

Total pageo: 45 Total exhibits: 5 Exhibit Inder: p2

OMB APPROVAL
OMB Number: 3235-0116
Expires: August 31, 2005

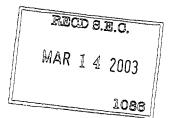
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### FORM 6-K SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

P.E. 3/3/03

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934



For the month of March, 2003 (second filing)

Commission File Number: 0-29150

Randgold & Exploration Company Limited (Translation of registrant's name into English)

5 Press Avenue, Selby, Johannesburg, South Africa (Address of principal executive offices)

PHOCESSED

MAR 1.4 2003

THOMSON
FINANCIAL

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

| Form 20-F X Form | ı 40-F |
|------------------|--------|
|------------------|--------|

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):  $\bf X$ 

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

| Yes | <br>No. |
|-----|---------|
| res | <br>INO |

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_

Attached to the Registrant's second Form 6-K Filing for the month of March 2003, and incorporated by reference herein, are:

| Exhibit No. | <u>Description</u>   | Hig |
|-------------|--|-----|
| 1.          | (i) the Registrant's application to the JSE, dated January 20, 2003, relating to the listing of 9,746 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 22, 2003, relating to the listing of 9,746 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 9,746 ordinary shares.       | 5   |
| 2.          | (i) the Registrant's application to the JSE, dated January 24, 2003, relating to the listing of 286,694 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 24, 2003, relating to the listing of 286,694 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 286,694 ordinary shares. | 13  |
| 3.          | (i) the Registrant's application to the JSE, dated January 27, 2003, relating to the listing of 153,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 28, 2003, relating to the listing of 153,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 153,000 ordinary shares. | 23  |
| 4.          | (i) the Registrant's application to the JSE, dated January 28, 2003, relating to the listing of 17,972 new ordinary shares, (ii) the confirmation letter from the JSE, dated January 29, 2003, relating to the listing of 17,972 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 17,972 ordinary shares.    | 30  |
| 5.          | (i) the Registrant's application to the JSE, dated February 18, 2003, relating to the listing of 1,645 new ordinary shares, (ii) the confirmation letter from the JSE, dated February 19, 2003, relating to the listing of 1,645 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 1,645 ordinary shares.     | 38  |

### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

RANDGOLD & EXPLORATION COMPANY LIMITED

David J. Haddon

Group Company Secretary

Dated: March 13, 2003

4

Exhibit 1

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5 PRESS AVENUE, SELBY
JOHANNESBURG 2025
PO BOX 82291
SOUTHDALE 2135
SOUTH AFRICA
DOCEX 632: JOHANNESBURG
TELEPHONE (2711) 837-0706
FAX (2711) 837-1068

January 20, 2003

The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa
One Exchange Square
Gwen Lane, Sandown
SANDTON

Dear Sir

## APPLICATION FOR THE LISTING OF 9,746 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 9,746 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| No. of Shares | Issue Price (c.p.s.) |
|---------------|----------------------|
| 7,000         | R 6.05               |
| 46            | R15.00               |
| 2,700         | R12.50               |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

| 1. | The full name of the company is: | Randgold & Exploration Company Limited                               |
|----|----------------------------------|--|
| 2. | The registered office is:        | 5 Press Avenue<br>Selby, Johannesburg, 2001                          |
| 3. | The transfer secretaries are:    | Computershare Services Limited 70 Marshall Street, 2001 Johannesburg |

4. The share capital of the company prior to the matter detailed in the introduction was:

| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
|-------------|------------|-----------------------------|----------|
| Issued:     | 43 825 044 | shares of 1(one) cent each: | R438 250 |
| Unissued:   | 31 174 632 | shares of 1(one) cent each: | R311 746 |

2 / .....

RGE\SOS\030120~9746 MM MM

### RANDG LD



The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa

#### 20 January 2003

5. The company's issued ordinary share capital after the issue of the 9,746 ordinary shares, which are the subject of this application, will be:

43 834 790

ordinary shares of 1 (one) cent each:

R438 347

The unissued ordinary share capital will decrease to:

31 164 886

ordinary shares of 1 (one) cent each:

R311 648

- 6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
- 7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
- 8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
- 9. The new shares will be allocated and issued on 22 January 2003.
- 10. The listing fee of R827.64 attached hereto.

DIRECTOR/LEGAL MANAGER

COMPANY SECRETARY

SPONSOR

### RANDG LD

# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

### RESOLUTION OF DIRECTORS PASSED AT JOHANNESBURG ON 28 FEBRUARY 2002

EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")

### **RESOLVED THAT -**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

D J HADDOŇ

**Group Company Secretary** 





One Exchange Square, Gwen Lane, Sandown. Private Bag X991174, Sandton, 2146, South Africa. Telephone: (2711) 520 7000 Web: www.jse.co.za

22 January 2003 REF: TM/mr/8100

The Company Secretary Randgold & Exploration Company Limited P O Box 82291 SOUTHDALE 2135

Dear Sir

#### **ADDITIONAL SHARES: SHARE OPTION SCHEME**

Your application for listing dated 20 January 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 23 January 2003 in respect of 9 746 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R438 347-90 divided into 43 834 790 ordinary shares of 1 cent each.

Thank you for payment of R827-64 in respect of the listing fee received.

Yours faithfully

D.M. DOEL : GENERAL MANAGER

LISTINGS DIVISION

cc. HSBC Investment Services (Africa) (Pty) Limited Attention : Doné Hattingh

## REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

### Return of allotment of shares

|Section 93 (3)| ...

|   |                        | 198                | 12 00 5642       | mpany<br>OG     |                                 |                         |
|---|------------------------|--------------------|------------------|-----------------|---------------------------------|-------------------------|
| Name of company RANDEOLO J EXPLORATION COMPANY LIMITED  1. Date of allotment of shares 23 JANUARY 2003  2. Authorised capital of company:    No par value |                        |                    |                  |                 |                                 |                         |
|   | ·                      |                    |                  |                 |                                 |                         |
| 1. Date of  | allotment of shares    | 3 JANUA            | Ly 2003          |                 |                                 |                         |
| 2. Authori  | ised capital of compan | ıy:                | •                |                 |                                 |                         |
|   | . No par               | value              |                  | Par             | value                           |                         |
|   |                        |                    | 1                |                 |                                 | -                       |
|   |                        |                    |                  |                 | R                               | R                       |
|   |                        |                    | 75000 000        | ORDINARY        | 0-01                            | ४० ०००                  |
|   |                        |                    |                  |                 |                                 |                         |
| Total   |                        | Total              | 75000 000        |                 | Total                           | 9750000                 |
|   |                        |                    |                  |                 |                                 |                         |
|   |                        |                    |                  |                 |                                 |                         |
| 3. Shares   | subscribed for in men  | norandum of assoc  | ciation:         |                 |                                 |                         |
|   |                        |                    |                  | Par             | value                           |                         |
|   | Number of shares       | Class of<br>shares | Number of shares | Class of shares | Nominal amount<br>of each share | Total amount<br>paid-up |
|   |                        |                    |                  |                 | R                               | R                       |
|   |                        |                    |                  |                 |                                 |                         |
|   |                        |                    |                  |                 |                                 |                         |
| Total   |                        | Total              |                  |                 | Total                           | <br>R                   |

| To be completed by company.  |  |
|--|--|
| Acknowledgment of receipt of return of allotments, dated 31 January 2003 | Date of receipt by<br>Registrar of Companies |
| Name of company RANDGOLD & EXPLORATION COMPANY LIMITED                   |  |
| 40 COMPANY SECRETARY (9744)  | Date stamp of companies                      |
| Postal address P.O. Box 82291  | Registration Office                          |
| SOUTHPACE  |  |
| 2/35   | Decistor of Communica                        |
|  | Registrar of Companies                       |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

|       |                  |                 | No par value             |                   | Par value        |                 |                              |                                  |  |  |
|-------|------------------|-----------------|--------------------------|-------------------|------------------|-----------------|------------------------------|----------------------------------|--|--|
|       | Number of shares | Class of shares | tssue price<br>per share | Stated<br>Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |  |  |
|       |                  |                 |                          | R                 |                  |                 | R                            | R                                |  |  |
|       |                  |                 |                          |                   | 43825044         | ords            | 0-01                         | 438250-44                        |  |  |
|       |                  |                 |                          |                   |                  |                 |                              |                                  |  |  |
| Total |                  |                 | Total                    | R                 | Total 43825044   |                 | Total                        | 8438250-49                       |  |  |

| Summary of issued capital prior to allotment: |                    |
|---|--------------------|
| Amount of issued paid-up capital              | R 438250 - 44      |
| Stated capital                                |                    |
| Premium account                               | R 294 795 369 - 42 |
| Fotal issued capital                          | R295233619-86      |
|   |                    |

