



ABN 28 009 174 761  
www.regisresources.com

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Subiaco WA 6008

PO Box 862  
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Ph: 08 9442 2200

22 October 2025

Dear Shareholder

## REGIS RESOURCES LIMITED - ANNUAL GENERAL MEETING NOTICE AND PROXY FORM

Regis Resources Limited (**ASX:RRL**) will be holding its Annual General Meeting at **11:00am (AWST) on Friday, 21 November 2025 at The Vibe Hotel, Subiaco Room, 9 Alvan St, Subiaco, Western Australia ("Meeting")**.

### Notice of Meeting

In accordance with the provisions of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting ("**Notice**") to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website at <https://regisresources.com> or ASX at <https://www2.asx.com.au/markets/company/RRL>.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

### In Person Meeting

The Board has made the decision that the Meeting will be held in person. Shareholders can participate in the Meeting by attending in person at 11:00am (AWST) at The Vibe Hotel, Subiaco Room, 9 Alvan St, Subiaco, Western Australia.

For those unable to attend the AGM in-person, the meeting will be broadcast online from 11.00am (AWST) on Friday 21 November 2025 - please register at <https://loghic.eventsair.com/973199/142315/Site/Register>.

Shareholders attending online will be able to view and listen to the presentations, however they will be unable to ask questions or participate in the voting on resolutions, and viewers will not count for the purposes of a quorum. Shareholders can vote ahead of the meeting via proxy voting and submit questions ahead of the Meeting, as set out below.

### Proxy voting

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting. Shareholders can lodge their vote by going to [www.investorvote.com.au](http://www.investorvote.com.au) and logging in with the Control Number: 188296, your unique shareholder identification number (SRN/HIN) and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form. Your proxy form must be received by 11:00am (AWST) on Wednesday, 19 November 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

## Questions for the Meeting

Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at [enquiries@regisresources.com](mailto:enquiries@regisresources.com) or by hand to Level 2, 516 Hay Street, Subiaco WA 6008 by 5.00pm (AWST) on Wednesday, 19 November 2025. Shareholders who attend the Meeting in person will also have the opportunity to submit questions during the Meeting.

## Communication with Shareholders

If the Company makes any alternative arrangements to the way in which the Meeting is to be held, Shareholders will be notified by way of announcement on ASX and the details will also be made available on our website at <https://regisresources.com>.

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or to sign up to receive your shareholder communications via email, please update your details at [www.investorcentre.com](http://www.investorcentre.com).

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 via email at [enquiries@regisresources.com](mailto:enquiries@regisresources.com) or on +61 8 9442 2200.

Ms Elena Macrides  
Company Secretary  
**Regis Resources Limited**



ABN 28 009 174 761

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

## **Date of Meeting**

Friday, 21 November 2025

## **Time of Meeting**

11:00am (AWST)

## **Place of Meeting**

The Vibe Hotel, Subiaco Room  
9 Alvan St  
Subiaco, Western Australia

## **A Proxy Form is enclosed or has otherwise been provided to you**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting in person please complete and return the Proxy Form in accordance with the specified directions.

For personal use only

# **REGIS RESOURCES LIMITED**

## **ABN 28 009 174 761**

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

Notice is given that the Annual General Meeting of Shareholders of Regis Resources Limited ABN 28 009 174 761 will be held at The Vibe Hotel, Subiaco Room, 9 Alvan St, Subiaco, Western Australia on Friday, 21 November 2025 at 11:00am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

Shareholders are encouraged to lodge proxy votes in advance of the meeting to ensure that their voting instructions will be received and votes cast, even if they cannot attend on the day, and to monitor the Company's website and ASX platform in case any alternative arrangements become necessary or appropriate.

There will be a live webcast of the AGM which can be accessed via:

<https://loghic.eventsair.com/973199/142315/Site/Register>

As this webcast is for viewing only, there will be no facility to ask questions or vote, and viewers will not count for the purposes of a quorum.

### **NOTICE OF RIGHTS OF SHAREHOLDERS IN CONNECTION WITH CERTAIN DOCUMENTS**

As permitted by the Corporations Act, the Company will no longer be sending physical meeting documents to Shareholders unless a Shareholder has requested that physical copies be posted to them.

The Company encourages all Shareholders to provide an email address so we can communicate with you electronically when Shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your details at [www.investorcentre.com](http://www.investorcentre.com).

If you are a Shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding contact the registry, Computershare Investor Services Pty Limited at:

Computershare Investor Services Pty Limited  
Postal Address: GPO Box 2975 Melbourne, VIC 3001

Telephone (within Australia): 1300 850 505  
Telephone (outside Australia): +61 3 9415 4000  
Email: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: <https://www-au.computershare.com/Investor/>

# AGENDA

## Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2025, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

### 1 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

*"That the Remuneration Report for the year ended 30 June 2025 as set out in the 2025 Annual Report be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting exclusion statement:** The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

### 2 Resolution 2 – Re-election of Mrs Fiona Morgan as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That Mrs Fiona Morgan, who retires in accordance with Rule 12.7(a) of the Constitution and Listing Rule 14.4 and, being eligible, offers herself for re-election, be re-elected as a Director."*

### 3 Resolution 3 – Approval of the Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.2, Exception 13(b) and for all other purposes, Shareholders approve the Incentive Plan, a summary of the rules of which are set out in Annexure A to the Explanatory Memorandum, and the issue of up to a maximum of 37,000,000 Incentives under the Incentive Plan for Eligible Participants on the terms and conditions described in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who is eligible to participate in the Incentive Plan; or
- (b) an Associate of those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides;
- (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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

#### **4 Resolution 4 – Issue of Short Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, subject to Resolution 3 being approved, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 58,582 Short Term Incentive Performance Rights for no cash consideration, each with a nil exercise price and an expiry date of 5 November 2026, to Mr Jim Beyer, Managing Director of the Company, (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum).”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Jim Beyer (or his nominee(s)) and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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:

- (i) 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 the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

## 5 Resolution 5 – Issue of Long Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, subject to Resolution 3 being approved, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 363,454 Long Term Incentive Performance Rights for no cash consideration, each with a nil exercise price and an expiry date of 2 November 2028, to Mr Jim Beyer, Managing Director of the Company, (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and C to the Explanatory Memorandum).”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Jim Beyer (or his nominee(s)) and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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:
  - (i) 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

## 6 Resolution 6 – Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Jim Beyer (or his nominee(s))

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

*“That, subject to one or both of Resolution 4 and Resolution 5 being approved, for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to the Performance Rights described in the Explanatory Memorandum which may become payable to Mr Jim Beyer (or his nominee(s)) be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Jim Beyer; or
- (b) an Associate of Mr Jim Beyer.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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:
  - (i) 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

## 7 Resolution 7 – Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Anthony Rechichi (or his nominee(s))

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

*“That, for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to Performance Rights on the same terms as those described in the Explanatory Memorandum which may become payable to Mr Anthony Rechichi (or his nominee(s)) be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Anthony Rechichi; or
- (b) an Associate of Mr Anthony Rechichi.

