



ACN 106 294 106

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at the Treasury Boardroom, COMO The Treasury, 1 Cathedral Avenue, Perth on Monday, 30 November 2015 at 12:00pm (WST).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (03) 9626 2435

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

REGAL RESOURCES LIMITED

ACN 106 294 106

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Regal Resources Limited (**Company**) will be held at the Treasury Boardroom, COMO The Treasury, 1 Cathedral Avenue, Perth on Monday, 30 November 2015 at 12:00pm (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 28 November 2015 at 12:00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

Ordinary business

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2015, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or

- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Election of Director - Dr Peter Ruxton

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

"That Dr Peter Ruxton, who retires in accordance with Rule 3.3(a) of the Constitution and Listing Rule 14.4 and being eligible, offers himself for election, be elected as a Director."

4. Resolution 3 - Re-election of Director - Dr Simon Dorling

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

"That Dr Simon Dorling, who retires in accordance with Rule 3.6 of the Constitution and Listing Rule 14.4 and being eligible, offers himself for election, be elected as a Director."

5. Resolution 4 - Approval of 10% Placement Facility

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

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 5 - Approval of change of Auditor

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

“That, subject to ASIC consenting to the resignation of BDO East Coast Partnership as auditor of the Company that, pursuant to section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd A.B.N. 79 112 284 787 be appointed as auditor of the Company with effect from the later of the conclusion of the Meeting and the day on which ASIC gives its consent.”

BY ORDER OF THE BOARD



Patrick Holywell
Joint Company Secretary
Dated: 28 October 2015

REGAL RESOURCES LIMITED

ACN 106 294 106

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Treasury Boardroom, COMO The Treasury, 1 Cathedral Avenue, Perth on Monday, 30 November 2015 at 12:00pm (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 - Remuneration Report
Section 5:	Resolution 2 - Election of Director - Dr Peter Ruxton
Section 6:	Resolution 3 - Re-election of Director - Dr Simon Dorling
Section 7:	Resolution 4 - Approval of 10% Placement Facility
Section 8:	Resolution 5 - Approval of change of Auditor
Schedule:	Definitions
Annexure:	Nomination of Auditor

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder

from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2015.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.asx.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

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

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 - Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Part 2G.2, Division 9 of the Corporations Act provides Shareholders with the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2014 annual general meeting. If the Remuneration Report receives a Strike at this Meeting (2015 annual general meeting), Shareholders should be aware that if a second Strike is received at the 2016 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

5. Resolution 2 - Election of Director - Dr Peter Ruxton

Rule 3.3 of the Constitution gives the Directors authority to appoint other Directors.

Dr Peter Ruxton was appointed as a Director on 17 February 2015.

Rule 3.3 of the Constitution states that any Director appointed in accordance with that Rule must retire at the next annual general meeting and is eligible for re-election.

Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Accordingly, Dr Ruxton resigns as a Director at this annual general meeting and being eligible seeks approval to be re-elected as a Director.

Dr Ruxton is co-founder of Tembo Capital Mining Fund LP. Dr Ruxton has a strong technical background having spent 35 years in the mining industry, including 15 years as an Exploration Geologist in Australasia with Billiton and Ross Mining. In 2000, he joined CDC Capital Partners, later transitioning into Actis, where he became a Partner in 2006, working in mining finance in Africa and Emerging Markets.

Dr Ruxton has held a number of Directorships with numerous private, ASX, TSX.V, AIM, JSE, OTCBB and AMEX listed companies. He has served on the boards of two DRC focused exploration and mining companies in recent years.

Dr Ruxton trained as a Geologist at the University of Leeds, UK where he obtained a BSc in Geological Sciences and a PhD in Economic Geology, before going on to complete his MBA at the Universities of Manchester and Bangor. Peter's PhD thesis focused on sedimentary copper deposits in Namibia and Botswana.

Dr Ruxton is a Professional Member of the Institute of Mining, Metallurgy and Materials (MIMM) and is a Fellow of both the Geological Society of London (FGS) and the Society of Economic Geologists (FSEG).

Despite the fact that Dr Ruxton represents Tembo Capital Mining Fund LP, a substantial beneficial shareholder of the Company, the Board considers him to be independent as he is able, and does make, quality and independent judgments in the best interests of the Company on all relevant issues before the Board.

The Board (excluding Dr Ruxton) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

6. Resolution 3 - Re-election of Director - Dr Simon Dorling

Listing Rule 14.4 and Rule 3.6 of the Constitution require that one third of the Directors (excluding the Managing Director, Directors retiring in accordance with Rule 3.3 and Alternate Directors) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third).

Rule 3.6 of the Constitution provides that a Director who retires in accordance with that Rule is eligible for re-election.

