Anti-Bribery and Corruption Policy

1. Purpose

The Company has a zero-tolerance approach to bribery and corruption and is committed to:

- fostering a culture of conducting business with integrity, honesty, ethics and high standards of professionalism;
- complying with local, national and other applicable laws and regulations relating to anti-bribery and corruption; and
- acting with transparency in the Company's approach to tackling bribery, corruption and conflicts of interest.

The above commitments are consistent with the Company's values of respect, integrity, teamwork, ownership and courage which guide the way we work, the way we treat each other and the standards we uphold in order to achieve the Company's purpose of creating value for our people, our communities and our shareholders by mining safely and responsibly.

The purpose of this policy is to:

- set out the conduct and behaviour expected of the Company's officers, employees, contractors and agents ('**Personnel**') with respect to anti-bribery, corruption and conflicts of interest;
- provide guidance on how to identify, prevent and address bribery and corruption in the Company's business; and
- provide guidance on how to identify and address conflicts of interest in the Company's business.

In this policy, '**Company**' means Regis Resources Limited and its subsidiaries.

2. Scope

All Personnel of the Company are required to understand and comply with the terms of this policy. Employees are required to take practical steps to ensure contractors and agents of the Company are aware of this policy before entering into a contract with them.

Where local laws are more restrictive than this policy or other laws that might apply, Personnel must follow the more restrictive local law.

Questions regarding this policy should be directed to the Company's Company Secretary.

3. Bribery and Corruption

Bribery

A bribe is the offer, promise, payment or provision of a benefit to someone (directly or indirectly) to influence the performance of a person's duty, encourage the misuse of their authority or to gain a business or other advantage for the Company.

This policy and relevant anti-bribery and corruption laws apply to both the bribery of government officials and the bribery of individuals to influence business transactions in the private sector.

A bribe can take many different forms and can be difficult to detect. A bribe may involve the provision of any form of benefit, including services, and is not limited to money or other property, nor is there any monetary threshold. For example, it may involve non-cash gifts, reciprocal favours

or excessive corporate hospitality. A bribe may be direct or indirect. A bribe still occurs where the benefit is not offered directly to the individual seeking to be influenced but instead to an agent or associate of that person. Similarly, a person is also prohibited from procuring a third party to offer or pay a bribe on their behalf in lieu of personally providing or offering a benefit.

It is irrelevant whether the bribe is accepted or paid. The mere offer of a bribe is a breach of this policy and will usually be sufficient for an offence to be committed.

The Company prohibits its Personnel from offering, promising, authorising, requesting, giving or accepting (directly or indirectly, including through any party retained by the Company) any payment or other form of benefit which is intended to influence the performance of a person's duty, encourage the misuse of their authority, or obtain a business or other advantage for the Company (except in the case of an imminent explicit or implicit threat to the safety of any Personnel, as described later in this policy). The Company also prohibits its Personnel from encouraging or permitting any party retained, directly or indirectly, by the Company to offer, promise, authorise, request, give or accept any payments prohibited by this policy. Personnel must report any concern that any such payment may have been made, offered or received by a person retained by the Company to the Company Secretary.

Facilitation Payments and Secret Commissions

Facilitation payments are typically low value payments to government officials designed to expedite or secure the performance of a routine government action to which the Company is already entitled. For example, processing visas, permits or other government papers. Secret commissions typically arise where a person (e.g. an employee of the Company) offers or gives a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal (e.g. a supplier of the Company). Such a payment is made as an inducement to influence the conduct of the principal's business.

The making of facilitation payments and secret commissions is prohibited under this policy (except in the case of an imminent explicit or implicit threat to the safety of any Personnel, as described later in this policy).

Gifts and entertainment

Bribery is not limited to cash payments with corrupt intent. It can also include the provision of other things of value, such as gifts or entertainment, for an improper purpose. It is never permissible for Personnel to provide or offer any gifts, entertainment, or other things of value for a corrupt or improper purpose.

The Company permits the acceptance and giving of low value gifts and entertainment in circumstances where the gift or entertainment:

- complies with applicable laws;
- cannot reasonably be interpreted as being offered or accepted with the intention of influencing the outcome of a business dealing but rather is directly connected to a legitimate business purpose, for example, maintaining or building a business relationship;

- not in the form of cash or cash equivalents;
- is given openly and is supported by receipts and proper documentation in accordance with the Company's accounting procedures;
- is, in the circumstances, appropriate in terms of its value, nature and timing; and
- is consistent with common business courtesies and local customs and traditions.

Gifts over the value of A$200 and entertainment/meals over the value of A$200 per person are subject to prior approval by the person's manager and must be registered in the Corporate Gift Register maintained in the office of the CEO.

