precious metals

GHANA
South Africa
AUSTRALIA
Finland

AN OUTSTANDING YEAR
FOR GOLD FIELDS

NYSE
internationalisation

Annual Report 2002

growth
VALUE

GOLD FIELDS

COMPANY PROFILE

4.1Moz *attributable gold production*

Gold Fields Limited is one of the world's largest precious metals producers, with annual attributable gold production of 4.1 million ounces and attributable Mineral Resources of 187 million ounces and Mineral Reserves of 79 million ounces.

The Group has operations in South Africa, Australia and Ghana (West Africa) and gold and platinum group metals exploration projects in Africa, Australia, Europe, North America and South America. The company employs approximately 49,400 people across its operations.

One of the *world's largest unhedged gold companies*

Gold Fields is one of the world's largest unhedged gold companies, providing direct exposure to both the gold price and the underlying value and performance of the company. Its shareholders are based around the world, and increasingly in the United States.

NYSE listing *since May 2002*

The company has grown from strength to strength since its formation in 1998 through the combination of the gold assets of Gold Fields of South Africa Limited and Gencor Limited. The principal trading market for the company's ordinary shares is the JSE Securities Exchange South Africa (GFI). The company's American Depository shares are listed on the New York Stock Exchange (GFI). The company's ordinary shares are also listed on the London Stock Exchange, on Euronext in Paris and Brussels, as well as the SWX Swiss exchange.

Forward-looking statements

Certain statements in this document constitute forward-looking statements within the meaning of the US Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such risks, uncertainties and other important factors include, among others: economic, business and political conditions in South Africa, Ghana and Australia; decreases in the market price of gold; hazards associated with underground and surface gold mining; labour disruptions; changes in government regulations, particularly environmental regulations; changes in exchange rates, currency devaluations, inflation and other macroeconomic factors; and the impact of the AIDS crisis in South Africa. These forward-looking statements speak only as of the date of this document. The company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

CONTENTS

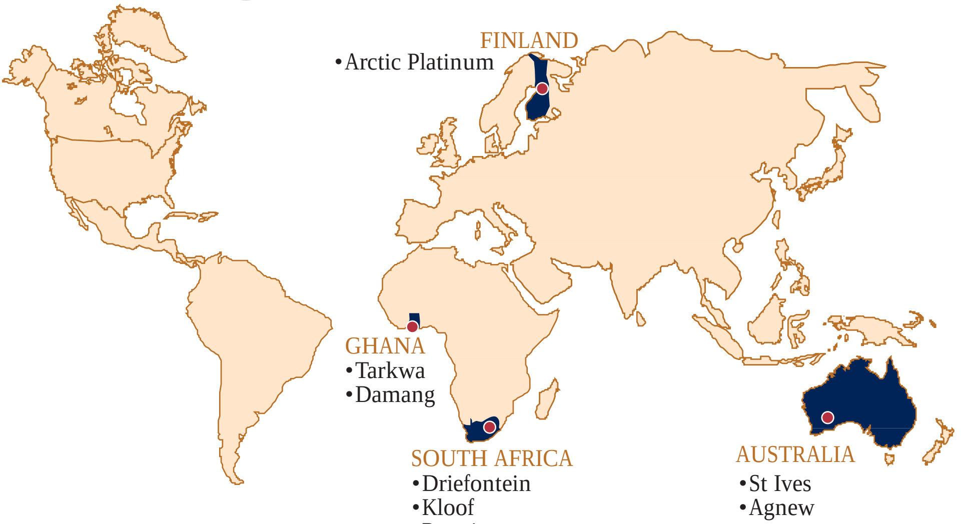
FINANCIAL HIGHLIGHTS – FISCAL 2002

Figures in millions unless otherwise stated

United States Dollars			South African Rand	
2001	2002		2002	2001
1,010.6	1,229.5	Turnover	12,528.4	7,690.6
		Earnings/(loss) for the year		
103.4	301.5	– Headline	3,072.5	787.9
(119.2)	301.5	– Net	3,072.5	(906.1)
207.8	440.3	– Net cash from operations	4,471.5	1,595.8
		Earnings/(loss) per share – cents		
23	65	– Headline	662	173
(26)	65	– Net	662	(199)
at 30 June 2001	at 30 June 2002		at 30 June 2002	at 30 June 2001
23.5	195.7	Cash	2,027.1	190.0
–	145.0	Long-term liabilities	1,502.2	–
23.5	76.1	Cash, net of long-term liabilities	514.9	190.0
876.8	1,071.0	Shareholders' equity	11,095.8	7,075.6
		Average Rand/US Dollar exchange rate for the year	10.19	7.61
		Operations		
		Attributable gold production (million ounces)	4.1	3.8
		Total cash costs (US$ per ounce)	173	196
		Gold produced per TEC (g/TEC)	221	198
		Square metres mined per TEC (m^2/TEC)	3.7	3.9

- Record earnings – R3,073 million (US$302 million)
- Record dividend of SA 310 cents per share
- Attributable production up 12 per cent to 4.1 million ounces
- Strategic acquisitions in Ghana and Australia
- NYSE listing

Key features



An outstanding

- On 21 September 2001, Gold Fields announced the acquisition of the St Ives and Agnew gold mines in Western Australia from WMC Resources Limited. The deal became unconditional on 30 November 2001 and has added 2.9 million ounces of reserves and 8.6 million ounces of resources to the company. More importantly, it gave the company its first firm foothold in Australia.

- On 12 December 2001, Gold Fields concluded a ground-breaking HIV/AIDS agreement with trade unions. This agreement was the first of its kind in the South African gold mining industry and laid the foundations for the launch of the comprehensive Informed, Consented, Voluntary Counselling and Testing (ICVCT), and Wellness Management Programmes early in the new financial year. These efforts will go a long way towards containing not only the spread of the disease, but also towards limiting its impact both on the individual employee and the company.

- Gold Fields, through Gold Fields Ghana Holdings Limited, acquired Abosso Goldfields Limited, which owns the Damang Mine in Ghana, from Ranger Minerals Limited. The acquisition has added 1.8 million ounces of resources and 1.2 million ounces (0.845 million attributable) of reserves to the existing Ghananian operation, Tarkwa, and provides the opportunity to capitalise on synergies with Tarkwa and to pursue exploration opportunities.

- The resources at the Arctic Platinum Partnership in Finland were upgraded to 14.4 million ounces of 2PGE+Au, as the project continues to grow. Gold Fields completed its 51 per cent earn-in into the partnership in January 2002.

- On 4 March 2002, the Board announced that Chris Thompson would become Non-Executive Chairman of Gold Fields and that Ian Cockerill would succeed him as Chief Executive Officer on 1 July 2002. This decision brings Gold Fields in line with international best practice in corporate governance.

year

- The listing of Gold Fields Limited on the New York Stock Exchange on 9 May 2002 was an important step towards increasing its visibility, improving liquidity and providing the potential to raise cash offshore.

- In May 2002, Gold Fields invested R100 million in ARMgold Limited via a private placement. This gives the Group a holding of 2,272,700 ordinary shares, which is indicative of its commitment to empowerment initiatives.

- The sale agreement relating to the acquisition of the St Helena Gold Mine by the ARMgold/Harmony FreeGold Joint Venture Company (Pty) Limited, was signed on 1 July 2002. St Helena has been downscaling for some time. The gross consideration is R120 million (US$12 million), with a monthly 1 per cent royalty on revenues for a period of 48 months. The sale should become unconditional early in the new financial year; the transaction has been approved by the South African competitions authorities and awaits approval by the Minister of Minerals and Energy.

- The company was included in the Philadelphia Gold & Silver sector (XAU) Index from 1 July 2002. The XAU is a capitalisation-weighted index composed of the common shares of 11 companies involved in the gold and silver mining industries. At approximately 12.5 per cent of the index, Gold Fields ranks as its fourth largest component. This is yet another measure of its increasing offering to the international investment community.

- In July 2002, Gold Fields' South African surface operations were awarded ISO 14001 certification, a culmination of a number of years of intensive efforts by the Group. ISO 14001 is an international benchmark for environmental management systems, underpinned by the fundamental principle of continuous improvement in the management of environmental impacts arising from operations, and requires the full integration of environmental concerns into the daily management of operations. Gold Fields is the first gold mining company in South Africa to achieve this distinction.


New York Stock Exchange, 9 May 2002

Letter from the Chairman

Our internationalisation strategy is bearing fruit

NYSE listing: *Former South African President Nelson Mandela, flanked by NYSE President Dick Grasso (on the left) and Chris Thompson (on the right) at the listing of Gold Fields on the New York Stock Exchange in May 2002.*

Results

The 2002 financial year, my last as both Chairman and Chief Executive Officer was an outstanding one. A record R3,073 million (US$302 million) was earned for the year, compared with a loss of R906 million (US$119 million) for the previous year, allowing a total record dividend to be paid of 310 cents per share (SA). Total attributable gold production was 4.1 million ounces, up 12 per cent from the 3.7 million ounces produced in 2001.

Record earnings *of R3.1 billion*

Total cash costs per ounce produced dropped from US$196 to US$173, while the received gold price rose from US$269 to US$292 per ounce. But it was the 34 per cent decline in the value of the Rand, from US$1.00/R7.61 to US$1.00/R10.19, that had the greatest impact on our results, raising our received Rand per kilogram price from R65,835 to R95,730.

Group cash flow before tax and capital expenditure was a healthy R4,780 million (US$472 million), up considerably over the 2001 figure of R1,778 million (US$234 million).

Significant achievements for the year

In retrospect, 2002 may be viewed as a watershed year for Gold Fields in that it marked the beginning of our internationalisation strategy bearing fruit and the vindication of our sustained policy of not hedging gold. It also heralded a number of other satisfactory milestones at the operations and the evolving culture of the company.

On 30 November 2001, we concluded the acquisition of WMC Resources Limited's gold operations at St Ives and Agnew in Western Australia for a total purchase price of US$235 million (R2,415 million; A$470 million). In contrast

& outgoing CEO

Chris Thompson
Chairman and outgoing Chief Executive Officer

VINDICATING OUR GOLD ANTI-HEDGING POLICY

"Gold Fields is now the world's most profitable gold firm."
Sherilee Bridge – *Business Report 2 Aug 2002*

Australian operations *contributed R557 million in just seven months*

to some of the deals done elsewhere in the industry, this transaction has been highly accretive to Gold Fields' shareholders. In the seven months since the acquisition, this purchase has contributed R557 million (US$50 million) to net earnings, or R46 per share, on the incremental 12 million shares issued as part of the purchase consideration.

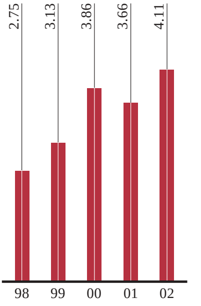
Acquisitions in Australia and Ghana *accretive to Gold Fields' bottom line*

A significant portion of these earnings is attributable to the decision to hedge approximately A$1.0 billion to cover costs over the next five years at exchange rates between US$0.49 and US$0.52 to the Australian Dollar, thereby ensuring a favourable Australian dollar price for our gold produced in Australia. Since the conclusion of this transaction, the assets have produced 424,000 ounces for Gold Fields (an annualised rate of over 725,000 ounces a year) at total cash costs of US$160 per ounce and US$232 per ounce for St Ives and Agnew, respectively.

Although the purchase was well justified on the basis of the proved and probable reserves, it was the exceptional exploration potential offered, by St Ives in particular, that attracted Gold Fields to this acquisition – the prospectivity of the Greater Revenge area underlying Lake Lefroy is quite unusual. Results from drilling during the few months we have been there are confirming our expectations, and we look forward to a long and rewarding experience in Western Australia. A remarkable feature of the transaction was the effective way a largely South African team of internationally inexperienced Gold Fields people executed it and the relatively seamless way the integration took place. We have much to thank our new Australian employees for their welcoming attitude toward us.

Exploration *opportunities in Ghana*

The Australian acquisition was followed in January 2002 by the acquisition, together with Repadré Capital Corporation, of Ranger Minerals' 90 per cent beneficial interest in the Abosso operations at Damang in Ghana. This property is located approximately 30 kilometres north-east of the Tarkwa Mine and is on the same geological structure, known as the Tarkwaian, a conglomerate reef not unlike the Wits systems in South Africa, although the Damang mine itself is on the adjacent Birimian structure. Between



Gold production – attributable (million ounces)

"The listing on the NYSE was a major success and contributed to a higher capitalisation of the company's shares."

Chris Thompson – *Chairman and outgoing CEO*

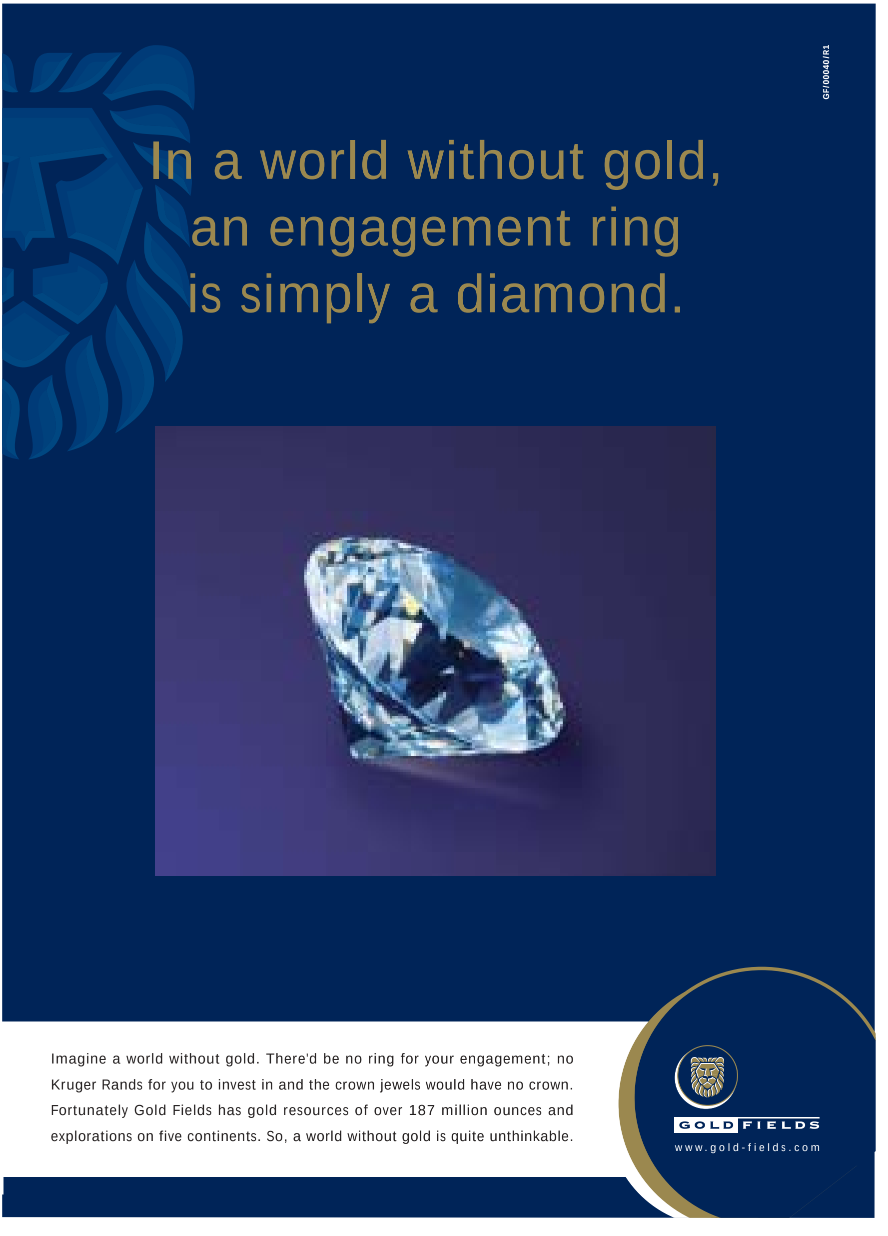
the two mines are several interesting exploration opportunities that could extend the life of the operations. The purchase price for this acquisition was A$63.3 million (US$33 million) in cash and 4 million Repadré shares of which Gold Fields was accountable for the cash portion for its attributable 71.1 per cent interest. This acquisition, too, was accretive. In the five months to 30 June 2002, the Damang operation produced 141,000 ounces and contributed net R90 million (US$8.3 million) to Gold Fields earnings, or an annualised rate of over 300,000 ounces and R200 million. Total cash costs per ounce produced for the period were US$200.

Turn-around *at Beatrix 4 shaft (previously Oryx)*

Another milestone achievement for the year was the turnaround at Beatrix 4 shaft. As shareholders will recall, this shaft had stubbornly resisted all attempts to make it profitable, leading to two major write-downs of our investment. By any objective measure, it should have been profitable from the start but poor shaft location, erratic pay channels in the ore, a demoralised workforce and, frankly, a most unco-operative union branch, led to successive failed efforts. It was only after the mine plan was completely reworked, the operation downsized, and all work stopped for two weeks while the entire underground was reorganised and given a fresh start, that it fulfilled its potential. This shaft is now a positive contributor to Beatrix's earnings and could continue to be so at lower gold prices. I am extremely proud of all those who contributed to this achievement.

Average daily volumes *on NYSE now exceed JSE*

In the fourth quarter we achieved one of my final ambitions as Chief Executive Officer of Gold Fields, a listing on the New York Stock Exchange. The occasion was given even more significance by the presence of Nelson Mandela, who rang the bell on Gold Fields' behalf at the opening ceremony on 9 May. The immediate effect of the listing was to increase the liquidity of Gold Fields' shares in North America, where average daily volumes now exceed the average volume on the Johannesburg exchange. The listing also greatly facilitates our access to the large US capital pool, a necessity if our internationalisation plans are to be realised. In the short term, the listing reduced the rating differential between Gold Fields and its North American counterparts, but the appearance of the leaked draft mining charter in South Africa, and its attendant damage to South African stocks, has denied a fair conclusion at this point. Overall, despite the considerable expense involved, the listing was a major success and has, I believe, contributed to a higher capitalisation of the company's shares.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In a world without gold,
an engagement ring
is simply a diamond.
Imagine a world without gold. There'd be no ring for your engagement; no Kruger Rands for you to invest in and the crown jewels would have no crown. Fortunately Gold Fields has gold resources of over 187 million ounces and explorations on five continents. So, a world without gold is quite unthinkable.
GOLD FIELDS
www.gold-fields.com

"This event today is about coming forward to test and protect your life"

Senzeni Zokwana – *President of the National Union of Mineworkers at the launch of Gold Fields' Informed, Consented, Voluntary Counselling and Testing programme at Driefontein.*

Briefly in May, the market recognised the growing potential of Gold Fields, putting a market capitalisation on the company of a little under R80 billion US$7.8 billion, up 400 per cent from the beginning of the financial year and up even more from 1998 when the company was capitalised at between R7 billion and R8 billion (US$1.3 billion). It retraced to R57 billion (US$5.2 billion) at the end of fiscal 2002, where it still ranks third in terms of market capitalisation in the gold mining world. Based on our reported net earnings of US$98 million and US$112 million for the third and fourth quarters respectively, Gold Fields is the most profitable gold mining company in the world.

Other notable achievements for the year include the certification of all surface installations at our South African Operations as ISO 14001 compliant, a first for a South African gold mining group. A further achievement was the agreement to sell St Helena, an elderly mine that had no long-term place in the Gold Fields portfolio, to the ARMgold/Harmony FreeGold Joint Venture Company (Pty) Limited.

The year was also notable for our advances on social issues, including the signing of a ground-breaking HIV/AIDS agreement with organised labour, increased investment in community programmes, and long-term planning for ultimate closures through the creation of a Property Division.

Ground-breaking *HIV/AIDS agreement with organised labour*

And, finally, we have had a seamless transition to a new order under my successor as Chief Executive Officer, Ian Cockerill, whose energetic efforts during my term made it all easy for me. The company is in good hands with Ian and the new restructured management team that he has in place. Gold Fields has more management depth in key positions now than I believe at any other time in its history. This allows us to take on new growth with confidence.

Health and safety

It is with regret that I have to report the death of 43 employees in the course of work during the year. The board and management extend their sincere condolences to the families and colleagues of those who have died.

Page 21 shows our key statistical safety performance figures for the year. Both shifts lost and reportable injury frequency rates deteriorated towards the middle of the year. Renewed focus on safety consciousness

Mine management *incentive incomes will be biased towards safety rather than production*

> "If South Africa is to be a success then the mining industry must proactively cater to the ambitions of the previously disadvantaged. This, we at Gold Fields, immutably subscribe to."
>
> Chris Thompson – *Chairman and outgoing CEO*

reversed this trend in the final quarter, and we look forward to increasingly lower record frequency rates in the new year. This year, mine management incentive income will be biased towards safety rather than production, re-emphasising our insistence that safety is our number one priority.

HIV/AIDS

Gold Fields has led the way in its response to the HIV/AIDS pandemic, implementing successful prevention and treatment programmes, including the Informed, Consented, Voluntary Counselling and Testing (ICVCT) and Wellness Programmes, as well as care for the sick in rural areas.

We have been circumspect about wide-scale implementation of an antiretroviral programme (ART). There are both medical and ethical reasons for this. AIDS is a comparatively aggressive virus with mutant strains developing in drug resistant forms where treatment regimens are not adhered to. Successful application of ART requires the patient to stick strictly to a twice-daily intake of ART drugs. Failure to do so invites the development of drug-resistance by the virus. There are in excess of 12,000 people who are HIV positive on Gold Fields' mines, and the practical requirements of ensuring that each person who wants it receives a twice daily strict administration of ART and the appropriate medical monitoring are daunting. ART is not a cure. It defers the onset of full-blown AIDS and death, it does not prevent it. Other prospective treatments currently in research may bring more practical and effective solutions and we are actively evaluating these.

At the same time, Gold Fields supports the research conducted through the Chamber of Mines to pioneer the protocols and solve the many practical problems associated with the provision of ART to large groups of employees. Gold Fields does not as yet consider it prudent to provide ART to all HIV positive patients owing to the lack of understanding of its impact in physically demanding occupations such as mining. The company does, however, provide ART under certain circumstances as a preventative treatment. Gold Fields believes that it is urgent for government, organised labour and employers to work together to find sustainable and credible solutions to this enormous challenge.


Chris Thompson and Tokyo Sexwale, Mvelaphanda Resources – Signing of precious metals exploration agreement, 11 July 2002

The Minerals Bill and Mining Charter

On 25 July 2002, details were leaked to the media of a proposed charter on empowerment in the mining industry of historically disadvantaged South Africans. The proposed charter provides that a factor in the determination of whether an application for new mining licences or for conversion of old mining rights to new rights under the Bill is granted will be whether the applicant has an economic empowerment partner or partners owning at least 30 per cent of existing operations and at least 51 per cent of new mining projects. In addition, the South African government and the mining industry would be required to negotiate for the transfer of at least 51 per cent of mining industry assets to historically disadvantaged South Africans within the next 10 years. The South African government was quick to distance itself from the terms of the leaked charter and to stress that all aspects of the proposed empowerment charter are negotiable.

The South African government has appointed a task team, which included representatives from mining companies, including Gold Fields, to develop the draft charter with the aim of achieving a mining industry that is non-racial, profitable, attractive to investors and accessible to new entrants.

Nonetheless the leaked charter caused quite a stir in the mining community, not just in South Africa, but also among the widespread groups of investors overseas who are the largest owners of South Africa's public mining companies. Their concerns are understandable, thus, Gold Fields remains committed to the process of engagement with Government in the firm belief that this will yield a positive result for all stakeholders.

"It is little wonder that Gold Fields' share price has been an industry outperformer. The company has the most free cash flow without strangling capital expenditure."

Tim Wood, *– Miningweb, August 2002*

It is common cause and something that we at Gold Fields subscribe to immutably, that if South Africa is to be a success, and if Gold Fields is to survive in the long term, then the mining industry must proactively cater to the ambitions of the previously disadvantaged. So, too, must all South Africans, black and white, alike. Not to do so will mean that the demands of the deprived will drive political agendas in directions no one wants to see them go. This is not a matter for the privileged alone. The burden of meeting the ambitions of the unemployed and poorly paid will rest on us all.

The language of the draft charter posits that the industry is the property of the "white mine owners" and that transfer of ownership to black empowerment groups is a highly desirable event. Even if it were achievable, financially or economically, transfer of ownership in and of itself will do nothing for job creation or alleviation of poverty in South Africa.

South Africa's mines are not, in fact, owned by the mythical "white owners". Gold Fields is 53 per cent foreign-owned, for the most part by institutions, which in turn invest the savings and pensions of millions of people in the street. The remaining 47 per cent is owned primarily by similar South African institutions that invest the savings and pensions of South Africans, a large portion of whom are black. There is no dominant white owner at all. And, therein lies the solution to true widespread black empowerment. Wider use of pension plans in the work force (via legislation if necessary) will rapidly expand black beneficial ownership. The encouragement of mutual funds and equity ownership for all employees would help a lot, too. These are the areas that hold promise for achieving transfer without destroying the industry and, at the same time, increasing the investible pool, so critical for allowing development and growth. To encourage these directions is not novel; all Western civilisations are financed this way, and many successful models exist to copy. Pushing it will bring strains to the economy and industry, but the strains would be far more equitable.

“We have employed a simple strategy: a focus on value for acquisitions and continued improvement of our operations.”

Chris Thompson – *Chairman and outgoing CEO*

New management

30 June was my last day as CEO of the company, although I will continue as non-executive Chairman residing, principally, in Denver in the USA. It has been a very rewarding experience guiding Gold Fields to its recent success. We have employed a simple strategy: a focus on value for acquisitions and continued improvement of our operations in South Africa, which strategy Ian Cockerill has vowed to continue. We will remain unhedged and believers in gold, our principal product, but will also consider platinum group metals, selectively, provided the investment passes the value tests like all other investments.

I believe the outlook for gold is as good as ever. An absence of new production and paucity of exploration means that reserves are not being replaced and the industry's reserve base is deteriorating fast. An industry-wide decline in gold production starting in 2003 or 2004 is now almost unavoidable, and the consequent need for demand to be filled from further central bank sales is obvious. This may eventually lead to a boom/bust cycle – something neither the central banks nor the industry need. The outlook, however, for companies with long life reserves, like Gold Fields, is quite attractive; and, despite the concerns raised by the Mining Charter, which are likely to ameliorate anyway, we can face the future with continuing optimism.

The outlook *for Gold Fields is attractive; we can face the future with continuing optimism*

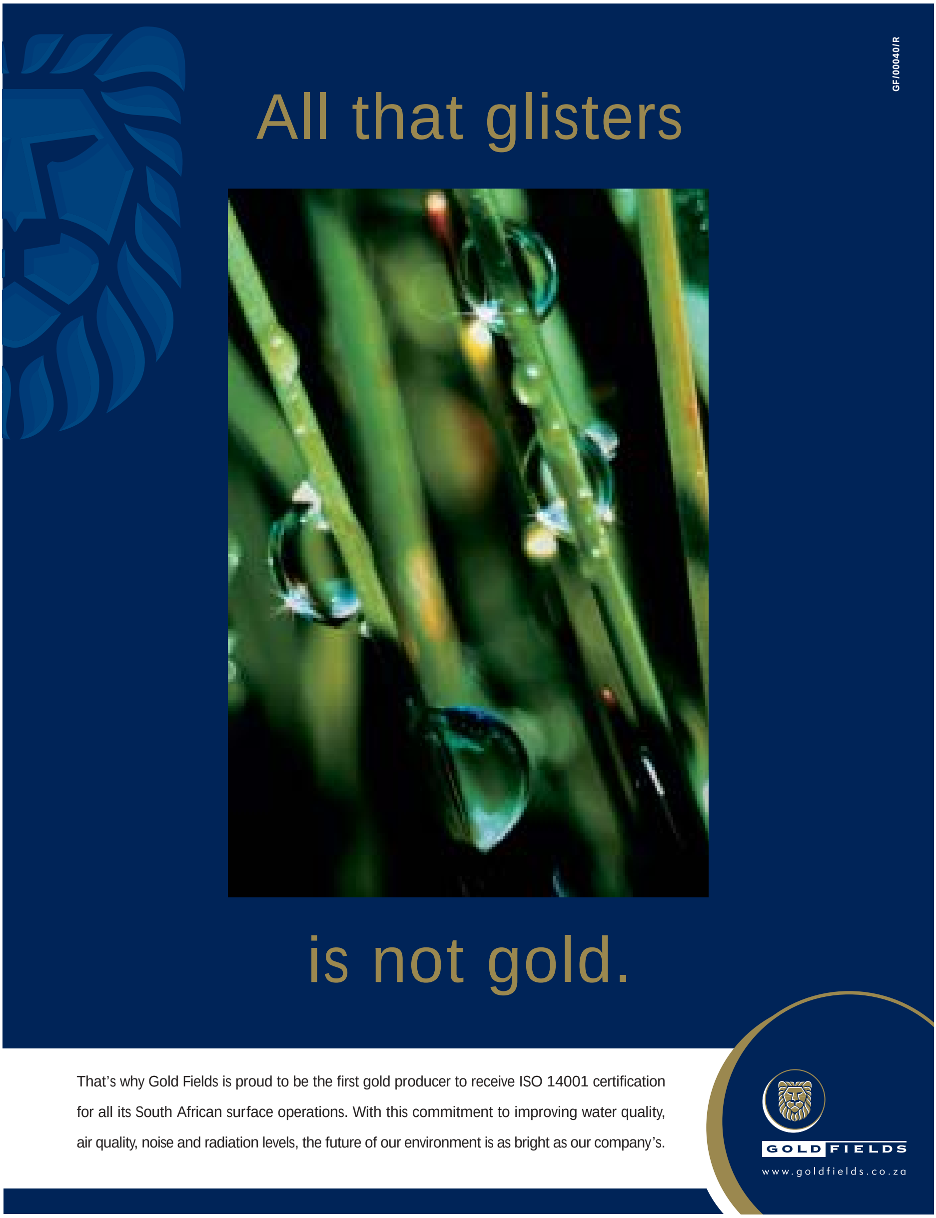
Finally, I would like to thank every single employee for their contribution towards making fiscal 2002 the outstanding year that it was for Gold Fields.

Chris Thompson
Chairman and outgoing Chief Executive Officer

GROUP VALUE ADDED STATEMENT

Figures in millions unless otherwise stated

	%	2002 Rm	%	2001 Rm
Value-added				
Turnover		12,528.4		7,690.6
Cost of materials and services		4,615.3		2,861.2
Value added by operations	92.9	7,913.1	97.8	4,829.4
Realised and unrealised gains on financial instruments	6.0	513.8	0.8	39.7
Dividend and other income	1.1	92.0	1.4	69.0
	100.0	8,518.9	100.0	4,938.1
Employees				
Salaries, wages and other benefits	37.6	3,201.9	61.4	3,032.2
Providers of capital	6.1	519.9	10.0	492.1
Dividends paid to shareholders	7.1	605.2	9.7	477.7
Finance (income)/cost	(1.0)	(85.3)	0.3	14.4
Government				
Taxation	8.9	763.2	2.0	97.9
Re-invested in the Group	47.4	4,033.9	26.6	1,315.9
Amortisation and depreciation	11.5	978.9	12.4	614.9
Deferred taxation	5.4	463.9	(3.3)	(164.0)
Impairment of assets and goodwill	–	–	43.0	2,121.2
Write-down of investments	–	–	1.2	60.5
Minority shareholders' interest	1.5	123.8	1.3	67.1
Retained earnings for the year	29.0	2,467.3	(28.0)	(1,383.8)
	100.0	8,518.9	100.0	4,938.1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All that glisters
is not gold.
That's why Gold Fields is proud to be the first gold producer to receive ISO 14001 certification for all its South African surface operations. With this commitment to improving water quality, air quality, noise and radiation levels, the future of our environment is as bright as our company's.
GOLD FIELDS
www.goldfields.co.za

Bompodi village opening, 25 April 2002

Bompodi village *His Excellency, President of South Africa, Thabo Mbeki, unveils the plaque commemorating his visit to Gold Fields' Bompodi village. President Mbeki was honoured with a blanket and walking stick, a traditional gesture reserved for very special guests. The village encompasses a team-building and change-management intervention at the Free State Division.*

COO's

A record year

"Fiscal 2002 was a year of great achievement and remarkable progress for Gold Fields."

Ian Cockerill, – *Chief Operating Officer*

Reviewing the year

By any standard, fiscal 2002 was a year of great achievement and remarkable progress for Gold Fields. Record earnings of some R3.1 billion (US$302 million) were reported for the year. Attributable gold production grew by 12 per cent to 4.1 million ounces, largely as a result of steady performances from the South African Operations and additional operations acquired in Ghana and in Western Australia.

Attributable *gold production up 12% to 4.1 million ounces*

Our attributable Mineral Resources and Mineral Reserves at year-end are substantial – 187 million ounces and 79 million ounces respectively.

Total cash costs are highly competitive and declined by 12 per cent from US$196 per ounce to US$173 per ounce, mainly on the back of the devaluation of the Rand. Unit costs per ton milled also improved and at R213 per ton were 5 per cent lower than fiscal 2001.

Total cash costs *down 12% to US$173/oz*

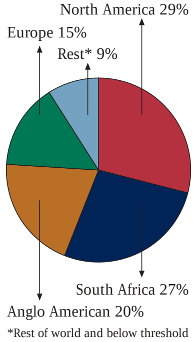
The increased gold price for the year had a hugely positive impact on earnings – the US$23 per ounce increase to US$292 per ounce received combined with a weaker Rand has meant robust margins and exceptional cash flows for the Group. As an unhedged producer, Gold Fields is directly exposed to the gold price and was able to fully benefit from the market's renewed faith in gold.

review

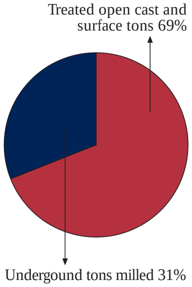
Ian Cockerill

Chief Operating Officer and incoming Chief Executive Officer

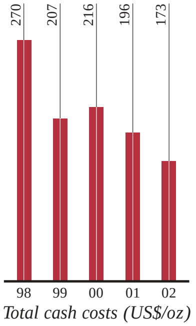
A REMARKABLE YEAR FOR GOLD FIELDS



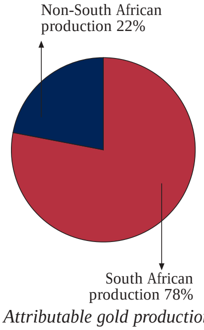
Shareholders in Gold Fields (fiscal 2002)



Type of operations (fiscal 2002)



Total cash costs (US$/oz) (fiscal 2002)



Attributable gold production split (fiscal 2002)

Trading in US: *Average number of shares rose by 47% during the latter part of the year.*

Genesis of a new group

The nature and complexion of Gold Fields changed significantly during the year, in particular as we delivered on our promise to internationalise not only our operations, but also our shareholder base. The average number of shares traded in the United States rose by 47 per cent during the latter part of the year, while the average number of shares traded globally rose by close on 45 per cent. Apart from Anglo American plc's 20 per cent holding by a wholly-owned South African subsidiary, less than 30 per cent of our shares are now held in South Africa, reflecting true diversity in our broad ownership profile.

Our diversity in terms of geography and mine type has also changed – 30 per cent of the group's attributable production on an annualised basis is now generated from non-South African assets, while about 35 per cent of attributable annualised production comes from open cast and surface resources. Good progress is being made at Arctic Platinum, which may in the future provide product diversity.

Our exploration pipeline has grown with 16 exploration projects, ranging from grassroots exploration, through initial drilling and resource definition, to feasibility studies.

Safety and health

Safety remains one of the biggest challenges facing Gold Fields, particularly at our deep level operations. We are committed to improving our performance in this area while striving towards our goal of eliminating all serious injuries and fatal accidents on all of our mines. Although good progress is being made in some areas, we regrettably still fall short of achieving our targets. During the year, safety performances throughout the Group were mixed, with excellent performances recorded at our Ghana and Australia Divisions, a much-improved performance at the Free State Division, a static performance at Kloof and disappointing results at Driefontein.

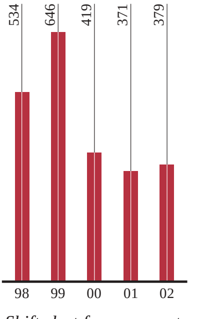
Forty-three employees lost their lives as a result of 37 separate work-related accidents during the year, reflecting a static year-on-year fatal injury frequency rate (FIFR) of 0.31 per million man hours worked for the Group as a whole. The Board and

"If our workplaces remain unsafe, we will never be a successful company. With every right comes an obligation – and every one of us is bound to comply with safety regulations and standards."

Ian Cockerill – *Group's Safety Awards for fiscal 2002*

management of Gold Fields extend their sincerest condolences to the families, friends and co-workers of our deceased colleagues. Twenty-four (64 per cent) of these accidents were related to seismicity and other falls of ground, while the remainder were caused by a wide range of miscellaneous accidents. It is pleasing to note that there were no fatalities related to flammable gas, thanks to vigorous inputs that included the development and implementation of an improved flammable gas code of practice, and ongoing audits and awareness campaigns.

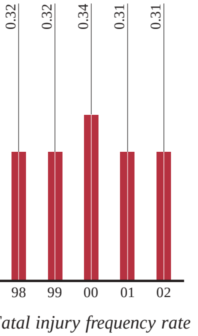
Gold Fields has continued to invest in technology and training in our higher-risk areas. At the same time, the implementation of the Full Compliance Safety campaign continues, with an emphasis on ensuring that safety management systems are in place and are effective. A safety and health summit held in November 2001 to engage and collaborate with stakeholders resulted in the formation of a tripartite task team (comprising management, employee representatives and representatives from the Department of Minerals and Energy), to determine a way forward. Recommendations from this team are expected by the end of September 2002.



Shifts lost frequency rate (per million man hours)

Our safety performance, as measured by the lost day injury frequency rate (LDIFR), was 19 per million man hours worked. This was worse than the rate of 14 achieved in fiscal 2001, primarily as a result of an unsatisfactory performance at Kloof. This was offset by an improved performance in the Free State and a static performance at Driefontein.

The accident severity rate as measured by the shifts lost frequency rate (SLFR) deteriorated by 2 per cent from 371 to 379 per million man hours worked, with improvements in all divisions other than Kloof. Pleasing improvements were noted during the second part of the year, with the LDIFR improving by 27 per cent from 22 per million man hours in the first six



Fatal injury frequency rate (per million man hours) months to 16 million man hours in the second six months. Similarly, the serious injury frequency rate (SIFR) improved by 19 per cent from 8.3 to 6.7 per million man hours and the FIFR improved by 21 per cent from 0.34 to 0.27 per million man hours from the first to the second half of the year. We are encouraged by the renewed vigour of the safety and health efforts at the operations which are reflected in these improvements and trust that this will be maintained and even improved upon in the coming months and years.

Comprehensive *medical surveillance programme in place*

Comprehensive medical surveillance

Noise-induced hearing loss, pulmonary tuberculosis (TB) and silicosis remain high-risk occupational health diseases. Hearing conservation programmes are in place at all company operations.

In South Africa, the company has undertaken to purchase only silenced rockdrills in the future and to refit existing drills with mufflers.

A comprehensive medical surveillance programme is in place across the group in respect of occupational diseases.

