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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: **October 31, 2002**
Commission file number: **1-9038**

Central Fund of Canada Limited

(Exact name of registrant as specified in its charter)

Alberta, Canada
(Province or Other Jurisdiction
of Incorporation or Organization)

Not Applicable
(Primary Standard Industrial
Classification Code)

Not Applicable
(I.R.S. Employer
Identification No.)

Dr. Hans F. Sennholz
200 East Pine Street
Grove City, PA 16127
(724) 458-8343

(Name, address (including zip code) and telephone number
(including area code) of agent for service in the
United States)

Hallmark Estates, #805
1323-15th Avenue S.W.
Calgary, Alberta T3C 0X8, Canada
(403) 228-5861

(Address and telephone number of registrant's principal
executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:
Class A Shares

Name of Each Exchange On Which Registered:
American Stock Exchange
Toronto Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

35,797,520 Class A Shares
40,000 Common Shares

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Central Fund of Canada Limited

ANNUAL INFORMATION FORM
for the year ended October 31, 2002

February 24, 2003



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DOCUMENTS INCORPORATED BY REFERENCE

Financial Statements and notes thereto are contained in the 2002 Annual Report on pages 6 to 14.

Management's Discussion and Analysis of Financial Condition and Results of Operations is contained in the 2002 Annual Report on pages 15 to 18.

Management Information Circular dated as of January 10, 2003.

REPORTING CURRENCY AND FINANCIAL INFORMATION

Monetary amounts in this Annual Information Form and the documents which are incorporated herein by reference are stated in United States dollars, except where otherwise specifically stated. As of February 24, 2003, the noon buying rate in New York City for cable transfers in United States dollars as certified for customs purposes by the Federal Reserve Bank of New York was U.S. \$1.00 = Cdn. \$ 1.4928.

INCORPORATION

Central Fund of Canada Limited ("Central Fund" or the "Company") was incorporated under the laws of the Province of Ontario on November 15, 1961 as a specialized investment holding company. Following its incorporation, Central Fund invested mainly in shares and other securities of Canadian issuers, primarily with a view to capital appreciation. During 1983, Central Fund changed its character to that of a specialized holding company the assets of which were held through its wholly-owned subsidiaries primarily as gold and silver bullion.

On April 5, 1990, Central Fund was continued as a corporation under the laws of the Province of Alberta and discontinued under the laws of the Province of Ontario. Pursuant to the Asset Transfer Agreements dated as of June 30, 1990, between Central Fund and each of its then wholly-owned subsidiaries, Central Fund purchased the assets of such subsidiaries, which consisted primarily of gold and silver in bar form, and gold and silver bullion certificates. These subsidiaries were in turn wound up and dissolved subsequent to the above transaction.

DESCRIPTION OF THE BUSINESS

General

Central Fund's objective is to provide an investment alternative for investors interested in holding marketable gold and silver related investments. Its policy is to invest primarily in long-term holdings of gold and silver bullion and not to actively speculate with regard to short-term changes in gold and silver prices. Central Fund's investment policies established by the Board of Directors require it to hold at least 90% of its net assets in gold and silver bullion, primarily in bar form. Currently, on a physical basis, 50 ounces of silver are held for each ounce of gold held. As of January 31, 2003, Central Fund's net assets at market value of approximately \$163.5 million consisted of 58.8% gold bullion and certificates, 38.9% silver bullion and certificates, and 2.3% cash, marketable securities and other working capital amounts. Central Fund expects these relative percentages to vary, but it does not intend to substantially increase the relative proportion of cash and marketable securities (except when cash flow increases for the reasons noted in the 2002 Annual Report to Shareholders under Liquidity and Capital Resources). Central Fund believes that it is the only company listed on a United States or Canadian stock exchange with the specific investment policies outlined below.

Investment Policies and Operations of Central Fund

Central Fund is a specialized investment holding company whose investment objective is to hold the vast majority of its net assets in gold and silver bullion, primarily in bar form. Central Fund's investment policy is determined by its Board of Directors, subject to the provisions of its articles. A summary of Central Fund's policy regarding the components of its net assets is as follows:

1. At least 85% of Central Fund's net assets shall consist of long-term holdings of gold and silver bullion in bar form.
2. At least 90% of Central Fund's net assets shall consist of gold and silver bullion in bar and certificate form.

3. Central Fund intends that any portion of its non-cash net assets not invested in gold and silver bullion shall be invested primarily in marketable securities related to the gold and silver markets and industries.
4. Central Fund's policy is to only hold "cash assets" (consisting of cash and short-term obligations issued or guaranteed by the governments of Canada or the United States, or any political subdivisions thereof, short-term deposits with financial institutions or investment grade commercial paper) for the purposes of paying dividends and expenses, to facilitate the purchase of the above-described non-cash assets, and to generate interest income.
5. Generally, at the time it invests in gold and silver bullion, Central Fund intends that no more than 10% of its net assets shall be cash assets.

With regard to Central Fund's holding of gold and silver bullion in bar form, it is Central Fund's policy to assess from time to time its mix of such gold and silver bullion based on management's analysis of the current, historical and projected gold to silver price relationship, supply and demand factors and management's analysis of Central Fund's current holdings of gold and silver bars. It is Central Fund's intention to hold both gold and silver bars, but not necessarily in the same proportion as is currently held.

With regard to Central Fund's holdings of bullion certificates and marketable securities, the relative proportions of these items may vary from time to time according to management's assessment of market factors and relative investment opportunities. To the extent that Central Fund varies its mix between gold and silver bullion it intends to do so primarily through varying the mix of its gold and silver bullion certificates.

The articles of Central Fund require that at least 75% of the market value of Central Fund's non-cash net assets be invested in gold and silver related investments. This requirement can be changed only with approval of the holders of Central Fund's Class A shares, to be given in the manner set out under "Investment Restrictions" below.

Central Fund's income objective is secondary to its investment objective of holding almost its entire net assets in gold and silver bullion, primarily in bar form. Thus, it only seeks to achieve adequate cash flow to cover expenses and to meet the Class A shares' dividend requirements. However, this does not preclude management from taking steps to generate additional cash flow from time to time if its assessment of investment opportunities and relative risk are in keeping with Central Fund's primary investment objective. (Additional cash flow might also have to be generated in the event that (a) Central Fund realizes capital gains in excess of its expenses and tax losses carried forward for Canadian income tax purposes and (b) Central Fund distributes such capital gains to its shareholders in order that the tax on such gains payable by Central Fund may be refundable as discussed below under "Taxation").

Investment Restrictions

The articles of Central Fund contain provisions to the effect that Central Fund may not:

- (i) invest less than 75% of the market value of Central Fund's non-cash net assets in gold and silver related investments;
- (ii) purchase any security (other than short-term government securities, short-term deposits with financial institutions and investment grade commercial paper) issued by any issuer if, immediately after and as a result of such purchase, more than 10% of Central Fund's net assets would consist of securities issued by such issuer;

- (iii) purchase any security issued by any issuer if, immediately after and as a result of such purchase, Central Fund would own more than 10% of any class of the outstanding securities issued by such issuer;
- (iv) purchase any security or property on margin or otherwise incur indebtedness (other than in the ordinary course related to settlements of its principal positions in securities or bullion) aggregating at any time in excess of 5% of its total net assets;
- (v) invest in securities of any issuer of which more than 5% of the issued and outstanding voting shares are beneficially owned, either directly or indirectly, by any officer or director of Central Fund or by any person that shall, by agreement, be responsible for administering or managing the business and affairs of Central Fund or for providing investment advice to Central Fund, or any combination thereof;
- (vi) purchase securities from, or sell securities to, any person that is the holder of 10% or more of Central Fund's common shares, any person that shall, by agreement, be responsible for administering or managing the business and affairs of Central Fund or for providing investment advice to Central Fund, or any officer or director of any of the foregoing or of Central Fund.

There is no restriction on the maximum proportion of the assets of Central Fund which may be invested in gold and silver bullion.

