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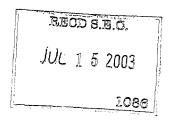
## FORM 6-K SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## Report of Foreign Private Issuer

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

For the month of July 2003 (Third Filing)

Commission File Number: 0-29150



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

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

PROCESSEL JUL 16 2003

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 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): X

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

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

Yes ..... No X

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

0

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

Exhibit No.	Description	Page
1.	(i) the Registrant's application to the JSE, dated June 12, 2003, relating to the listing of 6,600 new ordinary shares, (ii) the confirmation letter from the JSE, dated June 13, 2003 relating to the listing of 6,600 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 6,600 ordinary shares.	5
2.	(i) the Registrant's application to the JSE, dated June 17, 2003, relating to the listing of 11,500 new ordinary shares, (ii) the confirmation letter from the JSE, dated June 19, 2003 relating to the listing of 11,500 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 11,500 ordinary shares.	13
3.	(i) the Registrant's application to the JSE, dated June 19, 2003, relating to the listing of 8,500 new ordinary shares, (ii) the confirmation letter from the JSE, dated June 19, 2003 relating to the listing of 8,500 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 8,500 ordinary shares.	5/
4.	(i) the Registrant's application to the JSE, dated June 23, 2003, relating to the listing of 5,000 new ordinary shares, (ii) the confirmation letter from the JSE, dated June 24, 2003 relating to the listing of 5,000 new ordinary shares, and (iii) the return of allotment of shares on Form CM 15, relating to the allotment of 5,000 ordinary shares.	29

## **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

Group Company Secretary

Exhibit 1



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

June 12, 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 6 600 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 6 600 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

No. of Shares 6 600

Issue Price (c.p.s.)
R8.10

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:
 44 735 357
 shares of 1(one) cent each:
 R447 353

 Unissued:
 30 264 319
 shares of 1(one) cent each:
 R302 643

2 / .....



The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa
12 June 2003

5. The company's issued ordinary share capital after the issue of the 6 600 ordinary shares, which are the subject of this application, will be:

44 741 957

ordinary shares of 1 (one) cent each:

R447 419

The unissued ordinary share capital will decrease to:

30 257 719

ordinary shares of 1 (one) cent each:

R302 577

- 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 17 June 2003.
- 10. The listing fee of R827.64 is attached hereto.

SIGNED at JOHANNESBURG on 12 June 2003

DIRECTOR/ LEGAL MANAGER

COMPANY SECRETARY

SPONSOR

# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

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

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

**RESOLVED THAT-**

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

Certified a true copy

D I HADDÓN

**Group Company Secretary** 



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

13 June 2003 REF: BN/jvdm/8985

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 12 June 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, 17 June 2003 in respect of 6 600 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 R447 419-57 divided into 44 741 957 ordinary shares of 1 cent each.

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

Yours faithfully

D.M. DOEL: GENERAL MANAGER

**LISTINGS DIVISION** 

cc. HSBC Investment Securities and Investec Corporate Finance

Attention: Marius Saaiman

## REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

## Return of allotment of shares

[Section 93 (3)]

Regi	stration No. of	company
1992	005642	8

Name of company RANDS	1991:	2 005642 C	ompany Lin	MITED	···
Date of allotment of shares	17 JUNE 2	.003			77
2. Authorised capital of compa	any:				<del></del>
No p	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
		7500000	DRDINARY	e-61	750000
Total	Total	75000 000		Total	R750000
3. Shares subscribed for in me	morandum of assoc	iation:			
No p	ar value		Par	value	
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
			<i>y</i> .	R	R
	17				
Total	Total			Total	R

To be completed by company.	
Acknowledgment of receipt of return of allotments, dated 20 JUNE 2003  Name of company RANDECLOS EXPLORATION COMPANY LIMITED	Date Registra
CO COMPANY SECRETARY (660) Postal address P.O.BCX 82291	Date sta Regis
SOUTHDALE	
2135	Registra
+	we grati.

e of receipt by ar of Companies

mp of companies stration Office

ar of Companies

4. N	lumber of shares previously	issued, paid-up capital and	stated capital, inc	cluding shares subscribed	d for in the memorandum.