In South Africa, medical surveillance is provided at fully equipped and professionally staffed occupational health centres, each of which has a dedicated occupational physician. A total of 58,994 medical examinations were performed in the last year, consisting of initial, periodic, exit and change of occupation examinations.

TB remains the disease with the highest rate of incidence in South Africa. The increased incidence of TB in the mining industry is a result of the cumulative exposure to silica containing dust, and the more recent multiplicative effect of immuno-suppression as a result of HIV/AIDS. Gold Fields' TB management programme has been in place for many years and is based on early detection and effective treatment through Directly Observed Therapy.

Our operating strategy

The fact that our share price consistently out-performed those of our peers in the past year is for us a clear reward and indication of the understanding of and support for our underlying strategy.

Gold Fields is intent on being the leading, value-adding, globally diversified, precious metals producer through the responsible, sustainable and innovative development of quality assets.

"Gold Fields is intent on being the leading, value-adding, globally diversified, precious metals producer through the responsible, sustainable and innovative development of quality assets."

Ian Cockerill, – *Chief Operating Officer*

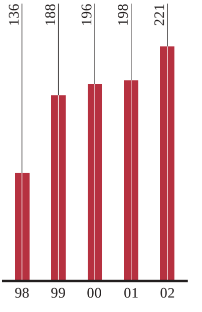
We aim to achieve outstanding returns for investors by:

- Optimising existing operations, through reducing costs and growing assets through inward investment;
- Growing Gold Fields and diversifying our geographical, technical and product risk by acquiring and developing additional world-class assets; and
- Developing the gold market.

Three-pronged strategy:
1. Optimise existing operations
2. Grow Gold Fields
3. Develop gold market

Optimising existing operations

We have done much over the past three years to turn to account the quality assets that we have within the Group. There is yet more to be done.



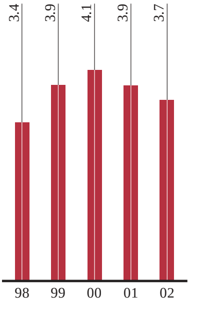
Productivity g/TEC

- *Focus on quality volumes*

  Our Safe, Quality, Daily Blast (SQDB) programme continues to evolve, with ongoing emphasis placed on mining increasing quality volumes and fully utilising existing shaft and metallurgical infrastructure.

  A feature of the past year has been the reduction in pay limits at the South African Operations as a result of the improved gold price and productivity at Gold Fields has moved to capitalise on this. As a result, all of our operations are investigating marginal mining initiatives, along the lines of the highly successful Project M at Beatrix, and the opening up of marginal mining areas.

Marginal *mining initiatives under investigation*



Productivity m^2/TEC

- *Investment in planning systems*

  A great deal of time and effort has been spent implementing an integrated resource and reserve planning system in South Africa. Enhancements to the new system will continue in fiscal 2003 with the aim of further improving our governance and dynamic planning capacity.

- *Development and implementation of new technology*

  Technology development is taking place on several

"Gold Fields remains a favoured stock, at least among South African analysts who argue it has the best operational fundamentals given its highly rated team."

David McKay– *Miningweb, 16 July 2002*

fronts, including the development and implementation of drill rigs and longhole drilling in South Africa; increased use of hydropower at Kloof and Beatrix; and increased mechanisation offshore. The implementation of technology is not without its challenges, however, and we have encountered some resistance. Nonetheless, we are striving to identify and implement appropriate technology to improve safety and productivity on our South African mines. The Group actively contributes to and participates in the collaborative Future Mine project in South Africa.

Ensuring the safety of our product from theft has been a focus of attention for some time and the large-scale implementation of some 900 surveillance cameras across the three South African divisions has been effective. We have conducted trials on the development of a biometric facial recognition system at Kloof 7 shaft metallurgical plant and are expanding the use of this technology to other metallurgical facilities in South Africa. We have extended the application of hydropower technology to Beatrix 3 shaft and continue to find applications for its use.

Inward investment *theme continues*

- *Inward investment for growth and efficiencies*

Our theme of inward investment to reduce costs and elevate performance continues. Major capital projects are continuing at Driefontein 1 and 5 shafts, Kloof 4 shaft and Beatrix 3 shaft in South Africa. At Driefontein we have continued to modernise the metallurgical facilities and the Driefontein 2 plant mill installation is due for commissioning at the end of September 2002. Once commissioned we will close and demolish the current crushing and multiple milling circuits and recover locked up gold. We have also completed the detailed design for the Driefontein 1 plant

"Only through the upliftment of the competency of our people, will we improve our operational performance and meet our transformation needs."

Ian Cockerill– *COO and incoming CEO*


Ian Cockerill and Ms Phumzile Mlambo-Ngcuka, Minister of Minerals and Energy, Johannesburg 28 July 2002

mill upgrade project and are planning to begin construction in October 2002. During the September 2001 quarter, we completed metallurgical upgrades at the Kloof 1 plant and Driefontein 1 plant, adding more efficient and cost-effective carbon-in-pulp and central elution facilities.

Investing *in new underground operations in Australia*

In Australia, the Group is investing in new underground operations at St Ives (Argo underground project) and Agnew (Waroonga underground project) to supplement gold production.

Investment in our people has also intensified with increased employee development and education and training. Behavioural and supervisory training is being targeted in areas where competency deficiencies have been identified. A governance structure has been introduced which will introduce equal opportunities for all and provide succession planning through effective individual development plans. Gold Fields acknowledges that it is only through the upliftment of the competency of our people that we will improve our operational performance and meet our transformation needs.

- *Consolidation of new acquisitions*
  An area of opportunity going forward is the integration and consolidation of the new acquisitions in Ghana and Australia into the Group. At the same time as optimising their operations, we will be looking at opportunities for inward investment. A particular feature of both of the recent acquisitions is the exploration opportunity that arises as we will be looking to exploit this more fully during the year ahead.

"Sustainability is considered an oxymoron in the mining industry, but it is possible to create sufficient wealth to generate new activities"

Ian Cockerill – *Celebration marking the ISO 14001 accreditation of Gold Fields' South African Operations*

Acquiring and developing additional world-class assets

Gold Fields' vision encompasses precious metals, including gold and the platinum group metals (PGMs). We will endeavour to create and avail ourselves of opportunities that will increase our geographic diversity, whilst not overlooking those opportunities that may arise in our own backyard.

Exploration *and business activities span five continents*

Our exploration and business development activities span five continents, with projects at all levels within the development cycle being pursued.

"Rule of twos" *drives the search for quality assets*

Driving its search for quality assets is Gold Fields' minimum target criteria, referred to as the "Rule of twos". These criteria include potential assets having a minimum of 2 million ounces of reserves and a production rate of more than 200,000 ounces per year (see page 80). To be considered, any project must have the potential to meet the majority of these requirements. However, where opportunities arise, such as Damang, where there are economic synergies with existing operations, these will be pursued too.

Gold market development

Gold Fields is a long-standing and vital member of the World Gold Council and, through this body and other means, is a keen supporter of the current initiatives to broaden investor sentiment towards gold. One of the more recent avenues being pursued is the funding of research, through Project Autek, into potential industrial uses for gold, such as in catalysts and nanotechnology.

Restructuring

The structure of our Group has evolved further this year with the creation of two clear regions of operation, the South African Operations and the International Operations. I have also taken this opportunity to restructure our executive team, utilising the skills and expertise of the highly competent and committed people at our disposal, to ensure that the challenge of time-zone management demanded by International Operations, and the ongoing needs of our South African Operations are adequately addressed. I have no doubt that the calibre of our executive and operational teams is world-class and well up to the task.

HIV/AIDS

A key challenge in South Africa for investors, management and employees, is the management of HIV/AIDS. It is a challenge which our group has taken seriously and the preparations that we have put in place over a number of years are standing us in good stead. The company's HIV/AIDS policies and programmes – and its co-operation and agreements with organised labour – are frequently cited as best practice.

HIV/AIDS
a key challenge

Our strategy is three-pronged. First, we aim to sustain the reductions in new infections among employees and their communities. Second, we aim to manage the impact on our employees, their communities and our operations. Third, we intend managing the costs of HIV/AIDS per ounce of gold produced to remain competitive.

Two key events during the year were the signing of a bilateral policy agreement between Gold Fields and the representatives of the National Union of Mineworkers, the United Association of South Africa and the Mineworkers Union Solidarity. This was the first of its kind in the South African gold mining industry. The agreement highlights the overall commitment by all parties to manage the impact of the HIV/AIDS pandemic on individuals and communities. This was followed by the joint launching of the Informed, Consented, Voluntary Counselling and Testing and Wellness programmes in August 2002. To mark the launch, and to encourage employees to find out their HIV status, the President of the NUM, Zenzele Zokwana, and I were publicly tested for HIV at each of the South African divisions.

Based on surveys and available information, we estimate that the HIV prevalence level for the company is in the region of 26.4 per cent, which correlates positively with the national prevalence rate for the same demographic profile.

As a result of the preventative programmes currently in place, it is estimated that overall HIV/AIDS costs to the company will peak marginally above US$3 per ounce of gold when the epidemic reaches its peak in 2010. This is not an incremental cost increase as some of the costs, such as medical infrastructure, are already accounted for in the cost base. Had Gold Fields not intervened in the proactive management of the epidemic at its operations, the cost to the company would have peaked at US$9 per ounce.

GF 00064

There's one thing more precious to us than gold.

Our people.

We are fighting the war against HIV/AIDS with every weapon at our disposal! This includes vigorous awareness and peer education campaigns, the aggressive treatment of Sexually Transmitted Infections and Tuberculosis, informed voluntary counselling and testing for all employees and wellness management programmes for people living with HIV/AIDS. All of which is moving us towards our goal of zero new infections after 2002. Every new infection is one too many!

GOLD FIELDS

www.gold-fields.com

Sustainable development

Later in the year, we will for the first time be publishing a separate review which deals with the issues relating to sustainable development. This is in line with international best practice and, in the South African context particularly, the requirements of King II. We see the social, environmental and economic impacts of our business – the so-called triple bottom line – as an integral part of our operating activities. This review, which will be available on our website and on request, should provide our shareholders with a glimpse of this often overlooked facet of our activities.

Sustainable *development review to be published soon*

Conclusions

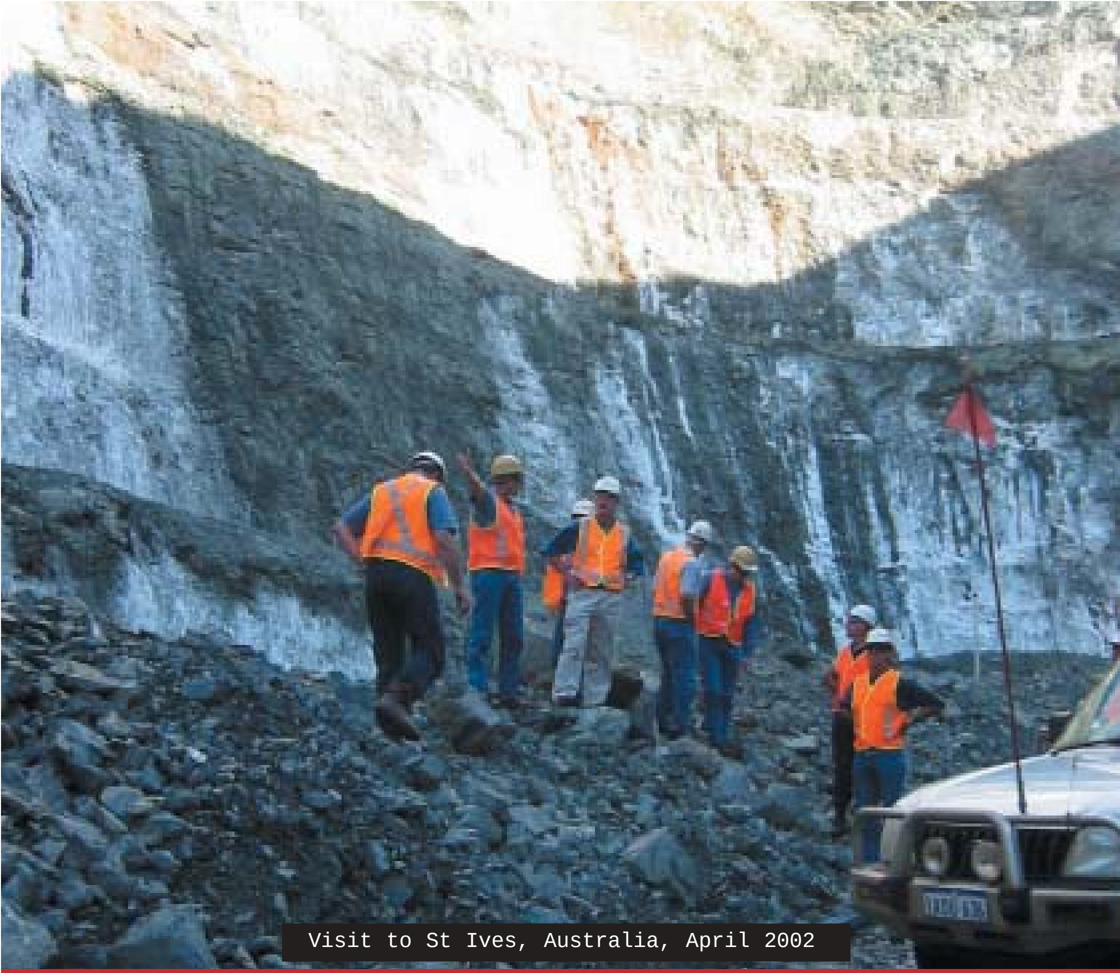
The year ahead is likely to prove just as demanding and, hopefully, as successful as this past one. Our principal challenges will be to:

- At least maintain and work towards further performance improvements in the areas of safety, operations and cost control.
- Play a leading role in the negotiations around the minerals legislation and associated legislation in South Africa, bearing in mind the changing paradigm that we are now working under and increasing demands for greater corporate social responsibility.
- Continue to seek genuine, value-adding growth opportunities in the precious metals field for Gold Fields' shareholders, on a global scale.
- Further position the Group in terms of sustainable development.

I am convinced that with the new team in place and its broad ranging skills and depth of experience, Gold Fields has a highly competitive combination of geological, human and technical resources that will enable us to tackle any challenge we may face. I look forward to fiscal 2003 with unbridled enthusiasm.

In conclusion, on behalf of both employees and shareholders, I would like to record my sincerest appreciation to Chris Thompson. Under his leadership, the Group has grown tenfold and his unfailing belief in gold has vindicated Gold Fields' strategy, enabling it to reap its reward. His wise counsel and thoughtful leadership inspired a new culture of unity within the Group, and for this I thank him. We look forward to to his continued input in the years ahead.

Ian Cockerill
Chief Operating Officer and incoming Chief Executive Officer



Visit to St Ives, Australia, April 2002

Review of

Optimising existing and newly acquired operations by reducing costs and growing assets through inward investment.

Gold Fields' operations are structured into two areas, namely South African Operations and International Operations. The South African Operations comprise the Driefontein, Kloof and the Free State divisions, while the International Operations encompass St Ives and Agnew in the Australia Division, and Tarkwa and Damang in the Ghana Division. On 1 July 2002, the company entered into an agreement to sell the St Helena Mine (part of the Free State Division) to the ARMgold/Harmony FreeGold Joint Venture Company (Pty) Limited.

SOUTH AFRICAN OPERATIONS

operations

Division		Production (Moz)	Total cash costs (US$/oz)
Driefontein		1.33	158
Kloof		1.10	179
Free State	Total	0.77	186
	Beatrix	0.65	173
	St Helena	0.12	257

DRIEFONTEIN DIVISION

Location:	70 kilometres south-west of Johannesburg, near Carletonville in Gauteng, South Africa.
Infrastructure:	Eight shaft systems and three gold plants
Geology:	Carbon Leader Reef and Ventersdorp Contact Reef. Also the Middelvlei Reef
Mine type and depth:	Underground, mining between 800 and 3,400 metres
Employs:	17,800 people.

*Safety and health**

FIFR:	0.39
LDIFR:	15.3
SLFR:	322

*Note: In this report, FIFR, LDIFR and SLFR are all measured per million man hours worked.

Driefontein ended the year with a FIFR rate of 0.39 per million man hours worked, significantly up on the 0.21 reported in fiscal 2001. The primary cause of fatalities was seismic-related falls of ground. In particular, the mine was affected by a multiple fatality event at the 1 tertiary shaft on 22 January 2002 where five people died as a result of a seismic event in a development end, and an accident at 5 West shaft on 28 June 2002 where two people lost their lives as a result of a seismic event. The year has also seen a growing incidence of flammable gas intersections at the 5 and 1 East shaft complexes, necessitating the implementation of a strategy aimed at the early detection of these intersections and the prevention of incidents as a result. A joint safety and health agreement was reached with unions and associations in the year and a joint Health and Safety committee was established.

Looking forward, Driefontein aims to eliminate accidents through the effective implementation of the Full Compliance initiative. Seismic risk is being minimised through strata control training, seismic monitoring and controlling stope face geometries. The joint Health and Safety committee's influence will increase, and lead to improved safety awareness and promote safety performance. An holistic risk-

Mike Prinsloo

Executive Vice President,
Head of South African Operations

Representatives of the winning team from Driefontein – Annual Safety Awards, 15 August 2002

quantification programme, incorporating ventilation, safety and strata control audits, will also be advanced during the year ahead. Improvements in environmental conditions, to reduce wet bulb temperatures to below 28.5 degrees Celsius, are ongoing.

Operating results

Gold produced:	1.33 million ounces
Total cash costs:	US$158 per ounce
Yield:	6.3g/t
Productivity:	187g/TEC and 3.2m^2/TEC

Driefontein delivered in line with expectations, with total gold production of 1.33 million ounces, marginally down on the previous year, at total cash costs of US$158 per ounce. The latter reflects a decrease of some 14 per cent in Dollar terms from the US$184 per ounce recorded the previous year, but a 14 per cent increase in Rand terms to R51,153 per kilogram.

1.33 Moz *production delivered in line with expectations*

A total of 697,580 square metres was mined from underground sources; the mine treated 6.6 million tons, 3.8 million from underground and 2.8 million from surface rock dumps. This is in line with the strategy of fully utilising metallurgical capacity to add value. Underground and surface yields were maintained at 9.4g/t and 2.1g/t respectively, albeit that the mining mix changed to higher proportions of Carbon Leader Reef, from 50 per cent to 58 per cent. Overall, the yield was 6.3g/t.

Total main development decreased from 38,341 to 33,565 metres. The increased Rand gold price has led to the opening-up of old areas for additional volumes. As a result, the mine is accessing old workings and secondary reefs at 5 West shaft.

Commendable *productivity levels achieved*

Productivity levels achieved for the year were 187g/TEC and 3.2m^2/TEC on the back of increased volume from stoping activities towards year-end.

Production build up at the 5 and 1 East shaft complexes proceeded well and development results from this area are in line with expectations, albeit that methane intersections have resulted in unplanned stoppages.

Financial results

Net earnings:	R878 million (US$87 million)
Operating margin:	42 per cent
Capex:	R475 million (US$47 million)

Driefontein achieved net earnings of R878 million (US$87 million) at an operating margin of 42 per cent, which was substantially higher than planned. Taxation was also higher at R502 million (US$50 million). Operating costs of R2.3 billion (US$224 million) rose by 11 per cent; similarly, unit cost per ton increased to R342 (US$34) as throughput was virtually the same as last year.

Capital expenditure for fiscal 2002 was accelerated to R475 million (US$47 million) as the mine restarted capital projects previously curtailed when the gold price slumped to below US$270 per ounce early in 2001.

Outlook

Gold output *to continue at current levels*

Gold output for fiscal 2003 is expected to continue at current levels, with underground volumes marginally higher than the current year and a lower relative rock dump material throughput. Underground yields are expected to be lower as a higher proportion of the Carbon Leader Reef, coming from the new 5 and 1 East shaft complexes, and less high grade Ventersdorp Contact Reef, from the other shafts, is mined. Opening up and subsequent mining activity at the higher grade 5 West shaft should partly offset this reduction, although increased marginal mining activity will lower the average values mined. Surface operation yields are planned to increase marginally from that achieved in fiscal 2002 on the back of the No 2 plant clean-up programme.

High stoping widths within the multiple-band Carbon Leader zones at 5 East shaft will have a negative impact on face advance. At the same time, quality volume increases should be enhanced through the systematic implementation of the Safe

“Gold Fields breezes to world summit.”

Stewart Bailey – *Miningweb*

Cool Factory Stope initiative. This initiative, in conjunction with the lost-blast management programme, focuses on single-sided mining with appropriate technology and results in effective mining cycles. This is facilitated by an intensive coaching and training programme aimed at improving the quality of mining.

Development values will decrease as activity moves away from the higher grade Ventersdorp Contact Reef to the relatively lower grade Carbon Leader Reef. Rigorous cost control will be attained through the use of cost-control systems, norm driven budgets, reviewing and measuring against material standards and increasing salvage activities.

Capital expenditure *set to increase*

Capital expenditure is set to increase to R523 million (US$52 million), with the primary investment areas being 1 Tertiary shaft – R130 million (US$13 million); 5 East shaft – R126 million (US$13 million); and metallurgical plant upgrades amounting to R141 million (US$14 million).

Major initiatives include:
- Production build up at the 5 East and 1 Tertiary shafts;
- Opening up old areas of the mine for additional volumes;
- Project M, the marginal mining project;
- Completion of the metallurgical upgrades at 1 and 2 Plants;
- Evaluating alternatives to exploit reserves below 50 level at 5 East shaft; and
- Assessing the potential for operational synergies with adjacent mines.

Driefontein Division production statistics

			F2002	F2001	F2000	F1999
Area mined	– total	000 m²	698	750	759	736
Tons milled	– underground	000	3,770	3,889	3,614	3,920
	– surface	000	2,817	2,662	1,994	1,546
	– total	000	6,587	6,551	5,608	5,466
Yield	– underground	g/t	9.4	9.4	10.8	10.8
	– surface	g/t	2.1	2.1	2.3	2.8
	– combined	g/t	6.3	6.4	7.8	8.5
Gold produced	– underground	kg	35,431	36,459	38,954	42,194
	– surface	kg	5,832	5,572	4,543	4,293
	– total	kg	41,263	42,031	43,497	46,487
Gold produced	– total	000 oz	1,327	1,351	1,398	1,495
Gold sold	– total	kg	40,541	42,031	43,497	46,487
Total cash costs		US$/oz	158	184	213	199
		R/kg	51,153	45,064	43,458	38,708
Capital expenditure		Rm	475.2	456.3	155.9	318.9
		US$m	47.2	60.0	24.6	52.7

KLOOF DIVISION

Location:	60 kilometres south-west of Johannesburg near Carletonville in the province of Gauteng, South Africa
Infrastructure:	Five shaft systems and three gold plants
Geology:	Ventersdorp Contact Reef, as well as the Kloof, Libanon and Middelvlei reefs
Mine type and depth:	Underground, mining between 1,000 and 3,500 metres
Employs:	16,100 people.

Safety and health

FIFR:	0.39
LDIFR:	32.5
SLFR:	598

Regrettably, the FIFR deteriorated to 0.39 per million man hours worked; the other safety measures were also disappointing – the SLFR and LDIFR increased to 598 and 32.5 per million man hours, respectively. Gravity falls of ground at brows has been the most prominent cause of fatal injuries at the mine. This has been raised to a "zero tolerance" level to ensure that brows receive the appropriate attention and these types of accidents are eliminated.

Significant *safety improvements expected*

Significant safety improvements are planned for the year ahead as the Full Compliance programme continues to be implemented through auditing, reviewing and taking the necessary corrective action. The policy of withdrawal from dangerous areas will be enforced, with the focus on efforts aimed at eliminating falls of ground through support at discontinuities. Improvements in environmental conditions to reduce wet bulb temperatures to below 28.5 degrees Celsius are ongoing.

Operating results

Gold produced:	1.10 million ounces
Total cash costs:	US$179 per ounce
Yield:	7.4g/t
Productivity:	189g/TEC and 3.0m^2/TEC

Total cash costs *decreased significantly*

Total gold production for fiscal 2002 was 1.10 million ounces, down marginally from 1.21 million ounces the previous year. Total cash costs decreased significantly to US$179 per ounce from US$204 per ounce the previous year. In Rand terms, total cash costs increased by 16 per cent to R57,833 per kilogram, mainly as a result of lower gold production and increased development costs.

1 million fatality-free shifts for Kloof 1 Shaft, 21 September 2001

Volume extracted at 549,000 square metres was affected by the slower than planned build-up at 4 sub-vertical shaft, low grades and the subsequent curtailing of operations at 3 shaft and a lack of reserve flexibility at 7 shaft. Tonnage throughput for the year was 4.7 million tons, with 3.2 million tons sourced from underground and 1.4 million tons from surface rock dump material.

Underground yields reduced marginally to 10.4g/t and surface rock dump material yielded 0.6g/t. The overall yield was 7.4g/t. Total main development achieved was 37,493 metres, which was substantially higher than that developed in fiscal 2001. Productivity indices, at 3.0m^2/TEC and 189g/TEC, are deemed too low and the mine requires additional volume to improve.

Kloof has decided to open up the Libanon shafts to increase volume and it is anticipated that marginal mining will re-commence at 9 shaft in fiscal 2003.

Financial results

Net earnings:	R602 million (US$60 million)
Operating margin:	35 per cent
Capex:	R337 million (US$34 million)

Robust *financial results*

Kloof delivered robust financial results, achieving net earnings of R602 million at an operating margin of 35 per cent. Taxation for fiscal 2002 was high at R317 million (US$32 million). Operating costs were well controlled at below

R2.0 billion (US$194 million) and unit costs of R444 per ton (US$44 per ton) were substantially lower than the R511 per ton achieved in fiscal 2001.

Capex *at Kloof of R337 million (US$34 million)*

Capital expenditure was R337 million (US$34 million), in line with fiscal 2001 expenditure.

Outlook

Gold output for fiscal 2003 is planned at similar levels to the current year's performance. Tonnage throughput and underground volumes mined are planned to increase, but will be offset by lower underground yields. Surface rock dump material will continue to yield 0.6g/t.

The build-up phase at 4 sub-vertical shaft will continue but will no longer be capitalised once break-even production is achieved. Strong emphasis will be placed on quality cost control through the use of the mine production and control (MPC) system, benchmarking, area costing and rightsizing of under-performing business units. Action plans include short-interval controls, changing the "rich mine" mindset, improved labour management and proactive flexible budget control.

Kloof Division production statistics

			F2002	F2001	F2000	F1999
Area mined	– total	000 m^2	549	627	773	795
Tons milled	– underground	000	3,222	3,493	3,936	4,190
	– surface	000	1,435	439	–	–
	– total	000	4,657	3,932	3,936	4,190
Yield	– underground	g/t	10.4	10.7	11.0	10.5
	– surface	g/t	0.6	0.9	–	–
	– combined	g/t	7.4	9.6	11.0	10.5
Gold produced	– underground	kg	33,365	37,283	43,394	43,965
	– surface	kg	871	375	–	–
	– total	kg	34,236	37,658	43,394	43,965
Gold produced	– total	000 oz	1,101	1,211	1,395	1,414
Gold sold	– total	kg	34,177	37,658	43,394	43,965
Total cash costs		US$/oz	179	207	214	205
		R/kg	57,833	50,702	43,581	39,875
Capital expenditure		Rm	337.2	344.1	211.9	210.1
		US$m	33.5	45.2	33.4	34.7

Capital expenditure is set to decline to R303 million (US$30 million). The main capital projects are 4 sub-vertical shaft – R119 million (US$12 million), 67-line development – R34 million (US$3 million) and the Eastern Boundary Area down dip extension drilling amounting to R23 million (US$2 million).

Major initiatives include:

- Production build up at 4 sub-vertical shaft;
- Determining optimum configurations for accessing reserves below current infrastructure;
- Continuing with the Eastern Boundary Area exploration drilling programme;
- Opening up old areas of the mine for additional volume and gold;
- Managing change and being more of a goal-driven operation;
- The "Eyethu" team building and change programme; and
- Implementing appropriate technology throughout the mine.

FREE STATE DIVISION (BEATRIX AND ST HELENA)

Location:	Near the towns of Welkom and Virginia in South Africa's Free State Province
Infrastructure:	Four shafts and two metallurgical plants at Beatrix and three shafts and one plant at St Helena
Geology:	Beatrix – Beatrix Reef, and at 4 shaft, the Kalkoenkrans Reef St Helena – Basal Reef and Leader Reef
Depth:	Between 500 and 2,200 metres
Employs:	Beatrix – 11,000 people St Helena – 3,100 people

Beatrix

Safety and health

FIFR:	0.17
LDIFR:	11.2
SLFR:	277

The FIFR improved significantly to 0.17 per million man hours worked, as compared with the 0.58 achieved in fiscal 2001. The SLFR and LDIFR both improved from 323 to 277 and from 15.5 to 11.2 per million man hours worked, respectively.

Beatrix continued to implement telemetry systems to provide early detection of flammable gas at a cost of R54 million (US$5 million). The major issues that continue to contribute to accidents include poor ground conditions in pillars and scattered mining areas, as well as the presence of flammable gases. Additional training in hazard identification and risk assessment is ongoing.

Behavioural safety training *is ongoing*

These are all being addressed and the Full Compliance "Stop and Fix" programme is core to the success of our safety system at Beatrix. Training in hazard identification and risk management continues, as does the continuous review of all codes of practice. Supervisors are regularly assessed on strata control, quality drilling, support and blasting techniques, and flammable gases, and the necessary training is implemented throughout. In addition, regular "methane" days are held to emphasise procedures regarding methane and to improve awareness of the gas. Explosion-proof equipment and continuous monitors are used in known hazardous areas, while baseline and issue-based risk assessments are continuously revised. Behavioural safety training is ongoing and a workplace-management system is fully supported and enforced.

Operating results:

Gold produced:	0.65 million ounces
Total cash costs:	US$173 per ounce
Yield:	4.9g/t
Productivity:	159g/TEC and 5.8m^2/TEC

Gold production for fiscal 2002 was maintained at 0.65 million ounces at a total cash cost of US$173 per ounce. Costs in Rand terms rose to R55,894 per kilogram, an increase of 10 per cent. Volumes mined amounted to 740,092 square metres and the tonnage throughput for the year was 4.1 million tons, with 3.6 million tons sourced from underground and 0.5 million tons from surface rock dump material. Overall, underground yields achieved were marginally down to 5.5g/t and the surface rock dump material yielded 1.0g/t.

Productivity *up again at Beatrix*

Total development advanced was 37,551 metres. This remains a major area of focus in terms of ore-reserve flexibility and the ability to control the mining mix. Development metres were affected by slower than planned development build-up at 3 shaft, the 1 shaft decline bottleneck and the scaling-down of development at 4 shaft owing to historic inconsistent performance. These issues have been addressed. Productivity levels, at 5.8m^2/TEC and 159g/TEC, were an improvement on the previous year.


HIV/AIDS agreement signed, 12 December 2001

During fiscal 2002, Beatrix focused most of its attention, on training teams through the Bompodi process (a team and diversity management initiative), rightsizing 4 shaft to match the ore reserve and successfully delivering value through the marginal mining project (Project M).

Financial results

Net earnings:	R698 million (US$69 million)
Operating margin:	38 per cent
Capex:	R215 million (US$21 million)

Net earnings at Beatrix amounted to R698 million (US$69 million) for fiscal 2002, with the operating margin at 38 per cent. Capital expenditure, predominantly at 3 shaft, was lower than planned, at R215 million (US$21 million). Operating costs were well controlled at R1.2 billion (US$119 million).

Outlook

Gold output for fiscal 2003 is planned in line with the current year's performance. Tonnage throughput is expected to rise with increased underground volumes, but will be offset by lower underground and rock dump material yields. Output from the highly productive Project M will be increased at 1 and 2 shafts. Stoping in the shaft pillar at 3 shaft will continue and development activity will increase substantially as this shaft opens up replacement reserves. At 4 shaft, development towards the Sand River Block and to the south of the payshoot in the "C" block has commenced and this should provide the mine with additional reserve flexibility.

Output from Project M *will be increased*

Intensive use of the MPC system will ensure ongoing cost-competitiveness. Productivity is planned to improve to 6.4m^2/TEC, while capital expenditure is set to increase to R337 million. The main capital projects are 3 shaft at R196 million (US$20 million), the new 3 shaft waste dump at R42 million (US$4 million) and the new ventilation shaft at R39 million (US$4 million).

Major initiatives planned for the year ahead include:
- Production build-up at the new 3 shaft complex;
- Developing a new ventilation shaft for 2 shaft;
- Ongoing training;
- Implementing the appropriate technology and mechanisation strategy; and
- Enhancing flammable gas monitoring and associated systems.

Beatrix Mine production statistics

			F2002	F2001	F2000	F1999
Area mined	– total	000m^2	740	718	721	791
Tons milled	– underground	000	3,633	3,395	3,298	3,729
	– surface	000	482	276	168	–
	– total	000	4,115	3,671	3,466	3,729
Yield	– underground	g/t	5.5	5.9	6.4	5.8
	– surface	g/t	1.0	0.7	0.5	0.6
	– combined	g/t	4.9	5.5	6.1	5.7
Gold produced	– underground	kg	19,886	19,937	20,950	21,376
	– surface	kg	481	189	84	–
	– total	kg	20,367	20,126	21,034	21,376
Gold produced	– total	000 oz	655	647	676	688
Gold sold	– total	kg	20,367	20,126	21,034	21,376
Total cash costs		US$/oz	173	207	221	195
		R/kg	55,894	50,621	45,051	37,930
Capital expenditure		Rm	215.4	148.7	177.9	254.9
		US$m	21.4	19.5	28.0	42.1

St Helena

Sale of mine

The mine has been in controlled closure mode since March 2001 and was sold in terms of an agreement reached on 1 July 2002, to the ARMgold/Harmony joint venture, FreeGold for a gross consideration of R120 million (US$12 million) and a monthly 1 per cent royalty payment on net revenues effective for a period of

St Helena sold *on 1 July 2002*

48 months after closing. The main outstanding condition precedent is the approval of the sale by the Minister of Minerals and Energy.

Safety and health

FIFR:	0.28
LDIFR:	20.8
SLFR:	398

During fiscal 2002, the FIFR deteriorated to 0.28 per million man hours worked against the 0.23 achieved in fiscal 2001. The SLFR and LDIFR both deteriorated from 352 to 398 and from 19.0 to 20.8 per million man hours worked, respectively.

Operating results

Gold produced:	0.12 million ounces
Total cash costs:	US$257 per ounce

Total gold production for fiscal 2002 was 0.12 million ounces at a total cash cost of US$257 per ounce. Volumes mined amounted to 126,000 square metres and the tonnage throughput for the year was 0.6 million tons sourced from underground at a yield of 5.6g/t.

St Helena Mine production statistics

			F2002	F2001	F2000	F1999
Area mined	– total	$000m^2$	126	199	235	214
Tons milled	– underground	000	649	890	1,056	1,074
	– surface	000	–	35	–	–
	– total	000	649	925	1,056	1,074
Yield	– underground	g/t	5.6	4.7	5.2	5.6
	– surface	g/t	–	1.2	–	–
	– combined	g/t	5.6	4.6	5.2	5.6
Gold produced	– underground	kg	3,619	4,175	5,475	6,019
	– surface	kg	–	42	–	–
	– total	kg	3,619	4,217	5,475	6,019
Gold produced	– total	000 oz	116	136	176	194
Gold sold	– total	kg	3,619	4,217	5,475	6,019
Total cash costs		US$/oz	257	307	271	258
		R/kg	83,172	75,219	55,288	50,184
Capital expenditure		Rm	1.5	2.2	0.1	(0.8)
		US$m	0.1	0.3	–	(0.1)

Financial results
Net earnings: R51 million (US$5 million)
Operating margin: 9 per cent

Net earnings at St Helena amounted to R51 million (US$5 million) for fiscal 2002 with an operating margin of 9 per cent. Capital expenditure for the year under review was negligible.

INTERNATIONAL OPERATIONS

Operation		Production (Moz)	Total cash costs (US$/oz)
Ghana•	Total	0.68	177
	Tarkwa	0.54	171
	Damang*	0.14	200
Australia†	Total	0.42	174
	St Ives	0.34	160
	Agnew	0.08	232
Finland	Arctic Platinum Project at advanced stage of exploration and evaluation		

• Although Gold Fields owns 71 per cent of the Ghana operations, the numbers are reported in total.
* 5 months to June 2002
† 7 months to June 2002

John Munro
Senior Vice President,
Head of International Operations

GHANA DIVISION (TARKWA AND DAMANG)

Ownership:	71.1 per cent interest
Location:	South-west Ghana, 300 kilometres west of the capital Accra.
Infrastructure:	Tarkwa – multiple open pits and two heap leach plants Damang – open pit and CIL plant
Type of mine:	Open cast operation
Employs:	920 people
Purchase of Damang:	The Damang mine was acquired in January 2002. Results are reported for five months of operation (see page 105).

Safety and health

FIFR:	Nil
LDIFR:	0.9

The Ghana division's safety performance was once again good, recording only nine lost time injuries and 27 medically treated injuries during the year.

Safety performance *was once again good*

Operating results

Gold produced:	0.68 million ounces
Total cash costs:	Tarkwa – US$171 per ounce Damang – US$200 per ounce
Yield:	Tarkwa – 1.1g/t Damang – 2.3g/t
Productivity:	Tarkwa – 1,143g/TEC Damang – 989g/TEC

Total gold production from Ghana amounted to 0.68 million ounces for the period, including five months' contribution from Damang. Production at Tarkwa amounted to 0.54 million ounces for the year.

Steady state at Tarkwa *heap leaching operations*

The Tarkwa heap leaching operations achieved steady state during this year, levelling off at just over 1.2 million tons of ore crushed per month, or 14.9 million tons for the year. This represents the culmination of a four-year build-up on this project. Total ore tons mined matched crusher feed rates and, with a strip ratio of almost 2 to 1, total material moved in the pits reached 44.5 million tons. With a head grade of 1.57g/t and an estimated dissolution of 79 per cent, actual gold production of 544,000 ounces indicated further accumulation of gold in the heap leach pads of some 52,000 ounces.

The operation reported total cash costs of US$171 per ounce. It should be noted, however, that this is net of a US$9.8 million (US$18 per ounce) credit accounting for the accumulation of gold in the heap leach pads. With sustained management attention operating costs remained at US$6.8/t crushed.

During the five months of ownership of Damang, the operation treated 2.0 million tons of ore, which equates to an annualised rate of 4.7 million tons per annum. With an average head grade of 2.32g/t and an effective recovery rate of 91.2 per cent, the mine produced 141,400 ounces for the period. Open pit operations mined 2.0 million tons of ore at a strip ratio of 2.3:1 and reported total cash costs of US$200 per ounce for the period.

Financial results:

Tarkwa:*	
Net earnings:	US$34 million (R338 million)
Operating margin:	41 per cent
Capex:	US$8 million
Damang:*	
Net earnings:	US$8 million (R90 million)
Operating margin:	36 per cent
Capex:	US$0.5 million

* 100 per cent

Total earnings for the Ghanaian operations for the year were US$41.9 million against US$30.5 million in fiscal 2001, with Damang contributing US$8.3 million and Tarkwa US$33.6 million. The operating margin at Tarkwa declined marginally from 44 per cent in 2001 to 41 per cent in fiscal 2002, as higher Dollar gold price receipts were offset by a small reduction in the effective gold yield. Damang reported an operating margin of 36 per cent.

