

Randgold & Exploration Company Limited

**Notice of Annual General Meeting and
Abridged Group Financial Statements
2020**

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Mr Marais Steyn CA(SA), Financial Director, is responsible for these summarised group financial statements and has supervised the preparation thereof in conjunction with Ms Mione Latsky AGA(SA) representing Outsourced CFO (Pty) Ltd.

NOTICE OF ANNUAL GENERAL MEETING

RANDGOLD & EXPLORATION COMPANY LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1992/005642/06)

Share code: RNG

ISIN: ZAE000008819

("R&E" or "the Company" or "Randgold")

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF R&E

Notice is hereby given to the shareholders of the Company that the annual general meeting ("the meeting" or "the AGM") of R&E will take place virtually on Friday, 28 May 2021 at 11:00 and will be accessible via electronic communication only, for the purpose of considering and, if deemed fit, passing, with or without modification, the following ordinary and special resolutions in the manner required by the memorandum of incorporation of the Company, the Companies Act, No. 71 of 2008, as amended ("the Companies Act") and the Listings Requirements of the JSE Limited ("JSE").

PURPOSE

The purpose of the meeting is to transact the business set out in the agenda below.

1. AGENDA

Presentation of the audited annual financial statements of the Company, including the remuneration report and the reports of the directors and the audit and risk committee for the year ended 31 December 2020, for shareholders to consider. The annual report of the Company, containing the complete audited annual financial statements, is available at www.randgoldexp.co.za or can be obtained from the Company, at no charge, at its registered office during office hours.

2. TO CONSIDER AND, IF DEEMED FIT, APPROVE, WITH OR WITHOUT MODIFICATION, THE FOLLOWING ORDINARY RESOLUTIONS

Note: For any of the ordinary resolutions numbers 1 to 8 to be adopted, more than 50 percent of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.

2.1 Retirement, re-election and confirmation of appointment of directors

2.1.1 ORDINARY RESOLUTION NUMBER 1

"Resolved that Mr PE Burton, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible and offering himself for re-election, be and is hereby re-elected as a director of the Company."

Summary curriculum vitae of Patrick Burton (68) ("Patrick")

Independent Non-executive Director

BComm (Hons) Financial Management, Post Graduate Diploma in Tax Law

Date of appointment: 23 May 2013

Patrick was one of the founding members of Siphumelele Investments Limited, a black economic empowerment company, established in 1995, with a shareholder base representing in excess of 150 000 previously disadvantaged individuals. His experience as a director includes non-executive positions in fishing, food and financial services. Patrick is a member of the audit committees of PSG Group Limited, PSG Konsult Limited and PSG Life Limited.

The reason for ordinary resolution numbers 1 is that the Companies Act and the Listings Requirements of the JSE ("JSE Listings Requirements") require that a component of the non-executive directors rotate at every annual general meeting of the Company and, being eligible, may offer themselves for re-election as directors.

2.1.2 ORDINARY RESOLUTION NUMBER 2

"Resolved that Mr TS Dube's appointment as a director of the Company in terms of the memorandum of incorporation of the Company be and is hereby approved."

Summary curriculum vitae of Tembani Samuel Dube (77) ("Sam")

Independent Non-executive director

Date of appointment: 18 November 2020

Sam is a successful businessman with over 45 years of experience in the public and private sectors. He was a co-founder of Jubelie Project Management, a property development company with numerous successful housing projects for municipalities, provincial and national government. Prior to establishing Jubelie, he served as the black economic empowerment partner for the Power group of companies as well as a director of the Small Business Development Corporation (now known as Business Partners).

The reason for ordinary resolution number 2 is that the memorandum of incorporation of the Company and the JSE Listings Requirements require that any new appointments of non-executive directors on the board of the Company are to be confirmed by the shareholders at the first annual general meeting of the Company held following such appointment.

2.2 Re-appointment of the members of the audit and risk committee of the Company

Note: For avoidance of doubt, all references to the audit and risk committee of the Company is a reference to the audit committee as contemplated in the Companies Act.

2.2.1 ORDINARY RESOLUTION NUMBER 3

"Resolved that Mr PE Burton, subject to the approval of ordinary resolution number 1, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

A summary of Mr PE Burton's curriculum vitae has been included in paragraph 2.1.1 above.

2.2.2 ORDINARY RESOLUTION NUMBER 4

"Resolved that Mr DC Kovarsky, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

Shareholders should note that Mr DC Kovarsky is the chairman of the board of directors and will not chair the audit and risk committee.

