

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions commencing on page 5 of this circular have been used on this front cover.

If you are in any doubt as to the action that you should take, please consult your broker, CSDP, banker, legal adviser, accountant or other professional adviser immediately. If you have disposed of all your shares, please forward this circular, together with the attached form of proxy, to the broker, CSDP, banker or agent through whom you disposed of such shares.

RECOMMENDED ACTION

1. Certificated shareholders or dematerialised "own name" shareholders who are unable to attend the general meeting to be held at 11:00 (South African time) on Thursday, 22 May 2008, at The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, South Africa (the Corporate Office of AngloGold Ashanti) and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein, so as to reach AngloGold Ashanti's share registrars, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) South Africa or Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, England, or Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth, WA 6000 (GPO Box D182 Perth, WA 6840), Australia, or NTHC Limited, Martco House, Off Kwame Nkrumah Avenue, PO Box K1A 9563 Airport, Accra, Ghana, by no later than 11:00 (South African time) on Tuesday, 20 May 2008.
2. Dematerialised shareholders (other than dematerialised "own name" shareholders) must provide their CSDP or broker with their voting instructions or request their CSDP or broker to provide them with the necessary authority to attend the general meeting in person in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP or stockbroker.

The proposed rights offer referred to in this circular will be made in accordance with the Companies Act and will only be addressed to persons to whom it may lawfully be made. By subscribing for any shares offered in terms of the proposed rights offer you will be deemed to have represented and agreed that you are not (and any person for whom you are acting is not) (i) resident in any jurisdiction in which such offer would be unlawful or (ii) a person to whom the rights offer may not lawfully be made.



ANGLOGOLD ASHANTI ANGLOGOLD ASHANTI LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1944/017354/06)

ISIN: ZAE000043485 JSE share code: ANG

CIRCULAR TO SHAREHOLDERS

regarding

- **the grant of a general authority to AngloGold Ashanti directors to allot and issue up to a maximum of an additional 71 million shares in the authorised but unissued share capital of AngloGold Ashanti for the purpose of the proposed rights offer;**

and incorporating

- **a notice of general meeting;** and
- **a form of proxy** (for use by certificated shareholders and dematerialised shareholders with "own name" registration only)

JSE sponsor



South African legal advisers

T A B A C K S

United States and
United Kingdom legal advisers

SHEARMAN & STERLING LLP

Date of issue: 7 May 2008

This circular is available in English only. Copies are available from the registered office of AngloGold Ashanti and the share registrars at the addresses indicated on pages 3 and 4 of this circular.

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CDI voting instruction form	Enclosed (as applicable)
GhDS voting instruction form	Enclosed (as applicable)

* This form is not for use by holders of AngloGold Ashanti ADSs, AngloGold Ashanti CDIs and AngloGold Ashanti GhDSs.

SALIENT DATES AND TIMES

The definitions commencing on page 5 of this circular have, where necessary, been used below.

2008

Forms of proxy to be lodged not later than 11:00 (South African time) on	Tuesday, 20 May
General meeting to be held at 11:00 (South African time) on	Thursday, 22 May
Results of the general meeting released on SENS on	Thursday, 22 May
Results of the general meeting published in the South African press on	Friday, 23 May

Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on that exchange unless they have been dematerialised onto the Strate system. It is therefore suggested that certificated shareholders on AngloGold Ashanti's South African share register should consider dematerialising their shares and replacing them with electronic records of ownership. In this regard shareholders may contact either their own stockbroker or a preferred CSDP, details of which are available from Strate at queries@strate.co.za or telephone +27 11 759 5300 or fax +27 11 759 5505.

The dates and times in this circular are subject to change and any changes will be announced in the South African press and through SENS and other stock exchanges' news services. All times in this circular are South African local times unless otherwise stated.

CERTAIN FORWARD-LOOKING STATEMENTS

This circular includes "forward-looking information" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation those concerning: AngloGold Ashanti's strategy to reduce its gold hedging position, including the extent and effect of the reduction; the economic outlook for the gold mining industry; expectations regarding gold prices, production, cash costs and other operating results; growth prospects and outlook of AngloGold Ashanti's operations, individually or in the aggregate, including the completion and commencement of commercial operations at AngloGold Ashanti's exploration and production projects and the completion of acquisitions and dispositions; AngloGold Ashanti's liquidity and capital resources and expenditure; and the outcome and consequences of any pending litigation proceedings. These forward-looking statements are not based on historical facts, but rather reflect AngloGold Ashanti's current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases. Similarly, statements that describe AngloGold Ashanti's objectives, plans or goals are or may be forward-looking statements.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause AngloGold Ashanti's actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied by these forward-looking statements. Although AngloGold Ashanti believes that the expectations reflected in these forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct.

The forward-looking statements included in this circular are made only as of the last practicable date. AngloGold Ashanti undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this circular or to reflect the occurrence of unanticipated events. All subsequent written and oral forward-looking statements attributable to AngloGold Ashanti or any person acting on its behalf are qualified by the cautionary statement in this section.