Handover of clinic at Tarkwa 2 February 2002

Capital expenditure for the Ghana division of US$9 million included US$1.8 million relocation costs, US$1.9 million on mining infrastructure and US$1.4 million on processing equipment, all at Tarkwa.

Outlook

Ghana *developing into a multi-operation division*

With the acquisition of the Damang mine, the complexion of Gold Fields' operations in Ghana changed to a multi-operation division. Management is focusing on optimising common resources to fully exploit operational synergies. The transition process was challenging and there are a number of operational issues that need to be fully understood before any further significant changes are made. There are areas where an immediate merging of resources was implemented, most notably the Accra head office and, to a lesser degree, the procurement function. It is expected that a full rationalisation of the two properties will take place during the coming financial year. Real value lies in exploiting the size of the combined operations in terms of orebodies, purchasing and services.

Exploiting *operational synergies*

Both operations in Ghana are planning to reflect similar performance levels to that achieved during fiscal 2002. Harder ores are expected in the Tarkwa pits, a change that is reflected in the declining dissolution and one that has the potential to reduce throughput at the South plant and, in later years, the North plant. To offset the reduced crushing throughput owing to the harder ores, two secondary crushers from the inactive Teberebie West plant have been moved to the South plant.

Studies of what action should be taken in anticipation of this problem at the north plant are under way. Additional solution handling capabilities are required at both facilities, a natural consequence of the increasing heap size and number of lifts. The programme for the South plant is well under way and should be completed early in fiscal 2003, while that for the North plant should be in place during the second quarter of fiscal 2003.

Capital expenditure is set to increase to US$23 million (R241 million). The main capital project for the coming year includes extensions to heap leach pads at Tarkwa amounting to some US$11 million (R120 million).

Major strategic initiatives in Ghana include the preparation of a feasibility study on the addition of a milling and CIP/CIL plant and alternative mining configurations at Tarkwa. At Damang the exploration of a number of conglomerate and hydrothermal style targets will be undertaken. From an operational perspective, optimisation of the heap leaching facilities, both in terms of throughput and gold recovery, will remain a key focus area during fiscal 2003.

Ghana Division production statistics

			F2002	F2001	F2000	F1999
Waste mined	– total	000 t	34,423	23,378	18,029	7,561
Ore mined	– total	000 t	17,032	9,115	8,097	3,776
Strip ratio	– waste:ore	t	2.1	1.7	2.2	2.0
Tons milled	– underground	000 t	–	–	25	218
	– surface	000 t	16,865	11,667	7,992	4,806
	– total	000 t	16,865	11,667	8,017	5,024
Yield	– underground	g/t	–	–	10.3	8.1
	– surface	g/t	1.3	1.2	1.1	1.0
	– combined	g/t	1.3	1.2	1.1	1.3
Gold produced	– underground	kg	–	–	258	1,764
	– surface	kg	21,317	13,680	8,937	4,650
	– total	kg	21,317	13,680	9,195	6,414
Gold produced	– total	000 oz	685	440	296	206
Gold sold	– total	kg	21,317	14,164	9,050	6,414
Total cash costs		US$/oz	177	155	196	233
Capital expenditure		Rm	86.0	160.7	111.6	28.7
		US$m	8.5	21.1	17.6	4.7

Tarkwa production statistics

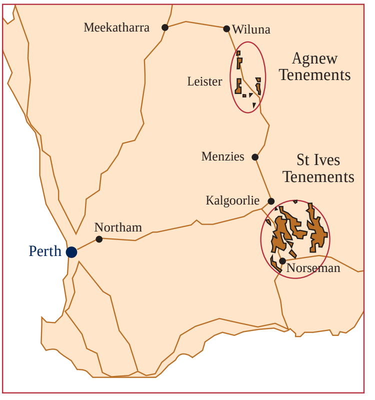
			F2002	F2001	F2000	F1999
Waste mined	– total	000 t	28,986	23,378	18,029	7,561
Ore mined	– total	000 t	14,630	9,115	8,097	3,776
Strip ratio	– waste:ore	t	2.0	1.7	2.2	2.0
Tons milled	– underground	000 t	–	–	25	218
	– surface	000 t	14,914	11,667	7,992	4,806
	– total	000 t	14,914	11,667	8,017	5,024
Yield	– underground	g/t	–	–	10.4	8.1
	– surface	g/t	1.1	1.2	1.1	1.0
	– combined	g/t	1.1	1.2	1.1	1.3
Gold produced	– underground	kg	–	–	258	1,764
	– surface	kg	16,920	13,680	8,937	4,650
	– total	kg	16,920	13,680	9,195	6,414
Gold produced	– total	000 oz	544	440	296	206
Gold sold	– total	kg	16,920	14,164	9,050	6,414
Total cash costs		US$/oz	171	155	196	233
Capital expenditure		Rm	80.5	160.7	111.6	28.7
		US$m	8.0	21.1	17.6	4.7

Damang production statistics

			F2002*
Waste mined	– total	000 t	5,437
Ore mined	– total	000 t	2,402
Strip ratio	– waste:ore	t	2.3
Tons milled	– underground	000 t	–
	– surface	000 t	1,951
	– total	000 t	1,951
Yield	– underground	g/t	–
	– surface	g/t	2.3
	– combined	g/t	2.3
Gold produced	– underground	kg	–
	– surface	kg	4,397
	– total	kg	4,397
Gold produced	– total	000 oz	141
Gold sold	– total	kg	4,397
Total cash costs		US$/oz	200
Capital expenditure		Rm	5.5
		US$m	0.5

* Five months to June 2002

AUSTRALIA DIVISION (ST IVES AND AGNEW)



Location:	St Ives is some 80 kilometres south of Kalgoorlie, while Agnew is located about 375 kilometres north of Kalgoorlie; both in Western Australia
Infrastructure:	St Ives – one underground operation (Junction), two principal open pit complexes (Greater Revenge and Argo), a CIP plant and a heap leach facility Agnew – two underground operations (Waroonga, Crusader), an open pit (Waroonga) and a CIP plant
Employs:	290 people
Purchase of St Ives and Agnew:	The St Ives and Agnew mines were acquired from WMC Resources Ltd in December 2001. Results reflect seven months of operations

Safety and health

FIFR:	Nil
LDIFR:	2.14

Key safety initiative: *"Take Time, Take Charge" programme*

Safety performance at St Ives and Agnew has shown a marked improvement over a number of years, resulting in statistics better than industry averages. Although four lost-time injuries were sustained during the seven months to June 2002, these operations aim to ensure all employees and contractors enjoy an incident-free workplace. The key incentives being used in the behavioural change process are the "Take Time, Take Charge" and the "Stop, Think and Fix" programmes. The safety-management system will be continuously developed in a manner consistent with achieving accreditation under the Australian Standards AS/NZS 4801.

Operating results:

Gold produced:	0.42 million ounces
Total cash costs:	St Ives – US$160 per ounce
	Agnew – US$232 per ounce
Yield:	St Ives – 3.1g/t
	Agnew – 3.8g/t
Productivity:	St Ives – 1,846g/TEC
	Agnew – 991g/TEC

Australia – *total cash costs US$174/oz*

At St Ives in the seven months to June 2002, 1.8 million tons were treated in the CIP plant and some 1.4 million tons at the heap leach plant. These figures translate to annual capacities on the respective plants of 3.1 million tons and 2.2 million tons.

Ore sourced from the Junction underground mine made up 18 per cent of the CIP plant feed with the balance sourced from various open pits. Open pit operations at St Ives mined a total of 13.4 million tons of ore and waste, primarily from the Greater Revenge Complex of pits, and the Argo and Orchin pits. The open pits produced 1.8 million tons of ore at an average strip ratio of 6.7:1.

The heap leach plant continued to be fed from low grade stockpiles of ore, while open pit mining operations added some 550,000 tons of low grade ores to these piles. At year-end, stockpiles amounted to 10 million tons. St Ives also undertook a number of toll-treatment campaigns through the New Celebration milling facility, treating a total of 277,000 tons of medium grade ore.

During the seven months to June 2002, the Agnew mill treated some 682,000 tons of ore at a head grade of 3.86g/t, producing 83,000 ounces of gold. This head grade is substantially below that required for optimal operation of this mine.

Waroonga – *new underground operation*

In this period, a total of 9.8 million tons were mined in the Waroonga open pit, producing some 818,000 tons of ore at a strip ratio of 10:1. Of this, some 507,000 tons of higher grade ore was treated in the Agnew mill, while low grade arisings have been stockpiled and will be treated over the coming years. The poor head grades achieved at Agnew are primarily a result of a disappointing performance in this pit. Poor productivity reduced mining flexibility in the pit and made the selection of high grade ores for processing difficult.

Reserves at the Redeemer underground mine were depleted by year-end and this mine has been mothballed. Underground operations continued on the Crusader

Mine, producing the majority of the 175,000 tons of underground ore fed to the mill during the seven months. During August 2001, development began from the underground infrastructure at Crusader to access the adjacent Deliverer lode. By the end of the financial year, development on the Deliverer lode had been established and stoping is expected to begin during September 2002.

Financial results

Net earnings:	US$50 million (R557 million)
Operating margin:	38 per cent
	St Ives – 42 per cent
	Agnew – 23 per cent
Capex:	A$60 million (US$32 million; R353 million)

Net earnings for the seven months ended June 2002 amounted to US$50 million (R557 million), with operating margins of 42 per cent and 23 per cent achieved at St Ives and Agnew respectively. This figure includes unrealised gains on financial instruments and foreign debt. Net earnings excluding these items totalled US$13 million (R103 million).

Total capital expenditure on St Ives amounted to A$39 million (US$21 million; R231 million) for the seven months including A$22 million on mine development, A$10 million exploration and A$7 million on capital equipment and infrastructure.

At Agnew total capital expenditure of A$21 million (US$11 million; R122 million) included A$17 million for mine development, predominantly on underground access development, and A$4 million on capital equipment and infrastructure.

Outlook

The St Ives operation is entering a new phase of its production profile, moving from an operation dominated by a single high-grade underground operation at Junction, supplemented by multiple open pits to multiple underground operations and diminishing reliance on open pit ores. The decline accessing the underground lodes at Argo – a new underground mine – has commenced and a further three underground operations at Leviathan are scheduled for start-up within the next two years. The Leviathan underground project is planned to access and exploit the Sirius, East Repulse and Conqueror lodes.

During the coming year, Agnew expects to complete the transition phase that it experienced during this last year. The production gap created by the closure of the Redeemer mine is currently being filled, to a degree, by the Waroonga open pit, while mining operations in this pit will be completed in the coming year. Reliance on this ore source will decrease as production from the Waroonga underground mine begins towards the end of the current calendar year. Development of this mine began shortly after the acquisition of Agnew in 2001. With the development of Deliverer as an alternate ore source, the Crusader complex is expected to have the flexibility necessary to manage the complications typically associated with the exploitation of this type of narrow, steeply dipping ore chute.

Fiscal 2003 marks a period of significant investment in mine development and exploration at the Australian operations, with total capital expenditure estimated at some A$132 million. Major elements of this include:

- A$58 million of underground and surface mine development at St Ives
- A$27 million of underground mine development at Agnew

Australian Division production statistics

			Total F2002*	St Ives F2002*	Agnew F2002*
Open pits					
Waste mined	– total	000 t	20,677	11,695	8,982
Ore mined	– total	000 t	2,571	1,753	818
Head grade	– open pits	g/t	3.3	3.8	2.2
Strip ratio	– waste:ore	t	8.1	6.7	11.0
Underground					
Ore mined	– total	000 t	485	310	175
Head grade	– underground	g/t	8.7	9.3	7.5
Tons processed	– milled**	000 t	2,717	2,035	682
	– heap leach	000 t	1,363	1,363	–
	– total	000 t	4,080	3,398	682
Yield	– milled	g/t	4.5	4.8	3.8
	– heap leach	g/t	0.7	0.7	–
	– combined	g/t	3.2	3.1	3.8
Gold produced	– milled	kg	12,219	9,650	2,569
	– heap leach	kg	952	952	–
	– total	kg	13,171	10,602	2,569
Gold produced	– total	000 oz	424	341	83
Total cash costs		US$/oz	174	160	232
Capital expenditure		Rm	353.3	231.3	122.0
		U$m	31.9	20.9	11.0

* For the seven months ended June 2002

** Includes 277,000 ton toll treatment

- A$20 million of infrastructure and capital items at both mines
- A$27 million of exploration, split between A$20 million at St Ives and A$7 million at Agnew.

Exploration at Agnew is focused on the discovery and development of new near-term production sources, as well as evaluation of extensions to existing ore sources such as Waroonga and Crusader. At St Ives, however, the bulk of the exploration effort continues to be aimed at identifying and evaluating the long-term potential of the major mineralised complexes, with a view to defining the optimal long-term mining and processing configuration. Particular emphasis is currently being placed on defining the extent and primary controls to these complexes, whereafter infill drilling and reserve development will be undertaken.

Major initiatives to maintain or improve operational performance include:

Initiatives *to improve operational performance*

- Focused exploration around existing mines to ensure mining schedules optimise value;
- Various mill improvement projects to maximise recovery; and
- Various mill projects aimed at maintaining throughput rates and minimising the impact of ageing infrastructure on operating costs.

Major initiatives to exploit growth opportunities include:

- Focused drilling on key project areas to define reserves suitable for longer term planning needs;
- Completion of processing strategy studies for expanded mill and/or expanded heap leach facilities; and
- Opportunistic approach to investigation of regional consolidation opportunities.

MINERAL RESOURCES AND RESERVES

This section outlines Gold Fields Mineral Resources and Reserves at each property. The Mineral Resource and Reserve figures, which have been carefully prepared and verified, are estimates and can be affected by changes in the gold price and short-term operating factors.

The Group has recognised the need for greater transparency in the disclosure of the Mineral Resource and Reserve figures; hence the statement for fiscal 2002 outlines in considerable detail the current status and changes at each property. Consistency in reporting among the divisions and compliance with international codes have been paramount in the preparation of the statement. Features for the year are:

South African Operations

- Significantly improved geological and geostatistical modelling resulting in enhanced definition of the orebody and evaluation of zones.
- Implementation of mine design and scheduling software as part of the Integrated Resource and Reserve Information System (IRRIS) has provided the operations with a superior and rigorous capacity to plan for current and future mining scenarios.
- Assessment of low-grade mineralised surface resources completed and included in the life-of-mine reserve statements.
- Mining of low-grade ore as incremental tonnage to the approved mining plan initiated on all operations.

International Operations

- Accelerated exploration programmes within the concession areas to improve confidence in the resource and reserve estimates and to aid in future mine planning.
- Seamless integration of new acquisitions to the Gold Fields Mineral Resource and Reserve Code of Practice.

Operations: general

- Competent Mineral Resource Management teams appointed at the South African and International Operations to manage risk, optimise extraction and expedite exploration.
- Mineral Reserve Audit Committee to be established at Board level to ensure adequate standards and develop and maintain effective systems of internal control for Mineral Reserve management.
- Mineral Resources and Reserves for South African and International Operations were estimated at US$325 per ounce and US$285 per ounce, respectively. The foreign exchange rates used by the various divisions for

the estimates are given in the tables on pages 68 and 77. The use of an economic factor in the definition of underground and surface Mineral Resources is a conservative approach but introduces the concept in the definition of Mineral Resources of reasonable and realistic prospects for eventual economic extraction. This approach has required the introduction of unengineered pit shells on the surface mining operations to constrain the mineralisation to that which is economically extractable under assumed economic conditions and departs from the disclosure of a mineral inventory regardless of location and continuity.

Overview

As at 30 June 2002, Gold Fields Limited operations had attributable precious metal Mineral Resources of 187 million ounces and Mineral Reserves of 79 million ounces. South African Operations on the Witwatersrand hold the principal part of the Mineral Resources and Reserves and, consistent with the disclosure protocol adopted in fiscal 2001, Mineral Resources and Reserves have been separated to show the potential above and below infrastructure at the deep level operations.

Operations	Mineralisation style	Significant characteristics
Driefontein, Kloof, Free State and Tarkwa	Palaeo-placer	• Mineralisation hosted by gravel beds. • Laterally continuous with long-range prediction. • Clear patterns of mineralisation governed by sedimentary characteristics. • Exploration programmes required to test homogeneity of geological and grade domains.
Damang, Agnew and St Ives	Mesothermal	• Mineralisation hosted by shear and fault zones. • Mineralised zones discontinuous with short-range prediction. • Confined to well-defined structural belts that are prospective. • Exploration programmes required to define the mineralisation controls and continuity.

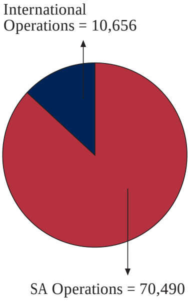
Changes to the Mineral Resources and Reserves are primarily attributed to enhanced resource modelling at the South African Operations, higher gold prices, improved planning efficiency and stringent derivation and application of key modifying factors in the conversion of resources to reserves.

This year's declaration includes the new acquisitions of Damang (Ghana), and Agnew and St Ives (Australia). With the inclusion of the new operations, the Gold Fields portfolio comprises operating mines with two distinct styles of mineralisation, as outlined in the table on page 56.

Summary of the Gold Fields Limited Mineral Resource and Reserve statement for fiscal 2002

	Resources				Reserves		
Gold	Tons (Mt)	Grade (g/t)	Gold (000 oz)	Attrib-utable %	Mill tons (Mt)	Head grade (g/t)	Gold (000 oz)
Driefontein	133.2	11.6	49,623	100	109.9	7.8	27,651
Kloof	187.0	14.0	84.261	100	115.9	8.1	29,974
Beatrix	122.7	5.5	21,539	100	74.8	5.2	12,496
St Helena	1.7	23.6	1,268	100	2.4	4.8	369
SA Operations	444.6	11.0	156,691		303.0	7.2	70,490
Tarkwa	329.9	1.8	18,890	71.1	150.7	1.4	6,530
Damang	29.7	1.8	1,765	71.1	20.7	1.8	1,189
St Ives	75.2	2.8	6,742	100	21.7	3.3	2,336
Agnew	11.5	4.9	1,810	100	3.8	5.0	601
International Operations	446.3	2.0	29,207		196.9	1.7	10,656
Total Gold Fields	890.9		185,898		499.9		81,146
Platinum	Tons (Mt)	2PGE +Au (g/t)	2PGE +Au (000 oz)				
Arctic Platinum resources	218.7	2.1	14.400	51			
Total precious metals	1,109.6		200,298		499.9		81.146
Total attributable to Gold Fields			187,273				78,914

* The consolidated statement includes the resources for Arctic Platinum. More detailed information is to be found in the section on Exploration and Business Development (page 82).



Reserves (000 oz)

Major progress is reported on the resource definition work undertaken at the Arctic Platinum Partnership in Finland. This annual report includes an upgraded resource, based on the latest information, in the section on Exploration and Business Development (see page 82).

Reporting code and code of practice

Gold Fields reports its Mineral Resources and Reserves according to the South African Code for Reporting Mineral Resources and Reserves (SAMREC Code). This code sets out minimum standards, recommendations and guidelines for public reporting of exploration results, Mineral Resources and Reserves in South Africa.

The code has been incorporated into the JSE Securities Exchange South Africa rules regarding listing requirements and continuing obligations. The SAMREC Code is modelled on the Australasian Code for reporting identified Mineral Resources and Ore Reserves (JORC Code).

Gold Fields has developed an internal code of practice that takes cognisance of the diverse nature of its operations and considers the requirements of all the internationally recognised reporting codes.

Assessment and reporting criteria

The assessment and reporting criteria as outlined in the SAMREC Code have been used in the preparation of the internal Competent Persons Report for Mineral Resources and Reserves from which the numbers recorded in this report are drawn.

Mineral Resource tonnages and grades are estimated in situ over a minimum mining width and include mineralisation below the cut-off grade to ensure that the Mineral Resources comprise blocks of adequate size and continuity. The Measured and Indicated Mineral Resources are reported inclusive of those Mineral Resources modified to produce the Mineral Reserves.

Mineral Reserves are that portion of the resource which technical and economic studies have demonstrated can justify extraction at the time of determination. Estimates of tonnages and grade quoted as Mineral Reserves include allowances for all mining dilution, all other mining factors and consequently are reported as net tons and grades delivered to the mill.

The Group has proven expertise in exploration, resource modelling, mine planning and reconciliation methodologies for surface, shallow and ultra deep mining operations. It constantly reviews and considers the application of international best practices in resource management at all its operations.

SOUTH AFRICAN OPERATIONS

Mineral rights and approved mining authorisations

Substantial debate has taken place in South Africa on the issue of ownership of mineral rights. The Mineral and Petroleum Resources Development Bill was accepted by the South African Parliament on the 25 June 2002 and awaits approval by the President. The Bill will effectively pass custody of all mineral assets to the State.

Gold Fields has a major portfolio of mineral rights distributed throughout the Witwatersrand Basin. Applications have been made to the State to incorporate company-owned mineral rights contiguous to active operations into the existing mining authorisations. Such inclusions will extend the authorisations and would be within the range of influence of existing operating infrastructure. The extension areas have always been the subject of intensive exploration and are prospective.

The table below shows the status of the applications for the three divisions in South Africa. After final approval of the Mineral and Petroleum Resources Development Bill, Gold Fields has a period of five years within which to apply for the conversion of Mineral and Petroleum Resources Development Bill old order mining authorisations into new order rights.

South African Operations			
Division	Mining authorisation area (hectares) F2001	Mining authorisation area (hectares) F2002	Status
Driefontein	8,153	8,595	Approved
Kloof	14,186	18,057	Approved
Free State*	14,343	16,874	Approved

* Excludes St Helena (see pages 5 and 120).

Those mineral rights that are divorced from the Group's mining operations and are widely distributed throughout the Witwatersrand Basin will not be affected adversely by any legislative changes. However, the Group is considering the retention of certain potentially prospective rights and the application for prospecting permits is under consideration.

Driefontein Division

Driefontein has demonstrated its status as an operation that has reached equilibrium and that the envelope on mineral resource management is being pressed to the limits. Significant changes to the reserve ounces were due to:

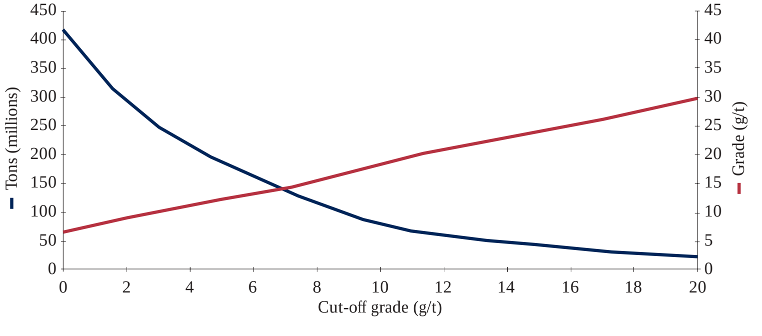
- The impact of major geological structure exposed by mining and exploration drilling along the eastern boundary of the mining authorisation. Structures exposed are sympathetic to the major Bank Fault.
- Changes to the evaluation of the VCR zone at depth based on exploration information and development within the mining blocks.

There has been advancement on studies to access the ounces below infrastructure and the operation is currently evaluating the option of decline development and re-opening the 9 and 10 shaft complexes where development had been suspended in 1998.

The shallower reaches of the mining authorisation are being reviewed with the objective of re-mining some of the North Leader, a subsidiary reef in the footwall of the Carbon Leader, and winning gold not extracted during earlier mining exercises. In conjunction with this study, a project team has been assembled to investigate the mining of the 4 East shaft pillar. This pillar falls within the area affected by major geological structure that has impacted the reserves for Driefontein.

As the focus of mining has moved south into the deeper portions of the orebody, the Carbon Leader channel width has increased and a mining method is under investigation to mine the entire channel to ensure that the total gold accumulation is extracted.

Driefontein Division grade tonnage curve



Driefontein Division – Mineral Resources

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Underground						
Measured	40.4	33.0	12.5	14.2	16,226	15,041
Indicated (AI)	32.0	42.4	14.2	12.2	14,584	16,599
Indicated (BI)	46.1	49.6	12.2	11.4	18,096	18,182
Total underground	118.5	125.0	12.8	12.4	48,906	49,822
Surface						
Indicated	14.7	15.2	1.5	1.6	717	795
Total surface	14.7	15.2	1.5	1.6	717	795
Grand total*	133.2	140.2	11.6	11.2	49,623	50,617

* Underground and surface
(AI) Above infrastructure
(BI) Below infrastructure

Driefontein Division – Mineral Reserves

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Underground						
Proved	24.5	22.6	8.6	10.4	6,749	7,540
Probable (AI)	29.7	36.8	9.4	8.8	8,946	10,441
Probable (BI)	41.1	43.7	8.5	8.0	11,240	11,236
Total underground	95.3	103.1	8.8	8.8	26,935	29,217
Surface						
Probable	14.6	15.2	1.5	1.6	716	795
Total surface	14.6	15.2	1.5	1.6	716	795
Grand total*	109.9	118.3	7.8	7.9	27,651	30,012

* Underground and surface
(AI) Above infrastructure
(BI) Below infrastructure

Kloof Division

The results of several studies initiated at Kloof during fiscal 2001 have been incorporated into the Mineral Resource and Reserve estimate for fiscal 2002. This had a material effect on the Mineral Resources and Reserves above and below infrastructure for the operation. Major changes in the reserve ounces were due to:

- Adjustments to the evaluation of specific grade zones as a result of additional underground and surface drill hole information.
- Exclusion of mining blocks from the shallower reaches of the mine due to ventilation restrictions.
- Reduced extraction from shaft pillars and structurally complex mining blocks based on numerical modelling and rock engineering requirements.
- Introduction of bracket pillars along potentially seismic geological structures.
- An extension of the mining authorisation to the east and south-west boundary to incorporate contiguous mineral rights held by the Group. Mineral Resources and Reserves have been estimated for the eastern extension only and are included as ounces below infrastructure in the Probable Reserve class. No Mineral Resources are reported for the south-western extension and work is in progress with the intention of reporting in the next cycle.

There has been progress on studies to access the ounces below infrastructure and the operation is currently evaluating several shaft options.

In conjunction with the project to access ground below infrastructure, the operation has initiated work to re-open the 9 shaft complex to gain access to the ground previously not viable because of the low gold price. This operational decision is justified given the extensive potential to mine multiple reefs. Resources from these shafts have not been converted to reserves and will await the finalisation of the mining plans.

An extensive and accelerated surface and underground drilling programme supported by a potential surface seismic survey has been planned over the eastern extension of the mining authorisation to provide confirmation of the geological and grade domains.

As a result of the operational rationalisation of infrastructure, a single metallurgical plant is available for milling low-grade surface resources and the available low-grade surface potential is shown separately in the resource and reserve tables.

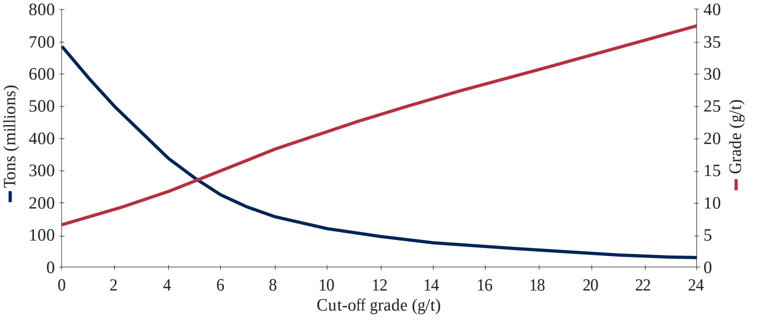
Kloof is now sensitive to its working cost profile to enable a higher conversion of its resource to reserve. Management is focused on this opportunity and demonstrable changes should be visible in fiscal 2003.

Kloof Division – Mineral Resources

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Underground						
Measured	49.6	34.1	17.1	15.8	27,266	17,374
Indicated (AI)	51.0	39.6	13.4	17.6	21,919	22,458
Indicated (BI)	54.6	32.3	19.6	18.5	34,447	19,190
Total underground	155.1	106.0	16.8	17.3	83,631	59,022
Surface						
Indicated	31.9	–	0.6	–	630	–
Total surface	31.9	–	0.6	–	630	–
Grand total*	187.0	106.0	14.0	17.3	84,261	59,022

* Underground and surface
(AI) Above infrastructure
(BI) Below infrastructure

Kloof Division grade tonnage curve



Kloof Division – Mineral Reserves

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Underground						
Proved	25.2	22.2	10.5	13.0	8,521	9,270
Probable (AI)	21.1	23.1	9.0	13.4	6,128	9,976
Probable (BI)	37.7	25.8	12.1	12.3	14,695	10,194
Total underground	84.0	71.1	11.0	12.9	29,344	29,440
Surface						
Probable	31.9	–	0.6	–	630	–
Total surface	31.9	–	0.6	–	630	–
Grand total*	115.9	71.1	8.1	12.9	29,974	29,440

* Underground and surface
(AI) Above infrastructure
(BI) Below infrastructure

Free State Division

The southern Free State has been the subject of a continuous and intensive review of its geology and geostatistical models. Reserve changes to Beatrix 4 shaft were incorporated into the fiscal 2001 declaration. Subsequently, the consolidation of the regional geology and geostatistical models has been completed with the following conclusions:

- The geological structure in the Free State can be traced into the Beatrix authorisation area and affects the orebody north of Beatrix 3 shaft. As a result, Beatrix has followed the principle used on other mines in the South African region and has split its reserves into above and below infrastructure.
- The orebody in the southern Free State and the Beatrix Mine has been divided into homogeneous zones based on reef types and patterns of mineralisation.
- Each reef zone shows unique reef characteristics and allows for the unbiased geostatistical treatment of sample data.
- The Beatrix reef, which is the principal economic orebody at Beatrix Gold Mine, does not extend north wards. North of 3 shaft, it gradually onlaps the Aandenk and both are eventually truncated by the erosive VS5 Reef. Although the Aandenk Reef has been mined over the Beatrix authorisation in areas where it has been preserved, the VS5 has not been previously

mined. Areas of the VS5 that occur below the current infrastructure have been partially excluded from the reserve declaration until additional studies in the geology and distribution of values have been completed. This exclusion affected the reserves at Beatrix Gold Mine and the changes are reflected in the current reserve declaration.

An application for the inclusion of contiguous mineral rights was made in fiscal 2001 and a mining authorisation has been granted over the extended area. No Mineral Resources are currently reported for this area, although work is in progress with a view to quoting Mineral Resources in the next reporting cycle.

Project work has been initiated to assess the VS5 north of Beatrix 3 shaft and an accelerated surface exploration programme supported by a seismic survey is being considered.

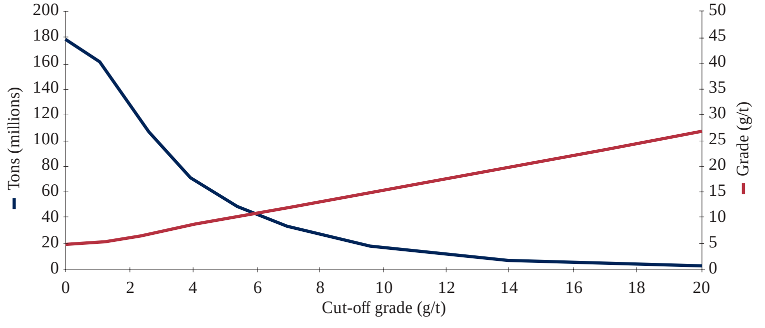
St Helena's Mineral Resources and Reserves continue to be based on the two-year operation plan and the nominal increase over fiscal 2001 has been motivated by the increase in the gold price. The Group has entered into an agreement to sell the mine (see pages 42 and 120).

Free State Division (Beatrix) – Mineral Resources

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Underground						
Measured	16.4	16.0	8.2	8.7	4,309	4,474
Indicated (AI)	41.9	37.4	6.3	8.8	8,499	10,574
Indicated (BI)	53.3	–	5.0	–	8,553	–
Total underground	111.6	53.4	6.0	8.8	21,361	15,048
Surface						
Indicated	11.1	–	0.5	–	178	–
Total surface	11.1	–	0.5	–	178	–
Grand total*	122.7	53.4	5.5	8.8	21,539	15,048

* Underground and surface
(AI) Above infrastructure
(BI) Below infrastructure

Free State Division (Beatrix) grade tonnage curve



Free State Division (Beatrix) – Mineral Reserves

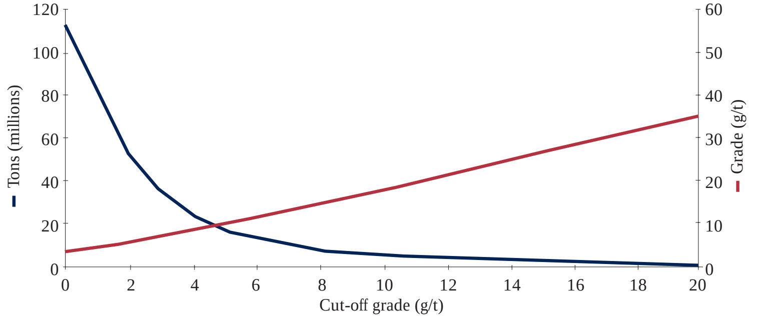
	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Underground						
Proved	13.6	20.0	6.9	6.5	3,023	4,191
Probable (AI)	52.7	47.8	5.1	6.5	8,705	10,021
Probable (BI)	4.6	–	4.5	–	668	–
Total underground	70.9	67.8	5.4	6.5	12,396	14,212
Surface						
Probable	3.9	–	0.8	–	100	–
Total surface	3.9	–	0.8	–	100	–
Grand total*	74.8	67.8	5.2	6.5	12,496	14,212

* Underground and surface
(AI) Above infrastructure
(BI) Below infrastructure

Free State Division (St Helena) – Underground Mineral Resources

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Measured	1.5	4.3	24.5	15.6	1,178	2,141
Indicated	0.2	0.4	15.6	15.3	90	185
Total underground	1.7	4.7	23.6	15.5	1,268	2,326

Free State Division (St Helena) grade tonnage curve



Free State Division (St Helena) – Underground Mineral Reserves

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Proved	2.1	2.0	4.9	5.0	328	320
Probable	0.3	–	4.0	–	41	–
Total underground	2.4	2.0	4.8	5.0	369	320

Mineral Reserve sensitivity

Sensitivity of Mineral Reserves at Gold Fields' South African Operations is shown at different gold prices and specifically excludes surface Mineral Reserves.

	$260/oz			$285/oz		
Operation	Tons (Mt)	Grade (g/t)	Gold (000 oz)	Tons (Mt)	Grade (g/t)	Gold (000 oz)
Driefontein	94.7	8.8	26,694	95.3	8.8	26,935
Kloof	75.5	11.3	27,462	84.0	10.9	29,344
Beatrix	61.9	5.6	11,145	70.9	5.4	12,396
St Helena	1.4	5.6	244	2.4	4.8	370

Mineral Resource and Reserve parameters

Mineral Reserves for the South African Operations are calculated using a total cost paylimit, the previous five years mining efficiencies, cost levels at each of the divisions and the current strategic mine plan.

	South African Operations			
Parameter	Driefontein	Kloof	Beatrix	St Helena
Resource gold price ($/oz)	325	325	325	325
Exchange rate (R/US$)	11.00	11.00	11.00	11.00
Resource pay limit (cmg/t)	1,160	1,470	610	940
Block width	145	152	143	123
Average unpay value of ore	753	873	348	496
Reserve gold price ($/oz)	285	285	285	285
Exchange rate (R/US$)	10.38	10.38	10.38	10.38
Pay limit (cmg/t)	1,430	1,780	736	1,140
Mine Call Factor (%)	89	81	90	84
Block factor (%)	100	95	100	85
Shortfall (%)	14	14	10	10
Mill width (cm)	198	202	180	190
Unpay (%)	45	45	34	44
Plant recovery (%)	96	97	97	97

	$300/oz			$325/oz		
	Tons (Mt)	Grade (g/t)	Gold (000 oz)	Tons (Mt)	Grade (g/t)	Gold (000 oz)
	103.8	8.5	28,395	106.2	8.4	28,630
	96.4	10.4	32,090	107.7	9.9	34,305
	75.7	5.3	12,872	81.2	5.1	13,307
	2.4	4.8	370	2.4	4.8	370

INTERNATIONAL OPERATIONS

The fiscal 2002 annual report includes three newly acquired operations, in Ghana (Damang) and Australia (Agnew and St Ives). Mineral Resources and Reserves are reported consistent with the Group's Code of Practice.

Ghana Division

Tarkwa

A complete review of the resource model for Tarkwa Gold Mine was undertaken by the group in fiscal 2001 and subsequently audited by Snowden Mining Industry Consultants. The updated figures for the operation are reflected in this report. Principal changes to the Mineral Resource from the fiscal 2001 declaration are due to the following reasons:

- Mineral Resources have been constrained by a US$325 per ounce pit shell. The application of a shell to the resource definition does not take cognisance of the shallow underground mining available to the operation, although the laterally continuous nature and the structural disposition of the orebody clearly lends itself to this opportunity. To encapsulate the shallow underground potential, mineralised zones below the pit shells and above a 2g/t cut-off have been classified and included within the Indicated and Inferred Mineral Resource categories. This potential is thus reported as tons and grade above a cut-off.
- Individual resource categories are now defined using confidence limits.

An important conclusion derived from the fiscal 2001 resource study has shown that there is an historical, positive discrepancy of 14 per cent on tonnage and 4 per cent on grade when reconciling the resource model and mining production since the inception of surface mining at Tarkwa. These factors have not been used in the derivation of the present Mineral Resource.

A tonnage factor of 10% has been integrated into the resource model that is being used in the mine expansion feasibility study. This study is expected to be completed in December 2002 and is receiving considerable focus from management with a dedicated project team in place to ensure its completion.

Tarkwa – Mineral Resources and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Resources						
Measured	168.4	310.3	1.5	1.5	8,121	15,280
Indicated	* 105.5	28.4	1.8	1.9	5,951	1,700
Inferred	** 52.6	1.7	2.8	1.6	4,728	87
Total†	326.5	340.4	1.8	1.6	18,800	17,067
Low-grade operational stockpiles						
Measured	3.4	–	0.8	–	90	–
Total low grade stockpile	3.4	–	0.8	–	90	–
Grand total***	329.9	340.4	1.8	1.6	18,890	17,067

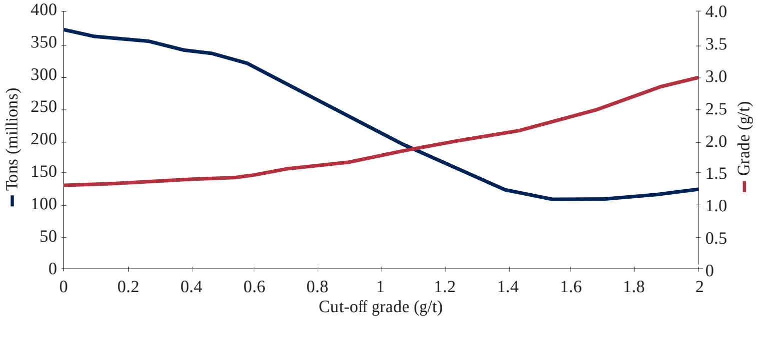
* Includes 26.9 million tons of shallow underground Indicated Mineral Resource at 2g/t cut-off (2.7 million ounces)

** Includes 43.7 million tons of shallow underground Inferred Mineral Resource at 2g/t cut-off (4.4 million ounces)

*** Open cut, shallow underground and surface stockpiles

† Open cut and shallow underground

Tarkwa Mine grade tonnage curve



Tarkwa – Mineral Reserves and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Reserves*						
Proved	57.5	72.7	1.4	1.5	2,680	3,440
Probable	89.6	58.5	1.3	1.8	3,760	3,422
Total†	147.2	131.2	1.4	1.6	6,440	6,862
Low-grade operational stockpiles						
Proved	3.4	–	0.8	–	90	–
Total surface	3.4	–	0.8	–	90	–
Grand total**	150.7	131.2	1.4	1.6	6,530	6,862

* Tarkwa reserve based on heap leach, mill and owner mining costs.
** Open cut, and surface stockpiles
† Open cut

Damang

Damang is located about 30 kilometres north of the Tarkwa Gold Mine and within the Ashanti Belt. This NE-SW trending belt of early Archean sediments consists of deformed sedimentary rocks (Tarkwaian) underlain by older greenstone metavolcanics (Birimian).

