

## FAX COVER SHEET

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**TO**

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**COMPANY**

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**FAX NUMBER** 61293470005

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**FROM** AudreyMiller

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**DATE** 2018-12-10 13:35:05 EST

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**RE** Newcrest Significant Shareholder Filing 7 Dec 2018

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### COVER MESSAGE

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Dear ASX:

Attached please find a copy of Form 604 for First Eagle Investment Management, LLC with respect to Newcrest Mining Limited.

Copies of the attached will also be sent to representatives of the company.

Please contact me if there are any questions concerning the filing.

Best,

Audrey Miller  
Compliance Analyst  
First Eagle Investment Management, LLC  
1345 Avenue of the Americas  
New York, NY 10105-0048  
T 212.698.3111  
[Audrey.Miller@feim.com](mailto:Audrey.Miller@feim.com)

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**Form 604**
**Corporations Act 2001  
Section 671B**


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**Notice of change of interests of substantial holder**


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**To: Company Name/Scheme:** Newcrest Mining Limited

**ACN/ARSN:** 005 683 625

**1. Details of substantial holder (1)**

**Name** First Eagle Investment Management, LLC and its associated entities listed in Annexure A

**ACN/ARSN (if applicable)** \_\_\_\_\_

There was a change in the interests of the  
Substantial holder on 07 / 12 / 18

The previous notice was given to the company on 26 / 12 / 17

The previous notice was dated 22 / 12 / 17

**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	47,128,837	6.14%	39,371,788	5.12%

**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 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
	Please refer to Schedule			Ordinary shares	

#### 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	Nature of relevant interest (6)	Class and number of securities (Ordinary Shares)	Person's votes
First Eagle Investment Management, LLC	FIRST EAGLE GLOBAL VALUE FUND LP	FEIM has dispositive power.	496,904	496,904
First Eagle Investment Management, LLC	FIRST EAGLE INTERNATIONAL VALUE FUND LP	FEIM has dispositive and proxy voting power.	461,975	461,975
First Eagle Investment Management, LLC	BAKERY AND CONFECTIONERY UNION AND INDUSTRY INTL PENSION	FEIM has dispositive power.	63,030	63,030
First Eagle Investment Management, LLC	CENTRICA COMBINED COMMON INVESTMENT FUND LIMITED	FEIM has dispositive and proxy voting power.	102,383	102,383
First Eagle Investment Management, LLC	CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	FEIM has dispositive power.	170,521	170,521
First Eagle Investment Management, LLC	CONTRA COSTA COUNTY FUND	FEIM has dispositive and proxy voting power.	134,404	134,404
First Eagle Investment Management, LLC	FAIRFAX COUNTY POLICE RETIREMENT SYSTEMS	FEIM has dispositive and proxy voting power.	10,539	10,539
First Eagle Investment Management, LLC	FIRST EAGLE GLOBAL FUND	FEIM has dispositive and proxy voting power.	20,625,354	20,625,354
First Eagle Investment Management, LLC	FIRST EAGLE GOLD FUND	FEIM has dispositive and proxy voting power.	3,328,189	3,328,189
First Eagle Investment Management, LLC	FIRST EAGLE GLOBAL VALUE MASTER FUND	FEIM has dispositive and proxy voting power.	1,468,488	1,468,488
First Eagle Investment Management, LLC	FIRST EAGLE OVERSEAS FUND	FEIM has dispositive and proxy voting power.	6,003,724	6,003,724
First Eagle Investment Management, LLC	FIRST EAGLE OVERSEAS VARIABLE FUND	FEIM has dispositive and proxy voting power.	150,972	150,972
First Eagle Investment Management, LLC	FIRST EAGLE U.S. VALUE FUND	FEIM has dispositive and proxy voting power.	732,333	732,333
First Eagle Investment Management, LLC	SOVEREIGN WEALTH FUND #1 ADVISED BY FEIM	FEIM has dispositive power.	110,629	110,629
First Eagle Investment Management, LLC	CITY OF HARTFORD MUNICIPAL EMPLOYEES' RETIREMENT FD	FEIM has dispositive power.	21,366	21,366
First Eagle Investment Management, LLC	EWING MARION KAUFFMAN FOUNDATION	FEIM has dispositive and proxy voting power.	68,749	68,749
First Eagle Investment Management, LLC	LOCAL PENSIONS PARTNERSHIP INVESTMENTS LTD	FEIM has dispositive power.	434,427	434,427