NOTICE TO SHAREHOLDERS IN THE EUROPEAN ECONOMIC AREA, THE UNITED KINGDOM, GHANA AND JAPAN

The proposed rights offer described in this circular will only be addressed to and directed at persons in member states of the European Economic Area, or EEA, who are "Qualified Investors" within the meaning of Article 2(1)(e) of the European Parliament and Council Directive 2003/71/EC, including any measure implementing such Directive in any member state of the EEA (the "Prospectus Directive"). In addition, in the United Kingdom, the proposed rights offer will only be addressed to and directed at (1) Qualified Investors who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), or high net worth entities falling within Article 49(2)(a) – (d) of the Order or (2) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The new AngloGold Ashanti shares will only be available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with (1) in the United Kingdom, Relevant Persons and (2) in any member state of the EEA, other than the United Kingdom, Qualified Investors.

The proposed rights offer described in this circular will only be addressed to and directed at persons in Ghana who hold AngloGold Ashanti shares. The rights attributable to holders of AngloGold Ashanti GhDSs will, if a premium can be obtained over the expenses of the sale, be sold on the JSE as soon as practicable and such proceeds will then be remitted to the holders of AngloGold Ashanti GhDSs.

In addition, due to restrictions under securities laws, the proposed rights offer will not be available to persons who are residents in Japan.

Persons (1) in the United Kingdom who are not Relevant Persons (2) in any member state of the EEA other than the United Kingdom, who are not Qualified Investors are permitted to vote on the resolution to which this circular refers, however, no such persons shall have any entitlement or the ability to participate in the proposed rights offer referred to in this circular following its approval by resolution at the general meeting of shareholders of AngloGold Ashanti.

CORPORATE INFORMATION

DIRECTORS

Executive

M Cutifani** (*Chief Executive Officer*)
S Venkatakrishnan * (*Chief Financial Officer*)

Non-executive

R P Edey * (*Chairman*)
Dr T J Motlatsi (*Deputy Chairman*)
F B Arisman #
R E Bannerman †
J H Mensah †
W A Nairn
W L Nkuhlu
S M Pityana
S R Thompson *

* British # American † Ghanaian ** Australian

Vice President – Compliance and Corporate Administration

Ms Y Z Simelane

Company Secretary

Ms L Eatwell

OFFICES

Registered and Corporate

South Africa

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SHARE REGISTRARS

South Africa

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South Africa
Telephone: 0861 100 724 within South Africa
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Accra
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Fax: +233 21 229975

ADS DEPOSITARY

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Investor Services, PO Box 11258
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E-mail: shareowners@bankofny.com

LEGAL ADVISERS

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STOCK EXCHANGE LISTINGS

ISIN: ZAE000043485

<i>Stock Exchange</i>	<i>Type</i>	<i>Share Code</i>
JSE	Shares	ANG
LSE	Shares	AGD
NYSE	ADSs	AU
ASX	CDIs	AGG
GhSE	Shares	AGA
GhSE	GhDSs	AADS
Euronext Paris	Shares	VA
Euronext Brussels	IDRs	ANG

AngloGold Ashanti website:

www.anglogoldashanti.com

General e-mail enquiries:

investors@anglogoldashanti.com

Company Secretarial e-mail:

companysecretary@anglogoldashanti.com

DEFINITIONS

In this circular and the documents attached hereto, unless the context indicates otherwise:

- the words in the first column have the meanings stated opposite them in the second column, words in the singular include the plural and *vice versa*, words importing the masculine include the feminine, and words incorporating persons include juristic persons and associations of persons; and
- all times referred to are South African times unless otherwise stated.

“AngloGold Ashanti”	AngloGold Ashanti Limited, a company incorporated with limited liability under the laws of South Africa, registration number 1944/017354/06;
“AngloGold Ashanti ADSs”	the American Depositary Shares of AngloGold Ashanti, each of which represent one share deposited with The Bank of New York, as depositary;
“AngloGold Ashanti CDIs”	AngloGold Ashanti Clearing House Electronic Subregister System (or CHESS) Depositary Interests, five of which represent one share;
“AngloGold Ashanti GhDSs”	the Ghanaian Depositary Shares of AngloGold Ashanti, 100 of which represent one share deposited with NTHC Limited, as depositary;
“ASX”	the Australian Stock Exchange Limited, a company duly registered and incorporated with limited liability under the laws of Australia, registration number ABN98 008 624 691;
“certificated shareholders”	holders of certificated shares;
“certificated shares”	shares which are evidenced by a certificate or other physical document of title and which have not been dematerialised;
“circular”	this bound document, dated 7 May 2008, including the notice of general meeting and the form of proxy;
“Companies Act”	the South African Companies Act, 1973 as amended;
“CSDP”	Central Securities Depository Participant;
“custody agreement”	the custody mandate agreement between a dematerialised shareholder and a CSDP or broker covering their relationship in respect of dematerialised shares held by the CSDP or broker;
“dematerialised”, “dematerialisation” or “dematerialising”	the process by which certificated shares are or are to be converted into electronic form under the Strate system for trading on the JSE;
“dematerialised ”own name” shareholders”	shareholders who have dematerialised their shares and which shares are recorded in their own name in the sub-registers maintained by their CSDP or broker;
“dematerialised shares”	shares which have been dematerialised;
“directors”	the directors of AngloGold Ashanti from time to time;
“Exchange Act”	the U.S. Securities Exchange Act of 1934, as amended;
“general meeting”	the general meeting of shareholders to be held at 11:00 (South African time) on Thursday, 22 May 2008, at The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, South Africa (the Corporate Office of AngloGold Ashanti);

