

Principle	Met	Comment
1 – Lay solid foundations for management and oversight		
1.1	<p>A listed entity should disclose:</p> <p>a) The respective roles and responsibilities of its board and management; and</p>	<p>✓</p> <p>The Company has a Board Charter in the Corporate Governance section of its website which sets out the responsibilities of the Board and management.</p> <p>The Board’s primary responsibility is to oversee the Company’s business activities and management for the benefit of its shareholders, which includes:</p> <ul style="list-style-type: none"> • the development of corporate objectives and strategy with management, approving plans, new investments, major capital and operating expenditures and major funding activities proposed by management; • Providing ongoing and effective cultural stewardship which includes ensuring that the organisation’s structures, policies and procedures are actively supporting the desired culture of the organisation; • monitoring actual performance against defined performance expectations; • overseeing the management of business risks; • satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review; • satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately; • Ensuring that Regis acts legally and responsibly on all matters; • Reporting to and advising shareholders; • Appointing and, where appropriate, removing the CEO, monitoring other key executive appointments and planning for executive succession; and • Overseeing and evaluating the performance of the CEO, and through the CEO, receiving reports on the performance of other senior executives in the context of the organisation’s strategies and objectives and their attainment. <p>The Board has established an Audit and Risk Management Committee and a Remuneration, Nomination and Diversity Committee to assist it in discharging its functions.</p>

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<p>b) Those matters expressly reserved to the board and those delegated to management.</p>	<p>✓</p>	<p>The Managing Director is responsible for running the affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out his responsibilities the Managing Director must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.</p> <p>Senior executives are responsible for supporting the Managing Director and to assist the Managing Director in running the general operations and financial business of the Company, in accordance with the delegated authority of the Board.</p>
<p>1.2 A listed entity should:</p> <p>a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>✓</p> <p>✓</p>	<p>The Board, through the Remuneration, Nomination and Diversity Committee, oversees the appointment, selection and induction process for Directors. When a vacancy exists or there is need for particular skills, the Board determines the selection criteria based on the skills deemed necessary.</p> <p>The Board identifies potential candidates and they are assessed by the Board against background, experience, professional skills, personal qualities and their availability to commit themselves to the Board's activities and those of the Company. The Board then appoints the most suitable candidate.</p> <p>The skills, experience and qualifications of each Director are documented on the Company's website and are also included in the Annual Report. A summary of this information is contained in the Company's Notice of Annual General Meeting for those Director's that are standing for re-election.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>✓</p>	<p>Written agreements are in place with each Director and senior executive setting out the terms of their appointment.</p>
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>✓</p>	<p>The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.</p> <p>The Company Secretary is responsible for advising the Board and its Committees on governance matters, ensuring correct Board and Committee policy and procedure is followed, coordinating the preparation and dispatch of Board and Committee papers, taking accurate minutes that reflect the business discussed at meetings and facilitating the professional development of Directors.</p> <p>Each Director of the Company is able to communicate directly with the Company Secretary and vice versa.</p>
<p>1.5 A listed entity should:</p> <p>a) Have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p>	<p>✓</p>	<p>The Company has a Diversity Policy and has set measurable objectives for achieving gender diversity. The Board assesses these objectives annually along with the Company's progress in achieving them.</p>

