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25 October 2022

Dear Shareholder

REGIS RESOURCES LIMITED - ANNUAL GENERAL MEETING NOTICE AND PROXY FORM

Regis Resources Limited (ASX:RRL) will be holding its Annual General Meeting at **10am (AWST) on Thursday 24 November 2022 at Perth Convention and Exhibition Centre, Level 2, Meeting Room 7, 21 Mounts Bay Road, Perth Western Australia** and virtually via the Computershare Meeting Platform (“Meeting”).

Notice of Meeting

In accordance with the provisions of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company’s website at <https://regisresources.com.au/> or ASX at <https://www2.asx.com.au/markets/company/RRL>.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company’s share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Hybrid Meeting

The Board has made the decision that it will hold a hybrid Meeting. Shareholders can participate in the meeting online by the following link <https://meetnow.global/ML5URX9>. Please refer to Computershare’s “Online Meeting Guide” www.computershare.com.au/virtualmeetingguide for step by step information about accessing the online platform and participating in the Meeting.

Shareholders can participate in person at 10am (AWST) Perth Convention and Exhibition Centre, Level 2, Meeting Room 7, 21 Mounts Bay Road, Perth Western Australia. Shareholders who attend in person must comply with any social distancing measures in place.

Proxy voting

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting. Shareholders can lodge their vote by going to www.investorvote.com.au and logging in with the Control Number : 181590, your unique shareholder identification number (SRN/HIN) and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form. Your proxy form must be received by 10am (AWST) on Tuesday, 22 November 2022 being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

Questions for the Meeting

Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at enquiries@regisresources.com by 5.00pm (WST) on Tuesday, 22 November 2022. Shareholders who physically attend the Meeting will also have the opportunity to submit questions during the Meeting. Shareholders who attend the Meeting via the virtual online platform will also have the opportunity to submit questions during the Meeting.

Communication with Shareholders

If the Company makes any alternative arrangements to the way in which the meeting is held, Shareholders will be notified by way of announcement on ASX and the details will also be made available on our website at <https://regisresources.com.au/>.

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please contact the Company's share registry, Computershare, at www.computershare.com.au/easyupdate/rri.

If you would like to lodge any questions prior to the Meeting, or have any problems accessing any of the Meeting documents, please contact the Company Secretary via email at enquiries@regisresources.com or on +61 8 9442 2200.

Ms Elena Macrides
Company Secretary
Regis Resources Limited



ABN 28 009 174 761

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

24 November 2022

Time of Meeting

10am AWST

Place of Meeting

Perth Convention and Exhibition Centre
Level 2, Meeting Room 7
21 Mounts Bay Road
Perth Western Australia

<https://www.pcec.com.au/attend/getting-to-pcec/>

and

Virtual Online Platform via computer using URL <https://meetnow.global/ML5URX9>

More information about online participation is available in the Annual General Meeting Online Guide at: www.computershare.com.au/virtualmeetingguide.

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

Please read this Notice and Explanatory Memorandum carefully.

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

REGIS RESOURCES LIMITED

ABN 28 009 174 761

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Regis Resources Limited ABN 28 009 174 761 will be held at Perth Convention and Exhibition Centre Level 2, Meeting Room 7, 21 Mounts Bay Road, Perth Western Australia and online via computer using URL <https://meetnow.global/ML5URX9> on 24 November 2022 at 10am AWST for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Meeting will be held as a hybrid meeting. Subject to any restrictions that may be imposed as a result of the COVID-19 pandemic, all Shareholders are entitled to attend the Meeting at the time, date and place set out above and vote in person. The Company will comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to any COVID-19 protocols in place at the time of the Meeting.

The Company is pleased to also provide shareholders with the opportunity to attend and participate in the Meeting through Computershare Online Meeting Platform. Pursuant to this platform, Shareholders will be able to watch, listen, ask questions and vote online. If you are a Shareholder and you wish to attend and vote at the Meeting through this platform, please follow the instructions set out in the Notice.

NOTICE OF RIGHTS OF SHAREHOLDERS IN CONNECTION WITH CERTAIN DOCUMENTS

Recent legislative changes to the Corporations Act mean there are new options available to Shareholders as to how you receive communications from the Company.

The Company will no longer be sending physical meeting documents unless you, as a Shareholder, request a copy to be posted.

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

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

Shareholders who would like a physical copy of a communication, need further information about the options available to Shareholders or have questions about their holding, please visit www.computershare.com.au/easyupdate/rrl or contact the Company's share registry:

Computershare Investor Services Pty Limited
Postal Address: GPO Box 2975 Melbourne, VIC 3001

Telephone (within Australia): 1300 850 505
Telephone (outside Australia): +61 3 9415 4000
Email: web.queries@computershare.com.au
Website: www.investorcentre.com/contact

AGENDA

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2022, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

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

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

"That the Remuneration Report for the year ended 30 June 2022 as set out in the 2022 Annual Report be adopted."

