



2012 ANNUAL REPORT



AND ITS CONTROLLED ENTITIES

REPORT TO
SHAREHOLDERS
FOR THE YEAR
ENDED 30 JUNE 2012

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Chairman's Report



Dear Shareholder,

I am pleased to report to you that the 2012 financial year was a year of significant growth for Regis Resources Limited.

The Moolart Well Gold Mine completed its first full year of gold production and generated considerable operating cash flow which fully funded the development of the Garden Well Gold Mine.

Regis reported a record net profit after tax of A\$68.2 million with Moolart Well producing 105,413 ounces of gold at a very competitive cash cost (pre royalties) of A\$512 per ounce. The results from Moolart Well underline the quality of the asset and the achievements of the Regis staff and management. With forecast gold production for 2013 at Moolart Well in the order of 95,000 – 105,000 ounces, we can expect another consistent year from the project.

Importantly for Regis the development of the Garden Well project commenced during the year and culminated in the announcement of practical completion on the construction of the processing facilities in August 2012 and first gold being poured in

September 2012. This was a remarkable achievement considering that it has been less than three years since the discovery hole was first drilled at Garden Well. Full credit goes to the Regis construction team who have been able to deliver a project on time, materially in line with budget and significantly below the average industry capital cost for an equivalent operation.

In December 2011 the Company announced upgrades to the Garden Well and Rosemont Resources and a maiden Reserve at Rosemont of 8.7 million tonnes at 1.73g/t for 487,000 ounces of gold. This takes Regis' gold reserves to 2.8 million ounces and gold resources to 7.0 million ounces.

The Rosemont Gold Project is currently the subject of a feasibility study into the development of a crushing and grinding circuit at the deposit and pumping of an ore slurry to the Garden Well processing facility. Construction of the Rosemont gold project is expected



to commence in the December 2012 quarter with first gold expected to be poured in the September 2013 quarter.

The development of the Rosemont project is very significant for Regis, as it will further enhance the Company's position as a world class gold producer, with quality low cost projects and annual gold production in excess of 400,000 ounces per annum.

The announcement of the acquisition of the 2.5 million ounce McPhillamys Gold Project in New South Wales in August 2012, will on completion of the transaction, further strengthen Regis' growth plans.

The McPhillamys project has a quoted resource of 2.5 million ounces and represents an excellent medium term development opportunity. Importantly, the opportunity will also allow Regis to continue as an exclusively Australian gold company without the need to look for growth in riskier offshore jurisdictions.

With low cost operations and a strong production growth pipeline Regis is in an excellent position to take advantage of the current high gold price environment. It certainly is an exciting time for Regis and we are committed to continuing to create shareholder value by growing our gold business.

Regis' achievements over the last year are the result of the efforts of the dedicated Regis management and staff. I would like to thank them for their significant contributions over the last 12 months and look forward to another rewarding year in 2013.

Nick Giorgetta
Chairman

Highlights

CORPORATE

- » Regis Resources Ltd (Regis) achieved a record net profit after tax of \$68.2 million for the year to 30 June 2012.
- » Cashflow from operations for the year was \$102.3 million.
- » Cash and gold bullion holdings at 30 June 2012 were \$9.7 million.
- » Gold sales of 107,093 ounces at average sales price of A\$1,574 per ounce.
- » Regis was included in the benchmark S&P/ASX 100 index in April 2012.

MOOLART WELL OPERATIONS

- » Total gold production of 105,413 ounces for the year at pre-royalty cash cost of A\$512 per ounce.
- » The Moolart Well gold processing plant treated over 2.54 million tonnes of ore during the year, 27% above the design throughput rate of 2.0 million tonnes per annum.
- » The Moolart Well Gold Mine achieved two years without a lost time injury (LTI).

GARDEN WELL DEVELOPMENT

- » Project development commenced on site in July 2011.
- » Cash expenditure on the development (construction and pre-production mining) of the project during the year was \$115 million, funded wholly from operating cash flow.
- » Completion of construction and commencement of operations subsequent to the end of the year.

RESERVES AND RESOURCES

- » Release of updated JORC compliant Resource at Garden Well for a current estimate of 61.9 Mt at 1.29 g/t Au for 2.56 million ounces of gold.

- » Release of updated JORC compliant Ore Resource at Rosemont for a current estimate of 21.3 Mt at 1.57 g/t Au for 1.08 million ounces of gold.
- » Release of maiden JORC compliant Ore Reserve at Rosemont of 8.7 Mt at 1.73 g/t Au for 487,000 ounces of gold.
- » At the end of the year Regis' total JORC compliant reserves were 2.8 million ounces of gold and resources were 7.0 million ounces of gold.

EXPLORATION

- » In excess of 112,000 metres of aircore, RC and diamond drilling was completed during the year on various exploration projects in the Duketon project area.
- » RC drilling at Garden Well confirmed that gold mineralisation continues at least 480 metres further along strike to the south.
- » RC drilling at Rosemont confirmed that gold mineralisation continues at least 800 metres north-north west of the current open pit design.

OUTLOOK

- » Moolart Well gold production for the 2013 financial year has been forecast at between 95,000 – 105,000 ounces at a pre-royalty cash cost of between \$540 – \$590 per ounce.
- » First gold pour at the Garden Well Project in September 2012 and forecast for 2013 in the order of 240,000 ounces of gold.
- » Development of the Rosemont Gold Project expected to commence in the December 2012 quarter with operations forecast to commence in September 2013 quarter.
- » Acquisition of the McPhillamys Gold Project expected to be completed in the December 2012 quarter with 22,000 metres of drilling planned over the next 12 months.

Corporate

REGIS RECORDED A RECORD NET PROFIT AFTER TAX OF \$68.2 MILLION FOR THE YEAR AS A RESULT OF THE FIRST FULL YEAR OF OPERATIONS AT THE MOOLART WELL GOLD MINE.

A total of 107,093 ounces of gold was sold during the year at an average price of A\$1,574 per ounce.

In July 2011 the Company announced it had extended the existing financing facility with Macquarie Bank to cover the funding requirements for the development of Garden Well. The total facility secured was \$80 million of which \$30 million had been drawn down for the Moolart Well development. The Company did not need to draw down on the facility during the year. Accordingly, as at 30 June 2012 Regis had \$9.7 million in cash and bullion holdings, down from \$33.9 million in the previous year, as a result of funding the

development of the Garden Well Gold Mine (\$115 million) from operational cash flow and cash holdings.

At the end of the financial year the Company had a total hedging position of 163,458 ounces, being 118,750 ounces of flat forward contracts with a delivery price of A\$1,401 per ounce and 44,708 ounces of spot deferred contracts with a price of A\$1,536 per ounce. These gold forward sales contracts represent less than 6% of Regis' total gold reserves.

In April 2012 Regis was included in Australia's premier large capitalisation equity index, the S&P/ASX 100 Index.



Moolart Well Operations

BACKGROUND

The Moolart Well Gold Mine is located within the Duketon Gold Project approximately 350 kilometres north, north-east of Kalgoorlie in Western Australia. The Company completed development of the Moolart Well Gold Mine during the September 2010 quarter for a final capital cost of \$67 million. Since commissioning in July 2010, the processing plant has consistently run at 25% above nameplate throughput design and has produced over 186,000 ounces of gold. The project has a remaining life, based on current reserves, of 5 years with annual gold production expected to average around 100,000 ounces per annum.

PRODUCTION

Total operating results for the year to 30 June 2012 are as follows:

	2012 (12 MONTHS)	2011 (11 MONTHS)
Ore mined (t)	2,557,001	2,027,872
Ore milled (t)	2,541,158	1,972,179
Head grade (g/t)	1.39	1.40
Recovery (%)	93	91
Gold production (oz's)	105,413	80,918
Cash cost per ounce (A\$/oz) – pre royalties	A\$512	\$545
Cash cost per ounce (A\$/oz) – incl royalties	A\$585	\$600

Moolart Well completed its first full year of operations producing 105,413 ounces of gold at a pre-royalty cash cost of \$512 per ounce. Mill through-put exceeded the name-plate design of 2 million tonnes per annum during the year operating at a throughput rate 27% above name-plate capacity of approximately 2.54 million tonnes per annum.

MINING

During the year, 1.15 million bcm of ore and 4.37 million bcm of waste material was mined from the Moolart Well open pits for a total material movement of 5.52 million bcm. Of the total ore mined, 870,000 bcm was mined from laterite pits and 280,000 bcm was mining from the oxide deposits. The waste to ore stripping ratio of 3.8 for the year was higher than the life of mine stripping ratio as a result of better dig rates achieved in the blasted waste in the laterite pits. This has exposed a total of 2.39 million tonnes of ore in the pits, giving Regis significant mining flexibility.

The ore mined to reserve reconciliation for the year was positive by 6,799 ounces (6.3%). Mining generated 2.56 million tonnes of ore at 1.39g/t for 114,612 ounces compared to the reserve of 2.06 million tonnes at 1.63g/t for 107,813 ounces. Mining for the year returned lower grade due partly to the mining of additional lower grade ore (as defined by grade control) from outside the reserve areas and partly due to mining dilution in the reserve areas mined.

OUTLOOK

Gold production for the 2013 financial year at Moolart Well has been forecast at between 95,000 – 105,000 ounces at a pre-royalty cash cost of between \$540 – \$590 per ounce.

Garden Well Development

BACKGROUND

The wholly owned Garden Well gold deposit is located approximately 35 kilometres south of the Company's current mining operations at Moolart Well.

In June 2011 Regis completed a Definitive Feasibility Study (DFS) in to the development of the Garden Well Gold Project. The results of the DFS show a robust project with the following parameters:

MINING

Ore mined	bcm	13,074,000
Waste mined	bcm	45,690,000
Stripping ratio	w/o	3.49

MILLING

Tonnes milled	Tonnes	35,061,000
Grade	g/t	1.46
Recovery	%	95
Recovered gold	Ounces	1,568,046
Annual throughput	Tonnes	4,000,000

PROJECT LIFE

Mine life	years	9
Max annual production	ounces	(yr 1) 247,000
Average annual production	ounces	180,000

DEVELOPMENT

Development of the Garden Well Gold Mine commenced on a staged development programme with site earthworks and camp installation commencing in July 2011. The mining contractor (Mining and Civil Australia) commenced pre-production mining in the December 2011 quarter and by the end of June 2012 a total of 6.1 million bcm of material had been mined from the stage 1 pit. Significant areas of oxide ore had been exposed in the pit by the end of the year to provide ore supply for commencement of milling operations in August 2012.

By the end of the year a total of \$123.8 million had been spent on the project including \$91.8 million on plant construction out of a budget of \$109 million and \$32.0 million on pre-production mining.

In August 2012 Regis announced practical completion on the construction of the Garden Well Gold Mine with the successful commissioning of the processing plant. The project was completed on time and materially in line with budget. Early indications of commissioning are that the crushing and milling circuits are performing to expectation with very little work required to bring the circuit to a steady state of operation allowing the operational team to commence optimising the throughput of the circuit. First gold was poured at the project in early September 2012.



GARDEN
WELL PIT

Reserves and Resources

GARDEN WELL

In November 2011 Regis announced an updated resource (reported in accordance with the JORC code) for the Garden Well Gold Deposit of 2.56 million ounces of contained gold. The resource was estimated by independent geological consultants EGRM Consulting Pty Ltd using the estimation technique Multiple Indicator Kriging. The estimate is based on a block size of 20 m x 20 m x 5 m and a selective mining unit size of 5 m x 5 m x 2.5 m above a 0.5g/t Au lower cutoff grade.

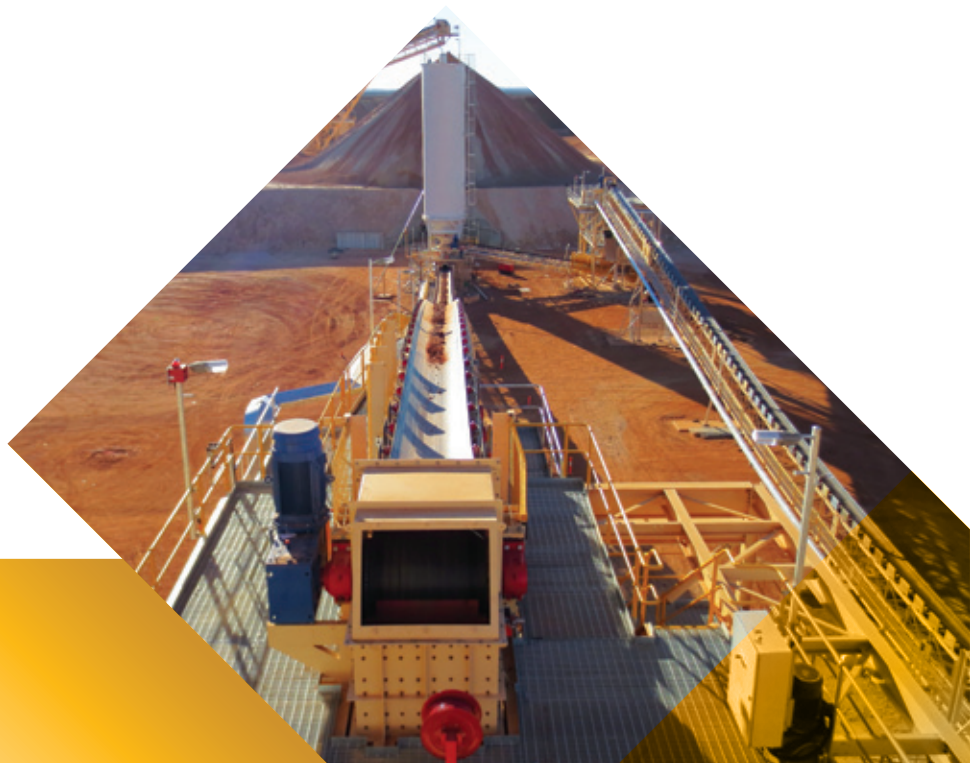
The updated resource is as follows:

CATEGORY	TONNES (Millions)	GOLD GRADE (g/t)	CONTAINED GOLD (Ounces)
Indicated	44.7	1.33	1,913,700
Inferred	17.2	1.17	644,300
	61.9	1.29	2,558,000

Notes: Rounded to two significant figures. Rounding errors may occur.

The increase in the resource is the result of deeper RC and diamond drilling completed up to the end of the March 2011 quarter which has extended the resource outline to an average depth of 300 metres below surface for the northern two thirds of strike and to an average depth of 200 metres below surface for the southern third of the current known 960 metre strike length.

The resource has been estimated to a maximum depth below surface of approximately 460 metres with 70% of the contained gold within 200 metres of surface and 88% of the contained gold within 300 metres of surface.



ROSEMONT

In November 2011, Regis also announced an updated resource (reported in accordance with JORC code) for the Rosemont Gold Deposit of 1.08 million ounces of contained gold. Rosemont is 100% owned by Regis and is located within 10 kilometres north west of the Garden Well Gold Project.

The Rosemont gold deposit was discovered in the 1980s and was partially mined as a shallow oxide open pit by Aurora Gold Limited in the early 1990s. Reported production was 222kt at 2.65g/t for 18,600 ounces of gold. The remaining resource at Rosemont has been held outright by Regis since 2006.

Regis recently commissioned a re-estimation of the 815,000 ounce gold resource at Rosemont. This was completed as an independent, first principles study after a review of the geological database by Regis. The resource was estimated by independent geological consultants EGRM Consulting Pty Ltd using the Multiple Indicator Kriging estimation technique on a block size of 10 m x 20 m x 5 m. Based on the Multiple Indicator Kriging a selective mining estimate above a 0.5 g/t Au cut-off was generated to replicate a SMU size of 5m x 5m x 2.5m.

The updated resource is as follows:

CATEGORY	TONNES (Millions)	GOLD GRADE (g/t)	CONTAINED GOLD (Ounces)
Indicated	14.6	1.68	793,200
Inferred	6.7	1.32	284,700
	21.3	1.57	1,077,900

Notes: Rounded to two significant figures. Rounding errors may occur.

Following the upgrade to the Resource at Rosemont, Regis announced a maiden ore reserve (reported in accordance with JORC code) at Rosemont of 487,000 ounces of contained gold. The breakdown of the Reserve is as follows:

CATEGORY	TONNES (Millions)	GOLD GRADE (g/t)	CONTAINED GOLD (Ounces)
Proven	-	-	-
Probable	8.7	1.73	487,000
	8.7	1.73	487,000

Notes: 0.5 g/t Au lower cut off grade. Rounded to two significant figures.

The maiden reserve has been estimated after completion of an open pit mining and Carbon in Leach extraction reserve study which included:

- » Pit optimisation using wall angles based on geotechnical drill holes, independent geotechnical advice and allowances for ramps;
- » 100% mining recovery and 10% mining dilution;
- » Bulk densities and metallurgical parameters from test work;
- » Mining costs based on indicative contractor quotation; and
- » Milling and other operating costs based on current known operating costs adapted for ore type and metallurgy.

Key results of the reserve study include:

PHYSICAL

Total pit volume	bcm	24,559,905
Stripping ratio – tonnes	w/o	5.61
Ore	Tonnes	8,737,260
Gold grade	g/t	1.73
Contained gold	Ounces	487,145
Milling recovery	%	95
Recovered gold	Ounces	462,788

OPERATING COSTS & SURPLUS

Mining cost	A\$/tonne	\$23.65
Milling cost	A\$/tonne	\$9.13
Administration cost	A\$/tonne	\$0.50
Total operating cost per tonne	A\$/tonne	\$33.28
Total operating cost per ounce*	A\$/oz	\$628
Operating surplus#	A\$ million	A\$357

* before royalties

using a gold price of A\$1,400/oz

In addition to the operating costs above there is an estimated capital cost of approximately \$29 million to mine a 6.7 million bcm overburden pre-strip in the first 20 metres below surface. The size of the Rosemont reserve meant that all development options including trucking of ore, overland conveyor transport of ore and stand-alone processing were considered as part of the Reserve study (note: the reserve study did not include trucking costs for the ore). Since the announcement of the Reserve the Company has commenced a feasibility study into the development of the project based on a crushing and grinding circuit located at the Rosemont deposit and an ore slurry piped to the Garden Well processing facility. The results of the study are expected in the September 2012 quarter.

This reserve has been estimated to a maximum depth of 235 metres below surface, with 80% of the contained gold within 150 metres of surface. The pit optimisation was completed using a A\$1,000 per ounce gold price.

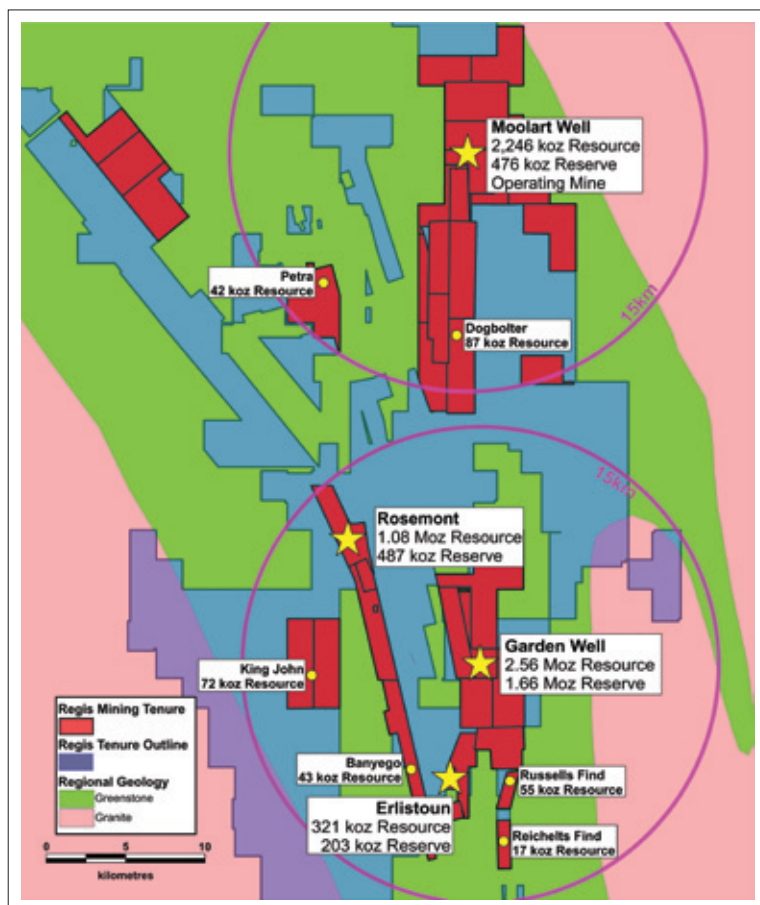


MOOLART
WELL
AERIAL
VIEW

SATELLITE GOLD DEPOSITS

In addition to the Moolart Well, Garden Well, Rosemont and Erlistoun projects which already have JORC compliant reserves, Regis' Duketon project area contains a further 6 known gold deposits with current JORC compliant resources.

All of these gold deposits are within 15 kilometres of either the Moolart Well or Garden Well gold processing plants. Rosemont and Erlistoun represented the first of these deposits to undergo drill outs and mining studies with the strategy of converting the reported resource to reserve. During the next 12 months Regis intends to continue to prioritise these deposits for drill outs (as required) and mining studies with a view to converting incremental ore tonnages to reserves and extending the mine plans for the two processing facilities.



Gold Exploration

OVERVIEW

Regis controls a significant tenement package, encompassing 324 granted licences covering 3,636 square kilometres in the Eastern Goldfields of Western Australia. This tenure includes 1,486 square kilometres of exploration, prospecting and mining licenses and 2,150 square kilometres of miscellaneous and general purpose licenses.

Regis completed the following drilling during the year:

BY DRILLING TYPE			BY PROJECT	
TYPE	NO. HOLES	METRES	PROJECT	METRES
Aircore	747	56,601	Garden Well	21,359
RC	329	49,928	Anchor	23,274
Diamond	15	5,789	Salt Soak	21,863
Total	1,091	112,318	Petra	11,445
			Rosemont	10,969
			Moolart Well	2,970
			Ingi Jingi	4,692
			Other	15,746
			Total	112,318

GARDEN WELL

RC and diamond drilling recommenced at Garden Well in late January 2012 to define the extent of gold mineralisation south of the current resource and reserve envelopes where the deposit is still open down dip and along strike. Drilling in this area was previously suspended in May 2011 due to heritage survey and associated requirements.

RC drilling in 2012 has confirmed that the Garden Well gold mineralised zone extends south to at least 6911640mN, a distance of 480 metres south of the current southern Reserve limit at 6912120mN in the planned open pit. Gold mineralisation remains open to south beyond the current extremity of RC drilling.

Highlights from this RC drilling include:

GDWE142: 11 metres @ 3.20 g/t gold from 70 to 81 metres	GDRC217: 22 metres @ 4.10g/t gold from 23 to 45 metres.
GDWE151: 12 metres @ 2.02 g/t gold from 12 to 24 metres	GDRC218: 11 metres @ 2.06g/t gold from 83 to 94 metres.
GDWE154: 48 metres @ 1.79 g/t gold from 28 to 76 metres	GDRC220: 13 metres @ 2.23g/t gold from 115 to 128 metres.
GDRC196: 45 metres @ 1.22 g/t gold from 177 to 222 metres	GDRC220: 13 metres @ 1.40g/t gold from 207 to 220 metres.
GDRC203: 20 metres @ 1.79 g/t gold from 178 to 198 metres	GDRC221: 22 metres @ 2.12g/t gold from 32 to 54 metres.
GDRC209: 20 metres @ 2.22 g/t gold from 54 to 74 metres	GDRC222: 6 metres @ 6.88 g/t gold from 89 to 95 metres
GDRC204: 25 metres @ 1.41 g/t gold from 78 to 103 metres	GDRC224: 28 metres @ 4.94g/t gold from 141 to 169 metres.
GDRC213: 14 metres @ 5.40g/t gold from 44 to 58 metres.	GDRC225: 12 metres @ 1.41g/t gold from 62 to 74 metres.
GDRC216: 8 metres @ 2.58g/t gold from 80 to 88 metres.	GDRC227: 17 metres @ 2.76g/t gold from 90 to 107 metres.

GDRC230: 29 metres @ 1.74g/t gold from 129 to 158 metres.

GDRC231: 6 metres @ 2.67g/t gold from 83 to 89 metres.

GDRC231: 14 metres @ 1.58g/t gold from 97 to 111 metres.

GDRC232: 37 metres @ 1.20g/t gold from 77 to 114 metres.

GDRC232: 14 metres @ 2.96g/t gold from 134 to 148 metres.

GDRC234: 16 metres @ 1.61g/t gold from 140 to 156 metres.

GDRC235: 27 metres @ 1.27g/t gold from 63 to 90 metres.

GDRC236: 11 metres @ 2.01g/t gold from 94 to 105 metres.

GDRC236: 16 metres @ 1.31g/t gold from 109 to 125 metres.

GDRC238: 10 metres @ 3.80g/t gold from 114 to 124 metres.

GDRC242: 17 metres @ 1.03g/t gold from 128 to 145 metres.

GDRC244: 21 metres @ 2.00g/t gold from 164 to 185 metres.

GDRC244: 7 metres @ 16.3g/t gold from 192 to 199 metres.

