

**GOLD FIELDS****GOLD FIELDS AUSTRALIA PTY LTD**ABN 91 098 385 285
ACN 098 385 285**• FACSIMILE**

To: Company Announcements - Australian Securities Exchange Limited
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Number of pages: 2

Date: 28 October 2009

Subject: **Change in substantial holding**

Copy:

Ref:

• MESSAGE :

In accordance with section 671B of the *Corporations Act*, we enclose a copy of ASIC Form 604.

Yours faithfully

Ashley McDonald
Senior Legal Counsel
Gold Fields

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604 April 2008

Form 604

Corporations Act

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme CONQUEST MINING LIMITEDACN/ARSN 009 232 277**1. Details of substantial holder (1)**Name GOLD FIELDS LTD and the entities listed below (GOLD FIELDS)ACN/ARSN (if applicable) Not applicableThere was a change in the interests of the substantial holder on 22 October 2009The previous notice was given to the company on 30 April 2008The previous notice was dated 30 April 2008**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	51,783,388	19.06%	51,783,388	16.58%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29/4/08	GOLD FIELDS	Dilution from private placement	NA	N/A	2.48%

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
St Ives Gold Mining Company Pty Ltd (SIGMC)	SIGMC	SIGMC	Registered holder of securities	50,754,817 ordinary shares	16.25%
Gold Fields Australasia Pty Ltd (GFAA)	GFAA	GFAA	Registered holder of securities	1,026,571 ordinary shares	0.33%
Gold Fields Australia Pty Ltd	SIGMC/GFAA	SIGMC/GFAA	Has the power to control the exercise of a right to vote or disposal of shares	37,345,897 ordinary shares	16.58%
Gold Fields Australasia (BVI) Ltd	SIGMC/GFAA	SIGMC/GFAA	Has the power to control the exercise of a right to vote or disposal of shares	37,345,897 ordinary shares	16.58%
Gold Fields Orogen Holding BVI Ltd (formerly known as Orogen Holdings (BVI) Ltd)	SIGMC/GFAA	SIGMC/GFAA	Has the power to control the exercise of a right to vote or disposal of shares	37,345,897 ordinary shares	16.58%
GFL Mining Services Limited	SIGMC/GFAA	SIGMC/GFAA	Has the power to control the exercise of a right to vote or disposal of shares	37,345,897 ordinary shares	16.58%
Gold Fields Limited	SIGMC/GFAA	SIGMC/GFAA	Has the power to control the exercise of a right to vote or disposal of shares	37,345,897 ordinary shares	16.58%

604 April 2008

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (3) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACNIARSN (if applicable)	Nature of association
Gold Fields Australia Pty Ltd ACN 090 395 205	Sole shareholder of SIGMC and GFAA (no change from previous notices)
Gold Fields Australasia (BVI) Ltd	Sole shareholder of Gold Fields Australia Pty Ltd (no change from previous notices)
Gold Fields Orogen Holding BVI Ltd	Sole shareholder of Gold Fields Australasia (BVI) Ltd (no change from previous notices)
GFL Mining Services Limited	Sole shareholder of Gold Fields Orogen Holding BVI Limited (no change from previous notices)
Gold Fields Limited	Ultimate holding company (no change from previous notices)

6. Addresses

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

Name	Address
SIGMC	Level 5, 50 Colin Street, West Perth, Western Australia, Australia
GFAA	Level 5, 50 Colin Street, West Perth, Western Australia, Australia
Gold Fields Australia Pty Ltd	Level 5, 50 Colin Street, West Perth, Western Australia, Australia
Gold Fields Australasia (BVI) Ltd	9 Columbus Centre, Pelican Drive, Tortola, British Virgin Islands
Gold Fields Orogen Holding BVI Ltd	9 Columbus Centre, Pelican Drive, Tortola, British Virgin Islands
GFL Mining Services Limited	24 St Andrews Road, Parktown, South Africa
Gold Fields	24 St Andrews Road, Parktown, South Africa

Signature

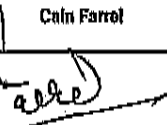
print name

Cain Farrel

capacity

Corporate Secretary

sign here



date

26 October 2009

DIRECTIONS

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

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