



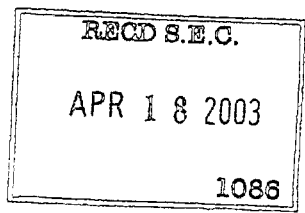
Total # of pages: 53  
Total # of Exhibits: 6  
Exhibit Index: p 2-3

OMB APPROVAL
OMB Number: 3235-0116
Expires: August 31, 2005
Estimated average burden hours per response: 6.00

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

Report of Foreign Private Issuer

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



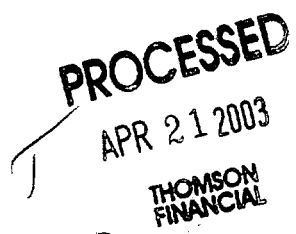
RE  
4-103

For the month of April 2003

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)



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  Form 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):

**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 ..... No

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 Form 6-K Filing for the month of April 2003, and incorporated by reference herein, are:

2

Page

Exhibit No.

Description

1. (i) the Registrant's application to the JSE, dated March 10, 2003, relating to the listing of 56,200 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 11, 2003 relating to the listing of 56,200 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 43,355 ordinary shares.
2. (i) the Registrant's application to the JSE, dated March 18, 2003, relating to the listing of 25,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 18, 2003 relating to the listing of 25,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 25,000 ordinary shares.
3. (i) the Registrant's application to the JSE, dated March 19, 2003, relating to the listing of 35,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 20, 2003 relating to the listing of 35,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 35,000 ordinary shares.
4. (i) the Registrant's application to the JSE, dated March 20, 2003, relating to the listing of 37,970 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 25, 2003 relating to the listing of 37,970 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 37,970 ordinary shares.
5. (i) the Registrant's application to the JSE, dated March 25, 2003, relating to the listing of 330 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 26, 2003 relating to the listing of 330 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 330 ordinary shares.

6

14

23

31

39

6. (i) the Registrant's application to the JSE, dated March 28, 2003, relating to the listing of 20,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 31, 2003 relating to the listing of 20,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 20,000 ordinary shares.

47<sup>3</sup>

SIGNATURES 4

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

By:

David J. Haddon  
David J. Haddon  
Group Company Secretary

Dated: April 16, 2003

5

Exhibit 1



5 PRESS AVENUE SELBY  
 JOHANNESBURG 2092  
 PO BOX 82291  
 SOUTHDALE 2135  
 SOUTH AFRICA  
 DOCEX 632 JOHANNESBURG  
 TELEPHONE +27 (11) 309-6000  
 FAX +27 (11) 837-2196  
 www.randgold.co.za

6

March 10, 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 56,200 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 56,200 new ordinary shares of 1 (one) cent each.  
 The allotment price per share is as follows:

<u>No. of Shares</u>	<u>Issue Price (c.p.s.)</u>
56,200	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:	44 378 274	shares of 1(one) cent each:	R443 782
Unissued:	30 621 402	shares of 1(one) cent each:	R306 214

2 / .....

RGENS030310-56200 DA

# RANDG LD

7

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

10 March 2003

---

5. The company's issued ordinary share capital after the issue of the 56 200 ordinary shares, which are the subject of this application, will be:

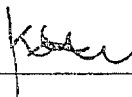
44 434 474 ordinary shares of 1 (one) cent each: R444 344

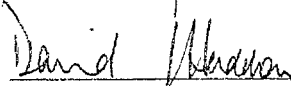
The unissued ordinary share capital will decrease to:

30 565 202 ordinary shares of 1 (one) cent each: R305 652

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 12 March 2003.
10. The listing fee of R4 378.97 attached hereto.

