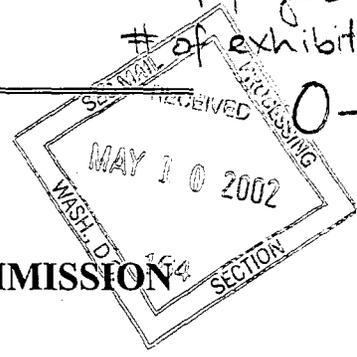




02035049

PE 5-1-02

# of pages : 62  
# of exhibits : 8



0-29150

**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**

For the Month of May 2002

RANDGOLD & EXPLORATION COMPANY LIMITED  
(Translation of Registrant's Name into English)

P.O. BOX 82291, JOHANNESBURG, 2025, SOUTH AFRICA  
(Address of Principal Corporate Offices)

**PROCESSED**  
**MAY 15 2002**  
**THOMSON FINANCIAL** p

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 40-F   

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

Yes   

No X

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

CRG/H

Attached to the Registrant's Form 6-K Filing for the month of May 2002, and incorporated by reference herein, are:

<u>Exhibit No.</u>	<u>Description</u>	<u>Page #</u>
1.	(i) the Registrant's application to the JSE, dated February 22, 2002, relating to the listing of 15,766 new ordinary shares, (ii) the confirmation letter from the JSE, dated February 26, 2002 relating to the listing of 15,766 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 15,766 ordinary shares.	5
2.	(i) the Registrant's application to the JSE, dated February 27, 2002, relating to the listing of 13,139 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 11, 2002 relating to the listing of 13,139 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 13,139 ordinary shares.	13
3.	(i) the Registrant's application to the JSE, dated March 4, 2002, relating to the listing of 1,983 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 12, 2002 relating to the listing of 1,983 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 1,983 ordinary shares.	21
4.	(i) the Registrant's application to the JSE, dated March 5, 2002, relating to the listing of 12,234 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 14, 2002 relating to the listing of 12,234 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 12,234 ordinary shares.	29

- 5. (i) the Registrant's application to the JSE, dated March 11, 2002, relating to the listing of 10,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 18, 2002 relating to the listing of 10,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 10,000 ordinary shares. 37
  
- 6. (i) the Registrant's application to the JSE, dated March 26, 2002, relating to the listing of 15,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 27, 2002 relating to the listing of 15,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 15,000 ordinary shares. 45
  
- 7. (i) the Registrant's application to the JSE, dated March 28, 2002, relating to the listing of 15,500 new ordinary shares, (ii) the confirmation letter from the JSE, dated March 27, 2002 relating to the listing of 15,500 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 15,500 ordinary shares. 53
  
- 8. Press release dated May 8, 2002 entitled "Randgold & Exploration Obtains Permission to Reduce Holding in Randgold Resources." 61

**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

By: David J. Haddon  
David J. Haddon  
Group Company Secretary

Dated: **MAY 7, 2002**

**Exhibit 1**

February 22, 2002

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 15 766 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 15 766 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>
5 000	5.90
10 000	6.05
766	15.00

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  
2<sup>nd</sup> Floor, Edura House,  
41 Fox 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:	42 109 640	shares of 1(one) cent each:	R421 096
Unissued:	32 890 036	shares of 1(one) cent each:	R328 900

2 / .....

RGESOS020218-229997

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

22 February 2002

Page 2

5. The company's issued ordinary share capital after the issue of the 15 766 ordinary shares, which are the subject of this application, will be:

42 125 406 ordinary shares of 1 (one) cent each: R421 254

The unissued ordinary share capital will decrease to:

32 874 270 ordinary shares of 1 (one) cent each: R328 742

6. The company has granted options to subscribe for ordinary shares in terms of the company's share option scheme.

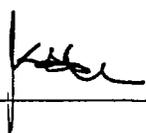
7. The new ordinary shares will rank pari-passu with the existing ordinary shares of the company in issue.

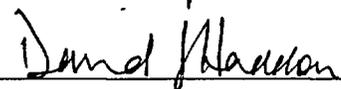
8. The directors have authorised this application in terms of a resolution dated 7 March 1995, a copy of which is attached.

