



NEWCREST
MINING
LIMITED

ACN 005 683 625

to: Company Announcements Office
from: Peter Larsen
date: 28 September 2010
subject: 2010 Notice of Annual General Meeting

Please find attached a further copy of the 2010 Notice of Annual General Meeting lodged earlier today, with clearer print resolution. It is otherwise the same in all respects as that filed previously.

Yours sincerely

A handwritten signature in blue ink, appearing to be 'Peter Larsen', with a long horizontal flourish extending to the right.

Peter Larsen
Deputy Company Secretary

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NEWCREST
MINING
LIMITED

ABN 20 005 683 625

24 September 2010

Dear Shareholder

Please find enclosed the Notice for the Company's 2010 annual general meeting. This will be held on Thursday, 28 October 2010 at the ANZ Pavilion, The Arts Centre, 100 St Kilda Road, Melbourne commencing at 10.30am.

The business to be conducted at the meeting is fully described in the Notice of Meeting. 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. The Directors unanimously recommend that you vote in favour of the resolutions proposed in items 2 and 3 in the Notice of Meeting. As each of the Directors has a personal interest in the resolution proposed in item 4, your Directors decline to make any recommendation as to how shareholders should vote on that resolution.

As the meeting is an ideal opportunity for you to raise any issues or ask questions of your Board which are of concern to you, I encourage you to attend the meeting personally, if you are able to do so. 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.

Voting on the business before the meeting is important. If you are not able to attend the meeting in person, I recommend that you exercise your voting rights either by completing and returning the enclosed proxy form to the Company or by voting online at www.linkmarketservices.com.au by following the directions on the back of the proxy form. If you appoint me or any of my fellow Directors as your proxy, we will of course vote as you direct. In the absence of any direction from you, we will vote in favour of each of the resolutions.

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

As in previous years, the meeting will be webcast and all addresses and presentations will be available through the ASX following the meeting.

Please note that the Company's 2010 Annual Report is available on its website at www.newcrest.com.au.

I and my fellow Directors look forward to seeing as many of you as possible at the meeting.

Yours sincerely



Don Mercer
Chairman

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NOTICE OF ANNUAL GENERAL MEETING

NEWCREST MINING LIMITED

ACN 005 683 625

Notice is hereby given that the Annual General Meeting of the Company will be held at the ANZ Pavilion, The Arts Centre, 100 St Kilda Road, Melbourne on Thursday, 28 October 2010 at 10.30am.

BUSINESS

1. Financial and Other Reports

To receive and consider the Financial Report of the Company and its controlled entities for the year ended 30 June 2010 and the reports of the Directors and Auditors thereon.

2. Re-Election of Directors

- (a) To re-elect as a Director Mr Richard Lee, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) To re-elect as a Director Mr John Spark, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, offers himself for re-election.
- (c) To re-elect as a Director Mr Tim Poole, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, offers himself for re-election.
- (d) To re-elect as a Director Mr Greg Robinson, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, offers himself for re-election.

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 2010 be adopted.'

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

4. Directors' Remuneration

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

'That the aggregate sum per annum available for payment to the Non-Executive Directors of the Company in accordance with Rule 58 of the Company's Constitution and ASX Listing Rule 10.17, as remuneration for their services, be increased by \$900,000 from \$1,800,000 up to a maximum sum of \$2,700,000 per annum.'

5. Other Business

To transact any other business that may be legally brought forward.

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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 7.00pm (Melbourne time) on 26 October 2010.

(b) **Proxies**

A member entitled to attend and vote is entitled to appoint not more than two proxies.

(c) Where more than one proxy is appointed, neither proxy may vote on a show of hands and each proxy should be appointed to represent a specified proportion of the member's voting rights. If proportions are not specified, each proxy may exercise half of the member's votes.

(d) Where a proxy holds two or more appointments, which specify different ways to vote on a resolution, the proxy must not vote on a show of hands.

(e) A proxy need not be a member.

(f) To be effective, proxy forms must be returned by post or facsimile to the registered office of the Company, or proxy forms must be returned or proxy appointments made by any of the following means (as applicable):

By Post

Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

By Hand

Link Market Services Limited
Level 1, 333 Collins Street
MELBOURNE VIC 3000

By Facsimile

+61 (02) 9287 0309

Online – via the Internet

www.linkmarketservices.com.au
(follow the instructions provided to appoint your proxy)

(g) Proxy forms received or proxy appointments made online after 10.30am (Melbourne time) on 26 October 2010 will be invalid.

