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25 October 2021

Dear Shareholder

#### **REGIS RESOURCES LIMITED - ANNUAL GENERAL MEETING**

Regis Resources Limited (ASX:RRL) will be holding its Annual General Meeting at **10am (AWST) on Thursday 25 November 2021 at The Vibe Hotel, level 9 The Subiaco Room, 9 Alvan Street, Subiaco, Western Australia and online via a virtual meeting on a specialist online platform run by Lumi ("Meeting").** 

To comply with potential Federal and State government restrictions on public gatherings as an effect of the COVID-19 pandemic, and to otherwise ensure the safety of its Shareholders and other participants, the Company may only be able to admit a limited number of people to the physical Meeting and there is a risk that Shareholders intending to attend the physical Meeting may not be admitted, therefore the company encourages all Shareholders to submit their proxy votes prior to the Meeting.

Shareholders who have not previously provided express instructions to receive the Notice of Meeting via post will only receive this letter and a personalised Proxy Form. A copy of the Notice of Meeting is available for viewing and download, in accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, at the Company's website: <a href="https://regisresources.com.au/investor-centre/agm/">https://regisresources.com.au/investor-centre/agm/</a>.

#### How to participate in the virtual Meeting

The Meeting will be webcast live via the Lumi online platform. You will be able to hear the Chairman's speech and CEO presentation, ask questions of the Board and vote in real-time. All resolutions will be decided on a poll. Shareholders and visitors can participate in the Meeting online by entering this link in your browser of your computer or mobile device: https://web.lumiagm.com/#/328932948

Shareholders and proxies will then need to enter the following information to access the meeting:

- your username, which is your SRN/HIN (see details in your Proxy form)
- your password, if registered in Australia this will be your postcode, and if overseas, the country code set out in the Online Meeting Guide

Registration will be open at 9:30 am (AWST) on Thursday, 25 November 2020 (30 minutes prior to the start of the Meeting).

Please refer to Computershare's "Online Meeting Guide" available on Computershare's website <a href="https://www.computershare.com.au/virtualmeetingguide">www.computershare.com.au/virtualmeetingguide</a> for step by step information about accessing the Lumi online platform and participating in the Meeting.

#### How to appoint a proxy

Shareholders unable to attend can participate in the Meeting by appointing a proxy to attend and vote live at the Meeting on their behalf. Shareholders can return the enclosed proxy form or cast proxy votes electronically prior to the meeting.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- online at www.investorvote.com.au;
- by scanning the QR code of your proxy form and following the prompts;
- by post to the Registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001:
- by facsimile to the Registry on facsimile number (+61 3) 9473 2555; or
- for custodian voting: for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxy holders will be provided with a login and password to access Lumi by Computershare. Shareholders will still able to login to the meeting even if they have previously lodged a proxy.

Online proxies and proxy voting forms must be received by Computershare no later than 10am (AWST) on 23 November 2021. Proxy forms received later than this time will be invalid.

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, Elena Macrides, via email at <a href="mailto:enquiries@regisresources.com">enquiries@regisresources.com</a> or on +61 8 9442 2200.

Elena Macrides Company Secretary

**Regis Resources Limited** 

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ABN 28 009 174 761

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

DATE: Thursday 25 November 2021

TIME: 10:00am AWST

PLACE: The Vibe Hotel, The Subiaco Room level 9,

9 Alvan Street, Subiaco, Western Australia

and

ONLINE: via the Lumi software platform\* <a href="https://web.lumiagm.com/#/328932948">https://web.lumiagm.com/#/328932948</a>

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9442 2200.

<sup>\*</sup> In light of potential restrictions on public gatherings arising from the Covid-19 pandemic that may be in place at the date of the annual general meeting (Meeting), the Meeting will be webcast live online via the Lumi software platform. Shareholders are encouraged to attend, vote and submit questions online using their computer or mobile device by following the instructions outlined in this Notice of Meeting.

#### **REGIS RESOURCES LTD**

### TIME AND PLACE OF MEETING AND HOW TO VOTE

#### ONLINE AND IN PERSON MEETING

Due to COVID-19 health risks and interstate travel restrictions, for 2021 the Company will be holding its Annual General Meeting ("Meeting") both in person at The Vibe Hotel, The Subiaco Room level 9, 9 Alvan Street, Subiaco, Western Australia and online via a virtual meeting on a specialist online platform run by Lumi.

To comply with potential Federal and State government restrictions on public gatherings as an effect of the COVID-19 pandemic, and to otherwise ensure the safety of its Shareholders and other participants, the Company may only be able to admit a limited number of persons to the physical Meeting and there is a risk that Shareholders intending to attend the physical Meeting may not be admitted.

#### YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

#### **VOTING IN PERSON**

To vote in person, attend the Meeting on the date and at the place set out above. If you wish to attend the Meeting, please arrive 20 minutes prior to the start of the Meeting to facilitate the registration process.

The Lumi platform enables voting to take place at any time between the commencement of the Meeting up until closure is announced by the Chairman during the Meeting. The process for asking questions and voting is detailed in the Online Meeting Guide and the Chairman will also guide Shareholders through this process during the Meeting.