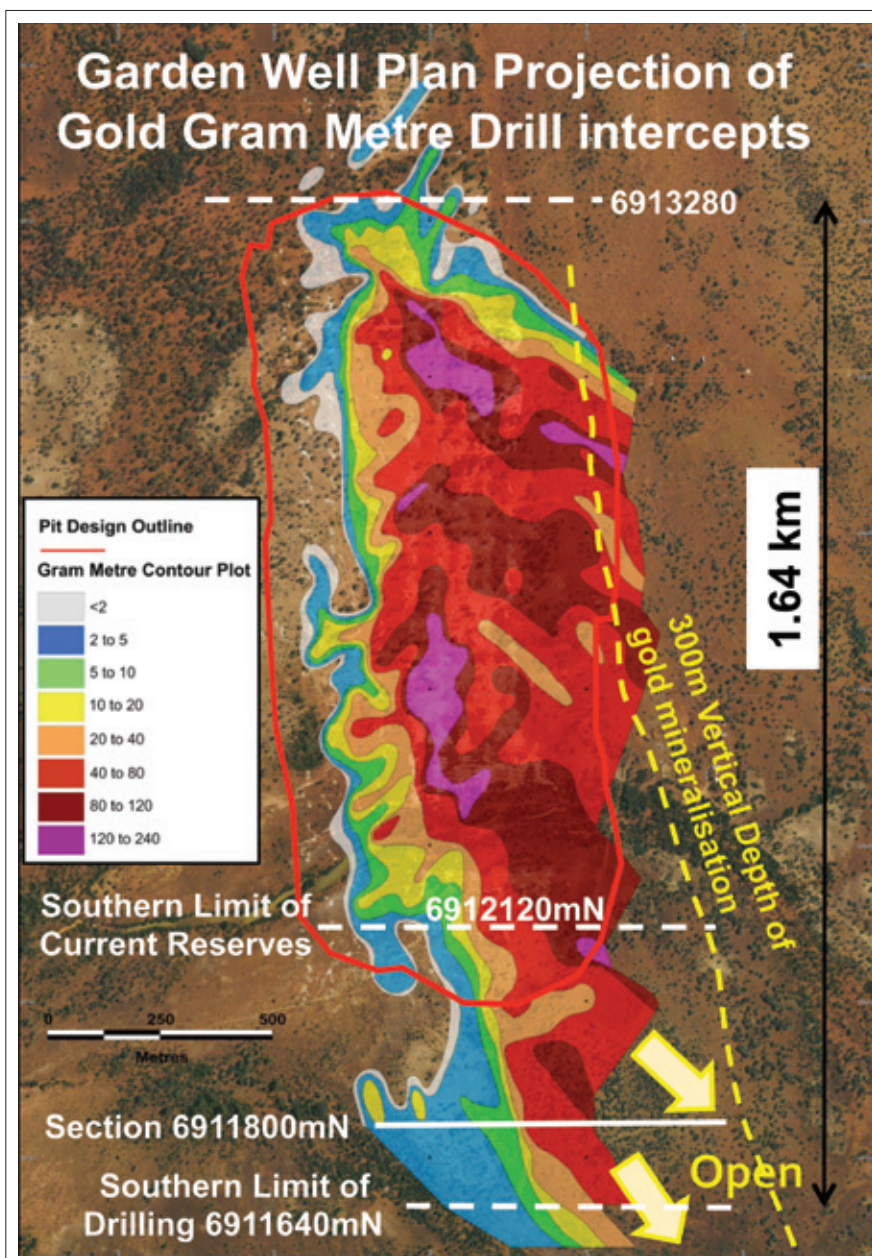
GDRC252: 12 metres @ 1.39g/t gold from 221 to 233 metres.

GDRC252: 17 metres @ 1.43g/t gold from 216 to 233 metres.

GDRC252: 37 metres @ 0.92g/t gold from 260 to 297 metres.

GDRC255: 22 metres @ 2.96g/t gold from 198 to 220 metres.

GDRC284: 24 metres @ 1.67g/t gold from 54 to 78 metres.



The gram metre plot also shows at least three high grade shoots plunging SSE and a possible fourth high grade shoot developing near the southern extremities of current drilling at line 6911800mN.

FIG. 1

A long section of Garden Well with contoured gold gram-metre drill hole intercepts is shown in FIG.2. This also confirms the development of a possible fourth SSE plunging high grade gold shoot. The extent of current drilling south of the current Ore Reserve boundary and planned additional RC and diamond drilling are also shown.

A cross section from the current drilling programme on line 6911800mN (320 metres south of the current Ore Reserve boundary) is shown in FIG.3.

The cross section shows the change in the gold mineralised host rock south of the current reserve envelope from dominantly talc-carbonate ultramafic rocks to black shale and silicified shale and chert with minor gold mineralisation in BIF. The new host stratigraphy shows different alteration dominated by silica and pyrite. It is likely that the shear zone hosting the Garden Well orebody is traversing the local stratigraphy and migrating further east from a dominantly ultramafic host to a predominantly sedimentary stratigraphy as the shear zone is drilled further south.

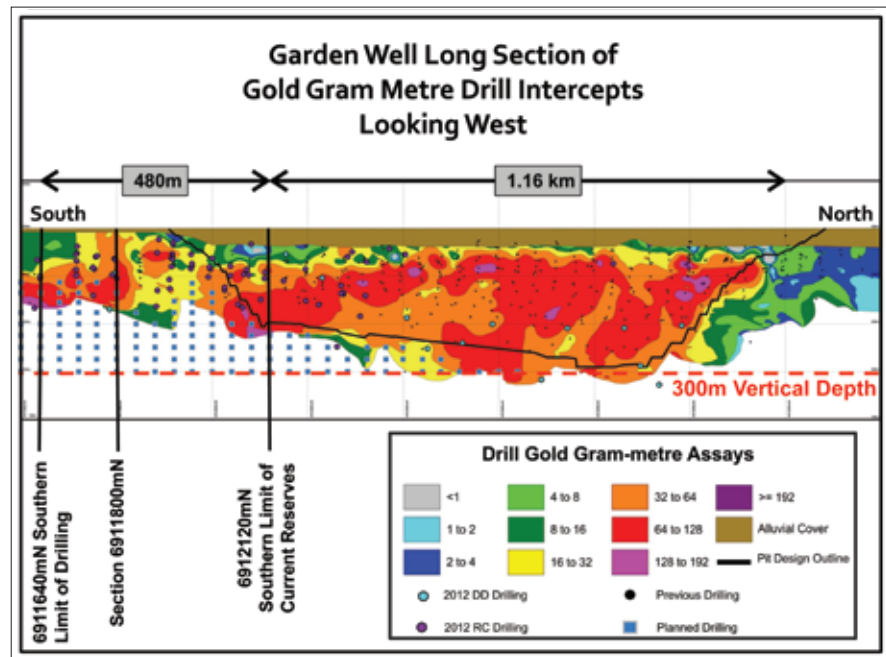


FIG. 2

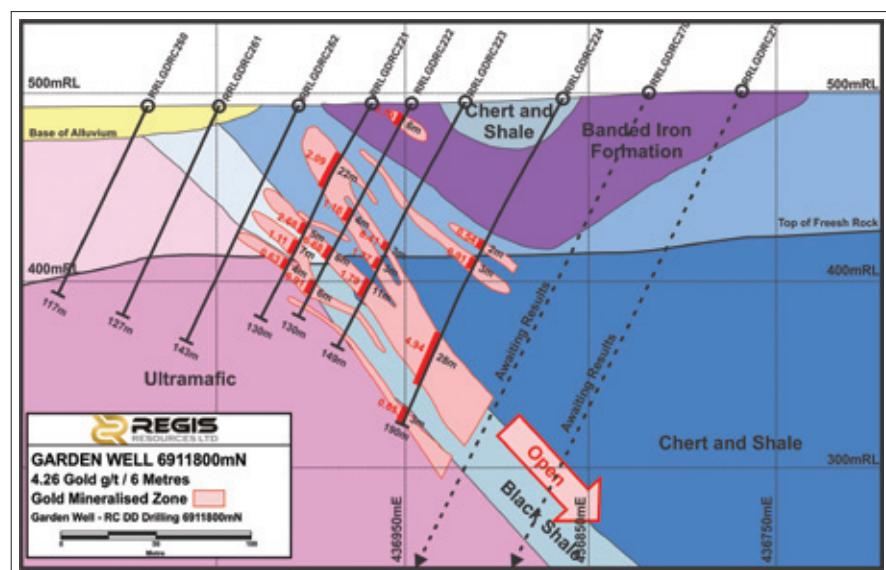


FIG. 3

The down dip extent of this new gold mineralisation has not been fully defined. RC and diamond drilling is planned to test this new mineralisation down to 300 metres below surface. RC drilling will also continue further south of line 6911640mN (southern extremity of current drilling) with a focus on defining the southern extent of gold mineralisation. A further 60 RC holes are planned to fully define the gold mineralised zone down dip and to the south.

This drilling will continue in the September 2012 quarter and is expected to form the basis of updated Resource and Reserve estimations to be completed in the December 2012 quarter.

ROSEMONT

RC drilling commenced at Rosemont in March 2012 to define the extent of gold mineralisation immediately north of the current Rosemont open pit design. The current Rosemont open pit is based on the November 2011 maiden Ore Reserve estimate of 8.7Mt @ 1.73 g/t for 487,000 ounces of gold and Ore Resource estimate of 21.3Mt @ 1.57 g/t for 1.08 million ounces of gold. The Resource extends approximately 800 metres north of the current open pit design. In this area the Resource is based on shallow RC and Aircore drilling and is entirely in the Inferred category.

The completed drilling programme of 51 RC holes for 10,969 metres was designed to convert Resources into the Indicated category and to extend the resource envelope. An additional 17 RC holes for 2,532 metres were drilled for water exploration in the Rosemont area but most of the holes did not intersect the Rosemont gold mineralisation.

Twenty three (23) of the 51 holes in the programme (RMRC001, 003-006, 008, 012-013, 016, 018-021, 023, 034, 036, 038-041, 045-047) were drilled outside of the current Inferred Resource envelope. The remaining holes were drilled inside the Inferred Resource envelope and should provide sufficient density of drilling to allow conversion of resources in this area to Indicated category.

Highlights from RC drilling at Rosemont in 2012 include:

HOLES OUTSIDE THE CURRENT INFERRED RESOURCE ENVELOPE

RMRC003: 2 metres @ 10.13g/t gold from 177 to 179 metres.	RMRC039: 11 metres @ 3.82g/t gold from 61 to 72 metres.
RMRC004: 1 metre @ 18.5g/t gold from 118 to 119 metres.	RMRC041: 8 metres @ 2.85g/t gold from 19 to 27 metres.
RMRC039: 3 metres @ 21.6g/t gold from 30 to 33 metres.	RMRC041: 13 metres @ 4.89g/t gold from 43 to 56 metres.

HOLES INSIDE THE CURRENT INFERRED RESOURCE ENVELOPE

RMRC009: 9 metres @ 2.10g/t gold from 119 to 128 metres.	RMRC032: 20 metres @ 1.51g/t gold from 62 to 82 metres, including: 6 metres @ 4.02g/t gold from 62 to 68 metres.
RMRC014: 31 metres @ 2.46g/t gold from 220 to 251 metres.	RMRC037: 2 metres @ 9.54g/t gold from 71 to 73 metres.
RMRC015: 14 metres @ 1.91g/t gold from 195 to 209 metres.	RMRC037: 9 metres @ 3.77g/t gold from 100 to 109 metres.
RMRC016: 11 metres @ 1.78g/t gold from 133 to 144 metres.	RMRC042: 3 metres @ 6.85g/t gold from 28 to 31 metres.
RMRC027: 13 metres @ 1.29g/t gold from 153 to 166 metres.	RMRC042: 50 metres @ 1.80g/t gold from 40 to 90 metres, including: 9 metres @ 6.13g/t gold from 45 to 54 metres.
RMRC028: 8 metres @ 5.23g/t gold from 199 to 207 metres.	RMRC048: 29 metres @ 1.49g/t gold from 175 to 204 metres, including: 7 metres @ 2.53g/t gold from 175 to 182 metres 9 metres @ 2.62g/t gold from 195 to 204 metres.
RMRC030: 1 metre @ 18.0g/t gold from 37 to 38 metres.	RMRC049: 24 metres @ 1.23g/t gold from 126 to 150 metres.
RMRC030: 4 metres @ 13.26g/t gold from 44 to 48 metres.	RMRC050: 69 metres @ 4.37g/t gold from 29 to 98 metres, including: 9 metres @ 27.3g/t gold from 29 to 38 metres 41 metres @ 1.28g/t gold from 53 to 94 metres.
RMRC030: 11 metres @ 2.37g/t gold from 65 to 76 metres.	
RMRC031: 5 metres @ 5.54g/t gold from 24 to 29 metres.	
RMRC031: 9 metres @ 4.55g/t gold from 157 to 166 metres.	
RMRC032: 5 metres @ 12.3g/t gold from 26 to 31 metres.	



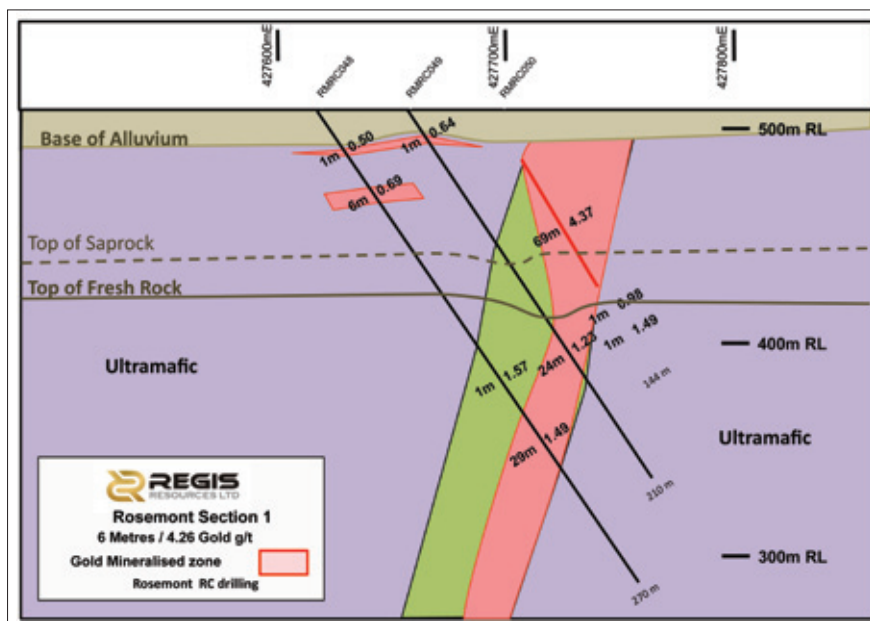
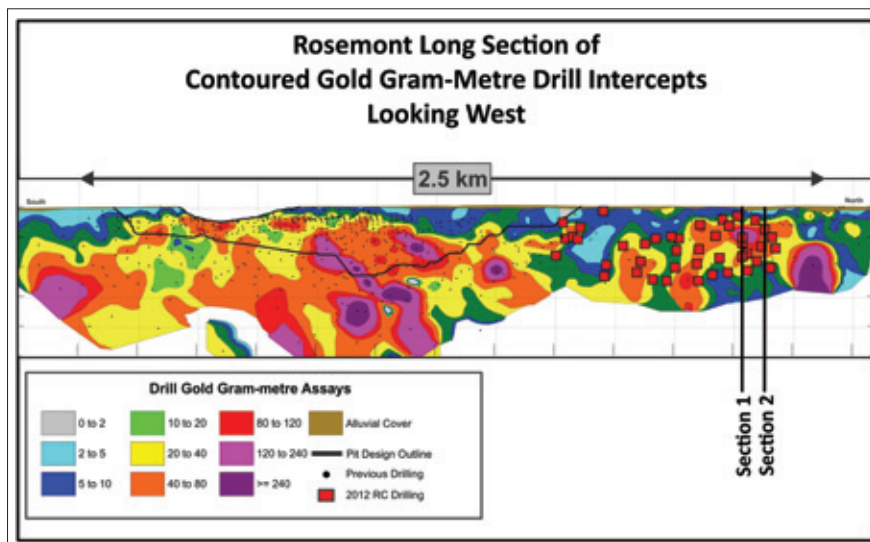
GARDEN WELL
PLANT

The RC drilling completed in 2012 has confirmed that the gold mineralised zone at Rosemont continues for at least 800 metres NNW of the current open pit design and is still open north of the current limit of drilling. Further drilling is planned north of the completed RC programme to fully define the northern extent of Rosemont gold mineralisation.

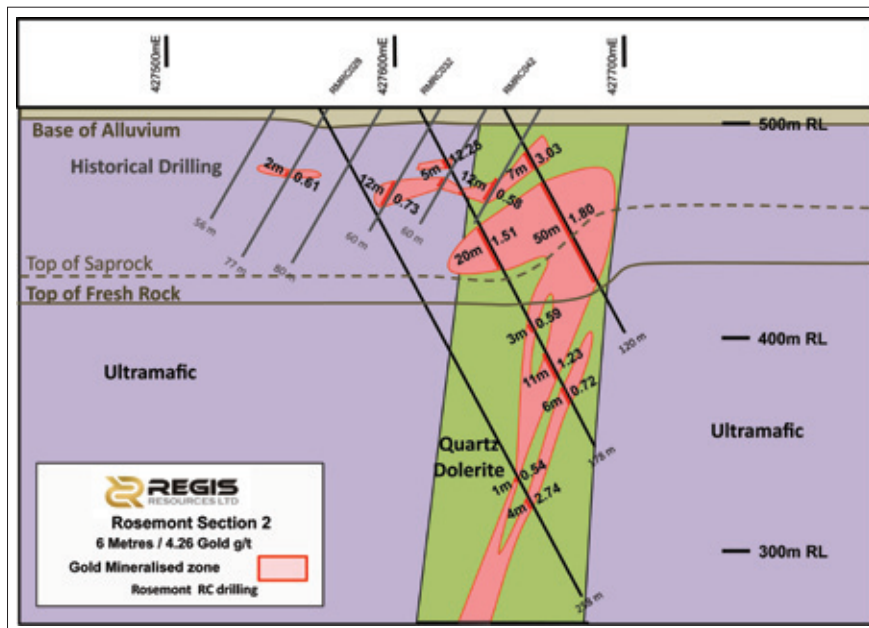
The host stratigraphy for the northern extent of gold mineralisation at Rosemont is a narrow quartz dolerite intrusive within a moderate to high magnesium

ultramafic unit. The stratigraphy and gold mineralised zone dip steeply west.

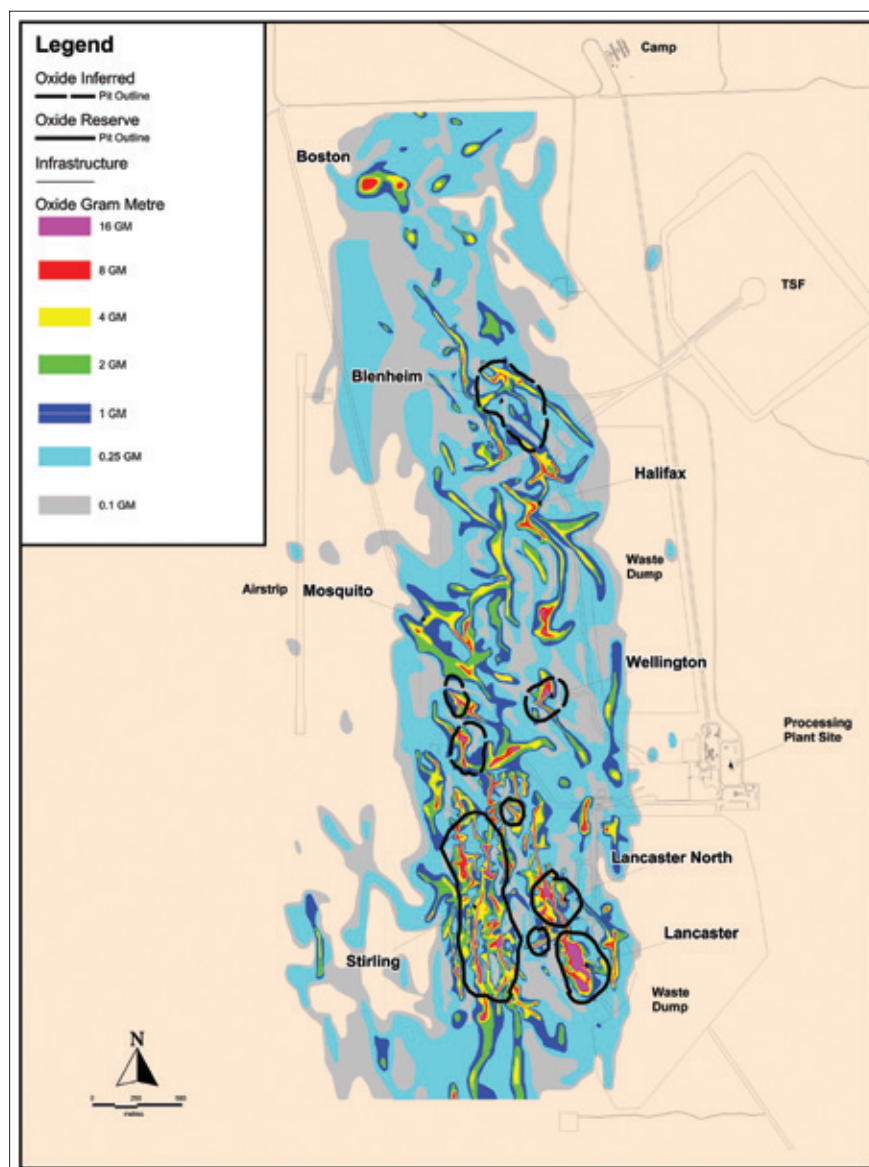
Below is a long section of Rosemont contoured gold gram-metre drill hole intercepts from the recent drilling and past drilling showing the mineralisation north of the current open pit design. The locations of RC drill cross sections 1 and 2 are indicated on the long section.



ROSEMONT
CROSS SECTION 1
LOCATED 735
METRES NNW OF
CURRENT
PROPOSED
OPEN PIT



A second phase of 10 RC holes is planned to fully define the gold mineralised zone up and down dip of current holes and further RC drilling is still to be planned to the north of the completed programme. Diamond drilling is planned for geotechnical and metallurgical studies.



During the year Regis continued an ongoing drilling programme designed to test for extensions to and infill of the known mineralisation in and around the oxide gold resources associated with the Moolart Well Gold Project. A total of 22 RC holes for 2,970 metres were drilled predominately on the Blenheim and Wellington North projects. This work is in line with the Company's strategy of annually updating reserves at Moolart Well to replace the depletion of the previous year's mining activities with a view to maintaining a 5 year life at Moolart Well for as long as possible.

**MOOLART WELL
DEPOSIT**

PETRA

The Petra gold deposit is located 15 kilometres east-southeast of the Moolart Well gold plant and has an Inferred gold resource of 400,000 tonnes at 3.12g/t for 42,000 ounces. Previous aircore drilling has defined a significant quartz lode containing gold mineralisation over a 600 metre strike length. Previous drilling was conducted on lines 180 to 200 metres apart.

Aircore and RC drilling completed during the year will be used to complete an updated resource estimate in the September 2012 quarter. Whilst there is little scope for further increasing the gold resources at depth at Petra, there is potential for further gold mineralisation to the north along strike of the current mineralisation envelope. Further RC drilling will continue along strike to the north of the Petra gold deposit. The potential to extend the mineralisation along strike to the north can now be tested following the recent grant of a prospecting licence which covers a 300 metre northern strike extension to the existing quartz lode.

ANCHOR

The Anchor gold deposit is located 6 kilometres south of the Moolart Well gold plant on a mining permit acquired from a third party in early 2010. This deposit was reported to have been mined by an earlier tenement holder in 2000/01 in an open pit to a depth of approximately 25 metres. Reported production was 29,000 tonnes at 26g/t for approximately 24,000 ounces of gold. No JORC compliant resource was available at the time of Regis' acquisition.

RC drilling by Regis commenced at Anchor in the June 2011 quarter and continued during the year to test for gold mineralisation under the current open pit and also along strike north and south of the pit. The potential size of the deposit is constrained by its narrow structure widths and limited strike extent. However, the drilling at the Anchor deposit is aimed at substantiating a small tonnage, high grade mining inventory to add incremental mill feed to the nearby Moolart Well processing plant.

Estimation of a JORC compliant resource is underway for the Anchor deposit.

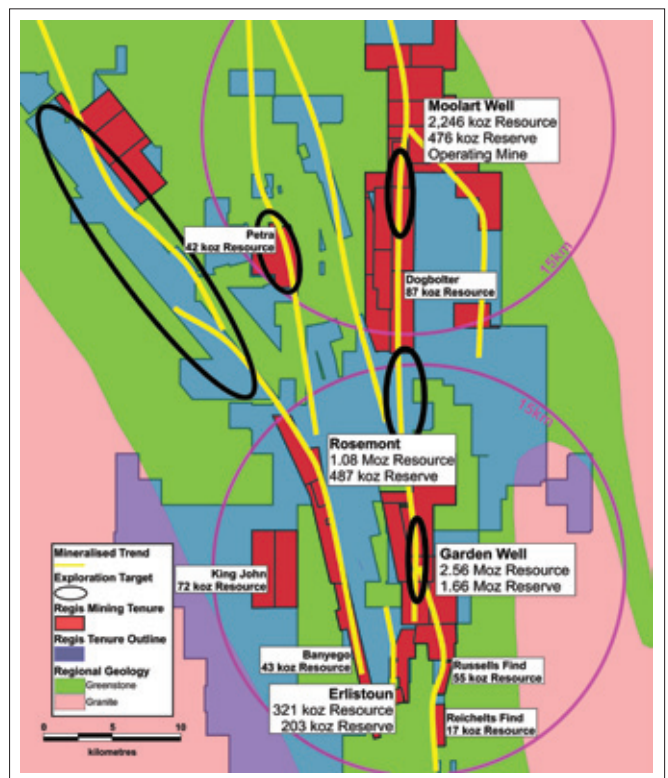
REGIONAL

An ongoing regional gold exploration drilling programme targeting the structures between the Moolart Well and Garden Well gold deposits commenced in the June 2011 quarter and continued during year. A number of high priority targets were identified under barren palaeochannel cover over the north-south gold mineralised structure including the Anchor South, Ingi Jingi, Anchor North and Butcher Well gold targets.

