

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 08 November 2018

The previous notice was given to the company on 29 June 2018

The previous notice was dated 29 June 2018

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	59,544,567	7.75%	67,380,851	8.77%

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 & 4					

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
See Annexure A, Tables 1 and 2	

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 12 November 2018

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: 12 November 2018

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)

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	RBC Investor Services Trust 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.	Statewide Superannuation Trust	AGA	SMSW	NAB Custodial Services as custodian for SMSW	Statewide Superannuation Pty Ltd as SMSW's trustee
16.	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
17.	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
18.	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

No	Fund name	Manager	Code	Registered holder	Persons entitled to be registered holder
19.	Orbis Global Equity Fund Limited	OIML	OGEF	Citigroup Fund Services Canada, Inc (Citi Canada) as OGEF's custodian	OGEF
20.	Orbis Optimal SA Fund Limited	OIML	OSAP	Citi Canada as OSAP's custodian	OSAP
21.	Institutional Global Equity Fund	OIML	IGEF	Citi Canada as IGEF's custodian	IGEF
22.	Orbis Optimal LP	OIML	OOLP	Citi Canada as OOLP's custodian	OOLP
23.	Orbis International Equity LP	OIML	IELP	Citi Canada as IELP's custodian	IELP
24.	Orbis Institutional Global Equity LP	OIML	OGLP	Citi Canada as OGLP's custodian	OGLP
25.	Orbis Institutional International Equity LP	OIML	ONLP	Citi Canada as ONLP's custodian	ONLP
26.	Orbis Institutional U.S. Equity LP	OIML	USLP	Citi Canada as USLP's custodian	USLP
27.	Orbis Institutional Emerging Markets Equity LP	OIML	EMLP	Citi Canada as EMLP's custodian	EMLP
28.	Orbis SICAV – Global Equity Fund	OIML	SGPL	Citibank International plc (Luxembourg Branch) (Citi Lux) as SGPL's custodian	SGPL
29.	Orbis SICAV – Asia- Ex Japan Fund	OIML	XJPL	Citi Lux as XJPL's custodian	XJPL
30.	Orbis SICAV – Global Balanced Fund	OIML	GBSA	Citi Lux as GBSA's custodian	GBSA
31.	Orbis SICAV – International Equity	OIML	SNPL	Citi Lux as SNPL's custodian	SNPL
32.	Orbis OEIC Global Equity Fund	OIML	UKGE	Citi Lux as UKGE's custodian	UKGE
33.	Orbis Institutional Global Equity (OFO)	OIML	OGEO	Citi Canada as OGEO's custodian	OGEO
34.	Orbis OEIC Global Cautious Fund	OIML	OCS4	Citi Lux as OCS4's custodian	OCS4
35.	Orbis SICAV Global Cautious Fund	OIML	OCSU	Citi Lux as OCSU's custodian	OCSU

