

SHAREHOLDERS' INFORMATION

for the year ended 30 June 2006

SHAREHOLDER INFORMATION AS AT 30 JUNE 2006

	No. of shareholders	% of holders	No. of shares held	% of issued shares
1. BREAKDOWN BY SHAREHOLDING				
Range				
1 – 1 000	4 889	71.69	1 199 533	0.37
1 001 – 5 000	1 265	18.55	3 135 620	0.98
5 001 – 10 000	285	4.18	2 200 795	0.69
1 001 – 50 000	280	4.10	6 075 289	1.90
50 001 – 100 000	45	0.66	3 013 662	0.94
100 001 and more	56	0.82	304 410 179	95.12
Totals	6 820	100.00	320 035 078	100.00
2. BREAKDOWN BY CLASSIFICATION				
Category				
Individuals	4 690	68.77	7 402 544	2.31
Institutions & bodies corporate	2 130	31.23	312 632 534	97.69
Totals	6 820	100.00	320 035 078	100.00
3. SHAREHOLDERS OWNING 1% OR MORE OF THE SHARES IN ISSUE				
Bank of New York (on behalf of ADR clients)			246 399 648	77.00
Chess Despositary Nominess (Pty) Ltd (Australia)			13 435 855	4.20
Soges Fiducem SA (Brussels)			11 113 031	3.47
Clearstream Banking SA Luxembourg			7 741 132	2.42
Industrial Development Corporation			4 451 219	1.39
JP Morgan Chase Bank			3 747 895	1.17
4. SHAREHOLDER SPREAD				
Public	6 815	99.93	319 696 281	99.89
Non-public				
Directors	5	0.07	338 797	0.11
Totals	6 820	100.00	320 035 078	100.00
5. JSE LIMITED PERFORMANCE				
Number of shares traded (ooo)		139 118		
% of total issued shares		43		
Price quoted (cents per share)				
– highest		1 210		
– lowest		420		
– closing		1 000		
Market capitalisation at year-end (R'ooo)		3 200 351		

SHAREHOLDERS' DIARY

ANNUAL GENERAL MEETING

Date	8 December 2006
Time	11:00
Place	EBSCO House 4 299 Pendoring Avenue, Blackheath Randburg South Africa

QUARTERLY ACTIVITY REPORTS

1st Quarter	October 2006
2nd Quarter	February 2007
3rd Quarter	April 2007
4th Quarter	August 2007
Interim Financial Report	February 2007
Preliminary Annual Financial Report	August 2007

Copies of the company's quarterly activity reports may be obtained by making application to the Company Secretary or the share transfer secretary in South Africa.

Members are requested to notify the share transfer secretaries in South Africa, Australia or the United Kingdom of any change of address.

CONVERSION TABLE

The following conversion factors have been used in this document.

Currency: Average exchange rate during year US\$1= R6.43
Closing exchange rate at 30 June 2006 US\$1 = R7.27

Metric	Imperial	Imperial	Metric
1 metric tonne	1.10229 short tonne	1 short tonne	0.9072 metric tonne
1 kilogram	2.20458 pounds	1 pound	0.4536 kilograms
1 gram	0.03215 troy ounces	1 troy ounce	32.1507 grams
1 kilometre	0.62150 miles	1 mile	1.609 kilometres
1 metre	3.28084 feet	1 foot	0.3048 metres
1 litre	0.2642 gallons	1 gallon	3.785 litres
1 hectare	2.47097 acres	1 acre	0.4047 hectares
1 centimetre	0.3937 inches	1 inch	2.54 centimetres
1 gram/tonne	0.0292 ounces/tonne	1 ounce/tonne	34.28 grams/tonne

GLOSSARY

OF TERMS

Assay	to determine the mineral content
AUSIMM	Australian Institute of Mining and Metallurgy
By-products	any products that arise from the core process of producing gold, including silver
Cash costs	measurement that represents the full costs incurred inclusive of royalties and production taxes. Depreciation, rehabilitation, corporate administration and retrenchment are excluded
Capital expenditure	total capital expenditure on mining assets to both expand and maintain operations
Competent person	the SAMREC Code defines a competent person as a person who is registered with any one of SACNASP, ECSA, PLATO or any other statutory South African or international body that is recognised by SAMREC. A competent person should have a minimum of five years' experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which that person is undertaking
Cut-off grade	the grade at which the orebody is mined with no profit or loss, i.e. the break-even grade
Debt	borrowings, including short-term borrowings
Depletion	the decrease in quantity of ore in a deposit or property resulting from extraction or production
Development	activities (including shaft sinking and on-reef tunnelling) required to prepare for mining activities and to maintain a planned production level, and those costs to enable the conversion of mineralised material to reserves
Dilution	waste which is mined with ore in the mining process
ECSA	the Engineering Council of South Africa
EMPR	Environmental Management Programme Report
Exploration	activities associated with ascertaining the existence, location, extent or quality of mineralised material, including economic and technical evaluation of mineralised material
Faulting	the process of fracturing that produces a displacement of rock
Footwall	the underlying side of a fault, orebody or stope
g	gram
g/t	gram per tonne
Grade	the quantity of metal per unit mass or ore expressed as a percentage in terms of ounces or grams per tonne of ore
Hanging wall	the overlying side of a fault, orebody or stope
Head grade	the grade of the ore as delivered to the metallurgical plant
In situ	in place, i.e. within unbroken rock
Indicated mineral resource	an 'indicated mineral resource' is the part of a mineral resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed
Inferred mineral resource	an 'inferred mineral resource' is that part of a mineral resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and has assumed, but not verified, geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that may be limited or of uncertain quality and reliability