The above restrictions can only be changed with the prior approval of the holders of Class A shares then outstanding given in writing by the holders of all of the Class A shares or by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of the Class A shares duly called for such purpose. Within these restrictions the Board of Directors determines Central Fund's investment policies which may be changed without notice to or vote by the holders of Class A shares. In connection with its U.S. public offering in August 1987 Central Fund modified its investment policies to, among other things, increase the percentage of its non-cash net assets to be held in gold and silver in bar form and as otherwise set forth herein. Prior to such offering, Central Fund had not changed its investment policies since 1983, and it has no present intention of changing said policies.

Administration

Pursuant to an agreement (the "Assignment of Administration Agreement") dated as of April 10, 1990, The Central Group Alberta Ltd., ("CGAL"), assumed responsibility for the administration of the business and affairs of Central Fund and now provides certain consultative services to Central Fund which are paid for by CGAL. The rights and obligations under the "Administration Agreement" dated November 1, 1986 were assigned by The Central Group Ltd., now All-Canadian Management Inc. ("ACMI"), to CGAL to facilitate the re-organization process of Central Fund which was completed in 1990. The services provided include the provision of general market and economic advice with respect to the investment of Central Fund's assets in accordance with its investment policies and restrictions, subject to the ultimate approval of the Board of Directors of Central Fund. Under the terms of the Administration Agreement, CGAL arranges for certain services from others, including Mr. Ian M.T. McAvity, President of Deliberations Research Inc. and a director of Central Fund, who provides general advice in relation to economic analysis of bullion market trends and developments, and Dr. Hans F. Sennholz, a monetary expert, who provides general economic advice. CGAL pays for these services out of the fees paid to it by Central Fund pursuant to the Administration Agreement. The shares of CGAL are two-thirds owned by Mr. Philip M. Spicer (Chairman and a director of Central Fund), and one-third owned by his son, Mr. J.C. Stefan Spicer (President, CEO and a director of Central Fund).

In addition, CGAL provides and pays for office services, supplies and facilities and through its staff generally oversees the day-to-day administration of Central Fund's affairs. Certain of these responsibilities have been delegated by CGAL to ACMI pursuant to an agreement dated April 10, 1990 between CGAL and ACMI under which ACMI receives payment from CGAL out of the fees paid to CGAL pursuant to the Administration Agreement. Central Fund is responsible for the payment of direct expenses such as brokerage, listing, legal, audit, insurance, safekeeping and transfer fees, directors' fees and expenses, taxes and expenses incurred with respect to reporting to its shareholders. It is Central Fund's intention that its total annual operating expenses, including the fees payable to CGAL under the Administration Agreement but excluding income taxes, not exceed one percent of its total assets; however, in view of the costs associated with maintaining holdings of gold and silver bullion, Central Fund cannot assure that annual expenses will not exceed one percent. For the year ended October 31, 2002 such expense ratio was 0.6%.

In consideration for services rendered pursuant to the Administration Agreement, Central Fund pays CGAL a monthly fee based on Central Fund's net assets determined for such month. The fee is computed at the annual rate of one-half of one percent on such assets up to U.S. \$50,000,000, three-eighths of one percent on the next U.S. \$50,000,000 and one-quarter of one percent on such assets over U.S. \$100,000,000. Fees paid by Central to CGAL in this regard for the fiscal years ended October 31, 2002, 2001 and 2000 were, in U.S. dollars, \$447,589, \$334,609 and \$358,572 respectively. The Administration Agreement may be amended at the discretion of Central Fund's board of directors and CGAL without the approval of Central Fund's shareholders.

The initial term of the Administration Agreement, as assigned to CGAL, ended October 31, 1990, but such agreement continues from year to year unless terminated by Central Fund. Central Fund has not terminated such agreement. The Administration Agreement is not subject to periodic approval by Central Fund's Class A shareholders; however, Central Fund has the right at any time to terminate the Administration Agreement on the maturity date or any renewal thereof by not less than sixty days' notice if a majority of the Board of Directors of Central Fund (excluding those who are also directors, officers, employees or shareholders of CGAL and any of its affiliates, or of its advisers, to Central Fund through CGAL) determine that the performance of CGAL is in their opinion not satisfactory and also if such termination is then approved by the holders of the Class A shares then outstanding. Such approval is to be given in writing by the holders of all of the Class A shares or by the affirmative vote of at least a majority of the votes cast at a meeting of such holders duly called for such purpose.

Brokerage Allocation

Central Fund has no pre-arrangement, formula or method for allocating the brokerage business arising from its purchases and sales of bullion and marketable securities. Transactions in marketable securities involve the cost of brokerage commissions. Transactions in bullion are generally done with dealers acting as principals and thus are done on a net price basis, which reflects the dealers' spread between bid and asked prices. Central Fund's policy is to execute all bullion and marketable security transactions at the most favourable prices consistent with the best execution, considering all of the costs of the transactions, including brokerage commissions, spreads and delivery charges. This policy governs the selection of brokers and dealers and the market in which a transaction is executed.

Competitive Factors

Because gold and silver prices are established in an extensive international market which is not dominated by any single party, Central Fund believes that it competes on an equal basis with other entities in buying and selling gold and silver bullion and bullion investments.

Principal Properties

Central Fund's properties consist chiefly of its gold and silver bullion, all of which is stored either in the vaults (bars) or on deposit (certificates) with the Canadian Imperial Bank of Commerce ("CIBC") in Toronto and Vancouver, Canada. At October 31, 2002 the composition of gold and silver bullion held by Central Fund was as follows:

Gold Bullion:	Fine Ounces
Long-term physical holdings, 100 oz. and 400 oz. bars	235,539
Bullion certificates issued by CIBC	3,389
	<hr/>
	238,928
	<hr/>
Silver Bullion:	Ounces
Long-term physical holdings, 1000 oz. bars	11,780,865
Bullion certificates issued by CIBC	165,516
	<hr/>
	11,946,381
	<hr/>

The gold and silver bars are segregated, specifically identified by bar number and weight, and are insured to full current market value against destruction, disappearance or wrongful abstraction with a standard war risk exclusion. The physical bullion holdings may only be released by CIBC upon receipt of a certified resolution of Central Fund's Board of Directors authorising such release. Central Fund intends to maintain insurance on its current physical bullion holdings to the extent that such insurance is available at commercially reasonable rates.

The bullion certificates are deposited with CIBC, registered in the nominee name of CIBC and are insured by it and not by Central Fund itself. Central Fund, as holder of the bullion certificates, may demand delivery of the underlying bullion at the head office of the certificate issuer. In the case of bullion certificates issued by CIBC, the certificate holder has no security interest in the underlying bullion and thus the ability to receive delivery upon demand could be adversely affected by factors which may influence the credit worthiness of CIBC. At October 31, 2002, CIBC's total assets were in excess of Cdn. \$273 billion, and its net worth was approximately Cdn. \$12 billion.

On November 3, 1998, the Company approved a rights offering to holders of its Class A shares and Common shares on the basis of one right for each Class A share and each Common share. Four rights and \$4.00 entitled a holder to subscribe for one unit ("A Unit"). Each A Unit consisted of one Class A share and one transferable Series 1 Warrant. Each Series 1 Warrant, exercisable during the period from May 3, 1999 until May 26, 1999, entitled the holder to acquire one unit ("B Unit") for an additional \$4.00. Each B Unit consisted of one Class A share and one transferable Series 2 Warrant. Each Series 2 Warrant, exercisable during the period from November 1, 1999 until November 24, 1999, entitled the holder to acquire one Class A share for an additional \$4.00.

As at October 31, 1999, 1,015,345 Class A shares were issued in exchange for the rights and Series 1 Warrants for gross proceeds of \$4,061,379. Costs of these offerings were \$316,797 (inclusive of dealer commission costs of \$44,000) and net proceeds were \$3,744,582. Upon expiry of the Series 2 Warrants on November 24, 1999, the Company issued an additional 298,215 Class A shares for gross proceeds of \$1,192,860. Costs of exercising the Series 2 Warrants were \$5,000 and net proceeds were \$1,187,860.

