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In re BARRICK GOLD SECURITIES :  
LITIGATION :  
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**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION**

**TO: ALL PERSONS WHO PURCHASED THE PUBLICLY TRADED COMMON STOCK OF BARRICK GOLD CORPORATION (“BARRICK” OR THE “COMPANY”) ON THE NEW YORK STOCK EXCHANGE FROM MAY 7, 2009 THROUGH AND INCLUDING NOVEMBER 1, 2013, AND WHO ARE NOT EXCLUDED FROM THE CLASS AS DESCRIBED BELOW IN SECTION II. B:**

- **PLEASE READ THIS NOTICE CAREFULLY. YOUR LEGAL RIGHTS MAY BE AFFECTED BY THE LITIGATION ENTITLED *IN RE BARRICK GOLD SECURITIES LITIGATION*, Case No. 13 Civ. 3851 (RMB) (THE “LITIGATION”).**
- **YOU MAY BE ELIGIBLE TO RECEIVE MONEY FROM THE SETTLEMENT OF THIS CASE.**
- **IF YOU WISH TO COMMENT IN FAVOR OF THE SETTLEMENT OR OBJECT TO THE SETTLEMENT, YOU MUST FOLLOW THE DIRECTIONS IN THIS NOTICE.**
- **TO RECEIVE MONEY FROM THIS SETTLEMENT, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) ONLINE OR POSTMARKED NO LATER THAN SEPTEMBER 29, 2016.**
- **IF YOU DO NOT WISH TO PARTICIPATE IN THE SETTLEMENT YOU MAY REQUEST TO BE EXCLUDED BY SENDING A WRITTEN REQUEST FOR EXCLUSION THAT MUST BE POSTMARKED NO LATER THAN SEPTEMBER 21, 2016.**
- **IF YOU RECEIVED THIS NOTICE ON BEHALF OF A CLASS MEMBER, AS DEFINED BELOW, WHO IS DECEASED, YOU SHOULD PROVIDE THE NOTICE TO THE AUTHORIZED LEGAL REPRESENTATIVE OF THAT CLASS MEMBER.**

YOU ARE HEREBY NOTIFIED AS FOLLOWS:

A proposed settlement (the “Settlement”) has been reached between the parties in this certified class action pending in the United States District Court for the Southern District of New York (the “Court”) brought on behalf of all individuals and entities described above (the “Class”). The Court has preliminarily approved the Settlement, whose terms are set forth in the Amended Stipulation of Settlement (“Stipulation”), which is available at [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com). You have received this Notice of Proposed Settlement of Class Action (the “Notice”) because records indicate that you may be a member of the certified Class. This Notice is designed to inform you of your rights, how you can submit a claim, and how you can comment in favor of the Settlement or object to the Settlement. If the Settlement is finally approved by the Court, the Settlement will be binding upon you, unless you exclude yourself, even if you do not submit a claim to obtain money from the Settlement and even if you object to the Settlement.

The Settlement creates a fund in the amount of **\$140,000,000** in cash, which will accrue interest (the “Settlement Fund”), for the benefit of members of the Class (“Class Members”) who purchased Barrick publicly traded common stock on the New York Stock Exchange from May 7, 2009, through November 1, 2013, inclusive (the “Class Period”). Your recovery from the Settlement Fund will be calculated according to the plan of allocation that is detailed below in Section II. F. Your recovery will depend on a number of variables, including the number of shares that you purchased during the Class Period and the timing of any purchases and sales that you made. **Motley Rice LLC (“Lead Counsel”) estimates that the average recovery per allegedly damaged share of Barrick common stock purchased on the New York Stock Exchange is approximately \$0.12, before deduction of all fees and expenses, and approximately \$0.08 per allegedly damaged share, after the deduction of all fees and expenses discussed below in Section II. H.** The settling parties do not agree on the average amount of damages per share that would be recoverable if LRI Invest S.A. and Union Asset Management Holding AG (“Lead Plaintiffs”) prevailed on their claims.