GLOSSARY OF TERMS

JSE	JSE Limited, South Africa
KBH	Khumo Bathong Holdings (Pty) Limited
kg	kilogram
Level	the workings or tunnels of an underground mine which are on the same horizontal plane
Life of mine (LOM)	number of years that the operation is planning to mine and treat ore, taken from the current mine plan
M	metre
Market capitalisation	the number of ordinary shares in issue multiplied by the closing price of the share as quoted on stock exchanges
Measured mineral resource	a 'measured mineral resource' is that part of a mineral resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological continuity
Metallurgical plant	processing plant used to treat ore and extract the contained metals
Mill/milling	the comminution of the ore, although the terms have come to cover the broad range of machinery inside the treatment plant where the mineral is separated from the ore
Mineable	that portion of a mineralised deposit for which extraction is technically and economically feasible
Mineral reserve	a 'mineral reserve' is the economically mineable material derived from a measured and/or indicated mineral resource. It is inclusive of diluting materials and allows for losses that may occur when the material is mined. Appropriate assessments, which may include feasibility studies, have been carried out, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate at the time of reporting that extraction is reasonably justified. Mineral reserves are subdivided in order of increasing confidence into probable mineral reserves and proved mineral reserves
Mineral resource	a 'mineral resource' is a concentration (or occurrence) of material of economic interest in or on the Earth's crust in such form, quality and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a mineral resource are known, estimated from specific geological evidence and knowledge, or interpreted from a well-constrained and portrayed geological model. Mineral resources are subdivided, in order of increasing confidence in respect of geoscientific evidence, into inferred, indicated and measured categories
Mine call factor (MCF)	the ratio of the produced gold at the mill to the gold content of the ore calculated by sampling in stopes
Mineralisation	the presence of a target mineral in a mass of host rock
Mining Charter	the Broad-based Socio-economic Empowerment Charter for the South African Mining Industry developed in terms of Section 100 of the Mineral and Petroleum Resources Development Act of 2002, to set the framework, targets and timetable for effecting the entry of historically disadvantaged South Africans (HDSAs) into the mining industry
Mt	million tonnes
Ore	a mixture of mineralised material from which at least one of the contained minerals can be mined and processed at an economic profit
Ounce	one troy ounce which equals 32.1507 grams
Pay-limit	the break-even grade at which the orebody can be mined without profit or loss, calculated using forecast commodity prices, working costs and recovery factors

PLATO	the South African Council for Professional land Surveyors and Technical Surveyors
Probable mineral reserve	a 'probable mineral reserve' is the mineable material derived from a measured and/or indicated mineral resource. It is estimated with a lower level of confidence than a proved mineral reserve. It is inclusive of diluting materials and allows for losses that may occur when the material is mined. Appropriate assessments, which may include feasibility studies, have been carried out, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. The assessments demonstrate at the time of reporting that extraction is reasonably justified
Production	the day-to-day activities directed to obtaining saleable product from the mineral resource on a commercial scale. It includes extraction and other processing prior to sale
Proved mineral reserve	a 'proved mineral reserve' is the economically mineable material derived from a measured mineral reserve. It is estimated with a high level of confidence. It is inclusive of diluting materials and allows for losses that may occur when the material is mined. Appropriate assessments, which may include feasibility studies, have been carried out, including consideration or and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate at the time of reporting that extraction is reasonably justified
Recovery grade	the actual grade of ore realised after the mining and treatment process
Reef	a mineralised horizon containing economic levels of metal
Rehabilitation	the process of restoring mined land to allow appropriate post-mining use. Rehabilitation standards are determined and audited by the South African Department of Minerals and Energy and address ground and surface water, topsoil, final slope gradients, waste handling and re-vegetation issues
SACNASP	the South African Council for Natural Scientific Professions
SAIMM	South African Institute of Mining and Metallurgy
SAMREC Code	the South African Code for Reporting of Mineral Resources and Mineral Reserves, including the guidelines contained therein
Shaft	a shaft provides principal access to the underground workings for transporting personnel, equipment, supplies, ore and waste. A shaft is also used for ventilation and as an auxiliary exit. It is equipped with a hoist system that lowers and raises conveyances for men, material and ore in the shaft
Stope	the underground excavation within the orebody where the main production takes place
Strike	the direction in which a horizontal line can be drawn on a plane
Tonnage	quantities where the ton or tonne is an appropriate unit of measure
Tonne	one tonne is equal to 1 000 kilograms (also known as a metric ton)
Tailings	finely ground rock from which valuable minerals have been extracted
Tailings dam	dams or dumps created from waste material from processed ore after the economically recoverable metal has been extracted
tpa	tonnes per annum
tpm	tonnes per month
tpm	tonnes per cubic metre
Weighted average number ordinary shares	the number of ordinary shares in issue at the beginning of the year, increased by the shares issued during the year, weighted on a time basis for the period during which they have participated in the income of the group
Yield/recovered grade	the actual grade of ore realised after the mining treatment process