On April 3, 2002, the Company, through a private placement, issued 4,153,846 Class A shares for gross proceeds of \$15,660,000. Costs relating to this issue were \$60,000 and net proceeds were \$15,600,000.

The Company used the net proceeds from this private placement to purchase 26,492 fine ounces of gold at a cost of \$8,093,304 and 1,340,000 ounces of silver at a cost of \$6,405,200, both in physical bar form. The balance of the net proceeds, \$1,101,496, has been retained by the Company in interest-bearing cash deposits for working capital purposes.

On May 2, 2002, the Company, through a private placement, issued 646,154 Class A shares for gross proceeds of \$2,424,614. Costs relating to this issue were \$15,000 and net proceeds were \$2,409,614.

The Company used the net proceeds from this private placement to purchase 3,936 fine ounces of gold at a cost of \$1,227,892 and 190,871 ounces of silver at a cost of \$894,364, both in physical bar form. The balance of the net proceeds, \$287,358, has been retained by the Company in interest-bearing cash deposits for working capital purposes.

On June 6, 2002, the Company, through a public offering, issued 11,584,660 Class A shares for gross proceeds of \$46,112,740. Costs relating to this public offering were \$474,893 and net proceeds were \$45,637,847.

The Company used the net proceeds from this public offering to purchase 76,273 fine ounces of gold at a cost of \$24,625,947 and 3,799,742 ounces of silver at a cost of \$18,998,711. Of these quantities, all but 887 fine ounces of gold were purchased in physical bar form. This remainder was purchased in certificate form. The balance of the net proceeds of \$2,013,189 has been retained by the Company in interest-bearing cash deposits for working capital purposes.

SELECTED FINANCIAL INFORMATION

The selected financial data presented below should be read in conjunction with the Financial Statements and notes thereto included in Central Fund's October 31, 2002 Annual Report to Shareholders which Financial Statements and notes thereto are incorporated herein by reference. In particular, reference should be made to Note 7 to the Financial Statements which describes the difference between Canadian and United States generally accepted accounting principles ("GAAP") with regard to the presentation of Central Fund's unrealized appreciation (depreciation) of investments. The net asset value of Central Fund is identical under both Canadian and United States GAAP.

	As of or for the fiscal year ended October 31, ⁽¹⁾				
	2002	2001	2000	1999	1998
Net Asset Data:					
Net assets at end of year	\$ 132,447,600	66,351,795	68,364,799	76,219,208	70,947,732
Net asset value per Class A share at end of year ⁽¹⁾	3.70	3.42	3.52	3.98	3.92
Income Data:					
Total income (loss)	\$ (862,841)	79,132	144,212	(304,839)	(285,824)
Net loss under Canadian GAAP	\$ (1,895,800)	(634,412)	(597,597)	(1,058,474)	(1,068,720)
Unrealized appreciation (depreciation) of investments during the year	\$ 3,795,333	(1,184,463)	(8,250,543)	2,405,024	(959,137)
Net income (loss) under U.S. GAAP	\$ 1,899,533	(1,818,875)	(8,848,140)	1,346,550	(2,027,857)
Net income (loss) per Class A share:					
Canadian GAAP	\$ (0.07)	(0.03)	(0.03)	(0.06)	(0.06)
U.S. GAAP	\$ 0.07	(0.09)	(0.46)	0.07	(0.11)
Cash dividends per Class A share:					
Canadian funds	\$ 0.02	0.02	0.01	0.01	0.01
U.S. funds	\$ 0.01	0.01	0.01	0.01	0.01

(1) For calculation of net asset value per Class A share see Note 1(c)(ii) to the Financial Statements.

Exchange Rates

The Canadian dollar exchange rates for United States dollars for each of the years in the five-year period ended October 31, 2002 as reported by the Bank of Canada were as follows:

Year Ended October 31	Average	Last	Low	High
	(Cdn. \$ per U.S. \$1.00)			
1998	1.4695	1.5425	1.4002	1.5765
1999	1.4977	1.4718	1.4505	1.5555
2000	1.4734	1.5271	1.4341	1.5310
2001	1.5340	1.5867	1.4936	1.5867
2002	1.5737	1.5603	1.5110	1.6132

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information set forth on pages 15 to 18 of Central Fund's 2002 Annual Report is incorporated herein by reference.

MARKET FOR SECURITIES

Central Fund's Class A shares have been listed on the American Stock Exchange since April 3, 1986 and on The Toronto Stock Exchange since 1965. On January 31, 2003, there were 963 registered holders of record of the Class A shares, the substantial majority of beneficial holdings being in unregistered form. Central Fund believes that a majority of the Class A shares are held by U.S. residents.

The following table sets forth the high and low closing market prices of Central Fund's Class A shares as reported on such exchanges as well as the high and low net asset value per Class A share based upon the London second gold fix and the daily London silver fix:

Fiscal Quarter Ended	Net Asset Value		American Stock Exchange		Toronto Stock Exchange	
	High	Low	High	Low	High	Low
	(U.S. \$)		(U.S. \$)		(Cdn. \$)	
2002 — October 31	3.82	3.62	4.39	4.03	7.00	6.28
July 31	4.01	3.68	4.91	3.92	7.50	6.11
April 30	3.73	3.43	3.99	3.62	6.26	5.60
January 31	3.66	3.30	3.58	3.20	5.73	4.95
2001 — October 31	3.64	3.31	3.65	3.05	5.73	4.60
July 31	3.61	3.33	3.53	3.01	5.40	4.63
April 30	3.55	3.30	3.25	3.03	5.04	4.55
January 31	3.59	3.45	3.25	2.88	5.00	4.25

Central Fund's 40,000 issued and outstanding common shares are closely held and are not publicly traded. On January 31, 2003 there were 55 registered holders of record of such common shares.

DIRECTORS AND OFFICERS

The directors and officers of Central Fund, and nominees for director, are listed below. Terms of office run from the date of election or appointment until the close of the next annual meeting.

Name, Residence and Principal Occupation	Position and Office with Central Fund	Year Elected or Appointed to Position
John S. Elder Q.C. Toronto, Ontario Partner, Fraser Milner Casgrain LLP (Barristers & Solicitors)	Secretary and Director(C)	1983
Douglas E. Heagle Oakville, Ontario Chairman of NSBL International (International Investor)	Director(A)(C)(U)	1964

Ian M.T. McAvity Toronto, Ontario Corporate Director and President of Deliberations Research Inc. (Economic Consultants)	Director(E)	1983
Michael A. Parente CMA, CFP Hamilton, Ontario President of All-Canadian Management Inc. (Manager of Investment Funds)	Director	1992
Robert R. Sale Tortola, British Virgin Islands Corporate Director	Director(A)(C)(U)	1983
Dale R. Spackman Q.C. Calgary, Alberta Partner, Parlee McLaws LLP (Barristers & Solicitors)	Vice-Chairman and Director(E)	2001 1990
J.C. Stefan Spicer Ancaster, Ontario Chairman and Chief Investment Officer of All-Canadian Management Inc. (Manager of Investment Funds)	President, CEO and Director(E)	1997 1995
Philip M. Spicer Ancaster, Ontario President of The Central Group Alberta Ltd. (Administrator of Central Fund)	Chairman and Director(E)	2001 1961
Malcolm A. Taschereau Navan, Ontario Retired Gold Mining Executive	Director(A)(C)(U)	1985
Catherine A. Spackman CMA Calgary, Alberta Treasurer of The Central Group Alberta Ltd. (Administrator of Central Fund)	Treasurer	1989
Teresa E. Poper Ancaster, Ontario Treasurer of All-Canadian Management Inc. (Manager of Investment Funds)	Assistant-Treasurer	1992

For description of (A), (C), (E) and (U), see following page.

