



ABN 28 009 174 761
www.regisresources.com

Level 2, 516 Hay Street
Subiaco WA 6008

PO Box 862
SUBIACO WA 6904

Ph: 08 9442 2200

15 April 2021

Manager Announcements
Company Announcements Office
Australian Securities Exchange Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

Not for release to US wire services or distribution in the United States

SUCCESSFUL COMPLETION OF PLACEMENT AND INSTITUTIONAL COMPONENT OF ENTITLEMENT OFFER

Regis Resource Limited (ABN 28 009 174 761) (ASX Code: RRL) (**Regis** or the **Company**) is pleased to announce the successful completion of its institutional placement (**Placement**) and the institutional component of its 1 for 3.08 fully underwritten¹ accelerated non-renounceable pro-rata entitlement offer (**Entitlement Offer**, and together the **Offer**) of fully paid ordinary shares in the Company (**New Shares**). The Offer is expected to raise approximately A\$650 million to partially fund the acquisition of a 30% interest in the Tropicana Gold Project (**Acquisition**). Details of the Offer and the Acquisition were announced to ASX on 13 April 2021.

The Placement and the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) closed on 14 April 2021, raising a total of approximately A\$494 million (subject to reconciliations) at A\$2.70 per New Share (**Offer Price**).

The Placement received strong demand and raised a total of approximately A\$200 million. The Institutional Entitlement Offer was well supported, with a take-up rate from eligible institutional shareholders of approximately 86%. The Institutional Entitlement Offer raised a total of approximately A\$294 million.

New Shares in respect of institutional entitlements not taken up under the Institutional Entitlement Offer and New Shares that would have represented the entitlements of ineligible institutional shareholders were offered and placed to institutional investors.

Jim Beyer, Regis' Managing Director and CEO commented: *"As noted in Regis' ASX announcement on 13 April 2021, the proposed acquisition of a 30% in the Tropicana Gold Project is a transformational transaction for Regis, and we are very pleased with the strong demand and the support from new institutional investors and existing institutional shareholders which we see as reflecting the strong support for the transaction."*

Approximately 183 million New Shares subscribed for under the Placement and Institutional Entitlement Offer (subject to reconciliations) are expected to be settled on 21 April 2021 and to be issued and commence trading on ASX on 22 April 2021. New Shares issued under the Placement and Entitlement Offer will rank equally with existing fully paid ordinary shares on issue in Regis.

Trading in Regis shares is expected to resume on the ASX from market open today (Thursday, 15 April 2021).

¹ Refer to Note 1 regarding the potential termination of the underwriting agreement if AngloGold exercises its pre-emptive right and Note 2 on slide 2 of Regis' investor presentation released to ASX on 13 April 2021.

RETAIL ENTITLEMENT OFFER

The fully underwritten² retail component of the Entitlement Offer (**Retail Entitlement Offer**) will raise approximately A\$156 million.

Eligible retail shareholders as at 7.00pm (AEST) on Thursday, 15 April, with registered addresses in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the Offer Price. The retail component of the Entitlement Offer (**Retail Entitlement Offer**) will be open from 10.00am (AEST) on Tuesday, 20 April 2021 to 5.00pm (AEST) on Wednesday, 5 May 2021 (**Retail Entitlement Offer Period**). Eligible retail shareholders will also be invited to subscribe for shares over and above their entitlement, up to a maximum of 50% above their entitlement, subject to the overall level of participation in the Retail Entitlement Offer and at the joint discretion of Regis and the underwriter of the Entitlement Offer.

The terms and conditions under which eligible retail shareholders may apply for New Shares under the Retail Entitlement Offer are outlined in the Retail Offer Booklet expected to be lodged with ASX and dispatched to eligible retail shareholders on Tuesday, 20 April 2021. The Retail Entitlement Booklet and the accompanying personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) will contain instructions on how to apply for the Retail Entitlement Offer. The Entitlement and Acceptance Forms and payments are due by no later than 5.00pm (AEST), Wednesday 5 May 2021.

If you have any questions in relation to the Offer, please contact the Regis Shareholder Information Line on 1300 034 133 (within Australia) or +61 3 9415 4681 (outside of Australia) between 8:30am and 5:30pm (AEST) Monday to Friday during the Retail Entitlement Offer Period. Information is also available on the Regis Entitlement Offer website, www.regisoffer.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

Equity raising timetable

An indicative timetable of key dates in relation to the Offer is detailed below.

