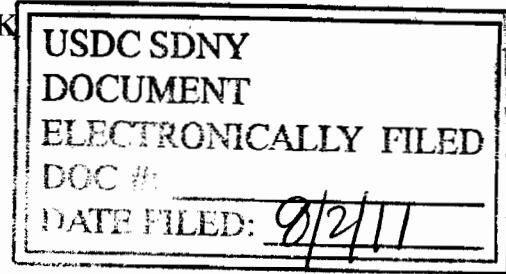


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



JAMES J. HAYES, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

HARMONY GOLD MINING COMPANY
LIMITED,

Defendant.

CASE NO. 1:08 Civ. 3653-BSJ-MHD

**ORDER PRELIMINARILY APPROVING SETTLEMENT
AND PROVIDING FOR NOTICE OF SETTLEMENT**

The Parties having made an application pursuant to Rule 23(e) of the Federal Rules of Civil Procedure for an Order preliminarily approving the Settlement of this Action, and the fairness of the terms and conditions of the Stipulation of Settlement (the "Stipulation"), dated July 18, 2011; and

The Court, having read and considered the Stipulation, and the Exhibits attached to it, with all capitalized terms contained in this Order having the same definitions as set forth in the Stipulation, and any inconsistencies between the Stipulation and this Order being controlled by the language of the Stipulation:

IT IS HEREBY ORDERED:

1. The Court preliminarily approves: (1) the Settlement of the Class Action and the terms set forth in the Stipulation, and (2) the proposed Plan of Allocation described in the Notice, as being fair, adequate and reasonable, subject to the right of any Class Member to challenge the fairness, reasonableness, or adequacy of the Settlement, the proposed Plan of Allocation, or the

fairness and adequacy of their representation by Class Counsel, and to show cause, if any exists, why a final judgment dismissing the Class Action based on the Stipulation should not be ordered after due and adequate notice to the Class has been given in conformity with this Order.

2. A hearing in this Action (the "Fairness Hearing") will be held before this Court on

November 10, 2011, at
2:00 p.m., in Courtroom 17C, United States District Court, 500 Pearl Street,
New York, New York 10007. The purpose of the Fairness Hearing is to determine:

- a. whether the terms of the Settlement described in the Stipulation are fair, reasonable and adequate, and should be approved by the Court;
- b. whether the proposed Plan of Allocation is fair and reasonable, and should be approved by the Court;
- c. whether the proposed Order and Final Judgment should be entered and the Action should be dismissed, on the merits and with prejudice;
- d. whether the application for Counsel Fees and Expenses should be approved;
- e. other such matters as the Court may deem appropriate.

3. The Court may approve the Settlement, with such modifications as may be agreed to on the one hand by Class Counsel, on behalf of the Class, and on the other hand by Defendant, if appropriate, without further notice to the Class. The Court further reserves the right to enter its Order and Final Judgment approving the Settlement Agreement and dismissing the Action on the merits and with prejudice regardless of whether it has approved the Plan of Allocation or awarded Counsel Fees and Expenses.

4. Not later than 14 days after the Court's entry of this Order (the "Notice Date"), Class Counsel shall cause a copy of the Notice of Proposed Settlement of Class Action and Motion for Attorneys' Fees and Fairness Hearing (the "Notice"), substantially in the form attached to the Stipulation as Exhibit A, and a Proof of Claim and Release form (the "Proof of Claim"), substantially in the form contained in the Notice, to be mailed by first class mail, postage prepaid, to each person or entity whose identity and address can reasonably be determined or that has been determined from the records of Harmony Gold, its agents or other entities as a person or entity who purchased Harmony Gold ADRs or call options, or sold Harmony Gold put options, between April 25, 2007 and August 7, 2007, inclusive. Prior to the Notice Date, Class Counsel will also cause a Summary Notice, substantially in the form attached to the Stipulation as Exhibit B, to be published once in *Investor's Business Daily*.

