

Reference GP 30/5/11/2/2 (220) MR






DEPARTMENT OF MINERAL RESOURCES
REPUBLIC OF SOUTH AFRICA
POWER OF ATTORNEY

I, THABO ENOCK GAZI, in my capacity as Acting Director-General of the Department of Mineral Resources, by virtue of the powers delegated to me in terms of section 103 of the Mineral and Petroleum Resources Development Act, 2002 (Act 28 of 2002), hereby grant a Power of Attorney to the Regional Manager: Gauteng Region of the Department of Mineral Resources, to-

- (i) sign the mining right in favour of **Gold Fields Operations Limited and GFI Joint Venture Holdings (Pty) Ltd** whereby the old order mining right is converted in terms of item 7(3) in Schedule II of the said Act, into a mining right for **gold (Au)** (list of properties as per Annexure 1) in extent of 3566.3740 hectares, and
- (ii) amend the converted mining right in terms of section 102 of the said Act by including silver, nickel, uranium, copper and pyrite and to extend the mining area by including certain portions of farms Modderfontein 345 IQ and Kalbasfontein 365 IQ (list of properties as per Annexure 2) in extent of 702.0199 hectares, for a period of 15 (fifteen) years, District of Westonia, according to the approval signed by me today.

Signed at Centurion on this 05th day of May 2010.


ACTING DIRECTOR-GENERAL:
DEPARTMENT OF MINERAL RESOURCES

AS WITNESSES:
1. 
2. 

GOLD FIELDS OPERATION LIMITED/GFI JOINT VENTURE HOLDINGS (PROPRIETARY) LIMITED
KNOWN AS
("THE SOUTH DEEP JOINT VENTURE")

a subsidiary of
GFI MINING SOUTH AFRICA (PTY) LIMITED

SCHEDULE : REGISTERED DESCRIPTION OF THE LAND,
AREA TO WHICH THIS APPLICATION RELATES

A. SOUTH DEEP MINING AREA

FARM NAME	FARM NO	REGISTRATION DIVISION	MAGISTERIAL DISTRICT	FARM SUBDIVISION	AREA (HECTARES)	SG DIAGRAM
WATERPAN	292	IQ	WESTONARIA	Portion 20 (a Portion of Portion 7)	65.0864	A2425/43
JACHTFONTEIN	344	IQ	WESTONARIA	Remaining Extent of Portion 2	135.7104	A2547/12
JACHTFONTEIN	344	IQ	WESTONARIA	Portion 42 (a Portion of Portion 12)	31.5975	A2642/25
JACHTFONTEIN	344	IQ	WESTONARIA	Portion 78 (a Portion of Portion 46)	75.0141	A1623/64
JACHTFONTEIN	344	IQ	WESTONARIA	Portion 79 (a Portion of Portion 46)	42.3028	A1624/64
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent	290.8825	A1474/1886
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 3	63.3343	A2309/04
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 4	493.1718	A2310/04
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 5	67.3706	A2311/04
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 9 (a Portion of Portion 4)	92.527	A3365/59
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 10 (a Portion of Portion 4)	54.818	A2779/15
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 16 (a Portion of Portion 1)	4.9942	A1776/22
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 20 (a Portion of Portion 3)	117.9802	A1781/22
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 21 (a Portion of Portion 3)	43.5722	A1782/22
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 23	130.2861	A2637/25
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 25	155.1122	A2639/25
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 28 (a Portion of Portion 23)	73.3542	A464/31
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 29 (a Portion of Portion 4)	85.653	A1598/25
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 30 (a Portion of Portion 4)	85.6529	A1599/35