9. The new shares will be allocated and issued on 25 February 2002.

10. The listing fee of R752.40 is attached hereto.

SIGNED at JOHANNESBURG on 22 February 2002

  
\_\_\_\_\_  
DIRECTOR

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

\_\_\_\_\_  
SPONSOR

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

**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 7 MARCH 1995**

**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 and the secretary be and he is 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**  
Company Secretary



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

26 February 2002  
 REF: MM/jvdm/5946

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 22 February 2002 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, 27 February 2002 in respect of 15 766 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 R421 254-06 divided into 42 125 406 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', written in a cursive style.

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

cc. HSBC Investment Services (Africa) (Pty) Limited  
 Attention : Thato Morojele

# 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 FEBRUARY 2002

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		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 15 MARCH 2002

Name of company RANDGOLD EXPLORATION COMPANY LIMITED

cl/o COMPANY SECRETARY

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
				42109640	ORDINARY	0-01	421096-40
Total		Total	R	Total	42109640	Total	R 421096-40

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 421096-40  
 Stated capital R -  
 Premium account R 275753208-84  
 Total issued capital R 276174305-24

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
				5000	ORDS	0-01	5-89	29500
				10000	ORDS	0-01	6-04	60500
				766	ORDS	0-01	14-99	11490
Total		Total	R	Total	15766	Total	Total	R/101490

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
DJ READING	5766 P.O. Box 82291	5766	ORDINARY
CAB SMITH	10000 SOUTHOAK 2135	10000	PAR VALUE

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
				42 109 640	ORDS	0-01	-	*	421 096-40
				5 000	ORDS	0-01	5-89	**	50-00
				10 000	ORDS	0-01	6-04	***	100-00
				766	ORDS	0-01	14-99	***	7-66
Total		Total R		Total 42 125 406			Total	Total R ***	421 254-06

\* 275 753 208-84  
 \*\* 29 450-00  
 \*\*\* 60 400-00

\*\*\*\* 11 482-34  
 \*\*\*\* 275 854 541-18

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

Amount of issued paid-up capital R 421 254-06  
 State capital R -  
 Premium account (see analysis below) R 275 853 535-03  
 Total issued capital R 276 274 789-09

Certified correct.

Date 15 March 2002

Signature

*David Mardon*  
 Director/Manager/Secretary

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

Analysis of Share Premium Account  
 Opening balance

R  
 275 753 208-84

Premium on allotment 101 332-34

less:  
 Issue Duty  
 Allotment Duty

(253-75)  
 (752-40)

100 326-19

275 853 535-03

**Exhibit 2**

February 27, 2002

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 13 139 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 13 139 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>
13 000	6.05
139	15.00

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, 2001
- The transfer secretaries are: Computershare Services Limited  
2<sup>nd</sup> Floor, Edura House,  
41 Fox 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:	42 134 406	shares of 1(one) cent each:	R421 344
Unissued:	32 865 270	shares of 1(one) cent each:	R328 652

2 / .....

RGESOS\020227.6-11093

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

28 February 2002

Page 2

5. The company's issued ordinary share capital after the issue of the 13 139 ordinary shares, which are the subject of this application, will be:

42 147 545 ordinary shares of 1 (one) cent each: R421 475

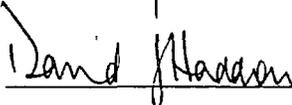
The unissued ordinary share capital will decrease to:

32 852 131 ordinary shares of 1 (one) cent each: R328 521

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 7 March 1995, a copy of which is attached.
9. The new shares will be allocated and issued on 1 March 2002.
10. The listing fee of R752.40 is attached hereto.

SIGNED at JOHANNESBURG on 27 February 2002

  
\_\_\_\_\_  
DIRECTOR

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

\_\_\_\_\_  
SPONSOR

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

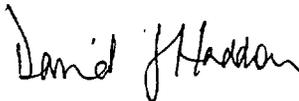
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 7 MARCH 1995**

**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 and the secretary be and he is 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**  
Company Secretary



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

11 March 2002  
 REF: TW/jvdm/6044

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 February 2002 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, 12 March 2002 in respect of 13 139 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 R421 475-45 divided into 42 147 545 ordinary shares of 1 cent each.

Thank you for payment of R752-40 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 horizontal line.