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

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



- (b) *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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:*
  - (i) *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 the Resolution; and*
  - (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:*

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

*Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.*

*If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.*

## 8 Resolution 8-Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Michael Holmes (or his nominee(s))

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

*“That, for the purposes of sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefits in relation to Performance Rights on the same terms as those described in the Explanatory Memorandum which may become payable to Mr Michael Holmes (or his nominee(s)) be approved.”*

**Voting exclusion statement:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

- (a) *Mr Michael Holmes; or*
- (b) *an Associate of Mr Michael Holmes.*

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

- (a) *a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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:*
  - (i) *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 the Resolution; and*
  - (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:*

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

*Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.*

*If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.*

## **OTHER BUSINESS**

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**To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.**

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Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**

**Elena Macrides  
Company Secretary**

Dated: 22 October 2025

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## How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

## Attending and voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. To be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

## Questions at the meeting

Shareholders are encouraged to lodge questions prior to the Meeting.

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting no later than 5:00pm (AWST) Wednesday, 19 November 2025:

- via email: [enquiries@regisresources.com](mailto:enquiries@regisresources.com); or
- via mail or by hand:  
Company Secretary  
Regis Resources  
Level 2, 516 Hay St,  
Subiaco WA 6008

## Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

## Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy

will have the right to vote on a poll and also to speak at the Meeting.

- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 3, 4, 5, 6, 7 and 8 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 11:00am (AWST) on Wednesday, 19 November 2025. Proxies received after this time will be invalid.

- Proxies may be lodged using any of the following methods:
  - by returning a completed Proxy Form in person or by post to:  
Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001;
  - by faxing a completed Proxy Form to 1800 783 447 within Australia or +61 3 9473 2555 outside Australia;
  - by recording the proxy appointment and voting instructions via the internet at [www.investorvote.com.au](http://www.investorvote.com.au). Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**); or
  - for Intermediary Online subscribers only (custodians) please visit: [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 11:00am (AWST) on Wednesday, 19 November 2025. If facsimile transmission is used, the Power of Attorney must be certified.

#### **Shareholders who are entitled to vote**

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4:00pm (AWST) on Wednesday, 19 November 2025.

# REGIS RESOURCES LIMITED

ABN 28 009 174 761

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

### Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2025, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

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

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

### 1 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

#### 1.1 Background

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2025 Annual Report be adopted. The Remuneration Report is set out in the Company's 2025 Annual Report and is also available on the Company's website ([www.regisresources.com](http://www.regisresources.com)).

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

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in

office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2024 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 21 November 2024. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

## **1.2 Voting**

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

## **2 Resolution 2 – Re-election of Mrs Fiona Morgan as a Director**

### **2.1 Background**

Pursuant to Rule 12.7(a) of the Constitution and Listing Rule 14.4, Mrs Fiona Morgan, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If Resolution 2 is passed, Mrs Fiona Morgan will be re-elected and will continue to act as a Director. If Resolution 2 is not passed, Mrs Fiona Morgan will not be re-elected and will cease to act as a Director.

### **2.2 Qualifications**

Mrs Fiona Morgan is a Chartered Professional Engineer with over 30 years' experience in the mining industry, including working on gold, nickel, coal and iron ore projects. Mrs Fiona Morgan is the former Managing Director and Chief Executive Officer of Mintrex Pty Ltd, a highly regarded and longstanding consulting engineering company which has successfully undertaken a broad suite of technical services to Australian and international clients developing resource projects. She has wide ranging experience in operations and project management, maintenance, research and design of both underground and surface mining infrastructure.

Mrs Fiona Morgan is a Fellow of the Institution of Engineers Australia, a Fellow of the Australasian Institute of Mining and Metallurgy and a graduate member of the Australian Institute of Company Directors. She is Chair of the Risk, Safety, Environment and Community Committee.

### **2.3 Other material directorships**

Mrs Fiona Morgan does not currently hold any other directorship positions.

### **2.4 Independence**

Mrs Fiona Morgan was appointed to the Board on 18 November 2016. The Board considers that Mrs Fiona Morgan, if re-elected, will be classified as an independent director.

## 2.5 Board recommendation

Based on Mrs Fiona Morgan's relevant experience and qualifications, in particular Mrs Fiona Morgan's operational experience in engineering management and construction, the members of the Board, in the absence of Mrs Fiona Morgan, support the re-election of Mrs Fiona Morgan as a Director of the Company.

## 3 Resolution 3 – Approval of Incentive Plan

### 3.1 Background

The Directors considered that it was desirable to establish an updated incentive plan pursuant to which eligible employees, service providers and Directors of the Company (**Eligible Participants**) may be offered the opportunity to subscribe for Shares, Options and/or Performance Rights (**Incentives**) in order to increase the range of potential incentives available to them and to strengthen links between the Company and its Eligible Participants and accordingly adopted the Incentive Plan, which has been amended to reflect regulatory changes and best practices (**Incentive Plan**). A summary of the Incentive Plan is set out in Annexure A to this Explanatory Memorandum.

The Incentive Plan is designed to incentivise Eligible Participants and to recognise their contribution to the Company's success. Under the Company's current circumstances, the Directors consider that issuing Incentives to Eligible Participants is a cost effective and efficient method for the Company to incentivise Eligible Participants, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure Eligible Participants who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The Incentive Plan is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

Under the Incentive Plan, the Board may offer to Eligible Participants the opportunity to subscribe for such number of Incentives on the terms set out in the rules of the Incentive Plan, a summary of which is set out in Annexure A to this Explanatory Memorandum. Incentives will be offered to Participants in the Incentive Plan on the basis of the Board's view of the contribution of the Eligible Participant to the Company.

The maximum number of Incentives proposed to be issued under the Incentive Plan following Shareholder approval will be no more than 37,000,000 Incentives. If this number is reached the Company will need to seek fresh approval from Shareholders if the subsequent issue of Incentives is to fall within Listing Rule 7.2 Exception 13.

### 3.2 Shareholder approval requirements

Shareholder approval is sought under Listing Rule 7.2 Exception 13(b) and for all other purposes for the approval of the Incentive Plan and the grant of Incentives under the Incentive Plan.

Shareholder approval is required if any issue of Incentives pursuant to the Incentive Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 on the number of Equity Securities which may be issued without Shareholder approval. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue of Equity Securities under an employee incentive scheme that has been approved by the holders of ordinary securities within three years of the date of issue.

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-backs, including an "employee share buy-back". In order for the Company to undertake a buy-back of Incentives under the Incentive Plan (for example, if Incentives held by an Eligible Participant become subject to compulsory divestiture in accordance with the Incentive Plan) using this simplified procedure, the Incentive Plan must be approved by Shareholders.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Incentive Plan.

### **3.3 Consequences of passing the Resolution**

If the Resolution is passed, the Company will be able to issue Incentives under the Incentive Plan up to the maximum number set out in this Notice. In addition, those issues of Incentives will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1. In addition, any share buy-back undertaken in accordance with the terms of the Incentive Plan will constitute an "employee share buy-back" for the purposes of the Corporations Act, enabling the Company to undertake a buy-back of Incentives without the need for separate shareholder approval at the time of the buy-back, subject to any applicable limits imposed by the Corporations Act. This would apply to both Incentives currently on issue and any Incentives issued after Shareholder approval is obtained at the Meeting.