FARM NAME	FARM NO	REGISTRATION DIVISION	MAGISTERIAL DISTRICT	SUBDIVISION	AREA (HECTARES)	SG DIAGRAM
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 38 (a Portion of Portion 16)	4.9942	A3189/43
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 41	87.6385	A6853/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 42 (a Portion of Portion 41)	50.3406	A6854/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 43 (a Portion of Portion 41)	50.3407	A6855/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 44 (a Portion of Portion 41)	50.3406	A6856/48
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 45 (a Portion of Portion 41)	20.6775	A6857/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 47	in Ptn 52	A6859/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 48 (a Portion of Portion 41)	14.5392	A6860/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 49 (a Portion of Portion 41)	27.4137	A6861/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 50 (a Portion of Portion 41)	23.8435	A6862/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 51	in Ptn 52	A6862/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 52	92.5052	A6863/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 58 (a Portion of Portion 29)	85.6532	A246/50
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 61	3.4261	A973/56
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 62 (a Portion of Portion 10)	61.6703	A2363/58
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 63 (a Portion of Portion 10)	54.5206	A2394/58
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 65 (a Portion of Portion 9)	35.6304	A3364/59
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 66 (a Portion of Portion 63)	0.2974	A3704/68
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 67 (a Portion of Portion 5)	33.6852	A1840/69
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 68 (a Portion of Portion 5)	33.6852	A1841/69
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 69 (a Portion of Portion 3)	28.1048	A10359/1991
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 70 (a Portion of Portion 21)	27.5857	A10361/1991
DOORNPOORT	347	IQ	WESTONARIA	Portion 3 (a Portion of Portion 2)	2.4005	
DOORNPOORT	347	IQ	WESTONARIA	Remaining Extent of Portion 4 (a Portion of Portion 2)	46.4561	A2102/04
DOORNPOORT	347	IQ	WESTONARIA	Remaining Extent of Portion 5 (a Portion of Portion 2)	77.8331	A2783/04
DOORNPOORT	347	IQ	WESTONARIA	Portion 6 (a Portion of Portion 4)	3.4261	A1087/86
DOORNPOORT	347	IQ	WESTONARIA	Remaining Extent of Portion 7 (a Portion of Portion 2)	234.851	A4942/12
DOORNPOORT	347	IQ	WESTONARIA	Portion 8 (a Portion of Portion 4)	85.225	A2019/14
DOORNPOORT	347	IQ	WESTONARIA	Remaining Extent of Portion 9 (a Portion of Portion 4)	26.4959	A2020/14
DOORNPOORT	347	IQ	WESTONARIA	Portion 11 (a Portion of Portion 5)	168.2201	A3886/24
DOORNPOORT	347	IQ	WESTONARIA	Portion 12 (a Portion of Portion 7)	125.4234	A1720/30
DOORNPOORT	347	IQ	WESTONARIA	Remaining Extent of Portion 18 (a Portion of Portion 4)	29.9274	A1021/44
DOORNPOORT	347	IQ	WESTONARIA	Portion 19 (a Portion of Portion 4)	19.3368	

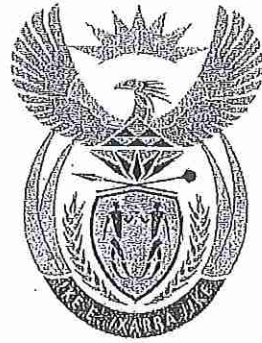
FARM NAME	FARM NO	REGISTRATION DIVISION	MAGISTERIAL DISTRICT	FARM SUBDIVISION	AREA (HECTARES)	SG DIAGRAM
DOORNPOORT	347	IQ	WESTONARIA	Portion 23 (a Portion of Portion 9)	35.8018	A6792/48
DOORNPOORT	347	IQ	WESTONARIA	Portion 24 (a Portion of Portion 9)	22.9272	A6793/48
DOORNPOORT	347	IQ	WESTONARIA	Portion 34	140.9212	A5487/51
DOORNPOORT	347	IQ	WESTONARIA	Portion 35 (a Portion of Portion 5)	94.2185	
DOORNPOORT	347	IQ	WESTONARIA	Portion 39 (a Portion of Portion 10)	42.8266	A3716/60
DOORNPOORT	347	IQ	WESTONARIA	Portion 40 (a Portion of Portion 10)	42.8266	A3720/60
DOORNPOORT	347	IQ	WESTONARIA	Portion 41 (a Portion of Portion 18)	29.9274	A3321/62
DOORNPOORT	347	IQ	WESTONARIA	Portion 42 (a Portion of Portion 18)	29.9274	A3322/62
DOORNPOORT	347	IQ	WESTONARIA	Portion 43 (a Portion of Portion 18)	29.9274	A3323/62
DOORNPOORT	347	IQ	WESTONARIA	Portion 44 (a Portion of Portion 18)	29.9274	A3324/62
DOORNPOORT	347	IQ	WESTONARIA	Portion 47 (a Portion of Portion 4)	39.7217	A7640/65
DOORNPOORT	347	IQ	WESTONARIA	Portion 48 (a Portion of Portion 4)	39.7229	A7641/65
DOORNPOORT	347	IQ	WESTONARIA	Portion 49 (a Portion of Portion 4)	39.721	A7642/65

