

## Form 603

Corporations Act  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme TIMPETRA RESOURCES LIMITEDACN/ARSN 143 928 625

## 1. Details of substantial holder(1)

Name GOLD FIELDS LTD and the entities listed below (GOLD FIELDS)ACN/ARSN (if applicable) Not applicableThe holder became a substantial holder on 30 March 2011

## 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Persons' votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary                | 15,000,000           | 15,000,000         | 21.8%            |

## 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest        | Nature of relevant interest (7)                                 | Class and number of securities |
|------------------------------------|---|--------------------------------|
| Gold Fields Australasia Pty Ltd    | Registered holder   | 15,000,000                     |
| Gold Fields Australia Pty Ltd      | Has power to control the exercise of a right to vote or dispose | 15,000,000                     |
| Gold Fields Australasia (BVI) Ltd  | Has power to control the exercise of a right to vote or dispose | 15,000,000                     |
| Gold Fields Orogen Holding BVI Ltd | Has power to control the exercise of a right to vote or dispose | 15,000,000                     |
| GFL Mining Services Limited        | Has power to control the exercise of a right to vote or dispose | 15,000,000                     |
| Gold Fields                        | Has power to control the exercise of a right to vote or dispose | 15,000,000                     |

## 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest     | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|---------------------------------|---------------------------------|--|--------------------------------|
| Gold Fields Australasia Pty Ltd | Gold Fields Australasia Pty Ltd | Gold Fields Australasia Pty Ltd                | 15,000,000                     |

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest     | Date of acquisition | Consideration (9) |  | Class and number of securities |
|---------------------------------|---------------------|-------------------|--|--------------------------------|
|                                 |                     | Cash              | Non-cash   |                                |
| Gold Fields Australasia Pty Ltd | 8 March 2011        | Nil               | 100% interest in EL 4742 and 77% interest in EL 4552 | 15,000,000                     |

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable)             | Nature of association                                      |
|---|--|
| Gold Fields Australia Pty Ltd ACN 098 385 285 | Sole shareholder of Gold Fields Australasia Pty Ltd        |
| Gold Fields Australasia (BVI) Ltd             | Sole shareholder of Gold Fields Australia Pty Ltd          |
| Gold Fields Orogen Holding BVI Ltd            | Sole shareholder of Gold Fields Australasia (BVI) Ltd      |
| GFL Mining Services Limited                   | Sole shareholder of Gold Fields Orogen Holding BVI Limited |
| Gold Fields                                   | Ultimate holding company                                   |

## 7. Addresses

The addresses of persons named in this form are as follows:

| Name                               | Address  |
|------------------------------------|--|
| Gold Fields Australia Pty Ltd      | Level 5, 50 Colin Street, West Perth, Western Australia, Australia |
| Gold Fields Australia Pty Ltd      | Level 5, 50 Colin Street, West Perth, Western Australia, Australia |
| Gold Fields Australasia (BVI) Ltd  | 9 Columbus Centre, Pelican Drive, Tortola, British Virgin Islands  |
| Gold Fields Orogen Holding BVI Ltd | 9 Columbus Centre, Pelican Drive, Tortola, British Virgin Islands  |
| GFL Mining Services Limited        | 150 Helen Road, Sandton, Johannesburg, 2196 South Africa           |
| Gold Fields                        | 150 Helen Road, Sandton, Johannesburg, 2196 South Africa           |

## Signature

print name

Cain Farrel

capacity

Corporate Secretary

sign here



date

31 March 2011

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of 'associate' in section 9 of the *Corporations Act*.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the *Corporations Act*.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the *Corporations Act*.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.