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

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

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

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

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

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

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

2 Resolution 2 – Re-election of Mrs Fiona Morgan as a Director

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

"That Mrs Fiona Morgan, who retires in accordance with clause 12.7(a) of the Constitution and, being eligible for re-election, be re-elected as a Director."

3 Resolution 3 – Approval of the Plan

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

"That, pursuant to and in accordance with Listing Rule 7.2, Exception 13(b) and for all other purposes, Shareholders approve the issue of securities under the Plan for Eligible Participants (as that term is defined in the Plan), known as the "Incentive Plan", a summary of the rules of which are set out in the Explanatory Memorandum, as an exception to Listing Rule 7.1."

Voting exclusion statement:

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

- (a) a person who is eligible to participate in the employee incentive scheme; or
- (b) an Associate of those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides;
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

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

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

4 Resolution 4 – Approval of potential termination benefit in relation to securities issued pursuant to the Plan

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

“Subject to the passing of Resolution 3, that for the purposes of Listing Rule 10.19 and Part 2D.2 of the Corporations Act, and for all other purposes, approval be given for the giving of benefits to any current or future person holding a managerial or executive office in the Company or a related body corporate in connection with that person ceasing to hold that managerial or executive office as a result of the terms of the Plan as set out in the Explanatory Memorandum.”

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

- (a) an officer of the Company or any of its child entities (as defined in the Listing Rules) who is entitled to participate in a termination benefit; and
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and*
- (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

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

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

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

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

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

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

“That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the grant of up to 120,322 Short Term Incentive Performance Rights to Mr Jim Beyer, Managing Director of the Company (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Memorandum.”

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

- (a) *a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or*
- (b) *an Associate of that person.*

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

- (a) *a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or*
- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and*
 - (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

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

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

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

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

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

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

“That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the grant of up to 664,763 Long Term Incentive Performance Rights to Mr Jim Beyer, Managing Director of the Company (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Memorandum.”

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

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of that person.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

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

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

OTHER BUSINESS

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

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

By order of the Board

Elena Macrides
Company Secretary

Dated: 25 October 2022

How to vote

Shareholders can vote by either:

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

Attending and voting in person (or by attorney)

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

Attending and voting online

Shareholders, or their attorneys, who wish to participate online may do so by the following link:

<https://meetnow.global/ML5URX9>

If you choose to participate in the Meeting online, registration will be open at 9:30am (AWST).

You can log in to the Meeting by entering following URL in your computer browser, tablet or mobile device:

<https://meetnow.global/ML5URX9>

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below;

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'. You can view the meetings live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Attending the Meeting online enables Shareholders to view the Meeting live and to submit text-based questions or to ask questions orally in relation to the business of the Meeting. Further details on how to ask questions during the Meeting will be provided when you login to the Meeting via the Computershare Meeting Solution platform. Shareholders will also be able to cast votes in the real time poll, at the appropriate time. Please note that if you join the Meeting online as a Shareholder and vote using the Computershare Meeting Solution platform, any proxy vote previously lodged will not be entitled to vote on the Resolution. To vote during the online Meeting you will need to use the voting button in the Computershare Meeting Solution platform at the time the Chair calls a poll.

Questions at the meeting

Please note, only Shareholders may ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the Meeting.

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting.

We ask that all pre-Meeting questions be received by the Company no later than 2 business days before the date of the Meeting, being 5pm AWST Tuesday, 22 November 2022. Any questions should be directed to enquiries@regisresources.com.

Voting by a Corporation

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

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy

may only vote on Resolution 1, 3, 4, 5 and 6 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

- Should any Resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that Resolution as they think fit.
 - If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
 - Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
 - To be effective, proxies must be received by 10am (AWST time) on 22 November 2022. Proxies received after this time will be invalid.
 - Proxies may be lodged using any of the following methods:
 - by returning a completed Proxy Form in person or by post using the pre-addressed envelope provided with this Notice to:
Share Registry: Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, VIC 3001;
- or
- by faxing a completed Proxy Form to 1800 783 447 within Australia or +61 3 9473 2555 outside Australia;
- or
- by recording the proxy appointment and voting instructions via the internet at www.investorvote.com.au. Only registered Shareholders may access this facility and will need their Holder Identification Number

(HIN) or Securityholder Reference Number (SRN).

or

- For Intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intentions.

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10am (AWST time) on 22 November 2022. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (AWST time) on 22 November 2022.

REGIS RESOURCES LIMITED

ABN 28 009 174 761

EXPLANATORY MEMORANDUM

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

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

Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2022, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

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

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

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

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor by the Company in relation to the conduct of the audit.

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

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

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2022 Annual Report be adopted. The Remuneration Report is set out in the Company's 2022 Annual Report and is also available on the Company's website (<https://regisresources.com.au/>).