If the Resolution is not passed, the Company will be able to proceed to issue Incentives under the Incentive Plan, however the issue of those Incentives will not fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 and therefore effectively decreasing the number of Equity Securities which may be issued without Shareholder approval. In addition, the Company will not be able to undertake a share buy-back in relation to the Incentives for the purposes of the Corporations Act without obtaining separate shareholder approval for each buy-back.

The Company has no specific plan to undertake an employee share buy-back in relation to any Incentives currently on issue, however Resolution 3 provides the Company the authority to do so in an efficient manner if it is necessary to do so in the future.

### **3.4 Information requirements under Listing Rule 7.2 Exception 13(b)**

In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the following information is provided to Shareholders:

- (a) a summary of the terms of the Incentive Plan is set out in Annexure A to this Explanatory Memorandum;
- (b) a previous version of the Incentive Plan was approved by Shareholders at the annual general meeting on 24 November 2022. Under that version of the Incentive Plan, 7,337,940 Performance Rights were issued to Eligible Participants;
- (c) the maximum number of Incentives proposed to be issued under the Incentive Plan under Exception 13(b) to Listing Rule 7.2 following approval of this Resolution will be no more than 37,000,000 Incentives; and
- (d) a voting exclusion statement has been included in the Notice for the purposes of this Resolution.

## **4 Resolutions 4 and 5 – Issue of Short Term Incentive Performance Rights and Long Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))**

Resolutions 4 and 5 relate to the issue of short term incentives in the form of Performance Rights with a nil exercise price and expiry date of 5 November 2026 (**STIPRs**) (in the case of Resolution 4) and long term incentives in the form of Performance Rights with a nil exercise price and expiry date of 2 November 2028 (**LTIPRs**) (in the case of Resolution 5) to Mr Jim Beyer (or his nominee(s)) pursuant to the Incentive Plan.

A summary of the material terms and conditions of the Incentive Plan is set out in Annexure A to this Explanatory Memorandum.



#### 4.1 Issue of STIPRs

Pursuant to Resolution 4, the Company proposes to issue a total of up to 58,582 STIPRs to Mr Jim Beyer (or his nominee(s)) under the Incentive Plan for no cash consideration, with each STIPR having a nil exercise price and an expiry date of 5 November 2026. The STIPRs will automatically vest on 1 July 2026 subject only to Mr Jim Beyer being an employee of the Company at that time unless the Board determines otherwise. Subject to the satisfaction or waiver of that condition and to any adjustments in accordance with the rules of the Incentive Plan (e.g. upon a reorganisation of capital), Mr Jim Beyer (or his nominee(s)) will be entitled to receive one Share (or the cash equivalent at the Board's election) for each STIPR that vests.

The Company notes that:

- (a) Mr Jim Beyer's short term incentive award for the year ended 30 June 2025 was \$521,478. The STIPRs proposed to be issued to Mr Jim Beyer represent 50% of this award and form part of Mr Jim Beyer's remuneration package; the remaining 50% of the short term incentive award was paid in cash.
- (b) The terms and conditions of the STIPRs are set out in Annexure B to this Explanatory Memorandum.
- (c) The STIPRs are proposed to be issued in accordance with the rules of the Incentive Plan.
- (d) If Shareholders do not approve the proposed issue of the STIPRs to Mr Jim Beyer (or his nominee(s)) under Resolution 4, the issue will not proceed. The Company will provide a cash payment to Mr Jim Beyer if Resolution 4 is not approved.
- (e) Resolution 4 is conditional on Resolution 3 also being approved. Accordingly, the Company will not issue the STIPRs to Mr Jim Beyer (or his nominee(s)) if the Incentive Plan is not approved pursuant to Resolution 3.

#### 4.2 Issue of LTIPRs

Similarly, pursuant to Resolution 5, the Company proposes to issue up to 363,454 LTIPRs to Mr Jim Beyer (or his nominee(s)) under the Incentive Plan for no cash consideration, with each LTIPR having a nil exercise price and an expiry date of 2 November 2028.

The LTIPRs are subject to Vesting Conditions which will trigger the vesting of those depending on whether Mr Jim Beyer achieves the respective 'threshold' and 'target' levels of performance. The threshold level is the minimum performance required and the target level includes a straight-line pro-rata between the threshold and the maximum target (being the stretch target) of the LTIPRs vesting.

The Vesting Conditions will be tested by the Board after the end of a three-year performance period ending 30 June 2028. The Board's decision as to the satisfaction or waiver of the performance or any other Vesting Conditions may be made in its absolute discretion and any such decision will be final and binding.

The Company notes that:

- (a) The terms and conditions of the LTIPRs are set out in Annexure C to this Explanatory Memorandum.
- (b) The LTIPRs are proposed to be issued in accordance with the rules of the Incentive Plan.
- (c) If Shareholders do not approve the proposed issue of the LTIPRs to Mr Jim Beyer (or his nominee(s)) under Resolution 5, the issue will not proceed. The Board may need to consider alternative remuneration arrangements which may include cash payment if Resolution 5 is not approved.

- (d) Resolution 5 is conditional on Resolution 3 also being approved. Accordingly, the Company will not issue the LTIPRs to Mr Jim Beyer (or his nominee(s)) if the Incentive Plan is not approved pursuant to Resolution 3.

#### **4.3 Related Party Transactions Generally**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Jim Beyer is a related party of the Company.

In relation to Resolutions 4 and 5, the Board (excluding Mr Jim Beyer) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of STIPRs and LTIPRs as the issue is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

The issue of STIPRs and LTIPRs encourages Mr Jim Beyer to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of Mr Jim Beyer) that the incentives represented by the issue of these STIPRs and LTIPRs are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of STIPRs and LTIPRs to be issued to Mr Jim Beyer (or his nominee(s)) has been determined based upon a consideration of:

- (a) Mr Jim Beyer's remuneration;
- (b) the extensive experience and reputation of Mr Jim Beyer within the mining industry;
- (c) the current price of Shares;
- (d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of LTIPRs and STIPRs to be issued and will ensure that Mr Jim Beyer's overall remuneration is in line with market practice; and
- (e) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STIPRs and LTIPRs upon the terms proposed.

#### 4.4 Mr Jim Beyer's total remuneration package

Mr Jim Beyer's cash fees per annum (including superannuation) and the total financial benefit to be received by him in this current period, as a result of the issue of the STIPRs and LTIPRs the subject of Resolutions 4 and 5, is \$3,217,578 calculated as follows:

Component	Cash	Value of Incentives (\$ value based on 5-day VWAP of Shares to 1 July 2025 of \$4.45)	Total financial benefit
Total Fixed Remuneration (TFR)	\$1,078,440	-	\$1,078,440
STI Award 2025	\$260,739	\$260,739	\$521,478
Max Potential LTI Award (150% of TFR)	-	\$1,617,660	\$1,617,660
<b>TOTAL</b>	<b>\$1,339,179</b>	<b>\$1,878,399</b>	<b>\$3,217,578</b>

#### 4.5 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of STIPRs and LTIPRs to Mr Jim Beyer (or his nominee(s)) pursuant to Resolutions 4 and 5 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If both Resolutions 4 and 5 are passed, the Company will issue the STIPRs and LTIPRs to Mr Jim Beyer (or his nominee(s)) as noted above.