B. SOUTH DEEP MINING AREA EXTENSION

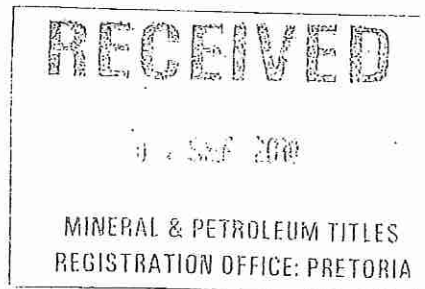
FARM NAME	FARM NO	REGISTRATION DIVISION	MAGISTERIAL DISTRICT	FARM SUBDIVISION	AREA (HECTARES)	SG DIAGRAM
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 11 (a Portion of Portion 2)	171.3064	A3023/17
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 12(a Portion of Portion 2)	171.3064	A3024/17
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 14(a Portion of Portion 1)	15.8744	A1772/22
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 34 (a Portion of Portion 15)	48.8687	A3194/43
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 36 (a Portion of Portion 15)	48.8687	A3196/43
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 46 (Consolidated now in Portion 52)		A6858/48
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 52	92.5052	A6863/48
MODDERFONTEIN	345	IQ	WESTONARIA	Remaining Extent of Portion 53	53.1751	A6847/48/62
MODDERFONTEIN	345	IQ	WESTONARIA	Portion 64 (a Portion of Portion 53)	32.4977	A4219/58
KALBASFONTEIN	365	IQ	WESTONARIA	Portion 26 (a Portion of Portion 1)	171.3064	A9986/73
KALBASFONTEIN	365	IQ	WESTONARIA	Remaining Extent of Portion 69	95.9316	A5838/60
KALBASFONTEIN	365	IQ	WESTONARIA	Portion 70 (a Portion of Portion 69)	34.2613	A5839/60
KALBASFONTEIN	365	IQ	WESTONARIA	Portion 78 (a Portion of Portion 69)	56.5311	A4843/66

DME 388

GP 30/5/1/2/2 (220) MR



DEPARTMENT: MINERALS AND ENERGY
REPUBLIC OF SOUTH AFRICA



CONVERTED MINING RIGHT

Converted in terms of Item 7 of Schedule II of the Mineral and Petroleum Resources Development Act,
2002 (Act No. 28 of 2002)

GOLD FIELDS OPERATIONS LIMITED AND GFI JOINT
VENTURE HOLDINGS (PTY) LTD

Minerals and Energy for Development and Prosperity

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The within mentioned right has been Amended/Variied by the enlargement of the Mining area and the additional of Minerals as will more fully appear on the deed of Amendment/Variation under mpt No:

3

MINERAL & PETROLEUM TITLES
Registered in the REGISTRATION OFFICE: PRETORIA
In the Register of Mining Right
On this day of
Under
P.P. DIRECTOR-GENERAL
DEPT. OF MINERALS AND ENERGY

P.P. DIREKTEUR-GENERAAL : MINERALE EN ENERGIE
P.P. DIRECTOR-GENERAL : MINERALS AND ENERGY

Protocol No ¹⁶³⁴ /2010

File No II20081201001

Application No GP (220) MR

LET IT HEREBY BE MADE KNOWN:

THAT on this 13 day of JULY in the year 2010, before me, CHRISTOPHER IAN STEVENS a Notary Public, duly sworn and admitted, residing and practising at PARKTOWN, JOHANNESBURG, in the GAUTENG Province of South Africa, and in the presence of the subscribing competent witnesses, personally came and appeared:

MMADIKELEDI SUZAN MALEBE, Regional Manager, GAUTENG Region of the Department of Minerals and Energy, and as such in his / her capacity as the duly authorised representative of:

THE MINISTER OF MINERALS AND ENERGY

The said Regional Manager, being duly authorised thereto under and by virtue of a Power of Attorney granted by the ACTING DEPUTY DIRECTOR-GENERAL of the Department of Minerals and Energy on the 05th day of MAY in the year 2010 in terms of the powers delegated by the Minister on the 12th day of May 2004 in terms of section 103 (1) of the Act.

Converted Mining Right: Converted in terms of item 7 of the Mineral and Petroleum Resources Development Act, No. 28 of 2002

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AND

VINO GAREN PARMANANDHAN PILLAY in his capacity as the company's Executive Vice President and Head of South African Operations of Gold Fields Operations Limited Registration Number 1959/003209/06, and MARK KEITH MORCOMBE in his capacity as Vice President and Head of the South African Operations of GFI Joint Venture Holdings (Proprietary) Limited, Registration number 1998/023354/07.

