

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Regis Resources Limited

ACN/ARSN 009 174 761

### 1. Details of substantial holder (1)

Name Van Eck Associates Corporation (and its associates referred to in paragraph 6).

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

30/12/2016

The previous notice was given to the company on

21/09/2016

The previous notice was dated

20/09/2016

### 2. Previous and present voting power

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

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	84,632,312	16.89%	89,984,680	17.96%

### 3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Van Eck Associates Corporation (VEAC)	See Annexure A			

### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Gold Miners ETF	VanEck Vectors Gold Miners ETF (GDX)	VEAC holds its relevant interest by having the power to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities	Ordinary shares 29,540,120	5.90%

VEAC	Bank of New York Mellon as custodian for VanEck Vectors Junior Gold Miners ETF	VanEck Vectors Junior Gold Miners ETF (GDXJ)	Same as above.	Ordinary shares 59,019,032	11.78%
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Australian Resources ETF	VanEck Vectors Australian Resources ETF (MVR.AU)	Same as above.	Ordinary shares 71,884	0.01%
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Small Cap Dividend Payers ETF	VanEck Vectors Small Cap Dividend Payers ETF (MVS.AU)	Same as above.	Ordinary shares 250,564	0.05%
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Gold Miners UCITS ETF	VanEck Vectors Gold Miners UCITS ETF (UCTGDX)	Same as above.	Ordinary shares 321,950	0.06%
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Junior Gold Miners UCITS ETF	VanEck Vectors® Junior Gold Miners UCITS ETF (UCTGDXJ)	Same as above.	Ordinary shares 781,130	0.16%

#### 5. Changes in association

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

Name and applicable)	ACN/ARSN (if applicable)	Nature of association

#### 6. Addresses

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

Name	Address
VEAC	666 Third Avenue, New York, NY 10017
Van Eck Securities Corporation	666 Third Avenue, New York, NY 10017

Van Eck Absolute Return Advisers, Inc.	666 Third Avenue, New York, NY 10017
VanEck Australia Pty Ltd	Level 4 Aurora Place, 88 Phillip Street, Sydney NSW 2000
VanEck Investments Limited	Level 4 Aurora Place, 88 Phillip Street, Sydney NSW 2000

## Signature

print name Andrew Tilzer

capacity Assistant Vice President

sign here

date 04/01/2017

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# GUIDE

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.**

## Signature

This form must be signed by either a director or a secretary of the substantial holder.

## Lodging period

Nil

## Lodging Fee

Nil

## Other forms to be completed

Nil

## Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

## Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and A.C.N or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

**Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.**

This is Annexure A of 2 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
GDX	08/01/2016	B	-	In-Kind	6,644
GDX	08/03/2016	B	-	In-Kind	9,966
GDX	08/05/2016	S	-	In-Kind	26,568
GDX	08/08/2016	S	-	In-Kind	73,062
GDX	08/09/2016	B	-	In-Kind	185,976
GDX	08/16/2016	B	-	In-Kind	209,223
GDX	08/17/2016	B	-	In-Kind	245,754
GDX	08/18/2016	B	-	In-Kind	302,211
GDX	08/19/2016	B	-	In-Kind	99,630
GDX	08/22/2016	S	-	In-Kind	6,642
GDX	08/29/2016	B	-	In-Kind	681,010
GDX	08/31/2016	B	-	In-Kind	19,932
GDX	09/01/2016	B	-	In-Kind	96,338
GDX	09/02/2016	B	-	In-Kind	704,052
GDX	09/06/2016	B	-	In-Kind	305,624
GDX	09/08/2016	B	-	In-Kind	39,876
GDX	09/09/2016	B	-	In-Kind	89,721
GDX	09/12/2016	B	-	In-Kind	428,667
GDX	09/14/2016	B	-	In-Kind	142,889
GDX	09/15/2016	B	-	In-Kind	49,845
GDX	09/16/2016	B	2,666,288.40	-	692,058
GDX	09/19/2016	B	-	In-Kind	969,576
GDX	09/19/2016	B	27,739.05	-	7,159
GDX	09/20/2016	B	164,775.05	-	42,781
GDX	10/03/2016	B	-	In-Kind	1,010,840
GDX	10/04/2016	S	-	In-Kind	51,225
GDX	10/05/2016	S	-	In-Kind	10,245
GDX	10/06/2016	S	-	In-Kind	112,695
GDX	10/07/2016	B	-	In-Kind	443,950
GDX	10/12/2016	S	-	In-Kind	13,660
GDX	10/13/2016	B	-	In-Kind	273,200
GDX	10/17/2016	S	-	In-Kind	17,075
GDX	10/19/2016	B	-	In-Kind	71,715
GDX	10/21/2016	B	-	In-Kind	68,300
GDX	10/26/2016	S	-	In-Kind	27,320
GDX	11/03/2016	S	-	In-Kind	54,624
GDX	11/07/2016	S	-	In-Kind	6,828
GDX	11/09/2016	S	-	In-Kind	208,254
GDX	11/11/2016	S	-	In-Kind	17,070
GDX	11/14/2016	B	-	In-Kind	99,006
GDX	11/15/2016	B	-	In-Kind	512,100
GDX	11/18/2016	S	-	In-Kind	122,904
GDX	11/21/2016	S	-	In-Kind	13,656