If Resolution 4 is not passed, the Company will not issue the STIPRs to Mr Jim Beyer (or his nominee(s)) and the Company will provide a cash payment to Mr Jim Beyer.

If Resolution 5 is not passed, the Company will not issue the LTIPRs to Mr Jim Beyer (or his nominee(s)) and may need to consider alternative remuneration arrangements, which may include cash payment.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the STIPRs (in case the case of Resolution 4) and the LTIPRs (in the case of Resolution 5) will be issued to Mr Jim Beyer (or his nominee(s)), as noted above;
- (b) Mr Jim Beyer is a Director, and therefore a Listing Rule 10.14.1 party, and his nominee(s) (as applicable) are Listing Rule 10.14.2 parties because they are an Associate of a Director;

- (c) up to 58,582 STIPRs and up to 363,454 LTIPRs will be issued to Mr Jim Beyer (or his nominee(s));
- (d) Mr Jim Beyer is a Director of the Company and the issue of STIPRs and LTIPRs the subject of Resolutions 4 and 5 respectively is intended to remunerate or incentivise Mr Jim Beyer, whose current total remuneration package is set out above in paragraph 4.4;
- (e) Mr Jim Beyer (or his nominee(s)) has been issued the following Equity Securities under the previous version of the Incentive Plan since it was approved by Shareholders on 24 November 2022:

Year	Performance Rights issued	Average acquisition price
FY 2022-23	785,085	Nil
FY 2023-24	615,338	Nil
FY 2024-25	699,272	Nil

- (f) the terms and conditions of the STIPRs and LTIPRs are set out in Annexure B and Annexure C to this Explanatory Memorandum respectively;
- (g) the STIPRs and LTIPRs will be issued following the Meeting and, in any event, on a date which will be no later than 3 years after the date of this Meeting;
- (h) the Company has chosen to issue STIPRs (in the case of Resolution 4) and LTIPRs (in the case of Resolution 5) to attract and ensure continuity of service of Mr Jim Beyer and ongoing alignment with shareholders, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STIPRs and LTIPRs upon the terms proposed (as set out in paragraph 4.3(e) above);
- (i) the value the Company attributes to the STIPRs (in the case of Resolution 4) and LTIPRs (in the case of Resolution 5), being \$260,739 and \$1,617,660 respectively, is based on the 5-day VWAP of Shares to 1 July 2025 of \$4.45 (as set out in paragraph 4.4 above);
- (j) the STIPRs represent 50% of Mr Jim Beyer's short term incentive award for the year ended 30 June 2025 (which was \$521,478). While the LTIPRs will have a deemed issue price, they are being issued for no cash consideration;
- (k) a summary of the material terms of the Incentive Plan under which the STIPRs and LTIPRs will be issued is set out in Annexure A to this Explanatory Memorandum;
- (l) no loan will be made to Mr Jim Beyer in relation to the issue of STIPRs and LTIPRs;
- (m) details of any Equity Securities issued under the Incentive Plan will be published in the Company's annual report relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Incentive Plan after Resolutions 4 and 5 are approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule; and
- (o) a voting exclusion statement applies to each of Resolutions 4 and 5 as set out in the Notice of Meeting.

#### 4.6 Directors' recommendation

The Directors (other than Mr Jim Beyer), who have no interest in the outcome of Resolutions 4 and 5, recommend that Shareholders vote in favour of Resolutions 4 and 5. Mr Jim Beyer declines to make a recommendation about the Resolutions as he has a material personal interest in the outcome of Resolutions 4 and 5 as they relate to the proposed issue of STIPRs and LTIPRs to him (or his nominee(s)). The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 4 and 5.

#### 4.7 Voting

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on Resolutions 4 and 5.

### 5 Resolutions 6 to 8 (inclusive) – Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Jim Beyer, Mr Anthony Rechichi and Mr Michael Holmes (or their respective nominee(s))

#### 5.1 Background

Subject to the passing of one or both of Resolution 4 and Resolution 5, up to 58,582 STIPRs and up to 363,454 LTIPRs are proposed to be granted to Mr Jim Beyer (or his nominee(s)). A summary of the material terms of the STIPRs and LTIPRs is set out in Annexures B and C (respectively) to this Explanatory Memorandum.

The Company also proposes to issue:

- up to 26,372 Performance Rights on the same terms as the STIPRs and up to 130,909 Performance Rights on the same terms as the LTIPRs to Mr Anthony Rechichi or his nominee(s); and
- up to 31,675 Performance Rights on the same terms as the STIPRs and up to 165,280 Performance Rights on the same terms as the LTIPRs to Mr Michael Holmes or his nominee(s),

under the Incentive Plan.

The terms of the Performance Rights include potential termination benefits which may become payable to Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes in connection with the cessation of their directorship or employment with the Company (as applicable). Resolutions 6 to 8 (inclusive) seeks Shareholder approval for the giving of those potential termination benefits for all purposes of Part 2D.2 of the Corporations Act as set out in this Explanatory Memorandum.

Resolution 6 is conditional on one or both of Resolution 4 and Resolution 5 also being passed. Accordingly, the potential benefits that may be given under the Incentive Plan to Mr Jim Beyer (or his nominee(s)) will only be approved if Shareholders also approve the issue of STIPRs and/or LTIPRs to Mr Jim Beyer (or his nominee(s)) under one or both of Resolution 4 and Resolution 5.

#### 5.2 Termination benefits payable

The terms of the Performance Rights allow for the Board to exercise discretion in the following circumstances:

- (a) discretion to determine that any unvested Performance Rights will not lapse following the cessation of the directorship or employment (as applicable) of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes with the Company; and/or

- (b) a general discretion to waive conditions to the Performance Rights in whole or in part at any time and in any particular case, which might include the exercise of that discretion in the context of the cessation of the directorship or employment (as applicable) of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes with the Company.

The benefits noted above are in addition to statutory entitlements, any payment in lieu of notice and accrued contractual entitlements, comprised of any outstanding remuneration and any accrued leave entitlements as at the date of termination.

### 5.3 Sections 200B and 2003 of the Corporations Act

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), or persons who have in the 3 years before their termination held a managerial or executive office, on leaving their employment with the Company or ceasing to be appointed as a director of the Company or any of its related bodies corporate, unless an exception applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which will include Mr Jim Beyer, Mr Anthony Rechichi and Mr Michael Holmes.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or another exemption applies.

The term “benefit” has a wide operation and would include the exercise of Board discretion in the circumstances noted above upon termination or cessation of directorship or employment in accordance with their terms (including the terms of the Incentive Plan under which they are offered).