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

cc. HSBC Investment Services (Africa) (Pty) Limited  
 Attention : Thato Morojele

# Return of allotment of shares

[Section 93 (3)]

Registration No. of company  
1992/005642/06

Name of company RANOGOLD & EXPLORATION COMPANY LIMITED

1. Date of allotment of shares 12 MARCH 2002

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		Total	R

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 20 MARCH 2002

Name of company RANOGOLD & EXPLORATION COMPANY LIMITED  
c/o COMPANY SECRETARY (13139)

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
				42 134 406	ORDS	0-01	421 344-06
Total		Total	R	Total 42134406		Total	R 421 344-06

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 421 344-06  
 Stated capital R -  
 Premium account R 275 907 006-48  
 Total issued capital R 276 328 350-54

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
				13000	ORDS	0-01	6-04	78 650
				139	ORDS	0-01	14-99	2 085
Total		Total	R	Total 13139		Total	Total	R 80735

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
CAB SMITH	P.O. BOX 82291	11 093	PAR VALUE
W CHAUKE	SOUTHDALE 2135	2046	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
				42134406	ORDS	0-01	-	*	421344-06
				13000	ORDS	0-01	6-04	**	130-00
				139	ORDS	0-01	14-99	***	1.39
Total		Total R	Total R	42147545			Total	***	421475-45

\* 275 907 006-48  
 \*\* 78 520-00  
 \*\*\* 2 083-61  
 \*\*\* 275 987 610-09

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

Amount of issued paid-up capital R 421 475-45  
 State capital R -  
 Premium account (see analysis below) R 275 986 655-79  
 Total issued capital R 276 408 131-24

Certified correct.

Date 20 March 2002

Signature

David Madden

Director/Manager/Secretary

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

Analysis of Share Premium Account R

Opening balance

275 907 006-48

Premium on Allotment less

80 603-61

Issue Duty  
 Allotment Duty

(201-90)  
 (752-40)

79 649-31

275 986 655-79

**Exhibit 3**

March 4, 2002

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 1 983 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 1 983 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>
1 937	6.05
46	15.00

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  
2<sup>nd</sup> Floor, Edura House,  
41 Fox 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:	42 147 545	shares of 1(one) cent each:	R421 475
Unissued:	32 852 131	shares of 1(one) cent each:	R328 521

2 / .....

RGESOS\020304-1983

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

4 March 2002

Page 2

5. The company's issued ordinary share capital after the issue of the 1 983 ordinary shares, which are the subject of this application, will be:

42 149 528 ordinary shares of 1 (one) cent each: R421 495

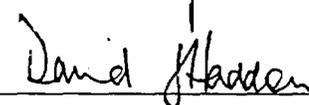
The unissued ordinary share capital will decrease to:

32 850 148 ordinary shares of 1 (one) cent each: R328 501

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 6 March 2002.
10. The listing fee of R752.40 is attached hereto.

SIGNED at JOHANNESBURG on 4 March 2002

  
\_\_\_\_\_  
DIRECTOR

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

\_\_\_\_\_  
SPONSOR

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

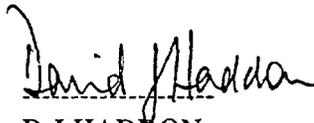
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 7 MARCH 1995**

**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")**

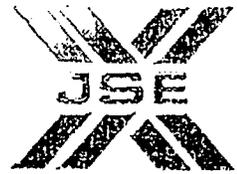
**RESOLVED THAT -**

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**  
Company Secretary



SECURITIES EXCHANGE  
SOUTH AFRICA

One Exchange Square,  
Gwen Lane, Sandown,  
Private Bag X391174,  
Sandton, 2146, South Africa.  
Telephone: (2711) 520 7000  
Web: www.jse.co.za

12 March 2002  
REF: PA/jvdm/6033

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 4 March 2002 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, 13 March 2002 in respect of 1 983 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 R421 495-28 divided into 42 149 528 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

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

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Thabo Morojele

# 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 13 MARCH 2002

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	75000 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 16 APRIL 2002

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

40 COMPANY SECRETARY (1983)

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
				42 147 545	ORDS	0-01	421475-45
Total		Total	R	Total 42 147 545		Total	R 421475-45