Of the targets identified, the Anchor South gold target proved to be the most promising. Anchor South is located 4.5 kilometres south of the Anchor pit. Aircore drilling was conducted on the target in the second half of the year to follow up anomalous gold mineralisation identified by drilling in 2011. The target was the main gold shear zone extending south through the Anchor open pit under shallow palaeochannel material. Gold mineralisation trends north-south over a strike distance of 500 metres and has a moderate east dip. Gold grades are strongly influenced by the saprock weathering interface. Wireframes will be updated and the economic potential of the project will be reviewed in the coming months.

Numerous gold targets have also been identified under shallow palaeochannel cover in the Gum Well to Hootanui corridor over a 20-30 kilometre strike north west of Rosemont. The gold bearing shear zone hosts significant known gold deposits (the largest of which is Rosemont) and to date very limited effective drilling has been undertaken to test the strike extent of the structure.

Regis ran an aircore drilling program over the Gum Well Corridor in the June 2012 quarter. This is very early stage regional drilling with drill traverses on average 1 kilometre apart and holes on each line approximately 160 metres apart. Significant further drilling is required to follow up this early work.



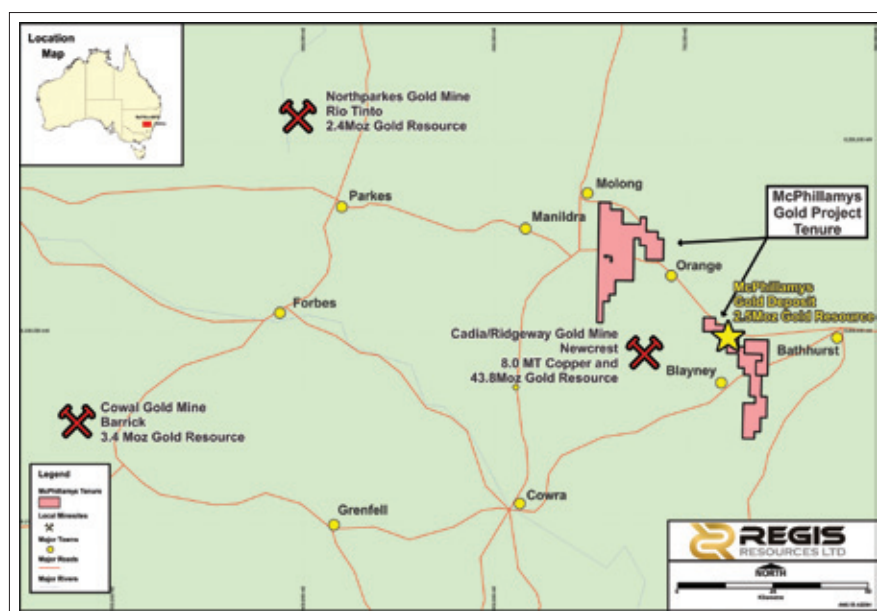
Regional Exploration targets outlined in black

MC Phillamys Gold Project

BACKGROUND

In August 2012, Regis announced that it had executed a letter of agreement to acquire the McPhillamys Gold Project located in the Bathurst region of New South Wales, Australia with a quoted resource of 2.5 million ounces (57.4Mt at 1.36g/t).

The project area consists of three granted exploration permits covering 420 square kilometres in two discrete locations approximately 25 kilometres apart.



The agreement is with the joint venture owners of the project, Newmont Exploration Pty Ltd (51%), a subsidiary of Newmont Mining Corporation and Alkane Resources Ltd (49%). The total consideration to be paid is \$150 million, to be allocated between Newmont and Alkane in their respective joint venture interests. The consideration payable to both parties will be satisfied by the issue of Regis shares. The number of shares to be issued will be calculated based on an issue price of \$4.20 per share, being the 45 trading day VWAP of Regis shares ending on the date of the letter of agreement.

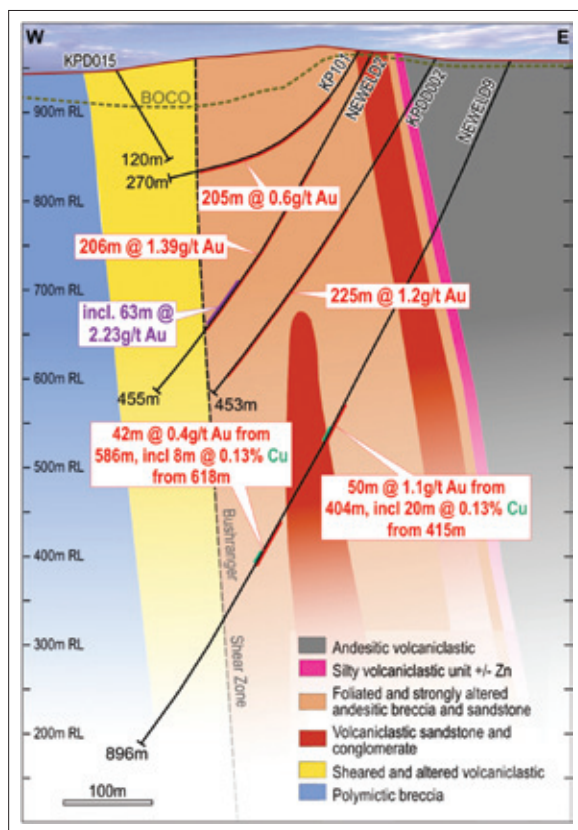
The property to be acquired includes three exploration licences (including the gold resource), mining information, two freehold properties overlapping part of the project area and other minor plant and equipment.

The completion of the transaction is subject to the satisfaction within 90 days of a number of conditions precedent in the Regis offer.

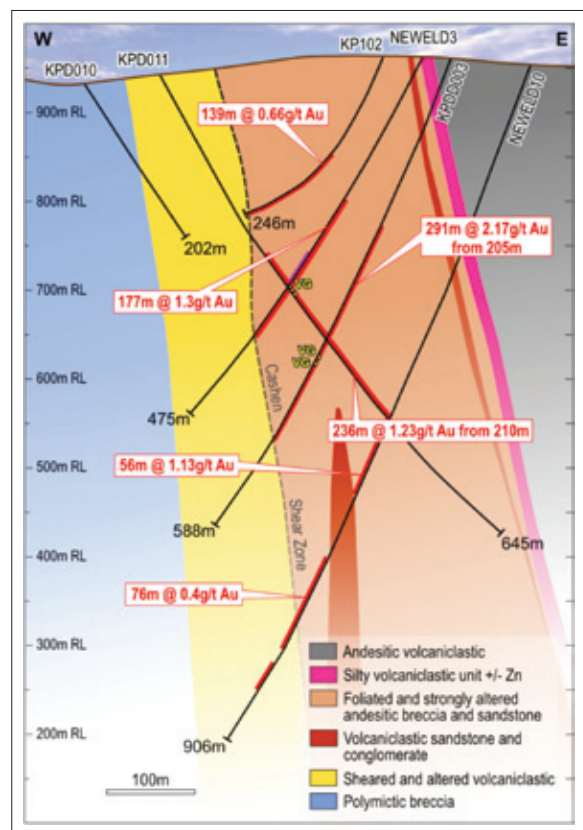
GEOLOGY

The McPhillamys gold deposit is located within dacite rich volcaniclastic rocks of the Silurian aged Anson formation. The gold mineralisation is largely hosted by a north-south striking, east dipping, altered coarse grained (strongly foliated) felsic to intermediate volcanic, volcaniclastic and intrusive rock complex.

The mineralisation has to date been defined by wide spaced drilling that has identified a 1,000 metre long, up to 260 metre wide envelope of +0.1g/t gold mineralisation. Gold mineralisation has been intersected in drilling to depths in excess of 600 metres. Higher grade zones are found within the core of this envelope and form the basis of the current McPhillamys gold Resource.



SECTION:
6292130N



SECTION:
6292230N

The broad gold mineralised envelope at McPhillamys is weakly associated with a similar dimensioned copper enriched zone. The copper is not believed to be of economic significance in the potential development of the project.

The deposit crops out, forming a moderate hill at around 950 metres above sea level. The mineralisation is variably oxidised with the base of oxidation varying from about 10 metres to about 55 metres below the ground surface.

METALLURGY

Preliminary metallurgical studies on the McPhillamys gold deposit have indicated an expected conventional Carbon in Leach (CIL) processing recovery in the order of 85%. The deposit is partially poly-metallic in nature with zones of copper, mercury and gold tellurides impacting on the likely gold recoveries. Preliminary test work indicates that higher recoveries may be possible with finer grinding treatment. Given that the project is located in close proximity to the low cost (relative to diesel generated power) NSW grid power, finer grind options will be investigated in future metallurgical test programmes.

INFRASTRUCTURE

The project is well located between the regional centres of Orange and Bathurst in Central Western New South Wales. These towns have populations in the order of 40,000 and 30,000 people respectively and accordingly it is expected that the majority of an operational workforce should be able to be sourced from the local district.

The project has close proximity to good quality roads and rail and has a range of power transmission lines running through or near the project area. The project is

located on freehold farmland properties, some of which are part of the assets to be acquired by Regis.

DEVELOPMENT PLANS

The immediate focus after completion of the acquisition will be a drilling programme to increase the density of drilling on the McPhillamys gold resource to a level that will allow estimation of an updated JORC compliant resource and ultimately a maiden reserve. The drilling will also focus on the very sparsely drilled near surface areas of the deposit. It is estimated that there is at least 12 months of work to complete this drilling and resource update.

Contemporaneously with this drilling, Regis will commence studies and work aimed at satisfying the numerous technical requirements for completion of a definitive feasibility study in to the potential development of an open pit mining, CIL extraction project at McPhillamys. This work leading up to the commencement of a DFS is expected to take in the order of 24 months to complete.

A DFS is likely to take a further 12 months to complete. Assuming that the DFS confirms a viable gold project at McPhillamys, Regis would then move to commence development of an operation.

Gold Reserves

PROJECT	PROVEN			PROBABLE			TOTAL			CUT-OFF GRADE G/T
	MILLION TONNES	GRADE G/T	GOLD KOZ	MILLION TONNES	GRADE G/T	GOLD KOZ	MILLION TONNES	GRADE G/T	GOLD KOZ	
GARDEN WELL				35.3	1.46	1,660	35.3	1.46	1,660	0.6
MOOLART WELL										
Laterite	6.1	1.35	263	0.7	0.98	22	6.8	1.31	285	0.5
Other Oxide/ Transitional (i)	0.8	1.44	37	0.1	1.41	2	0.9	1.44	39	0.5
Stirling Oxide/ Transitional				3.1	1.43	144	3.1	1.43	144	0.4
Stirling Fresh				0.1	1.84	3	0.1	1.84	3	0.4
Stockpiles	0.1	1.49	5				0.1	1.49	5	0.5
Total Moolart Well	7.0	1.36	305	4.0	1.36	171	11.0	1.36	476	
ROSEMONT				8.7	1.73	487	8.7	1.73	487	0.5
ERLISTOUN	1.3	2.34	95	1.4	2.37	108	2.7	2.36	203	0.7
Total Reserves	8.3	1.51	400	49.4	1.53	2,426	57.7	1.53	2,826	

(i) Other Oxide/Transitional comprises Lancaster, Mid Pit South and Mid Pit North.

Gold Resources

(INCLUSIVE OF RESERVES)

PROJECT	MEASURED			INDICATED			INFERRED			TOTAL RESOURCES			CUT-OFF GRADE G/T
	MILLION TONNES	GRADE G/T	GOLD KOZ	MILLION TONNES	GRADE G/T	GOLD KOZ	MILLION TONNES	GRADE G/T	GOLD KOZ	MILLION TONNES	GRADE G/T	GOLD KOZ	
GARDEN WELL				44.7	1.33	1,914	17.2	1.17	644	61.9	1.29	2,558	0.5
MOOLART WELL													
Laterite	6.4	1.35	279	1.0	0.90	29	0.3	0.88	8	7.7	1.28	316	0.5
Oxide/ Transitional	1.1	1.30	48	15.3	0.96	476	23.4	0.78	588	39.8	0.87	1,112	0.4
Fresh				0.3	1.68	14	4.1	1.48	196	4.4	1.49	210	1.0
Low Grade	3.0	0.42	40	17.7	0.48	273	48.5	0.49	767	69.2	0.49	1,080	0.3
Stockpiles	0.1	1.49	5							0.1	1.49	5	0.5
Total Moolart Well	10.6	1.08	372	34.3	0.72	792	76.3	0.64	1,559	121.2	0.70	2,723	
ROSEMONT				14.6	1.68	793	6.7	1.32	285	21.3	1.57	1,078	0.5
ERLISTOUN	2.3	1.92	143	3.0	1.88	179				5.3	1.90	322	0.5
SATELLITE DEPOSITS													
Dogbolter							0.9	2.91	87	0.9	2.91	87	1.0
King John (Princess)							0.7	3.19	72	0.7	3.19	72	1.0
Russells Find							0.4	3.86	55	0.4	3.86	55	1.0
Baneygo							0.8	1.67	43	0.8	1.67	43	0.5
Reichelts Find				0.1	3.69	17				0.1	3.69	17	1.0
Petra							0.4	3.12	42	0.4	3.12	42	2.0
Total Satellite Deposits				0.1	3.69	17	3.2	2.83	299	3.3	2.87	316	
Total Duketon	12.9	1.23	515	96.7	1.19	3,695	103.4	0.84	2,787	213.0	1.02	6,997	
Regis share													6,975

Tonnes and Ounces are rounded, rounding errors may occur.

The technical information in this report has been reviewed and approved by Mr Morgan Hart who is a member of the Australasian Institute of Mining and Metallurgy. Mr Hart has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 edition of the 'Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Morgan Hart is a director and full time employee of Regis Resources Ltd and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Directors' Report

YOUR DIRECTORS SUBMIT THEIR REPORT
FOR THE YEAR ENDED 30 JUNE 2012



Directors

The directors of the Company in office since 1 July 2011 and up to the date of this report, unless otherwise stated, are:

Mr Nick Giorgetta, *(Independent Non-Executive Chairman)*

Mr Giorgetta joined the board of Regis Resources Limited in May 2009 as Non-Executive Chairman. Prior to this Mr Giorgetta was a founding director of Equigold NL. He is a metallurgist with over 39 years of experience in the mining industry. He began his professional career in various technical roles for a major mining company in Kalgoorlie. He later established his own metallurgical consultancy which designed and commissioned a number of gold treatment plants. From 1988 to 1994 he was Managing Director of Samantha Gold NL.

He retired as Managing Director of Equigold in November 2005 and assumed the role of Executive Chairman. He held this position until Equigold's merger with Lihir Gold Limited in June 2008.

During the past three years, Mr Giorgetta has not served as a director of any other ASX listed companies.

Mr Giorgetta is a fellow of the Australasian Institute of Mining and Metallurgy.

Mr Mark Clark, B.Bus CA *(Managing Director)*

Mr Clark has over 22 years experience in corporate advisory and public company management. Prior to joining Regis Resources Limited, Mr Clark was the Managing Director of Equigold NL.

He joined Equigold in 1995 and originally held the roles of Chief Financial Officer and Company Secretary and was responsible for the financial, administration and legal functions of the company. He was closely involved in the development and operation of Equigold's projects in both Australia and the Ivory Coast.

He was a director of Equigold from April 2003 and was Managing Director from December 2005 until Equigold's merger with Lihir Gold Limited in June 2008.

Prior to Equigold Mr Clark held a senior position at an international advisory firm, providing financial and corporate advice to clients in the mining industry.

During the past three years, Mr Clark has not served as a director of any other ASX listed companies.

Mr Clark is a member of the Institute of Chartered Accountants in Australia.

Mr Morgan Hart, *(Executive Director)*

Mr Hart is a geologist with over 22 years of experience in the gold mining industry. He joined Regis Resources Limited in May 2009 as the Company's Operation Director. Prior to joining Regis Mr Hart was an Executive Director with Equigold NL. He joined Equigold NL in 1994 and held senior management positions in exploration and mining operations, including General Manager at the Mt Rawdon Gold Mine from 2005 to 2007. He was appointed to the position of General Manager of Operations of Equigold in March 2007 and was appointed a director of the company at the same time. His key responsibility during this period included overseeing the development and operational start up at the Bonikro Gold Mine in Ivory Coast.

During the past three years Mr Hart has not served as a director of any other ASX listed companies.

Mr Hart is a member of the Australasian Institute of Mining and Metallurgy.

Mr Ross Kestel, B.Bus, CA, AICD *(Independent Non-Executive Director)*

Mr Kestel is a Chartered Accountant and was a director of a mid tier accounting practice for over 25 years and has a strong corporate and finance background.

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

Mr Kestel is currently a non executive director of the following ASX listed companies:

- » Resource Star Limited;
- » Xstate Resources;
- » Equator Resources Limited; and
- » Beadell Resources Limited.

During the past three years he has also served as a non executive director of the following ASX listed companies:

- » VDM Group Limited (August 2005 to March 2011);
- » Jabiru Metals Limited (August 2003 to May 2011);
- » Jatenergy Limited (September 2007 to May 2012);
- » Dioro Exploration NL (April 2008 to February 2010); and
- » Blackcrest Resources Limited (June 2006 to October 2010).

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

Mr Mark Okeby, LLM (*Independent Non-Executive Director*)

Mr Okeby has over 25 years experience in the resources industry as a solicitor and as a director of listed companies. He was admitted to practice law in Western Australia in 1979 and holds a Master of Laws (LLM).

He was an executive director of gold producers Hill 50 Limited (1996-2003) and Abelle Limited (2003-2004) before both were taken over by Harmony Gold Ltd in 2002 and 2004 respectively, and was a director of Harmony Gold Australia Ltd until mid 2003. More recently he has been a non-executive director of Lynas Corporation Ltd (2004 -2005) and an executive and non-executive director of Metals X Limited (2004-2009).

During the past three years he has also served as a non-executive director of ASX listed Westgold Resources Limited (March 2007 to March 2010).

Company Secretary

Mr Kim Massey, B.Com, CA

Mr Massey is a Chartered Accountant with significant experience in financial management and corporate advisory services, particularly in the resources sector, as a corporate advisor and company secretary for a number of ASX and AIM listed companies.

Dividends

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of dividend since the end of the previous financial year and up to the date of this Report.

Nature of Operations and Principal Activities

The principal activities of entities within the consolidated entity during the year were:

- » production of gold from the Moolart Well gold mine;
- » construction of the Garden Well gold mine; and
- » exploration, evaluation and development of gold projects in the Eastern Goldfields of Western Australia.

There have been no significant changes in the nature of these activities during the year.

Operating and Financial Review

RESULT FOR THE YEAR

The Group's net profit for the year after tax was \$68,239,534 (2011: \$36,280,814). The increase in the result is due to a full year of operations at the Moolart Well gold mine as discussed in the Review of Operations below.

OPERATIONS - MOOLART WELL

Moolart Well Gold Mine operating results for the 12 months to 30 June 2012 are as follows:

	NOTE	30 JUNE 2012 (12 MONTHS)	30 JUNE 2011 (11 MONTHS)
Ore mined	Tonnes	2,557,001	2,027,872
Ore milled	Tonnes	2,541,158	1,972,179
Head grade	g/t	1.39	1.40
Recovery	%	93	91
Gold production	Ounces	105,413	80,918
Cash cost per ounce – pre royalties(i)	A\$/oz	\$512	\$545
Cash cost per ounce – incl. royalties(i)	A\$/oz	\$585	\$600

(i) Cash cost per ounce is calculated as costs of production relating to gold sales (Note 7(a)), excluding gold in circuit inventory movements divided by gold ounces produced. The calculation is presented both including and excluding the cost of royalties (Note 7(a)). This measure is included to assist investors to better understand the performance of the business. Cash cost per ounce is a non-IFRS measure, and where included in this report, has not been subject to review by the Group's external auditors.

Moolart Well completed its first full year of operations producing 105,413 ounces of gold at a pre-royalty cash cost of \$512 per ounce. Mill through-put exceeded the name-plate design of 2 million tonnes per annum during the year operating at a throughput rate 27% above name-plate capacity of approximately 2.54 million tonnes per annum.

During the year, 1.15 million bcm of ore and 4.37 million bcm of waste material were mined from the Moolart Well open pits for a total material movement of 5.52 million bcm. Of the total ore mined, 870,000 bcm was mined from laterite pits and 280,000 bcm was mining from the oxide deposits. The stripping ratio of 3.8 achieved for the year is higher than the life of mine stripping ratio as a result of better dig rates achieved in the blasted waste in the laterite pits which has exposed a total of 2.39 million tonnes of ore at 1.42g/t for 109,007 ounces.

DEVELOPMENT - GARDEN WELL

Development of the Garden Well Gold Mine commenced on a staged development programme with site earthworks and camp installation commencing in July 2011. The mining contractor, Mining and Civil Australia, commenced pre-production mining in the December 2011 quarter and by the end of June 2012 a total of 6.1 million bcm of material had been mined from the stage 1 pit. Significant areas of oxide ore had been exposed in the pit by the end of the year to provide ore supply for commencement of milling operations in August 2012.

By the end of the financial year a total of \$123.8 million had been spent on the project including \$91.8 million on plant construction out of a budget of \$109 million and \$32.0 million on pre-production mining.

In August 2012 Regis announced practical completion on the construction of the Garden Well Gold Mine with the successful commissioning of the processing plant. The project was completed on time and materially in line with budget. Early indications of commissioning are that the Crushing and Milling circuits are performing to expectation with very little work required to bring the circuit to a steady state of operation allowing the operational team to commence optimising the throughput of the circuit.

RESERVES AND RESOURCES

GARDEN WELL

In November 2011 Regis announced an updated Resource (reported in accordance with the JORC code) for the Garden Well Gold Deposit of 2.56 million ounces of contained gold. The Resource was estimated by independent geological consultants EGRM Consulting Pty Ltd using the estimation technique Multiple Indicator Kriging. The estimate is based on a block size of 20 m x 20 m x 5 m and a selective mining unit size of 5 m x 5 m x 2.5 m above a 0.5g/t Au lower cut off grade.

The updated Resource is as follows:

CATEGORY	TONNES (Millions)	GOLD GRADE (g/t)	CONTAINED GOLD (Ounces)
Indicated	44.7	1.33	1,913,700
Inferred	17.2	1.17	644,300
	61.9	1.29	2,558,000

Notes: Rounded to two significant figures. Rounding errors may occur.

ROSEMONT

In November 2011, Regis also announced an updated Resource (reported in accordance with JORC code) for the Rosemont Gold Deposit of 1.09 million ounces of contained gold. The update was a result of a re-estimation of the previously quoted 815,000 ounce resource.

The re-estimation was completed as an independent, first principles study after a review of the geological

database by Regis. The Resource was estimated by independent geological consultants EGRM Consulting Pty Ltd using the Multiple Indicator Kriging estimation technique on a block size of 10 m x 20 m x 5 m. Based on the Multiple Indicator Kriging a selective mining estimate above a 0.5 g/t Au cut-off was generated to replicate a SMU size of 5m x 5m x 2.5m.

The updated Resource is as follows:

CATEGORY	TONNES (Millions)	GOLD GRADE (g/t)	CONTAINED GOLD (Ounces)
Indicated	14.6	1.68	793,200
Inferred	6.7	1.32	284,700
	21.3	1.57	1,077,900

Notes: Rounded to two significant figures. Rounding errors may occur.

Following the upgrade to the Resource, Regis announced a maiden ore Reserve (reported in accordance with JORC code) at Rosemont of 487,000 ounces of contained gold. The breakdown of the Reserve is as follows:

CATEGORY	TONNES (Millions)	GOLD GRADE (g/t)	CONTAINED GOLD (Ounces)
Proven	-	-	-
Probable	8.7	1.73	487,000
	8.7	1.73	487,000

Notes: 0.5 g/t Au lower cut off grade. Rounded to two significant figures.

The maiden Reserve has been estimated after completion of an open pit mining and Carbon in Leach extraction reserve study which included:

- » Pit optimisation using wall angles based on geotechnical drill holes, independent geotechnical advice and allowances for ramps;
- » 100% mining recovery and 10% mining dilution;
- » Bulk densities and metallurgical parameters from test work;
- » Mining costs based on indicative contractor quotation; and
- » Milling and other operating costs based on current known operating costs adapted for ore type and metallurgy.