“GhSE”	the Ghana Stock Exchange;
“IDRs”	the unsponsored International Depositary Receipts trading on Euronext Brussels, each of which represent one share;
“JSE”	the JSE Limited, a company incorporated with limited liability under the laws of South Africa under registration number 2005/022939/06, licensed as an exchange under the Securities Services Act;
“LSE”	the London Stock Exchange plc, a public company duly registered and incorporated with limited liability under the laws of England and Wales under registration number 02075721;
“NYSE”	the New York Stock Exchange, Inc;
“last practicable date”	5 May 2008, being the last practicable date for inclusion of information prior to the finalisation of this circular;
“proposed rights offer”	the proposed rights offer referred to in AngloGold Ashanti’s announcement on 6 May 2008, and referred to in greater detail in paragraph 1 of this circular;
“proposed rights offer shares”	shares to be offered in terms of the proposed rights offer;
“SEC”	the United States Securities and Exchange Commission;
“Securities Act”	the U.S. Securities Act of 1933, as amended;
“SENS”	the Securities Exchange News Service of the JSE;
“shareholders”	registered holders of shares as reflected on the AngloGold Ashanti register and the sub-register maintained by a CSDP or broker;
“share registrars”	Computershare Investor Services (Pty) Limited in South Africa, Computershare Investor Services PLC in the United Kingdom, Computershare Investor Services Pty Limited in Australia, and NTHC Limited in Ghana;
“share”	an ordinary share having a par value of 25 South African cents each in the issued share capital of AngloGold Ashanti;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Limited (registration number 1998/022242/06), an electronic settlement environment for transactions to be settled and transfer of ownership to be recorded electronically;
“\$”	dollars, the official currency of the United States of America; and
“ZAR”	rand, the official currency of South Africa.

1. PURPOSE OF THIS CIRCULAR

AngloGold Ashanti intends to proceed, subject to certain conditions, with an approximate one-for-four renounceable rights offer, which would result in AngloGold Ashanti issuing approximately 69.4 million shares at a minimum share price of ZAR172, raising gross proceeds of approximately ZAR11.9 billion (\$1.6 billion based on an exchange rate of ZAR7.56 /\$1 on 5 May 2008) (the "proposed rights offer"). The proposed rights offer is fully underwritten, subject to certain conditions, by Goldman Sachs International, UBS Limited and Morgan Stanley & Co. International plc. The final rights offer price will be announced at the time of the announcement of the rights offer.

The purpose of this circular and the notice of general meeting which forms part of this circular, is to furnish information to shareholders, and to convene a general meeting to be held at The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, South Africa (the Corporate Office of AngloGold Ashanti), at 11:00 (South African time) on Thursday, 22 May 2008, at which general meeting shareholders will be asked to approve the granting of a general authority to the directors to allot and issue up to a maximum of 71 million additional shares in the authorised but unissued share capital of AngloGold Ashanti. This authority will enable the directors to issue the shares required to implement the proposed rights offer.

The authority referred to above is in addition to the general authority to allot and issue shares, the general authority to issue convertible securities and the specific authority to allot and issue shares to Golden Cycle shareholders to implement the merger transaction, proposed at AngloGold Ashanti's annual general meeting held on 6 May 2008. The general authorities to allot and issue shares will continue to remain in place until the next annual general meeting of AngloGold Ashanti to be held in 2009.

Accordingly, the general meeting, notice of which forms part of this circular, has been convened to consider and, if deemed fit, pass a resolution to grant a general authority to the directors to allot and issue up to a maximum of an additional 71 million shares in the authorised but unissued share capital of AngloGold Ashanti in order to proceed with and implement the proposed rights offer.

Full details of the rights offer, including the financial effects, will be provided to shareholders outside of the United States in a rights offer circular to be posted to shareholders outside of the United States in due course. In the United States, the rights offer is intended to be made pursuant to a registration statement on Form F-3 on file with the SEC and the related U.S. prospectus. The U.S. prospectus will be posted to shareholders and holders of AngloGold Ashanti ADSs in the United States in due course.