AT

This is Annexure A of 2 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
GDX	11/28/2016	S	-	In-Kind	187,770
GDX	11/29/2016	S	-	In-Kind	119,490
GDX	12/02/2016	B	-	In-Kind	430,290
GDX	12/05/2016	B	-	In-Kind	68,300
GDX	12/13/2016	B	-	In-Kind	37,565
GDX	12/14/2016	B	-	In-Kind	273,280
GDX	12/15/2016	B	-	In-Kind	78,568
GDX	12/16/2016	S	4,842,222.87	-	2,026,709
GDX	12/19/2016	S	-	In-Kind	9,603
GDX	12/22/2016	B	-	In-Kind	108,494
GDX	12/28/2016	B	-	In-Kind	478,650
GDXJ	08/02/2016	B	-	In-Kind	544,440
GDXJ	08/08/2016	B	-	In-Kind	408,360
GDXJ	08/08/2016	S	1,171,666.41	-	289,503
GDXJ	08/10/2016	B	-	In-Kind	1,573,250
GDXJ	08/17/2016	B	-	In-Kind	542,360
GDXJ	08/18/2016	B	-	In-Kind	379,666
GDXJ	08/19/2016	B	-	In-Kind	81,360
GDXJ	08/23/2016	S	1,284,838.43	-	328,296
GDXJ	08/24/2016	B	-	In-Kind	943,460
GDXJ	08/25/2016	B	-	In-Kind	26,961
GDXJ	08/26/2016	B	-	In-Kind	647,016
GDXJ	09/06/2016	B	-	In-Kind	970,380
GDXJ	09/07/2016	B	-	In-Kind	269,500
GDXJ	09/08/2016	B	-	In-Kind	134,765
GDXJ	09/12/2016	S	-	In-Kind	403,860
GDXJ	09/14/2016	B	-	In-Kind	6,811,519
GDXJ	09/16/2016	B	-	In-Kind	161,574
GDXJ	09/16/2016	S	24,066,900.55	-	6,251,143
GDXJ	09/20/2016	B	-	In-Kind	539,420
GDXJ	09/21/2016	B	-	In-Kind	269,690
GDXJ	10/18/2016	B	-	In-Kind	269,710
GDXJ	10/19/2016	B	-	In-Kind	26,972
GDXJ	11/16/2016	S	-	In-Kind	242,874
GDXJ	11/18/2016	S	-	In-Kind	161,946
GDXJ	11/28/2016	S	-	In-Kind	161,952
GDXJ	12/15/2016	S	-	In-Kind	242,730
GDXJ	12/16/2016	B	1,395,597.78	-	583,757
GDXJ	12/19/2016	B	-	In-Kind	429,405
GDXJ	12/19/2016	S	913,681.96	-	388,825
GDXJ	12/20/2016	B	-	In-Kind	54,326
GDXJ	12/22/2016	B	-	In-Kind	489,006
GDXJ	12/28/2016	B	-	In-Kind	543,180