Key results of the reserve study include:

PHYSICAL

Total pit volume	bcm	24,559,905
Stripping ratio – tonnes	w/o	5.61
Ore	Tonnes	8,737,260
Gold grade	g/t	1.73
Contained gold	Ounces	487,145
Milling recovery	%	95
Recovered gold	Ounces	462,788

OPERATING COSTS & SURPLUS

Mining cost	A\$/tonne	\$23.65
Milling cost	A\$/tonne	\$9.13
Administration cost	A\$/tonne	\$0.50
Total operating cost per tonne	A\$/tonne	\$33.28
Total operating cost per ounce*	A\$/oz	\$628
Operating surplus#	A\$ million	\$357

* before royalties

using a gold price of A\$1,400/oz

In addition to the operating costs above there is an estimated capital cost of approximately \$29 million to mine a 6.7 million bcm overburden pre-strip in the first 20 metres below surface.

This Reserve has been estimated to a maximum depth of 235 metres below surface, with 80% of the contained gold within 150 metres of surface. The pit optimisation was completed using a A\$1,000 per ounce gold price.

Since the announcement of the Reserve the Company has commenced a feasibility study into the development of the project based on a crushing and grinding circuit located at the Rosemont deposit and an ore slurry pipeline to the Garden Well processing facility.

GOLD EXPLORATION

Regis completed the following drilling during the year:

BY DRILLING TYPE			BY PROJECT	
TYPE	NO. HOLES	METRES	PROJECT	METRES
Aircore	747	56,601	Garden Well	21,359
RC	329	49,928	Anchor	23,274
Diamond	15	5,789	Salt Soak	21,863
Total	1,083	112,318	Petra	11,445
			Rosemont	10,969
			Moolart Well	2,970
			Ingi Jingi	4,692
			Other	15,746
			Total	112,318

GARDEN WELL

RC and diamond drilling recommenced at Garden Well in late January 2012 to define the extent of gold mineralisation south of the current Resource and Reserve envelopes where the deposit is still open down dip and along strike. Drilling in this area was previously suspended in May 2011 due to heritage survey and associated requirements.

RC drilling in 2012 has confirmed that the Garden Well gold mineralised zone extends south to at least 6911640mN, a distance of 480 metres beyond the current southern Reserve limit at 6912120mN in the planned open pit. Gold mineralisation remains open to south beyond the current extremity of RC drilling.

The results from this drilling show a change in the gold mineralised host rock south of the current reserve envelope from dominantly talc-carbonate ultramafic rocks to black shale and silicified shale and chert with minor gold mineralisation in Banded Iron Formation. The new host stratigraphy shows different alteration dominated by silica and pyrite. It is likely that the shear zone hosting the Garden Well ore body is traversing the local stratigraphy and migrating further east from a dominantly ultramafic host to a predominantly sedimentary stratigraphy as the shear zone is drilled further south.

The down dip extent of this new gold mineralisation has not been fully defined. RC and diamond drilling is planned to test this new mineralisation down to 300 metres below surface. RC drilling will also continue further south of line 6911640mN (southern extremity of current drilling) with a focus on defining the southern extent of gold mineralisation. A further 60 RC holes are planned to fully define the gold mineralised zone down dip and to the south.

This drilling will continue in the September 2012 quarter and is expected to form the basis of updated Resource and Reserve estimations to be completed in the December 2012 quarter.

ROSEMONT

RC drilling commenced at Rosemont in March 2012 to define the extent of gold mineralisation immediately north of the current Rosemont open pit design. The current Rosemont open pit is based on the November 2011 maiden Reserve estimate of 8.7Mt @ 1.73 g/t for 487,000 ounces of gold and Resource estimate of 21.3Mt @ 1.57 g/t for 1.08 million ounces of gold. The Resource extends approximately 800 metres north of the current open pit design. In this area the Resource is based on shallow RC and aircore drilling and is entirely in the Inferred category.

The completed drilling programme of 51 RC holes for 10,969 metres was designed to convert Resources into the Indicated category and to extend the Resource envelope. Twenty three (23) of the 51 holes in the programme (RMRC001, 003-006, 008, 012-013, 016,

018-021, 023, 034, 036, 038-041, 045-047) were drilled outside of the current Inferred Resource envelope. The remaining holes were drilled inside the Inferred Resource envelope and should provide sufficient density of drilling to allow conversion of resources in this area to Indicated category.

The RC drilling completed to date in 2012 has confirmed that the gold mineralised zone at Rosemont continues for at least 800 metres NNW of the current open pit design and is still open north of the current limit of drilling. Further drilling is planned north of the completed RC programme to fully define the northern extent of Rosemont gold mineralisation.

A second phase of 10 RC holes is planned to fully define the gold mineralised zone up and down dip of current holes and further RC drilling is still to be planned to the north of the completed programme. Diamond drilling is planned for geotechnical and metallurgical studies.

MOOLART WELL

During the year Regis continued an ongoing drilling programme designed to test for extensions to and infill of the known mineralisation in and around the oxide gold Resources associated with the Moolart Well Gold Project. A total of 22 RC holes for 2,970 metres were drilled predominately on the Blenheim and Wellington North projects. This work is in line with the Company's strategy of annually updating Reserves at Moolart Well to replace the depletion of the previous year's mining activities with a view to maintaining a 5 year life at Moolart Well for as long as possible.

REGIONAL

An ongoing regional gold exploration drilling programme targeting the structures between the Moolart Well and Garden Well gold deposits commenced in the June 2011 quarter and continued during year. A number of high priority targets were identified under barren palaeochannel cover over the north-south gold mineralised structure including the Anchor South, Ingi Jingi, Anchor North and Butcher Well gold targets.

Of the targets identified to date, the Anchor South gold target proved to be the most promising. Anchor South is located 4.5 kilometres south of the Anchor pit. Aircore drilling was conducted on the target in the second half of the year to follow up anomalous gold mineralisation identified by drilling in 2011. The target was the main gold shear zone extending south through the Anchor open pit under shallow palaeochannel material. Gold mineralisation trends north-south over a strike distance of 500 metres and has a moderate east dip. Gold grades are strongly influenced by the saprock weathering interface. Wireframes will be updated and the economic potential of the project will be reviewed in the coming months.

Numerous gold targets have also been identified under shallow palaeochannel cover in the Gum Well to

Hootanui corridor over a 20-30 kilometre strike north west of Rosemont. The gold bearing shear zone hosts significant known gold deposits (the largest of which is Rosemont) and to date very limited effective drilling has been undertaken to test the strike extent of the structure.

Regis conducted an Aircore drilling programme over the Gum Well Corridor in the June 2012 quarter. This was very early stage regional drilling with drill traverses on average one kilometre apart and holes on each line approximately 160 metres apart. Significant further drilling is required to follow up this first pass drilling.

Significant Changes in the State of Affairs

There have been no significant changes in the state of affairs other than those listed in the review of operations above.

Significant Events after the Balance Date

EXERCISE OF OPTIONS

Subsequent to year end, 837,673 ordinary shares have been issued as a result of the exercise of listed options for proceeds of \$697,197, net of transaction costs.

ACQUISITION OF MCPHILLAMYS GOLD PROJECT

On 9 August 2012, Regis announced to the ASX that it had executed a letter of agreement to acquire the McPhillamys Gold Project in the Bathurst region of New South Wales.

The agreement is with the joint venture owners of the project, Newmont Exploration Pty Ltd (51%), a subsidiary of Newmont Mining Corporation, and Alkane Resources Ltd (49%). The total consideration to be paid is \$150 million, to be allocated between Newmont and Alkane in their respective joint venture interests. The consideration payable to both parties will be satisfied by the issue of Regis shares. The number of shares to be issued will be calculated based on an issue price of \$4.20 per share, being the 45 trading day VWAP of Regis shares ending on the date of the letter of agreement.

The property to be acquired includes three exploration licences (including the gold resource), mining information, two freehold properties overlapping part of the project area and other minor plant and equipment.

The completion of the transaction is subject to the satisfaction within 90 days of a number of conditions precedent in the Regis offer, including shareholder approval of the issue of shares to Newmont.

Other than the matters discussed above, there has not arisen in the interval between the end of the financial year and the date of this Report any item, transaction or event of a material and unusual nature which, in the opinion of the directors of the Group, has significantly affected or is likely to significantly affect:

- » the operations of the Group;
 - » the results of those operations; or
 - » the state of affairs of the Group
- in future financial years.

Likely Developments and Expected Results

There are no likely developments of which the directors are aware which could be expected to significantly affect the results of the Group's operations in subsequent financial years not otherwise disclosed in the Principal Activities and Operating and Financial Review or the Significant Events after the Balance Date sections of the Directors' Report.

Environmental Regulation and Performance

The operations of the Group are subject to environmental regulation under the laws of the Commonwealth and the State of Western Australia. The Group holds various environmental licenses issued under these laws, to regulate its mining and exploration activities in Australia. These licenses include conditions and regulations in relation to specifying limits on discharges into the air, surface water and groundwater, rehabilitation of areas disturbed during the course of mining and exploration activities and the storage of hazardous substances.

All environmental performance obligations are monitored by the board of directors and subjected from time to time to Government agency audits and site inspections. There have been no material breaches of the Group's licenses and all mining and exploration activities have been undertaken in compliance with the relevant environmental regulations.

Share Options

UNISSUED SHARES

At the date of this report, the Company had the following unissued shares under listed and unlisted options.

MATURITY DATE	EXERCISE PRICE	NUMBER OUTSTANDING
LISTED OPTIONS		
31 October 2012	\$1.0000	1,329,106
31 January 2014	\$0.5000	5,598,063
UNLISTED OPTIONS		
4 February 2014	\$0.1348	90,000
30 June 2014	\$0.4205	750,000
29 September 2014	\$1.0000	2,600,000
29 April 2015	\$2.2300	950,000
8 November 2015	\$2.7500	575,000
8 November 2015	\$3.0000	500,000
2 February 2016	\$3.9300	250,000
30 June 2016	\$4.0000	1,285,000
Total		13,927,169

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate.

Details of options granted to directors and other key management personnel during the year are set out in the remuneration report.

SHARES ISSUED AS A RESULT OF THE EXERCISE OF OPTIONS

During the financial year, employees and executives have exercised options to acquire 538,890 fully paid ordinary shares in Regis Resources Limited at a weighted average exercise price of \$0.7919 per share.

In addition 11,100,000 fully paid ordinary shares in Regis Resources Limited were issued as a result of the exercise of options sold by employees and executives to a third party. The weighted average exercise price was \$0.7322 per share.

Indemnification and Insurance of Directors and Officers

The Company has entered into an Indemnity Deed with each of the directors which will indemnify them against liabilities incurred to a third party (not being the Company or any related company) where the liability does not arise out of negligent conduct including a breach of good faith. The Indemnity Deed will continue to apply for a period of 10 years after a director ceases

to hold office. The Company has entered into a Director's Access and Insurance Deed with each of the directors pursuant to which a director can request access to copies of documents provided to the director whilst serving the Company for a period of 10 years after the director ceases to hold office. There are certain restrictions on the directors' entitlement to access under the deed. In addition the Company will be obliged to use reasonable endeavours to obtain and maintain insurance for a former director similar to that which existed at the time the director ceased to hold office.

The Company has, during or since the end of the financial year, paid an insurance premium in respect of an insurance policy for the benefit of the directors, secretaries, executive officers and employees of the Company and any related bodies corporate as defined in the insurance policy. The insurance grants indemnity against liabilities permitted to be indemnified by the Company under Section 199B of the Corporations Act 2001. In accordance with commercial practice, the insurance policy prohibits disclosure of the terms of the policy including the nature of the liability insured against and the amount of the premium.

Directors' Meetings

The number of directors' meetings held (including meetings of Committees of the Board) and number of meetings attended by each of the directors of the Company during the financial year are:

	BOARD	AUDIT AND RISK MANAGEMENT COMMITTEE	REMUNERATION AND NOMINATION COMMITTEE
Number of meetings held:	7	2	1
Number of meetings attended:			
N Giorgetta	7	2	1
M Clark	7	n/a	n/a
M Hart	7	n/a	n/a
R Kestel	7	2	1
M Okeby	7	2	1

All directors were eligible to attend all meetings held.

COMMITTEE MEMBERSHIP

As at the date of this report, the Company had an Audit and Risk Management Committee and a Remuneration and Nomination Committee of the board of directors.

Members acting on the committees of the board during the year were:

AUDIT AND RISK MANAGEMENT COMMITTEE

R Kestel (Chairman)
N Giorgetta
M Okeby

REMUNERATION AND NOMINATION COMMITTEE

R Kestel (Chairman)
N Giorgetta
M Okeby

Rounding off

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, amounts in the Financial Statements and Directors' Report have been rounded to the nearest thousand dollars, unless otherwise stated.

Auditor Independence and Non-Audit Services

During the year, KPMG, the Company's auditor, also provided taxation advice over research and development credits.

KPMG received or are due to receive the following amounts for the provision of non-audit services:

	\$
Tax advice	24,086

Remuneration Report

(Audited)

This remuneration report for the year ended 30 June 2012 outlines the remuneration arrangements of the Company and the Group in accordance with the requirements of the Corporations Act 2001 (the Act) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report details the remuneration arrangements for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

For the purposes of this report, the term “executive” includes the Managing Director, executive directors, senior executives, general managers and company secretaries of the Parent and the Group.

Key Management Personnel

Details of KMPs of the Company and Group are set out below:

DIRECTORS

N Giorgetta . *Chairman (non-executive)*

M Clark. *Managing Director*

M Hart *Operations Director*

R Kestel *Director (non-executive)*

M Okeby. *Director (non-executive)*

KEY MANAGEMENT PERSONNEL

J Balkau *General Manager – Exploration*

M Ertzen *Development Manager*

M Evans. *Projects Manager*

T Hinkley *General Manager – Moolart Well Gold Mine*

K Massey *Chief Financial Officer and Company Secretary*

R Smith *General Manager – Garden Well Gold Mine*

Principles of Remuneration

Remuneration levels for key management personnel of the Group are competitively set to attract and retain appropriately qualified and experienced key management personnel. The Remuneration and Nomination Committee's decisions on the appropriateness of remuneration packages are based on the competitive state of the employment market for different specific skill sets, independently sourced market surveys related to the resources sector and the need to incentivise personnel to meet the Group's strategic objectives.

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group, including directors of the Group and other executives. Key management personnel comprise the directors and executives of the Company and Group.

The remuneration structures explained below are designed to attract suitably qualified candidates, reinforce the imperative to meet the strategic objectives, and achieve the broader outcome of creation of value for shareholders. The remuneration structures take into account:

- » the capability and experience of the key management personnel;
- » the ability of key management personnel to influence the Group's performance; and
- » the mix of cash and option incentives within each key management personnel's remuneration package.

Remuneration packages include a mix of cash and longer-term performance based incentives.

The Group's financial performance over the past five years has been as follows:

IN THOUSANDS OF AUD	2012	2011	2010	2009	2008
Revenue	171,504	108,651	777	524	135
Net profit/(loss) after tax	68,239	36,281	(18,829)	(91,845)	(2,287)
Basic earnings/(loss) per share (cents)	15.51	8.54	(5.58)	(36.84)	(1.72)
Diluted earnings/(loss) per share (cents)	15.18	8.24	(5.58)	(36.84)	(1.72)
Net assets	237,934	140,278	81,784	35,969	108,357

As the Company is transitioning to production, historical earnings are not yet an accurate reflection of Company performance and cannot be used as a long term incentive measure. Consideration of the Company's earnings will be more relevant as the Company matures. Historical and current earnings are one of a number of criteria used by the Remuneration and Nomination Committee to assess the performance of directors and executives. Other criteria used in this assessment include gold production and operating costs, execution of development projects, exploration success, growth of business through acquisitions and effectiveness of communications with regulators, shareholders, investors and other stakeholders.

Fixed Remuneration

Fixed remuneration consists of base remuneration (including any fringe benefit tax charges related to employee benefits), as well as employer contributions to superannuation funds. The Company allows key management personnel to salary sacrifice superannuation for additional benefits (on a total cost basis).

Remuneration levels are reviewed annually by the Remuneration and Nomination Committee through a process that considers individual and overall performance of the Group. In addition, external consultants may provide analysis and advice to ensure the key management personnel's remuneration is competitive in the market place, as required. No external consultants were utilised during the current financial year.

Performance-Linked Remuneration

Performance linked remuneration includes both long-term and short term incentives and is designed to reward key management personnel for meeting or exceeding their objectives.

SHORT-TERM INCENTIVES

Each year the Executive Directors review the performance of the key management personnel and makes recommendations to the Remuneration and Nomination Committee in relation to the awarding of any short-term incentives.

In addition, the Remuneration and Nomination Committee assess the actual performances of the Group, the separate departments and the individuals' personal performance. A cash bonus may be recommended at the discretion of the Remuneration and Nomination Committee where Group and department objectives have been met or exceeded.

The Remuneration and Nomination Committee recommends the cash incentive to be paid to the executive directors for approval by the Board. No such bonuses have been recommended this year.

LONG-TERM INCENTIVES

Options are issued under the Regis Resources Limited 2008 Share Option Plan (the "Plan"). The objective of the Plan is to link the achievement of the Group's operational targets with the remuneration received by the key management personnel charged with meeting those targets. The total potential long term incentive available is set at a level so as to provide sufficient incentive to the KMP to achieve the operational targets such that the cost to the Group is reasonable in the circumstances.

The Plan provides for key management personnel and employees to receive a set amount of options over ordinary shares for no consideration. The ability to exercise the options is conditional upon the employee remaining with the Group throughout the vesting period. There are no other performance criteria that must be met.

Service Agreements

Mr Mark Clark, the Company's Managing Director, is employed under a fixed term contract, with the following significant terms:

- » An initial term of 3 years from 4 May 2009, which was extended for a further 3 years effective from 4 May 2012;
- » Fixed remuneration of \$480,000 per annum (2011: \$330,000) subject to annual review; and
- » Opportunity to earn a performance based bonus determined by the Company.

Mr Morgan Hart, the Company's Operations Director, is employed under a fixed term contract, with the following significant terms:

- » An initial term of 3 years from 4 May 2009, which was extended for a further 3 years effective from 4 May 2012;
- » Fixed remuneration of \$465,000 per annum (2011: \$308,000) subject to annual review; and
- » Opportunity to earn a performance based bonus determined by the Company.

The Managing Director's and Operations Director's termination provisions are as follows:

	NOTICE PERIOD	PAYMENT IN LIEU OF NOTICE	ENTITLEMENT TO OPTIONS ON TERMINATION
Employer initiated termination:			
- without reason	3 months plus 9 months' salary	12 months	1 month to exercise, extendable at Board discretion
- with reason	Not less than 3 months	Not less than 3 months	
- serious misconduct	0 – 1 month	0 – 1 month	
Employee initiated termination	3 months	Not specified	As above
Change of control	1 month plus 12 months' salary	Not specified	As above

The Group has entered into service contracts with each key management person. The service contract outlines the components of remuneration paid to each key management personnel but does not prescribe how remuneration levels are modified year to year. Remuneration levels are reviewed each year to take into account cost-of-living changes, any change in the scope of the role performed by the key management person and any changes required to meet the principles of the remuneration policy. The key management personnel are also entitled to receive on termination of employment statutory entitlements of accrued annual and long service leave, and any accrued superannuation contributions would be paid to their fund.

The Company has a Redeployment and Redundancy Policy that is applicable to all employees including executives. Under that policy, in the case of a genuine redundancy, executives would receive a payment of up

to six months total remuneration package plus two weeks for each completed year of service, subject to a maximum total payment of twelve months total remuneration.

Non-Executive Directors

Total remuneration for all non-executive directors, last voted upon by shareholders at the 2011 AGM, is not to exceed \$500,000 per annum. At the date of this report, total non-executive directors' base fees are \$268,000 per annum. Non-executive directors' fees cover all main board activities and membership of board committees. Non-executive directors do not receive any benefits on retirement. From time to time, non-executive directors may provide consulting services to the Company and in these cases they are paid consulting fees in line with industry rates.

Key Management Personnel Remuneration

TABLE 1: REMUNERATION FOR THE YEAR ENDED 30 JUNE 2012

2012	SHORT TERM			POST EMPLOYMENT	LONG TERM	SHARE- BASED PAYMENT	TOTAL	PERFORMANCE RELATED
	SALARY & FEES	CASH BONUS	NON- MONETARY BENEFITS	SUPER- ANNUATION	LONG SERVICE LEAVE	OPTIONS		
	\$	\$	\$	\$	\$	\$	\$	%
EXECUTIVE DIRECTORS								
M Clark	480,000	-	13,930	43,200	3,841	-	540,971	-
M Hart	465,000	-	12,382	41,850	3,761	-	522,993	-
NON-EXECUTIVE DIRECTORS								
N Giorgetta	101,000	-	5,485	9,090	-	-	115,575	-
R Kestel	66,000	-	5,485	5,940	-	-	77,425	-
M Okeby	66,000	-	5,485	5,940	-	-	77,425	-
OTHER KMP								
J Balkau	280,833	-	12,382	25,275	14,642	-	333,132	-
M Ertzen	252,083	-	12,382	22,688	2,061	75,633	364,847	20.73%
M Evans	281,667	-	5,485	25,350	2,251	113,450	428,203	26.49%
T Hinkley	249,583	-	5,485	22,463	722	75,634	353,887	21.37%
K Massey	252,083	-	12,382	22,688	1,991	89,642	378,786	23.66%
R Smith(i)	187,500	-	5,485	16,875	-	178,300	388,160	45.93%
Total	2,681,749	-	96,370	241,359	29,269	532,659	3,581,406	

(i) R Smith commenced with the Company on 1 November 2011 in the role of General Manager – Garden Well Gold Project.

TABLE 2: REMUNERATION FOR THE YEAR ENDED 30 JUNE 2011

2011	SHORT TERM			POST EMPLOYMENT	LONG TERM	SHARE-BASED PAYMENT	TOTAL	PERFORMANCE RELATED
	SALARY & FEES	CASH BONUS	NON-MONETARY BENEFITS	SUPER-ANNUATION	LONG SERVICE LEAVE	OPTIONS		
	\$	\$	\$	\$	\$	\$	\$	%
EXECUTIVE DIRECTORS								
M Clark	327,500	-	6,961	29,475	1,117	-	365,053	-
M Hart	305,667	-	6,316	27,510	1,042	-	340,535	-
NON-EXECUTIVE DIRECTORS								
N Giorgetta	91,743	-	-	8,257	-	-	100,000	-
R Kestel	59,625	-	-	4,541	-	-	64,166	-
M Okeby	60,869	-	-	5,478	-	-	66,347	-
OTHER KMP								
J Balkau (i)	248,662	50,000	6,316	26,880	18,854	-	350,712	14.26%
M Ertzen (ii)	218,333	20,000	6,316	21,450	723	75,633	342,455	27.93%
M Evans (ii)	247,083	150,000	-	35,738	845	113,450	547,116	48.15%
T Hinkley	219,167	-	-	19,725	725	75,633	315,250	23.99%
K Massey	218,333	-	6,316	19,650	681	80,813	325,793	24.81%
Total	1,996,982	220,000	32,225	198,704	23,987	345,529	2,817,427	

(i) Mr Balkau was awarded a cash bonus for the discovery of the Garden Well Gold Project.

(ii) Mr Evans and Mr Ertzen were awarded cash bonuses for the on-time and under budget completion of the Moolart Well Gold Mine.

TABLE 3: COMPENSATION OPTIONS - GRANTED AND VESTED DURING THE YEAR

2012	GRANTED		TERMS & CONDITIONS FOR EACH GRANT					VESTED	
	NO.	GRANT DATE	FAIR	EXERCISE	EXPIRY	FIRST	LAST		
			VALUE PER						
			OPTION AT	OPTION	DATE	DATE	DATE	NO.	%
			GRANT						
			DATE						
OTHER KMP									
M Ertzen	-	-	-	-	-	-	-	166,666	33%
M Evans	-	-	-	-	-	-	-	250,000	33%
T Hinkley	-	-	-	-	-	-	-	166,666	33%
K Massey	-	-	-	-	-	-	-	133,333	33%
R Smith	250,000	6 Oct. 11	\$1.0700	\$2.75	8 Nov. 15	8 Nov. 13	8 Nov. 15	-	-
	250,000	6 Oct. 11	\$1.9610	\$2.75	8 Nov. 15	8 Nov. 14	8 Nov. 15	-	-
Total	500,000							716,665	

TABLE 4: VALUE OF OPTIONS AWARDED, EXERCISED AND LAPSED DURING THE YEAR

	VALUE OF OPTIONS GRANTED DURING THE YEAR \$	VALUE OF OPTIONS EXERCISED DURING THE YEAR \$	VALUE OF OPTIONS LAPSED DURING THE YEAR \$	REMUNERATION CONSISTING OF SHARE OPTIONS FOR THE YEAR %
OTHER KMP				
J Balkau	-	1,365,079	-	-
M Ertzen	-	-	-	20.73%
M Evans	-	-	-	26.49%
T Hinkley	-	431,925	-	21.37%
R Smith	606,200	-	-	45.93%
K Massey	-	-	-	23.66%

The value of the options granted in the year is the fair value of the options calculated at grant date using a Black-Scholes option-pricing model.

The value of options exercised during the year is calculated as the market price of shares of the Company as at close of trading on the date the options were exercised after deducting the price paid to exercise the option.

No options were forfeited during the current or prior year due to performance criteria not being achieved.

There have been no alterations to the terms and conditions of options awarded as remuneration since their award date.