It may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting by emailing their question(s) to <a href="mailto:enquiries@regisresources.com">enquiries@regisresources.com</a> by no later than 5:00pm (AWST), 18 November 2021.

#### **APPOINTING A PROXY**

Shareholders can appoint a proxy to attend and vote via the Lumi platform during the Meeting. Your proxy need not be a Shareholder.

If you are entitled to cast two or more votes you may appoint two proxies and specify on your Proxy Form the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the number or proportion of votes each proxy may exercise, each proxy may exercise half the votes.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- a) online at www.investorvote.com.au;
- b) by scanning the QR code of your proxy form and following the prompts;

- c) by post to the Registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001;
- d) by facsimile to the Registry on facsimile number (+61 3) 94732555; or
- e) for custodian voting: for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions,

so that it is received no later than 10am (AWST) on 23 November 2021. Proxy Forms received later than this time will be invalid.

#### HOW TO JOIN THE ONLINE MEETING

Shareholders can participate in the Meeting online using one of the following methods below. We also recommend that you refer to Computershare's Online Meeting Guide provided with the Meeting documentation and available at: <a href="https://www.computershare.com.au/virtualmeetingguide">www.computershare.com.au/virtualmeetingguide</a> ("Online Meeting Guide").

- a) Computer by entering this link in your browser: <a href="https://web.lumiagm.com/#/328932948">https://web.lumiagm.com/#/328932948</a>
- b) Mobile device by entering this link in your browser: <a href="https://web.lumiagm.com/#/328932948">https://web.lumiagm.com/#/328932948</a>

Additional meeting registration information - Shareholders and proxies will then need to enter the following information:

- a) your username, which is your SRN/HIN (see details in your Proxy form)
- b) your password, if registered in Australia this will be your postcode, and if overseas, the country code set out in the Online Meeting Guide

Registration time: registration will be open at 9.30 am (AWST) on Thursday, 25 November 2021 (30 minutes prior to the start of the Meeting).

#### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the 2021 Annual General Meeting of Shareholders of Regis Resources will be held at the Subiaco Room Level 9, The Vibe Hotel, 9 Alvan Street Subiaco, Western Australia and virtually via the Lumi software platform at 10:00 am Australian Western Standard Time (AWST) on Thursday 25 November 2021 at <a href="https://web.lumiagm.com/#/328932948">https://web.lumiagm.com/#/328932948</a>.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders at 4:00 pm (AWST) on 23 November 2021.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

#### **AGENDA**

#### **ORDINARY BUSINESS**

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report of the Company for the financial year ended 30 June 2021, together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

The reports referred to above are included in the Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the Annual Report is also available on the Company's website: <a href="https://www.regisresources.com">www.regisresources.com</a>.

#### 2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the remuneration report as contained in the Annual Report."

**Voting exclusion statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- b) by a person who is a member of the Key Management Personnel at the date of the Annual General Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1:

- c) in accordance with a direction as to how to vote on the Proxy Form; or
- d) by the Chairman pursuant to an express authorisation to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

#### **Advisory only**

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

#### 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - STEVE SCUDAMORE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of article 16.4 of the Constitution and for all other purposes, Steve Scudamore, a Director who was elected on 26 November 2019, retires, and being eligible, is re-elected as a Director."

#### **SPECIAL BUSINESS**

## 4. RESOLUTION 3 – APPROVAL OF GRANT OF LONG TERM INCENTIVE PERFORMANCE RIGHTS TO JIM BEYER

To consider and, if thought fit, to pass, with or without amendment, 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 **450,563** Performance Rights (the number of which are capable of converting to Shares will be determined at a predetermined vesting date and subject to the level of satisfaction of performance conditions and Board discretion) to Jim Beyer, Managing Director of the Company (or his nominee) under the Executive Incentive Plan on the terms and conditions set out in the Explanatory Statement."

**Voting exclusion statement**: The Company will disregard any votes cast in favour of Resolution 3 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 Executive Incentive Plan (or their respective nominees); or
- b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

 a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or

- b) the Chairman as proxy or attorney for a person entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman 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:
  - 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 Resolution 3; and
  - ii) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting prohibition statements**: In accordance with sections 200E(2A) and 200E(2B), a vote on this Resolution 3 must not be cast (in any capacity) by or on behalf of Mr Beyer or any of his associates. However, Mr Beyer or his associates may cast a vote on Resolution 3 as a proxy if they are appointed as a proxy by writing that specifies the way the proxy is to vote and the vote is not cast on behalf of Mr Beyer or his associates.

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 3 if:

- a) the proxy is either:
  - i) a member of the Key Management Personnel; or
  - ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution 3.

However, the above prohibition does not apply if:

- c) the proxy is the Chairman; and
- d) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 5. RESOLUTION 4 – APPROVAL OF GRANT OF SHORT TERM INCENTIVE PERFORMANCE RIGHTS TO JIM BEYER

To consider and, if thought fit, to pass, with or without amendment, 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 **89,917** Short Term Incentive Performance Rights to Jim Beyer, Managing Director of the Company (or his nominee) under the Executive Incentive Plan on the terms and conditions set out in the Explanatory Statement."

