

## FORM OF PROXY

### RANDGOLD & EXPLORATION COMPANY LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1992/005642/06)

Share code: RNG

ISIN: ZAE00008819

("R&E" or "the company")

### FORM OF PROXY – FOR USE BY CERTIFICATED AND OWN-NAME DEMATERIALIZED SHAREHOLDERS ONLY

I/We, the undersigned \_\_\_\_\_ (full name of shareholder in print)

of \_\_\_\_\_ (address)

being a shareholder of the Company, do hereby appoint \_\_\_\_\_ (name of proxy)

of \_\_\_\_\_ (address)

or failing him/her \_\_\_\_\_ (name of proxy)

of \_\_\_\_\_ (address)

or failing him/her, the chairman of the annual general meeting as my/our proxy to represent me/us, to talk and vote on my/our behalf at the annual general meeting of the Company to be held virtually at 11:00 a.m. on Friday, 27 May 2022, or at any adjournment thereof

	In favour of	Against	Abstain from voting
<b>Ordinary resolution number 1:</b> To re-elect TS Dube as director.			
<b>Ordinary resolution number 2:</b> To confirm the appointment of RJ Fehrsen as director.			
<b>Ordinary resolution number 3:</b> To confirm the appointment of JM Kesler as director.			
<b>Ordinary resolution number 4:</b> To appoint RJ Fehrsen as member of the audit and risk committee			
<b>Ordinary resolution number 5:</b> To re-appoint PE Burton as member of the audit and risk committee.			
<b>Ordinary resolution number 6:</b> To re-appoint TS Dube as member of the audit and risk committee.			
<b>Ordinary resolution number 7:</b> To re-appoint KPMG Inc. as the auditor of the Company.			
<b>Ordinary resolution number 8:</b> To pass a non-binding advisory vote on the Company's remuneration policy.			
<b>Ordinary resolution number 9:</b> To pass a non-binding advisory vote on the Company's implementation report on the remuneration policy.			
<b>Special resolution number 1:</b> Approval of remuneration of non-executive directors.			
<b>Special resolution number 2:</b> Approval of right to provide financial assistance as contemplated in section 45 of the Companies Act.			

Please indicate your voting instruction by inserting the number of shares (or a cross should you wish to vote all of your shares) in the space provided.

Signed at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Signature(s) \_\_\_\_\_

Assisted by (where applicable) (state capacity and full name) \_\_\_\_\_

## FORM OF PROXY (CONTINUED)

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### NOTES

1. A form of proxy must only be completed by certificated shareholders or dematerialised shareholders with own-name registration.
2. Shareholders who have dematerialised their ordinary shares through a Central Securities Depository Participant (CSDP) or broker, other than own-name registered dematerialised shareholders, who wish to attend the annual general meeting, must request the CSDP or broker to provide them with a letter of representation or instruct the CSDP or broker to vote by proxy on their behalf in terms of the custody agreement entered into between the shareholder and the CSDP or broker.
3. A shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her place at the annual general meeting. The name/s of choice is to be inserted on the form of proxy in the space provided. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow (who need not be a shareholder of the Company).
4. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided on the form of proxy.
5. When there are joint registered holders of any shares, any one of such persons may vote at the annual general meeting in respect of such shares as if he/she is solely entitled thereto, but, if more than one of such joint holders be present or represented at any annual general meeting, that one of the said persons whose name stands first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder, in whose name any shares stand, shall be deemed joint holders thereof.
6. If a shareholder does not indicate on the form of proxy how his/her proxy is to vote, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) that may properly be put before the annual general meeting be proposed, the proxy shall be entitled to vote as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
7. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to the form of proxy, unless previously recorded by the Company or its transfer secretaries/meeting administrators or waived by the chairman of the annual general meeting.
8. Any alterations or corrections to the form of proxy must be initialled by the signatory(ies).
9. The completion and lodging of the form of proxy will not preclude the shareholder from attending the annual general meeting and speaking and voting at such meeting to the exclusion of the proxy appointed in terms thereof, should he/she wish to do so.
10. The form of proxy must be completed and lodged at, or posted to, or emailed to the meeting administrators by no later than 11:00 a.m. on Wednesday, 25 May 2022, 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.

#### **Meeting administrators**

CTSE Registry Services Proprietary Limited  
The Woodstock Exchange Building, 5th Floor, Block B, 66-68 Albert Road, Woodstock, 7925  
(Postnet Suite 5, Private Bag X4, Woodstock, 7915)  
admin@4axregistry.co.za

11. Notwithstanding the foregoing, the chairman of the annual general meeting may waive any formalities that would otherwise be a prerequisite for a valid proxy.
12. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries/meeting administrators.