

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company
Name/Scheme Newcrest Mining Limited

ACN/ARSN/ABN 005 683 625

1. Details of substantial holder (1)

Name Allan Gray Australia Pty Ltd (Allan Gray Australia) and its related bodies corporate as set out in Table 1 of Annexure A (together the Group), as investment manager for the funds or investment mandates listed at Table 2 of Annexure A
112 316 168 (ACN of Allan Gray Australia)

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 19 July 2017

The previous notice was given to the company on 4 December 2014

The previous notice was dated 4 December 2014

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	43,749,291	5.71%	51,713,142	6.74%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A, Tables 2 & 3					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure A, Tables 2 & 3					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
The Group	C/- Allan Gray Australia, Level 2 Challis House, 4 Martin Place Sydney , NSW 2000

Signature

print name Eugene Tan

Company Secretary

sign here



date 21 July 2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Newcrest Mining Limited

THIS IS ANNEXURE A OF 3 PAGES REFERRED TO IN THE ABOVE FORM 604


Print name	Eugene Tan	Company Secretary
Sign here		Date: 21 July 2017

Table 1 – Related bodies corporate

The following entities are associates of Allan Gray Australia Pty Ltd (AGA) and each other by virtue of being related bodies corporate.

Orbis Allan Gray Limited	Orbis Mansfield Street Properties Ltd
Orbis Holdings Limited	Orbis Investment Management (BVI) Limited (OIMLBVI)
Orbis Investment Management Limited (OIML)	Orbis Investment Advisory Pty Limited
Orbis Asset Management Limited (OAML)	Allan Gray (Holdings) Pty Ltd
Orbis Administration Limited	Orbis Investment Advisory (Hong Kong) Limited
Orbis Investment Research Limited	Orbis Client Services (Canada) Limited
Orbis Investment Management (MIS) Limited	Orbis Holdings (UK) Limited
Triple Blue Holdings Limited	Orbis Investment Management (Europe) LLP
Pictet Overseas Trust Corporation and Pictet Trustee Company SA	Orbis Investment Management (Luxembourg) S.A
Allan & Gill Gray Foundation (Guernsey)	EmCap Limited (Guernsey) (EMCAP)

Table 2 - Funds

An entity within the Group acts as investment manager for some or all of the assets in the following funds.

No	Fund name	Manager	Code	Registered holder	Persons entitled to be registered holder
1.	Allan Gray Australia Equity Fund	AGA	SMEF	Citibank N.A., Sydney Branch as SMEF's custodian	Equity Trustees Limited as SMEF's responsible entity
2.	Allan Gray Australia Balanced Fund	AGA	SMBF	Citibank N.A., Hong Kong Branch as SMBF's custodian	Equity Trustees Limited as SMBF's responsible entity
3.	Allan Gray Australia Stable Fund	AGA	SMSF	Citibank N.A., Sydney Branch as SMSF's custodian	Equity Trustees Limited as SMSF's responsible entity
4.	Warakirri Australian Equities Pensions and Charities Fund	AGA	SMWA	JP Morgan Nominees Australia Ltd as SMWA's custodian	Warakirri Asset Management Pty Ltd SMWA's trustee
5.	Morningstar Australian Shares High Alpha Fund	AGA	SMIA	JP Morgan Nominees Australia Ltd as SMIA's custodian	Morningstar Investment Management Australia Limited SMIA's trustee
6.	Construction and Building Unions Superannuation Fund	AGA	SMCB	JP Morgan Nominees Australia Ltd as SMCB's custodian	United Super Pty Ltd as SMCB's trustee
7.	HESTA Superannuation Fund	AGA	SMHT	JP Morgan Nominees Australia Ltd as SMHT's custodian	H.E.S.T. Australia Ltd as SMHT's trustee
8.	Hostplus Pooled Superannuation Trust	AGA	SMHP	Citibank N.A., Sydney Branch as SMHP's custodian	Host Plus Pty Ltd as SMHP's trustee
9.	Russell Australian Opportunities Fund	AGA	SMRI	State Street Australia Ltd as SMRI's custodian	Russell Investment Management Ltd as SMRI's responsible entity
10.	MyLifeMyMoney Superannuation Fund	AGA	SMCS	NAB Custodial Services as custodian for SMCS	CSF Pty Ltd as SMCS's trustee
11.	Maritime Super	AGA	SMMS	NAB Custodial Services as custodian for SMMS	Maritime Super Pty Ltd as SMMS's trustee
12.	Non-Government Schools Superannuation Fund	AGA	SMNG	State Street Australia Ltd as SMNG's custodian	Non-Government Schools Superannuation Fund Pty Ltd as SMNG's trustee
13.	REST Superannuation Fund	AGA	SMRT	State Street Australia Ltd as SMRT's custodian	Retail Employees Superannuation Pty Ltd as SMRT's trustee
14.	Government Employees Superannuation Board	AGA	SMGB	Northern Trust Corporation as SMGB's custodian	Government Employees Superannuation Board
15.	Orbis Global Equity Fund (Australia Registered)	OIML	GAPL	Citibank N.A., Hong Kong Branch, as GAPL's custodian	Equity Trustees Limited as GAPL's responsible entity
16.	Orbis Emerging Markets Equity Fund (Australia Registered)	OIML	EMAF	Citibank N.A., Hong Kong Branch, as EMAF's custodian	Equity Trustees Limited as EMAF's responsible entity
17.	Orbis Global Equity LE Fund (Australia Registered)	AGA	GALE	Citibank N.A., Hong Kong Branch, as GALE's custodian	Equity Trustees Limited as GALE's responsible entity
18.	Orbis Global Equity Fund Limited	OIML	OGEF	Citigroup Fund Services Canada, Inc (Citi Canada) as OGEF's custodian	OGEF
19.	Orbis Optimal SA Fund Limited	OIML	OSAP	Citi Canada as OSAP's custodian	OSAP

