RANDGOLD RESOURCES LTD
Form 20-F/A
August 31, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011**

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

¨ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

For the transition period from to

Commission file number: 000-49888

RANDGOLD RESOURCES LIMITED

(Exact name of Registrant as specified in its charter)

Not Applicable
(Translation of Registrant s name into English)

JERSEY, CHANNEL ISLANDS
(Jurisdiction of incorporation or organization)

3rd Floor Unity Chambers, 28 Halkett Street, St. Helier, Jersey JE2 4WJ, Channel Islands
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Ordinary Shares, par value US $0.05 per Share*	Nasdaq Global Select Market
American Depositary Shares each represented by one Ordinary Share	

* Not for trading, but only in connection with the listing of American Depositary Shares on the Nasdaq Global Select Market pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the Annual Report.

As of December 31, 2011, the Registrant had outstanding 91,723,870 ordinary shares, par value $0.05 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. x Yes ¨ No

If the report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ¨ Yes x No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ¨ Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨	International Financial Reporting Standards as issued by the International Accounting Standards Board x	Other ¨

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ¨ Item 17 x Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
¨ Yes x No

Explanatory Note:

We are filing this Amendment No. 1 (the Amendment No. 1) to our Annual Report on Form 20-F for the fiscal year ended December 31, 2011 (the Original Form 20-F), as filed with the Securities and Exchange Commission (the Commission) on March 30, 2012. This Amendment No. 1 is being filed for the purpose of clarifying our disclosures in the Business Overview section of Item 4 Information on the Company of Part I of the Original Form 20-F, pursuant to comments received from the Staff of the Commission. This Amendment No. 1 amends and restates Item 4. Information on the Company B. Business Overview of Part I of the Original Form 20-F.

Except for the revisions to Item 4. Information on the Company B. Business Overview , no other changes have been made to the Original Form 20-F. The other information in the Original Form 20-F continues to speak as of the date of the Original Form 20-F, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Form 20-F. Accordingly, this Amendment No. 1 should be read in conjunction with our filings with the Commission that are subsequent to the filing of the Original Form 20-F.

Part I

Item 4. Information on the Company
B. BUSINESS OVERVIEW

OVERVIEW

We engage in gold mining, exploration and related activities. Our activities are focused on West and Central Africa, some of the most promising areas for gold discovery in the world. In Mali, we have an 80% controlling interest in the Loulo mine through Somilo SA. The Loulo mine is currently mining from one large open pit, several smaller satellite pits and two underground mines. We also have an 80% controlling interest in the Gounkoto mine through Société des Mines de Gounkoto S.A. We own 50% of Morila Limited, which in turn owns 80% of Morila SA, the owner of the Morila mine in Mali. In addition, we own an effective 89% controlling interest in the Tongon mine located in the neighboring country of Côte d Ivoire, which was commissioned in November 2010. We also own an effective 83.25% controlling interest in the Massawa project in Senegal where we completed a prefeasibility study in December 2009. In 2009, we acquired a 45% interest in the Kibali project, which is located in the DRC. We also have exploration permits and

licenses covering substantial areas in Burkina Faso, Côte d Ivoire, DRC, Mali, and Senegal. At December 31, 2011, we declared proven and probable reserves of 16.28 million ounces attributable to our percentage ownership interests in Loulo, Morila, Tongon, Gounkoto, Massawa and Kibali.

Our strategy is to create value for all our stakeholders by finding, developing and operating profitable gold mines. We seek to discover significant gold deposits, either from our own phased exploration programs or the acquisition of early stage to mature exploration programs. We actively manage both our portfolio of exploration and development properties and our risk exposure to any particular geographical area. We also routinely review opportunities to acquire development projects and existing mining operations and companies.

Loulo

In February 2004, we announced that we would develop a new mine at Loulo in western Mali. In 2005, we commenced open pit mining operations at the Gara and Yalea pits. In 2010, an application was made to split the Loulo and Gounkoto permits. In 2011, its sixth year of production, the Loulo mine produced 208,424 ounces of gold at a total cash cost of $1,009 per ounce. In 2011 mining ceased in the Gara open pit. We currently anticipate that mining at Loulo will continue through 2029.

We commenced development of the Yalea underground mine in August 2006, where first ore was accessed in April 2008. We commenced development of Loulo s second underground mine, Gara, in 2010 with first ore being intersected during the second quarter of 2011 and stoping began in November 2011. During 2011, ore from Gounkoto was processed through the Loulo processing plant following the conclusion of a toll-treatment agreement concluded between the two mines. The commencement of the toll-treatment of ore from Gounkoto resulted in a reduction of ore processing with respect to the Loulo mine.

The focus of exploration at Loulo is to continue to explore and discover additional orebodies within the Loulo permit.

Gounkoto

Gounkoto is located approximately 25 kilometers south of Loulo s plant. Following the completion of the feasibility study in 2010, construction of the mine commenced in late 2010.

In January 2011, mining commenced at Gounkoto. In June 2011, the Loulo plant started to treat Gounkoto ore. A total of 949,000 tonnes of ore at a grade of 5.1g/t was processed during the year and 137,755 ounces were produced at a total cash cost of $536 per ounce.

The focus of exploration at Gounkoto is to continue to explore and discover additional orebodies within the Gounkoto permit.

We estimate that the Loulo-Gounkoto complex will produce approximately 500,000 ounces in 2012.

Morila

In 1996, we discovered the Morila deposit, which we financed and developed and was our major gold producing asset through 2009. Since production began in October 2000, Morila has produced more than 6 million ounces of gold at a total average cash cost of $239 per ounce. Morila s total production for 2011 was 248,635 ounces at a cash cost of $782 per ounce. Consistent with the mine plan, Morila ceased pit mining in April 2009 and is currently processing lower grade stockpiles. During 2010 a study of the reprocessing of the Morila Tailings Storage Facility (TSF) was completed and in 2011 a full feasibility study on the viability of treating the TSF material, marginal ore and mineralized waste stockpiles was completed and approved by our board in January 2012. We now expect the operation to continue up to 2021.

Tongon

The Tongon project is located within the Nielle exploitation permit in the north of Côte d Ivoire, 55 kilometers south of the border with Mali.

We commenced construction of the Tongon gold mine at the end of 2008, and commissioned the first stream in the fourth quarter of 2010, with first gold production being recorded. We completed and commissioned the second stream including secondary and tertiary crushing circuit and the sulfide circuit of the processing plant in 2011. In 2011, we produced 250,390 ounces at a total cash cost of $557 per ounce. Gold production is estimated at 285,000 ounces in 2012. The Tongon mine has an initial mine life of 10 years but has the potential to extend this with nearby discoveries and satellite pits.

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The focus of exploration at Tongon is to evaluate near-mine targets with a 15 kilometer radius and Greenfield programs beyond the near-mine 15 kilometer radius.

Kibali

Our interest in the Kibali project was acquired following the acquisition of Moto Goldmines, in conjunction with AngloGold Ashanti, and the further acquisition of a 20% interest from Sokimo on behalf of the joint venture. The Kibali project is located approximately 560 kilometers northeast of the city of Kisangani and 180 kilometers west of the Ugandan border town of Arua in the northeast of the DRC.

The program to complete the initial investment phase to establish gold production at Kibali is estimated to take two years, with first gold expected at the end of 2013.

The exploration team completed the analysis of the Karagba Chauffeur Durba (KCD) deposit, resulting in a new geological model. Continuity of mineralization was confirmed between the Sessengue and KCD deposits and remains open down plunge. In 2011, drilling confirmed the continuity of mineralization a further 450 meters down plunge from the limits of the current block model.

Massawa

Our Massawa project consists of a greenfields exploration find located in eastern Senegal during 2008. The Massawa target was first identified in 2007 and is located approximately 60 kilometers west of the Malian border. A successful scoping study was completed for Massawa in the first quarter of 2009 which met all of our investment criteria and we advanced the project to prefeasibility. The prefeasibility study was completed at the end of 2009 which highlighted the complex nature of the ore, which requires pressure oxidation of the sulfides to liberate the gold. During 2010 significantly more work was conducted in this regard to improve the geochemical and metallurgical understanding of the ore. All studies point towards the Massawa deposit requiring high levels of energy to recover the gold and a decision was therefore taken during the year to delay the finalization of the feasibility study and to focus instead on two key aspects of enhancing the project s economics, namely, the refractory nature of the ore and the power consumption and costs.

The exploration team has focused its efforts in 2011 on the evaluation of a large number of satellite targets to discover additional non-refractory mineralization that could add value to the project.

Exploration

We have an extensive portfolio of exploration projects in both West and Central Africa. In 2011, we concentrated our exploration activities on defining the satellite ounces in proximity to the Loulo plant site. The combined open pit mineralized material from all satellite deposits has been calculated at 4.48Mt at 1.88g/t. At Gounkoto, exploration concentrated on better defining the underground potential in the Jog Zone while over in Senegal exploration has concentrated on the evaluation of satellite deposits to provide non-refractory material to supplement the ore feed from Massawa. With the commissioning of the Tongon mine, the exploration focus shifted to the evaluation of satellite targets and the discovery of potential stand-alone targets within the company s extensive permit portfolio countrywide. At Kibali, exploration has significantly advanced the geological understanding of the project. A well-balanced resource triangle has been developed on the back of a robust geological model with targets being progressed at all levels. During 2011 a strategic decision was made to restructure the exploration department to create dedicated brownfields and greenfields exploration teams, ensuring that while the feasibility work and testing of extensions to known deposits continues, the prospectivity of the greater permit area is also being evaluated, thus providing the opportunity for the discovery of further world class gold deposits in the region. Mineralization has been confirmed a further 450 meters down plunge of the main KCD deposit and remains open to the west towards Gorumbwa.

We are exploring in five African countries with a portfolio of 302 targets on 13,892 square kilometers of ground holding. We target profitable gold deposits that have the potential to host mineable gold reserves. Our business strategy of organic growth through exploration has been validated by our discovery and development track record, including the Morila mine, Loulo mines, Gounkoto mine and Tongon mine, the Kibali project and the Massawa discovery.

OWNERSHIP OF MINES AND SUBSIDIARIES

Morila is owned by a Malian company, Société des Mines de Morila SA (Morila), which in turn is owned 80% by Morila Limited and 20% by the State of Mali. Morila Limited is jointly owned by ourselves and AngloGold Ashanti Limited and the mine is controlled by a 50:50 joint venture management committee. Responsibility for the day-to-day operations rests with us.

Loulo is owned by a Malian company, Société des Mines de Loulo SA (Somilo), which is owned 80% by ourselves and 20% by the State of Mali.

Gounkoto is owned by a Malian company, Société des Mines de Gounkoto S.A., which is owned 80% by ourselves and 20% by the State of Mali.

Tongon is owned by an Ivorian company, Société des Mines de Tongon SA, in which we have an 89% interest, the State of Côte d Ivoire 10% and 1% is held by a local Ivorian company.

The Kibali project is controlled by a 50:50 joint venture, between ourselves and AngloGold Ashanti Limited, which holds an effective 90% interest in Kibali Goldmines SPRL. The remaining 10% of the shares are held by Sokimo, the parastatal mining company of the Democratic Republic of Congo. We thus have an effective 45% interest in the Kibali project. Our interest in this project was acquired following the acquisition of Moto Goldmines Limited, in conjunction with AngloGold Ashanti, and the further acquisition of a 20% interest from Sokimo on behalf of the joint venture.

We hold an effective 83.25% interest in the Massawa project. The government of Senegal retains a 10% carried interest in the project, with the balance held by our Senegalese joint venture partner.

GEOLOGY

West Africa is one of the more geologically prospective regions for gold deposits in the world. Lower Proterozoic rocks are known to contain significant gold occurrences and exist in West Africa in abundance. The Birimian greenstone belts, part of the Lower Proterozoic, which are younger than the Archaean greenstones of Canada, Australia and South Africa, contain similar types of ore deposits and are located in Ghana, Côte d Ivoire, Burkina Faso, Guinea, Mali, Senegal and Niger. Although a significant amount of geological information has been collected by government and quasi-government agencies in West Africa, the region has largely been under-explored by mining and exploration companies using modern day technology. Most of our exploration properties are situated within the Birimian Formation, a series of Lower Proterozoic volcanic and sedimentary rocks. The West African Birimian sequences host a number of world class gold deposits and producing gold mines.

The Central African gold belts have a long history of gold production, particularly during the colonial era but due to regional instability they have seen little modern exploration. The Kibalian greenstone belts of northeastern DRC are comprised of Archaean Kibalian (Upper and Lower) volcanisedimentary rocks and ironstone-chert horizons metamorphosed to greenschist facies. They are cut by regional-scale north, east, northeast and northwest trending faults and are bounded to the north by the Middle Achaean West Nile granite-gneiss complex and cut to the south by the Upper Congo granitic complex. Our Kibali gold project is located within the Moto greenstone.

Our strategy was initiated before the current entry of our competitors into West Africa and we believe that this enabled us to secure promising exploration permits in the countries of Côte d Ivoire, Mali, Burkina Faso, and Senegal at relatively low entry costs.

ORE RESERVES

Only those reserves which qualify as proven and probable reserves for purposes of the SEC s Industry Guide Number 7 are presented. Pit optimization and open pit designs are carried out at a gold price of $1,000 per ounce, except for the Tongon Northern Zone open pit which was designed on $900/oz since the profitability drops as the size of the pit increases when designed at $1,000 per ounce. Underground reserves are also based on a gold price of $1,000 per ounce.

Morila reserves have been calculated by Mr. Stephen Ndede, an officer of the company and competent person. The Loulo and Gounkoto open cast mineral reserves were calculated by Mr. Shaun Gillespie, an external consultant and competent person. The Loulo underground mineral reserves were calculated by Mr. Juan Mitchell, an officer of the company and reviewed by Mr. Mark Odell, an independent consultant and competent person. The Tongon open pit Northern Zone mineral reserves were calculated by Mr. Samuel

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Baffoe, an officer of the company under the supervision of Mr. Onno ten Brinke, at the time an officer of the company and competent person. The Tongon open pit Southern Zone mineral reserves were calculated by Mr. Nick Kingaby an external consultant and competent person. The Kibali project open pit mineral reserves were estimated by Mr. Onno ten Brinke and Mr. Nicholas Coomson, both officers of the company and competent persons, while the Kibali project underground mineral reserves were calculated by Mr. Daniel Donald and Mr. Tim Peters, both independent consultants and competent persons. The Massawa open pit mineral reserves were estimated by Mr. Onno ten Brinke, as an independent consultant and reviewed and verified by Mr. Rodney Quick, an officer of the company and competent person. All reserves were verified and approved by Mr. Rodney Quick, our General Manager: Evaluation and competent person.

Total reserves as of December 31, 2011 amounted to 199.25 million tonnes at an average grade of 3.84g/t, for 24.58 million ounces of gold of which 16.28 million ounces are attributable to us.

In calculating proven and probable reserves, current industry standard estimation methods are used. The geological estimates were calculated using classical geostatistical techniques, following geological modeling of the borehole information. The sampling and assaying is done to internationally acceptable standards and routine quality control procedures are in place.

All reserves are based on feasibility or prefeasibility level studies. Factors such as grade distribution of the orebody, planned production rates, forecast working costs, dilution and mining recovery factors, geotechnical parameters and metallurgical factors as well as current forecast gold price are all used to determine a cut-off grade from which a life of mine plan is developed in order to optimize the profitability of the operation.

The following table summarizes the declared reserves at our mines as of December 31, 2011:

	Proven Reserves			Probable Reserves			Total Reserves		
Operation/Project++	**Tonnes (Mt)**	**Grade (g/t)**	**Gold (Moz)**	**Tonnes (Mt)**	**Grade (g/t)**	**Gold (Moz)**	**Tonnes (Mt)**	**Grade (g/t)**	**Gold (Moz)**
Morila +	1.44	1.71	0.08	6.68	1.14	0.24	8.12	1.24	0.32
Loulo +	2.83	2.58	0.23	38.88	5.00	6.24	41.71	4.83	6.48
Tongon +	0.89	1.68	0.05	32.21	2.63	2.72	33.10	2.60	2.77
Gounkoto +	0.77	2.19	0.05	16.19	5.19	2.70	16.96	5.06	2.76
Massawa +				20.73	3.07	2.05	20.73	3.07	2.05
Kibali+				78.62	4.04	10.21	78.62	4.04	10.21
Total	5.93	2.15	0.41	193.31	3.89	24.16	199.25	3.84	24.58

\+ *Our attributable share of Morila is 40%, Loulo 80%, Gounkoto is 80%, Tongon 89%, Massawa 83.25% and Kibali 45%.*
++ *Our open pit reserves are calculated at a weighted average cut off grade of 1.12g/t.*
Our stockpile reserves are calculated at a cut off grade of 0.88g/t at Morila.

Our underground reserves are calculated at a weighted average cut off grade of 2.1g/t at Kibali and Loulo.

At Loulo, a 10% mining dilution at zero grade and an ore loss of 3% has been incorporated into the estimates of reserves and are reported as mill delivered tonnes and head grades. At the Tongon project a dilution of 8% at zero grade and an ore loss of 2% has been modeled. At Gounkoto and Massawa a dilution of 10% at zero grade and an ore loss of 3% has been used. At Kibali a dilution of 10% and ore loss of 3% has been used on the open pits while underground dilution varies between 1% and 6.7% depending on stope design and ore loss of 3%. Metallurgical recovery factors have not been applied to the reserve figures since these are the estimates of the material to be delivered to the mill. Operating costs, metallurgical recovery, royalties, dilution and ore loss factors are used to determine the cut off grade at which to report mineral reserves. The average metallurgical recovery factors used are 89% for the Morila mine, 93.5% for the Loulo open pit material and 90.5% for Loulo underground material, 90.8% for the Tongon project, 92% for the Gounkoto project, 89% for the Massawa project and 87.3% for Kibali material.

MINING OPERATIONS

Loulo-Gounkoto Mine Complex

The Loulo and Gounkoto mines, known as the Loulo-Gounkoto complex, are located in the west of Mali, bordering Senegal, adjacent to the Falémé River. The complex lies within the Kedougou-Kéniéba inlier of Birimian rocks which hosts a number of major gold deposits in Mali, including Gara, Yalea and Gounkoto, Sadiola, Segala and Tabakoto as well as Sabodala across the border in Senegal.

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The complex is effectively owned 80% by us and 20% by the State of Mali. In 2010, an application was made to split the Loulo and Gounkoto permits, and a separate company was created for Gounkoto in December 2010 with the same corporate structure and shareholding as Loulo. A new mining convention, which dictates the fiscal and regulatory environment applicable to the mine, was negotiated with the State of Mali and signed in March 2012. The convention includes an initial two year corporate tax holiday starting from the date of first production, and a further tax holiday, up to a maximum of five years in total, in the event of further investment such as an underground mine. It also includes royalties of 6% of revenues and a 10% priority dividend payment for the State of Mali.

The 2011 year was notable for its achievements, most important of which was the start of production at the new Gounkoto mine, from which ore was successfully toll treated through the Loulo plant ahead of schedule in June. At the same time, Loulo advanced the development of the Yalea and Gara underground mines after a full review of the underground mining strategy had been completed by mid-year. Loulo also successfully completed the expansion of the front end of the processing plant, as well as the tailings pipeline upgrade, significantly improving the throughput of the plant and started commissioning of the third mill by year end, as part of the plan to further increase production.