**There will be a fairness hearing on the Settlement (“Fairness Hearing”) at 10 a.m. on October 18, 2016, in Courtroom 17B of the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, which you may attend.**

If you have any questions regarding any aspect of the Settlement, the plan of allocation, or your potential recovery, you may contact the claims administrator, Garden City Group (“Claims Administrator”), at P.O. Box 10197, Dublin, OH 43017-3197,

**QUESTIONS? CALL TOLL-FREE 1 (855) 907-3222 OR VISIT [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com)**

at (855) 907-3222, or on [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com); or Lead Counsel Motley Rice LLC, 28 Bridgeside Blvd., Mt. Pleasant, SC 29464, or at (800) 768-4026.

## **I. BACKGROUND OF THE CASE**

The initial complaint in this action was filed on June 5, 2013. On September 20, 2013, the Court entered an order appointing Lead Plaintiffs and Motley Rice LLC as Lead Counsel. On December 12, 2013, Lead Plaintiffs filed the operative Consolidated Amended Class Action Complaint (“Complaint”) against Defendants Aaron W. Regent, Jamie C. Sokalsky, Ammar Al-Joundi, Peter Kinver, Igor Gonzales, George Potter, and Sybil E. Veenman (collectively, the “Individual Defendants”) and Barrick Gold Corporation (collectively with the Individual Defendants, “Defendants”) alleging violations of §§ 10(b) and 20(a) of the Securities Exchange Act of 1934 against the Defendants.

Barrick is one of the largest gold mining companies in the world, and had started work on a mine in Pascua-Lama, which is on the border of Chile and Argentina. Lead Plaintiffs alleged that Defendants made materially false or misleading statements about Barrick’s compliance with environmental regulations governing the development of the mine, and also about Barrick’s internal controls over financial reporting. Lead Plaintiffs also alleged that Barrick’s stock price was artificially inflated because of the failure to disclose material information.

Defendants moved to dismiss the Complaint, denying all claims and contentions alleged by Lead Plaintiffs and maintaining that Lead Plaintiffs did not adequately allege any valid claim under the federal securities laws. The Court granted in part and denied in part Defendants’ motion to dismiss on April 1, 2015.

Lead Plaintiffs filed a motion for class certification on November 30, 2015, and Defendants filed their opposition to the motion on December 21, 2015. The Court granted the motion for class certification on March 23, 2016.

The parties engaged the services of the Hon. Layn R. Phillips (Ret.), a mediator. The parties prepared detailed mediation statements and presentations and engaged in full-day, in-person mediation sessions with Judge Phillips on July 31, 2015, November 3, 2015, and April 16, 2016.

The Court has not ruled on the merits of whether Defendants violated the securities laws. Defendants have denied and continue to deny all allegations of wrongdoing or liability associated with the claims alleged, and that damages were allegedly suffered by the Class, including disputing the methodologies for quantifying damages and whether there was any artificial inflation in Barrick’s stock price.

Lead Plaintiffs and Defendants, and their counsel, do not agree about the merits of the claims or defenses, but have concluded that the Settlement is advantageous, considering the risks and uncertainties to each side of continued litigation. The settling parties and their counsel have determined that the Settlement is fair and reasonable and is in the best interests of the members of the Class.

## **II. TERMS OF THE SETTLEMENT**

The Amended Stipulation of Settlement, dated June 9, 2016, sets forth the terms of the Settlement, and provides for the following:

