

Shareholders' information

	NO. OF SHARE- HOLDERS	% OF HOLDERS	NO. OF SHARES HELD	% OF ISSUED SHARES
1. Breakdown by shareholding				
Range				
1 – 5 000	5 712	65.76	1 518 888	0.41
5 001 – 10 000	1 872	21.55	4 761 658	1.29
10 001 – 50 000	468	5.39	3 596 776	0.97
50 001 – 100 000	466	5.36	10 385 597	2.80
100 001 – 1 000 000	90	1.04	4 793 179	1.29
1 000 001 and more	78	0.90	345 285 883	93.23
Totals	8 686	100.00	370 341 981	100.00
2. Breakdown by classification				
Category				
Individuals	5 786	66.61	21 289 528	5.75
Institutions and bodies corporate	2 900	33.39	349 052 453	94.25
Totals	8 686	100.00	370 341 981	100.00
3. Shareholders owning 1% or more of the shares in issue				
Bank of New York (on behalf of ADR clients)			265 083 690	71.58
Soges Fiducem SA (Brussels)			21 744 431	5.87
Clearstream Banking SA Luxembourg			8 490 421	2.29
Oryx Investment Management			7 669 373	2.07
Investec Value Fund			4 679 424	1.26
Industrial Development Corporation			4 451 219	1.20
4. Shareholder spread				
Public	8 681	99.94	370 187 481	99.96
Non-public				
Directors	5	0.06	154 500	0.04
Totals	8 686	100.00	370 341 981	100.00
5. JSE Limited Performance				
Number of shares traded (000)	208 182			
% of total issued shares	56			
Price quoted (cents per share)				
– highest	1150			
– lowest	370			
– closing	525			
Market capitalisation at year-end (R'000)	1 944 295			

Shareholders' diary

ANNUAL GENERAL MEETING	
Date	30 November 2007
Time	11:00
Place	EBSCO House 4 299 Pendoring Avenue, Blackheath Randburg South Africa
QUARTERLY REPORTS	
1st Quarter	November 2007
2nd Quarter	February 2008
3rd Quarter	April 2008
4th Quarter	August 2008
Interim Financial Report	February 2008
Preliminary Annual Financial Report	August 2008

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

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

Conversion table

The following conversion factors have been used in this document.

Currency: Average exchange rate during year US\$1 = R7.219
Closing exchange rate at 30 June 2007 US\$1 = R7.076

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

Glossary of terms

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

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

Glossary of terms **continued**

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

Notice to shareholders

Notice is hereby given that the annual general meeting of DRDGOLD Limited (DRDGOLD or the company) will be held at EBSCO House 4, 299 Pendoring Avenue, Blackheath, Randburg, 2195 on Friday, 30 November 2007 at 11:00 for the following business:

ORDINARY BUSINESS

1. To receive and consider the audited annual financial statements of the group and the company for the financial year ended 30 June 2007, including the reports of the directors and auditors respectively.
2. To re-appoint KPMG Inc. as the independent external auditors of the company for the ensuing period terminating on the conclusion of the next annual general meeting of the company and to authorise the directors to fix the auditors' remuneration for the past year.
3. To elect Mr J H Dissel as an alternate director of the company.
4. To re-elect as directors Messrs R P Hume and J Turk who in terms of the company's Articles of Association retire by rotation at this meeting but, being eligible, offer themselves for re-election. Curricula vitae of the directors standing for re-election are provided on page 11 of this annual report.

PROFILE OF DIRECTOR TO BE ELECTED

MR J H DISSEL

Age: 49

Mr J H Dissel, who holds a BCom (Hons) degree, joined DRDGOLD as Group Financial Manager in October 1999 from AngloGold Limited (now known as AngloGold Ashanti Limited), where he was Financial Manager responsible for financial systems. He has 24 years' experience in the mining industry.

