

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To: Company Name/Scheme Newcrest Mining LimitedACN/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 **Orbis Group**), as investment manager for the funds or investment mandates listed at Table 2 of Annexure AACN (if applicable) 112 316 168 (ACN of Allan Gray Australia)The holder became a substantial holder on ~~3 November 2014~~
31 October 2014**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	38,643,048 43,749,291	Same as no of securities	5.04% 5.71%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A, Tables 2 and 3		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

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

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
See Annexure A, Tables 2 and 3				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A, Tables 1 and 2	

7. Addresses

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

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

Signature

Print name Simon Marais

Capacity

Director

Sign here



Date ~~5 November 2014~~ 4 December 2014

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Print name	Simon Marais	Director
Sign here		Date: 5 November 2014 4 December 2014

Table 1 – Related bodies corporate

The following entities are associates of Allan Gray Australia and each other by virtue of being related bodies corporate.

Orbis Holdings Limited	Orbis Mansfield Street Properties Ltd
Orbis World 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
Orbis Financial Limited (OFL)	

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 Opportunity Fund	AGA	SMSF	Citibank N.A., Sydney Branch as SMSF's custodian	Equity Trustees Limited as SMSF's responsible entity
3.	Warakirri Endeavour Fund	AGA	SMWK	ANZ Nominees Ltd as SMWK's custodian	Warakirri Asset Management Pty Ltd as SMWK's trustee
4.	Warakirri Australian Equities Pensions and Charities Fund	AGA	SMWA	ANZ Nominees Ltd as SMWA's custodian	Warakirri Asset Management Pty Ltd SMWA's trustee
5.	Warakirri Charities and Pensions Fund	AGA	SMWE	ANZ Nominees Ltd as SMWE's custodian	Warakirri Asset Management Pty Ltd SMWE's trustee
6.	Ibbotson Australian Shares High Alpha Trust	AGA	SMIA	JP Morgan Nominees Australia Ltd as SMIA's custodian	Ibbotson Associates Australia Ltd SMIA's trustee
7.	Construction and Building Unions Superannuation Fund	AGA	SMCB	NAB Custodial Services as SMCB's custodian	United Super Pty Ltd as SMCB's trustee
8.	HESTA Superannuation Fund	AGA	SMHT	JP Morgan Nominees Australia Ltd as SMIA's custodian	H.E.S.T. Australia Ltd as SMHT's trustee
9.	Hostplus Superannuation Fund	AGA	SMHP	Citibank N.A., Sydney Branch as SMHP's custodian	Host Plus Pty Ltd as SMHP's trustee
10.	Russell Australian Opportunities Fund	AGA	SMRI	State Street Australia Ltd as SMRI's custodian	Russell Investment Management Ltd as SMRI's responsible entity
11.	Catholic Superannuation Fund	AGA	SMCS	NAB Custodial Services as custodian for SMCS	CSF Pty Ltd as SMCS's trustee
12.	Qantas Superannuation Plan	AGA	SMQS	JP Morgan Nominees Australia Ltd as SMQS's custodian	Qantas Superannuation Ltd as SMQS's trustee
13.	Maritime Super	AGA	SMMS	NAB Custodial Services as custodian for SMMS	Maritime Super Pty Ltd as SMMS's trustee
14.	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
15.	REST Superannuation Fund	AGA	SMRT	State Street Australia Ltd as SMRT's custodian	Retail Employees Superannuation Pty Ltd as SMRT's trustee
16.	Government Employees Superannuation Board	AGA	SMGB	NAB Custodial Services as SMGB's custodian	Government Employees Superannuation Board
17.	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
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
20.	Institutional Global Equity Fund	OIML	IGEF	Citi Canada as IGEF's custodian	IGEF
21.	Orbis Optimal LP	OAML	OOLP	Citi Canada as OOLP's custodian	OOLP

No	Fund name	Manager	Code	Registered holder	Persons entitled to be registered holder
22.	Orbis International Equity LP	OAML	IELP	Citi Canada as IELP's custodian	IELP
23.	Orbis SICAV – Global Equity Fund	OIML	SGPL	Citibank International plc (Luxembourg Branch) (Citi Lux) as SGPL's custodian	SGPL
24.	Orbis SICAV – Asia- Ex Japan Fund	OIMLBVI	XJPL	Citi Lux as XJPL's custodian	XJPL
25.	Orbis SICAV – Global Balanced Fund	OIML	GBSA	Citi Lux as GBSA's custodian	GBSA
26.	Orbis SICAV – International Equity	OIML	SNPL	Citi Lux as SNPL's custodian	SNPL
27.	Orbis OEIC Global Equity Fund	OIML	UKGE	Citi Lux as UKGE's custodian	UKGE

Table 3 – Relevant interest

Trade Date	Reference Code	Action	No of security	Consideration
17 Jun 13 to 03 Oct 14	GAPL	Buy and Sell	3,189,604	\$ 38,582,835
14 Jun 13 to 23 Sep 14	IELP	Buy and Sell	69,895	\$ 795,049
03 Oct 14 to 31 Oct 14	IGEF	Buy	3,569,366	\$ 36,428,650
14 Jun 13 to 31 Oct 14	OGEF	Buy and Sell	8,507,535	\$ 107,974,387
17 Jun 13 to 23 Sep 14	OOLP	Buy and Sell	19,773	\$ 243,479
14 Jun 13 to 24 Sep 14	OSAP	Buy and Sell	1,380,352	\$ 15,855,757
18 Jun 13 to 26 Sep 14	SGPL	Buy and Sell	2,409,231	\$ 27,963,799
18 Jul 08 to 03 Nov 14	SMCB	Buy and Sell	2,573,003	\$ 25,012,936
24 Apr 13 to 03 Nov 14	SMCS	Buy	1,065,112	\$ 10,452,396
01 Jan 06 to 03 Nov 14	SMEF	Buy and Sell	3,917,023	\$ 32,727,041
24 Apr 13 to 03 Nov 14	SMGB	Buy and Sell	1,537,550	\$ 15,027,952
24 Apr 13 to 08 Oct 14	SMHP	Buy and Sell	1,532,905	\$ 15,179,510
24 Apr 13 to 03 Nov 14	SMHT	Buy and Sell	2,337,594	\$ 22,581,402
06 Jun 08 to 03 Nov 14	SMIA	Buy and Sell	379,576	\$ 3,626,622
24 Apr 13 to 03 Nov 14	SMMS	Buy and Sell	743,218	\$ 7,178,809
15 Sep 11 to 03 Nov 14	SMNG	Buy and Sell	473,023	\$ 4,086,735
24 Apr 13 to 03 Nov 14	SMQS	Buy and Sell	927,561	\$ 8,997,197
24 Apr 13 to 03 Nov 14	SMRI	Buy and Sell	333,021	\$ 3,180,171
24 Apr 13 to 03 Nov 14	SMRT	Buy and Sell	2,633,128	\$ 25,871,510
12 Jun 13 to 03 Nov 14	SMSF	Buy	159,922	\$ 1,545,284
24 Apr 13 to 03 Nov 14	SMWA	Buy and Sell	47,313	\$ 472,851
01 Apr 14 to 23 Sep 14	SNPL	Buy and Sell	823,204	\$ 8,508,542
01 Jan 14 to 17 Sep 14	UKGE	Buy and Sell	14,139	\$ 79,900
<u>18 Jun 14 to 31 Oct 14</u>	<u>OFL</u>	<u>Buy</u>	<u>5,000,000</u>	<u>\$50,921,500</u>
	Total		43,643,048	\$ 463,294,314

All trades on market unless otherwise stated