### **A. What is the total amount of the Settlement?**

Barrick will pay (or cause to be paid) into an escrow account, pursuant to the Stipulation, cash in the amount of \$140,000,000, which will accrue interest (the Settlement Fund), of which up to approximately \$40,480,000 would be used to pay for legal and administrative fees and expenses subject to approval by the Court. Subject to the Court’s approval, the “Net Settlement Fund” consists of the Settlement Fund, minus: (i) the administrative fees and expenses of the Settlement, including costs of printing, mailing, and publishing this Notice and a summary of this Notice and issuing a press release, fees and costs associated with processing claims and distributing payments (“Notice and Administration Expenses”), which are estimated to be no greater than \$4,280,000, depending upon assumptions made about the number of notices mailed and claims processed; (ii) taxes and tax expenses assessed against earnings of the Settlement Fund; (iii) no more than 25% of the Settlement Fund for payment of attorneys’ fees and no more than \$1,200,000 for payment of Lead Plaintiffs’ counsels’ (i.e., any attorney or firm who has appeared in the Litigation on behalf of Lead Plaintiffs) expenses, if awarded by the Court. The Net Settlement Fund is estimated by Lead Counsel to be at least **\$99,520,000**. The Net Settlement Fund will be distributed to Class Members who timely submit valid Proof of Claim forms showing a recognized loss.

### **B. Am I included in the certified Class and the Settlement?**

You are a member of the certified Class and are included in the Settlement if (i) you purchased Barrick publicly traded common stock on the New York Stock Exchange during the period from May 7, 2009, through November 1, 2013, inclusive, and (ii) you are NOT in one of the following groups, each of which is excluded from the Class:

- a. Defendants; members of the immediate families of the Individual Defendants; all subsidiaries and affiliates of Defendants, including Barrick's employee retirement and benefit plans; any person who was a Barrick director or officer during the Class Period, as well as their liability insurance carriers, assigns, or subsidiaries thereof; any entity in which any defendant has a controlling interest; and the legal representatives, heirs, successors, or assigns of any excluded party.
- b. All Persons<sup>1</sup> who would otherwise be a member of the Class, but who timely and validly request to be excluded from the Class. If you want to be excluded from the Class, you may request exclusion from the Class by following the steps described in Section II. C below.

Receipt of this Notice does not mean you are a Class Member.

**C. Can I request to be excluded (or "opt out") of this Settlement?**

Yes. If you do not want a payment from this Settlement, but you want to keep any right you may have to sue or continue to sue the Defendants and the other Released Persons (as defined below) in some other lawsuit about the Released Claims (as defined below), then you may request to be excluded from the Class by taking the following steps to remove yourself from this Litigation. **To exclude yourself from the Class and the Settlement, you must send a letter by first-class mail stating that you "request exclusion from the Class in the *Barrick Gold Securities Litigation*, Civil Action No. 1:13-cv-03851-RMB."** Your letter must include your purchases and sales of Barrick publicly traded common stock on the New York Stock Exchange during the Class Period, including the dates, the number of shares of Barrick stock purchased or sold, and price paid or received for each such purchase or sale. In addition, you must include your name, address, telephone number, and your signature. You must submit your exclusion request so that it is **postmarked no later than September 21, 2016** to:

*Barrick Gold Securities Litigation*  
Claims Administrator  
c/o Garden City Group  
P.O. Box 10197  
Dublin, OH 43017-3197

NO REQUEST FOR EXCLUSION WILL BE CONSIDERED VALID UNLESS ALL OF THE INFORMATION DESCRIBED ABOVE IS INCLUDED IN ANY SUCH REQUEST.

If you timely and validly request exclusion from the Class: (i) you will be excluded from the Class; (ii) you will not share in the proceeds of the Settlement described above; (iii) you will not be bound by any judgment or order entered in the case; and (iv) you will not be precluded from otherwise prosecuting a claim against Defendants or the Released Persons based on the matters alleged in this Litigation.

**D. What is the legal effect of the Settlement on my rights?**

If you are a member of the Class, this class action and Settlement will affect your legal rights, whether or not you submit a claim form or receive a payment from the Settlement. If the Court grants final approval of the Settlement, this Litigation will be dismissed with prejudice and all Class Members will fully release and discharge Defendants and other Released Persons, as defined below, from all claims for relief arising out of or based on Lead Plaintiffs' allegations. When a person "releases" a claim against another person, that person cannot sue the "released person" for any of the claims covered by the release.