The Company currently has four Directors. One of these Directors, Mr David Young, is the Managing Director. Another Director, Dr Peter Ruxton, is retiring in accordance with Rule 3.3. Accordingly, one of the other Directors must retire.

Pursuant to these Rules, Dr Simon Dorling will retire by rotation and, being eligible, will seek re-election.

Dr Dorling was appointed as a Director on 16 August 2012 and was last re-elected by Shareholders at the 2014 annual general meeting. Dr Dorling is an Exploration and Structural Geologist with over twenty years of industry experience. He is a Principal Consultant with CSA Global Pty Ltd and for the last ten years has provided specialist technical support and project management to a variety of clients including Anvil Mining, Tiger Resources, Elemental Minerals and Cameco Australia. For the last six years Dr Dorling has focused on resources projects, mainly copper/cobalt in Africa, particularly in the Democratic Republic of Congo and has been involved as a Qualified Person in compiling National Instrument 43-101 and JORC ore resource reports.

The Board (excluding Dr Dorling) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 - Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Based on the ASX closing price on 19 October 2015, the Company has a market capitalisation of approximately \$6.1 million. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to exercise all available proxies in favour of Resolution 4.

7.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted classes of Equity Securities, Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 217,945,458 Shares and has capacity to issue:

- (i) 32,691,819 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 4 21,794,546 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

7.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.
- (d) The table also shows:
 - (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price (\$0.028 as at 19 October 2015).

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.014 50% decrease in Issue Price	\$0.028 Issue Price	\$0.056 100% increase in Issue Price
Current Variable A 217,945,458 Shares	10% Voting Dilution	21,794,546 Shares	21,794,546 Shares	21,794,546 Shares
	Funds raised	\$305,124	\$610,247	\$1,220,495
50% increase in current Variable A 326,918,187 Shares	10% Voting Dilution	32,691,819 Shares	32,691,819 Shares	32,691,819 Shares
	Funds raised	\$457,685	\$915,371	\$1,830,742
100% increase in current Variable A 435,890,916 Shares	10% Voting Dilution	43,589,092 Shares	43,589,092 Shares	43,589,092 Shares
	Funds raised	\$610,247	\$1,220,495	\$2,440,989

The above table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.028, being the closing price of the Shares on ASX on 19 October 2015.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.

- (f) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new resources assets or investments (including expenses associated with such acquisition such due diligence costs and external advisors) and continued exploration on the Company's current projects and working capital requirements.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new energy and resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 26 November 2014. In the 12 months preceding the date of the 2015 Annual General Meeting and as at the date of this Notice, the Company has issued 91,100,000 Equity Securities and this represents 52.98% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The Company issued 19,085,181 Shares pursuant to Listing Rule 7.1A during the year.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the 2015 Annual General Meeting are in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice ¹
2/12/2014	21,100,000	Shares ¹	Institutional and sophisticated investors who are not related parties of the Company and are "accredited investors" (as that term is used in United States securities laws), including accounts managed by Sprott, Inc.	Issue price of \$0.05 per Share, representing a discount of nil to the market price (\$0.05) at the date of issue	<p>Form: Cash (\$1,055,000) which has been spent as proposed.</p> <p>Use and proposed use: Funding the final tranche of the acquisition payment due to GICC for the Company's 30% interest in Kalongwe Mining, completion of Phase II drilling programme and scoping studies, general working capital costs and to secure potential new projects.</p>
2/12/2014	21,100,000	Unquoted Options ²	Institutional and sophisticated investors who are not related parties of the Company and are "accredited investors" (as that term is used in United States securities laws), including accounts managed by Sprott, Inc.	Issue price of nil	<p>Options were issued on a free-attaching basis to the Shares issued on the same date.</p> <p>Current value: \$259,530⁴</p>
11/02/2015	24,000,000	Shares ¹	Tembo Capital Mining Fund LP (or its nominee)	Issue price of \$0.05 per Share, representing a discount of nil to the market price (\$0.05) at the date of issue	<p>Form: Cash (\$1,200,000) which has been spent as proposed.</p> <p>Use and proposed use: funding a bankable feasibility study for the Kalongwe Project and to support regional exploration programmes, business development and general working capital costs.</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice ¹
11/02/2015	24,000,000	Unquoted Options ³	Tembo Capital Mining Fund LP (or its nominee)	Issue price of nil	Options were issued on a free-attaching basis to the Shares issued on the same date. Current value: \$316,800 ⁴
30/09/2015	900,000	Shares ¹	Tembo Capital Mining Fund LP (or its nominee)	Issue price of nil (deemed issue price of \$0.05), representing a discount of 100% to the market price (\$0.03) at the date of issue	Issued in satisfaction of the payment of the \$45,000 establishment fee to Tembo (Ndovu Capital VI B.V) under the Convertible Loan Agreement