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to deal with the Performance Rights upon termination or cessation of the directorship or employment (as applicable) of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes in accordance with the terms and conditions of the Performance Rights, where to do so would involve giving a “benefit” to Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes in connection with any of them ceasing to hold a managerial or executive office.

In relation to Mr Jim Beyer, the approval is sought in relation to the STIPRs and LTIPRs proposed to be granted to Mr Jim Beyer (or his nominee(s)) under Resolution 4 and Resolution 5.

The value of any benefit relating to the Performance Rights given in connection with Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- (a) the number of Performance Rights held by Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes (or their respective nominee(s)) prior to termination or cessation of their directorship or employment (as applicable);
- (b) the length of service of Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes and the status of the vesting conditions attaching to the Performance Rights at the time their employment or directorship ceases;
- (c) whether the vesting conditions are waived or (if not waived) met, and the number of Performance Rights (which could be a portion of or all of the Performance Rights held by Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes (or their respective nominee(s))); and

- (d) the market price of the Company's Shares on ASX on the date Shares are issued to Mr Jim Beyer, Mr Anthony Rechichi or Mr Michael Holmes (or their respective nominee(s)) upon exercise of the Performance Rights.

#### **5.4 Consequences of passing Resolutions 6 to 8 (inclusive)**

If Resolution 6 is passed, the Company will be able to give termination benefits to Mr Jim Beyer in connection with Mr Jim Beyer ceasing to hold that managerial or executive office in accordance with the rules of the Performance Rights.

If Resolution 6 is not passed, the Company will not be able to give termination benefits to Mr Jim Beyer unless the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular termination benefit or another exemption to the restriction in section 200B of the Corporations Act applies.

If Resolution 7 is passed, the Company will be able to give termination benefits to Mr Anthony Rechichi in connection with Mr Anthony Rechichi ceasing to hold that managerial or executive office in accordance with the rules of the Performance Rights.

If Resolution 7 is not passed, the Company will not be able to give termination benefits to Mr Anthony Rechichi unless the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular termination benefit or another exemption to the restriction in section 200B of the Corporations Act applies.

If Resolution 8 is passed, the Company will be able to give termination benefits to Mr Michael Holmes in connection with Mr Michael Holmes ceasing to hold that managerial or executive office in accordance with the rules of the Performance Rights.

If Resolution 8 is not passed, the Company will not be able to give termination benefits to Mr Michael Holmes unless the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular termination benefit or another exemption to the restriction in section 200B of the Corporations Act applies.

The Chair intends to vote all available proxies in favour of Resolutions 6 to 8 (inclusive).

## GLOSSARY

\$ means Australian dollars.

**2025 Production Budget** has the meaning set out on page 32.

**2025 Reserves** has the meaning set out on page 32.

**2028 Production Budget** has the meaning set out on page 32

**2028 Reserves** has the meaning set out on page 32.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Annual General Meeting** or **Meeting** means the Annual General Meeting convened by the Notice.

**Annual Report** means the annual report of the Company for the year ended 30 June 2025.

**Associate** has the meaning given to that term in the Listing Rules.

**Associated Entity** has the meaning given in section 50AAA of the Corporations Act.

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

**Auditor** means the Company's auditor from time to time (if any).

**Auditor's Report** means the report of the Auditor contained in the Annual Report for the year ended 30 June 2025.

**AWST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors.

**Chair or Chairman** means the individual elected to chair any meeting of the Company from time to time.

**Change of Control** has the meaning set out on page 32.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Regis Resources Limited ABN 28 009 174 761.

**Comparator Group** has the meaning set out on page 31.

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

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

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

**Directors' Report** means the report of the Directors contained in the Annual Report for the year ended 30 June 2025.

**Eligible Participants** has the meaning set out on page 12.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Group** means the Company and its Associated Entities.

**Incentive Plan** has the meaning set out on page 12.

**Incentives** has the meaning set out on page 12.

**Incentiveholder** has the meaning set out on page 12.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rules** means the ASX Listing Rules.

**LOM Reserves Growth Performance Rights** has the meaning set out on page 31.

**LTIPRs** or **Long Term Incentive Performance Rights** has the meaning set out on page 13.

**Notice** or **Notice of Meeting** means this Notice of Annual General Meeting.

**Option** means an option to subscribe for a Share.

**Ore Reserves** has the meaning set out on page 31.

**Performance Period** has the meaning set out on page 28 and 29.

**Performance Right** means a conditional right to receive a Share.

**Production Performance Rights** has the meaning set out on page 32.

**Proxy Form** means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the letter circulated by way of post where the Shareholder has not elected to receive notices by email.

**Remuneration Report** means the remuneration report set out in the Annual Report for the year ended 30 June 2025.

**Resolution** means a resolution contained in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

**RTSR** has the meaning set out on page 31.

**RTSR Performance Rights** has the meaning set out on page 31.

**Rule** means a rule of the Constitution.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Spill Meeting** has the meaning set out on page 10.



**Spill Resolution** has the meaning set out on page 10.

**STIPRs** or **Short Term Incentive Performance Rights** has the meaning set out on page 13.

**Vesting Conditions** means the vesting conditions attaching to Incentives issued under the Incentive Plan (including the vesting conditions in Annexures B and C (as applicable) to this Explanatory Memorandum).

**VWAP** means volume weighted average price.

## Annexure A – Summary of the Incentive Plan

Term	Description
<b>Eligibility</b>	Under the Incentive Plan ( <b>Incentive Plan</b> ), the Board may (in its absolute discretion) invite Eligible Participants or their nominee(s) to participate in the Incentive Plan and subscribe for such number of Incentives as the Board may decide and on the terms set out in the rules of the Incentive Plan ( <b>Invitation</b> ). Where such person accepts the Invitation and is issued Incentives, he or she will become a participant under the Incentive Plan ( <b>Incentiveholder</b> ).
<b>Issue cap</b>	Invitations made under the Incentive Plan which require the payment of monetary consideration by the Eligible Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).
<b>Incentives</b>	<p>The Company may offer or issue to Eligible Participants (or their nominee(s)):</p> <ul style="list-style-type: none"> <li>Options – an option granted pursuant to the Incentive Plan to subscribe for one Share upon and subject to the terms of the offer and the Incentive Plan;</li> <li>Performance Rights – a conditional right issued under the Incentive Plan to receive a Share, subject to the terms of the offer and the Incentive Plan; or</li> <li>Shares – fully paid ordinary shares in the Company.</li> </ul>
<b>Invitation</b>	<p>The Board may make an Invitation at any time. An Invitation must include the following information;</p> <ul style="list-style-type: none"> <li>maximum number of Incentives which the Eligible Participant is eligible to apply for;</li> <li>any applicable grant conditions;</li> <li>any applicable Vesting Conditions;</li> <li>in respect of an Invitation for Options or Performance Rights: <ul style="list-style-type: none"> <li>the first and last dates on which the Options or Performance Rights can be exercised; and</li> <li>the exercise price (if any) or the manner of determining the exercise price (if any) of the Options or Performance Rights;</li> </ul> </li> <li>the vesting period (if any) applicable to the Incentives;</li> <li>whether exercise of a vested Incentive is automatic or not;</li> <li>whether cashless exercise of the Incentives is permitted;</li> <li>any restrictions on the disposal of the Incentives;</li> <li>the treatment of any Incentives that have not vested or been exercised upon the Eligible Participant ceasing to be an employee, service provider or director of any member of the Group; and</li> <li>any other terms and conditions attaching to the Incentives or the Invitation, including any required under the Corporations Act or the Listing Rules.</li> </ul> <p>Where an Invitation is made under the Incentive Plan which requires the payment of monetary consideration by the Eligible Participant or Incentiveholder in respect of the issue, transfer or exercise of an Incentive then, subject to limited exceptions, the Invitation must include the following information:</p> <ul style="list-style-type: none"> <li>the terms of the Invitation, or a summary of the terms of the Invitation with a statement that, on request, a copy of the full terms of the Invitation will be provided to the Eligible Participant;</li> <li>the date on which the Invitation can be accepted, which must be at least 14 days after receiving the Invitation;</li> </ul>