Gold sales totaled $549.6 million for the year and were positively impacted by the higher gold price received and the increase in ounces produced. Total royalties paid amounted to $31.6 million and cash operating costs totaled $253.9 million, resulting in profit from mining activities of $264.2 million. The total cash costs of gold sold increased to $822/oz, mainly as a result of reduced recoveries, higher input costs, especially diesel, and the adverse change in the euro/dollar exchange rate.

Capital expenditure amounted to $164.1 million at Loulo spent primarily on the underground development, the plant upgrade (including the third mill) and the power plant expansion. At Gounkoto, capital expenditure on the mine development was $89.8 million, principally in respect of site establishment, crushing facilities, road development and water management.

For 2012, gold production for the complex is estimated at 500,000 ounces with the ore sourced from the Gounkoto pit, the Yalea and Gara underground mines and the Yalea South pit. Milling is planned to increase to an annualized rate of 4.0 Mt from the middle of the year. Other satellite pits are currently being assessed and could provide additional flexibility to the operation.

Production results for the 12 months ended December 31,	2011	2010
MINING		
Tonnes mined (000)	40,265	38,932
Ore tonnes mined (000)	4,087	4,597
MILLING		
Tonnes processed (000)	3,619	3,158
Head grade milled (g/t)	3.4	3.4
Recovery (%)	88.1	92.5
Ounces produced	346,179	316,539
Ounces sold	347,386	313,121
Average price received+ ($/oz)	1,582	1,162
Cash operating costs* ($/oz)	731	647
Total cash costs* ($/oz)	822	712
Gold on hand at period end# ($000)	10,096	7,818
Profit from mining activity*($000)	264,155	140,715
Gold sales* ($000)	549,569	363,715

\+ *Includes the effect of 41,748 ounces delivered at $500/oz in the year ended December 31, 2010. There is no impact of hedge positions on the group during the current year as it is now fully exposed to the spot gold price on all gold sales following the completion of the Loulo hedge program in the fourth quarter of 2010.*

* *Refer to explanation of non-GAAP measures provided on pages 7-8 of this report.*

\# *Gold on hand represents gold in doré at the complex multiplied by the prevailing spot gold price at the end of the period.*

Loulo

Mining and Production

The Yalea and Gara underground operations are being mined below the existing open pits by means of a Sub Level Open Stoping method. The operation is planned to produce 100,000 tonnes and 90,000 tonnes from Yalea and Gara respectively, once at steady state, which is expected by the end of 2012. The development and majority of the stoping have been outsourced to a mining contractor but the intention is to build the mine s own skills base in order for it to take over the stoping operation in two year s time. The open pits are mined by separate contractors with the mining departments on each mine supplying the direction in terms of strategy, design, planning, geology and grade control.

Production results for the 12 months ended December 31,	2011	2010
MINING		
Tonnes mined (000)	18,865	38,932
Ore tonnes mined (000)	2,385	4,597
MILLING		
Tonnes processed (000)	2,670	3,158
Head grade milled (g/t)	2.8	3.4
Recovery (%)	87.7	92.5
Ounces produced	208,424	316,539
Ounces sold	209,631	313,121
Average price received+ ($/oz)	1,532	1,162
Cash operating costs* ($/oz)	924	647
Total cash costs* ($/oz)	1,009	712
Gold on hand at period end# ($000)	10,096	7,818
Profit from mining activity*($000)	109,608	140,715
Gold sales* ($000)	321,199	363,715

We own 80% of Loulo with the State of Mali owning 20%. The State s share is not a free carried interest. We have funded the State portion of the investment in Loulo by way of shareholder loans and therefore control 100% of the cash flows from Loulo until the shareholder loans are repaid. We consolidate 100% of Loulo and shows the non-controlling interest separately.

\+ *Includes the effect of 41,748 ounces delivered at $500/oz in the year ended December 31, 2010. There is no impact of hedge positions on the group during the current year as it is now fully exposed to the spot gold price on all gold sales following the completion of the Loulo hedge program in the fourth quarter of 2010.*

* *Refer to explanation of non-GAAP measures provided on pages 7-8 of this report.*

\# *Gold on hand represents gold in doré at the complex multiplied by the prevailing spot gold price at the end of the period.*

Mining of the Gara pit was completed during the year. Mining of the Yalea pit recommenced in the fourth quarter by way of a pushback in the southern portion, in order to access the remaining mineralized material, anticipated in the second half of 2012, while evaluation work continues on the Loulo 3 deposit.

In the second quarter of the year, a new underground mining strategy was implemented involving increased footwall development to allow for greater mining flexibility with primary and secondary stopes. Backfill is planned to be implemented by mid-2013 which will allow for the mining of the secondary stopes, 100% extraction of the ore in the high grade areas of the mine and enhanced ground stability and safety. Once backfill is in place the development rate can be reduced substantially with the possibility of eliminating the footwall drive development on every second level.

Ore Reserves

Total ore reserves for the years ended December 31, 2011 and 2010 are inclusive of depletions due to mining.

		Tonnes		Grade		Gold		Attributable gold** (Moz)	Attributable gold** (Moz)
at 31 December	Category	(MT) 2011	(Mt) 2010	(g/t) 2011	(g/t) 2010	(Moz) 2011	(Moz) 2010	(80%) 2011	(80%) 2010
Mineral reserves*									
¨ Stockpiles	Proven	1.98	2.15	1.61	1.65	0.10	0.11	0.08	0.09
¨ Open pit	Proven	0.85	2.38	4.81	4.18	0.13	0.32	0.11	0.26
	Probable	3.07	1.66	3.03	2.48	0.30	0.13	0.24	0.11
¨ Underground	Proven								
	Probable	35.80	39.23	5.16	4.72	5.94	5.96	4.76	4.76
TOTAL MINERAL RESERVES	Proven and probable	41.71	45.43	4.83	4.47	6.48	6.52	5.18	5.22

* *Open pit mineral reserves are reported at a gold price of $1,000/oz and an average cut-off of 1.1g/t and include dilution and ore loss factors. Open pit mineral reserves were calculated by Mr. Shaun Gillespie, an independent consultant and competent person. Underground mineral reserves are reported at a gold price of $1,000/oz and a cut-off of 2.4 g/t for Yalea underground and 2.2g/t for Gara underground includes dilution and ore loss factors. Underground mineral reserves were calculated by Mr. Juan Mitchell, an officer of the company and reviewed by Mr. Mark Odell, an independent consultant and competent person.*

** *Attributable gold (Moz) refers to the quantity attributable to ourselves based on our 80% interest in Loulo.*

PROCESSING

Gold production of 346,179 ounces for 2011, made up of 208,424 ounces from Loulo and 137,755 ounces from Gounkoto, was below management s target for the year. The shortfall was mainly due to flooding caused by the unusually heavy rains in the third quarter as well as the slower ramp-up from underground production which impacted on the grade processed. Further complicating factors were ore hardness, which resulted in the production of a percentage of ore fractions rejected from the mill due to the ore hardness (scats), and constraints caused by interruptions to the tailings disposal.

For the year, 3.62Mt of ore was fed to the mill at a grade of 3.4g/t. This comprised feed sources from Gounkoto (25%), Gara and satellite pits (41%), stockpiles (21%) and the underground mines (13%).

Gounkoto ore feeding started in June 2011 under a toll treatment agreement with a minimum average of 120,000 tonnes per month, but was temporarily interrupted in August by the road and pit flooding.

The processing plant throughput was 14.6% above the previous year with an average of 300,000 tones per month milled. During the year the processing plant was upgraded with a new tailing liner screen, two gravity scalping screens and a new deposition steel pipeline which significantly improved its overall plant performance towards the end of the period. However, the excessive generation of scats (12.2%) negatively affecting the overall recovery. The percentage of scats produced is mainly linked to the ore hardness and should be largely resolved by the commissioning of the third ball mill, which was completed early in 2012.

During the year a management process to empower operator level staff in the plant to control costs and effect continuous improvement through short interval controls was initiated and is also being extended to the underground.

Engineering

The average engineering availability of the mills and crusher was 92.1% (2010: 90.5%) and 84.9% (2010:81.1%) for the year, reflecting a steady improvement over the year. This followed the successful implementation of the Pragma planned maintenance program during the year.

The power plant produced a total of 150.1 MWh of electricity with the power feed from the plant to Gounkoto being fully completed in December 2011. The power plant efficiency improved from 0.244l/kWh in 2010 to 0.236l/kWh during the year. This was mainly due to the commissioning of two additional medium speed generators during the third quarter. Improved plant availability allowed the power plant to run

steadily and deliver better efficiencies during the last quarter. Despite the improvement in efficiency, the power cost has increased from $0.22/kWh in 2010 to $0.27/kWh in 2011, due to the increased diesel price. The planned conversion of the base load machines to heavy fuel oils in 2012 is expected to reduce the power cost by an estimated $600,000 per month.

An investigation into accessing cheaper hydroelectric power is being done in collaboration with regional power utilities. Enhanced power efficient usage is also being introduced to the operating team through the ongoing operation improvement initiatives.

Underground Development

Yalea Underground Development: The development rate increased steadily during the year with a downturn in the last quarter of 2011 due to the major development having been completed above 113 level. The Yalea North decline holed into 113 level where rehabilitation is taking place prior to deepening the declines. Stoping started in Yalea North during December 2010 but did not achieve its targets as a result of geotechnical constraints and the redesign of the mining methods. However, continuous improvement of the development rate has been achieved during this year, creating a platform for the planned ramp-up of production in 2012. The ventilation system has also been improved considerably.

Gara Underground Development: Here too the development rate increased steadily during the year with the main constraints being unexpected ground water and limited ends available at the beginning of the year. There was a downturn in the last quarter due to congestion resulting from stoping operations which started in this period. Stoping also had its initial challenges with the development of the vertical excavations but is expected to ramp up to full production by the end of 2012.

The following table shows a summary of the underground section s progress as of December 31, 2011:

at 31 December 2011	Development (meters)	Ore (tonnes)	Grade (g/t)	Ounces mined (oz)	Total (tonnes)
YALEA					
Q1	1,869	91,588	4.0	11,670	196,007
Q2	2,155	78,113	3.5	8,747	235,385
Q3	2,789	118,842	3.7	14,229	288,764
Q4	1,779	90,179	3.7	10,744	205,202
TOTAL 2011	**8,592**	**378,722**	**3.7**	**45,391**	**925,358**
Total 2010	4,806	647,810	3.7	76,772	875,613
Total 2009	5,788	500,267	4.4	70,395	763,677
Total 2008	3,860	105,411	4.1	13,982	288,298
TOTAL YALEA	23,045	1,632,210	3.9	206,540	2,852,946
GARA					
Q1	1,196				119,665
Q2	1,529	28,126	4.6	4,186	142,020
Q3	1,968	47,885	4.9	7,578	184,012
Q4	1,791	60,204	5.3	10,220	218,068
TOTAL 2011	**6,484**	**136,215**	**5.0**	**21,984**	**663,765**
Total 2010	1,879				175,701
TOTAL GARA	8,363	136,215	5.0	21,984	839,466

Gounkoto

Mining at Gounkoto started in January 2011. Total material mined was 21.4 Mt. Mining was ramped-up to generate the high grade ore needed after the Gara pit was depleted in October 2011 and recognized the slower build-up of the tonnes from the Loulo underground mines.

Production results for the 12 months ended December 31,	2011	2010
MINING		
Tonnes mined (000)	21,400	
Ore tonnes mined (000)	1,702	
MILLING		
Tonnes processed (000)	949	
Head grade milled (g/t)	5.1	
Recovery (%)	88.7	
Ounces produced	137,755	
Ounces sold	137,755	
Average price received ($/oz)	1,658	
Cash operating costs* ($/oz)	436	
Total cash costs* ($/oz)	536	
Gold on hand at period end# ($000)		
Profit from mining activity* ($000)	154,547	
Gold sales* ($000)	228,370	

We created a new company, Société des Mines de Gounkoto SA, to hold the Gounkoto mining permit and mining assets. A new mining convention, which dictates the fiscal and regulatory environment applicable to the mine, has been negotiated with the State of Mali and approved by the Council of Ministers.

The convention was signed in March 2012 and includes an initial two year corporate tax holiday starting from the date of first production, and a further tax holiday, up to a maximum of five years in total, in the event of further investment. The State of Mali holds 20% of the share capital of Gounkoto and Randgold holds the balance. We consolidate 100% of Gounkoto and show the non-controlling interest separately.

** Refer to explanation of non-GAAP measures provided on pages 7-8 of this report.*
 # Gold on hand represents gold in doré at the complex multiplied by the prevailing spot gold price at the end of the period.
Gounkoto s ore is hauled by road to the Loulo plant. The eleven purpose built tipper trucks taken into service at the end of October 2011 have considerably increased haulage capacity and reduced costs. An additional three trucks have been ordered for early in 2012 and are expected to increase the haulage capacity from 120,000 to 150,000 tonnes per month.

Ore Reserves

Total ore reserves for the years ended December 31, 2011 and 2010 are inclusive of depletions due to mining.

		Tonnes		Grade		Gold		Attributable gold**	
								(Moz)	(Moz)
at 31 December	Category	(Mt) 2011	(Mt) 2010	(g/t) 2011	(g/t) 2010	(Moz) 2011	(Moz) 2010)	(80%) 2011	(80%) 2010
Mineral reserves*									
¨ Stockpile	Proven	0.77		2.19		0.05		0.04	
¨ Open pit	Probable	16.19	17.11	5.19	5.10	2.70	2.80	2.16	2.24
TOTAL MINERAL RESERVES*	Proven and Probable	16.96	17.11	5.06	5.10	2.76	2.80	2.21	2.24

* *Open pit mineral reserves are reported at a gold price of $1,000/oz and 1.27g/t cut-off and include dilution and ore loss factors. Open pit mineral reserves were calculated by Mr. Shaun Gillespie, an independent consultant and competent person.*
** *Attributable gold (Moz) refers to the quantity attributable to ourselves based on our 80% interest in Gounkoto.*
Processing

In June 2011 the Loulo plant started to treat the ore from Gounkoto, in terms of an agreement entered into between the two mines. A total of 949,000 tonnes of ore at 5.1g/t was processed during the year. The mass of ore is determined by the total ore delivered as measured by survey. The grade of ore treated is determined through the assay of composite samples taken and sent to an independent laboratory. The overall plant recovery is applied to the contained gold to determine the gold content attributable to Gounkoto, and a proportionate share of the general and administrative costs from Loulo are applied to Gounkoto on a tonnes milled basis.

Health, safety and the environment

Loulo

The Lost Time Injury Frequency Rate (LTIFR) was 2.29 against 1.36 for the previous year. Management has implemented increased safety awareness programs across the mine to counter this negative trend. The Lost Time Injury Severity Rate decreased significantly from 116.33 days lost per million hours in 2010 to 58.04 in 2011 thanks to a fatality free operation. One million hours LTI free events were achieved twice during the year.

The NOSA 5 star system was implemented during the year and merged with the overall occupational health and safety management system. This was designed in accordance with OHSAS 18001: 2007 requirements and will be audited during 2012 for OHSAS 18001 certification. Membership of the Committee of Health and Safety, a joint management and labor body, was renewed during the year and meetings were held on a quarterly basis.

As for community health, 6,930 medical consultations were provided, while first aid, evacuation, family planning, HIV counseling and voluntary testing free of charge were ongoing at the staff village dispensary. In addition, a widened immunization program was carried out in association with the Kenieba health centre. Malaria represented 5.43% of medical cases and following an entomological survey, the malaria program is

being reviewed.

The mine retained its environmental management system certification to ISO 14001: 2004 following the surveillance audit by National Quality Assurance in December 2011. A legal compliance audit was also successfully conducted by the National Environmental Department.

Gounkoto

Five LTIs were recorded during the year which regrettably included two fatal injuries. In March of 2011, a contractor died when he lost control of his motor vehicle between the Millennium Highway and Gounkoto, and in August, the hauling supervisor was caught in a flash flood and drowned in the vicinity of the Sassamba bridge. The LTIFR was 2.41 and the Fatal Injury Frequency Rate was 0.97.

The mine is in the process of implementing an OHSAS 18001 compliant occupational health and safety management system with the intention of obtaining accreditation in 2013.

During the year, Gounkoto s Environment and Social Impact Assessment report was approved and its environmental permit was delivered by the Minister of the Environment. An environmental management program (EMP) was designed to address all significant environmental issues. This EMP is part of the overall environmental management system (EMS) which is currently being implemented. The mine intends to assess its EMS against ISO 14001 during 2012.

Community

Loulo

The Community Development Committee met on a monthly basis throughout the year with the objective to assist in establishing and maintaining a healthy relationship between the mine, the residents of the surrounding villages and other local stakeholders. Public participation processes were completed to update members of the local community on the mining operations in the area and future developments planned by the mine.

Gounkoto

The relocation of Faraba hamlet was completed on April 10, 2011 with compensation being paid to all farmers affected by the project. The Gounkoto community liaison committee was established on March 24, 2011. Monthly meetings were held to address all community issues.

The haul road public consultation process was completed in October 2011. The process of setting up a community-based organization to provide and manage the security along the haul road is expected to be completed during the first quarter of 2012.

Human resources

Loulo

Manpower working at Loulo decreased from 3,195 in December 2010 to 2,745 in December 2011, mainly as a result of the relocation of the opencast mining contractor to Gounkoto.

Gounkoto

A total of 1,067 workers have been working on the Gounkoto site.

Loulo-Gounkoto Manpower

At December 31	**2011**			**2010**		
	Expats	**Nationals**	**Total**	**Expats**	**Nationals**	**Total**
Loulo						
Employees	68	453	521	57	429	486
Contractors	169	2,055	2,224	206	2,503	2,709
Total Loulo	237	2,508	2,745	263	2,932	3,195
Gounkoto						
Employees	2	10	12			

Contractors	2	1,053	1,055			
Total Gounkoto	4	1,063	1,067			
Total Loulo-Gounkoto Complex	241	3,571	3,812	263	2,932	3,195

Exploration

Exploration continues on the satellite deposits of Loulo and Gounkoto, while underground, the geological drilling is still improving the accuracy of the reserve.

Morila

The Morila mine is situated 280 kilometers south-east of Bamako, the capital of Mali. Morila is owned by a Malian company, Société des Mines de Morila SA (Morila), which in turn is owned 80% by Morila Limited and 20% by the Malian government. Morila Limited is jointly owned by ourselves and AngloGold Ashanti Limited and the mine is controlled by a 50:50 joint venture management committee. Responsibility for the day-to-day operations rests with us. Under its stewardship the mine was successfully converted from open pit mining to a stockpile treatment operation during 2009.

The Morila mine produced 248,635 ounces of gold during 2011 at a total cash cost of $782/oz which included a stockpile adjustment of $275/oz. Profit from mining increased by 48% year on year to $197.6 million (attributable: $79.1 million) and a dividend of $190 million which was distributed to shareholders.

Morila was originally planned to close during 2013 but with the successful completion of the feasibility study into the treatment of mineralized waste and tailings, the operation is now expected to continue to 2021.

