

NOTICE OF ANNUAL GENERAL MEETING

DURBAN ROODEPOORT DEEP, LIMITED

▶ NOTICE OF ANNUAL GENERAL MEETING

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action that you should take, please consult your banker, broker, legal adviser, accountant or other professional adviser immediately.

Action required

1. If you have disposed of some or all of your ordinary shares in Durban Roodepoort Deep, Limited ("DRD") ("DRD shares"), or your interest in DRD shares then a copy of this notice, together with the attached forms of proxy and surrender, should be forwarded to the purchaser to whom, or the stockbroker or agent through whom, you disposed of your DRD shares or your interest in DRD shares.
2. Full details of the action required for holders of certificated DRD ordinary shares and holders of dematerialised DRD ordinary shares are set out on page 7, 10 and 11 of this notice.

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

JSE share code: DUR

ISIN: ZAE 000015079

("DRD" or "the company")

NOTICE OF ANNUAL GENERAL MEETING

Including information regarding the change of name of the company and incorporating

- a form of proxy (for use by holders of certificated DRD ordinary shares and holders of dematerialised DRD ordinary shares with "own name" registration only);
- a notice of direction (for use by holders of CHESS Depository Interests in respect of DRD ordinary shares only); and
- a form of surrender (for use by holders of certificated DRD ordinary shares only).

NOTICE IS HEREBY GIVEN THAT the annual general meeting of DRD will be held at 45 Empire Road, Parktown, Johannesburg on Friday, 26 November 2004 at 09:00 for the following business:

ORDINARY BUSINESS

- 1 To receive and consider the audited annual financial statements for the twelve months ended 30 June 2004.
- 2 To re-appoint the company's auditors in accordance with the Articles of Association of the company.
- 3 To elect directors in place of Messrs DJM Blackmur, DC Baker, GC Campbell and MP Ncholo, who retire in accordance with the Articles of Association of the company, but being eligible, offer themselves for re-election, in accordance with the Articles of Association of the company. ~~Candidates~~ Candidates of directors standing for re-election are provided in the Annual Report, which accompanies this notice.

SPECIAL BUSINESS

Ordinary resolution no 1

"Resolved as an ordinary resolution that all the unissued ordinary no par value shares in the capital of the company 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 shares in the capital of the company to those persons and upon such terms and conditions as the directors in their sole discretion deem fit, subject to the provisions of the Act and requirements of the JSE Securities Exchange South Africa."

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Ordinary resolution no 2

"Resolved as an ordinary resolution that the directors of the company be and are hereby authorised to allot and issue all or some of the authorised but unissued ordinary no par value shares in the capital of the company or options to subscribe for new DRD ordinary shares ("options") or instruments that are convertible to DRD ordinary shares ("convertible instruments") for cash to such person or persons (defined as "public" in terms of the Listings Requirements of the JSE Securities Exchange South Africa) 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 the company, the Act and any stock exchange upon which the shares of the company may be quoted or listed and to the following requirements of the JSE Securities Exchange South Africa:

- 1 this authority shall be valid until 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 impact on net asset value and earnings per share of the company, shall be published at the time of any issue representing, on a cumulative basis within one financial year, 5% or more of the number of shares in issue prior to the issue in question;
- 3 issues in the aggregate in terms of this authority will not exceed 15% of the number of shares in the company's issued share capital in any particular financial year. The number of shares that may be issued shall be based on the number of shares (including any options and convertible instruments) in issue at the date of application for the listing of the shares to be issued under this general authority less any shares, options and convertible instruments issued during the current financial year, provided that any 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 shares that may be issued under this general authority;
- 4 in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount at which the shares will be issued will not exceed 10% of the weighted average trading price of the shares in question over the 30 business days prior to the date that the price is determined or agreed by the directors of the company; and
- 5 the approval of a 75% majority of the votes cast by DRD shareholders present in person or represented by proxy at the annual general meeting is required for this resolution to be effective."

Ordinary resolution no 3

"Resolved as an ordinary resolution that subject to the passing and registration of special resolution no 1, the Durban Roodepoort Deep (1996) Share Option Scheme ("the Option Scheme") be and is hereby amended by deleting "Durban Roodepoort Deep" in the name of the Option Scheme and replacing it with "DRDGOLD."

Ordinary resolution no 4

"Resolved as an ordinary resolution that issues of securities pursuant to the Durban Roodepoort Deep (1996) Share Option Scheme ("the Option Scheme"), as amended, be approved for the purposes of Rule 7.2, Exception 9 of the Listing Rules of the Australian Stock Exchange Limited."

Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited restricts the number of equity securities the company may issue without shareholder approval in the next twelve months to 15% of its current issued capital. However, issues of equity securities under an employee incentive scheme approved under Rule 7.2, Exception 9 of the Listing Rules of the Australian Stock Exchange Limited are excluded for the purpose of calculating this 15% limitation. The company is requesting that shareholders approve the terms of the Option Scheme for the purposes of Listing Rule 7.2, Exception 9 to provide the company with greater flexibility to issue new equity securities up to the 15% limitation without the need to obtain shareholder approval.

There have been 24 158 861 securities issued under the Option Scheme since the Option Scheme was last approved by shareholders in 1996. For the purposes of this ordinary resolution 4, pursuant to Rule 7.2, Exception 9 of the Listing Rules of the Australian Stock Exchange Limited, the company will disregard any votes cast on the resolution by or on behalf of a director of the company (except a director who is ineligible to participate in the Option Scheme) or any associate of such a director. However, the company need not disregard a vote if it is cast by the director as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the director chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Ordinary resolution no 5

"Resolved as an ordinary resolution that the company hereby approves, in terms of Section 222(1)(a) of the Companies Act, 1973 (Act 61 of 1973), as amended, the allotment and issue to any director referred to below of any of the number of shares against his name in as far as he exercises his options in respect of those shares having been granted such options in terms of the Durban Roodepoort Deep (1996) Share Option Scheme.

Name of director	Number of options vesting until November 2005
MM Wellesley-Wood	905 787
IL Murray	722 021
DC Baker	43 525
RP Hume	67 675
GC Campbell	48 325
MP Ncholo	43 000
A Lubbe	194 383
DT van der Mescht	241 695

"

Ordinary resolution no 6

"Resolved as an ordinary resolution that, for the purpose of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited, approval is given to the issue of up to 500 000 options to subscribe for fully paid ordinary no par value shares in the capital of the company to the non-executive directors under the Durban Roodepoort Deep (1996) Share Option Scheme ("the Option Scheme")."

The company is seeking approval for the issue of options to subscribe for fully paid ordinary no par value shares in the capital of the company under the Option Scheme in the year ending 26 November 2005. Rule 10.14 of the Listing Rules of the Australian Stock Exchange requires shareholder approval to be obtained for the issue of equity securities to a non-executive director or an associate of a non-executive director under the Option Scheme. The maximum number of options the company will issue to non-executive directors on or before 26 November 2005 under the Option Scheme is 500 000. Under the terms of the Option Scheme, the allocation of options to directors is determined by DRD's Remuneration Committee from time to time. Options approved under this resolution will be issued no later than 26 November 2005.

The exercise price of the options will be determined at the time of issue of the options and will be, in respect of each share that is the subject of the option, the average of the closing market prices of a DRD ordinary share on the JSE Securities Exchange South Africa ("JSE") for any continuous period of seven days on which the JSE is open for trading, during the three months preceding the day on which the director is granted the option. The options will be issued for nil consideration. All directors are entitled to participate in the Option Scheme. The current directors of DRD are listed on pages 4 and 5 of the Annual Report which accompanies this notice. Details of options issued under the Option Scheme for the 2003/2004 financial year are set out in special resolution no 2 below.

For the purposes of this ordinary resolution 6, pursuant to Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited, the company will disregard any votes cast on the resolution by or on behalf of a director of the company (except a director who is ineligible to participate in the Option Scheme) or any associate of such a director. However, the company need not disregard a vote if it is cast by the director as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the director chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Ordinary resolution no 7

"Resolved as an ordinary resolution that, for the purpose of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited, approval is given to the issue of up to 1 077 300 options to subscribe for fully paid ordinary no par value shares in the capital of the company to executive directors in accordance with the terms of the Durban Roodepoort Deep (1996) Share Option Scheme ("the Option Scheme")."

The company is seeking approval for the issue of options to subscribe for fully paid ordinary no par value shares in the capital of the company under the Option Scheme for the year ending 26 November 2005. Rule 10.14 of the Listing Rules of the Australian Stock Exchange requires shareholder approval to be obtained for the issue of equity securities to an executive director or an associate of an executive director under the Option Scheme. The maximum number of options the company will issue to executive directors on or before 26 November 2005 under the Option Scheme is 1 077 300. Under the terms of the Option Scheme, the allocation of options to directors is determined by DRD's Remuneration Committee from time to time. Options approved under this resolution will be issued no later than 26 November 2005.

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The exercise price of the options will be determined at the time of issue of the options and will be, in respect of each share that is the subject of the option, the average of the closing market prices of a share on the JSE Securities Exchange South Africa ("JSE") for any continuous period of seven days on which the JSE is open for trading, during the three months preceding the day on which the director is granted the option. The options will be issued for nil consideration. All directors are entitled to participate in the Option Scheme. The current directors are listed on pages 4 and 5 of the Annual Report accompanying this notice of annual general meeting.