The "Released Persons" are each and all of the Defendants and each of a Defendant's respective former, present or future parents, subsidiaries, divisions and affiliates and the respective present and former employees, members, partners, principals, officers, directors, controlling shareholders, attorneys, advisors, accountants, auditors, and insurers of each of them; and the predecessors, successors, estates, spouses, heirs, executors, trusts, trustees, administrators, agents, legal or personal representatives and assigns of each of them, in their capacity as such.

"Released Claims" means any and all claims and causes of action of every nature and description, whether known or unknown, whether arising under federal, state, common or foreign law, whether class or individual in nature, that the Lead Plaintiffs or any Class Member asserted or could have asserted in the Litigation or any forum, which arise out of or relate in any way to both: (i) the purchase of shares of publicly traded Barrick common stock on the New York Stock Exchange during the Class Period, and (ii) any disclosures, public filings, registration statements, or other statements by Barrick or any Defendant in this Litigation based upon or arising out of any facts, matters, allegations, transactions, events, disclosures, statements, acts or omissions that were asserted

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<sup>1</sup> "Person" means an individual, corporation, partnership, limited partnership, association, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity and their spouses, heirs, predecessors, successors, representatives, or assigns.

or could have been asserted by Lead Plaintiffs or any Class Members in the Litigation. “Released Claims” does not include claims to enforce the Settlement, or claims alleged in any related ERISA or derivative actions.

“Released Claims” includes “Unknown Claims” which means essentially any claims that the settling parties or Class Members do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons, Lead Plaintiffs, Lead Counsel, or Class Members which, if known by him, her, or it, might have affected his, her, or its settlement with and release, or might have affected his, her, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement or to the release of the Released Persons, Lead Plaintiffs, Lead Counsel, or Class Members. The full definition of “Unknown Claims” is at ¶ 1.31 of the Stipulation.

To share in the Settlement Fund, you must submit a claim form. If you submit a valid and timely claim form, you will be eligible to receive a payment based on the plan of allocation described below in Section II. F.

**If you do nothing, you will get no money from this Settlement and you will be precluded from starting a lawsuit, continuing with a lawsuit, or being part of any other lawsuit against the Defendants and the other Released Persons about the Released Claims, ever again.**

**E. How can I get a payment?**

To qualify for a payment, you must submit a valid Proof of Claim. A Proof of Claim is included with this Notice. You may also get a Proof of Claim by downloading it from [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com) or contacting the Garden City Group at (855) 907-3222. Read the instructions carefully, fill out the Proof of Claim, include all the documents and information the form asks for, sign it, and mail it **postmarked, or submit it online, no later than September 29, 2016**, to the address provided in the form.

The authorized legal representative of a Class Member may submit a Proof of Claim and receive a recovery on behalf of the Class Member.

**F. Plan of Allocation: What will I receive from the Settlement?**

A Class Member’s actual recovery will be a portion of the Net Settlement Fund (defined above), determined by that claimant’s recognized loss (i.e., a claim proved by timely submission of a valid Proof of Claim and calculated according to the following plan of allocation, if approved by the Court) as compared to the total recognized losses of all eligible claimants.

Although we cannot determine the exact amount of your individual payment at this time, your payment will be based on the plan of allocation below. A “Recognized Loss Amount” will be calculated as set forth below for each share of Barrick common stock purchased during the Class Period that is listed in the claim form. To the extent that the calculation of a claimant’s Recognized Loss Amount results in a negative number, that number shall be set to zero. An “Out of Pocket Loss” will also be calculated for each purchase using the actual purchase price (excluding all fees, taxes, and commissions) minus the actual sales price (excluding all fees, taxes, and commissions).