	 ·····		No par value		<u></u>	Par	value	<u> </u>
	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
					44735357	CRDS	0-61	447353-
Total	 :		Total	R	Total 44735 357		Total	R447353-5

Summary	of	issued	capital	prior	to	allotment	t:
---------	----	--------	---------	-------	----	-----------	----

Amount of issued paid-up capital	 R447353-57
Stated capital	 
Premium account	R306705142-69
Total issued capital	<sub>R</sub> 307 152 496-26

#### 5. Shares comprising this allotment:

		N	o 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	· 8
					6 600	ORDS	0-01	8-09	53460
Total			Total	R	Total 6600			Total	R53.460

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

		No	par value				Par value	e e e e e e e e e e e e e e e e e e e	
	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

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

#### co The names and addresses of the allottees:

Name of allottee	Address of allottee	Number of shares	Description of shares allotted
an. T	Pa Rau 87291	1600	PAR VALUE

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

			No par value	·	,			Par va	lue		
	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	735 357	ORDS	0-01	_	*	447353-
<u>-</u>					<u> </u>	6 600	ORDS	0-01	8.09	**	66.
			Total	p	Total	44741957		.	Total	***	447419-
mount of	issued pai	d-up capit	al	late of this					R		119-57
Amount of State capit	issued pai	d-up capit						·	R	 106757	677-04
	issued pai	d-up capit	al			ulaw)			R	 106757	
Amount of State capit Premium a Total issue	issued pai cal account ed capital_ 20 fu	d-up capit	3ee 9	naly			Ua	hid rector/Man	R	 606757 607205	677-04
Amount of State capit Premium a Total issue	issued paid cal count count capital capital capital cap mp of comp	nany, if an	See O	maly:	sio l	Certified o	Ua	hid rector/Math	R. R	 606757 607205	677-04
tate capit remium a otal issue	issued pai cal account ed capital_ 20 fu	ne 20  Show	See a	maly:	sis l	Certified o	. <u>Jo</u>	R	R. R	 606757 607 205 oldCu	·677-04 ·096-61
mount of tate capit remium a total issue where start w	issued paid al account	ni 20  Dany, if an	See a	maly:	siol	Certified o	. <u>Jo</u>	R	R R R R R R R R R R R R R R R R R R R	 606757 607 205 oldCu	·677-04 ·096-61
Amount of State capit.  Premium a Total issue.  Date  Rubber state.	issued pairal_ccounted capital_mp of comp	ni 20  Dany, if an	See a	maly:	siol	Certified of Signature	. <u>Jo</u>	R • 70:	R R R R R R R R R R R R R R R R R R R		·677-04 ·096-61

306 757 677 -04

Exhibit 2

June 17, 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 11 500 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 11 500 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

No. of Shares 11 500 Issue Price (c.p.s.) R12.50

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

1. The full name of the company is:

Randgold & Exploration Company Limited

2. The registered office is:

5 Press Avenue

Selby

Johannesburg, 2092

3. The transfer secretaries are:

Computershare Services Limited

70 Marshall Street 2001 Johannesburg

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

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

 Issued:
 44 741 957
 shares of 1(one) cent each:
 R447 419

 Unissued:
 30 257 719
 shares of 1(one) cent each:
 R302 577

2 / .....

The Director
Listing & Equity Markets Division
JSE Securities Exchange South Africa
17 June 2003

5.	The company's issued ordinary share capital after the issue of the 11 500 ordinary
	shares, which are the subject of this application, will be:

44 753 457

ordinary shares of 1 (one) cent each:

R447 534

The unissued ordinary share capital will decrease to:

30 246 219

ordinary shares of 1 (one) cent each:

R302 462

- 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 June 2003.
- 10. The listing fee of R827.64 is attached hereto.

### SIGNED at JOHANNESBURG on 17 June 2003

Jan Song	DIRECTOR/ LEGAL MANAGER
Daniel Maddon	COMPANY SECRETARY
	SPONSOR



5 PRESS AVENUE SELB JOHANNESBURG 2092 PO BOX 82291

SOUTHDALE 2135

# RANDGOLD & EXPLORATION COMPANY LIMITED TELEPHONE +27

("the company")

TELEPHONE +27 (11) 309-6000 FAX +27 (11) 837-2396 www.randgold.co.za

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

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

**RESOLVED THAT -**

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

Certified a true copy

**D J HADDON** 

**Group Company Secretary** 



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

19 June 2003 REF: AH/mr/9038

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 17 June 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 Friday, 20 June 2003 in respect of 11 500 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 R447 534-57 divided into 44 753 457 ordinary shares of 1 cent each.