NOTICE TO SHAREHOLDERS

Notice is hereby given that the annual general meeting of DRDGOLD Limited (“DRDGOLD” or “the company”) will be held at EBSCO House 4, 299 Pendering Avenue, Blackheath, Randburg, 2195 on Friday, 8 December 2006 at 11:00 for the following business.

ORDINARY BUSINESS

- 1 To receive and consider the audited annual financial statements for the twelve months ended 30 June 2006.
- 2 To re-appoint the auditors in accordance with the Articles of Association
- 3 To elect Mr J W C Sayers as a director of the company.
- 4 To re-elect as directors Messrs G C Campbell and D J M Blackmur who retire by rotation at this meeting in accordance with the Articles of Association and, being eligible, offer themselves for re-election, in accordance with the Articles of Association. Curricula Vitae of directors standing for re-election are provided in this Annual Report.

PROFILE OF DIRECTOR TO BE ELECTED

Mr J W C Sayers (60)

Mr J W C Sayers has almost 40 years’ financial experience, most recently as Financial Director of Nampak Limited, from 1996 to 2004, and immediately prior to that, as Financial Director of Altron Limited, from 1989 to 1996. Mr Sayers, who has an honours degree in econometrics and statistics, qualified as a chartered accountant in both England and South Africa.

SPECIAL BUSINESS

ORDINARY RESOLUTION NO 1

“Resolved as an ordinary resolution that all the authorised but unissued no par value ordinary shares in the capital of the company (including, without limitation, those created under special

resolution no. 1 contained in the notice to shareholders which incorporates this ordinary resolution no.1) be and are hereby placed under the control of the directors of the company as a general authority in terms of section 221(2) of the Companies Act, 1973 (Act 61 of 1973), as amended (“the Act”), who are hereby authorised to allot and issue all or any of such shares to those persons and upon such terms and conditions as the directors of the company in their sole discretion deem fit, subject to the provisions of the Act.”

ORDINARY RESOLUTION NO 2

“Resolved as an ordinary resolution that the directors of the company and of its subsidiaries (“DRDGOLD subsidiaries”) be and are hereby authorised as a general authority to allot and issue or sell (as the case may be) all or some of the authorised but unissued (or, as the case may be, DRDGOLD subsidiary-held issued) no par value ordinary shares in the capital of DRDGOLD (“DRDGOLD ordinary shares”) (including, without limitation, those created under special resolution no 1 contained in the notice to shareholders which incorporates this ordinary resolution no.2), or grant options to subscribe for new, or to purchase from DRDGOLD-subsiaries, as the case may be, DRDGOLD ordinary shares (“options”), or to allot and issue instruments that are convertible to DRDGOLD ordinary shares (“convertible instruments”), for cash to such person or persons (defined as “public”, and who are not “related parties”, in terms of the Listings Requirements of the JSE Limited (“the JSE”) and on such terms and conditions as the directors of the company may, without restriction, from time to time, deem fit as and when suitable opportunities arise therefor, but subject to requirements from time to time of the Articles of Association of DRDGOLD, the Companies Act, 1973

(Act 61 of 1973), as amended (“the Act”) and any stock exchange(s) upon which the DRDGOLD ordinary shares may be quoted or listed, it being recorded that the JSE Listings Requirements currently contain, inter alia, the following requirements:

