removed at any time, with or without cause, by the Board. Any vacancy in the Committee occurring for any cause may be filled by the Board.

The Committee's chair shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The chair of the Committee, in consultation with management and the other members of the Committee, shall set meeting agendas.

The Committee may form and delegate authority to subcommittees when appropriate.

## **Authority**

The Board has granted the Committee the authority herein provided, as well as the authority to investigate any activity of the Corporation and its subsidiaries relating to the matters set forth herein. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Corporation's expense, persons having special competencies (including, without limitation, legal, accounting or other consultants and experts) to assist the Committee in fulfilling its responsibilities. In addition, the Corporation shall provide appropriate funding, as determined by the Committee, for payment of compensation to the Corporation's independent public accounting firm and the administrative expenses of the Committee.

## **Purpose and Responsibilities**

The primary responsibility for financial and other reporting, internal controls, and compliance with laws and regulations, and ethics rests with the management of the Corporation. The Committee's primary purposes are (1) to assist the Board in its oversight of the integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements and corporate policies and controls, the independent public accountant's selection, retention, qualifications, objectivity and independence, and the performance of the Corporation's internal audit function, and (2) to prepare the "Report of the Audit Committee" to be included in the Corporation's annual proxy statement.

The Committee shall maintain free and open communication between itself, and each of the independent public accounting firm, the principal accounting officer, senior management, the lead executives of internal audit and reserves reporting and the Board. The Committee shall arrange for each of the foregoing to meet with the entire Board as it deems appropriate. The independent public accounting firm shall report directly to the Committee.

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall meet with the principal accounting officer, senior management, the lead executives of internal audit and the independent public accounting firm in separate executive sessions at least four times each year and at such other times as it deems necessary to discuss matters for which the Committee has responsibility.

## **Specific Duties**

In discharging its responsibilities, the Committee shall have the sole authority to, and shall, do the following:

### *Oversight of Independent Public Accounting Firm*

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of the Corporation's independent public accounting firm, including by retaining, evaluating and, where appropriate, terminating the engagement of the Corporation's independent public accounting firm.

2. At least annually, obtain and review a written report by the independent public accounting firm describing (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to any independent audit carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the firm and the Corporation. After reviewing the foregoing report and the independent public accounting firm's work throughout the year, the Committee shall evaluate the firm's qualifications, performance and independence. This evaluation should include the review and evaluation of the lead audit partner and take into account the opinions of management and the Corporation's personnel responsible for the internal audit function.
3. Take such action as necessary to assure the rotation of the engagement audit partner at least every five years or such other period as may be required under applicable law. The Committee shall consider whether, in order to assure continuing independence of the independent public accounting firm, there should be regular rotation of the independent public accounting firm itself.
4. Pre-approve (i) all auditing services and related fees and the terms thereof, including the scope of the independent public accounting firm's audit examination plan, procedures and timing of the audit and (ii) any non-audit services (i.e., any services provided other than in connection with the audit or review of financial statements) to be rendered by the independent public accounting firm, including the terms thereof, and the fees to be paid in connection therewith, in each case to the extent permitted by applicable regulations, it being understood that (a) the Committee may delegate to one or more members of the Committee the authority to pre-approve services to be provided by the independent public accounting firm and (b) any such pre-approval by one or more members of the Committee shall be reported to the full Committee at the next scheduled meeting. The pre-approval of auditing and non-auditing services can be done with input from, but no delegation of authority to, management.
5. Review hiring policies for employees or former employees of the independent public accounting firm in accordance with applicable laws and regulations.
6. Resolve disagreements, if any, between the independent public accounting firm and management.

#### *Financial Reporting Matters*

1. Review with management and the independent public accounting firm risks of material misstatement due to fraud, and the processes and controls implemented by the Corporation to manage the risks.
2. Review with management and the independent public accounting firm the accounting and reporting principles and practices applied by the Corporation in preparing its financial statements, including: (i) major issues regarding accounting principles and financial statement presentations including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent public accounting firm setting forth significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation; and (iv) earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.