**Voting exclusion statement**: The Company will disregard any votes cast in favour of Resolution 4 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 Executive Incentive Plan (or their respective nominees); or
- b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- c) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- d) the Chairman as proxy or attorney for a person entitled to vote on Resolution 4, in accordance with a direction given to the Chairman to vote on Resolution 4 as the Chairman decides; or
- e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 Resolution 4; and
  - ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting prohibition statements**: In accordance with sections 200E(2A) and 200E(2B), a vote on this Resolution 4 must not be cast (in any capacity) by or on behalf of Mr Beyer or any of his associates. However, Mr Beyer or his associates may cast a vote on Resolution 4 as a proxy if they are appointed as a proxy by writing that specifies the way the proxy is to vote and the vote is not cast on behalf of Mr Beyer or his associates.

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 4 if:

- a) the proxy is either:
  - i) a member of the Key Management Personnel; or
  - ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution 4.

However, the above prohibition does not apply if:

- c) the proxy is the Chairman; and
- d) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

#### **IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTIONS 1, 3 AND 4**

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their Closely Related Parties to vote on the advisory Resolution to adopt the Company's Remuneration Report and other Resolutions connected directly or indirectly with the remuneration of the Company's Key Management Personnel. At this year's Annual General Meeting, these laws will affect Resolutions 1,3 and 4.

If the Chairman is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote 'for' or 'against', or 'abstain' from voting on, Resolutions 1,3 and 4 on the Proxy Form. If you do not direct the Chairman how to vote on Resolutions 1,3 and 4 you acknowledge you are expressly authorising him or her to vote in favour of the relevant Resolution (subject to any voting prohibitions that may apply to the Chairman in respect of Resolutions 1,3 and 4).

If you appoint a member of the Key Management Personnel of the Company (other than the Chairman, subject to any voting prohibitions that may apply to the Chairman in respect of Resolutions 1,3 and 4) or their Closely Related Parties as your proxy, you must direct them how to vote on Resolutions 1,3 and 4. If you do not do so, you risk your vote not being cast.

For these reasons, Shareholders are encouraged to closely review the instructions on the Proxy Form and to direct their proxy as to how to vote on all Resolutions.

**DATED: 22 OCTOBER 2021** 

BY ORDER OF THE BOARD

MS ELENA MACRIDES COMPANY SECRETARY REGIS RESOURCES LIMITED

### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held virtually at 10:00 am (AWST) on 25 November 2021 at <a href="https://web.lumiagm.com/#/328932948">https://web.lumiagm.com/#/328932948</a>.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

#### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include the receipt and consideration of the Annual Report, together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

#### 2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the Annual Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - STEVE SCUDAMORE

Article 12.7 of the Constitution requires that at every annual general meeting of the Company at least one director retires from office. Any Director who retires in accordance with article 12.7 is eligible for re-election. Article 12.7 of the Constitution provides that the relevant Director(s) to retire under article 12.7 will be the director who has been longest in office since their last election or appointment. In accordance with article 12.7 of the Constitution, Steve Scudamore retires by rotation and seeks re-election.

Steve Scudamore, who was elected at the Annual General Meeting held on 26 November 2019, will retire at the Annual General Meeting in accordance with article 16.4 of the Constitution and, being eligible, seeks re-election as a Director pursuant to Resolution 2.

The Directors, other than Steve Scudamore, unanimously recommend that Shareholders vote in favour of Resolution 2.

Mr Scudamore is a respected Chartered Accountant with significant ASX listed Board experience. He was a partner with KPMG for 28 years until his retirement in 2012, specialising in energy and natural resources. He held senior roles in Australia, UK and PNG including National Managing Partner for Valuations, Head of Corporate Finance WA and Chairman of Partners WA. Mr Scudamore is currently a non-executive director of ASX listed companies Pilbara Minerals Limited and Australis Oil and Gas Limited as well as various not-for-profit and community organisations.

Mr Scudamore holds a Masters of Arts (History and Economics) from Oxford University, is a Fellow of the Institutes of Chartered Accountants Australia, England and Wales, is a Fellow of the Institute of Company Directors and a Senior Fellow of the Financial Services Institute of Australia.

Mr Scudamore has been a Director since 13 May 2019. He currently serves as Chair of the Audit Committee and Chair of the Remuneration, Nomination and Diversity Committee. He is also a member of the Risk, Safety, Environment and Community Committee.

## 4. RESOLUTION 3 – GRANT OF LONG TERM INCENTIVE PERFORMANCE RIGHTS TO JIM BEYER

#### 4.1. BACKGROUND TO RESOLUTION 3

Shareholder approval is being sought under Resolution 3 to permit the Company to grant **450,563** Performance Rights to Jim Beyer (or his nominee) in the form of long term Incentives (**LTIs**) under the Executive Incentive Plan. A summary of the material terms and conditions of the Executive Incentive Plan is set out in Annexure A to this Explanatory Statement.

The Performance Rights are subject to performance conditions which will trigger the vesting of the Performance Rights depending on whether Mr Beyer achieves the respective 'threshold', 'target' levels of performance, as set out in the vesting schedules in this clause 4. The threshold level is the minimum performance required and target level includes a straight-line pro-rata between the threshold and the maximum target (being the stretch target) of the Performance Rights vesting.

The performance conditions will be tested by the Board at the end of a three-year performance period ending 30 June 2024. 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.