If you have any doubt about whether a gift, entertainment or other courtesy is permissible under this policy, contact the Company Secretary.

Political Donations

Personnel must not, on behalf of the Company, make donations of any kind to a political party or any organisation engaged in politics.

Charitable Donations

The Company is committed to supporting the community in which it operates. As such, the Company may make charitable donations.

Charitable donations offered or made on behalf of the Company must have the prior approval of the Chief Executive Officer or Company Secretary.

Red Flags

The following list of "red flags" could indicate the existence of corrupt practice and should be borne in mind by all Personnel as they carry out their job duties:

- Unusually large commission or bonus payments or seemingly undeserved commission or bonus payments where the agent does not appear to have provided significant services;
- Cash payments or payments made without a paper trail or without compliance with ordinary internal controls;
- Use of an agent or contractor with links to a foreign government or with a poor reputation;
- Payments to offshore accounts or made indirectly through third-party countries;
- Unexplained preference for certain agents or contractors; and
- Invoices rendered or paid in excess of contractual amounts.

This list is not exhaustive. Personnel should be vigilant as to other indicators that raise suspicion of corrupt activity.

Anti-money laundering

Money laundering is the concealment, transfer or use of money or assets gained from criminal activity in otherwise legitimate business activities. Laundered money might also be used to finance

terrorism. Money laundering is a serious crime which has significant negative impacts on society and the economy.

The Company is committed to complying with all laws relating to the prevention of money laundering and terrorist financing. We will screen and assess our partners and other third party services as considered appropriate to identify money laundering and terrorist financing risks.

4. Exception

The only exception to the Company's prohibition on bribery and corruption is where Personnel are asked to make a payment or request a benefit be given, and there is an imminent explicit or implicit threat to the safety of any Personnel.

The event must then be reported as soon as safely possible to the Chairman and any payments made or benefits conferred must be accurately described and recorded in the Company's books and records.

5. Recordkeeping

It is also the Company's policy to require that all contract and payments in which the Company is a party be accurately recorded in the Company's books and records in accordance with the Company's recordkeeping procedures.

6. Conflicts of interest

A conflict of interest refers to personal, financial or political activities, as well as affiliations or interests which affect or are perceived to affect the way a person does their job.

Conflicts of interest can occur in many different ways. Some examples include:

- when Personnel have family members or friends who are affiliated with, or work for, a potential or current supplier or customer;
- when Personnel have family members or friends who also work for the Company and who may be affected by decisions made by them;
- when Personnel, a family member or friend is a government official and engages with or may engage with the Company; or
- When Personnel own shares in a potential or current supplier or customer.

If any Personnel become aware of an actual, potential or perceived conflict of interest they must report it to their manager as soon as possible.

If a manager is informed of or becomes aware of any actual, potential or perceived conflict of interest it must ensure it is registered in theConflicts Register as soon as possible. Managers can seek guidance from the Company Secretary as to how the situation should be managed.]

7. Breaches

Bribery, corruption and conflicts of interest are serious matters that represent a significant risk to the Company's operations and reputation.

Any breach of this policy by any officer or employee will be investigated and may result in disciplinary action, including termination. For contractors and agents, a breach may result in action in accordance with the terms of the engagement or appointment, including termination of those services. The Company may report any breach of this policy to relevant authorities, including law enforcement authorities.

A breach of this policy may also expose both the individual who is in breach, as well as the Company, to criminal and civil liability under applicable anti-bribery and corruption laws which could result in significant penalties. Violations of such laws can also impact the Company's ability to continue doing business in a given country, region or market.

8. Reporting Breaches

The Company is committed to ensuring that bribery, corruption and conflict of interest concerns can be raised without fear of reprisal or intimidation. Any officer or employee who makes a bona fide disclosure under this policy and follows the reporting procedure in the Company's Whistleblower Policy will not be subject to any detrimental action by the Company as a result of making such a disclosure.

Any known or suspected breaches of this policy should be reported at the earliest opportunity to either the:

- Company Secretary
- a Whistleblower Protection Officer; or
- the Risk, Safety, Environment and Community Committee.

9. Training

The Company will provide training to its Personnel about how to identify, report and address any bribery, corruption and conflicts of interest.

Any Personnel who are uncertain as to any provisions of this policy or its application to given circumstance should contact the Company Secretary.

10. Review

The Risk, Safety, Environment and Community Committee will monitor compliance with this policy and will undertake periodical review for the purpose of ensuring that it is operating effectively in light of the Company's then-current business activities and in accordance with any changes in applicable law. Any material amendments to the policy will be approved by the Board.