
REGIS RESOURCES LIMITED

ACN 009 174 761

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am (WST)

DATE: 12 November 2015

PLACE: Domain Stadium
Barry Cable Room (entry through Gate 17)
Roberts Road
Subiaco, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9442 2200.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am (WST) on 12 November 2015 at:

Domain Stadium
Barry Cable Room (entry through Gate 17)
Roberts Road
Subiaco, Western Australia

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

You have a right to vote by proxy. Your proxy need not be a Shareholder. If you are entitled to cast two or more votes you may appoint two proxies and specify on your proxy form the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- (a) online at www.investorvote.com.au;
- (b) by scanning the QR code of your proxy form and following the prompts;
- (c) by post to the Registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001;
- (d) by facsimile to the Registry on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (e) for custodian voting: for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions,

so that it is received no later than 10am (WST) on 10 November 2015.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10am (WST) on 12 November 2015 at Domain Stadium in the Barry Cable Room, Roberts Road, Subiaco, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 4pm (WST) on 10 November 2015.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

The reports referred to above are included in the 2015 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on our website: www.regisresources.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2015."

Voting Prohibition

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; and
- a Closely Related Party of such a member (including spouses, dependents and controlled companies).

However, a person described above may cast a vote on Resolution 1 if:

- the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a person described above.

The Chairman, acting as proxy (by appointment or by default), is expressly authorised to vote all undirected proxies in favour of Resolution 1.

Advisory only

The vote on this item is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROSS KESTEL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 17.1 of the Constitution and for all other purposes, Ross Kestel, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

SPECIAL BUSINESS

4. RESOLUTION 3 – APPROVAL OF GRANT OF OPTIONS TO MARK CLARK

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**.

“For the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company approves the grant of 1,500,000 options to Mr Mark Clark, Managing Director of the Company, or his nominee under the Company’s Employee Share Option Plan on the terms and conditions set out in the Explanatory Sta

tement accompanying this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 3 by a Director of the Company (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of a Director. However, the Company need not disregard a vote on this Resolution 3 if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Voting prohibition statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 3 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution 3.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTIONS 1 AND 3

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their Closely Related Parties to vote on the advisory Resolution to adopt the Company's Remuneration Report and other Resolutions connected directly or indirectly with the remuneration of the Company's Key Management Personnel. At this year's Annual General Meeting, these laws will impact on Resolutions 1 and 3.

If the Chairman is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote 'for' or 'against', or 'abstain' from voting on, Resolutions 1 and 3 on the Proxy Form. If you do not direct the Chairman how to vote on Resolutions 1 and 3, you acknowledge you are expressly authorising him or her to vote in favour of the relevant Resolution.

If you appoint a member of Key Management Personnel of the Company (other than the Chairman) or their Closely Related Parties as your proxy, you must direct them how to vote on Resolutions 1 and 3. If you do not do so, you risk your vote not being cast.

For these reasons, Shareholders are encouraged to closely review the instructions on the proxy form and are encouraged to direct their proxy as to how to vote on all Resolutions.

DATED: 5 OCTOBER 2015

BY ORDER OF THE BOARD



**MR KIM MASSEY
COMPANY SECRETARY
REGIS RESOURCES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10am (WST) on 12 November 2015 at Domain Stadium in the Barry Cable Room, Roberts Road, Subiaco, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include the receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ended 30 June 2015.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROSS KESTEL

Clause 17.1 of the Constitution requires that at every Annual General Meeting one third of the Directors (other than alternate Directors and the Managing Director), or if their number is not a multiple of 3, then such number that is the next lowest whole number of Directors divisible by 3, retires from office and is then eligible for re-election.

Ross Kestel retires by rotation and seeks re-election.

The Directors, other than Ross Kestel, unanimously recommend that shareholders vote in favour of Resolution 2.

Mr Kestel is a Chartered Accountant and was a director of a mid-tier accounting practice for over 25 years.

Mr Kestel joined Regis in June 2009, since that time Mr Kestel has been Chairman of the Regis Audit and Risk Management Committee and Chairman of the Regis Remuneration and Nomination Committee.