(A) Member of Audit Committee

The Audit Committee meets at least annually with management and the external auditors to discuss the independence of the internal auditors; the scope of the annual audit; the audit plan; access granted to the accounting system and related internal controls, co-operation of management in the audit and review function, the need for internal controls, the financial reporting process and related

internal controls and financial risk management so as to satisfy itself that each party is properly discharging its responsibilities. The Committee has direct communication with the outside auditors as may be appropriate to discuss and review specific issues that may arise. The Committee also reviews the quarterly and annual financial statements, the Annual Information Form and the Annual Report including the external auditors' report and Management's Discussion and Analysis. The Committee further reviews the remuneration of and recommends for review by the Board and approval by the shareholders the re-appointment of the external auditors. It also reviews annually the form and adequacy of the compensation of the directors of the Company with a view to having the compensation realistically reflect the responsibilities and risks in being an effective director. The Committee also pre-approves all non-audit services proposed to be provided by the external auditors. No such services other than minor tax-related advice were provided during the past fiscal year. The external auditors of the Company are, as a matter of policy, currently precluded by the Board from supplying actuarial services; appraisal or evaluation services, fairness opinion or contribution-in-kind reports; bookkeeping or other services related to the accounting records or financial statements; broker or dealer, investment advisor or investment banking services; financial information systems design and implementation; internal audit outsourcing; legal services or expert services related to the audit; and management functions or human resources. The charter of the Audit Committee is set out on Central Fund's website. Mr. Heagle chairs the Audit Committee.

(C) Member of Corporate Governance Committee

The Corporate Governance Committee is responsible for developing the Company's approach to governance issues, facilitating education programs for all directors, assessing the size and effectiveness of the Board as a whole and of the Committee as well as assessing the contribution of individual Board members. The Committee's responsibility extends to ensuring that the board can function independently of management and monitoring the board's relationship to management. It reviews the communications policy of Central Fund to ensure that communications to shareholders, regulators and the investing public are factual and timely, are broadly disseminated in accordance with applicable policy and law and treat all shareholders fairly with respect to disclosure. The Committee meets independently of management from time to time or as necessary. Mr. Sale chairs the Corporate Governance Committee.

(E) Member of Executive Committee

The Executive Committee meets occasionally between regularly scheduled Board meetings and is delegated authority to deal with most matters. The proceedings of the Executive Committee are reviewed by the Board.

(U) May be regarded as unrelated under the proposed corporate governance guidelines of the Toronto Stock Exchange.

ADDITIONAL INFORMATION

There are no officers or employees of Central Fund who receive remuneration from Central Fund for acting in such capacity. Officers who are also directors receive the standard director's fee, except that Messrs. P. Spicer and S. Spicer receive no remuneration as directors from Central Fund. Central Fund does not have any retirement or benefit plans. No director or officer of Central Fund is or has been indebted to Central Fund. Mr. Dale Spackman and Mrs. Catherine A. Spackman are husband and wife.

As of the date hereof, the directors and officers of Central Fund as a group beneficially own, directly or indirectly, approximately 58.6% of the outstanding common shares of Central Fund.

Central Fund will provide to any person, upon request to Central Fund's President, Treasurer or Secretary at the Shareholder and Investor Inquiries' office located at Box 7319, Ancaster, Ontario L9G 3N6, the following additional information:

- (a) when securities of Central Fund are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus has been filed in respect of a distribution of its securities:
 - (i) one copy of Central Fund's Annual Information Form, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the Annual Information Form;
 - (ii) one copy of the comparative financial statements of Central Fund for its most recently completed financial year, together with the accompanying report of Central Fund's auditor, and one copy of any of Central Fund's interim financial statements subsequent to the financial statements for the most recently completed financial year;
 - (iii) one copy of Central Fund's Management Information Circular in respect of the most recent annual meeting of shareholders that involved the election of directors; and
 - (iv) one copy of any other document that is incorporated by reference into the short form prospectus or the preliminary short form prospectus and is not required to be provided under (i) to (iii) above; or

- (b) at any other time, one copy of any other document referred to in (a)(i), (ii) and (iii) above, provided that Central Fund may require the payment of a reasonable charge if the request is made by a person who is not a holder of Central Fund's securities.

Additional information, including directors' and officers' remuneration, principal holders of Central Fund's Class A shares and common shares and interests of insiders in material transactions, where applicable, is contained in Central Fund's Management Information Circular dated as of January 10, 2003 in connection with its annual meeting of shareholders to be held on February 24, 2003. Additional financial information is provided in Central Fund's 2002 Annual Report. Copies of Central Fund's Management Information Circular dated as of January 10, 2003 and the 2002 Annual Report may also be obtained by visiting our Website at www.centralfund.com.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or to transactions in said securities.

CONTROLS AND PROCEDURES

Based on their evaluations as of a date within 90 days of the filing date of this report, the Registrant's Chief Executive Officer and Treasurer have concluded that the Registrant's disclosure controls and procedures (as defined in Rule 13a-14(c) under the Exchange Act of 1934, as amended (the "Exchange Act")) are effective to ensure that information required to be disclosed by the Registrant in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

There were no significant changes in the Registrant's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

EXHIBIT INDEX

The following exhibits have been filed as part of the Annual Report:

Exhibit	Description
1	Audited financial statements for the years ended October 31, 2002 and October 31, 2001 and the notes thereto, together with the report of the auditor (included in pages 6 to 14 of Central Fund of Canada Limited's 2002 Annual Report)
2	Management's Discussion and Analysis for the year ended October 31, 2002 (included in pages 15 to 18 of Central Fund of Canada Limited's 2002 Annual Report)
3	Management Information Circular of Central Fund of Canada Limited, dated January 10, 2003 issued in connection with the February 24, 2003 Annual Meeting of Shareholders (incorporated by reference to the Registrant's Report of Foreign Issuer on Form 6-K filed January 23, 2003)
4	Consent of Ernst & Young LLP
5	Certificates pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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Exhibit 1

Central Fund of Canada Limited

STATEMENT OF NET ASSETS

(expressed in U.S. dollars)

	As at October 31,	
	2002	2001
Net assets:		
Gold bullion, at market (note 2)	\$ 75,716,165	36,858,284
Silver bullion, at market (note 2)	53,460,056	28,282,409
Marketable securities, at market (average cost — 2002: \$89,430 and 2001: \$1,005,250)	41,486	45,297
Interest-bearing cash deposits	3,898,449	1,456,544
Prepaid bullion insurance and safekeeping	21,600	21,600
Interest receivable and other	11,957	12,980
	133,149,713	66,677,114
Accrued liabilities	(344,138)	(131,190)
Dividends payable (note 3)	(357,975)	(194,129)
Net assets representing shareholders' equity	\$ 132,447,600	66,351,795
Represented by:		
Share capital (note 3)	\$ 153,368,513	89,721,052
Contributed surplus and retained earnings (note 4)	28,695,029	30,948,804
Unrealized depreciation of investments	(49,615,942)	(54,318,061)
	\$ 132,447,600	66,351,795
Net asset value per share (expressed in U.S. dollars) (note 1(c)(ii)):		
Class A shares	\$ 3.70	3.42
Common shares	\$ 0.70	0.42
Net asset value per share (expressed in Canadian dollars):		
Class A shares	\$ 5.77	5.42
Common shares	\$ 1.09	0.66
Exchange rate at end of year:	U.S. \$1.00 = Cdn. \$	\$ 1.5603 1.5867

On behalf of the Board:

DOUGLAS E. HEAGLE
 Director

PHILIP M. SPICER
 Director

See accompanying notes to financial statements.