For the purposes of this ordinary resolution 7, pursuant to Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited, the company will disregard any votes cast on the resolution by or on behalf of a director of the company (except a director who is ineligible to participate in the Option Scheme) or any associate of such a director. However, the company need not disregard a vote if it is cast by the director as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the director chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Ordinary resolution no 8

"Resolved as an ordinary resolution that the issue by the company of the ordinary shares set out in the table below be ratified for the purpose of Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited.

Date of issue	Shares issued	Issue price (Rand)	Purpose of issue
4 February 2004	1 150 000	R24.29	Issue pursuant to option agreement with Investec Bank Mauritius. Funds raised were used for general working capital purposes.
4 February 2004	2 254 862	R17.50	Issue pursuant to option agreement with Investec Bank Mauritius. Funds raised were used for general working capital purposes.
16 February 2004	6 795 138	R22.08	Issue pursuant to option agreement with Investec Bank Mauritius. Funds raised were used for general working capital purposes.
29 June 2004	1 263 639	R15.83	Issue pursuant to loan agreement with Investec. Funds raised were used for general working capital purposes.
3 August 2004	1 370 886	R14.59	Issue pursuant to loan agreement with Investec. Funds raised were used for general working capital purposes.
26 August 2004	1 649 077	R12.13	Issue pursuant to loan agreement with Investec. Funds raised were used for general working capital purposes.
9 September 2004	1 744 254	R11.47	Issue pursuant to loan agreement with Investec. Funds raised were used for general working capital purposes.
20 September 2004	1 822 801	R10.97	Issue pursuant to loan agreement with Investec. Funds raised were used for general working capital purposes.

Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited restricts the number of securities the company may issue without shareholder approval in the next twelve months to 15% of its current issued capital.

Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited permits shareholders to ratify previous issues of securities for the purposes of Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited. The company is seeking to ratify the issue of the ordinary shares set out in the table above, which represent approximately 7.4% of the company's current issued capital. In terms of the Listings Rules of the Australian Stock Exchange Limited ratification of issues made within the previous twelve months refreshes the company's ability to issue shares up to the 15% limit without the need to obtain shareholder approval.

The ordinary shares issued above rank ~~pari passu~~ with all other ordinary shares in issue in the company.

For the purposes of this ordinary resolution no 8, pursuant to Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited, the company will disregard any votes cast on the resolution by or on behalf of a person who participated in the issue or any associate of such a person. However, the company need not disregard a vote if it is cast by the person as proxy for another who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for another who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Special resolution no 1

"Resolved as a special resolution that the name of the company be and is hereby changed from Durban Roodepoort Deep, Limited to DRDGOLD Limited with effect from the close of business on 3 December 2004."

The reason for special resolution no 1 is to closely associate the name of the company with the production and marketing of gold and related products. The effect of special resolution no 1 is that Durban Roodepoort Deep, Limited will have its name changed to DRDGOLD Limited.

Shareholders are referred to Appendix 1 to this notice of annual general meeting, which contains additional information regarding the change of the company's name and sets out the action required of shareholders in this regard.

Special resolution no 2

"Resolved as a special resolution that the allotment and issue to the non-executive directors referred to below of the number of options set out against their names insofar as they have exercised their options in respect of those shares, in terms of the Durban Roodepoort Deep (1996) Share Option Scheme ("Option Scheme") and Section 223 of the Companies Act, 1973 (Act 61 of 1973), as amended, be and are hereby approved and ratified.

Name of director	Number of options	Strike price
DC Baker	11 100	17.53
GC Campbell	12 000	17.53
RP Hume	11 100	17.53
MP Ncholo	9 300	17.53

The reason for special resolution no 2 is to allow share options in the Option Scheme to be allotted and issued to non-executive directors. The effect of the resolution is to ratify the previous granting of share options to non-executive directors.

Special resolution no 3

"Resolved as a special resolution that the company hereby approves in terms of Section 223 of the Companies Act, 1973 (Act 61 of 1973), as amended, the granting of the following options against each of their names and to allot and issue shares to each of the non-executive directors upon exercise of their options in terms of the Durban Roodepoort Deep (1996) Share Option Scheme.

Name of director	Number of options vesting until November 2005
DC Baker	43 525
RP Hume	67 675
GC Campbell	48 325
MP Ncholo	43 000

The reason for special resolution no 3 is to allow share options in the company's employee share option scheme to be allotted and issued to non-executive directors. The effect of the resolution is to regulate the issue of share options to non-executive directors.

Special resolution no 4

"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 the company be and they are hereby authorised to allot and issue such ordinary no par value shares at a cash price lower than the amount arrived at by dividing that part of the stated capital of the company contributed by the ordinary no par value shares then already in issue by the number of ordinary no par value shares then already in issue, if required."

