
REGIS RESOURCES LIMITED

ACN 009 174 761

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am (WST)

DATE: 18 November 2016

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 18 November 2016 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 (+61 3) 9415 4000; 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 16 November 2016.

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 18 November 2016 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 16 November 2016.

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 2016 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 2016 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the Annual 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 2016."

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) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; and
- (b) 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:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) 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 – PAUL THOMAS

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 16.4 of the Constitution and for all other purposes, Paul Thomas, a Director who was appointed on 12 November 2015, retires, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – JAMES MACTIER

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 16.4 of the Constitution and for all other purposes, James Mactier, a Director who was appointed on 22 February 2016, retires, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MARK OKEBY

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, Mark Okeby, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

SPECIAL BUSINESS

6. RESOLUTION 5 – APPROVAL OF THE REGIS RESOURCES LIMITED EXECUTIVE INCENTIVE PLAN

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

*“That, for the purposes of Listing Rule 7.2 (Exception 9) and section 260C(4) of the Corporations Act and for all other purposes, the Regis Resources Limited Executive Incentive Plan (**Executive Incentive Plan**), a summary of which is annexed to the Explanatory Statement, and the issue of securities under it, be approved by Shareholders.”*

Voting exclusion statement: The Company will disregard any votes cast on Resolution 5 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 associates of those Directors. However, the Company need not disregard a vote on this Resolution 5 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 Chairman 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 5 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 5.

However, the above prohibition does not apply if:

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

7. **RESOLUTION 6 – APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO MARK CLARK**

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company approves the grant of 168,000 Performance Rights (the number of which are capable of converting to Shares will be determined at a pre-determined vesting date and subject to the level of satisfaction of performance conditions and Board discretion) to Mark Clark, Executive Chairman of the Company, or his nominee under the Executive Incentive Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 6 by a Director of the Company (except a Director who is ineligible to participate in the Executive Incentive Plan) and any associate of the Director. However, the Company need not disregard a vote on this Resolution 6 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 Chairman 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 6 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 6.

However, the above prohibition does not apply if:

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

8. **RESOLUTION 7 – APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO PAUL THOMAS**

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company approves the grant of 95,333 Performance Rights (the number of which are capable of converting to Shares will be determined at pre-determined vesting date and subject to the level of satisfaction of performance conditions and Board discretion) to Paul Thomas, Executive Director and Chief Operating Officer of the Company, or his nominee under the Executive Incentive Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 7 by a Director of the Company (except a Director who is ineligible to participate in the Executive Incentive Plan) and any associate of the Director. However, the Company need not disregard a vote on this Resolution 7 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 Chairman 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 7 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 7.

However, the above prohibition does not apply if:

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

IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTIONS 1, 5, 6 AND 7

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, 5, 6 and 7.

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, 5, 6 and 7 on the Proxy Form. If you do not direct the Chairman how to vote on Resolutions 1, 5, 6 or 7 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, 5, 6 and 7. 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: 3 OCTOBER 2016

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 18 November 2016 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 2016 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 2016.

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

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – PAUL THOMAS AND JAMES MACTIER

3.1 Re-election of Directors

Clause 16.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors or to fill a casual vacancy, but only where the total number of Directors does not exceed the maximum number specified by the Constitution.

Any Director so appointed:

- (a) may retire at the next general meeting of the Company; or
- (b) if the Director does not retire at the next general meeting of the Company, must retire at the next following annual general meeting of the Company,

and is then eligible for re-election at that meeting.

Paul Thomas, who was appointed on 12 November 2015, and James Mactier, who was appointed on 22 February 2016, will retire at the Annual General Meeting in accordance with clause 16.4 of the Constitution and, being eligible, seek re-election as Directors pursuant to Resolutions 2 and 3.

The Directors, other than Paul Thomas, unanimously recommend that Shareholders vote in favour of Resolution 2. The Directors, other than James Mactier, unanimously recommend that Shareholders vote in favour of Resolution 3.

3.2 Paul Thomas

Mr Thomas is a qualified metallurgist with extensive operating and development experience gained in a career of over 30 years in the mining industry. During this time Mr

Thomas has held a number of senior operations management and executive roles within Australian listed gold and base metal mining companies.

