

PROXY FORM

FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON
WEDNESDAY 16 DECEMBER 2009 AT 08:30 a.m.

Randgold Resources Limited
Incorporated in Jersey, Channel Islands
Registration Number 62686

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

or failing him, the chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of shareholders of the Company to be held in the Conference Room at Randgold Resources Limited's Registered Office, La Motte Chambers, La Motte Street, St. Helier, Jersey JE1 1BJ, Channel Islands at 08:30 a.m. on 16 December 2009 and at every adjournment of that meeting.

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

Agenda item	Vote for	Vote against	Abstain
Ordinary Resolution – That the proposed acquisition by Kibali (Jersey) Limited of shares in Kibali Goldmines s.p.r.l. be and is hereby approved			

I/We would like my/our proxy to vote on the resolution proposed at the Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote or abstain as he or she sees fit in relation to any business of the meeting.

Signed at _____ on _____ 2009

Signature(s)

Assisted by me (WHERE APPLICABLE) _____

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

THIS PROXY FORM IS TO BE RETURNED TO THE COMPANY'S REGISTRARS
COMPUTERSHARE INVESTOR SERVICES (JERSEY) LIMITED, PO BOX 83, ORDNANCE HOUSE, 31 PIER ROAD, ST HELIER, JERSEY JE4 8PW,
NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING

Notes to the Form of Proxy

1. You may appoint one or more proxies of your own choice, if you are unable to attend the meeting but would like to vote. If such an appointment is made, insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the chairman of the meeting to act as your proxy.
2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting the Company's registrars' helpline on +44 (0) 1534 825230 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine which instrument was last validly delivered or deposited, none of them shall be treated as valid in respect of that share.
4. In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority), at the Company's registrars **Computershare Investor Services (Jersey) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW, not less than 48 hours before the time appointed for holding the meeting** or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken more than 48 hours after it is demanded, after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll. Where the poll is not taken but is taken not more than 48 hours after it was demanded, the instrument should be delivered at the meeting at which the poll was demanded to the Chairman of the meeting or to any director of the Company. Any instrument which is not so delivered shall be treated as invalid. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
5. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney, stating their capacity (e.g. director, secretary).
6. In the case of joint holders of a share, any one holder may sign the proxy, but the vote of the senior who votes whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share. In any event, the names of all joint holders should be stated on the proxy form.
7. The "Abstain" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that "Abstain" vote made in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.