If you have a net loss on all your New York Stock Exchange transactions in Barrick common stock during the Class Period, you will be paid as follows. For each share of Barrick publicly traded common stock purchased on the New York Stock Exchange from May 7, 2009 through and including November 1, 2013, and:

- A. sold before the opening of trading on July 26, 2012 (the date of the first alleged corrective disclosure by Defendants), the Recognized Loss Amount for each share shall be zero.
- B. sold after the opening of trading on July 26, 2012, and before the close of trading on October 31, 2013, the Recognized Loss Amount for each share shall be **the lesser of:**
  - (1) the dollar artificial inflation figure as set forth in Table 1 below, applicable to each such share on the date of purchase, **minus** the dollar artificial inflation figure as set forth in Table 1 below, applicable to each such share on the date of sale; or
  - (2) the Out of Pocket Loss, calculated as the actual purchase price minus the actual sales price.
- C. sold after the opening of trading on November 1, 2013, and before the close of trading on January 29, 2014, the Recognized Loss Amount for each share shall be **the least of:**
  - (1) the dollar artificial inflation figure as set forth in Table 1 below, applicable to each such share on the date of purchase; or
  - (2) the actual purchase price of each such share (excluding all fees, taxes, and commissions) **minus** the average closing price as set forth in Table 2 below, from November 1, 2013, up to the date of sale; or
  - (3) the Out of Pocket Loss, calculated as the actual purchase price minus the actual sales price.

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D. held as of the close of trading on January 29, 2014, the Recognized Loss Amount for each share shall be **the lesser of:**

- (1) the dollar artificial inflation figure as set forth in Table 1 below, applicable to each such share on the date of purchase; or
- (2) the actual purchase price of each such share (excluding all fees, taxes, and commissions) **minus** \$17.50 (i.e., the average closing price of Barrick common stock between November 1, 2013, and January 29, 2014, as shown on the last line of Table 2 below).

**TABLE 1**

**Barrick Common Stock Estimated Artificial Inflation for Purposes of Calculating Purchase and Sale Inflation**

<b>Purchase or Sale Date</b>	<b>Artificial Inflation</b>
May 7, 2009 - July 25, 2012	\$6.67
July 26, 2012 - October 31, 2012	\$5.01
November 1, 2012 - April 9, 2013	\$2.91
April 10, 2013 - June 30, 2013	\$1.30
July 1, 2013 - October 30, 2013	\$0.40
October 31, 2013 – November 1, 2013	\$0.01

**TABLE 2**

**Barrick Common Stock Closing Price and Average Closing Price  
November 1, 2013 - January 29, 2014**

<b>Date</b>	<b>Closing Price</b>	<b>Average Closing Price between November 1, 2013 and Date Shown</b>	<b>Date</b>	<b>Closing Price</b>	<b>Average Closing Price between November 1, 2013 and Date Shown</b>
11/1/2013	\$18.01	\$18.01	12/16/2013	\$17.05	\$17.04
11/4/2013	\$18.31	\$18.16	12/17/2013	\$17.20	\$17.05
11/5/2013	\$18.28	\$18.20	12/18/2013	\$16.91	\$17.04
11/6/2013	\$18.34	\$18.24	12/19/2013	\$16.58	\$17.03
11/7/2013	\$18.18	\$18.22	12/20/2013	\$16.58	\$17.02
11/8/2013	\$18.22	\$18.22	12/23/2013	\$16.67	\$17.01
11/11/2013	\$18.19	\$18.22	12/24/2013	\$17.29	\$17.01
11/12/2013	\$18.03	\$18.20	12/26/2013	\$17.29	\$17.02
11/13/2013	\$18.10	\$18.18	12/27/2013	\$17.46	\$17.03
11/14/2013	\$18.11	\$18.18	12/30/2013	\$17.11	\$17.03
11/15/2013	\$18.07	\$18.17	12/31/2013	\$17.63	\$17.05
11/18/2013	\$17.67	\$18.13	1/2/2014	\$18.31	\$17.08
11/19/2013	\$17.83	\$18.10	1/3/2014	\$18.15	\$17.10
11/20/2013	\$17.18	\$18.04	1/6/2014	\$18.35	\$17.13
11/21/2013	\$16.85	\$17.96	1/7/2014	\$18.27	\$17.16
11/22/2013	\$16.38	\$17.86	1/8/2014	\$17.96	\$17.17