Mr Thomas joined the Company in March 2014 in the role of Chief Operating Officer. Since that time he has made a significant contribution to the business, particularly at the Duketon operations. Mr Thomas was appointed to the Board of Regis immediately following the 2015 Annual General Meeting.

Prior to joining Regis, Mr Thomas has held several Executive Director and General Manager roles at various mining operations including OMH Holdings Limited, Equigold NL, Mount Eden Gold Mines Ltd and Wedgetail Mining Limited.

Mr Thomas has various regulatory and technical qualifications in mining, processing, management and finance. These include a Diploma in Open Cut and Underground Mining, a Diploma of Business and a Graduate Diploma of Applied Finance and Investment. He is a Member of the Australian Institute of Company Directors.

3.3 James Mactier

Mr Mactier joined the Board of Regis in February 2016 as a non-executive Director.

Prior to joining Regis Mr Mactier had a long and successful career in banking, having worked at Macquarie Bank Limited for 24 years, the last 15 of which until his retirement in April 2015, as joint head of the Metals and Energy Capital Division. He has wide ranging experience in project and corporate finance, resource project assessment, equity investing, commodity and currency hedging and trading in the metals and energy sectors globally. Mr Mactier has established strong industry and government relationships in his high profile leadership role at Macquarie Bank Limited.

Mr Mactier holds a Bachelor of Agricultural Economics degree from the University of Sydney and a Graduate Diploma of Applied Finance from FINSIA and is a Member of the Australian Institute of Company Directors. Mr Mactier also serves as a member of the Regis Audit and Risk Management Committee and the Regis Remuneration and Nomination Committee.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MARK OKEYBY

Clause 17.1 of the Constitution requires that at every annual general meeting one-third of the Directors (excluding the Managing Director and any Directors who are required to retire in accordance with clause 16.4 of the Constitution as is the case with Paul Thomas and James Mactier in **section 3** above) retires from office and is then eligible for re-election. If the number of those Directors is not a multiple of 3, then such number that is the next lowest whole number of Directors divisible by 3 must retire from office or if there are less than three, then the longest serving of those Directors must retire.

In accordance with clause 17.1 of the Constitution, Mark Okeby retires by rotation and seeks re-election.

The Directors, other than Mark Okeby, unanimously recommend that Shareholders vote in favour of Resolution 4.

Mr Okeby has over 30 years' experience in the resources industry as a solicitor and as a director of listed resource companies. He holds a Master of Laws (LLM).

Mr Okeby was appointed a non-executive director of Regis Resources in June 2009 and is the Deputy Chairman & Lead Independent Director, and a member of both the Regis Audit and Risk Management Committee and the Regis Remuneration and Nomination Committee.

Mr Okeby practiced law in Western Australia from 1979 until 2015 and prior to being appointed a non-executive director of Regis Resources his experience as a director of ASX Listed resource companies included being an executive director of gold producers Hill 50 Limited (1996-2003) and Abelle Limited (2003-2004) before both were taken over by Harmony Gold Ltd in 2002 and 2004 respectively, as an executive director of Harmony

Gold Australia Ltd until mid 2003, as a non-executive director of Lynas Corporation Ltd (2004 -2005) and an executive director of Metals X Limited (2004-2009).

He is currently also a non-executive director of Red Hill Iron Ore Limited.

5. RESOLUTION 5 – APPROVAL OF THE REGIS RESOURCES LTD EXECUTIVE INCENTIVE PLAN

5.1 Background to Resolution 5

The Company's executive remuneration framework offers executives a mix of fixed remuneration and 'at risk' benefits such as short term and long term incentives.

Following a review of the existing framework (including obtaining advice and assistance from Ernst & Young), the Board has decided to adopt a new equity-based incentive plan, the Regis Resources Limited Executive Incentive Plan.

The Executive Incentive Plan is designed to provide the Board with greater flexibility to:

- (a) attract, motivate and retain executives;
- (b) better align the interests of executives with Shareholders by matching rewards with the long term performance of the Company;
- (c) adapt incentives to changes in market practice and prevailing legislative regimes as and when they occur; and
- (d) balance the form of incentive offered to executives with the Company and Shareholders' best interests (including managing potential dilution caused by Share issues, the ability to offer cash rather than shares and to impose clawback and trading restrictions).

