

NEWCREST

MINING

LIMITED

ABN 20 005 683 625

23 September 2013

Dear Shareholder,

I have pleasure in enclosing the Notice for Newcrest's 2013 Annual General Meeting and the accompanying proxy form.

The meeting will be held in the Grand Ballroom, Pullman Melbourne Albert Park Hotel, 65 Queens Road, Melbourne, Victoria on Thursday, 24 October 2013 at 10.30am (Melbourne time).

The business to be conducted at the meeting is described in the enclosed Notice. Your Directors believe that each of the resolutions to be put to the meeting is in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that you vote in favour of all resolutions.

The meeting is an opportunity for you to raise any issues or ask your Board any relevant questions which are of interest to you. There will also be an opportunity for you to meet and talk with your Directors and the Company's senior executives immediately after the meeting. I encourage you to attend the meeting personally, if you are able to do so.

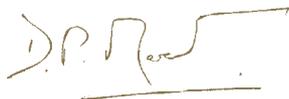
It is important that you vote on the items of business considered at the meeting. If you are unable to attend the meeting in person, I recommend that you exercise your voting rights by appointing a proxy in accordance with the instructions on page 3. If you appoint me or any of my fellow Directors as your proxy, we will vote as you direct. Page 3 explains how to direct your votes. In the absence of any express direction from you in your proxy appointment, if I am your proxy as Chairman of the meeting, I will vote all of your available votes in favour of each of the resolutions. My fellow Directors will do the same if they are your proxy, other than with respect to item 3 of the Notice of Meeting, being adoption of the Remuneration Report, on which they cannot vote undirected proxies in any circumstance.

Feedback from the Company's shareholders is welcomed by Directors. If you wish to raise any questions at the meeting, but are not able to attend in person, you should complete the enclosed 'Questions from Shareholders' form and return it to the Company. I will endeavour to respond at the meeting to as many of the questions as possible.

As in previous years, the meeting will be webcast. The addresses by the Chairman and Managing Director, the associated presentations and voting results will be released to the Australian Securities Exchange (and other relevant stock exchanges) and will be available on the Company's website. The Company's 2013 Annual Report is also available on the website (www.newcrest.com.au).

My fellow Directors and I look forward to seeing you at the meeting.

Yours sincerely



Don Mercer
Chairman

LEVEL 8
600 ST KILDA ROAD
MELBOURNE
VICTORIA 3004
AUSTRALIA

PO BOX 6213
ST KILDA RD CENTRAL
MELBOURNE
VICTORIA 8008
AUSTRALIA

TELEPHONE
(61 3) 9522 5333

FACSIMILE
(61 3) 9525 2996

Notice of Annual General Meeting 2013

NEWCREST MINING LIMITED ACN 005 683 625

Notice is hereby given that the Annual General Meeting of Newcrest Mining Limited (Newcrest or the Company) will be held in the Grand Ballroom, Pullman Melbourne Albert Park Hotel, 65 Queens Road, Melbourne, Victoria on Thursday, 24 October 2013 at 10.30am (Melbourne time).

BUSINESS

1. Financial and Other Reports

To receive and consider the Financial Report of the Company and its controlled entities and the reports of the Directors and the Auditor for the year ended 30 June 2013.

2. Election and Re-Election of Directors

(a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Philip Aiken AM, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits himself for election in accordance with Rule 57 of the Company's Constitution, be elected as a Director of the Company.'

(b) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Peter Hay, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits himself for election in accordance with Rule 57 of the Company's Constitution, be elected as a Director of the Company.'

(c) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Richard Lee, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, submits himself for re-election, be re-elected as a Director of the Company.'

(d) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Tim Poole, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, submits himself for re-election, be re-elected as a Director of the Company.'

(e) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That John Spark, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, submits himself for re-election, be re-elected as a Director of the Company.'

3. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That the Remuneration Report for the Company (included in the report of the Directors) for the year ended 30 June 2013 be adopted.'

Voting exclusion statement:

Item 3 is a resolution that is directly related to the remuneration of members of the Key Management Personnel (KMP) of the Newcrest consolidated group, including the Directors and the members of the Executive Committee reporting to the Managing Director and Chief Executive Officer of the Company. The *Corporations Act 2001* (Corporations Act) restricts the KMP members and their closely related parties from voting in certain circumstances. *Closely related party* is defined in the Corporations Act and includes a spouse, dependant and certain other close family members of the relevant KMP member, as well as any companies controlled by the KMP member.