#### 5. Shares comprising this allotment:

| No par value |                     |                    |                          |                   | Par value           |                 |                              |                             |   |  |
|--------------|---------------------|--------------------|--------------------------|-------------------|---------------------|-----------------|------------------------------|-----------------------------|---|--|
|              | Number of<br>shares | Class of<br>shares | Issue price<br>per share | Stated<br>capital | Number of<br>shares | Class of shares | Nominal amount of each share | Premium<br>on each<br>share | Total amount<br>of paid-up<br>capital and<br>premium,<br>if any |  |
|              |                     |                    | R                        | R                 |                     |                 | R                            | R                           | R   |  |
|              |                     |                    |                          |                   | 7000                | ORDS            | D-01                         | 6.04                        | 42 350  |  |
|              |                     |                    |                          |                   | 46                  | okd s           | 0-01                         | 14-79                       | 690   |  |
|              |                     |                    |                          |                   | 2700                | ORDS            | 0-81                         | 12-49                       | 33750   |  |
| Total        |                     |                    | Total                    | R                 | Total               |                 |                              | Tota                        | R76790  |  |

#### 6. (a) Shares allotted otherwise than for cash:

|       | No par value     |                 |                          |                             | Par value        |                 |                              |                             |   |
|-------|------------------|-----------------|--------------------------|-----------------------------|------------------|-----------------|------------------------------|-----------------------------|---|
|       | Number of shares | Class of shares | Issue price<br>per share | Deemed<br>stated<br>capital | Number of shares | Class of shares | Nominal amount of each share | Premium<br>on each<br>share | Total amount<br>of capital<br>deemed to<br>be paid-up |
|       |                  |                 |                          | R                           |                  |                 |                              | R                           | R   |
|       |                  |                 |                          |                             |                  |                 |                              |                             |   |
|       |                  |                 |                          |                             |                  |                 |                              |                             |   |
|       |                  |                 |                          |                             |                  |                 |                              |                             |   |
| Total |                  |                 | Total                    | Я                           | Total            |                 |                              | Total                       | R   |

<sup>+</sup>b) The consideration for which the shares have been allotted is as follows\*

#### c. The names and addresses of the allottees:

| Address of allottee | Number of shares | Description of shares afforted |
|---------------------|------------------|--------------------------------|
| 1.0.Box 82291       | 7000             | PAN VALLE                      |
| SOUTHDALE 2135      | 2746             | OKDINARY                       |
| _                   |                  | 1.0.Box 82291 7000             |

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. For particulars of allottees see overleaf.

|                           |                                       |                    | Par value                   |                |                                |                 |                                       |                             |                       |  |
|---------------------------|---------------------------------------|--------------------|-----------------------------|----------------|--------------------------------|-----------------|---------------------------------------|-----------------------------|-----------------------|--|
|                           | Number<br>of shares                   | Class of<br>shares | Issue<br>price per<br>share | Stated capital | Number<br>of shares            | Class of shares | Nominal<br>amount<br>of each<br>share | Premium<br>on each<br>share | Total premium account | Total amount<br>of paid-up<br>capital,<br>excluding<br>premium |
|                           |                                       |                    | R                           | R              |                                |                 | R                                     | R                           | R                     | R  |
|                           |                                       |                    |                             |                | 43825 044                      | ORDS            | 0-01                                  | _                           | *                     | 438250-1   |
|                           |                                       |                    |                             |                | 7000<br>46                     | ORDS            | 0-01                                  | 6.04                        | **                    | 700.46   |
|                           |                                       |                    |                             |                | 2700                           | OROS            | 0-01                                  | 12.49                       | ***                   | 0-4627   |
| otal                      |                                       |                    | Total                       | R              | Total43 834 790                |                 |                                       | Total                       | ****                  | 438 347-90   |
|                           | 14 795                                | 369-6              |                             |                | ***                            |                 | 3723                                  |                             | -1 <u></u>            | 1790 511 1,5   |
| Amoun                     | ry of total iss                       |                    |                             | iate of th     | is recurn.                     |                 |                                       | R                           | 438 3                 | 47-90  |
|                           | ipital                                | 1                  | 00 01                       | 0. 18          | rie below)                     | <u></u>         | <del></del>                           | R                           | )911. 827             | 980-21   |
|                           | m account                             | _                  | ee u                        | wwys           | re seem)                       |                 |                                       |                             | 295 311 3             |  |
| fotal is                  | sued capital.                         |                    |                             |                |                                |                 |                                       | K                           | X 13 011 C            | ) A X ` U  |
|                           |                                       |                    |                             |                |                                |                 |                                       |                             |                       |  |
|                           | _ 1                                   |                    | _                           |                | Certified                      | COLLECT         | . ,                                   | 1/1                         |                       |  |
| Date                      | 31 Ja                                 | lunar              | , 2003                      |                | Certified Signature            | e <u>l</u>      | and                                   | Mad                         | den .                 |  |
| Rubber                    | stamp of con                          | npany, if a        | ny, or of se                | cretaries.     | Signatur                       | e <u>l</u>      | and irector/Mar                       | Mad<br>ager/Secr            | lden<br>etary         |  |
| Rubber                    | stamp of con                          | npany, if a        | ny, or of se                | cretaries.     | Signatur                       | e <u>l</u>      | and<br>irector/Mar                    | Mad<br>ager/Secr            | Wen<br>etary          |  |
| Rubber                    | stamp of con                          | npany, if a        | ny, or of se                | cretaries.     | Signatur                       | e <u>1</u>      | R                                     |                             | Usn<br>etary          |  |
| Rubber                    | stamp of con                          | npany, if a        | ny, or of se                | cretaries.     | Signatur                       | e <u>1</u>      |                                       |                             | Usn<br>etary          |  |
| Rubber                    | •                                     | npany, if a        | ny, or of se                | cretaries.     | Signatur                       | e <u>1</u>      | R                                     |                             | Usn<br>etary          |  |
| Rubber<br>Anal<br>Ope     | stamp of con<br>hysic of              | hpany, if a        | ny, or of se                | me Aci         | Signatur                       | e <u>1</u>      | R                                     |                             | Usn<br>etary          |  |
| Rubber<br>Anal<br>Ope     | yris of                               | hpany, if a        | ny, or of se                | me Aci         | Signatur                       | e <u>1</u>      | R                                     |                             | Usn<br>etary          |  |
| Mad<br>Ofe<br>Prem<br>Les | yris of<br>hyris of<br>my b<br>inm on | alance             | ny, or of se                | me Aci         | Signatur<br>count<br>76 692-54 | e <u>j)</u>     | R                                     |                             | Usn<br>etary          |  |
| Mad<br>Ofe<br>Prem<br>Les | yris of                               | alance             | ny, or of se                | me Aci         | Signatur                       | e <u>j)</u>     | R                                     |                             | Usn<br>etary          |  |

Exhibit 2

13

JOHANNESBURG 2025
PO BOX 82291
SOUTHDALE 2135
SOUTH AFRICA
DOCEX 632: JOHANNESBURG
TELEPHONE (2711) 837-0706
FAX (2711) 837-1068

January 24, 2003

The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa
One Exchange Square
Gwen Lane, Sandown
SANDTON

Dear Sir

## APPLICATION FOR THE LISTING OF 286,694 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 286,694 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| No. of Shares | <u>Issue Price (c.p.s.)</u> |
|---------------|-----------------------------|
| 10,000        | R5.90                       |
| 10,400        | R12.25                      |
| 92,014        | R12.50                      |
| 266           | R15.00                      |
| 69,014        | R15.50                      |
| 60,000        | R16.25                      |
| 45,000        | R22.25                      |
| 286,694       |                             |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

| 1. The full name of the company is: Randgold & Exploration Company L | Jiiiiiteu |
|--|-----------|
|--|-----------|

| 2. | <br>The registered office is: | 5 Press Avenue |     |
|----|-------------------------------|----------------|-----|
|    |                               | O 11 T 1 1     | ~ ^ |

| Selh | y, Johannesburg   | 2001   |
|------|-------------------|--------|
| DOIC | y, Jonainiesoui 5 | , 2001 |
|      |                   | •      |

4. The share capital of the company prior to the matter detailed in the introduction was:

| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
|-------------|------------|-----------------------------|----------|
| Issued:     | 43 834 790 | shares of 1(one) cent each: | R438 347 |
| Unissued:   | 31 164 886 | shares of 1(one) cent each: | R311 648 |
| A 1         |            |                             | 2 /      |

RGE\SOS\030124~286694 PFR FD JLM CLC AM RH

The Director Listing & Equity Markets Division JSE Securities Exchange South Africa

| 24 | January | 2003 |
|----|---------|------|
|    |         |      |

| 5. | The company's issued ordinary share capital after the issue of the 286,694 ordinary |
|----|---|
|    | shares, which are the subject of this application, will be:                         |

44 121 484

ordinary shares of 1 (one) cent each:

R441 215

The unissued ordinary share capital will decrease to:

30 878 192

ordinary shares of 1 (one) cent each:

R308 782

- 6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
- 7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
- 8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
- 9. The new shares will be allocated and issued on 28 January 2003.
- 10. The listing fee of R827.64 attached hereto.