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

Subject to the satisfaction of those performance conditions and to any adjustments in accordance with the rules of the Executive Incentive Plan (e.g. upon a reorganisation of capital), Mr Beyer will be entitled to receive one Share (or the cash equivalent) for each Performance Right that vests.

If Shareholders approve Resolution 3, the LTIs (being a form of Performance Rights) will be granted in accordance with the rules of the Executive Incentive Plan. A complete copy of the rules of the Executive Incentive Plan are available for inspection by Shareholders (free of charge) at the Company's registered office or, upon request, from the Company Secretary.

If Shareholders do not approve the proposed issue of the Performance Rights to Mr Beyer under Resolution 3, the issue will not proceed. The Board will need to consider alternative remuneration arrangements which may include cash payment.

#### A. PERFORMANCE CONDITIONS

The performance conditions that the Board has determined will apply to the Performance Rights are summarised in this table and described in further detail below:

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

The three-year performance period during which the Performance Rights are tested ends on 30 June 2024 with the testing to occur within 60 days after that date. Any Performance Rights that do not vest will lapse after testing. There is no re-testing of Performance Rights

#### **B. 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 12 comparator gold mining companies listed below (**Comparator Group**). 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 2024 (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 2021. The Company's 30-day VWAP at close of trade on 30 June 2021 was \$2.5636 (**2021 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	50th percentile	50%
Target	Between 50th percentile and	Straight-line pro-rata between
	75th percentile	50% and 100%

The Comparator Group companies for the RTSR Performance Rights comprise the following:

Evolution Mining Ltd	Westgold Resources Ltd
Northern Star Resources Ltd	Newcrest Mining Ltd
Perseus Mining Ltd	Oceana Gold Corporation Ltd
Resolute Mining Ltd	Silver Lake Resources Ltd
West African Resources	Gold Road Resources Ltd
St Barbara Ltd	Ramelius Resources Ltd

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.

#### C. LOM RESERVES GROWTH PERFORMANCE RIGHTS CONDITION (25% WEIGHTING)

The LOM Reserves Growth Performance Rights will vest depending on the Company's growth in total ore reserves net of depletion (being both Proved Ore Reserves and Probable Ore Reserves) (**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 2024 (**2024 Reserves**) represents of the Company's Ore Reserves as at 30 June 2021 (**2021 Reserves**), as follows:

Level of performance achieved	Company's 2024 Reserves	% of LOM Reserves Growth Performance Rights vesting
Threshold	Nil additions to 2021 Reserves	0%
Target	As new reserves are added from nil to 120% of depletion compared to 2021 Reserves	Straight-line pro-rata between 0% and 100%

#### D. PRODUCTION PERFORMANCE RIGHTS (25% WEIGHTING)

The Production Performance Rights will vest if the mid-point of FY2025 guidance exceeds by 20% the forecast FY25 production in the 2021 Regis Life of Mine Plan. Growth in production can be from M&A activity.

#### E. OTHER TERMS AND CONDITIONS OF THE PERFORMANCE RIGHTS

If a Performance Right vests, it will automatically exercise and the holder will become entitled to receive one Share (or the cash equivalent), subject to any adjustments under the rules of the Executive Incentive Plan.

The Board also has discretion to cancel Performance Rights if there is a significant adverse event.

#### 4.2. WHY IS SHAREHOLDER APPROVAL REQUIRED?

Listing Rule 10.14 requires Shareholders to approve the acquisition of securities by a director under an employee incentive scheme, except where the securities are acquired, or are rights or options to acquire securities that are acquired, on-market.

While under the terms of the Executive Incentive Plan, shares to be allocated to Mr Beyer may be sourced on-market, approval of Resolution 3 will provide the Company with the flexibility to issue new Shares to him.

#### 4.3. **LISTING RULE 7.1**

Listing Rule 7.2 (Exception 14) provides that Shareholder approval under Listing Rule 7.1 is not required to issue securities that have been approved under Listing Rule 10.14.

## 4.4. INFORMATION FOR THE PURPOSES OF LISTING RULE 10.15 REGARDING RESOLUTION 3

The following information is disclosed in relation to Resolution 3 for the purposes of Listing Rule 10.15:

- a) Mr Beyer is the Company's Managing Director;
- b) Mr Beyer falls within Listing Rule 10.14.1 because he is a Director of the Company;
- the maximum number of Performance Rights that can be granted to Mr Beyer (or his nominee) if Shareholders approve Resolution 3 is 450,563 and each Performance Right entitles Mr Beyer on vesting to receive one Share, subject to any adjustment under the Executive Incentive Plan;

d) Mr Beyer's current total annual remuneration package comprises:

Component	Incentives Cash (5 day VWAP 28 September 2021 \$1.9975)	
Total Fixed Remuneration (TFR)	\$900,000	
STI Award 2021	\$179,610	89,917
LTI Award		450,563
TOTAL	\$1,079,610	540,480

e) since the Executive Incentive Plan was approved by Shareholders on 18 November 2016, the following securities have been granted to Mr Beyer or his associates under the Executive Incentive Plan as applicable:

Name of Recipient	No. of Performance Rights Issued	Forfeited Performance Rights
Jim Beyer	513,258	100,479
Total	513,258	100,479

The securities have been granted for nil cash consideration.

