

Schedule 2
Part II
Transfer Certificate
Rule 144A Global Note to Regulation S
Global Note or to the definitive Registered Notes where Regulation S Global Note
exchanged

GOLD FIELD OROGEN HOLDING (BVI) LIMITED
U.S.\$ 1,000,000,000 4.875 per cent. Guaranteed Notes
Due 2020 (the "Notes")
Guaranteed by

GOLD FIELDS LIMITED

and

GFI MINING SOUTH AFRICA (PROPRIETARY) LIMITED

and

GOLD FIELDS OPERATIONS LIMITED

and

GOLD FIELDS HOLDINGS COMPANY (BVI) LIMITED

Reference is hereby made to the Trust Deed dated 7 October 2010 (the "**Trust Deed**"), between the Issuer, the Guarantors and Citicorp Trustee Company Limited, as Trustee. Capitalised terms used but not defined herein shall have the meanings given to them in the Trust Deed.

[INSERT [A] FOR TRANSFERS OF INTERESTS IN NOTES EVIDENCED BY THE RULE 144A GLOBAL NOTE TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL REGISTERED NOTES NOT BEARING THE SECURITIES LAW LEGEND IN CIRCUMSTANCES WHERE THE REGULATION S GLOBAL NOTE HAS BEEN EXCHANGED FOR DEFINITIVE REGISTERED NOTES. INSERT [B] FOR TRANSFERS OF INTERESTS IN NOTES EVIDENCED BY THE RULE 144A GLOBAL NOTE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN NOTES EVIDENCED BY THE REGULATION S GLOBAL NOTE.]

[A] This letter relates to U.S.\$[*] principal amount of Notes which are held in the form of an interest in Notes evidenced by the Rule 144A Global Note (CUSIP No. 38060AAA2) with DTC in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer or exchange of such interest for individual definitive registered Notes registered in the name of [insert name of transferee] (the "**Transferee**").

[B] This letter relates to U.S.\$[*] principal amount of Notes which are held in the form of an interest in Notes evidenced by the Rule 144A Global Note (CUSIP No. 38060AAA2) with DTC in the name of [insert name of transferor] (the "Transferor"). The Transferor has requested a transfer of such interest for an interest evidenced by the Regulation S Global Note to be held with [Euroclear][Clearstream, Luxembourg] (ISIN No. XS0547082973) Common Code No. 054708297 in the name of [insert name of transferee] (the "Transferee").

In connection with such request and in respect of such Notes, the undersigned hereby certifies that (i) such transfer has been effected in accordance with the transfer restrictions set forth in the Notes and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction and (ii) such transfer has been effected pursuant to and in accordance with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act of 1933 (the "Securities Act"), and accordingly the undersigned does hereby certifies that:

- (i) the offer and sale of the Notes was not made to a person in the United States and such offer and sale was not targeted to an identifiable group of U.S. citizens abroad;
- (ii) either:
 - (a) at the time the buy order was originated, the transferee was outside the United States or the undersigned and any person acting on its behalf reasonably believed that the transferee was outside the United States, or
 - (b) the transaction was executed in, on or through the facilities of a designated offshore securities market (as defined in Regulation S) and neither the undersigned nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;
- (iii) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable;
- (iv) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- (v) if the undersigned is an officer or director of the Issuer, Guarantor or a distributor, who is an affiliate of the Issuer, Guarantor or distributor solely by holding such position, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S.

This certificate and the statements contained herein are made for the benefit of the Issuer, Guarantors and the Registrar. Terms used in this certificate and not otherwise defined in the Trust Deed have the meanings set forth in Regulation S under the Securities Act.

Dated: [Insert Name of Transferor]

By: _____

Name:

Title:

(If the transferor is a corporation, partnership or fiduciary, the title of the person signing on behalf of such transferor must be stated.)

Schedule 2
Part I
Transfer Certificate
Regulation S Global Note to Rule 144A Global Note or to definitive Registered
Notes where Rule 144A Global Note exchanged
(required in respect of transfers during the Distribution Compliance Period)

GOLD FIELD OROGEN HOLDING (BVI) LIMITED
U.S.\$ 1,000,000,000 4.875 per cent. Guaranteed Notes
Due 2020 (the "Notes")
Guaranteed by

GOLD FIELDS LIMITED

and

GFI MINING SOUTH AFRICA (PROPRIETARY) LIMITED

and

GOLD FIELDS OPERATIONS LIMITED

and

GOLD FIELDS HOLDINGS COMPANY (BVI) LIMITED

Reference is hereby made to the Trust Deed dated 7 October 2010 (the "**Trust Deed**"), between the Issuer, the Guarantors and Citicorp Trustee Company Limited, as Trustee. Capitalised terms used but not defined herein shall have the meanings given to them in the Trust Deed.

This letter relates to U.S.\$[•] aggregate principal amount of Notes which are represented by the Regulation S Global Note, the beneficial interest in which is held through Euroclear or Clearstream, Luxembourg or both in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer of such beneficial interest in the Notes to a person who will take delivery thereof in the form of a beneficial interest in an equal principal amount of Notes represented by the Rule 144A Global Notes during the Distribution Compliance Period to be held with DTC in the name of [•] (the "**Transferee**").

In connection with such request and in respect of such Notes, the Transferor hereby certifies that such transfer has been effected pursuant to and in accordance with Rule 144A ("**Rule 144A**") under the U.S. Securities Act of 1933 (the "**Securities Act**") and, accordingly, the Transferor hereby further certifies that the beneficial interest in such Notes is being transferred to a person that the Transferor reasonably believes is purchasing the Notes for its own account, or for one or more accounts with

respect to which such person exercises sole investment discretion, and to whom the Transferor has given notice that the transfer is being made in reliance on Rule 144A, and such person, and each such account is a **"qualified institutional buyer"** within the meaning of Rule 144A, in each case in a transaction meeting the requirements of Rule 144A and in accordance with the transfer restrictions set forth in the Notes and any applicable securities laws of any state of the United States or any other jurisdiction.

This transfer certificate and the statements contained herein are made for the benefit of the Issuer, the Guarantors and the Registrar. Terms used in this certificate and not otherwise defined in the Trust Deed have the meanings set forth in Regulation S under the Securities Act.

Dated:

[Insert Name of Transferor]