NEWCREST
MINING LIMITED

To: **Company Announcements Office**

Date: **4 October 2022**

Subject: **2022 Appendix 4G and Corporate Governance Statement**

In accordance with the Listing Rules 4.7.3 and 4.7.4, Newcrest Mining Limited attaches a copy of its 2022 Appendix 4G and Corporate Governance Statement for release to the market.

Authorised by a Newcrest Board Committee

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Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Newcrest Mining Limited

ABN/ARBN

20 005 683 625

Financial year ended:

30 June 2022

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: http://www.newcrest.com/about-us/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 21 September 2022 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date: 4 October 2022

Name of authorised officer authorising lodgement: Maria Sanz Perez, Company Secretary

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[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: http://www.newcrest.com/about-us/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: http://www.newcrest.com/about-us/corporate-governance and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ and we have disclosed a copy of the charter of the committee at: http://www.newcrest.com/about-us/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in our Appendix 4E and Annual Financial Report for the year ended 30 June 2022 lodged with ASX on 19 August 2022	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: (not applicable) and the length of service of each director in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.newcrest.com/about-newcrest/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.newcrest.com/about-newcrest/corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.newcrest.com/about-newcrest/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://www.newcrest.com/about-newcrest/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in our Appendix 4E and Annual Financial Report for the year ended 30 June 2022 lodged with ASX on 19 August 2022	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at https://www.newcrest.com/about-newcrest/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.newcrest.com/about-newcrest/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://www.newcrest.com/about-newcrest/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in our Appendix 4E and Annual Financial Report for the year ended 30 June 2022 lodged with ASX on 19 August 2022	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement, our Sustainability Report available at www.newcrest.com/sustainability/sustainability-reports, and our Appendix 4E and Annual Financial Report for the year ended 30 June 2022 lodged with ASX on 19 August 2022. and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement, and our Sustainability Report available at www.newcrest.com/sustainability/sustainability-reports, and our Appendix 4E and Annual Financial Report for the year ended 30 June 2022 lodged with ASX on 19 August 2022	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://www.newcrest.com/about-newcrest/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in our Appendix 4E and Annual Financial Report for the year ended 30 June 2022 lodged with ASX on 19 August 2022	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement and 2022 Remuneration Report included in our Appendix 4E and Annual Financial Report for the year ended 30 June 2022 lodged with ASX on 19 August 2022	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://www.newcrest.com/about-newcrest/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: …… [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☐ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

NEWCREST
MINING LIMITED

Corporate Governance Statement 2022





This Corporate Governance Statement of Newcrest Mining Limited (**Newcrest** or the **Company**) sets out in detail the Company's corporate governance processes and structure as at 21 September 2022, including for the year ended 30 June 2022.

The Board believes that adherence by Newcrest and its people to the highest standards of corporate governance is critical in order to achieve its vision. Our detailed governance framework provides the structure for decision making and acceptable standards of behaviour across our business. It is regularly reviewed and adapted to developments in market practice and regulation.

This statement includes information required under the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition (the **ASX Principles and Recommendations**). The Board considers that the Company's corporate governance practices comply with the ASX Principles and Recommendations as at the date of this statement.

This statement and an ASX Appendix 4G were lodged with ASX on 4 October 2022 and may be accessed in the corporate governance section of our website at www.newcrest.com/about-newcrest/corporate-governance.

Details of the Company's governance arrangements, including Board and Board Committee Charters and key policies, are also available on the Company's website.

1. Board of Directors

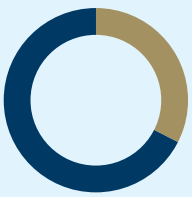
Role and responsibilities

The Board determines the strategic direction of the Company, regularly reviews the appropriateness of it, and oversees its implementation. The Board is ultimately accountable to Newcrest's shareholders for the performance of the business. The role of the Board is described in the Board Charter, which is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

The Board has delegated to the Managing Director and Chief Executive Officer (**MD & CEO**) all the powers and authorities required to manage the Company's business, except those expressly reserved to the Board or one of its Committees as described in the Board Charter. There is also a comprehensive framework of delegations from the MD & CEO to management and other employees.

Board Gender Diversity and Tenure (as at 21 September 2022)

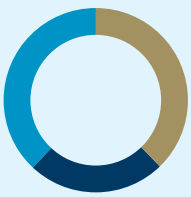
Board Diversity



37.5% Female

62.5% Male

Board Tenure



37.5% 0–3 yrs

25.0% 3–6 yrs

37.5% 6–9 yrs



Board composition

As at the date of this statement, Newcrest's Board comprises eight Directors: one Executive Director (the MD & CEO – Sandeep Biswas) and seven independent Non-Executive Directors.

As part of ongoing Board renewal, Jane McAloon was appointed as an independent Non-Executive Director with effect from 1 July 2021. She is a member of the Human Resources and Remuneration Committee and the Audit and Risk Committee. Philip Bainbridge was appointed as an independent Non-Executive Director and a member of the Safety and Sustainability Committee with effect from 1 April 2022.

The roles of the Chairman, and the MD & CEO are not exercised by the same individual. The appointment of the MD & CEO is made by the Board.

The Chairman, Peter Tomsett, jointed the Board in September 2018. He is an independent Non-Executive Director and is not a former executive of the Company. The role of the Chairman is to lead the Board, facilitate the effective contribution of all Directors, promote constructive and respectful relations between Directors and between the Board and Management, ensure that the Board functions effectively and communicate the views of the Board to shareholders.

Peter Tomsett was appointed as Chairman on the retirement of Peter Hay as a Director and Chairman of Newcrest, with effect from the close of the 2021 annual general meeting on 10 November 2021.

Sandeep Biswas was appointed as a Director and Chief Operating Officer in January 2014. He became MD & CEO on 4 July 2014.

On 5 May 2021, it was announced that Gerard Bond (Finance Director and Chief Financial Officer) had decided to leave Newcrest in early 2022. He retired as Finance Director following the Board meeting held on 8 December 2021 and ceased as CFO on 3 January 2022. Kim Kerr was appointed as Acting CFO from 9 December 2021 until Sherry Duhe was appointed CFO on 21 February 2022.

The names, skills and experience of each Director, and their dates of appointment are set out on pages 24 to 26 of the Annual Report and on the Company's website. With the assistance of the Nominations Committee, the Board reviews succession on an ongoing basis and, in doing so, takes into consideration the length of time a Director has served on the Board, the mix of skills and experience on the Board, the performance of its Directors and diversity.

Directors, other than the MD & CEO, must submit themselves for re-election every three years and at least one Director must stand for election each year. Before recommending that shareholders re-elect a Director, the Board considers the performance of the Director and any other matters it considers relevant. When a Director is to be considered for election or re-election, shareholders are provided with all material information within the Company's possession that is relevant to a decision on whether or not to elect or re-elect that Director.