SPECIAL BUSINESS ORDINARY RESOLUTION NO 1

"Resolved as an ordinary resolution that all the authorised but unissued no par value ordinary shares in the capital of the company be and are hereby placed under the control of the directors of the company as a general authority in terms of section 221(2) of the Companies Act, 1973 (Act 61 of 1973), as amended (the Act), who are hereby authorised to allot and issue all or any of such shares to such persons and upon such terms and conditions as the directors of the company in their sole discretion deem fit, subject to the provisions of the Act."

ORDINARY RESOLUTION NO 2

"Resolved as an ordinary resolution that the directors of the company and of its subsidiaries (DRDGOLD subsidiaries) be and are hereby authorised as a general authority to allot and issue or sell (as the case may be) all or some of the authorised but unissued (or, as the case may be, DRDGOLD subsidiary-held issued) no par value ordinary shares in the capital of DRDGOLD (DRDGOLD ordinary shares) (including, without limitation, those created under special resolution

no. 1 contained in the Notice to Shareholders which incorporates this ordinary resolution no. 2), or grant options to subscribe for new, or to purchase from DRDGOLD-subidiaries (as the case may be), DRDGOLD ordinary shares (options), or to allot and issue instruments that are convertible to DRDGOLD ordinary shares (convertible instruments), for cash to such person or persons [defined as 'public', and who are not 'related parties', in terms of the Listings Requirements of the JSE Limited (the JSE)] and on such terms and conditions as the directors of the company may, without restriction, from time to time, deem fit as and when suitable opportunities arise therefore, but subject to:

- the requirements from time to time of the Articles of Association of DRDGOLD;
- the Companies Act, 1973 (Act 61 of 1973), as amended (the Act); and
- any stock exchange(s) on which the DRDGOLD ordinary shares may be quoted or listed, it being recorded that the JSE Listings Requirements currently contain, inter alia, the following requirements:

1. the general authority in terms of this resolution shall extend up to and including the date of the next annual general meeting of the company or 15 months from the date on which this resolution is passed, whichever is the earlier date;
2. a paid press announcement giving full details, including the number of DRDGOLD ordinary shares issued, the average discount to the weighted average traded price of DRDGOLD ordinary shares over 30 days prior to the date that the price of the issue was determined or agreed by the directors of the company, the impact on net asset value and the net tangible asset value per share and the impact on earnings and headline earnings per share of the company, shall be published at the time of any issue of DRDGOLD ordinary shares pursuant to this general authority representing, on a cumulative basis within one financial year, 5% or more of the number of DRDGOLD ordinary shares in issue prior to the issue;
3. that the issues of DRDGOLD ordinary shares may not in any one financial year in the aggregate exceed 15% of the number of issued DRDGOLD ordinary shares. The number of DRDGOLD ordinary shares that may be issued or sold, as the case may be, shall be determined in accordance with sub-paragraph 5.52 (c) of the Listings Requirements of the JSE; and
4. in determining the price at which an issue of DRDGOLD ordinary shares will be made in terms of this general authority, the maximum discount at which the DRDGOLD ordinary shares will be issued is 10% of the weighted average trading price of DRDGOLD ordinary shares over the 30 trading days prior to the date that the price of an issue is determined or agreed by the directors of the company."

Whenever the company wishes to use DRDGOLD ordinary shares held as treasury stock by a subsidiary of the company, such use must comply with the JSE Listings Requirements as if such use was a fresh issue of ordinary shares.

Notice to shareholders *continued*

According to the Listings Requirements of the JSE, the approval of ordinary resolution no 2 requires a 75% majority vote cast in favour of the resolution. Therefore, DRDGOLD will not, without the prior approval of the JSE, allot and issue any shares in terms of the resolution unless at least 75% of the votes cast at the meeting are in favour of the resolution.

