

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

## Notice of change of interests of substantial holder

To Company Name/Scheme Evolution Mining Limited (**Evolution**)

ACN/ARSN 084 669 036

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

Name Newcrest Mining Limited (**Newcrest**) and each of its **Related Bodies Corporate** listed in Annexure A

ACN 005 683 625

There was a change in the interests of the substantial holder on 05/06/2015

The previous notice was given to the company on 04/03/2015

The previous notice was dated 04/03/2015

### 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 Fully Paid	106,482,631	14.89%	106,482,631	11.71%

### 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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
05/06/2015	Newcrest and each of its Related Bodies Corporate	Dilution in voting power of Newcrest and each of its Related Bodies Corporate due to the issue of an additional 192,463,833 shares by Evolution on 5 June 2015 pursuant to the institutional component of an accelerated renounceable entitlement offer as described in the Appendix 3B lodged by Evolution with the ASX on 25 May 2015.	Nil	106,482,631 ordinary shares	106,482,631

### 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
Newcrest and each of its Related Bodies Corporate	Newcrest Holdings (Investments) Pty Limited (ACN 153 993 938) ( <b>NHIPL</b> )	NHIPL	As regards NHIPL - pursuant to section 608(1)(a) of the Corporations Act.  As regards Newcrest and each of its other Related Bodies Corporate - pursuant to section 608(1) and / or 608(3) of the Corporations Act.	106,482,631 ordinary shares	106,482,631

## 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
Not applicable	Not applicable

## 6. Addresses

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

Name	Address
Newcrest	Level 9, 600 St Kilda Road, Melbourne Victoria 3004, Australia
Newcrest's Related Bodies Corporate	See Annexure A

## Signature

print name	FRANCESCA LEE	capacity	Company Secretary
sign here		date	09/06/2015

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 (e.g. 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.

**This is Annexure A of 2 pages referred to in the Form 604 (Notice of Change of Interests of Substantial Holder) in relation to Newcrest Mining Limited (ACN 005 683 625)**

**1. Details of Substantial Holder**

The Related Bodies Corporate of Newcrest Mining Limited (ACN 005 683 625) and their addresses are as follows:

<b>Company</b>	<b>ACN or country of incorporation</b>	<b>Address</b>
Australmin Holdings Pty Ltd	008 462 986	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Ballarat West Goldfields Pty Ltd	006 764 110	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Berrima Resources Pty Ltd	083 038 135	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Cadia Holdings Pty Limited	062 648 006	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Contango Agricultural Co. Pty Ltd	078 273 033	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
LGL Australian Holdings Pty Ltd	121 554 443	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
LGL Ballarat Operations Pty Ltd	006 245 441	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
LGL CDI Investments Pty Ltd	009 248 122	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
LGL CDI Exploration Pty Ltd	060 719 744	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
LGL Mount Rawdon Operations Pty Ltd	060 235 145	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
LGL Mount Rawdon Property Holdings Pty Ltd	060 105 535	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
LGL Services Australia Pty Ltd	116 067 611	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest Exploration Holdings Pty Ltd	058 425 951	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest Finance Pty Ltd	072 648 705	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest New Zealand Exploration Pty Ltd (formerly Horskar Pty Limited)	079 193 632	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest Operations Limited	009 221 505	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest Holdings (Investments) Pty Limited	153 993 938	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest International Pty Ltd	007 449 194	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest Services Pty Ltd	081 197 471	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest Technology Pty Ltd	009 199 268	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Newgen Pty Ltd	106 984 221	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
New Resources Pty Ltd	006 157 428	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Niugini Mining Australia Pty Ltd	011 060 898	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
Sulawesi Investments Pty Ltd	056 375 038	Level 9, 600 St Kilda Road, Melbourne 3004, Victoria
600 Holdings Inc.	USA	Level 9, 600 St Kilda Road, Melbourne, 3004, Victoria
Newcrest Resources Inc.	USA	Level 8, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest USA, Inc. (formerly Newmont Pty Ltd)	USA	Level 9, 600 St Kilda Road, Melbourne, 3004, Victoria
Newroyal Resources, Inc.	USA	Level 8, 600 St Kilda Road, Melbourne 3004, Victoria
Newcrest Dougbafila Pte Ltd	Singapore	7 Shenton Way #01-02 Singapore Conference Hall Singapore 068810
Newcrest Hire Pte Ltd	Singapore	7 Shenton Way #01-02 Singapore Conference Hall Singapore 068810
Newcrest Singapore Holdings Pte Ltd	Singapore	7 Shenton Way #01-02 Singapore Conference Hall Singapore 068810
Newcrest Insurance Pte Ltd	Singapore	6 Battery Road #06-01/02 Singapore 049909