Summary curriculum vitae of David Chaim Kovarsky (72) ("David")

Independent Non-executive Chairman

CTA, CA(SA)

Date of appointment: 5 December 2007

After qualifying as a chartered accountant, David was appointed as an audit manager at Arthur Andersen. In 1983, he joined JCI in a corporate finance function, progressing to managing JCI's ferrochrome arm, CMI. Thereafter, David ran Times Media Limited ("TML") and served on the boards of listed companies such as TML, SA Breweries, M-Net and Premier Milling. Subsequently, he has been involved in finance and strategy consulting functions and served as the chief executive officer or chief financial officer of companies of various sizes, mostly related to resources. Until August 2011, David was the chief executive officer of International Ferro Metals Limited, a company listed on the London Stock Exchange producing ferrochrome in South Africa. He is currently the Senior Vice President of Sibanye-Stillwater.

2.2.3 ORDINARY RESOLUTION NUMBER 5

"Resolved that Mr TS Dube, being eligible, be and is hereby appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

A summary of Mr TS Dube's curriculum vitae has been included in paragraph 2.1.2 above.

The reason for ordinary resolutions numbers 3, 4 and 5 is that the Company, being a public listed company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company.

2.3 Re-appointment of auditor

ORDINARY RESOLUTION NUMBER 6

"Resolved that KPMG Inc. be and is hereby re-appointed as auditor of the Company for the ensuing financial year or until the next annual general meeting of the Company, whichever is the later, with the individual auditor being Mr Ivan Engels, as registered auditor and partner in the firm, on the recommendation of the audit and risk committee of the Company."

The reason for ordinary resolution number 6 is that the Company, being a public listed company, must have its financial results audited and such auditor must be appointed or re-appointed as the case may be, at each year's annual general meeting of the Company as required by the Companies Act and the JSE Listings Requirements.

2.4 Non-binding advisory vote on remuneration policy

ORDINARY RESOLUTION NUMBER 7

"Resolved that the Company's remuneration policy, as set out in the Annexure to this notice of annual general meeting, be and is hereby endorsed by way of a non-binding advisory vote."

The reason for ordinary resolution number 7 is that the King IV Report on Corporate Governance™ for South Africa, 2016 ("King IV™") recommends, and the JSE Listings Requirements require, that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each annual general meeting of such company. This enables shareholders to express their views on the remuneration policy adopted. The effect of ordinary resolution number 7, if passed, will be to endorse the Company's remuneration policy. Ordinary resolution number 7 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering amendments to the Company's remuneration policy.

2.5 Non-binding advisory vote on the Company's implementation report on the remuneration policy

ORDINARY RESOLUTION NUMBER 8

"Resolved that the Company's implementation report in regard to the remuneration policy, as set out in the Annexure to this notice of annual general meeting, be and is hereby endorsed by way of a non-binding vote."

The reason for ordinary resolution number 8 is that King IV™ recommends, and the JSE Listings Requirements require, that the implementation report on a company's remuneration policy be tabled for a non-binding advisory vote by shareholders at each annual general meeting of such company. This enables shareholders to express their views on the implementation of a company's remuneration policy. The effect of ordinary resolution number 8, if passed, will be to endorse the Company's implementation report in relation to its remuneration policy. Ordinary resolution number 8 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering amendments to implementation of the Company's remuneration policy.

3. TO CONSIDER AND, IF DEEMED FIT, PASS, WITH OR WITHOUT MODIFICATION, THE FOLLOWING SPECIAL RESOLUTIONS

Note: For the special resolutions to be adopted, at least 75 percent of the voting rights exercised on each special resolution must be exercised in favour thereof.

3.1 Remuneration of non-executive directors

SPECIAL RESOLUTION NUMBER 1

"Resolved, in terms of section 66(9) of the Companies Act, that the Company be and is hereby authorised to remunerate its directors for their services as non-executive directors, which includes serving on various sub-committees and to make payment of the amounts set out below (plus any value added tax, to the extent applicable), on the basis set out below, provided that this authority will be valid until the next annual general meeting of the Company:

Per annum for serving as a non-executive director of the Company:

3.1.1 Chairman	R588 000
3.1.2 Other non-executive directors	R369 600

(includes serving on the board's sub-committees)"

Reason for and effect of special resolution number 1

The reason for special resolution number 1 is for the Company to obtain the approval of shareholders, by way of a special resolution, for the payment of remuneration to its non-executive directors for their services as directors in accordance with the requirements of the Companies Act.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

The effect of special resolution number 1, if passed, is that the Company will be able to pay its non-executive directors for the services they render to the Company as directors without requiring further shareholder approval until the next annual general meeting of the Company.

3.2 Inter-company loans

SPECIAL RESOLUTION NUMBER 2

"Resolved that, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, the board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the board of the Company may deem fit to any company or corporation that is related or inter-related ("related" and "inter-related" will herein have the meanings attributed thereto in section 2 of the Companies Act) to the Company, on the terms and conditions and for amounts that the board of the Company may determine and in accordance with section 45 of the Companies Act, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company."