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

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2021 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 25 November 2021. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

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

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

Voting

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

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

2 Resolution 2 – Re-election of Mrs Fiona Morgan as a Director

Pursuant to Clause 12.7(a) of the Company's Constitution, Mrs Fiona Morgan, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

2.1 Qualifications

Mrs Fiona Morgan is a Chartered Professional Engineer with over 29 years' experience in the mining industry, including working on gold, nickel, coal and iron ore projects. Mrs Fiona Morgan is the former Managing Director and Chief Executive Officer of Mintrex Pty Ltd, a highly regarded and longstanding consulting engineering company which has successfully undertaken a broad suite of technical services to Australian and international clients developing resource projects. She has wide ranging experience in operations and project management, maintenance, research and design of both underground and surface mining infrastructure.

Mrs Fiona Morgan is a Fellow of the Institution of Engineers Australia, a Fellow of the Australasian Institute of Mining and Metallurgy and a graduate member of the Australian Institute of Company Directors. She is Chair of the Risk, Safety, Environment and Community Committee.

2.2 Other material directorships

Mrs Fiona Morgan also served on the Board of Mintrex Pty Ltd until 30 June 2022. During the past three years, Ms Fiona Morgan has not served as a director of any other ASX listed company.

2.3 Independence

Mrs Fiona Morgan was appointed to the Board on 18 November 2016. The Board considers that Mrs Fiona Morgan, if re-elected, will be classified as an independent director.

2.4 Board recommendation

Based on Mrs Fiona Morgan's relevant experience and qualifications, in particular Mrs. Fiona Morgan's operational experience in engineering management and construction, the members of the Board, in the absence of Mrs Fiona Morgan, support the re-election of Mrs Fiona Morgan as a Director of the Company.

3 Resolution 3 – Approval of the Plan

The Directors considered that it was desirable to establish an executive incentive plan pursuant to which eligible employees, service providers and Directors (with the exception of non-executive directors) (**Eligible Participants**) may be offered the opportunity to subscribe for Equity Securities in the form of Shares, Options and/or Performance Rights (together, the **Incentives**) in order to increase the range of potential incentives available to them and to strengthen links between the Company and its Eligible Participants and accordingly adopted the Incentive Plan, which is now being amended to reflect changes to the relevant regulations (**Plan**). A summary of the Plan is set out in Annexure A.

The Plan is designed to provide incentives to Eligible Participants and to recognise their contribution to the Company's success. Under the Company's current circumstances, the Directors consider that issuing Incentives to Eligible Participants is a cost effective and efficient method for the Company, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure Eligible Participants who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The Plan is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

Shareholder approval is required if any issue of Incentives pursuant to the Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 on the number of securities which may be issued without Shareholder approval. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme that has been approved by the holders of ordinary securities within three years of the date of issue.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan.

Under the Plan, the Board may offer to Eligible Participants the opportunity to subscribe for such number of Incentives on the terms set out in the rules of the Plan, a summary of which is set out in Annexure A to this Explanatory Memorandum. Incentives will be offered to Participants in the Plan on the basis of the Board's view of the contribution of the Eligible Participant to the Company.

The maximum number of Incentives that can be issued under the Plan following Shareholder approval is 37,000,000. Once this number is reached the Company will need to seek fresh approval from Shareholders if the subsequent issue of Incentives is to fall within Listing Rule 7.2 Exception 13.

If the Resolution is passed, the Company will be able to issue Incentives under the Plan up the maximum number set out in this Notice. In addition, those issues of Incentives will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If the Resolution is not passed, the Company will be able to proceed to issue Incentives under the Plan, however the issue of those Incentives will not fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 and therefore effectively decreasing the number of Equity Securities which may be issued without Shareholder approval.

In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the following information is provided to Shareholders:

- (a) a summary of the terms of the Plan is set out in Annexure A of this Explanatory Memorandum;
- (b) a previous version of the Plan was approved by Shareholders at the annual general meeting on 26 November 2019. Under that Plan, 1,002,268 Shares and 2,570,600 Performance Rights were issued to Eligible Participants;

- (c) the maximum number of Incentives able to be issued under the Plan following approval of this Resolution is 37,000,000; and
- (d) a voting exclusion statement has been included in the Notice for the purposes of this Resolution.

4 Resolution 4 – Approval of potential termination benefit in relation to securities issued pursuant to the Plan

Subject to Shareholder approval of Resolution 3, Shareholder approval is also sought for all purposes of Part 2D.2 of the Corporations Act and ASX Listing Rule 10.19 to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum. If Resolution 3 is not approved at the Meeting, Resolution 4 will be of no effect.

Under the Plan, if the vesting or exercise of Incentives under the Plan, when aggregated with any other benefits payable to a person in connection with their cessation of employment or engagement with the Company or a related body corporate has not been approved by Shareholders or is not permitted by law, then the number of Incentives that vest or are exercised is automatically reduced to the maximum number of Incentives permitted to vest or be exercised at law and under the Listing Rules upon cessation of employment.

The term "benefit" has a wide operation and would also include any automatic and accelerated vesting of Incentives upon termination or cessation of employment in accordance with their terms. This would include any exercise of the discretion by the Board to waive the Vesting Conditions attaching to the Incentives (in the form of STIPRs and LTIPRs, as defined below) that are proposed to be granted under the Plan to Mr Jim Beyer (or his nominee(s)) pursuant to Resolutions 5 and 6.