TABLE 5: SHARES ISSUED ON EXERCISE OF OPTIONS (CONSOLIDATED)

30 JUNE 2012	SHARES ISSUED NO.	PAID PER SHARE (NOTE 26) \$	UNPAID PER SHARE \$
OTHER KMP			
J Balkau	317,352	\$0.8885	-
T Hinkley	150,000	\$0.4205	-
Total	467,352		

Signed in accordance with a resolution of the directors.



Mr Mark Clark
Managing Director

Perth, 6 September 2012

The technical information in this report has been reviewed and approved by Mr Morgan Hart who is a member of the Australasian Institute of Mining and Metallurgy. Mr Hart has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 edition of the 'Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Morgan Hart is a director and full time employee of Regis Resources Ltd and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.



Auditor's Independence Declaration

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To: the directors of Regis Resources Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2012 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in grey ink, appearing to be 'KPMG'.

KPMG

A handwritten signature in grey ink, appearing to be 'TH'.

Trevor Hart
Partner

Perth

6 September 2012

Corporate Governance Statement

The Board of Directors of Regis Resources Limited is responsible for establishing the corporate governance framework of the consolidated entity having regard to the ASX Corporate Governance Council published guidelines as well as its corporate governance principles and recommendations. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

Corporate Governance Disclosures

The Board and management are committed to corporate governance and, to the extent that they are applicable to the Company, have followed the "Principles of Good Corporate Governance and Best Practice Recommendations" issued by the Australian Securities Exchange ("ASX") Corporate Governance Council.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Board's role is to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders. It assumes responsibility for overseeing the affairs of the Group by ensuring that they are carried out in a professional and ethical manner and that business risks are effectively managed. The Board meets formally on a regular basis to conduct appropriate business. The primary responsibilities of the Board include the following:

- » Development of corporate objectives and strategy with management and approving plans, new investments, major capital and operating expenditures and major funding activities proposed by management;
- » Monitoring actual performance against defined performance expectation and reviewing operating information to understand at all times the state of the health of the Company;
- » Appointing, evaluating, rewarding and if necessary the removal of the Managing Director and senior management;

- » Overseeing the management of business risks, safety and occupational health, environmental issues and community development;
- » Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review, including approval of the annual, half yearly and quarterly reports;
- » Satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately;
- » Ensuring that appropriate audit arrangements are in place;
- » Ensuring that Regis acts legally and responsibly on all matters; and
- » Reporting to and advising shareholders.

A copy of the Board Charter is available on the Company's website.

Those who have the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance are considered to be senior executives.

The role of senior executives is to progress the strategic direction provided by the Board. The matters delegated to senior executives include the following:

- » To develop and recommend internal control and accountability systems for the Company and if approved, ensure compliance with such systems;
- » To prepare corporate strategy and performance objectives for approval by the Board;
- » To prepare systems of risk management and internal compliance and controls, codes of conduct, legal compliance and any other regulatory compliance and if approved, ensure compliance with such systems;
- » To monitor employees performance, recommend appropriate resources and review and approve remuneration;
- » To prepare all financial reports, tax returns, budgets and any other appropriate financial reports, meet all statutory deadlines and monitor performance against budgets;

- » Prepare recommendations on acquisitions and divestments of assets;
- » To implement decisions of the Board on key standards of the Company covering such areas as ethical standards, reputation and culture of the Company and influence and provide guidance for employees on these areas; and
- » To protect the assets of the Company.

A copy of the matters reserved for senior executives is available on the Company's website.

The Remuneration and Nomination Committee is responsible for reviewing the performance of senior executives. In addition, the Remuneration and Nomination Committee review the actual performances of the Group and assess the senior executive's appraisal of separate departments and individuals' personal performance. The Remuneration and Nomination Committee ratify remuneration recommendations by senior executives. A formal performance review was conducted in July 2012.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Directors of Regis are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of their unfettered and independent judgment. Independent directors are non-executive directors who are not substantial shareholders of the Company and do not have any material contractual arrangements with the Company.

The following directors are considered to be independent:

NAME	POSITION
N Giorgetta	Independent Non-Executive Chairman
R Kestel	Independent Non-Executive Director
M Okeby	Independent Non-Executive Director

There are procedures in place, agreed by the Board, to enable the directors in furtherance of their duties to seek independent professional advice at the Company's expense.

The term in office held by each director is as follows:

NAME	TERM
N Giorgetta	No set term agreed, other than per the Company's constitution
M Clark	3 years
M Hart	3 years

R Kestel No set term agreed, other than per the Company's constitution

M Okeby No set term agreed, other than per the Company's constitution

Under the Company's Constitution, directors (other than the Managing Director) are required to retire every three years and may submit themselves for re-election. Directors appointed during the year must retire at the next Annual General Meeting of the Company and may submit themselves for re-election. The Board follows a process to select and appoint new directors as required taking into account candidates' breadth of experience, skills, integrity and willingness to devote time and effort to the Company.

REMUNERATION AND NOMINATION COMMITTEE

The Board is responsible for determining and reviewing compensation arrangements for the directors themselves, the Managing Director and the executive team. The Board has established a Remuneration and Nomination Committee comprising three (3) independent non-executive directors.

The members of the Remuneration and Nomination Committee at the date of this Report are:

- » R Kestel (Chairman)
- » N Giorgetta
- » M Okeby

It is the Company's objective to provide maximum shareholder benefit from the retention of a high quality Board and executive team by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this objective, the Remuneration and Nomination Committee links the nature and amount of executive directors' and officers' remuneration to the Company's financial and operational performance. The expected outcomes of the remuneration structure are:

- » Retention and motivation of key executives;
- » Attraction of high quality management to the Company; and
- » Performance incentives that allow executives to share in the success of the Company.

For full discussion of the Company's remuneration philosophy and framework and the remuneration received by directors and executives in the current period please refer to the Remuneration Report, which is contained within the Directors' Report.

The Chairman of the Board is responsible for the evaluation of the Board and, when deemed appropriate,

Board committees and individual Directors. Performance evaluation of the Board is carried out by means of ongoing review by the Chairman with reference to the composition of the Board and its suitability to carry out the Company's objectives.

The Chair may carry out the review by various means including, but not limited to:

- » Meeting with and interviewing each Board member;
- » Consultation with the Remuneration and Nomination Committee;
- » Circulation of internal review tools such as formal questionnaires and reports; and
- » Outsourcing to independent specialist consultants.

A review of the Board's performance for the financial year ending 30 June 2012 was conducted by the Chairman in July 2012.

A copy of the Company's process for evaluating the performance of the Board, its committees and individual directors is on the Company's website.

There is no scheme to provide retirement benefits to non-executive directors.

A copy of the Remuneration and Nomination Committee Charter is available on the Company's website.

PRINCIPLE 3: PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING

The Group operates under a Code of Conduct that sets out the ethical standards under which the Company operates when dealing with internal and external parties. This Code requires all directors, officers,

employees and contractors of the Company to respect and comply with all laws and regulations and maintain a high standard of professionalism, ethics, and behaviour in the exercise of their duties. They are required to:

- » not discriminate against any staff member or potential employee;
- » carry out their duties in compliance with the law at all times;
- » to use the Group's assets responsibly;
- » to respect the confidentiality of the Group's business dealings; and
- » take responsibility for their own actions and for the consequences surrounding their own actions.

A copy of the Code of Conduct can be found at the Company's website.

The Company has established a Diversity Policy which commits Regis to workplace diversity and recognises the benefits arising from employee and Board diversity. Our policy is to recruit and manage on the basis of qualification and performance; regardless of gender, age, nationality, race, religious beliefs, cultural background or sexuality.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of gender diversity. The Board reviews the progress of achieving these measurable objectives through monitoring, evaluation, and reporting mechanisms.

In accordance with the policy the Board has developed the following measurable objectives to achieve and report on gender diversity:

ACTION

Promote and publish a Diversity Policy.

PROGRESS

The Diversity Policy, adopted by the Board, is published on the Company's website.

Establish and maintain an effective gender diversity measurement and reporting framework.

Regis submitted its first Equal Opportunity for Women in the Workplace Agency (EOWA) Report. Internal reporting procedures are being modified to ensure regular reporting of gender diversity within the organisation to the Board.

The provision of suitable working arrangements for employees undertaking maternity and paternity leave and the ongoing engagement with these employees during this period.

The Company implemented a paid parental leave policy which endeavours to financially cover a portion of an employee's leave period.

Ensure that when the Board next recruits for an independent non-executive Director, at least one woman must be included in the list of potential candidates.

The Board considers that it is currently of sufficient size and diversity of skills to not warrant any additional Directors. The Board will continue to monitor its size and skill requirements on an ongoing basis.

The breakdown of gender within the Company is as follows:

	WOMEN	MEN	TOTAL	FEMALE REPRESENTATION
Board of Directors	0	5	5	0%
Other Key Management Personnel	0	6	6	0%
Other Employees	39	100	139	28%
Total	39	111	150	26%

PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

The Board has established an Audit and Risk Management Committee, which operates under a Charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the Company. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations. The Board has delegated responsibility for establishing and maintaining a framework of internal control and ethical standards to the Audit and Risk Management Committee.

The Committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports.

The Audit and Risk Management Committee comprises of the following three independent non-executive directors:

- » R Kestel (Chairman)
- » N Giorgetta
- » M Okeby

A copy of the Audit and Risk Management Committee Charter is available on the Company's website.

The Company's policy is to appoint external auditors who clearly demonstrate independence. The performance of the external auditor is reviewed annually by the Audit and Risk Management Committee. KPMG, who are the current external auditors, have a policy of rotating the audit partner at least every 5 years. The current lead engagement partner was appointed during the 2010 financial year.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

The Company has a continuous disclosure policy designed to meet its compliance obligations and to ensure that all matters, which may require

announcement to the Australian Securities Exchange, are brought to the attention of directors immediately.

A copy of the continuous disclosure policy is available on the Company's website.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

The Board ensures that shareholders are kept informed of all major developments that affect their shareholding or the Company's state of affairs through quarterly, half-yearly, annual and ad hoc reports. All shareholders are encouraged to attend the Annual General Meeting to meet the Chairman and directors and to receive the most updated report on Group activities. The external auditor of the Company will be in attendance at the Annual General Meeting to answer shareholders' questions.

The Company maintains a website at <http://www.regisresources.com> to provide shareholders with up to date information on the Company's activities. Shareholders may also communicate with the Company through its e-mail address enquiries@regisresources.com.

A copy of the Company's Communication with Shareholders policy can be found on the Regis website.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

The Board recognises that the identification and management of risk, including calculated risk taking, is an essential part of creating long term shareholder value.

Management reports directly to the Board on the Company's key risks and is responsible, through the Managing Director, for designing, maintaining, implementing and reporting on the adequacy of the risk management and internal control systems.

The Audit and Risk Management Committee monitors the performance of the risk management and internal control systems and reports to the Board on the extent to which it believes the risks are being managed and the adequacy and comprehensiveness of risk reporting from management.

The Board must satisfy itself, on a regular basis, that risk management and internal control systems for the Company have been fully developed and implemented.

The Company has identified specific risk management areas being strategic, operational and compliance.

An internal officer is responsible for ensuring the Company complies with its regulatory obligations. Management also meets regularly to deal with specific areas of risk such as OH&S issues, environmental risk and tenement management.

The CEO and CFO also provide written assurance to the Board on an annual basis that, to the best of their knowledge and belief, the declaration provided by them in accordance with Section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in relation to financial reporting risks.

The assurances from the CEO and CFO can only be reasonable rather than absolute due to factors such as the need for judgement and possible weaknesses in control procedures.

Any material changes in the Company's circumstances are released to the ASX and included on the Company's website. A statement of the Company's existing risk management and internal controls is available on the Regis website.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

As disclosed under Principle 2, the Company has a Remuneration and Nomination Committee. The details of the directors and executives remuneration policies are provided in the Directors' Report under the heading "Remuneration Report".

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Consolidated Statement of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2012

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000
Gold sales		170,355	107,924
Interest revenue		1,149	727
Revenue		171,504	108,651
Cost of goods sold	7(a)	(85,778)	(64,155)
Gross profit		85,726	44,496
Other income	6	1,658	505
Investor and corporate costs		(1,998)	(912)
Personnel costs		(2,906)	(2,181)
Share-based payment expense		(2,039)	(980)
Occupancy costs		(463)	(607)
Other corporate administrative expenses		(784)	(191)
Exploration and evaluation written off	18	(786)	(666)
Other expenses	7(b)	(268)	(55)
Finance costs	7(c)	(3,391)	(3,128)
Profit from continuing operations before income tax		74,749	36,281
Income tax expense	8	(6,510)	-
Net profit for the period		68,239	36,281
OTHER COMPREHENSIVE INCOME			
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income for the period		-	-
Profit attributable to members of the parent		68,239	36,281
Total comprehensive income attributable to members of the parent		68,239	36,281
Basic earnings per share attributable to ordinary equity holders of the parent (cents per share)	9	15.51	8.54
Diluted earnings per share attributable to ordinary equity holders of the parent (cents per share)	9	15.18	8.24

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

AS AT 30 JUNE 2012

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000
CURRENT ASSETS			
Cash and cash equivalents	10	1,353	27,390
Gold bullion awaiting settlement	11	8,313	6,505
Receivables	12	2,686	1,608
Inventories	13	4,016	4,461
Financial assets held to maturity	14	10	-
Other current assets	15	387	207
Total current assets		16,765	40,171
NON-CURRENT ASSETS			
Financial assets held to maturity	14	-	1,175
Deferred mining costs	16	10,555	5,190
Plant and equipment	17	55,487	60,000
Exploration and evaluation expenditure	18	29,293	24,507
Mine properties under development	19	167,919	12,275
Mine properties	20	38,461	48,023
Total non-current assets		301,715	151,170
Total assets		318,480	191,341
CURRENT LIABILITIES			
Trade and other payables	21	28,276	11,887
Interest-bearing liabilities	22	4,883	19,238
Provisions	23	684	339
Total current liabilities		33,843	31,464
NON-CURRENT LIABILITIES			
Interest-bearing liabilities	22	25,194	11,164
Deferred tax liabilities	8	6,510	-
Provisions	23	14,999	8,435
Total non-current liabilities		46,703	19,599
Total liabilities		80,546	51,063
Net assets		237,934	140,278
EQUITY			
Issued capital	24	275,010	247,632
Share option reserve	25(b)	11,416	9,377
Accumulated losses	25(a)	(48,492)	(116,731)
Total equity		237,934	140,278

The above statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2012

	CONSOLIDATED			
	ISSUED CAPITAL	ACCUMULATED LOSSES	SHARE OPTION RESERVE	TOTAL EQUITY
	\$'000	\$'000	\$'000	\$'000
At 1 July 2011	247,632	(116,731)	9,377	140,278
Profit for the period	-	68,239	-	68,239
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	68,239	-	68,239
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS:				
Share based payments expense	-	-	2,039	2,039
Shares issued, net of transaction costs	27,378	-	-	27,378
At 30 June 2012	275,010	(48,492)	11,416	237,934
At 1 July 2010	226,399	(153,012)	8,397	81,784
Profit for the period	-	36,281	-	36,281
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	36,281	-	36,281
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS:				
Share based payments expense	-	-	980	980
Shares issued, net of transaction costs	21,233	-	-	21,233
At 30 June 2011	247,632	(116,731)	9,377	140,278

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2012

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from gold sales		168,547	101,419
Payments to suppliers and employees		(71,719)	(51,838)
Option premium income		1,370	-
Interest received		1,228	667
Interest paid		(3,342)	(2,485)
R&D rebate received		141	294
Net cash from operating activities	10(b)	96,225	48,057
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of plant and equipment		(7,170)	(2,526)
Payments for exploration and evaluation (net of rent refunds)		(15,755)	(17,197)
Proceeds on disposal of held to maturity investments		1,165	-
Proceeds on disposal of tenements		-	80
Payments for mine properties under development		(114,512)	(34,184)
Payments for mine properties		(1,107)	(1,102)
Net cash used in investing activities		(137,379)	(54,929)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		15,424	9,470
Payment of transaction costs		(43)	(58)
Payment of finance lease liabilities		(264)	(179)
Proceeds from borrowings		-	15,488
Net cash from financing activities		15,117	24,721
Net (decrease)/increase in cash and cash equivalents		(26,037)	17,849
Cash and cash equivalents at 1 July		27,390	9,541
Cash and cash equivalents at 30 June	10(a)	1,353	27,390

The above statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

1. CORPORATE INFORMATION

The financial report of Regis Resources Limited (the "Company") for the year ended 30 June 2012 was authorised for issue in accordance with a resolution of the directors on 6 September 2012.

Regis Resources Limited is a for-profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The consolidated financial statements of the Company as at and for the year ended 30 June 2012 comprise the Company and its subsidiaries (collectively referred to as the "Group").

The nature of operations and principal activities of the Group are described in the Directors' Report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) BASIS OF PREPARATION

The financial report is a general purpose financial report which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis.

The financial report is prepared in Australian dollars and all values are rounded to the nearest thousand dollars (\$000s) unless otherwise stated.

(B) COMPLIANCE WITH IFRS

The consolidated financial statements complies with Australian Accounting Standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board.

(C) NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

The following standards, amendments to standards and interpretations have been identified as those which may impact the entity in the period of initial application. They are available for early adoption at 30 June 2012, but have not been applied in preparing this financial report.

- » AASB 10 Consolidated Financial Statements establishes a new control model that applies to all entities. It replaces parts of AASB 127 Consolidated and Separate Financial Statements dealing with the

accounting for consolidated financial statements and UIG-112 Consolidation – Special Purpose Entities.

The new control model broadens the situations when an entity is considered to be controlled by another entity and includes new guidance for applying the model to specific situations, including when acting as a manager may give control, the impact of potential voting rights and when holding less than a majority voting rights may give control.

Consequential amendments were also made to other standards via AASB 2011-7. The amendments, which will become mandatory for Group's 30 June 2014 financial statements, are not expected to have any impact on the financial statements.

- » AASB 11 Joint Arrangements replaces AASB 131 Interests in Joint Ventures and UIG-113 Jointly-controlled Entities – Non-monetary Contributions by Joint Ventures. AASB 11 uses the principle of control in AASB 10 to define joint control, and therefore the determination of whether joint control exists may change. In addition it removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, accounting for a joint arrangement is dependent on the nature of the rights and obligations arising from the arrangement. Joint operations that give the venturers a right to the underlying assets and obligations themselves are accounted for by recognising the share of those assets and obligations. Joint ventures that give the venturers a right to the net assets is accounted for using the equity method.

Consequential amendments were also made to other standards via AASB 2011-7 and amendments to AASB 128. The amendments, which will become mandatory for Group's 30 June 2014 financial statements, are not expected to have any impact on the financial statements.

- » AASB 12 Disclosure of Interests in Other Entities includes all disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. New disclosures have been introduced about the judgements made by management to determine whether control exists, and to require summarised information about joint arrangements, associates and structured entities and subsidiaries with non-controlling interests. The amendments, which will become mandatory for Group's 30 June 2014 financial statements, are not expected to have any impact on the financial statements.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

- » Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine applies to stripping costs incurred during the production phase of a surface mine. Production stripping costs are to be capitalised as part of an asset, if an entity can demonstrate that it is probable future economic benefits will be realised, the costs can be reliably measured and the entity can identify the component of an ore body for which access has been improved. This asset is to be called the 'stripping activity asset'.

The stripping activity asset shall be depreciated or amortised on a systematic basis, over the expected useful life of the identified component of the ore body that becomes more accessible as a result of the stripping activity. The units of production method shall be applied unless another method is more appropriate.

Consequential amendments were also made to other standards via AASB 2011-12. Interpretation 20 will become mandatory for the Group's 30 June 2014 financial statements. The Group has not yet determined the potential effect of the interpretation.

- » AASB 119 Employee Benefits includes a revised definition of short-term employee benefits. The distinction between short-term and other long-term employee benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date. Consequential amendments were also made to other standards via AASB 2011-10. The amended standard, which will become mandatory for the Group's 30 June 2014 financial statements, are not expected to have a material impact on the financial statements.

(D) BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of Regis Resources Limited and its subsidiaries as at and for the year ended 30 June each year.

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the

consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intragroup transactions have been eliminated in full.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising, at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of the consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or discount on acquisition.

The Company has a 100% interest in all subsidiaries and therefore does not reflect any non-controlling interests.

In the Company's financial statements, investments in subsidiaries are carried at cost less any impairment charge.

(E) OPERATING SEGMENTS

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start up operations which are yet to earn revenues.

Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the executive management team.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative

criteria are combined and disclosed in a separate category for “all other segments”.

(F) FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

Both the functional and presentation currency of Regis Resources Limited and its subsidiaries is Australian dollars.

Transactions and balances

Transactions in foreign currencies are translated to the functional currency at exchange rates at the dates of the transactions. The Group does not hold any monetary assets or liabilities denominated in foreign currencies as at the balance date. Foreign currency gains or losses have been recognised in the profit and loss.

(G) CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts. Bank overdrafts are included within interest-bearing liabilities in current liabilities on the statement of financial position.

(H) BULLION AWAITING SETTLEMENT

Bullion awaiting settlement comprises gold that has been received by the refiner prior to period end but which has not yet been delivered into a sale contract. Bullion awaiting settlement is initially recognised at fair value less costs to sell.

(I) RECEIVABLES

Receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

(J) INVENTORIES

Gold bullion, gold in circuit and ore stockpiles are physically measured or estimated and valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary

course of business, less estimated costs of completion and costs of selling the final product.

Cost is determined by the weighted average method and comprises direct purchase costs and an appropriate portion of fixed and variable overhead costs, including depreciation and amortisation, incurred in converting ore into gold bullion.

Consumable stores are valued at the lower of cost and net realisable value.

(K) INVESTMENTS AND OTHER FINANCIAL ASSETS

Investments and financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are categorised as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments or available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired or originated. Designation is re-evaluated at each reporting date, but there are restrictions on reclassifying to other categories.

When financial assets are initially recognised, they are measured at fair value, plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.

Recognition and derecognition

All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the market place. Financial assets are derecognised when the right to receive cash flows from the financial asset has expired or when the entity transfers substantially all of the risks and rewards of the financial assets. If the entity neither retains nor transfers substantially all of the risks and rewards, it derecognises the asset if it has transferred control of the assets.

Subsequent measurement

HELD-TO-MATURITY INVESTMENTS

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments that are intended to be held for an undefined period are not included in this classification. Investments that are intended to be held-to-maturity such as bonds are subsequently measured at amortised

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between the parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains and losses are recognised in profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.

(L) DERIVATIVES

The Group uses derivative financial instruments such as gold call options to manage the risk associated with commodity price fluctuations.

Derivatives are initially recognised at fair value on the date the derivative contract is entered into and are subsequently measured at fair value. The fair value of derivative financial instruments that are traded on an active market is determined using appropriate valuation techniques.

Changes in fair value are recognised in the statement of comprehensive income, net of any transaction costs.

(M) PLANT AND EQUIPMENT

Items of plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. Such costs include the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of plant and equipment as a replacement only if it is eligible for capitalisation. All other repairs and maintenance are recognised in profit or loss as incurred.

The cost of acquired assets also includes (i) the initial estimate at the time of installation and during the period of use, when relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and (ii) changes in the measurement of existing liabilities recognised for these costs resulting from changes in the timing or outflow of resources required to settle the obligation or from changes in the discount rate.

Where parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of plant and equipment.

Depreciation

Depreciation of mine specific plant and equipment and buildings and infrastructure is charged to the statement of comprehensive income on a unit-of-production basis over the economically recoverable reserves of the mine concerned, except in the case of assets whose useful life is shorter than the life of the mine, in which case the straight-line method is used. The unit of account is tonnes of ore milled.

Depreciation of non-mine specific plant and equipment is charged to the statement of comprehensive income and exploration and evaluation assets on a straight-line basis over the estimated useful lives of each part of an item of plant and equipment in current and comparative periods as follows:

- » Plant and equipment: 3 - 10 years
- » Fixtures and fittings: 3 - 20 years
- » Leasehold improvements: 10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

Derecognition

An item of plant and equipment is derecognised upon disposal or when no further economic benefits are expected from its use or disposal.

(N) EXPLORATION AND EVALUATION ASSETS AND EXPENDITURE

Exploration and evaluation assets include the costs of acquiring licences, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditure is capitalised on an area of interest basis. Costs incurred before the Group has obtained the legal rights to explore an area are recognised in the statement of comprehensive income.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- » the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- » activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine

technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit is not larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mine properties under development. No amortisation is charged during the exploration and evaluation phase.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(Q) DEFERRED MINING COSTS

Stripping costs incurred in the development of a mine before production commences are capitalised as part of the cost of constructing the mine and subsequently amortised over the life of the mine on a units-of-production basis.

Stripping costs incurred subsequently during the production stage of operations are deferred to the extent that the current period strip ratio (i.e. the ratio of waste to ore) exceeds the life of mine strip ratio. Such deferred costs are then charged to the statement of comprehensive income to the extent that, in subsequent periods, the current period ratio falls short of the life of mine strip ratio. The calculated strip ratio and the remaining life of mine are reassessed by the directors annually. Changes are accounted for prospectively from the date of change.

(P) MINE PROPERTIES UNDER DEVELOPMENT

Mine properties under development represents the costs incurred in preparing mines for production and includes plant and equipment under construction, stripping and waste removal costs incurred before production commences. These costs are capitalised to the extent they are expected to be recouped through the successful exploitation of the related mining leases. Once production commences, these costs will be amortised using the units of production method based on the estimated economically recoverable reserves to which they relate or are written off if the mine property is abandoned.