The Executive Incentive Plan provides the legal framework for the different types of awards to executives and selected senior managers (as determined by the Board from time to time). Non-executive Directors will not be eligible to participate in the Plan.

Under the proposed Plan, the Board may offer eligible participants the opportunity to apply for and be granted Incentives in the Company which, subject to the satisfaction of specified performance and other vesting conditions, will entitle the participant to receive Shares (or their cash equivalent). Incentives issued under the Plan will be offered to participants in the Plan on the basis of the Board's view of the contribution of the eligible participant to the Company.

A summary of the key terms of the Plan are set out in Annexure A.

5.2 Requirement for Shareholder approval under Listing Rule 7.2

Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval. Generally, a company may not, without shareholder approval, issue in any 12 month period, equity securities which represent more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue.

Listing Rule 7.2 lists the exceptions to Listing Rule 7.1. Exception 9(b) of Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme (such as the Executive Incentive Plan) approved by shareholders is exempt from the operation of Listing Rule 7.1 for a period of three years from the date that shareholder approval is obtained.

If Shareholders approve Resolution 5, the grant of Incentives (and the issue of any new Shares pursuant to those Incentives) under the Executive Incentive Plan will not be included in the 15% limit imposed by Listing Rule 7.1 for a period of three years from the date of the Annual General Meeting. Notwithstanding any approval by shareholders of Resolution 5, any future equity raisings will remain subject to the 15% limit set out in Listing Rule 7.1.

Shareholders should also note that, notwithstanding an approval of Resolution 5, any future grant of Incentives to any executive Directors, such as the Executive Chairman, that may entitle the Executive Chairman to be issued new Shares, will remain subject to Shareholder approval under Listing Rule 10.14.

If Shareholders do not approve Resolution 5, the Company may still grant Incentives under the Executive Incentive Plan, but those Incentives will be taken into account when calculating whether the 15% limit under Listing Rule 7.1 has been reached.

5.3 Information required by Listing Rule 7.2

In accordance with Listing Rule 7.2 (Exception 9(b)), the following information is provided to Shareholders:

- (a) a summary of the terms and conditions of the Executive Incentive Plan is set out in Annexure A to this Explanatory Statement;
- (b) no securities have yet been issued or acquired under this Executive Incentive Plan;
- (c) Shareholders last approved the issue of securities under the Company's existing Employee Share Option Plan at the 2014 annual general meeting held on 28 November 2014. Since that time 11,200,000 options have been granted, representing 2% of current Shares on issue; and
- (d) a voting exclusion statement for Resolution 5 is set out in the Notice of Meeting.

A complete copy of the rules of the Executive Incentive Plan is available for inspection by Shareholders (free of charge) at the Company's registered office or, upon request, from the Company Secretary.

5.4 Directors' recommendation and proxy voting

The Board considers that the Plan is an appropriate mechanism to assist in the recruitment, reward, retention and motivation of the Company's executives and recommends that Shareholders vote in favour of Resolution 5.

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, 5, 6, and 7".

6. RESOLUTIONS 6 AND 7 – GRANT OF PERFORMANCE RIGHTS TO MARK CLARK AND PAUL THOMAS

6.1 Background to Resolutions 6 and 7

Shareholder approval is being sought under Resolutions 6 and 7 for Incentives to be granted to the Company's two executive Directors, Mark Clark and Paul Thomas (or their respective nominees), under the Company's Executive Incentive Plan referred to in **section 5** above.

The Board has determined that the proposed grant of Incentives will be in the form of 168,000 Performance Rights to be granted to Mr Clark (or his nominee) and 95,333 Performance Rights to be granted to Mr Thomas (or his nominee) under the Executive Incentive Plan on the terms set out in this Explanatory Statement.

The number of Performance Rights proposed to be issued to Mr Clark and to Mr Thomas represent the long-term incentive component of their remuneration package and that number of Performance Rights will only vest if they achieve what the Board has determined to be their 'stretch' or outstanding level of performance during the performance period.