The exercise of the above discretion by the Board may constitute a "benefit" for the purposes of section 200B of the Corporations Act and ASX Listing Rule 10.19. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Incentives under the Plan at the time of their leaving.

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's share price at the time of vesting and the number of Incentives that will vest. The following additional factors may also affect the benefit's value:

- (a) the Eligible Participant's length of service and the status of the vesting conditions attaching to the relevant Incentives at the time the Eligible Participant's employment or office ceases; and
- (b) the number of unvested Incentives that the Eligible Participant holds at the time they cease employment or office.

4.1 Part 2D.2 of the Corporations Act

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate, unless an exception applies.

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

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

4.2 Listing Rule 10.19

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**). Accordingly, Shareholder approval is being sought on the basis that, if Resolution 4 is passed, officers of the Company may be entitled to termination benefits under the Plan which exceed the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if the giving of the benefits would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19.

If the Resolution is passed, the Company will be able to give termination benefits which may exceed the 5% Threshold to any current or future person holding a managerial or executive office in the Company or a related body corporate in connection with that person ceasing to hold that managerial or executive office in accordance with the rules of the Plan.

If the Resolution is not passed, the Company will not be able to give termination benefits to any current or future person holding a managerial or executive office in the Company or a related body corporate in connection with that person ceasing to hold that managerial or executive office in accordance with the rules of the Plan where those termination benefits exceed the 5% Threshold.

The Chairman intends to vote all available proxies in favour of this Resolution.

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

Resolutions 5 and 6 relate to the grant of Short Term Incentives in the form of Performance Rights (**STIPRs**) (in the case of Resolution 5) and Long Term Incentives in the form of Performance Rights (**LTIPRs**) (in the case of Resolution 6) to Mr Jim Beyer (or his nominee(s)) pursuant to the Plan.

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

5.1 Issue of STIPRs

Pursuant to Resolution 5, the Company proposes to grant a total of up to 120,322 STIPRs to Mr Jim Beyer (or his nominee(s)) under the Plan. The STIPRs will automatically vest on 1 July 2023 subject only to Mr Jim Beyer being an employee of the Company at that time. Subject to the satisfaction of that condition and to any adjustments in accordance with the rules of the Plan (e.g. upon a reorganisation of capital), Mr Jim Beyer (or his nominee(s)) will be entitled to receive one Share (or the cash equivalent) for each STIPR that vests. The Company notes that:

- (a) Mr Jim Beyer's short term incentive award for the year ended 30 June 2022 was \$342,300. The STIPRs proposed to be issued to Mr Jim Beyer represent 50% of this award and form part of

Mr Jim Beyer's remuneration package; the remaining 50% of the short term incentive award was paid in cash.

- (b) The terms and conditions of the STIPRs are set out in Annexure B to this Explanatory Memorandum.
- (c) If Shareholders approve Resolution 5, the STIPRs will be granted in accordance with the rules of the Plan.
- (d) If Shareholders do not approve the proposed issue of the STIPRs to Mr Jim Beyer (or his nominee(s)) under Resolution 5, the issue will not proceed. The Board will provide a cash payment to Mr Jim Beyer if this Resolution is not approved.

5.2 Issue of LTIPRs

Similarly, pursuant to Resolution 6, the Company proposes to grant a total of up to 664,763 LTIPRs to Mr Jim Beyer (or his nominee(s)) under the Plan. The LTIPRs are subject to Vesting Conditions which will trigger the vesting of those depending on whether Mr Jim Beyer achieves the respective 'threshold' and 'target' levels of performance. The threshold level is the minimum performance required and the target level includes a straight-line pro-rata between the threshold and the maximum target (being the stretch target) of the securities vesting.

The Vesting Conditions will be tested by the Board after the end of a three-year performance period ending 30 June 2025. The Board's decision as to the satisfaction of the performance or any other vesting conditions may be made in its absolute discretion and any such decision will be final and binding.

The Company notes that:

- (a) The terms and conditions of the LTIPRs are set out in Annexure C to this Explanatory Memorandum.
- (b) If Shareholders approve Resolution 6, the LTIPRs will be granted in accordance with the rules of the Plan.
- (c) If Shareholders do not approve the proposed issue of the LTIPRs to Mr Jim Beyer (or his nominee(s)) under Resolution 6, the issue will not proceed. The Board will need to consider alternative remuneration arrangements which may include cash payment.

5.3 Related Party Transactions Generally

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

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision;
or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

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

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

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

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

- (a) the remuneration of the Directors;
- (b) the extensive experience and reputation of Mr Jim Beyer within the mining industry;
- (c) the current price of Shares;
- (d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of LTIPRs and STIPRs to be granted and will ensure that Mr Jim Beyer's overall remuneration is in line with market practice; and
- (e) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STIPRs and LTIPRs upon the terms proposed.

