ABN 28 009 174 761

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Thursday 19 November 2026

Time of Meeting

10:00am (AWST)

Place of Meeting

The Vibe Hotel, Subiaco Room
9 Alvan St
Subiaco, Western Australia

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting in person please complete and return the Proxy Form in accordance with the specified directions.

REGIS RESOURCES LIMITED
ABN 28 009 174 761

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Regis Resources Limited ABN 28 009 174 761 will be held at The Vibe Hotel, Subiaco Room, 9 Alvan St, Subiaco, Western Australia on Thursday 19 November 2026 at 10:00am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

Shareholders are encouraged to lodge proxy votes in advance of the meeting to ensure that their voting instructions will be received and votes cast, even if they cannot attend on the day, and to monitor the Company's website and ASX platform in case any alternative arrangements become necessary or appropriate.

There will be a live webcast of the AGM which can be accessed via:
https://loghic.eventsair.com/655197/379146/Site/Register

As this webcast is for viewing only, there will be no facility to ask questions or vote, and viewers will not count for the purposes of a quorum.

NOTICE OF RIGHTS OF SHAREHOLDERS IN CONNECTION WITH CERTAIN DOCUMENTS

As permitted by the Corporations Act, the Company only sends physical meeting documents to Shareholders if they have requested that physical copies be posted to them.

The Company encourages all Shareholders to provide an email address so we can communicate with you electronically when Shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your details at www.computershare.com/investor.

If you are a Shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding contact the registry, Computershare Investor Services Pty Limited at:

Computershare Investor Services Pty Limited
Postal Address: GPO Box 2975 Melbourne, VIC 3001
Telephone (within Australia): 1300 850 505
Telephone (outside Australia): +61 3 9415 4000
Email: web.queries@computershare.com.au

AGENDA

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2026, together with the Directors' Report, the Sustainability Report and the Auditor's Reports as set out in the Annual Report.

1 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

> *"That the Remuneration Report for the year ended 30 June 2026 as set out in the 2026 Annual Report be adopted."*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement: *The Company will disregard any votes cast on the Resolution, and a vote must not be cast (in any capacity), by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote, and it may be cast, if:*

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution ***or*** *the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and*

(b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

2 Resolution 2 – Re-election of Mrs Lynda Burnett as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That Mrs Lynda Burnett, who retires in accordance with Rule 12.7(a) of the Constitution and Listing Rule 14.4 and, being eligible, offers herself for re-election, be re-elected as a Director."*

3 Resolution 3 – Re-election of Mr Paul Arndt as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That Mr Paul Arndt, who retires in accordance with Rule 12.7(a) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director."*

4 Resolution 4 – Election of Mr Ian Macliver as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That Mr Ian Macliver, who ceases to hold office in accordance with Listing Rule 14.4 and Rule 12.3(a) of the Constitution and, being eligible, offers himself for election, be elected as a Director."*

5 Resolution 5 – Issue of Short Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 47,178 Short Term Incentive Performance Rights for no cash consideration, each with a nil exercise price and an expiry date of 5 November 2027, to Mr Jim Beyer, Managing Director of the Company, (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Jim Beyer (or his nominee(s)) and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

6 Resolution 6 – Issue of Long Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 269,421 Long Term Incentive Performance Rights for no cash consideration, each with a nil exercise price and an expiry date of 2 November 2029, to Mr Jim Beyer, Managing Director of the Company, (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and C to the Explanatory Memorandum)."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Jim Beyer (or his nominee(s)) and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

7 Resolution 7 – Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Jim Beyer (or his nominee(s))

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

> "*That, subject to one or both of Resolution 5 and Resolution 6 being approved, for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to the Performance Rights described in the Explanatory Memorandum which may become payable to Mr Jim Beyer (or his nominee(s)) be approved."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution, and a vote must not be cast (in any capacity), by or on behalf of:*

(a) Mr Jim Beyer; or

(b) an Associate of Mr Jim Beyer.

However, the Company need not disregard a vote, and a vote may be cast, if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and

(b) it is not cast on behalf of Mr Jim Beyer or any of his Associates.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

8 Resolution 8 – Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Anthony Rechichi (or his nominee(s))

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"*That, for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to Performance Rights on the same terms as those described in the Explanatory Memorandum which may become payable to Mr Anthony Rechichi (or his nominee(s)) be approved.*"

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution, and a vote must not be cast (in any capacity), by or on behalf of:*

(a) Mr Anthony Rechichi; or

(b) an Associate of Mr Anthony Rechichi.

However, the Company need not disregard a vote, and a vote may be cast, if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and

(b) it is not cast on behalf of Mr Anthony Rechichi or any of his Associates.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

9 Resolution 9 – Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Michael Holmes (or his nominee(s))

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"*That, for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to Performance Rights on the same terms as those described in the Explanatory Memorandum which may become payable to Mr Michael Holmes (or his nominee(s)) be approved.*"

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution, and a vote must not be cast (in any capacity), by or on behalf of:*

(a) Mr Michael Holmes; or

(b) an Associate of Mr Michael Holmes.

However, the Company need not disregard a vote, and a vote may be cast, if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and

(b) it is not cast on behalf of Mr Michael Holmes or any of his Associates.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

10 Resolution 10 – Renewal of proportional takeover approval provisions of the Constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

> *"That, pursuant to and in accordance with section 648G of the Corporations Act, the existing proportional takeover approval provisions in the form set out in Rule 7 of the Company's Constitution are renewed for a period of three years commencing on the date of the Meeting."*

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Elena Macrides
Company Secretary

Dated: 20 October 2026

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Attending and voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so their holding may be checked against the Company's share register and their attendance recorded. To be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

Questions at the meeting

Shareholders are encouraged to lodge questions prior to the Meeting.

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting no later than 5:00pm (AWST) Tuesday, 17 November 2026:

- via email: enquiries@regisresources.com; or
- via mail or by hand:

  Company Secretary

  Regis Resources

  Level 2, 516 Hay St,

  Subiaco WA 6008

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 5, 6, 7, 8 and 9 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 10:00am (AWST) on Tuesday, 17 November 2026. Proxies received after this time will be invalid.

- Proxies may be lodged using any of the following methods:
  - by returning a completed Proxy Form in person or by post to:

    Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001;
  - by faxing a completed Proxy Form to 1800 783 447 within Australia or +61 3 9473 2555 outside Australia;
  - by recording the proxy appointment and voting instructions via the internet at www.investorvote.com.au. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**); or
  - for Intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intentions.

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10:00am (AWST) Tuesday, 17 November 2026.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 4:00pm (AWST) on Tuesday, 17 November 2026.

REGIS RESOURCES LIMITED
ABN 28 009 174 761

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2026, together with the Directors' declaration and report in relation to that financial year, the Sustainability Report and the Auditor's Reports on the financial report and the Sustainability Report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

(a) the conduct of the audits;

(b) the preparation and content of the Auditor's Reports;

(c) the accounting policies adopted by the Company in relation to the preparation of the financial statements;

(d) the policies adopted by the Company in relation to the preparation of any sustainability reports the Company is required to prepare; and

(e) the independence of the Auditor in relation to the conduct of audits.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

1 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

1.1 Background

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2026 Annual Report be adopted. The Remuneration Report is set out in the Company's 2026 Annual Report and is also available on the Company's website (www.regisresources.com).