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(Hereinafter together with his/her/its successors in title and assigns referred to as "the Holder", he/she, the said representative, being duly authorised thereto under and by virtue of a power of attorney/resolution of directors/members of the Holder, signed or passed at Johannesburg on the 11th day of May in the year 2007 which power of attorney or a certified copy of a resolution has this day been exhibited to me, the notary, and remain filed of record in my protocol with the minutes hereof.)

AND THE MINISTER AND HOLDER DECLARED THAT:

WHEREAS The State is the custodian of the Nation's mineral and petroleum resources in terms of section 3 of the Act.

AND WHEREAS The Holder has applied for conversion of an old order mining right in terms of Item 7 of Schedule 2 to the Act,

AND WHEREAS The **ACTING DEPUTY DIRECTOR-GENERAL** of the Department of Minerals and Energy has by virtue of powers delegated to him, converted the Holder's old order, mining right in terms of Item 7 of the Schedule to the Act.

NOW THEREFORE THE MINISTER CONVERTS THE HOLDER'S OLD ORDER MINING RIGHT SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS:

Converted Mining Right: Converted in terms of item 7 of the Mineral and Petroleum Resources Development Act, No. 28 of 2002

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Definitions

In this mining right, the following words and expressions shall have the following meanings:

'Act' means the Mineral and Petroleum Resources Development Act, 2002 (Act 28 of 2002) and includes the Regulations, guidelines, circulars, directives and orders made in terms of that Act;

'Environmental Management Programme' is as defined in the Act and includes any other Environmental Management Programme approved in terms of the previous mining legislation;

'Financial year' means a complete financial year of the Holder which, at the time of the granting of this mining right, commences on 01 day of JULY in the year 2010; and ends on 30 day of JUNE in the year 2011;

'Holder' is as defined in the Act, and specifically in relation to this right, it means GOLD FIELD OPERATIONS LIMITED REGISTRATION NUMBER: 1959/003209/06 AND GFI JOINT VENTURE HOLDINGS (PTY) LTD, Registration No/Identification No 1998/023354/07;

'Mineral' is as defined in the Act, and specifically in relation to this right means gold;

'Mining Area' is as defined in the Act and includes any additional area of environmental liability as may be reflected on the Environmental Management Programme relating to this right;

'Mining right' is as defined in the Act and includes all the Annexures to it, agreements and inclusions by reference;


'Mining Work Programme' is as defined in the Act and as reflected in the attached Annexure A to this mining right;

'Minister' means the Minister of Minerals and Energy and includes the successors in title, the assignee or any person duly authorised to act in the Minister's place and stead;

'Old order mining right' is as defined in the Schedule to the Act.

'Regional Manager' is as defined in the Act and specifically in relation to this right means the Regional Manager for the Gauteng Region of the Department of Minerals and Energy;

'Social and Labour Plan', is as contemplated in regulation 46 of the Regulations to the Act and is as reflected in the attached Annexure B to this mining right; and

VAP

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1. Description of the Mining Area

The Mining Area shall comprise the following:

Certain: List of properties attached

Situated: Gauteng Magisterial/Administrative District of Westonia

Measuring: 3566.3740 hectares in extent.

(In the case of various farms being involved, a list can be attached and referred to as Annexure C);

Which Mining Area is described in detail on the attached Diagram/plan marked Annexure D.

2. Conversion of Old Order Mining Right

Without detracting from the provisions of Item 7 of the schedule to the Act, sections 5 and 25 of the Act, the Minister converts the holder's old order right and grants to the Holder the sole and exclusive right to mine, and recover the mineral/s in, on and under the mining area for the Holder's own benefit and account, and to deal with, remove and sell or otherwise dispose of the mineral/s, subject to the terms and conditions of this mining right, the provisions of the Act and any other relevant law in force for the duration of this right.

3. Commencement, Duration and Renewal

3.1. This mining right shall commence on 13 July 2010 and, unless cancelled or suspended in terms of clause 13 of this right and or section 47 of the Act, will continue to be in force for a period of 30 years ending on 12 July 2040.

3.2. The Holder must continue to conduct mining operations failing which this right may be cancelled or suspended.

3.3. Any application for renewal must be submitted to the Regional Manger not later than 60 working days prior to the date of expiry of this right.

4. Amendments, Variation and Abandonment

4.1. The terms of this right (including by extension of the area covered by it or by the addition of minerals or a share or shares or seams, mineralized bodies, or strata, which are not at the time the subject thereof) may not be amended or varied without the written consent of the Minister.

