

**FORM 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Regis Resources LimitedACN/ARSN 009 174 761**1. Details of substantial holder (1)**Name Newmont Mining Corporation ("Newmont") and each of the entities listed in Annexure A ("Associates")ACN/ARBN (if applicable) 099 065 997There was a change in the interests of the  
substantial holder on16 / 11 / 12

The previous notice was given to company on

09 / 12 / 11

The previous notice was dated

09 / 12 / 11**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous Notice |                  | Present Notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares         | 73,908,223      | 16.86%           | 97,212,729     | 19.76%           |
|                         |                 |                  |                |                  |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in the voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed                           | Nature of change (6) | Consideration given in relation to change (7)          | Class and number of securities affected | Person's votes affected    |
|----------------|------------------------------------------------------------------|----------------------|--------------------------------------------------------|-----------------------------------------|----------------------------|
| 16/11/2012     | Newmont and its Associates by operation of the Corporations Act. | Issue of shares      | Shares issued pursuant to the McPhillamys Gold Project | 18,214,286 ordinary shares              | Newmont and its Associates |
|                |                                                                  |                      |                                                        |                                         |                            |
|                |                                                                  |                      |                                                        |                                         |                            |

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest             | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)           | Class and number of securities | Person's votes                 |
|-----------------------------------------|---------------------------------|------------------------------------------------|-------------------------------------------|--------------------------------|--------------------------------|
| Newmont and its Associates (Annexure A) | Newmont Capital Pty Ltd         | Newmont Capital Pty Ltd                        | Beneficial holder and owner of the shares | 92,122,509 ordinary shares     | Newmont Capital Pty Ltd        |
| Newmont and its Associates (Annexure A) | Newmont Mining Finance Pty Ltd  | Newmont Mining Finance Pty Ltd                 | Beneficial holder and owner of the shares | 5,090,220 ordinary shares      | Newmont Mining Finance Pty Ltd |
|                                         |                                 |                                                |                                           |                                |                                |

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN | Nature of association |
|-------------------|-----------------------|
| N/A               |                       |
|                   |                       |

**6. Addresses**

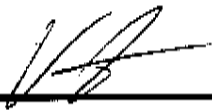
The addresses of persons named in this form are as follows:

| Name                           | Address                                                           |
|--------------------------------|-------------------------------------------------------------------|
| Regis Resources Ltd            | Level 1, Alvan Street, Subiaco, WA 6008                           |
| Newmont Mining Corporation     | 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA |
| Newmont Capital Pty Ltd        | Level 1, 388 Hay Street, Subiaco WA 6008                          |
| Newmont Mining Finance Pty Ltd | Level 1, 388 Hay Street, Subiaco WA 6008                          |

**Signature**

print name Newmont Australia Pty Ltd capacity Local Agent

sign here

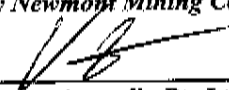
 date 20 / 11 / 12

## ANNEXURE A - NEWMONT ASSOCIATES

## Newmont Mining Corporation (ARBN 099 065 997)

*This is the Annexure of 5 pages marked "A" referred to in Form 604 – "Notice of change of interests of substantial shareholder" by Newmont Mining Corporation, signed and dated 20/11/2012.*