Any votes cast (in any capacity) on the proposed resolution in item 3 by or on behalf of:

- any KMP member whose remuneration details are included in the Remuneration Report; or
- closely related parties of those persons,

as well as any votes cast as a proxy on the resolution by any person who is a KMP member as at the date of the Annual General Meeting or any of their closely related parties, will be disregarded unless the vote is cast:

- as proxy in accordance with a direction on the proxy appointment; or
- by the Chairman of the Annual General Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

The Company will also apply these voting exclusions to a person appointed as attorney for a shareholder under a power of attorney, as if they were appointed as a proxy.

NOTES

(a) Entitlement to vote

The Directors have determined that the shareholding of each member for the purpose of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 7pm (Melbourne time) on Tuesday, 22 October 2013.

(b) Proxies

- A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
- If a shareholder is unable to attend the meeting, they are encouraged to appoint a proxy to attend and vote on their behalf.
- A proxy may be either an individual or a corporation and need not be a member of the Company.
- A shareholder who is entitled to cast two or more votes may appoint two proxies and should specify the proportion or number of votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. An additional proxy form will be supplied by the Company's share registry, Link Market Services Limited, on request for the purpose of appointing a second proxy.
- Shareholders are encouraged to direct their proxies how to vote on each resolution. A shareholder can direct their proxy how to vote on a resolution by marking 'for', 'against' or 'abstain' on each resolution. The proxy must follow such a direction when casting any available votes on the relevant resolution.
- If a shareholder's appointed proxy does not attend the meeting, then the proxy appointment will automatically default to the Chairman of the meeting.
- In addition, any directed proxy appointments that are not voted on a poll at the meeting by a shareholder's appointed proxy will automatically default to the Chairman of the meeting.
- If the Chairman of the meeting is appointed as your proxy, or becomes your proxy by default, the Chairman must cast all available votes on a poll as directed on the proxy appointment.
- If you do not direct your proxy how to vote, and the Chairman of the meeting is your proxy, you will be giving the Chairman your express authority to vote your undirected proxy appointment. The Chairman will cast all available votes in favour of each relevant resolution.
- If you intend to appoint another KMP member (such as one of the other Directors) or one of their closely related parties as your proxy and do not direct them how to vote, they may not be able to vote on your behalf. Please read the voting exclusions carefully.

To be valid, proxy appointments must be provided to the Company by one of the following four means and, in all cases, must be received by 10.30am (Melbourne time) on Tuesday, 22 October 2013:

By Post:

Link Market Services Limited
Locked Bag A14
Sydney South, NSW 1235

By Hand:

Link Market Services Limited
Level 12,
680 George Street
Sydney, NSW

By Facsimile:

+61 (0)2 9287 0309

Online:

www.investorcentre.linkmarketservices.com.au (by entering 'Newcrest' into the 'Issuer Name' field, selecting 'NCM-NEWCREST MINING LIMITED' from the drop down menu, entering the holding details as shown on your proxy form and then following the instructions provided to appoint a proxy).

(c) Corporate representatives

- A shareholder, or proxy, which is a corporation and entitled to vote at the meeting, may appoint an individual to act as its corporate representative.
- Evidence of the appointment of a corporate representative must be in accordance with the Corporations Act and be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

(d) Attorneys

- A shareholder entitled to attend and vote at the meeting is entitled to appoint an attorney to attend the meeting on the shareholder's behalf.
- An attorney need not be a shareholder of the Company.
- The power of attorney appointing the attorney must be duly executed and specify the name of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.
- To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy forms.

(e) Evidence of execution

If a proxy form or appointment of corporate representative (or any other instrument) returned to the Company is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by the Company or the Company's share registry.

(f) Voting procedure

All items of business will be decided by way of a poll in order to account for the large number of proxy votes traditionally received from shareholders.

By Order of the Board



Scott G. Langford
Company Secretary

Melbourne, Australia
23 September 2013

EXPLANATORY NOTES

Item 1 – Financial and Other Reports

The Financial Report of the Company and its controlled entities and the reports of the Directors and the Auditor for the year ended 30 June 2013 are set out in the Company's Annual Report 2013. Shareholders can access a copy of the report from the Company's website (www.newcrest.com.au).

No resolution is required on this item of business. However, the Chairman of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's Auditor, Ernst & Young, questions about its auditor's report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2013, the preparation and content of its auditor's report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.

Shareholders may submit written questions to Ernst & Young to be answered at the meeting, provided the question is relevant to the content of Ernst & Young's auditor's report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2013.