- 1 the general authority in terms of this resolution shall extend up to and including the date of the next annual general meeting of the company or 15 months from the date on which this resolution is passed, whichever is the earlier date;
- 2 a paid press announcement giving full details, including the number of DRDGOLD ordinary shares issued, the average discount to the weighted average traded price of DRDGOLD ordinary shares over 30 days prior to the date that the price of the issue was determined or agreed by the directors of the company, the impact on net asset value and the net tangible asset value per share and the impact on earnings and headline earnings per share of the company, shall be published at the time of any issue of DRDGOLD ordinary shares pursuant to this general authority representing, on a cumulative basis within one financial year, 5% or more of the number of DRDGOLD ordinary shares in issue prior to the issue in question;
- 3 issues in the aggregate of DRDGOLD ordinary shares in terms of this general authority will not exceed 15% of the number of issued DRDGOLD ordinary shares in any particular financial year. The number of DRDGOLD ordinary shares that may be issued shall be based on the number of DRDGOLD

ordinary shares (including any options and convertible instruments) in issue at the date of application for the listing of the DRDGOLD ordinary shares to be issued under this general authority less any DRDGOLD ordinary shares, options and convertible instruments issued during the current financial year, provided that any DRDGOLD ordinary shares to be issued pursuant to a rights issue (announced and irrevocable and underwritten) or acquisition (concluded up to the date of application) will constitute part of the securities in issue at the date of application for the determination of the DRDGOLD ordinary shares that may be issued under this general authority;

- 4 in determining the price at which an issue of DRDGOLD ordinary shares will be made in terms of this general authority, the maximum discount at which the DRDGOLD ordinary shares will be issued is 10% of the weighted average trading price of DRDGOLD ordinary shares over the 30 trading days prior to the date that the price of an issue is determined or agreed by the directors of the company; and
- 5 Whenever the company wishes to use DRDGOLD ordinary shares held as treasury stock by a subsidiary of the company, such use must comply with the JSE Listings Requirements as if such use was a fresh issue of ordinary shares.”

According to the Listings Requirements of the JSE Limited (“the JSE”), the approval of ordinary resolution 2 requires a 75% majority vote cast in

favour of the resolution. Therefore, DRDGOLD will not, without the prior approval of the JSE, allot and issue any shares in terms of the resolution unless at least 75% of the votes cast at the meeting are in favour of the resolution.

ORDINARY RESOLUTION NO 3

“Resolved as an ordinary resolution that the company hereby approves as a specific authority in terms of section 222(1)(a) of the Companies Act, 1973 (Act 61 of 1973), as amended, the allotment and issue to each of the directors referred to below of the company, of no par value ordinary shares allotted and issued in respect of the options set out opposite his name in so far as he exercises those options in terms of the DRDGOLD (1996) Share Option Scheme:

Name of director	Number of options vesting until Nov 2007
MM Wellesley-Wood	14 427
RP Hume	1 039
GC Campbell	773

ORDINARY RESOLUTION NO 4

“Resolved that each director of the company (acting individually or together with any others) be and is hereby authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of those resolutions to be approved at the annual general meeting convened to consider this resolution.”

SPECIAL RESOLUTION NO 1

“Resolved as a special resolution that, in terms of article 19(a) of DRDGOLD Limited’s (“the company”) Articles of Association, the authorised share capital of the company, currently consisting of 600 000 000 ordinary shares of no par value and 5 000 000 cumulative preference shares of 10c each, be and is hereby increased by the creation of 400 000 000 ordinary shares of no par value, resulting in a total authorised share capital of 1 000 000 000 ordinary shares of no par value and 5 000 000 cumulative preference shares of 10c each and that the company’s memorandum of association be amended accordingly.”

The reason for special resolution number 1 is to increase the authorised share capital of the company to ensure there are sufficient unissued shares to implement transactions for acquisitions (should they arise) and other future requirements of the company. The effect of special resolution number 1 will be to increase the authorised ordinary share capital of the company and to amend the company’s memorandum of association accordingly.

SPECIAL RESOLUTION NO 2

“Resolved as a special resolution that DRDGOLD Limited (“the company”) hereby approves in terms of section 223 of the Companies Act, 1973 (Act 61 of 1973), as amended, the granting to each of the non-executive directors of the company referred to in the table below of the respective options stated in the table next to their names, and the allotment and issue of ordinary shares in the capital of the company upon exercise of their options, in terms of the DRDGOLD (1996) Share Option Scheme:

NOTICE TO SHAREHOLDERS

Name of director	Number of options vesting until Nov 2007
RP Hume	1 039
GC Campbell	773

The reason for special resolution no 2 is to seek shareholder approval for the issue of share options in terms of the DRDGOLD (1996) Share Option Scheme to non-executive directors of the company. The effect of special resolution no 2 is the granting of such approval for the issue of share options to non-executive directors of the company.

SPECIAL RESOLUTION NO 3

“Resolved as a special resolution that in terms of section 82(1) of the Companies Act, 1973, (Act 61 of 1973), as amended (“the Act”), the directors of DRDGOLD Limited (“the company”) be and they are hereby authorised to allot and issue all or any of the no par value ordinary shares in the unissued authorised share capital of the company (including, without limitation, the no par value ordinary shares in the unissued authorised share capital of the company created under special resolution no.1 contained in the notice incorporating this special resolution no.3) at an issue price lower than the amount arrived at by dividing that part of the stated capital of the company contributed by the no par value ordinary shares then already in issue by the number of no par value ordinary shares then already in issue, if required.”

