

**Randgold & Exploration Company Limited**  
(Incorporated in the Republic of South Africa)  
(Registration number 1992/005642/06)  
Share Code: RNG  
ISIN: ZAE000008819  
("the Company")




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## RESULTS OF THE ANNUAL GENERAL MEETING

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Shareholders are hereby advised that at the annual general meeting of the Company held entirely by electronic communication at 11:00 today, 29 May 2020 ("AGM"), all of the resolutions were passed by the requisite majorities of the Company's shareholders.

Details of the results of the voting at the AGM are as follows:

| <b>Resolutions proposed at the AGM</b>   | <b>Votes for resolution as a percentage of total number of shares voted at AGM</b> | <b>Votes against resolution as a percentage of total number of shares voted at AGM</b> | <b>Number of shares voted at AGM</b> | <b>Number of shares voted at AGM as a percentage of shares in issue</b> | <b>Number of shares abstained as a percentage of shares in issue</b> |
|--|--|--|--------------------------------------|---|--|
| Ordinary resolution number 1:<br>To re-elect DC Kovarsky as director                                 | 98.60%   | 1.40%  | 53 053 314                           | 71,13%  | 0,26%  |
| Ordinary resolution number 2:<br>To re-elect JH Scholes as director                                  | 98.17%   | 1.83%  | 40 618 990                           | 54,46%  | 16,93%   |
| Ordinary resolution number 3:<br>To confirm appointment of H Gischen as a director                   | 99,94%   | 0,06%  | 52 873 694                           | 70,89%  | 0,50%  |
| Ordinary resolution number 4:<br>To re-appoint DC Kovarsky as member of the audit and risk committee | 98,34%   | 1,66%  | 52 520 256                           | 70,42%  | 0,98%  |

|  |        |       |            |        |        |
|--|--------|-------|------------|--------|--------|
| Ordinary resolution number 5:<br>To re-appoint JH Scholes as member of the audit and risk committee                                    | 99,48% | 0,52% | 40 085 932 | 53,75% | 17,65% |
| Ordinary resolution number 6:<br>To re-appoint P Burton as member of the audit and risk committee                                      | 99,61% | 0,39% | 52 520 256 | 70,42% | 0,98%  |
| Ordinary resolution number 7:<br>To re-appoint KPMG Inc. as the auditor of the Company   | 98,28% | 1,72% | 53 225 830 | 71,36% | 0,03%  |
| Ordinary resolution number 8:<br>To pass a non-binding advisory vote on the Company's remuneration policy                              | 98,61% | 1,39% | 53 045 507 | 71,12% | 0,27%  |
| Ordinary resolution number 9:<br>To pass a non-binding advisory vote on the Company's implementation report on the remuneration policy | 98,28% | 1,72% | 53 225 127 | 71,36% | 0,03%  |
| Special resolution number 1:<br>Approval of remuneration of non-executive directors  | 99,28% | 0,72% | 52 692 069 | 70,65% | 0,75%  |

|  |        |       |            |        |       |
|--|--------|-------|------------|--------|-------|
| Special resolution number 2:<br>Approval of right to provide financial assistance as contemplated in section 45 of the Companies Act | 99,95% | 0,05% | 52 520 256 | 70,42% | 0,98% |
|--|--------|-------|------------|--------|-------|

**Note:**

Total number of shares in issue as at the date of the AGM was 74 585 065.

Johannesburg  
29 May 2020

Sponsor  
PSG Capital



PSG CAPITAL