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

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second

annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2025 did not receive a vote of 25% or more against its adoption at the Company's last annual general meeting held on 21 November 2025. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

2 Resolution 2 – Re-election of Mrs Lynda Burnett as a Director

2.1 Background

Pursuant to Rule 12.7(a) of the Constitution and Listing Rule 14.4, Mrs Lynda Burnett, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If Resolution 2 is passed, Mrs Burnett will be re-elected and will continue to act as a Director. If Resolution 2 is not passed, Mrs Burnett will not be re-elected and will cease to act as a Director.

2.2 Qualifications

Mrs Lynda Burnett is a geologist with experience as a director of ASX-listed mining companies. She was Managing Director of ASX-listed explorer Sipa Resources Ltd (ASX: SRI) and was Director – Exploration Australia for Newmont Ltd, with responsibility for the strategic planning, budgeting and management of all of Newmont's near-mine and greenfield exploration projects in the Asia-Pacific region, including the Tanami, Jundee, KCGM and Boddington mines as well as the McPhillamys gold deposit which is now owned by the Company. During her over 30 year career, Mrs Burnett has also held senior geological positions with Plutonic Resources Ltd, Newcrest Mining Ltd, Worsley Alumina Pty Ltd and was a Director of ASX-listed Summit Resources Ltd and NickelSearch Ltd.

Mrs Burnett holds an Honours degree in geology from the University of Queensland. From 2009 to 2021 Mrs Burnett was the Chair of the Advisory Board for the Centre of Exploration Targeting at the University of Western Australia and is also a member of AusIMM, the Society of Economic Geologists and the Australian Institute of Company Directors.

2.3 Other material directorships

Mrs Burnett holds no other material directorships.

2.4 Independence

Mrs Lynda Burnett was appointed to the Board on 27 November 2019, with her re-election last approved by Shareholders at the Company's 2023 annual general meeting. The Board in the absence of Mrs Burnett considers that Mrs Burnett, if re-elected, will be classified as an independent director.

2.5 Board recommendation

Based on Mrs Lynda Burnett's relevant experience and qualifications, in particular her operational experience in exploration geology, the members of the Board, in the absence of Mrs Burnett, support the re-election of Mrs Burnett as a Director of the Company.

3 Resolution 3 – Re-election of Mr Paul Arndt as a Director

3.1 Background

Pursuant to Rule 12.7(a) of the Constitution and Listing Rule 14.4, Mr Paul Arndt, being a Director, retires by way of rotation and being eligible, offers himself for re-election as a Director.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If Resolution 3 is passed, Mr Arndt will be re-elected and will continue to act as a Director. If Resolution 3 is not passed, Mr Arndt will not be re-elected and will cease to act as a Director.

3.2 Qualifications

Mr Paul Arndt has a track-record in the management of open pit and underground mining operations across the gold and base metals sectors in Australia and overseas. Most recently, he was the Managing Director of Perilya Mines Ltd, which owns the extensive Broken Hill base metals mining complex in New South Wales and developed and operates the first underground mine in the Dominican Republic. Prior to joining Perilya, he was General Manager of the Telfer Gold Mine in Western Australia for Newcrest Mining. Over his 40-year career, he has also held senior management positions with MIM Holdings Limited and Pasminco Limited, including operating smelters and refineries, as well as Australian industrial companies, BGC and Boral Limited. He has also consulted for business improvement specialists, Partners in Performance and most recently been active advising on mining projects in South East Asia and Latin America. Mr Arndt was previously a Non-Executive Director of Panaust Limited and Mallee Resources Limited.

Mr Arndt graduated with a Bachelor of Science First Class Honours in Physical and Inorganic Chemistry (University of Western Australia). He also has a Graduate Diploma in Mechanical Engineering (Western Australian Institute of Technology), a Master of Applied Science in Chemistry (Curtin University) and a Master of Business Administration (University of Queensland).

3.3 Other material directorships

Mr Paul Arndt holds no other material directorships.

3.4 Independence

Mr Paul Arndt has been a Director since 25 November 2022, with his election last approved by Shareholders at the Company's 2023 annual general meeting. The Board in the absence of Mr Arndt considers that Mr Arndt, if re-elected, will be classified as an independent director.

3.5 Board recommendation

Based on Mr Paul Arndt's relevant experience and qualifications, in particular Mr Arndt's operational experience in open pit and underground gold mining operations, the members of the Board, in the absence of Mr Arndt, support the re-election of Mr Arndt as a Director of the Company.

4 Resolution 4 – Election of Mr Ian Macliver as a Director

4.1 Background

Resolution 4 seeks approval for the election of Mr Ian Macliver as a Director for the purposes of Listing Rule 14.4 and Rule 12.3(a) of the Constitution.

Listing Rule 14.4 provides that a director of an entity appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. Rule 12.3(a) of the Constitution similarly provides that, if a person is appointed as a Director by the Board, the Company must confirm the person's appointment at the next annual general meeting of the Company.

If Resolution 4 is passed, Mr Macliver will be elected and will continue to act as a Director. If Resolution 4 is not passed, Mr Macliver will not be elected and will cease to act as a Director.

4.2 Qualifications

Mr Ian Macliver is an experienced director within the mining sector. His executive and director experience covers many areas of corporate activity, including acquisitions, divestments, takeovers, business and strategic planning, and debt and equity structuring. Mr Macliver was chairman of MMA Offshore Limited (prior to its acquisition by Cyan Renewables) and non-executive chairman of Western Areas Limited (prior to its acquisition by IGO Limited). Mr Macliver holds a Bachelor of Commerce from the University of Western Australia, a Post Graduate Diploma from FINSIA (formerly the Securities Institute of Australia) and qualified as a Chartered Accountant. Mr Macliver is currently a director of Sheffield Resources Ltd but will retire as a director at the end of Sheffield's annual general meeting on 20 November 2026.

4.3 Other material directorships

Mr Macliver is the independent chair of Emeco Holdings Ltd and a non-executive director of Wright Prospecting Pty Ltd and Chairman of VOC Group Limited (unlisted), which is a 50% shareholder in Wright Prospecting Pty Ltd.

4.4 Independence

Mr Ian Macliver was appointed as a Director by the Board on 14 October 2026. The Board in the absence of Mr Macliver considers that Mr Macliver, if elected, will be classified as an independent director.

4.5 Board recommendation

Based on Mr Macliver's relevant experience and qualifications, in particular Mr Macliver's experience as an executive and non-executive director and chair in the mining industry, the members of the Board, in the absence of Mr Macliver support the election of Mr Macliver as a Director of the Company.

5 Resolutions 5 and 6 – Issue of Short Term Incentive Performance Rights and Long Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))

Resolutions 5 and 6 relate to the issue of short term incentives in the form of Performance Rights with a nil exercise price and expiry date of 5 November 2027 (**STIPRs**) (in the case of Resolution 5) and long term incentives in the form of Performance Rights with a nil exercise price and expiry date of 2

November 2029 (**LTIPRs**) (in the case of Resolution 6) to Mr Jim Beyer (or his nominee(s)) pursuant to the Incentive Plan.

A summary of the material terms and conditions of the Incentive Plan is set out in Annexure A to this Explanatory Memorandum.

5.1 Issue of STIPRs

Pursuant to Resolution 5, the Company proposes to issue a total of up to 47,178 STIPRs to Mr Jim Beyer (or his nominee(s)) under the Incentive Plan for no cash consideration, with each STIPR having a nil exercise price and an expiry date of 5 November 2027. The STIPRs will automatically vest on 1 July 2027 subject only to Mr Jim Beyer being an employee of the Company at that time unless the Board determines otherwise. Subject to the satisfaction or waiver of that condition and to any adjustments in accordance with the rules of the Incentive Plan (e.g. upon a reorganisation of capital), Mr Jim Beyer (or his nominee(s)) will be entitled to receive one Share (or the cash equivalent at the Board's election) for each STIPR that vests.