The reason for and effect of special resolution no 3 is to authorise the directors of the company to issue no par value ordinary shares (including in terms of the general issue of shares for cash authority, in consideration for acquisitions and pursuant to the exercise of options in terms of the

company’s Option Scheme) at an issue price per share in compliance with section 82(1) of the Companies Act, 1973, (Act 61 of 1973), as amended (“the Act”), which states that the price at which the relevant shares are to be issued in terms of the issue of shares for cash should not, unless authorised by a special resolution, be less than the amount arrived at by dividing that portion of the stated capital of the company contributed by the issued no par value ordinary shares in issue at the date of such issue by the number of no par value ordinary shares then in issue. The report of the directors of the company as required under section 82(2) of the Act is set out in Annexure 1.

SPECIAL RESOLUTION NO 4

“Resolved as a special resolution that the DRDGOLD Limited’s Articles of Association be and are hereby amended by replacing the current Article 103 with the following:

103. The quorum necessary for the transaction of the business of the directors may be fixed from time to time by the directors, and unless so fixed shall be a majority of the directors from time to time, of whom at least two must be executive directors and at least two must be non-executive directors.”

The reason for the special resolution is to amend the Articles of Association so that matters to be placed before and resolved by the board of directors are considered by at least a majority of the directors and that in furtherance of good corporate governance there is a balance between the executive and the non-executive directors in the process of decision-making. The effect of special resolution no 4 is to amend the Articles of Association, so changing the provision regulating quorums at meetings of the board of directors.

SPECIAL RESOLUTION NO 5

“Resolved as a special resolution that, subject to the provisions from time to time of the Companies Act, 1973, (Act 61 of 1973) as amended (“the Act”), the Listings Requirements of the JSE Limited (“the JSE”) and the Articles of Association of the company, the directors of DRDGOLD Limited’s (“the company”) be and are hereby authorised to approve the acquisition by the company or by its subsidiaries of shares in the company (“DRDGOLD shares”). The JSE Listings Requirements currently provide that:

- the general authority in terms of this resolution shall extend up to and including the date of the next annual general meeting of the company or 15 months from the date on which this resolution is passed, whichever is the earlier date;
- the acquisitions by the company or its subsidiaries shall not exceed, in the aggregate, 20% of the company’s issued ordinary share capital in any one financial year;
- the acquisitions by the company or its subsidiaries shall not be made at a price greater than 10% above the weighted average of the market value of DRDGOLD shares on the JSE for the five trading days immediately preceding the date on which the acquisition was effected;
- the acquisitions by the subsidiaries of the company may not result in a subsidiary, together with all other subsidiaries of the company, holding more than 10% of the entire issued (ordinary) share capital of the company;
- acquisitions of DRDGOLD shares will not take place within a

prohibited period as described in the Listings Requirements of the JSE from time to time;

- acquisitions are effected through the order book operated by the trading system of the JSE, without prior understanding or arrangement between the company and the counter party;
- after any acquisition, the company will still comply with the shareholder spread requirements set out in the Listings Requirements of the JSE; and
- the company shall only be entitled, at any point in time, to appoint one agent to effect acquisitions on its behalf pursuant to this resolution.”

The reason for and effect of special resolution no 5 is to enable the directors of the company, to approve the acquisition by the company and its subsidiaries of shares in the company subject to the limitations included in the resolution.

The directors of the company are of the opinion that opportunities to acquire the company's shares, which could enhance the earnings per share and/or net asset value per share, may present themselves in the future. Accordingly, in order that DRDGOLD and its subsidiaries be placed in a position to be able to utilise the provisions of the Companies Act, 1973, (Act 61 of 1973), as amended (“the Act”), it is proposed that the directors of the company be authorised by way of general authority, to acquire the maximum number of its shares permitted by the JSE Limited (“the JSE”), which is currently 20% in aggregate of the issued ordinary shares of the company in a financial year.

The directors of the company will not make any acquisitions under this general authority unless they are of the view at such time that, taking into account the maximum number of shares to be acquired:

- the company and its subsidiaries would be in a position to repay their debts in the ordinary course of business for a period of twelve months after the date of the notice of this annual general meeting (“the next year”);
- the assets of the company and its subsidiaries, fairly valued in accordance with generally accepted accounting practice, would be in excess of the liabilities of the company and its subsidiaries for the next year;
- the share capital and reserves of the company and its subsidiaries for the next year will be adequate for ordinary business purposes; and
- the working capital of the company and its subsidiaries will be adequate for the next year's operations for ordinary business purposes.

The company will not enter the market to proceed with any acquisition of shares in terms of special resolution no 5 until DRDGOLD's sponsor has confirmed in writing to the JSE the adequacy of the company's working capital pursuant to the Listings Requirements of the JSE.

The disclosures relating to special resolution no 5 required in terms of the Listings Requirements of the JSE are set out in Annexure 2.

