

# FORM OF PROXY



DRDGOLD LIMITED  
 (Formerly Durban Roodepoort Deep, Limited)  
 (Incorporated in the Republic of South Africa)  
 (Registration number 1895/000926/06)  
 NASDAQ trading symbol: DROOY  
 ARBN number: 086 277 616  
 Share code: DUR  
 ISIN: ZAE 000015079  
 ("DRDGOLD" or "the company")

## FORM OF PROXY FOR DRDGOLD SHAREHOLDERS [11.1 (f) v]

For use **only** by DRDGOLD shareholders on the Port Moresby and the United Kingdom registers and with regard to the South African and Australian register, for use only by DRDGOLD shareholders holding share certificates and Central Securities Depository Participants' ("CSDPs") nominee companies, brokers' nominee companies and DRDGOLD shareholders who have dematerialised their share certificates and who have selected own-name registration through a CSDP at the annual general meeting of DRDGOLD shareholders of DRDGOLD to be held in the boardroom, EBSCO House 4, 299 Pendoring Avenue, Blackheath, Randburg on Friday, 04 November 2005 at 09:00 (South African time) ("the annual general meeting of DRDGOLD shareholders"). DRDGOLD shareholders on the Australian register holding an interest in DRDGOLD shares in the form of CHESS Depository Interests should use the blue form attached to the notice of annual general meeting to direct CHESS Depository Nominees Pty Ltd how to vote on each resolution.

DRDGOLD shareholders on the South African register who have already dematerialised their share certificates through a CSDP or broker and who have not selected own-name registration and DRDGOLD shareholders who hold certificated ordinary shares through a nominee must **not** complete this form of proxy but must instruct their CSDP, broker or nominee to issue them with the necessary authority to attend the annual general meeting of DRDGOLD shareholders or, if they do not wish to attend the annual general meeting of DRDGOLD shareholders, they may provide their CSDP, broker or nominee with their voting instructions in terms of the custody agreement entered into between them and their CSDP, broker or nominee.

I/We (BLOCK LETTERS please) \_\_\_\_\_

Of \_\_\_\_\_

Telephone Work (\_\_\_\_) \_\_\_\_\_ Telephone Home (\_\_\_\_) \_\_\_\_\_

being the holder/s or custodians of  shares hereby appoint (see note 1 overleaf):

1. \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ or failing him/her,

3. the chairman of the annual general meeting of DRDGOLD shareholders,

as my/our proxy to attend, speak and vote on a show of hands or on a poll for me/us and on my/our behalf at the annual general meeting of DRDGOLD shareholders to be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against the resolution and/or abstain from voting in respect of the DRDGOLD shares registered in my/our name as follows (Please read notes below):

## FORM OF PROXY

	For	Against	Abstain
<p>▶ <b>Ordinary business</b></p> <p>1. To adopt the audited annual financial statements for the twelve months ended June 30, 2005</p>			
2. To re-appoint the auditors in accordance with the company's articles of association			
3A To re-elect Mr RP Hume as a director of the company			
3B To re-elect Mr J Turk as a director of the company			
3C To re-elect Mr MM Wellesley-Wood as a director of the company			
<p>▶ <b>Special business</b></p> <p><b>Ordinary resolution number 1</b> To place all unissued shares in the capital of the company under the control of the directors of the company</p>			
<p>▶ <b>Ordinary resolution number 2</b> To authorise the allotment and issue of ordinary shares for cash</p>			
<p>▶ <b>Ordinary resolution number 3</b> To approve the issue of shares to directors in terms of the DRDGOLD (1996) Share Option Scheme pursuant to the exercise of options already granted</p>			
<p>▶ <b>Ordinary resolution number 4</b> To approve the issue of up to 500 000 options to non-executives directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited.</p>			
<p>▶ <b>Ordinary resolution number 5</b> To approve the issue of up to 102 426 options to executive directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited</p>			
<p>▶ <b>Ordinary resolution number 6</b> To ratify the issue of equity securities for the purpose of Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited</p>			
<p>▶ <b>Special Resolution no 1</b> To approve and ratify the allotment and issue of share options to non-executive directors in terms of the DRDGOLD (1996) Share Option Scheme and section 223 of the Companies Act, 1973 (Act 61 of 1973), as amended</p>			
<p>▶ <b>Special Resolution no 2</b> To approve the issue of share options to non-executive directors under the DRDGOLD (1996) Share Option Scheme</p>			
<p>▶ <b>Special Resolution no 3</b> To authorise the directors to allot and issue new ordinary shares in terms of section 82 (1) of the Companies Act, 1973 (Act 61 of 1973), as amended</p>			
<p>▶ <b>Special Resolution no 4</b> To authorise the directors to approve the acquisition by the company and its subsidiaries of shares in the company.</p>			