4.2. The Holder shall be entitled to abandon or relinquish the right or the area covered by the right entirely or in part. Upon abandonment or relinquishment of the mining area or any portion thereof, the Holder must:

4.2.1. Furnish the Regional Manager with all prospecting and /or mining results and/or information, as well as the general evaluation of the geological, geophysical and borehole data in respect of

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such abandoned area in so far as it applies to the mineral or any other mineral/s obtained in respect of this right and,

4.2.2. Apply for a closure certificate in terms of section 43 (3) of the Act.

4.3 With effect from the date the Holder has abandoned or relinquished a portion or portions of the mining area, and subject to section 43 of the Act, the Minister is entitled to grant any right, permit, or permission referred to in the Act in, on, or under the portion/s, so abandoned or relinquished, to any person/s.

5. Payment of Royalties and other Monies

5.1. The Holder shall as contemplated in section 25 (2) (g) pay to the State throughout the duration of this mining right, any royalties payable in terms of any Act or Amendment to an Act of Parliament implemented.

5.2. If, prior to the commencement of the Act, the Holder of this right paid any royalties, levies, fees, or consideration to the state, the Holder shall continue to pay same applicable to such old order mining right until such time a relevant Act of parliament is implemented.

6. Payment of Interest

If mining fees, any fees, any levy, royalties or consideration referred to in clause 5 are not paid punctually, the Holder shall be in mora and shall pay interest thereon at the rate prescribed in terms of section 80 of the Public Finance Management Act, 1999(Act 1 of 1999) reckoned from the date on which payment is due and payable, to the date of actual payment.

7. Restrictions and Obligations Imposed on the Holder

7.1 The Holder is entitled to the rights referred to in section 5(2), (3) and section 25 of the Act, and such other rights as may be contained in this mining right or such other right as may be granted to, acquired by or conferred upon the Holder by any other applicable law.

7.2 Mining operations in the mining area must be conducted in accordance with the Mining Work Programme and any amendment to such Mining Work Programme and an approved Environmental Management Plan.

7.3 The Holder shall not trespass or enter into any homestead, house or its curtilage nor interfere with or prejudice the interests of the occupiers and/or owners of the surface of the Mining Area except to the extent to which such interference or prejudice is necessary for the purposes of enabling the Holder to properly exercise the Holder's rights under this mining right.

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8. **Conditions on disposal of Minerals and/ or Products Derived from Mining**

It is a condition of the conversion of this old order mining right that the Holder shall dispose of all minerals and/ or products derived from the exploitation of the mineral at competitive market prices which shall mean in all cases, non-discriminatory prices or non-export parity prices. If the minerals are sold to any entity, which is an affiliate or non-affiliated agent or subsidiary of the Holder, or is directly or indirectly controlled by the Holder, such purchaser must unconditionally undertake in writing to dispose of the minerals and any products produced from the minerals, at competitive market prices.

9. **Mortgage, Cession, Transfer, and Alienation**

This mining right, a shareholding, an equity, an interest or participation in the right or joint venture, or a controlling interest in a company, close corporation or joint venture, may not be encumbered, ceded, transferred, mortgaged, let, sublet, assigned, alienated or otherwise disposed of without the written consent of the Minister, except in the case of a change of controlling interest in listed companies.

10. **Protection of Boreholes, Shafts, Adits and Openings.**

All boreholes, shafts, Adits, excavations, and openings sunk or made, by the Holder during the currency of this mining right shall be sealed, closed, fenced, made safe by the Holder in accordance with the approved Environmental Management Programme, the Mine Health and Safety Act, 1996 or any other applicable laws and Regulations.

11. **Holder's Liability for payment of Compensation for Loss or Damage**

11.1. Subject to section 43 of the Act, the Holder shall, during the tenure of this right while carrying out the mining operations under this right, take all such necessary and reasonable steps to adequately safeguard and protect the environment, the mining area and any person/s using or entitled to use the surface of the mining area from any possible damage or injury associated with any activities on the mining area.

11.2. Should holder fail to take reasonable steps referred to above, and to the extent that there is legal liability, the holder shall compensate such person or persons for any damage or losses, including but not limited to damage to the surface, to any crops or improvements, which such person or persons may suffer as a result of, arising from or in connection with the exercise of his/her rights under this mining right or of any act or omission in connection therewith.


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12. Inspection of Mining Area

The Minister and/or any person duly authorised thereto in writing by the Minister shall be entitled to inspect the mining area, the Holder's mining operations and the execution of the approved Environmental Management Programme on the Mining Area as provided for in the Act, and any instruction conveyed in writing by the Minister to the Holder requiring the proper performance by the Holder of the Holder's obligations under this mining right shall be put into effect by the Holder in terms of the Act.