VOTING AND PROXIES

On a show of hands, every DRDGOLD shareholder present in person or by proxy or represented shall have only one vote irrespective of the number of shares he holds or represents and on a poll, every shareholder of DRDGOLD present in person or by proxy or represented shall have one vote for every share held in DRDGOLD by such shareholder.

DRDGOLD shareholders holding certificated shares in their own name and DRDGOLD shareholders who have dematerialised their DRDGOLD ordinary shares and have elected “own-name” registration in the sub-register through a CSDP may attend, speak and vote in person at the annual general meeting, or may appoint one or more proxies (who need not be shareholders of DRDGOLD) to attend, speak and vote at the annual general meeting in the place of such DRDGOLD shareholder.

A form of proxy [pink] to be used for this purpose is attached to this notice of annual general meeting. Duly completed forms of proxy must be lodged 48 hours prior to the start of the annual general meeting (excluding Saturdays, Sundays and public holidays), as follows:

- DRDGOLD shareholders registered on the South African register, to Link Market Services South Africa (Pty) Ltd, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) to reach them by no later than 09:00 (South African time) on Wednesday, 6 December 2006; or
- DRDGOLD shareholders registered on the Australian register and holding certificated DRDGOLD shares, to Computershare Investor Services Proprietary Limited, Level

NOTICE TO SHAREHOLDERS

2, 45 St George's Terrace, Perth, Western Australia 6000 (GPO Box D182, Perth, Western Australia, 6840) to reach them by no later than 15:00 (Perth Western Australia time) on Tuesday, 5 December 2006; or

- DRDGOLD shareholders holding DRDGOLD ordinary shares in the form of American Depositary Receipts, to The Bank of New York, Proxy Services Department, 101 Barclay Street, New York, NY 10286 to reach them by no later than 02:00 (Eastern Standard time) on Wednesday, 6 December 2006; or
- DRDGOLD shareholders registered on the United Kingdom register, to Capita IRG Plc, The Registry 34 Beckenham Road, Beckenham, Kent BR3 4TU to reach them by no later than 09:00 (GMT) on Wednesday, 6 December 2006.

DRDGOLD shareholders who have already dematerialised their DRDGOLD ordinary shares through a CSDP and who have not selected "own-name" registration in the sub-register 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, broker or nominee to issue them with the necessary authority to attend 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.

In respect of dematerialised shares, it is important to ensure that the person

or entity (such as a nominee) whose name has been entered into the relevant sub-register maintained by a CSDP completes the form of proxy in terms of which he appoints a proxy to vote at the annual general meeting of DRDGOLD shareholders.

Depositary receipt holders may 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.

The holder of a share warrant to bearer who wishes to attend or be represented at the annual general meeting of DRDGOLD shareholders 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 of DRDGOLD shareholders shall be issued.

By order of the board



T J Gwebu
Company Secretary
30 October 2006

Registered office and postal address:

In South Africa

EBSCO House 4
299 Pendoring Avenue
Blackheath
Randburg, South Africa
(PO Box 390, Maraisburg, 1700)

Depository Bank

American Depositary Receipts
The Bank of New York
101 Barclay Street, New York
New York 10286
United States of America

In Australia

Computershare Investor Services (Proprietary) Limited

Level 2, 45 St George's Terrace
Perth, Western Australia, 6000
(GPO Box D182, Perth,
Western Australia, 6840)

Transfer secretaries:

In South Africa

Link Market Services South Africa
(Pty) Limited
11 Diagonal Street
Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)

In the United Kingdom

Capita IRG Plc
The Registry, 34 Beckenham Road
Beckenham
Kent BR3 4 TU

ANNEXURE 1

DIRECTORS' REPORT IN TERMS OF SECTION 82(2) OF THE COMPANIES ACT, 1973 (ACT 61 OF 1973), AS AMENDED ("THE ACT")

The notice of annual general meeting forming part of the Annual Report contains a special resolution in terms of section 82(1) of the Act authorising DRDGOLD to issue shares from time to time, as and when so required, at a price lower than the amount arrived at by dividing that part of the stated capital of the company contributed, at the date of issue, by already issued ordinary no par value shares, by the number of ordinary no par value shares then in issue. In terms of section 82(2) of the Act, the notice of annual general meeting containing special resolution no 3 is to be accompanied by a report of the directors of the company setting out the reasons for the proposed lower issue price.

From time to time, the company is likely to have commitments to issue shares under the DRDGOLD (1996) Share Option Scheme ("the Share Option Scheme") and may wish to utilise its general authority to issue shares for cash in order to, inter alia, discharge loan obligations, fund capital expenditure and provide working capital. Furthermore, the company has stated its intention to grow its asset base through both expansion of its current assets and the acquisition of additional assets. These expansion and acquisition opportunities may arise at any time and may be funded through the issue of new shares, either to vendors or in terms of a vendor

consideration placement. The pricing of shares in respect of issues of shares in any of the abovementioned circumstances is usually linked to the prevailing price of DRDGOLD shares on the stock exchanges on which they are listed.