Mineralisation at Damang has been emplaced along a regional shear and is associated with extensional quartz veins hosted by Tarkwaian sediments and dolerites which have been folded into a regional anticline.

The operation is sensitive to the addition of new sources of mill tonnage and an upscaled exploration effort is in place on the present concession and to the South to assess the extent of shear-hosted mineralisation and the potential of the conglomerates.

There is a major strike length between Damang and Tarkwa where the Tarkwaian Sequence of conglomerate hosted gold mineralisation is exposed on surface. A strong focus and financial commitments have been made to close the gap between the two operations and several well-defined projects are in progress, with encouraging results.

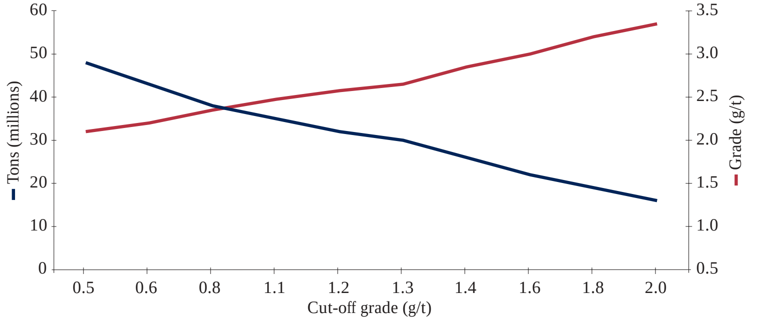
Apart from the constraint on the resource model, no significant changes have been made to the underlying assumptions that govern the reserve base. The Mineral Resource and Reserve figures for fiscal 2001 are quoted at June 2001 and are in accordance with the terms and definitions used by Ranger Minerals Ltd.

Damang – Mineral Resources and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Resources						
Measured	7.1	13.0	2.4	2.3	550	955
Indicated	10.0	26.3	2.0	1.6	630	1,388
Inferred	2.6	17.4	1.8	1.8	150	1,021
Total†	19.7	56.7	2.1	1.8	1,330	3,364
Low-grade operational stockpiles						
Measured	10.0	9.3	1.4	1.3	435	383
Total surface	10.0	9.3	1.4	1.3	435	383
Grand total*	29.7	66.0	1.8	1.8	1,765	3,747

* Open cut and surface stockpiles
† Open cut

Damang Mine grade tonnage curve



Damang – Mineral Reserves and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Reserves						
Proved	5.0	7.3	2.5	2.6	393	603
Probable	5.8	6.4	1.9	2.2	361	445
Total†	10.8	13.8	2.2	2.4	754	1,048
Low-grade operational stockpiles						
Proved	10.0	9.3	1.4	1.3	435	383
Total surface	10.0	9.3	1.4	1.3	435	383
Grand total*	20.7	23.1	1.8	1.9	1,189	1,431

* Open cut and surface stockpiles
† Open cut

INTERNATIONAL OPERATIONS: AUSTRALIA DIVISION

Australia Division

St Ives and Agnew are situated in Western Australia. The St Ives gold operation is located 80 kilometres south of Kalgoorlie, near Kambalda. The Agnew gold operation is located near Leinster (375 kilometres north of Kalgoorlie).

The mines are sited on the highly prospective Archean Norseman-Wiluna greenstone belt that comprises a regionally extensive volcano-sedimentary package. The Mineral Resource and Reserve figures for fiscal 2001 represent the December 2001 figures reported by WMC Resources Ltd, adjusted for six months of mining and are in accordance with the terms and definitions used by WMC Resources Ltd.

The difference between the current published Mineral Reserve figures and the fiscal 2001 Mineral Reserves is due to:

- Application of stringent mining factors (new costs and re-design of operations).
- Re-classification – downgrading of Indicated Resources to the Inferred Resource category because of low levels of confidence.

The moderation of the Mineral Reserve figures is consistent with the Group's Code of Practice.

St Ives

Gold was first discovered in the region in 1897 and up until the 1930s some 41,000 ounces were mined. Nickel mining around the Kambalda Dome from the 1960s encountered some free gold and specimen ore, but serious gold exploration did not commence until 1979.

Gold mining at St Ives commenced in 1980 from a suite of surface and near-surface operations that covered a strike length of 30 kilometres along the Kambalda-St Ives corridor. To date, the operation has delivered 5.9 million ounces from underground and open-pit operations.

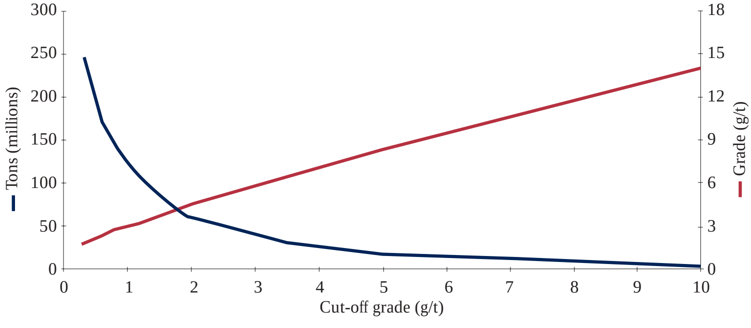
Tenements that exceed 4,000 square kilometres in extent surround the operations. An accelerated exploration programme is in place after the acquisition with a longer-term focus on definition of major complexes rather than short-term reserve replacement.

St Ives – Mineral Resources and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Resources						
Measured	1.0	1.9	9.4	8.8	307	542
Indicated	37.0	27.3	2.9	5.1	3,392	4,442
Inferred	28.2	13.2	3.0	4.1	2,718	1,759
Total†	66.2	42.4	3.0	4.9	6,417	6,743
Low-grade operational stockpiles						
Measured	8.9	9.6	1.1	1.2	325	379
Total surface	8.9	9.6	1.1	1.2	325	379
Grand total*	75.2	52.0	2.8	4.3	6,742	7,122

* Surface stockpiles, open cut and underground
† Open cut and underground

St Ives Mine grade tonnage curve



St Ives – Mineral Reserves and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Reserves						
Proved	1.2	0.7	7.4	10.6	271	239
Probable	11.6	16.2	4.7	4.8	1,740	2,509
Total†	12.8	16.9	4.9	5.1	2,011	2,749
Low-grade operational stockpiles						
Proved	8.9	10.5	1.1	1.2	325	403
Total surface	8.9	10.5	1.1	1.2	325	403
Grand total*	21.7	27.4	3.3	3.6	2,336	3,152

* Surface stockpiles, open cut and underground
† Open cut and underground

Agnew

Mining activity over the northern portion of the Norseman-Wiluna belt dates back to 1895 when gold was discovered in the region. The Agnew mine commenced in 1987 with the development of the Emu open pit (now Waroonga open pit). The operation has produced 2.2 million ounces to date from open-pit and underground operations.

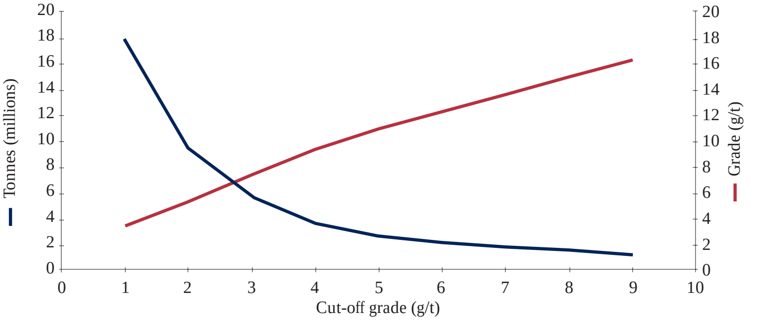
Tenements that exceed 1,200 square kilometres in extent surround the operation and an accelerated exploration programme is in place after the acquisition.

Agnew – Mineral Resources and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Reserves						
Measured	0.7	–	2.1	–	47	–
Indicated	7.2	10.3	5.7	4.7	1,328	1,556
Inferred	3.2	5.6	4.1	3.7	415	679
Total†	11.1	15.9	5.0	4.4	1,790	2,236
Low-grade operational stockpiles						
Measured	0.4	0.01	1.9	4.8	22	2
Total surface	0.4	0.01	1.9	4.8	22	2
Grand total*	11.5	15.9	4.9	4.4	1,810	2,238

* Surface stockpiles, open cut and underground
† Open cut and underground

Agnew Mine grade tonnage curve



Agnew – Mineral Reserves and stockpiles

	Tons (Mt)		Grade (g/t)		Gold (000 oz)	
Category	2002	2001	2002	2001	2002	2001
Mineral Reserves						
Proved	0.3	0.2	3.1	2.3	37	11
Probable	3.0	4.3	5.6	4.9	542	677
Total†	3.3	4.5	5.4	4.8	579	688
Low-grade operational stockpiles						
Proved	0.4	0.01	1.9	4.8	22	2
Total surface	0.4	0.01	1.9	4.8	22	2
Grand total*	3.8	4.5	5.0	4.8	601	690

* Surface stockpiles, open cut and underground

† Open cut and underground

Mineral Resource and Reserve parameters

Mineral Reserves for the International Operations are estimated using mine designs generated after standard mine-optimisation methods, current cost structures and technical assumptions derived from actual experience and/or extensive test work.

	International Operations			
Parameter	Tarkwa	Damang	Agnew*	St Ives*
Resource gold price (US$/oz)	325	325	325	325
Exchange rate (A$/US$)	–	–	2.00	2.00
Resource cut-off†	+2g/t cut-off#			
Reserve gold price ($/oz)	285	285	285	285
Exchange rate (A$/US$)	–	–	1.93	1.93
Cut-off (g/t)	A	B	1.2(6.0)	0.8 (5.0)
Mine Call Factor (%)	–	–	100	100
Stripping ratio (waste: ore)	2.03	2.25	3.0	6-12
Dilution (%)	11	–	10-20 (20-50)	5-20 (20-50)
Plant recovery (%)	95	90.5	96	94
Heap leach recovery (%)	72	–	–	55

* Mineral Reserve parameters for the Australian operations vary on a project by project basis and reflect specific cost structures and technical assumptions derived from actual experience and/or extensive test work. Numbers indicated in the table are supplied as typical assumptions for the projects included in the reserve and may vary considerably from individual project assumptions. Where two numbers are presented, the first refers to open-pit operations and the second (in parentheses) refers to underground operations.

† US$325/oz pit shell for all operations .

\# +2g/t cut-off for shallow underground.

A Heap leach: 0.37 mill: 0.78.

B Oxide: 0.5 Fresh: 1.1.

Mineral Reserve sensitivity

Sensitivity of Mineral Reserves at Gold Fields International Operations is shown at different gold prices and specifically include surface operational stockpiles.

	$260/oz			$285/oz		
Operation	Tons (Mt)	Grade (g/t)	Gold (Moz)	Tons (Mt)	Grade (g/t)	Gold (Moz)
Tarkwa	119.8	1.4	5.3	150.7	1.4	6.5
Damang	18.7	1.8	1.1	20.7	1.8	1.2
Agnew*	3.7	5.0	0.6	3.7	5.0	0.6
St Ives*	20.7	3.4	2.3	21.7	3.3	2.3

* Agnew Mineral Reserves consist of one open pit that is in the final design stage with no opportunity for further cutbacks and a number of underground operations which are largely insensitive to changes in gold price because of hard boundaries between mineralisation and waste. St Ives' sensitivities are based on re-optimisation.

Competent persons

The persons who have prepared the Mineral Resource and Reserve statements are shown in the table below. Each named person is qualified and is an employee of Gold Fields Limited unless otherwise stated. They have geological and mining engineering backgrounds and are registered members of recognised statutory organisations. The divisional vice presidents have approved the mine plans and planning parameters.

	Competent person/s	Title	Qualifications
South Africa			
Free State	Malcolm Jolly	Manager: Mineral Resources	M.Sc (Geology)*
Kloof	Tim Rowland	Manager: Mineral Resources	M.Sc (Geology); GDE*
Driefontein	Kevin Robertson	Manager: Mineral Resources	NHD (Geology)*
International			
Ghana	Gary Chapman	Manager: Mineral Resources	B.Sc (Hons) (Geology)*
Australia	Peter McArdle	Manager: Technical Services	B.Sc Eng (Mining)**
	Ed Ainscough	Chief Geologist	B.Sc (Hons) (Geology)**
	Bradley Toms	Manager: Mineral Resources	B.Sc (Hons) (Geology)***

* Registered SACNASP members
** AusIMM members
*** Member of the Geological Society of Australia

	$300/oz			$325/oz		
	Tons (Mt)	Grade (g/t)	Gold (Moz)	Tons (Mt)	Grade (g/t)	Gold (Moz)
	171.9	1.3	7.4	217.0	1.3	9.0
	21.9	1.7	1.2	23.6	1.7	1.3
	3.7	5.0	0.6	3.7	5.0	0.6
	24.0	3.4	2.6	26.1	3.2	2.7

The competent team, designated in terms of the SAMREC Code and taking corporate responsibility for the compilation and reporting of Gold Fields' Mineral Resources and Mineral Reserves comprises:

Terence Goodlace	Senior Vice President: Strategic Planning	NHD (Mining); BComm; MBA
Vishnu Pillay	Senior Consultant: Mineral Resources	M.Sc (Geology): SACNASP Reg No 400159/93

SRK (SA), SRK (UK) and SRK (Australasia) have audited the Gold Fields statement of Mineral Resources and Reserves.

Note: Rounding-off of figures in this report may result in minor computational discrepancies.

EXPLORATION AND BUSINESS DEVELOPMENT

Gold Fields is committed to becoming a world leader in finding and developing precious metal operations. Currently, the company is focused on exploiting gold and platinum group metals (PGMs).

Key focus *to increase geographic diversity*

A key area of focus for the company is increasing the geographic diversity of its property holdings. Gold Fields has active projects on five continents; namely, Africa, Europe, North America, South America and Australasia.

Gold Fields maintains a balanced view regarding its growth strategy for new mining projects. The company will consider the acquisition of projects at any stage on the development curve, from greenfields projects to operating mines.

The principal factor that drives our search is the quality of assets. In an extractive industry, this translates into the total cost of production of the commodity. Gold Fields' goal is to be in the lowest quartile of breakeven cost defined as: acquisition + cash operating + capital + general and administrative costs. Focusing on these objectives – precious metals, geographic diversification and quality – should deliver above average returns to our shareholders.

Goal: *to be in the lowest quartile of breakeven costs*

Strategy

Gold Fields is committed to sustainable development in respect of its precious metal assets. In a depleting resource business such as mining, this means focusing on environmental and social impacts in the immediate and nearby areas of our operations. Our environmental practices worldwide are dedicated to a philosophy of best practice and continuous improvement. Gold Fields is a founding member of E3, namely Environmental Excellence in Exploration, an organisation sponsored by the Prospectors and Developers Association (PDAC) in Canada that is dedicated to the promotion of environmental best practice in the mining industry.

In order to focus on the commercial aspects of a successful project, Gold Fields has adopted minimum target criteria , referred to as the "Rule of twos". These include:

- A minimum of 2 million ounces of reserve;
- Production rates of greater than 200,000 ounces per year,
- Cash cost of production less than half the commodity price (the reciprocal of two);
- A payback of capital investment in two years; and
- A double-digit rate of return.

"Rule of twos" *minimum target criteria adopted*

To be considered, any project must have the potential to meet the majority of these requirements.

Progress

Last year saw the realisation of this strategy with the purchase of the St Ives and Agnew mines in Australia and the Damang mine in Ghana. These purchases added more than 800,000 ounces of annual gold production to the Group and, more importantly, have the potential for additional resource and reserve development.

The Exploration Division was also very active in acquiring additional projects. These are focused by necessity on the early stages of project development because of the prolonged decline in exploration spending worldwide. To leverage these activities, the Group has entered into a number of equity-placement joint venture option agreements with junior mining companies that will facilitate exposure to developing assets.

Arctic Platinum Partnership

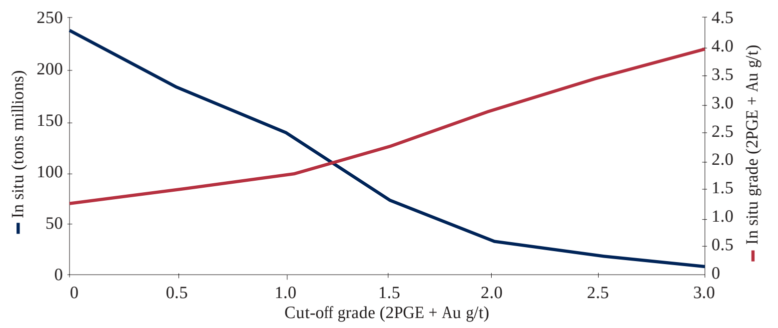
The Arctic Platinum Partnership (APP) is between Gold Fields and Outokumpu Oyj of Finland. Gold Fields earned its planned ownership threshold of 51 per cent in January 2002 when aggregate project expenditure reached US$13 million. Outokumpu holds the remaining 49 per cent share. APP owns two mining licences and 337 claims, with a total area of 300 square kilometres, and has applied for a new mining licence at the Suhanko project. The Suhanko mining licence is presently the subject of an Environmental Impact Assessment (EIA) and feasibility study. Suhanko is located 60 kilometres south of the regional capital city of Rovaniemi.

Outokumpu Oyj is a world leader in the development of beneficiation plants for PGMs and is currently investigating the possibility of converting or expanding one of its existing smelter facilities to treat these ores. This could be very beneficial to the operating cost of Arctic Platinum, resulting in enhanced earnings for both companies.

APP has completed 1,268 diamond drill holes totalling more than 130,000 metres since drilling started in February 2000. Drilling has focused on the Konttijarvi and Ahmavaara deposits at Suhanko, and on the SK Reef in the Narkaus intrusion to the north-east of Suhanko.

Reported at a cut-off of 0.5g/t 2PGE+Au (Pt, Pd, Au), total estimated Mineral Resources at APP currently amount to 14.4 million ounces contained in 218.7 million tonnes at an average grade of 2.05g/t. The base metal contents are 0.18 per cent Cu and 0.08 per cent Ni. This total resource also contains the

Arctic Platinum Partnership: Suhanko Mineral Resources



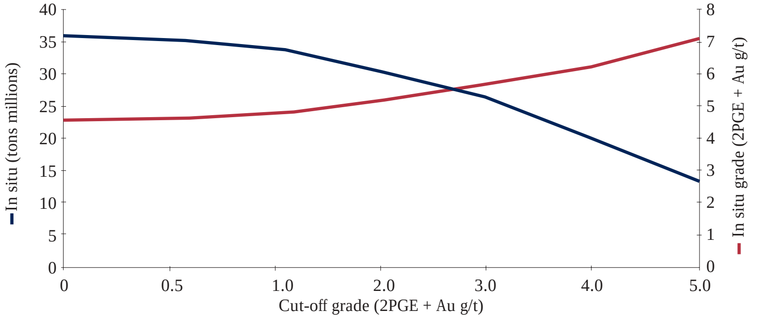
inferred SK Reef estimate of 5.3 million ounces 2PGE+Au at an average grade of 4.67g/t. APP is presently busy with additional drilling on the SK Reef to upgrade the Mineral Resources and to provide data for open-pit and underground mining studies. APP is also considering start-up work on PGE offset deposits which occur in proximity to the SK Reef.

With infill and extra drilling undertaken in fiscal 2002 Q3 and Q4, the total Mineral Resource content at Suhanko has increased from 6.0 to 9.1 million ounces 2PGE+Au at an average grade of 1.54g/t. The Mineral Resource at Konttijarvi has increased from 2.7 million ounces to 3.4 million ounces 2PGE+Au and includes the new Konttijarvi North discovery. At Ahmavaara the Mineral Resource content has increased from 3.3 million ounces to 4.7 million ounces 2PGE+Au with extension drilling and addition of Ahmavaara East. The estimated Measured and Indicated Mineral Resource at Suhanko has increased from 3.1 million ounces to 5.6 million ounces 2PGE+Au. Inferred resources have increased from 2.9 million ounces to 3.5 million ounces.

APP completed a positive pre-feasibility report on the Suhanko Project in February 2002 and has begun a feasibility study to bankable standards which is scheduled for completion by the end of 2002. Detailed metallurgical work has been completed on the various ore types as part of the feasibility study, comprising bench-scale tests and mini-pilot and pilot-plant runs.

APP expects the Suhanko project to be an open pit mine, with an on-site plant producing Cu-Ni-PGM concentrate for further processing at an off-site smelter. Downstream processing at existing smelters in Finland and

Arctic Platinum Partnership: Narkaus SK reef Mineral Resources



at other offshore smelting facilities is being considered at this stage of the feasibility study. Mining of the SK Reef as supplementary feed to the Suhanko plant is also being considered. APP anticipates that the Lapland Environmental Centre will complete its draft EIA report on the Suhanko project in early September 2002.

Mineral Resources

Suhanko Project Mineral Resources* July 2002 (0.5g/t 2PGE+Au cut-off)

Category	Tonnes Mt	2PGE +Au g/t	Pd g/t	Pt g/t	Au g/t	2PGE +Au Moz	Cu %	Ni %
Konttijarvi and Konttijarvi North								
Measured	19.1	2.09	1.56	0.43	0.10	1.3	0.15	0.08
Indicated	23.6	1.91	1.42	0.39	0.10	1.5	0.17	0.05
Inferred	11.3	1.71	1.27	0.35	0.09	0.6	0.14	0.06
Sub total	54.0	1.94	1.44	0.40	0.10	3.4	0.16	0.06
Ahmavaara								
Measured	27.2	1.76	1.33	0.27	0.16	1.5	0.27	0.12
Indicated	28.3	1.43	1.07	0.23	0.13	1.3	0.20	0.08
Inferred	44.3	1.30	0.97	0.20	0.13	1.9	0.21	0.07
Sub total	99.8	1.47	1.10	0.23	0.14	4.7	0.22	0.09
Ahmavaara East								
Indicated	1.3	0.94	0.71	0.13	0.10	0.0	0.15	0.05
Inferred	28.6	1.13	0.84	0.18	0.11	1.0	0.17	0.06
Sub total	29.9	1.12	0.83	0.18	0.11	1.1	0.17	0.06
Combined Suhanko								
Measured	46.3	1.90	1.42	0.34	0.14	2.8	0.22	0.10
Indicated	53.2	1.64	1.22	0.30	0.12	2.8	0.19	0.07
Inferred	84.2	1.30	0.97	0.21	0.12	3.5	0.19	0.07
Total	183.7	1.54	1.15	0.27	0.12	9.1	0.20	0.08

* Snowden Mining Industry Consultants undertook the Mineral Resource estimation study and the estimates have been classified in accordance with the JORC Code (September 1999).

Arctic Platinum Partnership July 2002
Total Measured, Indicated and Inferred Resources (0.5 g/t 2PGE+Au cut-off)*

Project	Tonnes Mt	2PGE +Au g/t	Pd g/t	Pt g/t	Au g/t	2PGE +Au Moz	Cu %	Ni %
Konttijarvi	54.0	1.94	1.44	0.40	0.10	3.4	0.16	0.06
Ahmavaara	99.8	1.47	1.10	0.23	0.14	4.7	0.22	0.09
Ahmavaara East	29.9	1.12	0.83	0.18	0.11	1.1	0.17	0.06
SK Reef	35.0	4.67	3.55	0.97	0.15	5.3	0.12	0.10
Total	218.7	2.05	1.54	0.38	0.13	14.4	0.18	0.08

* Snowden Mining Industry Consultants undertook the Mineral Resource estimation study and the estimates have been classified in accordance with the JORC Code (September 1999). This code is a recognised standard of Mineral Resource and Ore Reserve reporting.

Partnerships with juniors
The strategy of funding junior exploration companies via equity with a concomitant right to joint venture key projects has proved extremely beneficial this year. Acquiring stock in a rising gold market has proved an effective way to fund the costs associated with exploration deals. A number of deals were concluded during the year:

Radius Exploration (Canada: TSX listed)
Gold Fields participated in a private placement in Radius Exploration Inc. of 1.9 million units at C$1.25 per unit in July 2001. Radius, which is listed on the Toronto Stock Exchange, holds properties in Guatemala along the prospective Motagua fault zone. Guatemala has seen little modern exploration and is now yielding numerous new gold occurrences, indicating a previously unrecognised gold belt.

In terms of the placement, each unit consists of one common share and one full share purchase warrant. Each warrant is convertible into one common share at a conversion price of C$1.50 and is valid for two years.

A condition of the placement was a right of first refusal to enter into a joint venture on the Tambor project in Guatemala. Since the placement, a letter of intent has been agreed between Gold Fields and Radius concerning a joint venture on the Tambor project. This letter provides that Gold Fields may fund US$5 million in expenditures over 42 months to earn a 55 per cent interest in the Tambor project. Radius may then elect to have Gold Fields continue funding until the completion of a feasibility study, thereby earning an additional 15 per cent interest.

Twigg Minerals (UK: OFEX listed)
In May 2002, Gold Fields entered into an arrangement with Twigg Minerals plc, including a placement of £500,000 at £0.135 per unit. Twigg Minerals owns mineral rights over prospective ground in a relatively under-explored part of the Lake Victoria goldfields in Tanzania.

In terms of the placement, each unit consists of a share and full share purchase warrant. Each warrant is convertible into one share at a conversion price of £0.169 until the end of March 2005.

At least 80 per cent of the proceeds of the placement were to be used to fund exploration expenses on the Miyabi project in Tanzania and the placement includes an exclusive right to enter into a joint venture on the Miyabi project. Under the broad terms agreed, Gold Fields may earn a 51 per cent interest by funding £1.5 million of exploration expenditure. An additional 19 per cent may be earned through the completion of a bankable feasibility study at Gold Fields' election. Gold Fields also has the exclusive right to joint venture Twigg's other properties within the Miyabi Hills project area in Tanzania.

Hereward Ventures (UK: listed on AIM)
In June 2002, Gold Fields subscribed for 4.9 million new shares at 7p each in terms of its agreement with Hereward Ventures plc. Hereward Ventures owns several mineral concessions in Bulgaria, both in the south-eastern Rhodopes Tertiary belt and in the Srednogora Cretaceous belt. Although the former is better known for its lead/zinc mineralisation, several exciting gold discoveries have recently been made using new exploration models.

In terms of the agreement, these shares are subject to a three-year hold period; 80 per cent of the proceeds from the subscription are committed to fund exploration on the concessions in the Rhodopes belt. As a condition of the subscription, Gold Fields was granted the right to establish joint ventures on all the Hereward properties in Bulgaria. The joint venture terms include the right to earn a 51 per cent interest through expenditure of US$2.5 million over three years. Gold Fields may earn an additional 19 per cent interest through funding US$10 million of expenditure towards a feasibility study.

Orezone (Canada: TSX listed)
In July 2002, Gold Fields subscribed for 2.5 million shares in Orezone Resources, Inc. at C$0.20 per share. Orezone acquired the rights to the Essakane property in the prospective north-eastern region of Burkina Faso during the year. Gold Fields' interest stems from the recognition of the existing resource at Essakane and the fact that the concessions are relatively under-explored, leaving the opportunity for locating additional deposits and expanding Essakane.

The terms of the subscription agreement include an option for a joint venture on the Essakane property and a first right of refusal on all Orezone's other Burkina Faso properties. Under the terms of the option, Gold Fields may earn a 50 per cent interest by incurring expenditure totalling US$8 million over a five-year period. Gold Fields may earn additional interest of 10 per cent on completion of a bankable feasibility study. Orezone will operate the exploration programme for the first two years of the earn-in programme.

Outlook

Three years ago, Gold Fields deliberately broadened its exploration programme to include the placement/earn-in type of exploration deals described above. To date, this has involved the expenditure of approximately US$9.0 million in eight different companies that now have an aggregate value of over US$20 million. In addition, the company has gained exposure to some exciting exploration ventures.

Aggregate value of exploration programme: *US$20m*

SUSTAINABLE DEVELOPMENT

Gold Fields *subscribes to the Global Reporting Initiative*

To better account to shareholders and the public at large, Gold Fields, for the first time this year, will produce a separate report, *The Sustainable Development Review 2002*, detailing aspects relating to sustainable development. This review will be in line with the Global Reporting Initiative to which Gold Fields subscribes. It is the Group's intention to produce a similar review annually.

Gold Fields' philosophy of acquiring and developing world-class, geographically diversified assets is underpinned by its belief in responsible, sustainable and innovative development. Its aims in this regard are economic prosperity for all stakeholders, environmental sustainability and social well-being.

Gold Fields was a sponsor of the Mining, Minerals and Sustainable Development project (MMSD) in southern Africa. This was a two-year project of research and consultation that sought to understand how the mining and minerals sector could contribute to the global transition of sustainable development. The resultant report was integrated into a global report, *Breaking New Ground: Mining, Minerals and Sustainable Development*, commissioned by the World Business Council for Sustainable Development, (WBCSD), of which Gold Fields is also a member.

Sponsor *of E3 – Environmental Excellence in Exploration*

The company is a sponsor and founding member of Environmental Excellence in Exploration (E3), an initiative launched in August 2001 by the Prospectors and Developers Association (PDAC) in Canada to encourage the highest level of environmental stewardship in mining exploration around the world.

Gold Fields subscribes to the principles espoused by the ICMM as well as the Sustainable Development Charter, which was adopted by members at a meeting in Toronto in May 2002. This charter contains four management principles, namely:

- Environmental responsibility;
- Product stewardship;
- Community responsibility; and
- General corporate responsibilities.

The Group believes that sustainable development is a corporate priority and recognises the importance of integrating the environmental, social and economic aspects of its business into its decision-making process. It acknowledges that consultation with and participation by key stakeholders – from employees, to communities, to government and non-governmental and community-based organisations – is integral to its ability to balance the interests of the Group against those of the stakeholders and to achieve common objectives. This philosophy of so-called "triple bottom line reporting" must be conducted within a context of best practice corporate governance, leading to the concept of "quadruple bottom line reporting".

Gold Fields is committed to adopting best practice policies and responsible operating principles which promote the conservation and/or enhancement of the natural, social and economic environments in which the Group operates. It acknowledges that these represent a strategic resource for both present and future generations. As a result, the company will minimise the impact of its operations on the environment to the maximum extent practical and will strive towards being more socially conscious and transparent in all its operations.

During the year, the Group made good progress in a number of areas relating to sustainable development which will be reported on in the review. In this regard, an outstanding feature of the year was the certification of the company's South African surface operations as being ISO 14001-compliant, an internationally recognised integrated environmental benchmark. This makes it the first South African mining company to have achieved this honour on all its South African Operations. The review also details the progress that continues to be made in the areas of health and safety, in the management of HIV/AIDS, in education and training, and in its commitment to social investment.

During the year ahead, the Group will concentrate on developing a central sustainable development policy that will be strengthened by the Group's existing management systems and strategic values. Gold Fields is cognisant that only through care and due consideration for the environment, its employees and the affected communities in which it operates, will it achieve its ambition of being a globally competitive company.

CORPORATE SOCIAL INVESTMENT

The Gold Fields Foundation

The Gold Fields Foundation is the Group's corporate social investment vehicle. Its primary purpose is to contribute meaningfully to the socio-economic growth and development of South Africa and neighbouring southern African countries, from which its employees are drawn. The Foundation has also played a role in Ghana and will, with the purchase of operations in Australia, extend its operations there.

The Foundation receives one Rand for every ounce of gold produced by the group, as well as 0.5 per cent of pre-tax operating profit. During 2002, the Foundation disbursed R8 million on more than 67 projects.

The Foundation supports programmes in the following fields

Education

Education *is the basis of success*

Some R5 million was spent on educational projects during the year: R2.7 million went towards primary and secondary education and R2.3 million towards tertiary education. The Foundation's bias towards education (67 per cent of expenditure) is based on the belief that education, and an educated nation, is the basis of success. Gold Fields' aim is to build new schools or upgrade existing schools in remote or under-resourced communities, particularly in those communities in which employees and their families live.

Health care

The provision of basic and primary health care, through the development of infrastructure and the provision of health care workers and resources, is desperately needed in southern Africa. Health care projects absorbed about nine per cent of expenditure during the year. This is particularly important given the lack of access to adequate medical facilities and the spread of the HIV/AIDS epidemic in southern Africa.

Entrepreneurship

A key aim of the Foundation is to ensure the long-term sustainability of projects and people once the operations no longer function in a particular region, or once the funding is limited. The Foundation seeks to promote the establishment of small, micro and medium enterprises and supports income-

Entrepreneurship *key to long-term sustainability*

Opening of Paediatric Haematology and Oncology Outpatient Ward at the Chris Hani Baragwanath Hospital, 4 August 2001

generating initiatives that will have a direct economic and social benefit on targeted communities. During the year, Gold Fields established a significant and strategic partnership with the National Productivity Institute (NPI) to support projects aimed at wealth creation and improving standards of living.

Gold Fields *and NPI in strategic partnership*

Environmental education

Through these projects, the Foundation aims to assist communities to improve the quality of their lives by helping them to acquire the skills and knowledge needed to manage their environment sustainably. This is principally done through the support of existing environmental education structures and organisations.

Community development

The Foundation's community development initiatives support non-governmental (NGO) and community-based organisations (CBOs) in caring for the young, the aged and the indigent, and others in need.

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

CHAIRMAN AND OUTGOING CHIEF EXECUTIVE OFFICER

Christopher M T Thompson (54)*

BA Rhodes; MSc Management Studies, Bradford. Chairman of the Executive Committee. Appointed a director in May 1998 and as Chairman and Chief Executive Officer in October 1998. Vice-president and member of the executive committee of the Chamber of Mines. Chairman of the World Gold Council.

EXECUTIVE DIRECTORS

Chief Operating Officer and incoming Chief Executive Officer

Ian D Cockerill (48)*

BSc Geology Hons, London; MSc Mining, Royal School of Mines. Appointed a director and member of the Executive Committee in October 1999.

Chief Financial Officer

Nicholas J Holland (43)*

BComm, BAcc, Witwatersrand; CA(SA). Member of the Executive Committee. Appointed a director in February 1998.

NON-EXECUTIVE DIRECTORS

Deputy Chairman

Alan J Wright (61)*

CA(SA). Chairman of the Audit Committee and a member of the Nominating Committee. Appointed a director in November 1997.

J Michael McMahon (55)*

BSc (Mech Eng), Glasgow. Member of the Audit and Compensation committees. Non-executive Director of Impala Platinum Holdings Limited. Appointed a director in December 1998.

Gordon R Parker (66)*

BS, MS, Montana College of Mineral Science and Technology; MBA, Cape Town. Chairman of the Compensation Committee and member of the Nominating Committee. Director of The Williams Companies Inc., Caterpillar Inc. and Phelps Dodge Corporation. Previously Chairman, President and Chief Executive Officer, Newmont Mining Corporation. Appointed a director in May 1998.

Patrick J Ryan (65)*

PhD Geology, Witwatersrand. Member of the Compensation and Health, Safety and Environment Committees. Previously Executive Vice President, Mining Operations, Development and Exploration, Phelps Dodge Corporation. Appointed a director in May 1998.

Tokyo M G Sexwale (49)*

Certificate in Business Studies, University of Botswana, Lesotho and Swaziland. Member of the Health, Safety and Environment Committee and Nominating Committee. Chairman of Mvelaphanda Holdings Ltd, Northam Platinum Limited and Rand Mutual Assurance Limited. Director of Absa Group Limited. Trustee of the Business Trust. Appointed a director in January 2001.

Bernard R van Rooyen (68)*

BA, LLB, Witwatersrand. Chairman of the Health, Safety and Environment Committee and member of the Audit Committee. Chairman of Trans Hex Group Limited, director of Banro

Resource Corporation, Mercantile Lisbon Bank Holdings Limited, Northam Platinum Limited, Rand Water and The Cementation Company (Africa) Limited. Appointed a director in May 1998.

Chris I von Christierson (54)*
BComm, Rhodes; MA Cambridge
Chairman of the Nominating Committee and member of the Compensation Committee. Chairman of Rio Narcea Gold Mines Limited, Chairman of Afri-Can Marine Minerals Corporation Limited and Director of Southern Prospecting (UK) Limited. Appointed a director in February 1999.

Jakes G Gerwel (56)
DLitt and Phil (magna cum laude) Brussels; Chancellor of Rhodes University; Nelson Mandela Distinguished Professor in the Humanities at UCT and UWC. Chairman of Brimstone Investment Corporation, Africon Engineering International, Educor, HSRC and the Institute for Justice and Reconciliation. Appointed a director in August 2002.

Rupert L Pennant-Rea (54)
BA (Trinity College, Dublin); MA (Univ of Manchester).
Chairman of The Stationery Office Holding Limited, Plantation and General Investments plc. Director of British American Tobacco plc, Sherritt International Corporation, First Quantum Minerals. Previously editor of The Economist and Deputy Governor of the Bank of England. Appointed a director in July 2002.

* Board representatives for fiscal 2002.

THE EXECUTIVE COMMITTEE

In addition to the executive directors the following officials are also members of the Executive Committee.

Mike Adan (50)
BComm, LLB
Senior Vice President Human Resources

Jimmy Dowsley (44)
BSc (Mining Engineering)
Senior Vice President Corporate Development

Paul Fortin (63)
BA LL.L
Appointed General Counsel and Chief Legal Advisor in September 2002.

Terence Goodlace (43)
NHD (Metalliferous Mining), BComm, MBA
Senior Vice President Strategic Planning

Willie Jacobsz (41)
BA
Senior Vice President Investor Relations and Corporate Affairs.

John Munro (34)
BSc (Chemical Engineering)
Senior Vice President Head of International Operations

Craig Nelsen (50)
BA, MSc (Geology)
Executive Vice President Exploration

Mike Prinsloo (48)
BSc (Mining Engineering)
Executive Vice President Head of South African Operations

CORPORATE GOVERNANCE

Gold Fields Limited subscribes to sound corporate governance principles, supports the recommendations of the 2002 King Report and complies substantially with the code of corporate practices and conduct.

