

30 September 2010

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

## Conversion of Newmont Convertible Note

Attached is an Appendix 3B for the conversion to ordinary shares in Regis of the \$10,000,000 convertible note payable to Newmont Mining Finance Pty Ltd ("Newmont"). This note was convertible at the election of Regis at any time up until 31 December 2012.

In consideration of the early conversion of the note by Regis, Newmont has terminated all remaining equity participation rights in relation to the Duketon Gold Project that it held pursuant to an agreement dated 14 December 2005. Under that agreement, Regis acquired from Newmont certain interests in the Duketon Gold Project but Newmont retained certain ongoing rights, including the right to acquire a 75% interest (on the terms set out in that agreement) in any discrete individual resource discovered in the project area greater than 2.5 million ounces of gold.

Pursuant to the terms of the convertible note and associated agreements Newmont will also discharge their securities over the assets of Regis.

For further information contact Mr Mark Clark, Managing Director.

Yours sincerely  
**Regis Resources Limited**



Mark Clark  
Managing Director

## Background to Convertible Note

Due to the existence of first ranking securities in favour of Newmont Mining Finance Pty Ltd, a subsidiary of Newmont Mining Corporation (Regis' largest shareholder with a 23% interest at the time), Regis was not able to grant security to a project financier until November 2009. The obligations of Regis that were secured to Newmont were as guarantor for the repayment to Newmont of a \$12.8 million loan (plus interest) by a third party pursuant to arrangements dating back to 2002. Regis had been advised by Newmont that the potential liability could be as high as \$24 million in the event that the third party did not discharge its primary liability.

In November 2009 Regis finalised an agreement with Newmont to settle Regis' liability under the guarantee and restructure the securities held by Newmont over Regis' assets. This enabled Regis to finalise funding for the development of the Duketon Gold Project.

The terms of the settlement included Regis issuing to Newmont an interest free \$10,000,000 convertible note repayable on 31 December 2012 with Regis having the right to elect to convert the note into equity prior to that date. Regis also issued to Newmont 5,000,000 options each to subscribe for 1 fully paid Regis share, exercisable at \$0.70 each on or before 31 December 2014.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Regis Resources Limited

ABN

28 009 174 761

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary fully paid shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 9,090,909 ordinary fully paid shares  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares rank pari-passu with existing ordinary shares on issue from allotment. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>the date from which they do</li><li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Yes										
5	Issue price or consideration	Conversion of \$10,000,000 convertible note										
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Conversion of \$10,000,000 convertible note										
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	30 September 2010										
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>423,878,034</td><td>Ordinary shares</td></tr><tr><td>3,897,023</td><td>Listed Options (\$1.00, 31 October 2012)</td></tr><tr><td>2,576,611</td><td>Listed Options (\$2.00, 30 April 2012)</td></tr><tr><td>9,226,894</td><td>Listed Options (\$0.50, 31 January 2014)</td></tr></table>	Number	<sup>+</sup> Class	423,878,034	Ordinary shares	3,897,023	Listed Options (\$1.00, 31 October 2012)	2,576,611	Listed Options (\$2.00, 30 April 2012)	9,226,894	Listed Options (\$0.50, 31 January 2014)
Number	<sup>+</sup> Class											
423,878,034	Ordinary shares											
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2,576,611	Listed Options (\$2.00, 30 April 2012)											
9,226,894	Listed Options (\$0.50, 31 January 2014)											

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+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	415,000	Unlisted Options (\$1.1702, 28 November 2010)
	70,000	Unlisted Options (\$1.1165, 31 October 2011)
	522,500	Unlisted Options (\$0.8885, 15 June 2012)
	142,500	Unlisted Options (\$0.9509, 15 June 2012)
	90,000	Unlisted Options (\$0.1348, 4 February 2014)
	2,150,000	Unlisted Options (\$0.4205, 30 June 2014)
10	10,000,000	Unlisted Options (\$0.7665, 21 December 2013)
	5,000,000	Unlisted Options (\$0.7000, 31 December 2014)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if	N/A

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<sup>+</sup> See chapter 19 for defined terms.

	applicable)	
29	Date rights trading will end (if applicable)	N/A
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch date	N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34    Type of securities  
(tick one)

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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> <tr> <td style="height: 100px;"></td> <td></td> </tr> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.



### Quotation agreement

1        +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2        We warrant the following to ASX.

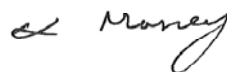
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3        We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4        We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company secretary)

Date: 30/09/10

Print name:        Kim Massey

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+ See chapter 19 for defined terms.