The directors of DRDGOLD are of the view that the performance of the company's share price is closely aligned with movements in the gold price and the South African Rand/US Dollar exchange rate. The volatile nature of these factors can result in considerable upward or downward adjustments to the company's share price and the possibility exists that the price at which DRDGOLD shares trade could, at times, be lower than the stated capital per share as calculated by dividing that part of the stated capital of the company contributed at the date of issue by already issued ordinary no par value shares, by the number of ordinary no par value shares then in issue.

The directors of DRDGOLD therefore request the authority of DRDGOLD shareholders, in the form of a special resolution, to issue shares below the threshold as described above so as to facilitate the discharge of the company's obligations under the Share Option Scheme and to give the company the ability to issue shares at a market-related price subject to the limitations imposed by the Listings Requirements of the JSE Limited and any other regulatory authorities.

ANNEXURE 2

DISCLOSURE REQUIREMENTS FOR THE JSE

The following disclosures relating to special resolution no 5 (general authority to acquire shares) are set out, in terms of the Listing Requirements of the JSE Limited (“the JSE”).

DIRECTORS AND MANAGEMENT

Details of the directors and management of the company are set out on pages 12 to 17 of the Annual Report that accompanies this notice of annual general meeting.

MAJOR SHAREHOLDERS

Details of the major shareholders of the company are set out on page 147 of the Annual Report that accompanies this notice of annual general meeting.

MATERIAL CHANGE

There has been no material change in the financial or trading position of the company and its subsidiaries since the date of publication of the company’s annual results on 21 September 2006.

DIRECTORS’ INTEREST IN SECURITIES

The interests of the directors in the share capital are set out on pages 78 of the Annual Report that accompanies this notice of annual general meeting.

SHARE CAPITAL OF THE COMPANY

Details of the share capital of the company and the major shareholders of the company are set out on page 147 of the Annual Report that accompanies this notice of annual general meeting.

DIRECTORS’ RESPONSIBILITY STATEMENT

The directors, whose names are given on pages 12 and 13 of the Annual Report that accompanies 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 which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the notice of annual general meeting contains all information required by the Listings Requirements of the JSE.

LITIGATION

In the twelve months preceding the date of this notice of annual general meeting the following legal proceedings are pending which may still have a material effect on the financial position of the company and its subsidiaries:

1. Class action lawsuits in the United States of America

Investors filed five competing class actions against DRDGOLD and two of its senior officers Mark Wellesley-Wood (the Chief Executive Officer) and Ian Murray (the former Chief Financial Officer) (“the individual Defendants”). The class actions are based on alleged false and misleading statements made by DRDGOLD between 23 October 2003 and 24 February

2005 in violation of the United States Securities laws. The five lawsuits were consolidated into a single action and DRDGOLD has instructed the attorneys Berger & Montague, PC to defend the class action. A motion to dismiss the complaint has been filed on behalf of DRDGOLD and the two individual defendants.

2. Desireé Raaths and Patrick Lawrence (The Applicants) versus the Minister of Minerals & Energy, the Regional Manager of the Department of Minerals & Energy, The City of Johannesburg, DRDGOLD, DRDGOLD Directors, Minister of Environmental Affairs & Tourism and The MEC for Agriculture, Conservation & Environment (The Respondents)

On 2 August 2006 the Applicants who are residents of Davidsonville brought an application to the High Court of South Africa against the other Respondents, DRDGOLD and its directors for an order directing DRDGOLD to:

- (a) rehabilitate the environment in the old mining areas;
- (b) amend its Environmental Management Programme;
- (c) implement measures to control dust and soil erosion;
- (d) implement a system of routine maintenance and repair; and
- (e) make financial provision for remedial measures. DRDGOLD and its directors have filed an appearance to defend the lawsuit.

ANNEXURE 2

3. Terence Makhene and Irene Mogotsi (The Applicants) versus the Minister of Minerals & Energy, the Regional Manager of the Department of Minerals & Energy, DRDGOLD, DRDGOLD Directors, Minister of Environmental Affairs & Tourism and The MEC for Agriculture, Conservation & Environment (The Respondents)

On 4 September 2006 the Applicants who are residents of Kagiso brought an application to the High Court of South Africa against the other Respondents, DRDGOLD and its directors for an order identical to the one discussed in above.

4. Other Matters pending

4.1 Lawsuits in respect of invalid issuance of ordinary shares in connection with the acquisition of a mine in Indonesia referred to as the Rawas transaction:

4.1.1 an action instituted in the High Court of South Africa during 2003 against Messrs RAR Kebble, M Prinsloo, J Stratton, HC Buitendag and JCI Limited to recover approximately R77 million and A\$6.1 million relating to the Rawas transaction; and

4.1.2 a separate action instituted in the Supreme Court of Western Australia during 1999 against Messrs C Mostert, J Stratton, Continental Goldfields Limited, CAM Australia (Pty) Ltd, Weston Investments (Pty) Ltd, CAM Jersey Ltd and JCI (Isle of Man) Limited to recover approximately R82 million in respect of the Rawas transaction.