Rehabilitation activities on waste rock stockpiles were completed and a total of 44 hectares were rehabilitated during the year.

Production results for the 12 months ended December 31,	**2011**	**2010**
Mining		
Tonnes mined (000)	16	16
Ore Tonnes mined (000)	16	13
Milling		
Tonnes processed (000)	4,549	4,354
Head grade milled (g/t)	1.9	1.9
Recovery (%)	91.0	90.7
Ounces produced	248,635	238,607
Ounces sold	248,635	238,607
Average price received ($/oz)	1,576	1,230
Cash operating costs* ($/oz)	687	595
Total cash costs* ($/oz)	782	669
Profit from mining activity* ($000)	197,613	133,855
Stockpile adjustment# ($/oz)	275	246
Attributable (40% proportionately consolidated)		
Gold sales* ($000)	156,771	117,427
Ounces produced	99,454	95,443
Ounces sold	99,454	95,443
Profit from mining activity* ($000)	79,045	53,542

 # The stockpile adjustment per ounce reflects the charge expensed in respect of stockpile movements during the period divided by the number of ounces sold. The total cash cost per ounce includes non-cash stockpile adjustments.

** Refer to the explanation of non-GAAP measures provided on pages 7-8 of this report.*

Ore Reserves

As the open pit mining has been completed, the Morila reserves comprise only the ore stockpiles to be rehandled for the rest of the mine life.

	Tonnes	**Grade**	**Gold**	**Attributable gold****

at 31 December	Category	(Mt) 2011	(Mt) 2010	(g/t) 2011	(g/t) 2010	(Moz) 2011	(Moz) 2010	(Moz) 40% 2011	(Moz) 40% 2010
Mineral reserves*									
¨ Stockpile	Proven	1.44	5.86	1.71	1.68	0.08	0.32	0.03	0.13
	Probable	6.68	6.69	1.14	1.14	0.24	0.24	0.10	0.10
TOTAL MINERAL RESERVES	Proven and probable	8.12	12.55	1.24	1.39	0.32	0.56	0.13	0.22

* *Stockpile mineral reserves are reported at a $1,000/oz gold price and reported at a 0.88g/t cut-off. Stockpile mineral reserves were calculated by Mr. Stephen Ndede, an officer of the company, and competent person.*

** *Attributable gold (Moz) refers to the quantity attributable to ourselves based on our 40% interest in the Morila gold mine.*

Operations

Rehandling

In April 2009 Morila management successfully converted the mine from an open pit operation to a stockpile treatment facility. Mining And Rehandling Services (MARS), a subsidiary of Dragages & Travaux Publics (DTP), is conducting the rehandling activities.

Processing

The plant was upgraded in 2004 to treat 360,000 tonnes per month (4.3Mtpa) and by the end of 2011, through a process of efficiency initiatives, throughput had increased to 4.55Mtpa. In spite of low grade ore being treated since the move to processing the lower grade stockpiles in the second quarter of 2009, satisfactory gold recoveries have been consistently achieved due to improved oxygen plant availability, effective control of the leach parameters, the increase in the gravity recovery and the oxygenation system upgrade.

Engineering

Engineering availability remained high at 93.2% despite some unplanned downtime associated with the SAG mill gearbox changeover in October and November of 2011. Ongoing maintenance has continued including installing additional fuel lines to reduce downtimes and permit annual cleaning of fuel lines. Refurbishment of the secondary crushers was undertaken to replace the main shafts and top shell assemblies. Planned maintenance using the Pragma system helped to further enhance the maintenance program.

Power

The mine generates its own power via a diesel electrical generating station equipped with five Allen engines (6MW each). In general, four are producing power at any time while one is on maintenance and standby. Consumption for 2011 at 138.4MWh was 5.8% higher than 2010 due to increased process throughput and plant pump upgrades. These upgrades mainly relate to the cyclone and oxygenation pump streams. Power cost for the year was $0.28/kWh compared to $0.22/kWh in 2010, mainly due to the increased diesel price.

TSF Project

During the year, the mine completed a feasibility study on the viability of retreating the TSF material, as well as the mineralized waste stockpiles. The TSF project study used a $1,300/oz gold price and the results include 42Mt of mineralized material at 0.41g/t and assume approximately seven years of reclamation activity from 2014. The financial model reflected satisfactory returns and consequently the project was approved by the board in early 2012. The project scoping to integrate the marginal ore (MO) and the mineralized waste (MW) treatment will be done through the following three steps:

D grade + marginal ore stockpiles feeding from 2012 to 2013 per the ongoing business plan; processing per current flow crusher, the SAG and the ball mills, and the Carbon in Leach (CIL) at 4.4Mtpa.

Mineralized waste stockpiles processed as above from 2013 to 2014.

After completion of the sulfide mineralized material feed (D+MO+MW), crushing and milling operations will shut down; processing will continue at 6Mtpa with TSF material using only CIL from 2014 to 2021 with the residue being pumped to the pit.

Agribusiness

The agribusiness pilot projects made significant progress during the year. The poultry project entered its production phase, which allowed the catering contractor to shrink the purchase chain for eggs and broilers. In animal husbandry, the first batch of 20 oxen was put on the market during the Ramadan celebrations. The beehives and fish ponds will come into production in 2012. To boost the agribusiness activities, a dedicated farm manager is being recruited. The microfinance project CAMIDE sponsored 29 projects for $30,000 (15,400,000 FrCFA) for former employees in various domains.

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Health, safety and the environment

The objective of a zero LTI year was achieved in 2011 with a LTIFR at 0.00 compared to 0.55 in 2010. A decrease of 36% in the total injury frequency rate (TIFR) was also recorded compared to 2010 (5.70 vs 8.94).

The mine was certified OHSAS 18001 in January 2011 and internal audits were conducted to ensure that the mine s occupational health and safety management system remains compliant with OHSAS norms.

The malaria incidence rate decreased by 22% compared to 2010 (20.89% vs 26.69%) while a longitudinal entomological survey was conducted through three transversal rounds by the malaria research and training centre to better assess the malaria burden. Three rounds of malaria spraying were undertaken as in 2010.

In terms of HIV/AIDS initiatives, 52 community peer educators and 28 mine peer educators were trained this year. World AIDS Day was celebrated in conjunction with social partners. The mine s environmental management system successfully achieved its ISO 14001 recertification, with the next recertification scheduled for December 2012.

Human resources

During the year the mine s excellent social climate was maintained. Several training and employee capacity building programs were conducted.

The total number of people working at the mine at the end of 2011 was 689, made up of 324 permanent employees with the rest being employed by contractors. In line with the closure plan, eleven employees were retrenched at the end of the year.

At December 31	2011			2010		
	Expats	Nationals	Total	Expats	Nationals	Total
Employees	13	311	324	15	337	352
Contractors	7	358	365	4	426	430
Total	20	669	689	19	763	782

Tongon

The Tongon mine is located within the Nielle exploration permit in the north of Côte d lvoire, 55 kilometers south of the border with Mali. Tongon SA is owned by an Ivorian company, Société des Mines de Tongon SA, of which Randgold has an 89% interest, the government of Côte d lvoire 10% and 1% is held by a local company. Tongon is an open pit mining operation and employs the four standard mining practices of drill, blast, load and haul.

Tongon has a ten year LOM with mining taking place from two main pits: South Zone (SZ) and the smaller North Zone (NZ) pit. Both the SZ and NZ pits have potential for more reserves.

Considering the difficult socio-political environment at the beginning of the year, the mine s achievements were satisfactory. Gold production was 250,390 ounces, while gold sales were 271,922 ounces. This included some ounces produced in 2010, which the mine was unable to sell due to the political crisis. Notwithstanding the crisis, the mine successfully operated throughout the period, and although the completion of construction was delayed, the mine completed the final projects and connected to the national electricity grid in December 2011. Gold sales amounted to $425.1 million and total cash costs per ounce were $557/oz, resulting in a profit from mining activity of $273.7 million. Capital expenditure during the year totaled $99.9 million, principally on the secondary and territory crushers and conveyors, as well as on the grid power supply and the general completion of the camp and project.

Production results for the 12 months ended December 31,	2011	2010
Mining		
Tonnes mined (000)	17,353	7,520
Ore tonnes mined (000)	3,469	898
Milling		

Tonnes processed (000)	2,963	355
Head grade milled (g/t)	2.9	2.67

Recovery (%)	91.2	92.2
Ounces produced	250,390	28,126
Ounces sold	271,922	4,698
Average price received ($/oz)	1,563	1,389
Cash operating costs* ($/oz)	510	418
Total cash costs* ($/oz)	557	459
Profit from mining activity* ($000)	273,686	4,369
Gold sales* ($000)	425,060	6,527

* *Refer to the explanation of non-GAAP measures provided on pages 7-8 of this report.*

Ore Reserves

The geological models for the SZ and NZ were updated with additional grade control and diamond drilling completed during the year. This, together with the higher gold price used to declare reserves, indicated that the pits could potentially deepen due to additional mineralized material falling within the pits. This material has not been declared as reserve and additional drilling will be completed in 2012 to convert this to reserves.

		Tonnes		Grade		Gold		Attributable gold**	
								(Moz)	(Moz)
at 31 December	Category	(Mt) 2011	(Mt) 2010	(g/t) 2011	(g/t) 2010	(Moz) 2011	(Moz) 2010	(89%) 2011	(89%) 2010
Mineral reserves*									
¨ Stockpiles	Proven	0.89	0.42	1.68	1.93	0.05	0.03	0.04	0.02
¨ Open pit	Probable	32.21	36.69	2.63	2.47	2.72	2.91	2.42	2.59
TOTAL MINERAL RESERVES	Proven and probable	33.10	37.11	2.60	2.46	2.77	2.94	2.46	2.62

* *Open pit mineral reserves are reported at a gold price of $1,000/oz and 1.39g/t cut-off and include dilution and ore loss factors. NZ open pit ore reserves were calculated by Mr. Samuel Baffoe, an officer of the company, under the supervision of Mr. Onno ten Brinke, an officer of the company and competent person. SZ open pit mineral reserves were calculated by Mr. Nick Kingaby, an external consultant and competent person.*

** *Attributable gold (Moz) refers to the quantity attributable to ourselves based on our 89% interest in Tongon.*

Operations

Mining and Planning

In 2011, the bulk of the mining activity took place in the SZ Pit. During the first half of the year, the NZ was mined to source oxide ore to supplement the soft ore delivery given the political upheaval in the country and resultant delay in completing the hard rock crushing circuit.

The mine has an initial mine life of 10 years but has the potential to extend this with nearby discoveries and satellite pits. Two of these satellite pits, adjacent to the existing SZ and NZ pits, have been introduced into the 2012 Life of Mine plan. The LOM schedule is as follows:

SZ pit, where mining started in 2010, will be mined until 2016 to the final pit bottom.

NZ pit, where mining started in 2011, will not be mined in 2012. Mining will resume in 2013 (waste stripping), with ore mining continuing from 2014 to 2019.

The SZ extension and NZ extension satellite pits have been introduced into the plan and will be mined from 2019 to 2021.

Total material mined in 2011 was 17.4Mt of which 3.47Mt was ore at an average grade of 2.38g/t.

The bulk of the material mined in both pits was oxide/saprolite and transitional in nature. Mining production peaked in the dry periods before and after the rainy season as per plan. Productivity decreased during the rainy period of June to September due to the difficulty of mining in saprolite/oxide and transitional areas with their water-retaining nature. The mining contractor experienced repeated damage to both pit diggers and haul trucks as a result of operating in transitional material areas. Alternative solutions were found to prevent haul trucks bogging down in the pit and undercarriage damage to the diggers. The fourth quarter once again saw the ramping up in material movement due to better ground conditions encountered in the transitional and fresh rock surfaces and the effect of the mine s improved water management plan.

A long term ground water management plan for the mine has been established to ensure stable operation through future heavy rainfall periods. Borehole and sump dewatering form an integral part of the mining strategy in Tongon due to the pit lying in the catchment area of an old river and downstream of the water storage dam. Eight dewatering boreholes are located around the SZ pit and six around the NZ pit. In-pit pumps are used to complement the boreholes, mainly during the rainy season.

The mining contractor s workshop facilities were completed in September 2011 and contributed to the improvement of maintenance activities. In addition the MAXAM explosives factory was completed and commissioned in November 2011.

Processing

The process plant treated 2.96Mt of oxides and transitional ore in 2011, which was 13.5% below the 300Ktpm target, while the mill availability achieved was 14% below target at 78.8%. The main contributor to the shortfall in tonnage throughout was the political impasse in the country in the beginning of 2011 which had a knock-on effect on the movement of much-needed spares and personnel, delayed the commissioning of key process units such as the secondary and tertiary crusher circuits and caused work disruptions. Additional contributors were downtime related to plant construction snag list items, the difficulty of treating wet oxide/saprolite and transitional ore during the rainy season, major equipment breakdowns such as the mill barring gear failure, repeated conveyor belt tears and breakages, and the high wear rate of transfer chutes and bins as a result of conveying transitional material. Most of these issues were successfully addressed by the end of the year, with the second hard rock crushing circuit and sulfide float circuits being commissioned in the fourth quarter.

Gold recovery was 91.2% and 250,390 ounces of gold were produced.

Engineering

Overall mill availability for 2011 was 78.8%. A gradual increase was achieved from 56.2% in January to an above-plan 92.3% by the end of the second quarter of 2011. Plant availability decreased again during the third quarter of 2011 to 78.8% mainly as a result of feeding softer oxide ore through the system during the wet season. Modifications were carried out in the relevant process sections to facilitate ease of tonnage throughput and improve the efficiency of key process circuits.

During the fourth quarter of 2011 the overall availability continued to be hampered by a significant number of belt cuts and tears from handling transitional ore. In November the failure of the No1 Mill barring gearbox contributed to further availability limitations. The gearbox was replaced by one of Randgold s strategic spares and the ore transfer problems were resolved, ending the year on a positive availability trend.

Power

The power plant s mechanical and electrical availability for 2011 was 95% and 99.6% respectively. The total energy produced by the plant for the year was 96.7MWh, constituting 92.3% of the total power demand of 104.3MWh for 2011. The balance of the mine s demand was supplied from the national grid power which became the primary source of electrical power to the mine on December 10, 2011.

All 20 of the power plant generators, including the automatic synchronization, have been fully commissioned as a stand-alone back-up plant. The power plant s online efficiencies as a standby unit were 0.256 liters per kWh and $0.30 per kWh respectively.

Health, safety and the environment

The mine continued to focus on the health and safety of the workforce as well as the protection of the environment. Management intensified safety education and the induction of all employees and contractors with more than 2,500 personnel having been inducted and registered. The outcome has been a significant decrease in the Minor Injury Frequency Rate from 52 in February to eight in December. Unfortunately, a fatality occurred in January when a pit dewatering operator fell into a water sump and drowned. Safety procedures in this regard have been reinforced.

The Lost Time Injury Frequency Rate (LTIFR) decreased to 0.19 in the year from 2.33 in 2010. No Lost Time Injuries (LTI) occurred over 355 consecutive working days. Several audit and risk assessments have been conducted for the implementation of the OHSAS 18001 system which is expected to be completed in 2012. The ISO 14001 system certification, initially targeted for completion in December 2011, has been rescheduled for June 2012. The external consultants Digby Wells and Associates have been retained to assist in drafting and implementing an environmental management system.

A major malaria control program was implemented in line with the recommendations of Tongon s contracted entomologist and the number of malaria cases decreased by a significant 41% year-on-year.

Human resources

The labor complement for Tongon, excluding labor employed by contractors, is planned at 415 of which 92% are Ivorians. All recruitment has been based on the Randgold strategy of sourcing skills and experience primarily from the local villages, then regionally from northern Côte d lvoire, followed by Côte d lvoire as a whole and then lastly from the international labor market. Locally, a policy of spreading recruitment between the villages according to agreed percentages has been applied. To date, 75% of the operational labor is from local villages. This same recruitment ratio has been applied to all contractors.

At December 31	2011			2010		
	Expats	Nationals	Total	Expats	Nationals	Total
Employees	28	382	410	36	247	283
Contractors	47	1,108	1,155	170	1,992	2,162
Total	75	1,490	1,565	206	2,239	2,445

On the industrial relations front, 14 worker delegates were elected in February 2011, the internal mine regulations were agreed and the mine union was established in May. Mine level agreement negotiations are currently underway with the union.

Exploration

On the Nielle permit progress was made in evaluating the near mine targets and greenfield programs were initiated beyond the near-mine 15 kilometer radius.

Kibali

The Kibali project is a gold development property which covers an area of 1,836km2 on the Moto Goldfields in the north east of the Democratic Republic of the Congo. It is located some 560 kilometers north east of the city of Kisangani and 150 kilometers west of the Ugandan border town of Arua. Kibali is a joint venture between Randgold (45%), AngloGold Ashanti (45%) and a Congolese parastatal, Sokimo (10%).

The project development is being managed by Randgold which will also operate the mine. It is envisaged that the Kibali mine will comprise an integrated open pit and underground operation with the core capital program scheduled to run over the next four years. It is anticipated that the project will ultimately be supplied by four hydropower stations supported by a thermal power station for low rainfall periods and back-up.

The Moto Goldfields are located within the Moto greenstone belt, which is comprised of the Archean Kibalian (Upper and Lower) volcano-sedimentary rocks and ironstone-chert horizons that have been metamorphosed to greenschist facies. The stratigraphy consists of a volcano-sedimentary sequence comprising finegrained sedimentary rocks, several varieties of pyroclastic rocks, basaltic flow rocks, mafic-intermediate intrusions (dykes and sills) and intermediate-felsic intrusive rocks (stocks, dykes and sills). The majority of gold mineralization identified to date is disseminated style, hosted within a sequence of coarse volcaniclastic and sedimentary rocks. The mineralization is generally stratigraphic and associated with quartz-carbonate alteration and pyrite.

Feasibility study and mine development

Progress

The project successfully completed a critical year with the optimized feasibility study having been finalized by year end, as scheduled. The optimized feasibility presents a larger project compared to the previously published feasibility study, with a plant throughput of 6 million tonnes per annum, due to be commissioned in the fourth quarter of 2013.

During the year, the RAP progressed on schedule, with the first two of the 14 villages successfully relocated to the new model village of Kokiza. This program is critical to ensure the timely start-up of mining and construction.

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At the same time, grade control drilling on the main KCD pit started, in advance of the mining activities which are scheduled to begin in the second quarter of 2012.

Ore Reserves

		Tonnes		Grade		Gold		Attributable Gold**	
								(Moz)	(Moz)
		(Mt)	(Mt)	(g/t)	(g/t)	(Moz)	(Moz)	(45%)	(45%)
at 31 December	**Category**	**2011**	**2010**	**2011**	**2010**	**2011**	**2010)**	**2011**	**2010**
Mineral reserves*									
¨ Open pit	Probable	42.35	37.38	2.49	2.67	3.40	3.21	1.53	1.44
¨ Underground	Probable	36.27	36.94	5.84	5.76	6.81	6.84	3.06	3.08
TOTAL MINERAL RESERVES	Probable	78.62	74.32	4.04	4.21	10.21	10.05	4.59	4.52

* *Open pit mineral reserves are reported at a gold price of $1,000/oz and an average cut-off of 0.9g/t and include dilution and ore loss factors. Open pit mineral reserves were calculated by Mr. Onno ten Brinke and Mr. Nicholas Coomson, both officers of the company and competent persons. Underground mineral reserves are reported at a gold price of $1,000/oz and a cut-off of 2.0g/t and include dilution and ore loss factors. Underground mineral reserves were calculated by Mr. Daniel Donald and Mr. Tim Peters, both independent consultants and competent persons.*

** *Attributable gold (Moz) refers to the quantity attributable to ourselves based on our 45% interest in the Kibali gold project.*

Throughout the year, significant improvements were made to the surrounding infrastructure, especially roads, with approximately 200 kilometers of existing roads upgraded and 300 kilometers of new roads completed.