STATEMENT OF LOSS

(expressed in U.S. dollars)

	Years ended October 31,		
	2002	2001	2000
Income:			
Interest	\$ 43,544	78,752	143,935
Dividends	401	380	277
Realized loss on sale of investments	(906,786)	—	—
	<u>(862,841)</u>	<u>79,132</u>	<u>144,212</u>
Expenses:			
Administration fees (note 5)	447,589	334,609	358,572
Safekeeping, insurance and bank charges	99,164	65,160	70,462
Shareholders' information	77,400	66,118	72,778
Directors' fees and expenses	50,449	41,994	39,001
Professional fees	36,097	25,335	27,170
Registrar and transfer agents' fees	29,872	30,291	30,180
Miscellaneous	2,125	1,174	1,561
Foreign exchange loss	6,776	8,772	2,801
	<u>749,472</u>	<u>573,453</u>	<u>602,525</u>
Loss from operations before income taxes	(1,612,313)	(494,321)	(458,313)
Income taxes (note 6)	(283,487)	(140,091)	(139,284)
Net loss	<u>\$ (1,895,800)</u>	<u>(634,412)</u>	<u>(597,597)</u>
Net loss per share (note 1(c)(i)):			
Class A shares	\$ (0.07)	(0.03)	(0.03)
Common shares	\$ (0.08)	(0.04)	(0.04)

STATEMENT OF CHANGES IN NET ASSETS

(expressed in U.S. dollars)

	Years ended October 31,		
	2002	2001	2000
Net assets at beginning of year	<u>\$ 66,351,795</u>	<u>68,364,799</u>	<u>76,219,208</u>
Add (Deduct):			
Unrealized appreciation (depreciation) of investments during the year	3,795,333	(1,184,463)	(8,250,543)
Realized loss on investments during the year	906,786	—	—
Net loss	(1,895,800)	(634,412)	(597,597)
Net issuance of Class A shares	63,647,461	—	1,187,860
Dividends on Class A shares	(357,975)	(194,129)	(194,129)
	<u>66,095,805</u>	<u>(2,013,004)</u>	<u>(7,854,409)</u>
Increase (decrease) in net assets during the year			
Net assets at end of year	<u>\$ 132,447,600</u>	<u>66,351,795</u>	<u>68,364,799</u>

See accompanying notes to financial statements.

STATEMENT OF SHAREHOLDERS' EQUITY

(expressed in U.S. dollars)

	Years ended October 31,		
	2002	2001	2000
Share capital (note 3):			
35,797,520 (2001 and 2000: 19,412,860) retractable, Class A shares issued	\$ 153,349,055	89,701,594	89,701,594
40,000 Common shares issued	19,458	19,458	19,458
	<u>153,368,513</u>	<u>89,721,052</u>	<u>89,721,052</u>
Contributed surplus:			
Balance at beginning of year	30,948,804	31,777,345	32,569,071
Transfer to retained earnings on elimination of deficit (note 4)	(2,253,775)	(828,541)	(791,726)
Balance at end of year	<u>28,695,029</u>	<u>30,948,804</u>	<u>31,777,345</u>
Retained earnings:			
Balance at beginning of year	—	—	—
Net loss	(1,895,800)	(634,412)	(597,597)
Dividends on Class A shares	(357,975)	(194,129)	(194,129)
	<u>(2,253,775)</u>	<u>(828,541)</u>	<u>(791,726)</u>
Transfer from contributed surplus on elimination of deficit (note 4)	2,253,775	828,541	791,726
Balance at end of year	<u>—</u>	<u>—</u>	<u>—</u>
Unrealized depreciation of Investments:			
Balance at beginning of year	(54,318,061)	(53,133,598)	(44,883,055)
Unrealized appreciation (depreciation) of Investments during the year	3,795,333	(1,184,463)	(8,250,543)
Realized loss on investments during the year	906,786	—	—
Balance at end of year	<u>(49,615,942)</u>	<u>(54,318,061)</u>	<u>(53,133,598)</u>
Shareholders' equity	\$ 132,447,600	66,351,795	68,364,799

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

October 31, 2002, 2001 and 2000

(amounts expressed in U.S. dollars unless otherwise stated)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Central Fund of Canada Limited ("Central Fund" or the "Company") was incorporated under the Business Corporations Act, 1961 (Ontario), and was continued under the Business Corporations Act (Alberta) on April 5, 1990. The Company operates as a specialized investment holding company investing most of its assets in gold and silver bullion.

The Company's accounting policies, which conform with Canadian generally accepted accounting principles, are summarized below.

(a) Foreign exchange translation:

Canadian dollar cash deposits are translated at the rates of exchange prevailing at year end. Any difference between the year-end exchange rate and the exchange rate at the time such deposits were acquired is recorded in the statement of loss as a foreign exchange loss (gain).

Purchases and sales of investments traded in foreign currencies and the related income are translated at the rates of exchange prevailing when the transactions occur. Market values of investments quoted in foreign currencies are translated at the rates of exchange prevailing at year end.

(b) Investments:

Bullion and marketable securities are valued at market value. Gold bullion is valued at the afternoon London fixing and silver bullion is valued at the daily London fixing. Marketable securities are valued at prices as reported at the close of trading on recognized stock exchanges or over-the-counter markets.

Unrealized depreciation of investments represents the difference between the market value and average cost of investments.

Investment transactions are accounted for on the trade date. Realized gains and losses and unrealized appreciation or depreciation are calculated on the average cost basis.

Dividend income is recorded on the ex-dividend date.

(c) Per share amounts:

(i) Net loss per share:

The calculation of net loss per share is based on the weighted average number of Class A and Common shares outstanding during the year. The net loss per Class A share is reduced by U.S. \$.01 as the Class A shares are entitled to receive a U.S. \$.01 preferential non-cumulative annual dividend. The remaining loss for the year is attributed equally to each Class A share and Common share, without preference or distinction.

(ii) Net asset value per share:

The calculation of net asset value per share is based on the number of shares outstanding at the end of the year and gives effect to the Class A shares' entitlement to U.S. \$3.00 per share on liquidation, before any remaining net assets are attributed equally to each Class A share and Common share then outstanding.

(d) Income taxes:

Effective November 1, 2000, the Company adopted the new recommendations of The Canadian Institute of Chartered Accountants with respect to accounting for income taxes retroactively, without restatement. There was no effect on the balance sheet as at November 1, 2000, as a result of adopting the liability method of tax allocation.

Under the new recommendations, the liability method of tax allocation is used in the accounting for income taxes. Under this method, future tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities, and measured using the substantially enacted tax rates and laws that will be in effect when the differences are expected to reverse. Prior to the adoption of the new recommendations, income tax expense was determined using the deferral method of tax allocation. Future tax expense was based on items of income and expense that were reported in different years in the financial statements and tax returns and measured at the tax rate in effect in the year the difference originated.

2. GOLD AND SILVER BULLION:

Holdings at October 31		2002	2001	2000
Gold bullion:				
Fine ounces	— 100 and 400 oz. bars	235,539	129,725	129,725
	— bank certificates	3,389	2,502	2,502
		<u>238,928</u>	<u>132,227</u>	<u>132,227</u>
Cost	—	\$ 89,697,793	55,750,650	55,750,650
Market value	—	\$ 75,716,165	36,858,284	34,974,049
Market value	— per fine ounce	\$ 316.90	278.75	264.50
Silver bullion:				
Ounces	— 1000 oz. bars	11,780,865	6,450,252	6,450,252
	— bank certificates	165,516	165,516	165,516
		<u>11,946,381</u>	<u>6,615,768</u>	<u>6,615,768</u>
Cost	—	\$ 89,046,426	62,748,151	62,748,151
Market value	—	\$ 53,460,056	28,282,409	31,358,741
Market value	— per ounce	\$ 4.4750	4.2750	4.7400

3. SHARE CAPITAL:

The authorized share capital consists of 100,000,000 Class A non-voting shares without nominal or par value and 50,000 Common shares without nominal or par value.

Since October 1989, holders of the Company's Class A shares have had the option to require the Company to redeem their Class A shares on the last day of each fiscal quarter of the Company (each a "Retraction Date") for 80% of the Company's net asset value per Class A share on the

Retraction Date (as calculated in accordance with note 1(c)(ii)). Class A shareholders who wish to exercise this retraction right must submit their written redemption request at least 90 days prior to the desired Retraction Date. The Articles of the Company provide for the suspension of redemptions during specified unusual circumstances such as suspensions of normal trading on certain stock exchanges or the London bullion market or to comply with applicable laws or regulations.