Reason for and effect of special resolution number 2

The reason for and effect, if passed, of special resolution number 2 is to grant the directors of the Company the authority, until the next annual general meeting of the Company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the Company in accordance with section 45 of the Companies Act. This means that the Company is, inter alia, authorised to grant loans to its wholly-owned subsidiaries and to guarantee the debt of its wholly-owned subsidiaries.

The board of the Company will ensure that, prior to providing any financial assistance as contemplated above, it is satisfied that, immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as set out in the Companies Act and ensure that the terms of any such financial assistance is fair and reasonable.

4. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

Information relating to the special resolutions

The directors, whose names appear on page 14 of this notice of annual general meeting, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that this notice of annual general meeting contains all information required by law and the JSE Listings Requirements.

VOTING

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the Company (the share register) for purposes of being entitled to receive this notice of annual general meeting is Friday, 26 March 2021.
2. The date on which shareholders must be recorded as such in the share register for purposes of being entitled to attend and vote at the meeting is Friday, 21 May 2021 with the last day to trade being Tuesday, 18 May 2021.
3. **Any person who wishes to participate in the virtual AGM (including any representative or proxy) must provide satisfactory identification (such as an identity document, a driver's license or a passport) before they may attend or participate in the virtual AGM. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.**
4. Certificated shareholders and own-name dematerialised shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote there at in their stead. A proxy need not be a shareholder of the Company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for use by such shareholders who wish to be represented at the AGM. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM. Forms of proxy must be completed and lodged at or posted to the meeting administrators, 4 Africa Exchange Registry ("4AXR") (Hill on Empire Building A, 4th Floor, 16 Empire Road, Parktown, 2193 or Postnet Suite 239, Private Bag X30500, Houghton, 2041) or emailed to admin@4axregistry.co.za so as to be received by the meeting administrators by no later than 11:00 a.m. on Wednesday, 26 May 2021 provided that any form of proxy not delivered to the meeting administrators by this time may be provided to the meeting administrators, in the aforementioned manner, at any time before the appointed proxy exercises any shareholder rights at the AGM, subject to the meeting administrators verifying the form of proxy and proof of identification before any shareholder rights are exercised.
5. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM, will need to request their Central Securities Depository Participant ("CSDP") or broker to provide them with the necessary authority in terms of the custody agreement entered into between such shareholders and the CSDP or broker.

6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the AGM and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and the CSDP or broker in the manner and time stipulated therein.
7. Shareholders present, by proxy or by the authorised representative shall, on a poll, have one vote in respect of each share held.
8. In compliance with the provisions of section 58(8)(b)(i) of the Companies Act, a summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act, is set out immediately below:

A shareholder entitled to attend and vote at the AGM may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the AGM in the place of the shareholder. A proxy need not be a shareholder of the Company.

A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM of the Company.

A proxy may delegate its authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

The appointment of a proxy is suspended at any time to the extent that the shareholder who appointed such proxy chooses to act directly in the exercise of any rights as a shareholder.

The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.

If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's memorandum of incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

ELECTRONIC PARTICIPATION

1. The AGM will be held virtually and will be accessible via electronic communication only.
2. Shareholders or their proxies who wish to participate in and/or vote at the AGM should contact 4 Africa Exchange Registry ("4AXR") at admin@4axregistry.co.za or on +27 11 100 8389, by no later than 11:00 a.m. on Wednesday, 26 May 2021 in order for 4AXR to verify them and provide them with the link to the online registration and voting platform. Shareholders may still register to participate in and/or vote electronically at the AGM after this date, provided, however, that those shareholders are fully verified (as required in terms of section 63(1) of the Companies Act) and are registered before any shareholder rights are exercised.
3. Dematerialised shareholders would still need to submit proxies via the CSDP/broker or obtain a letter of representation to attend the AGM, which letter of representation must be submitted to 4AXR before they will be able to provide a link to the online registration and voting platform.
4. 4AXR will assist shareholders with all the requirements for electronic participation and is obliged to validate the information of each shareholder's entitlement to participate in and/or vote at the AGM before providing it with the necessary means to access the AGM electronically and/or the electronic voting platform.
5. Aside from the cost incurred by Randgold as a result of the hosting by 4AXR of the AGM by way of a remote interactive electronic platform, which shareholders can choose to access, shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the JSE, Randgold and/or 4AXR. None of the JSE, Randgold or 4AXR can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the AGM.
6. Notwithstanding the availability of the electronic voting platform, shareholders may still submit forms of proxy to 4AXR (in the case of certificated shareholders and dematerialised shareholders with "own-name" registration) or provide instructions to their appointed CSDP or broker (in the case of dematerialised shareholders without "own-name" registration) by no later than 11:00 a.m. on Wednesday, 26 May 2021 or the time and date stipulated by the CSDP or broker, respectively.