Signed

  
**Newmont Australia Pty Ltd**  
**Local Agent**  
**Newmont Mining Corporation**

Dated: 20/11/2012

## PART A

**Company Name****Place of Incorporation**

|                                            |                  |
|--------------------------------------------|------------------|
| Battle Mountain Gold Company               | Nevada           |
| Battle Mountain Resources Inc.             | Nevada           |
| Butterpot Resources ULC                    | British Columbia |
| Con Exploration Ltd.                       | British Columbia |
| Dafrico (Overseas) Limited                 | Cyprus           |
| Dawn Mining Company LLC                    | Delaware         |
| Elko Land and Livestock Company            | Nevada           |
| Euronimba Liberia Limited                  | Liberia          |
| Euronimba Ltd                              | Jersey           |
| Euronimba UK Limited                       | United Kingdom   |
| European Gold Refineries Holding, SA       | Switzerland      |
| Fronteer de Mexico S.A. de C.V.            | Mexico           |
| Fronteer Development (USA) Inc.            | Delaware         |
| Fronteer Development LLC                   | Delaware         |
| Fronteer Holdings Inc.                     | Cayman Islands   |
| Fronteer Royalty LLC                       | Delaware         |
| Gold Discovery Company                     | Cayman Islands   |
| Hope Bay Mining Ltd.                       | British Columbia |
| Hospah Coal Company                        | Delaware         |
| Idarado Legacy, LLC                        | Colorado         |
| Idarado Mining Company                     | Delaware         |
| Minera BMG                                 | Nevada           |
| Minera Chaupiloma dos de Cajamarca, S.R.L. | Peru             |
| Minera El Bermejil, S. de R. L. de C.V.    | Mexico           |
| Minera La Zanja S.R.L.                     | Peru             |
| Minera Los Tapados S.A.                    | Peru             |
| Minera Newmont (Chile) Limitada            | Chile            |
| Minera Ninobamba S.R.L.                    | Peru             |
| Minera Penmont S. de R.L. de C.V.          | Mexico           |
| Minera Yanacocha S.R.L.                    | Peru             |
| Miramar Gold Corporation                   | Nevada           |
| Miramar HBG Inc.                           | Quebec           |
| Miramar Northern Mining Ltd.               | British Columbia |
| Moydow Limited                             | Ghana            |
| N.I. Limited                               | Bermuda          |
| Nevada Eagle Resources LLC                 | Nevada           |
| New Verde Mines LLC                        | Delaware         |
| Newmont (Guyana) Incorporated              | Guyana           |
| Newmont (Uzbekistan) Limited               | Cyprus           |
| Newmont Australia Investment Limited       | Delaware         |
| Newmont Bolivia Limited                    | Nevada           |
| Newmont Canada Corporation                 | Nova Scotia      |
| Newmont Canada Holdings ULC [New-Amalco]   | British Columbia |
| Newmont Capital Limited                    | Nevada           |
| Newmont de Mexico, S.A. de C.V.            | Mexico           |
| Newmont FH B.V.                            | Netherlands      |