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 421 475-45  
 Stated capital R -  
 Premium account R 275 986 655-79  
 Total issued capital R 276 408 131-24

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
				1937	ORDS	0-01	6-04	11718-85
				46	ORDS	0-01	14-99	690-00
Total		Total	R	Total 1983		Total	Total	R 12408-85

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
MM NDLOU	P.O. Box 82291 SOUTHDALE 2135	1983	PAR VALUE ORDINARY



Exhibit 4

March 5, 2002

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 12 234 ORDINARY SHARES OF  
 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 12 234 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>
5 063	6.05
7 171	12.50

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, 2001
- The transfer secretaries are: Computershare Services Limited  
2<sup>nd</sup> Floor, Edura House,  
41 Fox 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:	42 149 528	shares of 1(one) cent each:	R421 495
Unissued:	32 850 148	shares of 1(one) cent each:	R328 501

2/ .....

RGESOS020305-12234

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

5 March 2002

Page 2

5. The company's issued ordinary share capital after the issue of the 12 234 ordinary shares, which are the subject of this application, will be:

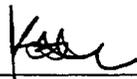
42 161 762 ordinary shares of 1 (one) cent each: R421 495

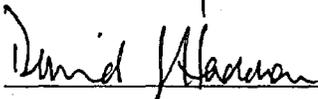
The unissued ordinary share capital will decrease to:

32 837 914 ordinary shares of 1 (one) cent each: R328 379

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 7 March 2002.
10. The listing fee of R752.40 is attached hereto.

**SIGNED at JOHANNESBURG on 5 March 2002**

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

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

\_\_\_\_\_  
SPONSOR

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

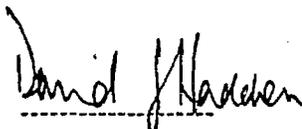
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**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  
Company Secretary



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

14 March 2002  
REF: TW/jvdm/6034

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 5 March 2002 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 Friday, 15 March 2002 in respect of 12 234 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 R421 617-62 divided into 42 161 762 ordinary shares of 1 cent each.

Thank you for payment of R752-40 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 same signature.

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

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Thato Morojele

# 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 15 MARCH 2002

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 16 APRIL 2002

Name of company RANDGOLD & EXPLORATION COMPANY LIMITED  
c/o COMPANY SECRETARY (Ndlovu/Bankhuisen) (12 234)

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
				421 495 28			421 495.28
Total		Total	R	Total 421 495 28		Total	421 495.28

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 421 495.28  
 Stated capital R -  
 Premium account R 275 998 261.36  
 Total issued capital R 276 419 758.64

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
				5063	ORDS	0.01	6.04	30 631.15
				7171	ORDS	0.01	12.49	89 637.50
Total		Total	R	Total 12 234		Total	Total	R 120 268.65

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
M.MNDLOVU	P.O. Box 82291	900	PAR VALUE
F.BARKHUIZEN	SOUTHDALE 2155	11 334	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
				42149528	ORDS	0-01	-	*	421495-28
				5063	ORDS	0-01	5.04	**	50.63
				7171	ORD	0-01	12.49	***	71.71
Total		Total	R	Total				Total	R
				42161762				***	421617.62

\* 275 998 261-36  
 \*\* 30 580-52  
 \*\*\* 89 565-79

\*\*\* 276 118407.67

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

Amount of issued paid-up capital	R	421 617.62
State capital	R	-
Premium account	R	276 117 354.57
Total issued capital	R	276 538 972.19

Certified correct.  
 Date 16 April 2002 Signature David Madden  
 Director/Manager/Secretary

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

Analysis of Share Premium Account R

Opening Balance 275 998 261-36

Premium on Allotment 120 14 6-31  
 Less

Income Duty (300.70)  
 Allotment Duty (752.40)

119 093.21

276 117 354.57

**Exhibit 5**

March 11, 2002

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 10 000 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 10 000 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>
10 000	6.05

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  
2<sup>nd</sup> Floor, Edura House,  
41 Fox 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:	42 161 762	shares of 1(one) cent each:	R421 617
Unissued:	32 837 914	shares of 1(one) cent each:	R328 379

2 / .....