The Performance Rights are subject to performance conditions which will trigger the vesting of the Performance Rights depending on whether Mr Clark and Mr Thomas achieve their respective 'threshold', 'target' and 'stretch' levels of performance, as set out in the vesting schedules below.

The performance conditions will be tested by the Board at the end of a two year performance period ending 30 June 2018. The Board's decision as to the satisfaction of the performance or any other vesting conditions may be made in its absolute discretion and any such decision will be final and binding.

In addition, an overarching review by the Board of each individual's performance against agreed performance measures and a review of qualitative factors around the Company's performance and the macro economic environment will determine the percentage (between 0%-100%) of Performance Rights that have been granted that are capable of vesting, subject further to the level of achievement against each performance condition.

Any Shares allocated as a result of the Performance Rights vesting will be subject to a 12 month disposal restriction imposed pursuant to the rules of the Plan meaning the beneficiary will be unable to deal with those Shares until that restriction is lifted. In accordance with the terms of the Plan, the Board retains a discretion to lift, extend or otherwise alter those disposal restrictions in a range of circumstances including on cessation of employment of a change of control of the Company.

Subject to the satisfaction of those performance conditions and to any adjustments in accordance with the rules of the Plan (e.g. upon a reorganisation of capital), Mr Clark and Mr Thomas will be entitled to receive one Share (or the cash equivalent) for each Performance Right that vests.

If Shareholders approve Resolutions 6 and 7, the Performance Rights will be granted in accordance with the rules of the Company's Executive Incentive Plan. The Plan is described in further detail in **section 5** above and the Plan rules are summarised in Annexure A.

6.2 Performance conditions

The performance conditions that the Board has determined will apply to the Performance Rights are summarised in this table and described in further detail below:

Performance condition	Weighting
The Company's relative total shareholder return (TSR) measured against the TSRs of 18 comparator mining companies (Relative TSR Performance Rights)	25% of the Performance Rights
The Company's absolute TSR measured against specific thresholds (Absolute TSR Performance Rights)	25% of the Performance Rights
The growth in the Company's earnings per share (EPS) measured against specific thresholds (EPS Performance Rights)	25% of the Performance Rights
The growth in the Company's Ore Reserves measured against specific thresholds (Reserves Growth Performance Rights)	25% of the Performance Rights

The two year performance period during which the Performance Rights are tested ends on 30 June 2018 with the testing to occur within 60 days after that date. Any Performance Rights that do not vest will lapse after testing. There is no re-testing of Performance Rights.

6.3 Relative TSR Performance Rights

The Relative TSR Performance Rights will vest depending on how the Company's TSR during the two year performance period compares to the TSRs of the 18 comparator mining companies listed below (**Comparator Group**). The TSR for the Company and each

company in the Comparator Group will be calculated as the percentage by which the 30-day VWAP of that company's shares at the close of trade on 30 June 2018 (plus the value of any dividends paid during the performance period) has increased over that company's 30-day VWAP of shares at the close of trade on 30 June 2016. The Company's 30-day VWAP at close of trade on 30 June 2016 was \$3.36 (**2016 VWAP**).

The proportion of Relative TSR Performance Rights that will vest will be based on where the Company's TSR ranks within the TSRs of the Comparator Group companies as follows:

Level of performance achieved	Company's Relative TSR Performance	% of Relative TSR Performance Rights vesting
Threshold	Top 50th percentile	33%
	Between top 50th percentile and top 25th percentile	Straight-line pro-rata between 33% and 66%
Target	Top 25th percentile	66%
	Between top 25th percentile and top 10th percentile	Straight-line pro-rata between 66% and 100%
Exceptional	Top 10th percentile or above	100%

The Comparator Group companies for the Relative TSR Performance Rights comprise the following:

Alacer Gold Corp	Beadell Resources Limited
Doray Minerals Limited	Evolution Mining Limited
Kingrose Mining Limited	Medusa Mining Limited
Millenium Minerals Limited	Newcrest Mining Limited
Northern Star Resources Ltd	Oceana Gold Corporation
Perseus Mining Limited	Ramelius Resources Limited
Resolute Mining Limited	Saracen Minerals Holdings Limited
St Barbara Limited	Silver Lake Resources Limited
Teranga Gold Corporation	Troy Resources Limited

The Board has the discretion to adjust the composition and number of companies in the Comparator Group to take into account events including, but not limited to, takeovers, mergers and demergers that might occur during the relevant performance period.