The reason for and effect of special resolution no 4 is to authorise the directors to issue ordinary no par value shares in terms of the issue of shares for cash authority or for acquisitions or pursuant to the exercise of options in terms of the Durban Roodepoort Deep (1996) Share Option Scheme at an issue price per share in compliance with Section 82(1) of 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 ordinary no par value shares in issue at the date of such issue by the number of ordinary no par value shares then in issue. The report of the directors as required under Section 82(2) of the Act is set out in Appendix 2 to this notice of annual general meeting.

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Special resolution no 5

"Resolved as a special resolution that, subject to the provisions of the Companies Act, 1973 (Act 61 of 1973), as amended ("the Act"), the Listings Requirements of the JSE Securities Exchange South Africa ("the JSE") and the Articles of Association of the company, the board of directors of the company be and is hereby authorised, up to and including the date of the following annual general meeting, to approve the repurchase by the company or its subsidiaries of its own shares provided that the general authority shall not extend beyond 15 months from the date of the passing of this resolution and:

- the repurchase of securities being effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- repurchases by the company shall not exceed, in the aggregate, 20% of the company's issued ordinary share capital in any one financial year;
- the repurchases by the company shall not be made at a price greater than 10% above the weighted average of the market value of DRD shares on the JSE for the five trading days immediately preceding the date on which the repurchase was effected;
- the repurchases may not result in a subsidiary, together with all other subsidiaries of the company, holding more than 10% of the entire issued share capital of the company; and
- repurchases will not take place within a "prohibited period" as described in the Listings Requirements of the JSE from time to time."

The reason for and effect of special resolution no 5 is to enable the directors of the company, up to the earlier of the date of the next annual general meeting or 15 months from the date of the passing of this resolution, to approve the repurchase by the company of its shares, subject to the limitations included in the resolution and provided that such repurchase is effected through the order book operated by the JSE trading system, without prior understanding or arrangement between the company and the counter party and that, after such repurchase, the company will still comply with the shareholder spread requirements set out in the Listings Requirements of the JSE. For the purposes hereof, the company may, at any point in time, only appoint one agent to effect repurchases on its behalf.

The directors of the company are of the opinion that opportunities to repurchase 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 the group be placed in a position to be able to utilise the provisions of the Act, it is proposed that the board of directors of the company are authorised to authorise the company, by way of general authority, to acquire the maximum shares permitted by 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 repurchases under this general authority unless they are of the view at such time that, taking into account the maximum number of shares that could be re-purchased:

- the company and the group 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 the group, fairly valued in accordance with generally accepted accounting practice, would be in excess of the liabilities of the company and the group for the next year;
- the ordinary capital and reserves of the company and the group for the next year will be adequate; and
- the working capital of the company and the group will be adequate for the next year's operations.

The company may not enter the market to proceed with the repurchase until DRD's sponsor has confirmed the adequacy of its working capital for the purpose of undertaking a repurchase of shares in writing to the JSE.

Voting and proxies

On a show of hands, every DRD 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 DRD shareholder present in person or by proxy or represented shall have one vote for every share held in DRD by such shareholder.

DRD shareholders holding certificated ordinary shares and DRD shareholders who have dematerialised their DRD 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 DRD) to attend, speak and vote at the annual general meeting in the place of such DRD shareholder.

A form of proxy (white) 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:

- DRD shareholders registered on the South African register, to Ultra Registrars (Proprietary) Limited, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) to reach them by no later than 09:00 (South African time) on Wednesday, 24 November 2004; or
- DRD shareholders registered on the Australian register, to Computershare Investor Services Proprietary Limited, Level 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, 23 November 2004; or
- DRD shareholders registered on the Port Moresby register, to Capital Stockbrokers Limited, Level 2, AON Haus, Port Moresby (PO Box 2017, Port Moresby) to reach them by no later than 17:00 (Port Moresby time) on Tuesday, 23 November 2004; or
- DRD shareholders holding DRD 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, 24 November 2004; or
- DRD 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 07:00 (GMT) on Wednesday, 24 November 2004.

DRD shareholders who have already dematerialised their DRD ordinary shares through a CSDP and who have not selected "own name" registration in the sub-register through a CSDP or broker and DRD shareholders who hold certificated ordinary shares through a nominee who wish to attend the annual general meeting of DRD 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 DRD 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 DRD shareholders.

Australian holders of CHES Depository Interests in DRD shares should complete the attached notice of direction (grey) and return it to CHES Depository Nominees Pty Ltd, C/- Computershare Investor Services Proprietary Limited, Level 2, 45 St George's Terrace, Perth, Western Australia 6000, by no later than 15:00 on Tuesday, 23 November 2004.

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.

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.