Term	Description
	<ul style="list-style-type: none"> <li>the final date on which the Invitation can be accepted;</li> <li>the issue price (if any) or the manner of determining the issue price (if any) of the Incentives;</li> <li>in respect of an Invitation for Options or Performance Rights, the exercise price (if any) or the manner of determining the exercise price (if any) of the Options or Performance Rights;</li> <li>a prominent statement to the effect that: <ul style="list-style-type: none"> <li>(i) any advice given by the Company in relation to Incentives issued or transferred under the Incentive Plan, and Shares issued or transferred upon exercise of the Options or Performance Rights, does not take into account an Eligible Participant's objectives, financial situation and needs; and</li> <li>(ii) the Eligible Participant should obtain their own financial product advice in respect of the Invitation from a person who is licensed by ASIC to give such advice;</li> </ul> </li> <li>general information about the risks of acquiring and holding the Shares, Options or Performance Rights (and underlying Shares);</li> <li>an explanation of how an Eligible Participant could, from time to time, ascertain the market price of the Shares underlying the Options or Performance Rights;</li> <li>if applicable, a copy of the trust deed of any trust that will hold Incentives on trust for an Eligible Participant or its nominated party, or a summary of the terms of the trust deed together with a statement that the Eligible Participant can request a copy of the trust deed;</li> <li>a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the Invitation;</li> <li>a copy of the Incentive Plan; and</li> <li>any other information that is required by applicable law.</li> </ul>
<b>Terms of the Invitation</b>	The terms and conditions applicable to an Invitation must not include any misleading or deceptive statements or omit any information that would result in the terms being misleading or deceptive. Where an Invitation requires the payment of monetary consideration by the Eligible Participant or Incentiveholder in respect of the issue, transfer or exercise of an Incentive then, if the Company becomes aware during the application period for an Incentive, that the information provided has become out of date, or is otherwise not correct, in a material respect then it must provide an updated Invitation.
<b>Price</b>	The Board has discretion to determine the issue price and / or exercise price of the Incentives (if any).
<b>Nominees</b>	An Eligible Participant may, by notice in writing to the Board, nominate a nominee in whose favour the Eligible Participant wishes the Incentives to be issued. The nominee may be an immediate family member of the Eligible Participant, a corporate trustee of a self-managed superannuation fund where the Eligible Participant is a director of the trustee, or a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant. The Board may, in its sole and absolute discretion, decide not to permit the Incentives to be issued to a nominee.
<b>Dealing</b>	Options, Performance Rights or unvested Shares may not be sold, assigned, transferred or otherwise dealt with except on the death of the Incentiveholder in limited circumstances or with the prior consent of the Board.

Term	Description
<b>Vesting and exercise of Incentives</b>	<p>Incentives may be issued subject to exercise conditions or performance hurdles, which must be satisfied (or waived) before the Incentives vest.</p> <p>The Incentives held by a participating Eligible Participant will vest and become exercisable upon satisfaction of the Vesting Conditions specified in the Invitation and in accordance with the rules of the Incentive Plan. The Board may at any time waive in whole or in part any terms or conditions in relation to any Incentives granted under the Incentive Plan.</p>
<b>Lapse of Incentives</b>	<p>An Incentive will not vest and will lapse:</p> <ul style="list-style-type: none"> <li>• if the Vesting Conditions attaching the Incentives have not been satisfied, reached, met or waived in accordance with its terms or are not capable of being satisfied, reached or met;</li> <li>• if an Incentiveholder purports to deal with the Incentive other than in accordance with the rules of the Incentive Plan, or notifies the Board in writing of an election to surrender the Incentive, unless the Board determines otherwise in its absolute discretion; or</li> <li>• 30 days after the date that the Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company, unless otherwise provided in the relevant Invitation and subject to certain exceptions (including the Board exercising its discretion to determine otherwise).</li> </ul> <p>A vested Incentive will lapse:</p> <ul style="list-style-type: none"> <li>• if it is not exercised by the last exercise date; or</li> <li>• 30 days after the date that the Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company, unless otherwise provided in the relevant Invitation.</li> </ul>
<b>Ranking of Shares</b>	<p>All Shares issued or transferred under the Incentive Plan will rank equally with existing Shares on and from their date of issue or transfer.</p>
<b>Change of control</b>	<p>If a matter, event, circumstances or transaction occurs that the Board reasonably believes may lead to a 'Change of Control', subject to any requirements of the Corporations Act and the Listing Rules, the Board may in its absolute discretion determine how unvested Incentives will be treated, including but not limited to:</p> <ul style="list-style-type: none"> <li>• determining that unvested Incentives (or a portion of unvested Incentives) will vest and become immediately exercisable or will automatically be exercised, with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control, regardless of whether or not the employment, engagement or office of the participating Eligible Participant is terminated or ceases in connection with the change of control event; and/or</li> <li>• reducing or waiving any of the Vesting Conditions attaching to those unvested Incentives in accordance with the Incentive Plan.</li> </ul> <p>If there is a Change of Control and the Board has not exercised this discretion, all of the unvested Incentives or vested but unexercised Incentives automatically vest and are exercised on the occurrence of the Change of Control other than to the extent they have an exercise price.</p> <p>For the purposes of the Incentive Plan, '<b>Change of Control</b>' means:</p> <ul style="list-style-type: none"> <li>• in respect of a takeover bid under the Corporations Act, a bidder obtaining voting power of more than 50% in the Company where their bid is or is declared unconditional (provided the bidder previously had a voting power of less than 50% in the Company);</li> <li>• Shareholders approving a scheme of compromise or arrangement in respect of the Company;</li> </ul>