6.4 Absolute TSR Performance Rights

The Absolute TSR Performance Rights will vest depending on the Company's absolute TSR measured as the cumulative annual TSR over the two year performance period against the 2016 VWAP.

The proportion of the Absolute TSR Performance Rights that will vest will be determined by how the Company's TSR compares against specific thresholds as follows:

Level of performance achieved	Company's Absolute TSR Performance	% of Absolute TSR Performance Rights vesting
	Less than 15% [per annum]	0%
Target	15% [per annum] or greater	100%

6.5 EPS Performance Rights

The EPS Performance Rights will vest depending on the growth in the Company's EPS (which the Board may calculate by excluding Non-Recurring Items) measured as the cumulative annual growth rate over the two year performance period.

The proportion of the EPS Performance Rights that will vest will be determined by how the Company's EPS growth over the performance period compares against specific thresholds as follows:

Level of performance achieved	Company's EPS Performance	% of EPS Performance Rights vesting
Threshold	7% per annum growth in EPS	33%
	Between 7% and 11% per annum growth	Straight-line pro-rata between 33% and 66%
Target	11% per annum growth	66%
	Between 11% and 15% per annum growth	Straight-line pro-rata between 66% and 100%
Exceptional	15% per annum growth or greater	100%

6.6 Reserves Growth Performance Rights

The Reserves Growth Performance Rights will vest depending on the Company's growth in Ore Reserves over the two year performance period, calculated as the percentage that the Company's Ore Reserves as at 30 June 2018 (**2018 Reserves**) represents of the Company's Ore Reserves as at 30 June 2016 (**2016 Reserves**).

The proportion of the Reserves Growth Performance Rights that will vest will be determined by how the Company's 2018 Reserves compares to the 2016 Reserves as follows:

Level of performance achieved	Company's 2018 Reserves	% of Reserves Growth Performance Rights vesting
Threshold	80% of 2016 Reserves	33%
	Between 80% and 100% of 2016 Reserves	Straight-line pro-rata between 33% and 66%
Target	100% of 2016 Reserves	66%
	Between 100% and 120% of 2016 Reserves	Straight-line pro-rata between 66% and 100%
Exceptional	120% of 2016 Reserves or greater	100%

6.7 Other terms and conditions of the Performance Rights

The Board has determined that none of the Performance Rights will vest if during the two year performance period there is a workplace fatality or serious environmental incident at any of the Company's operations.

The Performance Rights are also subject to the rules of the Executive Incentive Plan which are summarised in Annexure A and include:

- rules regarding what happens to unvested Performance Rights if Mr Clark or Mr Paul Thomas cease to be employed by the Group;

- rules regarding what happens to unvested Performance Rights if there is a change of control in Regis; and
- rights to clawback benefits obtained under the Plan in certain circumstances.

If a Performance Right vests, it will automatically exercise and the holder will become entitled to receive one Share (subject to any adjustments under the rules of the Plan). The Board may elect to pay a cash amount equivalent to the value of, and in place of, a Share. Any Shares allocated on Performance Rights vesting will be subject to a 12 month disposal restriction imposed pursuant to the rules of the Plan.

6.8 Why is Shareholder approval required?

Listing Rule 10.14 requires Shareholders to approve the acquisition of securities by a director under an employee incentive scheme, except where the securities are acquired, or are rights or options to acquire securities that are acquired on-market.

While under the terms of the Executive Incentive Plan, Shares to be allocated to Mr Clark and Mr Thomas may be sourced on-market, approval of Resolutions 6 and 7 will provide the Company with the flexibility to issue new Shares to them.