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By order of the board

Al Townsend

Company Secretary

30 September 2004

Registered office and postal address:

In South Africa

45 Empire Road
Parktown
Johannesburg, 2193
(PO Box 390, Maraisburg, 1700)

Depository Bank

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

In Port Moresby

Capital Stockbrokers Limited
Level 2, AON Haus
Port Moresby
(PO Box 2017, Port Moresby)

Transfer secretaries:

In South Africa

Ultra Registrars (Proprietary) 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 4TU

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)

1. Introduction

It was announced on Wednesday, 29 September 2004 that Durban Roodepoort Deep, Limited ("DRD") would seek the approval of its ordinary shareholders for the change of the company's name to DRDGOLD Limited ("the change of name") at its forthcoming annual general meeting to be held at 09:00 at the company's registered office on Friday, 26 November 2004 ("the annual general meeting of DRD shareholders"). The change of name is intended to better reflect the company's focus on gold as a product, derived from deep-level and opencast gold mining and from the retreatment of surface material.

This Appendix 1 is intended to provide DRD shareholders with information relating to the change of name and the implications thereof in terms of the Listings Requirements of the JSE Securities Exchange South Africa ("the JSE") so that they may consider and, if deemed fit, pass the appropriate special resolution to effect the change of name.

2. Change of name

The necessary approval for the change of name has been obtained from the JSE.

Subject to the approval at the annual general meeting of DRD shareholders of the special resolution authorising the change of name and the registration thereof by the Registrar of Companies, the change of name in the records of the JSE will take effect from the commencement of business on Monday, 6 December 2004. From this date, the name of the company will be DRDGOLD Limited.

The last day to trade DRD shares in their "old" name will be Friday, 3 December 2004. The company's name as reflected on the JSE lists will be amended with effect from Monday, 6 December 2004 to reflect the company's new statutory name. With effect from the commencement of business on Monday, 6 December 2004, the short name will be changed to "DRDGOLD", the share code will be changed to "DRD" and the ISIN will be changed to ZAE000058723. The record date will be Friday, 10 December 2004.

3. Important dates and times

The dates and times set out in the table below apply to the name change.

	2004
Last day to lodge forms of proxy for the annual general meeting, by 09:00 on	Wednesday, 24 November
Annual general meeting at 09:00 on	Friday, 26 November
Effective date of change of statutory name of the company	Friday, 3 December
Last day to trade in DRD shares under "old" name	Friday, 3 December
Trading in the new name will commence on	Monday, 6 December
Record date	
Friday, 10 December	
Holders of dematerialised DRD shares will have their accounts at their CSDP or broker updated on	Monday, 13 December
New share certificates mailed by registered post or first class post in the United Kingdom to holders of certificated shares who have surrendered existing share certificates together with forms of surrender before 12:00 on the record date on (or within five business days of receipt of surrender thereafter)	Monday, 13 December

Share certificates in the "old" name of Durban Roodepoort Deep, Limited may not be dematerialised or rematerialised after Friday, 3 December 2004.

The dates in this circular are subject to change and DRD shareholders will be notified of any changes on the JSE's Securities Exchange News Service ("SENS"), on the relevant stock exchanges and in the South African press. Unless otherwise indicated, all times are South African times.

4. Exchange control regulations

4.1 *Emigrants from the Republics of South Africa and Namibia and the Kingdoms of Swaziland and Lesotho ("the Common Monetary Area")*

A "non-resident" endorsement will be stamped on every replacement share certificate that is despatched in respect of DRD shareholders who are emigrants from the Common Monetary Area. Such replacement share certificates will be forwarded, at the risk of the DRD shareholder concerned, to the DRD shareholder's authorised dealer in foreign exchange in South Africa controlling such DRD shareholder's blocked assets for its control. Details of such authorised dealer should be provided in Part C of the attached form of surrender in respect of holders of certificated DRD shares.

It follows therefore that the authorised dealer releasing share certificates in the company for surrender must countersign the form of surrender thereby indicating that the replacement share certificate will be placed directly under its control. If the information regarding the authorised dealer is not given, the share certificates will be held in trust for the DRD shareholders concerned pending receipt of the necessary information or instruction. The replacement share statements of DRD shareholders holding dematerialised shares will be automatically amended by their CSDP or broker.

4.2 *All other non-residents of the Common Monetary Area on the South African register*

A "non-resident" endorsement will be stamped on every replacement share certificate issued to a DRD shareholder whose registered address is outside the Common Monetary Area. The replacement share certificate will be forwarded, at the risk of the DRD shareholder concerned, to the DRD shareholder's authorised dealer in foreign exchange.

Where a DRD shareholder's existing DRD share certificate bears a "non-resident" endorsement, the replacement certificate to be issued in terms of paragraph 5 below will be similarly endorsed. If the information regarding the authorised dealer is not given, the share certificates will be held in trust for the DRD shareholder concerned pending receipt of the necessary information or instruction.