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<p>b) Disclose that policy or a summary of it; and</p> <p>c) Disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p>	<p>✓</p> <p>✓</p>	<p>The Company's policy is to recruit and manage on the basis of qualification for the position and performance; regardless of gender, age, nationality, race, religious beliefs, cultural background or sexuality. The Company's Diversity Policy sets out objectives relating to diversity and strategies to achieve those objectives.</p> <p>The Company's Diversity Policy is located in the Corporate Governance section of the Company's website at: www.regisresources.com.au</p> <table border="1" data-bbox="794 517 1540 907"> <thead> <tr> <th data-bbox="794 517 1177 551">Objective</th> <th data-bbox="1177 517 1540 551">Status</th> </tr> </thead> <tbody> <tr> <td data-bbox="794 551 1177 779">Report monthly gender diversity statistics to the Board which are measured against historical percentages and industry averages</td> <td data-bbox="1177 551 1540 779">The Board receives a monthly management report that details the gender diversity in the Company. Female participation at the end of June 2019 was 21% versus the industry average of 16%.</td> </tr> <tr> <td data-bbox="794 779 1177 907">All new Non-Executive Board appointments should preferably include at least one female short listed candidate</td> <td data-bbox="1177 779 1540 907">Achieved.</td> </tr> </tbody> </table>	Objective	Status	Report monthly gender diversity statistics to the Board which are measured against historical percentages and industry averages	The Board receives a monthly management report that details the gender diversity in the Company. Female participation at the end of June 2019 was 21% versus the industry average of 16%.	All new Non-Executive Board appointments should preferably include at least one female short listed candidate	Achieved.																								
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<ul style="list-style-type: none"> the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under the Act. 	<p>✓</p> <p>N/A</p>	<table border="1" data-bbox="794 943 1524 1182"> <thead> <tr> <th data-bbox="794 943 970 1010"></th> <th data-bbox="970 943 1102 1010">Women</th> <th data-bbox="1102 943 1198 1010">Men</th> <th data-bbox="1198 943 1310 1010">Total</th> <th data-bbox="1310 943 1524 1010">% Women</th> </tr> </thead> <tbody> <tr> <td data-bbox="794 1010 970 1043">Board</td> <td data-bbox="970 1010 1102 1043">1</td> <td data-bbox="1102 1010 1198 1043">5</td> <td data-bbox="1198 1010 1310 1043">6</td> <td data-bbox="1310 1010 1524 1043">17%</td> </tr> <tr> <td data-bbox="794 1043 970 1077">KMP</td> <td data-bbox="970 1043 1102 1077">-</td> <td data-bbox="1102 1043 1198 1077">1</td> <td data-bbox="1198 1043 1310 1077">1</td> <td data-bbox="1310 1043 1524 1077">0%</td> </tr> <tr> <td data-bbox="794 1077 970 1111">GM's</td> <td data-bbox="970 1077 1102 1111">2</td> <td data-bbox="1102 1077 1198 1111">8</td> <td data-bbox="1198 1077 1310 1111">10</td> <td data-bbox="1310 1077 1524 1111">20%</td> </tr> <tr> <td data-bbox="794 1111 970 1144">Other</td> <td data-bbox="970 1111 1102 1144">67</td> <td data-bbox="1102 1111 1198 1144">254</td> <td data-bbox="1198 1111 1310 1144">321</td> <td data-bbox="1310 1111 1524 1144">21%</td> </tr> <tr> <td data-bbox="794 1144 970 1182">Total</td> <td data-bbox="970 1144 1102 1182">70</td> <td data-bbox="1102 1144 1198 1182">268</td> <td data-bbox="1198 1144 1310 1182">338</td> <td data-bbox="1310 1144 1524 1182">21%</td> </tr> </tbody> </table> <p>Senior executives are defined as key management personnel (those who report directly to the Managing Director) and personnel employed as General Managers.</p>		Women	Men	Total	% Women	Board	1	5	6	17%	KMP	-	1	1	0%	GM's	2	8	10	20%	Other	67	254	321	21%	Total	70	268	338	21%
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<p>1.6 A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p>	<p>✓</p>	<p>The Company's Corporate Governance Policies include a Performance Evaluation Process Policy which discloses the annual process for evaluating performance.</p> <p>The Board is required to assess its performance as a whole and the performance of the Committees of the Board annually. This process occurs at the end of the financial year and the Performance Evaluation Process establishes some guidelines for this review.</p> <p>The Chairman and the Board regularly discussed the performance and composition of the Board and various Committees during the year. Whilst this process is continual and ongoing, a formal self-</p>																														