6.9 Information for the purposes of Listing Rule 10.15 regarding Resolution 6

The following information is disclosed in relation to Resolution 6 for the purposes of Listing Rule 10.15:

- Mr Clark is the Company's Executive Chairman;
- the maximum number of Performance Rights that can be granted to Mr Clark (or his nominee) if Shareholders approve Resolution 6 is 168,000 and each Performance Right entitles Mr Clark on vesting to receive one Share (subject to any adjustment under the Plan Rules);
- the Performance Rights are being granted to Mr Clark as part of his remuneration and therefore at nil cost, and no price is payable for any Shares allocated on the Performance Rights vesting;
- no securities have previously been granted under the Executive Incentive Plan to Directors or their associates, and Mr Clark and Mr Thomas are the only such persons entitled to participate in the Plan;
- a voting exclusion for Resolution 6 is set out in the Notice of Meeting;
- there is no loan proposed in relation to the grant of Performance Rights to Mr Clark; and
- if Shareholders approve Resolution 6, the Performance Rights will be granted to Mr Clark as soon as practicable after the Annual General Meeting and in any event within 12 months of the Annual General Meeting.

6.10 Information for the purposes of Listing Rule 10.15 regarding Resolution 7

The following information is disclosed in relation to Resolution 6 for the purposes of Listing Rule 10.15:

- Mr Thomas is an Executive Director and Chief Operating Officer of the Company;
- the maximum number of Performance Rights that can be granted to Mr Thomas (or his nominee) if Shareholders approve Resolution 7 is 95,333 and each Performance Right entitles Mr Thomas on vesting to receive one Share (subject to any adjustment under the Plan Rules);
- the Performance Rights are being granted to Mr Thomas as part of his remuneration and therefore at nil cost, and no price is payable for any Shares allocated on the Performance Rights vesting;

- no securities have previously been granted under the Executive Incentive Plan to Directors or their associates, and Mr Thomas and Mr Clark are the only such persons entitled to participate in the Plan;
- a voting exclusion for Resolution 7 is set out in the Notice of Meeting;
- there is no loan proposed in relation to the grant of Performance Rights to Mr Thomas; and
- if Shareholders approve Resolution 7, the Performance Rights will be granted to Mr Thomas as soon as practicable after the Annual General Meeting and in any event within 12 months of the Annual General Meeting.

6.11 Board recommendation and proxy voting

The Board, other than Mr Thomas and Mr Clark who given their respective personal interests decline to give a recommendation, unanimously recommend that Shareholders vote in favour of Resolutions 6 and 7.

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, 5, 6, and 7".

7. 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.

Chairman means the chairman of the Annual General Meeting.

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.

Executive Incentive Plan or **Plan** means the Regis Resources Limited Executive Incentive Plan.

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

Group means the Company and its Related Bodies Corporate and any member of the Group is a **Group Company**.

Incentive means a right to acquire, subject to the satisfaction of vesting conditions, a Share (or cash equivalent) granted under the Executive Incentive Plan.

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.

Performance Right means a right to acquire a Share (or cash equivalent) granted under the Executive Incentive Plan on the terms described in this Explanatory Statement.

Related Body Corporate has the same meaning given to that term in section 50 of the Corporations Act.

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.

VWAP means volume weighted average price.