SIGNED at JOHANNESBURG on 24 January 2003.

DIRECTOR/LEGAL MANAGER

Land Haadon COMPANY SECRETARY

SPONSOR

# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

### RESOLUTION OF DIRECTORS PASSED AT JOHANNESBURG ON 28 FEBRUARY 2002

EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")

#### **RESOLVED THAT-**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

D J HADDON

**Group Company Secretary** 



One Exchange Square, Gwen Lane, Sandown. Private Bag X991174, Sandton, 2146, South Africa. Telephone: (2711) 520 7000 Web: www.jse.co.za

24 January 2003 REF: TM/jvdm/8131

The Company Secretary
Randgold & Exploration Company Limited
P O Box 82291
SOUTHDALE
2135

Dear Sir

#### **ADDITIONAL SHARES: SHARE OPTION SCHEME**

Your application for listing dated 24 January 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Tuesday, 28 January 2003 in respect of 286 694 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R441 214-84 divided into 44 121 484 ordinary shares of 1 cent each.

Thank you for payment of R827-64 in respect of the listing fee received.

Yours faithfully

D.M. DOEL : GENERAL MANAGER

LISTINGS DIVISION

cc. HSBC Investment Services (Africa) (Pty) Limited

Attention: Simone Jones

## REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

### REPLACEMENT CMIS

### Return of allotment of shares

[Section 93 (3)]

Registration No. of company

|            | ompany RANDG          |                    | 2005642          |                 | T                            |                      |
|------------|-----------------------|--------------------|------------------|-----------------|------------------------------|----------------------|
| Name of co | ompany IXANOG         | OLL FEXPL          | DRATION WI       | MITTING LIGI    | IED                          |                      |
| 1. Date of | allotment of shares _ | 28 JANUAR          | 4 7003           |                 |                              |                      |
|            | sed capital of compar |                    | •                |                 |                              |                      |
|            | No par                |                    |                  | Parv            | alue                         |                      |
|            | Number of shares      | Class of shares    | Number of shares | Class of shares | Nominal amount of each share | Authorised capital   |
|            |                       |                    |                  |                 | ·R                           | R                    |
|            | 1.                    |                    | ₹ 000 000        | ORDINARY        | 0-91                         | 750 000              |
|            |                       |                    |                  |                 |                              |                      |
| Total      | . :                   | Total              | 75000000         | , ,,            | Total                        | R 750000             |
|            |                       |                    |                  |                 |                              |                      |
|            |                       |                    |                  |                 |                              |                      |
|            |                       |                    |                  |                 |                              |                      |
| 3. Shares  | subscribed for in men | norandum of assoc  | ciation:         |                 |                              |                      |
|            |                       | r value            |                  | Parv            | /alue                        |                      |
|            | Number of shares      | Class of<br>shares | Number of shares | Class of shares | Nominal amount of each share | Total amount paid-up |
|            |                       |                    |                  |                 | R                            | R                    |
| •          |                       |                    |                  |                 |                              |                      |
|            |                       |                    |                  |                 |                              |                      |
| Total      |                       | Total              |                  |                 | Total                        | R                    |
|            | :                     |                    |                  |                 |                              | ·                    |
|            |                       |                    |                  |                 |                              |                      |
|            | •                     |                    |                  |                 |                              |                      |
|            |                       |                    |                  |                 |                              |                      |
|            |                       |                    |                  |                 |                              |                      |
|            |                       |                    |                  |                 |                              |                      |
|            |                       |                    |                  |                 |                              |                      |

| Acknowledgment of receipt of return of allotments, dated 10 FEBRUARY 2003  Name of company RANDGOLD LEXACRATION COMPANY LIMITED | Date of receipt by<br>Registrar of Companies   |
|---|--|
| CO COMPANY SECRETARY (286 694) Postal address P.O. BUX 82291 SOUTHDACE  | Date stamp of companies<br>Registration Office |
| 2135  | Registrar of Companies                         |

### 5. Shares comprising this allotment

|                     | No par value       |                          |                   |                     | Par value          |                              |                              |  |  |  |
|---------------------|--------------------|--------------------------|-------------------|---------------------|--------------------|------------------------------|------------------------------|--|--|--|
| Number<br>of Shares | Class of<br>Shares | Issue Price<br>per share | Stated<br>Capital | Number of<br>Shares | Class of<br>Shares | Nominal amount of each share | Premium<br>on each<br>shares | Total<br>amount<br>of paid-up<br>capital and<br>premium,<br>if any |  |  |
|                     |                    | R                        | R                 |                     |                    | R                            | R                            | R  |  |  |
|                     |                    |                          |                   | 60,000              | Ords               | 0.01                         | 16.24                        | 975,000  |  |  |
|                     |                    |                          |                   | 45,000              | Ords               | 0.01                         | 22.24                        | 1,001,250  |  |  |
|                     |                    |                          |                   | 92,014              | Ords               | 0.01                         | 12.49                        | 1,150,175  |  |  |
|                     |                    |                          |                   | 10,400              | Ords               | 0.01                         | 12.24                        | 127,400  |  |  |
|                     |                    |                          |                   | 266                 | Ords               | 0.01                         | 14.99                        | 3,990  |  |  |
|                     |                    |                          |                   | 69,014              | Ords               | 0.01                         | 15.49                        | 1,069,717  |  |  |
|                     |                    |                          |                   | 10,000              | Ords               | 0.01                         | 5.89                         | 59,000   |  |  |
| Total               |                    | Total                    | R                 |                     |                    |                              | Total                        | R4,386,532   |  |  |

### 6. (b) The names and addresses of the allottees:

| Name of allottee | Address of allottee             | Number of shares | Description of share allotted |
|------------------|---------------------------------|------------------|-------------------------------|
| Paul F Ras       | P O Box 82291<br>Southdale 2135 | 60,000           | Par value ordinary            |
| F Dippenaar      | P O Box 82291<br>Southdale 2135 | 45,000           | Par value ordinary            |
| J L Marais       | P O Box 82291<br>Southdale 2135 | 30,000           | Par value ordinary            |
| Ms C-L Constable | P O Box 82291<br>Southdale 2135 | 13,666           | Par value ordinary            |
| A Moll           | P O Box 82291<br>Southdale 2135 | 69,014           | Par value ordinary            |
| R Hemp           | P O Box 82291<br>Southdale 2135 | 69,014           | Par value ordinary            |