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<p>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>✓</p>	<p>assessment is also completed by each Director of their own performance along with the effectiveness of the Board as a whole.</p> <p>In addition, the Chairman annually reviews the individual performance and contribution to the Board of each Director.</p> <p>A performance evaluation of the Board and its Directors was undertaken during the reporting period in accordance with the Company's Performance Evaluation Policy.</p>															
<p>1.7 A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>✓</p> <p>✓</p>	<p>The performance of the Managing Director is reviewed by the Remuneration, Nomination and Diversity Committee.</p> <p>The Managing Director is responsible for assessing the performance of the senior executives within the organisation. This is performed annually.</p> <p>While no formal performance evaluation was completed, there was an informal process completed as part of the remuneration considerations for FY20. A consistent performance evaluation process will be introduced across the Company.</p>															
<p>2 – Structure the Board to Add Value</p>																	
<p>2.1 The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ul style="list-style-type: none"> • has at least three members, a majority of whom are independent directors; and • is chaired by an independent director, • and disclose: • the charter of the committee; and • the members of the committee; and • as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. 	<p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p>	<p>The Company has a Remuneration, Nomination and Diversity Committee that has 3 members who are all independent Non-Executive Directors.</p> <p>The Committee is chaired by Mr Ross Kestel who is an independent Non-Executive Director.</p> <p>The Charter of the Committee is available in the Corporate Governance section of the Company's website at www.regisresources.com.au</p> <table border="1" data-bbox="794 1507 1465 1680"> <thead> <tr> <th>Member</th> <th>Attended</th> <th>Held</th> </tr> </thead> <tbody> <tr> <td>Mr Ross Kestel (Chairman)</td> <td>4</td> <td>4</td> </tr> <tr> <td>Mr Mark Okeby</td> <td>3</td> <td>3</td> </tr> <tr> <td>Mr James Mactier</td> <td>4</td> <td>4</td> </tr> <tr> <td>Mr Steve Scudamore</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Mr Mark Okeby ceased to be a Director of Regis effective from 20 February 2019.</p> <p>Mr Steve Scudamore was appointed as a Director of Regis on 13 May 2019 and was appointed to the Remuneration, Nomination and Diversity Committee with effect from 27 May 2019.</p>	Member	Attended	Held	Mr Ross Kestel (Chairman)	4	4	Mr Mark Okeby	3	3	Mr James Mactier	4	4	Mr Steve Scudamore	-	-
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2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	✓	<p>The Company has sought to structure its Board so that it incorporates a range of differing skill sets that are relevant to it.</p> <p>The following table summarises the skills and experience of the Company's Directors:</p> <table border="1" data-bbox="794 309 1501 875"> <thead> <tr> <th>Skill/Experience</th> <th>Number of Directors</th> </tr> </thead> <tbody> <tr> <td>Other ASX Listed Board of Director Experience</td> <td>3</td> </tr> <tr> <td>Corporate Finance</td> <td>4</td> </tr> <tr> <td>Accounting</td> <td>2</td> </tr> <tr> <td>Exploration/Geology</td> <td>1</td> </tr> <tr> <td>Natural Resources Operational Management Experience</td> <td>3</td> </tr> <tr> <td>Project Development and Construction</td> <td>3</td> </tr> <tr> <td>Risk Management and Compliance</td> <td>6</td> </tr> <tr> <td>Workplace Health, Safety, Environment and Community ("HSEC") experience</td> <td>3</td> </tr> <tr> <td>Ability to chair Audit and Risk Management Committee</td> <td>4</td> </tr> <tr> <td>Ability to chair Remuneration, Nomination and Diversity Committee</td> <td>4</td> </tr> </tbody> </table> <p>Mr Mark Clark ceased to be a Director of Regis effective from 23 November 2018.</p> <p>Mr Mark Okeby ceased to be a Director of Regis effective from 20 February 2019.</p> <p>Mr Steve Scudamore was appointed as a Director of Regis on 13 May 2019.</p> <p>The Board skills matrix is available in the Corporate Governance section of the Company's website at www.regisresources.com.au</p>	Skill/Experience	Number of Directors	Other ASX Listed Board of Director Experience	3	Corporate Finance	4	Accounting	2	Exploration/Geology	1	Natural Resources Operational Management Experience	3	Project Development and Construction	3	Risk Management and Compliance	6	Workplace Health, Safety, Environment and Community ("HSEC") experience	3	Ability to chair Audit and Risk Management Committee	4	Ability to chair Remuneration, Nomination and Diversity Committee	4
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2.3	<p>A listed entity should disclose:</p> <p>a) the names of the directors considered by the board to be independent directors;</p> <p>b) if a director has an interest, position, an association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in</p>	<p>✓</p> <p>✓</p>	<p>The table below shows which Directors are considered to be independent and their length of service with the Company:</p> <table border="1" data-bbox="794 1462 1501 1702"> <thead> <tr> <th>Director</th> <th>Independent</th> <th>Service</th> </tr> </thead> <tbody> <tr> <td>Mr Ross Kestel</td> <td>Yes</td> <td>10.0 years</td> </tr> <tr> <td>Mr Paul Thomas</td> <td>No</td> <td>3.6 years</td> </tr> <tr> <td>Mr James Mactier</td> <td>Yes</td> <td>3.4 years</td> </tr> <tr> <td>Mrs Fiona Morgan</td> <td>Yes</td> <td>2.6 years</td> </tr> <tr> <td>Mr Jim Beyer</td> <td>No</td> <td>0.7 years</td> </tr> <tr> <td>Mr Steve Scudamore</td> <td>Yes</td> <td>0.1 years</td> </tr> </tbody> </table> <p>The Board assesses the independence of Directors taking into consideration the criteria of the type described in Box 2.3 of the Principles.</p> <p>Mrs Fiona Morgan is also the Managing Director, Chief Executive Officer and a shareholder of Mintrex Pty Ltd ("Mintrex"), which provides technical engineering services to Regis. The Board is of the opinion that this relationship does not materially influence or could</p>	Director	Independent	Service	Mr Ross Kestel	Yes	10.0 years	Mr Paul Thomas	No	3.6 years	Mr James Mactier	Yes	3.4 years	Mrs Fiona Morgan	Yes	2.6 years	Mr Jim Beyer	No	0.7 years	Mr Steve Scudamore	Yes	0.1 years	
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	question and an explanation of why the board is of that opinion; and c) the length of service of each director.	✓	reasonably be perceived to materially influence her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally. The amount paid to Mintrex in the 2019 Financial Year was less than 0.07% of Regis revenue for that period. During the year, the Company engaged Mintrex to engineer preliminary plant designs for the McPhillamys Project. Mrs Morgan and Mintrex have structured their management of this engineering project to ensure she has no involvement in the control or direction of the work. See table at 2.3(a) above.
2.4	A majority of the board of a listed entity should be independent directors.	✓	The Board comprises of a majority of independent Directors.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	✓	The Chairman of the Board is Mr James Mactier who is an independent Director and is not the Managing Director or Chief Executive Officer of the Company.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	✓	The Company Secretary is responsible for providing new Directors with an induction programme designed to familiarise the new Director with the operations of the Company and their obligations so that they may perform their role as a Director effectively. Professional Development requirements are addressed when the Chairman reviews are completed or as circumstances require. New Directors are provided with the opportunity to visit the Company's operations and meet with senior executives.
3 – Act Ethically and Responsibly			
3.1	A listed entity should:		
	a) have a code of conduct for its directors, senior executives and employees; and	✓	The Company has established a Code of Business Conduct Policy which is in place and provides a framework for decisions and actions in relation to ethical conduct in employment.
	b) disclose that code or a summary of it.	✓	This Code of Conduct details the basic conduct and behaviour expected of all directors, officers, employees and contractors in performing their everyday roles. The Code encourages and fosters a culture of respect and compliance with laws and regulations, integrity, maintaining high standards of professionalism, ethics and behaviour in the exercise of duties with the focus of augmenting the Company's reputation as a valued employer, business partner and corporate citizen, in all our relationships. The Code of Business Conduct is available in the Corporate Governance section of the Company's website at www.regisresources.com.au