Mr Kestel is also a member of the Australian Institute of Company Directors.

He has acted as a director and company secretary of a number of public companies involved in mineral exploration, mining, mine services, property development, manufacturing and technology industries.

During the past three years Mr Kestel has also served as a director of the following listed companies:

- Beadell Resources Limited (February 2012 - current);
- Xstate Resources Limited (September 2006 – September 2013);
- Equator Resources Ltd (June 2011 – December 2012); and
- Resource Star Limited (August 2006 – November 2012).

4. RESOLUTION 3 – APPROVAL OF GRANT OF OPTIONS TO MARK CLARK

4.1 Background to Resolution 3

The Remuneration and Nomination Committee review executive director remuneration packages annually and recommend changes to the Board without the executive director present

As part of their review of Mr Clark's remuneration package, the board has agreed, subject to obtaining Shareholder approval, to grant 1,500,000 Options to Mr Mark Clark (or his nominee) pursuant to the 2014 Executive Share Option Plan (**ESOP**) and on the terms and conditions set out below.

As at the date the Board approved the granting of options to Mr Clark, subject to shareholder approval, the 5 day VWAP of Regis shares was \$1.29.

The purpose of Resolution 3 is to approve that proposed issue.

4.2 Reasons for the grant of Options to Mr Clark

Each year the Board reviews and approves the Managing Director's remuneration package.

This includes fixed remuneration and short and long term incentives (which have traditionally been offered by the Company in the form of Options.)

Details of Mr Clark's current remuneration and interests in the Company are set out in the Remuneration Report and Director's Report in the Company's 2015 Annual Financial Report released to the ASX on 16 September 2015 and available on the Company's website.

The Board has made the decision to issue the Options to Mr Clark on the basis that it will align a portion of his remuneration to achieving continued and sustainable growth in Shareholder value. Structuring a longer term incentive in this way is seen as a cost effective method of providing an incentive for this ongoing commitment and contribution.

The Company has not granted any employee options to Mr Clark since 2009.

The Board considers that Mr Clark's remuneration package (including his participation in the ESOP through the proposed grant of the above Options) is reasonable and appropriate having regard to the Company's circumstances and his responsibilities as Managing Director.

4.3 Key terms of the Options

The Board proposes to issue the Options in two separate tranches, being:

No. of Options	Vesting Date	Exercise Price	Expiry Date
750,000 (tranche 1)	2 years after date of grant	\$1.40	11 August 2019
750,000 (tranche 2)	3 years after date of grant	\$1.40	11 August 2019

Each Option proposed to be issued is exercisable into one Share upon payment of the exercise price.

The Options will only be exercisable after reaching their vesting date but must be exercised before their expiry date. Unexercised Options will lapse on their expiry date.

The Options will otherwise be issued on the same terms as any other Option granted under the ESOP (being the plan that was approved by Shareholders at the Company's 2014 AGM and a copy of which was attached to last year's notice of AGM). A number of these key terms include:

- **Treatment on cessation of employment:** If Mr Clark ceases to be an employee of the Company prior to the relevant vesting date, then the Options will lapse (other than cessation by reason of death or mental health). If Mr Clark ceases to be an employee of the Company after the Options have vested, then if not exercised, those Options will lapse (although the Company may decide in its absolute discretion that Options do not lapse, and may consider reasons such as retirement, ill-health, accident or redundancy).
- **Treatment on a change of control:** If a change in control occurs (as defined in the terms of the ESOP), the Options will vest and become exercisable.
- **Entitlement to dividends:** The Options will not entitle the holder to any dividend.
- **Transferability:** The Options are non-transferrable.
- **Adjustments:** The ESOP contains provisions to adjust the terms of the Options in accordance with the manner provided by the Listing Rules (including for example in the case of a rights issue or consolidation, subdivision or return of the issued capital of the Company).