|            |                  |                 | No par value             |                             |           |                                   |                    |             | Par valu                           | 9  |   |
|------------|------------------|-----------------|--------------------------|-----------------------------|-----------|-----------------------------------|--------------------|-------------|------------------------------------|--|---|
|            | Number of shares | Class of shares | Issue pri                | ce Sta                      |           | Number o<br>shares                | ıf                 | Clas<br>sha | s of                               | Nominal amount of each share                     | Amount of issued paid-up capital                      |
| -          |                  |                 |                          | . F                         | }         |                                   |                    |             |                                    | R  | R   |
|            |                  |                 |                          |                             | _         | 43 834 7                          | 10                 | 080         | s (                                | 10-0   | 438347-9  |
|            |                  |                 |                          |                             |           |                                   |                    |             |                                    |  |   |
| otal       |                  |                 |                          | Total R                     |           | Total 43834                       | 790                |             |                                    | Total  | R 438 347   |
|            |                  |                 |                          |                             |           |                                   |                    | · · · · ·   | -                                  |  |   |
|            | of issued capi   |                 |                          |                             |           |                                   |                    |             |                                    | . 1170 7   |   |
|            | •                |                 |                          |                             |           | <u> </u>                          |                    |             |                                    | _  | 47-90   |
| ated cap   | ital             |                 |                          | <del></del>                 |           |                                   |                    |             |                                    | R  |   |
|            | ccount           |                 |                          |                             |           | <del></del>                       |                    |             |                                    |  | 2980-21   |
| oțal issue | d capital        | <del></del>     |                          |                             |           | <del></del>                       |                    |             |                                    | R 345 311  | 328-11  |
| Shares o   | omprising th     | is allotmen     | t: \$44                  | - 440.                      | 61        | 4.1.1.                            |                    |             | ,,                                 |  |   |
| onares c   | omprising in     |                 | par value                | arric                       | <u>ma</u> | well                              | <del>- 3 - 1</del> | 9.5         | value                              |  | · · · · · · · · · · · · · · · · · · ·                 |
|            |                  |                 | par value                |                             | ļ         |                                   | T -                | - Fai       | value                              | 1  | Total amount  |
|            | Number of shares | Class of shares | Issue price<br>per share | Stated capital              |           | Number of shares                  | Class<br>shar      |             | Nominal<br>amount of<br>each share | Premium<br>on each<br>share                      | Total amount of paid-up capital and premium, if any   |
|            |                  |                 | R                        | R                           |           |                                   |                    |             | R                                  | R  | • В   |
|            |                  |                 |                          |                             |           | ,                                 |                    |             |                                    |  |   |
|            |                  |                 |                          |                             |           | *                                 |                    |             |                                    |  |   |
|            |                  |                 |                          |                             |           |                                   | _                  |             |                                    | <del>                                     </del> |   |
| otal       |                  |                 | Total                    | R                           | Tota      |                                   |                    |             |                                    | Tota   | R .   |
|            |                  |                 |                          |                             | <u> </u>  | ·                                 |                    |             |                                    |  |   |
| (a) Shar   | es allotted ot   | herwise th      | an for cash:             |                             |           |                                   |                    |             |                                    |  |   |
|            |                  | No              | par value                |                             |           |                                   |                    | Par         | value                              |  |   |
|            | Number of shares | Class of shares | Issue price<br>per share | Deemed<br>stated<br>capital |           | Number of shares                  | Clas<br>sha        |             | Nominal<br>amount of<br>each share | l  | Total amount<br>of capital<br>deemed to<br>be paid-up |
|            |                  |                 |                          | R                           | Ī         |                                   |                    |             |                                    | R  | . R .   |
|            |                  |                 |                          |                             |           |                                   |                    | 4.          |                                    |  |   |
|            |                  |                 |                          |                             |           |                                   |                    |             |                                    |  |   |
|            |                  |                 |                          | 7.0                         | 1         | , 100                             |                    |             |                                    |  |   |
| otal       |                  |                 | Total                    | R                           | Tota      | l                                 |                    |             |                                    | Tota   | I R   |
| ) The co   | asideration for  | or which th     | e shares ha              | ve been all                 | lotted    | is as follows*                    | <del></del>        |             |                                    | <del></del>                                      | <del> </del>  |
| r service  | or other co      | nsideration     | n in respec              | t of which                  | the       | e allottee to the allotment was r | nade, mi           | ıst be a    | ittached                           | . If the cont                                    | ract is not in  |
| erleaf.    |                  |                 |                          | _                           |           |                                   |                    |             | -                                  | • .  |   |
| The na     | mes and addi     | resses of th    | e allottees:             | su a                        | itta      | eled take                         | le                 |             |                                    |  | <del></del>   |
|            | lame of allottee | ļ.              |                          | s of allottee               |           |                                   | r of shares        |             | 1 0                                | escription of sha                                | 0 1   |



## 7. Issued capital at date of this return:

|                     | No | par value | ; |                     |                 |                                       | Par val                     | ue                          |  |
|---------------------|----|-----------|---|---------------------|-----------------|---------------------------------------|-----------------------------|-----------------------------|--|
| Number<br>of shares |    |           |   | Number<br>of shares | Class of shares | Nominal<br>amount<br>of each<br>share | Premium<br>on each<br>share | Total<br>premium<br>account | Total amount<br>of paid-up<br>capital,<br>excluding<br>premium |
|                     |    | :         |   | 43,834,790          | Ords            | 0.01                                  | -                           | 294,872,980.21              | 438,347.90   |
|                     |    |           |   | 60,000              | Ords            | 0.01                                  | 16.24                       | 974,400.00                  | 600.00   |
|                     |    |           |   | 45,000              | Ords            | 0.01                                  | 22.24                       | 1,000,800.00                | 450.00   |
|                     |    |           |   | 92,014              | Ords            | 0.01                                  | 12.49                       | 1,149,254.86                | 920.14   |
|                     |    |           |   | 10,400              | Ords            | 0.01                                  | 12.24                       | 127,296.00                  | 100.40   |
|                     |    |           |   | 266                 | Ords            | 0.01                                  | 14.99                       | 3,987.34                    | 2.66   |
|                     |    |           |   | 69,014              | Ords            | 0.01                                  | 15.49                       | 1,069,026.86                | 690.14   |
|                     |    |           |   | 10,000              | Ords            | 0.01                                  | 5.89                        | 58,900.00                   | 100.00   |
| Total               |    | Total     | R | 44,121,484          |                 |                                       | Total                       | R299,256,645.27             | 441,214.84   |

|                           |   |                    | No par value                |                   | , Par value |                     |                 |                                       |                             |                             |   |
|---------------------------|---|--------------------|-----------------------------|-------------------|-------------|---------------------|-----------------|---------------------------------------|-----------------------------|-----------------------------|---|
|                           | Number<br>of shares   | Class of<br>shares | Issue<br>price per<br>share | Stated<br>capital |             | Number<br>of shares | Class of shares | Nominal<br>amount<br>of each<br>share | Premium<br>on each<br>share | Total<br>premium<br>account | Total amoun<br>of paid-up<br>capital,<br>excluding<br>premium |
|                           |   |                    | . R ·                       | R                 |             |                     | · .             | R                                     | R                           | R                           | R   |
|                           |   |                    |                             |                   |             | ···                 | <del> </del>    |                                       |                             |                             |   |
|                           |   |                    |                             |                   |             | <del></del> ,       |                 |                                       | •                           | \<br>                       |   |
| otal                      |   |                    | Total                       | R                 | Total       |                     |                 |                                       | Total                       | R                           |   |
| mount<br>ate cap<br>emium | y of total issued pain of issued pain of tal or account out out tal | d-up capit         | tal                         |                   |             | n:<br>kelow)        |                 |                                       | R                           | -<br>299 23                 | 14-84<br>7255-<br>3469-                                       |
| ate                       | stamp of com  | •                  | 4                           |                   |             | Certified           | . <u>Da</u>     | ud<br>roctor/Mar                      | Hade<br>Ager/Secre          | lon<br>etary                |   |
|                           |   | рану, н а.         | ny, or or se                | . etaries.        |             | _                   |                 |                                       | R                           |                             |   |
| ubber s                   | Asis of   | Shaw               | i rum                       | ium P             | ACCO        | unt                 |                 | į                                     |                             |                             |   |
| ubber s                   | ypris of  | Shaw               | i Pum<br>ci                 | ium f             | ACCO        | unt                 | ے               | 94 87                                 | `                           | -21                         |   |
| nat<br>per                | upris of  | Hlotu              |                             |                   | ٠           | mt<br>5 665-0       |                 |                                       | `                           | o-2u                        |   |

299 237 255-12

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Exhibit 3

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## **RANDG**LD



JOHANNESBURG 2025
PO BOX 82291
SOUTHDALE 2135
SOUTH AFRICA
DOCEX 632: JOHANNESBURG
TELEPHONE (2711) 837-0706

January 27, 2003

The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa
One Exchange Square
Gwen Lane, Sandown
SANDTON

Dear Sir

## APPLICATION FOR THE LISTING OF 153,000 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 153,000 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| No. of Shares | <u> Issue Price (c.p.s.)</u> |
|---------------|------------------------------|
| 118,414       | R12.50                       |
| 14,586        | R15.50                       |
| 20,000        | R16.25                       |

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

| 1. T | he full i | name of the co | mpany is: | Randgold o | & Expl | loration | Company | Limite | ed |
|------|-----------|----------------|-----------|------------|--------|----------|---------|--------|----|
|------|-----------|----------------|-----------|------------|--------|----------|---------|--------|----|

2. The registered office is: 5 Press Avenue

Selby, Johannesburg, 2001

3. The transfer secretaries are: Computershare Services Limited 70 Marshall Street, 2001 Johannesburg

4. The share capital of the company prior to the matter detailed in the introduction was:

| Authorised: | 75 000 000 | shares of 1(one) cent each: | R750 000 |
|-------------|------------|-----------------------------|----------|
| Issued:     | 44 121 484 | shares of 1(one) cent each: | R441 215 |
| Unissued:   | 30 878 192 | shares of 1(one) cent each: | R308 782 |
|             |            |                             | 2 /      |

RGE\SOS\030127~153000 PFR AM RH EEWW

## RANDG LD



The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa

| 27 | Tomiconi | 2002 |
|----|----------|------|
| 41 | January  | 2003 |

5. The company's issued ordinary share capital after the issue of the 153,000 ordinary shares, which are the subject of this application, will be:

44 274 484

ordinary shares of 1 (one) cent each:

R442 745

The unissued ordinary share capital will decrease to:

30 725 192

ordinary shares of 1 (one) cent each:

R307 252

- 6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
- 7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
- 8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
- 9. The new shares will be allocated and issued on 29 January 2003.
- 10. The listing fee of R4,378.97 attached hereto.

