

**FORM 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Paladin Energy LtdACN/ARSN 061 681 098**1. Details of substantial holder (1)**Name Newmont Mining Corporation ("Newmont") and each of the entities listed in Annexure A ("Associates")ACN/ARSN (if applicable) 009 065 997The holder became a substantial holder on 06/04/2011**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	52,097,937	52,097,937	6.699% based on 777,678,217 fully paid ordinary shares

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Newmont and Associates	Newmont and Associates interest acquired pursuant to plan of arrangement between Newmont and Fronteer Gold Inc	52,097,937 fully paid ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Newmont and Associates	Newmont	Newmont	52,097,937 fully paid ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration(9)		Class and number of securities
		Cash	Non-cash	
Newmont and Associates	06/04/2011	N/A	N/A	52,097,937 fully paid ordinary shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN	Nature of association
Newmont and its Associates by operation of the Corporations Act.	All companies are subsidiaries of Newmont Mining Corporation

--	--

**7. Addresses**

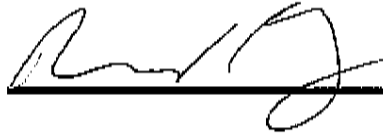
The addresses of persons named in this form are as follows:

Name	Address
Newmont Mining Corporation	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA

**Signature**

print name Richard Jones capacity LOCAL AGENT

sign here



date 13/04/2011

## ANNEXURE A - NEWMONT ASSOCIATES

### Newmont Mining Corporation (ARBN 099 065 997)

*This is the Annexure of 4 pages marked "A" referred to in Form 603 – "Notice of initial substantial holder" by Newmont Mining Corporation, signed by me and dated 13 April 2011.*

Signed

  
Richard Jones

Local Agent

Newmont Mining Corporation

*Dated: 13 April 2011*

#### PART A

Company Name	Place of Incorporation
1461160 Alberta Ltd.	Alberta
Autin Investments BV	Netherlands
Balkhash Mining and Exploration Inc.	Delaware
Battle Mountain (Irian Jaya) Ltd.	Nevada
Battle Mountain Exploration Company	Texas
Battle Mountain Gold Company	Nevada
Battle Mountain Resources Inc.	Nevada
Canmont Mining Properties Limited	Delaware
Con Exploration Ltd.	British Columbia
Dacia Exploration S.R.L.	Romania
Dafrico (Overseas) Limited	Cyprus
Dawn Mining Company LLC	Delaware
Elko Land and Livestock Company	Nevada
Empresa Minera La Joya S.R.L.	Bolivia
Empresa Minera Maria SRL	Bolivia
Euronimba Ltd	Jersey
European Gold Refineries Holding, SA	Switzerland
Finorafa SA	Switzerland
G.F. Holdings B.V.	Netherlands
Gold Discovery Company	Cayman Islands
Hemlo Gold Mines Ghana Limited	Ghana
Hope Bay Mining Ltd.	British Columbia
Hospah Coal Company	Delaware
Idarado Legacy, LLC	Colorado
Idarado Mining Company	Delaware
Minera BMG	Nevada
Minera Chaupiloma dos de Cajamarca, S.R.L.	Peru
Minera El Bermejil, S. de R. L. de C.V.	Mexico
Minera La Zanja S.R.L.	Peru
Minera Los Tapados S.A.	Peru
Minera Newmont (Chile) Limitada	Chile
Minera Penmont S. de R.L. de C.V.	Mexico
Minera Yanacocha S.R.L.	Peru
Miramar Gold Corporation	Nevada
Miramar HBG Inc.	Quebec
Miramar Northern Mining Ltd.	British Columbia
Moydow Limited	Ghana
N.I. Limited	Bermuda
New Verde Mines LLC	Delaware
Newmont (Guyana) Incorporated	Guyana
Newmont (Uzbekistan) Limited	Cyprus
Newmont Australia Investment Limited	Delaware
Newmont Bolivia Limited	Nevada
Newmont Canada Corporation	Nova Scotia
Newmont Capital Limited	Nevada
Newmont de Mexico, S.A. DE C.V.	Mexico
Newmont Exploration of Canada Limited	Canada
Newmont Ghana Gold Limited	Ghana
Newmont Global Employment Limited Partnership	Bermuda
Newmont Gold Company	Delaware
Newmont Golden Ridge Limited	Ghana
Newmont GTR LLC	Nevada