Significant improvements to the existing camp and preparation for the new 400 man construction camp were completed, as well as the design of the first hydropower station. In total, $157.4 million was spent on the project (100%).

An updated costing and feasibility study was completed based on a revised underground mining plan which incorporated the combination of a twin decline and vertical ore hoisting shaft targeting the deeper 5000 lode as a priority. This was then integrated into a final mining plan including multi open pit and underground schedules. The study has been through internal and external review. Optimization of the mining and processing rates, capital estimate scheduling, and the final design was approved by the Randgold board in January 2012 and is awaiting approval by the AngloGold Ashanti board.

Health, safety and environment

The introduction during the year of an additional 1,200 construction employees, mostly novices from the surrounding villages, to the workforce resulted in Lost Time Injuries (LTIs) increasing from 11 in 2010 to 31 in 2011. The increase mainly concerned finger injuries sustained in the building of resettlement houses. Despite the increase in the number of LTIs, the LTIFR decreased year on year from 28.06 to 6.14 reflecting the significant increase in construction activity. As the year progressed the number of safety incidents and LTIs injuries dropped as concerted steps were taken such as continuing risk assessments, daily toolbox meetings, elimination of hazards and enhanced supervision to improve safety practices.

Environmental monitoring continues as defined in the ESIA document prepared by Digby Wells and Associates.

Community

The community development function at Kibali worked in close liaison with the RAP, especially in the areas of food security, life skill training and liaison with the cultural committee when relocating graves. Beyond the relocation, Kibali witnessed a wider acceptance of the project in the area as we approached the start of physical movement of the people to the resettlement host site as a result of more engagement with various stakeholders.

Human resources

The Kibali project currently employs 16 expatriates and 123 local employees. There are a further 20 expatriates and 1,585 local employees employed by contractors engaged in various aspects of the construction project.

At December 31	2011			2010		
	Expats	Nationals	Total	Expats	Nationals	Total
Employees	16	123	139	13	184	197
Contractors	20	1,585	1,605	20	315	335
Total	36	1,708	1,744	33	499	532

Exploration

A brownfields exploration team is progressing the feasibility work and testing extensions on known deposits while a greenfields team is evaluating the greater lease area. More detail can be found in the section of this report entitled Exploration Review.

Massawa

The Massawa project is located approximately 700 kilometers south east of the capital city of Dakar and some 90 kilometers due west of Randgold s Loulo mine in Mali. Randgold owns 83.25% of the project with a local company holding 6.75%. The State of Senegal will have a non-contributory 10% share of any mine developed on the property.

In 2011, the further advancement of the Massawa project continued with an emphasis on ongoing exploration. A decision was taken during the year to delay the finalization of the feasibility study, and to focus instead on two key aspects of enhancing the project s economics: namely, the refractory nature of the ore and power consumption and costs. In this regard, work on the analysis of the ore characterization was completed and a definitive power strategy has been developed. The financial analysis of the project was updated on the back of revised reserves.

Massawa lies within the Kedougou-Kenieba erosional inlier which is underlain by Lower Proterozoic Birimian metasedimentary-volcanic sequences. Regionally it is located on the plus 150 kilometer long northeast/southwest trending Main Transcurrent Shear Zone which is a significant transcrustal dislocation between the Mako Supergroup (basaltic flow rocks, minor intercalated volcaniclastics, and ultramafic sub-volcanic intrusions) and the Diale-Dalema Supergroup (volcano-sedimentary to sedimentary rocks) within the Kedougou-Kenieba inlier. Mineralization at Massawa locates in various lithologies but is structurally controlled within anastomosing shears which converge to the north.

Ore reserves

		Tonnes		Grade		Gold		Attributable gold** (Moz)	(Moz)
at 31 December	Category	(Mt) 2011	(Mt) 2010	(g/t) 2011	(g/t) 2010	(Moz) 2011	(Moz) 2010	(83.25%) 2011	(83.25%) 2010
Mineral reserves*									
¨ Open pit	Probable	20.73	17.42	3.07	3.36	2.05	1.88	1.70	1.57
TOTAL MINERAL RESERVES	Proven and probable	20.73	17.42	3.07	3.36	2.05	1.88	1.70	1.57

* *Open pit mineral reserves are reported at a gold price of $1,000/oz and 1.1g/t cut-off and include dilution and ore loss factors. Open pit mineral reserves were calculated by Mr. Onno ten Brinke, in his capacity as an independent consultant and reviewed and verified by Mr. Rodney Quick, an officer of the company and competent person.*

** *Attributable gold (Moz) refers to the quantity attributable to ourselves based on our 83.25% interest in the Massawa gold project.*

Prefeasibility study

The initial prefeasibility study completed on the open pit mineral reserves in 2010 has been updated using a reserve gold price of $1,000/oz.

The ore at Massawa is refractory in nature and there are two distinct metallurgical domains that correlate well with the mineralization styles identified. Gold mineralization formed in two phases: an early phase composed of fine disseminated pyrite and arsenopyrite while the later stage is a shallow level gold system where quartzstibnite and a large range of antimony-bearing minerals host coarse native gold. The late high grade domain contains 66% free gold, with the remainder being contained within sulfide. The broader disseminated sulfide domain has minimal free gold with the majority of gold encapsulated in the pyrite and arsenopyrite sulfide lattice. For both styles the refractory gold is a major component of the deportment and this gold will be recoverable only by means of a preoxidative step.

Batch testwork completed has shown pressure oxidation to be very effective in releasing the gold from the sulfides. The process requires flotation of the sulfides to a concentrate which is then treated through a high pressure and temperature chamber to oxidize the sulfides, following which the oxidized ore is put through a normal Carbon in Leach (CIL) train to release the gold. The results of bondwork tests confirm the abnormal hardness of the ore due to silica flooding.

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This combined with the pressure oxidation process will make the Massawa project a high energy user and thus a power strategy has been developed to review alternative options to diesel generation. Meetings have been held with Organisation pour la Mise en Valeur du Fleuve Gambie involving government representatives from Senegal, Guinea, The Gambia and Guinea Bissau who are charged with developing two hydroelectric schemes in the region, including the Sambangalou project 60 kilometers south east of Massawa. Subsequent meetings have been held with the Senegalese Minister of Energy and the World Bank to explore possible power options for Massawa.

Exploration and development

The exploration team has focused its efforts in 2011 on the evaluation of a large number of satellite targets to discover additional non-refractory mineralization that could add value to the project.

EXPLORATION REVIEW

We have a portfolio of projects within some of the most prospective gold belts of both West and Central Africa. We have exploration projects in five African countries hosting 302 targets on 13,892 square kilometers of groundholding. We have an exploration team of more than 70 geoscientists.

Mali

Loulo

Work at Loulo continues to define satellite ounces in proximity to the plant. Modeling of the main mineralized structures has been completed following extensive drill programs executed in 2011 which totaled 68 diamond drill holes for 15,182 meters and 236 Reverse Circulation (RC) holes for 19,099 meters. This work resulted in the remaining in pit probable reserves at Loulo 3 being estimated at 0.98Mt at 3.75g/t for 117,882 ounces. Mineralization is open below the current pit and drilling will continue.

At Baboto, the mineralization which consists of three zones (North, Centre and South) returned a global mineralized material potential of 4.36Mt at 2.19g/t. The combined open pit mineralized material from all satellite deposits has been calculated at 4.48Mt at 1.88g/t.

We completed a preliminary analysis of the mineralized material inventory outside of the current Life of Mine (LOM) budget. Initial studies focused on the heap leach potential of low grade material. However, this proved not to be viable due to low metallurgical recoveries. We have since concentrated on conventional Carbon in Leach (CIL) which has returned positive results with recoveries of approximately 90%.

While this work continues, the exploration team has not neglected the base of the resource triangle and generative work to the north of Gara and south of Yalea has defined targets for follow-up work.

Loulo 3

The most significant satellite deposit on the permit is Loulo 3. During 2011, the deeper potential of the deposit was targeted by 10 diamond drillholes probing the deposit at both 180 and 300 vertical meters below the surface over a strike length of 1.9 kilometers. All drillholes confirmed the geological model and intersected the mineralized structure.

Gold assay results returned encouraging intersections from the 180 vertical meter level: L3DH32 7.10 meters at 9.89g/t from 270.4 meters; L3DH34 2.00 meters at 10.17g/t from 244 meters and 3 meters at 13.16g/t from 252 meters, L3DH37 12 meters at 4.63g/t from 185 meters; L3DH40 4 meters at 5.53g/t from 300 meters; and L3DH43 12.65 meters at 4.34g/t.

Positive results were also returned from the 300 vertical meter level: L3DH42 6.9 meters at 4.65g/t from 339 meters; L3DH43 11.6 meters at 4.34g/t from 403 meters; and L3DH47 8.8 meters at 3.11g/t from 465 meters. Gold mineralization is hosted in medium to coarse grained greywacke which has been variably tourmalinzied and associated with disseminated pyrite.

Loulo underground

Exploration and infill grade control drilling continued at both Yalea and the new Gara underground mine with a total of 208 holes for 20,959 meters. The drill programs were designed to infill the mineralized material model prior to mining as well as to test the extensions of high grade plunging lodes.

At Yalea, where development has now started within the high grade purple patch , infill drilling and holes probing the margins of the high grade mineralization confirmed the chlorite, sericite and arsenopyrite alteration that is characteristic of the purple patch as well as the gold tenure. The lithology consists of sheared breccias and argillaceous quartzite with massive sulfide content. Selective gold assay results include: YUDH217 22.8 meters at 12.05g/t; and YUDH218 21 meters at 11.52g/t. YUDH236 intersected the purple patch as modeled and returned 14.5 meters at 14.82g/t as well as a second intersection of 28.4 meters at 12.12g/t, suggesting a duplication of mineralization in this part of the orebody, a narrow zone of chlorite-rich broken core has been logged between the two intersections. Hole YUDH224, drilled below the purple patch in the north, returned 27.3 meters at 17.15g/t and suggests a steep plunge to high grade mineralization which remains open at depth. Further follow-up work on these opportunities will continue in 2012. Along the upper contact of the purple patch and below a late dolerite dyke, drilling has shown that the high grade has a sharper cut-off than previously modeled. This will allow a larger crown pillar to be designed above the purple patch and improve the geotechnical stability of the underground operation.

Drill holes targeting the northerly ore shoot below the Yalea North pit confirmed the continuation of the plunge at depth and along strike: YUDH136 4.5 meters at 12.78g/t; YUDH141 19.5 meters at 5.76g/t; YUDH157 15.45 meters at 5.79g/t; and YUDH158 9.3 meters at 15.92g/t. This has now been scheduled into the 2012 budget and is expected to result in 325,255 tonnes at 3.95g/t being mined.

At Gara, drilling confirmed the geometry and folded nature of the mineralized quartz tourmaline unit as per the geological model as well as the resource grade for the deposit which is 3.94g/t. Gold assay results include: GUDH005 16.2 meters at 10.08g/t; GUDH007 12.3 meters at 4.91g/t; GUDH010 10.25 meters at 3.31g/t; GUDH035 14.4 meters at 14.28g/t; and GUDH044 22.9 meters at 5.4g/t.

Gounkoto

At Gounkoto, following the completion of a positive feasibility, exploration continued on the delineation of the hanging wall and footwall zones and the underground extensions of the main mineralized zone. In addition drilling was also completed to infill gaps within the model, particularly along the north south iron structure in the south of the deposit as well as at the base of the reserve pit. Thirty-seven holes for 22,900 meters were completed in 2011.

The host rocks to the Gounkoto mineralization are a sequence of fine grained arkoses which have undergone a complex series of alteration events. The first phase is associated with metasomatic albite-ankerite alteration with minor silica. This alteration event prepares the host rock for mineralization. In localized areas of the deposit, early syn-mineralization tourmaline alteration is also observed. This is followed by magnetite-chlorite alteration. The former is then oxidized by hematite and associated with sulfide-gold mineralization. The last stage of lateration is a second phase of iron which pseudomorphs the sulfide minerals and causes a remobilization of gold.

More than 95% of the sulfide is pyrite with minor arsenopyrite and chalcopyrite. Gold tellurides are also present. Mineralization is bounded by a hanging wall shear and footwall mylonite. In the hanging wall there is a prominent limestone unit which is used as a marker horizon.

The mineralization at Gounkoto has now been intersected over a 1.9 kilometer strike length and down to a depth of 959 vertical meters. The geometry of the Gounkoto system varies along its length as well as down dip and variations in strike, dip and thickness are closely related to grade distribution. Structural intersections also played an essential role in focusing fluid flow and multiple plunging zones projected from the surface have been confirmed by deeper drilling especially in the Jog Zone which forms the principal potential for an underground project and is where the main zone of mineralization is offset across three structures, creating distinct lodes of mineralization.

Selective drill results from this zone intersected during the year include: GKDH288 6.8 meters at 10.84g/t from 495.9 meters; GKDH290 30.6 meters at 17.21g/t from 428.4 meters; GKDH323 1.7 meters at 30.54g/t from 341.5 meters; GKDH330 7 meters at 9.84g/t from 556 meters; GKDH351 55.5 meters at 5.81g/t from 668.8 meters including 8 meters at 22.22g/t from 668.8 meters; GKDH353 12.2 meters at 6.46g/t from 721.95 meters; and GKDH352 15.5 meters at 6.07g/t from 532.8 meters including 9.4 meters at 10g/t from 537.1 meters.

At depth, a brittle fault limits the down dip extension of the high grade mineralization which appears to have been down thrown to the south. A model is being developed to predict the offset and design follow-up holes to be completed during 2012.

In addition, a Phase 1 program of widely spaced deep holes was drilled below the base of the block model to a maximum depth of 959 vertical meters below surface. All the holes intersected the Gounkoto hydrothermal system but in general gold assay results returned intersections of less than 1g/t.

However, to the north of the deposit, deep holes intersected broad zones of low grade mineralization: GKDH292 86.1 meters at 1.12g/t from 704 meters; and GKDH298 47.5 meters at 1.46g/t from 429 meters suggesting that mineralization may be opening up and could represent important vectors into new higher grade lodes at depth. Further modeling will follow-up this area in 2012.

The underground project will be progressed to prefeasibility stage over the next 18 months. At the same time further upside both down dip and along strike will be tested.

Gounkoto region

The Gounkoto mining permit, which represents the southern half of the old Loulo permit, is developing into a new, significantly mineralized district. Ongoing work returned good drill intersections at Toronto South, further defining a deep zone of mineralization with strike continuity over 400 meters: FRDH012 16 meters at 2.41g/t from 211 meters; and FRDH018 24 meters at 2.17g/t from 219 meters and 19.6 meters at 3.36g/t from 264.1 meters. Interpretations suggest the mineralization is associated with a blind fold which is not exposed at surface. To the north of Gounkoto, hole FRDH020 returned 3.5 meters at 5.57g/t from 133.5 meters associated with massive pyrite and tourmalinised greywacke. At P64, 300 meters to the northwest of Gounkoto where mineralization is hosted in a tourmalinized greywacke with weak chlorite alteration over a strike length of 145 meters, 21 holes were completed for 1,867 meters drilled over three different mineralized zones. The drilling intersected mineralization located within a fold hinge in the Central Zone which plunges to the southwest and is open downplunge offering further upside to the target. The weighted average grade of the intersections returned 26.5 meters at 1.6g/t. We plan to follow-up this target in 2012.

Two kilometers to the southeast of Gounkoto is Faraba where in 2011 four holes were drilled to infill gaps within the block model and twin old RC holes to provide additional data.

Results from this work returned a close correlation with the results from previous RC drilling and infill holes confirmed the continuity of the mineralization within the $1,500 pit shell where mineralized material of 4.95Mt at 2.11g/t has been estimated using input costs to truck the ore to Loulo. Two holes returned a newly identified broad zone of footwall mineralization: FADH 177 91 meters at 1.53g/t from 232 meters; and FATWDH04 39.5 meters at 1.3g/t from 187.8 meters. This represents an opportunity for further targeting. Mineralization at Faraba locates where the north south striking shear system intersects favorable coarse grained lithological layers. The resulting mineralization occurs as sub-horizontal to gently plunging shoots with blade-like morphology.

The Faraba target locates along a five kilometer anomalous corridor and we plan further work to evaluate this structure during 2012.

MALI SOUTH

In line with its policy of partnering with local stakeholders, we concluded the Nimissila joint venture which covers a groundholding to the immediate south of Bougouni in the centre of the Mali South area and involves three permits totaling 670km²: Nimissila (270km²), Bogo (150km²) and Madina (250km²). This ground is contiguous with our Dinfola permit.

It is associated with the intersection of a northeast belt parallel structure and a northwest transfer fault. Geologically the area is underlain by biotite rich sediments which are often shallow dipping with numerous small stocks and bosses of granodiorite and shows

similarities to the setting of the Morila mine. The geological model is one of intrusion related gold. It is an area that has seen no modern exploration with the only previous work being regional soil sampling completed 30 years ago.

A new regional soil sampling program has been completed. The results identify seven regional anomalies with gold values above 20 parts per billion (ppb). Multi-element data is pending and this will be integrated with the gold results to prioritize areas for follow-up geochemistry in 2012.

Senegal

MASSAWA

The Massawa gold project locates within the Kounemba permit in Eastern Senegal which geologically lies within the 150 kilometer long Mako greenstone belt. The Mako greenstone belt comprises mafic-ultramafic and felsic volcanic rocks intruded by granitoids. A regional crustal scale shear zone, the Main Transcurrent Shear Zone (MTZ) with a northeast-southwest trend, exploits the lithological contact between the Mako and the Dialé-Daléma Supergroups and is the host structure to mineralization at Massawa.

At Massawa, a total strike length of 8.5 kilometers has been drilled, but only a 4 kilometer portion of this has been evaluated for the present mineral resource modeling and has been mostly drill tested to a 50 meter by 50 meter spacing to vertical depths of 640 meters and to a 25 meter to 25 meter spacing in places. There are two main zones of mineralization, Northern and Central. They are part of the same northeast trending mineralized structure, which has been offset by north south belt discordant structures. Geological logging of core and interpretation confirms that the mineralized system occurs at a volcanic/sedimentary contact, where a prominent and continuous lapilli tuff sequence acts as a marker horizon. The average bedding strikes 020 degrees and dips 60 to 76 degrees to the west. Graded-bedding is common and suggests the sequence is overturned. The host sequences have been intruded by felsic dykes, gabbros and granitic bodies, particularly in the Central area. Mineralization is hosted in a variety of rocks including: greywackes, volcaniclastics and both mafic (gabbros) and felsic intrusives. The mineralized system is however structurally controlled and deformation is essentially brittleductile. The alteration assemblage is composed of sericite, silica, carbonate, pyrite and arsenopyrite. Gold mineralization formed in two phases: an early phase was composed of fine disseminated pyrite and arsenopyrite while the later stage is a shallow level gold system where quartz-stibnite and a large range of antimony bearing minerals host coarse native gold.