and generally to act as my/our proxy at the said annual general meeting of DRDGOLD shareholders.  
(Tick whichever is applicable). If no directions are given, the proxy holder will be entitled to vote or to abstain from voting, as that proxy holder deems fit.  
(Please read notes below)

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2005

Signature \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_

Each DRDGOLD shareholder is entitled to appoint one or more proxies (who need not be a shareholder/s of DRDGOLD) to attend, speak and vote in place of that DRDGOLD shareholder at the annual general meeting of DRDGOLD shareholders. Unless otherwise instructed, the proxy may vote as he thinks fit.

Please read the notes below.

► **Notes**

- 1 A DRDGOLD shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the chairman of the annual general meeting of DRDGOLD shareholders", but any such deletion must be initiated by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting of DRDGOLD shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 A DRDGOLD shareholder's instruction to his proxy must be indicated in the appropriate box by inserting the number of shares in respect of which the shareholder wishes his proxy to cast his votes.
- 3 Should there be no indication in the appropriate box as to how the shareholder wishes his votes to be cast by his proxy then the proxy will be deemed to have been authorised to vote or abstain from voting at the annual general meeting as the proxy deems fit.
- 4 A DRDGOLD shareholder may instruct the proxy to vote in respect of less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A DRDGOLD shareholder who gives no indication as to the number of shares in respect of which the proxy is entitled to vote will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the shareholder's votes exercisable at the annual general meeting.
- 5 A complete form of proxy, to be effective, must reach the transfer secretaries in South Africa, the United Kingdom or Australia at least 48 hours before the time appointed for the holding of the annual general meeting (which period excludes Saturdays, Sundays and public holidays).
- 6 The completion and lodging of this form of proxy by DRDGOLD shareholders holding share certificates, CSDPs' nominee companies, brokers' nominee companies and DRDGOLD shareholders who have dematerialised their share certificates and who have elected own-name registration through a CSDP or broker, will not preclude the relevant shareholder from attending the annual general meeting of DRDGOLD shareholders and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof. DRDGOLD shareholders who have dematerialised their share certificates and who have not elected own-name registration through a CSDP or broker and DRDGOLD shareholders who hold certificated ordinary shares through a nominee who wish to attend the annual general meeting of DRDGOLD shareholders must instruct their CSDP or broker to issue them with the necessary authority to attend.
- 7 Documentary evidence establishing the authority of a person signing this form of proxy in a representative or other legal capacity (such as power of attorney or other written authority) must be attached to this form of proxy unless previously recorded by DRDGOLD.
- 8 Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
- 9 When there are joint holders of shares only one of such persons may sign this form of proxy in respect of such shares as if such person was the sole holder, but if more than one of such joint holders submits a form of proxy, the form of proxy, if accepted by the chairman of the annual general meeting, submitted by the holder whose name appears first in the register of the company will be accepted.
- 10 The holder of a share warrant to bearer who wishes to attend or be represented at the annual general meeting must deposit his share warrant at the bearer reception office of Capita IRG Plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or must deposit his share warrant at the office of the French agents, Euro Emetteurs Finance, 48 Boulevard des Batignolles, 75850, Paris, Cedex 17, France, in both cases not later than 48 hours before the date appointed for the holding of the annual general meeting (which period excludes Saturdays, Sundays and public holidays), and shall otherwise comply with the "Conditions governing share warrants" currently in force. Thereupon a form of proxy or an attendance form under which such share warrant holder may be represented at the annual general meeting shall be issued.
- 11 Depositary receipt holders will receive forms of proxy printed by the Depositary Bank, which should be completed and returned in accordance with the instructions printed on the forms of proxy.