By order of the board

Randgold & Exploration Company Limited

Statucor (Pty) Ltd

Company Secretary

Johannesburg
31 March 2021

Registered office

Suite 25, Third floor, Katherine & West Building
114 West Street, Sandown
Sandton, 2196

Postal address

PO Box 202, Stellenbosch, 7600

Meeting administrators

4 Africa Exchange Registry Proprietary Limited
Hill on Empire Building A, 4th Floor, 16 Empire Road, Parktown, 2193
(Postnet Suite 239, Private Bag X30500, Houghton, 2041)

REMUNERATION COMMITTEE REPORT

The Remuneration Committee mandate was approved and adopted with effect from 24 March 2004. A revised charter to take account of the changes brought by the Act, the JSE Listings Requirements and King IV™ has been reviewed by the Remuneration Committee and was approved by the board on 8 March 2018. The document is reviewed annually and updated as required.

No remuneration consultants have been used during the reporting period.

The Remuneration Committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period.

The Remuneration Committee will continue to implement the policy as approved by shareholders effectively in order to comply with all requirements and discharge their duties.

The group's remuneration policy, which is set out in part I of this report, and the implementation report, which is set out in part II of this report, will be proposed to shareholders for non-binding advisory votes at the annual general meeting in May 2021.

The Remuneration Committee comprises of the following members:

1. Patrick Ernest Burton (Chairman);
2. David Chaim Kovarsky; and
3. Tembani Samuel Dube.

PART I: REMUNERATION POLICY

The group's remuneration philosophy is based on the following principles:

- Aligning executive remuneration with company performance and shareholder interests;
- Setting remuneration standards which attract, retain and motivate a competent executive team;
- Linking individual pay with operational and company performance in relation to strategic objectives; and
- Evaluating compensation of executives including approval of salary, equity and incentive-based awards.

In applying these principles to remuneration practices, management aims to be market competitive and ensures that good governance is observed in relation to all remuneration practices. In applying these principles, the Remuneration Committee aims to be transparent and achieve fair and responsible remuneration for management.

No benchmark is currently used to determine remuneration. The Remuneration Committee determines the remuneration of executive directors and other senior executive managers. The basic "cost to company" package consists of a basic salary. These packages are linked to the expertise and knowledge required in the position. Basic "cost to company" is fixed for a period of 12 months and is subject to an annual review. Executive directors' increases are proposed by the chairman of the board, but are subject to prior review by the Remuneration Committee and final approval of the board. There is no restraint of trade in place for either of the executive directors. Changes to the remuneration of independent non-executive directors are approved by shareholders.

Please refer to our website www.randgoldexp.co.za where the remuneration policy is stored for public access.

Executive directors' remuneration

Randgold's executive remuneration structure currently comprises only guaranteed remuneration. No variable recurring bonus arrangement is currently in place. There is no variable pay and directors are, due to company size and complexity and activities not rewarded for individual performance. As a result, it is not deemed necessary to provide an illustration of the potential impact on the total remuneration for executive management, on a single, total figure basis, of applying the remuneration policy under the minimum, on-target and maximum performance outcomes.

The remuneration paid to executive directors is disclosed on page 8 of this report.

Guaranteed remuneration

Executive directors, along with all employees, receive guaranteed packages. These guaranteed packages are reviewed annually in March. Salaries are set in relation to the scope and nature of an individual's role, experience and performance, to ensure market competitiveness and sustainable performance. There was no salary increase for the executive directors for the 2020 financial year (2019: 6.00%).

Variable remuneration

Not applicable.

Executive service conditions

There are no fixed-term service conditions.

There are no obligations in executive employment contracts which give rise to payments on termination of employment or office.

Non-executive directors' fees

Non-executive directors receive fees for serving on the board and board committees. No non-executive director has an employment contract with the company and no consulting fees were paid to directors during the year.