2. PURPOSE OF THE PROPOSED RIGHTS OFFER AND USE OF PROCEEDS OF THE PROPOSED RIGHTS OFFER

The principal purpose of the proposed rights offer is to provide AngloGold Ashanti with additional financial resources to improve its financial flexibility. In particular, the net proceeds from the proposed rights offer will allow AngloGold Ashanti both to significantly restructure and reduce its existing gold hedging position, which has adversely affected its financial performance in recent years, while also being able to continue to fund its principal development projects and exploration growth initiatives. Pending this use of proceeds, as described in detail below, the net proceeds of the proposed rights offer may, in the interim, be used by AngloGold Ashanti to reduce short-term borrowings and the borrowings outstanding on its revolving credit facility or retained as cash and invested in accordance with AngloGold Ashanti's cash management policies.

Reducing AngloGold Ashanti's gold hedging position

AngloGold Ashanti has traditionally used commodity instruments to protect a portion of its anticipated gold production against declines in the market price of gold. However, the use of hedging instruments has prevented AngloGold Ashanti from fully participating in the significant increase in the market price for gold in recent years. Since 2001, AngloGold Ashanti has been reducing its gold hedge commitments through deliveries into maturing contracts, hedge buy-backs and other restructurings in order to allow for greater participation in the rising gold price environment. As at 31 December 2007, the total net delta tonnage of AngloGold Ashanti's hedge positions was 10.39 million ounces and the total committed hedge position was 11.28 million ounces, an increase of 0.16 million ounces and a reduction of 0.34 million ounces against the 31 December 2006, hedge delta and hedge committed position, respectively. As at 31 December 2007, the marked-to-market value of all hedge transactions making up the hedge positions was negative \$4.27 billion.

As at 31 March 2008, hedging positions of approximately 3.28 million ounces of hedge delta and 3.66 million ounces of commitments against AngloGold Ashanti's gold production will mature in 2008 and 2009. Since the beginning of 2008, prevailing spot gold prices have been significantly higher than those prevailing during 2007. If these high prices continue to prevail, AngloGold Ashanti estimates that, due to its gold hedging arrangements, the prices it will receive for its gold production during 2008 and 2009 will be significantly lower than the prevailing spot prices during those years.

AngloGold Ashanti has taken, and continues to take, steps to increase its participation in the higher prevailing spot prices for gold, or that will allow it to reduce its hedge position as a percentage of its current or future gold production, including:

- *Continuing to deliver into maturing gold hedges or implementing hedge buy-backs, thereby reducing AngloGold Ashanti's gold hedge position over time.* During the three months ended 31 March 2008, AngloGold Ashanti had reduced the net delta tonnage of its gold hedge by 1.13 million ounces to 9.26 million ounces by delivering into maturing gold hedges and also effecting opportunistic hedge buy-backs.
- *Acquiring remaining minority interests at its existing mines and pursuing other merger and acquisition opportunities with a view to increasing AngloGold Ashanti's level of gold production and its ore reserves, thereby reducing its total hedged position as a percentage of its total gold production and ore reserves.* For example, during the fourth quarter of 2007 AngloGold Ashanti acquired the remaining 15% minority interest in the Iduapriem & Teberebie (Iduapriem) mine in Ghana. In addition, in January 2008 AngloGold Ashanti signed a merger agreement with Golden Cycle Gold Corporation which, if the acquisition is completed, will allow AngloGold Ashanti to continue to consolidate 100% ownership of the CC&V mine in Colorado.
- *Increasing brownfields exploration and development programmes, both in and around its existing mine sites, with a view to increasing AngloGold Ashanti's gold production and ore reserves, thereby reducing its total hedged position as a percentage of its total ore reserves.* Over the past two years, AngloGold Ashanti's total ore reserves have increased from 63.3 million ounces to 73.1 million ounces (net of depletion of some 11.1 million ounces). As at 31 December 2007, the net delta tonnage of AngloGold Ashanti's gold hedge represented approximately 14% of its total ore reserves, or approximately two years' worth of current annual gold production.
- *Continuing to increase its greenfield exploration activities in new geographical areas.* In 2008, the majority of AngloGold Ashanti's greenfields exploration expenditure of approximately \$105 million is expected to be incurred in:
 - Colombia, where AngloGold Ashanti has achieved significant exploration success in the recent past both at its wholly owned properties, in particular La Colosa where a pre-feasibility study will commence during 2008, as well as at its various joint ventures;
 - Australia, where AngloGold Ashanti is completing a pre-feasibility study at the Tropicana joint venture; and
 - the Democratic Republic of Congo in respect of its Mongbwalu concession.

Given exploration successes at the above greenfields exploration projects to date, AngloGold Ashanti expects that in the foreseeable future these exploration projects are likely to add to its ore reserves and medium to longer term gold production.

- *Identified, as part of a recently completed asset review, those assets which are no longer considered to be consistent with AngloGold Ashanti's desired asset profile.* AngloGold Ashanti intends to sell or restructure these assets over approximately the next 15 months. AngloGold Ashanti expects that the reduced funding requirements of these assets, together with the proceeds from any asset sales, will further enhance its financial position and flexibility and may allow further reductions of its gold hedge position.