Board skills and experience

The Board regularly reviews its structure, size and composition to ensure that it has the range of skills, expertise and experience required for robust decision-making and effective governance of the Company.

The Company's intention is that the Board encompasses a mix of diversity (including in relation to gender, age, culture and experience) and a broad range of skills in key areas relevant to Newcrest's business.

Board Skills and Experience Matrix

The Board utilises a Skills and Experience Matrix to set out the skills and experience mix that the Board is looking to achieve in its membership, to identify the current Directors who have such skills and experience and to identify any gaps or areas to focus on for future appointments or training.

Mining and Resources Experience

Resources

Senior executive experience or long-term Board experience in a medium to large mining and resources organisation or extensive experience advising mining and resources companies

Eight out of eight Directors (as at 21 September 2022)

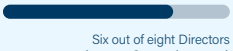
Exploration

Senior executive responsibility for exploration or long-term Board experience in a large mining and resources organisation with exploration as a key part of its business

Six out of eight Directors (as at 21 September 2022)

Engineering

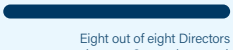
Professional qualification in engineering or extensive experience in engineering



Six out of eight Directors (as at 21 September 2022)

Health and Safety

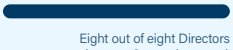
Executive experience in a mining and resources organisation with responsibility for health and safety, or membership of health and safety Board committees



Eight out of eight Directors (as at 21 September 2022)

Sustainability

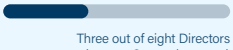
Executive experience in an organisation with responsibility for sustainability, or membership of sustainability Board committees



Eight out of eight Directors (as at 21 September 2022)

Marketing

Senior executive experience in marketing at a large organisation

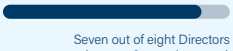


Three out of eight Directors (as at 21 September 2022)

Leadership

CEO Experience

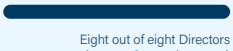
CEO, Managing Director or Managing Partner experience



Seven out of eight Directors (as at 21 September 2022)

Board and Committee Experience

Director and Board Committee experience

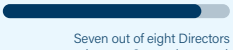


Eight out of eight Directors (as at 21 September 2022)

Finance and Risk

Audit/Accounting

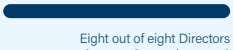
Professional qualification in accounting or membership of a Board Audit committee



Seven out of eight Directors (as at 21 September 2022)

Risk Management

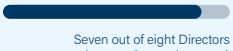
Senior executive experience in risk management or membership of a Board committee with responsibility for risk management



Eight out of eight Directors (as at 21 September 2022)

Finance and Investment

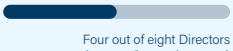
Senior executive experience in finance, business development or mergers and acquisitions or director of a financial institution



Seven out of eight Directors (as at 21 September 2022)

Law and Government

Professional qualification in law, extensive experience in corporate legal matters or extensive involvement with government departments



Four out of eight Directors (as at 21 September 2022)

Governance

Commitment to the highest standards of governance including experience in a large organisation that is subject to rigorous governance standards



Eight out of eight Directors (as at 21 September 2022)

People

Human Resources

Remuneration or Nominations Committee membership or executive experience in human resources

Six out of eight Directors (as at 21 September 2022)

Global Expertise

Experience in an international market with exposure to a range of political, cultural, regulatory and business environments

Eight out of eight Directors (as at 21 September 2022)

The Board considers that each of the areas identified in the Board Skills and Experience Matrix is currently well represented on the Board, given the relative importance of each area. While information technology and cyber security are recognised as important areas, having regard to the Company's risk in this area they are not skills that are specifically identified in the Board Skills and Experience Matrix. The Board considers that skills and experience in relation to these areas are contained at management level and the Board receives information and advice relating to cyber security from management and expert advisers, where required.

Appointments

The Nominations Committee regularly considers succession planning to ensure an orderly succession and renewal of the Directors. Details of the role and composition of the Nominations Committee are set out under "Board committees and charters" available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

When considering new appointments to the Board, suitable candidates are identified taking into account the Board Skills and Experience Matrix. Independent recruitment firms may be engaged to assist in searching for candidates.

Before appointing a person as a Director or Executive, or putting someone forward for election as a Director, checks are undertaken with respect to their character and experience, academic qualifications, criminal record and bankruptcy history.

Each new Non-Executive Director receives a letter formalising, and outlining the key terms of, their appointment.

Director induction and continuing education

All new Directors participate in a formal induction process co-ordinated by the Company Secretary and tailored to their existing skills, knowledge and experience. It includes briefings with Executives, other members of management and subject matter experts and the external auditor, visits to some of the Company's operations (where possible, given recent border restrictions) and the provision of information with respect to the Company's business, strategy, operations and corporate governance.

Each Director usually visits at least one of the Company's operations each year by rotation to ensure that they obtain a deep understanding of the Company's business, including the culture, community relationships and operational risks at each operational site. Each Director has conducted at least one visit to an operation in the 2022 financial year (**FY**).

The Nominations Committee and Management periodically review whether it is necessary or desirable for existing Directors to undertake training or professional development to maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues. Such training or briefing sessions may be delivered by Newcrest personnel or external experts. In FY22 Board members received briefings and development sessions on pertinent topics including sustainability and climate change reporting, Respect@Work, project delivery and market insights.

The Board and Committees also receive updates from Management and external speakers as to material developments in the industry, law and/or accounting standards which are relevant to the Company and its operations.

Director independence

The Board considers that a Director is independent if he or she is not aligned with the interests of Management or a substantial holder and is free of any interest, position, or business or other relationship that could materially interfere with the Director's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the company as a whole. Materiality is assessed in view of the facts and circumstances of the relationship having regard to the criteria listed in the Board's Director Independence Policy. Materiality is considered from the perspective of the Newcrest Group, the organisations with which the relevant Director is affiliated and from the Director's perspective. The Board's Director Independence Policy is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

The Board assesses the independence of each Director by reference to the Company's Director Independence Policy before appointment, and then at least annually, usually before director election and re-election information is provided to shareholders in the Notice of Meeting for the Annual General Meeting.

In August 2022, the Board considered whether the Non-Executive Directors satisfy the Company's criteria for independence and concluded that each of the current Non-Executive Directors is independent. As part of its assessment, the Board considered the tenure of each Director, as shown in the following table.

Name	Length of service
Non-Executive Directors	
Philip Aiken AM	Nine years
Roger Higgins	Seven years
Vickki McFadden	Six years
Peter Tomsett	Four years
Sally-Anne Layman	Two years
Jane McAloon	One year
Philip Bainbridge	Six months
Executive Director	
Sandeep Biswas	Eight years

Directors are required to inform the Board of any changes to their interests or relationships that could bear upon their independence.