Amortisation of mine properties development expenditure will commence at the point when production from the geological area of interest commences.

(Q) MINE PROPERTIES

Mine properties represents expenditure in respect of exploration, evaluation, feasibility and pre-production operating costs incurred by the Group previously accumulated and carried forward in mine properties under development in relation to areas of interest in which mining has now commenced. Mine properties are stated at cost, less accumulated depreciation and accumulated impairment losses.

Amortisation

Mine properties are amortised on a unit-of-production basis over the economically recoverable reserves of the mine concerned. The unit of account is tonnes of ore milled.

(R) LEASES

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the assets.

Group as a lessee

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the lease item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as an expense in profit or loss.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in the statement of comprehensive income on a straight-line basis over the lease term. Operating lease incentives are recognised as a liability when received and subsequently reduced by allocating lease payments between rental expense and reduction of the liability.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

(S) IMPAIRMENT

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses, other than in respect of goodwill, are reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimate used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Receivables with a short duration are not discounted in assessing the recoverable amount. Impairment is recognised when objective evidence is available that a loss event has occurred.

(T) TRADE AND OTHER PAYABLES

Trade and other payables are carried at amortised cost and due to their short-term nature they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and generally paid within 30 days of recognition.

(U) INTEREST-BEARING LOANS AND BORROWINGS

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Fees paid on the establishment of loan facilities that are yield related are included as part of the carrying amount of the loans and borrowings.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use or sale) are capitalised as part of the cost of that asset. All other borrowing costs are expensed as part of finance costs in the period incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(V) PROVISIONS

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the provision can be reliably measured. Where the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Site rehabilitation

The Group records the present value of the estimated cost of legal and constructive obligations to restore operating locations in the period in which the obligation is incurred. The nature of rehabilitation activities includes dismantling and removing structures, rehabilitating mines, dismantling operating facilities, closure of plant and waste sites and restoration, reclamation and revegetation of affected areas. Typically the obligation arises when the assets are installed at the production location. The provision is the best estimate of the present value of the expenditure required to settle the rehabilitation obligation at the reporting date, based on current legal requirements and technology.

When the liability is initially recorded, the estimated cost is capitalised by increasing the carrying amount of the related mining assets. Over time, the liability is increased for the change in the present value based on

the discount rates that reflect the current market assessments and the risks specific to the liability. This increase in the provision due to the passage of time is recognised as a finance cost in the statement of comprehensive income. Additional disturbances or changes in rehabilitation costs will be recognised as additions or changes to the corresponding asset and rehabilitation provision when incurred.

For closed sites, changes to estimated costs are recognised immediately in the statement of comprehensive income.

(W) EMPLOYEE BENEFITS

Wages, salaries and annual leave

Liabilities for wages, salaries, superannuation and annual leave are recognised as employee benefits in respect of employees' services up to the reporting date. They are calculated at undiscounted amounts based on remuneration wage and salary rates that the Group expects to pay when the liabilities are settled and include related on-costs, such as workers compensation insurance and payroll tax.

Long service leave

The liability for long service leave is recognised and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to the expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

(X) SHARE-BASED PAYMENT TRANSACTIONS

Equity settled transactions

Share-based compensation benefits are provided to directors, officers and employees under the Regis Resources Limited Share Option Plans, which allows participants to acquire shares of the Company, and the Regis Resources Employee Share Plan, which allows for the issue of shares in the Company to eligible employees.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes option pricing model, further details of which are given in Note 26.

The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date).

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of:

- » The grant date fair value of the award;
- » The current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and
- » The expired portion of the vesting period.

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition or non-vesting condition is considered to vest irrespective of whether or not that market or non-vesting is fulfilled, provided that all other conditions are satisfied.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(Y) CONTRIBUTED EQUITY

Ordinary shares are classified as equity. Transaction costs of an equity transaction being those directly attributable to the issue of shares or options are recognised as a deduction from equity, net of any related income tax effects.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

(Z) REVENUE

Revenue is recognised and measured at fair value of the consideration received or receivable to the extent that it is probable that the economic benefit will flow to the entity and the revenue can be measured reliably. The following specific recognition criteria must also be met before revenue is recognised:

Gold sales

Revenue is recognised when there has been a transfer of risks and rewards from the Group to an external party, no further processing is required by the Group, quality and quantity of the goods has been determined with reasonable accuracy, the selling price is fixed or determinable, and collectability is probable. The point at which risk and rewards passes for the majority of the Group's commodity sales is upon dispatch of the gold bullion from the mine site. Adjustments are made for variations in commodity price, assay and weight between the time of dispatch and the time of final settlement.

Interest

Interest income is recognised as it accrues using the effective interest method.

(AA) INCOME AND OTHER TAXES

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax balances are determined using the balance sheet method, which provides for temporary differences based on the carrying amounts of assets and liabilities in the statement of financial position. Any current and deferred taxes attributable to amounts recognised in equity are also recognised directly in equity.

Deferred tax is not recognised for the following temporary differences:

- » the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and
- » differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Tax consolidation

The Company and its wholly-owned Australian resident entities became part of a tax-consolidated group on 14 December 2006. As a consequence, all members of the tax-consolidation group are taxed as a single entity from that date. The head entity within the tax-consolidation group is Regis Resources Limited.

Current tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the separate taxpayer within group approach by reference to the carrying amounts of assets and liabilities in the separate financial statement of each entity and the tax values applying under tax consolidation.

Any current tax liabilities (or assets) and deferred tax assets arising from unused tax losses of the subsidiaries are assumed by the head entity in the tax-consolidated group and are recognised by the Company as amounts payable (receivable) to/(from) other entities in the tax-consolidated group in conjunction with any tax funding arrangement amounts (refer Note 8). Any difference between these amounts is recognised by the Company as an equity contribution or distribution.

The Company recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that future taxable profits of the tax-consolidated group will be available against which asset can be utilised.

Any subsequent period adjustment to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the head entity only.

Other taxes

Revenue, expenses and assets are recognised net of the amount of goods and services tax ("GST"), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the Australian Taxation Office

("ATO") is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(AB) EARNINGS PER SHARE

The Group presents basic and diluted earnings per share ("EPS") data for ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise listed options and share options granted to employees.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. These form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

(A) SIGNIFICANT ACCOUNTING JUDGEMENTS

Determination of mineral resources and reserves

The determination of mineral resources impacts the accounting for asset carrying values. Regis Resources Limited estimates its mineral resources in accordance with the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2004 (the "JORC" Code). The information on mineral resources was prepared by or under the supervision of Competent Persons as defined in the JORC Code. The amounts presented are based on the mineral resources determined under the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources, and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may ultimately result in reserves being restated.

Recovery of deferred tax assets

Judgement is required in determining whether deferred tax assets are recognised on the statement of financial position. Deferred tax assets, including those arising from unutilised tax losses, require management to assess the likelihood that the Group will generate taxable earnings in future periods, in order to utilise recognised deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in Australia.

To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in Australia could limit the ability of the Group to obtain tax deductions in future periods.

(B) SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

Impairment of exploration and evaluation assets

The future recoverability of capitalised exploration and evaluation expenditure is dependent upon a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

recovers the related exploration and evaluation asset through sale.

Factors that could impact future recoverability include the level of reserves and resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which the determination is made.

In addition, exploration and evaluation expenditure is capitalised if activities in an area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent it is determined in the future that this capitalised expenditure should be written off, profits and net assets will be reduced in the period in which the determination is made.

Rehabilitation obligations

The Group assesses site rehabilitation liabilities annually. The provision recognised is based on an assessment of the estimated cost of closure and reclamation of the areas using internal information concerning environmental issues in the exploration and previously mined areas, together with input from various environmental consultants, discounted to present value. Significant estimation is required in determining the provision for site rehabilitation as there are many factors that may affect the timing and ultimate cost to rehabilitate sites where mining and/or exploration activities have previously taken place. These factors include future development/exploration activity, changes in the cost of goods and services required for restoration activity and changes to the legal and regulatory framework. These factors may result in future actual expenditure differing from the amounts currently provided.

Share-based payments

The Group is required to use assumptions in respect of the fair value models used in determining share-based payments to employees in accordance with the requirements of AASB 2 Share-based payment. Further information regarding share-based payments and the assumptions used is set out in Note 26. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the

next annual reporting period but may impact expenses and equity.

Unit-of-production method of depreciation/amortisation

The Group uses the unit-of-production basis when depreciating/amortising life of mine specific assets which results in a depreciation/amortisation charge proportionate to the depletion of the anticipated remaining life of mine production. Each item's economic life, which is assessed annually, has due regard for both its physical life limitations and to present assessments of economically recoverable reserves of the mine property at which it is located. These calculations require the use of estimates and assumptions.

Deferred mining costs

The Group defers mining costs incurred during the production stage of its operations which are calculated in accordance with the accounting policy described above. Changes in an individual mine's design will generally result in changes to the life-of-mine waste to ore ratio. Changes in other technical or economic parameters that impact reserves will also have an impact on the life of mine ratio even if they do not affect the mine's design. Changes to the life of mine are accounted for prospectively.

Inventories

Net realisable value tests are performed at each reporting date and represent the estimated future sales price of the product based on prevailing spot metals process at the reporting date, less estimated costs to complete production and bring the product to sale.

Stockpiles are measured by estimating the number of tonnes added and removed from the stockpile, the number of contained gold ounces based on assay data, and the estimated recovery percentage. Stockpile tonnages are verified by periodic surveys.

4. FINANCIAL RISK MANAGEMENT

Overview

The Group has exposure to the following risks from its use of financial instruments:

- » Credit risk
- » Liquidity risk
- » Market risk

This note presents information about the Group's exposure to each of the above risks and its objectives, policies and processes for measuring and managing

risk. Further quantitative disclosures are included throughout this financial report.

The Group's exposure to movements in the gold price, which it manages through the use of gold forward contracts, is discussed at Note 31(f). The gold forward sale contracts do not meet the criteria of financial instruments for accounting purposes on the basis that they meet the normal purchase/sale exemption because physical gold will be delivered into the contract.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Audit and Risk Management Committee is responsible for developing and monitoring risk management policies. The committee reports regularly to the Board of Directors on its activities.

Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit and Risk Management Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

Credit Risk

The Group has determined that it currently has no significant exposure to credit risk as at reporting date.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to the Group's reputation.

The Group uses daily and monthly cash forecasting monitoring cash flow requirements. Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

At 30 June 2012, the Group has net current liabilities of \$17.0 million, however undrawn committed borrowing facilities of \$49.6 million are available. Refer Note 10(a).

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

- » Interest rate risk: The Group is exposed to interest rate risk through its secured project loan facility with Macquarie Bank Limited ("MBL"), which attracts a variable interest rate. The Group constantly analyses its interest rate exposure and considers the cost of equity financing as an alternative to debt.
- » Foreign currency risk: The Group is occasionally exposed to foreign currency risk when long lead items are purchased in a currency other than Australian dollars. The Group maintains all of its cash in Australian dollars and does not currently hedge these purchases.
- » Equity price risk: The Group does not have any exposure to movements in equity prices.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

5. SEGMENT INFORMATION

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Managing Director and his management team (the chief operating decision makers, or "CODMs") in assessing performance and in determining the allocation of resources.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's results are reviewed regularly by the CODMs to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the CODMs include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), exploration and evaluation assets relating to areas of interest where an economically recoverable reserve is yet to be delineated, head office expenses and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, conduct exploration and evaluation activities and develop mine properties.

The Group currently has two reportable segments which comprise the Duketon Gold Project being the

Moolart Well Gold Mine and the Garden Well Gold Project. At 30 June 2012, development of the Garden Well Gold Project was ongoing and consequently it has not yet earned any revenues or incurred non-capitalised expenses.

Operations commenced at the Moolart Well Gold Mine in August 2010, as such the comparative financial information for segment revenue and results is only for 11 months.

Accounting policies and inter-segment transactions

The accounting policies used by the Group in reporting segments internally are the same as those contained in Note 2 to the accounts and in the prior period. There have not been any inter-segment transactions in the current or prior years.

Unallocated items

The following items and associated assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- » Interest revenue and finance costs;
- » Corporate administrative costs;
- » Exploration and evaluation expenditure on areas of interest prior to the definition of a reserve and determination of the technical feasibility and commercial viability.

The following table presents financial information for reportable segments for the years ended 30 June 2012 and 30 June 2011:

	CONTINUING OPERATIONS			
	MOOLART WELL GOLD MINE	GARDEN WELL GOLD PROJECT	UNALLOCATED	TOTAL
	\$'000	\$'000	\$'000	\$'000
30 JUNE 2012				
SEGMENT REVENUE				
Sales to external customers	170,355	-	-	170,355
Other revenue	-	-	1,149	1,149
Total segment revenue	170,355	-	1,149	171,504
Total revenue per the statement of comprehensive income				171,504
Interest expense	-	-	2,930	2,930
Exploration and evaluation expenditure written off	-	-	786	786
Depreciation and amortisation	24,274	-	149	24,423
Depreciation capitalised to exploration projects				(62)
Total depreciation and amortisation recognised in the statement of comprehensive income				24,361
SEGMENT RESULT				
Segment net operating profit/(loss) before tax	84,577	-	(9,828)	74,749
SEGMENT ASSETS				
Segment assets	107,854	168,391	42,235	318,480
Capital expenditure	15,497	155,773	17,314	188,584
30 JUNE 2011				
SEGMENT REVENUE				
Sales to external customers	107,924	-	-	107,924
Other revenue	-	-	727	727
Total segment revenue	107,924	-	727	108,651
Total revenue per the statement of comprehensive income				108,651
Interest expense	-	-	2,795	2,795
Exploration and evaluation expenditure written off	-	-	666	666
Depreciation and amortisation	18,965	-	150	19,115
Depreciation capitalised to exploration projects				(63)
Total depreciation and amortisation recognised in the statement of comprehensive income				19,052
SEGMENT RESULT				
Segment net operating profit /(loss) before tax	43,769	-	(7,488)	36,281
SEGMENT ASSETS				
Segment assets	123,769	12,275	55,297	191,341
Capital expenditure	19,998	12,275	17,848	50,121

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000
6. OTHER INCOME			
Realised gain on gold options	(i)	1,370	-
Movement in rehabilitation provision		285	-
R&D rebate		-	434
Exploration rent refunds		3	12
Net profit on sale of tenements		-	59
		1,658	505
(i) During the financial year, the Group sold a gold call option for 20,000 ounces at A\$1,930/oz. The option expired unexercised and the above gain reflects the premium received.			
7. EXPENSES			
(A) COST OF GOODS SOLD			
Costs of production		53,863	40,622
Royalties		7,641	4,568
Depreciation of mine plant and equipment		13,356	10,748
Amortisation of development costs		10,918	8,217
		85,778	64,155
(B) OTHER EXPENSES			
Gold swap fees		53	32
Business development		173	-
Exploration license application fees		42	20
Other		-	3
		268	55
(C) FINANCE COSTS			
Interest expense		2,931	2,795
Unwinding of discount on provisions		460	333
		3,391	3,128
(D) DEPRECIATION, IMPAIRMENT AND AMORTISATION INCLUDED IN THE STATEMENT OF COMPREHENSIVE INCOME			
Depreciation expense		13,505	10,898
Amortisation expense		10,918	8,217
Less: Amounts capitalised to exploration projects		(62)	(63)
Depreciation and amortisation charged to the statement of comprehensive income		24,361	19,052
(E) LEASE PAYMENTS AND OTHER EXPENSES INCLUDED IN THE STATEMENT OF COMPREHENSIVE INCOME			
Minimum lease payments - operating lease		294	465
Less: Amounts capitalised to exploration projects		(84)	(107)
Recognised in the statement of comprehensive income		210	358

	CONSOLIDATED	
NOTE	2012 \$'000	2011 \$'000
(F) EMPLOYEE BENEFITS EXPENSE		
Wages and salaries	14,648	9,056
Defined contribution superannuation expense	1,263	816
Share-based payments expense	2,039	980
Employee bonuses	201	413
Other employee benefits expense	1,042	549
	19,193	11,814
Less: Amounts capitalised to exploration projects	(2,606)	(2,379)
Less: Amounts capitalised to mine properties under development	(5,478)	(1,141)
Employee benefits expense recognised in the statement of comprehensive income	11,109	8,294

8. INCOME TAX

(A) THE MAJOR COMPONENTS OF INCOME TAX EXPENSE ARE:

CURRENT INCOME TAX

Current income tax expense	3,625	4,334
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DEFERRED INCOME TAX

Relating to the origination and reversal of temporary differences	19,285	6,786
Adjustment in respect of income tax of previous years	(184)	(72)
Income tax losses utilised	(16,216)	(11,048)
Income tax expense reported in the statement of comprehensive income	6,510	-

(B) A RECONCILIATION BETWEEN TAX EXPENSE AND THE PRODUCT OF ACCOUNTING PROFIT BEFORE TAX MULTIPLIED BY THE GROUP'S APPLICABLE INCOME TAX RATE IS AS FOLLOWS:

Accounting profit before income tax	74,749	36,281
At the Group's statutory income tax rate of 30% (2011: 30%)	22,425	10,884
R&D rebate	(116)	(42)
Share-based payments	611	294
Share issue costs amortised	(13)	(17)
Other non-deductible items	3	1
Adjustment in respect of income tax of previous years	(184)	(72)
Deferred tax assets utilised	(16,216)	(11,048)
Income tax reported in the statement of comprehensive income	6,510	-

(C) DEFERRED INCOME TAX

Deferred income tax at 30 June relates to the following:

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000
DEFERRED TAX LIABILITIES			
Receivables		1,725	1,277
Inventories		214	343
Prepayments		11	-
Plant and equipment		-	828
Deferred mining costs		3,072	1,557
Exploration and evaluation expenditure		8,788	7,368
Mine properties under development		20,046	-
Mine properties		11,538	14,407
Interest-bearing liabilities		13	-
GROSS DEFERRED TAX LIABILITIES		45,407	25,780
Set off of deferred tax assets		(38,897)	(25,780)
Net deferred tax liabilities		6,510	-
DEFERRED TAX ASSETS			
Plant and equipment		3,087	-
Trade and other payables		473	272
Provisions		4,705	2,632
Expenses deductible over time		1,723	426
Tax losses carried forward	(i)	28,909	34,904
GROSS DEFERRED TAX ASSETS		38,897	38,234
Set off of deferred tax assets		(38,897)	(25,780)
Unrecognised tax losses		-	(12,454)
NET DEFERRED TAX ASSETS		-	-

(i) Tax losses are available to carry forward indefinitely. The Group has recognised a deferred income tax asset in relation to these losses to offset deferred tax liabilities.

(D) UNRECOGNISED TEMPORARY DIFFERENCES

At 30 June 2012 there are no unrecognised temporary differences associated with the Group's investment in subsidiaries (2011: \$nil).

(E) TAX CONSOLIDATION

NATURE OF TAX FUNDING ARRANGEMENTS AND TAX SHARING ARRANGEMENTS

The head entity, in conjunction with other members of the tax-consolidated group, have entered into a tax funding arrangement which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to/from the head entity equal to the current tax liability/(asset) assumed by the head entity and any tax-loss deferred tax asset assumed by the head entity, resulting in the head entity recognising an inter-entity receivable/(payable) equal in amount to the tax liability/(asset) assumed. The inter-entity receivables/(payables) will be at call.

Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The head entity in conjunction with other members of the tax-consolidated group has also entered into a tax sharing agreement. The tax sharing agreement will provide for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement as payment of any amounts under the tax sharing agreement is considered remote.

	CONSOLIDATED	
NOTE	2012 \$'000	2011 \$'000

9. EARNINGS PER SHARE

The following reflects income and share data used in the calculation of basic and diluted earnings per share.

(A) EARNINGS USED IN CALCULATING EARNINGS PER SHARE

Net profit attributable to ordinary equity holders of the parent	68,239	36,281
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	NO. SHARES THOUSANDS	NO. SHARES THOUSANDS
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(B) WEIGHTED AVERAGE NUMBER OF SHARES

Weighted average number of ordinary shares used in calculating basic earnings per share	440,000	424,879
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EFFECT OF DILUTION:

Share options	(c) 9,464	15,676
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Weighted average number of ordinary shares adjusted for the effect of dilution	449,464	440,555
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There are no instruments excluded from the calculation of diluted earnings per share that could potentially dilute basic earnings per share in the future because they are antidilutive for either of the periods presented.

There have been no transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between reporting date and the date of completion of these financial statements.

(C) INFORMATION ON THE CLASSIFICATION OF SECURITIES

Options

Options granted to employees (including KMP) as described in Note 26 are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent they are dilutive. These options have not been included in the determination of basic earnings per share.

10. CASH AND CASH EQUIVALENTS

(A) CASH AND CASH EQUIVALENTS IN THE STATEMENT OF FINANCIAL POSITION AND CASH FLOW STATEMENT

Cash at bank and in hand	1,353	27,390
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At 30 June 2012, the Group had \$49.6 million of undrawn committed borrowing facilities available (2011: nil). Refer to Note 22.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

	CONSOLIDATED	
NOTE	2012 \$'000	2011 \$'000
(B) RECONCILIATION OF NET PROFIT AFTER INCOME TAX TO CASH FLOWS USED IN OPERATIONS		
Net profit for the year	68,239	36,281
ADJUSTMENTS FOR:		
Unwinding of discount on provisions	460	333
Borrowing costs capitalised to qualifying asset	(540)	(134)
Amortisation of transaction costs recognised against interest-bearing liabilities	147	323
Employee bonuses (non-cash)	179	-
Exploration expenditure written off	786	666
Exploration rent refunds	(3)	(12)
Share based payments	2,039	939
Net (profit) on disposal of tenement	-	(53)
Depreciation and amortisation	24,361	19,052
CHANGES IN ASSETS AND LIABILITIES		
(Increase)/decrease in receivables	(2,053)	(6,964)
(Increase)/decrease in inventories	483	(4,155)
(Increase)/decrease in other current assets	(148)	(18)
(Increase)/decrease in deferred mining costs	(5,366)	(4,857)
Increase/(decrease) in trade and other payables	1,382	6,641
Increase/(decrease) in deferred tax liabilities	6,510	-
Increase/(decrease) in provisions	(251)	15
Net cash from operating activities	96,225	48,057

(C) NON-CASH FINANCING AND INVESTING ACTIVITIES

During the year ended 30 June 2012, the Company terminated a royalty over the Garden Well Project through the issue of 4,038,364 shares.

During the year ended 30 June 2011, the Company exercised its right to settle its convertible note liability through the issue of 10,000,000 shares.

11. GOLD BULLION AWAITING SETTLEMENT (CURRENT)

Gold bullion awaiting settlement	8,313	6,505
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At balance date, gold bullion awaiting settlement comprised 4,602 ounces at a weighted average realisable value of \$1,806.29/oz (2011: 4,520 ounces at \$1,439.04/oz)

(A) FAIR VALUE AND CREDIT RISK

Due to the short-term nature of the bullion awaiting settlement, the carrying value is assumed to approximate fair value.

The maximum exposure to credit risk is the fair value.

	CONSOLIDATED	
NOTE	2012 \$'000	2011 \$'000
12. RECEIVABLES (CURRENT)		
GST receivable	2,070	985
Fuel tax credit receivable	519	356
R&D rebate receivable	-	141
Interest receivable	16	95
Other receivables	81	31
	2,686	1,608

Balances within receivables do not contain impaired assets and are not past due. It is expected that these other balances will be received when due.

(A) FAIR VALUE AND CREDIT RISK

Due to the short-term nature of these receivables, their carrying value is assumed to approximate fair value.

The maximum exposure to credit risk is the fair value of receivables. Collateral is not held as security, nor is it the Group's policy to transfer (on-sell) receivables to special purpose entities.

13. INVENTORIES (CURRENT)

At cost		
Ore stockpiles	1,069	811
Gold in circuit	1,662	1,307
Bullion on hand	-	1,201
Consumable stores	1,285	1,142
	4,016	4,461

14. FINANCIAL ASSETS HELD TO MATURITY

CURRENT

Term deposits	10	-
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NON-CURRENT

Term deposits	-	1,175
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Term deposits are held as security against rehabilitation performance bonds. Term deposits earn a fixed rate of interest which at year end was 4.32% (2011: 5.66%).

(A) FAIR VALUE

Term deposits generally have a maturity between 30 and 60 days (2011: 60 to 90 days). Due to the underlying short-term nature of term deposits, their carrying value is assumed to approximate fair value. The term deposit was classified as non-current in the prior year as it was required to secure obligations existing beyond 12 months.

15. OTHER CURRENT ASSETS

Prepayments	387	207
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Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

	NOTE	2012 \$'000	2011 \$'000
16. DEFERRED MINING COSTS (NON-CURRENT)			
Deferred mining costs		10,555	5,190

These costs represent mining expenses deferred in accordance with the accounting policy disclosed in Note 2(o).