No	Fund name	Manager	Code	Registered holder	Persons entitled to be registered holder
20.	Institutional Global Equity Fund	OIML	IGEF	Citi Canada as IGEF's custodian	IGEF
21.	Orbis Optimal LP	OIML	OOLP	Citi Canada as OOLP's custodian	OOLP
22.	Orbis International Equity LP	OIML	IELP	Citi Canada as IELP's custodian	IELP
23.	Orbis Institutional Global Equity LP	OIML	OGLP	Citi Canada as OGLP's custodian	OGLP
24.	Orbis Institutional International Equity LP	OIML	ONLP	Citi Canada as ONLP's custodian	ONLP
25.	Orbis Institutional U.S. Equity LP	OIML	USLP	Citi Canada as USLP's custodian	USLP
26.	Orbis Institutional Emerging Markets Equity LP	OIML	EMLP	Citi Canada as EMLP's custodian	EMLP
27.	Orbis SICAV – Global Equity Fund	OIML	SGPL	Citibank International plc (Luxembourg Branch) (Citi Lux) as SGPL's custodian	SGPL
28.	Orbis SICAV – Asia- Ex Japan Fund	OIML	XJPL	Citi Lux as XJPL's custodian	XJPL
29.	Orbis SICAV – Global Balanced Fund	OIML	GBSA	Citi Lux as GBSA's custodian	GBSA
30.	Orbis SICAV – International Equity	OIML	SNPL	Citi Lux as SNPL's custodian	SNPL
31.	Orbis OEIC Global Equity Fund	OIML	UKGE	Citi Lux as UKGE's custodian	UKGE
32.	Orbis Institutional Global Equity (OFO)	OIML	OGEO	Citi Canada as OGEO's custodian	OGEO