4.2 An action instituted by Messrs RAR Kebble and B Kebble (“the Kebbles”) in the High Court of South Africa during 2003 against DRDGOLD and others relating to an alleged infringement of privacy rights. The Kebbles are claiming punitive damages of R7 million against DRDGOLD.

4.3 An action instituted in the Supreme court of Western Australia during 2002 against Messrs C Mostert, J Stratton and companies belonging to Mr T Lebbon to recover approximately A\$5 million in respect of the unauthorised purchase of Continental Goldfields Ltd shares.

4.4 An action in the Supreme court of Western Australia during 2002 against Mr J Stratton to recover approximately A\$2.8 million in respect of assisting Mr C Mostert to make dishonest payments and self receiving part of the proceeds.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the memorandum and Articles of Association of the company, this notice of annual general meeting and latest annual financial statements of the company are available for inspection at the registered office of the company and at the offices of the transfer secretaries during usual business hours on any weekday (excluding public holidays) from the date of this notice of annual general meeting to the date of the annual general meeting, at which the aforementioned documents will be tabled.

FORM OF PROXY



DRDGOLD 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

For use **only by** DRDGOLD shareholders on 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, 08 December 2006 at 11:00 (South African time) ("the annual general meeting of DRDGOLD shareholders").

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 see notes below):

FORM OF PROXY

	For	Against	Abstain
ORDINARY BUSINESS			
1. To receive and consider the audited annual financial statements for the twelve months ended June 30, 2006			
2. To re-appoint the auditors in accordance with the company's articles of association			
3. To elect Mr JWC Sayers as a director of the company			
4a To re-elect Mr GC Campbell as a director of the company			
4b To re-elect Mr DJM Blackmur as a director of the company			
SPECIAL BUSINESS			
Ordinary resolution number 1 To place all unissued shares in the capital of the company under the control of the directors of the company			
Ordinary resolution number 2 To authorise the allotment and issue of ordinary shares for cash			
Ordinary resolution number 3 To approve the allotment and issue of shares to directors in terms of the DRDGOLD (1996) Share Option Scheme pursuant to the exercise of options already granted			
Ordinary resolution number 4 To authorise the directors to implement resolutions passed at the annual general meeting			
Special Resolution no 1 To increase the authorised share capital of the company			
Special Resolution no 2 To approve and ratify the allotment and issue of share options to non-executive directors in terms of the DRDGOLD (1996) Share Option Scheme.			
Special Resolution no 3 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			
Special Resolution no 4 To amend the Articles of Association			
Special Resolution no 5 To authorise the directors to approve the acquisition by the company or its subsidiaries of shares in the company.			

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. (see note 2 overleaf)

Signed at _____ on _____ 2006

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 TO PROXY

- 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 initialed 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 Depository receipt holders will receive forms of proxy printed by the Depository Bank, which should be completed and returned in accordance with the instructions printed on the forms of proxy.

ADMINISTRATION AND CONTACT DETAILS

DIRECTORS

Geoff Campbell
Non-executive Chairman

Mark Wellesley-Wood
Chief Executive Officer

John Sayers
Chief Financial Officer

Douglas Blackmur
Senior Independent Non-executive

Rob Hume
Independent Non-executive

James Turk
Non-executive

AUDIT COMMITTEE

Rob Hume
Chairman
Douglas Blackmur
Geoff Campbell

REMUNERATION & NOMINATIONS COMMITTEE

Douglas Blackmur
Chairman
Geoff Campbell

RISK COMMITTEE

Douglas Blackmur
Chairman
James Turk
Mark Wellesley-Wood

COMPANY SECRETARY

Themba Gwebu

AUDITORS

KPMG Inc

ATTORNEYS

Bowman Gilfillan Inc
Franklyn Legal
Skaddens, Arps, State,
Meagher and Flom
International
O'Brien's Lawyers

BANKERS

The Standard Bank of South Africa Ltd
Duncan Lawrie Private Bankers (DRD
Offshore)
ANZ Banking Group Limited (Emperor
Mines)

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Isle of Man

LISTING INFORMATION

DRDGOLD ordinary shares are currently listed on the JSE Limited, the London Stock Exchange and on the NASDAQ Capital Market in the form of ADRs.

The company's shares are also traded on the Marché Libre in Paris, the Regulated Unofficial Market on the Frankfurt Stock Exchange, the Berlin and Stuttgart OTC markets, as well as on the Euronext Brussels, in the form of International Depositary Receipts.

INVESTOR RELATIONS

Ilja Graulich
E-mail: ilja.graulich@za.drdgold.com

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