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

Yours faithfully

D.M. DOEL: GENERAL MANAGER

LISTINGS DIVISION

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

Attention : Doné Hattingh

## REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

## Return of allotment of shares

[Section 93 (3)]

	199°	egistration No. of c	ompany O6				
Name of company <b>RANDGO</b>	ud Jexplox	RATION GO	MPANY LIM	ITED			
Date of allotment of shares      Authorised capital of compar	•	2003					
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	750000		
Total	Total	75 000 000		Tota	1 R750 000		

3. Shares subscribed for in memorandum of association:

	No par	r 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		
					5			
tal		Total		,	Total	R		

To be completed by company.	
Acknowledgment of receipt of return of allotments, dated 24 JUNE 2003	Date of receipt by Registrar of Companies
Name of company RANDGOLD & EXPLORATION COMPANY LIMITED	
40 COMPANY SECRETARY (11500)	Data atoms of assurances
Postal address 1.0.60x 82291	Date stamp of companies Registration Office
SOUTHDALE	
2135	Registrar of Companies
	Registrat of Companies

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

			No par value	<u></u>	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	
					447 41957			47417-5	
		·							
Total			Total	R	Total 44 741 957		Total	R447419-5	

Summary of issued capital prior to allotment	::	
Amount of issued paid-up capital		R 447419-57
Stated capital		R
Premium account		R306 757 677 - C4
Total issued capital		<sub>R</sub> 307205 096 - 61

5. Shares comprising this allotment:

	<u> </u>	N	o par value		Par value					
	Number of shares	Class of shares	lssue 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	
	-				11 500	ORDS	0-01	12-49	143750	
Total			Total	R	Total     500			Total	B14375	

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

		No	par value		Par value				
	Number of shares	Class of shares	lssue 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	j		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 allotteent, together with any contract of sale, or for service or other consideration in respect of which the allottent 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		
DAS BOISTON	10 Box Bogg	11500	PAD ITALLE		

			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	Ŕ			R	R	R	R		
					44741957	CRDS	0-01		*	4474195		
					11500	CRDS	0-01	12-49	**	115-00		
						,01						
Total	757 6		Total	R	Total 44 753457			Total	#** R	447 534-5		
	account ed capital_				ie kuluw)					761-21		
	24 fr			retaries	Certified o	Da	nd ector/Man	rager/Secre	dd Cu			
lubber sta Mah	amp of com	pany, if ar	y, or of sec	uuu	Signature	<u>Ja</u>	R	ager/Secre	ddon etary 7 - 04	<u>.</u>		
hah Pem Nemu Less	. U	Shan Shan Lem c	y, or of sec c hew e Muen	uuu	Signature	<u>Ja</u>	R 6 75			·		

Exhibit 3



June 19, 2003

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

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 8 500 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 8 500 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

No. of Shares 8 500 Issue Price (c.p.s.)
R12.50

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

1. The full name of the company is:

Randgold & Exploration Company Limited

2. The registered office is:

5 Press Avenue

Selby

Johannesburg, 2092

3. The transfer secretaries are:

Computershare Services Limited.

70 Marshall Street 2001 Johannesburg

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

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

 Issued:
 44 753 457
 shares of 1(one) cent each:
 R447 534

 Unissued:
 30 246 219
 shares of 1(one) cent each:
 R302 462

2 / .....

The Director Listing & Equity Markets Division JSE Securities Exchange South Africa 19 June 2003

5. The company's issued ordinary share capital after the issue of the 8 500 ordinary shares, which are the subject of this application, will be:

44 761 957

ordinary shares of 1 (one) cent each:

R447 619

The unissued ordinary share capital will decrease to:

30 237 719

ordinary shares of 1 (one) cent each:

R302 377

- 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 23 June 2003.
- 10. The listing fee of R827.64 is attached hereto.

### SIGNED at JOHANNESBURG on 19 June 2003

Kee	DIRECTOR/ LEGAL MANAGER
David Hadden	COMPANY SECRETARY
	SPONSOR

# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

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

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

**RESOLVED THAT -**

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

Certified a true copy

D J HADDON

**Group Company Secretary** 



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

19 June 2003 REF: AH/jvdm/9045

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 June 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 Friday, 20 June 2003 in respect of 8 500 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 R447 619-57 divided into 44 761 957 ordinary shares of 1 cent each.

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

Yours faithfully

D.M. DOEL: GENERAL MANAGER

**LISTINGS DIVISION** 

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

## Return of allotment of shares

[Section 93 (3)]

		19 <sup>R</sup>	egistration No. of c	ompany <b>06</b>		
Name of con	mpany RANDS	iold a Exp	LORATION (	company Lin	ITED	
1. Date of al	lotment of shares -	20 JUNE	2003			
2. Authorise	d capital of compa	ny:				
	No pa	ar 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
				1	·	
Total		Total	75000 000	,	Total	R750000
3. Shares su	bscribed for in mel	norandum of assoc	iation:			
	No pa	ar 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
					15	
Total		Total			Total	R