- f) the material terms attaching to the Performance Rights, and an explanation of why Performance Rights are proposed to be granted to Mr Beyer, are summarised in sections 4.1 to 4.6 above;
- g) the Company attributes a value of \$900,000 to the **450,563** Performance Rights the subject of this Resolution 3, on the basis of the 5 day VWAP of Shares as at 28 September 2021 (being \$1.9975 per Share);
- h) if Shareholders approve Resolution 3, the Performance Rights will be granted to Mr Beyer as soon as practicable after the Annual General Meeting and in any event within 3 years of the Annual General Meeting;
- the Performance Rights will be granted to Mr Beyer for nil cash consideration and no amount will be payable by Mr Beyer for any Shares allocated on any Performance Rights vesting;
- j) a summary of the material terms of the Executive Incentive Plan is set out in Annexure A to this Explanatory Statement.
- k) there is no loan proposed in relation to the grant of Performance Rights to Mr Beyer;
- details of any securities issued under Executive Incentive Plan will be published in the Company's annual report relating to the 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 an issue of securities under Executive Incentive Plan after Resolution 3 is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule; and
- n) a voting exclusion statement for Resolution 3 is set out in the Notice of Meeting.

#### 4.5. CORPORATIONS ACT – SECTIONS 200B AND 200E

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 cessation of their employment with the Company or any of its related bodies corporate. Under section 200B of the Corporations Act, a company may only give a person a "benefit" (as defined in the Corporations Act) in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders under section 200E of the Corporation Act, or an exception applies.

Under the terms of the Executive Incentive Plan, the Board has discretion to determine that a proportion of a participant's Incentives will not lapse on cessation of their employment with the Company. The exercise of this discretion by the Board may constitute a "benefit" for the purposes of section 200B of the Corporations Act. Accordingly, Resolution 3 also seeks approval, for the purposes of sections 200B and 200E of the Corporations Act, for any "benefit" that may be provided to Mr Beyer in connection with an exercise of discretion by the Board under the Executive Incentive Plan.

The value of the termination benefits that the Board may give under the Executive Incentive Plan cannot be determined in advance. This is because various matters will, or are likely to, affect the value depending on the circumstances existing at the time the employment ceases. For example, the value of a particular benefit will depend on the Share price at the time of vesting and the number of incentives that will vest. The following additional factors may also affect the value of the benefit:

- a) the Company's performance against the various performance conditions that apply to the Incentives;
- b) the part of the performance period that has elapsed at the time the employment ceases;
- c) the reasons for the cessation of employment; and
- d) the number of Incentives that lapse on cessation of employment.

#### 4.6. BOARD RECOMMENDATION AND PROXY VOTING

The Board, other than Mr Beyer who abstains from giving a recommendation given his personal interest in Resolution 3, unanimously recommends that Shareholders vote in favour of Resolution 3.

If you intend to appoint a member of the Company's Key Management Personnel (including any Director or the Chairman) or their Closely Related Parties as your proxy, please refer to the important information contained in the Notice of Meeting under the heading "Important information concerning proxy votes on Resolutions 1, 3, and 4".

## 5. RESOLUTION 4 – GRANT OF SHORT TERM INCENTIVE PERFORMANCE RIGHTS TO JIM BEYER

#### 5.1. BACKGROUND TO RESOLUTION 4

Shareholder approval is being sought under Resolution 4 to permit the Company to grant **89,917** Short Term Incentive Performance Rights to Jim Beyer (or his nominee) in the form of Short Term Incentive Performance Rights (**STIs**) under the Executive Incentive Plan. A summary of the material

terms and conditions of the Executive Incentive Plan is set out in Annexure A to this Explanatory Statement.

Mr Beyer's short-term incentive award for the year ending 30 June 2021 was \$359,220. The STIs proposed to be issued to Mr Beyer represent 50% of this award and form part of Mr Beyer's remuneration package. The remaining 50% of Mr Beyer's short-term incentive award was paid in cash.

If granted, the STIs will automatically vest on 1 July 2022 subject only to Mr 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 Executive Incentive Plan (e.g. upon a reorganisation of capital), Mr Beyer will be entitled to receive one Share (or the cash equivalent) for each Performance Right that vests.

If Shareholders approve Resolution 4, the STIs (being a form of Performance Rights) will be granted in accordance with the rules of the Executive Incentive Plan. A summary of the material terms and conditions of the Executive Incentive Plan is set out in Annexure A to this Explanatory Statement. A complete copy of the rules of the Executive Incentive Plan are available for inspection by Shareholders (free of charge) at the Company's registered office or, upon request, from the Company Secretary.

If Shareholders do not approve the proposed issue of the Performance Rights to Mr Beyer under Resolution 4, the issue will not proceed. The Board will provide a cash payment to Mr Beyer if this resolution is not approved.

#### 5.2. WHY IS SHAREHOLDER APPROVAL REQUIRED?

Listing Rule 10.14 requires Shareholders to approve the acquisition of securities by a director under an employee incentive scheme, except where the securities are acquired, or are rights or options to acquire securities that are acquired, on-market.

While under the terms of the Executive Incentive Plan, Shares to be allocated to Mr Beyer may be sourced on-market, approval of Resolution 4 will provide the Company with the flexibility to issue new Shares to him.