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

Annexure A – Summary of the Executive Incentive Plan

Who is an Eligible Participant entitled to participate in the Executive Incentive Plan?	<p>The following persons are entitled to participate in the Executive Incentive Plan:</p> <ul style="list-style-type: none">• Key Management Personnel other than non-executive Directors of the Company;• any employee of a Group Company holding the position of General Manager (or what the Board determines to be an equivalent position in the Group); and• any other person who is declared by the Board to be an Eligible Participant for the purposes of the Executive Incentive Plan, <p>(together, Eligible Participants).</p>
What securities can be offered?	<p>The Executive Incentive Plan envisages the offer of Incentives.</p> <p>Incentives are rights to acquire (by issue or transfer) Shares or to be paid their cash equivalent value subject to performance, service, time or other vesting conditions that the Board believes best align with the Company's remuneration strategies.</p> <p>Incentives will not be quoted on ASX or any other financial market.</p> <p>Provided that other Shares are listed on ASX at the time, Shares acquired on the vesting and exercise of Incentives will be quoted on ASX or if Shares provided by the Company on vesting and exercise of Incentives are by way of a new issue of Shares, the Company will apply to have the Shares quoted on the ASX within the period required by ASX.</p>
Invitations to participate in the Executive Incentive Plan	<p>Each Eligible Participant offered the opportunity to participate in the Executive Incentive Plan will receive a written invitation to apply for a grant of Incentives, in such form as may be determined from time to time by the Board (Invitation).</p> <p>An Invitation will set out, amongst other things:</p> <ul style="list-style-type: none">• the number of Incentives which the Eligible Participant may apply for;• any applicable vesting conditions; and• any other relevant terms and conditions attaching to the Incentives or Shares allocated under the Plan, including any disposal restrictions. <p>Unless the Board determines otherwise, no offer to apply for a grant of Incentives may be made if the offer or grant does not comply with ASIC Class Order 14/1000, any subsequent or replacement class order or relief in respect of employee incentive schemes or any specific relief granted by ASIC to the Company in respect of the Executive Incentive Plan.</p>

Vesting conditions Incentives awarded to each Eligible Participant will be subject to the vesting conditions determined by the Board at the time of grant.

These may include financial performance hurdles (such as EPS and TSR based hurdles as highlighted in the Company's 2016 Remuneration Report), service requirements, or the satisfaction of any other vesting conditions determined by the Board.

The Board's decision as to the satisfaction, achievement or waiver of these vesting conditions may be made in the Board's absolute discretion and a determination as to the interpretation, effect, application, achievement, satisfaction or waiver of a vesting condition is final, conclusive and binding on the relevant Eligible Participant.

Notwithstanding the satisfaction or achievement of any specific vesting conditions imposed on an Incentive, the Board may determine in its absolute discretion that an Incentive does not vest including where it is of the opinion that the Eligible Participant's individual performance during the relevant period does not warrant that Incentive vesting.

Disposal Restrictions The Executive Incentive Plan also contemplates the potential for disposal restrictions (such as a holding lock) to be imposed on Shares allocated on the exercise of Incentives, or for Eligible Participants to nominate their Shares to be subject to a disposal restriction for a specific period. The Board may lift a disposal restriction at any time in its absolute discretion and will promptly notify the holder of its decision to do so.

Clawback rights The Executive Incentive Plan provides that if in the opinion of the Board the Eligible Participant:

- acts fraudulently or dishonestly;
- is in material breach of his or her obligations to any Group Company;
- is knowingly involved in a material misstatement of financial statements; or
- engages in behaviour which results in the satisfaction of vesting conditions in circumstances that in the reasonable opinion of the Board have caused or are likely to cause a long term detriment to the Company,

then regardless of whether or not that Eligible Participant's employment with a Group Company has terminated, the Board may:

- deem any unexercised Incentives of the Eligible Participant to have lapsed;
 - adjust the Eligible Participant's current or future performance-based remuneration; and
 - take any other action the Board considers appropriate including to for the purposes of having any benefits inappropriately obtained under the Executive Incentive Plan returned, repaid or cancelled.
-

