

Proxy form

for the annual general meeting to be held on Monday 30 April 2007 at 08h45

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 Bredale, Jersey, JE3 8HE, Channel Islands at 08h45 on 30 April 2007 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 - Election of directors Norborne P Cole <i>(member of the remuneration committee)</i>			
3 Ordinary resolution - Election of directors Dr Karl Voltaire <i>(member of the audit committee)</i>			
4 Ordinary resolution - Re-election of directors Philippe Liétard <i>(non-executive chairman)</i>			
5 Ordinary resolution - Re-election of directors Robert I Israel <i>(chairman of the remuneration committee)</i>			
6 Ordinary resolution - Adoption of the report of the remuneration committee			
7 Ordinary resolution - Approve the fees payable to directors			
8 Ordinary resolution - Appoint BDO Stoy Hayward LLP as auditors of the company for the year ending 31 December 2007			

Signed at _____ on _____ 2007

Signature(s) _____

Assisted by me (WHERE APPLICABLE) _____
Full names of signatory if signing in a representative capacity. Please use block letters.

Notes to the proxy

for the annual general meeting to be held on Monday 30 April 2007 at 08h45

Instructions for signing and lodging the annual general meeting proxy form:

- 1 A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.
- 2 The chairman shall be entitled to decline to accept the authority of the signatory;
 - under the power of attorney; and
 - on behalf of the company,unless the power of attorney or authority is deposited at the office of the company's registrars being Computershare Investor Services (Channel Islands) Limited (see address details below) not less than 48 hours (Saturdays, Sundays and public holidays excluded) before the time for holding the meeting.
- 3 The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his proxy in the blank spaces provided for that purpose.
- 4 When there are joint holders of shares and if more than one such joint holders be present or represented, then the person whose name appears first in the register in respect of such shares or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
- 5 The completion and lodging of this form of proxy will not preclude the signatory from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such signatory wish to do so.
- 6 If the signatory does not indicate in the appropriate place on the face hereof how he wishes to vote in respect of any resolutions, his proxy shall be entitled to vote as he deems fit in respect of that resolution.
- 7 The chairman of the general meeting may reject or accept any proxy form which is completed other than in accordance with these instructions, provided that he is satisfied as to the manner in which a member wishes to vote.
- 8 If the shareholding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.

REGISTRARS

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