

Newcrest shareholders vote in favour of Scheme

Newcrest Mining Limited (ASX, TSX, PNGX: NCM) refers to the proposed scheme of arrangement under which Newcrest will be acquired by Newmont Corporation (via its subsidiary, Newmont Overseas Holdings Pty Ltd) (Scheme).

Results of the Scheme Meeting

In accordance with the ASX Listing Rules and the Corporations Act, Newcrest advises that the resolution to approve the Scheme as set out in the Notice of Scheme Meeting (Scheme Resolution), was passed by the requisite majorities of Newcrest shareholders at the Scheme Meeting held earlier today. In summary:

- 84.74% of Newcrest shareholders present and voting (in person or by proxy) were in favour of the Scheme Resolution; and
- 92.63% of the votes cast by Newcrest shareholders were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are set out in the attachment to this announcement.

Next steps

Newcrest will apply to the Federal Court of Australia (Court) for approval of the Scheme at a hearing scheduled for 10.15am (Melbourne time) on 17 October 2023.

If the Court approves the Scheme at the Second Court Hearing, a copy of the Court orders will be lodged with ASIC, following which the Scheme will become effective.

Special Dividend

Newcrest announced on 5 October 2023 a Special Dividend of US\$1.10 per Newcrest share, subject to the Scheme becoming effective. This dividend will be fully franked.

Newcrest shares on the ASX and PNGX will trade ex the Special Dividend from commencement of trading on 18 October 2023. Newcrest shares on the TSX will trade ex the Special Dividend from commencement of trading on 19 October 2023.

The record date for the dividend will be 7.00pm (Melbourne time), 19 October 2023 and it will be paid on 27 October 2023.

Scheme Consideration

Subject to the Scheme becoming effective, eligible Newcrest shareholders will be entitled to receive the Scheme Consideration of 0.400 Newmont securities for each Newcrest share held on the Scheme Record Date, being 7.00pm (Melbourne time) on 30 October 2023. Newcrest shareholders on the:

- Australian share register will receive Newmont CHESSE depository interests (Newmont CDIs);
- PNG share register will receive Newmont PETS depository interests (Newmont PDIs); and
- Canadian share register will receive Newmont shares (Newmont Shares).

Timetable

The remaining key dates of the Scheme are set out below.

Event	Date
Second Court hearing Court hearing for Newcrest to seek approval of the Scheme	10.15am, Tuesday, 17 October 2023
Effective Date Court order lodged with ASIC Newcrest shares will continue to trade ex-dividend on the ASX and PNGX after the Effective Date ¹ Newcrest shares on the TSX will trade ex-dividend from commencement of trading on Thursday, 19 October 2023 ²	Wednesday, 18 October 2023
Special Dividend Record Date For determining entitlements to the Special Dividend	7.00pm, Thursday, 19 October 2023 ³
Last day to reposition Newcrest shares between the Australian, Canadian and Papua New Guinean registers	Thursday, 26 October 2023
Last day of trading in Newcrest shares Newcrest shares will be suspended from trading on the ASX, PNGX and TSX from close of trading ⁴	Thursday, 26 October 2023
Newmont CDIs listed on the ASX First day trading in Newmont CDIs on the ASX (on a deferred settlement basis) (ASX: NEM)	Friday, 27 October 2023
Newmont PDIs listed on the PNGX First day trading in Newmont PDIs on the PNGX (on a deferred settlement basis) (PNGX: NEM)	Friday, 27 October 2023
Special Dividend Payment Date Date on which the Special Dividend will be paid (provided the Scheme becomes effective)	Friday, 27 October 2023
Scheme Record Date For determining entitlements to Scheme Consideration	7.00pm, Monday, 30 October 2023
Implementation Date Issue of Scheme Consideration completed ⁵	Monday, 6 November 2023

¹ In order to be entitled to both the Special Dividend and the Scheme Consideration, Newcrest shareholders must hold their Newcrest shares on both the Special Dividend Record Date and Scheme Record Date. See section 4.6 of the Scheme Booklet dated 7 September 2023 (released to the ASX, PNGX and TSX on 8 September 2023) for further details.

² The TSX intends to put in place mandatory special settlement rules that will apply to Newcrest shares trading on the TSX. In particular, all trades on the TSX on Tuesday, 17 October 2023 will settle on Wednesday, 18 October 2023 and all trades on the TSX on Wednesday, 18 October 2023 will settle the same day.

³ The Toronto time equivalent is 4.00am on Thursday, 19 October 2023. Accordingly, shareholders on Newcrest's Canadian share register will need to be registered on the Newcrest share register on Wednesday, 18 October 2023 (Toronto time) in order to remain on the register for the Special Dividend Record Date.

⁴ The TSX has granted permission for Newcrest Shares to trade on a T+1 basis during the course of trading on Thursday, 26 October 2023. Non-registered holders of Newcrest shares on Newcrest's Canadian share register should note that full restrictions will be imposed by each of CDS and the Depository Trust Company over Newcrest shares on and from 4.30pm on Friday, 27 October 2023 (New York time) such that there cannot be any trades or withdrawals prior to the Scheme Record Date. These holders should refer to the bulletins published by each of CDS and the Depository Trust Company for further details on trading limitations that may be imposed.

⁵ Newmont shares issued under the Scheme will be issued following close of trade on Friday, 3 November 2023 (New York time), being the business day prior to the Implementation Date.

Event	Date
Commencement of trading – Newmont Shares Commencement of trading of Newmont Shares issued under the Scheme on NYSE and TSX	Monday, 6 November 2023 (New York time)
Commencement of normal trading – Newmont CDIs Holding statements for Newmont CDIs dispatched Commencement of normal trading of Newmont CDIs on the ASX (ASX: NEM)	Tuesday, 7 November 2023
Commencement of normal trading – Newmont PDIs Holding statements for Newmont PDIs dispatched Commencement of normal trading of Newmont PDIs on the PNGX (PNGX: NEM)	Tuesday, 7 November 2023
DRS statements – Newmont Shares DRS statements for Newmont Shares dispatched	Monday, 13 November 2023

Unless otherwise indicated, all times and dates in the above timetable are references to the time and date in Melbourne, Australia and all such times and dates are subject to change. Certain times and dates are conditional on the approval of the Scheme by the Court. Any changes will be announced by Newcrest to the ASX, PNGX and TSX (via SEDAR) and notified on Newcrest's website at www.newcrest.com.

Authorised by Claire Hannon, Company Secretary

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NEWCREST MINING LIMITED

RESULT OF SCHEME MEETING (ASX REPORT)



SCHEME MEETING
Friday, 13 October, 2023

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Direct vote (as at proxy close):		Total votes cast in the poll (where applicable)			Result
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	For	Against	Abstain **	
1	That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Newcrest Mining Limited and the holders of its fully paid ordinary shares as contained in and more precisely described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to (with or without modification as approved by the Federal Court of Australia to which Newcrest and Newmont agree).	NA	570,790,309 91.66%	44,874,125 7.21%	557,680 0.09%	1,034,672	5,496,637 0.88%	993,116 0.16%	577,052,427 92.63% 2,421 Holders 84.74%	45,906,387 7.37% 436 Holders 15.26%	1,034,672 12 Holders	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item