

Newcrest announces expiration and results of Any and All Tender Offer

On 8 May 2020 Newcrest Finance Pty Limited, an Australian corporation (“Newcrest”) and a wholly-owned subsidiary of Newcrest Mining Limited, an Australian corporation, announced that it had commenced:

- (i) a cash tender offer (the “Any and All Tender Offer”) for any and all of its outstanding 4.45% Notes due 2021 (such notes, collectively, the “Any and All Notes”) (US\$750 million outstanding); and
- (ii) a cash tender offer for its outstanding 4.20% Notes due 2022 for up to US\$400 million aggregate maximum repurchase amount (of a total of US\$750 million outstanding).

Newcrest announced today that the Any and All Tender Offer expired at 5:00 p.m., New York City Time, on 13 May 2020. According to information provided by D.F. King & Co. Inc., the tender and information agent for the Any and All Tender Offer, US\$455,319,000 aggregate principal amount of the Any and All Notes were validly tendered and not validly withdrawn prior to or at the expiration of the Any and All Tender Offer. There were no Any and All Notes tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, dated 7 May 2020 (the “Offer to Purchase”). The obligation of Newcrest to accept Any and All Notes tendered and to pay the consideration for the Any and All Notes is subject to satisfaction or waiver of certain conditions and other terms set forth in the Offer to Purchase. If the conditions are met and/or waived, Newcrest expects to pay for such Any and All Notes on 14 May 2020 (the “Any and All Settlement Date”).

Holders of Any and All Notes that validly tendered and did not validly withdraw their Any and All Notes prior to the expiration of the Any and All Tender Offer will receive total consideration of US\$1,056.39 for each US\$1,000 principal amount of Any and All Notes tendered and accepted for payment, plus accrued and unpaid interest up to, but not including the Any and All Settlement Date.

Newcrest intends to fund the purchase of the Any and All Notes with a portion of the proceeds from its offering of senior guaranteed notes, which was completed on 13 May 2020. On 7 May 2020, Newcrest issued a notice to redeem all of the Any and All Notes that remain outstanding following the consummation of the Any and All Tender Offer.

Dealer Managers

Newcrest has retained BofA Securities, J.P. Morgan Securities LLC and RBC Capital Markets as dealer managers (the “Dealer Managers”) for the Any and All Tender Offer. Newcrest has retained D.F. King & Co, Inc. as the tender and information agent for the Any and All Tender Offer. For additional information regarding the terms of the Any and All Tender Offer, please contact: BofA Securities at (980) 387-3907 (collect) or (888) 292-0070 (toll-free); J.P. Morgan Securities LLC at (866) 834-4666 (toll free) or (212) 834-2045 (collect); or RBC Capital Markets at (877) 381-2099 (toll free) or (212) 618-7843 (collect). Requests for documents and questions regarding the tendering of securities may be directed to D.F. King & Co., Inc. by telephone at (212) 269-5550 (for banks and brokers only) or (800) 549-6864 (for all others toll-free), by email at newcrest@dfking.com or at www.dfking.com/newcrest or to the Dealer Managers at their respective telephone numbers.

This market release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. The Any and All Tender Offer is being made only pursuant to the Offer to Purchase, dated 7 May 2020, and only in such jurisdictions as is permitted under applicable law.

About Newcrest

Newcrest is the largest gold producer listed on the Australian Securities Exchange and one of the world's largest gold mining companies by production, reserves and market capitalization. In addition to gold, Newcrest also produces copper and silver as by-products. Newcrest has operations in Australia, Papua New Guinea and Canada, and investments and other interests including in Australia, Canada, the United States, Ecuador, Chile and Fiji.

Authorised by the Newcrest Disclosure Committee

For further information please contact

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