5. Surrender of existing documents of title by holders of certificated shares and the issue of new share certificates

Holders of certificated DRD shares and holders of other documents of title in respect of DRD shares are required to surrender their existing documents of title in order to receive new share certificates, at no charge, reflecting the new name of the company. A form of surrender (blue) to be used for this purpose is attached to this notice of annual general meeting. Duly completed forms of surrender must be lodged as follows:

- DRD shareholders registered on the South African register, to Ultra Registrars (Proprietary) Limited, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000); or
- DRD shareholders registered on the Australian register, to Computershare Investor Services Proprietary Limited, Level 2, 45 St George's Terrace, Perth, Western Australia, 6000 (GPO Box D182, Perth, Western Australia, 6840); or
- to DRD shareholders registered on the Port Moresby register, to Capital Stockbrokers Limited, Level 2, AON Haus, Port Moresby (PO Box 2017, Port Moresby); or
- DRD shareholders holding DRD 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; or
- DRD shareholders registered on the United Kingdom register, to Capita IRG Plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Depositary receipt holders will receive forms of surrender printed by the Depositary Bank, which should be completed and returned in accordance with the instructions printed on the forms of surrender.

Holders of share warrants to bearer are required to lodge their share warrants with talons and coupon sheets attached in order for them to be overstamped with the new name of the company. In this regard holders should apply to the company's UK Bearer Office at the address below for a form of lodgement. Completed forms of lodgement, together with the relevant share warrants, talons and coupons, should be sent, at the holder's risk, or delivered to the UK Bearer Office. Overstamped share warrants, talons and coupons will be returned in accordance with the instructions on the form of lodgement, or be available for collection, on or about Monday, 13 December 2004 if received by the UK Bearer Office before 12:00 on Friday, 10 December 2004 or within 5 days if received thereafter.

Holders of share warrants to bearer are reminded that share warrants to bearer may be exchanged for registered ordinary shares in the company at any time at no cost.

Share certificates or other documents of title received by the transfer secretaries before 12:00 on Friday, 10 December 2004 will be processed and new share certificates reflecting the company's new name will be despatched to holders of certificated DRD shares by registered post or by first class post in the United Kingdom, at the risk of such DRD shareholders (or, if such DRD shareholders have so elected on the form of surrender, will be available for collection from the relevant transfer office), on or about Monday, 13 December 2004. Share certificates or other documents of title received by the transfer secretaries after 12:00 on Friday, 10 December 2004 will be processed and new share certificates reflecting the company's new name will be despatched to DRD shareholders within five business days of receipt thereof by the relevant transfer secretaries.

If documents of title have been lost or destroyed and the holder thereof produces evidence to this effect to the satisfaction of DRD, DRD may dispense with the surrender of documents of title against provision of an acceptable indemnity, the cost of which shall be borne by the DRD shareholder concerned.

DRD shares may only be traded in South Africa in electronic form. DRD shareholders who hold certificated shares will receive share certificates reflecting the change of name and will be required to dematerialise their new share certificates should they wish to trade in their DRD shares in South Africa. The dematerialisation process is transacted between DRD shareholders and their CSDP or broker, STRATE and the transfer secretaries and can take between one and ten business days.

DRD share certificates in the "old" name will not be accepted for dematerialisation after Friday, 3 December 2004. Shareholders holding certificated DRD shares are urged therefore to surrender their "old" name DRD share certificates in accordance with the procedure set out in paragraph 5 above.

DRD shareholders may not dematerialise or rematerialise their "old" name DRD shares after Friday, 3 December 2004 and may only dematerialise their new DRDGOLD shares from Monday, 13 December 2004.

DRD shareholders who have dematerialised their shares are not required to take any further action since any changes or amendments to their shareholdings will be made automatically by the CSDP or broker through whom their shareholdings were dematerialised on Monday, 13 December 2004.

Registered office and postal address:

In South Africa
45 Empire Road
Parktown
Johannesburg, 2193
(PO Box 390, Maraisburg, 1700)

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

In Port Moresby
Capital Stockbrokers Limited
Level 2, AON Haus
Port Moresby,
(PO Box 2017, Port Moresby)

Transfer secretaries:

In South Africa
Ultra Registrars (Proprietary) 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 4TU

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)

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

Appendix 2

The notice of annual general meeting to which this report is annexed contains a special resolution in terms of section 82(1) of the Act authorising DRD 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 this resolution is to be accompanied by a report of the directors 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 Durban Roodepoort Deep (1996) Share Option Scheme ("the 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 DRD shares on the exchanges on which they are listed.

The directors of DRD 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 DRD 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 DRD therefore request the authority of DRD 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 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 Securities Exchange South Africa and any other regulatory authorities.

The following disclosures relating to special resolution no 5 (general authority to repurchase shares) are set out, in terms of the Listing Requirements of the JSE Securities Exchange South Africa ("JSE").

Directors' responsibility statement

The directors, whose names are given on pages 4 and 5 of the Annual Report that accompanies this notice of the 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.