SIGNED at JOHANNESBURG on 27 January 2003.

Dand Manual Company Secretary

SPONSOR





# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

### RESOLUTION OF DIRECTORS PASSED AT JOHANNESBURG ON 28 FEBRUARY 2002

EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")

**RESOLVED THAT-**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

**D J HADDON** 

**Group Company Secretary** 





One Exchange Square, Gwen Lane, Sandown. Private Bag X991174, Sandton, 2146, South Africa. Telephone: (2711) 520 7000 Web: www.ise.co.za

28 January 2003 REF: TM/jvdm/8138

The Company Secretary
Randgold & Exploration Company Limited
P O Box 82291
SOUTHDALE
2135

Dear Sir

#### **ADDITIONAL SHARES: SHARE OPTION SCHEME**

Your application for listing dated 27 January 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Wednesday, 29 January 2003 in respect of 153 000 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R442 744-84 divided into 44 274 484 ordinary shares of 1 cent each.

Thank you for payment of R4 378-97 in respect of the listing fee received.

Yours faithfully

D.M. DOEL: GENERAL MANAGER

**LISTINGS DIVISION** 

cc. HSBC Investment Services (Africa) (Pty) Limited

Attention : Simone Jones

### Form CM 15

## REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

# Return of allotment of shares (Section 93 (3))

|                | e e                  | 190              | Registration No. of 6 | company         |                              |                    |
|----------------|----------------------|------------------|-----------------------|-----------------|------------------------------|--------------------|
| lame of comp   | pany RANDGE          |                  | ORATION COM           |                 | ED                           |                    |
| . Date of allo | tment of shares      | 29 JANUF         | try 2003              |                 |                              |                    |
| . Authorised   | capital of compan    | y:               | ,                     |                 |                              |                    |
|                | No par               | value            |                       | Pai             | value                        |                    |
|                | Number of shares     | Class of shares  | Number of shares      | Class of shares | Nominal amount of each share | Authorised capital |
| _              |                      |                  |                       |                 | R                            | R                  |
| _              |                      |                  | ₹ ∞00 000             | DRDINARY        | 0-ea                         | 750 000            |
|                | -                    |                  |                       |                 |                              |                    |
| otal           | ;                    | Tot              | al 75 000 000         |                 | Tota                         | R 750 000          |
|                |                      |                  |                       |                 |                              |                    |
| . Shares sub   | scribed for in mem   |                  | ociation:             | Pa              | r value                      |                    |
|                | Number of shares     | Class of shares  | Number of shares      | Class of shares | Nominal amount of each share | Total amount       |
|                |                      |                  |                       |                 | R                            | R                  |
| _              |                      |                  |                       |                 |                              |                    |
| <del></del>    |                      | ······           |                       |                 | 80                           |                    |
| otal           |                      | Tot              | al                    |                 | Total                        | al R               |
|                |                      |                  |                       |                 |                              |                    |
|                | •                    |                  |                       |                 |                              |                    |
|                | •                    |                  |                       | -               |                              |                    |
|                |                      | •                |                       |                 |                              |                    |
|                | :                    |                  |                       |                 |                              |                    |
|                |                      |                  |                       |                 |                              |                    |
|                |                      |                  |                       |                 |                              |                    |
|                |                      |                  |                       |                 |                              |                    |
| Ta ha comple   | eted by company.     |                  |                       |                 |                              |                    |
|                |                      |                  |                       |                 | Data of                      | eceipt by          |
| Acknowledgr    | nent of receipt of r | eturn of allotme | nts, dated 10 FEB     | euary 2003      |                              | f Companies        |
| Name of com    | pany RAN OGOL        | o . Exrora       | TION COMPANY          | LIMITED         |                              |                    |
|                | yo Gom               | PANY SECRE       | ETARY (1530           | <u> </u>        | Data stamp                   | of companies       |
| Postal addres  | ss <u> </u>          |                  | • -                   |                 |                              | ion Office         |
|                | South                | DALE             |                       |                 |                              |                    |
|                |                      |                  |                       |                 |                              |                    |



4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

| _     |                  |                 | No par value             |                   |                  | Par value       |                              |                                  |  |  |  |
|-------|------------------|-----------------|--------------------------|-------------------|------------------|-----------------|------------------------------|----------------------------------|--|--|--|
|       | Number of shares | Class of shares | Issue price<br>per share | Stated<br>Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |  |  |  |
|       |                  |                 |                          | R                 |                  |                 | R                            | R                                |  |  |  |
|       |                  |                 |                          |                   | 44 121 484       | ORDS "          | 0-01                         | 441214-84                        |  |  |  |
|       |                  |                 |                          |                   |                  |                 |                              |                                  |  |  |  |
| Total |                  |                 | Total                    | R                 | Total 44 121 484 |                 | Total                        | R441 214-80                      |  |  |  |

| Summary of issued capital prior to allotme | ent: |                 |
|--|------|-----------------|
| Amount of issued paid-up capital           |      | R 441 214 - 84  |
| Stated capital                             |      | R               |
| Premium account                            |      | R299 237 255-17 |
|  |      |                 |

5. Shares comprising this allotment:

Total issued capital \_\_\_

|       |                     |                 | lo par value             |                | Par value        |                 |                                    |                             |   |  |  |
|-------|---------------------|-----------------|--------------------------|----------------|------------------|-----------------|------------------------------------|-----------------------------|---|--|--|
|       | Number of<br>shares | Class of shares | Issue price<br>per share | Stated capital | Number of shares | Class of shares | Nominal<br>amount of<br>each share | Premium<br>on each<br>share | Total amount<br>of paid-up<br>capital and<br>premium,<br>if any |  |  |
|       |                     |                 | R                        | R              |                  | -               | R                                  | R                           | · R   |  |  |
|       | :                   |                 |                          |                | 20 900           | ORDS            | 0-01                               | 16-24                       | 325 000   |  |  |
|       |                     | ·               |                          |                | 14 586           | ORDS            | 0-01                               | 15-49                       | 226083  |  |  |
|       |                     |                 |                          |                | 118414           | 2aro            | 0-01                               | 12-49                       | 1480175   |  |  |
| Total | -                   |                 | Total                    | R              | Total 153000     |                 |                                    | Total                       | R2 031 25   |  |  |

6. (a) Shares allotted otherwise than for cash:

|       |                  | No              | par value                |                             | Par value           |                 |                                    |                             |   |
|-------|------------------|-----------------|--------------------------|-----------------------------|---------------------|-----------------|------------------------------------|-----------------------------|---|
|       | Number of shares | Class of shares | Issue price<br>per share | Deemed<br>stated<br>capital | Number of<br>shares | Class of shares | Nominal<br>amount of<br>each share | Premium<br>on each<br>share | Total amount<br>of capital<br>deemed to<br>be paid-up |
|       |                  |                 |                          | R                           |                     |                 |                                    | R                           | R   |
|       |                  |                 |                          |                             |                     |                 |                                    |                             |   |
|       |                  |                 |                          |                             |                     |                 |                                    |                             |   |
|       |                  |                 |                          | 1                           |                     |                 |                                    |                             |   |
| Total |                  |                 | Total                    | R                           | Total               |                 |                                    | Total                       | R   |

(b) The consideration for which the shares have been allotted is as follows\*

\*A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.

c. The names and addresses of the allottees:

| Name of allottee | Address of allottee | Number of shares | Description of shares allotted |
|------------------|---------------------|------------------|--------------------------------|
| PE RAS           | ) P.O.BOX           | 20 000           | ) PAR VALUÉ                    |
| A MOL            | 82291               | 14 586           | PRDINARY                       |
| RHEMP            | SOUTHPALE           | 60 986           |                                |
| EEWWEDER         | 7135                | C2 11.78         |                                |