Access to independent advice and information

All Directors have direct access to all relevant Company information and to the Company's Senior Executives. Directors, the Board and the Committees also have access to independent legal, accounting or other professional advice as necessary, at the Company's expense.



Conflicts of interest

Each Director has a duty to determine whether he or she has a potential or actual conflict of interest in relation to any material matter which relates to the affairs of the Company.

Under the Director's Conflicts of Interest Policy, a Director must disclose to the Directors and the Chief Legal, Risk and Compliance Officer:

(a) a material personal interest in a matter that relates to the affairs of the Company; and

(b) any other interest in a matter relating to the affairs of the Company, which may give rise to, or be perceived to give rise to, a real or substantial possibility of conflict,

as soon as practicable after the Director becomes aware of such interest.

A Director who has an existing, potential or perceived conflict of interest in relation to a matter must not be present while the matter is being considered by the Board and must not vote on the matter unless the Directors that do not have an interest in the matter approve by way of a resolution. In addition, the Director may not receive relevant Board or Committee papers.

All Directors are required to notify the Chairman before accepting any new outside appointment.

A register of potential conflicts of interest is also maintained.

Company Secretaries

The Company Secretaries are accountable directly to the Board, through the Chairman, for advising on corporate governance matters, including adherence to the Board Charter, and coordinating all Board business. All Directors have direct access to the Company Secretaries. The appointment and removal of a Company Secretary is a matter for the full Board.

Maria Sanz Perez commenced as Chief Legal, Risk and Compliance Officer on 1 July 2020 and was appointed as Company Secretary with effect from 31 July 2020.

Claire Hannon was appointed as an additional Company Secretary in August 2015.

Details of the qualifications and experience of Maria Sanz Perez and Claire Hannon are set out on page 42 of the Annual Report.

2. Board Committees

Details of the membership and composition of each of the standing Board Committees as at 21 September 2022 is set out below.

Committee	Membership	Role	Meetings
Audit and Risk Committee	At least three Non-Executive Directors (**NEDs**). Currently: – Vickki McFadden (Chairman) – Sally-Anne Layman – Jane McAloon The quorum is any two members.	To assist the Board in its oversight, monitoring and review of the Company's practices and governance in the following areas: – financial reporting principles and policies, controls and procedures; – integrity of the Company's financial statements; – internal control processes and effectiveness; – internal audit; – compliance with applicable legal and regulatory requirements; – external audit; and – cybersecurity and information loss risks, (together, the **ARC Areas**) and the overall Group risk management framework and processes (including processes for the identification of new and emerging risks) and the management of risks relating to the ARC Areas.	Minimum four per year
Safety and Sustainability Committee	At least three NEDs. Currently: – Roger Higgins (Chairman) – Philip Aiken – Sally-Anne Layman – Philip Bainbridge The quorum is the Chairman and one other member.	To assist the Board in its oversight, monitoring and review of the Company's practices and governance in the following areas: – safety; – occupational health and hygiene; – social performance; – environment; – climate change; – sustainability; and – human rights and security of communities, employees and operations.	Minimum three per year
Human Resources and Remuneration Committee	At least four NEDs. Currently: – Philip Aiken (Chairman) – Roger Higgins – Vickki McFadden – Jane McAloon The quorum is any three members.	To assist the Board in the discharge of its responsibilities relating to the Company's remuneration framework, remuneration of Directors and Executives, talent management processes and monitoring of the Company's diversity and inclusion policies and practices. In particular, it considers and makes recommendations with respect to matters including: – organisational design and talent capability; – overall cultural framework and practices of the Company; – remuneration strategy; – employee share plans and Executive incentive plans; – remuneration arrangements, performance measures, assessment of performance, terms of employment and succession planning for the MD& CEO; – Non-Executive Director remuneration; – major components of the Company's remuneration framework; – appointment of remuneration consultants; – preparation of the annual Remuneration Report; – industrial relations policies, practices and strategies; and – policies, processes and measurable objectives in relation to diversity and inclusion.	Minimum three per year
Nominations Committee	At least two NEDs. Currently: – Peter Tomsett (Chairman) – Philip Aiken – Vickki McFadden The quorum is the Chairman and one other member.	To assist the Board in its management of the Company's corporate governance in the following areas: – composition and diversity of the Board and its Committees; – succession planning for the Chairman and Non-Executive Directors; – Director selection, appointment, election and re-election; – Director induction and continuing development; and – evaluations of the performance of the Board, its Committees and individual Directors. Note that the Board remains responsible for the appointment of the MD & CEO as per its charter.	Minimum three per year
Board Executive Committee	– Chairman; – MD & CEO; and – two other NEDs. The quorum is three members.	To act as a delegate of the Board to facilitate Board processes and decisions between scheduled Board meetings, and at short notice. The Committee holds the full delegated authority of the Board in relation to matters referred to it by the Board.	As required, at the direction of the Board

The charters for each of the above Committees are available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

Each Committee member has been selected on the basis that he or she brings relevant and required skills and experience to the relevant Committee.

All Directors receive papers and minutes for all Committees and are invited to attend all Committee meetings. Each Committee reports its deliberations to the next Board meeting and Committee minutes are provided to the Board.

Details of the number of Board and Committee meetings held during the 2022 financial year, and the attendance of each Director or Committee member at the meetings, are set out on page 43 of the Annual Report.

Additional Board Committees are established from time to time to support the Board in carrying out its responsibilities in relation to specific matters, such as projects or potential transactions.

3. Board and Executive Performance

Board performance evaluation

A review of the performance and effectiveness of the Board and Committees and Directors is generally undertaken annually. Every third review is undertaken by an external provider, with the intervening reviews undertaken internally. Internal reviews were conducted in June/July 2020 and in June/July 2021. An external review was conducted in June/July 2022.

The 2022 external review involved a questionnaire completed by all Directors and an interview between the reviewers and each Director. The outcomes of the review were compiled by the external reviewers and then provided to the Chairman, and then provided to and discussed by, the Nominations Committee in August 2022. The review found that the Board and Committees are functioning effectively and no significant issues were identified. Minor changes are being implemented where considered necessary by the Board.

The functionality and performance of the Board and its Committees is usually considered further throughout the year, taking into account the outcomes of the previous review.

Executive performance evaluation

The Company has in place a performance review system for Executives, which is designed to optimise performance.

The Board annually reviews the performance of the MD & CEO against agreed performance measures and other relevant factors. The MD & CEO undertakes a similar exercise in relation to each of the other Executives. The outcomes of the MD & CEO's annual performance review of the other Executives are discussed with the Board in the context of remuneration reviews and assessments.