Notwithstanding the steps AngloGold Ashanti has taken to date, AngloGold Ashanti's gold hedging position has continued to have a significant adverse affect upon its financial performance. AngloGold Ashanti believes that this has also negatively affected the market price of its ordinary shares, further constraining its financial flexibility. In order to address this issue, the directors have resolved to reduce AngloGold Ashanti's gold hedging position significantly. In order to achieve this AngloGold Ashanti intends to procure early settlement of certain contracts otherwise due to mature in 2009 and 2010 during the course of 2008 in addition to settling

contracts already due to mature in 2008. Given the low committed prices of these contracts, AngloGold Ashanti expects that if these measures were implemented it would result in a realisation of previously recognised losses measured by the difference between the committed price of the contracts and the prevailing gold price at the time that these contracts are settled. If the restructuring is implemented as anticipated, the received price for the remainder of 2008 should be approximately \$475 per ounce assuming a gold price of \$900 per ounce and gold production for the remainder of 2008 of 3.8 million ounces. AngloGold Ashanti also continues to give consideration to the early settlement of contracts not currently recorded on its balance sheet (Normal Purchase Normal Sale Exemption ("NPSE")) by means of physical delivery. Such early settlement, if it were to occur, would result in a significant adverse impact on the revenues recorded in AngloGold Ashanti's income statement, as sales that would have otherwise been executed at the spot gold price will be replaced with sales based on the contracted prices of such NPSE contracts that are settled.

In addition to the settlement of certain contracts during 2008 AngloGold Ashanti also intends to restructure some of the remainder of its hedge book in order to achieve greater participation in the spot price for gold beyond 2009. The exact nature and extent of the restructuring will depend upon prevailing and anticipated market conditions at the time, particularly the prevailing gold price and exchange rates as well as other relevant economic factors.

If the restructuring is executed as currently anticipated the overall impact would be to reduce the hedge book to approximately 6.25 million ounces, which would represent 8.6% of AngloGold Ashanti's ore reserves as at 31 December 2007. As a result of this reduction the discount to the spot price realised during 2009 is estimated to be approximately 6% and at a similar level thereafter assuming a gold price of \$900 per ounce.

Funding AngloGold Ashanti's development projects and exploration initiatives

In addition to restructuring and reducing its gold hedge position, a portion of the net proceeds from the proposed rights offer may be applied to the funding of AngloGold Ashanti's existing development projects and exploration initiatives consistent with its strategic objective of pursuing growth initiatives to enhance its shareholder value.

In 2008, exploration expenditure is budgeted at \$220 million, of which \$105 million is budgeted to be spent on greenfields exploration and \$115 million is budgeted to be spent on brownfields exploration.

Current key brownfields development initiatives underway in 2008 include:

- *Boddington*: The Boddington project, which involves mining the basement reserves beneath the oxide pits, was approved by the directors in March 2006. The project has a current attributable capital budget of \$735 million (attributable capital expenditure of \$392 million is budgeted for 2008). By the end of 2007, overall project progress was approximately 65 percent complete, with engineering and procurement activities nearing completion and construction of the treatment plant approximately 32 percent complete. Based on the current mine plan, mine life is estimated to be more than 20 years, with attributable life-of-mine gold production expected to be greater than 5.7 million ounces of gold. Production is anticipated to commence at Boddington in late 2008 or early 2009.
- *Mponeng Ventersdorp Contact Reef below 120 level*: AngloGold Ashanti estimates that this project, which entails accessing and exploiting the Ventersdorp Contact Reef ore reserves at Mponeng below 120 level, will add 2.5 million ounces to production over the life of the project. The cost of this project is estimated to be \$252 million, of which capital expenditure of \$35 million is budgeted for 2008. This project was approved by the directors in February 2007, following which construction began. On-reef development and thus the start of production is scheduled for 2013 with full production expected to commence in 2015.
- *TauTona Carbon Leader Reef below 120 level*: This project, which was approved in July 2003, entails accessing and exploiting the Carbon Leader Reef ore reserves at TauTona located below 120 level. Production was planned to begin in 2009 and AngloGold Ashanti estimated that this project would produce up to 2.5 million ounces of gold from 2009 to 2019. Total budgeted capital expenditure for this project was \$172 million, of which \$73 million had been spent by the end of 2007. However, this project is currently under review as it is possible that part of the ore reserves forming this project could be accessed from the neighbouring Mponeng mine. Capital expenditure of \$17 million was budgeted for this project for 2008.