ORDINARY RESOLUTION NO 3

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

NAME OF DIRECTOR	NUMBER OF OPTIONS VESTING UNTIL NOVEMBER 2008
J H Dissel	79 610
R P Hume	1 040
G C Campbell	775

ORDINARY RESOLUTION NO 4

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

SPECIAL RESOLUTION NO 1

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

NAME OF DIRECTOR	NUMBER OF OPTIONS VESTING UNTIL NOVEMBER 2008
R P Hume	1 040
G C Campbell	775

The reason for special resolution no. 1 is to seek shareholder approval for the issue of share options in terms of the Share Option Scheme to non-executive directors of the company. The effect of special resolution no. 1 is the granting of such approval for the issue of share options to non-executive directors of the company

SPECIAL RESOLUTION NO 2

"Resolved as a special resolution that in terms of section 82(1) of the Companies Act, 1973, (Act 61 of 1973), as amended (the Act), the directors of DRDGOLD Limited (the company) be and they are hereby

authorised to allot and issue all or any of the no par value ordinary shares in the unissued authorised share capital of the company (including, without limitation, the no par value ordinary shares in the unissued authorised share capital of the company created under special resolution no.1 contained in the notice incorporating this special resolution no. 2) at an issue price lower than the amount arrived at by dividing that part of the stated capital of the company contributed by the no par value ordinary shares then already in issue by the number of no par value ordinary shares then already in issue, if required."

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

SPECIAL RESOLUTION NO 3

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

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

- acquisitions of DRDGOLD shares will not take place within a prohibited period as described in the Listings Requirements of the JSE from time to time;
- acquisitions are effected through the order book operated by the trading system of the JSE, without prior understanding or arrangement between the company and the counter party;
- after any acquisition, the company will still comply with the shareholder spread requirements set out in the Listings Requirements of the JSE; and
- the company shall only be entitled, at any point in time, to appoint one agent to effect acquisitions on its behalf pursuant to this resolution.”

The reason for and effect of special resolution no. 3 is to enable the directors of the company to approve the acquisition by the company and its subsidiaries of shares in the company, subject to the limitations included in the resolution.

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

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

- the company and its subsidiaries would be in a position to repay their debts in the ordinary course of business for a period of 12 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. 3 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. 3 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 in a poll, every shareholder of DRDGOLD present in person or by proxy or represented shall have one vote for every share held in DRDGOLD by such shareholder.

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

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

- DRDGOLD shareholders registered on the South African register, to Link Market Services South Africa (Pty) Ltd, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) to reach them by no later than 09:00 (South African time) on Wednesday, 28 November 2007; 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, 28 November 2007; 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, 28 November 2007.

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

Notice to shareholders **continued**

nominee with their voting instructions in terms of the custody agreement entered into between them and their CSDP, broker or nominee.

In respect of dematerialised shares, it is important to ensure that the person or entity (such as a nominee) whose name has been entered into the relevant sub-register maintained by a CSDP completes the form of proxy in terms of which he appoints a proxy to vote at the annual general meeting of DRDGOLD shareholders.

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

The holder of a share warrant to bearer who wishes to attend or be represented at the annual general meeting of DRDGOLD shareholders must deposit his share warrant at the bearer reception office of Capita IRG Plc, The Registry 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or must deposit his share warrant at the

office of the French agents, Euro Emetteurs Finance, 48 Boulevard des Batignolles, 75850, Paris, Cedex 17, France, in both cases not later than 48 hours before the date appointed for the holding of the annual general meeting (which period excludes Saturdays, Sundays and public holidays), and shall otherwise comply with the 'conditions governing share warrants' currently in force. Thereupon a form of proxy or an attendance form under which such share warrant holder may be represented at the annual general meeting of DRDGOLD shareholders shall be issued.

By order of the board



T J Gwebu
Company Secretary
21 September 2007

REGISTERED OFFICE AND POSTAL ADDRESS:

In South Africa

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

Depositary Bank

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

TRANSFER SECRETARIES:

In South Africa

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

In the United Kingdom

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

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. 3 (general authority to acquire shares) are set out, in terms of the Listings Requirements of the JSE Limited (the JSE).

DIRECTORS AND MANAGEMENT

Details of the directors and management of the company are set out on pages 10 to 13 of the Annual Report that accompanies this notice of annual general meeting.

MAJOR SHAREHOLDERS

Details of the major shareholders of the company are set out on page 110 of the Annual Report that accompanies this notice of annual general meeting.