SIGNED at JOHANNESBURG on 10 March 2003

  
\_\_\_\_\_  
DIRECTOR/LEGAL MANAGER

  
\_\_\_\_\_  
COMPANY SECRETARY

\_\_\_\_\_  
SPONSOR

**RANDG LD**

8

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

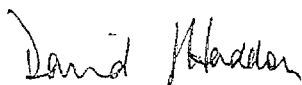
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

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



27/03/03 15:26 +27 11 51000000  
27 MAR 2003 16:27 11 51000000

10.400

9



SECURITIES EXCHANGE  
SOUTH AFRICA

One Exchange Square,  
Gwelo Lane, Sandown,  
Private Bag X891174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

11 March 2003  
REF: BN/mr/8405

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 10 March 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, 12 March 2003 in respect of 56 200 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 R444 344.74 divided into 44 434 474 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: Doné Mattingh

10

**Return of allotment of shares**

[Section 93 (3)]

Registration No. of company  
**1992/005642/06**

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 12 MARCH 2003

2. Authorised capital of company:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
				R	R
		75 000 000	ORDINARY	0-001	750 000
Total	Total	75 000 000		Total R	750 000

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
				R	R
Total	Total			Total R	

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 27 MARCH 2003

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

C/O COMPANY SECRETARY (56200)

Postal address P.O. Box 82291

SOUTHDALE

2135

Date of receipt by  
Registrar of Companies

Date stamp of companies  
Registration Office

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	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
			R			R	R
				44 378 274	ORDS	0-01	443 782-74
Total		Total	R	Total 44 378 274		Total	R 443 782-74

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 443 782-74  
 Stated capital R -  
 Premium account R 302 544 412-42  
 Total issued capital R 302 988 195-16

5. Shares comprising this allotment:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of paid-up capital and premium, if any
		R	R			R	R	R
				56 200	ORDS	0-01	12-49	702 500
Total		Total	R	Total 702 500		Total	Total	R 702 500

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

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of capital deemed to be paid-up
			R				R	R
Total		Total	R	Total		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
D ASHWORTH	P.O. Box 82291 SOUTHDALE 2115	56 200	PAR VALUE ORDINARY

7. Issued capital at date of this return:

No par value				Par value					
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	Total amount of paid-up capital, excluding premium
		R	R			R	R	R	R
				44 378 274	ORDS	0-01	-	*	443 782-74
				56 200	ORDS	0-01	12-49	**	562
Total		Total R		Total 44 434 474			Total	**	644 344-74

\* 302 544 412-42  
 \* 701 938 -00  
 \* 303 246 350-02

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital \_\_\_\_\_ R 444 344-74  
 State capital \_\_\_\_\_ R -  
 Premium account (see analysis below) \_\_\_\_\_ R 303 240 753-17  
 Total issued capital \_\_\_\_\_ R 303 685 097-91

Certified correct.

Date 27 March 2003

Signature

David Hadden

Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
 Opening Balance

R  
 302 544 412-42

Premium on Allotment  
 Less:

701 938

Share Duty  
 Allotment Duty

(~~3841-00~~  
 7578)  
 (1756-25)

696 340-75

303 240 753-17

David Hadden

13

Exhibit 2

14

March 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 25 000 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 25 000 new ordinary shares of 1 (one) cent each.  
The allotment price per share is as follows:

<u>No. of Shares</u>	<u>Issue Price (c.p.s.)</u>
25 000	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:	44 434 474	shares of 1(one) cent each:	R444 344
Unissued:	30 565 202	shares of 1(one) cent each:	R305 652

2 / .....

RGE/SOS/030318-25000 DA

# RANDG LD

15

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

18 March 2003

---

5. The company's issued ordinary share capital after the issue of the 25 000 ordinary shares, which are the subject of this application, will be:


44 459 474 ordinary shares of 1 (one) cent each: R444 594

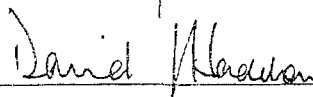
The unissued ordinary share capital will decrease to:

30 540 202 ordinary shares of 1 (one) cent each: R305 402

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 March 2003.
10. The listing fee of R827.64 attached hereto.

SIGNED at JOHANNESBURG on 18 March 2003

  
\_\_\_\_\_  
DIRECTOR/LEGAL MANAGER

  
\_\_\_\_\_  
COMPANY SECRETARY

\_\_\_\_\_  
SPONSOR

**RANDGOLD**

16

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

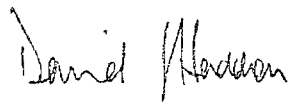
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

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.