The Company notes that:

(a) Mr Jim Beyer's short term incentive award for the year ended 30 June 2026 was $594,868. The STIPRs proposed to be issued to Mr Jim Beyer represent 50% of this award and form part of Mr Jim Beyer's remuneration package; the remaining 50% of the short term incentive award was paid in cash.

(b) In addition, the Board has also determined to pay a cash amount in relation to the STIPRs (**Dividend Equivalent Payment**). The amount is calculated by reference to any dividends announced by the Company during the period from 1 July 2026 to the Vesting Date, for which the record date is before the issue of Shares on conversion of the STIPRs. Each relevant dividend per Share is grossed up for franking credits, and then multiplied by the number of STIPRs that ultimately vest and convert into Shares. The Dividend Equivalent Payment is paid after those Shares are issued.

    If vesting of the STIPRs is accelerated, the Dividend Equivalent Payment in relation to those STIPRs will also be paid earlier, following the issue of Shares on conversion.

(c) The terms and conditions of the STIPRs are set out in Annexure B to this Explanatory Memorandum.

(d) The STIPRs are proposed to be issued in accordance with the rules of the Incentive Plan.

(e) If Shareholders do not approve the proposed issue of the STIPRs to Mr Jim Beyer (or his nominee(s)) under Resolution 5, the issue will not proceed, and no Dividend Equivalent Payment will be made in relation to them. The Company will provide a cash payment to Mr Jim Beyer if Resolution 5 is not approved.

5.2 Issue of LTIPRs

Similarly, pursuant to Resolution 6, the Company proposes to issue up to 269,421 LTIPRs to Mr Jim Beyer (or his nominee(s)) under the Incentive Plan for no cash consideration, with each LTIPR having a nil exercise price and an expiry date of 2 November 2029.

The LTIPRs are subject to Vesting Conditions which will trigger the vesting of those depending on whether Mr Jim Beyer achieves the respective 'threshold' and 'target' levels of performance. The threshold level is the minimum performance required and the target level includes a straight-line pro-rata between the threshold and the maximum target (being the stretch target) of the LTIPRs vesting.

The Vesting Conditions will be tested by the Board after the end of a three-year performance period ending 30 June 2029. The Board's decision as to the satisfaction or waiver of the performance or any

other Vesting Conditions may be made in its absolute discretion and any such decision will be final and binding.

The Company notes that:

(a) The terms and conditions of the LTIPRs are set out in Annexure C to this Explanatory Memorandum.

(b) The LTIPRs are proposed to be issued in accordance with the rules of the Incentive Plan.

(c) If Shareholders do not approve the proposed issue of the LTIPRs to Mr Jim Beyer (or his nominee(s)) under Resolution 6, the issue will not proceed. The Board may need to consider alternative remuneration arrangements which may include cash payment if Resolution 6 is not approved.

5.3 Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit, and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Jim Beyer is a related party of the Company.

In relation to Resolutions 5 and 6, the Board (excluding Mr Jim Beyer) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of STIPRs and LTIPRs as the issue is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

The issue of STIPRs and LTIPRs encourages Mr Jim Beyer to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of Mr Jim Beyer) that the incentives represented by the issue of these STIPRs and LTIPRs are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of STIPRs and LTIPRs to be issued to Mr Jim Beyer (or his nominee(s)) has been determined based upon a consideration of:

(a) Mr Jim Beyer's remuneration;

(b) the extensive experience and reputation of Mr Jim Beyer within the mining industry;

(c) the current price of Shares;

(d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of LTIPRs and STIPRs to be issued and will ensure that Mr Jim Beyer's overall remuneration is in line with market practice; and

(e) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does

not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STIPRs and LTIPRs upon the terms proposed.

5.4 Mr Jim Beyer's total remuneration package

Mr Jim Beyer's cash remuneration per annum (including superannuation) and the total financial benefit to be received by him in this current period, as a result of the issue of the STIPRs and LTIPRs the subject of Resolutions 5 and 6, is $3,425,768* calculated as follows:

Component	Cash	Value of Incentives ($ value based on 5-day VWAP of Shares to 1 July 2026 of $6.30)	Total financial benefit
Total Fixed Remuneration (TFR)	$1,132,360	-	$1,132,360
STI Award 2026	$297,434	$297,434	$594,868
Max Potential LTI Award (150% of TFR)	-	$1,698,540	$1,698,540
TOTAL	**$1,429,794**	**$1,995,974**	**$3,425,768***

5.5 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of STIPRs and LTIPRs to Mr Jim Beyer (or his nominee(s)) pursuant to Resolutions 5 and 6 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If both Resolutions 5 and 6 are passed, the Company will issue the STIPRs and LTIPRs to Mr Jim Beyer (or his nominee(s)) as noted above.

If Resolution 5 is not passed, the Company will not issue the STIPRs to Mr Jim Beyer (or his nominee(s)) and the Company will provide a cash payment to Mr Jim Beyer.

* Mr Jim Beyer may also become entitled to the Dividend Equivalent Payment described in Section 5.1(b).

* Mr Jim Beyer may also become entitled to the Dividend Equivalent Payment described in Section 5.1(b).

If Resolution 6 is not passed, the Company will not issue the LTIPRs to Mr Jim Beyer (or his nominee(s)) and may need to consider alternative remuneration arrangements, which may include cash payment.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

(a) the STIPRs (in the case of Resolution 5) and the LTIPRs (in the case of Resolution 6) will be issued to Mr Jim Beyer (or his nominee(s)), as noted above;

(b) Mr Jim Beyer is a Director, and therefore a Listing Rule 10.14.1 party, and his nominee(s) (as applicable) are Listing Rule 10.14.2 parties because they are an Associate of a Director;

(c) up to 47,178 STIPRs and up to 269,421 LTIPRs will be issued to Mr Jim Beyer (or his nominee(s));

(d) Mr Jim Beyer is a Director of the Company and the issue of STIPRs and LTIPRs the subject of Resolutions 5 and 6 respectively is intended to remunerate or incentivise Mr Jim Beyer, whose current total remuneration package is set out above in paragraph 5.4;

(e) Mr Jim Beyer (or his nominee(s)) has been issued the following Equity Securities under the Incentive Plan since it was approved by Shareholders on 21 November 2025:

Year	Performance Rights issued	Average acquisition price
FY 2025-26	422,036	Nil

(f) the terms and conditions of the STIPRs and LTIPRs are set out in Annexure B and Annexure C to this Explanatory Memorandum respectively;

(g) the STIPRs and LTIPRs will be issued following the Meeting and, in any event, on a date which will be no later than 3 years after the date of this Meeting;

(h) the Company has chosen to issue STIPRs (in the case of Resolution 5) and LTIPRs (in the case of Resolution 6) to attract and ensure continuity of service of Mr Jim Beyer and ongoing alignment with Shareholders, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STIPRs and LTIPRs upon the terms proposed (as set out in paragraph 5.3(e) above);

(i) the value the Company attributes to the STIPRs (in the case of Resolution 5) and LTIPRs (in the case of Resolution 6), being $297,434 and $1,698,540 respectively, is based on the 5-day VWAP of Shares to 1 July 2026 of $6.30 (as set out in paragraph 5.4 above);

(j) the STIPRs represent 50% of Mr Jim Beyer's short term incentive award for the year ended 30 June 2026 (which was $594,868).* While the LTIPRs will have a deemed issue price, they are being issued for no cash consideration;

(k) a summary of the material terms of the Incentive Plan under which the STIPRs and LTIPRs will be issued is set out in Annexure A to this Explanatory Memorandum;

(l) no loan will be made to Mr Jim Beyer in relation to the issue of STIPRs and LTIPRs;

* Mr Jim Beyer may also become entitled to the Dividend Equivalent Payment described in Section 5.1(b).