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Class and number of securities (Ordinary Shares)	Person's votes
First Eagle Investment Management, LLC	MERCER LOW VOLATILITY EQUITY FUND	FEIM has dispositive and proxy voting power.	168,383	168,383
First Eagle Investment Management, LLC	MIAMI FIRE AND POLICE	FEIM has dispositive and proxy voting power.	49,284	49,284
First Eagle Investment Management, LLC	SOVEREIGN WEALTH FUND #2 ADVISED BY FEIM	FEIM has dispositive power.	653,219	653,219
First Eagle Investment Management, LLC	PREMIER INTERNATIONAL EQUITY FUND	FEIM has dispositive and proxy voting power.	22,593	22,593
First Eagle Investment Management, LLC	SANTA BARBARA COUNTY EMPLOYEES' RETIREMENT SYSTEM	FEIM has dispositive power.	34,984	34,984
First Eagle Investment Management, LLC	UFCW OF SOUTHERN CALIFORNIA	FEIM has dispositive and proxy voting power.	67,239	67,239
First Eagle Investment Management, LLC	FIRST EAGLE AMUNDI INTERNATIONAL SICAV	FEIM has dispositive and proxy voting power.	3,744,457	3,744,457
First Eagle Investment Management, LLC	SOFIRE FUND LTD.	FEIM has dispositive and proxy voting power.	51,513	51,513
First Eagle Investment Management, LLC	UNITED FOOD AND COMMERCIAL WORKERS UNION	FEIM has dispositive and proxy voting power.	49,373	49,373
First Eagle Investment Management, LLC	UPMC MASTER TRUST	FEIM has dispositive and proxy voting power.	21,904	21,904
First Eagle Investment Management, LLC	UTC MASTER RETIREMENT TRUST	FEIM has dispositive and proxy voting power.	124,852	124,852

#### 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:

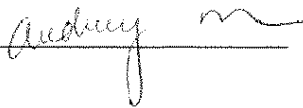
Name	Address
First Eagle Investment Management, LLC	1345 Avenue of the Americas, New York, NY 10105

Signature

Print name: Audrey Miller

Capacity: Compliance Analyst

Sign here

A handwritten signature in cursive script, appearing to read 'Audrey', followed by a horizontal line and a small flourish.

Date: 10 December 2018

**SCHEDULE**

Date	Action	Quantity	
12/27/2017	Sell	923,016	Ordinary Shares
12/28/2017	Sell	42,774	Ordinary Shares
12/29/2017	Sell	4,007	Ordinary Shares
1/9/2018	Sell	250,000	Ordinary Shares
1/10/2018	Sell	123,269	Ordinary Shares
1/10/2018	Sell	1,727	Ordinary Shares
1/16/2018	Sell	692,338	Ordinary Shares
1/17/2018	Sell	90,941	Ordinary Shares
1/17/2018	Sell	85,697	Ordinary Shares
1/17/2018	Sell	500,000	Ordinary Shares
1/25/2018	Sell	406,485	Ordinary Shares
2/20/2018	Sell	10,788	Ordinary Shares
2/21/2018	Sell	26,823	Ordinary Shares
3/14/2018	Buy	11,721	Ordinary Shares
3/19/2018	DeliverLong	24,890	Ordinary Shares
3/26/2018	Buy	5,775	Ordinary Shares
4/6/2018	Sell	46,489	Ordinary Shares
4/20/2018	Sell	27,465	Ordinary Shares
5/1/2018	Sell	90,941	Ordinary Shares
5/3/2018	Sell	90,941	Ordinary Shares
5/8/2018	Sell	13,303	Ordinary Shares
5/23/2018	Sell	2,813	Ordinary Shares
5/24/2018	Sell	9,237	Ordinary Shares
6/6/2018	DeliverLong	140,803	Ordinary Shares
6/6/2018	RecieveLong	140,803	Ordinary Shares
6/20/2018	Sell	235,000	Ordinary Shares
7/16/2018	Sell	399,083	Ordinary Shares
7/17/2018	Sell	48,904	Ordinary Shares
7/18/2018	Sell	195,244	Ordinary Shares
7/19/2018	Sell	200,000	Ordinary Shares
7/20/2018	Sell	200,000	Ordinary Shares
7/23/2018	Sell	355,523	Ordinary Shares
7/24/2018	Sell	277,974	Ordinary Shares
8/1/2018	Sell	4,496	Ordinary Shares
8/13/2018	Sell	364,817	Ordinary Shares
8/14/2018	Sell	160,802	Ordinary Shares
8/20/2018	Sell	122,677	Ordinary Shares

