



Announcement Summary

Entity name

NEWCREST MINING LIMITED

Announcement Type

New announcement

Date of this announcement

9/11/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
NCM	ORDINARY FULLY PAID	2,738,093

Proposed +issue date

14/3/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

NEWCREST MINING LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

20005683625

1.3 ASX issuer code

NCM

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

9/11/2021

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	10/2/2022	<input checked="" type="checkbox"/> Estimated	No

Comments

Approval is required by shareholders of Pretium Resources Inc. (Pretivm) rather than Newcrest.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	14/2/2022	<input checked="" type="checkbox"/> Estimated	No

Comments

Approval needed is from the Supreme Court of British Columbia, Canada.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	23/2/2022	<input checked="" type="checkbox"/> Estimated	No

Comments

Various conditions as specified in a Canadian Plan of Arrangement (the Plan of Arrangement) (including non-Australian foreign investment and competition law regulatory approvals).

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No



Details of +securities proposed to be issued

ASX +security code and description

NCM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

2,738,093

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Conversion of convertible notes issued by Pretivm.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

67,833,796.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

14/3/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

2,738,093



7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The shares may be issued as a result of changes to the terms of convertible notes issued by Pretivm that will be made if the Plan of Arrangement proceeds.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

Newcrest proposes to acquire all issued shares in Pretivm under the Plan of Arrangement. Pretivm currently has convertible notes on issue. The notes mature on 15 March 2022 and are convertible into shares in Pretivm at any time prior to that date at the election of noteholders. If the Plan of Arrangement proceeds, noteholders will be entitled to receive Newcrest shares, rather than Pretivm shares on conversion of a note. The maximum number of Newcrest shares to be issued as a result of conversion of the notes is 2,738,093. The actual number will depend on a variety of factors, including the extent to which noteholders exercise their conversion rights after the Plan of Arrangement becomes effective. The date of issue of Newcrest shares may be before 14 March 2022, depending on when conversion rights are exercised.



7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ An applicable ASIC instrument or class order