11/25/2013	\$16.39	\$17.77	1/9/2014	\$17.74	\$17.19
11/26/2013	\$16.21	\$17.69	1/10/2014	\$18.18	\$17.21
11/27/2013	\$16.36	\$17.62	1/13/2014	\$18.17	\$17.23
11/29/2013	\$16.49	\$17.56	1/14/2014	\$17.80	\$17.24
12/2/2013	\$15.54	\$17.46	1/15/2014	\$18.04	\$17.25
12/3/2013	\$15.51	\$17.38	1/16/2014	\$18.21	\$17.27
12/4/2013	\$15.68	\$17.30	1/17/2014	\$18.77	\$17.30
12/5/2013	\$15.43	\$17.22	1/21/2014	\$19.25	\$17.34
12/6/2013	\$15.40	\$17.15	1/22/2014	\$18.80	\$17.36
12/9/2013	\$16.00	\$17.11	1/23/2014	\$19.31	\$17.40
12/10/2013	\$16.87	\$17.10	1/24/2014	\$19.03	\$17.43
12/11/2013	\$16.38	\$17.07	1/27/2014	\$18.53	\$17.45
12/12/2013	\$16.46	\$17.05	1/28/2014	\$18.80	\$17.47
12/13/2013	\$16.74	\$17.04	1/29/2014	\$19.52	\$17.50

If you have more than one purchase or sale on the New York Stock Exchange of Barrick publicly traded common stock during the Class Period, all purchases and sales shall be matched on a First In/First Out (“FIFO”) basis. Class Period sales will be matched first against any holdings at the beginning of the Class Period, and then against purchases in chronological order, beginning with the earliest purchase made during the Class Period.

A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member also had a net overall loss, after all profits from transactions in all Barrick publicly traded common stock described above during the Class Period are subtracted from all losses. If you held some or all of your shares as of the close of trading on November 1, 2013, and did not have a sale for the Claims Administrator to use to calculate your net overall loss, the Claims Administrator will ascribe a value of \$18.01 per share for the Barrick publicly traded common stock you still held as of the close of trading on November 1, 2013 (the “Holding Value”).

This plan of allocation is subject to approval by the Court. Any orders regarding the plan of allocation will be posted at [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com).

The Net Settlement Fund will be allocated among all authorized claimants whose payment is \$10.00 or greater. If the payment to any authorized claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that authorized claimant.

Distributions will be made to authorized claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of un-cashed distribution checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund after at least six (6) months after the initial distribution of such funds shall be used: (a) first, to pay any amounts mistakenly omitted from the initial disbursement; (b) second, to pay additional settlement administration fees, costs, and expenses, including those of Lead Plaintiffs’ counsel as may be approved by the Court; and (c) to make a second distribution to claimants who cashed their checks from the initial distribution and who would receive at least \$10.00, after payment of the estimated costs, expenses, or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. These redistributions shall be repeated, if economically feasible, until the balance remaining in the Net Settlement Fund is de minimis and such remaining balance shall then be distributed to an appropriate non-sectarian, non-profit charitable organization serving the public interest selected by Lead Counsel and approved by the Court.

**G. No Extra Compensation for the Lead Plaintiffs LRI Invest S.A. and Union Asset Management Holding AG**

LRI Invest S.A. and Union Asset Management Holding AG, the Court-appointed Lead Plaintiffs, have not and will not apply to the Court for any compensation that is different from that available to all other Class Members. Their claims will also be calculated according to the plan of allocation described above.