5.4 Mr Jim Beyer's total remuneration package

Mr Jim Beyer's fees per annum (including superannuation) and the total financial benefit to be received by him in this current period, as a result of the grant of the STIPRs and LTIPRs the subject of Resolutions 5 and 6, is \$2,232,090 calculated as follows:

Component	Cash	Incentives (\$ value based on 5 day VWAP 28 September 2022 \$1.422)
Total Fixed Remuneration (TFR)	\$945,000	
STI Award 2022	\$171,045	\$171,045
Max Potential LTI Award		\$945,000
TOTAL	\$1,116,045	\$1,116,045

5.5 Directors' recommendation

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

5.6 Information Requirements – Listing Rules 10.14 and 10.15

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

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.12); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

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

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

If either or both Resolutions 5 and 6 are not passed, the Company will not grant the relevant STIPRs and LTIPRs to Mr Jim Beyer (or his nominee(s)) and the Company may need to consider alternative ways to remunerate Mr Jim Beyer, including by the payment of cash.

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

- (a) the STIPRs (in case the case of Resolution 5) and the LTIPRs (in the case of Resolution 6) will be granted to Mr Jim Beyer (or his nominee(s)), as noted above;
- (b) Mr Jim Beyer is a Director, and therefore a Listing Rule 10.14.1 party;
- (c) up to 120,322 STIPRs and up to 664,763 LTIPRs will be granted to Mr Jim Beyer (or his nominee(s));
- (d) Mr Jim Beyer is a Director of the Company and the issue the subject of Resolutions 5 and 6 is intended to remunerate or incentivise Mr Jim Beyer, whose current total remuneration package is set out above in paragraph 5.4;
- (e) no securities have previously issued to Mr Jim Beyer (or his nominee(s)) under the Plan;
- (f) the terms and conditions of the STIPRs and LTIPRs are set out in Annexure B and Annexure C to this Explanatory Memorandum respectively;
- (g) the STIPRs and LTIPRs will be granted on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (h) the Company has chosen to issue securities in the form of the STIPRs (in the case of Resolution 5) and LTIPRs (in the case of Resolution 6) to attract and ensure continuity of service of Mr Jim Beyer, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STIPRs and LTIPRs upon the terms proposed (as set out in paragraph 5.3(e) above).
- (i) the STIPRs and LTIPRs will be granted for no cash consideration;

- (j) the value the Company attributes to the STIPRs (in the case of Resolution 5) and LTIPRs (in the case of Resolution 6), being \$171,045 and \$945,000 respectively, is based on the 5 day VWAP from 28 September 2022 of \$1.422 (as set out in paragraph 5.4 above).
- (k) a summary of the material terms of the Plan under which the LTIPRs and STIPRs will be granted is set out in Annexure A;
- (l) details of any securities issued under the Plan will be published in the annual report of the entity relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after Resolutions 5 and 6 are approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that Listing Rule; and
- (n) a voting exclusion statement applies to Resolutions 5 and 6 as set out in the Notice of Meeting.

5.7 Voting

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

GLOSSARY

\$ means Australian dollars.

2022 Reserves has the meaning set out on page 24.

2025 Reserves has the meaning set out on page 24.

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

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

Annual Report means the annual report of the Company for the year ended 30 June 2022.

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

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

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

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2022.

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

Board means the Directors.

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

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

Company means Regis Resources Limited ABN 28 009 174 761.

Comparator Group has the meaning set out on page 24.

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

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

Directors means the directors of the Company.

Directors' Report means the report of the Directors contained in the Annual Report for the year ended 30 June 2022.

Eligible Participants has the meaning set out on page 10.

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

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Incentives has the meaning set out on page 18.

Incentiveholder has the meaning set out on page 18.

Listing Rules means the ASX Listing Rules.

LOM Reserves Growth Performance Rights has the meaning set out on page 24.

LTIPRs has the meaning set out on page 12.

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

Option means an option to acquire a Share.

Ore Reserves has the meaning set out on page 24.

Performance Period has the meaning set out on page 22 and 23

Performance Right means a performance right to acquire a Share.

Plan or Incentive Plan has the meaning set out on page 18.

Production Performance Rights has the meaning set out on page 24.

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

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2022.

Resolution means a resolution contained in the Notice.

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

RTSR has the meaning set out on page 23.

RTSR Performance Rights has the meaning set out on page 23.

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

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

Spill Meeting has the meaning set out on page 8.

Spill Resolution has the meaning set out on page 8.

STIPRs has the meaning set out on page 12.

Vesting Conditions means the vesting conditions attaching to Incentives granted under the Plan (including the vesting conditions in Annexures B and C (as applicable)).