The proposed fees for the 2021 financial year, which are subject to approval by shareholders at the forthcoming annual general meeting in May 2021, are included in the notice of the annual general meeting on page 3 of this report.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Remuneration governance

The Remuneration Committee operates under formal board-approved terms of reference. Their duties include but are not limited to the following:

Duties:

- To consider the remuneration policy and to set strategic objectives for remuneration management within the company's operations;
- To make all determinations and take any action that is reasonably appropriate or necessary in the course of establishing the compensation of the company's executives;
- To review and approve corporate goals and objectives relevant to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of these goals and objectives, and set the compensation level of the chief executive officer based on this evaluation;
- To review, and make recommendations to the board where necessary, all new employment, consulting, retirement and severance agreements and arrangements proposed for the company's executives. The Remuneration Committee periodically evaluate existing agreements with the company's executives for continuing appropriateness;
- To determine specific remuneration packages for each executive director and executive officer of the company, including fringe benefits, and to review these annually; and
- To consider other matters relating to the remuneration of or terms of employment applicable to the executive directors and executive officers that may be referred to the Remuneration Committee by the board.

PART II: IMPLEMENTATION OF REMUNERATION POLICY

Director's remuneration

	Basic salary/fees		Bonus		Total	
	2020 R'000	2019 R'000	2020 R'000	2019 R'000	2020 R'000	2019 R'000
Directors						
Executive						
M Steyn ¹	2 751	2 733	–	–	2 751	2 733
H Gischen ²	2 694	–	–	–	2 694	–
V Botha ³	–	283	–	–	–	283
Non-executive						
DC Kovarsky	562	530	–	–	562	530
JH Scholes ⁴	175	332	–	–	175	332
PE Burton	353	332	–	–	353	332
V Botha ³	324	675	–	–	324	675
H Gischen ²	–	37	–	–	–	37
TS Dube ⁵	45	–	–	–	45	–
	6 904	4 922	–	–	6 904	4 922

(All amounts stated above are exclusive of VAT, where applicable.)

¹ Appointed to the dual role of chief executive officer and financial director on 27 February 2019.

² Appointed as a non-executive director on 15 November 2019. Subsequently appointed as executive director on 29 January 2020.

³ Resigned as financial director on 27 February 2019 and appointed as non-executive director with immediate effect. Resigned from the board of directors on 18 November 2020.

⁴ Resigned from the board of directors on 13 August 2020.

⁵ Appointed as an independent non-executive director to the board on 18 November 2020.

No payments were made during the reporting period on termination of employment or office.

Shareholder approval

The remuneration policy and implementation report set out above are proposed to shareholders in separate non-binding advisory votes in terms of the notice of the annual general meeting. In the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the votes exercised at the AGM, the board of directors will engage with such shareholders in order to clarify the nature of and evaluate the validity of such objections and legitimate and reasonable concerns and will, where possible and prudent, given the objectives of the remuneration policy, take those objections and concerns into consideration when formulating any amendments to the company's remuneration policy.

Voting at the 2020 annual general meeting

At the annual general meeting on 29 May 2020, the shareholders endorsed the remuneration policy and the implementation report of the company by way of separate non-binding advisory votes of 98.40% in favour respectively. As the non-binding advisory votes were passed by the requisite majorities, no further engagement with shareholders was required.

The Remuneration Committee believes that they applied the remuneration policy effectively and complied with all requirements.

COMMENTARY

TO THE SUMMARISED GROUP FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

GENERAL

The board of R&E is pleased to announce the audited results for the year ended 31 December 2020.

Mr Marais Steyn CA(SA), Financial Director, is responsible for the annual financial statements and these summarised annual results and has supervised the preparation thereof in conjunction with Ms Mione Latsky AGA(SA) representing Outsourced CFO (Pty) Ltd.

INCOME

The 2020 group results reflected a total comprehensive loss for the year of R18.6 million (2019: R24.5 million). During 2020, income was derived primarily from finance income of R6.9 million (2019: R11.9 million) earned on investments in listed securities and money market funds. The group did not earn any income from recoveries in 2020 or 2019. The company spent R7.9 million (2019: R5.9 million) on personnel costs, R12.8 million (2019: R28.7 million) on legal and forensic fees and other operational costs totaled R3 million (2019: R3.2 million).

FINANCIAL POSITION

R&E is liquid with no interest-bearing debt. The major assets of the R&E group as at 31 December 2020 consisted of funds held in unit trusts of R123.8 million (2019: R143 million). The board has adopted a low-risk approach to protect the group's investments in listed securities, which are monitored daily in conjunction with a specialist treasury firm to maintain optimal returns with minimal associated risks.

The post-retirement medical benefit obligation of R10.8 million (2019: R10.5 million) is unfunded and the company continues to fulfil its medical aid scheme obligations. The R&E group had calculated tax losses as at 31 December 2020, but no deferred tax assets were raised as it is improbable that there will be future taxable profits against which to offset the tax losses.

R&E had a net asset value per share of R1.58 at 31 December 2020 (2019: R1.84).

CASH FLOW

The group's cash flow of R 114,921 (2019: R31,697) was the net result of interest earned on investments in listed securities and cash and cash equivalents, proceeds from the disposal of investments in listed securities and dividends, less cash utilised to fund its operations during the year.