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4 – Safeguard Integrity in Corporate Reporting																				
4.1	<p>The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <ul style="list-style-type: none"> • has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and • is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ul style="list-style-type: none"> • the charter of the committee; • the relevant qualifications and experience of the members of the committee; and • in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. 	<p>✓ The Company has an Audit and Risk Management Committee that currently comprises Mr Ross Kestel (Chairman), Mr James Mactier, Mrs Fiona Morgan and Mr Steve Scudamore who are all independent Non-Executive Directors.</p> <p>✓ The Audit and Risk Management Committee is chaired by Mr Ross Kestel who is an independent Non-Executive Director and who is not Chairman of the Board.</p> <p>✓ The Audit and Risk Management Committee has a Charter which defines the committee’s function, composition, operation, authority and responsibilities. The Charter is disclosed in the Corporate Governance section of the Company’s website at www.regisresources.com.au</p> <p>✓ The relevant qualifications and experience of the members of the Audit and Risk Management Committee are included in the Directors’ Report that is contained within the Annual Report.</p> <table border="1" data-bbox="794 972 1485 1173"> <thead> <tr> <th>Member</th> <th>Attended</th> <th>Held</th> </tr> </thead> <tbody> <tr> <td>Mr Ross Kestel (Chairman)</td> <td>1</td> <td>1</td> </tr> <tr> <td>Mr Mark Okeby</td> <td>1</td> <td>1</td> </tr> <tr> <td>Mr James Mactier</td> <td>1</td> <td>1</td> </tr> <tr> <td>Mrs Fiona Morgan</td> <td>1</td> <td>1</td> </tr> <tr> <td>Mr Steve Scudamore</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Mr Mark Okeby ceased to be a Director of Regis effective from 20 February 2019.</p> <p>Mr Steve Scudamore was appointed as a Director of Regis on 13 May 2019 and was appointed to the Audit and Risk Management Committee with effect from 27 May 2019.</p> <p>The Consolidated Interim Financial Report for the period ended 31 December 2018 was approved by the full Board.</p> <p>The Company’s full Board held a separate meeting to review, discuss and update the Company’s Risk Register during the year.</p>	Member	Attended	Held	Mr Ross Kestel (Chairman)	1	1	Mr Mark Okeby	1	1	Mr James Mactier	1	1	Mrs Fiona Morgan	1	1	Mr Steve Scudamore	-	-
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4.2	<p>The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and</p>	<p>✓ On an annual basis the Board receives a declaration from the Chief Executive Officer and Chief Financial Officer covering the matters set out in section 295A of the Corporations Act 2001. This declaration acknowledges that the financial records of the Company for a financial year have been properly maintained in accordance with the Act and that the financial statements and the notes for the financial year comply with the accounting standards and give a true and fair view of the financial position and performance of the Company.</p> <p>The declaration is given before the Directors approve the financial statements for the financial year.</p>																		

