

FORM OF PROXY

HARMONY GOLD MINING COMPANY LIMITED
 Incorporated in the Republic of South Africa
 Registration number: 1950/038232/06
 (Harmony or company)
 JSE Share code: HAR
 NYSE Share code: HMY
 ISIN code: ZAE 000015228



TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION ONLY

For completion by registered members of Harmony who are unable to attend the annual general meeting of the company to be held at the Country Club Johannesburg, 1 Napier Road, Auckland Park, Johannesburg, South Africa (see map on page 13), on Wednesday, 30 November 2011 at 11:00 (SA time) or at any adjournment thereof.

I/We

of _____ address)

being the holder/s of _____ shares in the company, do hereby appoint:

1 _____ or, failing him/her

2 _____ or, failing him/her

the chairman of the annual general meeting, as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the abovementioned annual general meeting of members or at any adjournment thereof, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

	For	Against	Abstain
1. Ordinary resolution 1: To elect Mavuso Msimang as a director			
2. Ordinary resolution 2: To elect David Noko as a director			
3. Ordinary resolution 3: To elect John Wetton as a director			
4. Ordinary resolution 4: To re-elect Frank Abbott as a director			
5. Ordinary resolution 5: To re-elect Graham Briggs as a director			
6. Ordinary resolution 6: To re-elect Ken Dicks as a director			
7. Ordinary resolution 7: To elect Fikile De Buck as a member of the audit committee			
8. Ordinary resolution 8: To elect Simo Lushaba as a member of the audit committee			
9. Ordinary resolution 9: To elect Modise Motloba as a member of the audit committee			
10. Ordinary resolution 10: To elect John Wetton as a member of the audit committee			
11. Ordinary resolution 11: To reappoint external auditors			
12. Ordinary resolution 12: To approve the remuneration policy			
13. Ordinary resolution 13: To authorise the issue of shares			
14. Ordinary resolution 14: To amend the broad-based employee share ownership plan (ESOP)			
15. Special resolution 1: To approve directors' remuneration			
16. Special resolution 2: To approve financial assistance			

Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy may vote or abstain as he/she sees fit.

Signed at _____ this _____ day of _____ 2011

Signature _____

Assisted by me, where applicable (name and signature) _____

Completed forms of proxy must be lodged with:

1. Link Market Services South Africa (Pty) Limited by no later than 11:00 (SA time) on Monday, 28 November 2011; or
2. Capita Registrars, England by no later than 11:00 (SA time) on Monday, 28 November 2011

Please read the notes and instructions on the reverse side.

NOTES

1. A form of proxy is only to be completed by those ordinary shareholders who are:
 - 1.1 registered holders of ordinary shares in certificated form; or
 - 1.2 holders of dematerialised shares of the company in their own name.
2. If you have already dematerialised your ordinary shares through a central securities depository participant (CSDP) or broker and wish to attend the annual general meeting, you must request your CSDP or broker to provide you with a letter of representation or you must instruct your CSDP or broker to vote by proxy on your behalf in terms of the agreement entered into between yourself and your CSDP or broker.
3. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space. The person whose name stands first on the form of proxy and who is present at the annual general meeting of shareholders will be entitled to act to the exclusion of those whose names follow.
4. On a show of hands a member of the company present in person or by proxy will have one (1) vote irrespective of the number of shares he/she holds or represents, provided that a proxy will, irrespective of the number of members he/she represents, have only one (1) vote. On a poll a member who is present in person or represented by proxy will be entitled to that proportion of the total votes in the company, which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the company.
5. A member's instructions to the proxy must be indicated by the insertion of the relevant numbers of votes exercisable by the member in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the member's votes exercisable thereat. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the member or by the proxy.
6. Forms of proxy (as enclosed) must be dated and signed by the shareholder appointing a proxy and must be received at the offices of the transfer secretaries, Link Market Services South Africa (Proprietary) Limited, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000, Fax number: 086 674 2450) or Capita Registrars, the Registry, 39 Beckenham Road, Beckenham, Kent, BR3 4TU, England, by no later than 11:00 (SA time) on Monday, 28 November 2011. Before a proxy exercises any rights of a shareholder at the special general meeting, such form of proxy must be so delivered.
7. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy, unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting.
9. The completion of blank spaces overleaf need not be initialled. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. Notwithstanding the foregoing, the chairman of the annual general meeting may waive any formalities that would otherwise be a prerequisite for a valid proxy.
11. If any shares are jointly held, all joint members must sign this form of proxy. If more than one of those members is present at the annual general meeting either in person or by proxy, the person whose name appears first in the register shall be entitled to vote.