OUTLOOK

The outlook for 2021 is largely dependent on the progress and outcome of current legal matters. Expenditure on litigation is expected to be at a similar level as 2020. Until the claims in which the company are engaged have been finalised, this pattern of expenditure is likely to prevail.

David Kovarsky

Chairman

Johannesburg

26 March 2021

Marais Steyn

Joint Chief Executive Officer and Financial Director

SUMMARISED GROUP STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2020

	Audited 2020 R'000	Audited 2019 R'000 (*Restated)
Other income	–	64
Personnel expenses	(7 958)	(5 958)
Change in fair value of investments in listed securities	(1 058)	2 071*
Other operating expenses	(15 859)	(32 023)
Loss from operating activities	(24 875)	(35 846)
Finance income	6 969	11 929*
Loss before taxation	(17 906)	(23 917)
Taxation	–	–
Loss for the year	(17 906)	(23 917)
Other comprehensive income		
Items of other comprehensive income that will not be subsequently reclassified to profit or loss:		
Actuarial losses	(768)	(623)
Total comprehensive income for the year	(18 674)	(24 540)
Basic and diluted loss per share (cents)	7	(25.01) (33.41)
Headline and diluted loss per share (cents)	7	(25.01) (33.41)
Number and weighted average number of shares in issue	7	71 585 172 71 585 172

* These amounts have been reclassified to better reflect their nature, please refer to note 11 for detail. This reclassification does not change the loss for the year.

SUMMARISED GROUP STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2020

	Audited 2020 R'000	Audited 2019 R'000
ASSETS		
Non-current assets	21	36
Equipment	21	36
Current assets	124 773	144 673
Investments in listed securities	123 824	143 068
Other receivables	548	1 319
Cash and cash equivalents	401	286
Total assets	124 794	144 709
EQUITY AND LIABILITIES		
Shareholders' equity	113 322	131 996
Ordinary share capital	716	716
Retained earnings	112 606	131 280
LIABILITIES		
Non-current liabilities		
Post-retirement medical benefit obligation	10 800	10 564
Current liabilities		
Other payables	672	2 149
Total equity and liabilities	124 794	144 709

SUMMARISED GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

	Audited 2020 R'000	Audited 2019 R'000
Attributable to equity holders of the company		
Ordinary share capital	716	716
Retained earnings	112 606	131 280
Balance at the beginning of the period	131 280	155 820
Total comprehensive income for the year	(18 674)	(24 540)

SUMMARISED GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2020

	Audited 2020 R'000	Audited 2019 R'000 (*Restated)
Loss before taxation	(17 906)	(23 917)
Adjusted for:		
Change in fair value of investments in listed securities	1 058	(2 071)*
Depreciation	12	11
Scrapping of equipment	3	4
Post-retirement medical benefit obligation – interest cost	823	856
Interest income	(6 969)	(11 929)*
Working capital changes	(707)	(349)
Cash utilised in operating activities	(23 686)	(37 395)
Interest received	6 563	11 628*
Dividend income	406	301*
Post-retirement medical benefit liability – benefits paid	(1 355)	(1 411)
Cash flow from operating activities	(18 072)	(26 877)
Cash flow from investing activities	18 187	26 845
Acquisition of equipment	–	(40)
Acquisition of Investments in listed securities	(5 939)	(1 782)
Proceeds from disposal of investments in listed securities	24 126	28 667
Increase/(decrease) in cash and cash equivalents	115	(32)
Cash and cash equivalents at the beginning of the year	286	318
Cash and cash equivalents at the end of the year	401	286

* These amounts have been reclassified to better reflect their nature, please refer to note 11 for detail. This reclassification does not change the net cash flow for the year.

NOTES

TO THE SUMMARISED GROUP FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. REPORTING ENTITY

R&E is a company domiciled and incorporated in the Republic of South Africa. The summarised group annual financial statements of the company for the year ended 31 December 2020 includes the company and its subsidiaries (together referred to as "the group").

2. BASIS OF PREPARATION

The summarised group financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for abridged reports, and the requirements of the Companies Act applicable to summary financial statements. The JSE Listings Requirements require abridged reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS") and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Accountants Council and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in the preparation of the group financial statements, from which the summarised group financial statements were derived, are in terms of IFRS. All accounting policies have been applied consistently, in all material respects, to all years presented, save for the adoption of the following new standards: amendments to the Conceptual Framework; IFRS 3 – Amendments to the Definition of a Business; IAS 1 and 8 – Amendments to the definition of Material; IFRS 9, IAS 39 and IFRS 7 – Interest rate benchmark reform; IFRS 16 – COVID-19-related rent concessions; all of which became effective during the year ended 31 December 2020. The group has assessed the impact of the adoption of these standards and amendments and found that it does not have a material impact on the group financial statements.