Written questions must be received no later than 5pm (Melbourne time) on Thursday, 17 October 2013.

Any written questions to Ernst & Young can be sent to the Company in the reply paid envelope provided.

Item 2 – Election and Re-Election of Directors

Director renewal is important to ensure the Board has the range of skills, expertise and experience demanded by the Company's operations.

Two Directors were appointed during 2013 and now stand for election. They bring valuable and relevant commercial and resources experience.

The Board has a policy on independence. Each Director standing for election satisfies that standard. In recommending Peter Hay for election, the Board took into account his non-executive directorship of the Australia and New Zealand Banking Group Limited, which is a service provider to the Company, and his honorary non-executive position of chairman of the Advisory Board of Lazard Australia, which is an adviser to the Company. The Board is satisfied that Mr Hay can effectively discharge his obligations with independent exercise of judgement.

Each of the Directors standing for re-election has been subject to performance evaluation as described in the Annual Report. It is considered that the Directors demonstrate the skills, experience and commitment required by a Non-Executive Director.

Details of the candidates for election or re-election to the office of Director are set out below.

(a) Philip Aiken AM

Bachelor of Engineering (Chemical) and Advanced Management Program (HBS). Age 64.

Mr Aiken joined the Board of Newcrest as a Non-Executive Director on 12 April 2013. He is a member of the Human Resources and Remuneration Committee and the Safety, Health and Environment Committee.

Mr Aiken has extensive Australian and international business experience, principally in the engineering and resources sectors. He is non-executive Chairman of Aveva plc, Senior Independent Director of Essar Energy plc and a non-executive Director of its listed subsidiary, Essar Oil Limited, and a non-executive Director of National Grid plc.

Mr Aiken is a former Group President Energy BHP Billiton, President BHP Petroleum, Managing Director BOC/CIG, Chief Executive of BTR Nylex, Senior Independent Director of Kazakhmys plc, Chairman of Robert Walters plc, Director of Miclyn Express Offshore Ltd and a Senior Advisor Macquarie Bank (Europe).

The Board (other than Mr Aiken) recommends that shareholders vote in favour of the election of Mr Aiken.

(b) Peter Hay

Bachelor of Laws. Age 63.

Mr Hay was appointed to the Board of Newcrest as a Non-Executive Director on 8 August 2013.

Mr Hay brings to the Board his strong background and breadth of experience in business, corporate law, finance and investment banking. He is the non-executive honorary chairman of the Advisory Board of Lazard Australia and was a partner of the legal firm Freehills until 2005, where he served as Chief Executive Officer from 2000.

Mr Hay is a non-executive Director of the Australia and New Zealand Banking Group Limited, Myer Holdings Limited, Alumina Limited and GUD Holdings Limited. He is a non-executive member of the Board of Management of Epworth Healthcare, a non-executive Director of Landcare Australia Limited, and has been a Member of the Australian Government Takeovers Panel since May 2009.

The Board (other than Mr Hay) recommends that shareholders vote in favour of the election of Mr Hay.

(c) Richard Lee

Bachelor of Chemical Engineering (Hons) and Master of Arts (Econ) as a Rhodes Scholar from Oxford University. Age 63.

Mr Lee was appointed to the Board as a Non-Executive Director in August 2007. He is Chairman of the Human Resources and Remuneration Committee and a member of the Audit and Risk Committee.

He brings extensive resources, finance and international commercial experience. Mr Lee is the non-executive Chairman of Oil Search Limited and Lead Independent Director of Salmat Limited. Mr Lee is a former Chairman of the Australian Institute of Company Directors and C. Czarnikow Limited, the former Deputy Chairman of Ridley Corporation and a former Director of CSR Limited and the Australian Rugby Union Limited. He was Chief Executive Officer of NM Rothschild Australia Group, prior to which he spent 16 years in the CSR sugar division.

The Board (other than Mr Lee) recommends that shareholders vote in favour of the re-election of Mr Lee.

(d) Tim Poole

Bachelor of Commerce and Chartered Accountant. Age 44.

Mr Poole was appointed to the Board as a Non-Executive Director in August 2007. He is a member of the Audit and Risk Committee and the Human Resources and Remuneration Committee.