Board of Directors

As at the date of this report, the company has two executive and 10 non-executive directors of whom seven are independent. The Board retains full and effective control of the Group and meets at quarterly intervals or more frequently, if required. All retire on a rotational basis and, if eligible, stand for re-election at the annual general meeting. Non-executive directors derive no benefits from the company for their services as directors other than the fees and the share options detailed in the Directors' Report (pages 124 and 125). The non-executive directors are high-calibre professionals and are sufficient in number for their independent views to carry significant weight in the Board's deliberations and decisions. The positions of Chairman and Chief Executive Officer (CEO) were combined for the year under review but,
with effect from 1 July 2002, these roles have been separated.

In line with international practice, the Group has implemented a share option scheme exclusively for the participation of non-executive directors. This was proposed and passed at the annual general meeting held on 31 October 2001. As a result thereof, the scheme has been implemented, following its approval, by an independent committee comprising, for the year under review, the Chairman and outgoing CEO and two nominees, who are not Board members and who represent Gold Fields' shareholders. Accordingly, share options have been awarded to non-executive directors, details of which are shown in the Directors' Report (pages 124 and 125).

The directors have unrestricted access to the advice and services of the company secretary and the executive committee and are entitled to seek independent professional advice concerning the affairs of the Group at the Group's expense, should they believe that a course of action would not be in the best interests of the Group.

In the opinion of the Board and based on the financial position of the Group at the financial year-end, the Group is able to continue its business as a going concern. However, the Group's ability to continue as a going concern could be affected by a significant reduction in the gold price and/or a significant strengthening of the Rand/Dollar exchange rate.

During the year under review, Board meetings were held on the following dates and were attended by all members except the following:

2001	
22 July	T M G Sexwale
30 July	J M McMahon and C I von Christierson
13 September	J M McMahon and T M G Sexwale
17 October	P J Ryan and T M G Sexwale
28 November	All present
2002	
31 January	J M McMahon and C I von Christierson
27 February	N J Holland and T M G Sexwale
1 May	G R Parker and P J Ryan
27 May	T M G Sexwale
26 June	T M G Sexwale

Executive Committee

The Executive Committee comprises two executive directors (for the year under review there were three executive directors) and eight executive officers of the Group. The two executive directors are the Chief Executive Officer, as chairman of the committee, and the Chief Financial Officer. This committee meets regularly to review the current performance of the Group, develop strategy and policy proposals for consideration by the Board and to implement its directives. The names of the members of the committee appear on page 93.

The Board has established a number of standing committees comprised entirely of non-executive directors. These committees which include the Nominating, Audit, Compensation, Health and Safety and Environment committees operate with written terms of reference. The remuneration of non-executive directors for their services on the various committees has been approved by shareholders.

Nominating Committee

The Nominating Committee comprises C I von Christierson (Chairman), G R Parker, T M G Sexwale and A J Wright and has meetings scheduled on a quarterly basis. This committee is responsible for:

- developing and implementing the company's policy on corporate governance issues;
- evaluating nominations to the board of directors;
- identifying a successor to the Chairman and Chief Executive Officer; and
- considering the mandate of Board committees, selection and rotation of committee members and chairmen.

The Nominating Committee met on three occasions during the year under review.

Audit Committee

The Audit Committee, which comprises A J Wright (Chairman), B R van Rooyen and J M McMahon, monitors and reviews:

- the effectiveness of the Group's information systems and other systems of internal control;
- the effectiveness of the internal audit function;
- the reports of both the external and internal auditors;
- the quarterly and annual reports and specifically the annual financial statements included therein;
- the accounting policies of the Group and any proposed revisions thereto;
- the external audit findings, reports and fees and the approval thereof; and
- compliance with applicable legislation and requirements of regulatory authorities.

The internal and external auditors have unrestricted access to the Audit Committee and its chairman, ensuring that their independence is in no way impaired. Meetings were held on four occasions during the year under review.

The Group internal audit function is headed by the Senior Manager Internal Audit who reports directly to the Chairman of the Audit Committee.

Compensation Committee

The Compensation Committee comprises G R Parker (Chairman), J M McMahon, C I von Christierson and P J Ryan. This committee has established the Group's compensation philosophy, the terms and conditions of employment of executive directors and other executives, including a short-term performance-linked bonus scheme and a long-term share incentive scheme. All executive directors are subject to normal employment contracts with the Group's maximum exposure in this regard limited to two years' remuneration in the event of any director's services being terminated as a result of a take-over or merger. This committee meets on a quarterly basis and did so for the year under review.

Health, Safety and Environment Committee

The Health, Safety and Environment Committee meets on a quarterly basis and comprises B R van Rooyen (Chairman), P J Ryan and T M G Sexwale. The Committee's objectives include the elimination of all mining-related accidents, ensuring that the Group's operations are in compliance with all environmental regulations and establishing policy in respect of HIV/AIDS and health matters.

This Committee met on five occasions during the period under review.

Internal control

The Board is accountable for the internal controls which are reviewed regularly for effectiveness. These controls are designed to manage, rather than eliminate, the risk of failure, and provide reasonable, but not absolute, assurance that there is an adequate system of internal control in place.

Internal control is maintained through the proper delegation of responsibility within a clearly defined approval framework, effective accounting procedures and adequate segregation of duties. The Group's internal accounting controls and systems are designed to provide reasonable assurance as to the integrity of the financial statements and to adequately safeguard, verify and maintain the accountability of its assets.

Internal auditors monitor the operation of the internal control systems and report findings and recommendations to the Audit Committee, the directors and management. Corrective action is taken to address control deficiencies as and when they are identified. Nothing has come to the attention of your directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

Corporate code of conduct

The Group has a Code of Ethics which applies to all directors and employees. The Code of Ethics requires all directors and employees to maintain the highest ethical standards in ensuring that the Group's business practices are conducted in a manner which, in all reasonable circumstances, is beyond reproach. In addition, the Group operates a closed period prior to the publication of its quarterly and year-end financial results during which period employees, directors and officers of the Group may not deal in the shares of the company. Where appropriate, this is also extended to other sensitive periods.

The Board is committed to ensuring the consistent application of the Code of Ethics. The responsibility for overseeing the Group's compliance to this code forms part of the functions of the newly created position, General Counsel and Chief Legal Advisor, a position that will be represented on the Executive Committee and will be filled with effect from 1 September 2002. The Group has contracted the services of "Tip-off Anonymous", an independent hotline service provider to facilitate the confidential reporting of fraud and other inappropriate behaviour. Employees found guilty of ethical breaches are disciplined in accordance with the Group's disciplinary code and should the breach include a criminal act, it is policy to pursue prosecution of the employee concerned. Feedback to date suggests that the ethical standards espoused in the Code are, for the most part, being upheld across the Group.

The Group places a high emphasis on the development of human capital and, to this end, all employees undergo intensive induction courses and annual refresher courses. Before new employees are offered permanent employment with the Group, an external party carries out routine credit, criminal and reference checks on the individual. Should the situation warrant it, these checks are also carried out on existing employees.

All employees in a position of authority are governed by a decision framework which sets out the limits of their authority in terms of expenditure, the extent to which they can contractually bind the company and the level at which they can offer employment to new employees. This authority is reviewed annually and is an integral part of the budgeting process.

Risk management

The Board recognises that it is accountable for the process of risk management, which includes, but is not limited to, the establishment and communication throughout the Group of appropriate risk-management control policies and the monitoring of the effectiveness of these policies. Accordingly, the Group has appointed a senior employee to the position of Group Risk Manager to co-ordinate and manage the risk management practices throughout the Group. This function has been effective during the period under review and its line of responsibility is to the Chief Financial Officer.

Given the diversity of the various business risks identified within the Group, the Board has not formed a separate risk management Committee, opting rather to have the responsible parties for each area of identified risk report directly to the Board on their respective responsibilities.

The primary objective of Gold Fields' Physical Risk Management is to minimise its business risk by safeguarding its assets and income-earning capacity. The greatest challenge currently facing Gold Fields in its management of risk is the unprecedented hardening of rates in the insurance market, which has imposed significant premium hikes on the insurance programme and forced increased self-insurance burdens on the Group. Insurance cover for the Group's assets has been greatly reduced with the maximum cover obtained per event and in the aggregate during the financial year in the market limited to US$75 million for underground risks and US$250 million for surface risks. Current estimates are that the Maximum Foreseeable Loss per event for an underground loss is US$30 million and surface loss US$63 million. The Group has taken the decision to change from gross profit to standing charges only, (fixed cost) basis of business interruption cover in an effort to reduce costs. Should the Group suffer a major loss, future earnings could be affected.

This has prompted a review of the Group's risk-management philosophy, which has resulted in these risks receiving attention on an holistic basis which requires the preparation of a comprehensive and detailed risk register. This register will embrace all operating divisions of the Gold Fields' Group and will examine all categories of risk facing the Group. This process builds on the Risk Management Programme that was established in 2000, whereby the senior technical managers of each operating division chaired a committee which focused on the successful implementation of risk reducing actions. The current programme makes use of internal capabilities and skills as well as external consultants in the field of risk management. The result is that the risk profile of each operation is surveyed by the external consultants, in terms of a formal programme whereby loss prevention strategies are reviewed on a regular basis. These surveys have as one of their cornerstones, the identification and quantification of the Maximum Foreseeable Loss (MFL) that could occur at any of the Gold Fields operations, so that contingency plans can be designed to reduce the possibility of business interruption as a result of any such unforeseen occurrence.

The management of Financial Risk is centralised in a Group Treasury division that acts as the interface between Gold Fields' operations and counter-party banks. The Group Treasury division acts in terms of a mandate given to it by the Audit Committee. This mandate is reviewed from time to time, and its primary function is to minimise financial risk at Gold Fields' operations and to manage such risk on a centralised basis. This function reports directly to the Chief Financial Officer.

During the course of the past financial year, the Group has defined in absolute terms a full disaster and recovery process and procedure manual for all its information systems. All these systems will be put through a disaster and recovery test plan by 31 December 2002.

The holistic approach to risk management now being followed by Gold Fields is in keeping with the recommendations of the 2002 King Report on Corporate Governance for South Africa.

Employment equity

The Group has a formal employment equity plan which is aligned with the requirements of the Employment Equity Act and which has been approved by organised labour. The plan includes numerical targets to be achieved over a five-year period and employment equity forums have been established at Group and operational level to monitor progress against the plan. A sub-committee of the Group Employment Equity Forum is actively dealing with discrimination issues.

Diversity training has commenced on most operations and approximately 50 per cent of all employees have received employment equity training. Progress is being made towards achieving equity targets, as set out in the table below.

Employment equity targets for designated persons

(All figures are percentages)

	June 2001	June 2002		June 2005
Occupational category	Actual	Actual	Target	Target
Senior management	8	9	13	20
Professionals	47	50	51	57
Technicians and associated professionals	37	41	42	50
Clerks	96	97	95	94
Service and sales workers	99	97	98	96
Craft and related trades	44	51	48	53
Plant and machine operators	100	100	99	97
Elementary occupations	100	100	99	97

Investor and shareholder relations

Regular presentations are made by executive management to institutional investors, analysts and the media in South Africa, North America and Europe to communicate Group strategy and performance. Constant contact is maintained with these groups by the Group's investor relations departments based in South Africa and North America.

A corporate website (http:///www.goldfields.co.za) facilitates the dissemination of the latest Group financial and operational data as well as historical information.

CONTENTS

Approval of the annual financial statements

The financial statements for the year ended 30 June 2002, which appear on pages 118 to 167 were approved by the directors on 22 August 2002.

The directors are responsible for the fair presentation to shareholders of the affairs of the company and of the Group as at the end of the financial year, and of the results for the year, as set out in the annual financial statements. The directors are responsible for the overall co-ordination of the preparation and presentation and for the approval of the financial statements. Responsibility for the initial preparation of these statements has been delegated to the officers of the company and the Group.

The auditors are responsible for auditing and reporting on the financial statements in the course of executing their statutory duties. The financial statements have been prepared on a going concern basis, conform with the applicable accounting standards and are presented applying consistent accounting policies supported by reasonable and prudent judgements and estimates. To discharge this responsibility, the Group maintains accounting and administrative control systems designed to provide reasonable assurance that assets are safeguarded and that transactions are executed and recorded in accordance with generally accepted business practices and procedures. The accounting policies of the Group are set out on pages 126 to 131 of this report.

REPORT OF THE INDEPENDENT AUDITORS

To the members of Gold Fields Limited

We have audited the annual financial statements and Group annual financial statements set out on pages 118 to 167 for the year ended 30 June 2002. These financial statements are the responsibility of the directors of the company. Our responsibility is to express an opinion on these financial statements based on our audit.

Scope

We conducted our audit in accordance with generally accepted auditing standards in South Africa and in accordance with international auditing standards issued by the International Federation of Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatement.

An audit includes:

- Examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements.
- Assessing the accounting principles used and significant estimates made by management.
- Evaluating the overall financial statement presentation.

We believe that our audit provides a reasonable basis for our opinion.

Audit opinion

In our opinion, the financial statements fairly present, in all material respects, the financial position of the company and the Group at 30 June 2002, the results of their operations, changes in equity and cash flows for the year then ended in accordance with South African Statements of Generally Accepted Accounting Practice, International Accounting Standards and in the manner required by the South African Companies Act.

PricewaterhouseCoopers Inc.
Chartered Accountants (SA)
Registered Accountants and Auditors

Johannesburg
22 August 2002

COMPANY SECRETARY'S CONFIRMATION

It is confirmed that the company has lodged with the Registrar of Companies all such returns as are required to be lodged by a public company in terms of the Companies Act, and that all such returns are true, correct and up to date.

V D MacDonald
Company Secretary

Management's discussion and analysis of the financial results

(The following Management's Discussion and Analysis of the Financial Statements should be read together with Gold Fields' consolidated financial statements including the notes appearing with the financial statements.)

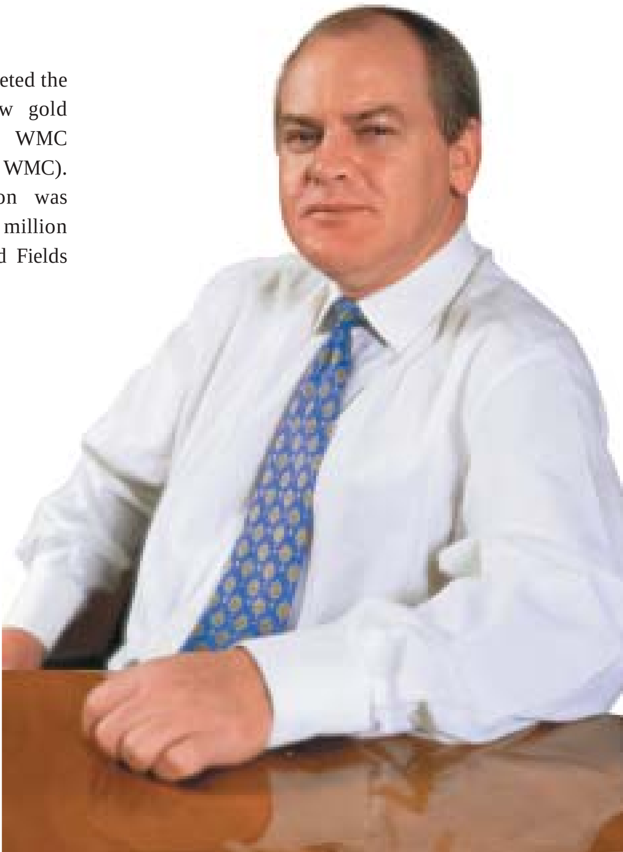
The financial results have been prepared in accordance with International Accounting Standards (IAS) and South African Statements of Generally Accepted Accounting Practice, which is consistent with the previous year, except for the adoption of IAS 39, Financial Instruments: Recognition and Measurement.

Introduction

During the year, operations were acquired in Australia and Ghana, which were incorporated into the consolidated financial statements from the effective dates of acquisition.

On 30 November 2001, Gold Fields completed the acquisition of the St Ives and Agnew gold operations in Western Australia from WMC Limited and WMC Resources (collectively, WMC). Total consideration for the transaction was US$235 million, comprising US$180 million in cash and the issue of 12 million Gold Fields ordinary shares valued at US$55.2 million. The purchase consideration was financed, in part, by a portion of a US$250 million syndicated credit facility. Gold Fields drew down US$165 million of the available facility and used offshore cash resources of US$15 million to meet the cash portion of the purchase consideration. In addition, the acquisition agreement provides for Gold Fields to pay WMC royalties based on future production, payable quarterly in cash, on the following basis:

- 4 per cent of the net smelter return of the gold production of St Ives for each quarter to the extent that cumulative production of gold from 30 November 2001 exceeds 3.3 million ounces, subject to the average London afternoon fixing price of gold for the particular quarter exceeding A$400 per ounce;



Nick Holland
Chief Financial Officer
and an Executive Director

- 4 per cent of the net smelter return of the gold production of Agnew for each quarter to the extent that cumulative production of gold from 30 November 2001 exceeds 0.8 million ounces, subject to the average London afternoon fixing price of gold for the particular quarter exceeding A$400 per ounce; and
- 10 per cent of the difference between the average London afternoon fixing price of gold for the particular quarter and A$600 per ounce of gold in respect of all gold produced from St Ives and Agnew each quarter after 30 November 2001, subject to the average London afternoon fixing price of gold for the particular quarter exceeding A$600 per ounce.

The royalties pertaining to the Agnew operation were repurchased on 1 July 2002 for a consideration of A$3.6 million.

The financial results of the Australian operations are included in the Group's consolidated financial statements from the effective date of acquisition, being 1 December 2001.

On 23 January 2002, Gold Fields, along with Repadré Capital Corporation (Repadré) acquired Ranger Minerals Limited's entire beneficial interest being 90 per cent of shares in issue and shareholder loans of US$39.4 million in Abosso Goldfields Limited (Abosso). The Ghanaian government remained the owner of the outstanding 10 per cent of the Company. Abosso, a Ghanaian company, owns the Damang mine in Ghana. The purchase consideration was US$32.9 million in cash contributed by Gold Fields and 4 million Repadré shares contributed by Repadré. Gold Fields established two two-year loan facilities totalling US$50 million, to provide funds for the cash portion of the consideration, to refinance a letter of credit, which acts as an environmental performance bond for the Damang mine, to refinance Abosso's existing external indebtness of US$10 million and to provide working capital.

The acquisition resulted in a Group interest of 71.1 per cent in the Damang mine. The financial results of Abosso since its acquisition on 23 January 2002 are included in the Group's consolidated financial statements.

Results for the year

Net earnings for fiscal 2002 were R3,073 million (or 662 cents per share) compared to a net loss of R906 million (or loss of 199 cents per share) incurred for the previous financial year. The loss incurred in fiscal 2001 was due to asset impairments of the Group's mining assets which amounted to R2,121 million or R1,694 million after tax.

Headline earnings which exclude the impact of asset impairments were R3,073 million or 662 cents per share for fiscal 2002, compared to headline earnings for the previous year of R788 million or 173 cents per share.

These results are analysed as follows:

Revenues

Product sales increased by R4,837 million or 63 per cent, from R7,691 million in fiscal 2001, to R12,528 million in fiscal 2002. The increase in revenue is due to increased sales volume arising from acquisitions and higher prices achieved. The increased sales achieved of 4.21 million ounces of gold in fiscal 2002 compares to 3.76 million ounces in fiscal 2001. Of the increase in sales, the acquisitions during fiscal 2002 contributed 565,000 ounces, with St Ives achieving 341,000 ounces, Agnew 83,000 ounces and Damang 141,000 ounces since acquisition. On a comparable basis, excluding the effect of the acquisitions, gold sales were 113,000 ounces lower than the previous year. This is due to a 143,000 ounce reduction at Kloof, mainly due to lower yields, a reduction at Driefontein of 48,000 ounces and a decrease of 19,000 ounces at St Helena. This was partially offset by an increase at Beatrix of 8,000 ounces and an increase at Tarkwa of 89,000 ounces due to the effect of the full year's inclusion of the Teberebie leach pad and processing facility compared to approximately half a year in the previous year following the acquisition of this operation in December 2000.

The gold price increased 9 per cent to US$292 per ounce in fiscal 2002 compared to US$269 per ounce in fiscal 2001. In addition the South African Rand/United States Dollar exchange rate weakened by 34 per cent from an average of R7.61 in fiscal 2001 to an average of R10.19 for fiscal 2002. The increased US Dollar gold price, together with the weaker South African Rand, resulted in the average realised SA Rand gold price increasing 45 per cent to R95,730 per kilogram in fiscal 2002 compared to R65,835 per kilogram in fiscal 2001.

Cost of sales

Cost of sales, which consists of operating costs, changes in gold inventories and amortisation and depreciation, increased to R8,722 million in fiscal 2002 compared to R6,483 million in fiscal 2001. The acquisitions in Australia and Ghana account for R1,460 million of the increase in Cost of Sales compared to fiscal 2001. Cost of Sales excluding the costs associated with the acquisitions would be R7,262 million, an increase of 12 per cent.

The table below presents the analysis of cost of sales:

Analysis of cost of sales	F2002 Rm	F2001 Rm
Total cash costs	7,415	5,588
Add: Other costs		
General and administration	373	271
Rehabilitation	41	23
Gold in process	91	93
Royalty	(94)	(28)
Operating costs	7,826	5,947
Gold inventory change	(83)	(79)
Amortisation and depreciation	979	615
Cost of sales	8,722	6,483

The analysis that follows provides a more detailed comparison of costs year-on-year taking into account changes in production levels.

Operating costs

The following table sets out for each operation and the Group, total ounces produced, total cash costs and total production costs for the years ended 30 June 2001 and 2002.

The weighted average total cash cost per ounce decreased by US$23 per ounce or 12 per cent from US$196 per ounce in fiscal 2001, to US$173 per ounce in fiscal 2002. The principal reason for the decrease was the weakening of the Rand/US Dollar exchange rate by 34 per cent in fiscal 2002, partially offset by a 10 per cent increase in total cash costs at Tarkwa in the current year due to an increase in the waste to ore ratio, a lower yield, despite the increase in mining volume and higher power costs.

	Year ended 30 June 2002				Year ended 30 June 2001[5]			
	Production	Total cash costs	Total production costs	Total cash costs	Production	Total cash costs	Total production costs	Total cash costs
	(000 oz)	US$/oz	US$/oz	(R/Kg)	(000 oz)	US$/oz	US$/oz	(R/Kg)
Driefontein	1,326.6	158	176	51,153	1,351.3	184	204	45,064
Kloof[1]	1,100.7	179	192	57,833	1,210.7	207	223	50,702
Free State								
Beatrix	654.8	173	185	55,894	647.1	207	224	50,621
St Helena	116.4	257	257	83,172	135.6	307	314	75,219
Total SA Operations	3,198.4	172	186	55,565	3,344.7	202	219	49,385
Ghana								
Tarkwa[2]	544.0	171	195	55,242	439.8	155	186	37,865
Damang[3]	141.4	200	223	70,370	–	–	–	–
Australia								
St Ives	340.9	160	239	57,074	–	–	–	–
Agnew	82.6	232		82,016	–	–	–	–
Total[4]	4,307.3				3,784.5			
Weighted average		173	194	56,662		196	215	48,030

Notes
(1) Includes gold production at Kloof 4 shaft, which is capitalised (F2002 – 74,600 ounces: F2001 – 44,400 ounces).
(2) In fiscal 2002 and 2001, 386,800 ounces and 312,700 ounces were attributable to Gold Fields respectively.
(3) 100,500 ounces attributable to Gold Fields in fiscal 2002.
(4) Total cash costs and total production costs are calculated in accordance with the Gold Institute industry standard.
(5) Financial 2001 figures have been reclassified to include retrenchment costs, previously reflected as exceptional items.

The weighted average total cash costs at the South African operations in Rand terms increased 13 per cent from R49,385 per kilogram to R55,565 per kilogram mainly due to the effects of South African inflation of 9 per cent and negotiated wage increases that approximated 9 per cent, together with the lower production at Kloof and Driefontein. Rand per underground ton at the South African operations increased by only 9 per cent year-on-year, evidencing good cost control despite the drop in yield.

Operating costs increased by R1,879 million from R5,947 million in fiscal 2001 to R7,826 million in fiscal 2002. The acquisitions in Australia and Ghana accounted for R1,096 million of this increase. Excluding the effects of the acquisitions, operating costs increased by R783 million to R6,730 million or 13 per cent. Of this increase of 13 per cent, R418 million or approximately half is due to cost increases at Tarkwa as a result of the increased volume mined from 11.7 million tons to 14.9 million tons and the weaker Rand/US Dollar exchange rate. As costs in Ghana are largely US Dollar denominated the weaker US Dollar/Rand exchange rate accounted for R207 million of the cost increase.

Operating costs at the South African operations increased by R365 million from R5,338 million in fiscal 2001 to R5,703 million in fiscal 2002, an increase of 7 per cent, which was below the inflation rate of 9 per cent.

General and administration (G & A) costs

General and administration costs increased by R102 million from R271 million in fiscal 2001 to R373 million in fiscal 2002. The Group's acquisitions contributed R40 million of the increase, with management fees paid by Tarkwa to Gold Fields increasing by R23 million as a result of the increased production and the decline in the Rand/US Dollar exchange rate. In addition, the Group increased its subscriptions to the World Gold Council (WGC) to US$2.30 per ounce effective 1 January 2002, which together with the weaker Rand/US Dollar exchange rate resulted in total WGC fees for the year of R62 million compared to R27 million in fiscal 2001, an increase of R35 million. Total G & A costs at less than US$9 per ounce, compares favourably with both local and international peers.

Amortisation and depreciation

Amortisation and depreciation increased by R364 million from R615 million in fiscal 2001 to R979 million in fiscal 2002. The acquisitions in Australia charged depreciation of R263 million and Damang R35 million, which is responsible for R298 million of this increase. As a result of the increase in output at Tarkwa and the weaker Rand/US Dollar exchange rate, amortisation at the Tarkwa mine increased by R42 million year on year. In terms of the Group's amortisation formula, the lower gold production from the South African operation will generally lower the amortisation charge but was offset by a change in the output mix from the older to the higher asset value shafts resulting in a slightly higher charge for these operations year on year.

The table alongside depicts changes in proved and probable reserves above and below infrastructure from fiscal 2001 to fiscal 2002, together with the life of mine for each operation and the resultant impact on the amortisation charge. Amortisation is calculated using the life of mine for each operation, which is based on:

- Proved and probable reserves above infrastructure for fiscal 2002.
- The amount of gold produced by the operation during the fiscal year as a ratio of proved and probable reserves above infrastructure.

The amortisation formula is consistently applied to all categories of assets, except where the Group believes significant additional proved and probable or reserves will be reported in the near to mid term. Amortisation is then based using the units of production method based on multiples of estimated proved and probable reserves. This method reflects an anticipated increase in ore reserves at these operations.

Net operating profit

As a consequence of the aforegoing, net operating profit increased to R3,806 million in fiscal 2002 from R1,208 million in fiscal 2001.

Figures in millions unless otherwise stated

	Proved and probable reserves as of 30 June		Life of mine 30 June		Amortisation year ended 30 June	
	2000	2001	2000	2001	2001	2002
	(000 oz)		years		Rm	
Driefontein	22,600	18,800	16	15	197	229
Kloof	24,200	19,200	22	21	137	129
Free State						
Beatrix	16,800	14,200	19	18	79	76
St Helena(1)	2,000	320	7	–	4	–
Ghana						
Tarkwa	6,500	6,900	15	14	103	145
Damang(2)	–	1,240	–	6	–	35
Australia						(3)263
St Ives(2)	–	3,150	–	10	–	
Agnew(2)	–	690	–	7	–	
Corporate and other	–	–	–	–	(4)95	(4)102
	72,100	(5)64,500			615	979
Reserves below infrastructure	–	21,400				
Total reserves	72,100	85,900				

Notes
(1) St Helena's assets were written down to nil in fiscal 2001.
(2) Life of mine and reserves based on acquisition date.
(3) As a significant portion of the acquisition price of the Australian operations was allocated to tenements on an arbitrary basis and also as these two Australian operations are one entity for tax purposes, it is not meaningful to split amortisation between St Ives and Agnew.
(4) Comprises mainly the amortisation of the fair value adjustment arising from the reverse take-over of Driefontein in 1999.
(5) Further details on resources and reserves are reflected on page 55 to 79 of the annual report.

Investment income

Income from investments increased by R23 million from R69 million in fiscal 2001 to R92 million in fiscal 2002. The increase is mainly due to higher interest received in line with the higher cash balances.

Finance income/(expense)

Finance income of R85 million was generated in fiscal 2002 compared to a finance expense of R14 million in fiscal 2001. An unrealised gain on revaluation of the foreign debt of R149 million was the main contributing factor to the finance income realised in fiscal 2002, with interest paid of R54 million offsetting some of this benefit.

The Group financed part of the purchase price of the acquisition of the St Ives and Agnew operations with a drawdown of US$165 million from a US Dollar-denominated syndicated credit facility of US$250 million, which bears interest at 1.15 per cent above LIBOR. The Group has incurred interest of R35 million on the syndicated credit facility since 1 December 2001. As the US Dollar denominated loan of $165 million was drawn down at a rate of Australian Dollar (A$) 0.5218 per US Dollar, the revaluation of the outstanding balance of US$149 million at the closing rate of A$0.5771 at 30 June 2002, gave rise to the unrealised gain of R149 million. The realised loss on foreign debt, net of cash, resulted from a loss on United States Dollar cash balances at the Australian operations partly offset by an exchange gain on repayment of US$16 million of the US Dollar denominated loan.

In connection with its purchase of a 71.1 per cent interest in Abosso Goldfields Limited, the Group utilised the full amount of two two-year term loan facilities totalling US$50 million to finance its share of the purchase price of US$32.9 million, to replace an existing letter of credit facility, which serves as an environmental performance bond, and to refinance existing external debt of US$10 million. Interest paid and accrued amounted to R12 million from 24 January 2002.

The Group paid interest of R14 million in fiscal 2001 mainly due to the project loan facility at the Tarkwa mine.

Financial instruments

During fiscal 2002 two currency financial instruments were established as follows:

US Dollar/Australian Dollar financial instruments – St Ives and Agnew

In conjunction with the acquisition of St Ives and Agnew, the Group implemented a hedging strategy to protect the cash flows of these operations against an appreciation of the Australian Dollar as a significant portion of the purchase price was financed with debt, and due to the sensitivity of the cash flows to changes in the US Dollar/Australian Dollar exchange rate, together with the lenders requiring a hedging strategy to be established and maintained. Accordingly, Gold Fields entered into various currency financial instruments covering a total of US$500 million over a five year period to December 2006.

The instruments consist of:

- A series of forward sales contracts covering an aggregate amount of US$250 million. The contracts require Gold Fields Australia to sell US$12.5 million for Australian Dollars in quarterly instalments commencing in the quarter ended 31 March 2002 and ending in the quarter ended 31 December 2006. The average forward exchange rate is US$0.4934 per Australian Dollar.
- US$250 million of zero cost collars in quarterly amounts of US$12.5 million commencing in quarter ended 31 March 2002 and ending in the quarter ended 31 December 2006. The average downside protection level in each quarter is US$0,5191 per Australian Dollar with average upside participation down to US$0,4289 per Australian Dollar. However, should the exchange rate at any time in any quarter be below the average rate of US$0,4289, the rate achieved for that quarter will be on average A$0,5040.

At the financial year end, US$475 million of these financial instruments remained outstanding.

United States Dollar/South African Rand financial instruments

In December 2001, Gold Fields entered into a number of forward sales contracts providing for the sale by the Group of an aggregate amount of US$61 million at an average forward exchange rate of R13.34 per US Dollar. The contracts require that Gold Fields sell an aggregate amount of US$20.3 million for South African Rand on 20 December 2002 and an aggregate amount of US$40.7 million for South African Rand on 19 December 2002. At the fiscal year end an amount of US$13 million remained outstanding on the contracts after the Group closed out US$48 million of the forward sales contracts.

At the date of acquisition of Abosso Gold Fields, this company had existing currency financial instruments and gold forward sales contracts as follows:

US Dollar/Australian Dollar financial instruments – Abosso

With the acquisition of Abosso, the Group succeeded to a number of forward sales contracts providing for the sale by Abosso of an aggregate amount of US$10.5 million for Australian Dollars at exchange rates ranging from US$0.59 to US$0.64 per Australian Dollar to 2 August 2002. These contracts were closed out before the fiscal year end.

Gold forward sales contracts – Abosso

The Group succeeded to approximately 230,000 ounces of gold forward sale contracts and 190,000 ounces of put options resulting from the acquisition of Abosso. The forward sales contracts and put options were closed out in full before the fiscal year end.

None of the financial instruments that remained outstanding at fiscal year end have been accounted for under the hedge accounting rules of IAS 39 and, accordingly, the outstanding positions have been marked-to-market at fiscal year end.

Unrealised gain

Of the R473 million unrealised gain on financial instruments in fiscal 2002, R440 million relates to the positive marked-to-market valuation of the St Ives and Agnew US Dollar/Australian Dollar currency financial instruments. The balance of R33 million relates to the positive marked-to-market valuation of the outstanding US$13 million US Dollar/Rand currency financial instruments.

Realised gain

The Group realised gains of R41 million on its various financial instruments in fiscal 2002 as compared to R40 million in fiscal 2001. The gain in fiscal 2002 includes R12 million relating to the close out of US$25 million of the St Ives and Agnew US Dollar/Australian Dollar currency financial instruments and R50 million of income arising from the close out of US$48 million of the US$61 million US Dollar/Rand forward sales. Also included in realised gains in fiscal 2002 is amortisation of deferred hedging gains at Abosso of R42 million offset by a realised loss of R63 million in respect of the close out of the Abosso gold forward sales contracts and US Dollar/Australian Dollar financial instruments at Abosso referred to above.

In fiscal 2001, Gold Fields repurchased 160,000 ounces of gold forward sales contracts at the Tarkwa mine in line with a decision to repay the project debt earlier than scheduled, realising a profit of R40 million.

Other income

Other income increased to R73 million in fiscal 2002 compared to R63 million in fiscal 2001. Included in other income for fiscal 2002 is R79 million relating to the consolidation of the Group's insurance captives, rental income of R10 million, profit on sale of assets of R21 million, and net sundry other income of R14 million. This was offset by charges of R12 million relating to the Group's environmental liability and R39 million to increase the provision for post-retirement health care costs.

Other income in fiscal 2001 includes R39 million relating to proceeds from a number of insurance claims, rental income of R9 million, profit on sale of assets of R7 million and and net sundry income of R23 million. This was offset by a charge of R17 million relating to the Group's environmental liability and a charge of R47 million to increase the provision for post-retirement health care costs.

Increase in provision for environmental rehabilitation

The Group's environmental liability is revalued annually on a net present value basis and increases relating to the change in present value and inflationary increases are charged to the income statement.

Increase in post-retirement health care provision

In fiscal 2002, an amount of R39 million was charged to earnings, compared to R47 million in fiscal 2001, in respect of the Group's obligations under its medical schemes. The post-retirement health care provision is updated annually based on actuarial valuations. Any increase in the provision is reflected in the income statement.

Exploration expense

Gold Fields spent R92 million on exploration in fiscal 2002 compared to R61 million in fiscal 2001, an increase of 51 per cent or R31 million. Of the increase, the impact of the weaker Rand/ US Dollar exchange rate amounted to approximately R21 million with the remaining R10 million relating to an increased level of activity.

Exceptional items

New York Stock Exchange listing and associated costs.

The Group incurred costs of R45 million relating to legal, accounting, consultancy and registration costs associated with its Securities and Exchange Commission registration and consequent listing on the New York Stock Exchange on 9 May 2002.

Settlement of Oberholzer irrigation water dispute

The Group paid R10 million in fiscal 2002 to settle disputes in respect of compensation for water rights in the West Wits area. The disputes arose when the South African government required Driefontein to compensate farmers for the loss of irrigation water caused by mining activities in the area. The payments related to compensation costs borne by Driefontein in connection with the government's appropriation of the water rights of the affected farmers. An amount of R9 million was paid in fiscal 2001.

Franco-Nevada merger costs

Gold Fields paid R19 million in fiscal 2001 in legal and consultancy costs relating to an aborted merger with Franco-Nevada Mining Corporation Limited.

Impairment of assets

The Group continuously reassesses the carrying value and recoverability of its mining assets.

The following estimates and assumptions were used by management when reviewing the long-term assets for impairments:

- A gold price of US$320 per ounce being R103,000 per kilogram.
- The extraction of proved and probable reserves as per the most recent life of mine plan.

- Working costs and capital expenditure estimates as per the most recent life of mine plan.

The assessments for fiscal 2002 did not require an impairment charge to the income statement whereas a charge of R2,121 million was made in fiscal 2001 relating to Beatrix 4 shaft, St Helena and Kloof 8 and 9 shafts.

Write-down of investments

Following the Group's adoption of IAS 39 in fiscal 2002, listed investments are measured at fair value, with any fair value gains or losses transferred to other comprehensive income under shareholders' equity in the period in which they arise. Investments were written down by R60 million in fiscal 2001 due to a permanent diminution in market value.

Mining and income tax

The table below indicates Gold Fields' effective tax rate for fiscal 2002 and fiscal 2001.

	Year ended 30 June	
	2002	2001
Income and mining tax		
Effective tax (expense)/ benefit rate	(27.7)	7.3

In fiscal 2002, the effective tax expense rate of 28 per cent differed from the statutory tax rate of 46 per cent for the Group, due to a credit of R230 million relating to foreign income taxed at lower rates, R164 million credit relating to the South African mining tax formula, the utilisation of assessed losses and unredeemed capital allowances at Beatrix 4 shaft of R285 million, and the utilisation of R113 million of assessed losses elsewhere in the Group. The reduction in the tax expense rate is partly offset by the Group incurring R102 million in charges relating to taxes and royalties in Ghana and Australia.

In fiscal 2001, the effective tax benefit rate of 7.3 per cent differed from the statutory tax rate of 46 per cent for Gold Fields and its subsidiaries primarily due to the impact of asset impairment write-offs of R2,121 million. Excluding the impairment charge, income before tax would have been R1,216 million and the Group's tax charge would have been R310 million, for an effective tax rate of 30 per cent. The South African mining tax formula and lower tax rates relating to foreign income accounted for the main difference between the statutory tax rate and the effective tax rate achieved, after adjusting for impairment.

Minority shareholder's interest

Minority interests represent attributable earnings of R124 million in fiscal 2002, compared to earnings of R67 million in fiscal 2001. These amounts reflect the portion of the net income or loss of Gold Fields Ghana and Abosso attributable to its minority shareholders.

Net earnings

As a result of the factors discussed above, Gold Fields realised earnings of R3,073 million in fiscal 2002 as compared to a net loss of R906 million for fiscal 2001. Excluding the effect of impairments in fiscal 2001, Gold Fields earnings on a comparable basis was R788 million.

Net earnings for the year to June 2002, excluding the effect of gains and losses on financial instruments and foreign debt, was R2,590 million as compared to R760 million on a comparable basis in fiscal 2001.

Liquidity and capital resources

Cash resources

Operations

Net cash flow from operating activities was R3,837 million in fiscal 2002 as compared to R1,118 million in fiscal 2001. The increase of R2,719 million which resulted from increased profitability was due to a higher gold price achieved and an increase in gold output due to the Australian and Ghanaian operations acquired in December 2001 and January 2002. The increase in cash generated was partly offset by an increase of R126 million in taxes paid and an increase of R157 million in dividends paid which includes a dividend of R29 million paid to minority shareholders of Gold Fields Ghana Limited.