CONSOLIDATED					
LEASEHOLD IMPROVEMENTS	PLANT AND EQUIPMENT	FURNITURE AND EQUIPMENT	BUILDINGS AND INFRASTRUCTURE	CAPITAL WIP	TOTAL
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000

17. PLANT AND EQUIPMENT (NON-CURRENT)

(A) RECONCILIATION OF CARRYING AMOUNTS AT THE BEGINNING AND END OF THE PERIOD

At 1 July 2011 net of accumulated depreciation	472	43,597	157	15,483	291	60,000
Additions	71	1,540	46	6,923	412	8,992
Depreciation expense	(52)	(9,482)	(79)	(3,892)	-	(13,505)
Transfers	27	115	4	139	(285)	-
Disposals	-	-	-	-	-	-
At 30 June 2012 net of accumulated depreciation	518	35,770	128	18,653	418	55,487
AT 30 JUNE 2012						
Cost	618	53,780	501	25,881	418	81,198
Accumulated depreciation	(100)	(18,010)	(373)	(7,228)	-	(25,711)
Net carrying amount	518	35,770	128	18,653	418	55,487

		CONSOLIDATED						
		LEASEHOLD IMPROVEMENTS	PLANT AND EQUIPMENT	FURNITURE AND EQUIPMENT	FIXTURES AND FITTINGS	BUILDINGS AND INFRASTRUCTURE	CAPITAL WIP	TOTAL
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 July 2010 net of accumulated depreciation		-	312	-	5	-	153	470
Additions		367	957	88	-	1,118	291	2,821
Depreciation expense		(48)	(8,100)	(61)	-	(2,689)	-	(10,898)
Transfers from mine properties under development	19(a)	-	50,582	-	-	17,030	-	67,612
Transfers		153	(154)	130	-	24	(153)	-
Disposals		-	-	-	(5)	-	-	(5)
At 30 June 2011 net of accumulated depreciation		472	43,597	157	-	15,483	291	60,000
AT 1 JULY 2010								
Cost		-	1,614	-	20	-	153	1,787
Accumulated depreciation		-	(1,302)	-	(15)	-	-	(1,317)
Net carrying amount		-	312	-	5	-	153	470
AT 30 JUNE 2011								
Cost		520	52,125	451	-	18,819	291	72,206
Accumulated depreciation		(48)	(8,528)	(294)	-	(3,336)	-	(12,206)
Net carrying amount		472	43,597	157	-	15,483	291	60,000

(B) ASSETS PLEDGED AS SECURITY

Macquarie Bank Limited ("MBL") holds a first ranking, registered fixed and floating charge over all of the assets of Regis Resources Limited and its wholly-owned subsidiary, Duketon Resources Pty Limited as security for the debt facility provided by MBL to fund construction of the Duketon Gold Project, which comprises both the Moolart Well Gold Mine and Garden Well Gold Project. Refer to Note 22.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000
18. EXPLORATION AND EVALUATION ASSETS (NON-CURRENT)			
Balance at 1 July		24,507	8,000
Expenditure for the period		17,226	17,194
Write-offs to the statement of comprehensive income		(786)	(666)
Disposal of tenements		-	(21)
Transferred to mine properties under development	19	(11,654)	-
Balance at 30 June		29,293	24,507

The ultimate recoupment of costs carried forward is dependent upon the successful development and commercial exploitation, or alternatively the sale of the respective areas at an amount at least equivalent to the carrying value.

(A) ASSETS PLEDGED AS SECURITY

Macquarie Bank Limited ("MBL") holds a first ranking, registered fixed and floating charge over all of the assets of Regis Resources Limited and its wholly-owned subsidiary, Duketon Resources Pty Limited as security for the debt facility provided by MBL to fund construction of the Duketon Gold Project. Refer to Note 22.

19. MINE PROPERTIES UNDER DEVELOPMENT (NON-CURRENT)

(A) MOOLART WELL GOLD MINE

Balance at beginning of period		-	106,022
Capitalised borrowing costs		-	133
Construction expenditure – Moolart Well Gold Mine		-	11,508
Pre-production expenditure capitalised		-	2,581
Rehabilitation provision recognised		-	701
Transferred to plant and equipment	17	-	(67,612)
Transferred to mine properties	20	-	(53,333)
Balance at end of period		-	-

(B) GARDEN WELL GOLD PROJECT

Balance at beginning of period		12,275	-
Capitalised borrowing costs		540	-
Transferred from exploration and evaluation assets	18	11,654	-
Newmont royalty termination expense		12,000	-
Pre-production expenditure capitalised		37,100	-
Rehabilitation provision recognised		5,527	-
Construction expenditure – Garden Well Gold Project		88,275	12,275
Construction expenditure – Rosemont Gold Project		548	-
Balance at end of period		167,919	12,275

(C) ASSETS PLEDGED AS SECURITY

Macquarie Bank Limited ("MBL") holds a first ranking, registered fixed and floating charge over all of the assets of Regis Resources Limited and its wholly-owned subsidiary, Duketon Resources Pty Limited as security for the debt facility provided by MBL to fund construction of the Duketon Gold Project. Refer to Note 22.

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000
20. MINE PROPERTIES (NON-CURRENT)			
(A) MOOLART WELL GOLD PROJECT			
Balance at beginning of period		48,023	-
Transferred from mine properties under development	19(a)	-	53,333
Additions		1,356	2,907
Amortisation expense		(10,918)	(8,217)
Balance at end of period		38,461	48,023

21. TRADE AND OTHER PAYABLES (CURRENT)

Trade payables		8,504	5,154
Accrued expenses		15,928	4,355
Employee entitlements		1,041	557
Other payables		2,803	1,821
		28,276	11,887

(A) FAIR VALUE

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

22. INTEREST-BEARING LIABILITIES

CURRENT

Secured bank loan	(a)(b)	4,883	18,974
Finance lease liabilities	31(b)	-	264
		4,883	19,238

NON-CURRENT

Secured bank loan	(a)(b)	25,194	11,164
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(A) SECURED BANK LOAN

The Macquarie Bank Limited ("MBL") debt facility has been provided in two tranches. The first tranche is for \$60 million of which \$30 million was already drawn at 30 June 2011 for the development of the Moolart Well Gold Mine. The maturity date of tranche one is 31 December 2014, with the first principal repayment due on 28 June 2013. The second tranche is for \$20 million and is effectively a standby facility which has a maturity date of 30 December 2015 (if drawn).

The loan attracts a variable interest rate which ranged between 7.035% and 8.573% in the current year (2011: 8.17% to 8.57%).

During the year ended 30 June 2012, there have been no draw downs on the secured bank loan.

The debt facility also incorporates a performance bond facility whereby MBL provides performance bonds in relation to statutory environmental obligations on certain tenements and guarantees in relation to office lease commitments. At year end, the performance bond facility limit was \$20 million (2011: \$5 million) and the amount used was \$14,257,410 (2011: \$4,331,410). The performance bonds are not required to be cash-backed until 30 June 2016.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

CONSOLIDATED

NOTE 2012 \$'000 2011 \$'000

(B) ASSETS PLEDGED AS SECURITY

The facility is secured by:

- » a first ranking, registered fixed and floating charge over all of the assets of Regis Resources Limited and its wholly-owned subsidiary Duketon Resources Pty Limited;
- » a first ranking, registered Mining Act (WA) mortgage over the Company's interest in the Duketon Gold Project tenements;
- » a fixed charge over the Proceeds Account and Gold Account; and
- » satisfactory security over Regis' rights under key project documents.

(C) FAIR VALUES

The carrying amounts of the Group's current and non-current borrowings approximate their fair value.

23. PROVISIONS

CURRENT

Rehabilitation	(a)	684	339
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NON-CURRENT

Long service leave	(b)	131	57
Rehabilitation	(a)	14,868	8,378
		14,999	8,435

(A) PROVISION FOR REHABILITATION

Balance at 1 July	8,717	5,781
Provisions made during the year	6,660	2,605
Provisions reversed during the year	(285)	(2)
Unwinding of discount	460	333
Balance at 30 June	15,552	8,717

NATURE AND PURPOSE OF PROVISION FOR REHABILITATION

The nature of rehabilitation activities includes dismantling and removing structures, rehabilitating mines, dismantling operating facilities, closure of plant and waste sites and restoration, reclamation and revegetation of affected areas. Typically the obligation arises when the asset is installed at the production location. When the liability is initially recorded, the estimated cost is capitalised by increasing the carrying amount of the related mining assets. Over time, the liability is increased for the change in present value based on the discount rates that reflect the current market assessments and the risks specific to the liability. Additional disturbances or changes in rehabilitation cost estimates will be recognised as additions or changes to the corresponding asset and rehabilitation liability when incurred.

(B) PROVISION FOR LONG SERVICE LEAVE

Refer to Note 2(v) for the relevant accounting policy and a discussion of the significant estimates and assumptions applied in the measurement of this provision.

24. CONTRIBUTED EQUITY

Ordinary shares – issued and fully paid	275,010	247,632
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The holders of ordinary shares are entitled to receive dividends as declared from time to time and, on a poll, are entitled to one vote per share at meetings of the Company. The Company does not have authorised capital or par value in respect of its issued shares.

	NOTE	NO. SHARES THOUSANDS	\$'000
MOVEMENT IN ORDINARY SHARES ON ISSUE			
At 1 July 2010		394,784	226,399
Issued on exercise of options		8,530	5,783
Issued on exercise of warrants		19,668	5,507
Issued on exercise of convertible note		9,091	10,000
Transaction costs		-	(57)
At 30 June 2011		432,073	247,632
Issued on exercise of options		16,917	15,423
Issued for non-cash transactions	10(c)	4,038	12,000
Transaction costs		-	(45)
At 30 June 2012		453,028	275,010

CAPITAL MANAGEMENT

The Board's policy in relation to capital management is to regularly and consistently monitor future cash flows against expected expenditures for a rolling period of up to 12 months in advance. The Board determines the Group's need for additional funding by way of either share issues or loan funds depending on market conditions at the time. The Board defines working capital in such circumstances as its excess liquid funds over liabilities, and defines capital as being the ordinary share capital of the Company.

There were no changes in the Group's approach to capital management during the year.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

		CONSOLIDATED	
	NOTE	2012 \$'000	2011 \$'000

25. ACCUMULATED LOSSES AND RESERVES

(A) ACCUMULATED LOSSES

At 1 July		(116,731)	(153,012)
Net profit for the year		68,239	36,281
At 30 June		(48,492)	(116,731)

(B) SHARE OPTION RESERVE

At 1 July		9,377	8,397
Share-based payments	26	2,039	980
At 30 June		11,416	9,377

(C) NATURE AND PURPOSE OF RESERVES

The share option reserve is used to record the value of share-based payments provided to employees, including KMP, as part of their remuneration, as well as non-employees.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

CONSOLIDATED

NOTE	2012 \$'000	2011 \$'000
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26. SHARE-BASED PAYMENTS

(A) RECOGNISED SHARE-BASED PAYMENTS EXPENSE

Expense arising from equity-settled share-based payment transactions with employees for services received during the year	2,039	980
Total expense arising from share-based payment transactions	2,039	980

The share-based payment plans are described below. There have been no cancellations or modifications to any of the plans during the current or prior years.

(B) EMPLOYEE SHARE OPTION PLAN (ESOP)

The Company has one ESOP, being the Regis Resources Limited 2008 Share Option Plan (the "Plan").

The objective of the Plan is to assist in the recruitment, reward, retention and motivation of eligible persons of the Group. Under the Plan, the board or Remuneration and Nomination Committee may issue to eligible employees options to acquire shares in the future at an exercise price fixed by the board or Remuneration and Nomination Committee on grant of the options.

At the 2011 Annual General Meeting, shareholders approved the Plan as well as an amendment to the terms of existing options issued under the Plan. The amendment introduced a cashless exercise mechanism which enables the holder, at their election, to exercise their vested options not by way of payment of the applicable exercise price, but rather by choosing to receive the positive difference between the exercise price and share price at exercise in shares, with the number of shares allocated based on the share price at exercise. The amendment did not affect the vesting period, the exercise price or expiry date of existing options. The rules of the Plan were amended to introduce the cashless exercise mechanism to any new options subsequently issued under the Plan.

The cashless exercise mechanism:

- » does not change the fundamental entitlements of option holders;
- » leaves an option holder who chooses to exercise their options in a cashless manner in the same economic position as if they had exercised all of their options, paid the relevant total exercise price, and disposed of the number of shares equal in value to that total exercise price; and
- » results in less shares being issued upon exercise of options.

All other significant terms and conditions of the Plan remained unchanged.

The vesting of all options is subject to service conditions being met whereby the recipient must meet the eligible employee criteria as defined in the Plan.

(C) SUMMARY OF OPTIONS GRANTED

The following table illustrates the number (No.) and weighted average exercise prices (WAEP) of, and movements in, share options issued during the year:

	2012		2011	
	NO.	WAEP	NO.	WAEP
Outstanding at the beginning of the year	16,390,000	\$0.8596	18,425,000	\$0.7260
Granted during the year	2,310,000	\$3.4648	3,700,000	\$1.3574
Forfeited during the year	(125,000)	\$2.2300	(25,000)	\$1.0000
Exercised during the year (i)(ii)	(632,500)	\$0.7919	(5,620,000)	\$0.7258
Sold during the year	(11,100,000)	\$0.7322	-	-
Expired during the year	(142,500)	\$0.9509	(90,000)	\$1.1705
Outstanding at the end of the year	6,700,000	\$1.9477	16,390,000	\$0.8596
Exercisable at the end of the year	840,000	\$0.3899	11,998,333	\$0.7326

(i) The balance of options exercised in 2011 includes 5 million options exercised by Newmont with an exercise price of \$0.70.

(ii) The weighted average share price at the date of exercise was \$3.97 (2011: \$1.65).

(D) WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE

The weighted average remaining contractual life for the share options outstanding as at 30 June 2012 is 2.8 years (2011: 2.7 years).

(E) RANGE OF EXERCISE PRICES

The range of exercise prices for options outstanding at the end of the year was \$0.1348 to \$4.00 (2011: \$0.1348 to \$2.23).

(F) WEIGHTED AVERAGE FAIR VALUE

The weighted average fair value of options granted during the year was \$1.7066 (2011: \$0.9548).

(G) OPTION PRICING MODEL

The fair value of the equity-settled share options granted under the ESOP is estimated as at the date of grant using a Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the years ended 30 June 2012 and 30 June 2011:

	2012 ESOP	2011 ESOP
Dividend yield (%)	0%	0%
Expected volatility (%)	63.61 - 119.25	108.7 - 115.1
Risk free interest rate (%)	2.53 - 3.92	4.32 - 5.05
Expected life of the option (years)	2 - 3 years	2 - 3 years
Option exercise price (\$)	2.75 - 4.00	1.00 - 2.23
Weighted average share price at grant date (\$)	2.75 - 4.17	1.14 - 2.25

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

CONSOLIDATED

2012
\$

2011
\$

27. KEY MANAGEMENT PERSONNEL

(A) COMPENSATION FOR KEY MANAGEMENT PERSONNEL

Short-term employee benefits	2,778,119	2,249,207
Post-employment benefits	241,359	198,704
Long-term employee benefits	29,269	23,987
Termination benefits	-	-
Share-based payment	532,659	345,529
Total compensation	3,581,406	2,817,427

Regis Resources Limited has applied the option to transfer KMP disclosures required by AASB 124 Related Party Disclosures paragraphs Aus 25.4 to Aus 25.7.2 to the Remuneration Report section of the Directors' Report. These transferred disclosures have been audited.

(B) OPTION HOLDINGS OF KEY MANAGEMENT PERSONNEL

	HELD AT START OF PERIOD	GRANTED AS REMUNER- ATION	OPTIONS EXERCISED	NET CHANGE OTHER	HELD AT END OF PERIOD	VESTED AT 30 JUNE 2012		
	1 JULY 2011				30 JUNE 2012	TOTAL	EXERCISABLE	NOT EXERCISABLE
DIRECTORS								
M Clark(i)	5,000,000	-	-	(5,000,000)	-	-	-	-
M Hart(i)	5,000,000	-	-	(5,000,000)	-	-	-	-
EXECUTIVES								
J Balkau(ii)	402,500	-	(402,500)	-	-	-	-	-
M Ertzen(iii)	500,000	-	-	(333,333)	166,667	166,667	166,667	-
M Evans(iii)	750,000	-	-	(500,000)	250,000	250,000	250,000	-
T Hinkley	350,000	-	(150,000)	-	200,000	200,000	200,000	-
K Massey(iii)	500,000	-	-	(266,667)	233,333	133,333	133,333	-
R Smith	-	500,000	-	-	500,000	-	-	-
Total	12,502,500	500,000	(552,500)	(11,100,000)	1,350,000	750,000	750,000	-

(i) Mr Clark and Mr Hart each sold 5,000,000 options shown under "net change other" on 20 March 2012 which were then exercised and on sold to Australian institutional and sophisticated investors in a broker managed book build.

(ii) Mr Balkau exercised options using the cashless exercise mechanism, as disclosed in Note 26(b).

(iii) Mr Ertzen, Mr Evans and Mr Massey sold the number of options shown under "net change other" on 2 April 2012 which were then exercised and on sold to Australian institutional and sophisticated investors in a broker managed book build.

	HELD AT START OF PERIOD	GRANTED AS REMUNER- ATION	OPTIONS EXERCISED	NET CHANGE OTHER	HELD AT END OF PERIOD	VESTED AT 30 JUNE 2011		
	1 JULY 2010				30 JUNE 2011	TOTAL	EXERCISABLE	NOT EXERCISABLE
DIRECTORS								
M Clark	5,000,000	-	-	-	5,000,000	5,000,000	5,000,000	-
M Hart	5,000,000	-	-	-	5,000,000	5,000,000	5,000,000	-
EXECUTIVES								
J Balkau	727,500	-	(325,000)	-	402,500	402,500	402,500	-
M Ertzen(iv)	-	-	-	500,000	500,000	333,333	333,333	-
M Evans	750,000	-	-	-	750,000	500,000	500,000	-
T Hinkley	500,000	-	(150,000)	-	350,000	183,333	183,333	-
K Massey	400,000	100,000	-	-	500,000	266,666	266,666	-
Total	12,377,500	100,000	(475,000)	500,000	12,502,500	11,685,832	11,685,832	-

(iv) Mr Ertzen was not classified as a KMP at 30 June 2010. "Net change other" represents the number of options held at the date of becoming a KMP.

(C) SHAREHOLDINGS OF KEY MANAGEMENT PERSONNEL

Shares held in Regis Resources Limited (number) directly, indirectly or beneficially by each KMP

	HELD AT 1 JULY 2011	ON EXERCISE OF OPTIONS	NET CHANGE OTHER	HELD AT 30 JUNE 2012
DIRECTORS				
N Giorgetta	20,529,671	-	-	20,529,671
M Clark	9,460,000	-	-	9,460,000
M Hart	9,389,210	-	-	9,389,210
M Okeby	1,200,000	-	-	1,200,000
OTHER KMP				
J Balkau	1,827,231	317,352	19,000	2,163,583
M Ertzen	1,540,900	-	(540,900)	1,000,000
M Evans	713,188	-	(100,000)	613,188
T Hinkley	852,500	150,000	(50,000)	952,500
K Massey	16,666	-	-	16,666
R Smith	-	-	-	-
Total	45,529,366	467,352	(671,900)	45,324,818

"Net change other" relates to on-market purchases and sales of shares.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

	HELD AT 1 JULY 2010	ON EXERCISE OF OPTIONS	NET CHANGE OTHER	HELD AT 30 JUNE 2011
DIRECTORS				
N Giorgetta	18,529,671	-	2,000,000	20,529,671
M Clark	9,460,000	-	-	9,460,000
M Hart	9,389,210	-	-	9,389,210
M Okeby	1,200,000	-	-	1,200,000
OTHER KMP				
J Balkau	1,136,360	325,000	365,871	1,827,231
M Ertzen(i)	-	-	1,540,900	1,540,900
M Evans	913,188	-	(200,000)	713,188
T Hinkley	802,500	150,000	(100,000)	852,500
K Massey	42,857	-	(26,191)	16,666
Total	41,473,786	475,000	3,580,580	45,529,366

"Net change other" relates to on-market purchases and sales of shares.

(i) Mr Ertzen was not classified as a KMP at 30 June 2010. "Net change other" represents the number of shares held at the date of becoming a KMP.

All equity transactions with KMP other than those arising from the exercise of remuneration options have been entered into under terms and conditions no more favourable than those the Group would have adopted if dealing at arm's length.

(D) LOANS TO KEY MANAGEMENT PERSONNEL AND THEIR RELATED PARTIES

There were no loans made to any director, key management personnel and/or their related parties during the current or prior year.

(E) OTHER KEY MANAGEMENT PERSONNEL TRANSACTIONS

Other than the ordinary accrual of personnel expenses at balance date, there are no other amounts receivable from and payable to key management personnel and other related parties.

28. RELATED PARTY DISCLOSURES

(A) SUBSIDIARIES

The consolidated financial statements include the financial statements of Regis Resources Limited and the subsidiaries listed in the following table:

NAME	COUNTRY OF INCORPORATION	% EQUITY INTEREST		INVESTMENT \$'000	
		2012	2011	2012	2011
Duketon Resources Pty Ltd	Australia	100%	100%	30,575	30,575
Artane Minerals NL	Australia	100%	100%	-	-
Rosemont Gold Mines Pty Ltd	Australia	100%	100%	-	-
				30,575	30,575

(B) ULTIMATE PARENT

Regis Resources Limited is the ultimate Australian parent entity and the ultimate parent entity of the Group.

(C) TRANSACTIONS WITH RELATED PARTIES

A loan is made by the Company to Duketon Resources and represents the subsidiary's share of payments for exploration and evaluation expenditure on commercial joint ventures existing between the Company and Duketon Resources. The loan outstanding between the Company and Duketon Resources has no fixed date of repayment and is non-interest bearing. As at 30 June 2012, the balance of the loan receivable was \$3,356,437 (2011: \$6,622,304).

2012
\$'000

2011
\$'000

29. PARENT ENTITY INFORMATION

The following details information related to the parent entity, Regis Resources Limited, at 30 June 2012. The information presented here has been prepared using consistent accounting policies as presented in Note 2.

Current assets	16,765	40,171
Non-current assets	305,565	147,088
Total assets	322,330	187,259
Current liabilities	33,572	31,231
Non-current liabilities	43,863	16,823
Total liabilities	77,435	48,054
Contributed equity	275,010	247,632
Share option reserve	11,416	9,377
Accumulated losses	(41,531)	(117,804)
Total equity	244,895	139,205
Net profit/(loss) for the year	76,273	36,160
Other comprehensive income for the year	-	-
Total comprehensive income/(loss) for the year	76,273	36,160

The parent entity has not guaranteed any loans of its subsidiaries.

There are no contingent assets or liabilities of the Group or parent entity at 30 June 2012 as disclosed at Note 32.

All capital commitments disclosed at Note 31 are commitments incurred by the parent entity, except for \$1,264,798 (2011: \$1,895,004) of the exploration expenditure commitments.

30. FINANCIAL INSTRUMENTS

(A) FINANCIAL GUARANTEE LIABILITIES

As at 30 June 2012, the Group did not have any financial guarantee liabilities (2011: Nil).

(B) LIQUIDITY RISK

The following are the contractual maturities of financial liabilities, including estimated interest payments:

30 JUNE 2012 (\$'000)	CARRYING AMOUNT	CONTRACTUAL CASH-FLOWS	6 MTHS OR LESS	6-12 MTHS	1-2 YEARS	2-5 YEARS	MORE THAN 5 YEARS
Trade and other payables	27,235	(27,235)	(27,235)	-	-	-	-
Secured loan	30,077	(34,782)	(1,147)	(6,242)	(16,873)	(10,521)	-
Total	57,312	(62,017)	(28,382)	(6,242)	(16,873)	(10,521)	-

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

30 JUNE 2011 (\$'000)	CARRYING AMOUNT	CONTRACTUAL CASH-FLOWS	6 MTHS OR LESS	6-12 MTHS	1-2 YEARS	2-5 YEARS	MORE THAN 5 YEARS
Trade and other payables	11,330	(11,330)	(11,330)	-	-	-	-
Finance lease liabilities	264	(297)	(149)	(148)	-	-	-
Secured loan	30,138	(33,430)	(8,779)	(12,324)	(12,327)	-	-
Total	41,732	(45,057)	(20,258)	(12,472)	(12,327)	-	-

CONSOLIDATED

2012
\$'000

2011
\$'000

(C) INTEREST RATE RISK

PROFILE

At the reporting date the interest rate profile of the Company's and the Group's interest-bearing financial instruments was:

FIXED RATE INSTRUMENTS

Financial assets	1,356	28,562
Financial liabilities	-	(264)
	1,356	28,298

VARIABLE RATE INSTRUMENTS

Financial liabilities	(30,077)	(30,138)
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FAIR VALUE SENSITIVITY ANALYSIS FOR FIXED RATE INSTRUMENTS

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore a change at reporting date would not affect profit or loss.

CASH FLOW SENSITIVITY ANALYSIS FOR VARIABLE RATE INSTRUMENTS

A decrease of 50 basis points in interest rates at the reporting date would increase net profit by \$235,453 (2011: decrease of \$121,721). This analysis assumes that all other variables remain constant. This analysis was performed in 2011 using a 100 basis points increase in interest rates at reporting date.

31. COMMITMENTS

(A) OPERATING LEASE COMMITMENTS - GROUP AS LESSEE

The Group leases office premises in Perth under normal commercial lease arrangements. The lease is for a period of 5 years beginning 1 May 2010. The Group is under no legal obligation to renew the lease once the lease term has expired.

