



NEWCREST
MINING
LIMITED

ACN 005 683 625

to: Company Announcements Office
from: **Stephen Creese**
date: 30 July 2010
subject: **Appendix 3B for Immediate Release to the Market**

Attached for release to the market is an Appendix 3B updating Newcrest Mining Limited's total number of shares to be issued pursuant to the Scheme of Arrangement between Lihir Gold Limited (**LGL**) and its ordinary shareholders (the **Scheme**). The Scheme meeting is scheduled to be held on 23 August 2010.

A maximum of 280,988,130 Newcrest Mining Limited shares will be issued under the Scheme, subject to adjustment to account for the impact of rounding, plus any additional shares that may be issued under the Scheme in consideration for the acquisition of any LGL shares issued by LGL under its Executive Share Plan or Employee Share Ownership Plan.

Under the terms of the Scheme, each LGL shareholder will receive 1 Newcrest Mining Limited share for each 8.43 LGL shares transferred to Newcrest, plus \$0.225 cash for each LGL share transferred to Newcrest, subject to adjustment for those shareholders participating in the mix and match facility (described in the Scheme Booklet released to the market by LGL on 22 July 2010).

The issue of shares is subject to approval and implementation of the Scheme. If the Scheme is implemented, a maximum of 764,487,493 Newcrest Mining Limited fully paid ordinary shares will be on issue (based on the number of fully paid ordinary shares on issue at the date of this Appendix 3B and the number of fully paid ordinary shares to be issued under the Scheme (disregarding the effect of the mix and match facility)).

Yours sincerely

A handwritten signature in black ink that reads "Stephen Creese". The signature is written in a cursive, flowing style.

Stephen Creese
Company Secretary

Rule

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

NEWCREST MINING LIMITED

ABN

20 005 683 625

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A maximum of 280,988,130 shares (subject to adjustment to account for the impact of rounding) plus any additional shares issued under the Scheme of Arrangement between Lihir Gold Limited (<i>LGL</i>) and its ordinary shareholders (the <i>Scheme</i>) in consideration for the acquisition of any LGL ordinary shares issued under LGL's Executive Share Plan or Employee Share Ownership Plan. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>Transfer of shares in LGL as provided for in the Scheme contained in the Scheme Booklet dated 22 July 2010 (<i>Scheme Booklet</i>). Under the terms of the Scheme, each LGL shareholder will receive 1 Newcrest Mining Limited (<i>Newcrest</i>) share for each 8.43 LGL shares transferred to Newcrest, plus \$0.225 cash for each LGL share transferred to Newcrest, subject to adjustment for those shareholders participating in the mix and match facility (described in section 5.4 of the Scheme Booklet).</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares issued pursuant to the Scheme, as set out in the Scheme Booklet. The issue of shares is subject to approval and implementation of the Scheme.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Expected date of despatch of certificates is on or about 13 September 2010.</p>

+ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	764,487,493	Fully paid ordinary shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	11,166	Restricted Share Plan Rights (2005)
	165,000	Executive Performance Share Plan Performance Rights (July 2006)
	76,483	Executive Performance Share Plan Performance Rights (November 2006)
	63,735	Restricted Share Plan Rights (November 2006)
	96,343	Executive Performance Share Plan Performance Rights (November 2007)
	124,628	Restricted Share Plan Rights (November 2007)
	361,206	Executive Performance Share Plan Performance Rights (November 2008)
	146,272	Restricted Share Plan Rights (November 2008)
	264,079	Executive Performance Share Plan Performance Rights (November 2009)
	<u>1,308,912</u>	

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The shares will be entitled to all distributions on fully paid ordinary shares paid after the date of allotment, except those distributions with a record date prior to the date of allotment.
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+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue

+ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Despatch date	

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


(Director/Company secretary)

Date: 30/07/2010

Print name: STEPHEN CREESE

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+ See chapter 19 for defined terms.