Event	Time (AEST) / Date
Announcement of the Offer and Placement and Institutional Entitlement Offer open	Tuesday, 13 April 2021
Announce completion of the Placement and Institutional Entitlement Offer	Thursday, 15 April 2021
Trading halt lifted and Regis shares recommence trading	Thursday, 15 April 2021
Record date for determining entitlement for the Entitlement Offer	7:00pm on Thursday, 15 April 2021
Retail Offer Booklet lodged with ASX, dispatch of Retail Offer Booklet and Retail Entitlement Offer opens	Tuesday, 20 April 2021
Settlement of Placement and Institutional Entitlement Offer	Wednesday, 21 April 2021
Allotment and commencement of trading of New Shares issued under the Placement and Institutional Entitlement Offer	Thursday, 22 April 2021
Retail Entitlement Offer closing date	5:00pm on Wednesday, 5 May 2021
Results of Retail Entitlement Offer announced to ASX	Monday, 10 May 2021
Settlement of Retail Entitlement Offer	Tuesday, 11 May 2021

² See footnote 1 above.

Event	Time (AEST) / Date
Issue of New Shares under the Retail Entitlement Offer	Wednesday, 12 May 2021
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Thursday, 13 May 2021
Dispatch of holding statements	Friday, 14 May 2021

Note: The timetable above is indicative only and may be subject to change. Regis reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Regis reserves the right to extend the closing date of the Retail Entitlement Offer, to accept late applications under the Offer (either generally or in particular cases) and to withdraw the Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares. If the Acquisition does not proceed because AngloGold Ashanti Australia Limited (**AngloGold**) exercises its pre-emptive rights³ prior to the settlement of the Placement and Institutional Entitlement Offer, Regis reserves the right to withdraw the Placement.

FURTHER INFORMATION

Further information regarding the Placement and Entitlement Offer is contained in the investor presentation released to ASX on 13 April 2021 (Investor Presentation). The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Offer. The Retail Offer Booklet will be released separately and mailed to eligible retail shareholders.

As noted in the announcement to the ASX on 13 April 2021, an investor conference call was held by the Managing Director and CEO, Jim Beyer, and CFO, Jon Latto. A recording of that conference call is available to shareholders on the Regis Entitlement Offer website www.regisoffer.com.au.

Bank of America is acting as financial advisor to Regis, with King & Wood Mallesons acting as legal advisor, in respect of the Acquisition and the Acquisition funding.

IMPORTANT NOTICES

Please ensure that you read the important information below regarding Regis, the Acquisition and the Equity Raising.

This announcement is authorised for release by the Regis Board of Directors.

INVESTOR AND MEDIA ENQUIRIES

Investor Relations Enquiries:

Jim Beyer
Regis Resources Limited
+61 8 9442 2200

Media Enquiries:

David Tasker
Chapter One Advisors
+61 433 112 936

DISCLAIMER

Regis has prepared this announcement based on information available to it. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this announcement. To the maximum extent permitted by law, none of Regis, its directors, employees or agents, advisers, nor any other person accepts any liability, including, without limitation, any liability arising from fault or negligence on the part of any of them or any other person, for any loss arising from the use of this announcement or its contents or otherwise arising in connection with it.

This announcement is not an offer, invitation, solicitation or other recommendation with respect to the subscription for, purchase or sale of any security, and neither this announcement nor anything in it shall form the basis of any contract or commitment whatsoever.

This announcement and the Investor Presentation contain "forward-looking statements" and "forward-looking information", including statements and forecasts which include without limitation, expectations regarding the financial position of Regis, future production,

³ Refer to Note 1 regarding AngloGold's pre-emptive rights on slide 2 of Regis' investor presentation released to ASX on 13 April 2021.

industry growth and other trend projections, statements about the completion of the Acquisition, the impact of the Equity Raising and/or the Acquisition, the timing and amount of synergies, the future strategies, results and outlook of Regis, the opportunities available to Regis (both before and after the Acquisition), the outcome of the Equity Raising and the use of proceeds. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “is expecting”, “budget”, “outlook”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will” be taken, occur or be achieved.

Forward-looking information and statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. The purpose of forward-looking information is to provide the audience with information about management’s expectations and plans.

Regis believes that the assumptions and expectations reflected in such forward-looking statements and information are reasonable.

Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Regis and/or its related bodies to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information.

Refer to the Key Risks of the Investor Presentation for a summary of certain risk factors that may affect Regis.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Regis does not undertake to update any forward-looking information or statements, except in accordance with applicable securities laws.

NOT FINANCIAL PRODUCT ADVICE

This announcement is not financial product, investment advice or a recommendation to acquire Regis securities and has been prepared without taking into account the objectives, financial situation or needs of individuals. Each recipient of this announcement should make its own enquiries and investigations regarding all information in this announcement and in the Investor Presentation, including, but not limited to, the assumptions, uncertainty and contingencies which may affect future operations of Regis and the impact that different future outcomes may have on Regis. Before making an investment decision, prospective investors should consider the appropriateness of the information contained herein and in the Investor Presentation having regard to their own objectives, financial situation and needs, and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances.

Regis is not licensed to provide financial product advice in respect of its securities or any other financial products. Cooling off rights do not apply to the acquisition of Regis securities. Each investor must make its own independent assessment of Regis before acquiring any securities in Regis.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in the announcement have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States except in transactions exempt from, or not subject to, registration under the US Securities Act of 1933 and applicable US state securities laws.