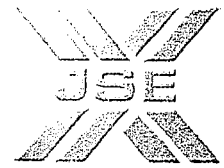
Certified a true copy



-----  
**D J HADDON**  
Group Company Secretary



17



SECURITIES EXCHANGE  
SOUTH AFRICA

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

18 March 2003  
REF: NM/jvdm/8458

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 March 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 March 2003 in respect of 25 000 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 R444 594-74 divided into 444 459 474 ordinary shares of 1 cent each.

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

Yours faithfully

A handwritten signature in cursive script, appearing to read 'D.M. Doel'.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

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



One Exchange Square,  
Gwen Lane, Sandown,  
Private Bag X891174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

18 March 2003  
REF: NM/jvdm/B458

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 March 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 March 2003 in respect of 25 000 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 R444 594-74 divided into 444 459 474 ordinary shares of 1 cent each.

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

Yours faithfully

A handwritten signature in cursive script, appearing to read 'D.M. Doel', is written over a horizontal line.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

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

19

## Return of allotment of shares

(Section 93 (3))

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 20 MARCH 2003

2. Authorised capital of company:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
				R	R
		75 000 000	ORDINARY	0-01	750 000
Total	Total	75 000 000		Total R	750 000

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
				R	R
Total	Total			Total R	R

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 27 MARCH 2003

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

CO COMPANY SECRETARY (25 000)

Postal address P.O. Box 82291

SOUTHDALE

2135

Date of receipt by  
Registrar of Companies

Date stamp of companies  
Registration Office

Registrar of Companies

20

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 per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
			R			R	R
				444 344 474	ORDS	0-01	444 344-74
Total		Total	R	Total 444 344 474		Total	R 444 344-74

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 444 344-74

Stated capital R -

Premium account R 303 240 753-17

Total issued capital R 303 685 097-91

5. Shares comprising this allotment:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of paid-up capital and premium, if any
		R	R			R	R	R
				25000	ORDS	12.01	12.49	312 500
Total		Total	R	Total 25000		Total	Total	R 312 500

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

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of capital deemed to be paid-up
			R				R	R
Total		Total	R	Total		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
D ASHWORTH	P.O. Box 82291 SOUTHDALE 2135	25000	PAR VALUE ORDINARY

7. Issued capital at date of this return:

No par value				Par value					Total amount of paid-up capital, excluding premium
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	
		R	R			R	R	R	
				44 434 474	ORDS	0-01	-	*	44 434 474
				25 000	ORDS	0-01	12-49	**	250
Total		Total R		Total 44 459 474		Total		***	44 459 474

303 240 753-17  
 312 250-00  
 303 553 003-17

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital	R	44 459 474
State capital	R	-
Premium account	R	303 551 495-92
Total issued capital	R	303 996 090-66

Certified correct.

Date 27 March 2003

Signature

*David Haddon*

Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
Opening Balance

R  
303 240 753-17

Premium on Allotment less

basic Duty ( 726-00)  
 Allotment Duty ( 781-25)

310 742-75  
303 551 495-92

22

Exhibit 3

March 19, 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 35 000 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 35 000 new ordinary shares of 1 (one) cent each.  
The allotment price per share is as follows:

<u>No. of Shares</u>	<u>Issue Price (c.p.s.)</u>
30 000	R12.00
5 000	R11.15

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:	44 459 474	shares of 1(one) cent each:	R444 594
Unissued:	30 540 202	shares of 1(one) cent each:	R305 402

2 / .....

RGENS030319-25000 DA

# RANDGOLD

24

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

19 March 2003

---

5. The company's issued ordinary share capital after the issue of the 35 000 ordinary shares, which are the subject of this application, will be:

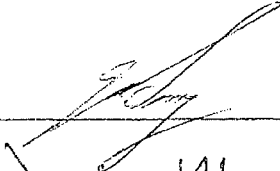
44 494 474 ordinary shares of 1 (one) cent each: R444 944

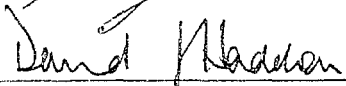
The unissued ordinary share capital will decrease to:

30 505 202 ordinary shares of 1 (one) cent each: R305 052

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 21 March 2003.
10. The listing fee of R827.64 attached hereto.