(h) **Corporate Representatives**

A member or proxy that is a corporation and entitled to vote may appoint an individual to act as its representative.

(i) Evidence of the appointment of a corporate representative must be in accordance with the *Corporations Act 2001* (Cth) and be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

(j) **Attorneys**

A member entitled to attend and vote at the meeting is entitled to appoint an attorney to attend the meeting on the member's behalf.

(k) An attorney need not be a member of the Company.

(l) The power of attorney appointing the attorney must be duly executed and specify the name of each of the member, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

(m) 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.

(n) **Evidence of execution**

If any instrument (including an appointment of corporate representative or proxy form) 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.

(o) **Voting exclusion statement**

The Company will disregard any votes cast on Resolution 4 by any Board member and their respective associates.

However, the Company need not disregard votes cast by:

- i. any such person as proxy for a person who is otherwise entitled to vote, in accordance with their directions on the Proxy Form; or
- ii. the Chairperson of the meeting as proxy for a person who is otherwise entitled to vote, in accordance with their directions on the Proxy Form.

By Order of the Board



Stephen E. N. Creese
Company Secretary
Melbourne, Australia
24 September 2010

EXPLANATORY NOTES

Item 1 – Reports

The Financial Report of the Company and its controlled entities for the year ended 30 June 2010 and the reports of the Directors and Auditors are set out in the Company's Annual Report 2010.

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 audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2010, the preparation and content of its audit 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 audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2010.

Written questions must be received no later than 5.00pm (Melbourne time) on Thursday, 21 October 2010. A list of qualifying questions will be made available to shareholders attending the meeting.

Any written questions to Ernst & Young can be sent to the Company, Level 8, 600 St Kilda Road, Melbourne VIC 3004 (facsimile: (03) 9521 3564).

Item 2 – Election of Directors

Candidates for Re-Election to the Office of Director

(a) **Mr Richard Lee**

Mr Richard (Rick) Lee was appointed a Non-Executive Director of the Company on 14 August 2007. He is a member of the Audit and Risk Committee and the Human Resources and Remuneration Committee. He was formerly Chief Executive of NM Rothschild Australia Group. Mr Lee is Chairman of Salmat Limited, C. Czarnikow Limited and the Australian Institute of Company Directors. He is a Director of CSR Limited, Ridley Corporation Limited and Australian Rugby Union Limited. Mr Lee is 60 years of age and lives in Sydney.

(b) **Mr John Spark**

Mr John Spark was appointed a Non-Executive Director of the Company on 26 September 2007. He is Chairman of the Audit and Risk Committee and a member of the Safety, Health and Environment Committee. He is a Fellow of the Institute of Chartered Accountants and a registered company auditor. He was formerly Managing Partner of Ferrier Hodgson Melbourne. He is the Deputy Chairman of Ridley Corporation Limited. Mr Spark is 61 years of age and lives in Melbourne.

(c) **Mr Tim Poole**

Mr Tim Poole was appointed a Non-Executive Director of the Company on 14 August 2007. He is a member of the Audit and Risk Committee and the Human Resources and Remuneration Committee. He is a chartered accountant and was formerly the Managing Director of Hastings Funds Management. Mr Poole is a Director of Lifestyle Communities Limited, Victorian Racing Club Limited, Westbourne Credit Management Limited and Continuity Capital Partners Pty Limited. He is also a member of the Investment Committee of the industry superannuation fund AustralianSuper and a Member of the LEK Consulting Advisory Board. Mr Poole is 41 years of age and lives in Melbourne.

(d) **Mr Greg Robinson**

Mr Greg Robinson joined the Company and was appointed as an Executive Director in November 2006. As Director Finance, he is responsible for the Group's Finance function and leads the Company's strategy, planning and business development activities. Prior to joining the Company Mr Robinson was with the BHP Billiton Group from 2001 to 2006 where he held the positions of Project Director of the Corporation Alignment Project, Chief Finance and Chief Development Officer, Energy and Chief Financial Officer, Petroleum. He was also a member of the Energy Executive Committee and Group Executive Committee. Before joining BHP Billiton, he was Director of Investment Banking at Merrill Lynch & Co and headed the Asia Pacific Metals and Mining Group. Mr Robinson is 48 years of age and lives in Melbourne.