## **H. Compensation for Lead Plaintiffs' Counsel**

At the Fairness Hearing, Lead Counsel will request that the Court award attorneys' fees of up to twenty-five percent (25%) of the Settlement Fund and approve payment of counsel's expenses incurred in connection with the prosecution and resolution of this action of up to \$1,200,000. These requested fees and expenses, if approved by the Court, plus the fees and expenses of the Claims Administrator for the notice and administration of the Settlement, which are estimated to be approximately \$4,280,000 but are also subject to Court approval, would amount to an average cost of up to \$0.04 per damaged share. Class Members are not personally liable for any such fees, expenses, or compensation.

## **I. Notification of Shareholders and Legal Representatives**

If your address is different from the address that this Notice was mailed to or if your address changes, you must notify the Claims Administrator for this Settlement of your new address as soon as possible. Any failure to keep the Claims Administrator informed of your current address may result in the loss of any monetary award you may be eligible to receive. If necessary, please send your new contact information to the address listed below and include your old address, new address, new telephone number, date of birth, and social security number. These last two items are required so that the Claims Administrator can verify that the address change is from the actual Class Member. You may contact the Claims Administrator at:

*Barrick Gold Securities Litigation*  
Claims Administrator  
c/o Garden City Group  
P.O. Box 10197  
Dublin, OH 43017-3197  
[www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com)  
(855) 907-3222

## **SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES**

If you purchased Barrick publicly traded common stock on the New York Stock Exchange (CUSIP: 067901108) during the Class Period for the beneficial interest of an individual or organization other than yourself, the Court has directed that, WITHIN TEN (10) CALENDAR DAYS OF YOUR RECEIPT OF THIS NOTICE, you either (a) provide to the Claims Administrator the name and last known address of each person or organization for whom or which you purchased such securities during such time period, or (b) request additional copies of this Notice, the Proof of Claim form, and the summary notice, which will be provided to you free of charge, and within ten (10) calendar days mail the Notice, the Proof of Claim form, and the summary notice directly to the beneficial owners of the securities referred to herein. If you choose to follow alternative procedure (b), upon such mailing, you must send a statement to the Claims Administrator confirming that the mailing was made as directed and retain the names and addresses for any future mailings to Class Members.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Your reasonable expenses will be paid upon request, submission of appropriate supporting documentation, and Court approval.

All communications concerning the foregoing should be addressed to the Claims Administrator:

*Barrick Gold Securities Litigation*  
Claims Administrator  
c/o Garden City Group  
P.O. Box 10197  
Dublin, OH 43017-3197  
(855) 907-3222  
[www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com)

## **III. LEAD PLAINTIFFS' AND LEAD COUNSEL'S SUPPORT OF THE SETTLEMENT**

In settling this Litigation, the parties engaged the services of the Hon. Layn R. Phillips (Ret.), a mediator. The parties prepared detailed mediation statements and presentations and engaged in full-day in-person mediation sessions with Judge Phillips on July 31, 2015, November 3, 2015, and April 16, 2016. Following the extensive arm's-length negotiations, the settling parties (Defendants and Lead Plaintiffs) reached an agreement in principle for the settlement of the Litigation.

Lead Plaintiffs' principal reason for entering into the Settlement is the benefit to the Class now, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be considered against the significant risk that a smaller recovery – or, indeed, no recovery at all – might be achieved after contested motions, trial, and likely appeals, a process that could last several years into the future. For Defendants, who have denied and continue to deny all allegations of liability, fault, or

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wrongdoing whatsoever, the principal reason for entering into the Settlement is to eliminate the uncertainty, risk, costs, and burdens inherent in any litigation, especially in complex cases such as this Litigation. Defendants have concluded that further conduct of this Litigation could be protracted and distracting.

#### **IV. OPPORTUNITIES TO GIVE YOUR OPINION ABOUT THE SETTLEMENT**

If you are a Class Member, you can tell the Court that you agree or do not agree with the Settlement or some part of it or otherwise apprise the Court as to your opinion regarding the Settlement. You can also object to the Settlement or any of its terms, the proposed plan of allocation, and/or the application by Lead Counsel for an award of fees and expenses.