Each of the Company's current Executives (including the MD & CEO) has an Executive Service Agreement, and has undergone a performance review with respect to their performance during the 2022 financial year.

Details of the outcomes of the performance reviews, particularly in relation to the "at risk" component on the Company's Executives' remuneration, are set out in the 2022 Remuneration Report on pages 92 to 123 of the Annual Report.

4. Fees and Remuneration

Non-Executive Directors' fees

Remuneration of Non-Executive Directors is fixed rather than variable, so that Board membership of a high standard is maintained and market remuneration trends are reflected. Remuneration levels and trends are periodically assessed, with the assistance of professional independent remuneration consultants as required. They are adjusted where necessary to align with Board remuneration levels in comparable Australian-listed companies.

The total aggregate amount of Directors' fees (**fee pool**) payable to the Company's Non-Executive Directors may not exceed the maximum amount authorised by the shareholders in general meeting. The fee pool is currently A$2,700,000 and was approved by shareholders in 2010.

The total fee pool includes all fees payable to a Non-Executive Director for acting as a Director of the Board (including attending and participating in any Board Committee meetings) and includes superannuation contributions for the benefit of a Non-Executive Director and any fees which a Non-Executive Director agrees to salary sacrifice (pre-tax) for other benefits. A resolution to increase the fee pool has been proposed for consideration by shareholders at the 2022 Annual General Meeting.

The Members of the Nominations Committee do not receive additional fees for their role on the Nominations Committee.

Non-Executive Directors are required under the Company's Minimum Shareholding Policy to hold Newcrest shares, with a value which equates to at least one year's total annual fees by the date that is three years after appointment. Each current Non-Executive Director who has been a Director for at least three years met this requirement as at 30 June 2021.

Executive remuneration

The Company's remuneration policy recognises the different levels of contribution within management to the short-term and long-term success of the Company. A significant proportion of each senior manager's remuneration is placed 'at risk', and is dependent on both personal and Company performance, which is formally assessed each year. Performance objectives are intended to encourage the pursuit of growth and success of the Company without rewarding conduct that is contrary to the Company's values or risk approach.

The Board has established with the MD & CEO specific personal and corporate performance objectives for the short and long term. The performance of the MD & CEO is formally assessed against these objectives annually. The assessment helps to determine the level of 'at risk' remuneration paid to the MD & CEO.

The provision of rights to acquire Newcrest shares to the MD & CEO as a Long-Term Incentive is usually the subject of a resolution put to shareholders at the Annual General Meeting (**AGM**) for approval.

Executives are required under the Company's Minimum Shareholding Policy to meet minimum shareholding requirements by the date that is five years after appointment. Each current Executive who has been an Executive for at least five years met this requirement as at 30 June 2021 when the requirement was at least 100% of one year's total fixed remuneration for the MD & CEO and 50% of one year's total fixed remuneration for other Executives. Following a review of market practice of large Australian ASX listed companies and North American peers, the Company's Minimum Shareholding Policy was amended with effect from 1 July 2022 such that the minimum shareholding requirement has increased to be 200% of one year's total fixed remuneration for the MD & CEO and 100% of one year's total fixed remuneration for other Executives.

The Board, supported by the Human Resources and Remuneration Committee, must approve contracts with remuneration consultants. Remuneration recommendations made by remuneration consultants in relation to Key Management Personnel must be made to the NEDs.

Details of the Company's remuneration policies and practices in relation to Directors and Executives are set out in the Remuneration Report on pages 92 to 123 of the Annual Report.



5. Values and Culture

Newcrest has the following core values and shares them with its workforce and externally:

(a) Caring about people;
(b) Integrity and honesty;
(c) Working together;
(d) Innovation and problem solving; and
(e) High-performance.

The values are included on the Company's website, in public reports and in numerous internal presentations and documents. Management reference and reinforce the values in their interactions with employees. Employee performance reviews include consideration as to whether employees have demonstrated behaviour that is consistent with the values.

The Board has oversight of culture and is committed to Newcrest living and working by its values. Culture is a regular topic of consideration by the Human Resources and Remuneration Committee. The Audit and Risk Committee is also regularly briefed as to the progress being made by the Ethics and Compliance Team, including with respect to training relating to the Code of Conduct and anti-bribery and corruption.

Employees participate in organisational health surveys to enable the Company to continuously assess and improve its culture which underpins the achievement of its strategic goals. Employees also participate in regular surveys conducted by the Ethics and Compliance Team to assess the understanding and commitment of employees to legal compliance and acting lawfully, ethically and responsibly.

6. Ethical and Responsible Decision-Making

Code of Conduct

The Board has adopted a Code of Conduct which embeds the Company's values, and guides the Board, Executives and the broader workforce as to the expected standards of behaviour. It helps to ensure the appropriate degree of integrity in the Company's dealings. Company personnel and embedded contractors are trained in the values and expected behaviour under the Code. The Code of Conduct was updated in 2022 and is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

The Company also has a comprehensive range of corporate policies which detail the framework for acceptable corporate behaviour, and these are subject to periodic review. The Code of Conduct and other key policies can be found on the Company's website, including the Anti-Bribery Fraud and Sanctions Policy, Securities Dealing Policy, Safety and Health Policy, Human Rights Policy, Diversity and Inclusion Policy, Communities Policy, Environmental Policy, Sustainability Policy, Water Stewardship Policy, Tailings Governance Policy, Biodiversity Policy, Indigenous Relations Policy, Climate Change Policy and Tax Policy. The Modern Slavery Statement can also be found on the Company's website.

The Company has in place a Speak Out Policy which was updated in May 2021, and provides for a confidential, anonymous and independent process. It offers a mechanism to encourage employees, contractors, ex-employees, officers, suppliers and relatives of those people to report concerns of unethical, illegal or any other inappropriate behaviour in good faith and to receive protection from any negative consequences that could otherwise result from their actions. The Speak Out Policy is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

The Audit and Risk Committee regularly receives a summary of all Speak Out and protected whistleblower matters and sexual assault and sexual harassment matters reported via all available reporting channels, including the general subject matter, whether reports are substantiated or not, the general nature of the findings, learnings and the actions taken to mitigate identified risks as well as analysis of identified trends. The Audit and Risk Committee is also informed as to any material breaches of the Anti-Bribery, Fraud and Sanctions Policy and the Code of Conduct.

Securities Dealing Policy

The Company has a Securities Dealing Policy, which provides for 'prohibited periods' (or 'blackout periods') when staff must not deal in the Company's securities. Blackout periods commence immediately following the close of the half and full year financial periods (31 December and 30 June respectively) and two weeks prior to the release of each quarterly report. The blackout periods end at the end of the day of release of the Company's full year or half year financial results or quarterly report (as applicable).