The accounting policies have been applied consistently by all group entities.

4. INDEPENDENT AUDIT BY THE AUDITOR

These summarised group financial statements for the year ended 31 December 2020 have been extracted from the complete set of annual financial statements on which the auditors, KPMG Inc., have expressed an unmodified audit opinion, dated 26 March 2021. The auditor's report and annual financial statements, which have been summarised in this report, are available for inspection at the registered office of the company.

This abridged report is extracted from audited information but is not itself audited.

The directors take full responsibility for the preparation of this report and that the financial information has been correctly extracted from the underlying annual financial statements.

5. SEGMENT REPORTING

The group operates in a single operating segment as an investment holding company.

6. RECOVERIES

During 2020, the Company did not earn any revenue from settlements with third parties (2019: Rnil).

7. EARNINGS PER SHARE

	2020 Per share (in cents)	2019 Per share (in cents)
EARNINGS PER SHARE		
Basic loss and diluted loss per ordinary share	(25.01)	(33.41)
The calculation of basic and diluted loss per share is based on losses of R17.9 million (2019: R23.9 million) attributable to ordinary shareholders of the company and a weighted average of 71 585 172 (2019: 71 585 172) ordinary shares in issue during the year.		
Headline loss and diluted headline loss per share	(25.01)	(33.41)
The calculation of headline and diluted headline loss per share is based on headline losses of R17.9 million (2019: R23.9 million) attributable to ordinary shareholders of the company and a weighted average of 71 585 172 (2019: 71 585 172) ordinary shares in issue during the year.		
Reconciliation between basic loss for the year and headline loss		
Loss for the year attributable to equity holders of the company (R'000)	(17 905)	(23 917)
Headline loss for the year attributable to equity holders of the company (R'000)	(17 905)	(23 917)

NOTES (CONTINUED)

TO THE SUMMARISED GROUP FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

8. NET ASSET AND TANGIBLE NET ASSET VALUE PER SHARE

The net asset value per share is calculated using the following variables:

	31 December 2020	31 December 2019
Net asset value (R'000)	113 322	131 998
Ordinary shares outstanding	71 585 172	71 585 172
Net asset value per share (cents)	158	184
Net tangible asset value per share (cents)	158	184

The number of shares outstanding at 31 December 2020 and 31 December 2019 has been adjusted for the 2 999 893 treasury shares held.

9. RELATED PARTY TRANSACTIONS

There were no related party transactions during the period under review other than in the normal course of business. Key management remuneration for the current year was R6.9 million (2019: R4.9 million).

10. EVENTS AFTER REPORTING DATE

There were no significant events between the reporting date and the approval date of these results.

11. CHANGE IN ACCOUNTING POLICY

Certain amounts have been reclassified in the statement of profit or loss and other comprehensive income and the statement of cash flows to better reflect their nature. This reclassification does not change the loss or the net cash flow position of the group for the year ended 31 December 2019. The correction of prior period errors had no impact on the statement of financial position at 31 December 2019 and as a result it was not considered necessary to disclose a 3rd statement of financial position.

	31 December 2019 As previously stated R'000	Change in accounting policy R'000	31 December 2019 Restated R'000
Statement of profit or loss and other comprehensive income			
Dividend income – Investments in listed securities	301	(301)	–
Profit on disposal of investments in listed securities	14	(14)	–
Change in fair value of investments in listed securities	2 057	14	2 071
Finance income	11 628	301	11 929
Statement of cash flows			
Cash flow from operating activities			
– Dividend income	–	301	301
Cash flow from investing activities			
– Dividend income	301	(301)	–

Directors

DC Kovarsky (Chairman)*, M Steyn (Chief Executive Officer and Financial Director)**, H Gischen**, PE Burton*, TS Dube*.

(*Independent Non-executive, **Executive)

Company secretary

Statucor (Pty) Ltd

Sponsor

PSG Capital Proprietary Limited
First Floor, Ou Kollege Building, 35 Kerk Street, Stellenbosch, 7600
(Registration number 2006/015817/07)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

ANNEXURE

General information in respect of directors, major shareholders, directors' interest and share capital of the company.