9/11/2018	Buy	5,290	Ordinary Shares
9/19/2018	Sell	24,380	Ordinary Shares
9/21/2018	Sell	308,517	Ordinary Shares
10/2/2018	Buy	58,242	Ordinary Shares
10/23/2018	Sell	22,215	Ordinary Shares
10/29/2018	Buy	6,359	Ordinary Shares
11/1/2018	RecieveLong	18,993	Ordinary Shares
11/8/2018	Sell	190,000	Ordinary Shares
11/27/2018	Buy	6,542	Ordinary Shares
11/29/2018	Sell	49,082	Ordinary Shares
11/30/2018	Sell	116,436	Ordinary Shares
12/5/2018	Sell	311,519	Ordinary Shares
12/6/2018	Sell	223,719	Ordinary Shares
12/7/2018	Sell	856,495	Ordinary Shares

This is Annexure A of 1 page to the Form 604 notice of change of interests of substantial holder signed by me and dated 10 December 2018.

Audrey Miller, Compliance Analyst, First Eagle Investment Management, LLC

Associated entities for this filing are:

Name
FIRST EAGLE GLOBAL VALUE FUND LP
FIRST EAGLE INTERNATIONAL VALUE FUND LP
BAKERY AND CONFECTIONERY UNION AND INDUSTRY INTL PENSION
CENTRICA COMBINED COMMON INVESTMENT FUND LIMITED
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC
CONTRA COSTA COUNTY FUND
FAIRFAX COUNTY POLICE RETIREMENT SYSTEMS
FIRST EAGLE GLOBAL FUND
FIRST EAGLE GOLD FUND
FIRST EAGLE GLOBAL VALUE MASTER FUND
FIRST EAGLE OVERSEAS FUND
FIRST EAGLE OVERSEAS VARIABLE FUND
FIRST EAGLE U.S. VALUE FUND
SOVEREIGN WEALTH FUND #1 ADVISED BY FEIM
CITY OF HARTFORD MUNICIPAL EMPLOYEES' RETIREMENT FD
EWING MARION KAUFFMAN FOUNDATION
LOCAL PENSIONS PARTNERSHIP INVESTMENTS LTD
MERCER LOW VOLATILITY EQUITY FUND
MIAMI FIRE AND POLICE
SOVEREIGN WEALTH FUND #2 ADVISED BY FEIM
PREMIER INTERNATIONAL EQUITY FUND
SANTA BARBARA COUNTY EMPLOYEES' RETIREMENT SYSTEM
UFCW OF SOUTHERN CALIFORNIA
FIRST EAGLE AMUNDI INTERNATIONAL SICAV
SOFIRE FUND LTD.
UNITED FOOD AND COMMERCIAL WORKERS UNION
UPMC MASTER TRUST
UTC MASTER RETIREMENT TRUST