#### **5.3. LISTING RULE 7.1**

Listing Rule 7.2 (Exception 14) provides that Shareholder approval under Listing Rule 7.1 is not required to issue securities that have been approved under Listing Rule 10.14.

## 5.4. INFORMATION FOR THE PURPOSES OF LISTING RULE 10.15 REGARDING RESOLUTION 4

The following information is disclosed in relation to Resolution 4 for the purposes of Listing Rule 10.15:

- a) Mr Beyer is the Company's Managing Director;
- b) Mr Beyer falls within Listing Rule 10.14.1 because he is a Director of the Company;
- c) the maximum number of Performance Rights that can be granted to Mr Beyer (or his nominee) if Shareholders approve Resolution 4 is **89,917** and each Performance Right

entitles Mr Beyer on vesting to receive one Share, subject to any adjustment under the Executive Incentive Plan;

d) Mr Beyer's current total remuneration package comprises:

Component	<b>Cash</b> (5 da	Incentives y VWAP 28 September 2021 \$1.9975)
Total Fixed Remuneration (TFR)	\$900,000	
STI Award 2021	\$179,610	89,917
LTI Award		450,563
TOTAL	1,079,610	540,480

e) since the Executive Incentive Plan was approved by Shareholders on 18 November 2016, the following securities have been granted to Mr Beyer or his associates under the Executive Incentive Plan:

Name of Recipient	No. of Performance Rights Issued	Forfeited Performance Rights
Jim Beyer	513,258	100,479
Total	513,258	100,479

The securities have been granted for nil cash consideration.

- the material terms attaching to the Performance Rights, and an explanation of why Performance Rights are proposed to be granted to Mr Beyer, are summarised in section 5.1 above;
- g) the Company attributes a value of \$179,610 to the **89,917** Performance Rights the subject of this Resolution 4, on the basis of the 5 day VWAP of Shares as at 28 September 2021 (being \$1.9975 per Share) representing 50% of Mr Beyer's short-term incentive award for the year ending 30 June 2021;
- h) if Shareholders approve Resolution 4, the Performance Rights will be granted to Mr Beyer as soon as practicable after the Annual General Meeting and in any event within 12 months of the Annual General Meeting;
- the Performance Rights will be granted to Mr Beyer for nil cash consideration and no amount will be payable by Mr Beyer for any Shares allocated on any Performance Rights vesting;
- j) a summary of the material terms of the Executive Incentive Plan is set out in Annexure A to this Explanatory Statement.
- k) there is no loan proposed in relation to the grant of Performance Rights to Mr Beyer;
- details of any securities issued under the Executive Incentive Plan will be published in the Company's annual report relating to the 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 an issue of securities under the Executive Incentive Plan after Resolution 4 is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule; and
- n) a voting exclusion statement for Resolution 4 is set out in the Notice of Meeting.

#### 5.5. CORPORATIONS ACT - SECTIONS 200B AND 200E

Section 4.5 above provides an overview of sections 200B and 200E of the Corporations Act and how those provisions may interact with the terms of the Executive Incentive Plan in circumstances where the Board determines that a proportion of a participant's Incentives will not lapse on cessation of their employment with the Company.

Resolution 4 seeks approval, for the purposes of sections 200B and 200E of the Corporations Act, for any "benefit" that may be provided to Mr Beyer in connection with an exercise of such discretion by the Board.

The value of the termination benefits that the Board may give under Executive Incentive Plan cannot be determined in advance. This is because various matters will, or are likely to, affect the value depending on the circumstances existing at the time the employment ceases. For example, the value of a particular benefit will depend on the Share price at the time of vesting and the number of incentives that will vest. The following additional factors may also affect the value of the benefit:

- a) the part of the performance period that has elapsed at the time the employment ceases;
- b) the reasons for the cessation of employment; and
- c) the number of Incentives that lapse on cessation of employment.

#### 5.6. BOARD RECOMMENDATION AND PROXY VOTING

The Board, other than Mr Beyer who abstains from giving a recommendation given his personal interest in Resolution 4, unanimously recommends that Shareholders vote in favour of Resolution 4.

If you intend to appoint a member of the Company's Key Management Personnel (including any Director or the Chairman) or their Closely Related Parties as your proxy, please refer to the important information contained in the Notice of Meeting under the heading "Important information concerning proxy votes on Resolutions 1,3, and 4.

#### **GLOSSARY**

Annual General Meeting means the meeting convened by the Notice of Meeting.

Annual Report means the annual report of the Company for the financial year ended 30 June 2021.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Board** means the current board of directors of the Company.

Chairman means the chairman of the Annual General Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or Regis means Regis Resources Limited (ACN 009 174 761).

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

Corporations Act means the Corporations Act 2001 (Cth), as amended from time to time.

**Directors** means the current directors of the Company.

**Executive Incentive Plan** means the Regis Resources Limited Executive Incentive Plan approved by Shareholders on 26 November 2019 set out in Annexure A.

**Explanatory Statement** means this explanatory statement accompanying the Notice of Meeting.

**Glossary** means this glossary.

**Group** means the Company and its Related Bodies Corporate and any member of the Group is a **Group Company**.

**Incentive** means a right to acquire, subject to the satisfaction of vesting conditions, a Share (or cash equivalent) granted under the Executive Incentive Plan.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the official listing rules of ASX.