|                                               |                  |
|-----------------------------------------------|------------------|
| Newmont Ghana Gold Limited                    | Ghana            |
| Newmont Global Employment Limited Partnership | Bermuda          |
| Newmont Gold Company                          | Delaware         |
| Newmont Golden Ridge Limited                  | Ghana            |
| Newmont GTR LLC                               | Nevada           |
| Newmont Holdings ULC                          | Nova Scotia      |
| Newmont Indonesia Investment Limited          | Delaware         |
| Newmont Indonesia Limited                     | Delaware         |
| Newmont International Group BV                | Netherlands      |
| Newmont International Services Limited        | Delaware         |
| Newmont Investment Holdings LLC               | Delaware         |
| Newmont Kazakhstan Gold Limited               | Delaware         |
| Newmont LaSource SAS                          | France           |
| Newmont Latin America Limited                 | Delaware         |
| Newmont McCoy Cove Limited                    | Nevada           |
| Newmont Midas Holdings Limited                | Nevada           |
| Newmont Midas Operations Inc.                 | Nevada           |
| Newmont Mineral Holdings B.V.                 | Netherlands      |
| Newmont Mines Limited                         | Delaware         |
| Newmont Mining B.C. ULC                       | British Columbia |
| Newmont Mining Corporation                    | Delaware         |
| Newmont Mining Corporation of Canada Limited  | British Columbia |
| Newmont NE Holdings Subco Limited             | British Columbia |
| Newmont Nevada Energy Investment LLC          | Delaware         |
| Newmont North America Exploration Limited     | Delaware         |
| Newmont Northern Mining ULC                   | British Columbia |
| Newmont Nova Scotia ULC                       | Nova Scotia      |
| Newmont Nusa Tenggara Holdings B.V.           | Netherlands      |
| Newmont Overseas Exploration Limited          | Delaware         |
| Newmont Peru Limited                          | Delaware         |
| Newmont Peru S.R.L.                           | Peru             |
| Newmont Realty Company                        | Delaware         |
| Newmont Scholarship Foundation                | Colorado         |
| Newmont Second Capital Corporation            | Delaware         |
| Newmont Services U.K. Limited                 | United Kingdom   |
| Newmont Technologies Limited                  | Nevada           |
| Newmont USA Limited                           | Delaware         |
| Newmont Ventures Limited                      | Delaware         |
| Newmont Waihi Gold Limited                    | New Zealand      |
| NeXtech Drilling Ltd.                         | Alberta          |
| Normandy Company (Malaysia) Sdn Bhd           | Malaysia         |
| Normandy Overseas Holding Company Sdn Bhd     | Malaysia         |
| Nusa Tenggara Partnership B.V.                | Netherlands      |
| Nusa Tenggara Partnership, VOF                | Netherlands      |
| NVL (Guinee) SARL                             | Guinea           |
| NVL (USA) Limited                             | Delaware         |
| NVL Argentina S.R.L.                          | Argentina        |
| NVL Burkina Faso SARL                         | Burkina Faso     |
| NVL Caucasus Limited LLC                      | Armenia          |
| NVL Cote d'Ivoire, SARL                       | Cote d'Ivoire    |
| NVL Haiti Limited S.A.                        | Haiti            |
| NVL PNG Limited                               | Papua New Guinea |
| NVL Saramacca Mining LLC                      | Delaware         |
| NVL Solomon Islands Limited                   | Solomon Islands  |
| Orcana Resources Inc.                         | Nevada           |
| Pittston Nevada Gold Company, Ltd.            | Nevada           |
| PT Newmont Minahasa Raya                      | Indonesia        |
| PT Newmont Nusa Tenggara                      | Indonesia        |
| PT Newmont Pacific Nusantara                  | Indonesia        |

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|                                         |                  |
|-----------------------------------------|------------------|
| Resurrection Mining Company             | Delaware         |
| San Juan Basin Coal Holding Company     | Delaware         |
| Santa Fe Pacific Gold Corporation       | Delaware         |
| Silidor Mines Inc.                      | Quebec           |
| Societe Des Mines de Fer de Guinee S.A. | Guinea           |
| Societe Miniere de Sabodala             | Senegal          |
| Suriname Gold Company, LLC              | Delaware         |
| Talapoosa Mining Inc.                   | Nevada           |
| Valcambi SA                             | Switzerland      |
| Vol Mines Limited                       | British Columbia |
| Waihi Gold Company Limited              | New Zealand      |