The holders of the Class A shares are entitled to receive a preferential non-cumulative annual dividend of U.S. \$.01 per share. Any further dividends declared are to be paid rateably on the Class A shares and Common shares then outstanding, without preference or distinction. The Company has adopted a policy that any dividends declared shall be to shareholders of record at the close of business each October 31, with payment of such dividends being made during November of the same year.

On November 3, 1998, the Company approved a rights offering to holders of its Class A shares and Common shares on the basis of one right for each Class A share and each Common share. Four rights and \$4.00 entitled a holder to subscribe for one unit ("A Unit"). Each A Unit consisted of one Class A share and one transferable Series 1 Warrant. Each Series 1 Warrant, exercisable during the period from May 3, 1999 until May 26, 1999, entitled the holder to acquire one unit ("B Unit") for an additional \$4.00. Each B Unit consisted of one Class A share and one transferable Series 2 Warrant. Each Series 2 Warrant, exercisable during the period from November 1, 1999 until November 24, 1999, entitled the holder to acquire one Class A share for an additional \$4.00.

As at October 31, 1999, 1,015,345 Class A shares were issued in exchange for the rights and Series 1 Warrants for gross proceeds of \$4,061,379. Costs of these offerings were \$316,797 (inclusive of dealer commission costs of \$44,000) and net proceeds were \$3,744,582. Upon expiry of the Series 2 Warrants on November 24, 1999, the Company issued an additional 298,215 Class A shares for gross proceeds of \$1,192,860. Costs of exercising the Series 2 Warrants were \$5,000 and net proceeds were \$1,187,860.

On April 3, 2002, the Company, through a private placement, originating in Canadian dollars, issued 4,153,846 Class A shares for gross proceeds of \$15,660,000. Costs relating to this issue were \$60,000 and net proceeds were \$15,600,000.

The Company used the net proceeds from this private placement to purchase 26,492 fine ounces of gold at a cost of \$8,093,304 and 1,340,000 ounces of silver at a cost of \$6,405,200, both in physical bar form. The balance of the net proceeds, \$1,101,496, was retained by the Company in interest-bearing cash deposits for working capital purposes.

On May 2, 2002, the Company, through a private placement, originating in Canadian dollars, issued 646,154 Class A shares for gross proceeds of \$2,424,614. Costs relating to this issue were \$15,000 and net proceeds were \$2,409,614.

The Company used the net proceeds from this private placement to purchase 3,936 fine ounces of gold at a cost of \$1,227,892 and 190,871 ounces of silver at a cost of \$894,364, both in physical bar form. The balance of the net proceeds, \$287,358, was retained by the Company in interest-bearing cash deposits for working capital purposes.

On June 6, 2002, the Company, through a public offering, issued 11,584,660 Class A shares for gross proceeds of \$46,112,740. Costs relating to this public offering were \$474,893 and net proceeds were \$45,637,847.

The Company used the net proceeds from this public offering to purchase 76,273 fine ounces of gold at a cost of \$24,625,947 and 3,799,742 ounces of silver at a cost of \$18,998,711. Of these quantities, all but 887 fine ounces of gold were purchased in physical bar form. This remainder was purchased in certificate form. The balance of the net proceeds, \$2,013,189 was retained by the Company in interest-bearing cash deposits for working capital purposes.

The stated capital and recorded capital of the Company as at and for the years ended October 31, 2002, 2001 and 2000 are as follows:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Stated capital — 35,797,520 Class A shares (2001 and 2000: 19,412,860)			
Class A shares	\$ 161,020,089	96,822,735	96,822,735
Net share issue costs	(7,671,034)	(7,121,141)	(7,121,141)
Recorded capital			
— Class A shares	153,349,055	89,701,594	89,701,594
— 40,000 Common shares	19,458	19,458	19,458
Capital stock	\$ 153,368,513	89,721,052	89,721,052
Weighted average Class A shares outstanding	26,582,845	19,412,860	19,393,251

4. CONTRIBUTED SURPLUS AND RETAINED EARNINGS:

On September 26, 1985, the shareholders authorized the use of contributed surplus to eliminate any deficit that may arise from losses and on the payment of the Class A shares' stated dividend per share. Accordingly, \$2,253,775, \$828,541 and \$791,726 were transferred from contributed surplus to retained earnings on October 31, 2002, 2001 and 2000, respectively.

This change did not affect the net asset value of the Company.

5. ADMINISTRATION FEES:

The Company is party to an agreement with The Central Group Alberta Ltd., which is related to the Company through certain of its officers and directors. The Central Group Alberta Ltd. furnishes administrative and consulting services to the Company. For such services, the Company pays an administrative fee, payable monthly, at an annual rate of $\frac{1}{2}$ of one percent based on the Company's net assets up to \$50,000,000, $\frac{3}{8}$ of one percent on the next \$50,000,000 in net assets and $\frac{1}{4}$ of one percent on any excess over \$100,000,000.

6. INCOME TAXES:

Effective November 1, 2000, the Company adopted the liability method of tax allocation for accounting for income taxes retroactively, without restatement. The following table reconciles the reported income tax expense to the income tax provision which would have been obtained by applying the combined basic Canadian federal and provincial income tax rates to the Company's loss before income taxes:

	<u>2002</u> <u>Liability Method</u>	<u>2001</u> <u>Liability Method</u>	<u>2000</u> <u>Deferral Method</u>
Combined basic Canadian federal and provincial income tax rates	40%	43%	45%
Recovery of income taxes based on combined basic Canadian federal and provincial income tax rate	\$ 644,925	212,558	206,241
Increase (decrease) in income taxes resulting from:			
Losses not recognized	(644,925)	(212,558)	(206,241)
Federal Large Corporations Tax	283,487	140,091	139,284
	<u>\$ 283,487</u>	<u>140,091</u>	<u>139,284</u>

The Company is subject to the Canadian federal government large corporations tax based on its taxable capital employed in Canada at the end of its fiscal year. At October 31, 2002, the Company had an accumulated large corporations tax balance of \$1,175,000 which is available to be applied against future years' corporation surtax, if any. This balance expires between the years 2003 and 2009.

At October 31, 2002, the Company had \$3,640,000 of accumulated non-capital losses expiring in the years 2003 to 2009 and \$1,230,000 of accumulated net capital losses for income tax purposes which are available to reduce future years' taxable income.

A valuation allowance has been recorded against all of the non-capital and net capital losses and the accumulated federal large corporations tax balance available for carryforward.

7. DIFFERENCE BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES:

The financial statements of the Company have been prepared in accordance with Canadian generally accepted accounting principles. These principles differ from the accounting principles and practices prescribed in the United States with regard to the presentation of the Company's unrealized appreciation (depreciation) of investments.

Under Canadian generally accepted accounting principles, the Company records the unrealized appreciation (depreciation) of its investments as a component of shareholders' equity, and changes therein are presented in the statement of shareholders' equity. Under accounting principles generally accepted for investment companies in the United States, these amounts are reflected in

the statement of loss. As a result, the following additional information is provided for the benefit of United States shareholders:

	Years ended October 31		
	2002	2001	2000
Net loss as reported under Canadian principles	\$ (1,895,800)	(634,412)	(597,597)
Unrealized appreciation (depreciation) of investments during the year	3,795,333	(1,184,463)	(8,250,543)
Realized loss on investments during the year	906,786	—	—
Net income (loss) under United States principles	\$ 2,806,319	(1,818,875)	(8,848,140)
Net income (loss) per share under United States principles:			
Class A shares	\$ 0.11	(0.09)	(0.46)
Common shares	\$ 0.10	(0.10)	(0.47)

The net assets of the Company are identical under Canadian and United States generally accepted accounting principles.

8. COMPARATIVE FINANCIAL STATEMENTS:

The comparative financial statements have been reclassified from statements previously presented to conform to the presentation of the 2002 statements.

AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the statement of net assets of Central Fund of Canada Limited as at October 31, 2002 and 2001 and the statements of loss, changes in net assets and shareholders' equity for each of the years in the three-year period ended October 31, 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2002 and 2001 and the results of its operations and the changes in its net assets for each of the years in the three-year period ended October 31, 2002 in accordance with Canadian generally accepted accounting principles.



Chartered Accountants

Toronto, Canada
November 22, 2002

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Exhibit 1

STATEMENT OF NET ASSETS (expressed in U.S. dollars)

STATEMENT OF LOSS (expressed in U.S. dollars)

STATEMENT OF CHANGES IN NET ASSETS (expressed in U.S. dollars)

STATEMENT OF SHAREHOLDERS' EQUITY (expressed in U.S. dollars)

NOTES TO FINANCIAL STATEMENTS October 31, 2002, 2001 and 2000 (amounts expressed in U.S. dollars unless otherwise stated)

AUDITORS' REPORT TO THE SHAREHOLDERS

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Exhibit 2

Central Fund of Canada Limited

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is based on Central Fund's financial statements which are prepared in accordance with accounting principles generally accepted in Canada.

Results of Operations — Changes in Net Assets

The change in net assets as reported in U.S. dollars from period to period is primarily a result of the changing market prices of gold and silver and the proportion of each held by the Company. Also, because gold and silver are initially denominated in U.S. dollars, changes in the value of the U.S. dollar relative to the Canadian dollar will also have an impact on net assets when reported in Canadian dollars. The following table summarizes the changes in net assets in both U.S. and Canadian dollars, gold and silver prices, and the exchange rate between U.S. and Canadian dollars:

	Years ended October 31					
	2002		2001		2000	
	U.S. \$	Cdn. \$	U.S. \$	Cdn. \$	U.S. \$	Cdn. \$
Change in net assets from prior year (in millions)	\$ 66.1	\$ 101.5	\$ (2.0)	\$ 0.9	\$ (7.8)	\$ (7.1)
% change from prior year	99.6%	96.3%	(2.9)%	0.9%	(10.3)%	(6.4)%
Change in net assets per Class A share from prior year	\$ 0.28	\$ 0.35	\$ (0.10)	\$ 0.04	\$ (0.46)	\$ (0.48)
% change per Class A share from prior year	8.2%	6.5%	(2.8)%	0.7%	(11.6)%	(8.2)%
Gold price (U.S. \$ per fine ounce)	\$ 316.90		\$ 278.75		\$ 64.50	
% change from prior year	13.7%		5.4%		(11.6)%	
Silver price (U.S. \$ per ounce)	\$ 4.4750		\$ 4.2750		\$ 4.74	
% change from prior year	4.7%		(9.8)%		(10.4)%	
Exchange rate: \$1.00 U.S. = Cdn. \$	\$ 1.5603		\$ 1.5867		\$ 1.5271	
% change from prior year	(1.7)%		3.9%		3.8%	

In 2002, net assets as reported in U.S. dollars increased by \$66.1 million or 99.6%. A significant portion of this increase was the result of two private placements and a public offering of Class A shares during the year as described in note 3 to the financial statements. In all cases, these share offerings were issued at a premium over the net asset value per Class A share at the time, such that there was no dilution of the interests of existing Class A shareholders. Of the net proceeds from these share issues (\$63,647,461), \$33,947,143 was used to purchase 106,701 fine ounces of gold bullion, and \$26,298,275 was used to purchase 5,330,613 ounces of silver bullion, primarily in physical bar form. The balance of the proceeds, \$3,402,043 was retained in interest-bearing cash deposits for working capital purposes.

The increase in net assets resulting from the factors described above was nominally offset by the net loss incurred during the year and the dividend paid on Class A shares. Though subject to the same effects as described above, net assets, as reported in Canadian dollars, increased at a slightly lower rate of 96.3%, as a result of the 1.7% decrease in the U.S. dollar relative to the Canadian dollar.

In 2001, net assets as reported in U.S. dollars decreased by 2.9%. Gold prices increased by 5.4% whereas silver prices decreased by 9.8% during the year. Also contributing to this decrease were the net loss incurred during the year and the dividend paid on Class A shares. Though subject to the same effects as described above, net assets as reported in Canadian dollars increased by 0.9% as the 3.9% increase in the U.S. dollar relative to the Canadian dollar more than offset the net decline resulting from the aforementioned items.

There were no purchases or sales of gold or silver bullion during the 2001 fiscal year.

In 2000, net assets as reported in U.S. dollars and Canadian dollars decreased by 10.3% and 6.4% respectively. Gold prices decreased by 11.6% and silver prices by 10.4% during the year. Also contributing to this decrease were the net loss incurred during the year and the dividend paid on Class A shares. These decreases in net assets were partially offset by the net proceeds from exercise of the Series 2 Warrants in November 1999 of \$1,187,860 (Cdn. \$1,749,480), a 1.6% (Cdn. 1.6%) increase over net assets as at October 31, 1999. The percentage decrease in net assets as reported in Canadian dollars, while subject to the same effects described above, was lower than in U.S. dollars as a result of the 3.8% increase in the U.S. dollar relative to the Canadian dollar.

The proceeds from the exercise of the Series 2 Warrants were held in interest-bearing deposits for subsequent use in meeting requirements for operating expenses, tax payments and Class A share dividends.

There were no purchases or sales of gold or silver bullion during the 2000 fiscal year.

It is possible to predict the impact that changes in the market prices of gold and silver will have on the net asset value per Class A share. Assuming as a constant exchange rate the rate which existed on October 31, 2002 of \$1.5603 Cdn. for each U.S. dollar together with holdings of gold and silver bullion which existed on that date, a 10% change in the price of gold would increase or decrease the net asset value per share by approximately \$0.21 per share or Cdn. \$0.33 per share. A 10% change in the price of silver would increase or decrease the net asset value per share by approximately \$0.15 per share or Cdn. \$0.23 per share. If both gold and silver prices were to change by 10% simultaneously in the same direction, the net asset value per share would increase or decrease by approximately \$0.36 per share or Cdn. \$0.56 per share.

When expressed in U.S. dollar terms, Central Fund's net asset value per Class A share is largely unaffected by changes in the U.S./Canadian dollar exchange rate due to the fact that nearly all of Central Fund's net assets are priced internationally in U.S. dollar terms. However, changes in the value of the U.S. dollar relative to the Canadian dollar have a direct impact on net assets as expressed in Canadian dollars. This arises because over 99% of Central Fund's net assets are initially denominated in U.S. dollars as at October 31, 2002, including gold and silver bullion and some U.S. cash. An increase in the value of the Canadian dollar versus the U.S. dollar means that the aforementioned U.S. dollar denominated assets are worth less when expressed in Canadian dollar terms.

It is also possible to predict the impact that changes in the value of the U.S. dollar relative to the Canadian dollar will have on the net asset value per Class A share as reported in Canadian dollars. As previously mentioned, over 99% of Central Fund's net assets are denominated in U.S. dollars. Assuming constant gold and silver prices, a 10% increase or decrease in the value of the U.S. dollar relative to the Canadian dollar would change the net asset value per share as expressed in Canadian dollars in the same direction by approximately the same percentage.

Results of Operations — Net Loss

Central Fund's income objective is secondary to its investment objective of holding the vast majority of its net assets in gold and silver bullion. Generally, Central Fund only seeks to maintain adequate cash reserves to enable it to pay operating expenses, taxes and Class A share dividends.

Because gold and silver bullion do not generate revenue, Central Fund's revenues are a low percentage of its net assets. Accordingly, in the last three fiscal years, Central Fund has incurred net losses. Central Fund expects to generate cash flow from its holdings of cash equivalents and marketable securities, and sells bullion certificates only if necessary to replenish cash reserves. Administration fees, which have ranged from 58% to 60% of Central Fund's operating expenses before income taxes in the three-year period ended October 31, 2002, are calculated monthly based on an annualized percentage (not exceeding $\frac{1}{2}$ of 1%) of Central Fund's net assets. Accordingly, these fees vary directly with changes in net assets.