Principle	Met	Comment
internal control which is operating effectively.		
4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	✓	<p>The Company's Annual General Meeting is conducted in accordance with the Corporations Act and the constitution of the Company.</p> <p>The Company ensures that a representative from the external auditor attends the Annual General Meeting to answer questions concerning the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.</p>
5 – Make Timely and Balanced Disclosure		
5.1 A listed entity should: a) have a written policy for complying with its continuous disclosure obligation under the Listing Rules; and b) disclose that policy or a summary of it.	<p>✓</p> <p>✓</p>	<p>The Company has a written policy for complying with its continuous disclosure obligations.</p> <p>The Company's Continuous Disclosure Policy sets out the Company's obligations in relation to continuous disclosure and is designed to ensure that announcements made by the Company are timely, factual, complete and are expressed in a clear, objective manner. It is also designed to ensure that protocols are in place to effectively deal with information that may need to be released to the market.</p> <p>The Company's Continuous Disclosure Policy is disclosed in the Corporate Governance section of its website at www.regisresources.com.au</p>
6 – Respect the Rights of Security Holders		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	✓	<p>Shareholders can find all recent information on the Company (including its latest ASX releases, details of its projects and its Corporate Profile) under various headings on the Company's website which is available at www.regisresources.com.au.</p> <p>The Corporate Governance page of the Company's website provides access to key policies, procedures and charters of the Company including the latest Corporate Governance Statement.</p>
6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	✓	<p>The Company has a Shareholder Communications Policy which aims to ensure that shareholders are fully informed by communicating to them through:</p> <ul style="list-style-type: none"> • Continuous disclosure reporting to the ASX; • Quarterly, half yearly and annual reports; and • Media releases, copies of which are lodged with the ASX and placed on the Company's website. <p>The Company website also provides a platform to disclose ASX releases, periodic reports, press releases, notices and presentations as well as the contact details of the Company and Share Registry to enable shareholders to make contact.</p>
6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	✓	<p>The Company has a Shareholder Communications Policy which aims to promote shareholder participation at all Annual and General Meetings.</p> <p>The Board encourages the full participation of shareholders at the Annual General Meeting, to ensure a high level of identification with</p>