|             |                                       |                  | No par value                                   |                   | ,                   |   | Par vai                               | lue                         |                                       |  |
|-------------|---------------------------------------|------------------|--|-------------------|---------------------|---|---------------------------------------|-----------------------------|---------------------------------------|--|
|             | Number<br>of shares                   | Class of shares  | Issue<br>price per<br>share                    | Stated<br>capital | Number<br>of shares | Class of shares                               | Nominal<br>amount<br>of each<br>share | Premium<br>on each<br>share | Total<br>premium<br>account           | Total amount<br>of paid-up<br>capital,<br>excluding<br>premium |
|             |                                       |                  | R  | Ŕ                 |                     |   | R                                     | R                           | R                                     | R  |
|             |                                       |                  |  |                   | 44 121 484          | 0,805   | 0-01                                  | _                           | *                                     | 441214-8   |
|             |                                       |                  |  |                   | 20 000<br>14 586    | ORDS<br>ORDS                                  | 0-01                                  | 16-24                       | **                                    | 200-0  |
|             |                                       |                  |  |                   | 118 414             | ORDS  | 0-01                                  | 12-49                       | ****                                  | 145-86   |
| Total       |                                       |                  | Total  | В                 | Total 44 274 484    |   |                                       | Total                       | * * * * * * * * * * * * * * * * * * * | 442744   |
|             | 9 237 2                               | 255-12           | <u>,                                      </u> |                   |                     | 4789  | 90-86                                 |                             | ·                                     | 11 7 - 1   |
| <u>≠</u>    | _                                     | 800 - ec         |  |                   | ***** 30            | 01 266  | 983-1                                 | 2                           |                                       |  |
| 火<br>Summar | 225<br>y of total iss                 | 937-16           | }<br>}as at the o                              | late of thi       |                     |   |                                       |                             |                                       |  |
| Summar      | y or total iss                        | ией сарпа        | i as at the t                                  | iate of tin       | s return.           |   |                                       |                             | 11112 7                               | - 11LL -Q11  |
| Amount      | of issued pa                          | id-up capi       | tal  |                   |                     | <del></del>                                   |                                       | R                           | 4447                                  | - 44 - 84  |
| State cap   | oital                                 |                  |  |                   |                     |   | <del></del>                           | R                           |                                       |  |
| Premium     | account                               | (                | <u>see c</u>                                   | maly              | ais below)          | · .   |                                       | R                           | 301258                                | 063-92   |
|             |                                       |                  | -  | Ų                 | _                   |   |                                       |                             |                                       |  |
| Total iss   | ued capital_                          |                  |  |                   |                     |   |                                       | R                           | 301 700                               | 808 - 76   |
| Total iss   | ued capital_                          | <del></del>      |  |                   | Certified           | correct                                       |                                       | R                           | 301 700                               | 808-76   |
| Total iss   |                                       | ~ ,              |  |                   | Certified           | correct.                                      | 1                                     | R                           | 301.700                               | 808 76   |
| Total iss   |                                       | ebny             | XIY 20   | 03                | CertifiedSignature  | <u>,                                     </u> | end                                   | Men                         | 301 700<br>ddan                       | 808 -76  |
| Date        | 10 F                                  |                  | Ü  |                   | Signature           | <u>,                                     </u> | end<br>rector/Mar                     | Men                         | 301 700<br>ddan<br>etary              | 808-76   |
| Date        | 10 F                                  |                  | Ü  |                   | Signature           | <u>,                                     </u> | lmd<br>rector/Mar                     | Men                         | 301 700<br>ddan<br><sub>etary</sub>   | 808 -76  |
| Date        | 10 F                                  |                  | Ü  |                   | Signature           | . <u>Di</u>                                   | R                                     | Here<br>rager/Secre         | ddan<br>etary                         |  |
| Date        | 10 F                                  |                  | Ü  |                   | Signature           | . <u>Di</u>                                   | R                                     | Men                         | ddan<br>etary                         |  |
| DateRubbers | 10 F<br>stamp of con<br>valys<br>lung |                  | Ü  |                   | Signature           | . <u>Di</u>                                   | R                                     | Here<br>rager/Secre         | ddan<br>etary                         |  |
| DateRubbers | 10 F<br>stamp of con<br>valys<br>lung | is of s<br>Belan | Ü  |                   | Signature           | . <u>Di</u>                                   | R                                     | Here<br>rager/Secre         | ddan<br>etary                         |  |

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Exhibit 4

## **RANDG%LD**

JOHANNESBURG 2025
PO BOX 82291
SOUTHDALE 2135
SOUTH AFRICA
DOCEX 632: JOHANNESBURG
TELEPHONE (2711) 837-0706
FAX (2711) 837-1068

January 28, 2003

The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa
One Exchange Square
Gwen Lane, Sandown
SANDTON

Dear Sir

## APPLICATION FOR THE LISTING OF 17,972 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 17,972 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

No. of Shares

Issue Price (c.p.s.)
R12.50

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

1. The full name of the company is: Randgold & Exploration Company Limited

2. The registered office is: 5 Press Avenue

Selby, Johannesburg, 2001

3. The transfer secretaries are: Computershare Services Limited

70 Marshall Street, 2001 Johannesburg

4. The share capital of the company prior to the matter detailed in the introduction was:

 Authorised:
 75 000 000
 shares of 1(one) cent each:
 R750 000

 Issued:
 44 274 484
 shares of 1(one) cent each:
 R442 745

 Unissued:
 30 725 192
 shares of 1(one) cent each:
 R307 252

2 / .....

RGE\SOS\030128~17972 EEWW LVD

### RANDG LD

The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa

| 28 | January | 2003 |
|----|---------|------|
|    |         |      |

| 5. | The company's issued ordinary share capital after the issue of the 17,972 ordinary |
|----|--|
|    | shares, which are the subject of this application, will be:                        |

44 292 456

ordinary shares of 1 (one) cent each:

R442 925

The unissued ordinary share capital will decrease to:

30 707 220

ordinary shares of 1 (one) cent each:

R307 072

- 6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
- 7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
- 8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
- 9. The new shares will be allocated and issued on 30 January 2003.
- 10. The listing fee of R827.64 attached hereto.

SIGNED at JOHANNESBURG on 28 January 2003.

Director/legal manager

Lend Haaden Company Secretary

SPONSOR

# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

### RESOLUTION OF DIRECTORS PASSED AT JOHANNESBURG ON 28 FEBRUARY 2002

EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")

#### **RESOLVED THAT-**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

Daniel Hadden

D J HADDON

**Group Company Secretary** 



One Exchange Square, Gwen Lane, Sandown. Private Bag X991174, Sandton, 2146, South Africa. Telephone: (2711) 520 7000 Web: www.jse.co.za

29 January 2003 REF: NM/jvdm/8146

The Company Secretary
Randgold & Exploration Company Limited
P O Box 82291
SOUTHDALE
2135

Dear Sir

#### **ADDITIONAL SHARES: SHARE OPTION SCHEME**

Your application for listing dated 28 January 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 30 January 2003 in respect of 17 972 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R442 924-56 divided into 44 292 456 ordinary shares of 1 cent each.

Thank you for payment of R827-64 in respect of the listing fee received.

Yours faithfully

D.M. DOEL : GENERAL MANAGER

**LISTINGS DIVISION** 

cc. HSBC Investment Services (Africa) (Pty) Limited

Attention: Simone Jones

### REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

Form CM 15

### Return of allotment of shares

[Section 93 (3)]

|                 |                     | 199             | Registration No. of Co | ompany<br>O     |                              |                    |
|-----------------|---------------------|-----------------|------------------------|-----------------|------------------------------|--------------------|
| Name of comp    | any RANDG           | COLD & EX       | PLORATION (            | COMPANY L       | IMITED                       |                    |
| 1. Date of allo | tment of shares     | 30 JANUY        | wy 2003                |                 |                              |                    |
| 2. Authorised   | capital of compar   | 17:             |                        |                 |                              |                    |
|                 | No pai              | value           |                        | Pa              | value                        |                    |
|                 | Number of<br>shares | Class of shares | Number of shares       | Class of shares | Nominal amount of each share | Authorised capital |
|                 |                     |                 |                        |                 | R                            | R                  |
|                 |                     |                 | 75000 000              | ORDINAM         | 0-01                         | 8750 000           |

Total 75 000 000

3. Shares subscribed for in memorandum of association:

|       | . No par         | r value            | Par value        |                 |                              |                         |  |  |  |
|-------|------------------|--------------------|------------------|-----------------|------------------------------|-------------------------|--|--|--|
|       | Number of shares | Class of<br>shares | Number of shares | Class of shares | Nominal amount of each share | Total amount<br>paid-up |  |  |  |
|       |                  |                    |                  |                 | R                            | R                       |  |  |  |
|       |                  |                    |                  |                 |                              |                         |  |  |  |
|       |                  |                    |                  |                 |                              |                         |  |  |  |
| Fotal |                  | Total              |                  |                 | Total                        | R                       |  |  |  |

| To be completed by company.   |  |
|---|--|
| Acknowledgment of receipt of return of allotments, dated O FESKUARY 2003            | Date of receipt by<br>Registrar of Companies   |
| Name of company KANDGOLD JEXPLORATION COMPANY KIMITED                               |  |
| Name of company RANDGOLD JEXPLORATION COMPANY LIMITED  40 COMPANY SECRETARY (17972) |  |
| Postal address Y.O. BOX 82291   | Date stamp of companies<br>Registration Office |
| Southorie   |  |
| 2135  | Registrar of Companies                         |
|   | Registration companies                         |
|   |  |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

|       |                     |                 | No par value             |                   | ° ±<br>Par value    |                 |                              |                                  |  |
|-------|---------------------|-----------------|--------------------------|-------------------|---------------------|-----------------|------------------------------|----------------------------------|--|
|       | Number of<br>shares | Class of shares | Issue price<br>per share | Stated<br>Capital | Number of<br>shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |  |
|       |                     |                 |                          | R                 |                     |                 | R                            | R                                |  |
|       |                     |                 |                          |                   | 44 274 484          |                 |                              | 142744-84                        |  |
|       |                     |                 |                          |                   |                     |                 |                              |                                  |  |
| Total |                     |                 | Total                    | R .               | Total 44 274 484    |                 | Total                        | R 44274 480                      |  |

| Summerly of issued cupital prior to anotheric | •   |                          |
|---|-----|--------------------------|
| Amount of issued paid-up capital              |     | R442744 84               |
| Stated capital                                |     | R                        |
| Premium account                               | · ' | r <b>301 258 063 -92</b> |
| Total issued capital                          |     | R301 700 808 - 71        |
|   | •   |                          |

