

REGIS RESOURCES N.L.

A.B.N. 28 009 174 761

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Shareholders of Regis Resources N.L. (the "Company") will be held at Morgans 401 Collins Street Melbourne, Victoria, Australia on 31 January 2006 at 3.00 pm (Melbourne time). The Explanatory Statement and the Expert's Report describe the matters to be considered and accompany and form part of this Notice of Meeting.

AGENDA

SPECIAL BUSINESS

ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. "That the issue of 256,532,027 fully paid ordinary shares in the capital of the Company to Newmont Capital Pty Ltd as part consideration for the purchase by the Company of a 49% interest in Newmont Duketon Pty Ltd, as set out in the Explanatory Statement to this Notice of Meeting, be approved for all purposes including under the Corporations Act 2001 and ASX Listing Rules".
2. "To approve the issue of up to 125 million ordinary shares at an issue price that is at least 80% of the average market price calculated over the last 5 days on which sales of securities were recorded before the day on which the issue is made and otherwise on the terms and conditions as set out in the Explanatory Statement to the Notice of Meeting dated 20 December 2005."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on the resolutions by any person who may participate in any issue and a person who might obtain a benefit (except a benefit solely in the capacity of a security holder) if the resolutions are passed and any associate of those persons.

The Company need not, however, disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board

Dated this 20th day of December 2005.



PETER LEE
Company Secretary

Voting entitlements

For the purpose of the meeting, the Board has determined that those shareholders holding shares at 7pm on 29 January 2006 will be voting Shareholders for the meeting.

Appointment of proxies

A Shareholder entitled to vote at the meeting may appoint a proxy. A proxy need not be a member. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies to vote at the meeting and may specify the proportion or number of votes each proxy is appointed to exercise.

If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as a proxy at the meeting.

To be effective, a proxy appointment and, if the proxy is signed by the member's attorney, the authority under which the appointment is signed (or a certified copy of it) must be received by the Company at least 48 hours before the meeting.

REGIS RESOURCES N.L.

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EXPLANATORY STATEMENT TO SHAREHOLDERS

This Explanatory Statement provides Shareholders of the Company with information in respect of the resolutions to be considered at the General Meeting of the Company to be held at Morgans 401 Collins Street Melbourne, Victoria on 31 January 2006 at 3.00 pm (Melbourne time). Shareholders should carefully review this Explanatory Statement which forms part of the Notice of General Meeting ("Notice") to which this Explanatory Statement is attached.

If you have difficulty in properly understanding this documentation, we urge you to consult your financial or legal adviser.

Resolution 1

Preamble

On 10 March 2005, the Directors announced that they had entered into a Memorandum of Understanding ("MOU") with Newmont Australia Ltd ("Newmont") to increase the Company's interests in the Rosemont Duketon and Duketon Region joint ventures (the "Duketon Joint Ventures") located north of Laverton in the Eastern Goldfields of Western Australia from a direct 20% interest to a direct and indirect interest of 59.2%.

Under the MOU, Newmont and Regis have agreed that Regis will acquire 49% of the shares in Newmont's subsidiary and the Company's joint venture partner, Newmont Duketon Pty Ltd ("Newmont Duketon"), which will give Regis a further 39% indirect interest in the Duketon Joint Ventures. When included with Regis' existing direct 20% interest, this will increase Regis' total interest in the Duketon Joint Ventures to an effective interest of approximately 59%.

Consideration for the transaction would include the issue of 256,532,027 fully paid ordinary shares in Regis to Newmont Capital Pty Ltd ("Newmont Capital"). Newmont Capital would become Regis' major shareholder with approximately 45.1% of the undiluted issued capital of Regis.

The agreement formalising the arrangements contemplated by the MOU ("Formal Agreement") was signed on 14 December 2005 however, a condition of that agreement was that Shareholder approval be obtained.