The policy prohibits the use by employees of derivatives such as caps, collars, warrants or similar products in relation to Company securities, including shares acquired under the Newcrest Group's equity incentive schemes, whether or not they are vested. The Securities Dealing Policy is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

7. Shareholder Engagement

The Board values the views of its shareholders and is keen for shareholders and other financial market participants to gain a greater understanding of Newcrest's operations, governance, financial performance and prospects.

The Company therefore has an investor relations program in place to enable effective communication with institutional and retail investors, analysts and proxy advisers. The program includes scheduled presentations, meetings and site visits and has included Investor Days.

The investor relations program runs alongside a wider stakeholder engagement program involving interactions with politicians, financial media, regulators, environmental and community groups and other stakeholders. The program is intended to provide an opportunity for two-way communication.

Advance notice is given to analysts in respect of briefings, and the relevant corporate dates for the year are posted on the Company's website.

Feedback in relation to the views raised by investors or their representatives are conveyed to the MD & CEO and members of the Executive Committee. The Board is provided with an update as to the outcomes of shareholder engagement at least once each year.

The Chairman is involved in engagement with selected investors, proxy advisers and retail investor groups. Topics for such meetings commonly focus on Board composition, executive remuneration, business performance, economic factors, cultural heritage, environmental and social performance.

The Company conducts bi-annual webcasts covering full year and half year financial results which are accessible to all shareholders on the Company's website. Further information is provided to shareholders about Newcrest and its governance on the Newcrest website.

In 2020 and 2021 Newcrest conducted its AGM virtually due to COVID-19 restrictions, with shareholders able to participate through a platform allowing online voting and submission of questions. In 2022 the Company is intending to conduct its AGM as a hybrid meeting unless determined otherwise due to COVID-19 restrictions. It will be held in person, and be webcast, with shareholders again able to participate through a platform allowing online voting and submission of questions.

Shareholders are invited by the Company to ask questions of the MD & CEO, Chair, Board and CFO. Such questions may be submitted in advance or at the meeting through the online platform.

The Company's auditors attend the AGM and are available to answer questions relating to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in the preparation of its financial statements, and the independence of the auditor in relation to the conduct of the audit.

All resolutions at Newcrest's Annual General Meeting or other shareholder meetings are conducted by a poll rather than a show of hands.



8. Continuous Disclosure and Market Communications

The Board recognises the importance of keeping the market fully informed of the Company's activities and of stakeholder communication in a timely, balanced and transparent manner, and is committed to compliance with the disclosure requirements applicable to ASX, PNG Exchange Market (**PNGX**) and Toronto Stock Exchange (**TSX**) and included within the *Corporations Act 2001*.

Newcrest has a Disclosure Committee to assist in compliance with its disclosure obligations. The members of the Disclosure Committee are the MD & CEO, CFO, and Chief Legal, Risk and Compliance Officer. The Head of Investor Relations is invited to attend. The Deputy Company Secretary also attends as secretary of the meetings.

The Disclosure Committee has delegated authority for making and executing disclosure decisions (save for matters expressly reserved to the Board) and overseeing investor relations functions.

The Disclosure Committee Charter describes the Committee's role, which is to support the primary disclosure obligation for the Company to disclose market sensitive information to the ASX, TSX and PNGX promptly and without delay. A key responsibility of the Disclosure Committee is to assess and determine materiality for the purposes of the Company's disclosure obligations.

Newcrest has three policies which together make up the Company's disclosure framework. They comprise the publicly available Market Disclosure Policy (which is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance), and the internal Market Releases and Investor Relations Policy and Media and External Communications Policy. The three policies are reviewed regularly and were last amended in October 2020.

The Company's Disclosure policies describe the systems and procedures in place to ensure that Company information considered to be material is announced immediately to the market through the ASX. The Market Releases and Investor Relations Policy and Media and External Communications Policy establish procedures and controls around public announcements, investor relations and external communications, including:

(a) requiring all external presentation materials with an investor or analyst focus to be provided as a market release to the ASX, TSX and PNGX prior to delivery of the presentation, and made available on Newcrest's website;

(b) requiring (as far as practicable) significant investor relations events to be webcast or recorded and made available through a link on Newcrest's website;

(c) imposing an investor relations 'blackout' period (i.e. where investor meetings, site visits and other elements of the investor relations program are not scheduled or initiated unless specifically approved by the Chairman and the MD & CEO) for a period of two weeks leading up to Newcrest's Half Year and Preliminary Final Reports and quarterly production results, and for such other periods and in relation to such other events as the Disclosure Committee determines to be necessary;

(d) making all presentations at investor seminars and conferences and industry briefings subject to prior authorisation by the Disclosure Committee;

(e) making all other sensitive documents to be provided to external parties, including presentations for external events, subject to prior approval from the line General Manager and Executive followed by the CFO who, with advice from the Head of Investor Relations, will determine whether the materials also require legal review. If the materials contain price sensitive information not previously disclosed to the market, review and approval by the Disclosure Committee is also required; and

(f) requiring all investor relations presentations, meetings, briefings and discussions to be conducted by a specifically authorised spokesperson. At least one additional Newcrest employee who has had formal continuous disclosure training in the preceding 12 months should be present, where practical, for all presentations, meetings, briefings and discussions.

The nature and content of the discussion must be documented afterwards by the Newcrest participants (with the Disclosure Committee to be immediately informed in the event of any inadvertent market sensitive disclosure).

All releases made to the ASX, TSX and PNGX are sent to Directors and placed immediately on the Company's website. Other key communications are also placed immediately on the website, such as the Annual Report, the Sustainability Report and the Notice of Meeting for the AGM. General and historical information about the Company and its operations, and governance of the Company, is also available on the Newcrest website.

Newcrest webcasts the AGM and the half year and full year financial results presentations.

Shareholders are encouraged to communicate with the share registry, Link Market Services, electronically. Shareholders may receive electronic versions or hard copies of key communications such as notices of meetings, annual reports and dividend statements.

9. Diversity and Inclusion

Diversity and inclusion are essential parts of Newcrest's vision, values and company culture. We aim to create a diverse and inclusive environment where everyone feels safe, valued and supported to bring their whole unique self to work.

The Company is a member of the Diversity Council of Australia.

The Company's Diversity and Inclusion Policy is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance. The policy provides that the Human Resources and Remuneration Committee and the Board:

(a) set the measurable diversity and inclusion objectives; and

(b) annually review the objectives and Newcrest's progress in achieving the objectives.

The Human Resources and Remuneration Committee reviews the Company's policies and processes and measurable objectives in relation to diversity and inclusion and monitors the Company's progress towards achieving its measurable objectives.

Regular updates in relation to the initiatives that are being implemented to promote diversity and inclusion and progress against targets, are provided to the Human Resources and Remuneration Committee.