5. The Court approves Class Counsel's choice of the Garden City Group, Inc. as Claims Administrator to mail the Notice to the Class, publish the Summary Notice, identify and to locate Class Members, and administer claims. At or before the Fairness Hearing, Class Counsel shall file proof of such mailings and publication. The expenses of such notices and publication shall be paid in accordance with the Stipulation.

6. The Court approves the form and content of the: (i) Notice; (ii) Proof of Claim; and (iii) Summary Notice and finds that the mailing, distribution, and publication of such notices substantially in the manner and form set forth in Paragraph 4 of this Order meets the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process and other applicable law in the United States, and is the best notice practicable under the circumstances and will constitute due and sufficient notice to all persons entitled to receive notice.

7. As provided in the Notice, nominees who purchased Harmony Gold ADRs or call options, or sold Harmony Gold put options during the Class Period, beneficially owned by another person or entity shall send the Notice and Proof of Claim to such persons or entities within 7 days after receipt thereof, or send a list of names and addresses of such persons or entities to the Claims Administrator within 7 days of receipt thereof, in which event the Claims Administrator shall promptly mail the Notice and Proof of Claim to such persons or entities. Class Counsel or its designee shall furnish, upon the request of any nominee, copies of the Notice and Proof of Claim for mailing to beneficial owners of Harmony Gold securities. In those cases where a nominee elects to provide a list of names and addresses of persons for whom that nominee transacted in Harmony Gold securities during the Class Period, Class Counsel or its designee shall, upon receipt of the list, cause to be mailed a copy of the Notice and Proof of Claim to each person on it. Class Counsel shall offer to reimburse banks, brokerage houses, or other nominees for their reasonable out-of-pocket expenses incurred in providing notice to beneficial owners who are Class Members, which expenses would not have been incurred but for the sending of such notice, subject to further order of the Court with respect to any dispute concerning such compensation, and may be reimbursed pursuant to the Stipulation, subject to review by the Court.

8. A Class Member who files a request for exclusion in the manner set forth in the Notice no later than 21 days prior to the Fairness Hearing will be excluded from the Class by the Court and will be free to pursue on his own behalf and at his own expense any rights he may have, but will not participate in the Settlement. Any Class Member who has not properly or timely filed a request for exclusion will be included in the Class and upon any approval of the

Settlement will be bound by such Settlement and any final judgment rendered in connection with it.

9. Any Class Member who has not requested exclusion from the Class may appear personally, or by counsel of his own choice and at his own expense, at the Fairness Hearing to show cause why: (a) the Settlement and Plan of Allocation should or should not be approved as fair, reasonable, and adequate; (b) a final judgment should or should not be entered; or (c) counsel should or should not be awarded Counsel Fees and Expenses as requested. Class Members desiring to be heard to contest the approval of any of these matters that may be considered by the Court at the Fairness Hearing shall, no later than 21 days prior to the Fairness Hearing, serve by first-class mail proof of membership in the Class and written objections and copies of any supporting papers and briefs upon Class Counsel, Defendant's Counsel, and the Clerk of Court:

Court	Class Counsel	Defendant's Counsel
Clerk of Court U.S. District Court Southern District of New York 500 Pearl Street New York, NY 10022 Harmony Gold Mining Co. Litigation Case No. 08 Civ. 3653-BSJ-MHD	Joseph E. White, III SAXENA WHITE P.A. 2424 N. Federal Highway Suite 257 Boca Raton, FL 33431	Mark D. Gately HOGAN LOVELLS US LLP 100 International Drive Suite 2000 Baltimore, MD 21202

10. Any Class Member who does not object to the Settlement of the Class Action in the manner provided in this Order will be deemed to have waived such objection and will forever be foreclosed from making any objection to the Settlement, Stipulation or any portions thereof.