SIGNED at JOHANNESBURG on 19 March 2003

  
\_\_\_\_\_  
DIRECTOR/LEGAL MANAGER

  
\_\_\_\_\_  
COMPANY SECRETARY

\_\_\_\_\_  
SPONSOR



RANDGOLD

25

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

26



SECURITIES EXCHANGE  
SOUTH AFRICA

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

20 March 2003  
REF: NM/jvdm/8476

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 19 March 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 Monday, 24 March 2003 in respect of 35 000 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 R444 944-74 divided into 44 494 474 ordinary shares of 1 cent each.

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

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', is written over a faint, larger version of the signature.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

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

21

**Return of allotment of shares**

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 24 MARCH 2003

2. Authorised capital of company:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
				R	R
		75 000 000	ORDINARY	0 - 01	750 000
Total	Total	75 000 000		Total	R 750 000

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
				R	R
Total	Total			Total	R

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 27 MARCH 2003  
 Name of company RANDGOLD & EXPLORATION COMPANY LIMITED  
410 COMPANY SECRETARY (35000)  
 Postal address P.O. BOX 82291  
SOUTHDALE  
2135

Date of receipt by Registrar of Companies
Date stamp of companies Registration Office
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	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
			R			R	R
				44 459 474	ORDS	0-01	444 594-74
Total		Total	R	Total 44 459 474		Total	R 444 594-74

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 444 594-74  
 Stated capital R -  
 Premium account R 303 551 495-92  
 Total issued capital R 303 996 090-66

5. Shares comprising this allotment:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of paid-up capital and premium, if any
		R	R			R	R	R
				30 000	ORDS	0-01	11-99	360 000
				5 000	ORDS	0-01	11-14	55 750
Total		Total	R	Total 35 000			Total	R 415 750

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

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of capital deemed to be paid-up
			R				R	R
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
RAKKEBLE	Po Box 82291	30 000	} PAR VALUE ORDINARY
GPS WATTLEWORTH	SOUTHDALE 2125	5 000	

29

7. Issued capital at date of this return:

No par value				Par value					
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	Total amount of paid-up capital, excluding premium
		R	R			R	R	R	R
				44 459 474	ORDS	0-01	-	*	44 459 474
				30 000	ORDS	0-01	11-99	**	300
				5 000	ORDS	0-01	11-14	***	50
Total		Total R		Total				Total R	
				44 494 474				***	44 494 474

303 551 495-92      303 966 895-92  
 359 700-00  
 55 700-00

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 444 944-74  
 State capital R -  
 Premium account see analysis below R 303 965 093-02  
 Total issued capital R 304 410 037-76

Certified correct.

Date 27 March 2003

Signature

David Madson  
Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
Opening Balance

R  
303 551 495-92

Premium on Allotment Loss 415 400

Issue Duty (726-00)  
Allotment Duty (1076-90)

413 597-10

303 965 093-02

30

Exhibit 4



5 PRESS AVENUE SELBY  
 JOHANNESBURG 2092  
 PO BOX 8229 I  
 SOUTHDALE 2135  
 SOUTH AFRICA  
 DOCEX 632 JOHANNESBURG  
 TELEPHONE +27 (11) 309-6000  
 FAX +27 (11) 817-2396  
 www.randgold.co.za

31

March 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 37 970 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 37 970 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

<u>No. of Shares</u>	<u>Issue Price (c.p.s.)</u>
33 300	R15.50
4 670	R11.15

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:

- The full name of the company is: Randgold & Exploration Company Limited
- The registered office is: 5 Press Avenue  
Selby  
Johannesburg, 2092
- The transfer secretaries are: Computershare Services Limited  
70 Marshall Street  
2001 Johannesburg
- 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:	44 494 474	shares of 1(one) cent each:	R444 944
Unissued:	30 505 202	shares of 1(one) cent each:	R305 052

2 / .....

RGE/SOS030320-37970 JCD GS

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

20 March 2003

---

5. The company's issued ordinary share capital after the issue of the 37 970 ordinary shares, which are the subject of this application, will be:

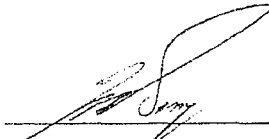
44 532 444 ordinary shares of 1 (one) cent each: R445 324

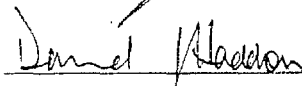
The unissued ordinary share capital will decrease to:

30 467 232 ordinary shares of 1 (one) cent each: R304 672

- 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 25 March 2003.
- 10. The listing fee of R4 378.97 is attached hereto.