# NOTICE OF DIRECTION



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## ► NOTICE OF DIRECTION

Holders of CHESS Depository Interests ("CDI") should use this form of direction to direct CHESS Depository Nominees Proprietary Limited ("CHESS") how to vote on the resolutions as detailed below. This CDI notice of direction gives your voting instructions to CHESS to enable them to vote the underlying shares on your behalf.

Name: \_\_\_\_\_

Address \_\_\_\_\_

To: CHESS DEPOSITARY NOMINEES PTY LTD

I/we being the holder of CDIs of the company direct CHESS to vote for me in respect of all the CDIs held in my name at the annual general meeting of DRDGOLD shareholders to be held on Friday, 04 November 2005 at EBSCO House 4, 299 Pendoring Avenue, Blackheath, Randburg, Gauteng, South Africa at 09:00 (South African time) and at any and all adjournments or postponements of that meeting. I direct CHESS to vote as follows:

(Please indicate with an "X" or tick in the appropriate space how you wish your votes to be cast).

	For	Against	Abstain
<b>► Ordinary business</b>			
1. To adopt the audited annual financial statements for the twelve months ended June 30, 2005			
2. To re-appoint the auditors in accordance with the company's articles of association			
3A To re-elect Mr RP Hume as a director of the company			
3B To re-elect Mr J Turk as a director of the company			
3C To re-elect Mr MM Wellesley-Wood as a director of the company			
<b>► Special business</b>			
<b>Ordinary resolution number 1</b> To place all unissued shares in the capital of the company under the control of the directors			
<b>► Ordinary resolution number 2</b> To authorise the allotment and issue of ordinary shares for cash			
<b>► Ordinary resolution number 3</b> To approve the issue of shares to directors in terms of the DRDGOLD (1996) Share Option Scheme pursuant to the exercise of options already granted			
<b>► Ordinary resolution number 4</b> To approve the issue of up to 500 000 options to non-executives directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited.			
<b>► Ordinary resolution number 5</b> To approve the issue of up to 102 426 options to executive directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited			
<b>► Ordinary resolution number 6</b> To ratify the issue of equity securities for the purpose of Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited			
<b>► Special Resolution no 1</b> To approve and ratify the allotment and issue of share options to non-executive directors in terms of the DRRGOLD (1996) Share Option Scheme and section 223 of the Companies Act, 1973 (Act61 of 1973), as amended			
<b>► Special Resolution no 2</b> To approve the issue of share options to non-executive directors under the DRDGOLD (1996) Share Option Scheme			
<b>► Special Resolution no 3</b> To authorise the directors to allot and issue new ordinary shares in terms of section 82 (1) of the Companies Act, 1973 (Act 61 of 1973), as amended			
<b>► Special Resolution no 4</b> To authorise the directors to approve the acquisition by the company or its subsidiaries of its own shares			

and generally to act as my/our proxy at the said annual general meeting of DRDGOLD shareholders. (Tick whichever is applicable. If no directions are given your vote will be deemed invalid).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2005

Signature/s \_\_\_\_\_

## NOTICE OF DIRECTION

► **Notes**

- 1 A CDI holder should instruct CHESS how to vote by indicating with an “X” in the appropriate spaces how the votes are to be cast.
- 2 A CDI holder may instruct CHESS to vote in respect of less than the total number of CDIs held by inserting the relevant number of CDIs in the appropriate box provided. All the votes need not be exercised, neither need all votes be cast in the same way, but the total of the votes cast may not exceed the total of the votes exercisable.
- 3 Any alteration or correction made to the notice of direction must be initialed by the signatory.
- 4 Each holder must sign this form. If your CDIs are held in joint names, all holders must sign/or (depending on the company's constitution) any one holder may sign. If you are signing as an Attorney, then the Power of Attorney must have been noted by the company's Australian Registry or a certified copy of it must accompany this form.
- 5 To be effective a completed CDI notice of direction must reach CHESS Depository Nominees Proprietary Limited, Computershare Investor Services Proprietary Limited, Level 2, 45 St George's Terrace, Perth Western Australia 6000 or GPO Box D182, Perth Western Australia 6840 at least 72 hours before the time appointed for the holding of the annual general meeting (which period excludes Saturdays, Sundays and public holidays).