Newmont Holdings ULC	Nova Scotia
Newmont Indonesia Investment Limited	Delaware
Newmont Indonesia Limited	Delaware
Newmont International Group BV	Netherlands
Newmont International Services Limited	Delaware
Newmont Investment Holdings LLC	Delaware
Newmont Kazakhstan Gold Limited	Delaware
Newmont LaSource SAS	France
Newmont Latin America Inc.	Ontario
Newmont Latin America Limited	Delaware
Newmont McCoy Cove Limited	Nevada
Newmont Midas Holdings Limited	Nevada
Newmont Midas Operations Inc.	Nevada
Newmont Mineral Holdings B.V.	Netherlands
Newmont Mines Limited	Delaware
Newmont Mining B.C. ULC	British Columbia
Newmont Mining Corporation	Delaware
Newmont Mining Corporation of Canada Limited	Canada
Newmont Mining U.K. Limited	England & Wales
Newmont Nevada Energy Investment LLC	Delaware
Newmont NL Limited	Delaware
Newmont North America Exploration Limited	Delaware
Newmont Northern Mining ULC	British Columbia
Newmont Nova Scotia ULC	Nova Scotia
Newmont Nusa Tenggara Holdings B.V.	Netherlands
Newmont Overseas Exploration Limited	Delaware
Newmont Peru Limited	Delaware
Newmont Peru S.R.L.	Peru
Newmont Realty Company	Delaware
Newmont Russia Limited	Delaware
Newmont Scholarship Foundation	Colorado
Newmont Second Capital Corporation	Delaware
Newmont Technologies Limited	Nevada
Newmont USA Limited	Delaware
Newmont Ventures Limited	Delaware
Newmont Waihi Gold Limited	New Zealand
Normandy Company (Malaysia) Sdn Bhd	Malaysia
Normandy Overseas Holding Company Sdn Bhd	Malaysia
Nusa Tenggara Partnership	Netherlands
Nusa Tenggara Partnership B.V.	Netherlands
NVL (Guinee) SARL	Guinea
NVL (USA) Limited	Delaware
NVL Caucasus Limited LLC	Armenia
NVL Haiti Limited S.A.	Haiti
NVL PNG Limited	Papua New Guinea
NVL Saramacca Mining LLC	Delaware
NVL Solomon Islands Limited	Solomon Islands
Orcana Resources Inc.	Nevada
PT Bhinneka Investama Indonesia	Indonesia
PT Investama Utama Indonesia	Indonesia
PT Newmont Minahasa Raya	Indonesia
PT Newmont Nusa Tenggara	Indonesia
PT Newmont Pacific Nusantara	Indonesia
Resurrection Mining Company	Delaware
San Juan Basin Coal Holding Company	Delaware
Santa Fe Pacific Gold Corporation	Delaware
Silldor Mines Inc.	Quebec
Societe Des Mines de Fer de Guinee S.A.	Guinea
Societe Miniere de Sabodala	Senegal
Suriname Gold Company, LLC	Delaware
Talapoosa Mining Inc.	Nevada
Valcambi SA	Switzerland
Vol Mines Limited	British Columbia
Waihi Gold Company Limited	New Zealand
Yandal Bond Company Limited	Delaware