AT

This is Annexure A of 1 page referred to in Form 604 - Notice of change of interests of substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
GDXJ	12/29/2016	B	-	In-Kind	515,983
GDXJ	12/30/2016	B	-	In-Kind	760,256
MVRAU	08/10/2016	B	-	In-Kind	8,944
MVRAU	08/10/2016	B	89.95	-	21
MVRAU	08/23/2016	B	191.64	-	49
MVRAU	08/26/2016	B	315.92	-	82
MVRAU	08/29/2016	S	255.07	-	67
MVRAU	09/01/2016	B	221.50	-	61
MVRAU	09/06/2016	B	235.53	-	61
MVRAU	09/16/2016	S	20,226.18	-	5,255
MVRAU	09/26/2016	B	62.58	-	16
MVRAU	11/09/2016	B	61.73	-	17
MVRAU	11/11/2016	B	-	In-Kind	7,506
MVRAU	11/23/2016	B	95.06	-	33
MVRAU	12/12/2016	B	-	In-Kind	3,756
MVRAU	12/16/2016	B	82,011.50	-	34,305
MVRAU	12/19/2016	B	217.68	-	93
MVRAU	12/28/2016	S	40.94	-	15
UCTGDX	08/08/2016	B	13,962.02	-	3,445
UCTGDX	08/25/2016	S	1,873.57	-	496
UCTGDX	09/16/2016	B	35,622.02	-	9,246
UCTGDX	09/19/2016	B	1,863.59	-	487
UCTGDX	09/20/2016	B	959.59	-	249
UCTGDX	10/14/2016	S	46,284.90	-	13,951
UCTGDX	12/16/2016	S	51,815.57	-	21,691
UCTGDXJ	08/08/2016	S	7,475.11	-	1,847
UCTGDXJ	08/23/2016	S	16,547.26	-	4,235
UCTGDXJ	09/08/2016	B	171,916.96	-	43,165
UCTGDXJ	09/14/2016	B	168,664.22	-	43,552
UCTGDXJ	09/16/2016	B	309,795.20	-	80,410
UCTGDXJ	09/19/2016	B	5,962.35	-	1,537
UCTGDXJ	09/21/2016	B	93,709.03	-	24,514
UCTGDXJ	10/13/2016	B	83,886.30	-	24,511
UCTGDXJ	10/27/2016	S	29,976.88	-	9,493
UCTGDXJ	10/28/2016	B	160,394.52	-	49,016
UCTGDXJ	11/03/2016	B	173,515.10	-	48,434
UCTGDXJ	11/23/2016	S	209,019.34	-	72,627
UCTGDXJ	12/02/2016	S	5,341.60	-	1,869
UCTGDXJ	12/16/2016	B	69,954.77	-	29,261
UCTGDXJ	12/19/2016	B	10,884.50	-	4,551
UCTGDXJ	12/21/2016	S	125,751.91	-	50,336
MVSAU	08/22/2016	B	2,282.35	-	562
MVSAU	08/30/2016	B	1,452.00	-	382

AT

This is Annexure A of 1 page referred to in Form 604 - Notice of change of interests of substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
MVSAU	09/02/2016	B	1,872.78	-	494
MVSAU	09/07/2016	B	2,230.98	-	548
MVSAU	09/13/2016	B	1,524.22	-	401
MVSAU	09/16/2016	S	64,900.85	-	16,862
MVSAU	09/28/2016	B	1,521.42	-	390
MVSAU	10/14/2016	B	567.87	-	171
MVSAU	10/27/2016	S	1,630.11	-	516
MVSAU	11/10/2016	B	556.16	-	169
MVSAU	12/02/2016	B	-	In-Kind	10,740
MVSAU	12/12/2016	B	5,451.84	-	2,049
MVSAU	12/13/2016	S	895.01	-	338
MVSAU	12/16/2016	B	54,289.44	-	22,709
MVSAU	12/28/2016	B	1,818.68	-	666
In-Kind transactions result from MVSAU receiving a basket of securities (including REGIS RESOURCES LTD) in exchange for securities in MVSAU.					

AT