DIRECTORS

Executive directors

Marais Steyn (49)

Chief Executive Officer and Financial Director

BComm (Hons), CA(SA)

Hilton Gischen (67)

Executive Director

BProc

Non-executive directors

David Chaim Kovarsky (73)

Independent Non-executive Chairman

CTA, CA(SA)

Patrick Ernst Burton (68)

Independent Non-executive Director

BComm (Hons) Financial Management, Postgraduate Diploma in Tax Law

Tembani Samuel Dube (77)

Independent Non-executive Director

MAJOR SHAREHOLDERS

Register Date: 31 December 2020

Issued Share Capital: 74,585,065 shares

SHAREHOLDER SPREAD	Number of shareholders	%	Number of shares	% of ISC
1 – 1 000 shares	1 284	75.26	276 654	0.37
1 001 – 10 000 shares	275	16.12	964 708	1.29
10 001 – 100 000 shares	100	5.86	3 337 472	4.47
100 001 – 1 000 000 shares	38	2.23	11 143 486	14.94
1 000 001 shares and over	9	0.53	58 862 745	78.92
Total	1 706	100	74 585 065	100

DISTRIBUTION OF SHAREHOLDERS	Number of shareholders	%	Number of shares	% of ISC
ADRs	1	0.06	4 661 803	6.25
Banks	53	3.11	7 244 079	9.71
Brokers	16	0.94	196 528	0.26
Close Corporations	13	0.76	21 338 336	28.61
Endowment Funds	4	0.23	145 784	0.20
Individuals	1 462	85.70	5 268 014	7.06
Insurance Companies	3	0.18	323 961	0.43
Mutual Funds	9	0.53	5 972 288	8.01
Nominees and Trusts	70	4.10	810 747	1.09
Other Corporations	12	0.70	80 727	0.11
Pension Funds	23	1.35	3 419 321	4.58
Private Companies	40	2.34	25 123 477	33.68
Total	1 706	100	74 585 065	100

ANNEXURE (CONTINUED)

PUBLIC/NON-PUBLIC SHAREHOLDERS	Number of shareholders	%	Number of shares	%
Non-public shareholders	4	0.23	41 285 105	55.35
Strategic Holdings (more than 10%)*	3	0.18	38 285 212	51.33
R&E subsidiary	1	0.06	2 999 893	4.02
Public shareholders	1 702	99.77	33 299 960	44.65
Total	1 706	100	74 585 065	100

* Includes Zerbans Cake & Coffee Shop CC and Pacol Investments (Pty) Ltd.

BENEFICIAL SHAREHOLDERS HOLDING 3% OR MORE	Number of shares	%
Zerbans Cake & Coffee Shop CC	21 300 000	28.56
Pacol Investments (Pty) Ltd	16 985 212	22.77
Charisma Holdings (Pty) Ltd	3 750 000	5.03
ADRs (American Depositary Receipts)	3 591 816	4.82
Allan Gray Equity Fund	3 506 113	4.70
Investec Bank Ltd	3 280 821	4.40
Refraction Investment (Pty) Ltd	2 999 893	4.02
Theodoor Gilissen Bankiers N.V.	2 368 903	3.18

FUND MANAGERS HOLDING 5% OR MORE	Number of shares	%
Allan Gray Proprietary Limited*	9 754 648	13.08

* Includes the beneficial owner Allan Gray Equity Fund

DIRECTORS' INTEREST

No director held any shares in the group, directly or indirectly, for the 2020 or 2019 financial years and up to the date of this report.

SHARE CAPITAL OF THE COMPANY

The company's authorised and issued share capital at 31 December 2020 was:

Authorised

105 000 000 ordinary shares of no par value

Issued

74 585 065 ordinary shares of no par value

Treasury shares

At the reporting date, a subsidiary of R&E held 2 999 893 R&E shares as treasury shares.

CORPORATE INFORMATION

Randgold & Exploration Company Limited (R&E)

(Registration number 1992/005642/06)

Postal address

PO Box 202
Stellenbosch, 7600
Telephone: +27 71 580 3739
Facsimile: +27 86 235 9863
Website: www.randgoldexp.co.za

Registered office

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Sandton, 2196

Company Secretary

Statucor (Pty) Ltd
6th Floor, 119 – 123 Hertzog Boulevard,
Foreshore
Cape Town, 8001

South African attorneys to R&E

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Sandton, 2196
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Telephone: +27 11 523 5300
Facsimile: +27 11 523 5326

United States solicitors to R&E

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Facsimile: +1 212 319 4090

Sponsor and corporate advisor to R&E

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Facsimile: +27 21 887 9624

Auditors to R&E

KPMG Inc.
(Registration number 1999/021543/21)
MSC House, 1 Mediterranean Street
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Telephone: +27 21 408 7000
Facsimile: +27 21 408 7100

South African transfer secretaries to R&E

Computershare Investor Services Proprietary Limited
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Communications for R&E

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European solicitors to R&E

Fox Williams LLP
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United States depository

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The Bank of New York Mellon
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In the United Kingdom

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