To be completed by company.	
Acknowledgment of receipt of return of allotments, dated 24 JUNE ZOOS  Name of company RANDGOLD & EXPLORATION WINFAWY LIMITED	Date of receipt by Registrar of Companies
COMPANY SECRETARY (8500)  Postal address 1.0. Box 82291  SOUTHDALE	Date stamp of companies Registration Office
2135	Registrar of Companies

			No par valu	е			Par val	ue	
	Number o shares	f Class o			ited Numbe		Class of shares	Nominal amount of each share	Amount of issued paid-up capital
					R			R	R
					44 753	457	ORDS	0-01	447534-5
	. · ·	-							
Total				Total R	Total 44 7	53 457		Total	R447534-
Amount of		-up capital		·.				R 4479	534-57
									10 226 - 64
									7761-21
l'otal issu	ed capitai		<del></del>			<del> </del>		Karlat	1101 ~
5. Shares o	comprising t	his allotme	nt:					.s	
		N	o par value				Par value		
	Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class share		Premium on each share	Total amount of paid-up capital and premium, if any
			R	R			R	R	· R
					8500	ORD	5 0-01	12-49	106250-
								· · · · · · · · · · · · · · · · · · ·	
Total			Total	R	Total 8500			Tota	R106250
5. (a) Shar	es allotted o	therwise th	an for cash:			•			
		No	par value			·	Par value		· · · · · · · · · · · · · · · · · · ·
	Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class share	I		Total amount of capital deemed to be paid-up
			<u>.                                    </u>		i .		1	1	1

	·	No	par value		Par value					
	Number of shares	Class of shares	lssue 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	
			i							
	·							**		
Total			Total	R	Total			Total	R	

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

### co: The names and addresses of the allottees:

Name of allottee	Address of allottee	Number of shares	Description of shares allotted
DM BRISTON	1.0.Bux 82291	8500	PAR VALUE ORDINARY

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

		. 1	Vo par value	,			Parva	lue		
	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
					44 753 457	ORDS	0-01		¥	447534-5
-					0028	ords	0-01	12-49	**	85-00
		_				, a .				
Total			Total	B	Total44761957			Total	74%	4476195
Amo	307 006 35 mary of total issued pai	d-up capit	as at the d					R _		(9-57
Amo State Prem	unt of issued pai	91 -64 red capital d-up capit	as at the d					R R	- 200 700	19-57 399-99 019-56
Amo State Prem Total Date	unt of issued paide capital l issued capital  24  per stamp of comp	91-64 leed capital d-up capit	See Qu	ralysī	Certified Signature	corrêdi.	rid	R R	- 697 005 67 453 adan	399-99
Amo State Prem Total	unt of issued paide capital nium account l issued capital  24	ed capital d-up capit  Dany, if an	See and See an	ralysī	Certified Signature	corredi. Di	vol rector/Mar	R R R R R R R R R R R R R R R R R R R	- 607 005 67 453 ddow tary	399-99
Amo State Prem Total	unt of issued paide capital nium account l issued capital  24	ed capital d-up capit  Dany, if an	See and See an	ralysī	Certified Signature	corredi. Di	vol rector/Mar	R R R	- 607 005 67 453 ddow tary	399-99
Amo State Prem Total	unt of issued paide capital nium account l issued capital  24	20 pany, if an allol	See and See an	ralysī	Certified Signature	corredi. Di	vol rector/Mar	R R R	- 607 005 67 453 ddow tary	399-99

Exhibit 4

## RANDGSLD

IOHANNESBURG 2092 SOUTHDALE 2135 SOUTH AFRICA DOCEX 632 JOHANNESBURG TELEPHONE +27 (11) 309-6000 FAX +27 (11) 837-2396

www.randgoid.co.za

June 23, 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 5 000 ORDINARY SHARES OF 1 (ONE) CENT EACH IN RANDGOLD & EXPLORATION COMPANY LIMITED

Application is hereby made for the listing of 5 000 new ordinary shares of 1 (one) cent each. The allotment price per share is as follows:

> No. of Shares 5 000

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

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

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

2. The registered office is: 5 Press Avenue

Selby

Johannesburg, 2092

3. The transfer secretaries are: Computershare Services Limited

70 Marshall Street 2001 Johannesburg

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

Authorised: 75 000 000

shares of 1(one) cent each:

R750 000

Issued:

44 761 957

shares of 1(one) cent each:

R447 619

30 237 719

shares of 1(one) cent each:

Unissued:

R302 377

2 / .....