Metallurgical results have confirmed that the Massawa deposit is of a refractory nature with sub-microscopic and invisible gold locked up in the crystal lattice of arsenopyrite. No drilling was completed on the deposit in 2011 to allow time for the full evaluation of the metallurgy and development strategies. Exploration has concentrated on the evaluation of satellite deposits to provide non-refractory material to supplement the ore feed from Massawa.

Satellite targets

A Geographic Information Systems (GIS) prospectivity analysis was completed for the Mako Belt. The analysis was based on the current model for Massawa which includes lithological units of contrasting competencies along a major fluid pathway such as the MTZ. Several other such fluid pathways were identified using the airborne geophysical electromagnetic data. The exercise delineated several new untested targets, three of which ranked very highly.

RC drilling was completed towards the end of 2010 and the beginning of 2011 over the priority targets of Sofia, Delya, Bakan Corridor, Bambaraya and Kawsara. Preliminary metallurgical bottle roll testwork returned good recoveries in the range of 75% to 97%, apart from Delya which returned 40% and has a similar refractory nature to Massawa. While the grade is low the results support the prospectivity of the region.

Subsequently a Rotary Air Blast (RAB) program was completed on the next level of targets in the resource triangle: Sofia South, Manja, Galama, Sira and Makana East.

Sofia South

Located within the Sabodala corridor 10 kilometers west of Massawa, Sofia South is the southern extension of the Sofia target. It is defined by a plus 3.5 kilometer long discontinuous northeast trending soil anomaly with values up to 1,000ppb. The geology is composed of andesitic tuff, volcano sediments, felsic intrusives and deformed and altered gabbro with disseminated pyrite. Four widely spaced (800 to 1,400 meters) RAB lines totaling 4,160 meters were completed to follow the southern continuity of the Sofia

main structure. Gold assay results returned encouraging intersections: SSRAB008 27 meters at 3.86g/t including 3 meters at 28.8g/t; SSRAB009 27 meters at 0.28g/t; SSRAB011 12 meters at 0.23g/t; and SSRAB045 6 meters at 1.48g/t including 3 meters at 2.85g/t. Follow-up drilling will be completed in 2012.

Manja

Manja is located in the north south Sabodala corridor 14 kilometers northwest of Massawa and approximately 13 kilometers southeast of Sabodala mine. An anomalous structural pattern characterized by northeast structures interplaying with north south and northwest structures, it is host to a 5 kilometer by 4 kilometer plus 50ppb gold in soil anomaly. Five RAB lines were completed over a 2.2 kilometer strike length. The lithologies intersected include gossanous tuffs intercalated with mafic volcanic units which have been intruded by felsic dykes. The RAB drill results outline a broad altered and low grade anomalous zone including: MJRAB011 18 meters at 0.55g/t; MJRAB74 12 meters at 0.57g/t; MJRAB75 39 meters at 0.21g/t; MJRAB76 33 meters at 0.23g/t; and MJRAB77 36 meters at 0.20g/t.

In the final quarter of 2011 a further phase of 7,000 meters of RAB drilling was completed testing four targets along the MTZ.

Samina

Samina locates in the 10 kilometer long corridor between Massawa and Delya along the MTZ. Soil sampling defined several northeast trending gold in soil anomalies. The main trend coincides with the Massawa structure (2.6 kilometers long) to the west and with the Delya structure (2 kilometers long) to the east. The target is underlain by a large package of volcaniclastics and andesitic tuffs intruded by gabbro in the west and silicified rocks (chert) and gossan bands in the east which correlate with the soil anomaly on the Delya structure. Detailed geological and structural mapping combined with a rock sampling has been completed. Phase 1 RAB drilling has started with 10 RAB lines spaced 0.5 to 1 kilometer apart for 2,700 meters. Gold assay results are pending.

Kaya-Kaldou corridor

Kaya-Kaldou forms a 9.5 kilometer long corridor along the MTZ and hosts a strong linear gold in soil anomaly of plus 50ppb that is so far untested by drilling. A detailed geological and structural map has been completed and highlights a wide package of volcaniclastics to the west and greywackes alternating with pelites to the east, a setting similar to that of Massawa.

Phase 1 RAB drilling was completed by the end of 2011 with a total of 3,700 meters drilled over five lines. Gold assay results outline two parallel, broad anomalous envelopes in the grade range of 0.2g/t to 1g/t between 30 and 100 meters within the volcaniclastics package. These results are being integrated with the geological and structural interpretation to vector into potential targets for follow-up work. No anomalism was recorded from the contact with the sediments.

Saraba

Saraba is a four kilometer long target featuring a 30ppb gold in soil anomaly located to the east of Kawsara and four kilometers south of Massawa. It was defined following generative work which indicated that previous studies had only tested the volcaniclastic package to the west, while the major contact between the volcaniclastics and sediments (host of both Massawa and Delya) remained untested.

A RAB program of 2,000 meters was completed to test the lithological contact and coincident soil anomaly. Gold assay results confirm a bedrock source to the soil anomalism as a geological model, with the grade averaging 0.5g/t and a best intersection of 6 meters at 3.96g/t. Follow-up work in 2012 will vector into modeled geological as well as structural targets within the four kilometer strike.

Regional potential

Along with the RAB program, the resource triangle was reviewed to focus on the potential for a non-refractory deposit for the Massawa project. These include East Mandinka, a large geochemical anomaly along the northern part of the MTZ, and KB in the Mako Belt. Other targets being reviewed within the belt are Nouma, Missira, Soma, Mariama, KC South and Rheina.

Côte d Ivoire

With the commissioning of the Tongon mine, the exploration focus shifted to the evaluation of satellite targets and the discovery of potential stand-alone targets within the company s extensive permit portfolio countrywide.

TONGON MINE LEASE (NIELLE PERMIT)

Drill programs, including 111 RC holes for 10,983 meters, were completed on the near mine targets of Tongon West, Sekala, Seydou and Jubula. Geological models have been compiled to allow block models and pit optimizations to be calculated.

A phase of deep diamond drilling (five holes) was completed below the base of the Southern Zone $1,500/oz whittle pit to test for possible extensions of the mineralized lodes. All holes intersected the hydrothermal system but the structures hosting mineralization were narrow and weakly altered. The best results include TND357 10 meters at 1.99g/t and TND358 20 meters at 1.44g/t. Mineralization is associated with brecciated zones with silicification and arsenopyrite.

A detailed analysis of the Tongon lease resource triangle was completed to highlight untested areas of prospectivity both within a 15 kilometer radius of the plant and throughout the Nielle permit.

By reviewing the updated regional geology, new soil geochemistry and airborne geophysical electromagnetic and magnetic data and combining this with previous work, 10 new targets have been identified and will be the focus of work during 2012, providing further exploration opportunities for both the Tongon mine and for expanding our footprint in northern Côte d Ivoire.

DIOUALA

The Diouala permit locates directly north of Nielle and consolidates our groundholding on the Senoufo Belt up to the international border with Burkina Faso. Exploration work has progressed rapidly through the year following the airborne geophysical survey in 2010.

In the east of the permit, following regional and detailed soil sampling together with regolith and geological mapping, a first phase of air core drilling was completed to test the Dabokiri target, located in the 25 kilometer long Kokoriko-Satolo structural corridor. This reconnaissance drilling targeted the lithological contacts, dilational zones and belt margin structures that coincide with soil anomalies. A total of 173 holes for 6,265 meters was completed. The lithologies intersected include sheared and quartz veined andesite, argillite/shale, granite/granodiorite and diorite. Common alteration phases are limonite, silica, sericite and biotite. Although the results are only anomalous in gold 0.1g/t to 0.8g/t, the objective at this stage is to identify a continuous zone of anomalism in which follow-up work programs can be built.

While integrating drill results from the air core program, work will progress on the unexplored targets identified within the permit. These targets lie on the continuation of structures which host the Nogbele, Stinger and Ouahiri deposits of the Banfora project in Burkina Faso.

In the west, regional sampling highlighted an eight kilometer long north south to northeast trending, plus 25ppb gold in soil anomaly which constitutes the new Fargolo target. This locates at the contact between granite and volcanics. In the north of the permit, the Ouahri South target is coincident with a five kilometer long, north-northeast trending, plus 25ppb gold in soil anomaly. Follow-up work is still required on these targets.

Regional soil sampling over the Nafoungolo target (locating over the Nogbele granite, west of the Oleo shear) highlighted a northeast trending anomaly over an eight kilometer strike which has been followed up with detailed soil sampling. This trend continues across the border into Burkina Faso, where it meets the Nogbele target which is hosted within the Nogbele granite.

BOUNDIALI

The Boundiali permit covers 1,314km² and locates approximately 60 kilometers west of Nielle and is host to numerous gold in soil anomalies. No work has been done here since 2009 but in the fourth quarter of 2011 field activities were resumed, firstly by way of a reintroduction to the local authorities and population. This was followed by a general reconnaissance of the permit geology and known targets before a mapping program was initiated. The identification of four anomalous corridors will be the focus of follow-up work in 2012.

REGIONAL PERMITS

We have a further four permits in northern Côte d Ivoire totaling 1,900km²: Dabakala, Mankono, Tiorotieri and Koussai Datekro, where exploration will start in 2012.

Democratic Republic of Congo

KIBALI

Since the acquisition of Kibali two years ago, exploration has significantly advanced the geological understanding of the project. A well-balanced resource triangle has been developed on the back of a robust geological model with targets being progressed at all levels. During 2011 a strategic decision was made to restructure the exploration department to create dedicated brownfields and greenfields exploration teams, ensuring that while the feasibility work and testing of extensions to known deposits continues, the prospectivity of the greater permit area is also being evaluated, thus providing the opportunity for the discovery of further world-class gold deposits in the region.

Brownfields exploration

The main KCD deposit of the Kibali project is hosted along a reactivated thrust plane which creates northeast plunging lodes of mineralization. In 2011 drilling connected the Sessengue deposit to KCD and confirmed more than two kilometers of continuous mineralization: DDD472 14.80 meters at 4.18g/t; DDD475 25.95 meters at 4.28g/t; DDD484 29.70 meters at 3.92g/t; and DDD485 39.60 meters 6.65g/t. Additionally the first deep hole DDD532 (1,346 meters) has confirmed mineralization a further 450 meters down plunge from the existing blockmodel. Mineralization intersected within the 3000 lode returned 31.8 meters at 3.21g/t from 636.2 meters, including 15.8 meters at 5.32g/t from 636.2 meters, and in the upper 5000 lode 4 meters at 8.95g/t from 744 meters were intersected. However, the lower 5000 and 9000 lodes were not intersected as the hole deviated at depth and missed the target. A second deep hole, DDD533, has subsequently confirmed the presence of the lower 5000 and 9000 lodes.

The geological model identifies the potential lateral continuation of the 9000 lode and a possible link between KCD and Gorumbwa. Two previous stratigraphic holes drilled between KCD and Gorumbwa returned encouraging results which indicated the possibility of extending the 9000 lode mineralization towards the Gorumbwa deposit: DDD456 7.5 meters at 1.64g/t from 504 meters; 7.75 meters at 4.34g/t including 2.2 meters at 13.25g/t from 529 meters and 3.8 meters at 1.16g/t from 549.7 meters; DDD457 4 meters at 4.75g/t from 450 meters and 2 meters at 4.56g/t from 790 meters. A program of five diamond holes for 3,980 meters has commenced to test this link as well as the extension of the 3000 lode especially at Durba Hill, where previously access was not possible due to presence of infrastructure owned by Sokimo. The program will initially test a one kilometer mineralized segment with holes spaced approximately 200 meters apart.

Drilling in the area formerly occupied by Lake Durba has confirmed continuity of mineralization over a 250 meter gap in the KCD resource model for the 3000 lode. Drill results include: DDD537 15 meters at 2.79g/t from 218 meters including 6.2 meters at 5.21g/t; DDD539 10 meters at 6.7g/t from 310 meters: DDD540 10.65 meters at 4.37g/t including 5.7 meters at 7.83g/t; and DDD541 26.15 meters at 3.56g/t from 149.85 meters including 14.95 meters at 4.9g/t.

Within a 10 kilometer radius of the main Sessengue-KCD deposit there are a number of satellite deposits which are in reserve or have mineralized material potential calculated. There are also advanced targets which have seen only limited drilling. Both of these target types are considered to be a high priority as they have considerable upside, either having had very limited drilling or drilling only to shallow depths of less than 200 meters. These are Kombokolo, Gorumbwa, Pakaka, Pamao, Agbarabo, Megi, Marakeke, Mengu Hill, Mengu Village and Ndala.

Greenfields exploration

The known deposits of the Kibali project are hosted along a reactivated thrust plane which creates plunging lodes of mineralization as exemplified by the KCD deposit. The identification of a major northeast trending subvertical shear zone from the interpretation of geophysical data supported by field mapping, has provided a new exploration opportunity. The structure locates in the western part of the Kibali permit and transgresses the area for more than 30 kilometers causing offsets to the main lithological units, as well as acting as a conduit for intrusives and gold bearing fluids producing the coincident gold in soil anomaly. Two prioritized targets, Zambula in the south and Kalimva in the north, have been the focus of work during the second half of the year.

Zambula

Zambula locates approximately 15 kilometers to the southwest of the KCD deposit and is one of the strongest geochemical anomalies on the permit, orientating north south and measuring 5.5 kilometers long by up to 400 meters wide and with gold values up to plus 400ppb.

The target is underlain by a package of volcaniclastic and ironstones which locate along the western contact of the Watsa dome igneous complex. Along the strike of the anomaly there is a banded to massive chert unit characterized by alternating 1 to 5 centimeter bands of oxidized sulphide and silica-rich layers, locally interlayered with thin magnetite bands.

Work focused on the southern part of the anomaly with logging and sampling of old adits which confirmed that mineralization is controlled by open folds plunging moderately to the north and north-northeast. Horizontal channel sampling along ZBLA1 adit, perpendicular to strike, returned an intersection of 5.1 meters at 4.27g/t.

A first reconnaissance diamond drill hole was completed by year end, drilled below ZBLA1 adit. The hole intersected the volcaniclastic package and a 35 meter wide zone of banded magnetite and chert with sericite alteration and finely disseminated pyrite. The hanging wall is marked by a strong graphitic shear which also contains massive pyrite mineralization and corresponds to a north to north-northeast trending electromagnetic (EM) anomaly. Gold assay results returned 47 meters at 0.2g/t. The full 5.5 kilometer target is currently being assessed through mapping, lithosampling and trenching to plan additional reconnaissance drill holes.

Kalimva and Ikamva

The Kalimva target is situated 15 kilometers north of KCD, close to the Nzoro Road, and hosted three open pits during the early 1950s. Soil sampling results highlight gold peaking at 2,562ppb and the 100ppb soil contour delineates a north-northeast trend with plus two kilometer cumulative strike length and 250 meter average width. Lithosample assay results returned up to 13.6g/t and averaged 2.9g/t. Sokimo drill data returned narrow high grade intersections from the main zone: K300 3 meters at 22.0g/t from 38.63 meters; K301 4.39 meters at 12.5g/t from 45.99 meters; S12 1.5 meters at 8.6g/t; and S15 15 meters at 3.40g/t.

The stratigraphic sequence comprises magnetic ironstones, a volcano sedimentary unit (fine to medium grained tuff and volcaniclastic agglomerate) intercalated with sediments, mainly chert. Locally small bands of argillite are encountered within the tuffaceous units. Basalt occurs in the north eastern side and the contact with the volcano sedimentary package is marked by a highly deformed quartz feldspar porphyry intrusion to the east of Kalimva Village and may represent an old thrust plane.

Reconnaissance work at the Sokimo workings at Ikamva, one kilometer to the northwest of Kalimva, returned lithosamples of up to 4.5g/t, with three of the nine lithosamples taken being greater than 0.5g/t.

The aim is to complete interpretations and develop a geological model on which to base reconnaissance drilling in the first quarter of 2012.

Burkina Faso

In Burkina Faso generative work continued to consolidate a new portfolio of projects in the southwest of the country, on the border with Côte d Ivoire. This will be the focus of the exploration program in the country in 2012.

Generative work and new business

Our exploration strategy, which is supported by a team of 70 geoscientists, is based on access to quality mineral rights and its ability to generate targets. In line with this, we plan to extend its Central African footprint to provide the opportunity for further discoveries. However, West Africa remains our principal region for exploration.

In addition to acquiring exploration permits in our own name, we continue to evaluate potential joint ventures with local businessmen as well as international mining companies. We also monitor the exploration activities of others with a view to identifying companies that offer acquisition or joint venture opportunities.

During 2011, we undertook geological expeditions to Uganda, South Sudan (Juba), North Sudan (Khartoum), Ethiopia, Egypt and Kenya while at the same time renewing relationships in Tanzania with the aim of identifying areas for future ground consolidation.