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EXPLANATORY NOTES (continued)

Item 3 – Adoption of Remuneration Report

Shareholders are asked to adopt the Remuneration Report, in accordance with the requirements of the *Corporations Act 2001* (Cth) (the Corporations Act). A copy of the report for the year ended 30 June 2010 is set out on pages 36 to 55 of the 2010 Annual Report of the Company. This report can also be found on the Company's website, www.newcrest.com.au.

The Remuneration Report sets out, in detail, the Company's policy for determining remuneration for the Directors and senior executives. 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.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. While the Corporations Act requires item 3 to be put to the vote, the resolution 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.

Item 4 – Directors' Remuneration

The Company's Constitution (Rule 58) provides that the amount of fixed remuneration payable annually to the Non-Executive Directors shall not exceed, in aggregate, an amount fixed by the Company in general meeting. The Company in calculating the annual amount of fixed remuneration takes into account all fees payable to Directors whether for fixed remuneration, service on committees, additional services to the Company as required from time to time and superannuation contributions. The limit was last increased by shareholders at the Company's Annual General Meeting in November 2007, when it was fixed at \$1,800,000 per annum.

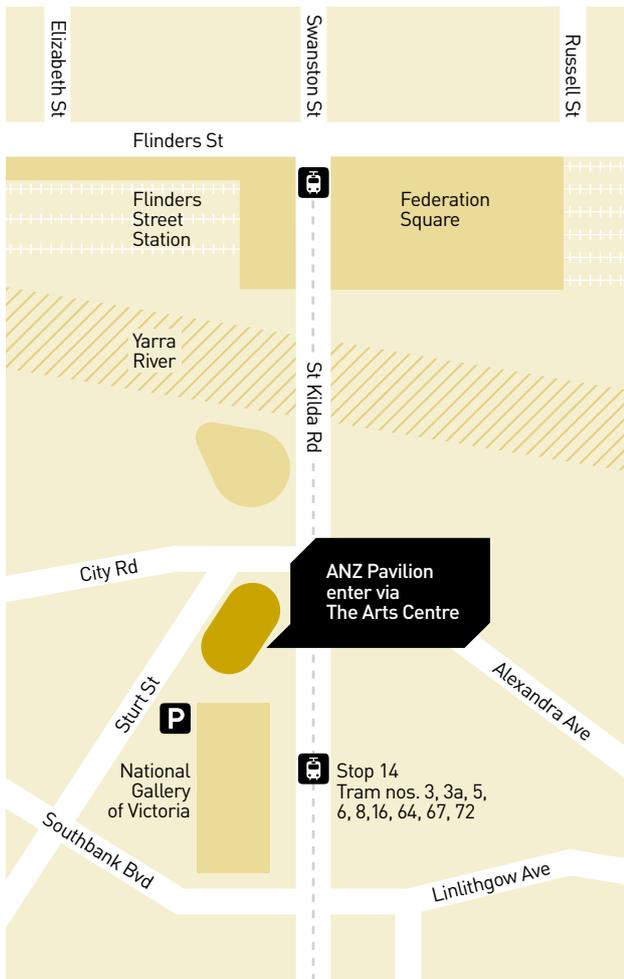
The proposal to increase the limit on the aggregate amount of fees that can be paid will enable the Board to ensure that it continues to have the necessary mix of skills and experience to meet the requirements and demands of the larger and geographically more diverse and complex business created by the merger with Lihir Gold Limited. It will also allow the Board to maintain a competitive level of Director remuneration.

It is not intended that the full amount of the proposed increased fee cap be used with effect from the date it is approved, but rather that it be set at a level that can be called upon to meet a range of future possible requirements as and when they arise, including, if the Board considers it appropriate, appointment of additional Directors.

As each of the current Non-Executive Directors has a personal interest in the resolution proposed in item 4, your Directors decline to make any recommendation as to how shareholders should vote on this resolution.

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LOCATION OF MEETING



Annual General Meeting

Venue
ANZ Pavilion, The Arts Centre,
100 St Kilda Road, Melbourne

Date
Thursday, 28 October 2010

Time
10.30am