 $5.\ Shares\ comprising\ this\ allot ment:$ 

|       |                                       | N                  | lo par value             |                | Par value Par value |                 |                              |                             |   |  |
|-------|---------------------------------------|--------------------|--------------------------|----------------|---------------------|-----------------|------------------------------|-----------------------------|---|--|
|       | Number of<br>shares                   | Class of<br>shares | Issue price<br>per share | Stated capital | Number of shares    | Class of shares | Nominal amount of each share | Premium<br>on each<br>share | Total amount<br>of paid-up<br>capital and<br>premium,<br>if any |  |
|       |                                       | ·                  | R                        | Я              |                     |                 | R                            | R                           | R   |  |
|       |                                       |                    |                          |                | 17.972              | CRDS            | 0-01                         | 12-49                       | 224650  |  |
|       | · · · · · · · · · · · · · · · · · · · |                    |                          |                |                     |                 |                              |                             |   |  |
| Total |                                       |                    | Total                    | R              | Total 17 972        |                 |                              | Tota                        | 822465  |  |

6. (a) Shares allotted otherwise than for cash:

|       | No par value     |                 |                          |                             |       | Par value        |                    |                                    |                             |   |
|-------|------------------|-----------------|--------------------------|-----------------------------|-------|------------------|--------------------|------------------------------------|-----------------------------|---|
|       | Number of shares | Class of shares | lssue price<br>per share | Deemed<br>stated<br>capital |       | Number of shares | Class of<br>shares | Nominal<br>amount of<br>each share | Premium<br>on each<br>share | Total amount<br>of capital<br>deemed to<br>be paid-up |
|       |                  |                 |                          | R                           |       |                  |                    |                                    | R .                         | R   |
|       |                  |                 |                          |                             |       |                  |                    |                                    |                             |   |
|       |                  | -               |                          |                             |       |                  |                    |                                    |                             |   |
|       |                  | 4               |                          |                             |       |                  |                    | 80                                 |                             |   |
| Total |                  |                 | Total                    | R                           | Total |                  |                    |                                    | Total                       | R   |

<sup>(</sup>b) The consideration for which the shares have been allotted is as follows\*

c. The names and addresses of the allottees:

| Name of allottee | Address of allottee | Number of shares | Description of shares allotted |  |  |  |
|------------------|---------------------|------------------|--------------------------------|--|--|--|
| L VAN DREAU      | P.O. BOX 82291      | 14700            | / PAR VALUE                    |  |  |  |
| EEW WEDER        | SOUTHDALE 2135      | 3272             | ORDINARY.                      |  |  |  |
|                  | J                   |                  |                                |  |  |  |

A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

7. Issued capital at date of this return: Par value No par value Total amount Nominal of paid-up amount capital, Issue Total of each Number Class of price per Stated Number Class of on each premium excluding capital share of shares shares share of shares shares share premium account R R Ŕ R R ORDS 44274484 0-01 ¥ 442744-84 \*\* 17972 ORDS 179-72 0-07 12-47 \*\* Total 44292456 442924-56 Total R \* 301 258 063-92 タンサイトの-28 サ30 | US2 534 - 70 Summary of total issued capital as at the date of this return: Amount of issued paid-up capital. State capital\_ (see andlysis below R301481246-55 R301924171-11 Total issued capital. Certified correct Signature Director/Manager/Secretary analysis of Share Premium Account Opening Bolonce R 301 258 063-92 Premium on Allohment 224 470-28 Some Duty Allotmud Duty 223182-63

301 481 246-55

38

Exhibit 5

•

### RANDGSLD

5 PRESS AVENUE, SELBY
JOHANNESBURG 2025
PO BOX 82291
SOUTHDALE 2135
SOUTH AFRICA
GOCEX 632: JOHANNESBURG
TELEPHONE (2711) 837-0706
FAX (2711) 837-1068

February 18, 2003

The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa
One Exchange Square
Gwen Lane, Sandown
SANDTON

Dear Sir

## APPLICATION FOR THE LISTING OF 1,645 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 1,645 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

| No. | of Shares |
|-----|-----------|
|     | 1.645     |

Issue Price (c.p.s.)
R12.50

The shares are to be listed in terms of the Randgold (1993) Share Option Scheme. The shares should be listed under the "Mining Holding" section of the lists under the abbreviated name "Randgold". In support of our application we submit the following information:

1. The full name of the company is:

Randgold & Exploration Company Limited

2. The registered office is:

5 Press Avenue

Selby

Johannesburg, 2092

3. The transfer secretaries are:

Computershare Services Limited

70 Marshall Street 2001 Johannesburg

4. The share capital of the company prior to the matter detailed in the introduction was:

 Authorised:
 75 000 000
 shares of 1(one) cent each:
 R750 000

 Issued:
 44 292 456
 shares of 1(one) cent each:
 R442 925

 Unissued:
 30 707 220
 shares of 1(one) cent each:
 R307 072

2 / .....

RGE\SOS\030218~1645 JB

The Director Listing & Equity Markets Division JSE Securities Exchange South Africa

| 10 | T 1      |       |
|----|----------|-------|
| 18 | February | 200.3 |

| 5. • | The company's issued ordinary share capital after the issue of the 1,645 ordinary shares, |
|------|---|
|      | which are the subject of this application, will be:                                       |

44 294 101

ordinary shares of 1 (one) cent each:

R442 941

The unissued ordinary share capital will decrease to:

30 705 575

ordinary shares of 1 (one) cent each:

R307 055

- 6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.
- 7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.
- 8. The directors have authorised this application in terms of a resolution dated 28 February 2002, a copy of which is attached.
- 9. The new shares will be allocated and issued on 20 February 2003.
- 10. The listing fee of R827.64 attached hereto.

SIGNED at JOHANNESBURG on 18 February 2003

DIRECTOR/LEGAL MANAGER

\_COMPANY SECRETARY

SPONSOR

# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

## RESOLUTION OF DIRECTORS PASSED AT JOHANNESBURG ON 28 FEBRUARY 2002

EXERCISE OF OPTIONS TO ACQUIRE ORDINARY SHARES
IN THE SHARE CAPITAL OF THE COMPANY IN TERMS OF THE
RANDGOLD (1993) SHARE OPTION SCHEME ("THE SCHEME")

**RESOLVED THAT-**

Any one director or the Company's legal manager and the secretary be and they are hereby authorised to allot and issue ordinary shares in the capital of the company to participants in Randgold (1993) Share Option Scheme, in terms of that scheme, and to make application to the JSE Securities Exchange South Africa for the listing of the newly allotted shares, and to sign all documents necessary to give effect to this resolution.

Certified a true copy

D J HADDON

**Group Company Secretary** 



One Exchange Square, Gwen Lane, Sandown. Private Bag X991174, Sandton, 2146, South Africa. Telephone: (2711) 520 7000 Web: www.jse.co.za

19 February 2003 REF: NM/mr/8262

The Company Secretary
Randgold & Exploration Company Limited
P O Box 82291
SOUTHDALE
2135

Dear Sir

#### **ADDITIONAL SHARES: SHARE OPTION SCHEME**

Your application for listing dated 18 February 2003 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 20 February 2003 in respect of 1 645 ordinary shares of 1 cent each.

Our records reflect the authorised ordinary share capital of your company as R750 000-00 and will be amended to show the listed ordinary share capital as R442 941-01 divided into 44 294 101 ordinary shares of 1 cent each.

Thank you for payment of R827-64 in respect of the listing fee received.