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MINERAL RIGHTS AND ORE RESERVES

Table of mineral rights at December 31, 2011:

Country	Type	Area (km²)	Area (miles²)	Effective equity (%)
Mali				
Loulo	EP	263	101	80
Gounkoto	EP	100	35	80
Morila	EP	200	77	40
Bena	EEP	16	6	80
Dinfola	EEP	139	54	80
Konyi	EEP	250	97	80
Madina	EEP	250	97	90
Nimissila	EEP	250	97	90
Bogo	EEP	150	58	90
Kola	EEP	150	58	46
Côte d Ivoire				
Nielle	EP	751	290	89
Boundiali	EEP	1,314	507	81
Dabakala	EEP	191	74	81
Dignago	EEP	1,000	386	81
Apouasso	EEP	1,000	386	81
Diaouala	EEP	977	377	81
Mankono	EEP	704	272	81
Tiorotieri	EEP	86	33	81
Kouassi Datekro	EEP	922	356	81
Senegal				
Kanoumba	EEP	621	240	83
Miko	EEP	84	32	83
Dalema	EEP	301	116	83
Tomboronkoto	EEP	225	87	83
Bambadji	EEP	315	122	46
Burkina Faso				
Basgana	EP	250	97	81
Bourou	EP	122	47	81
Tanema	EP	247	95	81
Yibogo	EP	247	95	81
Nakomgo	EP	237	92	81
Safoula	EP	249	96	81
Dawaro	EP	250	97	81
Tiakane	EP	196	76	81
DRC				
Kibali				
11447	EP	227	88	45
11467	EP	249	96	45
11468	EP	46	18	45
11469	EP	92	36	45
11470	EP	31	12	45
11471	EP	113	44	45
11472	EP	85	33	45
5052	EP	302	117	45
5073	EP	399	154	45
5088	EP	292	113	45
TOTAL AREA		**13,892**	**5,359**	

EP Exploitation Permit

EEP Exclusive Exploration Permit

Annual ore reserve declaration

At December 31,	Category	Tonnes (Mt) 2011	Tonnes (Mt) 2010	Grade (g/t) 2011	Grade (g/t) 2010	Gold (Moz) 2011	Gold (Moz) 2010	Attributable Gold (Moz) 2011	Attributable Gold (Moz) 2010
PROVEN AND PROBABLE RESERVES									
Kibali								**45%**	45%
	Probable	**78.62**	**74.32**	**4.04**	**4.21**	**10.21**	**10.05**	**4.59**	4.52
Sub total	Proven and probable	**78.62**	**74.32**	**4.04**	**4.21**	**10.21**	**10.05**	**4.59**	4.52
Loulo								**80%**	80%
	Proven	**2.83**	**4.54**	**2.58**	**2.98**	**0.23**	**0.43**	**0.19**	0.35
	Probable	**38.88**	**40.89**	**5.00**	**4.63**	**6.24**	**6.09**	**5.00**	4.87
Sub total	Proven and probable	**41.71**	**45.43**	**4.83**	**4.47**	**6.48**	**6.52**	**5.18**	5.22
Gounkoto								**80%**	80%
	Proven	**0.77**		**2.19**		**0.05**		**0.04**	
	Probable	**16.19**	**17.11**	**5.19**	**5.10**	**2.70**	**2.80**	**2.16**	2.24
Sub total	Proven and probable	**16.96**	**17.11**	**5.06**	**5.10**	**2.76**	**2.80**	**2.21**	2.24

Morila								40%	40%
	Proven	1.44	5.86	1.71	1.68	0.08	0.32	0.03	0.13
	Probable	6.68	6.69	1.14	1.14	0.24	0.24	0.10	0.10
Sub total	Proven and probable	8.12	12.55	1.24	1.39	0.32	0.56	0.13	0.22
								89%	89%
Tongon	Proven	0.89	0.42	1.68	1.93	0.05	0.03	0.04	0.02
	Probable	32.21	36.69	2.63	2.47	2.72	2.91	2.42	2.59
	Proven and probable	33.10	37.11	2.60	2.46	2.77	2.94	2.46	2.62
Massawa								83%	83%
	Probable	20.73	17.42	3.07	3.36	2.05	1.88	1.70	1.57
Sub total	Proven and probable	20.73	17.42	3.07	3.36	2.05	1.88	1.70	1.57
TOTAL RESERVES	Proven and probable	**199.25**	203.93	**3.84**	3.78	**24.58**	24.76	**16.28**	**16.39**

The reporting of Ore Reserves is in accordance with SEC Industry Guide 7.

Pit optimizations are carried out at a gold price of $1,000 per ounce, except for Tongon Northern Zone which is reported at $900 per ounce; underground reserves are also based on a gold price of $1,000 per ounce. Dilution and ore loss are incorporated into the calculation of reserves.

Addition of individual line items may not sum to sub totals because of rounding off to two decimal places.

Locality of the Loulo and Morila Mines in Mali

Mineral Rights and Permits

The following maps show the position of our current permits in West and Central Africa:

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Although we believe that our exploration permits will be renewed when they expire, based on the current applicable laws in the respective countries in which we have obtained permits, we cannot assure you that those permits will be renewed on the same or similar terms, or at all. In addition, although the mining laws of Mali, Côte d Ivoire, Senegal, Burkina Faso and DRC provide a right to mine should an economic orebody be discovered on a property held under an exploration permit, we cannot assure you that the relevant government will issue a permit that would allow us to mine. All mineral rights within the countries in which we are currently prospecting are state-owned. Our interests effectively grant us the right to develop and participate in any mine development on the permit areas.

SOCIAL RESPONSIBILITY AND ENVIRONMENTAL SUSTAINABILITY

This section highlights the key sustainability challenges facing our business, how we are addressing them and some of our achievements in this field from 2011. Sustainability is of growing importance to all our stakeholders and we are committed to reporting what we do, as well as monitoring performance against both our values and internationally accepted sustainability standards including the 10 sustainable development principles of the International Council on Mining and Metals (ICMM), World Bank Operational Guidelines, OECD Convention on Combating Bribery, the Voluntary Principles on Security and Human Rights and the Dodd-Frank Act. Real consultation with employees, local communities, governments, NGOs and the investment community has played a vital role in guiding our progress to date and will continue to be the backbone of our future development. We welcome feedback and seek to expand our consultation and disclosure to our broader stakeholder community.

Transparent Governance

Our board is supported by a dedicated environmental and social committee which meets and reports to the board quarterly. This committee, which is chaired by our chief executive officer, has included our group general manager: evaluation, group general manager: human capital, group metallurgist and the general managers of each of our operations.

In 2012 we appointed a new general manager: sustainability who will have overall executive responsibility for implementing our sustainability policy and will also sit on the committee.

Incentivizing Sustainable Behavior

We recognize the importance of ensuring that we have the right incentives in place to motivate individuals to be responsible for sustainability issues, to hold them to account for the delivery of these, while also maintaining the personal responsibility and entrepreneurial characteristics that are so critical to our activities.

We recognize that the context within which we are operating is changing; we are a much bigger company than we were five years ago, the potential contribution that mining can make to sustainable development (social, environmental and economic) is widely recognized, and stakeholders are increasingly demanding in terms of what they expect of companies such as ourselves. Therefore, we have conducted a structured review of our performance against the frameworks provided by organizations such as FTSE4Good and the Global Reporting Initiative. A review of our sustainability report will be analyzed by the board in 2012 and will inform the ongoing development of our sustainability strategy to ensure our sustainability monitoring and reporting matches our effectiveness on the ground.

Stakeholder Engagement

We pride ourselves on our active and innovative stakeholder engagement program. Strong local relationships are one of the foundation stones on which the company has been built and we believe that active and meaningful engagement with all stakeholders is a crucial part of ensuring we are running our business in an optimal way. We have an active stakeholder engagement program which is customized to the needs of eight specific stakeholder groups. These are: shareholders, employees, the communities in which we operate, governments (national, regional and local), NGOs with an interest in our operations, trade unions, suppliers and contractors, and the media.

We communicate with all these stakeholders regularly and welcome transparency at the highest level. For example, our chief executive officer regularly meets with employees, government representatives, all main shareholders and attends local community meetings at each operation at least once every six months.

Economic Development

Our approach

Our philosophy of partnership with the African countries in which we operate means that all our projects are geared towards mutual benefits. As well as driving profits for the company and tax revenues for our host countries, our mining projects create a series of local economic benefits including employment, revenue for local businesses and funding for community development projects.

Our aim is to build capacity in the countries where we operate, and we hope we can play a part in kick-starting national economies using mineral wealth. We also understand the risks involved in African investments and all our projects are preceded by a qualitative assessment combining governance, geological prospectivity, commercial infrastructure, environmental and social as well as other potential country risks.

Where possible we work with governments and international agencies such as USAID to ensure that as much social tax proceeds as possible return to those local communities most affected by our mines. Our procurement policy is to form mutually beneficial relationships with the best local suppliers. This enables us to build trust on the ground and also learn more about the business culture of the countries where we are operating.

Our performance

Our policy of creating value for all stakeholders has translated during 2011 into more than $167 million in taxation and dividend payments or amounts payable to host governments (attributable portion), and more than $18.6 million in direct community investment (attributable portion). In Mali, where our oldest mines exist, we have now contributed more than $1 billion dollars to the Treasury through taxes and other payments. In the case of the Morila mine, the State of Mali has received almost twice as much as have either of the joint venture partners.

Wherever possible and feasible, we procure goods and services from local suppliers. By doing so, we stimulate the local economy. Our main supplier of hydrocarbons in Mali and Côte d Ivoire is Ben & Co Holdings, which has become one of the biggest fuel delivery businesses in the region. In 2011, several small and medium size steel and tank manufacturers were identified within Côte d Ivoire and use of these for sourcing construction materials is actively pursued. During 2011, Tongon spent $52.4 million or one out of each six dollars of its total costs on local suppliers of goods and services. Where local suppliers are not able to meet our needs we encourage international service providers to partner with leading African companies and pass on their expertise. We invited multinational supply chain managers to work with our logistics partners Multilog (formerly Afrilog) to train their employees in stock control mechanisms.

Developing Infrastructure

As a gold mining company, we are frequently the major catalysts behind some vital infrastructure projects in the countries where we operate. These include power stations, roads, electrical lines, water and sanitation. Improved infrastructure provides the necessary foundation to supply our mines as well as driving economic growth for local communities. Our strategy is to leverage the sustainable development benefits of these investments as much as possible. For example, a key focus for national energy policy in the DRC is the construction of hydroelectric power stations to provide power to our mines. These will increase access to sources of energy in the area in which we operate after years of armed conflict and civil unrest that made such access impossible. We are now investing $165 million to develop the 20MW Nzoro hydropower station adjacent to the Kibali River and other new power stations in the area. Taken together these developments will provide both a sustainable source of power for our mining activities as well as helping local agencies to provide a safe and reliable electricity supply for the local community.

Forging a pact with communities

Our approach

Our policy is to maximize local economic development by empowering local communities and to act with the highest ethical standards when managing issues such as grievances or resettlement requirements. We work with communities by supporting and participating in the development of elected local community development committees. We provide the funding and resourcing for these committees which allocate money and other resources to community development projects selected by the committee within a strategic framework set by our sustainable development filter. Committee budgets are approved at mining company board level and these funds are entirely separate from payments to governments, such as the Patent social tax, resettlement related compensation or medical care through our clinics. They are also complemented by charity fundraising events initiated by the company and joint ventures with charitable bodies such as the medical charities Doc to Dock and CURE.

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Artisanal and small-scale mining

As a mining company, we are sensitive to the potential for community issues to appear due to tension between our operations and artisanal and small-scale miners (ASM). To mitigate the business risks from alienating the ASM community the company creates employment by its presence in the area and also invests in creating non-mining related alternative available livelihood activities such as agriculture. We also seek to build effective co-habitation partnerships with legal ASMs based on work close to, but not on, our permits. This has been particularly relevant this year to the Gounkoto and Kibali areas. We always try to find effective ways to manage the artisanal mining issue in compliance with national laws and best practice guidelines such as the IFC Guidelines. We do not purchase any gold from any ASMs.

Working with local communities

All our community activity is carried out with respect for the cultures, customs, values and heritage of local communities, including indigenous peoples. At the exploration stage, the exploration teams, the majority of whose members are citizens of the country where the team is operation, consider social issues in their research. At the pre-construction/construction stage in our projects we ask the communities to select representatives for a local community liaison committee (CLC). A public participation process (PPP) is launched and the CLC members are also taken on a visit to an operating mine, so they get a deep understanding of our proposed project. The CLC assists us with local recruitment of construction employees, our communications and other actions around our projects. When the project becomes a mine a new election is held and the CLC, changes its name and focus to the community development committee (CDC). The CDC prioritizes community development projects and decides how its own budget will be spent.

Members of a local community committee may include local authority leaders, village-level traditional leaders, representatives and delegates from women, youth and hunter associations alongside company representatives. Our general manager: human capital attends two community liaison/development committee meetings on each mine each year. Our CEO also holds mass meetings and takes every opportunity that presents itself to interact with communities, to underline our commitment to the local community and to hear feedback directly.

We provide a sustainable development filter to help guide the CDC in selecting and prioritizing projects. This has the dual purpose of bringing projects in line with industry, national and international guidelines and focusing them around five main sustainability priorities: improving basic health, improving basic education, establishing food security, improving access to a potable water supply and creating non-mining employment opportunities.

Our performance

Our total spend on community development and related projects more than tripled this year to a total of $18.6 million (attributable portion). This came from our community development budgets, advantageous infrastructural development for the community and philanthropy. Some of the many individual projects supported by these funds in 2011 include the construction of school classrooms and donation of a generator to a secondary school in the Massawa area of Senegal, the creation of a market gardening program for women in Côte d Ivoire and Western Mali, the building of clinics in Northern Côte d Ivoire, the drilling of water boreholes for a number of villages in Southern and Western Mali, Democratic Republic of the Congo, Senegal and Northern Côte d Ivoire. At more mature mines, such as Morila, emphasis has shifted towards local economic development schemes such as agriculture projects. In Sitikily, near the Loulo mine, we have also funded an initiative with USAID that enables one of their governance committees to work with the local mayor to ensure that as much as possible of the patent tax paid by the mine is returned to local communities.

Ongoing work at all our mines includes analysis on the feasibility of agribusiness. In particular we encourage each mine to form alliances with agricultural entrepreneurs and businesses to train local farmers to produce agricultural products. The local farmers then sell their produce to a central co-operative set-up on or close to our mines locations. When set up, the owners of the co-operative include the mine, the joint venture partners from formal agribusinesses and local entrepreneurs. The farmers, who supply the agribusiness with produce such as honey, chicken, eggs and vegetables will inherit the mining company s share of the co-operative as part of our closure plan. The agribusiness also has the aim of increasing non-mine employment opportunities during the operation of the mine.

Grievance Mechanism

We have a grievance procedure in place at all our operations, that all members of the local communities can access if they believe that they have been unfairly treated or discriminated against. The procedure has been set up using guidance laid out by the IFC

Performance Standards and the Equator Principles. This process aims to maintain a peaceful social atmosphere in the case of a non-work related disagreement. A total of 395 grievances were registered at our five major sites through our grievance mechanism in 2011. In total, 97% of these grievances have now been resolved with the remaining 11 under review.

Resettlement

Our approach

The focus for our resettlement process is the affected person. Transparent and two-way consultation is fundamental to our resettlement process and a public participation process (PPP) is the starting point for all our resettlement activity. PPPs use the locally elected community committees as a key mechanism for discussing options, alongside radio broadcasts, meetings with tribal and religious leaders and open forums attended by the chief executive officer. The results of the PPP are incorporated in a RAP which is also put forward for further consultation. Our policies are designed to maintain community structures wherever possible and ensure that we compensate fairly in mitigation for any adverse effects on the community where they cannot be avoided. On the ground in many of the places we work financial compensation is not considered best practice. In the vast majority of cases we have a policy of a like for like asset replacement.

Our performance

In 2011, we spent an attributable $18 million ($41 million on a 100% basis) on RAP implementation. In all cases those people who were relocated moved to an improved socio-economic situation, while maintaining their neighborhood relationships in their new homes and farms. The Tongon resettlement process began in 2008 and, despite the complexities caused by the ongoing legacy of the recent civil war, the successful resettlement of more than 400 people, their extended families and agricultural land was completed in 2011. Relocations were focused around new hamlets located where good farmland was available. The Kibali RAP is the company s biggest to date involving up to 17,000 people from more than 3,600 households. The two largest villages have now been successfully relocated. June 2011 saw the official opening of the new Kokiza resettlement, which will include over 4,000 brick houses, 20 schools, police stations, clinics, new gardens and several churches including a large Roman Catholic Church. At Gounkoto, we have completed the resettlement of all affected households and all affected farmers, the latter with assistance from the Keneiba Agricultural authority to choose alternative and productive fields to be prepared. The farmers were satisfactorily compensated if their harvests were affected and they were provided with fertilizer and seeds. The physical resettlement at Gounkoto includes the resettlement of Faraba hamlet (eight households) and the resettlement of a land owner from Segelani and the chief of Sansamba and their extended families to Sakola, with their full cooperation.

Human rights

Our approach

We recognize our responsibility to respect human rights by essentially doing no harm to the individuals and groups within the sphere of impact of our mines. We do not see this as a passive responsibility, we recognize that it requires us to take positive steps to ensure our projects do not infringe on the enjoyment of rights in our areas of impact.

We identify any potential human rights issues at an early stage as part of the environmental and social impact assessments that we carry out on all projects. As projects develop we then put in place management structures to mitigate those risks.

It is our policy not to arm any security forces on our mines. Instead, we agree to legally binding contracts with the relevant local authorities that take into account the Universal Declaration of Human Rights and aim to ensure safety and security for any military or policing matters. We also include a human rights clause in our agreements with all suppliers. This binds them to comply with our ethics and our zero tolerance anti-bribery policy. It also puts a legal duty on the supplier to ensure there is no child or forced labor within the supply chain. However, we recognize that in areas of weak governance, legal compliance based approaches cannot always guarantee that companies are fulfilling their responsibility to respect the full framework of fundamental rights. We therefore also provide relevant staff, including security personnel, with appropriate cultural and human rights training and guidance and where possible invite relevant agencies of the United Nations to conduct training.

We also work with partners in both the local and international community to raise awareness and education levels concerning fundamental human rights.

Our performance

Although our mines are located in relatively stable locations within each country, the fundamental protection of human rights for our employees and the communities in which we operate remains a challenge. The DRC remains an active conflict zone where the Lord s Resistance Army and other militia operate and we have therefore fixed detailed and binding human rights agreements with the regional governor in the Haute Orientele area where the project is situated. This year security guards at the Kibali gold project as well as the Tongon received training from the human rights and child protection officers of either MONUC, the United Nations Organization Mission in the DRC and ONUCI, the UN operation in Côte d Ivoire, respectively. Plans have been prepared for the remainder of the security personnel in the group to receive human rights training in 2012 and Loulo and Morila have drawn up training plans using ONUCI training material. From 2012 on, human rights appreciation training will be incorporated into induction training for all employees.

Human Resources Report

Our approach

Our human resources management framework is designed to provide a workforce that has the skills, flexibility and diversity to meet the company s current and future business needs in West and Central Africa. Our policy is to recruit local people and then to develop their potential through learning opportunities and effective performance management. The process for each employee starts with psychometric testing during the recruitment process and is then constantly measured and managed through regular performance assessments. Our human resources operational teams at each site ensure that all people management issues are dealt with effectively and in accordance with company policies. Our recruitment policy prioritizes local community members and host country citizens and if the required skills are not locally available, we seek to fill positions from elsewhere within Africa if possible.

Our performance

Staff levels increased in 2011, reflecting the increase of activity at the Loulo and Kibali sites. By the end of 2011, we employed a total of 1,406 operational staff. Of these, 92% were nationals i.e. employees from the country of operation. Among senior positions, 75% are occupied by nationals. As part of an ongoing assessment of staffing needs at the Morila and Loulo mines, 79 employees were let go this year. All attempts were made to relocate these employees to other operations.

At December 31, 2011	**Group Staff**		**People working for sub-contractors**		**Total**
	Expats	**Nationals**	**Expats**	**Nationals**	
Gounkoto	2	10	2	1,053	1,067
Morila	13	311	7	358	689
Loulo	68	453	169	2,055	2,745
Tongon	28	382	47	1,108	1,565
Kibali	16	123	20	1,585	1,744
Total operations	**127**	**1,279**	**245**	**6,159**	**7,810**
Corporate, capital and exploration	43	285			328
Total	**170**	**1,564**	**245**	**6,159**	**8,138**

Industrial relations

Our belief in real partnership means we welcome the role of unions and representative committees at all our operations. We believe this strengthens our pact with labor . Our entire operational workforce (100%) are members of trade unions and local mine shop stewards are present in quarterly board meetings and regular management meetings.

This year we have given particular focus to improving communications with unions and this has shown positive results on the operations where meetings with representative bodies were held on a scheduled and systematic basis.

The industrial relations climate at all our operations was calm this year with no strikes or lock-outs exceeding one week s duration. In 2011, two days of industrial action occurred at Tongon where the union embarked on an illegal stay-away in spite of all national and regional labor authorities opposing the strike action. Employees slowly returned to work during the strike action as greater numbers became aware of the illegality of their actions. Other reportable incidents in 2011 include three strikes among sub-contractors at Kibali and a two-hour stoppage at Loulo.

