

NOTICE TO SHAREHOLDERS

► 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 Pendoring Avenue, Blackheath, Randburg on Friday, 4 November 2005 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 2005.
- 2 To re-appoint the auditors in accordance with the articles of association of DRDGOLD.
- 3 To elect directors in place of Messrs RP Hume, J Turk and MM Wellesley-Wood who retire in accordance with the articles of association of DRDGOLD, but, 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 the Annual Report.

► 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 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 be and are hereby authorised as a general authority to allot and issue all or some of the authorised but unissued ordinary no par value shares in the capital of DRDGOLD or options to

subscribe for new DRDGOLD ordinary shares (“options”) or 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 Listing 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 therefore, 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 upon which the shares of the company may be quoted or listed and to the following requirements of the JSE :

- 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 securities, the average discount to the weighted average traded price of the equity securities 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 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 shares pursuant to this general authority representing, on a cumulative basis within one financial year, 5% or more of the number of shares of the company in issue prior to the issue in question;
- 3 issues in the aggregate of shares of the company in terms of this general 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) of the company 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; and

- 4 in determining the price at which an issue of shares of the company will be made in terms of this general 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 trading days prior to the date that the price of an issue is determined or agreed by the directors of the company.”

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 any director of

NOTICE TO SHAREHOLDERS

the company referred to below, of any ordinary no par value shares allotted and issued in respect of the number of options set out opposite his name in as far as he exercises those options in terms of the DRDGOLD (1996) Share Option Scheme.”

Name of director	Number of options vesting until Nov 2006
MM Wellesley-Wood	146 981
IL Murray	93 708
RP Hume	8 153
GC Campbell	8 123
MP Ncholo	6 148

Ordinary resolution no 4

“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 DRDGOLD (1996) Share 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 DRDGOLD (1996) Share Option Scheme (“the Share Option Scheme”) in the current financial year ending 04 November 2006. Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited (“The ASX”) 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 Share Option Scheme. The maximum number of options the company will issue to non-executive directors on or before 04 November 2006 under the Share Option Scheme is 500 000. Under the terms of the Share Option Scheme, the allocation of options to directors is determined by the DRDGOLD Remuneration and Nominations Committee from time to time. Options approved under ordinary resolution no 4 will be issued no later than 04 November 2006.

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 the company’s shares on the JSE Limited (“the 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 Share Option Scheme. The current directors are listed on page 6 of the Annual Report. Details of options issued under the Share Option Scheme for the 2004/2005 financial year are set out in special resolution no 2 below.

For the purposes of this ordinary resolution 4, pursuant to Listing Rule 10.14, 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 Share Option Scheme) or any associate of such 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 chairman of 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, 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 102 426 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 DRDGOLD (1996) Share 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 DRDGOLD (1996) Share Option Scheme (“the Share Option Scheme”) to executive directors in the current financial year ending 04 November 2006 under Rule 10.14 of the Listing Rules of the Australian Stock Exchange Limited (“the ASX”). The maximum number of options the company will issue to executive directors on or before 04 November 2006 under the Share Option Scheme is 102 426. Under the terms of the Share Option Scheme, the allocation of options to directors is determined by DRDGOLD’s Remuneration and Nominations Committee from time to time. Options approved under this ordinary resolution no 5 will be issued no later than 04 November 2006.

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 the company’s shares on the JSE Limited (“the 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 Share Option Scheme. The current directors are listed on page 6 of the Annual Report. Details of options issued under the Share Option Scheme for the financial year ended 30 June 2005 are set out in special resolution no 2 below.

For the purposes of this ordinary resolution no 5, pursuant to ASX Listing Rule 10.14, 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 Share Option Scheme) or any associate of such 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 chairman of 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 6

“Resolved as an ordinary resolution that the issue by the company of:

- 15 804 116 ordinary shares in the capital of the company at an issue price of R5.50 per share pursuant to a renounceable claw-back rights offer, which closed on 8 July 2005; and
- 4 451 219 ordinary shares in the capital of the company at an issue price of R6.50 per share pursuant to the acquisition by the company of certain of the Industrial Development Corporation of South Africa Limited’s debt in Crown Gold Recoveries (Proprietary) Limited and East Rand Proprietary Mines Limited,

be ratified for the purpose of Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited.”

Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited (“the ASX Listings Rules”) restricts the number of securities the company may issue without shareholder approval in the next twelve months to 15% of its current issued capital. ASX Listing Rule 7.4 permits shareholders to ratify previous issues of securities for the purpose of ASX Listing Rule 7.1. Ratification of issues made within the previous twelve months refreshes the company’s ability to issue shares up to 15% limit imposed by ASX Listing Rule 7.1 without the need to obtain shareholder approval.

The company is seeking to ratify the issue of the 15 804 116 ordinary shares under the claw-back rights offer made to shareholders and which closed on 8 July 2005. The purpose of the claw-back offer was to raise funds for working capital purposes, as well as to fund the restructure of its operations and necessary capital expenditures

and, to the extent that such opportunities arise, acquire synergistic assets in South Africa. The company is also seeking to ratify the issue of 4 451 219 ordinary shares to settle the acquisition by the company of certain debt held by the Industrial Development Corporation of South Africa Limited in Crown Gold Recoveries (Proprietary) Limited and East Rand Proprietary Mines Limited. Together, these issues together represent approximately 6.74% of the company’s current issued capital.

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

For the purpose of this ordinary resolution no 6, pursuant to Rule 7.4 of the ASX Listings Rules, 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 direction on the proxy form to vote as the proxy decides.