Table 3 – Change in relevant interest

Trade Date	Reference Code	Action	No of security	Consideration
05 Oct 18	EMCAP	Buy	70,693	\$1,354,478
02 Jul 18 to 19 Oct 18	EMAF	Buy and Sell	75	-\$ 1,296
02 Jul 18 to 19 Oct 18	EMLP	Buy and Sell	462	-\$ 10,000
07 Sep 18 to 08 Nov 18	GALE	Buy and Sell	1,715,454	\$ 33,364,597
02 Jul 18 to 08 Nov 18	GAPL	Buy and Sell	-1,559,685	-\$ 30,283,035
10 Sep 18 to 22 Oct 18	GBAU	Buy and Sell	2,857	\$ 55,700
10 Sep 18 to 01 Nov 18	GBSA	Buy and Sell	1,085,632	\$ 21,221,258
28 Jun 18 to 23 Oct 18	IELP	Buy	384,248	\$ 8,084,542
10 Sep 18 to 08 Nov 18	IGEF	Buy and Sell	59,356	\$ 1,236,365
18 Oct 18 to 02 Nov 18	OCS4	Buy	13,395	\$ 275,086
18 Oct 18 to 02 Nov 18	OCSU	Buy	13,399	\$ 275,169
10 Sep 18 to 08 Nov 18	OGEF	Buy and Sell	160,221	\$ 3,324,494
28 Jun 18 to 23 Oct 18	OGEO	Buy and Sell	483,155	\$ 10,368,372
05 Nov 18 to 08 Nov 18	OGLP	Buy	95,323	\$ 1,985,834
30 Jul 18 to 30 Oct 18	ONLP	Buy	317,761	\$ 6,636,097
09 Aug 18 to 23 Oct 18	OOLP	Buy	44,969	\$ 941,744
28 Jun 18 to 22 Oct 18	OSAP	Buy and Sell	127,597	\$ 2,655,078
05 Jul 18 to 08 Nov 18	SGPL	Buy and Sell	3,153	\$ 166,208
20 Jul 18 to 10 Sep 18	SMBF	Buy	16,716	\$ 327,344
16 Jul 18 to 04 Oct 18	SMCB	Buy	513,994	\$ 10,035,321
17 Jul 18 to 04 Oct 18	SMCS	Buy	-38,117	-\$ 1,012,250
16 Jul 18 to 10 Oct 18	SMEF	Buy	1,325,066	\$ 25,947,144
16 Jul 18 to 08 Nov 18	SMGB	Buy	271,127	\$ 5,324,351
16 Jul 18 to 04 Oct 18	SMHP	Buy	379,610	\$ 7,441,946
16 Jul 18 to 04 Oct 18	SMHT	Buy	236,137	\$ 4,621,068

16 Jul 18 to 02 Oct 18	SMIA	Buy	40,047	\$ 783,692
05 Jul 18 to 04 Oct 18	SMMS	Buy and Sell	-25,425	-\$ 737,010
12 Jul 18 to 02 Oct 18	SMNG	Buy	88,411	\$ 1,854,190
16 Jul 18 to 04 Oct 18	SMRI	Buy	76,040	\$ 1,490,185
16 Jul 18 to 04 Oct 18	SMRT	Buy	550,184	\$ 10,779,553
09 Jul 18 to 09 Oct 18	SMSF	Buy and Sell	96,899	\$ 1,857,234
16 Jul 18 to 04 Oct 18	SMSW	Buy	64,115	\$ 1,256,073
16 Jul 18 to 18 Sep 18	SMWA	Buy	9,112	\$ 178,350
28 Jun 18 to 23 Oct 18	SNPL	Buy and Sell	682,055	\$ 14,357,948
10 Sep 18 to 22 Oct 18	UKGB	Buy and Sell	20,602	\$ 403,569
10 Sep 18 to 08 Nov 18	UKGE	Buy and Sell	3,917	\$ 81,026
02 Jul 18 to 19 Oct 18	XJPL	Buy and Sell	507,729	\$ 9,037,321
	Total		7,836,284	\$155,677,746

All trades on market unless otherwise stated

Table 4 – Present relevant interest

Reference Code	Total no of securities
EMCAP	9,070,693
EMAF	13,662
EMLP	95,032
GALE	3,228,836
GAPL	1,239,651
GBAU	10,135
GBSA	3,439,439
IELP	815,907
IGEF	2,156,781
OCS4	13,395
OCSU	13,399
OGEF	4,273,888
OGEO	1,810,663
OGLP	1,449,398
ONLP	1,030,415
OOLP	157,714
OSAP	1,207,268
SGPL	801,931
SMBF	147,088
SMCB	4,045,609
SMCS	1,590,592
SMEF	7,867,409
SMGB	1,897,431
SMHP	2,760,348
SMHT	1,745,072
SMIA	301,123
SMMS	720,814
SMNG	201,171
SMRI	557,494
SMRT	4,233,101
SMSF	543,414
SMSW	475,824
SMWA	74,080

SNPL	2,300,792
UKGB	48,510
UKGE	47,210
XJPL	6,995,562
Total	67,380,851