(m) details of any Equity Securities issued under the Incentive Plan will be published in the Company's annual report relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Incentive Plan after Resolutions 5 and 6 are approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule; and

(o) a voting exclusion statement applies to each of Resolutions 5 and 6 as set out in the Notice of Meeting.

5.6 Directors' recommendation

The Directors (other than Mr Jim Beyer), who have no interest in the outcome of Resolutions 5 and 6, recommend that Shareholders vote in favour of Resolutions 5 and 6. Mr Jim Beyer declines to make a recommendation about the Resolutions as he has a material personal interest in the outcome of Resolutions 5 and 6 as they relate to the proposed issue of STIPRs and LTIPRs to him (or his nominee(s)). The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 and 6.

5.7 Voting

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on Resolutions 5 and 6.

6 Resolutions 7 to 9 (inclusive) – Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Jim Beyer, Mr Anthony Rechichi and Mr Michael Holmes (or their respective nominee(s))

6.1 Background

Subject to the passing of one or both of Resolution 5 and Resolution 6, up to 47,178 STIPRs and up to 269,421 LTIPRs are proposed to be granted to Mr Jim Beyer (or his nominee(s)). A summary of the material terms of the STIPRs and LTIPRs is set out in Annexures B and C (respectively) to this Explanatory Memorandum.

The Company also proposes to issue:

- up to 21,848 Performance Rights on the same terms as the STIPRs and up to 97,041 Performance Rights on the same terms as the LTIPRs to Mr Anthony Rechichi or his nominee(s); and

- up to 27,584 Performance Rights on the same terms as the STIPRs and up to 122,519 Performance Rights on the same terms as the LTIPRs to Mr Michael Holmes or his nominee(s),

under the Incentive Plan.

The Dividend Equivalent Payment described in Section 5.1(b) also applies in relation to the STIPRs proposed to be issued to Mr Anthony Rechichi and Mr Michael Holmes.

The terms of the Performance Rights and the related Dividend Equivalent Payment arrangements include potential termination benefits which may become payable to Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes in connection with the cessation of their directorship or employment with the Company (as applicable). Resolutions 7 to 9 (inclusive) seek Shareholder approval for the giving of those potential termination benefits for all purposes of Part 2D.2 of the Corporations Act as set out in this Explanatory Memorandum.

Resolution 7 is conditional on one or both of Resolution 5 and Resolution 6 also being passed. Accordingly, the potential benefits that may be given under the Incentive Plan to Mr Jim Beyer (or his nominee(s)) will only be approved if Shareholders also approve the issue of STIPRs and/or LTIPRs to Mr Jim Beyer (or his nominee(s)) under one or both of Resolution 5 and Resolution 6.

6.2 Termination benefits payable

The terms of the Performance Rights allow for the Board to exercise discretion in the following circumstances:

(a) discretion to determine that any unvested Performance Rights will not lapse following the cessation of the directorship or employment (as applicable) of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes with the Company; and/or

(b) a general discretion to waive conditions to the Performance Rights in whole or in part at any time and in any particular case, which might include the exercise of that discretion in the context of the cessation of the directorship or employment (as applicable) of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes with the Company.

Where the Board exercises its discretion to allow STIPRs to continue, or to vest on cessation of office or employment, the holder may also become entitled to the related Dividend Equivalent Payment described in Section 5.1(b) when vesting occurs. If vesting and conversion occur early, the corresponding Dividend Equivalent Payment may also be made earlier.

The benefits noted above are in addition to statutory entitlements, any payment in lieu of notice and accrued contractual entitlements, comprised of any outstanding remuneration and any accrued leave entitlements as at the date of termination.

6.3 Sections 200B and 200E of the Corporations Act

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act), or persons who have in the 3 years before their termination held a managerial or executive office, on leaving their employment with the Company or ceasing to be appointed as a director of the Company or any of its related bodies corporate, unless an exception applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which will include Mr Jim Beyer, Mr Anthony Rechichi and Mr Michael Holmes.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or another exemption applies.

The term "benefit" has a wide operation and would include the exercise of Board discretion in the circumstances noted above upon termination or cessation of directorship or employment in accordance with their terms (including the terms of the Incentive Plan under which they are offered).

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to deal with the Performance Rights and make any related Dividend Equivalent Payment upon termination or cessation of the directorship or employment (as applicable) of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes in accordance with the terms and conditions of the Performance Rights and the Dividend Equivalent Payment arrangements described in Section 5.1(b), where to do so would involve giving a “benefit” to Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes in connection with any of them ceasing to hold a managerial or executive office.

In relation to Mr Jim Beyer, the approval is sought in relation to the STIPRs and LTIPRs proposed to be granted to Mr Jim Beyer (or his nominee(s)) under Resolution 5 and Resolution 6 and any related Dividend Equivalent Payment in respect of the STIPRs.

The value of any benefit relating to the Performance Rights or any related Dividend Equivalent Payment given in connection with Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

(a) the number of Performance Rights held by Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes (or their respective nominee(s)) prior to termination or cessation of their directorship or employment (as applicable);

(b) the length of service of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes and the status of the vesting conditions attaching to the Performance Rights at the time their employment or directorship ceases;

(c) whether the vesting conditions are waived or (if not waived) met, and the number of Performance Rights (which could be a portion of or all of the Performance Rights held by Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes (or their respective nominee(s)));

(d) the market price of the Company's Shares on ASX on the date Shares are issued to Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes (or their respective nominee(s)) upon exercise of the Performance Rights; and

(e) for any Dividend Equivalent Payment, the number of STIPRs that vest and convert into Shares, the timing of vesting, and the amount and franking credits of dividends announced during the relevant period. The payment will be calculated on the basis described in Section 5.1(b).

6.4 Consequences of passing Resolutions 7 to 9 (inclusive)

If Resolution 7 is passed, the Company will be able to give termination benefits to Mr Jim Beyer or his nominee(s) in connection with Mr Jim Beyer ceasing to hold that managerial or executive office in accordance with the terms of the Performance Rights, the rules of the Incentive Plan and the Dividend Equivalent Payment arrangements described in Section 5.1(b).

If Resolution 7 is not passed, the Company will not be able to give termination benefits to Mr Jim Beyer or his nominee(s) in respect of the relevant Performance Rights or any related Dividend Equivalent Payment unless the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular termination benefit or another exemption to the restriction in section 200B of the Corporations Act applies.

If Resolution 8 is passed, the Company will be able to give termination benefits to Mr Anthony Rechichi or his nominee(s) in connection with Mr Anthony Rechichi ceasing to hold that managerial or executive office in accordance with the terms of the Performance Rights, the rules of the Incentive Plan and the Dividend Equivalent Payment arrangements described in Section 5.1(b).

If Resolution 8 is not passed, the Company will not be able to give termination benefits to Mr Anthony Rechichi or his nominee(s) in respect of the relevant Performance Rights or any related Dividend Equivalent Payment unless the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular termination benefit or another exemption to the restriction in section 200B of the Corporations Act applies.

If Resolution 9 is passed, the Company will be able to give termination benefits to Mr Michael Holmes or his nominee(s) in connection with Mr Michael Holmes ceasing to hold that managerial or executive office in accordance with the terms of the Performance Rights, the rules of the Incentive Plan and the Dividend Equivalent Payment arrangements described in Section 5.1(b).