3. Discuss with management generally the types of information (including financial information and earnings guidance) to be disclosed in earnings press releases and earnings calls, as well as to analysts and rating agencies.
4. Prior to the release of each quarterly and annual earnings news release, discuss with management and the independent public accounting firm the results for the quarter or the year, including any significant transactions which occurred during the quarter or the year, any significant adjustments, management judgments and accounting estimates, new accounting policies and any disagreements between management and the independent public accounting firm.
5. Prior to each annual news release reporting proven and probable reserves, review with the director of reserves reporting the Corporation's policies, procedures and methodology regarding the reporting of proven and probable reserves and non-reserve mineralized material.
6. Prior to the release of the annual financial statements and Annual Report on Form 10-K, meet to review and discuss with management and the independent public accounting firm, upon completion of its audit, the financial results for the year and the results of the audit, including (i) the Corporation's annual financial statements and related footnotes; (ii) management's discussion and analysis of the financial condition and results of operations; (iii) the results of the audit, including the nature and amount of unrecorded adjustments resulting from the audit; (iv) the independent public accounting firm's management recommendations; (v) any significant transactions which occurred during the year; (vi) any significant adjustments; (vii) management judgments and accounting estimates; (viii) new accounting policies; (ix) all alternative treatments of financial information within generally accepted accounting principles, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the independent public accounting firm; and (x) any disagreements between management and the independent public accounting firm.
7. Prior to the release of quarterly financial statements and Quarterly Report on Form 10-Q, meet to review and discuss with management and the independent public accounting firm, the Corporation's quarterly financial statements for such quarter, including (i) the financial statements and related footnotes; (ii) management's discussion and analysis of the financial condition and results of operations; (iii) the result of the quarterly review, including the nature and amount of unrecorded adjustments resulting from the review; (iv) any significant transactions which occurred during the quarter; (v) any significant adjustments; (vi) critical accounting policies and practices; (vii) new accounting policies; (viii) all alternative treatments of financial information within generally accepted accounting principles, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the independent public accounting firm; and (ix) any disagreements between management and the independent public accounting firm.
8. At least quarterly, review with the independent public accounting firm difficulties or problems encountered in the course of any audit work and management's response thereto, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
9. Prepare the "Report of the Audit Committee" included in the Corporation's annual proxy statement.
10. Based on the Committee's review and discussion, recommend to the Board whether the audited financial statements should be included in the Annual Report on Form 10-K.

### *Internal Audit and Internal Control Matters*

1. Review with the director of internal audit the responsibilities, qualifications and staffing of the internal audit department, the budget and scope of the audits, any significant findings and management's response thereto. Review the appointment, performance and replacement of the director of internal audit.
2. Review with the independent public accounting firm, the director of internal audit and management the Corporation's policies and procedures relative to the adequacy and effectiveness of internal accounting and financial reporting controls (including any significant deficiencies and significant changes in internal control over financial reporting), including controls over quarterly and annual financial reporting, computerized information systems and cybersecurity.
3. Review and evaluate the internal auditors' work throughout the year, taking into account the opinions of management and internal audit personnel, and present the Committee's conclusions to the full Board.

### *Compliance and Risk Management Matters*

1. Discuss with management, the independent public accounting firm and the internal auditors the Corporation's policies, procedures and programs regarding compliance with established standards of corporate conduct and applicable laws and regulations.
2. Review with management, the director of internal audit and the independent public accounting firm (i) the Corporation's policies with respect to risk assessment and risk management; (ii) the Corporation's major financial risk exposures; (iii) the steps management has taken to monitor and control such exposures; and (iv) the processes followed for assessment of internal controls over financial reporting. This review will include risks related to the Corporation's financial statements, legal and regulatory compliance matters, the oversight of the independent public accounting firm and the performance of the internal audit function.
3. Ensure the implementation of procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
4. Confer with the Corporation's General Counsel or Chief Compliance Officer as requested by the General Counsel, Chief Compliance Officer or by the Committee, at least annually, and review the reports with respect to the Corporation's programs for compliance with legal and regulatory requirements.
5. Review and discuss any reports addressed to the Committee or any member of the Committee received from attorneys regarding securities law violations and/or breaches of fiduciary duties or similar violations which were reported to executive management and not resolved to the satisfaction of the reporting attorney.
6. Review and approve related-party transactions, if any, required to be disclosed according to SEC Regulation S-K Item 404 and in accordance with the Corporation's policies and procedures related to related-party transactions, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.
7. Review the results of reviews of executive officers' expense accounts and use of corporate assets.

*Other*

1. Meet periodically and separately with each of management, the internal auditors and the independent public accounting firm.
2. Conduct an annual performance self-evaluation of the Committee.
3. Apprise the Board regularly of significant developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to the quality or integrity of the Corporation's financial statements or its compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent public accounting firm, or the performance of the internal audit function.
4. Review and reassess the adequacy of this charter on an annual basis and submit any proposed revisions to the Board for consideration and approval.
5. Minutes shall be kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.

*Approved by the Board of Directors, as revised, on February 17, 2017*