Background

The Duketon Joint Ventures cover some 2,000 square kilometres of exploration ground prospective for gold and other minerals extending 140 kilometres north of Laverton in the Eastern Goldfields of Western Australia.

Since 2002, Newmont Duketon has been manager of and holds 80.6% and 80.0% interests in the Duketon Joint Ventures. It has been agreed between the parties that the interests of both Newmont Duketon and Regis in both joint ventures will be 80% and 20% respectively from settlement. Since June 2005, pursuant to the transitional arrangements under the MOU, Regis has managed exploration. Regis holds the balance of the equity in each joint venture and contributes pro-rata to the costs of exploration. Newmont Duketon and Regis are also in joint venture with nine other private and publicly listed companies in the Duketon region. In each of these cases the combined equity held by Newmont Duketon and Regis is in the ratio of 80% - 20%.

The Duketon Joint Venture areas currently contain approximately 1.7 million ounces of gold in JORC-compliant (predominantly inferred) resources in eight separate deposits. Exploration expenditure by the joint venture partners has averaged \$5 million per annum over the last three years.

Transaction

The key terms of the Formal Agreement are:

- Regis will acquire the number of fully paid ordinary shares representing a 49% shareholding in Newmont Duketon and be offered one seat on the three-person Newmont Duketon board;
- Regis will become manager of the Duketon Joint Ventures (other than the Deleta joint venture) and sole fund and conduct all exploration on the joint venture tenements at a minimum rate of \$10 million by 31 May 2007. All exploration expenditures since 1 January 2005 by both Newmont Duketon and Regis will count towards the \$10 million threshold;
- If Regis meets the obligation to spend \$10 million over the two year period, Regis has a pre-emptive right and first right of refusal over the whole or any part of the remaining 51% interest in Newmont Duketon held by Newmont NGL Holdings Pty Ltd ("Newmont NGL") up until the exercise (or expiry without exercise) of the call option described below;
- If Regis meets the obligation to spend \$10 million on exploration by 31 May 2007, it will have a call option over a further 26% interest in Newmont Duketon. The call option can be exercised for a limited period once Regis meets the obligation to spend \$10 million. If Regis does not meet this \$10 million obligation by 31 May 2007, the call option is not exercisable.
- Newmont NGL which will be the holder of the other 51% interest in Newmont Duketon, has a put option over the remaining shares in Newmont Duketon held by Newmont NGL (with a minimum of 26% of the shares if the call option is not exercised). The put option is exercisable for a limited period if the call option is not exercised or Regis does not meet its obligation to spend \$10 million by 31 May 2007;
- Consideration for the shares acquired by Regis as a result of exercise of the call or put option will be (subject to shareholder approval at that time) the issue of Regis shares or, failing shareholder approval, an equivalent cash payment. The parties may also agree that part of the consideration may be the assumption of a further sole funding liability for exploration expenditure;
- Regis will be granted a further representative (for a total of two) on the five-person Exploration Management Committee, which manages all exploration and administrative activities of the Duketon Joint Ventures. If either the call or put options are exercised, Regis will be entitled to further representation on the Exploration Management Committee and the Newmont Duketon board;
- Newmont Capital will have the right to contribute to any future capital raising undertaken by Regis on a pro rata basis;
- Regis will have the sole right to conduct a feasibility study and develop any mineral deposit that the Duketon Joint Ventures do not wish to undertake, and under certain circumstances, to acquire Newmont Duketon's equity in that deposit at fair market value;
- Regis will grant Newmont the right to reacquire a 75% equity in any gold deposit greater than 2.5 million ounces under certain conditions, and if exercised, Newmont will pay Regis an amount which represents up to 300% of the exploration expenditure incurred on that deposit by Regis;

- In addition to any royalties payable to third parties, Regis will grant Newmont Capital a maximum 2% net smelter return royalty, on the future revenues from Regis direct and indirect interests in the production of all metals from the Duketon Joint Venture tenements. If either the call or put options are exercised, Regis will grant Newmont a mortgage over its shares in Newmont Duketon as security for the royalty;
- A 1% royalty receivable by Regis from production from certain of the Duketon tenements will be cancelled;
- As consideration for the arrangements described above, Newmont Capital will be issued 256,532,027 new shares in Regis, which combined with their existing shareholding, will equal approximately 45.1% of the expanded Regis ordinary shares;
- Newmont has stated that it does not intend to seek a position on Regis' board.