MATERIAL CHANGE

There has been no material change in the financial or trading position of the company and its subsidiaries since the date of publication of the company's annual results on 31 August 2007.

DIRECTORS' INTEREST IN SECURITIES

The interests of the directors in the share capital are set out on page 47 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 110 of the Annual Report that accompanies this notice of annual general meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are given on page [] of the Annual Report that accompanies this notice of annual general meeting, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the notice of annual general meeting contains all information required by the Listings Requirements of the JSE.

LITIGATION

In the 12 months preceding the date of this notice of annual general meeting the following legal proceedings are pending which may still have a material effect on the financial position of the company and its subsidiaries:

1. Competition Tribunal case

On 23 September 2002, DRDGOLD and Harmony Gold Mining Company Limited, another South African gold mining company, filed a complaint with the South African Competition Commission against Mittal Steel South Africa Limited (Mittal), a South African steel producer. The complaint alleged that Mittal was abusing its dominant position by charging excessive prices for its local flat steel products and providing inducements for steel purchasers to refrain from importing competing steel products. The Competition Commission dismissed the claim, and the matter was referred to the Competition Tribunal (the Tribunal), which has the authority to overrule the determination of the Competition Commission. Evidence by a number of witnesses was adduced during March and April 2006 and, on 27 March 2007, the Tribunal delivered its judgment in terms of which the following findings were made:

- that Mittal has abused its dominant position by engaging in excessive pricing; and
- that Mittal did not induce customers not to deal with its competitors.

On 27 July 2007 the parties presented submissions to the Tribunal on the penalty or penalties which the Tribunal may impose against Mittal. On 6 August 2007 the Competition Tribunal imposed an administrative penalty of R691 800 against Mittal.

2. Litigation regarding environmental issues

On 2 August 2006 and 4 September 2006, two virtually identical applications were brought against DRDGOLD and its directors for relief under the Mineral and Petroleum Resources Development Act (MPRDA) by the Legal Resources Centre on behalf of the residents of two communities, Davidsonville and Kagiso, who reside adjacent to tailings deposition sites of the now dormant Durban Roodepoort Deep mine and of West Witswatersrand mine, respectively. While no financial compensation is sought, the communities are seeking orders for the revision of the environmental management programmes of both sites, and for the sites to be rehabilitated and closed in accordance with standards of the MPRDA. DRDGOLD has filed its Appearance to Defend in respect of both matters in the High Court.

3. Other Matters pending

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

3.1.1 An action instituted in the High Court of South Africa during 2003 against Messrs R A R Kebble, M Prinsloo, J Stratton, JCI Limited and H C Buitendag to recover approximately R77 million and AU\$ 6.1 million relating to the Rawas transaction;

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

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

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

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

DOCUMENTS AVAILABLE FOR INSPECTION

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

Form of proxy



DRDGOLD LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1895/000926/06)
Nasdaq trading symbol: DROOY
ARBN number: 086 277 616
Share code: DUR
ISIN: ZAE 000015079
(DRDGOLD or the company)

FORM OF PROXY FOR DRDGOLD SHAREHOLDERS

[11.1 (F) V]

For use only by DRDGOLD shareholders on the United Kingdom registers and with regard to the South African register, for use only by DRDGOLD shareholders holding share certificates and Central Securities Depository Participants' (CSDPs) nominee companies, brokers' nominee companies and DRDGOLD shareholders who have dematerialised their share certificates and who have selected 'own-name' registration through a CSDP at the annual general meeting of DRDGOLD shareholders to be held in the boardroom, EBSCO House 4, 299 Pendoring Avenue, Blackheath, Randburg on Friday, 30 November 2007 at 11:00 (South African time) (the annual general meeting of DRDGOLD shareholders).

DRDGOLD shareholders on the South African register who have already dematerialised their share certificates through a CSDP or broker and who have not selected 'own-name' registration and DRDGOLD shareholders who hold certificated ordinary shares through a nominee must not complete this form of proxy but must instruct their CSDP, broker or nominee to issue them with the necessary authority to attend the annual general meeting of DRDGOLD shareholders or, if they do not wish to attend the annual general meeting of DRDGOLD shareholders, they may provide their CSDP, broker or nominee with their voting instructions in terms of the custody agreement entered into between them and their CSDP, broker or nominee.