Annexure A – Summary of the Incentive Plan

Term	Description
Eligibility	Under the Incentive Plan (Plan), the Board may offer the opportunity to key management personnel (excluding non-executive Directors), employees, or service providers of a Group Company (Eligible Participants) or their eligible nominees to participate in the Plan and subscribe for such number of Incentives as the Board may decide and on the terms set out in the rules of the Plan. Where such person accepts the invitation and is granted Incentives, he or she will become a participant under the Plan (Incentiveholder). Incentives issued or transferred under the Plan will be offered on the basis of the Board's view of the contribution of the Eligible Participant to a Group Company.
Issue cap	Invitations made under the Plan which require the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).
Incentives	<p>The Company may offer or issue to Eligible Participants (or their nominee):</p> <ul style="list-style-type: none"> • Options – an option granted pursuant to the Plan to subscribe for one Share upon and subject to the terms of the Plan and the terms of the offer; • Performance Rights – conditional right issued to a participating Eligible Participant under the Plan to receive a Share, subject to the terms of the offer and the Plan; or • Shares – fully paid ordinary shares in the Company.
Invitation	<p>The Board may make an invitation at any time. Where an invitation is made under the Plan which requires the payment of monetary consideration by the Eligible Participant in respect of the issue, transfer or exercise of an Incentive then, subject to limited exceptions, the invitation must include the following information:</p> <ul style="list-style-type: none"> • the maximum number of Incentives which the Eligible Participant is eligible to apply for (each Incentive entitling its holder to one Share on that Incentive vesting); • the first acceptance date, which must be at least 14 days after receiving the Invitation; • the final acceptance date; • any applicable grant conditions; • any applicable Vesting Conditions; • whether exercise is automatic (which it may be for Shares) or requires notice of exercise and/or provision any exercise price; • the date on which, subject to the terms and conditions in these rules and the Invitation, the Incentives will vest; • any other relevant terms and conditions attaching to the Incentives the subject of the Invitation; • in respect of an invitation of Shares: <ul style="list-style-type: none"> (i) the issue price (if any) or the manner of determining the issue price (if any) of the Shares; and (ii) details of the Vesting Conditions (if any) attaching to the Shares; • in respect of an invitation of Options or Performance Rights: <ul style="list-style-type: none"> (i) the Issue Price (if any) or the manner of determining the issue price (if any) of the Options or Performance Rights; (ii) details of Vesting Conditions (if any) attaching to the Options or Performance Rights;

Term	Description
	<ul style="list-style-type: none"> (iii) the first exercise date and last exercise date of the Options or Performance Rights (if any); (iv) the exercise price (if any) or the manner of determining the exercise price (if any) of the Options or Performance Rights; (v) any other specific terms and conditions applicable to the invitation, including any disposal restrictions; <p>• and to the extent required by applicable law (if applicable):</p> <ul style="list-style-type: none"> (i) a prominent statement to the effect that: <ul style="list-style-type: none"> (A) any advice given by the Company in relation to Incentives issued or transferred under the Plan, and Shares issued or transferred upon exercise of the Options or Performance Rights, does not take into account an Eligible Participant's objectives, financial situation and needs; and (B) the Eligible Participant should obtain their own financial product advice in respect of the Invitation from a person who is licensed by ASIC to give such advice; (ii) general information about the risks of acquiring and holding the Shares, Options or Performance Rights (and underlying Shares); (iii) an explanation of how an Eligible Participant could, from time to time, ascertain the market price of the Shares underlying the Options or Performance Rights; (iv) the trust deed of any trust that will hold Shares, Options or Performance Rights on trust for an Eligible Participant or nominated party (as applicable); (v) a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the invitation; (vi) a copy of the Plan; and (vii) any other information that is required by applicable law.
Terms of the invitation	<p>The terms and conditions applicable to an invitation, and any accompanying document, must not include any misleading or deceptive statements, or omit any information that would result in those materials becoming misleading or deceptive. The Company must provide the Incentiveholder with an updated invitation as soon as practicable after becoming aware that the document that was provided has become out of date, or is otherwise not correct, in a material respect.</p>
Price	<p>The Board has discretion to determine the issue price and / or exercise price of the Incentives (if any).</p>
Nominees	<p>An Eligible Participant may, by notice in writing to the Board, nominate a nominee in whose favour the Eligible Participant wishes the Incentives to be issued. The nominee may be an immediate family member of the Eligible Participant, a corporate trustee of a self-managed superannuation fund where the Eligible Participant is a director of the trustee or a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant. The Board may, in its sole and absolute discretion, decide not to permit the Incentives to be issued to a nominee.</p>
Dealing	<p>Incentives may not be sold, assigned, transferred or otherwise dealt with except on the death of the Incentiveholder in limited circumstances or with the prior consent of the Board.</p>