If Resolution 9 is not passed, the Company will not be able to give termination benefits to Mr Michael Holmes or his nominee(s) in respect of the relevant Performance Rights or any related Dividend Equivalent Payment unless the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular termination benefit or another exemption to the restriction in section 200B of the Corporations Act applies.

The Chair intends to vote all available proxies in favour of Resolutions 7 to 9 (inclusive).

7 Resolution 10 – Renewal of proportional takeover approval provisions of the Constitution

7.1 Background

The Corporations Act permits a company to include in its constitution provisions (called **proportional takeover approval provisions**) requiring that a proportional or partial takeover bid (i.e. an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders before it may proceed. In effect, the approval of Resolution 10 will enable the Company to refuse to register transfers of Shares acquired under a proportional takeover bid unless that bid is approved by a majority of Shareholders.

The Constitution currently contains provisions dealing with proportional takeover bids. The full text of the Rule in the Constitution containing the proportional takeover approval provisions is set out in Annexure D to this Explanatory Memorandum.

As set out in Rule 7.4 of the Constitution, the proportional takeover approval provisions will cease to have effect at the end of three years after:

(a) where those provisions have not been renewed since their adoption, the date on which those provisions were adopted by the Company; or

(b) where those provisions have been renewed since their adoption, the date on which they were last renewed.

The proportional takeover approval provisions were last renewed at the Company's 2023 annual general meeting held on 23 November 2023 and will cease to have effect on 23 November 2026 unless renewed. Therefore, the Company is seeking Shareholder approval for the renewal of the proportional takeover approval provisions pursuant to Resolution 10.

Resolution 10 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution in order to be passed.

7.2 Section 648G of the Corporations Act

The following information is provided pursuant to section 648G of the Corporations Act.

(a) **Operation of the proportional takeover approval provisions**

By renewing the proportional takeover approval provisions in the Constitution, the registration of a transfer of Shares acquired under a proportional takeover bid will be prohibited unless an approving resolution is passed by Shareholders in the Company in the manner provided in Rule 7.3 of the Constitution.

The proportional takeover approval provisions do not apply to a takeover bid for all of the Shares of the Company.

If the Company's existing proportional takeover approval provisions are renewed and a proportional takeover bid is subsequently made for Shares in the Company, the Directors must seek Shareholder

approval by a majority vote to register transfers of Shares under the proportional takeover bid. The Shareholder approval must be obtained at a general meeting of Shareholders.

Those Shareholders who are entitled to vote at the general meeting are the Shareholders (other than the bidder and its associates) who are recorded on the register of members of the Company at the end of the day on which the first of the offers under the proportional takeover bid is made.

That resolution must be voted on at least 14 days before the last day of the offer period under the proportional takeover bid. The resolution will be passed if more than 50% of eligible votes are cast in favour of the resolution. If no such resolution has been voted on at least 14 days before the last day of the bid period then a resolution to approve the registration of transfers under the bid is taken to have been passed.

If such a resolution has been voted on at least 14 days before the last day of the bid period but the resolution is not passed by a majority of the Shares voted, then the offer will be deemed to be withdrawn and the registration of any transfer of Shares resulting from acceptances under the offer will be prohibited. Acceptances will be returned and any contracts formed by acceptance will be rescinded. If the resolution is approved, transfers of Shares to the bidder will be registered provided they comply with the other provisions of the Constitution.

If renewed (by passing Resolution 10), Rules 7.1 to 7.3 of the Constitution will have effect for a three-year period from the date of the Meeting.

(b) **Current acquisition proposals**

As at the date of this Notice, none of the Directors of the Company are aware of a proposal by a person to acquire, or to increase the extent of, a substantial holding in the Company.

(c) **Advantages of proportional takeover approval provisions to Shareholders**

Potential advantages to Shareholders of the renewal of the proportional takeover approval provisions in the Constitution are set out below:

(i) The proportional takeover approval provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe offers under a proportional takeover bid are inadequate but nevertheless accept through concern that a significant number of other Shareholders will accept.

(ii) The proportional takeover approval provisions may provide Shareholders with protection against being coerced into accepting an offer under a proportional takeover bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much-reduced price. This puts pressure on Shareholders to accept an offer under the initial takeover bid in order to maximise their returns.

(iii) If a proportional takeover bid is made, the proportional takeover approval provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders.

(iv) The body of Shareholders may more effectively advise and guide the Directors' response to a proportional takeover bid, and knowing the view of the majority of Shareholders may assist individual Shareholders to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

(v) The proportional takeover approval provisions may make it more probable that any takeover bid will be for the whole shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion.

(d) **Disadvantages of the proportional takeover approval provisions to Shareholders**

Potential disadvantages to Shareholders of the renewal of proportional takeover approval provisions in the Constitution are set out below:

(i) The proportional takeover approval provisions may tend to discourage proportional takeover bids by placing obstacles in their way, thus reducing the opportunity for Shareholders to sell a portion of their holding.

(ii) It is possible that the existence of the proportional takeover approval provisions might have an adverse effect on the market value of Shares by making a proportional takeover bid less likely thus reducing any takeover speculation element in the Share price.

(iii) An individual Shareholder who wishes to accept an offer under a proportional takeover bid will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover bid (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares).

(iv) If a proportional takeover bid is made, the Company will incur the cost of calling a meeting of Shareholders.

(e) **Advantages and disadvantages of the proportional takeover approval provisions for the Directors**

Potential advantages and disadvantages to the Directors of the renewal of proportional takeover approval provisions in the Constitution are set out below:

(i) If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders, before the bidder can succeed.

(ii) On the other hand, under the proportional takeover approval provisions, if a proportional takeover bid is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that offers under the proportional takeover bid should be accepted.

(iii) At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the proportional takeover approval provisions, the most effective view on a proportional takeover bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.

(iv) The proportional takeover approval provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

(f) **Reasons for proposing the Resolution**

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put Resolution 10 to Shareholders to give Shareholders an opportunity to take advantage of the protections which the proportional takeover approval provisions offer, if a proportional takeover bid is made.

GLOSSARY

$ means Australian dollars.

2026 Production Budget has the meaning set out on page 34.

2026 Reserves has the meaning set out on page 34.

2029 Production Budget has the meaning set out on page 34.

2029 Reserves has the meaning set out on page 34.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual General Meeting or **Meeting** means the Annual General Meeting convened by the Notice.

Annual Report means the annual report of the Company for the year ended 30 June 2026.

Associate has the meaning given to that term in the Listing Rules.

Associated Entity has the meaning given in section 50AAA of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Reports means the reports of the Auditor contained in the Annual Report for the year ended 30 June 2026.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Change of Control has the meaning set out on page 27.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Regis Resources Limited ABN 28 009 174 761.

Comparator Group has the meaning set out on page 33.

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

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Directors' Report means the report of the Directors contained in the Annual Report for the year ended 30 June 2026.

Dividend Equivalent Payment has the meaning set out on page 13.

Eligible Participants has the meaning set out on page 25.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Group means the Company and its Associated Entities.

Incentive Plan has the meaning set out on page 25.

Incentives has the meaning set out on page 25.

Incentiveholder has the meaning set out on page 25.

Key Management Personnel has the meaning given to that term in the Accounting Standards. **Listing Rules** means the ASX Listing Rules.

LOM Reserves Growth Performance Rights has the meaning set out on page 33.

LTIPRs or **Long Term Incentive Performance Rights** has the meaning set out on page 13.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Option means an option to subscribe for a Share.

