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To: Company Announcements Office

From: Peter Larsen

Date: 26 September 2011

Subject: Notice of Annual General Meeting

In accordance with ASX Listing Rule 3.17, I advise that the Notice of Annual General Meeting for Newcrest Mining Limited is being mailed to shareholders today.

A copy of the Notice of Annual General Meeting is attached.

Yours sincerely

Peter Larsen
Deputy Company Secretary

For personal use

NEWCREST
MINING
LIMITED

ABN 20 005 683 625

26 September 2011

Dear Shareholder,

I have pleasure in enclosing the Notice for Newcrest's 2011 Annual General Meeting.

The meeting will be held on Thursday, 27 October 2011 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 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, and unanimously recommend that you vote in favour of all resolutions.

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 completing and returning the enclosed proxy form to the Company. If you appoint me or any of my fellow Directors as your proxy we will vote as you direct. In the absence of any express direction from you, we will vote in favour of each of the resolutions, other than item 3 of the Notice of Meeting, being approval of the Remuneration Report, with respect to which we need your direction in order to vote (please read the proxy form carefully, as it explains how to direct your votes).

The meeting is an ideal opportunity for you to raise any issues or ask your Board any relevant questions which are of interest 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.

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 'Questions from Shareholders' form which is enclosed 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, and all addresses and presentations will be available on the ASX website following the meeting.

Please note that the Company's 2011 Annual Report is available on its website at www.newcrest.com.au.

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

Yours sincerely



Don Mercer
Chairman

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For personal use only

Notice of Annual General Meeting

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 at the ANZ Pavilion, The Arts Centre, 100 St Kilda Road, Melbourne on Thursday, 27 October 2011 at 10.30am.

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 2011.

2. Election and Re-Election of Directors

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

'That Lady Winifred Kamit, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits herself for election in accordance with Rule 57 of the Company's Constitution, is elected as a Director of the Company.'

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

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

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

'That Mr Richard Knight, who retires by rotation in accordance with Rule 69 of the Company's Constitution and, being eligible, submits himself for re-election, is 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 2011 be adopted.'

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

Voting exclusions: The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' section of the Notes below.

4. Renewal of Proportional Takeover Bid Approval Rule

To consider, and if thought fit, to pass the following resolution as a special resolution:

'That, pursuant to sections 136(2) and 648G of the *Corporations Act 2001* (Cth), the Company renew the proportional takeover provisions contained in Rule 104 of the Company's Constitution for a period of three years from the date of this meeting.'

5. Other Business

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

NOTES

(a) Entitlement to vote

Pursuant to the *Corporations Act 2001* (Cth) (the Corporations Act), the Directors have determined that the shareholding of each shareholder 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 Tuesday, 25 October 2011.

(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 shareholder of the Company.
- Where more than one proxy is appointed, neither proxy may vote in that capacity on a show of hands, and each proxy should be appointed to represent a specified proportion or number of the shareholder's votes. If proportions or numbers are not 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.
- A shareholder can direct their proxy how to vote on a resolution by following the instructions on the proxy form or online (as outlined below). Shareholders are encouraged to direct their proxies how to vote on each resolution.
- Where a proxy holds two or more appointments which provide different directions how to vote on a resolution, the proxy must not vote any of those appointments on a show of hands on that resolution.
- A proxy need not vote in that capacity on a show of hands on any resolution nor (unless the proxy is the Chairman of the meeting and is directed how to vote) on a poll. However, if the proxy's appointment provides a direction how to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way directed (subject to the other provisions of these notes, including the voting exclusions noted below).
- 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, who is required to exercise the relevant votes as directed on the poll (subject to the other provisions of these notes, including the voting exclusions noted below).
- If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not provide a direction how to vote on a resolution, then the Chairman intends to exercise all available votes of the relevant shareholder in favour of the relevant resolution (subject to the other provisions of these notes, including the voting exclusions noted below).