Lapsing of Incentives	<p>Subject to the Board’s overriding discretion, unvested Incentives will lapse where:</p> <ul style="list-style-type: none"> • the holder failed to meet the Incentive’s vesting conditions in the prescribed period; or • the holder is in breach of the terms of the Executive Incentive Plan (such as a prohibited transfer or hedging) or certain events occur (such as cessation of employment or change of control).
Exercise	<p>Incentives granted under the Executive Incentive Plan will not vest and become capable of being exercised unless the vesting conditions relating to that Incentive have been satisfied.</p> <p>Incentives which vest under the Plan will automatically exercise upon vesting. On exercise, the Board may, having regard to any election of the Eligible Participant, either issue or procure the transfer of Shares to the Eligible Participant or pay a cash amount equivalent to the number of Shares not being issued multiplied by the volume weighted average price of Shares traded on the ASX over the 5 trading days immediately preceding the date the Shares would otherwise have been issued.</p>
Cessation of employment	<p>Where an Eligible Participant ceases to be an employee of any Group Company:</p> <ul style="list-style-type: none"> • due to resignation or termination for cause, then any unvested Incentives of the Eligible Participant will automatically lapse on the date of the cessation of employment; or • due to any other reason, then a proportion of any unvested Incentives will lapse equivalent to the proportion of time remaining in the period during which the relevant vesting conditions must be satisfied and the remaining unvested Incentives will continue and are still capable of vesting in accordance with the relevant vesting conditions at the end of that period, <p>unless the Board determines otherwise.</p>
Change of control	<p>If a matter, event, circumstance or transaction occurs that the Board reasonably believes may lead to a change of control, the Board may in its discretion determine the treatment and timing of such treatment of any unvested Incentives and must notify the holder of any changes to the terms of the Incentives as a result of such a decision.</p> <p>If a change of control occurs and the Board hasn’t made such a decision, all unvested Incentives will vest and be automatically exercised.</p> <p>A change of control may occur in various circumstances including by way of a takeover bid, compromise or arrangement, amalgamation with another company or selective capital reduction, or an event occurs that the Board reasonably believes may result in a change of control.</p> <p>If the Company passes a resolution for voluntary winding up or to dispose of its main undertaking, or an order is made for the compulsory winding up of the Company, the Board may, in its absolute discretion, determine that all or a portion of unvested Incentives will vest and be automatically exercised.</p>

Dilution and Executive Incentive Plan limit	The Board retains the discretion to decide whether to issue new Shares, transfer existing Shares or pay a cash equivalent on the vesting and exercise of Incentives.
	Unless the Board determines otherwise, no Incentive will be offered if to do so would contravene the ASIC Class Order CO 14/1000. This broadly requires that the number of Shares that may be issued pursuant to an offer or that have or may be issued pursuant to offers made under the Executive Incentive Plan or any other incentive plans of the Group over the previous 3 years is less than 5% of the total Shares on issue in the Company.
Rights to participate in reorganisations, bonus Issues of Shares etc	<p>If Shares are issued pro rata to Shareholders by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), involving capitalisation of reserves or distributable profits, a holder of an Incentive is entitled, upon the exercise of Incentives, to receive in addition to the Shares in respect of which the Incentives are exercised and without the payment of any further consideration, an allotment of additional Shares (or their cash equivalent) as determined by the Board.</p> <p>In the event of a rights issue or any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Shares to which the holder of an Incentive is entitled will be adjusted in the manner determined by the Board having regard to any applicable Listing Rules and the general principle that the holder of an Incentive is not to be materially disadvantaged as a result of a corporate action (such as a capital raising or capital reorganisation).</p> <p>An Eligible Participant cannot participate in new issues of Shares in respect of Incentives held by the Eligible Participant unless those Incentives have vested and have been exercised and the underlying Shares issued or transferred before the relevant record date for determining entitlements to the new issue.</p>
Hedging	An Eligible Participant must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the Eligible Participant may alter the economic benefit to be derived from an unvested Incentive.
Re-testing	There is no right to re-test vesting conditions.
Transfer, sale or disposal of Incentives	Incentives may not be transferred, sold or disposed of except by force of law (for example, in the event of death or legal incapacity) or with the prior written consent of the Board (which may be withheld at its sole discretion).
Variations to the Executive Incentive Plan	<p>The Board may amend or waive the terms of the Executive Incentive Plan or any Incentive (including Vesting Conditions) at any time.</p> <p>Any such amendment may not, without the written agreement of an Eligible Participant, materially reduce or otherwise prejudicially affect the rights attaching to the Incentives granted or the Shares issued or transferred pursuant to and still subject to the Executive Incentive Plan, other than in certain circumstances (for example, if the amendment introduced primarily for the purpose of complying with the Listing Rules or the Corporations Act).</p>

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

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

Proxy Form

XX



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) Wednesday, 16 November 2016**

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 Friday, 18 November 2016 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 1,5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1,5, 6 and 7 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 1,5, 6 and 7 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 - Paul Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - James Mactier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director - Mark Okeby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the Regis Resources Limited Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Grant of Performance Rights to Mark Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Grant of Performance Rights to Paul Thomas	<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 / /

RRL

999999A

Computershare +