RGE\SOS\030623~5000 DMB



The Director Listing & Equity Markets Division JSE Securities Exchange South Africa 23 June 2003

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

44 766 957

ordinary shares of 1 (one) cent each:

R447 669

The unissued ordinary share capital will decrease to:

30 232 719

ordinary shares of 1 (one) cent each:

R302 327

- 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 June 2003.
- 10. The listing fee of R827.64 is attached hereto.

SIGNED at JOHANNESBURG on 23 June 2003

DIRECTOR/ LEGAL MANAGER

COMPANY SECRETARY

SPONSOR

# RANDGOLD & EXPLORATION COMPANY LIMITED

("the company")

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

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

**RESOLVED THAT-**

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

Certified a true copy

**D J HADDON** 

**Group Company Secretary** 



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

24 June 2003 REF: AH/mr/9062

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 23 June 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, 25 June 2003 in respect of 5 000 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 R447 669-57 divided into 44 766 957 ordinary shares of 1 cent each.

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

Yours faithfully

D.M. DOEL : GENERAL MANAGER

**LISTINGS DIVISION** 

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

Attention : Doné Hattingh

#### REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973

## Return of allotment of shares

[Section 93 (3)]

Regis	tration No. of company
1992	tration No. of company

1. Date of all	otment of shares _	25 JUN	E 2003			
2. Authorised	d capital of compar	1 <b>y</b> :				
	No pa	value		. Par v	alue	
	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	75 000 000		Total	<sub>R</sub> 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			
					1/2				
ital		Total			Total	R			

To be completed	d by company.
Acknowledgmer	nt of receipt of return of allotments, dated 2 July 2003
Name of compar	MANOGOLD > EXPLORATION COMPANY LIMITED
40	COMPANY SECRETARY (5000)
Postal address _	1.0.Box 82291
	SOUTHDALE
	2135.
	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 Nominal Amount of Number of Class of Issue price Stated Number of Class of amount of issued paid-up shares shares per share Capital shares each share shares capital R R R 0-01 44761957 447 619-57 ORDS Total Total 424761957 Total : Summary of issued capital prior to allotment: Amount of issued paid-up capital Stated capital \_ RJ07005399-99 Premium account \_\_\_\_\_ 307453019-56 Total issued capital \_\_\_\_\_ 5. Shares comprising this allotment: Par value No par value Total amount of paid-up capital and Nominal Premium Class of Number of Class of amount of premium, Number of Issue price on each shares capital shares shares each share share if any shares per share R R R R 62500 5000 ORDS 0-01 Sooo Total R Total Total 6. (a) Shares allotted otherwise than for cash: No par value Par value Total amount Deemed Nominal Premium of capital Number of Class of Issue price Number of Class of deemed to stated amount of on each shares shares per share capital shares shares each share share be paid-up R R R R Total Total Total Total (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	1.0. Box 82291	5000	PAR VALUE ORDINARRY

Number of shares   Stated price per share   Stated capital   Number of shares   Shares   Stated capital   Number of shares   Shar			No par value		,		Parva	lue		
Total 8 Total 44761957 ORDS 0-01 - 4 447619  \$ 5000 ORDS 0-01 12-49 \$ 4 50  \$ 6000 ORDS 0-01 12-49  \$ 600		1	price per	1	1	l	amount of each	on each	premium	capital, excluding
Total R Total ULT 16957 Total 12-49 \$\$ \$0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	·		R	R			R	R	R	R
Total R Total ULT 166957 Total R TOTAL ULT 166957 TOTAL R TOTAL ULT 166957 TOTAL R TOT						ORDS	0-01	_	*	447619.5
Amount of issued paid-up capital  Premium account  Certified correct.  Contact State capital  Contact Signature  Contact Signatur				ļ	5000	ORDS	0-01	12-49	<b>₩</b> ₩	50
Amount of issued paid-up capital  Premium account  Certified correct.  Contact State capital  Contact Signature  Contact Signatur			Tatal	n	Touble 71 / 952	-		Total	父子が	447669-5
Rubber stamp of company, if any, or of secretaries.  Analysis of Share Previous Account  Opening Balance  Remain on Albahnent (2 450  Nesso:  (726-00)						convect.				
Remain on Albament 62 450 hour Duby (726-00).	ubber stamp of com	<b>\</b> pany, if ar	ny, or of se	cretaries.	-		ector/Mad	ager/Secre	otary	
Remain on Allorment 62 450 hess: (726-00).	Analysia &	of sha	re Premi	um A	recount	302	<i>60</i> 2	` <b>2</b> 99	. 99	
Mohmens Dules (156-25) 61 567-75	Remin or	i Alli			62 450			- (. (		
		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \			1 1 - 73	<i>{</i>	1.	156	226	