**PART B*****Company Name******Place of Incorporation***

|                                                                |                              |
|----------------------------------------------------------------|------------------------------|
| Australian Gold Alliance Pty Ltd                               | South Australia              |
| Australian Metals Corporation Pty Ltd                          | Western Australia            |
| Clynton Court Pty Ltd (subject to deed of company arrangement) | Victoria                     |
| Eagle Mining Pty Ltd                                           | Western Australia            |
| GMK Investments Pty Ltd                                        | South Australia              |
| Goldfields Power Pty Ltd                                       | Western Australia            |
| Great Central Holdings Pty Ltd (in liquidation)                | Victoria                     |
| Great Central Investments Pty Ltd (in liquidation)             | Victoria                     |
| Great Central Mines Pty Ltd (in liquidation)                   | Western Australia            |
| Hampton Australia Limited (in liquidation)                     | Western Australia            |
| Hunter Resources Pty Ltd                                       | Queensland                   |
| Kalgoorlie Consolidated Gold Mines Pty Ltd                     | Western Australia            |
| Kalgoorlie Lake View Pty Ltd                                   | Victoria                     |
| Kepala Burung Offshore Pty Ltd                                 | Victoria                     |
| Macapa Pty Ltd (in liquidation)                                | Western Australia            |
| Matlock Castellano Pty Ltd (in liquidation)                    | Western Australia            |
| Matlock Mining Pty Ltd (in liquidation)                        | Western Australia            |
| National Shareholder Services Pty Ltd                          | Western Australia            |
| Newmont AP Power Pty Ltd                                       | Western Australia            |
| Newmont Asia Pty Ltd                                           | South Australia              |
| Newmont Australia Holdings Pty Ltd                             | Victoria                     |
| Newmont Australia Pty Ltd                                      | Victoria                     |
| Newmont Australia Superannuation Plan Pty Ltd                  | South Australia              |
| Newmont Boddington Gold Pty Ltd                                | Western Australia            |
| Newmont Boddington Holdings Pty Ltd                            | South Australia              |
| Newmont Boddington Investments Pty Ltd                         | South Australia              |
| Newmont Boddington Pty Ltd                                     | South Australia              |
| Newmont Capital Pty Ltd                                        | New South Wales              |
| Newmont Exploration Pty Ltd                                    | Victoria                     |
| Newmont Finance Pty Ltd                                        | South Australia              |
| Newmont GMK Holdings Pty Ltd                                   | Western Australia            |
| Newmont Gold Exploration Pty Ltd (in liquidation)              | Western Australia            |
| Newmont Gold Marketing & Finance Pty Ltd                       | South Australia              |
| Newmont Gold Pty Ltd                                           | Western Australia            |
| Newmont Golden Grove Operations Pty Ltd                        | Western Australia            |
| Newmont GRPL Pty Ltd (in liquidation)                          | Western Australia            |
| Newmont International Exploration Pty Ltd                      | South Australia              |
| Newmont International Holdings Pty Ltd                         | South Australia              |
| Newmont Kaltails Pty Ltd                                       | Victoria                     |
| Newmont Landco Pty Ltd                                         | Western Australia            |
| Newmont Metals Pty Ltd                                         | Australian Capital Territory |
| Newmont Mining Finance Pty Ltd                                 | Australian Capital Territory |
| Newmont Mining Holdings Pty Ltd                                | South Australia              |
| Newmont Mining Services Pty Ltd                                | South Australia              |
| Newmont NGL Holdings Pty Ltd                                   | Northern Territory           |
| Newmont Pacific Energy Pty Ltd                                 | Western Australia            |
| Newmont Pacific Pty Ltd (in liquidation)                       | New South Wales              |
| Newmont Pajingo Pty Ltd                                        | Western Australia            |
| Newmont Power Pty Ltd                                          | South Australia              |
| Newmont Tanami Pty Ltd                                         | South Australia              |
| Newmont Wiluna Gold Pty Ltd                                    | Queensland                   |
| Newmont Wiluna Metals Pty Ltd (in liquidation)                 | Western Australia            |
| Newmont Wiluna Mines Pty Ltd (in liquidation)                  | Western Australia            |
| Newmont Woodcutters Pty Ltd                                    | New South Wales              |
| Newmont Yandal Operations Pty Ltd                              | Victoria                     |
| Norkal Pty Ltd (in liquidation)                                | Western Australia            |
| North Kalgurli Mines Pty Ltd                                   | Western Australia            |
| NP Kalgoorlie Pty Ltd                                          | South Australia              |
| Otter Gold Mines Pty Ltd                                       | Victoria                     |
| Otter Gold Pty Ltd                                             | New South Wales              |

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Pacific-Nevada Mining Pty Ltd  
Quotidian No 117 Pty Ltd (in liquidation)  
Saddleback Investments Pty Ltd  
Wirralie Gold Mines Pty Ltd  
Yandal Gold Holdings Pty Ltd  
Yandal Gold Pty Ltd

Australian Capital Territory  
New South Wales  
Western Australia  
Queensland  
Victoria  
Victoria