Investing activities

Net cash utilised in investing activities was R4,000 million in fiscal 2002 as compared to R1,265 million in fiscal 2001. The increase of R2,735 million was due to an increase in capital expenditure to R1,567 million in fiscal 2002 as compared to capital expenditure of R1,137 million in fiscal 2001, investments of R140 million as compared to R76 million previously, with R2,225 million associated with acquisition of subsidiaries being the costs associated with the acquisition of St Ives and Agnew of R1,850 million on 1 December 2001, and Abosso Goldfields of R375 million on 23 January 2002.

The capital expenditure in fiscal 2002 consisted primarily of the Group's major capital projects.

- R148 million on the Beatrix shaft expansion project as compared to R146 million in fiscal 2001. The project remains on schedule.
- R278 million on the 1 tertiary and 5 sub-vertical shafts at Driefontein as compared to R308 million in fiscal 2001. The project remains on schedule and reef will be intersected by the end of December 2003.
- R95 million on the Driefontein 2 metallurgical plant mill installation as compared to R7 million in the previous year. The mill installation is scheduled for completion by August 2002.
- R159 million on the 4 sub-vertical shaft at Kloof inclusive of capitalised development costs, as compared to R206 million in fiscal 2001. The project remains on schedule and is forecast for completion during fiscal 2006.
- At the St Ives operation the major capital expenditure was on mine planning and development with A$8 million at Argo, A$6 million Minotaur and A$7 million at Junction.
- At the Agnew operation capital expenditure was mainly on mine planning and development with A$10 million at Waroonga, and A$7 million at Crusader.
- US$8 million on resource development drilling and metallurgical test work at Arctic Platinum as part of the scoping study of the Suhanko platinum project in Finland.

The Group has forecast R2,197.8 million in capital expenditure for fiscal 2003 which it expects to finance from internal sources and credit facilities to the extent required.

Acquisition of subsidiaries

Gold Fields and two newly-established Australian wholly owned subsidiaries acquired the St Ives and Agnew gold mining operations from WMC. The aggregate fair value of the assets acquired and liabilities assumed was R2,415 million (US$235 million). The purchase consideration was settled by cash of R1,848 million (US$180 million) and the issue of 12 million Gold Fields shares. Based on the closing price of Gold Fields' ADRs of US$4.60 on 29 November 2001, the share consideration amounted to R567 million (US$55 million).

On 24 January 2002 Gold Fields and Repadré completed the acquisition of Ranger Minerals Limited's 90 per cent beneficial interest in Abosso as well as shareholder loans from Ranger to Abosso amounting to US$39 million. Gold Fields paid R375 million (US$32.9 million) in cash for 71.1 per cent of the shareholding in Abosso and 79 per cent of the shareholder loans, Repadré issued 4 million Repadré shares to Ranger for its 18.9 per cent shareholding in Abosso and 21 per cent of the shareholder loans. Subsequent to the acquisition, 10 per cent of the shareholding in Abosso continues to be owned by the Ghanaian government. The shareholding structure in Abosso Gold Fields mirrors that of Gold Fields Ghana.

Investments

Gold Fields invested R100 million in the purchase of a 2.4 per cent share of the issued share capital of recently listed African Rainbow Minerals Gold Limited (ARMgold), with the remainder of investment spending in fiscal 2002 relating to a number of equity positions in various offshore listed exploration project companies.

As at 30 June 2002, Gold Fields revalued its listed investments on a marked-to-market basis. In accordance with IAS 39, the accounting treatment adopted results in any fair value gains or losses shown as other comprehensive income under shareholders' equity. This treatment resulted in a gain of R474 million being accounted for under shareholder's equity in fiscal 2002. At 30 June 2002, the significant listed investments held by the Group are:

- 3.8 million shares in Western Areas representing a 3.6 per cent interest.
- 2.2 million shares in ARMgold representing a 2.4 per cent interest.
- 3.7 million shares in Twigg plc representing a 13.9 per cent interest.
- 6.0 million shares in Conquest Mining representing a 5.8 per cent interest.
- 30.5 million shares in Eldorado Gold Corporation representing a 17.9 per cent interest.
- 0.3 million shares in Cluff Mining plc representing a 1.1 per cent interest.

In fiscal 2001, Gold Fields surpassed a cumulative capitalised investment of US$5 million in the Arctic Platinum Partnership (APP) resulting in a 30 per cent interest becoming vested. A cumulative investment of US$13 million was achieved in January 2002 and thus, Gold Fields obtained a vested interest of 51 per cent as from that date, and accordingly, the results are included in the consolidated Group results.

Financing

Net cash generated from financing activities was R1,947 million in fiscal 2002 as compared to net cash utilised of R179 million in fiscal 2001. The cash generated was due primarily to the various finance facilities Gold Fields established. These included the drawdown of US$165 million to provide funds for its acquisition of the St Ives and Agnew operation in Australia and the use of US$50 million to finance the acquisition of 71.1 per cent of Abosso along with the refinancing of existing debt of Abosso.

Total loans raised in fiscal 2002 of R2,440 million include a local short term loan of R200 million raised in September 2001 to provide funds for working capital purposes. This loan was repaid in November 2001.

Of the US$165 million raised to finance St Ives and Agnew the Group repaid US$16 million in May 2002. The loan raised to refinance existing debt at Abosso of US$15 million was repaid in full by the end of the financial year. The cash utilised in fiscal 2001 consists primarily of the early repayment of the project finance facility at Gold Fields Ghana amounting to R225 million.

Cash generated for fiscal 2002 amounted to R1,784 million primarily due to the increase in operating cash flows, as compared to net cash utilised of R325 million in fiscal 2001. Total Group cash and cash equivalents amounted to R2,027 million at 30 June 2002, as compared to R190 million at the end of fiscal 2001.

Gold Fields had R200 million in committed, unutilised banking facilities at 30 June 2002 which has since expired but retains US$85 million of unutilised revolving credit facilities arising from the US$250 million syndicated loan facility concluded during the year.

Long-term provisions

Long-term provisions at the end of fiscal 2002 were R1,030 million as compared to R766 million in fiscal 2001 and include provisions for post-retirement health care costs of R260 million (fiscal 2001: R235 million) and a provision for closure and environmental rehabilitation costs of R770 million (fiscal 2001: R531 million).

Provision for post-retirement health care costs

The Group provides medical benefits to employees through a number of different medical schemes, mainly Aumed for the Free State and Medisense for the Driefontein and Kloof operations, which also covers certain of its former employees. It remains liable for 50 per cent of the employees' medical contributions to the medical schemes after retirement. Approximately 2,300 former employees are covered under this plan, which is not available to active members of Aumed who retired after 31 August 1997 and members of Medisense who retired after 31 January 1999. The provision increased by R25 million during the year. This relates to the annual interest adjustment, which is actuarially determined, offset by the relevant contributions on behalf of the retired employees.

Provision for closure and environmental rehabilitation costs

The amount provided for rehabilitation obligations increased from R531 million in fiscal 2001, to R770 million of which R177 million relates to environmental obligations assumed at St Ives and Agnew in Australia and Damang in Ghana. The provision for rehabilitation obligations represents the present value of closure, rehabilitation and other environmental obligations incurred up to 30 June 2002. The provision is updated annually to take account of inflation, the time value of money and any new environmental obligations identified. The discount rate applied in fiscal 2002 was unchanged at 11 per cent for the South African operations, 5.5 per cent in Ghana and 5 per cent in Australia. The rates of inflation used in fiscal 2002 are 7.5 per cent of South Africa and 3 per cent in Ghana and Australia. The inflation adjustment for the year was R24 million, the interest adjustment R12 million and there were additional provisions partly offset by charges to the provision amounting to R19 million.

The South African operations contribute to a dedicated environmental trust fund to provide financing for final closure and rehabilitation costs. The amount invested in the fund is shown as a non-current asset in the financial statements and increased from R181 million in fiscal 2001 to R253 million in fiscal 2002. The increase consists of contributions of R53 million and interest income of R19 million. The South African operations will continue to contribute annually to the trust fund over the remaining lives of the mines, which should ensure that sufficient funds will be available to discharge these commitments for future rehabilitation costs.

Other initiatives

The Group has during fiscal 2002 successfully completed the implementation of a management information software package (MPC). The information provides for cost analysis at a lower level than that available previously and assists in identifying cost reduction opportunities. The focus for the forthcoming year is to rollout the system to facilitate improved benchmarking across the South African operations and to further develop best practice principles across the Group.

As part of the Group's commitment to continuous improvement in information management and cost control, a shared service organisation for the South African operations is in the process of being implemented. Shared services will assume responsibility for the processing of mainly financial repetitive and common functions, which will allow the Group to achieve improved efficiencies and economies of scale while providing a higher level of service to the operations. The components of shared services are payroll, materials management (including centralised procurement) and bulk processing of financial information. It is expected that the project will leverage off common best practices in the Group and free operations to perform higher value added tasks.

Following the acquisition of Damang, the Group is in the process of integrating it with Tarkwa to take advantage of overhead synergies across these operations. An objective is to source a significant portion of Damang's consumables and stores together with the Tarkwa operation from South Africa. It is envisaged that this will assist in reducing costs at Damang by leveraging the Group's procurement expertise and purchasing power.

Group shares

Liquidity in the Group's shares continues at a high level with average volumes of the shares traded over the year to 30 June 2002, being 1.6 million shares per day on the JSE Securities Exchange SA and 1.6 million shares per day on Nasdaq/NYSE.

The Group's listing on the New York Stock Exchange on 9 May 2002, is expected to enhance the visibility and liquidity of Gold Fields in North America thereby benefiting the Group and its shareholders.

Nicholas J Holland
22 August 2002

DIRECTORS' REPORT

The directors have pleasure in submitting their report and the annual financial statements of the company and the Group for the year ended 30 June 2002.

Profile

Business of the company

Gold Fields Limited is one of the world's largest precious metals producers with mining operations conducted in Australia, Ghana and South Africa. In addition, exploration for gold and other precious metals is conducted worldwide.

Financial results

The financial statements set out fully the financial results of the company and the Group. A synopsis of the financial results for the year is set out in the Management's Discussion and Analysis of the financial results on pages 104 to 117.

International accounting standards

The Gold Fields Group's annual financial statements comply with International Accounting Standards and South African Statements of Generally Accepted Accounting Practice.

Listing on the New York Stock Exchange (NYSE)

Former South African President Nelson Mandela, together with South African Ambassador to the USA Mrs Sheila Sisulu and senior Gold Fields executives and board members attended the NYSE listing ceremony on 9 May 2002. The opening bell, signifying the commencement of trading of Gold Fields' stock on the NYSE, was rung by Mr Mandela. This listing represents an important step in our ongoing efforts to render Gold Fields a more attractive investment to international investors and should enhance the visibility and liquidity of Gold Fields in North America, thus benefiting the company and its shareholders.

Philadelphia Gold and Silver Index (PHLX)

Effective from 1 July 2002, Gold Fields has been added to the PHLX Gold and Silver Sector (XAU) Index. The XAU is a capitalisation weighted index composed of the common shares of 11 companies involved in the gold and silver mining industry. On a current market value basis Gold Fields will comprise approximately 12.5 per cent of this index, thereby ranking it the fourth largest component.

Reporting in United States dollars

To assist international investors the Group's annual financial statements have also been translated into United States dollars.

Share capital

Authorised

The company's authorised share capital of 1,000,000,000 shares of 50 cents remained unchanged during the year.

Issued

A total of 2,685,616 shares were issued in terms of the GF Management Incentive Scheme. This, together with 12,000,000 shares issued to WMC Resources Limited for the acquisition of the St Ives and Agnew mines in Australia, resulted in the total issued ordinary shares at 30 June 2002 increasing to 470,522,224 (2001: 455,836,608 ordinary shares of 50 cents each.

The unissued ordinary shares exclusive of the number of shares reserved for purposes of the two incentive schemes namely the GF Management Incentive Scheme and the GF Non-executive Director Share Plan, are under the control of the directors until the forthcoming annual general meeting. Shareholders will be asked to renew this authority at the annual general meeting. In addition, shareholders will also be requested to authorise the directors to issue up to 15 per cent of the unissued shares for cash, other than by means of a rights offer. These resolutions are both subject to compliance with the rules of the JSE Securities Exchange SA. The proposed resolutions are set out in the notice convening the annual general meeting.

Repurchase of shares

In terms of the Companies Act No. 61 of 1973 it is possible for a company or its subsidiaries to acquire its own shares and for subsidiaries to acquire shares of its holding company. In order to provide flexibility, your directors recommend that resolutions permitting such acquisitions be passed at the forthcoming annual general meeting.

Shareholding in the company

The issued capital of the company is held by public and non-public entities as follows:

Number of shares	000	%
Public	306,781	65.2
Non-public	69,344	14.7
Directors	429	0.1
Holding over 10%	93,968	20.0
Total	470,522	100.0

Anglo American plc holds 93.9 million shares in the company (20.0 per cent). The other significant shareholders in the Group are listed on page 171.

The GF Management Incentive Scheme

At the annual general meeting held on 10 November 1999 shareholders approved the adoption of the GF Management Incentive scheme to substitute the scheme in place prior to the reverse takeover of Driefontein by Gold Fields in 1999. This scheme was introduced to provide an incentive for certain officers and employees of the Group to acquire shares in the company.

Details of the scheme are as follows:

	Number of shares	Average option price (cps)
Outstanding at 1 July 2001	8,445,650	2,174
Granted during the year	1,214,900	7,078
Exercised and released	(2,685,616)	1,999
Forfeited	(396,822)	2,272
Outstanding at 30 June 2002	6,578,112	3,145
The executive directors' participation which is included in the above figures, is as follows	1,358,738	3,582

As a result of introducing the new Scheme consequent upon the Driefontein transaction, participants transferred from the old to the new Scheme on terms no less favourable to them than those applicable to them in terms of the old Scheme. In the transfer of participants from the old Scheme to the new Scheme there was a difference between the original strike prices and the prevailing market price at the time of transfer. It is proposed that the difference as at 30 June 2002 relating to shares taken up by participants during the year, amounting to R15.3 million, be charged to the share premium account and a special resolution is included in the agenda of the annual general meeting for this purpose.

The directors are authorised to issue, allot and grant options to acquire up to a maximum of 22,791,830 ordinary shares in the unissued share capital of the company in terms of the incentive scheme. At 30 June 2002 this represented 4.85 per cent of shares in issue.

The GF Non-executive Director Share Plan

At the annual general meeting held on 31 October 2001 shareholders approved a resolution to proceed with the allocation of options to non-executive directors. As a result of that decision, each non-executive director received the options detailed on page 125.

The salient features of the scheme are as follows:

- Share options vest on 31 October 2002
- 10,000 share options per year will be issued after these allocations provided there is 75 per cent attendance at meetings
- Share options will be forfeited 30 days after leaving the board

Financial affairs

Dividend policy

The company's dividend policy is to declare an interim and a final dividend in respect of each financial year based on fifty per cent of the earnings for the year before taking account of investment opportunities.

Dividends for the year ended 30 June 2002

The company declared a dividend of 90 cents per share on 30 January 2002. The dividend was paid on 25 February 2002.

A final dividend of 220 cents per share has been declared payable to shareholders registered at the close of business on 16 August 2002. The dividend is declared in the currency of the Republic of South Africa. The dividend is payable on 26 August 2002.

Borrowing powers

In terms of the provisions of Article 12.1 of the Articles of Association, the borrowing powers of the company are unlimited.

Sale of St Helena

The Sale Agreement with respect to the sale of St Helena Mine to the ARMgold/Harmony FreeGold Joint Venture Company (Pty) Limited, was signed on 1 July 2002. ARMgold is a black empowerment company. The gross sale consideration was R120 million together with a monthly 1 per cent royalty payment on net revenues from gold sales by the mine for a period of 48 months from closing.

The transfer of the mine to FreeGold will only become effective on the fulfilment of certain conditions precedent. Outstanding conditions include the granting of a mining authorisation and the approval by the Minister of Minerals and Energy of the cession of all mining and mineral leases applicable to the St Helena mine.

Fixed assets

Capital expenditure

Capital expenditure for the year amounted to R1,566.7 million (2001: R1,136.5 million). Estimated capital expenditure for the 2003 financial year is R2,197.8 million and will be funded from internal sources and, to the extent necessary, borrowings.

Acquisitions

During the year under review the company acquired the St Ives and Agnew mines in Australia from WMC Limited and WMC Resources Ltd, and in Ghana it acquired a 71.1 per cent interest in Abosso Goldfields Limited from Ranger Minerals, for R2,415.3 million and R374.9 million respectively.

Going concern

The financial statements have been prepared using appropriate accounting policies, supported by reasonable judgements and estimates. The directors have reasonable belief that the company and the Group have adequate resources to continue as a going concern for the foreseeable future.

Property

The register of property and mineral rights is available for inspection at the registered office of the company during normal business hours.

Material fact which has occurred between the accounting date and date of this report

Since the Group's year end, the Australian Dollar has weakened against the United States Dollar. Included in the Group's results are the effects of revaluing a United States Dollar denominated loan into Australian Dollars and mark-to-market of Australian Dollar/United States Dollar currency financial instruments at the rates ruling at the financial year end. As at 22 August 2002 the effect of the weakened Australian Dollar on the US$149 million loan and Australian Dollar/United States Dollar currency financial instruments is a reduction in after tax income of R296 million.

Post-balance sheet events

No material events other than described above have occurred since the date of the financial statements and the date of approval thereof, the knowledge of which would affect the ability of the users of these statements to make proper evaluations and decisions.

Environmental obligations

The Group has made provision in the financial statements for environmental rehabilitation costs amounting to R770.2 million (2001: R530.8 million). Cash contributions of R53.4 million (2001: R37.8 million) have been paid during the year to a dedicated trust fund created to fund these provisions with the total amounts invested at the year end amounting to R252.7 million (2001: R180.6 million)

Investments

Arctic Platinum Partnership

During the March 2002 quarter, Arctic Platinum Partnership (APP) released its first resource estimate from the SK Reef prospect.

The feasibility study continues on the Suhanko project with completion expected before the end of 2002. An additional 22,000 metres of infill, step out and condemnation drilling was completed during the quarter. Gold Fields and Outokumpu are jointly examining smelting options at Outokumpu's Harjavalta facility in conjunction with the Suhanko study.

The Group has exceeded a cumulative investment of United States Dollar 13 million in January 2002 and thus obtained a vested interest of 51 per cent in the project. The results of APP are now included in the consolidated results and financial position of Gold Fields.

Gold Fields and Outokumpu continue joint funding of this programme at their respective 51/49 per cent interests.

Joint Venture with Mvelaphanda Resources Limited

The joint venture agreement with Mvelaphanda Resources Limited (Mvela) was concluded earlier this year and became effective on 1 March 2002, following the approval of Mvela shareholders at the meeting held on 21 August 2002.

The agreement secures for Mvela the right to acquire an interest of between 5 per cent and 15 per cent of any exploration project which a member of the Gold Fields Group acquires in Africa throughout the five year term of the agreement. The participation right may only be exercised once a decision to mine is taken in relation to a particular project. As such, Mvela's right currently extends to any interest which Gold Fields may finally secure:

- In Burkina Faso, pursuant to the exclusive right it has to negotiate a joint venture arrangement with Orezone Resources Inc; and
- In Tanzania (Miyabi), pursuant to the exclusive right it has to negotiate a joint venture with Twigg Minerals plc (now African Eagle Resources plc).

Mvela's right to participate does not extend to any portion of Gold Fields' initial subscription for shares in either Orezone or Twigg.

Gold Fields has the right to subscribe for an initial issue of up to R10 million worth of options in Mvela (where each option comprises one ordinary share and one unsecured debenture in Mvela) at a premium of 10 per cent to the strike price. The strike price is determined with reference to the five-day weighted average of market quotations. Any unexercised option expires at midday on the second anniversary of the date of issue.

Investment in ARMgold

During the year the company acquired 2,272,700 shares in ARMgold at a price of R44 each.

Directorate

Composition of the Board

The directors of the company at the date of this report are shown on pages 92 and 93.

The directors retiring in terms of the Company's Articles of Association are Messrs I D Cockerill, N J Holland and C M T Thompson, and being eligible offer themselves for re-election. Subsequent to the year-end Messrs G J Gerwel and R L Pennant-Rea were invited to join the board. They too offer themselves for re-election. At the forthcoming annual general meeting members will be requested to consider the necessary resolutions. A brief summary of their curricula vitae are detailed below.

The directors are not required to hold shares in Gold Fields, although a shareholding qualification may be imposed at any meeting of the shareholders.

The Articles of Association do not provide for a mandatory retirement age for directors.

Some of the executive officers and all of the executive directors are members of the board of directors of various subsidiaries of Gold Fields.

The business addresses of all the directors and executive officers of Gold Fields is 24 St Andrews Road, Parktown 2193, South Africa, the address of the Gold Fields head office.

Ian D Cockerill, *BSc Hon (London); MSc Mining (Royal School of Mines)*
Mr Cockerill was appointed Chief Executive Officer with effect from 1 July 2002. He was appointed a director in October 1999, and also held the positions of Chief Operating Officer and managing director of Gold Fields. Mr Cockerill has over 27 years' mining industry experience. Prior to joining Gold Fields he was executive officer

responsible for Business Development and African International Operations for AngloGold Limited.

Nicholas J Holland, *BComm, BAcc, CA(SA) (Wits)*
Mr Holland is Gold Fields' Chief Financial Officer. He has been a director of Gold Fields since February 1998 and Executive Director for Finance since March 1998. In April 2002 Mr Holland's title changed to Chief Financial Officer. Mr Holland has 23 years' experience in financial management, 13 of them in the mining industry. Mr Holland was previously the Financial Director and, prior to that, the Senior Manager Corporate Finance at Gencor Limited. Mr Holland is also a director of Rand Refinery Limited.

Christopher M T Thompson, *BA(Rhodes) MSc Management Studies (Bradford)*
Mr Thompson is the Non-Executive Chairman of the Board of directors. He has been a director of Gold Fields since May 1998, Chairman of the Board since October 1998 and from October 1998 to June 2002 he also served as Chief Executive Officer. Mr Thompson has 32 years' experience in the mining industry. He also holds the position of chairman of the World Gold Council, and serves as executive director of the South African Chamber of Mines; he is a general partner in Castle Partners and is a director of Business Against Crime. Prior to joining Gold Fields he was the President and Chief Executive Officer of the Castle Group Limited.

G J Gerwel *(DLitt and Phil [magna cum Laude, Brussels])*
Professor Gerwel has had a distinguished career as an academic at the University of the Western Cape where he served as Rector and Vice Chancellor from 1987 to 1994. In the same year Nelson Mandela appointed him as Director General in the Office of the President and Secretary of the Cabinet of South Africa's Government of National Unity. Professor Gerwel is currently Chancellor of Rhodes University as well as Nelson Mandela Distinguished Professor in the Humanities at UCT and UWC. He is chairman of Brimstone Investment Corporation, Africon Engineering International, Educor and the Nelson Mandela Foundation. Professor Gerwel was appointed a non-executive to the Gold Fields' Board in August 2002.

R L Pennant-Rea, *BA (Trinity College, Dublin), MA (Univ of Manchester)*
Mr Pennant-Rea was appointed a Non-Executive Director of Gold Fields on 1 July 2002. He has been the Editor of The Economist and Deputy Governor of the Bank of England. He is Chairman of The Stationery Office Holdings Limited and Plantation & General Investments plc. He is also a director of British American Tobacco plc, Sherritt International Corporation and First Quantum Minerals Limited.

Interest of directors

The interests of directors in the shares of the company were as follows and did not individually exceed 1 per cent of the issued share capital or voting control of the company.

	30 June 2002	30 June 2001
Beneficial	428,967	368,889
Non-beneficial	–	10,833

The company has not entered into any contracts of service, other than the service contracts, with the executive directors of the company.

Directors' fees

In terms of the Articles of Association the fees for services as non-executive directors are determined by the company in general meeting.

Directors' fees for services as directors are currently R50,000 per director with additional fees for meeting attendance and serving on the various committees of the company.

Directors' emoluments

The following table records the emoluments paid to each director during the year:

Directors' emoluments

	Board fees	Committee fees	Salary	Bonuses and performance related payments	Pension scheme contributions	Total 2002	Total 2001
	(R)	(R)	(R)	(R)	(R)	(R)	(R)
Executive directors							
I D Cockerill							
(Chief Executive Officer)			2,451,736	881,555	426,332	3,759,623	2,955,630
N J Holland							
(Chief Financial Officer)			1,567,164	713,596	311,170	2,591,930	2,284,880
Non-executive directors							
CMT Thompson							
(Chairman)			4,699,485	(1)9,253,877	1,021,627	14,974,989	4,392,528
A J Wright							
(Deputy Chairman)	105,000	78,000				183,000	166,000
J M McMahon	85,000	61,000				146,000	100,297
G R Parker	95,000	78,000				173,000	171,000
P J Ryan	90,000	64,000				154,000	147,000
B R van Rooyen	100,000	236,000				336,000	276,000
T M G Sexwale	70,000	43,000				113,000	–
C I von Christierson	90,000	90,000				180,000	143,000
W E Bührmann						–	74,000
Total	635,000	650,000	8,718,385	10,849,028	1,759,129	22,611,542	10,710,335

Note (1): An amount of R7,730,705 is included in this bonus in respect of the one-time bonus provision in Mr Thompson's resignation agreement.

Directors' options

The following table records details of the share options of the Executive and Non-executive Directors during the year.

		Executive directors			
		C M T Thompson	I D Cockerill	N J Holland	Total
Options held as at 1 July 2001		620,000	500,000	280,000	1,400,000
Average exercise price per share	R	22.97	20.90	19.32	
Exercised during the year		300,262	133,000	32,000	465,262
Lapsed during year		–	–	–	–
Options issued during the year		260,000	50,000 91,000	23.000	333,000 91,000
Average exercise price per share		46.50	46.23 125.37	125.37	67.67
Options held as at 30 June 2002		579,738	508,000	271,000	1,358,738
Average exercise price per share	R	33.52	42.11	28.92	

	Non-executive directors		
Name	No of share options	Price R	Total R
J M McMahon	21,000	43.70	917,700
G R Parker	25,000	43.70	1,092,500
P J Ryan	25,000	43.70	1,092,500
T M G Sexwale	5,000	43.70	218,500
B R Van Rooyen	25,000	43.70	1,092,500
C I Von Christierson	19,000	43.70	830,300
A J Wright	25,000	43.70	1,092,500

Administration

Mr V D MacDonald acted as Secretary to Gold Fields Limited. GFL Mining Services (Proprietary) Limited continues to act as administrative, financial and technical advisers to the company.

Mr N J Holland acted as public officer for the year under review.

Computershare Investor Services Limited is the company's South African transfer secretaries and Capital IRG plc is the United Kingdom registrars of the company.

1. Basis of preparation

The financial statements are prepared according to the historical cost accounting basis, as modified by the revaluation of certain financial instruments.

The following accounting policies adopted by the Group are in accordance with International Accounting Standards, South African Statements of Generally Accepted Accounting Practice and the South African Companies Act and are consistent with those applied in the previous year, except for the adoption of International Accounting Standard (IAS) 39 – Financial Instruments: Recognition and Measurement, as noted on pages 128 and 129.

2. Consolidation

The Group financial statements consolidate the activities, assets and liabilities of the company and its subsidiaries. Operating results of subsidiaries acquired or disposed of are included in Group statements from the effective dates of acquisition or excluded from such statements as from the effective dates of disposal.

Inter-company transactions and balances are eliminated on consolidation. No provision is made for any potential taxation liability on the distribution of retained earnings by Group companies.

Any excess or shortfall between the purchase price and the fair value of the attributable net assets of subsidiaries at the date of acquisition is capitalised and amortised over the useful lives of the applicable underlying assets.

3. Foreign currencies

Foreign currency transactions are recorded at the exchange rate ruling at the date of the transaction. Assets and liabilities designated in foreign currencies are translated at the exchange rate ruling at year-end. Gains and losses arising from these translations are recognised in earnings.

3.1. Foreign entities

Foreign entities are regarded as those entities that are considered to be self-sustaining. The balance sheets and income statements are translated on the following basis:

Assets and liabilities are translated at the exchange rate ruling at year-end. Income statement items are translated at the average exchange rate for the year. Exchange differences on translation are accounted for in shareholder's equity. These differences will be recognised in earnings upon realisation of the underlying operation.

4. Fixed assets

4.1. Mine development and infrastructure

Mining assets, including mine development and infrastructure costs and mine plant facilities, are recorded at cost of acquisition.

Expenditure incurred to evaluate and develop new orebodies, to define mineralisation in existing orebodies, to establish or expand productive capacity, are capitalised until commercial levels of production are achieved, at which times the costs are amortised as set out below.

Development of orebodies includes the development of shaft systems and waste rock removal. These costs are capitalised until the reef horizons are intersected and commercial levels of production can be realised on a sustainable basis. Subsequent to this, costs are capitalised if the criteria for recognition as an asset are met. Access to individual orebodies exploited by the Group is limited to the time span of the Group's respective mining leases.

Borrowing costs incurred in respect of assets requiring a substantial period of time to prepare for their intended future use are capitalised to the date that the assets are substantially completed or achieve commercial levels of production.

4.2. *Mineral and surface rights*

Mineral and surface rights are recorded at cost of acquisition. When there is little likelihood of a mineral right being exploited, or the value of mineral rights have diminished below cost, a write-down is effected against income in the period that such determination is made.

4.3. *Land*

Land is shown at cost and is not depreciated.

4.4. *Amortisation and depreciation of mining assets*

Amortisation is determined to give a fair and systematic charge in the income statement taking into account the nature of a particular ore body and the method of mining that ore body. To achieve this the following calculation methods are used:

- mining assets, including mine development and infrastructure costs and evaluation costs, are amortised over the lives of the mines using the units of production method, based on estimated proved and probable ore reserves above infrastructure.
- where the Group believes it will be reporting significant additional proved and probable ore reserves in the near to medium-term, mining assets are amortised over the lives of the mines using the units of production method based on multiples of estimated proved and probable reserves.
- at certain of the Group's operations, the calculation of amortisation takes into account future costs which will be incurred to develop all the proved and probable ore reserves.

Proved and probable ore reserves reflect estimated quantities of economically recoverable reserves, which can be recovered in future from known mineral deposits.

Other mining plant and equipment is depreciated on a straight line basis over their estimated useful lives.

4.5. *Depreciation of non-mining assets*

Other non-mining assets are recorded at cost and depreciated on a straight-line basis over their expected useful lives as follows:

- Vehicles 20 per cent
- Computers 33.3 per cent
- Furniture and equipment 10 per cent

4.6. *Mining exploration*

Expenditure on advances to companies solely for exploration activities, prior to evaluation is charged against income until the viability of the mining venture has been proven. Exploration expenditure to define mineralisation at existing ore bodies is considered mine development costs and is capitalised until commercial levels of production are achieved.

4.7. *Impairment*

Recoverability of the long-term assets of the Group, which include development costs, is reviewed whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, and annually at the end of the fiscal year. To determine whether a long-term asset may be impaired, the estimate of future discounted cash flows, calculated on an area-of-interest basis, is compared to its carrying value. An area of interest is defined by the Group as its lowest level of identifiable cash flows generally an individual operating mine, including mines which are included in a larger mine complex. The costs attributable to individual shafts of a mine are written off if the shaft is closed.

Management's estimate of future cash flows is subject to risk and uncertainties. It is therefore reasonably possible that changes could occur which may affect the recoverability of the Group's mining assets.

4.8. *Leases*

Operating leases are charged against income as incurred.

5. Deferred taxation

Deferred taxation is calculated on the Comprehensive basis using the balance sheet approach. Deferred tax liabilities or assets are recognised by applying expected tax rates to the temporary differences existing at each balance sheet date between the tax values of assets and liabilities and their carrying amounts. These temporary differences are expected to result in taxable or deductible amounts in determining taxable profits for future periods when the carrying amount of the asset is recovered or the liability is settled.

The principal temporary differences arise from depreciation on fixed assets, provisions and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses and/or unutilised capital allowances are recognised to the extent it is probable that future taxable profit will be available against which the unused tax losses and/or unutilised capital allowances can be utilised.

6. Inventories

Inventories are valued at the lower of cost or net realisable value. Bullion on hand and gold-in-process represents production on hand after the smelting process for South African operations. Due to the different nature of International operations, gold-in-process for non-South African operations represents either production in broken ore form or production from the time of placement on heap leach pads.

Cost is determined on the following basis:

- Gold on hand and gold-in-process is valued using the weighted average cost. Cost includes production, amortisation and related administration costs.
- Consumable stores are valued at average cost, after appropriate provision for redundant and slow-moving items.
- Mineral rights not linked to any specific operation are valued at the lower of cost or net realisable value.

7. Financial instruments

Financial instruments recognised on the balance sheet include cash and cash equivalents, investments, trade and other receivables, borrowings, trade and other payables and derivative financial instruments. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

7.1. Investments

Investments comprise (i) investments in listed companies which are classified as available-for-sale and are accounted for at fair value, with unrealised holding gains and losses excluded from earnings and reported as a separate component of shareholder's equity; and (ii) investments in unlisted companies which are accounted for at cost. Realised gains and losses are included in determining net income or loss.

Unrealised losses are included in determining net income or loss where a significant decline in the value of the investment, other than temporary, has occurred.

Previously listed investments were accounted for at cost.

With the adoption of IAS 39, an adjustment of R36.4 million was made to opening shareholders' equity to account for the impact of available-for-sale securities.

7.2. Derivative financial instruments

The Group's policy is to remain unhedged. However, hedges are sometimes undertaken on a project specific basis as follows:

- to protect cash flows at times of significant expenditure,
- for specific debt servicing requirements, and
- to safeguard the viability of higher cost operations.

The Group may from time to time establish currency instruments to protect underlying cash flows.

The Group adopted IAS 39 Financial Instruments: Recognition and Measurement with effect from 1 July 2001.

Previously gains and losses on derivative financial instruments, which effectively established minimum prices of designated future production, were recognised in revenue when the planned production was delivered. Previously, if an instrument regarded as a hedge was sold, extinguished or terminated prior to delivery of the planned production, gains and losses were recognised at the date of sale or closure.

Under IAS 39, all derivative financial instruments are recognised on the balance sheet at their fair value, unless they meet the criteria for the normal purchases normal sale exemption. On the date a derivative contract is entered into, the Group designates the derivative as (1) a hedge of the fair value of a recognised asset or liability (fair value hedge), (2) a hedge of a forecasted transaction (cash flow hedge), (3) a hedge of a net investment in a foreign entity or (4) are designated as derivatives and marked-to-market. Certain derivative transactions, while providing effective economic hedges under the Group's risk management policies, do not qualify for hedge accounting.

The Group does not currently hold or issue derivative financial instruments for trading or speculative purposes.

Changes in fair value of a derivative that is highly effective, and that is designated and qualifies as a fair value hedge, are recorded in earnings, along with the change in the fair value of the hedged asset or liability that is attributable to the hedged risk.

Changes in fair value of a derivative that is highly effective, and that is designated to the cash flow hedge, are recognised directly in shareholders' equity. Amounts deferred in shareholder's equity are included in earnings in the same periods during which the hedged firm commitment or forecasted transaction affects earnings.

Hedges of net investment in foreign entities are accounted for similarly to cash flow hedges.

Recognition of derivatives which meet the criteria for the normal purchases normal sales exception under IAS 39 is deferred until settlement.

Changes in the fair value of derivatives that are not designated as hedges or that do not qualify for hedge accounting are recognised in the income statement.

The Group formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. This process includes linking derivatives designed as hedges to specific assets and liabilities or to specific firm commitments or forecasted transactions. The Group also formally assesses, both at the hedge inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

8. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and investments in money market instruments.

The carrying amount of cash and cash equivalents is stated at cost, which approximates fair value.

9. Trade receivables

Trade receivables are carried at anticipated realisable value. Estimates are made for doubtful debts based on a review of all outstanding amounts at year-end. Irrecoverable amounts are written off during the year in which they are identified.

10. Provisions

Provisions are recognised when the Group has a present obligation, legal or constructive resulting from past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

11. Environmental obligations

Long-term environmental obligations are based on the Group's environmental management plans, in compliance with current environmental and regulatory requirements.

Full provision is made based on the net present value of the estimated cost of restoring the environmental disturbance that has occurred up to the balance sheet date. Increases due to additional environmental disturbances are capitalised and amortised over the remaining lives of the mines.

Annual increases in the provision relating to the change in the net present value of the provision and inflationary increases are accounted for in earnings.

The estimated costs of rehabilitation are reviewed annually and adjusted as appropriate for changes in legislation, technology or other circumstances. Increases in estimated costs are included in fixed assets with the corresponding amount increasing the provision as appropriate. Cost estimates are not reduced by the potential proceeds from the sale of assets or from plant clean-up at closure, in view of the uncertainty of estimating the potential future proceeds.

Annual contributions are made to a dedicated rehabilitation trust fund to fund the estimated cost of rehabilitation during and at the end of the life of the relevant mine. The amounts contributed to this trust fund are included under non-current assets. Income earned on monies paid to rehabilitation trust funds is accrued on an annual basis and is recorded as interest income.

12. Employee benefits

12.1. Pension and provident funds

The Group operates a defined benefit pension plan and a defined contribution retirement plan and contributes to a number of industry based defined contribution retirement plans. The retirement plans are funded by payments from employees and Group companies.

The expected costs of the defined benefit pension plan is assessed in accordance with the advice of independent actuaries. The cost of experience adjustments or planned amendments is charged to earnings over the expected average remaining service lives of the relevant employees. Any shortfalls are funded either immediately or as increased employer contributions to ensure the ongoing soundness of the fund.

Contributions to defined contributions funds are charged against income as incurred.

These funds are governed by the Pension Fund Act of 1956, as amended.

12.2. Post retirement health care costs

Medical cover is provided through a number of different schemes.

Post retirement health care in respect of qualifying employees is recognised as an expense over the expected remaining service lives of the relevant employees.

The Group has an obligation to provide medical benefits to certain of its pensioners and dependents of ex-employees. These liabilities have been provided in full, calculated on an actuarial basis. These liabilities are unfunded.

Periodic valuation of these obligations is carried out by independent actuaries using appropriate mortality tables, long-term estimates of increases in medical costs and appropriate discount rates.

13. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the amount of revenue can be reliably measured.

13.1. Revenue arising from gold and silver sales is recognised when the risks and rewards of ownership pass to the buyer.

13.2. Revenue from services is recognised over the period the services are rendered and accrued for in the financial statements.

13.3. Dividends are recognised when the right to receive payment is established

13.4. and includes capitalisation dividends.

13.5. Interest is recognised on a time proportion basis taking account of the principal outstanding and the effective rate to maturity on the accrual basis.

14. Dividends declared

Dividends proposed and the related taxation thereon are recognised only when the dividends are declared.

15. Earnings/(loss) per share

Earnings per share is calculated based on the net income/(loss) divided by the weighted average number of ordinary shares in issue during the year. Diluted earnings per share is presented when the inclusion of ordinary shares that may be issued in the future has a dilutive effect on earnings per share.

16. Segmental reporting

The Group is a gold mining company operating geographically in South Africa, West Africa and Australia. The business segments comprise geographical operations based on locations and operating units.

17. Translation to United States Dollars

The convenience translation of the financial statements into US Dollars is based on the average exchange rate for the year for the income statement and cash flow statements and the year-end closing exchange rate for balance sheet items. Exchange differences on translation are accounted for in shareholders' equity.