Directors' interest in securities

The interests of the directors in the share capital of the company are set out on pages 4 and 5 of the Annual Report, which 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 pages 60 and 112, respectively, of the Annual Report which 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 10 August 2004.

Litigation

The company and its subsidiaries are not, and have not in the twelve months preceding the date of this notice of annual general meeting been, involved in any legal or arbitration proceedings which may have or have had a material effect on the financial position of the company and its subsidiaries, nor is the company aware of any such proceedings that are pending or threatened.

Documents available for inspection

Copies of the Memorandum of Association, the Articles of Association, the notice of annual general meeting and latest annual financial statements of DRD 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, as appropriate) 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 FOR DRD SHAREHOLDERS

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
 ("DRD" or "the company")

For use only by DRD shareholders on the Australian, the Port Moresby and the United Kingdom registers and with regard to the Australian register, for use only by DRD shareholders holding share certificates and with regard to the South African register, for use only by DRD shareholders holding share certificates and Central Securities Depository Participants' ("CSDPs") nominee companies, brokers' nominee companies and DRD shareholders who have dematerialised their share certificates and who have selected "own name" registration through a CSDP at the annual general meeting of DRD shareholders of DRD to be held in the boardroom, 45 Empire Road, Parktown, Johannesburg on Friday, 26 November 2004 at 09:00 (South African time) ("the annual general meeting of DRD shareholders").

DRD 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 DRD 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 DRD shareholders or, if they do not wish to attend the annual general meeting of DRD 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 DRD 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 DRD 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 DRD shares registered in my/our name as follows (see note 2 overleaf):

	For	Against	Abstain
Ordinary business			
1. To adopt the audited annual financial statements for the twelve months ended 30 June 2004			
2. To re-appoint the auditors in accordance with the company's Articles of Association			
3A: To re-elect Mr DJM Blackmur as a director of the company			
3B: To re-elect Mr DC Baker as a director of the company			
3C: To re-elect Mr GC Campbell as a director of the company			
3D: To re-elect Mr MP Ncholo as a director of the company			
Special business			
Ordinary resolution no 1 To place all unissued shares in the capital of the company under the control of the directors			
Ordinary resolution no 2 To authorise the allotment and issue of ordinary shares for cash			
Ordinary resolution no 3 To approve the proposed amendment to the Durban Roodepoort Deep (1996) Share Option Scheme			
Ordinary resolution no 4 To approve the Durban Roodepoort Deep (1996) Share Option Scheme for the purpose of Rule 7.2, Exception 9 of the Listing Rules of the Australian Stock Exchange Limited			
Ordinary resolution no 5 To approve the issue of shares to directors in terms of the Durban Roodepoort Deep (1996) Share Option Scheme pursuant to the exercise of options already granted			

	For	Against	Abstain
Ordinary resolution no 6 To approve the issue of up to 500 000 options to non-executive directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited			
Ordinary resolution no 7 To approve the issue of up to 1 077 300 options to executive directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited			
Ordinary resolution no 8 To ratify the issue of equity securities for the purpose of Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited			
Special resolution no 1 To change the name of the company from Durban Roodepoort Deep, Limited to DRDGOLD Limited			
Special Resolution no 2 To approve and ratify the allotment and issue of share options to non-executive directors in terms of the Durban Roodepoort Deep (1996) Share Option Scheme and Section 223 of the Companies Act, 1973 (Act 61 of 1973), as amended			
Special Resolution no 3 To approve the issue of share options to non-executive directors under the Durban Roodepoort Deep (1996) Share Option Scheme			
Special Resolution no 4 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 5 To authorise the directors to approve the repurchase 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 DRD 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 _____ 2004

Signature _____

Assisted by (where applicable) _____

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

Please read the notes below.

Notes:

- 1 A DRD 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 DRD 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 DRD shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 A DRD 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 meeting as the proxy deems fit.
- 4 A DRD 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 DRD 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 DRD shareholders holding share certificates, CSDPs' nominee companies, brokers' nominee companies and DRD shareholders who have dematerialised their share certificates and who have elected "own name" registration through a CSDP, will not preclude the relevant shareholder from attending the annual general meeting of DRD shareholders and speaking and voting in person thereat. The exclusion of any proxy appointed in terms thereof. DRD shareholders who have dematerialised their share certificates and who have not elected "own name" registration through a CSDP and DRD shareholders who hold certificated ordinary shares through a nominee who wish to attend the annual general meeting of DRD 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 DRD.
- 8 Any alteration or correction made to this form of proxy must be initiated 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.