Training and Education

Our approach

We work in remote areas where access to formal education and experience of industry is often limited. As our emphasis is on the recruitment of local people who are affected by our operations, this means that we have to do a lot more training than many of our competitors who do not operate in such remote areas. Our training and development strategies are therefore vital and have to be unique to prepare all employees for both their current and future roles. At the outset we select people to work with us by using a variety of selection tools, including a learning ability battery to assess the learning ability of illiterate job seekers.

For new mines being developed, training at the outset consists of shadow skills training . This involves employees of new mines moving to an existing mine for a period to learn the ropes from experienced operators. This shadow skills training is reinforced on the trainee s own mine during commissioning, when the trainee receives coaching from trained operators who come from an existing mine, to do this follow-up training, prior to the start-up of production. Supervisory, technical and management training and development are delivered by a mixture of action learning, i.e., on-the-job structured training and formal training courses held both on site and externally.

World class specialists are often used to assist the company with technical problems. When these specialists are on site we ask them to also undertake training for our technical staff as part of their time commitments. Finally, we have specialist training consultants based at every mine site. Every employee can have a say in the training and development gaps they perceive they have. Their opinions on this are captured as part of the annual performance appraisal exercise. We sponsor major development courses through a series of scholarships and other funding mechanisms appropriate to the development being undertaken.

Our performance

We practice a culture of constant learning and we encourage both our semi-skilled and skilled employees to engage in formal and informal training whenever possible. This is a fundamental part of our approach to managing our workforce and because the majority of our workforce is undergoing training and development of some sort at any one time, it makes total levels of training difficult to quantify.

We manage numerous formal training interventions across all our operations. These include cyanide safety, hazardous substances, first aid, metallurgy processes, community development, engineering maintenance, electrical and mechanical practice, air conditioner repair, occupational health, computer literacy, supervision, electrical competency, union capacity-building and business understanding for employee representatives. These formal training courses were attended by 421 employees in 2011.

As part of our commitment to local skills development over the long term we are also working with partners to help establish the African School of Mines (ASM), based in Bamako, the capital of Mali. The facility will help train West and Sub-Saharan African students in the technical skills needed to satisfy the increasingly high-skills demands of the mining industry in Africa. As part of our wider commitment to raising educational standards in the countries where we operate we also regularly invite lecturers and students from local universities and technical colleges onto the mine sites for study purposes.

Safety

Our approach

Safety is a key business risk and a priority for all our operations. Our goal is to operate a serious-injury and fatality-free business and we are committed to providing the safest possible working environment for our employees. Our health and safety policies are the same for both contractors and our employees. This year, we have linked safety performance to remuneration policies at the highest level. In 2011, a 10% target in reducing the Lost Time Injury Frequency Rate (LTIFR) was set and, again in 2012, a further 10% reduction is targeted.

The heart of our safety policy is personal responsibility. We believe that all individuals must take ownership and accountability for creating a safe environment and not leave it to a safety officer. Employees are also free to refuse to do something without reprimand if they think it s unsafe and are encouraged to challenge supervisors or middle managers on safety issues. Each worker also undergoes health and safety training modules, such as induction and cyanide training and has a toolbox safety briefing every morning.

We use OHSAS 18001, the occupational health and safety management standards, as a guide for health and safety practices at our operations. Our Morila mine is compliant with OHSAS 18001, and we aim to have Tongon and Loulo certified as OHSAS 18001 compliant in 2012 and all our currently active mines compliant by 2013.

Our performance

We recognize that maintaining high safety standards and delivering on our safety goals is hugely challenging. All phases of a mine, whether it be design, construction, operations or closure, present challenges and high safety performance can only be achieved through a constant focus on improving management systems and controls, learning from those accidents and incidents that do occur, and ensuring that all employees take personal responsibility for their safety and that of their colleagues.

Despite all of our efforts, we did not achieve our goal of being a serious-injury and fatality-free business in 2011. Tragically, three employees lost their lives in workplace incidents: Batieba Doumbia, Gountoko hauling supervisor; Salif Sawadogo, a Gounkoto contractor; and Yeo Siriki, a contractor at the Tongon mine. We understand that fatalities can be described by statistics but cannot be understood by statistics, and we pass our condolences on to the families involved. Any fatality is unacceptable and we investigate each incident fully, report to the board and undertake remedial actions to improve safety systems. Two of the fatalities occurred on transportation routes outside of the mine while the third occurred when Mr. Siriki drowned in a dewatering sump in the Tongon open pit. Following this accident the safety committee on the mine has enforced the procedure for obtaining water from such dewatering holes and placed a rope and a safety float that employees must wear when loading their water carts.

In addition to the three fatalities, we also had 19 Lost Time injuries (LTIs) across the group s operations (these are incidents where the individual involved is unable to perform his or her duties for at least one day).

Our operational safety data is presented in the table below:

Operational Safety Performance Overview*

	2011	2010
Total number of active mines or projects on which figures are based	4	3
Total number of employees and contractor staff	6,728	6,155
Total fatalities	3	1
Total Lost Time injuries#	19	27
Lost Time Injury Frequency Rate (LTIFR)+	1.29	1.75

* Operations include Loulo, Morila and Tongon for 2010 and these plus Gounkoto in 2011.
\# Defined as injuries that occur in the execution of duties that mean the person is unable to perform those duties for at least one day.
\+ LTIFR: Number of lost time injuries per million man-hours worked.

Given the year-to-year increase in the number of operational mines and the corresponding increase in the number of employees, we are pleased with our progress towards our safety goals. We are encouraged by the dramatic decrease in the number of shifts lost to injuries from 2010 to 2011 at the Tongon mine and with Morila mine s major achievement of zero incidences of LTIs in 2011. The increase in the LTI number at Loulo is disappointing, and will be an area of focus in 2012. Management has implemented increased safety awareness programs across the Loulo operation to counter the negative trend. The increase in construction activity and workers at the Kibali project resulted in a rise in LTIs year on year. However, here too the LTIFR decreased from 2010 to 2011 and as the year progressed a concerted safety drive led to an improvement in the safety statistics.

In 2011, we incurred no safety fines or prosecutions.

Occupational and Community Health

Our approach

Our group wide occupational health policy identifies the potential health hazards that are common to a gold mine such as dust, lead, cyanide and noise. Our policy puts in place critical steps for each mine to avoid the occupational diseases that may result. For example, to avoid saturnism from lead exposure each employee working in a lead process environment must undergo blood tests to ensure exposure limits of 1mg/m3 over

eight hours have not been surpassed.

Our assessments of safe exposure levels are based on internationally recognized monitoring standards, including OHSAS 18001. To eliminate or minimize exposure to the hazards, we provide personal protective equipment and regular training and ensure that the materials and equipment to deal with traumatic, toxic and cardiovascular emergencies are in place and regularly checked. All employees must pass minimum standards of fitness in order for their job to be performed safely.

Our policies on community health are framed by the independent baseline study of health issues that we commission at the feasibility stage of our projects. This enables us to identify the most important local health issues, priorities needs and then to measure our contribution. It also ensures that no negative health trends already present before our arrival can be unjustly attributed to the company at a later date.

Clinics are established at every mine site and treat employees, employees dependants and people from the local communities. Our medical staff work in partnership with the host governments, the World Health Organization and local NGOs on a number of public health initiatives including inoculations against diseases such as polio, yellow fever and tetanus. We also run specific programs to combat HIV/AIDS and malaria which pose two of the main health risks to our workforce and local communities.

All group medical officers measure and report against a standardized set of occupational and community health indicators. We also collaborate with medical charities and local healthcare authorities to deliver crucial medical equipment and supplies to village clinics in these areas.

Our Performance

The main occupational health issues include the potential for high levels of ambient dust in the air and poisons such as cyanide. We manage this by assessing the risks at each part of each site and identifying the need for protective equipment or for exposure reduction measures such as wet screening to reduce dust levels near rock crushing equipment. All potential cyanide hazards and risks are highlighted in a risk assessment at each site and personnel protective equipment, training and signage is available and regularly tested as required by the Cyanide Code. We have had no health incidents related to cyanide this year.

Our clinics deal with both occupational and community health issues. In 2011 more than 78,600 medical consultations were held for workers and community members at our clinics. The clinic at Kibali treated more than 9,400 patients last year, while Loulo treated around 90 patients per day. Around a quarter of cases were related to local villagers or employees dependants, reinforcing the important service we provide to the wider communities of our workforce. We delivered inoculations against polio, tetanus and yellow fever and also offered our facilities and resources to allow UN agencies to carry out other vaccinations. We have also used mobile video units (MVUs) to help spread health education in an entertaining way and these have proved very popular at Morila more than 1,000 villagers attended MVU sessions during one quarter.

Fighting Malaria and HIV/AIDS

We have taken a series of measures to combat both HIV/AIDS and malaria. We have worked in Africa for over 15 years and has become well acquainted with the difficulties of dealing with malaria. For example, we conduct an annual entomological survey at each site to determine the most effective insecticide to combat the disease. This year the survey showed a growing resistance by mosquitoes in some parts of West Africa to insecticides such as Deltamethrine and so we plan to switch to Carbamate in areas such as Loulo where malaria incidence rose this year. This site specific information feeds into our daily efforts against the disease including the distribution of impregnated mosquito nets and repellents, anti-mosquito spraying in a number of agricultural areas and malaria education programs at all our sites.

To combat the spread of HIV/AIDS we distribute condoms to employees and their families as well as provide free and confidential HIV testing, and run educational programs.

There is some evidence that these measures are contributing to positive outcomes. The incidence rate of malaria has dropped significantly at Morila this year from 26.69% in 2010 to 20.9%. The year under review also saw a downward trend in the reported incidence of new HIV cases. In the two mines where comparable data exists (Loulo and Morila), only 12 new cases were reported

compared to 33 in 2010, with zero new cases at Morila. Although we recognize every new infection may not be reported, taken together with the increase in voluntary testing, this does suggest a positive downward trend in actual new infections.

Malaria is a bigger problem in the eastern DRC than in West Africa as it has a significantly longer wet season (nine months) than the four to five month wet season in the latter. Kibali, which is currently an early stage construction project, had a malaria incidence rate of 113.15 in 2011 and has started the implementation of malaria control measures with assistance from Professor Hunt and the Malaria Control Group at the University of the Witwatersrand in South Africa. The established mines are better set up to combat malaria than mine development sites and new mines. Tongon was a construction site for most of 2010 while Gounkoto was in construction in 2011.

As with all our business efforts, we see partnership as a vital part of implementing our health policy. We have helped to import $1.8 million worth of medical equipment in co-operation with medical charities such as CURE to the Wasta/Durba area of the DRC, $900,000 worth of medical equipment to Mali through the charity Doc to Dock and a further $1 million is being delivered to the Korhogo/M bengue area of the northern Côte d Ivoire.

We also work closely with NGOs such as CIDA and the United Nations on their HIV/AIDS prevention initiatives, making our mine facilities, medical staff and transport available.

Environmental Management

Our approach

We identify and assess the environmental issues that need to be managed using our baseline environmental impact assessments. These pinpoint the likely environmental impacts of our mines and inform our project planning, development and expansion. All the likely negative and positive environmental impacts are also communicated to local communities at an early stage as part of our public participation programs. As projects develop we create and continually update an environmental management system (EMS) to mitigate these impacts, and any others that may manifest during the course of our operations.

Our approach is guided by the IFC Performance Standards on Social and Environmental Sustainability. Two of our mines are currently certified to the internationally-recognized ISO 14001 environment management standard and both the Tongon and Gounkoto mines are due to achieve accreditation in 2012.

We categorize environmental incidents according to three levels across all sites and aim to reduce these every year. Our approach is one of continuous improvement and includes a significant focus on Class 3 (minor) incidents, as we have found they act as an early warning system to avoid larger incidents. We have also identified four areas that we consider the biggest environmental risks to the business: energy use, water management, land rehabilitation and waste management.

Our performance

We measure three levels of environmental incidents at operational mines:

Class 1 Major incident resulting in death or injury of people or destruction of community property or husbandry.

Class 2 Medium incident involving material disruption to production or uncontrolled release of contaminated effluent outside the boundary fence of the operation.

Class 3 Minor incident involving controlled or uncontrolled release of effluent or pollutants within the boundary of the operation.

In 2011 there was no Class 1 incident. The majority of Class 2 and Class 3 incidents were reported at Loulo due to ongoing issues with the tailings pipeline and at Tongon which moved into operational phase this year. We received no fines for non-compliance with environmental laws and regulations in 2011.

Energy and Greenhouse gas (GHG) emissions

Our business is sensitive to variations in energy price and supply, which is why decreasing our energy consumption is a priority. We integrate climate-change related issues into the business control framework and have published a five year strategy to reduce normalized greenhouse gas emissions. Our strategy has set a target to reduce all greenhouse gas intensity emissions (both those emissions directly caused by our productions and energy we purchase) by 47% by 2015.

Our site-specific strategies to achieve this reduction are to run the Tongon mine on grid power, Kibali to be operational with at least 50% of power supplied by hydropower and Loulo to complete the capital program and migration to more fuel efficient generating machines. Morila is powered by fossil fuel power generation and was forecast to have ceased operations in 2013. The decision to extend Morila s life beyond 2013 was made subsequent to the setting of the five year strategy and is likely to have a significant impact on this, given the relatively small number of mines in operation. The above target will be updated in the 2012 CDP due in May 2012.

Our greenhouse gas (GHG) reduction strategy has two central elements: greater use of energy efficiency measures and a move away from diesel generation to hydropower and grid power. We are also committed to transparency and participate in the Carbon Disclosure Project each year.

2011 brought the Tongon mine in the Côte d Ivoire into full operation and we have been able to link this operation to the national grid which is gas and hydropower supported. We are also well advanced in ensuring the Kibali project will be able to use river hydropower schemes to meet 80% of energy requirements.

We have also taken considerable steps to improve our energy efficiency. Our energy use per tonne milled rose from 34.5kWh/t in 2010 to 34.8kWh/t in 2011 due to the start of fresh ore processing by year end. At Loulo mine, the transfer to more fuel efficient, medium speed generators and other energy efficiency measures reduced our diesel usage per kilowatt generated by 5.5% from 2009. Fuel efficiency has also been improved through better communication between the powerhouse and plant at Morila for when power is required.

Our total unverified GHG emissions for 2011, defined as the sum of onsite emissions were 435,000 tonnes of carbon dioxide equivalent (314,000 tonnes of carbon dioxide equivalent for 2010). The disclosure is currently undergoing independent verification and final verified numbers will be presented in the 2012 Carbon Disclosure Project. The increase in total carbon emissions reflects the growth of the company including the launch of operations at Gounkoto and increased tonnage production at Tongon in 2011. This increase in total emissions has been tempered by a continued decrease in emission intensity in 2011, in large part due to connecting the Tongon mine to the national grid, which is gas and hydropower supported. This year we reduced our rate to 39.08 tonnes of CO2 (or equivalent) per unit in 2011 from 44.28 tonnes per CO2 in 2009.

Water Use

Our water management policy is to maximize the use of recycled water for mining and processing and avoid or minimize adverse impacts in relation to discharges in the water. On our current operations we have a three year target to return 80% of grey water to our mine plants, and a five year target to return 85%. We strive to meet IFC guidelines on effluent discharge and are currently constructing additional handling facilities at the Gara and Yalea underground mines.

We are committed to minimizing seepage from tailings storage facilities (TSF). We outsource the management and construction of these facilities to a specialist company and employ an independent consulting engineer to ensure they are monitored at an optimal level. We have site-specific policies and systems to manage the procurement, transport, storage, use and disposal of cyanide and these are all implemented in accordance with the Cyanide Code of the respected International Cyanide Management Institute.

In 2011 we continued to focus on maximizing the return of water from TSFs in an attempt to minimize the off-take of fresh water from the environment. All our operations withdraw fresh water from adjacent river systems, from purpose built water storage dams or from dewatering of mining operations. The amount of water we removed from the environment has increased this year due to the addition of the Tongon as well as Gounkoto operations to our portfolio. Water management plans are aimed at increasing the reuse of water whenever we can, and to return it to the environment meeting regulatory limits.

Our freshwater withdrawal increased by 67% to 12,251 million liters in 2011 and our water withdrawal per tonne milled from 0.93 to 1.10kl/tonne, due to the ramp-up at Tongon and increased throughput at Loulo and Morila. The focus in 2012 will be to stabilize the new operations and implement water management systems aimed at maximizing the reuse of water from the TSFs.

The operations are in the process of redefining and standardizing the water performance parameters. We will standardize the methodology used across all the operational mines to quantify their water use and impacts and to ensure that the approach is in accordance with current industry best practice. We are updating the detailed water balances for Tongon and the expanded Loulo operation and plan to reprocess the tailings material at Morila and deposit it in the pit, thus simplifying the current water balance at the mine.

Land

Mining companies have an unavoidably large footprint on the land on which they operate, however our aim is to contribute to the conservation of biodiversity over the lifecycle of our mines and to manage our landholdings effectively.

We manage this process by conducting baseline surveys at the feasibility stage and then taking an annual digital image of the mine using an Ikonos satellite. This allows us to monitor changes in vegetation cover and measure affected areas as a result of mining activities. We use that information as part of a policy of constant rehabilitation while the mine is operational, instead of leaving it until the mine s closure. Unused roads, for example, can be removed and the land replanted while operations continue. This also makes sound financial sense. The information also informs closure plans, which are updated annually. Financial provision for the restoration of indigenous vegetation is set aside and audited independently each year, or whenever a major change to the mine plan occurs.

Morila is our most mature mine and mine life has been extended to 2021 with the incorporation of tailings treatment. Land rehabilitation of the open pit and mine waste dumps is already underway at the Morila site with more than 51 hectares of land rehabilitated on the site this year and a further 44 hectares planned for 2012. All sites have a nursery growing indigenous trees, suitable for replanting disturbed areas and local communities are encouraged to get involved by asking schools to plant saplings which we provide. More than 6,000 trees have been planted on the Morila and Loulo sites alone this year. Our mining concessions cover a total area of 315,900 hectares of which 5,624 hectares (1.78%) have been disturbed and require rehabilitation.

There are no endangered species with habitats in areas affected by our mines. In 2011, the environmental impact assessments at Kibali discovered several aquatic species, including a type of puffer fish (Petraodon sp), that has not been previously scientifically documented. This, along with several other previously undescribed species, will undergo the lengthy process of confirming they are indeed new and then named. This has led to further work to successfully demonstrate that the species is not endangered by our activities. More groups of this species have now been found elsewhere in the region and we are delighted to have played a part in this discovery.

Waste Management

We aim to recycle as much waste material as possible. All our mines have waste management plans that cover the sorting and recycling of a range of materials. Sorting of domestic and metal waste takes place at all mines and often involves small community-based enterprises which are able to extract value from the waste generated. Hydrocarbon waste collection, primarily used oil, is outsourced to reputable service providers who remove the material from the sites.