18. Comparatives

Where necessary, comparatives have been adjusted to conform to changes in presentation in the current year.

Group income statements

for the year ended 30 June 2002

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		Notes	South African Rand 2002	South African Rand 2001
1,010.6	1,229.5	Turnover	1	12,528.4	7,690.6
851.9	856.0	Cost of sales	2	8,722.1	6,482.5
158.7	373.5	Operating profit		3,806.3	1,208.1
9.0	9.0	Investment income	3	92.0	69.0
(1.9)	8.3	Finance income/(expense)	4	85.3	(14.4)
–	46.4	Unrealised gain on financial instruments		472.7	–
5.2	4.0	Realised gain on financial instruments		41.1	39.7
8.4	7.2	Other income		72.9	62.6
(8.0)	(9.1)	Exploration expense		(92.4)	(60.8)
171.4	439.3	Profit before tax and exceptional items	5	4,477.9	1,304.2
(2.5)	–	Franco Nevada merger costs		–	(18.8)
(278.7)	–	Impairment of mining assets		–	(2,121.2)
–	(4.4)	New York Stock Exchange listing and associated costs		(44.6)	–
(1.2)	(0.9)	Other		(9.9)	(8.8)
(8.0)	–	Write down of investments		–	(60.5)
(119.0)	434.0	Profit/(loss) before taxation		4,423.4	(905.1)
8.6	(120.4)	Mining and income tax	6	(1,227.1)	66.1
(110.4)	313.6	Profit/(loss) after taxation		3,196.3	(839.0)
(8.8)	(12.1)	Minority shareholders' interest		(123.8)	(67.1)
(119.2)	301.5	Net earnings/(loss)		3,072.5	(906.1)
103.4	301.5	Headline earnings	7.1	3,072.5	787.9
23	65	Headline earnings per share – cents	7.1	662	173
(26)	65	Basic earnings/(loss) per share – cents	7.2	662	(199)
	64	Diluted earnings per share – cents	7.3	656	

Prior year financial results have been reclassified to include retrenchment costs as part of operating costs and not as exceptional items. Exceptional items are now shown on the face of the income statement and profit on close out of hedges has been reclassified as part of realised gain on financial instruments.

GROUP BALANCE SHEETS

at 30 June 2002

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		Notes	South African Rand 2002	South African Rand 2001
		Assets			
1,427.2	1,555.5	Non-current assets		16,115.1	11,517.4
1,372.6	1,454.1	Fixed assets	9	15,064.6	11,077.2
32.2	77.0	Investments	10	797.8	259.6
22.4	24.4	Non-current asset	11	252.7	180.6
130.1	410.9	Current assets		4,256.2	1,050.1
52.3	104.6	Inventories	12	1,083.5	421.7
54.3	110.6	Accounts receivable	13	1,145.6	438.4
23.5	195.7	Cash and cash equivalents		2,027.1	190.0
1,557.3	1,966.4	Total assets		20,371.3	12,567.5
		Equity and liabilities			
876.8	1,071.0	Shareholders' equity per statement		11,095.8	7,075.6
39.3	54.7	Outside shareholders' interest	14	567.1	317.1
514.0	605.1	Non-current liabilities		6,269.1	4,147.4
419.0	360.7	Deferred taxation	15	3,736.5	3,381.2
–	145.0	Long-term liabilities	16	1,502.2	–
95.0	99.4	Long-term provisions	17	1,030.4	766.2
127.2	235.6	Current liabilities		2,439.3	1,027.4
97.3	129.8	Accounts payable	18	1,344.2	786.0
28.8	24.0	Provisions	19	248.1	232.1
1.1	44.8	Taxation		463.6	9.3
–	37.0	Current portion of long-term liabilities	16	383.4	–
1,557.3	1,966.4	Total equity and liabilities		20,371.3	12,567.5

GROUP STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

for the year ended 30 June 2002

Figures in millions unless otherwise stated

United States Dollars 2001	2002		Notes	South African Rand 2002	2001
		Ordinary share capital			
		Authorised			
62.0	48.3	1,000,000,000 shares of 50 cents each		500.0	500.0
		Issued			
		470,522,224 (2001: 455,836,608) shares of 50 cents each			
37.5	37.7	Balance at beginning of the year		227.9	226.6
0.2	0.7	Issued during the year		7.3	1.3
37.7	38.4	Balance at end of the year		235.2	227.9
		Share premium			
1,213.8	1,221.7	Statutory balance at beginning of the year		7,410.3	7,349.8
9.3	61.8	Issued during the year		634.9	71.1
(1.4)	(3.4)	Written off during the year		(34.9)	(10.6)
1,221.7	1,280.1	Statutory balance at end of the year		8,010.3	7,410.3
(37.2)	(28.8)	Net merger adjustment		(298.1)	(300.5)
1,184.5	1,251.3	Total share premium		7,712.2	7,109.8
1,222.2	1,289.7	Total share capital and premium		7,947.4	7,337.7
		Currency translation adjustment			
(214.9)	(384.2)	Balance at beginning of the year		321.5	141.6
–	–	Arising on translation of foreign entities during the year		469.3	179.9
(169.3)	(162.2)	Translation adjustment		–	–
(384.2)	(546.4)	Balance at end of the year		790.8	321.5
		Other comprehensive income			
–	5.0	Effect of adoption of IAS 39		36.4	–
–	42.9	Net unrealised gains on revaluation of listed investments		437.5	–
–	47.9	Balance at end of the year		473.9	–
		Retained earnings			
221.9	38.8	Balance at beginning of the year		(583.6)	800.2
(119.2)	301.5	Net earnings/(loss)		3,072.5	(906.1)
(63.9)	(60.5)	Dividends	8	(605.2)	(477.7)
38.8	279.8	Balance at end of the year		1,883.7	(583.6)
876.8	1,071.0	Total shareholders' equity		11,095.8	7,075.6

Group cash flow statements

for the year ended 30 June 2002

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		Notes	South African Rand 2002	South African Rand 2001
143.9	376.9	Cash flows from operating activities		3,837.2	1,118.1
259.8	460.7	Cash generated by operations	20	4,669.3	1,978.0
7.1	7.2	Investment and interest income		73.3	54.5
(31.4)	8.9	Change in working capital	21	91.8	(239.2)
235.5	476.8	Cash generated by operating activities		4,834.4	1,793.3
(1.9)	(5.3)	Interest paid		(54.0)	(14.4)
(25.8)	(31.2)	Tax paid	22	(308.9)	(183.1)
207.8	440.3	Net cash from operations		4,471.5	1,595.8
(63.9)	(63.4)	Dividends paid	23	(634.3)	(477.7)
(166.1)	(386.7)	Cash flows from investing activities		(3,999.9)	(1,264.5)
(149.3)	(153.7)	Additions to fixed assets		(1,566.7)	(1,136.5)
2.9	0.6	Disposal of assets		6.2	22.1
(9.9)	(13.5)	Purchase of investments		(140.3)	(75.7)
–	(212.9)	Acquisition of subsidiaries	24	(2,225.2)	–
(5.0)	(5.2)	Investment in environmental trust fund		(53.4)	(37.8)
(4.8)	(2.0)	Post retirement health care payments		(20.5)	(36.6)
(23.9)	186.8	Cash flows from financing activities		1,947.0	(178.5)
0.9	(2.1)	(Decrease)/increase in minority funding		(20.9)	6.6
(30.0)	(51.6)	Long and short-term loans repaid		(525.8)	(224.8)
–	235.2	Long and short-term loans raised		2,440.2	–
5.2	5.3	Shares issued		53.5	39.7
(46.1)	177.0	Net cash generated/(utilised)		1,784.3	(324.9)
(6.5)	(4.8)	Translation adjustment		52.8	–
76.1	23.5	Cash and cash equivalents at beginning of the year		190.0	514.9
23.5	195.7	Cash and cash equivalents at end of the year		2,027.1	190.0

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		South African Rand 2002	South African Rand 2001
		1. Turnover		
		Turnover from mining operations		
1,010.6	1,229.5	– Spot sales	12,528.4	7,690.6
1,010.6	1,229.5	Total turnover	12,528.4	7,690.6
		2. Cost of sales		
765.3	755.5	Working costs	7,698.9	5,824.0
16.2	12.5	Corporate administration expenditure	127.0	122.9
781.5	768.0	Operating costs	7,825.9	5,946.9
(10.4)	(8.1)	Gold inventory change	(82.7)	(79.3)
80.8	96.1	Amortisation and depreciation	978.9	614.9
851.9	856.0	Total cost of sales	8,722.1	6,482.5
		3. Investment income		
0.7	0.2	Dividends received – unlisted investments	2.0	5.5
6.4	7.0	Interest received	71.3	49.0
1.9	1.8	Interest received on environmental rehabilitation trust fund	18.7	14.5
9.0	9.0	Total investment income	92.0	69.0
		4. Finance income/(expense)		
(1.9)	(5.3)	Interest paid	(54.0)	(14.4)
–	(1.0)	Realised loss on foreign debt, net of cash	(9.8)	–
–	14.6	Unrealised gain on foreign debt, net of cash	149.1	–
(1.9)	8.3	Total finance income/(expense)	85.3	(14.4)
		5. Included in profit before tax and exceptional items are the following:		
		Expenses		
		Auditors' remuneration		
0.3	0.3	– audit fee	2.6	2.2
0.1	0.9	– other (Included in F2002 New York Stock Exchange listing and associated costs)	9.5	0.7
		Environmental rehabilitation charges		
2.9	2.4	– inflation adjustment	24.0	22.2
2.2	1.2	– interest adjustment	11.9	17.1
		Post retirement health care charges		
6.2	3.9	– increase in provision	39.3	47.2
0.7	0.7	Operating lease charges – Corporate offices	6.6	5.1

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		South African Rand 2002	South African Rand 2001
		6. Mining and income tax		
		The components of mining and income tax are the following:		
		South African taxation		
(7.4)	(62.4)	– mining tax	(636.1)	(55.7)
(0.7)	(0.6)	– non-mining tax	(5.7)	(5.5)
–	(0.3)	– company tax	(3.1)	(0.2)
–	(0.4)	– prior year adjustment	(4.3)	0.4
(23.4)	(9.8)	– deferred – normal	(99.5)	(178.6)
56.1	–	– deferred – impairment of assets	–	427.2
		Foreign taxation		
(0.6)	(1.2)	– current	(11.9)	(4.3)
(4.2)	(10.0)	– foreign levies and royalties	(102.1)	(32.6)
(11.2)	(35.7)	– deferred	(364.4)	(84.6)
8.6	(120.4)	Total mining and income tax	(1,227.1)	66.1
		Mining tax on mining income is determined on a formula basis which takes into account the profit and revenue from mining operations during the year. Non-mining income is taxed at a standard rate of 38%. Deferred tax is provided at the estimated effective mining tax rate on temporary differences. Major items causing the Group's income tax provision to differ from the estimated effective mining rate of 46% (2001: 46%) were:		
		Tax on profit before taxation at mining statutory rate	(2,034.8)	416.4
		Rate adjustment to reflect estimated effective mining tax rate in South Africa, estimated tax rate in Ghana of 32.5% (2001: 32.5%) and estimated tax rate in Australia of 30.0%.	230.4	(39.6)
		South African mining tax formula rate adjustment	164.2	114.3
		Deferred tax asset not recognised	(18.8)	(36.5)
		Non taxable income/(non deductible expenditure)	27.0	(160.5)
		Deferred tax benefit utilised/(generated) on lifting of Free State ring fencing	284.9	(284.9)
		Foreign levies and royalties	(102.1)	(32.6)
		Use of assessed losses not previously recognised	113.3	–
		Other	108.8	89.5
		Income and mining tax (expense)/benefit	(1,227.1)	66.1

Figures in millions unless otherwise stated

6. Mining and income tax (continued)

6.1 Mining tax on mining income is determined according to a formula which takes into account the profit and revenue from mining operations.

Mining taxable income is determined after the deduction of all mining capital expenditure, with the proviso that this cannot result in an assessed loss. Capital expenditure amounts not deducted are carried forward as unredeemed capital expenditure to be deducted from future mining income. Depreciation is ignored for the purpose of calculating South African mining taxation.

The formula for determining South African mining tax is:

Y = 46 – 230/X

where Y is the percentage rate of tax payable and X is the ratio of mining profit, after the deduction of redeemable capital expenditure, to mining revenue expressed as a percentage.

6.2 Non-mining income of South African mining operations consists primarily of interest received and is taxed at a rate of 38%.

6.3 Company tax, for non-mining companies in the Group, is determined at a rate of 30%.

6.4 Company tax at Gold Fields Ghana Limited and Abosso Gold Fields Limited is determined at a rate of 32.5%.

6.5 Company tax at St Ives (Pty) Limited and Agnew (Pty) Limited is determined at a rate of 30.0%.

6.6 Deferred tax is provided at the expected future rate for mining operations arising from temporary differences between the book and tax values of assets and liabilities.

6.7 At 30 June 2002 the Group had the following amounts available for set-off against the future income:

– unredeemed capital expenditure at St Helena Gold Mines Limited of R1,643.1 million (2001: R1,984.8 million) at the Beatrix mine tax entity and R16.9 million (2001: R28.9 million) at the St Helena mine tax entity.

– estimated and assessed tax losses at St Helena Gold Mines Limited of R Nil million (2001: R156.0 million) at the Beatrix mine tax entity and R59.9 million (2001: R91.8 million) at the St Helena mine tax entity. A deferred tax asset of R25.9 million has been recognised at the Beatrix mine tax entity.

– These deductions are utilisable against income generated by the individual tax entity and do not expire unless the entity concerned ceases to commercially mine for a period of longer than one year. Under South African mining tax legislation, each tax entity is treated separately and as such these deductions can only be utilised by the tax entities in which the deductions have been generated.

– estimated tax losses at Orogen Investments SA (Luxembourg) of US$101.7 million (2001: US$89.9 million). No deferred tax asset is recognised in the balance sheet for this amount. In terms of current Luxembourg taxation legislation, losses incurred in accounting periods subsequent to 31 December 1990, can be carried forward indefinitely. All losses incurred by Orogen Investments SA (Luxembourg) were incurred subsequent to 31 December 1990.

– estimated capital allowances at Gold Fields Australia (Pty) Limited of AUS$35.4 million (2001: Nil). These estimated capital allowances do not have an expiration date.

– estimated allowances at Gold Fields Ghana Limited of US$88.6 million (2001: US$140.9 million) and Abosso Goldfields Limited of US$25.2 million (2001: Nil). These estimated capital allowances do not have an expiration date.

Figures in millions unless otherwise stated

United States Dollars 2001	2002		South African Rand 2002	2001
		7. Earnings/(loss) per share		
23	65	*7.1 Headline earnings per share – cents*	662	173
		Headline earnings per share is calculated on the basis of the net earnings before impairment of mining assets attributable to ordinary shareholders of R3,072.5 million (2001: R787.9 million) and 464,146,677 (2001: 454,450,391) shares being the weighted average number of ordinary shares in issue during the year.		
		Net earnings/(loss) is reconciled to headline earnings as follows:		
(119.2)	301.5	Net earnings/(loss) attributable to ordinary shareholders	3,072.5	(906.1)
278.7	–	Impairment of mining assets	–	2,121.2
(56.1)	–	Taxation effect of impairment of mining assets	–	(427.2)
103.4	301.5	Headline earnings	3,072.5	787.9
(26)	65	*7.2 Basic earnings/(loss) per share – cents*	662	(199)
		Basic earnings/(loss) per share is calculated on the basis of net earnings attributable to ordinary shareholders of R3,072.5 million (2001: net loss of R906.1 million) and 464,146,677 (2001: 454,450,391) shares being the weighted average number of ordinary shares in issue during the year.		

Figures in millions unless otherwise stated

United States Dollars 2001	2002		South African Rand 2002	2001
		7. Earnings/(loss) per share (continued)		
	64	*7.3 Diluted earnings per share – cents*	656	
		Diluted earnings per share is calculated on the net earnings attributable to ordinary shareholders of R3,072.5 million and 468,655,013 shares being the diluted number of ordinary shares in issue during the year. Prior year comparatives have not been shown as they were anti-dilutive.		
		The weighted average number of shares has been adjusted by the following to arrive at the diluted number of ordinary shares:		
		Weighted average number of shares	464,146,677	
		Share options in issue	4,508,336	
		Diluted number of ordinary shares	468,655,013	
		8. Dividends		
63.9	21.5	2001 Final dividend of 40 cents per share (2001: 105 cents) declared on 31 July 2001 and paid on 21 September 2001	182.5	477.7
–	39.0	2002 Interim dividend of 90 cents per share (2001: Nil) declared on 29 January 2002 and paid on 25 February 2002.	422.7	–
63.9	60.5	Total dividends	605.2	477.7

Figures in millions unless otherwise stated

United States Dollars				South African Rand		
Land, mineral rights and rehabilitation assets	Mine development and infrastructure	Total		Total	Mine development and infrastructure	Land, mineral rights and rehabilitation assets
			9. Fixed assets			
			30 June 2002			
			Cost			
98.4	2,231.6	2,330.0	Balance at beginning of the year	18,802.9	18,009.0	793.9
189.1	63.2	252.3	Amount assumed on acquisition of subsidiaries	2,619.6	656.1	1,963.5
–	9.4	9.4	Reclassification of investments	76.0	76.0	–
1.0	152.7	153.7	Additions	1,566.7	1,557.0	9.7
2.4	–	2.4	Additions to rehabilitation assets	24.8	–	24.8
(0.1)	(1.4)	(1.5)	Disposals	(15.3)	(14.3)	(1.0)
4.8	(0.7)	4.1	Other	41.4	(7.3)	48.7
1.7	(449.9)	(448.2)	Translation adjustment	734.6	493.7	240.9
297.3	2,004.9	2,302.2	Balance at end of the year	23,850.7	20,770.2	3,080.5
			Accumulated depreciation			
48.8	908.6	957.4	Balance at beginning of the year	7,725.7	7,331.7	394.0
17.0	79.1	96.1	Charge for the year	978.9	805.7	173.2
–	(0.9)	(0.9)	Disposals	(9.1)	(9.1)	–
–	0.3	0.3	Other	3.0	3.0	–
(10.6)	(194.2)	(204.8)	Translation adjustment	87.6	83.3	4.3
55.2	792.9	848.1	Balance at end of the year	8,786.1	8,214.6	571.5
242.1	1,212.0	1,454.1	Carrying value at end of the year	15,064.6	12,555.6	2,509.0
			30 June 2001			
98.4	2,231.6	2,330.0	Cost	18,802.9	18,009.0	793.9
48.8	908.6	957.4	Accumulated depreciation	7,725.7	7,331.7	394.0
49.6	1,323.0	1,372.6	Carrying value at end of the year	11,077.2	10,677.3	399.9

Figures in millions unless otherwise stated

United States Dollars 2001	2002		South African Rand 2002	2001
		10. Investments		
		Listed		
18.0	26.6	Cost less any permanent write downs	275.3	145.0
–	45.7	Net unrealised gain on revaluation	473.9	–
18.0	72.3	Book value	749.2	145.0
22.5	72.3	Market value	749.2	181.4
		Unlisted		
13.6	4.1	Book value	42.5	109.9
13.6	4.1	Directors' valuation	42.5	109.9
31.6	76.4	Total listed and unlisted investments	791.7	254.9
0.6	0.6	Loans advanced	6.1	4.7
32.2	77.0	Total investments	797.8	259.6
		Details of major investments are given on pages 162 and 163		
		11. Non-current asset		
		Gold Fields Mining Environmental Trust Fund		
19.0	22.4	Balance at beginning of the year	180.6	128.3
5.0	5.2	Contributions made during the year	53.4	37.8
1.9	1.8	Interest earned during the year	18.7	14.5
(3.5)	(5.0)	Translation adjustment	–	–
22.4	24.4	Balance at end of the year	252.7	180.6
		12. Inventories		
–	4.1	Bullion on hand	42.6	–
31.3	72.0	Gold in process	745.7	252.7
13.2	22.4	Consumable stores	232.2	106.0
7.8	6.1	Mineral rights	63.0	63.0
52.3	104.6	Total inventories	1,083.5	421.7

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		South African Rand 2002	South African Rand 2001
		13. Accounts receivable		
31.1	27.4	Trade receivables	283.4	250.7
2.5	–	Amount owing relating to insurance claim	–	20.0
–	4.8	Debtor relating to close out of financial instruments	49.8	–
6.2	11.0	Other	113.5	50.3
4.0	7.9	Pre-paid expenses	81.3	32.1
3.9	1.5	Deferral of share incentive scheme write down	15.3	31.7
–	46.3	Unrealised gain on financial instruments	480.1	–
–	4.0	Refund due from Rand Mutual	41.5	–
6.6	7.7	Value added tax	80.7	53.6
54.3	110.6	Total accounts receivable	1,145.6	438.4
		14. Outside shareholders' interest		
–	0.2	Capital	1.8	0.2
7.6	16.8	Reserves	174.3	61.1
31.3	29.2	Capital advance	302.1	252.3
31.3	29.2	– Tarkwa	302.1	252.3
0.4	8.5	Capital loans	88.9	3.5
–	8.2	– Abosso	85.4	–
0.4	0.3	– Other	3.5	3.5
39.3	54.7	Total outside shareholders' interest	567.1	317.1

The capital advance to Tarkwa is unsecured, interest free and has no fixed repayment terms. Except for Abosso, the capital loans are unsecured, interest free and have no fixed repayment terms. The Abosso loan is unsecured, bears interest at libor plus 2.0% and has no fixed repayment terms.

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		South African Rand 2002	South African Rand 2001
		15. Deferred taxation		
		The detailed components of the net deferred taxation liability which results from the differences between the amounts of assets and liabilities recognised for financial reporting and taxation purposes in different accounting periods are:		
438.3	379.6	Mining assets	3,931.6	3,536.9
(22.1)	(37.9)	Provisions	(393.1)	(178.6)
–	11.4	Financial instruments	118.6	–
–	3.9	Loans	40.7	–
2.8	3.7	Other	38.7	22.9
419.0	360.7	Total deferred taxation	3,736.5	3,381.2
522.2	419.0	Balance at beginning of the year	3,381.2	3,535.3
–	(13.6)	Amounts assumed on acquisition of subsidiaries	(154.5)	–
(21.5)	45.5	Transferred through the income statement	463.9	(164.0)
(81.7)	(90.2)	Translation adjustment	45.9	9.9
419.0	360.7	Balance at end of the year	3,736.5	3,381.2
		16. Long-term liabilities		
–	149.0	– Syndicated credit facility	1,543.7	–
		On 26 November 2001, Gold Fields entered into a syndicated credit facility of US$250.0 million. This syndicated facility consists of a US$160.0 million term loan facility and a US$90.0 million revolving credit facility. These two facilities bear interest at LIBOR plus 1.15%.		
		On 30 November 2001, the full US$160.0 million of the term loan and US$5.0 million of the revolving credit facility was drawn down.The amounts drawn down were used to fund the acquisition of the St Ives and Agnew mines.		

Figures in millions unless otherwise stated

United States Dollars 2001	2002		South African Rand 2002	2001
		16. Long-term liabilities (continued)		
		The term loan facility is repayable in ten equal semi-annual installments over five years, with the first repayment of US$16.0 million being made in May 2002. Interest on this facility is payable at either monthly, three monthly or six-monthly intervals.		
		The revolving credit facility is available until 26 November 2006, with the draw down of US$5.0 million repayable on the last day of each interest period. Interest on this facility is payable at either monthly, three-monthly or six-monthly intervals.		
		The full facility is collateralised by Gold Fields' shares in St Ives and Agnew. All payments under the facility have been guaranteed by Gold Fields Limited and several of its subsidiaries. The terms of the facility require Gold Fields to maintain a foreign exchange strategy over the life of the facility to reduce the impact of fluctuations in the Australian dollar/US Dollar exchange rate on the cash flows of St Ives and Agnew.		
–	33.0	– Two-year term loan facility	341.9	–
		On 31 December 2001, Gold Fields entered into a bilateral two-year term loan and letter of credit facility of US$35.0 million and a two-year term loan facility of US$15.0 million. These two facilities bear interest at LIBOR plus 0.95% for the first twelve months, increasing by 0.25% every three months thereafter.		

Figures in millions unless otherwise stated

United States Dollars 2001	2002		South African Rand 2002	2001
		16. Long-term liabilities (continued) On 23 January 2002, the full US$35.0 million of the bilateral two-year term loan and letter of credit facility was utilised. US$32.9 million was used to finance the acquisition by Gold Fields of 71.1% of Abosso Goldfields Limited, US$2.0 million to replace an existing letter of credit for Abosso Goldfields Limited and the remaining US$0.1 million was used for general corporate purposes. On 23 January 2002, the full US$15.0 million of the bilateral two-year term loan facility was utilised. US$10.0 million was used to refinance existing debt of Abosso Goldfields Limited and the remaining US$5.0 million was used for general corporate purposes. The US$35.0 million bilateral two-year term loan and letter of credit facility is repayable in full on 23 January 2004. The US$15.0 million two-year term loan facility was fully repaid by the year end. Interest on both facilities is payable at either monthly, three-monthly or six-monthly intervals. Both facilities have been secured by Gold Fields shares in Abosso Goldfields Limited. All payments under the two facilities have been guaranteed by Gold Fields Limited and several of its subsidiaries.		
–	182.0	Gross long-term liabilities	1,885.6	–
–	(37.0)	Current portion included in current liabilities	(383.4)	–
–	145.0	Total long-term liabilities	1,502.2	–

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		South African Rand 2002	South African Rand 2001
		17. Long-term provisions		
29.2	25.1	*17.1 Post-retirement health care costs*	260.2	235.4
		The Group has certain liabilities to subsidise the contributions payable by certain pensioners and dependants of ex employees on a pay-as-you-go basis. This obligation was actuarially valued at 30 June 2001 and the outstanding contributions will be funded over the lifetime of these pensioners and dependants.		
		The following table sets forth the funded status and amounts recognised by the Group for post-retirement health care costs:		
29.2	25.1	Actuarial present value	260.2	235.4
–	–	Plan assets at fair value	–	–
29.2	25.1	Accumulated benefit obligation in excess of plan assets	260.2	235.4
–	–	Prior service costs	–	–
–	–	Unrecognised net (gain)/loss	–	–
29.2	25.1	Post-retirement health care liability	260.2	235.4
		Benefit obligation reconciliation		
33.2	29.2	Balance at beginning of the year	235.4	224.8
–	0.6	Reclassification	6.0	–
6.2	3.9	Interest cost	39.3	47.2
(4.8)	(2.0)	Payments during the year	(20.5)	(36.6)
(5.4)	(6.6)	Translation adjustments	–	–
29.2	25.1	Balance at end of the year	260.2	235.4
		The obligation has been valued using the projected unit credit funding method on past service liabilities. The valuation assumes a health care cost inflation rate of 11% per annum and a discount rate of 13% per annum.		

Figures in millions unless otherwise stated

United States Dollars 2001	2002		South African Rand 2002	2001
		17. Long-term provisions (continued)		
		17.1 Post-retirement health care costs (continued)		
		Assumed health care cost trend rates have a significant impact on the amounts reported for the health care plans. A one percentage point increase in assumed health care trend rates would have increased interest cost for 2002 by R5.9 million (15.3%). The effect of this change on the accumulated post retirement health care benefit obligation at 30 June 2002 would have been an increase of R33.3 million (12.8%). A one percentage point decrease in assumed health care trend rates would have decreased interest cost for 2002 by R4.9 million (12.4%). The effect of this change on the accumulated post retirement health care benefit obligation at 30 June 2002 would have been a decrease of R27.6 million (10.6%).		
		17.2 Environmental rehabilitation costs		
47.2	65.8	Balance at beginning of the year	530.8	319.5
7.9	16.7	Provision assumed on acquisition of subsidiaries	177.0	59.8
–	2.4	Adjustment to provision assumed on acquisition of subsidiaries	24.8	–
13.8	–	Change in discount rate	–	104.7
2.9	2.4	Inflation adjustment	24.0	22.2
2.2	1.2	Interest adjustment	11.9	17.1
(0.4)	(1.9)	Charges to provision	(19.3)	(2.8)
(7.8)	(12.3)	Translation adjustments	21.0	10.3
65.8	74.3	Balance at end of the year	770.2	530.8
		The Group contributes to a dedicated environmental rehabilitation trust fund to provide for the estimated cost of rehabilitation at the end of the mines' lives. At 30 June 2002 the balance in this fund was R252.7 million (2001: R180.6 million). Refer note 11.		
95.0	99.4	Total long-term provisions	1,030.4	766.2

Figures in millions unless otherwise stated

United States Dollars 2001	2002		South African Rand 2002	2001
		18. Accounts payable		
54.5	84.4	Trade creditors	874.0	439.9
42.8	45.4	Accruals and other creditors	470.2	346.1
97.3	129.8	Total accounts payable	1,344.2	786.0
		19. Provisions		
		Leave pay provisions		
32.3	28.8	Balance at beginning of the year	232.1	218.9
–	1.5	Provision assumed on acquisition of subsidiaries	17.4	–
(27.5)	(22.6)	Payments during the year	(229.8)	(208.9)
29.2	22.4	Increase in provisions	228.5	222.0
(5.2)	(6.1)	Translation adjustments	(0.1)	0.1
28.8	24.0	Balance at end of the year	248.1	232.1
		20. Cash generated by operations		
(119.2)	301.5	Net earnings/(loss)	3,072.5	(906.1)
(8.6)	120.4	Taxation	1,227.1	(66.1)
1.9	5.3	Interest paid	54.0	14.4
(7.1)	(7.2)	Investment income	(73.3)	(54.5)
0.7	0.2	Dividends received	2.0	5.5
6.4	7.0	Interest received	71.3	49.0
8.8	12.1	Minority interest	123.8	67.1
(124.2)	432.1	Earnings/(loss) before tax, interest, investment income and minority interest	4,404.1	(945.2)
384.0	28.6	Non-cash items:	265.2	2,923.2
80.8	96.1	Amortisation and depreciation	978.9	614.9
–	(6.2)	Exchange rate difference	(63.4)	–
278.7	–	Impairment of assets	–	2,121.2
6.2	3.9	Increase in post retirement health care liability	39.3	47.2
2.9	2.4	Inflation adjustment to rehabilitation liability	24.0	22.2
2.2	1.2	Interest adjustment to rehabilitation liability	11.9	17.1
5.3	(4.8)	Other	(74.1)	40.4
(0.1)	–	Profit on sale of investments	–	(0.3)
–	(46.4)	Unrealised gain on financial instruments	(472.7)	–
–	(17.6)	Unrealised gain on loans	(178.7)	–
8.0	–	Write down of investments	–	60.5
259.8	460.7	Total cash generated by operations	4,669.3	1,978.0

Figures in millions unless otherwise stated

United States Dollars			South African Rand	
2001	2002		2002	2001
		21. Change in working capital		
(13.3)	(11.1)	Inventories	(113.1)	(101.3)
(22.6)	3.0	Accounts receivable	31.0	(171.9)
4.5	17.0	Accounts payable	173.9	34.0
(31.4)	8.9	Total change in working capital	91.8	(239.2)
		22. Tax paid		
(14.0)	(1.1)	Amount owing at beginning of the year	(9.3)	(94.5)
(12.9)	(74.9)	SA and foreign current taxation	(763.2)	(97.9)
1.1	44.8	Amount owing at end of the year	463.6	9.3
(25.8)	(31.2)	Total tax paid	(308.9)	(183.1)
		23. Dividends paid		
(63.9)	(60.5)	Dividends per statement of shareholders' equity	(605.2)	(477.7)
–	(2.9)	Dividends paid to outside shareholders	(29.1)	–
(63.9)	(63.4)	Total dividends paid	(634.3)	(477.7)
		24. Additional cash flow information		
		Acquisition of subsidiaries		
		– St Ives and Agnew mines		
		With effect from 30 November 2001, the Group purchased the St Ives and Agnew mines in Australia. The aggregate fair value of the assets acquired and the liabilities assumed were as follows:		
–	225.4	Fixed assets	2,315.0	–
–	26.5	Inventory	272.0	–
–	9.1	Accounts receivable	93.0	–
	(11.4)	Long-term provisions	(117.2)	
–	(14.4)	Accounts payable	(147.5)	–
–	235.2	Net assets purchased	2,415.3	–
–	(55.2)	Paid for by the issue of share capital	(567.0)	–
–	(180.0)	Paid for by cash	(1,848.3)	–
–	–	Cash and cash equivalents at acquisition	–	–

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		South African Rand 2002	South African Rand 2001
		24. Additional cash flow information (continued)		
		– Abosso Goldfields Limited		
		With effect from 23 January 2002, the Group purchased 71.1% of Abosso Goldfields Limited in Ghana. The aggregate fair value of the assets acquired and the liabilities assumed were as follows:		
–	26.3	Fixed assets	298.9	–
–	17.0	Inventory	193.7	–
–	13.0	Accounts receivable	148.2	–
–	13.6	Deferred taxation	154.5	–
–	(5.3)	Long-term provisions	(59.8)	–
–	(21.8)	Accounts payable	(247.8)	–
–	42.8	Total purchase price	487.7	–
–	(9.9)	Outside shareholders' interest	(112.8)	–
–	(32.9)	Paid for by cash	(374.9)	–
–	–	Cash and cash equivalents at acquisition	–	–
		– WMC Miniere S.A.R.L.		
		With effect from 1 July 2001, the Group purchased 100.0% of WMC Miniere S.A.R.L. in French Guiana. The aggregate fair value of the assets acquired were as follows:		
–	–	Fixed assets	2.0	–
–	–	Total purchase price	2.0	–
–	–	Paid for by cash	(2.0)	–
–	–	Cash and cash equivalents at acquisition	–	–
	(212.9)	Total cash paid for subsidiaries	(2,225.2)	

Figures in millions unless otherwise stated

United States Dollars 2001	United States Dollars 2002		South African Rand 2002	South African Rand 2001
		25. Retirement benefits		
		The Gold Fields Limited Corporate Pension Fund is a defined benefit scheme, which has fourteen employee members. Membership to the scheme is closed. The scheme is valued at intervals of not less than three years using the projected unit credit method. This is the only defined benefit scheme in the Group.		
		The last actuarial valuation was carried out at 1 January 2000 and showed the fund to be fully funded.		
		All other employees are members of various defined contribution retirement schemes.		
		Contributions to the various retirement schemes are fully expensed during the year in which they are funded. The cost of providing retirement benefits for the year amounted to R223.9 million (2001: R182.8 million).		
		26. Commitments		
		Capital expenditure		
364.7	290.1	– authorised	3,005.3	2,943.2
18	32.9	– contracted for	340.7	145.2
1.7	11.1	Other guarantees	114.7	14.1
		Commitments will be funded from internal sources and to the extent necessary from borrowings.		
		27. Contingent liabilities		
		No material claims have been filed against the Group and the Group is not aware of any impending material claims.		
		28. Lines of credit		
		The Group has unutilised lines of credit of US$85.0 million at 30 June 2002. This is the balance remaining on the US$250.0 million syndicated credit facility.		

29. Risk management activities

In the normal course of its operations, the Group is exposed to commodity price, currency, interest rate, liquidity and credit risk. In order to manage these risks, the Group has developed a comprehensive risk management process to facilitate control and monitoring of these risks. The Group does not issue derivative instruments for trading purposes.

Concentration of credit risk

The Group's financial instruments do not represent a concentration of credit risk as the Group deals with a number of major banks. Accounts receivable are regularly monitored and assessed and where necessary an adequate level of provision is maintained.

A formal process of allocating counterparty exposure and prudential limits is applied under the supervision of the Group's executive committee. No marginal facilities are engaged.

Foreign currency and commodity price risk

In the normal course of business the Group enters into transactions for the sale of its gold, denominated in US Dollars. In addition, the Group has assets and liabilities in a number of different currencies (primarily US Dollars). As a result, the Group is subject to transaction and translation exposure from fluctuations in foreign currency exchange rates.

Due to the fact that US$165.0 million of debt was drawn down to acquire the St Ives and Agnew operations, it was deemed prudent to establish Australian Dollar/United States Dollar instruments to protect the cash flows of the operations in the event of the strengthening of the Australian Dollar. In line with this decision US$500.0 million of Australian Dollar/United States Dollar currency financial instruments were established over five years in respect of the St Ives and Agnew operations. The instruments are a combination of outright forwards and options and provide protection at exchange rates ranging between 49 and 52 US cents. US$475.0 million of these instruments remain at 30 June 2002.

In so far as South African Rand/United States Dollar exposures are concerned, the Group does not have a general policy of hedging these exposures, but from time to time take positions on an opportunistic basis. In line with this policy, US$61.0 million was hedged in December 2001 of which US$13.0 million remains at 30 June 2002.

The Group does not hedge its exposure to gold price fluctuation risk and sells at market spot prices (refer Accounting Policies).

Interest rate and liquidity risk

Fluctuations in interest rates impact on the value of short-term investment and financing activities, giving rise to interest rate risk. The Group does not currently hedge its exposure to interest rate risk.

In the ordinary course of business, the Group receives cash proceeds from its operations and is required to fund working capital and capital expenditure requirements. The cash is managed to ensure surplus funds are invested to maximise returns whilst ensuring that capital is safeguarded to the maximum extent possible by investing only with top financial institutions.

Uncommitted borrowing facilities are maintained with several banking counterparties to meet the Group's normal and contingency funding requirements.

30. Fair value of financial instruments

The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in an arms-length transaction between willing parties. The estimated values of the Group's financial instruments are:

	30 June 2002 R million		30 June 2001 R million	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Cash and cash equivalents	2,027.1	2,027.1	190.0	190.0
Accounts receivable	1,145.6	1,145.6	438.4	438.4
Investments	797.8	797.8	259.6	335.1
Non-current asset	252.7	252.7	180.6	180.6
Financial liabilities				
Accounts payable	1,344.2	1,344.2	1,018.1	1,018.1
Current portion of long-term liabilities	383.4	383.4	–	–
Long-term liabilities	1,502.2	1,502.2	–	–

	30 June 2002 US$ million		30 June 2001 US$ million	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Cash and cash equivalents	195.7	195.7	23.5	23.5
Accounts receivable	110.6	110.6	54.3	54.3
Investments	77.0	77.0	32.2	41.5
Non-current asset	24.4	24.4	22.4	22.4
Financial liabilities				
Accounts payable	129.8	129.8	126.1	126.1
Current portion of long-term liabilities	37.0	37.0	–	–
Long-term liabilities	145.0	145.0	–	–

The following methods and assumptions were used to estimate the fair value of each class of on-balance sheet financial instrument.

Accounts receivable, accounts payable and cash and cash equivalents

The carrying amounts approximate fair values due to the short maturity of these instruments.

Investments, non-current asset and long-term liabilities

The fair value of publically traded instruments is based on quoted market values. The carrying amount of all other instruments approximates fair value due to the nature of the instruments.

30. Fair value of financial instruments (continued)

Currency financial instruments

During the year Gold Fields established various currency financial instruments. Those instruments remaining at year end are described in the schedule below. It has been decided not to account for these instruments under the hedge accounting rules of International Accounting Standards 39 and accordingly the positions have been marked-to-market.