The Executive Committee is accountable for the implementation of the Diversity and Inclusion Strategy and measuring Newcrest's progress against both qualitative and quantitative targets. This Strategy is available on the Company's website: www.newcrest.com/about-newcrest/our-company.

The Board considers diversity as an important factor for consideration in relation to Director appointments and succession planning. In June 2020, the Board adopted a target for Board composition of not less than 30% of each gender by 30 June 2023. The current Board meets this target as it includes three female Directors out of eight Directors. The current Directors represent a range of backgrounds.

Newcrest has set the following diversity and inclusion targets for FY23:

(a) increase the Australian representation of women in all levels to 19.5%;

(b) increase the Australian representation of women in management and professional roles (levels 2 to 4) to 25%;

(c) increase the global representation of women in all levels to 17.9%;

(d) increase the global representation of women in management and professional roles (levels 2 to 4) to 19.5%;

(e) increase the representation of indigenous Australians in all levels of employees at our Telfer operations to 5.5%;

(f) increase the representation of Lihirian locals and/or PNG Nationals in all levels of employees at our Lihir operations to 93%;

(g) increase the representation of Lihirian locals and/or PNG Nationals in management and professional roles (levels 2 to 4) of employees at our Lihir operations to 80%; and

(h) increase the representation of First Nations employees in all levels at our Red Chris operations to 23%.

A longer term target has also been set for the Executive Committee of 30% female representation by the end of the 2024 financial year.



Set out below is a summary of our performance at the end of the reporting period against the diversity and inclusion targets we had in place for the 2022 financial year:

Newcrest Mining (all sites)	As at 30 June 2022	Target
Proportion of females		
Board	38%	30% (by 30 June 2023)
Senior Executives (defined as Executive Committee members)	22.2%	30% (by 30 June 2024)

Newcrest Mining (all sites)	As at 30 June 2022	Target for 30 June 2022
Proportion of females		
All Australian employees (including Board and Senior Executives)	17.8%	18.2%
All employees globally	16.5%	16.8%
All Australian employees in management and professional roles (levels 2 to 4)	22.1%	23.9%
All employees globally in management and professional roles (levels 2 to 4)	17.7%	17.5%
Proportion of indigenous Australians as employees at Telfer		
All roles at Telfer	5.0%	5.5%
Proportion of Lihirian locals and/or PNG Nationals at Lihir		
All roles at Lihir	91.3%	93%
All Lihir employees in management and professional roles (levels 2 to 4)	76.7%	80%
Proportion of First Nations employees at Red Chris		
All roles at Red Chris	19.4%	28.3%

Note: excludes employees on leave without pay and casuals.

Specific targets as to gender participation were set for many of the Executive Committee members within their areas of responsibility for the purposes of their FY22 Short Term Incentives.

Further information in relation to the Company's diversity and inclusion initiatives and practices can be found on pages 12 to 13 of the Annual Report. Newcrest also lodges annual reports with the Workplace Gender Equality Agency (**WGEA**) in relation to its Australian operations. A copy of these reports may be obtained from the WGEA website.

10. Risk Management

The Board recognises that risk management and internal controls are fundamental to sound management, and that oversight of such matters is a key responsibility of the Board.

Newcrest has a detailed Risk Management System, comprising a framework and process elements, which describes the overall approach by the Company to risk management. This is supported by a Risk Management Policy, Standard, and related Procedures, and is consistent with the International Standard for managing risk ISO31000:2018 and the *International Council on Mining and Metals Principle Four* ("Implement risk management strategies based on valid data and sound science").

The Risk and Assurance function is accountable for designing, maintaining and governing the group-wide risk management framework, policy and standard. The function is led by the Head of Risk and Assurance, who reports to the Chief Legal, Risk and Compliance Officer.

The Board's role in relation to risk is to confirm that systems are in place which facilitate the effective identification, management and mitigation of any significant financial and non-financial risks to which the Company is exposed.

The Audit and Risk Committee assists the Board to fulfil its responsibilities in relation to risk. Its role in relation to risk is to:

(a) review the overall adequacy and effectiveness of the risk framework, risk identification and assessment process and methodology (including processes for the identification of new and emerging risks) and risk culture of the Company; and

(b) oversee identification, management and mitigation of risks relating to the ARC Areas,

and report to the Board.

Responsibility for monitoring some elements of the risk framework, risk identification and assessment process and methodology may be allocated to other Board Committees from time to time. For example, the identification, management and mitigation of safety and sustainability risks is overseen by the Safety and Sustainability Committee.

The Newcrest Risk Management System includes processes which outline how to identify and evaluate potential material risk events and establish management plans to improve control effectiveness and reduce the likelihood and consequence of the risk events occurring. The aim is to provide an overarching, uniform and consistent process for identifying, assessing, monitoring and managing material risks which is embedded within business activities. These risks include strategic, operational, external and financial risks. The Company also considers business resilience, including crisis management and business continuity planning and the provision of effective financing strategies, including insurance, for managing risk.

In the 2022 financial year there was a focus on strengthening the design of key resilience elements of the risk framework. In addition, we conducted a review of enterprise risks with the Executive Committee and the Board to identify changes to our current risks and any emerging risks with the potential to impact Newcrest in the future. The outcomes of those workshops feed into the ongoing risk management program as described above.

An update on the risk framework and process is reported by Management to the Audit and Risk Committee meetings. The Audit and Risk Committee reviews the risk framework on at least an annual basis to satisfy itself that it continues to be sound and that the Company is operating with due regard to the Company's risk appetite approach. They last did so in May 2022. The Company's risk appetite approach is referred to through measures of residual risk acceptance defined in the Newcrest Risk Management Standard. A summary of risks, including environmental and social risks and how Newcrest manages or intends to manage those risks, is set out in the Operating and Financial Review on pages 74 to 91 of the Annual Report.

11. Corporate Reporting

Management assurance

The Board receives regular reports on the Company's financial and operating results.

At the Board or Board Executive Committee meetings to approve each of Newcrest's half year and full year financial statements relating to the 2022 financial year, the Board received and considered a written statement (certificate of management assurance) from the MD & CEO and the CFO in relation to Newcrest's system of risk oversight and management and compliance with internal controls.

Each assurance statement was supported by an internal process of compliance confirmations from Executives and General Managers responsible for operations and key functions.

The statement provided that, in the opinion of the MD & CEO and the CFO, the financial statements complied with the Australian Accounting Standards and applicable regulations and presented a true and fair view of the Company's financial position and performance.

The statements also confirmed that the financial records of the Company had been properly maintained and that the opinions noted above regarding the integrity of the financial statements were based on a sound system of risk management and internal compliance and control which had been operating effectively.