Yours faithfully

D.M. DOEL: GENERAL MANAGER

**LISTINGS DIVISION** 

cc. HSBC Investment Services (Africa) (Pty) Limited

Attention : Doné Hattingh

## REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

Form CM 15

# Return of allotment of shares ||Section 93 (3)|

|              | . * * 1                                  | _ R                | egistration No. of co             | mpany              |                                 |                        |  |  |
|--------------|--|--------------------|-----------------------------------|--------------------|---------------------------------|------------------------|--|--|
|              | en e | 199                | egistration No. of co<br>2 005642 | 06                 |                                 |                        |  |  |
| lame of co   | mpany_RANDO                              | ZOLD & EX          | PLORATION                         | 1 COMPANY          | LIMITED                         |                        |  |  |
|              |  |                    |                                   |                    | , p.,                           |                        |  |  |
| . Date of a  | ,<br>llotment of shares <u> </u>         | 20 FEBR            | WARY 200                          | 3                  |                                 |                        |  |  |
| . Authoris   | ed capital of compan                     | y:                 |                                   |                    |                                 |                        |  |  |
|              | No par                                   | value              |                                   | Parv               | alue                            | т                      |  |  |
|              | Number of shares                         | Class of shares    | Number of shares                  | Class of shares    | Nominal amount of each share    | Authorised capital     |  |  |
|              |  |                    |                                   |                    | R                               | R                      |  |  |
|              | :  |                    | 75000000                          | ORDINARY           | 0-01                            | 750 000                |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
| otal         | я  | Total              | 75000 000                         |                    | Tota                            | R750 000               |  |  |
|              | • .                                      |                    |                                   |                    |                                 |                        |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
| . Shares s   | ubscribed for in mem                     | norandum of assoc  | ciation:                          |                    |                                 |                        |  |  |
|              | No par                                   | r value            |                                   | Par value          |                                 |                        |  |  |
|              | Number of<br>shares                      | Class of<br>shares | Number of<br>shares               | Class of<br>shares | Nominal amount<br>of each share | Total amount paid-up   |  |  |
|              |  |                    |                                   |                    | R                               | R                      |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
| otal         |  | Total              |                                   |                    | Tota                            | I R                    |  |  |
|              |  |                    | •                                 |                    |                                 |                        |  |  |
|              |  |                    |                                   | <i>y'</i>          |                                 |                        |  |  |
|              |  |                    |                                   | ; <b>,</b>         |                                 | ·                      |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
|              |  |                    |                                   |                    |                                 |                        |  |  |
|              | pleted by company.                       |                    |                                   |                    |                                 |                        |  |  |
| cknowled     | Igment of receipt of i                   | return of allotmen | ts, dated 26 Febr                 | uary 2003          | Date of r<br>Registrar of       | eceipt by<br>Companies |  |  |
| Name of co   | ompany RANDGOLL                          | 28 EXPLORAT        | TION COMPANY                      | LIMITED            |                                 |                        |  |  |
| <u> </u>     |  | SECRETARY          | ( 16'                             | LS)                | Date stamp                      | of companies           |  |  |
| ostal add    | ress <u>P.O.Box</u>                      |                    |                                   | <del></del>        | Registrat                       | ion Office             |  |  |
| <del> </del> | South                                    | ALE                |                                   |                    |                                 | <del></del>            |  |  |
|              | 2135                                     |                    |                                   |                    | Registrar o                     | f Companies            |  |  |

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

|       |                  |                 | No par value             |                   | Par value        |                 |                              |                                  |      |  |
|-------|------------------|-----------------|--------------------------|-------------------|------------------|-----------------|------------------------------|----------------------------------|------|--|
|       | Number of shares | Class of shares | Issue price<br>per share | Stated<br>Capital | Number of shares | Class of shares | Nominal amount of each share | Amount of issued paid-up capital |      |  |
|       |                  |                 |                          | R                 |                  |                 | R                            | R                                |      |  |
|       |                  |                 | ļ. <u></u>               |                   | 44292456         | ords            | 0-01                         | 442924                           | -56  |  |
|       |                  |                 |                          |                   |                  |                 |                              |                                  |      |  |
| Total |                  | _               | Total                    | R                 | Total 114292456  |                 | Total                        | 8442921                          | ı-56 |  |

| Summary of issued capital prior to allotment |  |                 |
|--|--|-----------------|
| Amount of issued paid-up capital             |  | RU42924-56      |
| Stated capital                               |  | R               |
| Premium account                              |  | 301 481 2146-55 |
| Total issued capital                         |  | R301924171-11   |
|  |  |                 |

5. Shares comprising this allotment:

| No par value |                  |                 |                          |                   | Par value |                  |                 |                              |                             |   |  |  |
|--------------|------------------|-----------------|--------------------------|-------------------|-----------|------------------|-----------------|------------------------------|-----------------------------|---|--|--|
|              | Number of shares | Class of shares | Issue price<br>per share | Stated<br>capital |           | Number of shares | Class of shares | Nominal amount of each share | Premium<br>on each<br>share | Total amount<br>of paid-up<br>capital and<br>premium,<br>if any |  |  |
|              |                  |                 | R                        | R                 |           |                  |                 | R                            | R                           | R   |  |  |
|              |                  |                 |                          |                   | T t       | 645              | ORDS            | 0-01                         | 12.49                       | 20562.5   |  |  |
|              |                  |                 |                          |                   |           |                  |                 |                              |                             |   |  |  |
|              |                  |                 |                          |                   |           |                  |                 |                              |                             |   |  |  |
| Total        |                  |                 | Total                    | R .               | Total     | 1645             |                 |                              | Total                       | R 2056Z-  |  |  |

6. (a) Shares allotted otherwise than for cash:

|       |                  | No                | par value                |                             | Par value          |     |                    |                                    |                             |   |  |
|-------|------------------|-------------------|--------------------------|-----------------------------|--------------------|-----|--------------------|------------------------------------|-----------------------------|---|--|
|       | Number of shares | Class of shares . | lssue price<br>per share | Deemed<br>stated<br>capital | Number o<br>shares | محق | Class of<br>shares | Nominal<br>amount of<br>each share | Premium<br>on each<br>share | Total amount<br>of capital<br>deemed to<br>be paid-up |  |
|       |                  |                   |                          | R                           |                    |     |                    |                                    | · R                         | R   |  |
|       |                  |                   |                          |                             |                    |     |                    | -                                  |                             |   |  |
|       |                  |                   |                          |                             |                    |     |                    |                                    |                             |   |  |
|       |                  |                   |                          |                             |                    |     |                    |                                    |                             |   |  |
| Total |                  |                   | Total                    | R                           | Total              |     |                    |                                    | Total                       | R   |  |

<sup>(</sup>b) The consideration for which the shares have been allotted is as follows\*

c. The names and addresses of the allottees:

| Name of allottee | Address of allottee | Number of shares | Description of shares allotted |
|------------------|---------------------|------------------|--------------------------------|
| Jole V BERRY     | P.O.BOX 82291       | 1645             | PAR VALUE ORDINARY             |
|                  | SOUTHDALE 2135      |                  |                                |
|                  |                     |                  |                                |

<sup>\*</sup>A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

|                      |                     | 1                  | No par value                |                |                       |                    | Par va                                | lue                         |                             |  |
|----------------------|---------------------|--------------------|-----------------------------|----------------|-----------------------|--------------------|---------------------------------------|-----------------------------|-----------------------------|--|
|                      | Number<br>of shares | Class of<br>shares | Issue<br>price per<br>share | Stated capital | Number<br>of shares   | Class of<br>shares | Nominal<br>amount<br>of each<br>share | Premium<br>on each<br>share | Total<br>premium<br>account | Total amount<br>of paid-up<br>capital,<br>excluding<br>premium |
|                      |                     |                    | ,R                          | Ŕ              |                       |                    | R                                     | R                           | R                           | R  |
|                      |                     |                    |                             |                | 44 292 456            | ORDS               | 0-01                                  | _                           | *                           | 442924-5   |
|                      |                     |                    |                             |                | 1645                  | ORDS               | 0-61                                  | 12-49                       | **                          | 16-45  |
| Total                |                     |                    | Total                       | R              | Total 44 294 101      |                    |                                       | Total                       | ***                         | 44 2941-0  |
| State cap<br>Premium | of issued pa        |                    |                             | malys          | sis bulow)  Certified | correct            |                                       | R                           | 301 501                     | 015-15<br>3956-16  |
|                      | 26 Fe               |                    | ~                           |                | Signature             | . <u>Di</u>        | and<br>rector/Mar                     | pager/Secr                  | ladda<br>etary              | ^  |
| Anal<br>Oper         | ysis g              | Show               | e Prem<br>e                 | ium            | Account               |                    | R<br>301 4                            | <b>E</b> J 24               | . <sub>6</sub> -5           | 5  |
| Prem                 | ium 9               | in Al              | lotinei                     | J              | 20 546-1              | <b>\$</b> 5        |                                       |                             |                             |  |
|                      | re Du<br>vemba      |                    | lq                          |                | (726-<br>(51-         |                    | ······                                | 19 7                        | 68-6                        | 0  |
|                      |                     |                    | •                           |                |                       |                    | <b>^</b>                              | 5010                        |                             |  |