11. To be entitled to a distribution from the Settlement Fund (as provided in the Stipulation), a Class Member who has not requested exclusion must submit a Proof of Claim in the manner set forth in Paragraph 12 below. Any Class Member who does not submit a Proof of

Claim in the manner set forth in Paragraph 12 will not be entitled to share in the Settlement Fund, but nonetheless will be barred from asserting any Settled Claims against any of the Released Parties.

12. Proofs of Claim will be submitted in accordance with the following procedures and conditions:

a. A Proof of Claim must be submitted no later than 60 days after the Fairness Hearing, unless such date is extended for cause shown. Any Class Member claiming to be an Authorized Claimant shall be required to submit to the Claims Administrator a completed Proof of Claim, signed under penalty of perjury and supported by such documents as specified in the Proof of Claim and as are reasonably available to the Authorized Claimant. Any Class Member who fails to timely submit the required Proof of Claim will be precluded from receiving payment pursuant to the Stipulation, but will in all other respects be subject to the provisions of the Stipulation including the release provisions contained in it. A Proof of Claim will be submitted for purposes of the Settlement when postmarked or submitted online to the Claims Administrator. If a Proof of Claim contains incomplete or inadequate documentation, Class Counsel may provide the Class Member an opportunity to substantiate such claim by providing further documentation or information.

b. By filing a Proof of Claim, each Class Member agrees to submit to the jurisdiction of the Court for purposes of necessary discovery and the review of such claim pursuant to the terms of the Stipulation.

c. If the person executing the Proof of Claim is acting in a representative capacity, a certification of his or her authority to act on behalf of the Class Member must be included with the Proof of Claim.

13. Class Counsel and the Claims Administrator will be responsible for processing all Proofs of Claim and administering the Settlement, subject to review by the Court.

14. Pending the final determination of the fairness, reasonableness, and adequacy of the Settlement, no Class Member may prosecute any Settled Claim against any of the Released Parties, and the Released Parties may not prosecute any of Settled Defendant's Claims.

15. Class Counsel is authorized to act on behalf of the Class Members in all respects pursuant to the Stipulation or such other acts that are reasonably necessary to consummate the Settlement.

16. The Court may change the date and time of the Fairness Hearing without any further notice to members of the Class. The Court retains jurisdiction over the Action to consider all further applications arising out of or connected with the Settlement.

17. This Order, the Stipulation, and the Settlement are not an admission or concession by any of the Released Parties of the truth or validity of any claims in this Action or of any wrongdoing by them or of any liability of them or any violation of law, and none shall be used as an admission or concession with respect to any claim of any wrongdoing, fault, or omission by any of the Released Parties or any other person in connection with any transaction or occurrence or any statement, release, or written document issued, filed, or made; and neither this Order nor the Stipulation and the Settlement nor any related document, proceeding, or action, nor any reports or accounts thereof, shall be offered or received in evidence in any civil, criminal, or

administrative action or proceeding other than such proceedings as may be necessary to consummate or enforce the Stipulation and the Settlement.

18. The Settlement Account and any funds or assets in it shall be in the Court's legal custody, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed under the Stipulation and/or further Court Order(s).

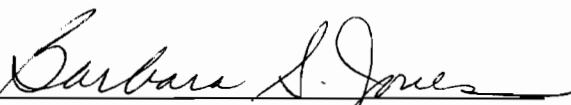
19. Class Counsel may pay, in accordance with the terms of the Stipulation, all Taxes, Tax Expenses, Administration Expenses and Notification Costs, out of the Settlement Fund.

20. Neither the Released Parties nor Defendant's Counsel shall have any responsibility for the Plan of Allocation or any application for reimbursement of Counsel Fees and Expenses, and such matters will be considered separately from the Settlement's fairness, reasonableness, and adequacy.

21. The Exhibits attached to the Stipulation filed with the Court are incorporated herein as though set forth in this Order.

Dated: August 2, 2011

SO ORDERED:



THE HONORABLE BARBARA S. JONES
UNITED STATES DISTRICT JUDGE