Term	Description
	<ul style="list-style-type: none"> <li>any person becoming bound or entitled to acquire Shares under the compulsory acquisition provisions of the Corporations Act;</li> <li>a selective capital reduction approved by Shareholders which results in a person who previously had voting power of less than 50% in the Company obtaining voting power of more than 50% in the Company; or</li> <li>where the Board determines, acting in good faith, that control of the Company or the composition of the Board has or is likely to change or pass to one or more persons.</li> </ul>
<b>Cashless exercise</b>	<p>In lieu of paying an aggregate exercise price to purchase Shares, the Board may permit an Incentiveholder to elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Options or Performance Rights to the Company, a number of Shares determined in accordance with the following formula:</p> $A = \frac{B(C - D)}{C}$ <p>where:</p> <p>A = the number of Shares (rounded down to the nearest whole number) to be issued or transferred to the Incentiveholder;</p> <p>B = the number of Shares otherwise issuable or transferrable upon the exercise of the Option or Performance Right (as applicable) or portion of the Option or Performance Right (as applicable) being exercised;</p> <p>C = the market value of one Share determined as of the date of delivery to the Company Secretary of the certificate for the Options or Performance Rights and a notice of exercise signed by the Incentiveholder; and</p> <p>D = the exercise price.</p>
<b>Appointment of trustee</b>	<p>The Board may at any time:</p> <ul style="list-style-type: none"> <li>appoint a trustee on any terms and conditions to do all such things and perform all such functions to operate and administer the Incentive Plan, including to acquire and hold Shares on behalf of Incentiveholders, for future transfer to Incentiveholders or otherwise for the purposes of the Incentive Plan;</li> <li>subject to the trustee having sufficient funds, instruct the trustee to either subscribe for new Shares or acquire Shares on-market to be held on behalf of Incentiveholders or otherwise for the purposes of the Incentive Plan;</li> <li>establish a trust for the above purpose;</li> <li>pay the trustee for services provided in connection with the Incentive Plan;</li> <li>remove the Trustee and appoint a new trustee (and make any necessary ancillary arrangements); and</li> <li>otherwise exercise any rights, responsibilities or powers afforded to it under the trust deed.</li> </ul>
<b>Clawback</b>	<p>If the Board becomes aware of a material misstatement in the Company's financial statements or some other event has occurred which, as a result, means that the relevant Vesting Conditions (if any) to an Incentive which has vested were not, or should not have been determined to have been satisfied, then the Board may:</p> <ul style="list-style-type: none"> <li>by written notice to the Incentiveholder cancel the relevant Options or Performance Rights for no consideration or determine that the relevant Shares are forfeited;</li> <li>by written notice to the Incentiveholder require that the Incentiveholder pay to the Company the after tax value of the relevant Incentives, with such payment to be made within 30 Business Days of receipt of such notice; or</li> </ul>

Term	Description
	<ul style="list-style-type: none"> <li>adjust fixed remuneration, incentives or participation in the Incentive Plan of a relevant Incentiveholder in the current year or any future year to take account of the after tax value of the relevant Incentives.</li> </ul> <p>Additionally, the Board has the right to deem that any unexercised incentives lapse or are forfeited, adjust current or future performance-based remuneration and take such other steps it considers appropriate (such as requiring repayment of appropriate amounts by the employee) in certain instances of employee malfeasance.</p>
<b>Adjustments</b>	<p>If there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or reduction of capital or return of capital to Shareholders), then the rights of the Incentiveholder will be adjusted in a manner required by the Listing Rules and the general principle that an Incentiveholder is not to be materially disadvantaged as a result of such a corporate action.</p>
<b>Amendments to the Incentive Plan</b>	<p>Subject to the Listing Rules, the Board may amend (including the power to revoke, add to or vary) all or any provisions of the Rules in the Incentive Plan or the terms or conditions of any Incentives issued under the Incentive Plan (including Vesting Conditions).</p> <p>However, rights or entitlements in respect of any Incentive issued before the date of amendment will not be reduced or adversely affected unless prior consent from the affected Incentiveholder(s) is obtained (unless the amendments are for the purposes of complying with legislation, to correct any manifest error or mistake, to enable the Incentive Plan or a member of the Group to comply with applicable law, or are introduced to take into consideration possible adverse tax implications in respect of the Incentive Plan).</p> <p>Furthermore, no amendments may be made to the provisions of the Incentive Plan to the material benefit of Incentiveholders where the amendment relates to:</p> <ul style="list-style-type: none"> <li>the persons to whom, or for whom, benefits are provided under the Incentive Plan;</li> <li>limitations on the number or amount of the securities, cash or other benefits subject to the Incentive Plan;</li> <li>the maximum entitlement for any one Incentiveholder; or</li> <li>the basis for determining an Incentiveholder's entitlement to, and the terms of, securities, cash or other benefit to be provided and for the adjustment thereof (if any) in the event of a capitalisation issue, rights issue, sub-division or consolidation of shares, reduction of capital or any other variation of capital,</li> </ul> <p>without the prior approval of the Company in a general meeting or as otherwise required to comply with Applicable Law.</p>

## Annexure B – Summary of Terms of STIPRs

The terms of the STIPRs are set out below (and are otherwise governed by the terms of the Incentive Plan):

- (a) **Performance period:** 1 July 2025 to 30 June 2026.
- (b) **Issue price:** Nil.
- (c) **Vesting date:** 1 July 2026, subject to the Vesting Condition being satisfied or waived.
- (d) **Number of STIPRs:** up to 58,582.
- (e) **Entitlement:** Each STIPR entitles the holder to one Share on its exercise (or an equivalent cash sum, at the Board's election).
- (f) **Exercise:** STIPRs are automatically exercised on vesting and convert into Shares.
- (g) **Exercise price:** Nil.
- (h) **Expiry date:** 5 November 2026. Any unvested STIPRs lapse on the expiry date.
- (i) **Transferability:** The STIPRs are not transferable (and consequently, will not be quoted on ASX or any other exchange).
- (j) **Rights:** The STIPRs do not:
  - (i) carry any voting rights in the Company, except as required by law;
  - (ii) entitle the holder to any dividends;
  - (iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
  - (iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or
  - (v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the applicable performance milestone is achieved and the STIPRs are converted into Shares.
- (k) **Vesting Condition:** The STIPRs will automatically vest on 1 July 2026 subject only to the relevant Eligible Participant having continuously remained an employee of the Company until that time, unless the Board determines otherwise.
- (l) **Change of Control:** If a matter, event, circumstance or transaction occurs that the Board reasonably believes may lead to a Change of Control then, subject to any requirements of the Corporations Act and the Listing Rules, the Board may in its absolute discretion determine the treatment and the timing of such treatment of any unvested STIPRs, including but not limited to:
  - (i) determining that unvested STIPRs (or a portion of unvested STIPRs) will vest and become immediately exercisable or will automatically be exercised, with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control, regardless of whether or not the employment of the relevant Eligible Participant is terminated or ceases in connection with the Change of Control; and/or

- (ii) reducing or waiving the Vesting Condition attaching to the unvested STIPRs in accordance with the Incentive Plan.

**Cessation of employment:** Unless the Board determines otherwise, all unvested STIPRs will automatically lapse on the date that is 30 days after the date that the relevant Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company.