Purpose of the Meeting

The purpose of the meeting is to seek shareholder approval to the issue of the 256,532,027 ordinary shares in the capital of the Company to Newmont.

Requirements of the Corporations Act 2001.

The Corporations Act 2001 prohibits acquisitions of relevant interests in issued voting shares of certain corporations and in certain circumstances including, among other things, where because of the transaction, that person's or someone else's voting power increases:

- from 20% or below to more than 20%; or
- from a starting point that is above 20% and below 90%.

Section 611, item 7, provides an exception to the prohibition for an acquisition of relevant interests in a company's shares where the acquisition is approved previously by a resolution passed at a general meeting of the company if:

- no votes are cast in favour of the acquisition by the person proposing to make the acquisition and their associates or from the persons (if any) from whom the acquisition is to be made and their associates; and
- the members of the company were given all information material to the decision on how to vote.

For the purpose of disclosure in the Notice of General Meeting, Newmont provides the following information, which so far as voting power is concerned is based on Newmont's understanding of Regis' capital structure:-

- The identity of the party proposing to make the acquisition is Newmont Capital and its associates are Newmont Mining Corporation Inc and its related bodies corporate;
- The maximum extent of the increase in Newmont Capital's voting power if the resolution is passed would change from its present holding of 1.9% to 45.1% of the post issued capital of the Company, or on a fully diluted basis, from 1.2% to 34.8%;
- The voting power of Newmont Capital if the resolution is passed (and the shares, the subject of the resolution are issued) will be 262,734,027 shares or 45.1% (on an undiluted basis);
- The voting power of Newmont Capital's associates both prior to and after the transaction will be the same as Newmont Capital's voting power; and

- Newmont Mining Finance Pty Limited holds a mortgage over 43,266,870 shares in the capital of Regis to which Edensor Nominees Pty Ltd is entitled and is registered as the holder of those shares as mortgagee. Newmont Mining Finance Pty Ltd also holds a fixed and floating charge over the remaining assets of Edensor Nominees Pty Ltd (which extends to the remainder of the shares in Regis held by Edensor Nominees Pty Ltd). By reason of Section 609(1) of the Corporations Act 2001 (Cth) Newmont Mining Finance Pty Ltd does not have a relevant interest or voting power in respect of shares in Regis which are the subject matter of this mortgage or fixed and floating charge.

The Company has engaged Benson Partners Corporate Advisory Pty Ltd ("Benson Partners") to prepare an independent expert's report for shareholders. The report accompanies this Notice of Meeting and Explanatory Statement and contains further information for shareholders.

It is recommended that the shareholders read this report in detail.

In accordance with Australian Securities & Investments Commission Policy Statement 74 "Acquisitions Agreed to by Shareholders", Newmont provides the following information as to Newmont Capital's intentions regarding the future of the Company which is not disclosed elsewhere:

- Newmont Capital has no current intention to change the business of the Company;
- Newmont Capital has no current intention to inject further capital into the Company. However, Newmont Capital has requested and the Company has agreed to allow Newmont Capital to participate in any future capital raisings in proportion with Newmont Capital's percentage interest in the Company;
- Regis has informed Newmont Capital that Regis is currently building its own team of employees to meet its exploration and corporate demands. Certain exploration staff of the Newmont group may be offered employment with Regis to assist in running the exploration activities on the Duketon Joint Ventures. These staff have worked on the Duketon Joint Ventures whilst Newmont Duketon was manager. Newmont Capital has no current intention to regarding the future employment of the present employees of the Company;
- There are no current proposals to transfer property between the Company, Newmont Capital or any person associated with either party except under the Formal Agreement between the parties;
- Newmont Capital does not have a current intention to redeploy the fixed assets of the Company; and
- Newmont Capital does not have an intention to change significantly the financial or dividend policy of the Company.