- *Obuasi Tailings Sulphide Plant:* This project, which was approved in April 2008, entails the construction of a flotation circuit to enable the treatment of lower grade underground sulphide ore (than is being treated at the existing Sulphide Treatment Plant that currently treats all ore produced from underground operations) as well as low grade surface sulphide stockpiles and tailings. The project is anticipated to produce 702,000 ounces of gold over its life and increase annual gold production at Obuasi by between 50,000 and 85,000 ounces per annum. Production via this plant is anticipated to commence in the first half of 2009. Capital expenditure of \$42 million is budgeted for this project for 2008. The project is expected to be commissioned in the fourth quarter of 2008.
- *Iduapriem Plant Expansion:* This project, approved in November 2006, involves the addition and modification of metallurgical treatment and infrastructure at Iduapriem. These initiatives are being implemented to increase plant capacity, improve gold recovery and also reduce operating expenditure. It is estimated that these initiatives will add some 117,000 ounces of production over the life of mine at Iduapriem and increase annual gold production by some 50,000 ounces (albeit over a shorter life of mine assuming no further growth in ore reserves at Iduapriem). Capital expenditure of \$42 million is budgeted for this project for 2008. The project is expected to be commissioned in the fourth quarter of 2008.

AngloGold Ashanti estimates that the total cost to continue to fund its existing development projects, including those key projects outlined above, will be approximately \$1,262 million in 2008.

3. SHARE CAPITAL AND FINANCIAL EFFECTS

AngloGold Ashanti's authorised share capital is ZAR102,120,000, divided into ordinary shares of par value ZAR0.25 each, E-ordinary shares of par value ZAR0.25 each, A redeemable preference shares of par value ZAR0.50 each, and B redeemable preference shares of par value ZAR0.01 each. The ordinary shares, E-ordinary shares and the A redeemable preference shares have voting rights, while the B redeemable preference shares have voting rights only under certain circumstances and, in respect of each of these classes of shares, there is no provision in the articles of association of AngloGold Ashanti for cumulative voting. The authorised and issued share capital of AngloGold Ashanti as at the last practicable date is set out below:

	Ordinary shares	E-ordinary shares ⁽¹⁾	A redeemable preference shares	B redeemable preference shares
Authorised:				
– number	400,000,000	4,280,000	2,000,000	5,000,000
– amount	ZAR100,000,000	ZAR1,070,000	ZAR1,000,000	ZAR50,000
Issued at last practicable date:				
– number	277,758,301	4,073,330	2,000,000	778,896
– nominal amount	ZAR69,439,575	ZAR1,018,333	ZAR1,000,000	ZAR7,789
– share premium amount	ZAR22,673,440,626	ZAR338,309,911	ZAR117,456,000	ZAR194,716,211
– total share capital	ZAR22,742,880,201	ZAR339,328,244	ZAR118,456,000	ZAR194,724,000

(1) All of the 4,280,000 authorised E-ordinary shares have been issued. At the last practicable date, 206,670 E-ordinary shares have been cancelled in exchange for 8,120 ordinary shares in accordance with the conversion formula approved by shareholders at AngloGold Ashanti's general meeting of shareholders held on 11 December 2006.

The resolution to be passed at the general meeting will, until the proposed rights offer is implemented:

- have no impact on the authorised or issued share capital of AngloGold Ashanti;
- have no impact on the net asset value, net tangible asset value, earnings and headline earnings per share of AngloGold Ashanti; and
- have no significant cash flow implications.

4. SHAREHOLDER SUPPORT

Anglo South Africa Capital (Proprietary) Limited ("Anglo American") currently owns approximately 16.6% of AngloGold Ashanti's issued shares. Anglo American has agreed to vote in favour of the resolution that is contained in the notice of general meeting included in this circular.

Anglo American has confirmed to AngloGold Ashanti that it will not offer, sell or allot any shares, or other securities that are convertible into, or exchangeable for, or represent the right to receive AngloGold Ashanti shares, for a 90-day period from the time AngloGold Ashanti first delivers shares to subscribers following the exercise of rights by such subscribers.

Allan Gray Limited ("Allan Gray") which currently acts as investment manager for clients holding approximately 11.2% of AngloGold Ashanti's issued shares, has agreed to vote the shares over which it has voting rights (approximately 4.9% of AngloGold Ashanti's issued shares) in favour of the resolution that is contained in the notice of general meeting in this circular and to recommend to its clients having the voting rights over the remaining shares (approximately 6.3% of AngloGold Ashanti's issued shares) to vote in favour of such resolution. Allan Gray has also agreed to procure that its clients currently holding approximately 11.2% of AngloGold Ashanti's issued shares will subscribe for their entire entitlement under the proposed rights offer.

The Public Investment Corporation ("PIC") currently owns approximately 8.5% of AngloGold Ashanti's issued shares. The PIC has agreed, in respect of the shares it currently owns and any shares that it may acquire prior to the general meeting, to vote in favour of the resolution that is contained in the notice of general meeting included in this circular and to subscribe for its entire entitlement under the proposed rights offer.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are given on page 3 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the circular contains all information required by the Listings Requirements of the JSE.

6. GENERAL MEETING

Attached to and forming part of this circular is a notice convening the general meeting to be held at 11:00 (South African time) on Thursday, 22 May 2008 at The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, South Africa, (the Corporate Office of AngloGold Ashanti), in order to consider and, if deemed fit, pass, with or without modification, the resolution which is contained in such notice.

