

# PROXY FORM

FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY 25 APRIL 2005 AT 15h00

## RANDGOLD RESOURCES LIMITED

**INCORPORATED IN JERSEY, CHANNEL ISLANDS. REGISTRATION NUMBER 62686**

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being the holders of \_\_\_\_\_ ordinary shares \_\_\_\_\_  
hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of shareholders of the company to be held in the Conference Room of The Atlantic Hotel, St. Brelade, Jersey, JE3 8HE, Channel Islands at 15h00 on 25 April 2005 and at every adjournment of that meeting.

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

| Agenda item  | Vote for | Vote against | Abstain |
|--|----------|--------------|---------|
| 1 Ordinary resolution – Adoption of the directors' report and accounts _____                 |          |              |         |
| 2 Ordinary resolution – Re-election of directors: DM Bristow (Chief executive officer) _____ |          |              |         |
| 3 Ordinary resolution - Re-election of directors: RA Williams (Finance director) _____       |          |              |         |
| 4 Ordinary resolution – Adoption of the report of the remuneration committee _____           |          |              |         |
| 5 Ordinary resolution – Approve the fees payable to the directors _____                      |          |              |         |
| 6 Ordinary resolution – Appoint PricewaterhouseCoopers LLP as auditors of the company _____  |          |              |         |
| 7 Special resolution – Authorise the purchase of shares for cash _____                       |          |              |         |

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

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

Assisted by me (WHERE APPLICABLE) \_\_\_\_\_

*Full names of signatory if signing in a representative capacity. Please use block letters.*