Other Information

The ordinary shares to be issued to Newmont Capital will rank pari-passu with the ordinary shares on issue. Settlement of the transaction will occur 3 days after shareholder approval at which time the shares will be issued to Newmont Capital. The Directors of Regis do not have any interest in the transaction other than as shareholders of the Company. Benson Partners have valued the 256,532,027 ordinary shares to be issued to Newmont Capital at \$7,901,186. The issue of these shares will not raise any funds, instead will be part consideration for a 49% equity interest in Newmont Duketon.

Resolution 2

Preamble

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval (but subject to certain exceptions), issue during any 12 month period any equity securities or other securities with rights of conversion to equity (such as an option) if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Company continues to require funds to meet its obligations under the proposed transaction with Newmont, conduct its exploration program and to meet its working capital expenses. The funds raised by the issue of securities under this resolution will be use for these purposes. The Directors believe it is prudent to obtain the authority to place up to 125 million ordinary shares.

For the purposes of Australian Stock Exchange ("ASX") Listing Rules 7.3, the Company also advises:

1. The maximum number of securities to be issued is up to 125 million ordinary shares.
2. The securities will be issued within 3 months of the date of shareholder approval.
3. The issue price of the ordinary shares will be at least 80% of the average market price calculated over the last 5 days on which sales of ordinary shares are recorded before the day on which the issue is made.
4. At the date of this Explanatory Memorandum, the names of the proposed allottees and quantity to be issued to each allottee are not known, however, the Company plans to approach investors to whom a prospectus does not need to be provided under the Corporations Act.
5. The ordinary shares will be fully paid and will rank *pari passu* with existing ordinary shares on issue.
6. The funds will be utilised meet its obligations under the proposed transaction with Newmont, for exploration and working capital for the Company.
7. The securities may be allotted progressively. The Company may not necessarily issue the full complement of securities and may issue a lesser number.
8. The securities the subject of this resolution shall be issued at the discretion of the Directors other than to Related Parties (as defined in the ASX Listing Rules).

Other

As a consequence of Resolution 1, Newmont has an interest in the outcome of that resolution and accordingly cannot vote on the transaction. The Company will make application for Official Quotation on ASX of the shares to be issued pursuant to resolution 1. Official Quotation of those shares cannot be guaranteed. If the issue of the Newmont Shares set out in resolution 1 is approved by shareholders, approval is not required under Listing Rule 7.1. The Directors consider it is in the best interests of the Company and its members that the Board of the Company is at liberty to issue the shares for purpose in the resolution. The resolution is an ordinary resolution and requires approval by a simple majority of the votes cast in person, by proxy or by corporate representative at the meeting.

Accordingly, each member of the Board of the Company has approved the putting of the resolution to shareholders and the contents of the Notice of Meeting and Explanatory Statement. Each of the Directors note and agree with the advantages and disadvantages of the proposed transaction proceeding as set out in paragraphs 111 to 114 of the independent experts report and recommends Resolution 1 be passed by non-associated shareholders.

These reasons provide an analysis of whether the proposal is fair and reasonable when considered in the context of the interests of the shareholders other than those who may participate in the issue or their associates.

By Order of the Board and dated this 20th day of December 2005.

A handwritten signature in black ink, appearing to read 'Peter Lee', written in a cursive style.