Future minimum rentals payable under non-cancellable operating leases at 30 June are as follows:

Within one year	305	286
Between one and five years	591	873
Total minimum lease payments	896	1,159

CONSOLIDATED

2012
\$'000

2011
\$'000

(B) FINANCE LEASE COMMITMENTS – GROUP AS LESSEE

The Group had a hire purchase contract for the main diesel storage facility at the Moolart Well Gold Mine. The contract expired in June 2012 and ownership of the storage facility passed to the Group on 4 June 2012.

Within one year	-	297
Between one and five years	-	-
Total minimum lease payments	-	297
Less amounts representing finance charges	-	(33)
Present value of minimum lease payments	-	264
Included in the financial statements as:		
Current interest-bearing liabilities	22	264
Non-current interest-bearing liabilities	22	-
Total included in interest-bearing liabilities	-	264

(C) CONTRACTUAL COMMITMENTS

On 19 January 2010, the Group entered into an agreement with Pacific Energy (KPS) Pty Ltd ("KPS") for the supply of electricity to the Moolart Well Gold Mine (part of the Duketon Gold Project). The terms of this agreement commit the Group to purchasing a fixed amount of electricity per month for six years from 7 July 2010 (the "Effective Date") at a price which will be reviewed annually. As at 30 June 2012, at the current contract price, the Group had commitments to purchase electricity for the remaining term of \$6,240,000 (30 June 2011: \$7,800,000).

On 23 June 2011, the Group entered into an agreement with Pacific Energy (KPS) Pty Ltd ("KPS") for the supply of electricity to the Garden Well Gold Project. The terms of this agreement commit the Group to purchasing a fixed amount of electricity per month for 5 years from 1 September 2012 (the "Effective Date") at a price which will be reviewed annually. As at 30 June 2012, no such commitment existed for the supply of electricity, however if the Group were to terminate the agreement prior to the Effective Date, it would be liable to pay KPS a maximum of \$1,500,000.

(D) EXPLORATION EXPENDITURE COMMITMENTS

Exploration expenditure commitments represent tenement rentals and expenditure requirements that may be required to be met under the relevant legislation should the Group wish to retain tenure on all current tenements in which the Group has an interest.

The terms and conditions under which the Group retains title to its various mining tenements oblige it to meet tenement rentals and minimum levels of exploration expenditure as gazetted by the Department of Mining and Petroleum ("DMP"), Western Australia, as well as Local Government rates and taxes.

The exploration commitments of the Group, not provided for in the consolidated financial statements and payable are as follows:

Within one year	1,768	2,495
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The tenement commitments shown above represent the minimum required to be spent on all granted tenements as at reporting date. Actual expenditure will vary as a result of ongoing management of the tenement portfolio including reductions and relinquishment of tenements not considered prospective, in whole or in part.

Tenement commitments are shown gross of exemptions that are likely to be available in the ordinary course of business as the financial impact of potential exemptions cannot be measured reliably in advance.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 30 JUNE 2012

CONSOLIDATED

2012
\$'000

2011
\$'000

(E) DUKETON GOLD PROJECT CAPITAL EXPENDITURE COMMITMENTS

The outstanding capital commitments relating to the Duketon Gold Project at 30 June are:

Moolart Well - within 1 year	-	351
Garden Well - within 1 year	7,361	17,227
	7,361	17,578

(F) PHYSICAL GOLD DELIVERY COMMITMENTS

COMMODITY PRICE RISK

The Group is exposed to movements in the gold price. As part of the risk management policy of the Group and in compliance with the conditions required by the Group's financier, the Group enters into gold forward contracts to manage the gold price of a proportion of anticipated sales of gold. It is management's intention to settle each contract through physical delivery of gold.

The counterparty to the gold forward contracts is Macquarie Bank Limited ("MBL"). The gold forward sale contracts disclosed below do not meet the criteria of financial instruments for accounting purposes on the basis that they meet the normal purchase/sale exemption because physical gold will be delivered into the contract. Accordingly, the contracts will be accounted for as sale contracts with revenue recognised once the gold has been delivered to MBL or its agent.

	GOLD FOR PHYSICAL DELIVERY	CONTRACTED GOLD SALE PRICE	VALUE OF COMMITTED SALES	MARK-TO- MARKET
30 JUNE 2012	OUNCES	\$/OZ	\$'000	\$'000
Within one year				
- Spot deferred contracts	44,708	1,536.40	68,689	(1,139)
- Fixed forward contracts	48,000	1,340.00	64,320	(11,936)
Between one and five years				
- Fixed forward contracts	70,750	1,441.98	102,020	(14,573)
	163,458		235,029	(27,648)

Spot gold price used to calculate mark-to-market \$1,561.873/oz

30 JUNE 2011

Within one year				
- Spot deferred contracts	91,497	1,421.64	130,076	2,168
- Fixed forward contracts	48,000	1,340.00	64,320	(4,675)
Between one and five years				
- Fixed forward contracts	58,750	1,340.00	78,725	(9,883)
	198,247		273,121	(12,390)

Spot gold price used to calculate mark-to-market \$1,398.147/oz

32. CONTINGENCIES

As at 30 June 2012, the Group did not have any contingent assets or liabilities (30 June 2011: nil).

CONSOLIDATED

2012
\$

2011
\$

33. AUDITOR'S REMUNERATION

AUDIT SERVICES

KPMG Australia

Audit and review of financial statements	135,000	166,180
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OTHER SERVICES

Other assurance services	-	-
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Taxation compliance services	24,086	14,090
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Total auditor's remuneration	159,086	180,270
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34. SUBSEQUENT EVENTS

Exercise of Options

Subsequent to year end, 837,673 ordinary shares have been issued as a result of the exercise of listed options for proceeds of \$697,197, net of transaction costs.

Acquisition of McPhillamys Gold Project

On 9 August 2012, the Company announced that it has executed a letter of agreement to acquire the McPhillamys Gold Project in the Bathurst region of New South Wales.

The agreement is with the joint venture owners of the project, Newmont Exploration Pty Ltd (51%), a subsidiary of Newmont Mining Corporation, and Alkane Resources Ltd (49%). The total consideration to be paid is \$150 million, to be allocated between Newmont and Alkane in their respective joint venture interests. The consideration payable to both parties will be satisfied by the issue of Regis shares. The number of shares to be issued will be calculated based on an issue price of \$4.20 per share, being the 45 trading day VWAP of Regis shares ending on the date of the letter of agreement.

The property to be acquired includes three exploration licences (including the gold resource), mining information, two freehold properties overlapping part of the project area and other minor plant and equipment.

The completion of the transaction is subject to the satisfaction within 90 days of a number of conditions precedent in the Regis offer.

Other than the matters discussed above, there has not arisen in the interval between the end of the financial year and the date of this Report any item, transaction or event of a material and unusual nature which in the opinion of the directors of the Group, has significantly affected or is likely to significantly affect:

- » the operations of the Group
- » the results of those operations, or
- » the state of affairs of the Group

in future financial years.

Directors' Declaration

In accordance with a resolution of the directors of Regis Resources Limited, I state that:

1. In the opinion of the directors:

- (a) The financial statements, notes and additional disclosures included in the directors' report designated as audited, of the Company and the consolidated entity are in accordance with the Corporations Act 2001, including:
 - (i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the financial year ended on that date; and
 - (ii) Complying with Accounting Standards and the Corporations Regulations 2001; and
- (b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the chief executive officer and chief financial officer for the financial year ended 30 June 2012.

3. The directors draw attention to Note 2(b) to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

On behalf of the board



Mr Mark Clark
Managing Director

Perth, 6 September 2012



Independent Auditor's Report

Independent auditor's report to the members of Regis Resources Limited

Report on the financial report

We have audited the accompanying financial report of Regis Resources Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2012, and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, notes 1 to 34 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the Group comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement whether due to fraud or error. In note 2(b), the directors also state, in accordance with Australian Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements of the Group comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Group's financial position and of its performance.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.



Independent Auditor's Report (continued)

Auditor's opinion

In our opinion:

- (a) the financial report of the Group is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2012 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 2(b).

Report on the remuneration report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with Section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with auditing standards.

Auditor's opinion

In our opinion, the remuneration report of Regis Resources Limited for the year ended 30 June 2012, complies with Section 300A of the *Corporations Act 2001*.

KPMG

Trevor Hart
Partner

Perth

6 September 2012

Tenement Information

GRANTED TENEMENTS

TENEMENT	% INTEREST	TENEMENT	% INTEREST	TENEMENT	% INTEREST	TENEMENT	% INTEREST
COLLURABBIE AREA		E38/1758	100%	L38/138	100%	M38/415	Earning 70%
E38/1104	100%	E38/1914	100%	L38/139	100%	M38/488	100%
E38/1938	100%	E38/1952	100%	L38/140	100%	M38/498	100%
E38/1939	80%	E38/1953	100%	L38/141	100%	M38/499	100%
E38/1940	75%	E38/1954	100%	L38/142	100%	M38/500	100%
E38/1941	75%	E38/1955	100%	L38/143	100%	M38/515	100%
E38/1944	100%	E38/1956	100%	L38/155	100%	M38/589	97%
E38/1945	100%	E38/1957	100%	L38/156	100%	M38/590	97%
E38/1946	100%	E38/1988	100%	L38/170	100%	M38/600	70%
E38/1947	100%	E38/1989	100%	L38/181	100%	M38/601	70%
E38/1948	100%	E38/1990	100%	L38/182	100%	M38/630	100%
E38/2298	100%	E38/1991	100%	L38/184	100%	M38/802	100%
E38/2681	100%	E38/1992	100%	L38/189	100%	M38/837	100%
P38/3354	100%	E38/1994	100%	L38/190	100%	M38/889	97%
P38/3355	100%	E38/1995	100%	L38/191	100%	M38/939	100%
P38/3356	100%	E38/1996	100%	L38/192	100%	M38/940	100%
P38/3357	100%	E38/1997	97%	L38/193	100%	M38/943	100%
P38/3358	80%	E38/1999	70%	L38/194	100%	M38/1091	80%
P38/3359	80%	E38/2001	100%	L38/201	100%	M38/1092	100%
P38/3360	80%	E38/2002	51%	L38/202	100%	M38/1096	100%
P38/3361	80%	E38/2003	100%	L38/203	100%	M38/1247	100%
P38/3362	80%	E38/2004	Earning 70%	L38/204	100%	M38/1249	100%
P38/3363	80%	E38/2005	80%	L38/212	100%	M38/1250	100%
P38/3365	90%	E38/2006	100%	L38/216	100%	M38/1251	100%
P38/3367	100%	E38/2243	100%	L38/217	100%	M38/1257	100%
P38/3369	75%	L38/20	100%	M38/114	100%	P38/2995	100%
P38/3370	75%	L38/26	100%	M38/237	100%	P38/3377	100%
P38/3372	100%	L38/29	100%	M38/250	100%	P38/3378	100%
P38/3373	100%	L38/30	100%	M38/262	100%	P38/3407	Earning 70%
P38/3375	80%	L38/47	100%	M38/283	100%	P38/3408	Earning 70%
P38/3835	100%	L38/49	100%	M38/292	100%	P38/3409	Earning 70%
		L38/73	100%	M38/302	100%	P38/3410	Earning 70%
		L38/85	100%	M38/303	100%	P38/3411	Earning 70%
DUKETON AREA		L38/116	100%	M38/316	100%	P38/3412	Earning 70%
E38/961	100%	L38/126	100%	M38/317	100%	P38/3413	Earning 70%
E38/965	100%	L38/127	100%	M38/319	100%	P38/3414	Earning 70%
E38/1046	100%	L38/128	100%	M38/341	100%	P38/3415	Earning 70%
E38/1096	100%	L38/129	100%	M38/343	100%	P38/3416	Earning 70%
E38/1098	100%	L38/131	100%	M38/344	100%	P38/3417	Earning 70%
E38/1101	100%	L38/133	100%	M38/352	100%	P38/3418	Earning 70%
E38/1133	100%	L38/134	100%	M38/354	100%	P38/3419	Earning 70%
E38/1260	100%	L38/135	100%	M38/407	100%	P38/3420	Earning 70%
E38/1406	100%	L38/136	100%	M38/413	Earning 70%	P38/3421	Earning 70%
E38/1566	100%	L38/137	100%	M38/414	Earning 70%	P38/3422	Earning 70%
E38/1689	100%						

Tenement Information (continued)

TENEMENT	% INTEREST	TENEMENT	% INTEREST	TENEMENT	% INTEREST	TENEMENT	% INTEREST
P38/3423	Earning 70%	P38/3470	100%	P38/3550	100%	P38/3741	100%
P38/3424	Earning 70%	P38/3471	100%	P38/3551	100%	P38/3742	100%
P38/3425	Earning 70%	P38/3472	100%	P38/3557	100%	P38/3814	100%
P38/3426	Earning 70%	P38/3473	100%	P38/3559	100%	P38/3815	100%
P38/3427	51%	P38/3474	100%	P38/3560	100%	P38/3816	100%
P38/3428	51%	P38/3475	100%	P38/3561	100%	P38/3838	100%
P38/3429	51%	P38/3476	100%	P38/3562	100%	P38/3877	100%
P38/3430	51%	P38/3478	100%	P38/3563	100%	P38/3878	100%
P38/3431	100%	P38/3480	100%	P38/3564	100%	P38/3879	100%
P38/3433	100%	P38/3481	100%	P38/3566	80%	P38/3906	100%
P38/3436	100%	P38/3482	100%	P38/3567	80%	P38/3928	100%
P38/3437	100%	P38/3485	100%	P38/3568	80%	P38/3941	100%
P38/3438	100%	P38/3486	100%	P38/3571	100%	P38/3942	100%
P38/3439	100%	P38/3487	100%	P38/3572	100%	P38/3943	100%
P38/3440	100%	P38/3508	100%	P38/3574	100%	P38/3944	100%
P38/3441	100%	P38/3509	100%	P38/3576	70%	P38/3949	100%
P38/3442	100%	P38/3510	100%	P38/3577	70%	P38/3950	100%
P38/3443	100%	P38/3511	100%	P38/3578	70%	P38/3953	100%
P38/3444	100%	P38/3512	100%	P38/3579	70%	P38/3954	100%
P38/3445	100%	P38/3513	100%	P38/3580	100%		
P38/3446	100%	P38/3514	100%	P38/3581	100%	TENEMENTS UNDER APPLICATION	
P38/3447	100%	P38/3515	100%	P38/3582	97%		
P38/3448	100%	P38/3521	100%	P38/3584	100%	COLLURABBIE AREA	
P38/3449	100%	P38/3525	100%	P38/3602	100%	E38/2682	100%
P38/3450	100%	P38/3526	100%	P38/3603	100%	E38/2683	100%
P38/3451	100%	P38/3527	100%	P38/3604	100%	DUKETON AREA	
P38/3452	100%	P38/3528	100%	P38/3605	100%	E38/2723	100%
P38/3453	100%	P38/3529	100%	P38/3606	100%	G38/29	100%
P38/3454	100%	P38/3530	100%	P38/3607	100%	G38/30	100%
P38/3455	100%	P38/3531	100%	P38/3629	97%	G38/31	100%
P38/3456	100%	P38/3532	100%	P38/3630	97%	G38/32	100%
P38/3457	100%	P38/3533	100%	P38/3631	97%	L38/219	100%
P38/3458	100%	P38/3534	100%	P38/3632	97%	L38/221	100%
P38/3459	100%	P38/3535	100%	P38/3633	97%	L38/222	100%
P38/3460	100%	P38/3536	100%	P38/3634	97%	P38/3996	100%
P38/3461	100%	P38/3538	100%	P38/3635	97%	P38/3997	100%
P38/3462	100%	P38/3539	100%	P38/3636	97%	P38/3998	100%
P38/3463	100%	P38/3542	100%	P38/3639	100%	P38/4027	100%
P38/3464	100%	P38/3543	100%	P38/3640	100%	P38/4038	100%
P38/3465	100%	P38/3544	100%	P38/3645	100%	P38/4039	100%
P38/3466	100%	P38/3545	100%	P38/3648	100%	P38/4040	100%
P38/3467	100%	P38/3547	100%	P38/3649	100%		
P38/3468	100%	P38/3548	100%	P38/3650	100%		
P38/3469	100%	P38/3549	100%	P38/3651	100%		

ASX Additional Information

As at 31 August 2012 the following information applied:

1. SECURITIES

(A) FULLY PAID ORDINARY SHARES

The number of holders of fully paid ordinary shares in the Company is 5,210. On a show of hands every holder of fully paid ordinary shares present or by proxy, shall have one vote. Upon a poll, each share shall have one vote. The distribution of holders of fully paid ordinary shares is as follows:

CATEGORY		NUMBER OF SHAREHOLDERS	NUMBER OF SHARES
Holding between	1-1,000 Shares	1,573	708,330
Holding between	1,001 - 5,000 Shares	1,716	4,724,507
Holding between	5,001 - 10,000 Shares	643	5,010,457
Holding between	10,001-100,000 Shares	754	22,866,004
Holding more than	100,001 Shares	185	420,057,167
		4,871	453,366,465
Holding less than	A marketable parcel	339	7,234

The Company's fully paid ordinary shares are quoted on the Australian Securities Exchange using the code RRL.

The top 20 shareholders are as follows:

NAME	NUMBER OF FULLY PAID ORDINARY SHARES HELD	PERCENTAGE INTEREST
Newmont Capital Pty Limited	73,908,223	16.30
HSBC Custody Nominees (Australia) Limited	59,923,647	13.22
J P Morgan Nominees Australia Limited	42,525,993	9.38
National Nominees Limited	35,559,069	7.84
Citicorp Nominees Pty Limited	23,537,149	5.19
Mr Ross Francis Stanley	17,000,000	3.75
Rollason Pty Ltd	13,389,671	2.95
JP Morgan Nominees Australia Limited <Cash Income A/C>	10,339,982	2.28
SHL Pty Ltd <S H Lee Family A/C>	10,017,087	2.21
Mr Mark John Clark	8,711,112	1.92
Mr Morgan Cain Hart	8,438,098	1.86
Rollason Pty Ltd <Giorgetta Super Plan A/C>	7,140,000	1.57
BNP Paribas Noms Pty Ltd <Master Cust DRP>	5,815,006	1.28
Zero Nominees Pty Ltd	5,530,000	1.22
Mutual Investments Pty Ltd <Mitchell Family Account>	5,500,000	1.21
Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	4,560,686	1.01
Newmont Mining Finance Pty Ltd	4,326,687	0.95
Plama Pty Ltd <Fena Superannuation Plan A/C>	3,798,401	0.84
Equity Trustees Limited <SGH20>	3,100,000	0.68
Mr Glyn Evans <Gvan Superannuation Plan A/C>	3,016,111	0.67
	346,136,922	76.35

ASX Additional Information (continued)

(B) OPTIONS MATURING 31 JANUARY 2014 OVER FULLY PAID ORDINARY SHARES

The number of holders of options maturing 31 January 2014 over fully paid ordinary shares issued by the Company is 91. Optionholders may attend and speak at general meetings of the Company. However, they do not have an entitlement to vote upon the business before the meeting either by show of hands or by poll. The distribution of holders of options is as follows:

CATEGORY		NUMBER OF OPTION HOLDERS	NUMBER OF OPTIONS
Holding between	1-1,000 Options	32	25,410
Holding between	1,001 - 5,000 Options	16	51,200
Holding between	5,001 - 10,000 Options	11	94,920
Holding between	10,001-100,000 Options	17	542,273
Holding more than	100,001 Options	10	5,037,545
		86	5,751,348
Holding less than	A marketable parcel	5	390

The Company's options maturing on 31 January 2014 over fully paid ordinary shares are quoted on the Australian Securities Exchange using the code RRLO.

The top 20 optionholders are as follows:

NAME	NUMBER OF OPTIONS HELD	PERCENTAGE INTEREST
Dalkeith Resources Pty Ltd <Dalkeith Resources S/F A/C>	1,333,000	23.18
Meerkat Nominees Pty Ltd <Rose Super Fund A/C>	1,200,000	20.86
Goffacan Pty Ltd	1,098,941	19.11
Mr Arthur David Thomas Dingle + Mrs Valerie Jean Dingle <Arvale Super Fund A/C>	370,969	6.45
HSBC Custody Nominees (Australia) Limited - GSCO ECA	300,000	5.22
Goffacan Pty Ltd <KMM Family A/C>	160,000	2.78
Farrah Group Pty Ltd <Farrah Group Unit A/C>	157,850	2.74
Merrill Lynch (Australia) Nominees Pty Limited	148,285	2.58
Roslyndale Nominees Pty Ltd	141,000	2.45
Various Holdings Pty Ltd <Dam Super Fund Account>	127,500	2.22
ABN Amro Clearing Sydney Nominees Pty Ltd <Custodian A/C>	68,752	1.20
Bart Superannuation Pty Limited <4F Investments Superfund A/C>	62,500	1.09
Mr Joseph Howard Davenport	55,000	0.96
Mrs Kristine Louise Berry	50,000	0.87
Mr John Stephen Nitschke	50,000	0.87
Third Reef Pty Ltd <Back Reef A/C>	50,000	0.87
CR Investments Pty Ltd	31,250	0.54
Mr Chris Robert Cannon	30,000	0.52
Dr Ron Ehrlich + Ms Ann Christine Wilson <Ehrlich Wilson S/Fund A/C>	25,000	0.43
Paradox Business Strategies Pty Ltd	20,000	0.35
	5,480,047	95.28

(C) OPTIONS MATURING 31 OCTOBER 2012 OVER FULLY PAID ORDINARY SHARES

The number of holders of options maturing 31 October 2012 over fully paid ordinary shares issued by the Company is 62. Optionholders may attend and speak at general meetings of the Company. However, they do not have an entitlement to vote upon the business before the meeting either by show of hands or by poll. The distribution of holders of options is as follows:

CATEGORY		NUMBER OF OPTION HOLDERS	NUMBER OF OPTIONS
Holding between	1-1,000 Options	38	19,510
Holding between	1,001 - 5,000 Options	4	13,905
Holding between	5,001 - 10,000 Options	0	0
Holding between	10,001-100,000 Options	6	214,837
Holding more than	100,001 Options	4	1,426,824
		52	1,675,076
Holding less than	A marketable parcel	10	604

The Company's options maturing on 31 October 2012 over fully paid ordinary shares are quoted on the Australian Securities Exchange using the code RRLOB.

The top 20 optionholders are as follows:

NAME	NUMBER OF OPTIONS HELD	PERCENTAGE INTEREST
Dalkeith Resources Pty Ltd	785,544	46.90
ABN Amro Clearing Sydney Nominees Pty Ltd <Custodian A/C>	295,881	17.66
Mr William Edward Mander	215,000	12.84
Citicorp Nominees Pty Limited	130,399	7.78
HSBC Custody Nominees (Australia) Limited A/C 2	69,071	4.12
31 May Pty Ltd	45,000	2.69
HSBC Custody Nominees (Australia) Limited - GSCO ECA	30,000	1.79
Merrill Lynch (Australia) Nominees Pty Ltd	30,000	1.79
Various Holdings Pty Ltd <Dam Super Fund Account>	25,000	1.49
Ms Barbara St Clair Matheson	15,766	0.94
Mr Simon Hammer	5,000	0.30
The Trust Company (Superannuation) Limited <AMG - Noel A Donovan A/C>	3,905	0.23
Ms Janelle Louise Bartlett	3,000	0.18
Mr Vincenzo Stagnitta	2,000	0.12
Mr Peter James Lee	850	0.05
Amanda Anagnostopoulos	750	0.04
Melissa Joyce Barlow	750	0.04
Steven Andrew Barlow	750	0.04
Lisa Jane Bowyer	750	0.04
Patrick Joseph Breen	750	0.04
	1,660,166	99.11

ASX Additional Information (continued)

(D) UNLISTED OPTIONS.

UNLISTED OPTIONS OVER FULLY PAID ORDINARY SHARES	NUMBER OF OPTION HOLDERS	NUMBER OF OPTIONS
Expiry 4 February 2014	1	90,000
Expiry 30 June 2014	4	750,000
Expiry 29 September 2014	24	2,600,000
Expiry 29 April 2015	7	950,000
Expiry 8 November 2015	3	1,075,000
Expiry 2 February 2016	1	250,000
Expiry 30 June 2016	38	1,285,000

Optionholders may attend and speak at general meetings of the Company. However, they do not have an entitlement to vote upon the business before the meeting either by show of hands or by poll.

2. SUBSTANTIAL SHAREHOLDERS

Substantial shareholders disclosed in substantial shareholder notices to the Company:

NAME	NUMBER OF FULLY PAID ORDINARY SHARES HELD
Newmont Capital Pty Ltd	73,908,223



ABN 28 009 174 761

Directors

Nick Giorgetta *(Chairman)*
Mark Clark *(Managing Director)*
Morgan Hart *(Executive Director)*
Ross Kestel *(Non-executive Director)*
Mark Okeby *(Non-executive Director)*

Company Secretary
Kim Massey

**Registered Office & Principal
Place of Business**
Level 1, 1 Alvan Street
SUBIACO WA 6008

Regis Resources Limited shares are
listed on the Australian Securities
Exchange (ASX). Code RRL.

Share Register

Computershare Investor Services
Pty Limited
GPO Box D182
PERTH WA 6840

Bankers

Macquarie Bank Limited
Level 4, Bishops See
235 St Georges Terrace
PERTH WA 6000

Auditors

KPMG
235 St Georges Terrace
PERTH WA 6000