Principle	Met	Comment
		the Company's strategy and goals and to encourage communication and contact with the Board. Important issues are presented to shareholders as single resolutions.
6.4	✓	Shareholders are given the option to receive information such as the Annual Report and Notice of Meeting in print or electronic form.
7 – Recognise and Manage Risk		
7.1		<p>The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> • has at least three members, a majority of whom are independent directors, and • is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> • the charter of the committee; • the members of the committee; and • as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR <p>b) if it does not have a risk committee or committees that satisfy (a) above, disclose the fact and the processes it employs for overseeing the entity's risk management framework.</p>
7.2		<p>The board or a committee of the board should:</p>

✓

The Company has an Audit and Risk Management Committee that comprises Mr Ross Kestel (Chairman), Mr James Mactier, Mrs Fiona Morgan and Mr Steve Scudamore who are all independent Non-Executive Directors.

✓

The Audit and Risk Management Committee is chaired by Mr Ross Kestel who is an independent Non-Executive Director who is not Chairman of the Board.

✓

The Audit and Risk Management Committee has a Charter which defines the committee's function, composition, operation, authority and responsibilities. The charter is disclosed in the Corporate Governance section of the Company's website at www.regisresources.com.au

✓

The relevant qualifications and experience of the members of the Audit and Risk Management Committee are included in the Directors' Report that is contained within the Annual Report.

✓

Member	Attended	Held
Mr Ross Kestel (Chairman)	1	1
Mr Mark Okeby	1	1
Mr James Mactier	1	1
Mrs Fiona Morgan	1	1
Mr Steve Scudamore	-	-

Mr Mark Okeby ceased to be a Director of Regis effective from 20 February 2019.

Mr Steve Scudamore was appointed as a Director of Regis on 13 May 2019 and was appointed to the Audit and Risk Management Committee with effect from 27 May 2019.

The Company's full Board held a separate meeting to review, discuss and update the Company's Risk Register during the year.

N/A

Principle	Met	Comment
<p>a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>✓</p> <p>✓</p>	<p>The Audit and Risk Management Committee has established a register of business risks which captures the material business risks faced by the Company. These risks have been graded using a Risk Assessment Matrix and risk management strategies have been developed for identified risks.</p> <p>The Board met during the reporting period to review, discuss and update the risks facing the Company and the management of those risks.</p>
<p>7.3</p> <p>A listed entity should disclose:</p> <p>a) if it has an internal audit function, how the function is structured and what role it performs; OR</p> <p>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>N/A</p> <p>✓</p>	<p>The Company does not have an internal audit function. The Audit and Risk Management Committee monitor the risks that the Company faces in place of an internal audit function.</p> <p>The Company's external auditors also review the financial and accounting procedures of the Company in the context of the full year audit of the Financial Statements.</p> <p>The Committee will recommend the establishment of an internal audit function when the scale of activity of the Company warrants its establishment.</p>
<p>7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>✓</p>	<p>The Company has material exposure to the following risks:</p> <ul style="list-style-type: none"> • Currency and commodity price: The Company is exposed to fluctuations in the Australian dollar gold price which can impact on revenue. The Company has a hedging facility with Macquarie Bank which it uses to mitigate against fluctuations in the Australian dollar gold price. The Board reviews the level of hedging at every board meeting to ensure it is appropriate to manage this risk. • Community Relations: The Company has a social responsibility to identify all stakeholders within its community who may be affected by its operations directly or indirectly. A failure to appropriately manage local community stakeholder relations may lead to dissatisfaction that may have the potential to disrupt production and exploration activities. The Company is committed to building and sustaining mutually beneficial relationships within the community by maintaining a high level of consultation with stakeholders and respecting and promoting human and property rights and sites of heritage or cultural significance. • Environmental – The Company is committed to the effective environmental management of all of its activities. The Company recognises that mining and exploration activities are associated with a range of potential environmental impacts and has developed the culture and procedures to maintain the integrity of the environment associated with these activities. The Company ensures it complies with all applicable legislation and operating conditions on a sustainable basis and applies a