▶ NOTICE OF DIRECTION

DURBAN ROODEPOORT DEEP, LIMITED

Gray (Australia)

(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

("DRD" or "the company")

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. The 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 DRD shareholders to be held on Friday, 26 November 2004 at 45 Empire Road, Parktown, Johannesburg, South Africa at 09:00 (South African time) and at any and all adjournments 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
Ordinary business			
1. To adopt the audited annual financial statements for the twelve months ended 30 June 2004			
2. To re-appoint the auditors in accordance with the company's Articles of Association			
3A: To re-elect Mr DJM Blackmur as a director of the company			
3B: To re-elect Mr DC Baker as a director of the company			
3C: To re-elect Mr GC Campbell as a director of the company			
3D: To re-elect Mr MP Ncholo as a director of the company			
Special business			
Ordinary resolution no 1			
To place all unissued shares in the capital of the company under the control of the directors			
Ordinary resolution no 2			
To authorise the allotment and issue of ordinary shares for cash			
Ordinary resolution no 3			
To approve the proposed amendment to the Durban Roodepoort Deep (1996) Share Option Scheme			
Ordinary resolution no 4			
To approve the Durban Roodepoort Deep (1996) Share Option Scheme for the purpose of Rule 7.2, Exception 9 of the Listing Rules of the Australian Stock Exchange Limited			
Ordinary resolution no 5			
To approve the issue of shares to directors in terms of the Durban Roodepoort Deep (1996) Share Option Scheme pursuant to the exercise of options already granted			
Ordinary resolution no 6			
To approve the issue of up to 500 000 options to non-executive directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited			
Ordinary resolution no 7			
To approve the issue of up to 1 077 300 options to executive directors in terms of Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited			

	For	Against	Abstain
Ordinary resolution no 8 To ratify the issue of equity securities for the purpose of Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited			
Special resolution no 1 To change the name of the company from Durban Roodepoort Deep, Limited to DRDGOLD Limited			
Special Resolution no 2 To approve and ratify the allotment and issue of share options to non-executive directors in terms of the Durban Roodepoort Deep (1996) Share Option Scheme and Section 223 of the Companies Act, 1973 (Act 61 of 1973), as amended			
Special Resolution no 3 To approve the issue of share options to non-executive directors under the Durban Roodepoort Deep (1996) Share Option Scheme			
Special Resolution no 4 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 5 To authorise the directors to approve the repurchase 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 DRD shareholders. (Tick whichever is applicable). If no directions are given your vote will be deemed invalid).

Signed at _____ on _____ 2004
Signature/s _____

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, 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, C/- 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).

Notes:

- 1 This completed form, together with the DRD shareholder's existing documents of title, must be delivered or mailed to DRD's transfer secretaries at the following address:

By hand

In South Africa
Ultra Registrars (Proprietary) Limited
11 Diagonal Street
Johannesburg
2001

In the United Kingdom

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

In Australia

Computershare Investor Services Proprietary Limited
Level 2, 45 St George's Terrace
Perth, Western Australia
6000

In Port Moresby

Capital Stockbrokers Limited
Level 2, AON Haus
Port Moresby

By post

In South Africa
Ultra Registrars (Proprietary) Limited
PO Box 4844
Johannesburg
2000

In the United Kingdom

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

In Australia

Computershare Investor Services Proprietary Limited
GPO Box D182
Perth, Western Australia
6840

In Port Moresby

Capital Stockbrokers Limited
PO Box 2017
Port Moresby

- 2 No receipts will be issued for existing documents of title lodged unless specifically requested. In compliance with the requirements of the JSE Securities Exchange South Africa, lodging agents requiring receipts are requested to prepare special transactions receipts.
- 3 A minor must be assisted by his/her parent or guardian.
- 4 Where shares are jointly held, this form must be signed by all joint holders.
- 5 If this form is signed under power of attorney, documents giving evidence of such power of attorney must be produced unless it has previously been noted by the relevant transfer secretaries or such documents have been lodged with a broker and this form bears the stamp of that broker.
- 6 If the shareholder is a deceased estate, this form must be accompanied by the letters of executorship unless, the relevant documents have been lodged with a broker and this form bears the stamp of that broker.
- 7 If a DRD shareholder produces evidence to the satisfaction of DRD that documents of title have been lost or destroyed, DRD may waive the surrender of such documents of title against an indemnity in a form and on terms and conditions acceptable to DRD, or DRD may, in its discretion, waive the requirement for the indemnity.
- 8 DRD shares may only be traded in electronic form in South Africa. DRD shareholders who hold certificated shares will receive certificated DRD shares in the new name and will be required to dematerialise their new name certificated shares should they wish to trade therein in South Africa.
- 9 DRD shareholders may not dematerialise or rematerialise their "old" name DRD shares after Friday, 3 December 2004 and may only dematerialise their new DRD shares from Monday, 13 December 2004.
- 10 Depository receipt holders will receive forms of surrender printed by the Depository Bank, which should be completed and returned in accordance with the instructions printed on the forms of surrender.

DRDGOLD▶

www.drdgold.com

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