Certificated shareholders and dematerialised "own name" shareholders, who are unable to attend the general meeting and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein, so as to reach the share registrars in South Africa, the United Kingdom, Australia or Ghana by no later than 11:00 (South African time) on Tuesday, 20 May 2008. The addresses of the share registrars are set out on the outside cover of this circular.

Dematerialised shareholders (other than dematerialised own name shareholders) must advise their CSDP or broker of their voting instructions should they wish to be represented at the general meeting. If, however, such shareholders wish to attend the general meeting in person, they will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement.

7. CONSENTS

The legal advisers, JSE sponsor, United Kingdom secretaries, share registrars and ADS depository to AngloGold Ashanti have consented in writing to act in the capacity stated and to their names being included in this circular and have not withdrawn their consent prior to the issue of this circular.

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by shareholders from the date of this circular, up to and including Thursday, 22 May 2008, during normal business hours on weekdays (excluding official public holidays) at AngloGold Ashanti's registered office and its United Kingdom Secretaries, as detailed under "Corporate Information":

- memorandum and articles of association of AngloGold Ashanti;
- the audited IFRS annual financial statements of AngloGold Ashanti for the three financial years ended 31 December 2005, 2006 and 2007;
- the 2007 Mineral Reserves and Ore Resources Statement;
- the service contracts of Messrs M Cutifani and S Venkatakrishnan;
- the Registration Rights agreement entered into between AngloGold Ashanti and Anglo South Africa Capital (Proprietary) Limited dated 23 March 2006;
- the letters of undertaking referred to in paragraph 4 of this circular;
- the consent letters referred to in paragraph 7 of this circular; and
- this circular.

By order of the board

Yedwa Z Simelane

Vice President – Compliance and Corporate Administration

7 May 2008

Johannesburg
South Africa

Registered office and postal address

76 Jeppe Street
Newtown
Johannesburg 2001
(PO Box 62117, Marshalltown 2107)
South Africa



ANGLOGOLD ASHANTI
ANGLOGOLD ASHANTI LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1944/017354/06)

ISIN: ZAE000043485 JSE share code: ANG

ASX share code: AGG

("AngloGold Ashanti" or "the company")

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of AngloGold Ashanti will be held at 11:00 (South African time) on Thursday, 22 May 2008, at The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, South Africa, (the Corporate Office of AngloGold Ashanti), for the purpose of considering and, if deemed fit, passing, with or without modification, the following ordinary resolution:

ORDINARY RESOLUTION

"Resolved as an ordinary resolution that, subject to the provisions of the Companies Act, 1973, as amended, and the Listings Requirements of the JSE Limited from time to time, the directors of the company are hereby, as a general authority and approval, authorised to allot and issue up to a maximum of 71 million additional ordinary shares of 25 cents each in the authorised but unissued share capital of the company, by way of a renounceable rights offer of up to a maximum of 71 million ordinary shares of 25 cents each on such terms as they may, in their discretion, determine."

The reason for proposing the above ordinary resolution is to seek a general authority and approval for the directors of the company to allot and issue up to an additional 71 million ordinary shares of 25 cents each in the authorised but unissued share capital of the company in order to enable the company to undertake a renounceable rights offer of up to a maximum of 71 million ordinary shares of 25 cents each.

VOTING AND PROXIES

A shareholder entitled to attend and vote at the general meeting may appoint one or more proxies to attend, speak and, on a poll, vote in his/her stead. A proxy need not be a shareholder of the Company.

Certificated shareholders and dematerialised "own name" shareholders (whose name appears on the sub-register maintained by their CSDP or broker), who are unable to attend the general meeting and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein, so as to reach the Company's share registrars in South Africa, the United Kingdom, Australia or Ghana by no later than 11:00 (South African time) on Tuesday, 20 May 2008. The addresses of the share registrars are on the cover of the circular of which this notice forms part.

Duly completed AngloGold Ashanti CDI voting instruction forms must be received by the share registrars in Perth, Australia, by 11:00 (Perth time) on 20 May 2008.

In accordance with the AngloGold Ashanti Ghanaian Depositary Shares ("GhDSs") Agreement dated 26 April 2004, the Depositary will mail all appropriate notice, together with a voting instruction form, to holders of GhDSs ("Holders"). Holders may direct the Depositary via the voting instruction form to vote on their behalf in the manner such Holders may direct.

Dematerialised shareholders (other than dematerialised "own name" shareholders) must advise their CSDP or broker of their voting instructions should they wish to be represented at the general meeting. If, however, such shareholders wish to attend the general meeting in person, they will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP or broker.

Shareholders may also use the electronic online proxy voting facility for purposes of instructing their CSDP or broker as to how they wish to vote. In order for shareholders to use their online proxy voting facility, which is free of charge, it is necessary to register for the service via the following website. Registration is also free of charge. <http://www.investorportal.co.za> (click on the AngloGold Ashanti icon).