	Year ended 30 June					
	2003	2004	2005	2006	2007	Total
US Dollar/Australian Dollar						
Forward sales:						
Amount (US Dollars) – 000	62,500	50,000	50,000	50,000	25,000	237,500
Average rate (USD/AUD)	0.4934	0.4934	0.4934	0.4934	0.4934	
Zero cost collar:						
Amount (US Dollars) – 000	62,500	50,000	50,000	50,000	25,000	237,500
Average downside protection level (USD/AUD)	0.5191	0.5191	0.5191	0.5191	0.5191	
Average upside benefit cap (USD/AUD)	0.4289	0.4289	0.4289	0.4289	0.4289	

The marked-to-market value of the positions in the above table was a gain of R447.2 million (US$ 43.2 million). The value was based on exchange rates of R/USD 10.36 and USD/AUD 0.5771 and the prevailing interest rates and volatilities at the time. This gain has been accounted for in the income statement as an unrealised gain on financial instruments.

	Year ended 30 June					
	2003	2004	2005	2006	2007	Total
Rand/US Dollar						
Forward sales:						
Amount (US Dollars) – 000	13,000	–	–	–	–	13,000
Average rate (USD/AUD)	13.3363	–	–	–	–	

The marked-to-market value of the position in the above table was a gain of R32.9 million (US$3.2 million). The value was based on exchange rates of R/USD 10.36 and the prevailing interest rates and volatilities at the time. This gain has been accounted for in the income statement as an unrealised gain on financial instruments.

31. Segment reporting

The segment information is shown under the financial summary in the segment report on pages 167.

Company income statement

for the year ended 30 June 2002

Figures in millions unless otherwise stated

	Notes	South African Rand 2002	2001
Investment income	1	1,809.0	1,020.9
Other income		6.9	0.6
Profit before exceptional items		1,815.9	1,021.5
New York Stock Exchange listing and associated costs		(44.6)	–
Write down of investments		(2,882.5)	(84.3)
(Loss)/profit before taxation		(1,111.2)	937.2
Taxation	2	–	(1.2)
Net (loss)/earnings		(1,111.2)	936.0

Company balance sheet

for the year ended 30 June 2002

Figures in millions unless otherwise stated

	Note	South African Rand 2002	2001
Assets			
Non-current asset			
Investments	4	8,810.6	9,889.8
Current asset			
Accounts receivable		20.8	31.7
Total assets		8,831.4	9,921.5
Equity and liabilities			
Capital and reserves			
Shareholders' equity per statement		8,831.5	9,918.2
Current liabilities		(0.1)	3.3
Accounts payable		1.7	3.2
Taxation		(1.8)	0.1
Total equity and liabilities		8,831.4	9,921.5

Company statement of changes in shareholders' equity

for the year ended 30 June 2002

Figures in millions unless otherwise stated

	Notes	South African Rand 2002	2001
Ordinary share capital			
Authorised			
1,000,000,000 shares of 50 cents each		500.0	500.0
Issued			
470,522,224 (2001: 455,836,608) shares of 50 cents each			
Balance at beginning of the year		227.9	226.6
Issued during the year		7.3	1.3
Balance at end of the year		235.2	227.9
Share premium			
Balance at beginning of the year		7,410.3	7,349.8
Arising from issues during the year		634.9	71.1
Written off during the year		(34.9)	(10.6)
Balance at end of the year		8,010.3	7,410.3
Total share capital and premium		8,245.5	7,638.2
Other comprehensive income			
Net unrealised gain on revaluation of listed investments		22.4	–
Retained earnings			
Balance at beginning of the year		2,280.0	1,821.7
Net (loss)/earnings		(1,111.2)	936.0
Dividends	3	(605.2)	(477.7)
Balance at end of the year		563.6	2,280.0
Total shareholders' equity		8,831.5	9,918.2

Company cash flow statement

for the year ended 30 June 2002

Figures in millions unless otherwise stated

		South African Rand	
	Notes	2002	2001
Cash flows from operating activities		1,160.4	540.2
Cash (utilised in)/generated by operations	5	(37.7)	0.6
Investment income		1,809.0	1,020.9
Change in working capital	6	(3.8)	(2.4)
Cash generated by operating activities		1,767.5	1,019.1
Tax paid	7	(1.9)	(1.2)
Net cash from operations		1,765.6	1,017.9
Dividends paid	8	(605.2)	(477.7)
Cash flows from investing activities		(99.9)	(8.0)
Purchase of investments		(99.9)	(8.0)
Cash flows from financing activities		(1,060.5)	(532.2)
Long-term loans advanced		(1,114.0)	(571.9)
Shares issued		53.5	39.7
Net cash outflow		–	–
Cash and cash equivalents at beginning of the year		–	–
Cash and cash equivalents at end of the year		–	–

Figures in millions unless otherwise stated

		South African Rand 2002	2001
1	**Investment income**		
	Dividends received – unlisted subsidiaries	1,809.0	1,020.9
	Total investment income	1,809.0	1,020.9
2	**Taxation**		
	South African normal taxation		
	– current	–	0.2
	– prior year underprovision	–	1.0
	Total taxation	–	1.2
3	**Dividends**		
	2001 Final dividend of 40 cents per share (2000: 105 cents) declared on 31 July 2001 and paid on 21 September 2001.	182.5	477.7
	2002 Interim dividend of 90 cents per share (2001: nil) declared on 29 January 2002 and paid on 25 February 2002.	422.7	–
	Total dividends	605.2	477.7
4	**Investments**		
	Listed		
	Cost	100.2	0.3
	Net unrealised gain on revaluation	22.4	–
	Book value	122.6	0.3
	Market value	122.6	0.3
	Unlisted		
	Book value	11,071.7	13,954.2
	Directors valuation	11,071.7	13,954.2
	Total listed and unlisted investments	11,194.3	13,954.5
	Loans received	(2,383.7)	(4,064.7)
	Total investments	8,810.6	9,889.8
	Details of major investments are given on pages 121 and 122.		

Figures in millions unless otherwise stated

		South African Rand 2002	2001
5	**Cash (utilised in)/generated by operations**		
	Net (loss)/earnings	(1,111.2)	936.0
	Taxation	–	1.2
	Investment income		
	Dividends received	(1,809.0)	(1,020.9)
	Loss before tax and investment income	(2,920.2)	(83.7)
	Non-cash items:		
	Write down of investments	2,882.5	84.3
	Total cash (utilised in)/generated by operations	(37.7)	0.6
6	**Change in working capital**		
	Accounts receivable	(2.3)	(2.5)
	Accounts payable	(1.5)	0.1
	Total change in working capital	(3.8)	(2.4)
7	**Tax paid**		
	Amount owing at beginning of the year	0.1	0.1
	SA normal taxation	–	1.2
	Amount due/(owing) at end of the year	1.8	(0.1)
	Total tax paid	1.9	1.2
8	**Dividends paid**		
	Dividends per statement of shareholders' equity	605.2	477.7
	Total dividends paid	605.2	477.7

Major group investments – direct and indirect

		Notes	Shares held 2002	Shares held 2001
Principal subsidiaries				
Unlisted				
Abosso Goldfields Limited	– Class “A” shares	3	39,394,000	–
	– Class “B” shares	3	4,266,000	–
Agnew Gold Mining Company (Pty) Limited		5	42,538,131	–
Beatrix Mines Limited		1	96,549,020	96,549,020
Driefontein Consolidated (Pty) Limited		1	1,000	1,000
GFL Mining Services Limited		1	235,676,386	235,676,386
Gold Fields Guernsey Limited		2	4,002	4,002
Gold Fields Ghana Limited		3	711	711
Kloof Gold Mining Company Limited		1	138,600,000	138,600,000
Orogen Holdings (BVI) Limited		4	100	100
Oryx Gold Holdings Limited		1	244,311,285	244,311,285
St Helena Gold Mines Limited		1	9,625,001	9,625,001
St Ives Gold Mining Company (Pty) Limited		5	127,614,393	–
Other				
Total				
Other investments				
Listed				
African Rainbow Minerals Gold Limited			2,272,700	–
Aquest Minerals Corporation			–	2,100,000
Brazilian International Gold Fields			–	2,800,887
Cluff Mining plc			288,000	288,000
Conquest Mining Limited	– shares		6,000,000	–
	– options		6,000,000	–
Eldorado Gold Corporation	– shares		30,479,959	30,479,959
	– warrants		–	800,000
Francisco Gold Corporation Limited			1,000,200	1,000,200
Twigg plc			3,703,703	–
Western Areas Gold Mining Company Limited			3,748,785	3,748,785

Notes
1 – Incorporated in the Republic of South Africa
2 – Incorporated in Guernsey
3 – Incorporated in Ghana
4 – Incorporated in the British Virgin Islands
5 – Incorporated in Australia

The interest of Gold Fields Limited in the aggregate amount of the after-taxation profits of its subsidiaries is R1,301.2 million (2001: losses of R1,926.4 million)

Note: Only major investments are listed individually.

	Group beneficial interest		Book value in holding company			
			Shares		Loans	
	2002 %	2001 %	2002 Rm	2001 Rm	2002 Rm	2001 Rm
	71.1	–	–	–	–	–
	71.1	–	–	–	–	–
	100	–	–	–	–	–
	100	100	206.8	2,031.4	–	–
	100	100	–	–	–	–
	100	100	7,331.7	7,331.7	(2,383.7)	(4,064.7)
	100	100	–	–	–	–
	71.1	71.1	–	–	–	–
	100	100	3,289.0	3,289.0	–	–
	100	100	–	–	–	–
	100	100	–	1,057.9	–	–
	100	100	236.2	236.2	–	–
	100	–	–	–	–	–
			8.0	8.3	–	–
			11,071.7	13,954.5	(2,383.7)	(4,064.7)
	2.4	–	–	–	–	–
	–	10.5	–	–	–	–
	–	15.6	–	–	–	–
	1.1	3.0	–	–	–	–
	5.8	–	–	–	–	–
	n/a	n/a	–	–	–	–
	17.9	29.8	–	–	–	–
	n/a	n/a	–	–	–	–
	6.0	6.0	–	–	–	–
	13.9	–	–	–	–	–
	3.6	4.1	–	–	–	–

SEGMENT REPORT

Financial summary – Rand million

	Driefontein Division	Kloof Division
Income statement for the year ended 30 June 2002		
Revenue	3,833.7	2,987.6
Operating costs	2,250.3	1,950.8
Gold inventory change	(38.3)	(4.3)
Operating profit	1,621.7	1,041.1
Amortisation and depreciation	228.7	128.8
Net operating profit	1,393.0	912.3
Other income/(expenditure)	(3.9)	5.8
Normal taxation	412.9	233.3
Deferred taxation	88.8	83.3
Exceptional items	(9.9)	–
Profit/(loss) after taxation	877.5	601.5
Balance sheet as at 30 June 2002		
Total assets	2,973.6	3,426.1
Total liabilities (excluding deferred taxation and outside shareholders)	880.8	644.2
– deferred taxation	1,281.9	1,289.8
Capital expenditure – net	475.2	337.2
Income statement for the year ended 30 June 2001		
Revenue	2,767.7	2,385.7
Operating costs	2,023.3	1,929.4
Gold inventory change	–	–
Operating profit	744.4	456.3
Amortisation and depreciation	197.0	136.7
Net operating profit	547.4	319.6
Other income/(expenditure)	5.9	11.0
Normal taxation	57.5	2.2
Deferred taxation	74.0	(24.8)
Exceptional items	(8.8)	(130.7)
Profit/(loss) after taxation	413.0	222.5
Balance sheet as at 30 June 2001		
Total assets	2,401.5	3,149.0
Total liabilities (excluding deferred taxation and outside shareholders)	566.1	501.9
– deferred taxation	1,193.1	1,206.5
Capital expenditure – net	456.3	344.1

Free State Division		Ghana				
Beatrix	St Helena	Tarkwa	Damang	Australia	Corporate and other	Group consolidated
1,934.8	338.6	1,572.9	470.7	1,390.1	–	12,528.4
1,194.9	307.3	1,026.3	294.8	801.5	–	7,825.9
–	–	(105.0)	7.5	57.4	–	(82.7)
739.9	31.3	651.6	168.4	531.2	–	4,785.2
76.4	–	145.1	35.4	263.2	101.3	978.9
663.5	31.3	506.5	133.0	268.0	(101.3)	3,806.3
8.3	19.5	8.1	(21.5)	557.6	97.7	671.6
–	–	59.2	10.9	31.9	15.0	763.2
(25.9)	–	117.2	10.2	237.1	(46.8)	463.9
–	–	–	–	–	(44.6)	(54.5)
697.7	50.8	338.2	90.4	556.6	(16.4)	3,196.3
1,755.7	82.7	1,385.1	314.0	3,654.0	6,780.1	20,371.3
248.7	97.3	302.1	222.4	1,843.1	733.3	4,971.9
(25.9)	–	235.9	(131.4)	241.0	845.2	3,736.5
215.4	1.5	80.5	5.5	353.3	91.9	1,560.5
1,321.7	277.9	937.6	–	–	–	7,690.6
1,058.1	327.0	608.3	–	–	(0.8)	5,946.9
–	–	(79.3)	–	–	–	(79.3)
263.6	(49.1)	408.6	–	–	(0.8)	1,823.0
78.8	4.1	102.6	–	–	95.7	614.9
184.8	(53.2)	306.0	–	–	(96.5)	1,208.1
47.7	(11.6)	43.2	–	–	(0.1)	96.1
–	–	32.6	–	–	5.6	97.9
(261.1)	–	84.6	–	–	(36.7)	(164.0)
(1,926.1)	(64.4)	–	–	–	(79.3)	(2,209.3)
(1,432.5)	(129.2)	232.0	–	–	(144.8)	(839.0)
1,578.8	35.8	910.4	–	–	4,492.0	12,567.5
237.3	101.3	334.5	–	–	52.5	1,793.6
–	–	89.7	–	–	891.9	3,381.2
148.7	2.2	160.7	–	–	2.4	1,114.4

Segment report

Financial summary – US Dollars million

	Driefontein Division	Kloof Division
Income statement for the year ended 30 June 2002		
Revenue	381.1	297.0
Operating costs	223.7	193.9
Gold inventory change	(3.8)	(0.4)
Operating profit	161.2	103.5
Amortisation and depreciation	22.7	12.8
Net operating profit	138.5	90.7
Other income/(expenditure)	(0.4)	0.6
Normal taxation	41.0	23.2
Deferred taxation	8.8	8.3
Exceptional items	(1.0)	–
Profit/(loss) after taxation	87.2	59.8
Balance sheet as at 30 June 2002		
Total assets	287.0	330.7
Total liabilities (excluding deferred taxation and outside shareholders)	85.0	62.2
– deferred taxation	123.7	124.5
Capital expenditure – net	47.2	33.5

US Dollar figures may not add as they are rounded independently.
Exchange rates applied:
Average for the year – Damang R10.91, Australia R11.09 and other US$1 = R10.06; Group average US$1 = R10.19.
Rate at year end US$1 = R10.36.

	Driefontein Division	Kloof Division
Income statement for the year ended 30 June 2001		
Revenue	363.7	313.5
Operating costs	265.9	253.5
Gold inventory change	–	–
Operating profit	97.8	60.0
Amortisation and depreciation	25.9	18.0
Net operating profit	71.9	42.0
Other income/(expenditure)	0.8	1.4
Normal taxation	7.6	0.3
Deferred taxation	9.7	(3.3)
Exceptional items	(1.2)	(17.2)
Profit/(loss) after taxation	54.3	29.2
Balance sheet as at 30 June 2001		
Total assets	297.6	390.2
Total liabilities (excluding deferred taxation and outside shareholders)	70.1	62.2
– deferred taxation	147.8	149.5
Capital expenditure – net	60.0	45.2

US Dollar figures may not add as they are rounded independently
Exchange rates applied:
Average for the year US$1 = R7.61
Rate at year end US$1 = R8.07

Free State Division		Ghana				
Beatrix	St Helena	Tarkwa	Damang	Australia	Corporate and other	Group consolidated
192.3	33.7	156.4	43.1	125.3	0.6	1,229.5
118.8	30.5	102.0	27.0	72.3	(0.2)	768.0
–	–	(10.4)	0.7	5.2	0.7	(8.1)
73.5	3.1	64.8	15.4	47.9	0.1	469.6
7.6	–	14.4	3.2	23.7	11.6	96.1
66.0	3.1	50.3	12.2	24.2	(11.4)	373.5
0.8	1.9	0.8	(2.0)	50.3	13.7	65.8
–	–	5.9	1.0	2.9	0.9	74.9
(2.6)	–	11.7	0.9	21.4	(3.0)	45.5
–	–	–	–	–	(4.3)	(5.3)
69.4	5.0	33.6	8.3	50.2	0.1	313.6
169.5	8.0	133.7	30.3	352.7	654.5	1,966.4
24.0	9.4	29.2	21.5	177.9	70.9	480.0
(2.5)	–	22.8	(12.7)	23.3	81.6	360.7
21.4	0.1	8.0	0.5	31.9	10.4	153.1

173.7	36.5	123.2	–	–	–	1,010.6
139.0	43.0	79.9	–	–	0.1	781.5
–	–	(10.4)	–	–	–	(10.4)
34.6	(6.5)	53.7	–	–	(0.1)	239.5
10.4	0.5	13.5	–	–	12.6	80.8
24.3	(7.0)	40.2	–	–	(12.7)	158.7
6.3	(1.5)	5.7	–	–	–	12.7
–	–	4.3	–	–	0.7	12.9
(34.3)	–	11.1	–	–	(4.8)	(21.5)
(253.1)	(8.5)	–	–	–	(10.4)	(290.4)
(188.2)	(17.0)	30.5	–	–	(19.0)	(110.4)
195.6	4.4	112.8	–	–	556.6	1,557.3
29.4	12.6	41.4	–	–	6.5	222.3
–	–	11.1	–	–	110.5	419.0
19.5	0.3	21.1	–	–	0.3	146.4

Operating and financial information by mine

for the year ended 30 June 2002

SOUTH AFRICAN OPERATIONS:

Driefontein Division

Year to 30 June	Tons milled	Yield g/ton	Gold produced kg	Gold produced 000 oz	Cash costs US$/oz	Net earnings SA Rm	Net earnings US$m
1972-1994	148,365,000	17.9	2,656,796	85,418	n/a	n/a	n/a
1995	5,310,000	10.5	55,777	1,793	192	n/a	n/a
1996	5,023,000	9.5	47,842	1,538	235	n/a	n/a
1997	5,093,000	9.0	46,071	1,481	241	441.9	98.0
1998	5,167,000	9.3	47,927	1,541	236	881.8	180.5
1999	5,466,000	8.5	46,487	1,495	199	15.2	2.5
2000	5,608,000	7.8	43,497	1,398	213	229.5	36.2
2001	6,551,000	6.4	42,031	1,351	184	413.0	54.3
2002	6,587,000	6.3	41,263	1,327	158	877.5	87.2

Kloof Division

Year to 30 June	Tons milled	Yield g/ton	Gold produced kg	Gold produced 000 oz	Cash costs US$/oz	Net earnings SA Rm	Net earnings US$m
1968-1994	56,430,000	13.4	756,120	24,310	n/a	n/a	n/a
1995	5,077,000	9.2	46,673	1,501	260	n/a	n/a
1996	4,834,000	8.5	40,970	1,317	302	n/a	n/a
1997	4,721,000	8.1	38,187	1,228	308	99.2	21.9
1998	5,180,000	7.7	39,967	1,285	283	(365.4)	(75.0)
1999	4,190,000	10.5	43,965	1,414	205	490.6	81.1
2000	3,936,000	11.0	43,394	1,395	214	199.7	31.5
2001	3,932,000	9.6	37,658	1,211	207	*222.5	*29.2
2002	4,657,000	7.4	34,236	1,101	179	601.5	59.8

*Includes impairment write-down of R73 million (US$9.6 millions).

Free State Division

Beatrix Mine (Includes Oryx as from 2000)

Year to 30 June	Tons milled	Yield g/ton	Gold produced kg	Gold produced 000 oz	Cash costs US$/oz	Net earnings SA Rm	Net earnings US$m
1985-1994	19,241,000	6.1	116,895	3,758	n/a	n/a	n/a
1995	2,219,000	6.2	13,781	443	199	n/a	n/a
1996	2,351,000	6.4	15,032	483	208	156.0	41.0
1997	2,492,000	6.1	15,257	491	207	208.9	46.2
1998	2,600,000	5.8	15,104	486	212	163.9	33.5
1999	2,658,000	5.5	14,578	469	195	217.7	36.0
2000	3,466,000	6.1	21,034	676	221	366.6	57.8
2001	3,671,000	5.5	20,126	647	207	*(1,432.5)	*(188.2)
2002	4,115,000	4.9	20,367	655	173	697.7	69.4

Beatrix and Oryx became one tax entity as from fiscal 2000.
* Includes impairment write-down of R1,558 million (US$205 millions).

Free State Division (continued)
Oryx Mine

	Tons	Yield	Gold produced		Cash costs	Net earnings	
Year to 30 June	milled	g/ton	kg	000 oz	US$/oz	SA Rm	US$m
1985-1994	2,995,000	1.5	4,421	142	n/a	n/a	n/a
1995	105,000	2.0	212	7	n/a	n/a	n/a
1996	4,000	2.3	9	0	n/a	0.9	0.2
1997	573,000	3.2	1,808	58	n/a	36.2	8.0
1998	908,000	5.4	4,934	159	n/a	34.5	7.1
1999	1,071,000	6.3	6,798	219	n/a	(839.6)	(138.8)

Included in Beatrix from fiscal 2000.

St Helena Mine

	Tons	Yield	Gold produced		Cash costs	Net earnings	
Year to 30 June	milled	g/ton	kg	000 oz	US$/oz	SA Rm	US$m
1951-1994	78,962,000	10.3	812,020	26,107	n/a	n/a	n/a
1995	820,000	6.8	5,568	179	291	n/a	n/a
1996	735,000	6.1	4,477	144	398	(3.7)	(1.0)
1997	900,000	6.4	5,749	185	297	42.8	9.5
1998	1,180,000	6.1	7,250	233	247	30.8	6.3
1999	1,074,000	5.6	6,019	194	258	29.9	4.9
2000	1,056,000	5.2	5,475	176	271	(42.7)	(6.7)
2001	925,000	4.6	4,217	136	307	*(129.2)	*(17.0)
2002	649,000	5.6	3,619	116	257	50.8	5.0

* Includes impairment write-down of R64 million (US$8.5 million).

INTERNATIONAL OPERATIONS:
Ghana Division
Tarkwa Mine

	Tons	Yield	Gold produced		Cash costs	Net earnings	
Year to 30 June	milled	g/ton	kg	000 oz	US$/oz	SA Rm	US$m
1994	200,257	6.5	1,294	42	n/a	5.4	1.6
1995	208,252	6.1	1,276	41	326	3.6	1.0
1996	260,698	5.9	1,529	49	311	6.5	1.7
1997	243,352	6.5	1,570	50	320	3.2	0.7
1998	235,000	7.3	1,718	55	286	2.5	0.5
1999	5,024,000	1.3	6,414	206	233	(9.8)	(1.6)
2000	8,017,000	1.1	9,195	296	196	(37.6)	(5.9)
2001	11,667,000	1.2	13,680	440	155	232.0	30.5
2002	14,9i14,000	1.1	16,920	544	171	338.2	33.6

Surface operation from fiscal 1999

INTERNATIONAL OPERATIONS (continued)

Ghana Division (continued)

Damang Mine

Year to 30 June	Tons milled	Yield g/ton	Gold produced kg	Gold produced 000 oz	Cash costs US$/oz	Net earnings SA Rm	Net earnings US$m
2002#	1,951,000	2.3	4,397	141	200	90.4	8.3

For the 5 months ended 30 June 2002.

Australia Division

St Ives Mine

Year to 30 June	Tons milled	Yield g/ton	Gold produced kg	Gold produced 000 oz	Cash costs US$/oz
2002#	3,398,000	3.1	10,602	341	160

For the 7 months ended 30 June 2002.

Agnew Mine

Year to 30 June	Tons milled	Yield g/ton	Gold produced kg	Gold produced 000 oz	Cash costs US$/oz
2002#	682,000	3.8	2,569	83	232

For the 7 months ended 30 June 2002.

St Ives/Agnew

Year to 30 June	SA Rm	US$m
2002#	556.6	50.2

For the 7 months ended 30 June 2002.

Shareholders' information

Analysis of shareholders' information as at 30 June 2002

Shareholding		Individuals	Institutional investors	Nominee companies	Other corporate bodies	Total
1 – 5,000	Holders	16,912	566	617	25	18,120
	Shares	4,593,329	367,021	424,038	9,455	5,393,843
5,001 – 10,000	Holders	120	24	45	–	189
	Shares	830,201	155,021	301,023	–	1,286,245
10,001 +	Holders	71	39	124	2	236
	Shares	57,263,211	88,314,940	318,244,011	19,974	463,842,136
Total	Holders	17,103	629	786	27	18,545
	Per cent	92.22	3.39	4.24	0.15	100
	Shares	62,686,741	88,836,982	318,969,072	29,429	470,522,224
	Per cent	13.32	18.88	67.79	0.01	100

Diary

Financial year-end	30 June
Annual general meeting	6 December 2002
Quarterly reports	January, April, August, November

Shareholder spread and beneficial ownership as at 30 June 2002

To the best knowledge of the directors and after reasonable enquiry, the spread of shareholders and those shareholders beneficially holding, directly or indirectly, in excess of 3 per cent of the issued shares was as follows:

	Number of shares	Percentage holding
Directors	429,722	0.1
The Anglo American Corporation	93,967,958	20.0
Old Mutual Life Assurance Company of South Africa Limited	35,512,976	7.5
Liberty Life Association of South Africa Limited	14,692,717	3.1
Gensec Asset Management (Genbel Securities)	19,138,058	4.1
Other shareholders	306,780,993	65.2

NOTICE OF MEETING

Notice is hereby given that the annual general meeting of shareholders of Gold Fields Limited will be held at 24 St Andrews Road, Parktown, Johannesburg, on Friday, 6 December 2002 at 09:00 to

- consider the financial statements for the year ended 30 June 2002;
- elect Messrs I D Cockerill, G J Gerwel, N J Holland, R L Pennant-Rea and C M T Thompson as directors;
- place the unissued shares under the control of the directors;
- authorise the directors to issue shares for cash;
- purchase its own shares; and
- consider and, if approved, pass the attached resolutions, as special resolutions with or without modification.
- consider and, if approved, pass the attached resolutions, as ordinary resolutions with or without modification.

Shareholders are invited to attend the meeting.

Special resolution number 1

"Resolved that the directors be authorised, up to and including the date of the following annual general meeting, to approve:

- the purchase of its own shares by the company;
- any of the company's subsidiaries acquiring shares in the company or any holding company of the company's; and
- the purchase of shares by the company in any holding company of the company;

Provided that:

- the general authority shall not extend beyond 15 months from the date of this resolution;
- the general authority to purchase be limited to a maximum of 20% of the relevant company's issued share capital of that class at the time the authority is granted; and
- purchases must not be made at a price more than ten per cent above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction was agreed."

Explanatory note on special resolution number 1

The special resolution is proposed to enable the directors, up to and including the date of the following annual general meeting, to approve the purchase of its own shares by the company, for any of the company's subsidiaries to acquire shares in the company or any holding company of the company's and the purchase of shares by the company in any holding company of the company, provided that the general authority shall not extend beyond 15 months from the date of this resolution, the general authority to purchase be limited to a maximum of 20% of the relevant company's issued share capital of that class at the time the authority is granted and purchases will not be made at a price more than ten per cent above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction was agreed.

The effect of the special resolution will be that the directors will, up to and including the date of the following annual general meeting, be entitled to approve the purchase by the company of its own shares, any of the company's subsidiaries will be able to acquire shares in the company or any holding company of the company's and the purchase of shares by the company in any holding company of the company, provided that the general authority shall not extend beyond 15 months from the date of this resolution, the general authority to purchase be limited to a maximum of 20% of the relevant company's issued share capital of that class at the time the authority is granted and purchases will not be made at a price more than ten per cent above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction was agreed.

It is the intention of the Board of Directors that they may use such authority should prevailing circumstances, including, inter alia, market conditions, in their opinion warrant it. This opinion, in considering the effect of such acquisition of shares, will ensure for a period of 12 months after the date of the notice of the annual general meeting;

- the company and the Group will be able, in the ordinary course of business, to pay its debts;
- the consolidated assets of the company and the Group, fairly valued will be in excess of the consolidated liabilities of the company and the Group;

- the company and the Group will have adequate capital and reserves;
- the working capital of the company and the Group will be adequate for at least 12 months' operations.

Special resolution number 2

"Resolved that the share premium of the company presently comprising R8,081,099,194.75 is hereby reduced with effect from the date of passing of this special resolution number 2 by an amount of R15,262,150.00 so as to comprise R8,065,837,044.75.

Explanatory note on special resolution number 2

Special resolution number 2 is proposed in order to reduce the share premium of the company by an amount of R15,262,150.00 which amount is equal to the difference between the original strike price and the prevailing market price of shares at the time of transfer, in the capital of the company arising on a transfer of participants from previous share incentive schemes to the GF Management Incentive Scheme, and which participants have taken delivery of shares to which they are entitled.

The effect of special resolution number 2 will be to reduce the company's share premium by an amount of R15,262,150.00 to eliminate the amount not recoverable pursuant to the aforementioned transfer of participants from existing share incentives schemes.
Such reduction will:

- have no effect on the company's distributable reserves;
- have no impact on the earnings or profitability of the group;
- have no negative cash flow implications;
- not entail a payment of any amount to any shareholder or any other person;
- have a negligible (if any) effect on the net book asset value of the shares of the company;
- not affect the company's ability to settle its liabilities and to meet its commitments;
- not prejudice the company, its shareholders or creditors.

Ordinary resolution number 1

"Resolved that, the entire authorised but unissued share capital of the company from time to time be placed under the control of the directors of the company until the next annual general meeting with the authority to allot and issue all or part thereof in their discretion, subject to section 221 and 222 of the Companies Act, 61 of 1973, as amended and the listings requirements of the JSE Securities Exchange South Africa."

Ordinary resolution number 2

"Resolved that, pursuant to the articles of association of the company, the directors of the company be and are hereby authorised until the forthcoming annual general meeting of the company (whereupon this authority shall lapse unless it is renewed at the aforementioned annual general meeting, provided that it shall not extend beyond 15 (fifteen) months of the date of this meeting), to allot and issue ordinary shares for cash subject to the listings requirements of the JSE Securities Exchange South Africa ("JSE") and subject to the Companies Act, 61 of 1973, as amended on the following basis:

(a) the allotment and issue of ordinary shares for cash shall be made only to persons qualifying as public shareholders as defined in the listings requirements of the JSE and not to related parties;

(b) the number of ordinary shares issued for cash from time to time shall not in the aggregate in any one financial year of the company exceed 15% (fifteen per cent) of the company's issued ordinary shares. The number of ordinary shares which may be issued for cash shall be based on the number of ordinary shares in issue at the date of the application, less any ordinary shares issued by the company during the current financial year, provided that any ordinary shares to be issued for cash pursuant to a rights issue (announced and irrevocable and underwritten) or acquisition (concluded up to the date of application) may be included as though they were shares in issue at the date of application;

(c) the maximum discount at which ordinary shares may be issued for cash is 10% (ten per cent) of the weighted average traded price on the JSE of those ordinary shares over the 30 (thirty) days prior to the date that the price of the issue is determined or agreed by the directors of the company; and

(d) after the company has issued shares for cash which represents, on a cumulative basis within a financial year, 5% (five per cent) or more of the number of shares in issue prior to that issue, the company shall publish an announcement containing full details of the issue, including the effect of the issue on the net asset value and earnings per share of the company."

In terms of the listings requirement of the JSE, a 75% (seventy five per cent) majority is required of votes cast by the shareholders present or represented by proxy at the general meeting to approve the resolution regarding the waiver of pre-emptive rights.

Ordinary resolution number 3

"Resolved that, the GF Non-executive Share Plan adopted by the company at its Annual General Meeting on 31 October 2001 be and is hereby amended in accordance with the Deed of Amendment tabled at the Annual General Meeting and initialled by the Chairman for the purpose of identification."

Explanatory note on ordinary resolution number 3

The GF Non-executive Share Plan (plan) adopted by the company on 31 October 2001 affords non-executive directors of the company the opportunity of acquiring shares in Gold Fields Limited. At the time of its adoption, the plan envisaged that the Non-executive Directors Remuneration Committee established in terms of the plan to administer same would include the Chairman of the company who would not be eligible to participate in the plan. Given that the Chairman of the company is no longer an executive director of the Company and should as such be afforded the opportunities extended under the plan to other non-executive directors of the company, it is necessary to amend the plan by reconstituting the Non-executive Directors Remuneration Committee to include the Chief Executive Officer of the company rather than the Chairman. The proposed amendment will, if adopted by shareholder, remove the Chairman from the Non-executive Directors Remuneration Committee replacing him with the Chief Executive Officer of the company and will thus make the Chairman eligible to participate in the plan.

Ordinary resolution number 4

Approval of directors' fees.

Explanatory note on the proposed increase in directors' fees

As directors' fees were last reviewed in 1998, it is the intention to increase directors fees from R50,000 per annum to R65,000 per annum, an increase of thirty per cent.

Meeting attendance fees will similarly increase from R5,000 to R6,500 per meeting.

In similar manner, directors' remuneration on Board-appointed committees will increase from R20,000 per annum to R26,000 per annum, and meeting attendance fees will also be increased from R3,000 to R3,900 per meeting. These increases will, if approved, be implemented from 1 December 2002.

A shareholder entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a shareholder of the company. Proxy forms must reach the registered office, or the London secretaries, or the Johannesburg or London transfer office of the company at least 24 hours before the time of the meeting.

By order of the directors

V D MacDonald
Company Secretary

Johannesburg
22 August 2002

PROXY FORM

I/we (Name in block letters)

of (Address in block letters)

being a shareholder(s) of Gold Fields Limited

hereby appoint of

or, failing him, of

or, failing him, the chairman of the meeting as my/our proxy to attend, speak and, on a poll vote on my/our behalf at the annual general meeting of shareholders of Gold Fields Limited to be held on 6 December 2002 at 09:00, and at any adjournment thereof, and to vote or abstain from voting as follows on the resolutions to be proposed at such meeting:

	For	Against	Abstain
1. To elect			
1.1 Mr I D Cockerill as a director.			
1.2 Mr G J Gerwel as a director.			
1.3 Mr N J Holland as a director.			
1.4 Mr R L Pennant-Rea as a director.			
1.5 Mr C M T Thompson as a director.			
2. To place the unissued shares under the control of the directors.			
3. To authorise the directors to issue shares for cash.			
4. Authorise the company to acquire its own shares and shares in any holding company of the company and for any of the company's subsidiaries to acquire shares in the company.			
5. To approve the reduction in the share premium account.			
6. To approve the directors' fees.			
7. To amend the GF Non-executive Share Plan.			

A shareholder entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, speak and on a poll, vote in his stead. A proxy need not be a shareholder of the company.

Every person present and entitled to vote at the annual general meeting as a shareholder or as a representative of a body corporate shall on a show of hands have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, every share shall have one vote.

Please indicate with an "X" in the appropriate spaces above how you wish your votes to be cast. If you return this form duly signed without any specific directions, the proxy will vote or abstain at his discretion.

Signed at on 2002

Signature

Assisted by me (where applicable)

This proxy form is not for use by holders of American Depositary Receipts issued by The Bank of New York

Proxy form

Notes

1. A form of proxy is only to be completed by those shareholders who are:
   – holding shares in certified form; or
   – recorded on sub-register electronic form in "own name".

2. All other beneficial owners who have dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker and wish to attend the annual general meeting, must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

3. A signatory/ies to the Proxy Form may insert the name of a proxy or the name of an alternative proxy in the blank spaces provided with or without deleting "the chairman of the meeting", but any such deletion must be initialled by the signatory/ies. Any insertion or deletion not complying with the aforegoing will be deemed not to have been validly effected. The person present at the meeting whose name appears first on the list of names above, shall be the validly appointed proxy for the shareholder at the meeting.

4. A shareholder's instructions to the proxy must be indicated in the appropriate blocks provided. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy or to cast all those votes in the same way, but the total of that shareholder's votes cast and in respect whereof abstention is directed, may not exceed the total of the votes exercisable by the shareholder or the proxy. Failure to comply with the above or to provide voting instructions or the giving of contradictory instructions will be deemed to authorise the proxy to vote or abstain from voting at the meeting as such proxy deems fit in respect of all that shareholder's votes exercisable at that meeting.

5. Any alteration or correction made to this Proxy Form must be initialled by the signatory/ies.

6. Documentary evidence establishing the authority of a person signing this Proxy Form in a representative capacity must be attached to this Proxy Form unless previously recorded by the company.

7. When there are joint holders of shares, any one holder may sign the Proxy Form.

8. A married woman still subject to her husband's marital power must be assisted by him (if applicable).

9. The completion and lodging of this Proxy Form will not preclude the shareholder who grants this proxy from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.

10. Completed Proxy Forms should be returned to the registered office or the London secretaries or one of the transfer offices of the company at either of the addresses given below by no later than 09:00 local time (in the country concerned) on 5 December 2002.

Transfer offices

South Africa
Computershare Investor Services Limited
11 Diagonal Street
Johannesburg, 2001
PO Box 61051, Marshalltown, 2107
South Africa

United Kingdom
Capita IRG plc
Bourne House
34 Beckenham Road
Beckenham
Kent BR3 4TU
England

Administration and corporate information

Company Secretary
Vic MacDonald
Telephone: (+27)(11) 644 2406
Facsimile: (+27)(11) 484 0626
e-mail: vicm@goldfields.co.za

Registered Office
24 St Andrews Road
Parktown, 2193
PostNet Suite 252
Private Bag X30500
Houghton, 2041
South Africa
Telephone: (+27)(11) 644 2400
Facsimile: (+27)(11) 484 0626

London Office
St James's Corporate Services Limited
6 St James's Place
London SW1A 1NP
United Kingdom
Telephone: (+944)(20) 7499 3916
Facsimile: (+944)(20) 7491 1989

American Depositary Receipts
Transfer Agent

Bank of New York
Shareholder Relations
PO Box 11258
New York, NY 10286 – 1258
US toll-free telephone: (1)(888)269 2377
e-mail: shareowner-svcs@mail.bony.com

Investor Relations
South Africa
Willie Jacobsz
Telephone: (+27)(11) 644 2460
Facsimile: (+27)(11) 484 0639
e-mail: investors@goldfields.co.za

North America
Cheryl A Martin
Telephone: (+91)(303) 796 8683
Facsimile: (+91)(303) 796 8293
e-mail: camartin@gfexpl.com

Transfer Secretaries
South Africa
Computershare Investor Services Limited
Edura House
40 Commissioner Street
Johannesburg, 2001
(PO Box 61051,
Marshalltown, 2107)
Telephone: (+27)(11) 370 7700
Facsimile: (+27)(11) 836 0792

United Kingdom
Capita IRG plc
Bourne House
34 Beckenham Road
Beckenham
Kent BR3 4TU
England
Telephone: (+944)(20) 8639 2000
Facsimile: (+944)(20) 8658 3430

Gold Fields Limited
Incorporated in the Republic of South Africa
Registration number 1968/004880/06
ISIN – ZAE 000018123

Website
http://www.goldfields.co.za
http://www.gold-fields.com

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