SIGNED at JOHANNESBURG on 20 March 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

*Daniel Haddon*

-----  
**D J HADDON**  
Group Company Secretary

25. MAR. 2003 15:00

+27 11 5208596  
JSE LISTINGS

NO. 410 P. 1/1

34



SECURITIES EXCHANGE  
SOUTH AFRICA

One Exchange Square,  
Gwen Lane, Sandown,  
Private Bag X581174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

25 March 2003  
REF: NM/jvdm/8482

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 March 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, 26 March 2003 in respect of 37 970 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 R445 324-44 divided into 44 532 444 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 : Doné Hattingh

35

**Return of allotment of shares**

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 26 MARCH 2003

2. Authorised capital of company:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
				R	R
		<u>75 000 000</u>	<u>ORDINARY</u>	<u>0-01</u>	<u>750 000</u>
Total	Total	<u>75 000 000</u>		Total	<u>R 750 000</u>

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
				R	R
Total	Total			Total	R

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 28 MARCH 2003

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

C/O COMPANY SECRETARY (37970)

Postal address P.O. Box 82291

SOUTHDALE

2135

Date of receipt by Registrar of Companies
Date stamp of companies Registration Office
Registrar of Companies

36

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 per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
			R			R	R
				44 494 474	ORDS	0-01	444 944-74
Total		Total	R	Total 44 494 474		Total	R 444 944-74

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 444 944-74  
 Stated capital R -  
 Premium account R 303 965 093-02  
 Total issued capital R 804 410 037-76

5. Shares comprising this allotment:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of paid-up capital and premium, if any
		R	R			R	R	R
				4670	ORDS	0-01	11-14	52 070-50
				33300	ORDS	0-01	15-49	516 150-00
Total		Total	R	Total 37 970		Total	Total	R 568 220-50

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

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of capital deemed to be paid-up
			R				R	R
Total		Total	R	Total		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
GP SHUTTLEWORTH	P.O. Box 82291	4670	PAR VALUE
JC DONALD	SOUTHDALE 2135	33300	ORDINARY

7. Issued capital at date of this return:

No par value				Par value					Total amount of paid-up capital, excluding premium
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	
		R	R			R	R	R	R
				44 494 474	ORDS	0-01	-	*	444 944-74
				4 670	ORDS	0-01	11-14	**	46-70
				33 300	ORDS	0-01	15-49	***	333-00
Total		Total	R	Total			Total	R	445 324-44

\* 303 965 093-02      \*\*\* 304 532 933-82

52 023-80

\* 515 817-00

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital	R 445 324-44
State capital	R -
Premium account	R 304 527 663-22
Total issued capital	R 304 972 987-66

Certified correct.

Date

Signature

Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
Opening Balance

R  
303 965 093-02

Premium on Allotment 567 840-80

Less:

Share Duty  
Allotment Duty

( 3841-00 )  
( 1429-60 )

562 570-20

304 527 663-22

Exhibit 5



5 PRESS AVENUE SELBY  
 JOHANNESBURG 2092  
 PO BOX 82291  
 SOUTHDALE 2135  
 SOUTH AFRICA  
 DOCEX 632 JOHANNESBURG  
 TELEPHONE +27 (11) 309-6000  
 FAX +27 (11) 837-2396  
 www.randgold.co.za

39

March 25, 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 330 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 330 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

<u>No. of Shares</u>	<u>Issue Price (c.p.s.)</u>
330	R11.15

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:	44 532 444	shares of 1(one) cent each:	R444 324
Unissued:	30 467 232	shares of 1(one) cent each:	R304 672

2 / .....