A demonstration of the electronic online proxy voting process may be viewed on <http://www.investorportal.co.za>

By order of the Board

Yedwa Z Simelane

Vice President – Compliance and Corporate Administration

Johannesburg
South Africa

7 May 2008



ANGLOGOLD ASHANTI
ANGLOGOLD ASHANTI LIMITED

(Incorporated in the Republic of South Africa)
 (Registration number 1944/017354/06)
 ISIN: ZAE000043485 JSE share code: ANG
 ("AngloGold Ashanti" or "the company")

FORM OF PROXY

FOR USE ONLY BY ANGLOGOLD ASHANTI SHAREHOLDERS HOLDING ORDINARY SHARES IN CERTIFICATED FORM ("CERTIFICATED SHAREHOLDERS") AND ANGLOGOLD ASHANTI SHAREHOLDERS WHO HAVE DEMATERIALISED THEIR ORDINARY SHARES AND WHOSE SHAREHOLDING IS RECORDED IN THEIR OWN NAME IN THE SUB-REGISTER MAINTAINED BY THEIR CENTRAL SECURITIES DEPOSITORY PARTICIPANT ("CSDP") OR BROKER ("DEMATERIALISED "OWN NAME" SHAREHOLDERS") IN RESPECT OF THE GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT 11:00 (SOUTH AFRICAN TIME) ON THURSDAY, 22 MAY 2008 AT THE AUDITORIUM, 76 JEPPE STREET, NEWTOWN, JOHANNESBURG, SOUTH AFRICA (THE CORPORATE OFFICE OF ANGLOGOLD ASHANTI) AND AT ANY ADJOURNMENT THEREOF ("GENERAL MEETING")

THIS FORM OF PROXY IS NOT FOR USE BY SHAREHOLDERS WHO HAVE DEMATERIALISED THEIR ANGLOGOLD ASHANTI ORDINARY SHARES (AND WHOSE SHAREHOLDING IS NOT RECORDED IN THEIR OWN NAME IN THE SUB-REGISTER MAINTAINED BY THEIR CSDP OR BROKER)

I/We _____

of (address) _____

being a shareholder of the Company, holding ordinary shares in AngloGold Ashanti, do hereby appoint:

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the chairman of the general meeting,

as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the general meeting and to vote or abstain from voting as follows on the ordinary resolution to be proposed at the general meeting:

Please indicate with an "X" in the appropriate spaces how votes are to be cast:

	For	Against	Abstain
Ordinary Resolution General authority to allot and issue shares by way of a renounceable rights offer			

A certificated shareholder or dematerialised "own name" shareholder entitled to attend and vote at the general meeting may appoint a proxy or proxies to attend, speak and, on a poll, vote in his/her stead. A proxy need not be a shareholder of the Company.

Every person present and entitled to vote at the general meeting as a shareholder or as a representative of a body corporate shall on a show of hands have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, every share shall have one vote.

Signed at _____ on _____ 2008

Name in BLOCK LETTERS _____ Signature _____

(Initials and surname of joint holders, if any)

Please refer to notes on the reverse side hereof.

This form of proxy is not for use by holders of American Depositary Shares, CHESS Depositary Interests and AngloGold Ashanti Ghanaian Depositary Shares.

NOTES:

1. A signatory to this form of proxy may insert the name of a proxy or the name of an alternative proxy of the signatory's choice in the blank spaces provided with or without deleting "the chairman of the general meeting", but any such deletion must be signed in full by the signatory. Any insertion or deletion not complying with the foregoing will be deemed not to have been validly effected. The person present at the general meeting whose name appears first on the list of names on the face hereof, shall be the validly appointed proxy for the shareholder concerned at the general meeting.
2. A shareholder's instructions to the proxy must be indicated in the appropriate spaces provided. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, or to cast all those votes in the same way, but the total of votes cast, and in respect whereof abstention is directed, may not exceed the total of the votes exercisable by the shareholder or the proxy. Failure to comply with the above or to provide voting instructions or the giving of contradictory instructions will be deemed to authorise the chairman of the general meeting (if he or she is the proxy to vote in favour of the ordinary resolution and any other proxy to vote or abstain from voting at the general meeting as he/she deems fit, in respect of all the shareholder's votes exercisable at the general meeting.
3. Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.
4. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the share registrars in South Africa, the United Kingdom, Australia or Ghana.
5. When there are joint holders of shares, any one holder may sign this form of proxy.
6. The completion and lodging of this form of proxy will not preclude the shareholder who grants the proxy from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
7. The chairman of the general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.
8. **Completed forms of proxy should be returned to one of the undermentioned addresses by no later than 11:00 (South African time) on Tuesday, 20 May 2008:**

Computershare Investor Services (Pty) Limited	Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) South Africa
Computershare Investor Services PLC	PO Box 82, The Pavilions, Bridgwater Road Bristol BS99 7NH, England, United Kingdom
Computershare Investor Services Pty Limited	Level 2, 45 St George's Terrace, Perth, WA 6000 (GPO Box D182, Perth, WA 6840) Australia
NTHC Limited	Martco House Off Kwame Nkrumah Avenue PO Box K1A 9563 Airport Accra Ghana