**Notice, Notice of Meeting** or **Notice of Annual General Meeting** means the notice of Annual General Meeting including this Explanatory Statement.

**Performance Right** means a right to acquire a Share (or cash equivalent) granted under the Executive Incentive Plan on the terms described in this Explanatory Statement.

**Proxy Form** means the Proxy Form attached to the Notice of Meeting.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**VWAP** means volume weighted average price.

## ANNEXURE A - SUMMARY OF THE EXECUTIVE INCENTIVE PLAN

# Who is an Eligible Participant entitled to participate in the Executive Incentive Plan?

The following persons are entitled to participate in the Executive Incentive Plan:

- Key Management Personnel other than non-executive Directors of the Company;
- any employee of a Group Company holding the position of General Manager (or what the Board determines to be an equivalent position in the Group); and
- any other person who is declared by the Board to be an Eligible Participant for the purposes of the Executive Incentive Plan,

#### (together, Eligible Participants).

## What securities can be offered?

The Executive Incentive Plan envisages the offer of Incentives.

Incentives are rights to acquire (by issue or transfer) Shares or to be paid their cash equivalent value subject to performance, service, time or other vesting conditions that the Board believes best align with the Company's remuneration strategies. Incentives will not be quoted on ASX or any other financial market. Provided that other Shares are listed on ASX at the time, Shares acquired on the vesting and exercise of Incentives will be quoted on ASX or if Shares provided by the Company on vesting and exercise of Incentives are by way of a new issue of Shares, the Company will apply to have the Shares quoted on the ASX within the period required by ASX.

## Invitations to participate in the Executive Incentive Plan

Each Eligible Participant offered the opportunity to participate in the Executive Incentive Plan will receive a written invitation to apply for a grant of Incentives, in such form as may be determined from time to time by the Board (Invitation). An Invitation will set out, amongst other things:

- the number of Incentives which the Eligible Participate may apply for;
- any applicable vesting conditions; and
- any other relevant terms and conditions attaching to the Incentives or Shares allocated under the Executive Incentive Plan, including any disposal restrictions.

Unless the Board determines otherwise, no offer to apply for a grant of Incentives may be made if the offer or grant does not comply with ASIC Class Order 14/1000, any subsequent or replacement class order or relief in respect of employee incentive schemes or any specific relief granted by ASIC to the Company in respect of the Executive Incentive Plan.

#### **Vesting conditions**

Incentives awarded to each Eligible Participant will be subject to the vesting conditions determined by the Board at the time of grant.

These may include financial performance hurdles (such as earnings per share and total shareholder return based hurdles as highlighted in the Company's 2020 Remuneration Report), service requirements, or the satisfaction of any other vesting conditions determined by the Board.

The Board's decision as to the satisfaction, achievement or waiver of these vesting conditions may be made in the Board's absolute discretion and a determination as to the interpretation, effect, application, achievement, satisfaction or waiver of a vesting condition is final, conclusive and binding on the relevant Eligible Participant. Notwithstanding the satisfaction or achievement of any specific vesting conditions imposed on an Incentive, the Board may determine in its absolute discretion that an Incentive does not vest including where it is of the opinion that the Eligible Participant's individual performance during the relevant period does not warrant that Incentive vesting.

#### **Disposal restrictions**

The Executive Incentive Plan also contemplates the potential for disposal restrictions (such as a holding lock) to be imposed on Shares allocated on the exercise of Incentives, or for Eligible Participants to nominate their Shares to be subject to a disposal restriction for a specific period. The Board may lift a disposal restriction at any time in its absolute discretion and will promptly notify the holder of its decision to do so.

#### **Clawback rights**

The Executive Incentive Plan provides that if in the opinion of the Board the Eligible Participant:

- acts fraudulently or dishonestly;
- is in material breach of his or her obligations to any Group Company;
- is knowingly involved in a material misstatement of financial statements; or
- engages in behaviour which results in the satisfaction of vesting conditions in circumstances that in the reasonable opinion of the Board have caused or are likely to cause a long term detriment to the Company,

then regardless of whether or not that Eligible Participant's employment with a Group Company has terminated, the Board may:

- deem any unexercised Incentives of the Eligible Participant to have lapsed;
- adjust the Eligible Participant's current or future performance-based remuneration; and
- take any other action the Board considers appropriate including to for the purposes of having any benefits inappropriately obtained under the Executive Incentive Plan returned, repaid or cancelled.

#### **Lapsing of Incentives**

Subject to the Board's overriding discretion, unvested Incentives will lapse where:

- the holder failed to meet the Incentive's vesting conditions in the prescribed period; or
- the holder is in breach of the terms of the Executive Incentive Plan (such as a prohibited transfer or hedging) or certain events occur (such as cessation of employment or change of control).

#### **Exercise**

Incentives granted under the Executive Incentive Plan will not vest and become capable of being exercised unless the vesting conditions relating to that Incentive have been satisfied.