PETER LEE
Company Secretary



16 December 2005

The Directors
Regis Resources NL
Level 8, 580 St Kilda Road
MELBOURNE VIC 3004

Dear Sirs

**INDEPENDENT EXPERT REPORT PURSUANT TO SECTION 611 (7) OF THE
CORPORATIONS ACT**

Introduction

1. Regis Resources NL ("Regis" or "the Company") is a company listed on the official list of the Australian Stock Exchange ("ASX"). The principal activities of the Company include gold and mineral exploration.
2. You have requested Benson Partners Corporate Advisory Pty Ltd ("Benson") to prepare an Independent Expert's Report in connection with the proposed issue of shares as consideration for the purchase of a 49% interest in Newmont Duketon Pty Ltd ("Newmont Duketon"), a subsidiary of Newmont NGL Holdings Pty Ltd ("NGL") and the Company's partner in the Rosemont Duketon and Duketon Regional joint ventures ("DJVs"). Under the Proposed Transaction, Regis will issue shares to Newmont Capital Ltd, and for the purpose of our report NGL, Newmont Australia Ltd and Newmont Capital Pty Ltd will be referred to as the "Newmont Entity". A brief summary of the Proposed Transaction is set out below:
 - (a) Regis will acquire the number of fully paid ordinary shares representing a 49% shareholding in Newmont Duketon and be offered one seat on the three-person Newmont Duketon board;
 - (b) Regis will become manager of the DJVs (other than the Deleta joint venture) and sole fund and conduct all exploration on the joint venture tenements at a minimum rate of \$10 million by 31 May 2007. All exploration expenditures since 1 January 2005 by both Newmont Duketon and Regis will count towards the \$10 million threshold;



- (c) If Regis meets the obligation to spend \$10 million over the two year period, Regis has a pre-emptive right and first right of refusal over the whole or any part of the remaining 51% interest in Newmont Duketon held by the Newmont Entity up until the exercise (or expiry without exercise) of the call option described below;
- (d) If Regis meets the obligation to spend \$10 million on exploration by 31 May 2007, it will have a call option over a further 26% interest in Newmont Duketon. The call option can be exercised for a limited period once Regis meets the obligation to spend \$10 million. If Regis does not meet this \$10 million obligation by 31 May 2007, the call option is not exercisable.
- (e) The Newmont Entity which will be the holder of the other 51% interest in Newmont Duketon, has a put option over the remaining shares in Newmont Duketon held by the Newmont Entity (with a minimum of 26% of the shares if the call option is not exercised). The put option is exercisable for a limited period if the call option is not exercised or Regis does not meet its obligation to spend \$10 million by 31 May 2007;
- (f) Consideration for the shares acquired by Regis as a result of exercise of the call or put option will be (subject to shareholder approval at that time) the issue of Regis shares or, failing shareholder approval, an equivalent cash payment. The parties may also agree that part of the consideration may be the assumption of a further sole funding liability for exploration expenditure;
- (g) Regis will be granted a further representative (for a total of two) on the five-person Exploration Management Committee, which manages all exploration and administrative activities of the DJVs. If either the call or put options are exercised, Regis will be entitled to further representation on the Exploration Management Committee and the Newmont Duketon board;
- (h) The Newmont Entity will have the right to contribute to any future capital raising undertaken by Regis on a pro rata basis;
- (i) Regis will have the sole right to conduct a feasibility study and develop any mineral deposit that the DJVs do not wish to undertake, and under certain circumstances, to acquire Newmont Duketon's equity in that deposit at fair market value;
- (j) Regis will grant the Newmont Entity the right to reacquire a 75% equity in any gold deposit greater than 2.5 million ounces under certain conditions, and if exercised, the Newmont Entity will pay Regis an amount which represents up to 300% of the exploration expenditure incurred on that deposit by Regis;