NOTES (continued)

- The key management personnel of the Company (which includes each of the Directors) and their closely related parties will not be able to exercise a shareholder's votes as proxy on the resolution proposed on item 3 (Adoption of Remuneration Report) unless the shareholder directs them how to vote on that resolution.
- If a shareholder appoints the Chairman of the meeting as their proxy (or if the Chairman becomes the shareholder's proxy by default), the shareholder can direct him how to vote either by marking the appropriate box opposite item 3 (Adoption of Remuneration Report) on the proxy form (that is, to vote 'for' or 'against' or to 'abstain' from voting) or by marking the separate Chairman's direction box at the bottom of the proxy form (in which case the Chairman of the meeting will vote in favour of the resolution proposed on item 3, subject to the other provisions of these notes, including the voting exclusions noted below). Similarly, the shareholder can provide such a direction by selecting the appropriate option online.
- To be valid, proxy forms must be returned by post or facsimile to the registered office of the Company by 10.30am (Melbourne time) on Tuesday, 25 October 2011, or proxy forms must be returned or proxy appointments made by any of the following means by 10.30am (Melbourne time) on Tuesday, 25 October 2011:

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

(Choose Newcrest Mining Limited from the drop down menu, enter the holding details as shown on the proxy form, and otherwise follow 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 exclusions

- The Corporations Act requires that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on the resolution proposed on item 3 (Adoption of Remuneration Report). Accordingly, except to the extent otherwise permitted by law, the following persons may not vote, and the Company will disregard any votes cast by the following persons on that resolution:
 - (i) A member of the key management personnel for the Newcrest Consolidated Group (and any closely related party of any such member) that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on the resolution proposed on item 3.
 - (ii) A member of the key management personnel for the Newcrest Consolidated Group whose remuneration details are included in the Remuneration Report (and any closely related party of any such member or closely related party), unless:
 - that person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution proposed on item 3; and
 - the vote is not cast on behalf of a member of the key management personnel for Newcrest Consolidated Group whose remuneration details are included in the Remuneration Report (or a closely related party of any such member).

NOTES (continued)

- For the purposes of these voting exclusions:
 - (i) The 'key management personnel for the Newcrest Consolidated Group' are those persons having authority and responsibility for planning, directing and controlling the activities of the Newcrest Consolidated Group, either directly or indirectly. It includes all Directors (executive and non-executive) and selected members of the Executive Committee reporting to the Managing Director and Chief Executive Officer. The key management personnel for the Newcrest Consolidated Group during the year ended 30 June 2011 are listed in Note 36 to the Financial Statements for the year ended 30 June 2011 contained in the Company's Annual Report 2011.
 - (ii) A 'closely related party' of a member of the key management personnel for the Newcrest Consolidated Group means:
 - a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependant of the member or of the member's spouse; or
 - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
 - a company the member controls.
 - The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the meeting under a power of attorney – on the basis that references to persons attending and voting as proxy are read as references to persons attending and voting as attorney and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

By Order of the Board



Stephen E. N. Creese

Company Secretary

Melbourne, Australia

26 September 2011

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 2011 are set out in the Company's Annual Report 2011. Shareholders can access a copy of the report on 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 2011, 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 2011.

Written questions must be received no later than 5.00pm (Melbourne time) on Thursday, 20 October 2011. 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, marked to the attention of the Company Secretary, Level 8, 600 St Kilda Road, Melbourne VIC 3004, (Facsimile: +61 (0)3 9521 3564).

Item 2 – Election and Re-Election of Directors

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

(a) Lady Winifred Kamit

Lady Kamit was appointed as a Non-Executive Director of the Company on 1 February 2011. She is a member of the Human Resources and Remuneration Committee and of the Safety, Health and Environment Committee of the Board. Lady Kamit has extensive business experience and broad community knowledge of Papua New Guinea and is a Senior Partner at Gadens lawyers in Port Moresby. She is a director of Nautilus Minerals Niugini Limited, Steamships Trading Company Limited, South Pacific Post Limited, Bunowen Services Limited, Post Courier Limited, Allied Press Limited and Anglicare (Stop Aids) PNG, and a former Director of Lihir Gold Limited. Lady Kamit is a Councillor of the Papua New Guinea Institute of National Affairs and Chairperson of Coalition for Change PNG, an initiative against violence against women and children. She is 58 years of age and lives in Papua New Guinea.