**PART B**

<b>Company Name</b>	<b>Place of Incorporation</b>
Australian Gold Alliance Pty Ltd	South Australia
Australian Metals Corporation Pty Ltd	Western Australia
Clynton Court Pty Ltd (subject to deed of company arrangement)	Victoria
Eagle Mining Pty Ltd	Western Australia
GMK Investments Pty Ltd	South Australia
GMKI Pty Ltd	Australian Capital Territory
Goldfields Power Pty Ltd	Western Australia
GPS Finance Pty Ltd	Australian Capital Territory
Great Central Holdings Pty Ltd	Victoria
Great Central Investments Pty Ltd	Victoria
Great Central Mines Pty Ltd	Western Australia
Hampton Australia Limited (In liquidation)	Western Australia
Hunter Resources Pty Ltd	Queensland
Kalgoorlie Consolidated Gold Mines Pty Ltd	Western Australia
Kalgoorlie Lake View Pty Ltd	Victoria
Kepala Burung Offshore Pty Ltd	Victoria
Macapa Pty Ltd	Western Australia
Matlock Castellano Pty Ltd	Western Australia
Matlock Mining Pty Ltd	Western Australia
National Shareholder Services Pty Ltd	Western Australia
Newmont ACM Pty Ltd (In Liquidation)	Victoria
Newmont AP Power Pty Ltd	Western Australia
Newmont Asia Pty Ltd	South Australia
Newmont Australia Holdings Pty Ltd	Victoria
Newmont Australia Pty Ltd	Victoria
Newmont Australia Superannuation Plan Pty Ltd	South Australia
Newmont Boddington Gold Pty Ltd	Western Australia
Newmont Boddington Holdings Pty Ltd	South Australia
Newmont Boddington Investments Pty Ltd	South Australia
Newmont Boddington Pty Ltd	South Australia
Newmont Capital Pty Ltd	New South Wales
Newmont Exploration Pty Ltd	Victoria
Newmont Finance Pty Ltd	South Australia
Newmont GMK Holdings Pty Ltd	Western Australia
Newmont Gold Exploration Pty Ltd	Western Australia
Newmont Gold Marketing & Finance Pty Ltd	South Australia
Newmont Gold Pty Ltd	Western Australia
Newmont Gold Treasury Pty Ltd	Australian Capital Territory
Newmont Golden Grove Operations Pty Ltd	Western Australia
Newmont Group Finance Pty Ltd	South Australia
Newmont GRPL Pty Ltd	Western Australia
Newmont International Exploration Pty Ltd	South Australia
Newmont International Holdings Pty Ltd	South Australia
Newmont Kaltails Pty Ltd	Victoria
Newmont Landco Pty Ltd	Western Australia
Newmont Metals Pty Ltd	Australian Capital Territory
Newmont Mining Finance Pty Ltd	Australian Capital Territory
Newmont Mining Holdings Pty Ltd	South Australia
Newmont Mining Services Pty Ltd	South Australia
Newmont NGL Holdings Pty Ltd	Northern Territory
Newmont Pacific Energy Pty Ltd	Western Australia
Newmont Pacific Pty Ltd	New South Wales
Newmont Pajingo Pty Ltd	Western Australia
Newmont Power Pty Ltd	South Australia
Newmont Tanami Pty Ltd	South Australia
Newmont Wiluna Gold Pty Ltd	Queensland
Newmont Wiluna Metals Pty Ltd	Western Australia
Newmont Wiluna Mines Pty Ltd	Western Australia
Newmont Woodcutters Pty Ltd	New South Wales
Newmont Yandal Operations Pty Ltd	Victoria
Norkal Pty Ltd	Western Australia
North Kalgurli Mines Pty Ltd	Western Australia
NP Kalgoorlie Pty Ltd	South Australia
Otter Gold Mines Pty Ltd	Victoria
Otter Gold Pty Ltd	New South Wales

Pacific-Nevada Mining Pty Ltd  
Quotidian No 117 Pty Ltd  
Saddleback Investments Pty Ltd  
Wirralie Gold Mines Pty Ltd  
Yandal Gold Holdings Pty Ltd  
Yandal Gold Pty Ltd

Australian Capital Territory  
New South Wales  
Western Australia  
Queensland  
Victoria  
Victoria

### **Part C**

Fronteer de Mexico S.A de C.V (100%)  
Fronteer Holdings Inc. (100%)  
Butterpot Resources Inc. (100%)  
Pilot Gold Inc. (100%)  
Fronteer Development (USA) Inc. (100%)  
Fronteer Development LLC (100%)  
Fronteer Royalty LLC (100%)  
Nevada Eagle LLC (100%)  
Pittston Nevada Gold Company Ltd. (100%)  
West Pequop LLC (49%)  
Pequop Exploration LLC (49%)  
Newmont Canada Holdings ULC (100%)  
Newmont (Cayman) Holdings (100%)  
Newmont FH BV (100%)