- (k) In addition to any royalties payable to third parties, Regis will grant the Newmont Entity a maximum 2% net smelter return royalty, on the future revenues from Regis direct and indirect interests in the production of all metals from the DJVs tenement. If either the call or put options are exercised, Regis will grant the Newmont Entity a mortgage over its shares in Newmont Duketon as security for the royalty;
 - (l) A 1% royalty receivable by Regis from production from certain of the DJVs tenements will be cancelled;
 - (m) As consideration for the arrangements described above, the Newmont Entity will be issued 256,532,027 new shares in Regis, which combined with their existing shareholding, will equal approximately 45.1% of the expanded Regis ordinary shares;
 - (n) The Newmont Entity has stated that it does not intend to seek a position on Regis' board.
- 3. Further details of the Proposed Transaction are summarised in our report and set out in detail in the accompanying Explanatory Statement.
 - 4. The Proposed Transaction is subject to Regis shareholder approval of the issue of shares to the Newmont Entity.
 - 5. The directors of Regis have requested Benson to independently assess whether the Proposed Transaction is fair and reasonable to non-associated shareholders. This report has been prepared by Benson to accompany a Notice of Meeting to convene a General Meeting of Regis in January 2006 to seek shareholder approval for the Proposed Transaction.
 - 6. This report has been prepared solely for the purpose of assisting the non-associated shareholders in considering the Proposed Transaction. We do not assume any responsibility or liability to any party as a result of reliance on this report for any other purpose, including but not limited to investment or lending decisions in relation to Regis.

Summary and Conclusions for Regis' Shareholders

- 7. In our opinion, the Proposed Transaction, on balance, **is fair and reasonable** to the non-associated shareholders of Regis.
- 8. Our opinion is based solely on information available at the date of this report. In particular, we have placed reliance on the report of the independent mineral industry specialist instructed by us, AMC Consultants Pty Ltd ("AMC"). The AMC report is attached at Appendix C.



9. The principal factors that we have taken into account in forming our opinion are summarised below and discussed in more detail in Section X of this report:
- A comparison of the value of the consideration offered under the Proposed Transaction (being approximately 256 million shares in Regis) to the value of the assets acquired (being an additional 39% interest in the DJVs, giving an effective interest of approximately 59%);
 - The effect on the value of the non-associated shareholders shareholding in the Company;
 - The weighted average trading price of \$0.12 for the shares over the past 12 months; and
 - The issue price for ordinary shares issued over the past 12 months.

Other Matters

10. Acceptance or rejection of the Proposed Transaction are matters for individual shareholders based on their own views as to value, risk profile, liquidity preference, portfolio strategy and tax position. Regis shareholders who are in doubt as to the action they should take in relation to the Proposed Transaction should consult a professional advisor.

Structure of Report

11. The balance of this report is set out in the following sections:

FINANCIAL SERVICES GUIDE

I TERMS OF THE PROPOSAL

II BASIS FOR OUR EVALUATION OF THE PROPOSED TRANSACTION

III PROFILE OF REGIS RESOURCES N.L.

IV SHARE CAPITAL AND OWNERSHIP OF REGIS

V VALUATION METHODOLOGIES

VI VALUATION OF REGIS RESOURCES N.L.

VII PROFILE OF NEWMONT DUKETON PTY LTD

VIII VALUE OF NEWMONT DUKETON PTY LTD

IX EXPLORATION AND PROJECT REVIEW

X ASSESSMENT OF WHETHER THE PROPOSED TRANSACTION IS FAIR AND REASONABLE TO THE NON-ASSOCIATED SHAREHOLDERS



APPENDICES

- A Qualifications and Declarations**
- B Sources of Information**
- C Assessment and Valuation of Mineral Assets by AMC**

Yours faithfully

PETER I RAYNER
Director

PHILLIP W RUNDLE
Director



INDEPENDENT EXPERT'S REPORT AND FINANCIAL SERVICES GUIDE

This document contains the Independent Expert's Report, which you requested from Benson Partners Corporate Advisory Pty Ltd ABN 25 099 441 111, as well as our Financial Services Guide.