The Directors made comprehensive enquiries of management, the Audit and Risk Committee and other relevant parties as to the content of the proposed financial statements, and applied their knowledge of the affairs of the Company in reading and approving the accounts.

Integrity of periodic corporate reports

For periodic corporate reports which are not audited or reviewed by the Company's external auditor (including Quarterly Reports and the Annual Information Statement lodged by the Company for the purposes of its secondary listing on the Toronto Stock Exchange) the Company undertakes a detailed review, verification and approval process to ensure that the reports are not inaccurate, false, misleading or deceptive.

Although the process is tailored based on the nature of the relevant report, its subject matter and where it will be published, it is generally as follows:

(a) subject matter experts are involved in drafting or reviewing specific information in the reports relating to their area of expertise, and having regard to supporting information;

(b) members of senior management and/or the Executive Committee review the reports; and

(c) the Disclosure Committee approves the public release of the reports.

Drafts of such reports may be provided to the Board for their information or approval, instead of, or in addition to, the Disclosure Committee, depending on the topic and nature of the report.

Where ore reserves, mineral resources or exploration information is disclosed, approval is also usually required of such information by:

(a) the Chair of the Reserves and Resources Steering Committee;

(b) one or more "Competent Persons", within the meaning of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves; and/or

(c) one or more "Qualified Persons" within the meaning of the National Instrument 43-101.



Internal audit

The Internal Audit function provides independent and objective assurance on the adequacy and effectiveness of internal controls, risk management and governance systems. The role of Group Manager – Internal Audit reports administratively to the Chief Legal, Risk & Compliance Officer and has direct access to the Chairman of the Audit and Risk Committee. The Audit and Risk Committee may recommend to the Board the appointment or dismissal of the role of Group Manager – Internal Audit.

The Audit and Risk Committee approves the annual Internal Audit Plan and receives reports from Internal Audit concerning the effectiveness of internal control and risk management and governance systems. The Audit and Risk Committee members have access to the Group Manager – Internal Audit without the presence of other management. The Group Manager – Internal Audit function has full access to all functions, records, property and personnel of the Company and is supported by external consultants.

The annual Internal Audit Plan is risk based to ensure that higher risk activities are prioritised in the Plan. A status report on the execution of the Plan, including the status of audit findings and implementation of actions, is regularly provided to the Audit and Risk Committee during the year. All material findings are reported to the Board. Corrective actions are monitored, reviewed and reported.

External audit

The Audit and Risk Committee is responsible for the selection, evaluation, compensation and, where appropriate, replacement of the external auditor, subject to shareholder approval where required.

The Company's current external auditor is EY. Reappointment of the external auditor is reviewed and approved annually. A tender process was last completed in relation to the role of the external auditor in 2015.

The Audit and Risk Committee reviews EY's performance in the areas of company knowledge, quality of team, coverage ability (ability to cover all Newcrest locations and activities), industry knowledge, cost and audit methodology, which the Company believes are the critical elements of service delivery.

The Audit and Risk Committee ensures that the lead external audit partner (currently consisting of two lead external audit partners) and quality review partner rotate from that role every five years or, if they have acted in that capacity for five out of the last seven successive financial years, they are subject to a two-year 'cooling off' period following rotation. The Board may, in accordance with a recommendation from the Audit and Risk Committee, resolve to extend the five-year period by not more than two successive years, subject to compliance with the *Corporations Act 2001*. One of the current lead external audit partners for the 2022 financial year first undertook the role with respect to the 2022 financial year. The other lead external audit partner for the 2022 financial year first undertook the role with respect to the 2018 financial year. Since the end of the 2022 financial year, he has retired from that role and a new external audit partner has been appointed for the 2023 financial year onwards.

The Audit and Risk Committee meets with the external auditor throughout the year to review the adequacy of the existing external audit arrangements, with particular emphasis on the effectiveness, performance and independence of the auditor. The Committee also meets with the external auditor without the presence of management following most meetings.

The Audit and Risk Committee receives assurances from the external auditor that they meet all applicable independence requirements in accordance with the *Corporations Act 2001*, and the rules of the professional accounting bodies. This independence declaration forms part of the Directors' Report.

The external auditor attends the AGM and is available to answer shareholder questions regarding aspects of the external audit and their report.

Details of the services provided by EY to the Company, and the fees paid or due and payable for those services are referred to in the Directors' Report and set out in Note 37 of the Financial Report. Engagements for non-audit services provided by EY to the Company are approved by the Audit and Risk Committee Chair prior to commencement.

12. Sustainability

Newcrest takes seriously its requirement to explore, mine and produce gold in a responsible manner. Newcrest's sustainability policy ensures continued focus and deliberate action to help shape a positive future for people, communities and society.

This approach is aligned with industry frameworks and consistent with membership requirements, including the International Council on Mining and Metal's (**ICMM**) Mining Principles, Performance Expectations, and Position Statements; the World Gold Council's (**WGC**) Standards and Responsible Gold Mining Principles; and the Enduring Value Framework of the Minerals Council of Australia (**MCA**). Newcrest reports annually in accordance with these requirements through its Sustainability Report.

The Safety and Sustainability Committee oversees, monitors and reviews the Company's practices and governance in the area of sustainability, environment, climate change, occupational health and hygiene, social performance and human rights and security. The charter for the Committee is available on the Company's website: www.newcrest.com/about-newcrest/corporate-governance.

Memberships

In 2017, Newcrest became a member of the ICMM. The ICMM brings together the world's leading mining and metals companies and associations to address core sustainable development opportunities and challenges faced by the industry. Members are committed to implementing the practices of the ICMM Sustainable Development Framework, including the Mining Principles, Position Statements and Performance Expectations.

In 2019, the WGC launched its Responsible Gold Mining Principles, an overarching framework that sets out clear expectations for consumers, investors and the downstream gold supply chain, as to what constitutes responsible gold mining. As a member of the WGC, Newcrest supports the Responsible Gold Mining Principles and is progressing towards implementing them.

In 2021, Newcrest conducted an assessment of Newcrest's operating sites and the group's alignment of our existing policies and practices with ICMM's Performance Expectations and WGC's Responsible Gold Mining Principles. In FY22 the assessment was independently assured and the Company plans on publishing the independent assurance report in the 2022 Sustainability Report.

Newcrest is also a member of the MCA, and in May 2005, became a signatory to 'Enduring Value' - the Australian Mining Industry Framework for Sustainable Development, that is based on the ICCM Principles. In 2021, the MCA formally adopted 'Towards Sustainable Mining' (**TSM**) an accountability framework which helps minerals companies evaluate, manage and communicate their sustainability performance. In FY22, Newcrest participated in the consultation process for the implementation of the TSM and is considering a pathway for compliance by 2025.