13. Cancellation or Suspension

- 13.1 Subject to section 47 of the Act, this mining right may be cancelled or suspended if the Holder:
- 13.1.1 Submits inaccurate, incorrect and or misleading information in connection with any matter required to be submitted under the Act;
 - 13.1.2 Fails to honour or carry out any agreement, arrangement, or undertaking, including the undertaking made by the Holder in terms of the Broad Based Socio Economic Empowerment Charter and Social and Labour plan, on which the Minister relied for the conversion of this right;
 - 13.1.3 Breaches any material term and condition of this mining right;
 - 13.1.4 Conducts mining operations in contravention of the provisions of the Act;
 - 13.1.5 Contravenes the requirement of the approved Environmental Management Programme; or
 - 13.1.6 Contravenes any provisions of this Act in any other manner.
- 13.2 Before the Minister cancels or suspends this right, the Minister shall:
- 13.2.1 Give written notice to the Holder indicating the intention to suspend or cancel this right;
 - 13.2.2 Give reason/s why the Minister is considering the suspension or cancellation of this right;
 - 13.2.3 Give the Holder 30 days to show reasons why the right should not be suspended or cancelled;
 - 13.2.4 Notify, the mortgagee [if any], of the intention to suspend or cancel this right; and
 - 13.2.5 Direct the Holder, where it is possible to remedy any contravention, breach or failure, to comply or to take such specified measures to remedy any contravention, breach or failure to comply.
- 13.3 If the Holder does not take the measures as specified by the Minister to remedy a contravention, breach or failure, the Minister may cancel or suspend this right after considering representations made by the Holder in terms of clause 13.2.3.

14. Records and Returns

- 14.1. The Holder shall maintain all such books, plans and records in regard to mining on the Mining Area as may be required by the Act and shall furnish to the office of the Regional Manager such reports and documents as may be relevant under this right.

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14.2. The Holder shall furnish to the Regional Manager all such monthly returns contemplated in section 28 (2) A of the Act not later than the 15th day of the month following the month in respect of which it was reported.

14.3 The Holder shall furthermore at the end of each year following commencement of this mining right, inform the Regional Manager in writing of any new developments and of the future mining activities planned in connection with the exploitation/mining of the minerals on the Mining Area.

15. Minister's liability for Payment of Compensation

The Minister shall not at any time be liable or responsible for the payment of compensation of whatever nature to the Holder, the Holder's successors-in-title or assignee, or any person whomsoever as a result of the conversion of this right.

16. Compliance with the Laws of the Republic of South Africa

The conversion of this Right, does not exempt the Holder and its successors in title and/or assigns from complying with the relevant provisions of the Mine Health and Safety Act, (Act No.29 of 1996) and any other law in force in the Republic of South Africa.


17. Provisions relating to section 2(d) and (f) of the Act

In the furthering of the objects of this Act, the Holder is bound by the provisions of an agreement or arrangement dated 11 JULY 2010 entered into between the Holder/ empowering partner and A BEE CONSORTIUM LEAD BY ADVOCATE JEROME BRAUNS SC (STILL TO BE FORMED) (the empowerment partner) which agreement or arrangement was taken into consideration for purposes of compliance with the requirements of the Act and or Broad Based Economic Empowerment Charter developed in terms of the Act and such agreement shall form part of this right.

18. Social and Labour Plan

18.1 The holder must annually, not later than three months before the end of its financial year, submit a detailed implementation plan to give effect to Regulation 46(e) (i), (ii) and (iii) in line with the Social and Labour Plan.

18.2 The holder must annually, not later than three months after finalisation of its audited annual report, submit a detailed report on the implementation of the previous year's social and labour plan.

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19. Severability

Notwithstanding anything to the contrary, any provision of this mining right which is contrary to any provision of the Act or which is otherwise ultra vires, null and void, voidable, or unenforceable, shall be severable from the rest of this right, such rest thus being and remaining of full force, effect and enforceable.