RQESQSQ030325-330 GS

# RANDG LD

40

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

25 March 2003

---

5. The company's issued ordinary share capital after the issue of the 330 ordinary shares, which are the subject of this application, will be:

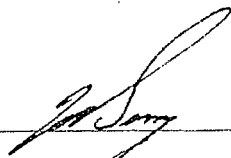
44 532 774      ordinary shares of 1 (one) cent each:      R445 327

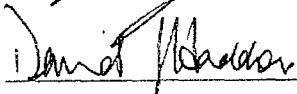
The unissued ordinary share capital will decrease to:

30 466 902      ordinary shares of 1 (one) cent each:      R304 669

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 27 March 2003.
10. The listing fee of R827.64 is attached hereto.

SIGNED at JOHANNESBURG on 25 March 2003

  
\_\_\_\_\_  
DIRECTOR/LEGAL MANAGER

  
\_\_\_\_\_  
COMPANY SECRETARY

\_\_\_\_\_  
SPONSOR



**RANDGOLD**

41

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

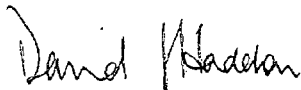
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

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

42



SECURITIES EXCHANGE  
SOUTH AFRICA

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

26 March 2003  
REF: NM/mr/8494

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 25 March 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, 27 March 2003 in respect of 330 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 R445 327-74 divided into 44 532 774 ordinary shares of 1 cent each.

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

Yours faithfully

A handwritten signature in dark ink, appearing to read 'D.M. Doel', is written over a light-colored background.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

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

43

**Return of allotment of shares**

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 27 MARCH 2003

2. Authorised capital of company:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
				R	R
		75000 000	ORDINARY	0.01	750 000
Total	Total	75 000 000		Total	R 750 000

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
				R	R
Total	Total			Total	R

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 28 MARCH 2003

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

C/O COMPANY SECRETARY (330)

Postal address P.O. Box 82291

SOUTHDALE

2135

Date of receipt by Registrar of Companies
Date stamp of companies Registration Office
Registrar of Companies

44

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 per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
			R			R	R
				44 532 444	ORDS	0-01	445 324-44
Total		Total	R	Total 44 532 444		Total	R 445 324-44

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 445 324-44  
 Stated capital R -  
 Premium account R 304 527 663-22  
 Total issued capital R 304 972 987-66

5. Shares comprising this allotment:

No par value				Par value				Total amount of paid-up capital and premium, if any
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
		R	R			R	R	R
				330	ORDS	0-01	11-14	3 679-50
Total		Total	R	Total 330		Total	Total	R 3 679-50

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

No par value				Par value				Total amount of capital deemed to be paid-up
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
			R				R	R
Total		Total	R	Total		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
G P SHUTTLEWORTH	P.O. Box 82291 SOUTHDALE 2135	330	PAR. VALUE ORDINARY

45

7. Issued capital at date of this return:

No par value				Par value					
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	Total amount of paid-up capital, excluding premium
		R	R			R	R	R	R
				44 532 444	ORDS	0-01	-	*	44 532 444
				330	ORDS	0-01	11.14	**	3-30
Total		Total R		Total			Total	R	44 532 774

\* 304 527 663-22

\*\* 3676-20

\*\*\* 304 531 339-42

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 44 532 774  
 State capital R -  
 Premium account see analysis below R 304 530 604-22  
 Total issued capital R 304 975 931-96

Certified correct.

Date 28 March 2003

Signature

*David Hadden*

Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
 Opening Balance

R  
 304 527 663-22

Premium on Allotment  
 Less:

3676-20

Issue Duty  
 Allotment Duty

(726-00)  
 (9-20)

2 941-00

304 530 604-22

46

Exhibit 6



47

5 PRESS AVENUE SELBY  
JOHANNESBURG 2092  
PO BOX 82291  
SOUTHDALE 2135  
SOUTH AFRICA  
DOCEX 632 JOHANNESBURG  
TELEPHONE +27 (11) 309-6000  
FAX +27 (11) 837-2396  
www.randgold.co.za

March 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 20 000 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 20 000 new ordinary shares of 1 (one) cent each.  
The allotment price per share is as follows:

<u>No. of Shares</u>	<u>Issue Price (c.p.s.)</u>
20 000	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:

- The full name of the company is: Randgold & Exploration Company Limited
- The registered office is: 5 Press Avenue  
Selby  
Johannesburg, 2092
- The transfer secretaries are: Computershare Services Limited  
70 Marshall Street  
2001 Johannesburg
- 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:	44 532 774	shares of 1(one) cent each:	R445 327
Unissued:	30 466 902	shares of 1(one) cent each:	R304 669

2 / .....