I/We (BLOCK LETTERS please)

of

Telephone work ()

Telephone home ()

being the holder/s or custodians of

shares hereby appoint (see note 1 overleaf):

1. or failing him/her,

2. or failing him/her,

3. the chairman of the annual general meeting of DRDGOLD shareholders,

as my/our proxy to attend, speak and vote on a show of hands or on a poll for me/us and on my/our behalf at the annual general meeting of DRDGOLD shareholders to be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the DRDGOLD shares registered in my/our name as follows (see note 2 overleaf):

Form of proxy continued

	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
1. To receive and consider the audited annual financial statements for the 12 months ended 30 June 2007			
2. To re-appoint KPMG Inc. as independent auditors of the company for ensuing period terminating on the conclusion of the next annual general meeting of the company and to authorise the directors to fix the auditors' remuneration for the past year.			
3. To elect Mr J H Dissel as a alternate director of the company			
4A: To re-elect Mr R P Hume as a director of the company			
4B: To re-elect Mr J Turk 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 of the company			
Ordinary resolution no 2 To authorise the allotment and issue of ordinary shares for cash			
Ordinary resolution no 3 To approve the allotment and issue of shares to directors in terms of the DRDGOLD (1996) Share Option Scheme pursuant to the exercise of options already granted			
Ordinary resolution no 4 To authorise the directors to implement resolutions passed at the annual general meeting			
Special Resolution no 1 To approve and ratify the allotment and issue of share options to non-executive directors in terms of the DRDGOLD (1996) Share Option Scheme			
Special Resolution no 2 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 3 To authorise the directors to approve the acquisition by the company or its subsidiaries of shares in the company			

and generally to act as my/our proxy at the said annual general meeting of DRDGOLD shareholders.

(Tick whichever is applicable). If no directions are given, the proxy holder will be entitled to vote or to abstain from voting, as that proxy holder deems fit. (See note 2 overleaf).

Signed at _____ On _____ 2007

Signature _____

Assisted by (where applicable)

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

Please read the notes on the reverse side hereof.

NOTES

1. A DRDGOLD shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting 'the chairman of the annual general meeting of DRDGOLD shareholders', but any such deletion must be initialled by the shareholder. The person whose name appears first on the form of proxy and who is present at the annual general meeting of DRDGOLD shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
2. A DRDGOLD shareholder's instruction to his proxy must be indicated in the appropriate box by inserting the number of shares in respect of which the shareholder wishes his proxy to cast his votes.
3. Should there be no indication in the appropriate box as to how the shareholder wishes his votes to be cast by his proxy then the proxy will be deemed to have been authorised to vote or abstain from voting at the annual general meeting as the proxy deems fit.
4. A DRDGOLD shareholder may instruct the proxy to vote in respect of less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A DRDGOLD shareholder who gives no indication as to the number of shares in respect of which the proxy is entitled to vote will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the shareholder's votes exercisable at the annual general meeting.
5. A complete form of proxy, to be effective, must reach the transfer secretaries in South Africa and the United Kingdom at least 48 hours before the time appointed for the holding of the annual general meeting (which period excludes Saturdays, Sundays and public holidays).
6. The completion and lodging of this form of proxy by DRDGOLD shareholders holding share certificates, CSDPs' nominee companies, brokers' nominee companies and DRDGOLD shareholders who have dematerialised their share certificates and who have elected 'own-name' registration through a CSDP or broker, will not preclude the relevant shareholder from attending the annual general meeting of DRDGOLD shareholders and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof. DRDGOLD shareholders who have dematerialised their share certificates and who have not elected 'own-name' registration through a CSDP or broker and DRDGOLD shareholders who hold certificated ordinary shares through a nominee who wish to attend the annual general meeting of DRDGOLD shareholders must instruct their CSDP or broker to issue them with the necessary authority to attend.
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative or other legal capacity (such as power of attorney or other written authority) must be attached to this form of proxy unless previously recorded by DRDGOLD.
8. Any alteration or correction made to this form of proxy must be initialled 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 were 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, United Kingdom 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. Depositary receipt holders will receive forms of proxy printed by the Depositary Bank, which should be completed and returned in accordance with the instructions printed on the forms of proxy.