Table 2 – Purchases over the last 4 months

Trades on market unless otherwise stated

Trade Date	Reference Code	Action	No of security	Consideration
31 Dec 15 to 18 Oct 16	EMCAP	Buy	5,021,833	\$ 54,550,000
01 Jan 16 to 05 Jun 17	EMAF	Buy and Sell	13,475	\$ 155,086
01 Jan 16 to 13 Jul 17	EMLP	Buy and Sell	97,889	\$ 1,664,264
01 Dec 16 to 28 Apr 17	GALE	Buy and Sell	1,066,289	\$ 19,608,270
09 Dec 14 to 28 Apr 17	GAPL	Buy and Sell	-1,379,210	-\$ 28,103,140
01 Feb 17 to 28 Apr 17	GBAU	Buy and Sell	4,063	\$ 88,074
21 Jan 15 to 06 Jun 17	GBSA	Buy and Sell	2,000,159	\$ 24,630,785
08 Dec 14 to 30 Dec 16	IELP	Buy and Sell	198,385	\$ 159,268
09 Dec 14 to 09 Jun 17	IGEF	Buy and Sell	-768,844	-\$ 18,502,691
31 Dec 15	OFL	Sell	5,000,000	-\$ 54,550,000
08 Dec 14 to 28 Apr 17	OGEF	Buy and Sell	-3,392,602	-\$ 62,564,625
06 Jan 17 to 28 Apr 17	OGEO	Buy and Sell	1,036,524	\$ 21,474,694
01 Jan 16 to 09 Jun 17	OGLP	Buy and Sell	1,332,025	\$ 35,210,240
01 Jan 16 to 19 Jul 17	ONLP	Buy and Sell	137,880	\$ 2,547,746
09 Dec 14 to 18 May 17	OOLP	Buy and Sell	110,730	\$ 1,620,212
06 Jan 15 to 18 May 17	OSAP	Buy and Sell	-307,398	-\$ 3,309,006
08 Dec 14 to 13 Jun 17	SGPL	Buy and Sell	-1,906,894	-\$ 48,982,077
07 Dec 16 to 10 Jul 17	SMBF	Buy	64,345	\$ 1,311,706
06 Jan 15 to 19 Jul 17	SMCB	Buy and Sell	708,886	\$ 8,733,394
06 Jan 15 to 19 Jul 17	SMCS	Buy and Sell	523,385	\$ 8,792,489
06 Jan 15 to 14 Jul 17	SMEF	Buy and Sell	1,614,337	\$ 21,323,812
06 Jan 15 to 03 Jul 17	SMGB	Buy and Sell	150,598	-\$ 2,077,229
06 Jan 15 to 19 Jul 17	SMHP	Buy and Sell	533,465	\$ 7,247,905
06 Jan 15 to 19 Jul 17	SMHT	Buy and Sell	-954,101	-\$ 12,048,118
06 Jan 15 to 19 Jul 17	SMIA	Buy and Sell	-111,622	-\$ 2,455,587
06 Jan 15 to 19 Jul 17	SMMS	Buy and Sell	102,771	\$ 294,899
06 Jan 15 to 19 Jul 17	SMNG	Buy and Sell	-372,758	-\$ 12,056,383
06 Jan 15 to 06 Mar 15	SMQS	Sell	-927,561	-\$ 12,323,993
07 Jan 15 to 19 Jul 17	SMRI	Buy and Sell	-20,791	-\$ 1,696,494

06 Jan 15 to 19 Jul 17	SMRT	Buy and Sell	762,917	\$ 10,071,634
07 Jan 15 to 10 Jul 17	SMSF	Buy and Sell	134,639	\$ 1,687,150
07 Jan 15 to 19 Jul 17	SMWA	Buy and Sell	13,311	\$ 357,462
08 Dec 14 to 18 May 17	SNPL	Buy and Sell	455,060	\$ 1,166,140
21 Jan 15 to 23 Jun 17	UKGB	Buy and Sell	37,763	\$ 661,159
08 Dec 14 to 28 Apr 17	UKGE	Buy and Sell	5,579	\$ 3,295
21 Sep 16 to 13 Jul 17	XJPL	Buy and Sell	6,979,324	\$ 152,278,692
	Total		7,963,851	\$ 116,696,033

Table 4 – Present relevant interest

Reference Code	Total no of securities
EMCAP	5,021,833
EMAF	13,475
EMLP	97,889
GALE	1,066,289
GAPL	2,320,040
GBAU	4,063
GBSA	2,000,159
IELP	254,615
IGEF	2,490,827
OGEF	4,914,982
OGEO	1,036,524
OGLP	1,332,025
ONLP	137,880
OOLP	130,503
OSAP	1,072,954
SGPL	502,337
SMBF	64,345
SMCB	3,281,889
SMCS	1,588,497
smef	5,531,360
SMGB	1,688,148
SMHP	2,186,278
SMHT	1,383,493
SMIA	267,954
SMMS	845,989
SMNG	100,265
SMRI	312,230
SMRT	3,396,045
SMSF	294,561
SMWA	60,624
SNPL	1,278,264
UKGB	37,763
UKGE	19,718
XJPL	6,979,324
Total	51,713,142