Ore Reserves has the meaning set out on page 33.

Performance Right means a conditional right to receive a Share.

Production Performance Rights has the meaning set out on page 33.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the letter circulated by way of post where the Shareholder has not elected to receive notices by email.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2026.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

RTSR Performance Rights has the meaning set out on page 33.

Rule means a rule of the Constitution.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out on page 10.

Spill Resolution has the meaning set out on page 10.

STIPRs or **Short Term Incentive Performance Rights** has the meaning set out on page 12.

Sustainability Report means the sustainability report titled “Climate Report” for the year ended 30 June 2026 set out in the Annual Report.

TSR has the meaning set out on page 33.

Vesting Conditions means the vesting conditions attaching to Incentives issued under the Incentive Plan (including the vesting conditions in Annexures B and C (as applicable) to this Explanatory Memorandum).

Vesting Date has the meaning set out in Annexure B.

VWAP means volume weighted average price.

Annexure A – Summary of the Incentive Plan

Term	Description
Eligibility	Under the Incentive Plan (**Incentive Plan**), the Board may (in its absolute discretion) invite eligible employees, service providers and Directors of the Company (**Eligible Participants**) or their nominee(s) to participate in the Incentive Plan and subscribe for such number of Incentives as the Board may decide and on the terms set out in the rules of the Incentive Plan (**Invitation**). Where such person accepts the Invitation and is issued Incentives, he or she will become a participant under the Incentive Plan (**Incentiveholder**).
Issue cap	Invitations made under the Incentive Plan which require the payment of monetary consideration by the Eligible Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).
Incentives	The Company may offer or issue to Eligible Participants (or their nominee(s)): • Options – an option granted pursuant to the Incentive Plan to subscribe for one Share upon and subject to the terms of the offer and the Incentive Plan; • Performance Rights – a conditional right issued under the Incentive Plan to receive a Share, subject to the terms of the offer and the Incentive Plan; or • Shares – fully paid ordinary shares in the Company.
Invitation	The Board may make an Invitation at any time. An Invitation must include the following information: • maximum number of Incentives which the Eligible Participant is eligible to apply for; • any applicable grant conditions; • any applicable Vesting Conditions; • in respect of an Invitation for Options or Performance Rights: – the first and last dates on which the Options or Performance Rights can be exercised; and – the exercise price (if any) or the manner of determining the exercise price (if any) of the Options or Performance Rights; • the vesting period (if any) applicable to the Incentives; • whether exercise of a vested Incentive is automatic or not; • whether cashless exercise of the Incentives is permitted; • any restrictions on the disposal of the Incentives; • the treatment of any Incentives that have not vested or been exercised upon the Eligible Participant ceasing to be an employee, service provider or director of any member of the Group; and • any other terms and conditions attaching to the Incentives or the Invitation, including any required under the Corporations Act or the Listing Rules. Where an Invitation is made under the Incentive Plan which requires the payment of monetary consideration by the Eligible Participant or Incentiveholder in respect of the issue, transfer or exercise of an Incentive then, subject to limited exceptions, the Invitation must include the following information: • the terms of the Invitation, or a summary of the terms of the Invitation with a statement that, on request, a copy of the full terms of the Invitation will be provided to the Eligible Participant; • the date on which the Invitation can be accepted, which must be at least 14 days after receiving the Invitation;

Term	Description
	• the final date on which the Invitation can be accepted; • the issue price (if any) or the manner of determining the issue price (if any) of the Incentives; • in respect of an Invitation for Options or Performance Rights, the exercise price (if any) or the manner of determining the exercise price (if any) of the Options or Performance Rights; • a prominent statement to the effect that: (i) any advice given by the Company in relation to Incentives issued or transferred under the Incentive Plan, and Shares issued or transferred upon exercise of the Options or Performance Rights, does not take into account an Eligible Participant's objectives, financial situation and needs; and (ii) the Eligible Participant should obtain their own financial product advice in respect of the Invitation from a person who is licensed by ASIC to give such advice; • general information about the risks of acquiring and holding the Shares, Options or Performance Rights (and underlying Shares); • an explanation of how an Eligible Participant could, from time to time, ascertain the market price of the Shares underlying the Options or Performance Rights; • if applicable, a copy of the trust deed of any trust that will hold Incentives on trust for an Eligible Participant or its nominated party, or a summary of the terms of the trust deed together with a statement that the Eligible Participant can request a copy of the trust deed; • a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the Invitation; • a copy of the Incentive Plan; and • any other information that is required by applicable law.
Terms of the Invitation	The terms and conditions applicable to an Invitation must not include any misleading or deceptive statements or omit any information that would result in the terms being misleading or deceptive. Where an Invitation requires the payment of monetary consideration by the Eligible Participant or Incentiveholder in respect of the issue, transfer or exercise of an Incentive then, if the Company becomes aware during the application period for an Incentive, that the information provided has become out of date, or is otherwise not correct, in a material respect then it must provide an updated Invitation.
Price	The Board has discretion to determine the issue price and / or exercise price of the Incentives (if any).
Nominees	An Eligible Participant may, by notice in writing to the Board, nominate a nominee in whose favour the Eligible Participant wishes the Incentives to be issued. The nominee may be an immediate family member of the Eligible Participant, a corporate trustee of a self-managed superannuation fund where the Eligible Participant is a director of the trustee, or a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant. The Board may, in its sole and absolute discretion, decide not to permit the Incentives to be issued to a nominee.
Dealing	Options, Performance Rights or unvested Shares may not be sold, assigned, transferred or otherwise dealt with except on the death of the Incentiveholder in limited circumstances or with the prior consent of the Board.

Term	Description
Vesting and exercise of Incentives	Incentives may be issued subject to exercise conditions or performance hurdles, which must be satisfied (or waived) before the Incentives vest. The Incentives held by a participating Eligible Participant will vest and become exercisable upon satisfaction of the Vesting Conditions specified in the Invitation and in accordance with the rules of the Incentive Plan. The Board may at any time waive in whole or in part any terms or conditions in relation to any Incentives granted under the Incentive Plan.
Lapse of Incentives	An Incentive will not vest and will lapse: • if the Vesting Conditions attaching to the Incentives have not been satisfied, reached, met or waived in accordance with its terms or are not capable of being satisfied, reached or met; • if an Incentiveholder purports to deal with the Incentive other than in accordance with the rules of the Incentive Plan, or notifies the Board in writing of an election to surrender the Incentive, unless the Board determines otherwise in its absolute discretion; or • 30 days after the date that the Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company, unless otherwise provided in the relevant Invitation and subject to certain exceptions (including the Board exercising its discretion to determine otherwise). A vested Incentive will lapse: • if it is not exercised by the last exercise date; or • 30 days after the date that the Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company, unless otherwise provided in the relevant Invitation.
Ranking of Shares	All Shares issued or transferred under the Incentive Plan will rank equally with existing Shares on and from their date of issue or transfer.
Change of control	If a matter, event, circumstance or transaction occurs that the Board reasonably believes may lead to a 'Change of Control', subject to any requirements of the Corporations Act and the Listing Rules, the Board may in its absolute discretion determine how unvested Incentives will be treated, including but not limited to: • determining that unvested Incentives (or a portion of unvested Incentives) will vest and become immediately exercisable or will automatically be exercised, with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control, regardless of whether or not the employment, engagement or office of the participating Eligible Participant is terminated or ceases in connection with the change of control event; and/or • reducing or waiving any of the Vesting Conditions attaching to those unvested Incentives in accordance with the Incentive Plan. If there is a Change of Control and the Board has not exercised this discretion, all of the unvested Incentives or vested but unexercised Incentives automatically vest and are exercised on the occurrence of the Change of Control other than to the extent they have an exercise price. For the purposes of the Incentive Plan, '**Change of Control**' means: • in respect of a takeover bid under the Corporations Act, a bidder obtaining voting power of more than 50% in the Company where their bid is or is declared unconditional (provided the bidder previously had a voting power of less than 50% in the Company); • Shareholders approving a scheme of compromise or arrangement in respect of the Company;