Principle	Met	Comment															
		<p>systematic approach to identifying environmental risks and employs practices that minimise environmental impact and prevent environmental damage. Where appropriate the Company has made a cost provision with respect to outstanding environmental liabilities.</p> <p>Community Relations and Environmental factors are addressed in more detail in the Company's Sustainability Report.</p>															
8 – Remunerate Fairly and Responsibly																	
8.1	<p>The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ul style="list-style-type: none"> • has at least three members, a majority of whom are independent directors; and • is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> • the charter of the committee; • the members of the committee; and • as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR • if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	<p>✓ The Company has a Remuneration, Nomination and Diversity Committee that currently comprises Mr Ross Kestel (Chairman), Mr James Mactier and Mr Steve Scudamore who are all independent, Non-Executive Directors.</p> <p>✓ The Remuneration, Nomination and Diversity Committee is chaired by Mr Ross Kestel who is an independent Non-Executive Director.</p> <p>✓ The Remuneration, Nomination and Diversity Committee has a Charter which is available in the Corporate Governance section of the Company's website at www.regisresources.com.au</p> <table border="1" data-bbox="794 1032 1445 1205"> <thead> <tr> <th>Member</th> <th>Attended</th> <th>Held</th> </tr> </thead> <tbody> <tr> <td>Mr Ross Kestel (Chairman)</td> <td>4</td> <td>4</td> </tr> <tr> <td>Mr Mark Okeby</td> <td>3</td> <td>3</td> </tr> <tr> <td>Mr James Mactier</td> <td>4</td> <td>4</td> </tr> <tr> <td>Mr Steve Scudamore</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Mr Mark Okeby ceased to be a Director of Regis effective from 20 February 2019.</p> <p>Mr Steve Scudamore was appointed as a Director of Regis on 13 May 2019 and was appointed to the Remuneration, Nomination and Diversity Committee with effect from 27 May 2019.</p> <p>✓ See table at 8.1(a) above.</p> <p>N/A</p>	Member	Attended	Held	Mr Ross Kestel (Chairman)	4	4	Mr Mark Okeby	3	3	Mr James Mactier	4	4	Mr Steve Scudamore	-	-
Member	Attended	Held															
Mr Ross Kestel (Chairman)	4	4															
Mr Mark Okeby	3	3															
Mr James Mactier	4	4															
Mr Steve Scudamore	-	-															

Principle		Met	Comment
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	✓	<p>The Company distinguishes the remuneration of Non-Executive Directors from that of Executive Directors and senior executives.</p> <p>The Company's Constitution provides that the remuneration of Non-Executive Directors is on a fixed fee basis for time, commitment and responsibility as part of an aggregate remuneration pool approved by shareholders. No incentives are in place for Non-Executive Directors. For information about Non-Executive Director remuneration practice, reference can be made to the audited Remuneration Report set out in the Directors' Report of the Company's Annual Report.</p> <p>The Board is responsible for determining the remuneration of any Director including the Managing Director. The remuneration of the senior executives is proposed by the Managing Director with oversight (and recommendation) by the Remuneration, Nomination and Diversity Committee and approved by the Board.</p> <p>Further details on the Company's remuneration practices with regard to Executive Directors and senior executives are contained within the Remuneration Report which forms part of the Directors' Report in the 2019 Annual Report. The information provided in the Remuneration Report is audited as required by Section 308(3C) of the Corporations Act 2001.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b) disclose that policy or a summary of it.</p>	<p>✓</p> <p>✓</p>	<p>The Company's policy on Dealing in Securities prohibits participants from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>The Company's Security Trading Policy is available in the Corporate Governance section of the Company's website at www.regisresources.com.au</p>