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

EXPLANATORY NOTES (continued)**(b) Mr Don Mercer**

Mr Mercer was appointed as Non-Executive Director of the Company and Chairman of the Board of Directors on 26 October 2006. He is also Chairman of Air Liquide Australia Limited. Mr Mercer was the former Managing Director and Chief Executive Officer of the ANZ Banking Group until he retired in 1997. He was also the former Chairman of The State Orchestra of Victoria, Orica Limited, Australian Institute of Company Directors Ltd and Australia Pacific Airports Corporation Limited. He was a Director of the CSIRO and of the Australian Prudential Regulation Authority. Mr Mercer is 70 years of age and lives in Melbourne.

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

(c) Mr Richard Knight

Mr Knight was appointed as a Non-Executive Director of the Company on 13 February 2008. He is the Chairman of the Safety, Health and Environment Committee and a member of the Audit and Risk Committee of the Board. Mr Knight is a mining engineer and holds a Masters degree in Mine Production Management. He has extensive experience in the international mining industry working from both Australia and Canada. He was formerly an Executive Director of North Limited, and was Chairman and CEO of the Iron Ore Company of Canada and CEO of Energy Resources of Australia Limited. He is a former Director of OZ Minerals Limited, Zinifex Limited, St Barbara Limited, Portman Limited, Northern Orion Resources Inc and Asia Pacific Resources. Mr Knight is 70 years of age and lives in Melbourne.

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

Item 3 – Adoption of Remuneration Report

Shareholders are asked to adopt the Remuneration Report, in accordance with the requirements of the Corporations Act. A copy of the report for the year ended 30 June 2011 is set out on pages 50 to 65 of the 2011 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 Directors, senior executives and other key management personnel 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.

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 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.

As noted above, the Chairman of the meeting will not be able to exercise any votes as proxy on the resolution proposed on this item unless the relevant proxy appointment directs him how to vote on that resolution. Accordingly, if the Chairman of the meeting is appointed, or taken to be appointed, as a proxy of a shareholder in respect of that resolution, the shareholder's votes will not be cast if such a direction is not provided.

The Company intends to conduct a poll on the resolution proposed on item 3, in order to ensure that voting is accurately recorded and to allow the Company to manage compliance with the voting exclusions noted above.

Item 4 – Renewal of Proportional Takeover Bid Approval Rule

The Corporations Act permits a company to include provisions in its constitution prohibiting the registration of a transfer of securities under a proportional takeover bid, unless the relevant holders of the securities in a general meeting approve the bid.

It is a requirement of the Corporations Act that such provisions in a company's constitution apply for a maximum period of three years, unless earlier renewed. In the case of Newcrest, such provisions (existing Rule 104 of the Constitution) were last renewed by shareholders in 2008 and expire on 30 October 2011, in accordance with the terms of Rule 104 and the Corporations Act.

The Directors consider it in the interests of shareholders to renew these provisions. Accordingly, a special resolution is being put to shareholders under sections 136(2) and 648G of the Corporations Act to renew Rule 104.

If renewed by shareholders at the meeting, Rule 104 will continue to operate for a further three years from the date of the meeting, i.e. until 27 October 2014, subject to further renewal.

The Corporations Act requires that the effect of, the reasons for, and the potential advantages and disadvantages of, the proposed renewal be explained in this Notice.

The effect of Rule 104, as renewed, will be that where a proportional takeover bid is made for securities in the Company (i.e. a bid is made for a specified proportion, but not all, of each holder's bid class securities), the Directors must convene a meeting of holders of the relevant securities to vote on a resolution to approve that bid. The meeting must be held, and the resolution voted on, at least 15 days before the offer period under that bid ends.

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that if the meeting is not held within the time required, then a resolution to approve the proportional takeover bid is deemed to have been passed.

If resolution is passed or deemed to be passed, the transfer of securities resulting from acceptance of an offer under the proportional takeover bid will be permitted, and the transfers registered, subject to the Corporations Act and the Constitution of the Company.

If the resolution is rejected, the registration of any transfer of securities resulting from acceptance of an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Rule 104, as renewed, will not apply to full takeover bids.