Term	Description
Vesting and exercise of Incentives	<p>Incentives may be issued subject to exercise conditions or performance hurdles, which must be satisfied (or waived) before the Incentives vest.</p> <p>The Incentives held by a participating Eligible Participant will vest in and become exercisable upon satisfaction of the Vesting Conditions specified in the offer and in accordance with the rules of the Plan. Vesting Conditions may be waived at the discretion of the Board.</p>
Lapse of Incentives	<p>An Incentive will not vest and will lapse if:</p> <ul style="list-style-type: none"> • the Vesting Conditions attaching the Incentives have not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met; or • the person ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company, subject to certain exceptions.
Ranking of Shares	<p>All Shares issued or transferred pursuant to the offer will rank equally with existing Shares on and from their date of issue or transfer.</p>
Change of control	<p>If a bidder obtains more than 50% of the voting power in the Company and the bidder's takeover bid to acquire all of the issued Shares becomes unconditional, or a scheme or arrangement, selective capital reduction or other transaction is initiated which has an effect similar to such a takeover bid, the Board may in its absolute discretion determine how unvested Incentives will be treated, including but not limited to:</p> <ul style="list-style-type: none"> • vesting and becoming immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the change of control event, regardless of whether or not the employment, engagement or office of the participating Eligible Participant is terminated or ceases in connection with the change of control event; and/or • reducing or waiving any of the Incentive Vesting Conditions, attaching to those unvested Incentives in accordance with the Listing Rules.
Cashless exercise	<p>In lieu of paying an aggregate exercise price to purchase Shares, the Board may permit an Incentiveholder to elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Options or Performance Rights to the Company, a number of Shares determined in accordance with the following formula:</p> $A = \frac{B(C - D)}{C}$ <p>where:</p> <p>A = the number of Shares (rounded down to the nearest whole number) to be issued to the Incentiveholder;</p> <p>B = the number of Shares otherwise issuable or transferrable upon the exercise of the Option or Performance Right (as applicable) or portion of the Option or Performance Right (as applicable) being exercised;</p> <p>C = the market value of one Share determined as of the date of delivery to the Company Secretary of the certificate for the Options or Performance Rights and a notice of exercise signed by the Incentiveholder; and</p> <p>D = the exercise price.</p>
Appointment of trustee	<p>The Board may at any time:</p> <ul style="list-style-type: none"> • appoint a trustee on any terms and conditions to do all such things and perform all such functions to operate and administer the Plan, including to acquire and hold Shares on behalf of Incentiveholders, for transfer to future Incentiveholders or otherwise for the purposes of the Plan; and

Term	Description
	<ul style="list-style-type: none"> establish a trust for the above purpose.
Clawback	<p>If the Board becomes aware of a material misstatement in the Company's financial statements or some other event has occurred which, as a result, means that the relevant Vesting Conditions (if any) to an Incentive which has vested were not, or should not have been determined to have been satisfied, then the Board may:</p> <ul style="list-style-type: none"> by written notice to the Incentiveholder cancel the relevant Options or Performance Rights for no consideration or determine that the relevant Shares are forfeited; by written notice to the Incentiveholder require that the Incentiveholder pay to the Company the after tax value of the relevant Incentives, with such payment to be made within 30 Business Days of receipt of such notice; or adjust fixed remuneration, incentives or participation in the Plan of a relevant Incentiveholder in the current year or any future year to take account of the after tax value of the relevant Incentives. <p>Additionally, the Board has the right to deem that any unexercised incentives lapse or are forfeited, adjust current or future performance-based remuneration and take such other steps it considers appropriate (such as requiring repayment of appropriate amounts by the employee) in certain instances of employee malfeasance.</p>
Adjustments	<p>If there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or reduction of capital or return of capital to Shareholders), then the rights of the Incentiveholder will be adjusted in a manner required by the Listing Rules and the general principle that an Incentiveholder is not to be materially disadvantaged as a result of such a corporate action.</p>
Amendments to the Plan	<p>Subject to the Listing Rules, the Board may amend (including the power to revoke, add to or vary) all or any provisions of the Rules in the Plan or the terms or conditions of any Incentives granted under the Plan (including Vesting Conditions). However, rights or entitlements in respect of any Incentive granted before the date of amendment will not be reduced or adversely affected unless prior written approval from the affected Incentiveholder(s) is obtained (unless the amendments are for the purposes of complying with legislation, to correct any manifest error or mistake, or are introduced to take into consideration possible adverse tax implications in respect of the Plan).</p>

Annexure B – Summary of Terms of STIPRs

The terms of the STIPRs proposed to be granted to Mr Jim Beyer (or his nominee(s)) are set out below (and are otherwise governed by the terms of the Plan):

- (a) **Performance period:** 30 June 2022 to 30 June 2023.
- (b) **Vesting Date:** 1 July 2023. Vested STIPRs automatically exercise into Shares. Any unvested STIPRs lapse on the Expiry Date.
- (c) **Number of STIPRs:** 120,322.
- (d) **Entitlement:** Each STIPR entitles the holder to one Share.
- (e) **Exercise price:** Nil.
- (f) **Expiry date:** 5 July 2023.
- (g) **Transferability:** The STIPRs are not transferable (and consequently, will not be quoted on ASX or any other exchange).
- (h) **Rights:** The STIPRs do not:
 - (i) carry any voting rights in the Company, except as required by law;
 - (ii) entitle the holder to any dividends;
 - (iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or
 - (v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,unless and until the applicable performance milestone is achieved and the STIPRs are converted into Shares.
- (i) **Vesting Condition:** The STIPRs will automatically vest on 1 July 2023 subject only to Mr Jim Beyer having remained an employee of the Company until that time.