Company	ACN or country of incorporation	Address
Newcrest Trading Pte Ltd	Singapore	7 Shenton Way #01-02 Singapore Conference Hall Singapore 068810
Newcrest Fiji Exploration Holdings 1 Pte Ltd	Singapore	7 Shenton Way #01-02 Singapore Conference Hall Singapore 068810
Newcrest Fiji Exploration Holdings 2 Pte Ltd	Singapore	7 Shenton Way #01-02 Singapore Conference Hall Singapore 068810
PT Nusa Halmahera Minerals	Indonesia	3 <sup>rd</sup> Floor, The Manhattan Square – Mid Tower, Jl. TB Simatupang Kav. 1-S, Cilandak Timur, Jakarta Selatan 12560, Indonesia
PT Puncakbaru Jayatama	Indonesia	3 <sup>rd</sup> Floor, The Manhattan Square – Mid Tower, Jl. TB Simatupang Kav. 1-S, Cilandak Timur, Jakarta Selatan 12560, Indonesia
Newcrest Chile Holdings 1 Limited	Bermuda	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
Newcrest Chile Holdings 2 Limited	Bermuda	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
Newcrest Peru Holdings 1 Limited	Bermuda	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
Newcrest Peru Holdings 2 Limited	Bermuda	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
Minera Newcrest Chile SRL	Chile	Uriquidi & Asociados Abogados S. A. Coimbra 110, Suite 1002, Las Condes, Santiago, Chile
Minera Newcrest Peru SAC	Peru	Rubio Leguia Normand & Asociados S. Civil de R. L., Av Dos de Mayo 1321 San Isidro, Lima 27, Perú.
Newcrest (Fiji) Ltd	Fiji	c/- Howards Lawyers, Level 7, FNPF Place, Victoria Parade, Suva, Fiji
Newcrest Exploration (Fiji) Limited	Fiji	c/ Howards Lawyers, Level 7, FNPF Place, Victoria Parade, Suva, Fiji
Newcrest PNG 1 Ltd	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
Newcrest PNG 2 Ltd	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
Newcrest PNG 3 Ltd	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
Newcrest PNG Exploration Ltd	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
Newcrest PNG Wamun Limited	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
Lihir Gold Limited	Papua New Guinea	Level 4, Port Tower Building, Section 3, Allotment 21, Granville, Hunter Street, National Capital District, Papua New Guinea
Niugini Mining Limited	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
Lihir Management Company Limited	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
LGL PNG Holdings Limited	Papua New Guinea	c/- Allens Arthur Robinson, Level 6, Mogoru Moto Building, Champion Parade, Port Moresby, National Capital District, Papua New Guinea
LGL Mines CI SA	Cote d' Ivoire	Cocody Deux Plateau, Immeuble Dany Center, Angle Rue du Vallon, Rue des Jardins, Abidjan, Cote d' Ivoire
LGL Resources CI SA	Cote d' Ivoire	Cocody Deux Plateau, Immeuble Dany Center, Angle Rue du Vallon, Rue des Jardins, Abidjan, Cote d' Ivoire
LGL Exploration CI SA	Cote d' Ivoire	Cocody Deux Plateau, Immeuble Dany Center, Angle Rue du Vallon, Rue des Jardins, Abidjan, Cote d' Ivoire
LGL Development CI SA	Cote d' Ivoire	Cocody Deux Plateau, Immeuble Dany Center, Angle Rue du Vallon, Rue des Jardins, Abidjan, Cote d' Ivoire
LGL Holdings CI SA	Cote d' Ivoire	Cocody Deux Plateau, Immeuble Dany Center, Angle Rue du Vallon, Rue des Jardins, Abidjan, Cote d' Ivoire
Newcrest Dougbafila CI SA	Cote d' Ivoire	Cocody Deux Plateau, Immeuble Dany Center, Angle Rue du Vallon, Rue des Jardins, Abidjan, Cote d' Ivoire
Newcrest Hire CI SA	Cote d' Ivoire	Cocody Deux Plateau, Immeuble Dany Center, Angle Rue du Vallon, Rue des Jardins, Abidjan, Cote d' Ivoire

**Signed:**

**Francesca Lee**

Company Secretary, Newcrest Mining Limited  
Date: 9 June 2015