EXPLANATORY NOTES (continued)

In the Directors' view, shareholders (and holders of any other relevant securities that Newcrest might issue) should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest. As a result, the relevant holders may not have the opportunity to dispose of all their securities, and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in the market price of the securities or makes the securities less attractive and, accordingly, more difficult to sell. Rule 104, as renewed, would only permit this to occur with the approval of a majority of the relevant holders.

For shareholders, the potential advantages of Rule 104, if renewed, are as follows:

- It will provide all shareholders with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved. This affords shareholders an opportunity to have a say in the future ownership and control of the Company and may help shareholders to avoid being locked in a minority.
- This opportunity will, your Directors believe, encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of shareholders. It may also discourage the making of a proportional takeover bid that might be considered opportunistic.
- Knowing the view of the majority of shareholders may help each individual shareholder to assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

On the other hand, a potential disadvantage for shareholders arising from Rule 104, if renewed, is that proportional takeover bids may be discouraged by the further procedural steps that the Rule will entail, and, accordingly, this may reduce any takeover speculation element in the price of the Company's securities. Shareholders may be denied an opportunity to sell a portion of their securities at an attractive price where the majority rejects an offer from persons seeking control of the Company.

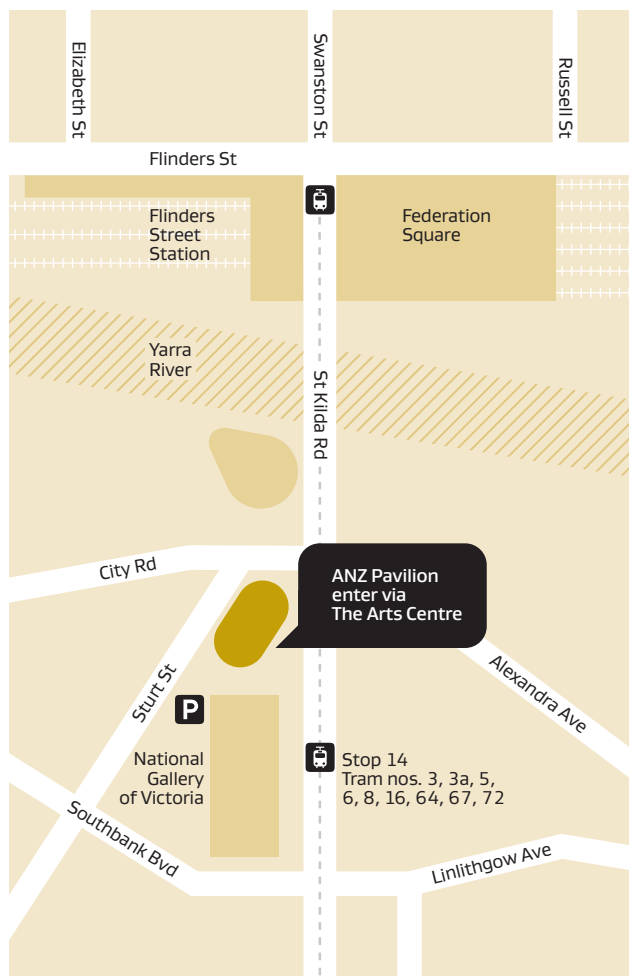
These advantages and disadvantages of Rule 104 have been applicable during the period that the Rule has already been in effect, which has been for some years, and also apply to the proposed renewal of that Rule. It should be noted that during the period that Rule 104 has been in effect, no takeover bid for securities in the Company (whether proportional or otherwise) has been announced or made.

The Directors do not consider that there are any advantages or disadvantages specific to the Directors in relation to the proposed renewal of Rule 104, or that have been applicable during the period that Rule 104 has already been in effect. The Directors will continue to remain free to make a recommendation to shareholders as to whether a proportional takeover bid should be accepted.

As at the date of this Notice, none of the Directors is aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

The Board recommends that shareholders vote in favour of the resolution proposed on item 4.

LOCATION OF THE ANNUAL GENERAL MEETING



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

DATE
Thursday, 27 October 2011

TIME
10.30am