4.4 Requirement for Shareholder approval

In accordance with Listing Rule 10.14, Resolution 3 requires Shareholder approval for the grant of Options to Mr Clark. If Shareholder approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Accordingly, the grant of Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

4.5 Valuation of Options

The Options will not be listed on any stock exchange and so there is no readily ascertainable market value of the Options. Accordingly, in such circumstances the Company has determined it is appropriate to value them in accordance with accounting standard AASB 2 (Share Based Payments). The Board notes that the value of options can vary significantly depending on the methodology used and the assumptions made and any one particular valuation methodology is not necessarily representative of the actual value of the Options.

In accordance with the requirements of accounting standard AASB 2, the indicative value of the Options as at 2 October 2015 (being the latest practicable date prior to printing of this document) is set out below and was calculated using the Black and Scholes option pricing model ("B&S Model"):

Total number of Options	Total value using the B&S Model
750,000 (tranche 1)	\$527,250
750,000 (tranche 2)	\$660,750

Set out below are the specific assumptions and variables relied upon in calculating the indicative value set out above:

Assumptions

- that the Options are American call options (i.e. they can be exercised at any time prior to the expiry date);
- there are no transaction costs, options and shares are infinitely divisible, and information is available to all without cost;
- short selling is allowed without restriction or penalty;
- the risk free interest rate is known and constant throughout the duration of the option contract; and
- the underlying shares currently pay a 6 cents per share dividend.

Variables¹

- Share price of \$1.58 (based on the weighted average price of the Company's Shares over the last 28 trading days prior the last practicable date before lodgement of this Notice of Meeting with ASX on 7 October 2015);
- A risk free interest rate of 1.83% for Tranche 1 and 1.84% for Tranche 2;
- Forecast volatility of 86.91% for Tranche 1 and 100.47% for Tranche 2;
- An exercise price of \$1.40;
- Expiry date of 11 August 2019; and
- Life of options approximately 3.5 and 2.5 years respectively.

Notes:

1. Any change in the variables applied in the B&S Model between the date of the valuation and the date the Options are issued would have an impact on their value.

4.6 Other implications for the Company

Financial Implications

Australian International Financial Reporting Standards require the Options to be expensed which is guided by AASB 2 (Share Based Payments). In accordance with AASB 2, these Options will be expensed pro-rata over the vesting period of the tranche of options.

Expensing the Options will have the effect of increasing both the expenses and contributed equity of the Company. Whilst there will be a reduction in profit, there will be no impact on the net assets or the cash position or financial resources of the Company as a result of expensing the Options.

There are no tax implications for the Company in issuing these Options.

Dilution

The Company presently has 499,781,595 Shares and 13,655,000 unlisted Options on issue. The grant of the Options to Mr Clark will have a dilutionary effect on the percentage interest of existing Shareholders' holdings if all Options are exercised.

The dilutionary effect if all the Options proposed to be granted to Mr Clark are exercised would amount to approximately 0.3% of the Company's current issued Shares as detailed below:

Proforma assuming exercise of Options	Number
Current Shares on Issue	499,781,595
Potential Shares on Exercise of Options:	1,500,000
<hr/>	
Potential Shares of issue post exercise	501,281,595
<hr/>	
Existing Shareholders % post exercise	99.7%

If the Options are exercised by Mr Clark, the value of the Company's Shares may also be diluted. If the Share price is higher than the exercise price the value will be diluted as Mr Clark will be paying lower prices for the Shares when he exercises the Options. In this regard, it is considered unlikely that the Options will be exercised if the Company's Share price is lower than the exercise price.

The Board notes that the process of exercising the Options will result in the Company raising additional funds for working capital purposes.

4.7 Additional statutory and Listing Rule disclosures

The following information is provided to Shareholders to enable them to assess the proposed grant of Options to Mr Clark:

- a) The current relevant interest that Mr Clark has in the Company's securities as at the date of this Notice is 9,460,000 Shares held directly.

b) Mr Clark's current annual remuneration (including superannuation) and the total financial benefits proposed as a result of the issue of the Options the subject of Resolution 3 is as follows:

Cash/Salary/Fees \$	Superannuation \$	Value of proposed Options ¹	Total remuneration \$
650,000	61,750	343,000 ¹	1,054,750

Notes:

1. The expense of the options for the 2016 financial year is calculated pro-rata from the assumed date of issue being 30 November 2015.

c) The following table gives details of the highest, lowest and latest closing price of the Shares trading since quotation in the 12 months before the last practicable date before lodgement of this Notice of Meeting with ASX:

	Price (\$)	Date
Highest	2.14	9 January 2015
Lowest	1.08	30 June 2015
Last	1.77	2 October 2015

d) Using the assumed Option value derived from the B&S Model set out above, the impact of the issue of Options on the Company's income statement for the financial year ended 30 June 2016 under Resolution 3 would be the recognition of a share based payment expense of \$343,000.