MARKETING

We derive the majority of our income from the sale of gold produced by Morila, Loulo and Tongon in the form of dorè, which we sell under agreement to a refinery. Under these agreements, we receive the ruling gold price on the day after dispatch, less refining and freight costs, for the gold content of the dorè gold. We have only one customer with whom we have an agreement to sell all of our gold production. The customer is chosen periodically on a tender basis from a selected pool of accredited refineries and international banks to ensure competitive refining and freight costs. Unlike other precious metal producers, gold mines do not compete to sell their product given that the price is not controlled by the producers.

PROPERTY

Our operational mining area is comprised of Morila operations of 200 square kilometers, the Loulo mining permit of 372 square kilometers and the Tongon project located within the 751 square kilometer Nielle exploitation permit. Our exploration permits are described under the subheading Mineral Rights and Permits in this report.

We also lease offices in London, Dakar, Abidjan, Bamako, Ouagadougou, Mwanza, Accra, Johannesburg, Jersey, Kinshasa and Entebbe.

LEGAL PROCEEDINGS

In August 2004, we entered into a fixed lump sum turnkey contract for $63 million for the design, supply, construction and commissioning of the Loulo processing plant and infrastructure with MDM Ferroman (Pty) Ltd, or MDM. At the end of 2005, after making advances and additional payments to MDM totaling $26 million in excess of the contract, we determined that MDM was unable to perform its obligations under the MDM Contract, at which time we enforced a contractual remedy which allowed us to act as our own general contractor and to complete the remaining work on the Loulo project that was required under the MDM Contract.

We sought to recover certain amounts from MDM, including advances of $10.7 million included in receivables as at December 31, 2010. Of this amount, $7 million was secured by performance bonds and the remainder was secured by various personal guarantees and other assets. In January 2009 and 2010, the liquidator declared and paid dividends of $1.6 million from the insolvent estate, leaving an outstanding balance of $10.7 million (stated net of an impairment provision of $1.3 million) as at December 31, 2010.

As part of our efforts to recoup the monies owed to us, MDM was put into liquidation on February 1, 2006, in connection with which the liquidators issued their report confirming that MDM s liabilities exceeded its assets. During 2011, ahead of proceedings to recover monies owing to the insolvent estate, settlement negotiations took place resulting in payments to the liquidator totaling $6.4 million. These funds were paid by the liquidator to us. Following receipt of these funds a decision was taken to write off the sum of $3.2 million, being the balance owing in respect of the performance bonds. The sum of $1.1 million is currently owing and we believe this amount is recoverable in respect of legal actions still outstanding.

As at December 31, 2011, the group had received claims for various taxes from the State of Mali totaling $64.3 million, in respect of the Loulo and Morila mines. Having taken professional advice, the group considers the claims to be wholly without merit or foundation and is strongly defending its position, including following the appropriate legal process for such disputes in Mali. Both companies have legally binding mining conventions which guarantee fiscal stability, govern the taxes applicable for the companies and allow for international arbitration in the event that a dispute cannot be resolved in the country. Management continues to engage with the Malian authorities at the highest level to resolve this issue and believes this is achievable given the group s experience in dealing with the State on similar issues, however, it may be necessary to arbitrate to resolve the disputes.

Other than as disclosed above we are not party to any material legal or arbitration proceedings, nor is any of our property the subject of pending material legal proceedings.

HEALTH AND SAFETY REGULATIONS

Mali

The primary laws, regulations and standards governing Safety and Health in our Malian operations are as follows:

Law 1992-020 Code du travail (the Labor Code);

Ordonnance No. 99-032 le code minier, Ordonnance 200-013 le code minier modifications 2000 (the Mining Code);

Decree No. 91-278 / PM-RM Approving the Establishment Agreement Covering Research and Mining in the Republic of Mali (the Decree)

Code de la Sécurité (INPS - Institut National de Prévoyance Sociale);

Sécurité Sociale du Mali (Social Security Code);

Convention Collective (National Collective Agreement for the Mining Industry).

Labor Code

The Labor Code provides generally for the following:

General provision for protection, prevention and hygiene,

Dangerous goods handling,

Employer responsibility regarding safety and health (implementation of safety system),

Labor inspector duty (control of employer safety system),

Injury notification to Labour Inspector within 48 hours,

Requirement to ensure medical service on site,

Medical leave (up to 12 months) and medical separation compensation, and

Establishment of a Joint Management and employees health and safety committee,

Mining Code

The Mining Code provides generally for an Occupational Health and Safety Committee (Joint management and employee safety committee), Personal Protective Equipment or PPE, safety guide, emergency procedure, means of education and sensitization, employees obligation regarding occupational health.

The Decree

The Decree provides generally for the following:

Must carry out research or mining work to ensure the safety and health of the public,

Must inform the local administrative authorities and the Director in the event of a fatal accident or serious injury or any natural phenomenon which may have an adverse effect on the safety of the area, the safety and hygiene of the personnel or conservation of the mine, neighboring mines or public roads, and

In the case of imminent danger or an accident, the local administrative authorities and the Director may requisition the necessary material and personnel to alleviate the danger, at the expense of the mining company.

Code de la Sécurité (INPS Institut National de Prévoyance Sociale)

The Code de la Sécurité provides generally for the following:

Requirement to have medical service on work site for occupational health and primary health care purposes,

Requirement for pre-employment medical check,

Requirement for periodical medical check of employees,

Requirement for general hygiene (ablutions, change house, potable water, workplace)

Protection against injury, environmental pollutants, occupational disease),

Ergonomic conditions,

Notification of occupational disease to the employer by the occupational health practitioner,

Requirement for first aid training for one employee per section of work or shift,

Requirement for compensation in case of debilitating injury, occupational disease,

Requirement for notifying injury and or occupational disease to INPS/Labor inspection, and

Redeployment of employee following injury and/or occupational disease.

Morila and Loulo have a Hygiene and Security Committee made up of elected labor and specialist management representatives, as outlined in the respective labor code. This committee designates, from its members, a consultative technical sub-committee charged

with the elaboration and application of a concerted policy of improvement of health and security conditions at work. Its composition, attributions and operational modalities are determined by legal provisions and regulations.

The chairman of this committee coordinates monthly committee meetings, sets the agendas with his secretariat, monitors resolutions and signs off on committee determinations.

The committee s secretariat ensures under the supervision of the chairman that:

- follow-up activities such as action resulting from the regular surveys and inspections are carried out; and
- health and safety manuals and updates are distributed, posters are posted on notice boards and safety committee minutes and reports are distributed.

Each mine s medical officer sits on the Hygiene and Security Committee and advises on the following:

- working conditions improvements;
- general hygiene on the operation;
- ergonomics;
- protection of workers safety in the workplace; and
- medical checks and eye and ear testing.

The Hygiene and Security Committee forms, from within its membership, two consultative commissions, the Commission of Inquiry and the Educational Commission. The Commission of Inquiry:

- investigates accidents and makes recommendations to avoid repetitions;
- ensures plant, machinery and equipment have adequate protection to avoid injury; and
- updates and revises safety and health manuals.

The Educational Commission:

- provides information and training on safe practices and potential risks;
- provides first aid training;

administers and promotes the safety suggestion scheme; and

explains, where necessary, the contents of the safety and health manual.

All employees are covered by the state s social security scheme and our medical reimbursement scheme, that reimburses a large portion of expenses related to medical treatment and medicines. Dental and optical expenses are also covered to 50%.

No post-employment medical aid liability exists for the group.

Côte d Ivoire

The primary laws, regulations and standards governing Safety and Health in our Côte d Ivoire operations is the Mining Code (95-553) of July 15, 1995.

The Mining Code provides generally for the following:

Any individual or legal entity carrying out works for prospecting or mining mineral substances is required to undertake such works in a way that the safety of the people and goods is assured,

Must adopt and comply with internal regulations concerning safety and specific hygiene measures, subject to approval by the Mining Authority,

Any accident in a mine or quarry or in their dependencies and any identified cause of accident must be reported to the Mining Authority as soon as possible, and

In case of impending danger or accident in a mine, mining engineers and other authorized agents of the Mining Authority must take all necessary measures, at the expense of the individual or legal entity, to stop the danger and prevent it from occurring again.

Safety Performance

Officials from the Labour Ministry, INPS and officials from the Ministry of Mines regularly visit and audit our operations. Both Morila and Loulo have received safety awards and commendations from INPS.

The national statistics in the countries of West Africa in which we operate are not generally available, with only fatalities cases and lost time/compensable injuries being reported.

Our safety programs are based on the outcome of the risk assessment and continual improvement strategy. The statistical measures we use to monitor our performance, such as LTIFR, are based on international good practice (OHSAS 18001) which we believe is the most accepted by our peers and best standard specification for such statistics.

We are progressing with the implementation of occupational health and safety assessment series OHSAS 18001 at all of our operations as part of our health and safety strategy to continuously improve safety in our operations.

See Social Responsibility and Environmental Sustainability.

PART III

Item 19. Exhibits

The following exhibits are filed as part of this Annual Report:

Exhibit No.	Exhibit
1.1****	Memorandum and Articles of Association of Randgold Resources Limited, as amended.
2.1****	Memorandum and Articles of Association of Randgold Resources Limited, as amended (see Exhibit 1.1).
2.2+++	Form of Amended and Restated Deposit Agreement, dated as of October 14, 2009 among Randgold Resources Limited, The Bank of New York as Depositary, and owners and holders from time to time of American Depositary receipts issued thereunder.
2.3+++	Form of American Depositary Receipt.
2.4*	Excerpts of relevant provisions of the Companies (Jersey) Law 1991.
2.5*	Shareholder s Agreement (English translation), dated June 23, 2000, between the State of Mali and Morila Limited.
4.1*	Deed Governing the Relationship Between the Parties Upon Admission between Randgold & Exploration Company Limited and Randgold Resources Limited, dated June 26, 1997 (Relationship Agreement).
4.2*	License Agreement, dated June 26, 1997, between Randgold & Exploration Company Limited and Randgold Resources Limited.
4.3*	Agreement, dated December 21, 1999, between Société des Mines de Morila SA, Randgold Resources Limited and Morila Limited (loan from Randgold Resources Limited to Morila Limited).
4.4*	Sale of Shares Agreement, dated May 29, 2000, between AngloGold Limited, Randgold Resources Limited and Randgold Resources (Morila) Limited.
4.5*	Joint Venture Agreement, dated May 29, 2000, between AngloGold Limited and Randgold Resources Limited.

4.6*	Operator Agreement, dated May 29, 2000, between Société des Mines de Morila SA and AngloGold Services Mali SA.
4.7*	Cession of Shareholder s Loan Memorandum of Agreement, dated July 3, 2000, between Randgold Resources Limited and AngloGold Morila Holdings Limited.
4.8*	Deferred Terms Agreement by and between Société des Mines de Morila SA and Rolls-Royce Power Ventures Limited, dated February 25, 2000.
4.9*	Deed of Guarantee, dated August 25, 2000, between Randgold Resources Limited, Randgold & Exploration Company Limited and SYPPS.
4.10*	Deferred Terms Agreement by and between Société des Mines de Morila SA and Rolls-Royce Power Ventures Limited, dated December 9, 1999.
4.11*	Deed of Guarantee given under the Morila Deferred Terms Agreement, dated March 3, 2000, between Randgold Resources Limited, Randgold & Exploration Company Limited and Mopps.
4.12*	Morila Exploitation Permit (English translation).
4.13*	Transfer of Morila Exploitation Permit from Randgold Resources Limited to Morila SA.
4.14*	Randgold Resources Limited Share Option Scheme.
4.15+	Structured Precious Metals Option and Loan Confirmation, dated August 30, 2002, between Randgold Resources Limited and NM Rothschild & Sons Limited.
4.16+	Third Contract of Employment between Randgold Resources Limited and Roger Ainsley Ralph Kebble.
4.17+	Services Agreement between Randgold & Exploration Company Limited and Randgold Resources Limited, dated February 2, 2003.
4.18++	Shareholder Loan Agreement dated August 1, 2004, between Randgold Resources Limited and Randgold Resources (Somilo) Limited.
4.19++	Termination Agreement, dated November 9, 2004, between Randgold Resources Limited and Mr. R.A.R. Kebble.
4.20++	Deed of Assignment, dated December 20, 2004, between Randgold Resources Limited and Société des Mines de Loulo S.A.
4.21++	International Swap Dealers Association Inc. Master Agreement, dated December 21, 2004, between Randgold Resources Limited and Absa Bank Limited.
4.22++	Amendment to Shareholders Loan Agreement, between Randgold Resources Limited and Randgold Resources (Somilo) Limited.
4.23#	Fifth Contract of Employment, dated January 31, 2005, between Randgold Resources Limited and Dennis Mark Bristow.
4.24§	Mining Contract Agreement, dated February 15, 2005, between Société des Mine de Loulo S.A. and BCM Mali S.A.
4.25§	Third Contract of Employment, dated April 20, 2006, between Randgold Resources Limited and Roger A. Williams.
4.26#	International Swap Dealers Association Inc. Master Agreement and Schedule thereto, dated April 23, 2007, between Fortis Bank NV/SA Limited and Randgold Resources Limited.
4.27#	International Swap Dealers Association Inc. Novation Agreement, dated April 23, 2007, between Randgold Resources Limited, Société Générale and Fortis Bank NV/SA.
4.28#	Revolving Credit Facility Agreement, dated May 1, 2007, among Randgold Resources (Somilo) Limited, Randgold Resources Limited, various Banks and Other Financial Institutions and NM Rothschild & Sons Limited.
4.29#	Charge Over Shares, dated May 8, 2007, between Randgold Resources Limited and NM Rothschild & Sons Limited.
4.30#	Charge Over Shares, dated May 8, 2007, between Mining Investments (Jersey) Limited and NM Rothschild & Sons Limited.
4.31#	Deed of Guarantee and Indemnity, dated May 8, 2007, between Randgold Resources Limited and NM Rothschild & Sons Limited.

4.32#	Deed of Guarantee and Indemnity, dated May 8, 2007, between Société des Mines de Loulo S.A. and NM Rothschild & Sons Limited.
4.33#	Deed of Assignment, dated May 8, 2007, between Randgold Resources Limited and NM Rothschild & Sons Limited.
4.34#	Registered Share Pledge Agreement, dated May 9, 2007, between Randgold Resources (Somilo) Limited and NM Rothschild & Sons Limited.
4.35##	Joint Venture Agreement, dated April 4, 2008, between New Mining CI and Randgold Resources (Côte d Ivoire) Limited.
4.36###	Addendum to the Joint Venture Agreement, dated April 4, 2008, between New Mining CI and Randgold Resources (Côte d Ivoire) Limited.
4.37###	Employment Contract, dated April 28, 2008, between Randgold Resources Limited and Dennis Mark Bristow.
4.38###	First Contract of Employment, dated April 28, 2007, between Randgold Resources Limited and Graham P. Shuttleworth.
4.39###	Addendum to the Joint Venture Agreement, dated April 22, 2008, between AngloGold Ashanti Limited and Randgold Resources Limited.
4.40###	Addendum to the Operatorship Agreement, dated April 22, 2008, between AngloGold Ashanti Limited, AngloGold Services Mali SA, Société des Mines de Morila SA and Mining Investments Jersey Limited.
4.41%	Project Management Agreement between La Société d Opération Ivoirienne d Électricité (SOPIE) and Randgold Resources C.I. SARL, dated March 2009.
4.42%	Letter Agreement, dated September 18, 2008, between Randgold Resources (Côte d Ivoire) Limited and New Mining Côte d Ivoire SARL.
4.43%	Rules of the Randgold Resources Limited Restricted Share Scheme.
4.44%	Contract of Employment, dated July 1, 2008, between Randgold Resources Limited and Graham P. Shuttleworth.
4.45%%	Agreement between Randgold Resources Limited and AngloGold Ashanti Limited dated July 16, 2009.
4.46%%	Amendment dated July 27, 2009 to Agreement between Randgold Resources Limited and AngloGold Ashanti Limited, dated July 16, 2009.
4.47%%	Irrevocable Commitment from Randgold Resources Limited to Moto Goldmines Limited, dated July 27, 2009.
4.48**	Arrangement Agreement, dated August 5, 2009, between Randgold Resources Limited, 0858065 B.C. Limited and Moto Goldmines Limited.
4.49**	Protocole d Accord, dated October 31, 2009, between Randgold Resources Limited, AngloGold Ashanti Limited, Moto Goldmines Limited, Kibali Goldmines S.P.R.L. and the Government of the Democratic Republic of The Congo.
4.50**	Share Purchase Agreement, dated October 31, 2009, between L Office des Mines de Kilo-Moto, Randgold Resources Limited, AngloGold Ashanti Limited, Moto Goldmines Limited, Border Energy Pty Limited, Kibali (Jersey) Limited and Kibali Goldmines S.P.R.L.
4.51***	Agreement, dated July 26, 2010 between Randgold Resources and DTP Terrassement.
4.52***	Joint Venture Agreement, dated July 16, 2009 between Randgold Resources Limited and AngloGold Ashanti Limited
4.53***	Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Philippe Liétard.
4.54***	Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Norborne Cole Jr.
4.55***	Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Christopher L Coleman.
4.56***	Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Robert I Israel.
4.57***	Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Karl Voltaire.

4.58***	Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Kadri Dagdelen.
4.59***	Contract of Employment, dated August 3, 2010, between Randgold Resources Limited and Graham P. Shuttleworth.
4.60****	Executive Service Agreement between Randgold Resources Limited and Dennis Mark Bristow, dated June 13, 2011.
4.61****	Executive Service Agreement between Randgold Resources Limited and Graham P. Shuttleworth, dated June 13, 2011.
4.62****	Appointment Letter, dated November 1, 2011, between Randgold Resources Limited and Andrew J. Quinn.
4.63****	Rules of Restricted Share Scheme (amended 2012).
4.64****	Rules of Co-Investment Plan.
4.65****	Randgold Resources Share Option Scheme, as amended.
8.1****	List of Subsidiaries.
12.1*****	Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2*****	Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1****	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2****	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
15.1****	Consent of BDO LLP.
15.2****	Consent of Shaun Gillespie.
15.3****	Consent of Mark Odell.
15.4****	Consent of Nick Kingaby.
15.5****	Consent of Daniel Donald.
15.6****	Consent of Tim Peters.
15.7****	Consent of Onno ten Brinke.

*	Incorporated herein by reference to Registrant s Registration Statement on Form F-1 (File No. 333-90972), filed on June 21, 2002.
+	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2002.
++	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2004.
+++	Incorporated by reference to Registrant s Registration Statement on Form F-6 (File No. 333-129147), filed on October 7, 2009.
§	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2005.
#	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2006.
##	Incorporated by reference to Registrant s Registration Statement on Form F-3 (File No. 333-147648), filed on November 27, 2007.
###	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2007.
%	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2008.
%%	Incorporated by reference to Registrant s Registration Statement on Form F-3 (File No. 333-160827), filed on July 27, 2009.
**	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2009.
***	Incorporated by reference to Registrant s Annual Report on Form 20-F for the fiscal year ended December 31, 2010.
****	Previously Filed with the Original Form 20-F.
*****	Filed Herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to the Annual Report on its behalf.

RANDGOLD RESOURCES LIMITED

By: /s/ D. Mark Bristow
Name: D. Mark Bristow
Title: Chief Executive Officer
Date: August 31, 2012

Exhibit Index

Exhibit No.	Exhibit
12.1	Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification by Financial Director pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.