Administration and contact details

DIRECTORS

Geoff Campbell
Non-executive Chairman
John Sayers
Chief Executive Officer
Kobus Dissel
Acting Chief Financial Officer
Douglas Blackmur
Senior Independent Non-executive
Rob Hume
Independent Non-executive
James Turk
Non-executive

AUDIT COMMITTEE

Rob Hume (Chairman)
Douglas Blackmur
Geoff Campbell

REMUNERATION AND NOMINATIONS COMMITTEE

Douglas Blackmur (Chairman)
Geoff Campbell
Rob Hume

RISK COMMITTEE

Douglas Blackmur (Chairman)
James Turk

COMPANY SECRETARY

Themba Gwebu

AUDITORS

KPMG Inc.

ATTORNEYS

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

BANKERS

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

OFFICES

DRDGOLD Limited
EBSCO House 4
299 Pendoring Avenue
Blackheath
Randburg
2195
South Africa

PO Box 390
Maraisburg
1700
South Africa

Tel: +27 11 219 8700
Fax + 27 11 476 2637

Emperor Mines Limited
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Brisbane
Queensland 4004
Australia

Tel: +61 7 3007 8000
Fax: +61 7 3007 8080

DRD (Offshore) Limited
14/15 Mount Havelock
Douglas
IM1 2QG
Isle of Man

STATUTORY AND LISTING INFORMATION

DRDGOLD Limited
(Incorporated in the Republic of South Africa)
(Registration number 1895/000926/06)
ARBN number 086 277 616
JSE trading symbol: DRD
ISIN Code: ZAE 000058723
Issuer code: DUSM
Nasdaq trading symbol : DROOY
(‘DRDGOLD’ or ‘the company’)

DRDGOLD’s ordinary shares are currently listed on the JSE Limited and on the Nasdaq Capital Market in the form of ADRs. The company’s shares are also traded on the Marché Libre in Paris, the Regulated Unofficial Market on the Frankfurt Stock Exchange, the Berlin and Stuttgart OTC markets, as well as on the Euronext Brussels, in the form of International Depositary Receipts.

INVESTOR RELATIONS

James Duncan
E-mail: james@rair.co.za
WEBSITE

www.drdgold.com

SHARE TRANSFER SECRETARIES

Link Market Services South Africa (Pty) Ltd
11 Diagonal Street
Johannesburg
2001
Republic of South Africa

Tel: + 27 11 630-0800
Fax: + 27 11 834 4398

UNITED KINGDOM REGISTRARS AND BEARER OFFICE

CAPITA IRG plc
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU
United Kingdom

Tel: + 44 20 870 162 3100
Fax: + 44 20 8639 2487

UNITED KINGDOM SECRETARIES

St James’s Corporate Services Limited
6 St James’s Place
London SW 1A 1NP
United Kingdom

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Fax: + 44 20 7491 1989

FRENCH AGENTS

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48 Boulevard des Betignolles
75850 Paris Cedex 17
France

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Fax : +33 1 5530 5910

AUSTRALIAN CORPORATE REGISTRY

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Level 2, 45 St George’s Terrace
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Australia

GPO Box D182
Perth
Western Australia 6840
Australia

Tel: + 1300 557 010 (within Australia)
Tel: + 61 3 9615 5970 (outside Australia)
Fax: + 61 8 9323 2033

AUSTRALIAN AGENT

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Perth
Western Australia 6005
Australia

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DEPOSITARY BANK

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United States of America

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Fax: +1 212 571 3050

OPERATIONS

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Fax: + 27 11 835 2922

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Fax: +27 11 896 5120

Tolukuma Gold Mines Limited
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Baroko
Papua New Guinea

Tel: + 675 329 9277
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