RGESOS020311-10000RM

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

11 March 2002

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5. The company's issued ordinary share capital after the issue of the 10 000 ordinary shares, which are the subject of this application, will be:

42 171 762 ordinary shares of 1 (one) cent each: R421 717

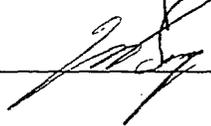
The unissued ordinary share capital will decrease to:

32 827 914 ordinary shares of 1 (one) cent each: R328 279

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 13 March 2002.
10. The listing fee of R752.40 is attached hereto.

SIGNED at JOHANNESBURG on 11 March 2002

  
\_\_\_\_\_  
DIRECTOR

  
\_\_\_\_\_  
LEGAL MANAGER

\_\_\_\_\_  
SPONSOR

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

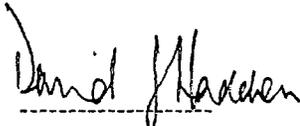
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**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  
Company Secretary



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

18 March 2002  
REF: TVV/mr/6057

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 11 March 2002 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, 19 March 2002 in respect of 10 000 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 R421 717-62 divided into 42 171 762 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

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

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Thato Morojele

# 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 19 MARCH 2002

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
		75000000	ORDINARY	0-01	750 000
Total		Total		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 24 APRIL 2002  
 Name of company RANDGOLD & EXPLORATION COMPANY LIMITED  
c/o COMPANY SECRETARY (10 000)  
 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.

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
				42 161 762	ORDS	0-01	421 617-62
Total		Total	R	Total 42 161 762		Total	R 421 617-62

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 421 617-62  
 Stated capital R -  
 Premium account R 276 117 354-57  
 Total issued capital R 276 538 972-19

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
				10 000	ORDS	0-01	6-04	60 500
Total		Total	R	Total 10 000		Total	Total	R 60 500

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
R MOOLMAN	P.O. BOX 82291 SOUTHDALE 2135	- 10 000 -	ORDINARY PAR VALUE

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
				42 161 762	ORDS	0-01	-	*	42 161 762
				10 000	ORDS	0-01	6-04	**	100-00
Total		Total R		Total 42 171 762			Total	R***	42 171 762

\* 276 117 354 - 57  
 \*\* 60 400 - 00  
 \*\*\* 276 177 754 - 57

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

Amount of issued paid-up capital R 421 717-62  
 State capital R -  
 Premium account See analysis below R 276 176 850-92  
 Total issued capital R 276 598 568-54

Certified correct

Date 24 April 2002

Signature

*[Handwritten Signature]*  
 Director/Manager/Secretary

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

Analysis of Share Premium Account

R

Opening Balance

276 117 354 - 57

Premium on Allotment 60 400  
 Less

Issue Duty (151-25)  
 Allotment Duty (752-40)

59 496-35

276 176 850 - 92

**Exhibit 6**

March 26, 2002

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 15 000 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 15 000 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>
15 000	11.00

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  
2<sup>nd</sup> Floor, Edura House,  
41 Fox 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:	42 171 762	shares of 1(one) cent each:	R421 717
Unissued:	32 827 914	shares of 1(one) cent each:	R328 279
			2 / .....

RGENS020326-15000RM

*DNA*  
*[Signature]*

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

11 March 2002

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5. The company's issued ordinary share capital after the issue of the 15 000 ordinary shares, which are the subject of this application, will be:

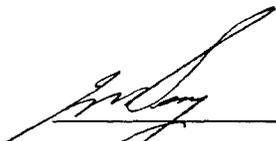
42 186 762 ordinary shares of 1 (one) cent each: R421 867

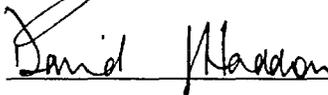
The unissued ordinary share capital will decrease to:

32 812 914 ordinary shares of 1 (one) cent each: R328 129

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 March 2002.
10. The listing fee of R752.40 is attached hereto.