Term	Description
	• any person becoming bound or entitled to acquire Shares under the compulsory acquisition provisions of the Corporations Act; • a selective capital reduction approved by Shareholders which results in a person who previously had voting power of less than 50% in the Company obtaining voting power of more than 50% in the Company; or • where the Board determines, acting in good faith, that control of the Company or the composition of the Board has or is likely to change or pass to one or more persons.
Cashless exercise	In lieu of paying an aggregate exercise price to purchase Shares, the Board may permit an Incentiveholder to elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Options or Performance Rights to the Company, a number of Shares determined in accordance with the following formula: $A = \frac{B(C-D)}{C}$ where: A = the number of Shares (rounded down to the nearest whole number) to be issued or transferred to the Incentiveholder; B = the number of Shares otherwise issuable or transferrable upon the exercise of the Option or Performance Right (as applicable) or portion of the Option or Performance Right (as applicable) being exercised; C = the market value of one Share determined as of the date of delivery to the Company Secretary of the certificate for the Options or Performance Rights and a notice of exercise signed by the Incentiveholder; and D = the exercise price.
Appointment of trustee	The Board may at any time: • appoint a trustee on any terms and conditions to do all such things and perform all such functions to operate and administer the Incentive Plan, including to acquire and hold Shares on behalf of Incentiveholders, for future transfer to Incentiveholders or otherwise for the purposes of the Incentive Plan; • subject to the trustee having sufficient funds, instruct the trustee to either subscribe for new Shares or acquire Shares on-market to be held on behalf of Incentiveholders or otherwise for the purposes of the Incentive Plan; • establish a trust for the above purpose; • pay the trustee for services provided in connection with the Incentive Plan; • remove the trustee and appoint a new trustee (and make any necessary ancillary arrangements); and • otherwise exercise any rights, responsibilities or powers afforded to it under the trust deed.
Clawback	If the Board becomes aware of a material misstatement in the Company's financial statements or some other event has occurred which, as a result, means that the relevant Vesting Conditions (if any) to an Incentive which has vested were not, or should not have been determined to have been satisfied, then the Board may: • by written notice to the Incentiveholder cancel the relevant Options or Performance Rights for no consideration or determine that the relevant Shares are forfeited; • by written notice to the Incentiveholder require that the Incentiveholder pay to the Company the after tax value of the relevant Incentives, with such payment to be made within 30 Business Days of receipt of such notice; or

Term	Description
	• adjust fixed remuneration, incentives or participation in the Incentive Plan of a relevant Incentiveholder in the current year or any future year to take account of the after tax value of the relevant Incentives. Additionally, the Board has the right to deem that any unexercised Incentives lapse or are forfeited, adjust current or future performance-based remuneration and take such other steps it considers appropriate (such as requiring repayment of appropriate amounts by the employee) in certain instances of employee malfeasance.
Adjustments	If there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or reduction of capital or return of capital to Shareholders), then the rights of the Incentiveholder will be adjusted in a manner required by the Listing Rules and the general principle that an Incentiveholder is not to be materially disadvantaged as a result of such a corporate action.
Amendments to the Incentive Plan	Subject to the Listing Rules, the Board may amend (including the power to revoke, add to or vary) all or any provisions of the Rules in the Incentive Plan or the terms or conditions of any Incentives issued under the Incentive Plan (including Vesting Conditions). However, rights or entitlements in respect of any Incentive issued before the date of amendment will not be reduced or adversely affected unless prior consent from the affected Incentiveholder(s) is obtained (unless the amendments are for the purposes of complying with legislation, to correct any manifest error or mistake, to enable the Incentive Plan or a member of the Group to comply with applicable law, or are introduced to take into consideration possible adverse tax implications in respect of the Incentive Plan). Furthermore, no amendments may be made to the provisions of the Incentive Plan to the material benefit of Incentiveholders where the amendment relates to: • the persons to whom, or for whom, benefits are provided under the Incentive Plan; • limitations on the number or amount of the securities, cash or other benefits subject to the Incentive Plan; • the maximum entitlement for any one Incentiveholder; or • the basis for determining an Incentiveholder's entitlement to, and the terms of, securities, cash or other benefit to be provided and for the adjustment thereof (if any) in the event of a capitalisation issue, rights issue, sub-division or consolidation of shares, reduction of capital or any other variation of capital, without the prior approval of the Company in a general meeting or as otherwise required to comply with Applicable Law.

Annexure B – Summary of Terms of STIPRs

The terms of the STIPRs are set out below (and are otherwise governed by the terms of the Incentive Plan):

(a) **Performance period:** 1 July 2026 to 30 June 2027.

(b) **Issue price:** Nil.

(c) **Vesting Date:** 1 July 2027, subject to the Vesting Condition being satisfied or waived.

(d) **Number of STIPRs:** up to 47,178.

(e) **Entitlement:** Each STIPR entitles the holder to one Share on its exercise (or an equivalent cash sum, at the Board's election).

(f) **Exercise:** STIPRs are automatically exercised on vesting and convert into Shares.

(g) **Exercise price:** Nil.

(h) **Expiry date:** 5 November 2027. Any unvested STIPRs lapse on the expiry date.

(i) **Transferability:** The STIPRs are not transferable (and consequently, will not be quoted on ASX or any other exchange).

(j) **Rights:** The STIPRs do not:

(i) carry any voting rights in the Company, except as required by law;

(ii) entitle the holder to any dividends;

(iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

(iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or

(v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the applicable performance milestone is achieved and the STIPRs are converted into Shares.

(k) **Vesting Condition:** The STIPRs will automatically vest on 1 July 2027 subject only to the relevant Eligible Participant having continuously remained an employee of the Company until that time, unless the Board determines otherwise.

(l) **Change of Control:** If a matter, event, circumstance or transaction occurs that the Board reasonably believes may lead to a Change of Control then, subject to any requirements of the Corporations Act and the Listing Rules, the Board may in its absolute discretion determine the treatment and the timing of such treatment of any unvested STIPRs, including but not limited to:

(i) determining that unvested STIPRs (or a portion of unvested STIPRs) will vest and become immediately exercisable or will automatically be exercised, with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control, regardless of whether or not the employment of the relevant Eligible Participant is terminated or ceases in connection with the Change of Control; and/or

(ii) reducing or waiving the Vesting Condition attaching to the unvested STIPRs in accordance with the Incentive Plan.

(m) **Cessation of employment:** Unless the Board determines otherwise, all unvested STIPRs will automatically lapse on the date that is 30 days after the date that the relevant Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company.

Annexure C – Summary of Terms of LTIPRs

The terms of the LTIPRs are set out below (and are otherwise governed by the terms of the Incentive Plan):

(a) **Performance period:** 1 July 2026 to 30 June 2029.

(b) **Issue price:** Nil.

(c) **Vesting date:** When the holder receives a vesting notice from the Board confirming that the Vesting Conditions have been met (or waived). Any unvested LTIPRs lapse on the vesting date.

(d) **Number of LTIPRs:** up to 269,421.

(e) **Entitlement:** Each LTIPR entitles the holder to one Share on its exercise.