In addition, Newcrest is a Supporting Member of the Extractive Industries Transparency Initiative and a member of the Voluntary Principles on Security and Human Rights Initiative.

Environment and sustainability commitments

In 2019, the Company released new commitments and policies on sustainability, biodiversity, water stewardship and climate change. In 2021–2022, the Committee continued to oversee progress in relation to such commitments and policies.

In 2021, Newcrest set a new goal of net zero carbon emissions by 2050 which relates to our Scope 1 and Scope 2 emissions. The Group Net Zero Emissions Roadmap has identified key steps for Newcrest to deliver its goal of net zero carbon emissions by 2050. Scoping and planning of key trials and studies is currently underway. This 2050 goal is in addition to its existing target of a 30% reduction in greenhouse gas emissions intensity per tonne of ore milled by 2030, against a 2018 baseline of 35 kg CO_2-e per tonne of ore milled. Ore milled is the most consistent way to track performance given gold grade variability. To assist with long-term planning and asset resilience, acquisitions and key capital expenditures incorporate sensitivity analyses using internal carbon prices updated in FY22 of between $50 and $100/tonne of CO_2-e for jurisdictions where there is no regulated carbon price. The Company also intends to continue to assess and report Newcrest's greenhouse gas emissions intensity.

Reporting

In 2019, Newcrest became a supporter of the Taskforce on Climate-related Financial Disclosure (**TCFD**). The Company has adopted the TCFD's recommendations framework and the 2021 Sustainability Report included a description of climate change risks and opportunities.

The 2022 Annual Report also includes descriptions of matters, including those related to climate change, such as Newcrest's exposure to climate change risks related to the transition to a lower-carbon economy.

Public reporting and an intent to keep the Company's stakeholders informed is a component of the Company's commitment to sustainability. The Company's annual Sustainability Report has been prepared in accordance with the Global Reporting Initiative Standards and is subject to limited assurance by the Company's external auditor. The Sustainability Report outlines Newcrest's safety, health, economic, environmental and social contribution and performances to the regions where it operates and to the communities in proximity to those operations. The report is available on the Company's website: www.newcrest.com/sustainability/sustainability-reports.

Human rights and social performance

Newcrest is committed to respecting all internationally recognised human rights and the laws of the countries where we operate. Newcrest's Human Rights Policy sets out expectations of its directors, employees and contractors to take responsibility for respecting human rights in everyday business, and specifically refers to Newcrest's commitment to the United Nations Guiding Principles on Business and Human Rights.

In December 2020 and 2021, Newcrest released Modern Slavery Statements. Consistent with reporting obligations under the Australian *Modern Slavery Act 2018*, the Statements outline the steps Newcrest has taken to identify, manage and mitigate the specific risks of modern slavery in its operations and supply chain, and sets out priorities for the coming year.

Newcrest's Social Performance Management governance framework, including the Communities Policy, Human Rights Policy, Donations & Sponsorships Policy, Indigenous Relations Policy, Social Performance Standard and supporting procedures and guidelines, outlines Newcrest's approach to working with communities, government, Indigenous and First Nations peoples, and other stakeholders.

Newcrest explores and operates in multiple countries and jurisdictions under licences or contracts consistent with relevant national and sub-national legislation and regulations. Associated local-level and other agreements, in conjunction with Newcrest's policy architecture and standards, set the foundation for stakeholder engagement, partnerships and socioeconomic development initiatives.

Newcrest's Social Performance Standard adopts a life-of-mine approach and requires all operations to complete community social baseline studies and impact assessments. These underpin social risk management and inform strategic social investments. Newcrest's presence also contributes many direct and indirect benefits to the communities in proximity to its operations through employment (direct and indirect), prescribed payments such as compensation, scholarships, and voluntary contributions to community development and assistance.

Cultural heritage

A key management area at Newcrest is cultural heritage. In the 2022 financial year, Newcrest built on the success achieved in the previous year implementing the Cultural Heritage Management System. Newcrest commenced the review of its cultural heritage risk tolerance framework and the development of a stand-alone Cultural Heritage Standard and supporting materials. These documents set out the mandatory activities to be carried out at all operating sites, projects, and exploration locations managed by Newcrest. Free, Prior and Informed Consent is a key pillar of Newcrest Cultural Heritage management and activities are carried out jointly with all land-connected peoples.

Newcrest is an active member of industry bodies such as the Indigenous Policy Committee and the Cultural Heritage Task Force of the Minerals Council of Australia. Newcrest intends to continue to be actively involved in the coming year.

This Corporate Governance Statement was approved by the Board of Newcrest Mining Limited and is correct as at 21 September 2022.

Forward Looking Statements

This document includes forward looking statements and forward looking information within the meaning of securities laws of applicable jurisdictions. Forward looking statements can generally be identified by the use of words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "targets", "outlook" and "guidance", or other similar words and may include, without limitation, statements regarding estimated reserves and resources, expansion, exploration and development activities and the specifications, targets, results, analyses, interpretations, benefits, costs and timing of them; certain plans, strategies, aspirations and objectives of management, anticipated production, sustainability initiatives, dates for projects, reports, studies or construction, expected costs, cash flow or production outputs and anticipated productive lives of projects and mines. Newcrest continues to distinguish between outlook and guidance. Guidance statements relate to the current financial year. Outlook statements relate to years subsequent to the current financial year.

These forward looking statements involve known and unknown risks, uncertainties and other factors that may cause Newcrest's actual results, performance and achievements or industry results to differ materially from any future results, performance or achievements, or industry results, expressed or implied by these forward-looking statements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of resources or reserves, political and social risks, changes to the regulatory framework within which Newcrest operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation. For further information as to the risks which may impact on Newcrest's results and performance, please see the risk factors included in section 7 of the Company's Operating and Financial Review of its FY22 Financial Results released on 19 August 2022 and in the Annual Information Form dated 6 December 2021 lodged with ASX and SEDAR.

Forward looking statements are based on Newcrest's current expectations and reflect Newcrest's good faith assumptions, judgements, estimates and other information available as at the date of this document as to the financial, market, regulatory and other relevant environments that will exist and affect Newcrest's business and operations in the future. Newcrest does not give any assurance that the assumptions will prove to be correct. There may be other factors that could cause actual results or events not to be as anticipated, and many events are beyond the reasonable control of Newcrest. Readers are cautioned not to place undue reliance on forward looking statements, particularly in the current economic climate with the significant volatility, uncertainty and disruption caused by global events such as geopolitical tensions, the inflationary environment and rising interest rates and the ongoing COVID-19 pandemic. Forward looking statements in this document speak only at the date of issue. Except as required by applicable laws or regulations, Newcrest does not undertake any obligation to publicly update or revise any of the forward looking statements or to advise of any change in assumptions on which any such statement is based.