Fiscal 2002 Compared to Fiscal 2001

The net loss of \$1,895,800 during the 2002 fiscal year is 198.8% higher than the 2001 loss of \$634,412. Interest income during the year was sharply reduced due to lower average balances of interest-bearing cash deposits combined with declining interest rates during the year as compared with the prior year. However, cash balances have increased significantly as a result of the Class A share issues which have resulted in higher interest income in recent months and should continue to have a positive impact on interest earned in subsequent periods.

Management has made the decision to focus its small portfolio of equity securities on high quality, senior gold and/or silver producers. As such, a portion of the existing older portfolio representing junior mining companies was sold, resulting in a realized loss representing approximately one-half of the net loss incurred during the year.

Operating expenses (which exclude income taxes) increased by 30.7% over the prior year. The increase in net assets during the year as a result of the two private placements and public share offering referred to above had an impact on several expense categories. Administration fees, which are calculated monthly based on net assets at each month end, increased during the year as a direct result of the higher level of net assets attributable to the issuances of Class A shares. Safekeeping fees and bullion insurance costs have increased to reflect the larger quantities and dollar values of gold and silver bullion being held as a result of bullion purchases from the proceeds of the share issues. Shareholder information costs increased as U.S. and Canadian stock exchange fees were increased at the time of filing the share issues. Directors' fees have increased as a result of the addition of an independent director (formerly an officer and inside director).

Operating expenses (which exclude income taxes) were less than 1.0%, being 0.6% of net assets at October 31, 2002.

Income taxes, or more specifically the federal Large Corporations Tax, are based on the Company's total net assets as at its fiscal year end. The increase in income taxes is directly related to the higher net asset level which existed at October 31, 2002.

Fiscal 2001 Compared to Fiscal 2000

The net loss of \$634,412 during the 2001 fiscal year is 6.2% higher than the 2000 loss of \$597,597. Interest income decreased by 45.3% as interest-bearing cash deposits were used to fund ongoing operating expenses, taxes and the Class A share dividend. A gradual reduction in interest rates throughout the year also contributed to the reduction in interest income.

Operating expenses (which exclude income taxes) declined by 4.8% over the prior year. Also, administration fees, which are calculated monthly based on net assets, were 6.7% lower in 2001 as average monthly net assets declined during the year, relative to the net asset levels in 2000.

Operating expenses (which exclude income taxes) were less than 1.0%, being 0.9% of net assets at October 31, 2001.

United States Generally Accepted Accounting Principles

Net income (loss) as it would be determined under accounting principles generally accepted in the United States (whereby the change in unrealized appreciation/depreciation of investments is reflected in the statement of loss) has been, and is expected to be, volatile, as a result of the changing market prices of gold and silver.

Liquidity and Capital Resources

Central Fund's liquidity objective is to hold cash reserves primarily for the generation of cash flow to be applied to pay operating expenses, tax payments and Class A share dividends. At October 31, 2002, Central Fund's cash reserves including cash equivalents were \$3,898,000. The comparable figure at October 31, 2001 was \$1,457,000.

The ability of Central Fund to have sufficient cash for operating expenses, tax and dividend payments, and demands for redemption (if any), is primarily dependent upon its ability to realize cash flow from its cash equivalents and marketable securities. Should Central Fund not have sufficient cash to meet its needs, portions of Central Fund's bullion holdings and/or marketable securities portfolio may be sold to fund tax and dividend payments, provide working capital and pay for redemptions (if any) of Class A shares. Sales of such investments could result in Central Fund realizing capital losses or gains. Central Fund qualifies as a Mutual Fund Corporation for Canadian income tax purposes. As a Mutual Fund Corporation, any Canadian tax payable by Central Fund to the extent that it relates to taxable capital gains is fully refundable when the realized gains are distributed to shareholders through redemptions. Should Central Fund not qualify as a Mutual Fund Corporation at any time in the future, Central Fund would have to pay non-refundable tax on such capital gains, if any. Payments for such distributions or tax would be a further use of Central Fund's cash resources.

During the fiscal year ended October 31, 2002, Central Fund's cash reserves increased by \$2,442,000 from those which existed at October 31, 2001. The primary sources and uses of cash are as follows:

Sources of Cash

The primary inflow of cash resulted from the proceeds (net of share issue costs of \$550,000) from the issuance of Class A shares during the year of \$63,647,000. An additional \$44,000 was generated from interest on short-term securities, and \$31,000 received upon the sale of marketable securities.

Uses of Cash

The primary outflow of cash involved the purchase of gold and silver bullion with the proceeds from the share issues referred to above. Central Fund paid \$33,947,000 to purchase 106,701 fine ounces of gold and \$26,298,000 to purchase 5,330,613 ounces of silver.

Central Fund paid \$673,000 during the 2002 fiscal year for operating expenses, \$123,000 of which related to amounts which had been accrued at October 31, 2001 and were reflected in the accounts of that year. Other cash outflows during the year included \$145,000 in payments of the Canadian federal large corporations tax, \$194,000 paid in the 2002 fiscal year with respect to Central Fund's October 31, 2001 Class A share dividend declared, and \$24,000 paid to purchase marketable securities.

Central Fund's board of directors made the decision to build up cash reserves by maintaining a portion of the proceeds from share issues in recent years in cash and cash equivalents. Consistent with this objective, \$3,402,000 of the \$63,647,000 received on the issuance of Class A shares this year was kept in interest-bearing cash deposits. These amounts are to be used to pay operating expenses, tax and dividend payments, and demands for redemption (if any). Management is mindful of Central Fund's normal trend of diminishing cash reserves, but monitors its cash position with an emphasis on

maintaining its gold and silver bullion holdings as opposed to generating income. Management's mandate and Central Fund's stated objective are to hold the maximum portion of its assets in the form of gold and silver bullion as it deems reasonable. Although holding bullion does not generate income as noted above, Central Fund has the ability to generate any necessary cash by liquidating a small portion of its holdings. At low cash reserve levels and in the absence of other sources of capital, liquidations may be made regardless of market conditions and could result in Central Fund realizing losses on its bullion or marketable security holdings.

Inflation

Because Central Fund's financial statements are prepared on a market price basis, the impact of inflation and changing prices on the price of gold and silver is reflected in these financial statements.

The Relationship between Gold, Silver and Central Fund

The following chart shows the price movements of gold, silver and Central Fund's Class A shares (in U.S. dollars) over the past three years:



Chart courtesy of Topline Investment Graphics, P.O. Box 2340, Boulder, Colorado © 2002 10/31/02

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Exhibit 4

CONSENT OF INDEPENDENT CHARTERED ACCOUNTANTS

We consent to the incorporation by reference in this Annual Report (Form 40-F) of Central Fund of Canada Limited of our report dated November 22, 2002 with respect to the financial statements of Central Fund of Canada Limited included in the 2002 Annual Report to Shareholders of Central Fund of Canada Limited.

Ernst & Young LLP

Toronto, Canada
November 22, 2002

Chartered Accountants

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Exhibit 4
CONSENT OF INDEPENDENT CHARTERED ACCOUNTANTS

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Exhibit 5

CERTIFICATIONS

In connection with the annual report of Central Fund of Canada Limited (the "Company"), for the period ended October 31, 2002 as filed with the Securities and Exchange Commission on Form 40-F on the date hereof (the "Report"), I, J.C. Stefan Spicer, President and Chief Executive Officer of the Company, certify that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ J.C. STEFAN SPICER

J.C. Stefan Spicer
President and Chief Executive Officer

Dated: February 24, 2003

In connection with the annual report of Central Fund of Canada Limited (the "Company"), for the period ended October 31, 2002 as filed with the Securities and Exchange Commission on Form 40-F on the date hereof (the "Report"), I, Catherine A. Spackman, Treasurer of the Company, certify that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ CATHERINE A. SPACKMAN

Catherine A. Spackman
Treasurer

Dated: February 24, 2003

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Exhibit 5 CERTIFICATIONS

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