Annexure C – Summary of Terms of LTIPRs

The terms of the LTIPRs proposed to be granted to Mr Jim Beyer (or his nominee(s)) are set out below (and are otherwise governed by the terms of the Plan):

- (a) **Performance period:** 30 June 2022 to 30 June 2025.
- (b) **Vesting Date:** When the Board determines whether the Vesting Conditions have been met. Vested LTIPRs may be exercised into Shares any time up to the Expiry Date below. Any unvested LTIPRs lapse on the Vesting Date.
- (c) **Number of LTIPRs:** up to 664,763.
- (d) **Entitlement:** Each LTIPR entitles the holder to one Share.
- (e) **Exercise price:** Nil.
- (f) **Expiry date:** 1 November 2025. Any vested LTIPRs not exercised lapse on the Expiry Date.
- (g) **Transferability:** The LTIPRs are not transferable (and consequently, will not be quoted on ASX or any other exchange).
- (h) **Rights:** The LTIPRs do not:
 - (i) carry any voting rights in the Company, except as required by law;
 - (ii) entitle the holder to any dividends;
 - (iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or
 - (v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,

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

- (i) **Vesting Conditions:** The performance (ie, vesting) conditions that the Board has determined will apply to the LTIPRs are summarised below:

Vesting Condition	Weighting
The Company's relative total shareholder return (RTSR) measured against the RTSRs of 12 comparator gold mining companies (RTSR Performance Rights)	50% of the LTIPRs
The Company's life of mine reserves growth in excess of depletion (LOM Reserves Growth Performance Rights)	25% of the LTIPRs
Production growth targets as determined by the Board (Production Performance Rights)	25% of the LTIPRs

RTSR Performance Rights Condition (50% weighting)

The RTSR Performance Rights will vest depending on how the Company's RTSR during the three-year performance period compares to the RTSRs of the 14 comparator gold mining companies (**Comparator Group**).¹ The RTSR for the Company and each company in the Comparator Group will be calculated as the percentage by which the 30-day VWAP of that company's shares at the close of trade on 30 June 2025 (plus the value of any dividends paid during the performance period) has moved compared with that company's 30-day VWAP of shares at the close of trade on 30 June 2022. The Company's 30-day VWAP at close of trade on 30 June 2022 was \$1.740 (**2022 VWAP**). The proportion of RTSR Performance Rights that will vest will be based on where the Company's RTSR ranks within the RTSRs of the Comparator Group companies as follows:

Level of performance achieved	Company's RTSR Performance	% of RTSR Performance Rights vesting
Threshold	50 th percentile	50%
Target	Between 50 th percentile and 75 th percentile	Straight-line pro-rata between 50% and 100%

LOM Reserves Growth Performance Rights Condition (25% weighting)

The LOM Reserves Growth Performance Rights will vest depending on the Company's growth in total Proved and Probable Ore Reserves net of depletion (**Ore Reserves**) over the three-year performance period, taking into account depletion through mining and calculated as the percentage that the Company's Ore Reserves as at 30 June 2025 (**2025 Reserves**) represents of the Company's Ore Reserves as at 30 June 2022 (**2022 Reserves**), as follows:

Level of performance achieved	Company's 2025 Reserves	% of LOM Reserves Growth Performance Rights vesting
Threshold	Nil additions to 2022 Reserves	0%
Target	As new reserves are added from nil to 120% of depletion compared to 2022 Reserves	Straight-line pro-rata between 0% and 100%

Growth in reserves can arise from M&A activity.

¹ The Comparator Group is comprised of the following: Evolution Mining Limited, Northern Star Resources Limited, Perseus Mining Limited, Capricorn Metals Limited, St Barbara Limited, Newcrest Mining Limited, Silver Lake Resources Limited, Gold Road Resources Limited, Ramelius Resources Limited, West African Resources Limited, Westgold Resources Limited, Alkane Resources Limited, Red 5 Limited and Emerald Resources NL. The Board has the discretion to adjust the composition and number of companies in the Comparator Group to take into account events including, but not limited to, takeovers, mergers and demergers that might occur during the relevant performance period.

Production Performance Rights (25% weighting)

The Production Performance Rights will vest if the mid-point of FY2026 guidance exceeds by 20% the forecast FY26 production in the 2022 Regis Life of Mine (Reserves) Plan. Growth in production shall be from sources other than McPhillamys and may be from M&A activity.

Other

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

Need assistance?

**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Tuesday, 22 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 181590**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Regis Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Regis Resources Limited to be held at the Perth Convention and Exhibition Centre, Level 2, Meeting Room 7, 21 Mounts Bay Road, Perth, WA 6000 on Thursday, 24 November 2022 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3, 4, 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Non-Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mrs Fiona Morgan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of potential termination benefit in relation to securities issued pursuant to the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Short Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Long Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