### Annexure C – Summary of Terms of LTIPRs

The terms of the LTIPRs are set out below (and are otherwise governed by the terms of the Incentive Plan):

- (a) **Performance period:** 1 July 2025 to 30 June 2028.
- (b) **Issue price:** Nil.
- (c) **Vesting date:** When the holder receives a vesting notice from the Board confirming that the Vesting Conditions have been met (or waived). Any unvested LTIPRs lapse on the vesting date.
- (d) **Number of LTIPRs:** up to 363,454.
- (e) **Entitlement:** Each LTIPR entitles the holder to one Share on its exercise.
- (f) **Exercise:** Vested LTIPRs may be exercised into Shares any time up to the expiry date below, by lodging a signed notice of exercise with the Company.
- (g) **Exercise price:** Nil.
- (h) **Expiry Date:** 2 November 2028. Any vested LTIPRs not exercised will lapse on the expiry date.
- (i) **Transferability:** The LTIPRs are not transferable (and consequently, will not be quoted on ASX or any other exchange).
- (j) **Rights:** The LTIPRs do not:
  - (i) carry any voting rights in the Company, except as required by law;
  - (ii) entitle the holder to any dividends;
  - (iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
  - (iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or
  - (v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the applicable performance milestone is achieved and the LTIPRs are converted into Shares.
- (k) **Vesting Conditions:** The performance (i.e., vesting) conditions that the Board has determined will apply to the LTIPRs are summarised below. The Board may, in its sole and absolute discretion, and subject to the Listing Rules, reduce or waive any Vesting Conditions.

Vesting Condition	Weighting
The Company's total shareholder return ( <b>TSR</b> ) measured relative to the TSRs of 15 comparator gold mining companies ( <b>RTSR Performance Rights</b> )	50% of the LTIPRs
The Company's life of mine reserves growth in excess of depletion ( <b>LOM Reserves Growth Performance Rights</b> )	25% of the LTIPRs
Production growth targets as determined by the Board ( <b>Production Performance Rights</b> )	25% of the LTIPRs

#### RTSR Performance Rights Condition (50% weighting)

The RTSR Performance Rights will vest depending on how the Company's TSR during the three-year performance period compares relative to the TSRs of the 16 comparator gold mining companies (**Comparator Group**).<sup>1</sup> 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 2028 (plus the value of any dividends paid during the performance period) has moved compared with the 30-day VWAP of that company's shares at the close of trade on 30 June 2025. The 30-day VWAP of Shares at the close of trade on 30 June 2025 was \$4.80 (**2025 VWAP**). The proportion of RTSR Performance Rights that will vest will be based on where the Company's TSR ranks within the TSRs of the Comparator Group companies as follows:

Level of performance achieved	Company's RTSR Performance	% of RTSR Performance Rights vesting
Below threshold	Below 50 <sup>th</sup> percentile	0%
Threshold	50 <sup>th</sup> percentile	50%
Target	Between 50 <sup>th</sup> percentile and 75 <sup>th</sup> percentile	Straight-line pro-rata between 50% and 100%
Above target	75 <sup>th</sup> percentile and above	100%

#### 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 (**Ore Reserves**) over the three-year performance period, taking into account depletion through mining and calculated as the percentage that the

<sup>1</sup> The Comparator Group is comprised of the following: Alkane Resources Ltd, Bellevue Ltd, Capricorn Metals Ltd, Catalyst Metals Ltd, Emerald Resources NL, Evolution Mining Ltd, Genesis Minerals Ltd, Ora Banda Mining Ltd, Pantoro Gold Ltd, Perseus Mining Ltd, Ramelius Resources Ltd, Vault Minerals Ltd, Resolute Mining Ltd, West African Resources Ltd, Westgold Resources Ltd and Greatland Resources Ltd. The Board may adjust the Comparator Group (including by increasing or reducing the number of companies in the Comparator Group) to take into account events including, but not limited to, takeovers, mergers, demergers or changes in business that might affect the above companies during the relevant performance period.

Company's Ore Reserves as at 30 June 2028 (**2028 Reserves**) represents of the Company's Ore Reserves as at 30 June 2025 (**2025 Reserves**), as follows:

Level of performance achieved	Company's 2028 Reserves	% of LOM Reserves Growth Performance Rights vesting
Below target	Nil additions to 2025 Reserves	0%
Target	As new Ore Reserves are added from nil to 100% of depletion compared to 2025 Reserves	Straight-line pro-rata between 0% and 100%
Above target	New Ore Reserves are 100% of depletion compared to 2025 Reserves or above	100%

Growth in Ore Reserves can arise from M&A activity.

#### Production Performance Rights (25% weighting)

The Production Performance Rights will be tested against the extent to which the budgeted gold production at managed sites as at the 30 June 2028 testing date (referencing the then Board approved budget gold production for FY29) (**2028 Production Budget**) exceeds the current approved Regis LOM Base Case Plan (July 2025) (**2025 Production Budget**), as follows:

Level of performance achieved	Extent to which 2028 Production Budget exceeds the 2025 Production Budget	% of Production Performance Rights vesting
Below target	0%	0%
Target	Between 0% and 20%	Straight-line pro-rata between 0% and 100%
Above target	Above 20%	100%

Growth in production may arise from M&A activity. The Board will consider any impacts of annual production being rescheduled for strategically driven reasons (e.g. to report additional production in earlier years of the mine's life).

#### Other

In addition, an overarching review by the Board of the relevant Eligible Participant's performance against agreed performance measures and a review of qualitative factors around the Company's performance and the macro economic environment will determine the percentage (between 0% - 100%) of LTIPRs that have been issued that are capable of vesting, subject further to the level of achievement against each Vesting Condition.

- (I) **Change of Control:** If a matter, event, circumstance or transaction occurs that the Board reasonably believes may lead to a Change of Control then, subject to any requirements of the

Corporations Act and the Listing Rules, the Board may in its absolute discretion determine the treatment and the timing of such treatment of any unvested LTIPRs, including but not limited to:

- (i) determining that unvested LTIPRs (or a portion of unvested LTIPRs) will vest and become immediately exercisable or will automatically be exercised, with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control, regardless of whether or not the employment of the relevant Eligible Participant is terminated or ceases in connection with the Change of Control; and/or
  - (ii) reducing or waiving any of the Vesting Conditions attaching to the unvested LTIPRs in accordance with the Incentive Plan.
- (m) **Cessation of employment:** Unless the Board determines otherwise, all unvested LTIPRs will automatically lapse on the date that is 30 days after the date that the relevant Eligible Participant ceases to be employed or engaged by the Company or ceases to hold the office of Director in the Company.

For personal use only

For personal use only

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

RRL

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Wednesday, 19 November 2025.**

# Proxy Form

## How to Vote on Items of Business

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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

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**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.



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# Proxy Form

Please mark ☒ to indicate your directions

## Step 1

## Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Regis Resources Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**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 The Vibe Hotel, Subiaco Room, 9 Alvan St, Subiaco, WA 6008 on Friday, 21 November 2025 at 11:00am (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, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4, 5, 6, 7 and 8 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, 4, 5, 6, 7 and 8 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	Abstain
Resolution 1	Non-Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mrs Fiona Morgan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Short Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Long Term Incentive Performance Rights to Mr Jim Beyer (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Jim Beyer (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Anthony Rechichi (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of potential termination benefits in relation to Performance Rights to be issued to Mr Michael Holmes (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

■ RRL

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