**SIGNED at JOHANNESBURG on 26 March 2002**

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

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

\_\_\_\_\_  
SPONSOR

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

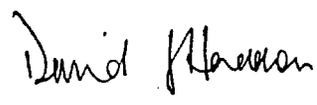
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**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  
Company Secretary



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

27 March 2002  
REF: MM/tm/6158

The Company Secretary  
Randgold & Exploration Company Limited  
PO Box 82291  
SOUTHDALE  
2135

Dear Sir

**ADDITIONAL SHARES : SHARE OPTION SCHEME**

Your application for listing dated 26 March 2002 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, 28 March 2002 in respect of 15 000 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 R421 867-62 divided into 42 186 762 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

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

CC. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Thato Morojele

# 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 28 MARCH 2002

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		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 24 APRIL 2002

Name of company RANGOLD & EXPLORATION COMPANY LIMITED

CO COMPANY SECRETARY (15000)

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
				42 171 762	ORDS	0-01	421 717-62
Total		Total	R	Total		Total	R 421 717-62

Summary of issued capital prior to allotment:

Amount of issued paid-up capital R 421 717-62  
 Stated capital R -  
 Premium account R 276 176 850-92  
 Total issued capital R 276 598 568-54

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
				15 000	ORDS	0-01	10-99	165 000
Total		Total	R	Total		Total	Total	R 165 000

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
R MOOLMAN	P.O Box 82291 SOUTHDALE 2135	15 000	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	R
				42 171 762	ORDS	0-01	-	*	42 171 762
				15 000	ORDS	0-01	10-99	**	150-00
Total		Total	R	Total			Total	R ***	42 186 762

\* 276 176 850-92  
 \*\* 164 850-00  
 \*\*\* 276 341 700-92

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

Amount of issued paid-up capital R 421 867-62  
 State capital R -  
 Premium account (See analysis below) R 276 340 536-02  
 Total issued capital R 276 762 403-64

Certified correct.

Date 24 April 2002

Signature

David Madelon  
 Director/Manager/Secretary

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

Analysis of Share Premium Account

R

Opening Balance

276 176 850-92

Premium on Allotment 164 850-00  
 Less:

Issue Duty (412.50)  
 Allotment Duty (752.40)

(412.50)  
(752.40)

163 685-10  
276 340 536-02

**Exhibit 7**

March 27, 2002

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 15 500 ORDINARY SHARES OF  
1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED**

Application is hereby made for the listing of 15 500 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>
12 500	6.05
3 000	11.00

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  
2<sup>nd</sup> Floor, Edura House,  
41 Fox 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:	42 186 762	shares of 1(one) cent each:	R421 867
Unissued:	32 812 914	shares of 1(one) cent each:	R328 129

21 DNA.....

RGESOS020327-15500RM/mls

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

27 March 2002

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5. The company's issued ordinary share capital after the issue of the 15 500 ordinary shares, which are the subject of this application, will be:

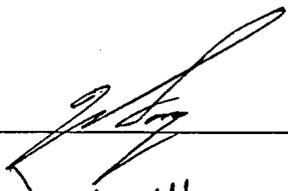
42 202 262 ordinary shares of 1 (one) cent each: R422 022

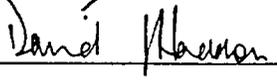
The unissued ordinary share capital will decrease to:

32 797 414 ordinary shares of 1 (one) cent each: R327 974

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 March 2002.
10. The listing fee of R752.40 is attached hereto.

SIGNED at JOHANNESBURG on 27 March 2002

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

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

\_\_\_\_\_  
SPONSOR

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

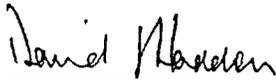
**RESOLUTION OF DIRECTORS PASSED  
AT JOHANNESBURG ON 28 FEBRUARY 2002**

**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**  
Company Secretary



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

28 March 2002  
REF: TL/mr/6172

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 March 2002 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, 2 April 2002 in respect of 15 500 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 R422 022-62 divided into 42 202 262 ordinary shares of 1 cent each.

Thank you for payment of R752-40 in respect of the listing fee received.