Special resolution no 1

“Resolved as a special resolution that the granting to the non-executive directors of the company 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 DRDGOLD (1996) Share 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
GC Campbell	3 094	5.50
RP Hume	4 157	5.50
MP Ncholo	2 694	5.50

The reason for special resolution no 1 is to allow share options in the DRDGOLD (1996) Share Option Scheme to be allotted and issued

to non-executives directors of the company. The effect of special resolution no 1 is to ratify the previous granting of share options to non-executive directors of the company.

Special resolution no 2

“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 to each of the non-executive directors of the company upon exercise of their options in terms of the DRDGOLD (1996) Share Option Scheme.

Name of director	Number of options vesting until November 2006
RP Hume	8 153
GC Campbell	8 123
MP Ncholo	6 148

The reason for special resolution no 2 is to allow share options in terms of the DRDGOLD (1996) Share Option Scheme to be allotted and issued to non-executive directors of the company. The effect of special resolution no 2 is to regulate 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 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 3 is to authorise the directors of the company to issue ordinary no par value shares in terms

NOTICE TO SHAREHOLDERS

of the general issue of shares for cash authority acquisitions and pursuant to the exercise of options in terms of the 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 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 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, subject to the provisions 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 the company be and are hereby authorised to approve the acquisition by the company or its subsidiaries of shares in the company provided 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 share capital of the company;
- acquisitions of 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 4 is to enable the directors of the company, to approve the acquisition by the company and its subsidiaries of its 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 to authorise the company, 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 4 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 4 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 and holding certificated DRDGOLD shares, 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, 2 November 2005; or
- DRDGOLD shareholders registered on the Australian register and holding certificated DRDGOLD shares, 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, 1 November 2005; or
- DRDGOLD 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, 1 November 2005; 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, 2 November 2005; 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, 2 November 2005.

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. Australian holders of CHESSE Depository Interests in DRDGOLD shares should complete the attached notice of direction (blue) and return it

to CHESSE 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 (Perth Western Australia time) on Tuesday, 1 November 2005.

Depository receipt holders may 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 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



TJ Gwebu
Company Secretary

30 September 2005

NOTICE TO SHAREHOLDERS

▶ 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 Port Moresby

Capital Stockbroker Limited
Level 2,
AON Haus
Port Moresby
Papua New Guinea
(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)

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 4 (general authority to acquire shares) are set out, in terms of the Listing Requirements of the JSE Limited (“the JSE”).

► Directors’ responsibility statement

The directors, whose names are given on page 6 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 are set out on page 59 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 106 of the Annual Report that accompanies the 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 30 June 2005.

► Litigation

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

1. On 11 April 2005, AngloGold Ashanti Limited (“AngloGold”) instituted an urgent application against DRDGOLD, Buffelsfontein Gold Mining Company (“Buffels”), Stilfontein Gold Mining Company

(“Stilfontein”) Harmony Gold Mining Company Limited, the Minister of Minerals & Energy the Minister of Water affairs an Forestry, the Minister of Environmental Affairs Tourism and Hartebeestfontein Gold Mining Company Limited (collectively “the respondents”).

AngloGold is seeking an order that:

- DRDGOLD and Buffels be held jointly and severally liable to continue the pumping and extraction of underground water at mines/shaft owned and controlled by Buffels which mines are now under the control of Buffel’s liquidators.
 - DRDGOLD and Stilfontein be jointly and severally liable to continue the pumping and extraction of water at the Margaret shaft, which is owned and controlled by Stilfontein. The state issued several interim directives requiring sharing by various parties of costs of pumping and extraction of underground water. DRDGOLD has with reservation of rights agreed to comply with the directives which involves the incurring of cost by DRDGOLD of between R1 million and R2 million per month, which costs may be recoverable from the State dependent upon the outcome of the litigation.
2. SG Securities (London) Limited (“SG Securities”) and Mr A Mahalski (“the defendants”) and DRDGOLD and DRD Australasia APS (“DRDAPS”) (collectively, “the plaintiffs”)

In May 2004, the plaintiffs instituted action against the defendants in the High Court of Justice, Queen’s Bench Division, Commercial Court, in the United Kingdom. DRDGOLD is claiming A\$ 5 907 500, plus interest, from SG Securities in respect of unauthorised payments made by SG Securities out of monies raised from the sales of DRDGOLD shares.

3. Class action lawsuits in the United States of America

DRDGOLD is aware of five class action lawsuits, which will be consolidated

into a single lawsuit, that have commenced in the United States against the company, its Chief Executive Officer, Mr MM Wellesley-Wood, and its Chief Financial Officer, Mr IL Murray. The lawsuits allege that the company made certain false and misleading statements between 23 October 2003 and 24 February 2005 in violation of provisions of the United States Securities laws. The company has selected and engaged legal counsel to defend it against the lawsuits. DRDGOLD, Mr Wellesley-Wood and Mr Murray deny the averments in the lawsuits and intend to vigorously defend the lawsuits.

4. In addition to the above, there are other matters pending:
 - An action instituted in the High Court of South Africa during 2003 against Messrs RAR Kebble, J Stratton, JCI Limited and HC Buitendag to recover approximately R77 million relating to a transaction involving the Rawas mine in Indonesia.
 - An action instituted in the Supreme Court of Western Australia during 1999 against Messrs Mostert, Stratton, JCI (Isle of Man) Limited and others also in respect of the Rawas Transaction for payment of approximately R149 million and A\$6 million.
 - An action instituted by Messrs RAR Kebble and B Kebble in the High Court of South Africa during 2003 against DRDGOLD and others relating to an alleged infringement of privacy rights.

► 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, 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.