FINANCIAL SERVICES GUIDE ("FSG")

About the Issuing Entity

This FSG is issued by Benson Partners Corporate Advisory Pty Ltd ABN 25 099 441 111 ("Benson"). We can be contacted by any of the following means:

By Post: Benson Partners Corporate Advisory
GPO Box 4615
Melbourne
Victoria 3001

By Phone: (03) 8622 3500

We are an Australian Financial Services Licensee, licence number 227189. We are authorised to provide general financial product advice in relation to securities (such as shares and debentures) and interests in managed investment schemes. When providing those services, we act on our own behalf.

Purpose and content of this FSG

This FSG is designed to assist you in deciding whether to use our Independent Expert's Report to which this FSG is attached and to provide you with important information about us as a financial services licensee. It includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide;
- remuneration that may be paid to us and our staff and any associates in connection with the services we provide;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Other documents relevant to this FSG

This FSG is issued only as a part of our Independent Expert's Report to which this FSG is attached. Our report and the FSG are relevant only to the disclosure document¹ in which this report and the FSG are contained. The disclosure document is designed to assist you when making a decision as to whether to acquire, hold or dispose of the relevant financial product.

¹ By "disclosure document" we are referring to documents such as product disclosure statements, prospectuses, target's statements, notices of meeting and similar documents.



Financial Services we are licenced to provide

We hold an Australian Financial Services Licence, which authorises us to provide general financial product advice in relation to:

- securities (such as shares and debentures); and
- interests in managed investments schemes (excluding investor directed portfolio services).

We provide this general financial product advice as follows:

- We are engaged to issue an Independent Expert's Report in connection with a financial product of another person; for instance, a report on the shares of a company;
- You will not have engaged us directly but our Independent Expert's Report will be provided to you because (and only because) you have received the disclosure document to which our Independent Expert's Report relates; and
- In our Independent Expert's Report, we provide general financial product advice, not personal financial product advice. That is, our Independent Expert's Report is prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general financial product advice contained in our Independent Expert's Report having regard to your own objectives, financial situation and needs before you act on the advice. You should read the disclosure document in which our Independent Expert's Report and this FSG are included and consider that document before making any decision about whether to acquire the relevant financial product.

Benefits that we may receive

We charge fees for providing our Independent Expert's Reports. These fees will be agreed with, and paid by, the person(s) or company who engages us to provide the report. Fees will be agreed on either a fixed fee or time-cost basis. The fees are paid directly to Benson.

Except for the fees referred to above, neither Benson, nor any of its directors, employees, related bodies corporate or associates of these persons receive any pecuniary benefit or other benefit (including commissions or referral fees), directly or indirectly, for or in connection with the provision of our Independent Expert's Report. All our employees receive a salary. Our employees are also eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of an Independent Expert's Report.



Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships

Through a variety of corporate and trust structures, Benson is ultimately wholly owned by and operates as part of Benson Partners' professional advisory and accounting practice.

From time to time, Benson or Benson Partners and / or Benson Partners' related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

Making a complaint

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. You may therefore make a complaint about us. All complaints must be in writing, addressed to:

The Complaints Officer
Benson Partners Corporate Advisory
GPO Box 4615
Melbourne, Victoria, 3001

When we receive a written complaint, we will record the complaint, acknowledge receipt of the written complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination, although we aim to deal with complaints a lot more quickly than this.

Referral to external dispute resolution scheme

If we do not respond within 45 days, or if you are not satisfied with the way your complaint has been handled by us, we are a member of the Financial Industry Complaints Service Ltd ("FICS"), member number F4512, and you may lodge a complaint with FICS. The relevant contact details are set out below.

Financial Industry Complaints Service Limited
PO Box 579
Collins Street West
Melbourne, Victoria, 8007

Toll free: 1300 78 08 08
Facsimile: (03) 9621 2291

Further details about FICS are available at the FICS web site: www.fics.asn.au.



The Australian Securities & Investments Commission (“ASIC”) also has a freecall infoline on 1300 300 630, which you may also use to make a complaint or obtain information about your rights.

