

## 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** 2018-12-19 10:05:58 EST

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**RE** Newcrest Significant Shareholder Filing 118 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 18 / 12 / 18

The previous notice was given to the company on 10 / 12 / 18

The previous notice was dated 07 / 12 / 18

**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	39,371,788	5.12%	37,717,333	4.91%

**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.	482,399	482,399
First Eagle Investment Management, LLC	FIRST EAGLE INTERNATIONAL VALUE FUND LP	FEIM has dispositive and proxy voting power.	443,511	443,511
First Eagle Investment Management, LLC	BAKERY AND CONFECTIONERY UNION AND INDUSTRY INTL PENSION	FEIM has dispositive power.	60,822	60,822
First Eagle Investment Management, LLC	CENTRICA COMBINED COMMON INVESTMENT FUND LIMITED	FEIM has dispositive and proxy voting power.	99,771	99,771
First Eagle Investment Management, LLC	CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	FEIM has dispositive power.	167,124	167,124
First Eagle Investment Management, LLC	CONTRA COSTA COUNTY FUND	FEIM has dispositive and proxy voting power.	130,384	130,384
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.	19,750,409	19,750,409
First Eagle Investment Management, LLC	FIRST EAGLE GOLD FUND	FEIM has dispositive and proxy voting power.	3,237,474	3,237,474
First Eagle Investment Management, LLC	FIRST EAGLE GLOBAL VALUE MASTER FUND	FEIM has dispositive and proxy voting power.	1,411,179	1,411,179
First Eagle Investment Management, LLC	FIRST EAGLE OVERSEAS FUND	FEIM has dispositive and proxy voting power.	5,705,975	5,705,975
First Eagle Investment Management, LLC	FIRST EAGLE OVERSEAS VARIABLE FUND	FEIM has dispositive and proxy voting power.	143,868	143,868
First Eagle Investment Management, LLC	FIRST EAGLE U.S. VALUE FUND	FEIM has dispositive and proxy voting power.	700,816	700,816
First Eagle Investment Management, LLC	SOVEREIGN WEALTH FUND #1 ADVISED BY FEIM	FEIM has dispositive power.	107,767	107,767
First Eagle Investment Management, LLC	CITY OF HARTFORD MUNICIPAL EMPLOYEES' RETIREMENT FD	FEIM has dispositive power.	20,461	20,461
First Eagle Investment Management, LLC	EWING MARION KAUFFMAN FOUNDATION	FEIM has dispositive and proxy voting power.	66,285	66,285
First Eagle Investment Management, LLC	LOCAL PENSIONS PARTNERSHIP INVESTMENTS LTD	FEIM has dispositive power.	427,125	427,125

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.	164,254	164,254
First Eagle Investment Management, LLC	MIAMI FIRE AND POLICE	FEIM has dispositive and proxy voting power.	47,020	47,020
First Eagle Investment Management, LLC	SOVEREIGN WEALTH FUND #2 ADVISED BY FEIM	FEIM has dispositive power.	631,777	631,777
First Eagle Investment Management, LLC	PREMIER INTERNATIONAL EQUITY FUND	FEIM has dispositive and proxy voting power.	21,699	21,699
First Eagle Investment Management, LLC	SANTA BARBARA COUNTY EMPLOYEES' RETIREMENT SYSTEM	FEIM has dispositive power.	33,683	33,683
First Eagle Investment Management, LLC	UFCW OF SOUTHERN CALIFORNIA	FEIM has dispositive and proxy voting power.	65,783	65,783
First Eagle Investment Management, LLC	FIRST EAGLE AMUNDI INTERNATIONAL SICAV	FEIM has dispositive and proxy voting power.	3,547,387	3,547,387
First Eagle Investment Management, LLC	SOFIRE FUND LTD.	FEIM has dispositive and proxy voting power.	49,914	49,914
First Eagle Investment Management, LLC	UNITED FOOD AND COMMERCIAL WORKERS UNION	FEIM has dispositive and proxy voting power.	47,504	47,504
First Eagle Investment Management, LLC	UPMC MASTER TRUST	FEIM has dispositive and proxy voting power.	21,076	21,076
First Eagle Investment Management, LLC	UTC MASTER RETIREMENT TRUST	FEIM has dispositive and proxy voting power.	121,327	121,327

## 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

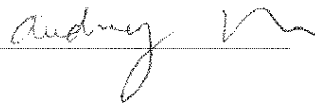
The addresses of persons named in this form are as follows:

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 

Date: 19 December 2018

**SCHEDULE**

Date	Action	Quantity	
12/10/2018	Sell	300,450	Ordinary Shares
12/12/2018	Sell	37,696	Ordinary Shares
12/13/2018	Sell	5,663	Ordinary Shares
12/17/2018	Sell	53,804	Ordinary Shares
12/18/2018	Sell	1,256,842	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 19 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