RGESOS030328-20000 DMB

# RANDG LD

48

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

28 March 2003

5. The company's issued ordinary share capital after the issue of the 20 000 ordinary shares, which are the subject of this application, will be:

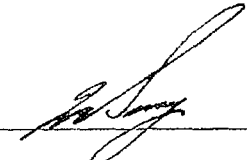
44 552 774 ordinary shares of 1 (one) cent each: R445 527

The unissued ordinary share capital will decrease to:

30 446 902 ordinary shares of 1 (one) cent each: R304 469

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 1 April 2003.
10. The listing fee of R827.64 is attached hereto.

SIGNED at JOHANNESBURG on 28 March 2003

  
\_\_\_\_\_  
DIRECTOR/LEGAL MANAGER

  
\_\_\_\_\_  
COMPANY SECRETARY

\_\_\_\_\_  
SPONSOR



**RANDG LD**

49

**RANDGOLD & EXPLORATION COMPANY  
LIMITED**  
("the company")

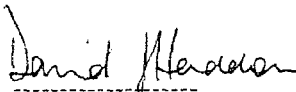
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

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

01204263 09:12 +27 11 5209999  
1 APR 2003 0:15 11 5209999

10:30 50



One Exchange Square,  
Gwen Lane, Sandown,  
Private Bag X391174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7900  
Web: www.jse.co.za

31 March 2003  
REF: TIM/mr/8520

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 March 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, 1 April 2003 in respect of 20 000 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 R445 527.74 divided into 44 552 774 ordinary shares of 1 cent each.

Thank you for payment of R627.64 in respect of the listing fee received.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'D.M. Doel', is written over a circular stamp or mark.

**D.M. DOEL : GENERAL MANAGER  
LISTINGS DIVISION**

CC: HSBC Investment Services (Africa) (Pty) Limited  
Attention: Simone Jones

51

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 1 APRIL 2003

2. Authorised capital of company:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
				R	R
		75 000 000	ORDINARY	0-01	750 000
Total	Total	75 000 000		Total R	750 000

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
				R	R
Total	Total			Total R	

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 1 APRIL 2003

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED

C/O COMPANY SECRETARY (20 000)

Postal address P.O. Box 82291

SOUTHDALE

2135

Date of receipt by Registrar of Companies
Date stamp of companies Registration Office
Registrar of Companies

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

52

No par value				Par value			
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
			R			R	R
				44 532 774	ORDS	0-01	445 327-74
Total		Total	R	Total 44 532 774		Total	R 445 327-74

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 445 327-74  
 Stated capital R -  
 Premium account R 304 530 604-22  
 Total issued capital R 304 975 931-96

5. Shares comprising this allotment:

No par value				Par value				Total amount of paid-up capital and premium, if any
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
		R	R			R	R	R
				20 000	ORDS	0-01	12-49	250 000
Total		Total	R	Total 20 000		Total	Total	R 250 000

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

No par value				Par value				Total amount of capital deemed to be paid-up
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
			R				R	R
Total		Total	R	Total		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
DM BRISTOW	P.O. Box 82291 SOUTHDALE 2135	- 20 000 -	PAR VALUE ORDINARY

53

7. Issued capital at date of this return:

No par value				Par value					Total amount of paid-up capital, excluding premium
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	
		R	R			R	R	R	R
				44532774	ORBS	0-01	-	*	44532774
				20000	ORBS	0-01	12-49	**	200
Total		Total	R	Total			Total	R	44552774

\* 304 530 604-22  
 \*\* 249 800-00  
 \*\*\* 304 780 404-22

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital	R 445 527-74
State capital	R -
Premium account	R 304 752 053-22
Total issued capital	R 305 197 580-96

Certified correct

Date 1 April 2003

Signature David Henderson  
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Analysis of Share Premium Account  
 Opening Balance

R  
 304 530 604-22

Premium on Allotment 249 800  
 less

Issue Duty (726-00)  
 Allotment Duty (625-00)

248 449-00  
304 752 053-22