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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Received SEC

DEC ' 8 2009

Washington, DC 20549



08062146

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS
AND UNDERTAKING

A. Name of issuer or person filing ("Filer"):

RANDGOLD & EXPLORATION COMPANY LIMITED

PROCESSED

DEC 12 2008

B. (1) This is [check one]:

an original filing for the Filer.

an amended filing for the Filer.

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(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(9)

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant: **RANDGOLD & EXPLORATION COMPANY LIMITED**

Form type: **Form CB**

File Number (if known): **Not available**

Filed by: **RANDGOLD & EXPLORATION COMPANY LIMITED**

Date Filed: **Concurrently**
(if filed concurrently, so indicate)

D. The Filer is incorporated or organized under the laws of:

Republic of South Africa

and has its principal place of business at:

10 Benmore Road, Morningside, Sandton, 2146 (P O Box 650905, Benmore, 2010)

The Republic of South Africa

Phone: +27 11 269 8400

E. The Filer designates and appoints Corporation Service Company ("Agent") located at:

1133 Avenue of the Americas, Suite 3100

New York, NY 10036

Telephone: 800-221-0770

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

(a) any investigation or administrative proceeding conducted by the Commission; and

(b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form CB on December 8, 2008 or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to such Form CB. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during such period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form CB, the securities to which the Form CB relates, and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Johannesburg, South Africa on December 8, 2008.

**RANDGOLD & EXPLORATION COMPANY
LIMITED**

By: /s/ Roger Patrick Pearcey

Name: Roger Patrick Pearcey

Title: Company Secretary

This statement has been signed by the following person in the capacity indicated on December 5, 2008.

Corporation Service Company
(as Agent for Service)

By: /s/ Dwight Coots

Name: Dwight Coots

Title: Vice President

END