- (1) Shares are fully paid ordinary shares in the Company ranking equally in all respect with the existing issued Shares in the Company.
- (2) Options have an exercise price of \$0.08 each, on or before 2 December 2017 (unless expiry is accelerated by the Company). Full terms and conditions in Notice of Meeting dated 21 December 2014.
- (3) Options have an exercise price of \$0.08 each, on or before 10 February 2018. Full terms and conditions in Notice of Meeting dated 13 August 2015.
- (4) In respect of unquoted Equity Securities the value of Options as at 27 October 2015 is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).
- (k) A voting exclusion statement is included in the Notice.
- (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8. Resolution 5 - Approval of change of Auditor

BDO East Coast Partnership (**BDO East Coast**) has been the auditor of the Company since 26 November 2009. During this time, BDO East Coast has conducted the audit in an effective and competent manner.

Having regard to the Company's registered office, and two of its Directors and Chief Financial Officer, being based in Perth, Western Australia, the Board resolved to appoint a Perth-based auditor for the Company.

Under the Corporations Act, members must approve the appointment of a new auditor.

BDO East Coast has submitted its resignation as auditor of the Company and advised the Company that it has applied to ASIC for consent to resign effective from the later of the conclusion of the Meeting and the day on which ASIC gives its consent. The Company expects that ASIC will give its consent prior to the Meeting.

On the assumption that ASIC consents to BDO East Coast's resignation as auditor, Gugalanna Pty Ltd as trustee for Gugalanna Capital Super Fund, as a Shareholder of the Company, has nominated BDO Audit (WA) Pty Ltd of 38 Station Street, Subiaco, Western Australia 6008, to act as the auditor of the Company. In accordance with section 328B(3)(c) of the Corporations Act, a copy of the notice of nomination is included in the Annexure.

BDO Audit (WA) Pty Ltd has provided its consent to its appointment as auditor of the Company, subject to ASIC consenting to the resignation of BDO East Coast as auditor of the Company and the approval by Shareholders.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Schedule - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.2(f).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2015.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Regal Resources Limited ACN 106 294 106.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means 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 listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Rule means a rule of the Constitution.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Trading Day has the meaning given in the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time being the time in Perth, Western Australia.

Annexure – Nomination of Auditor

Nomination from a shareholder for the appointment of BDO Audit (WA) Pty Ltd ABN 79 112 284 787 as Auditor, the subject of Resolution 5

22 October 2015
The Company Secretary
Regal Resources Ltd
Level 3, IBM Centre, 60 City Road
SOUTHBANK, VIC, AUSTRALIA, 3006

Dear Sir

NOMINATION OF BDO AUDIT (WA) PTY LTD AS AUDITOR OF REGAL RESOURCES LTD

We, Gugalanna Pty Ltd as trustee for Gugalanna Capital Super Fund, hereby nominate BDO Audit (WA) Pty Ltd of 38 Station Street, Subiaco, Western Australia 6008 for appointment as auditor of Regal Resources Ltd at its 2015 Annual General Meeting.

We consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2015 Annual General Meeting of Regal Resources Ltd as required by section 328B (3) of the Corporations Act 2001.

Executed by Gugalanna Pty Ltd ATF Gugalanna Capital Super Fund in accordance with its constitution,



Director

Director & Secretary

MARK SMITH
22/10/15

REGAL RESOURCES LIMITED

ACN 106 294 106

PROXY FORM

The Company Secretary
Regal Resources Limited

Name
Add 1
Add2
Add3
Add4
Add5

Sequence No:

No of Shares:

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

Step 1 - Appoint a Proxy to Vote on Your Behalf

I/We being Shareholder/s of the Company hereby appoint:

The Chairman of
the Meeting (mark
box)

☐

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 Meeting of the Company to be held at 12:00pm WST on 30 November 2015, at the Treasury Boardroom, COMO The Treasury, 1 Cathedral Avenue, Perth and at any adjournment or postponement of that Meeting.

Important - If the Chairman is your proxy or is appointed as your proxy by default

The Chairman intends to vote all available proxies in favour of each Resolution. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to each Resolution, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on each Resolution even if a Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 - Instructions as to Voting on Resolutions**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS**

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Remuneration Report			
Resolution 2	Election of Director - Dr Peter Ruxton			
Resolution 3	Re-election of Director - Dr Simon Dorling			
Resolution 4	Approval of 10% Placement Facility			
Resolution 5	Approval of change of Auditor			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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

Authorised signature/s This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by the Company's share registry not less than 48 hours before the time of commencement of the Meeting by:

Mail: PO Box 1156, Nedlands, WA 6909

Hand Delivery: 110 Stirling Highway, Nedlands, WA 6009

Facsimile: (08) 9262 3723

Email: admin@advancedshare.com.au