If you wish to submit a written objection to the Settlement, you must send a signed letter stating that you object to the proposed Settlement in *In re Barrick Gold Securities Litigation*, Civil Action No. 1:13-cv-03851-RMB. Your objection must include your name, address, telephone number, and signature; identify the date(s), price(s), and number of shares of all purchases and sales on the New York Stock Exchange of Barrick common stock you made during the Class Period; and state the reasons why you object, including any legal and evidentiary support if you wish to. Your objection must be **postmarked no later than September 21, 2016**, and be sent to Motley Rice LLC, counsel to the Lead Plaintiffs, at the following address:

**LEAD COUNSEL**  
James M. Hughes, Esq.  
Christopher F. Moriarty, Esq.  
MOTLEY RICE LLC  
28 Bridgeside Blvd.  
Mt. Pleasant, SC 29464

You do not need to go to the Fairness Hearing to have your written objection considered by the Court.

You may also attend the Fairness Hearing. At the Fairness Hearing, Class Members may speak in favor of or in opposition to the Settlement, the plan of allocation, or Lead Counsel's motion for an award of fees and payment of expenses. Class Members may appear in person or arrange, at their expense, for a lawyer to represent them at the Fairness Hearing. If you or your representative intends to appear in person but has not submitted a written objection postmarked no later than **September 21, 2016**, it is recommended that you give advance notice to Lead Counsel for the Class of your intention to attend the hearing and the basis for your statements. You may contact them at the address provided above.

#### **V. FAIRNESS HEARING**

The Court will hold a Fairness Hearing open to the public, at **10:00 a.m. on October 18, 2016**, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 17B, New York, New York 10007. At this hearing, the Court will consider whether the Settlement is fair and reasonable. At the Fairness Hearing, the Court also will consider the proposed plan of allocation for the proceeds of the Settlement and the application of Lead Counsel for fees and payment of expenses. The Court will take into consideration any timely objections. You are free, but not required, to attend this hearing.

You should be aware that the Court may change the date and time of the Fairness Hearing. If you would like to come to the hearing, you should visit [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com) or contact Lead Counsel before coming to confirm that the date and/or time has not changed.

#### **VI. ADDITIONAL INFORMATION**

This Notice summarizes the proposed Settlement. More details are contained in the Amended Stipulation of Settlement. You can get a copy of the Amended Stipulation of Settlement by contacting Lead Counsel Motley Rice LLC, at 28 Bridgeside Blvd., Mt. Pleasant, SC 29464, at (800) 768-4026, or through [www.motleyrice.com](http://www.motleyrice.com), or by visiting [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com).

You can also call the Claims Administrator toll-free at (855) 907-3222; write to them at *Barrick Gold Securities Litigation*, Claims Administrator, c/o Garden City Group, P.O. Box 10197, Dublin, OH 43017-3197; or visit the Settlement website at [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com), where you will find downloadable copies of the Amended Stipulation of Settlement, the claim form, other documents, and find answers to common questions about the Settlement and other information to help you determine whether you are a Class Member and whether you are eligible for a payment.

For more detailed information concerning the matters involved in this Litigation, you can inspect the pleadings, the Amended Stipulation of Settlement, the Orders entered by the Court, and the other papers filed in the Litigation at the office of the Clerk of Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York 10007. You may also contact Lead Counsel Motley Rice LLC, 28 Bridgeside Blvd., Mt. Pleasant, SC 29464, (800) 768-4026, by telephone or mail.

**DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE**

DATED: June 29, 2016

**QUESTIONS? CALL TOLL-FREE 1 (855) 907-3222 OR VISIT [www.BarrickGoldSecuritiesLitigation.com](http://www.BarrickGoldSecuritiesLitigation.com)**