Listing Rule 10.14

Listing Rule 10.14 provides that a company must not permit any Director or their associates to acquire securities under an employee incentive scheme without first obtaining the approval of Shareholders by ordinary resolution. As Resolution 3 relates to the issue of securities to a Director under the ESOP, Shareholder approval must be obtained. Listing Rule 10.15 requires the following information to be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 10.14:

Grantee	The Options will be granted to Mr Mark Clark (the Managing Director of the Company) or his nominee(s).
Number of Options	Subject to Shareholder approval, the maximum number of Options to be granted to Mr Clark is 1,500,000.
Tranches	The Options will be granted in two tranches of 750,000 Options.
Consideration	The Options will be granted for nil consideration.
Exercise price	Exercise price of both tranches of Options will be \$1.40.
Expiry date	The Options will expire on 11 August 2019.

Vesting conditions	The first tranche of Options will vest 2 years after their grant. The second tranche of Options will vest 3 years after their grant.
Names of all persons who received securities under the ESOP	The current ESOP was approved at the Company's 2014 AGM. As at the date of the Meeting, no options have been granted to persons under ASX Listing Rule 10.14.
Names of all Directors (and their associates) entitled to participate in the ESOP	All executive and non-executive Directors are currently eligible to participate in the ESOP. No options have been issued to non-executive Directors
Loans	No loans will be made by the Company in connection with the acquisition of the Options by Mr Clark.
Date of grant	The Options will not be granted under the ESOP later than 12 months from the date of the Meeting without obtaining further Shareholder approval. It is anticipated that the two tranches of Options will be granted together before 30 November 2015.

A voting exclusion and prohibition statement for Resolution 3 is included in the Notice of Meeting.

4.8 Other information

The Company is not aware of other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by the proposed Resolution 3.

4.9 Directors' recommendation and proxy voting

The Board believes that the grant of Options to Mr Clark is reasonable and appropriate and constitutes an important component in his remuneration packages. The Board considers the grant of the Options is a cost effective method of providing an incentive for his ongoing commitment and contribution to the Company whilst maintaining the Company's cash reserves. Accordingly, the Board (other than Mr Clark) recommends that Shareholders vote in favour of Resolution 3.

Being the recipients of the proposed grant, it is not appropriate for Mr Clark to make a recommendation in respect of Resolution 3.

If you intend to appoint a member of the Company's Key Management Personnel (including any Director of the Company or the Chairman) or their Closely Related Parties as your proxy, please refer to the important information contained in the Notice of Meeting under the heading "Important information concerning proxy votes on Resolutions 1 and 3".

5. ENQUIRIES

Shareholders may contact the Company Secretary on (+ 61 8) 9442 2200 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Annual General Meeting means the meeting convened by the Notice of Meeting.

Board means the current board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Regis** means Regis Resources Limited (ACN 009 174 761).

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth), as amended from time to time.

Directors means the current directors of the Company.

ESOP means the Company's Employee Share Option Plan as approved at the Company's 2014 annual general meeting.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the official listing rules of the Australian Securities Exchange.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

Option means an option which, if vested and exercised, will entitle the holder to subscribe for a Share.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

Lodge your vote:

 **Online:**
www.investorvote.com.au

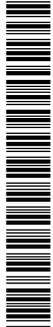
 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

┌ 000001 000 RRL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (WST) Tuesday, 10 November 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Regis Resources Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Regis Resources Limited to be held at Domain Stadium, Barry Cable Room (entry through Gate 17), Roberts Road, Subiaco, Western Australia on Thursday, 12 November 2015 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Ross Kestel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Grant of Options to Mark Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____