Incentives which vest under the Executive Incentive Plan will automatically exercise upon vesting. On exercise, the Board may, having regard to any election of the Eligible Participant, either issue or procure the transfer of Shares to the Eligible Participant or pay a cash amount equivalent to the number of Shares not being issued multiplied by the volume weighted average price of Shares traded on the ASX over the 5 trading days immediately preceding the date the Shares would otherwise have been issued.

## Cessation of employment

Where an Eligible Participant ceases to be an employee of any Group Company:

- due to resignation or termination for cause, then any unvested Incentives of the Eligible Participant will automatically lapse on the date of the cessation of employment; or
- due to any other reason, then a proportion of any unvested Incentives will lapse
  equivalent to the proportion of time remaining in the period during which the
  relevant vesting conditions must be satisfied and the remaining unvested
  Incentives will continue and are still capable of vesting in accordance with the
  relevant vesting conditions at the end of that period,

unless the Board determines otherwise.

#### Change of control

If a matter, event, circumstance or transaction occurs that the Board reasonably believes may lead to a change of control, the Board may in its discretion determine the treatment and timing of such treatment of any unvested Incentives and must notify the holder of any changes to the terms of the Incentives as a result of such a decision.

If a change of control occurs and the Board hasn't made such a decision, all unvested Incentives will vest and be automatically exercised.

A change of control may occur in various circumstances including by way of a takeover bid, compromise or arrangement, amalgamation with another company or selective capital reduction, or an event occurs that the Board reasonably believes may result in a change of control.

If the Company passes a resolution for voluntary winding up or to dispose of its main undertaking, or an order is made for the compulsory winding up of the Company, the Board may, in its absolute discretion, determine that all or a portion of unvested Incentives will vest and be automatically exercised.

#### Dilution and Executive Incentive Plan limit

The Board retains the discretion to decide whether to issue new Shares, transfer existing Shares or pay a cash equivalent on the vesting and exercise of Incentives. Unless the Board determines otherwise, no Incentive will be offered if to do so would contravene the ASIC Class Order CO 14/1000. This broadly requires that that the number of Shares that may be issued pursuant to an offer or that have or may be issued pursuant to offers made under the Executive Incentive Plan or any other incentive plans of the Group over the previous 3 years is less than 5% of the total Shares on issue in the Company.

#### Rights to participate in reorganisations, bonus Issues of Shares etc

If Shares are issued pro rata to Shareholders by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), involving capitalisation of reserves or distributable profits, a holder of an Incentive is entitled, upon the exercise of Incentives, to receive in addition to the Shares in respect of which the Incentives are exercised and without the payment of any further consideration, an allotment of additional Shares (or their cash equivalent) as determined by the Board subject to the Listing Rules .

In the event of a rights issue or any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Shares to which the holder of an Incentive is entitled will be adjusted in the manner determined by the Board having regard to any applicable Listing Rules and the general principle that the holder of an Incentive is not to be materially disadvantaged as a result of a corporate action (such as a capital raising or capital reorganisation). An Eligible Participant cannot participate in new issues of Shares in respect of Incentives held by the Eligible Participant unless those Incentives have vested and have been exercised and the underlying Shares issued or transferred before the relevant record date for determining entitlements to the new issue.

#### Hedging

An Eligible Participant must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the Eligible Participant may alter the economic benefit to be derived from an unvested Incentive.

# Re-testing Transfer, sale or disposal of Incentives

There is no right to re-test vesting conditions.

Incentives may not be transferred, sold or disposed of except by force of law (for example, in the event of death or legal incapacity) or with the prior written consent of the Board (which may be withheld at its sole discretion).

#### Variations to the Executive Incentive Plan

The Board may amend or waive the terms of the Executive Incentive Plan or any Incentive (including Vesting Conditions) at any time.

Any such amendment may not, without the written agreement of an Eligible Participant, materially reduce or otherwise prejudicially affect the rights attaching to the Incentives granted or the Shares issued or transferred pursuant to and still subject to the Executive Incentive Plan, other than in certain circumstances (for example, if the amendment introduced primarily for the purpose of complying with the Listing Rules or the Corporations Act).



ABN 28 009 174 761



#### Phone:

Need assistance?

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, 23 November 2021.

### **Proxy Form**

RRI

**FLAT 123** 

#### How to Vote on Items of Business

MR SAM SAMPLE

123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

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: 999999 SRN/HIN: 19999999999

PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

1	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.		



I 999999999

LND

Proxy	<b>Form</b>
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Please mark igg|igsep to indicate your directions

Cton	4	

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Regis Resources Limited hereby appoint							
l I	Chairman OR ne Meeting		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 Subiaco Room Level 9, The Vibe Hotel, 9 Alvan Street, Subiaco, WA 6008 and as a virtual meeting on Thursday, 25 November 2021 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 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 4 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 and 4 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	Abstair
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Director - Steve Scudamore			
Resolution 3	Approval of Grant of Long Term Incentive Performance Rights to Jim Beyer			
Resolution 4	Approval of Grant of Short Term Incentive Performance Rights to Jim Beyer			

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 Securi	ityholder 2	Securityholder 3		
Sole Director & Sole Company Secretary Direct	or	Director/Company Secretary	Date	
Update your communication details (	Optional)	By providing your email address, you consent to re	ceive future Notice	
Mobile Number	Email Address	of Meeting & Proxy communications electronically		