(f) **Exercise:** Vested LTIPRs may be exercised into Shares any time up to the expiry date below by lodging a signed notice of exercise with the Company.

(g) **Exercise price:** Nil.

(h) **Expiry date:** 2 November 2029. Any vested LTIPRs not exercised will lapse on the expiry date.

(i) **Transferability:** The LTIPRs are not transferable (and consequently, will not be quoted on ASX or any other exchange).

(j) **Rights:** The LTIPRs do not:

  (i) carry any voting rights in the Company, except as required by law;

  (ii) entitle the holder to any dividends;

  (iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

  (iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or

  (v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,

  (vi) unless and until the applicable performance milestone is achieved and the LTIPRs are converted into Shares.

(k) **Vesting Conditions:** The performance (i.e., vesting) conditions that the Board has determined will apply to the LTIPRs are summarised below. The Board may, in its sole and absolute discretion, and subject to the Listing Rules, reduce or waive any Vesting Conditions.

Vesting Condition	Weighting
The Company's total shareholder return (**TSR**) measured relative to the TSRs of comparator gold mining companies (**RTSR Performance Rights**)	50% of the LTIPRs
The Company's life of mine reserves growth in excess of depletion (**LOM Reserves Growth Performance Rights**)	25% of the LTIPRs
Production growth targets as determined by the Board (**Production Performance Rights**)	25% of the LTIPRs

RTSR Performance Rights Condition (50% weighting)

The RTSR Performance Rights will vest depending on how the Company's TSR during the three-year performance period compares relative to the TSRs of the 16 comparator gold mining companies (**Comparator Group**).[4] The RTSR 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 2029 (plus the value of any dividends paid during the performance period) has moved compared with the 30-day VWAP of that company's shares at the close of trade on 30 June 2026. The 30-day VWAP of Shares at the close of trade on 30 June 2026 was $6.48. The proportion of RTSR 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 RTSR Performance	% of RTSR Performance Rights vesting
Below threshold	Below 50th percentile	0%
Threshold	50th percentile	50%
Target	Between 50th percentile and 75th percentile	Straight-line pro-rata between 50% and 100%
Above target	75th percentile and above	100%

LOM Reserves Growth Performance Rights Condition (25% weighting)

The LOM Reserves Growth Performance Rights will vest depending on the Company's growth in total Ore Reserves net of depletion (**Ore Reserves**) over the three-year performance period, taking into account depletion through mining and calculated as the percentage that the

[4]The Comparator Group is comprised of the following: Alkane Resources Ltd, Bellevue Ltd, Capricorn Metals Ltd, Catalyst Metals Ltd, Emerald Resources NL, Evolution Mining Ltd, Genesis Minerals Ltd, Ora Banda Mining Ltd, Pantoro Gold Ltd, Perseus Mining Ltd, Ramelius Resources Ltd, Vault Minerals Ltd, Resolute Mining Ltd, West African Resources Ltd, Westgold Resources Ltd and Greatland Resources Ltd. The Board may adjust the Comparator Group (including by increasing or reducing the number of companies in the Comparator Group) to take into account events including, but not limited to, takeovers, mergers, demergers or changes in business that might affect the above companies during the relevant performance period.

Company's Ore Reserves as at 30 June 2029 (**2029 Reserves**) represents of the Company's Ore Reserves as at 30 June 2026 (**2026 Reserves**), as follows:

Level of performance achieved	Company's 2029 Reserves	% of LOM Reserves Growth Performance Rights vesting
Below target	Nil additions to 2026 Reserves	0%
Target	As new Ore Reserves are added from nil to 100% of depletion compared to 2026 Reserves	Straight-line pro-rata between 0% and 100%
Above target	New Ore Reserves are 100% of depletion compared to 2026 Reserves or above	100%

Growth in Ore Reserves can arise from M&A activity.

Production Performance Rights (25% weighting)

The Production Performance Rights will be tested against the extent to which the budgeted gold production at managed sites as at the 30 June 2029 testing date (referencing the then Board approved budget gold production for FY30) (**2029 Production Budget**) exceeds the current approved Regis LOM Base Case Plan (July 2026) (**2026 Production Budget**), as follows:

Level of performance achieved	Extent to which 2029 Production Budget exceeds the 2026 Production Budget	% of Production Performance Rights vesting
Below target	0%	0%
Target	Between 0% and 10%	Straight-line pro-rata between 0% and 100%
Above target	Above 10%	100%

Growth in production may arise from M&A activity. The Board will consider any impacts of annual production being rescheduled for strategically driven reasons (e.g. to report additional production in earlier years of the mine's life).

Other

In addition, an overarching review by the Board of the relevant Eligible Participant'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 LTIPRs that have been issued that are capable of vesting, subject further to the level of achievement against each Vesting Condition.

(l) **Change of Control:** If a matter, event, circumstance or transaction occurs that the Board reasonably believes may lead to a Change of Control then, subject to any requirements of the

Corporations Act and the Listing Rules, the Board may in its absolute discretion determine the treatment and the timing of such treatment of any unvested LTIPRs, including but not limited to:

(i) determining that unvested LTIPRs (or a portion of unvested LTIPRs) will vest and become immediately exercisable or will automatically be exercised, with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control, regardless of whether or not the employment of the relevant Eligible Participant is terminated or ceases in connection with the Change of Control; and/or

(ii) reducing or waiving any of the Vesting Conditions attaching to the unvested LTIPRs in accordance with the Incentive Plan.

(m) **Cessation of employment:** Unless the Board determines otherwise, all unvested LTIPRs will automatically lapse on the date that is 30 days after the date that the relevant Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company.

Annexure D – Proportional takeover approval provisions

The text of the proportional takeover approval provisions in the Constitution is as follows:

7. Proportional takeovers

7.1 Definitions

*In this **rule 7**:*

*(a) **Approving Resolution** means a resolution of Eligible Shareholders approving a Proportional Takeover.*

*(b) **Deadline** means the day which is the 14th day before the last day of the bid period for a Proportional **Takeover**.*

*(c) **Proportional Takeover** means offers for securities made under a proportional takeover bid within the meaning of the **Corporations** Act.*

*(d) **Eligible Shareholder** means a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under a Proportional Takeover was made, held securities in the class of securities to which the Proportional Takeover relates.*

7.2 Transfer not to be registered

The registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover is prohibited unless and until an Approving Resolution is passed (or is taken to have been passed) in accordance with this Constitution.

7.3 Approving Resolution

(a) Where offers have been made under a Proportional Takeover, the directors must, before the Deadline, convene a meeting of the Eligible Shareholders to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover.

(b) The provisions of this Constitution relating to general meetings apply, with such modification as is necessary to a meeting convened under this rule 7.3 as if that meeting were a general meeting.

(c) Any vote cast on an Approving Resolution by the bidder or any of its associates will be disregarded.

(d) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50% and otherwise is taken to have been rejected.

*(e) If an Approving Resolution is voted on in accordance with this **rule 7.3** before the Deadline, a director or a secretary must, on or before the Deadline, give the bidder and*

the ASX (if required) notice stating that an Approving Resolution has been voted on and whether it was passed or rejected.

*(f) If no Approving Resolution has been voted on in accordance with this rule as at the end of the day before the Deadline, an Approving Resolution is taken, for the purposes of this **rule 7**, to have been passed in accordance with those provisions.*

7.4 Cessation of effect

***Rules 7.1** to **7.3** cease to have effect at the end of three years after:*

(a) where those rules have not been renewed since their adoption, the date on which those rules were adopted by the Company; or

(b) if those rules have been renewed since their adoption, the date on which they were last renewed.