Mr Poole contributes wide-ranging financial, investment and governance knowledge and experience. He is the non-executive Chairman of Lifestyle Communities Limited and the unlisted investment management company, Westbourne Credit Management Limited. He is a non-executive Director of AustralianSuper Pty Ltd and chairman of its investment committee, non-executive Chairman of Continuity Capital Partners Pty Ltd, a non-executive Director of the Victoria Racing Club Limited and Chairman of the LEK Consulting Advisory Board. Mr Poole was formerly Managing Director of Hastings Funds Management and Chairman of Asciano Limited.

The Board (other than Mr Poole) recommends that shareholders vote in favour of the re-election of Mr Poole.

(e) John Spark

Bachelor of Commerce and Fellow of the Institute of Chartered Accountants. Age 64.

Mr Spark was appointed to the Board as a Non-Executive Director in September 2007. He is Chairman of the Audit and Risk Committee and a member of the Safety, Health and Environment Committee.

Mr Spark contributes substantial commercial experience derived from his extensive background in company reconstruction, accounting, profit improvement and financial analysis. He is a registered company auditor and former Managing Partner of Ferrier Hodgson, Melbourne. Mr Spark is the non-executive Chairman of Ridley Corporation Limited. He is a former Director of ANL Limited, Baxter Group Limited and Macarthur Coal Limited.

The Board (other than Mr Spark) recommends that shareholders vote in favour of the re-election of Mr Spark.

Item 3 – Adoption of Remuneration Report

The Remuneration Report sets out, in detail, the Company's policy for determining remuneration for Directors and senior executives of the Company. It includes information on the elements of remuneration that are performance based, the performance hurdles that apply and the methodology used to assess satisfaction of those performance hurdles. The Board has provided context for the 2013 remuneration outcomes, what each Director and executive received and how this links to corporate performance. A copy of the report for the year ended 30 June 2013 is set out on pages 56–69 inclusive of the Company's 2013 Annual Report, which is available on the Company's website (www.newcrest.com.au).

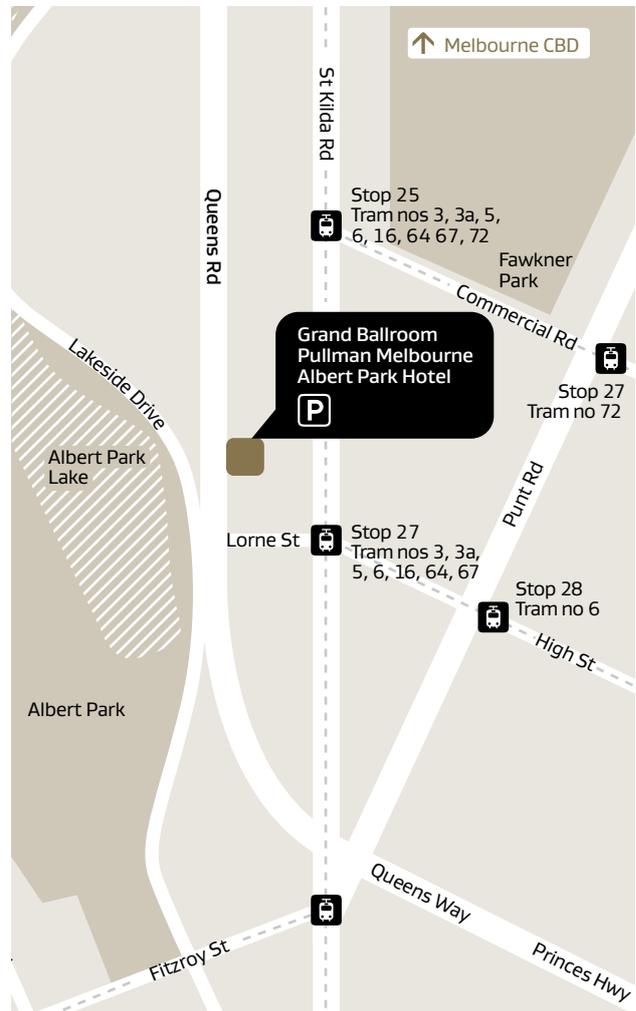
A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. While the Corporations Act requires the resolution proposed on item 3 to be put to the vote, the vote on this item is advisory only and does not bind the Directors or the Company.

The Board recommends that shareholders vote in favour of the resolution proposed on item 3.

Location of the Meeting

Newcrest Mining Limited Annual General Meeting

VENUE	Grand Ballroom, Pullman Melbourne Albert Park Hotel, 65 Queens Road, Melbourne
DATE	Thursday, 24 October 2013
TIME	10.30am (Melbourne time)





Newcrest Mining Limited