20. Domicilia citandi et executandi

20.1. The parties hereto choose the following addresses as their *domicilia citandi et executandi* and for all purposes arising from this mining right, in particular for the purposes of serving of any notice in terms of this mining right, and any notice properly addressed to the under mentioned postal addresses of the parties shall be deemed to have been received by the addressee within 14 days if given in writing and posted by prepaid registered post addressed to the addressee at the relevant postal address:

20.1.1. In the case of the Minister:

Physical Address	Postal Address
75 Mentjies Street SUNNYSIDE, PRETORIA Code 0002 Tel (012) 444 3000 Fax	Private Bag X59 ARCADIA 0007

20.1.2. In the case of the Holder:

Physical Address	Postal Address
GOLD FIELDS HOUSE, CONSTANTIA OFFICE PARK, CNR 14 TH AVENUE & HENDRIK POTGIETER STREET, WELTEVREDEN PARK Code 1709 Tel (010) 210 6600 Fax (010) 210 6740	POSTNET SUITE 19 PRIVATE BAG X5 STRUBENS VALLEY 1735

20.2. Notwithstanding anything to the contrary herein contained, a written notice or communication actually received by a party at any place other than the chosen *domicilia citandi et executandi*

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shall constitute adequate notice or communication to the party notwithstanding that it was not sent to or delivered at such party's chosen *domicilium citandi et executandi*.

20.3 Either party shall be entitled from time to time to change the *domicilia citandi et executandi* or postal address furnished above after giving at least 14 days prior written notice of such change to the other party, failing which the above mentioned addresses will remain in force.

20.4. Any written notice or communication contemplated in this clause which is forwarded by one party to the other by registered post will be presumed to have been received by the addressee on the fourteenth day following the date of posting from an address within the Republic of South Africa to the addressee at the postal address of the addressee for the time being as determined in accordance with the provisions of this clause.

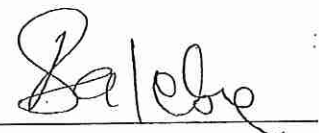
21. Costs

The Holder shall pay all costs and charges incurred in connection with the execution and registration of this prospecting right.

Thus done and signed at JOHANNESBURG on the 13th day of JULY in the year 2010 in the presence of the undersigned witnesses:

AS WITNESS:

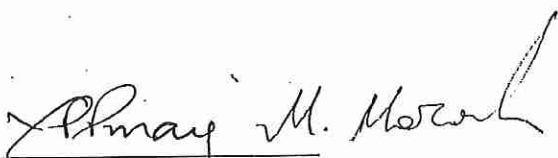
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For and on behalf of the Minister

AS WITNESS:

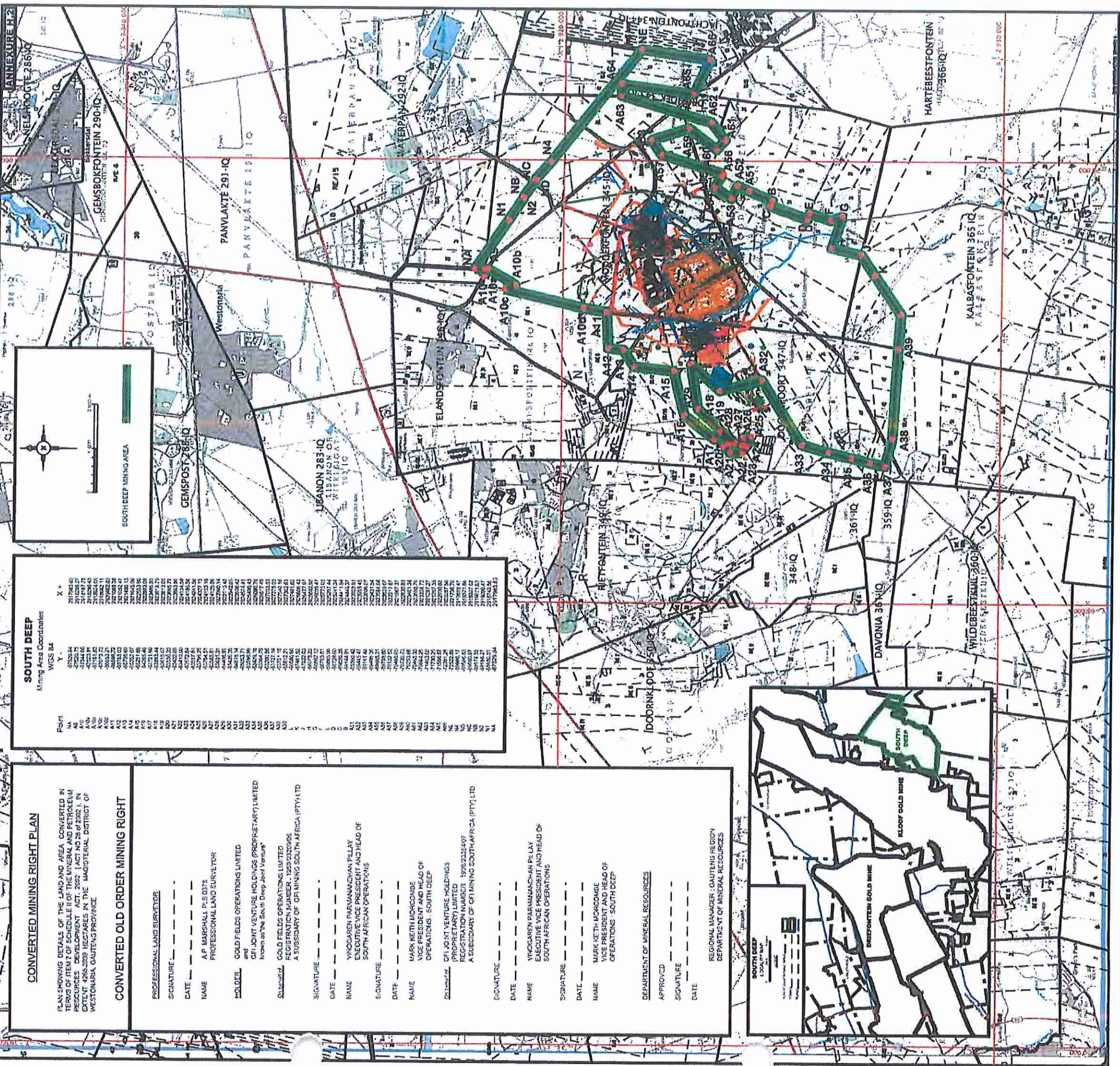




For and on behalf of the Holder



Notary Public



CONVERTED MINING RIGHT PLAN

PLAN SHOWING DETAILS OF THE LAND AND AREA CONVERTED IN TERMS OF ITEM 7 OF SCHEDULE 10 OF THE MINERAL AND PETROLEUM RESOURCES DEVELOPMENT ACT, 2002 (ACT NO 28 OF 2002), IN EXTENT 4260,3209 HECTARES IN THE MAGISTERIAL DISTRICT OF WESTONARIA, GAUTENG PROVINCE.

CONVERTED OLD ORDER MINING RIGHT

PROFESSIONAL LAND SURVEYOR
SIGNATURE _____
DATE _____
NAME A.P. MARSHALL P.L.S (DTS)
PROFESSIONAL LAND SURVEYOR

HOLDER
GOLD FIELDS OPERATIONS LIMITED
and
CFI JOINT VENTURE HOLDINGS (PROPRIETARY) LIMITED
known as 'the South Deep Joint Venture'

Subsidiary of
GOLD FIELDS OPERATIONS LIMITED
REGISTRATION NUMBER : 1623/0320005
A SUBSIDIARY OF CFI MINING SOUTH AFRICA (PTY) LTD

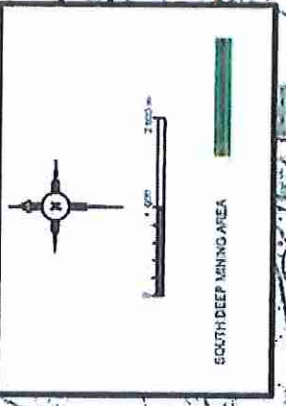
SIGNATURE _____
DATE _____
NAME YVONGAREN PARMANANDHAN PILLAY
EXECUTIVE VICE PRESIDENT AND HEAD OF
SOUTH AFRICAN OPERATIONS

SIGNATURE _____
DATE _____
NAME MARK KETHI MOKOBE
VICE PRESIDENT AND HEAD OF
OPERATIONS - SOUTH DEEP

Subsidiary of
CFI JOINT VENTURE HOLDINGS
(PROPRIETARY) LIMITED
REGISTRATION NUMBER : 1623/0320005
A SUBSIDIARY OF CFI MINING SOUTH AFRICA (PTY) LTD

SIGNATURE _____
DATE _____
NAME YVONGAREN PARMANANDHAN PILLAY
EXECUTIVE VICE PRESIDENT AND HEAD OF
SOUTH AFRICAN OPERATIONS

DEPARTMENT OF MINERAL RESOURCES
APPROVED _____
SIGNATURE _____
DATE _____
REGIONAL MANAGER : GAUTENG REGION
DEPARTMENT OF MINERAL RESOURCES



SOUTH DEEP
Mining Area Coordinates
WGS 84

Point	X +	Y +
NA	2617045.01	475253.44
AB	2418477.75	475253.78
AC	2418477.45	475254.06
A100	2418477.45	475254.06
A101	2418477.45	475254.06
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