Yours faithfully

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

cc. HSBC Investment Services (Africa) (Pty) Limited  
Attention : Thato Morojele

# 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 2 APRIL 2002

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 <del>10.00</del> <u>10.00</u>	R
		75000000	ORDINARY	<del>10.00</del>	750000
Total	Total	75000000		Total	R 750000

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 24 April 2002  
 Name of company RANDGOLD + EXPLORATION COMPANY LIMITED  
c/o COMPANY SECRETARY (15500)  
 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
				421 867 62	ORDS	0-01	421 867 62
Total		Total	R	Total 421 867 62		Total	R 421 867 62

Summary of issued capital prior to allotment:

Amount of issued paid-up capital \_\_\_\_\_ R 421 867 62  
 Stated capital \_\_\_\_\_ R -  
 Premium account \_\_\_\_\_ R 276 340 536 02  
 Total issued capital \_\_\_\_\_ R 276 762 403 64

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
				12 500	ORDS	0-01	6.04	75 625 00
				3 000	ORDS	0-01	10.99	33 000 00
Total		Total	R	Total 15 500		Total	Total	R 108 625

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
ML Snashall	P.O. Box 82291 SOUTHDALE 2135	- 12 500 -	PAR VALUE
R Moolman		- 3 000 -	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
				42 186 762	ORDS	0-01	-	¥	42 186 762
				12 500	ORDS	0-01	6.04	¥¥	125-00
				3 000	ORDS	0-01	10.99	¥¥¥	30-00
Total		Total R		Total				Total R	
				42 202 262				¥¥¥¥	422 022-62

~~¥~~ 276 340 536 - 02      ~~¥¥¥¥~~ 276 449 006 - 02  
 ¥¥¥ 75 500 - 00  
 ¥¥¥ 32 970 - 00

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

Amount of issued paid-up capital \_\_\_\_\_ R 422 022-62  
 State capital \_\_\_\_\_ R -  
 Premium account see analysis below \_\_\_\_\_ R 276 447 982-02  
 Total issued capital \_\_\_\_\_ R 276 870 004-64

Certified correct.

Date 24 April 2002

Signature David Maddon  
Director/Manager/Secretary

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

Analysis of Share Premium Account

R

Opening Balance

276 340 536-02

Premium on Allotment

108 470-00

Issue Duty  
Allotment Duty

(271-60)  
(752-40)

107 446-00

276 447 982-02

**Exhibit 8**

For immediate release

## **RANDGOLD & EXPLORATION OBTAINS PERMISSION TO REDUCE HOLDING IN RANDGOLD RESOURCES**

**Johannesburg, 8 May 2002** - Randgold & Exploration announced today that it had received permission from the South African Reserve Bank to reduce its shareholding in Randgold Resources Limited to a minimum of 36% of Randgold Resources' issued share capital, subject to certain conditions. The bank has until now required it to have a minimum stake of 50.1% in its London-listed subsidiary.

Chairman Roger Kebble said the easing of the restriction would enable Randgold Resources to improve the liquidity of its shares and broaden its shareholder base, in line with the group's overall objective of enhancing shareholder value.



Randgold & Exploration Company Limited  
(Incorporated in the Republic of South Africa)  
 (Registration Number 1992/005642/06) • Nasdaq trading symbol: RANGY  
 ISIN No. ZAE000008819 • Share Code: RRG  
 ("Randgold & Exploration")

**SARB GRANTS PERMISSION TO REDUCE HOLDING IN RANDGOLD RESOURCES**

The South African Reserve Bank has given permission to Randgold & Exploration Company Limited to reduce its shareholding in Randgold Resources Limited from a minimum of 50.1% to a minimum of 36% of that company's issued share capital, subject to certain conditions.

On behalf of Randgold & Exploration Company Limited

**Johannesburg**  
8 May 2002

Sponsor  
**HSBC** 

**Corporate Communications:**  
 Kathy du Plessis on Telephone +27 (11) 728 4701 • Fax +27 (11) 728 2547  
 e-mail: randgold@dpapr.com

dPA 3850e



*Issued on behalf of Randgold & Exploration Company Limited by du Plessis Associates.*

**Investor & Media Relations contact Kathy du Plessis**  
Tel: 27(11) 728 4701, cell: (0)83 266 5847, e-mail randgold@dpapr.com

**DISCLAIMER :**

Certain of the statements made in this document are forward-looking in nature and are based on certain assumptions which involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Randgold & Exploration undertakes no obligation to update any forward-looking statements. Mining and exploration by its very nature, is a risky business and one in which the producers have little influence over the price of their product. Consequently investors should be mindful of the inherent risks associated with all mineral development projects.