This FSG was prepared on 14 December 2005.



I TERMS OF THE PROPOSAL

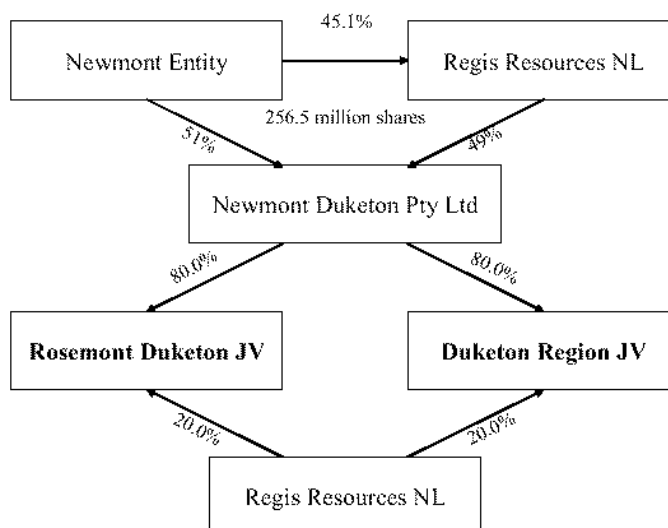
12. We outline below a summary of the Proposed Transaction.
13. The key terms of the Proposed Transaction that are included in the Agreement Relating to Shares in Newmont Duketon Pty Ltd ("the Formal Agreement") between the Newmont Entity and the Company are:
 - Regis will acquire the number of fully paid ordinary shares representing a 49% shareholding in Newmont Duketon and be offered one seat on the three-person Newmont Duketon board;
 - Regis will become manager of the DJVs (other than the Deleta joint venture) and sole fund and conduct all exploration on the joint venture tenements at a minimum rate of \$10 million by 31 May 2007. All exploration expenditures since 1 January 2005 by both Newmont Duketon and Regis will count towards the \$10 million threshold;
 - If Regis meets the obligation to spend \$10 million over the two year period, Regis has a pre-emptive right and first right of refusal over the whole or any part of the remaining 51% interest in Newmont Duketon held by the Newmont Entity up until the exercise (or expiry without exercise) of the call option described below;
 - If Regis meets the obligation to spend \$10 million on exploration by 31 May 2007, it will have a call option over a further 26% interest in Newmont Duketon. The call option can be exercised for a limited period once Regis meets the obligation to spend \$10 million. If Regis does not meet this \$10 million obligation by 31 May 2007, the call option is not exercisable.
 - The Newmont Entity which will be the holder of the other 51% interest in Newmont Duketon, has a put option over the remaining shares in Newmont Duketon held by the Newmont Entity (with a minimum of 26% of the shares if the call option is not exercised). The put option is exercisable for a limited period if the call option is not exercised or Regis does not meet its obligation to spend \$10 million by 31 May 2007;
 - Consideration for the shares acquired by Regis as a result of exercise of the call or put option will be (subject to shareholder approval at that time) the issue of Regis shares or, failing shareholder approval, an equivalent cash payment. The parties may also agree that part of the consideration may be the assumption of a further sole funding liability for exploration expenditure;
 - Regis will be granted a further representative (for a total of two) on the five-person Exploration Management Committee, which manages all exploration and administrative activities of the DJVs. If either the call or put options are exercised, Regis will be entitled to further representation on the Exploration Management Committee and the Newmont Duketon board;



- The Newmont Entity will have the right to contribute to any future capital raising undertaken by Regis on a pro rata basis;
 - Regis will have the sole right to conduct a feasibility study and develop any mineral deposit that the DJVs do not wish to undertake, and under certain circumstances, to acquire Newmont Duketon's equity in that deposit at fair market value;
 - Regis will grant the Newmont Entity the right to reacquire a 75% equity in any gold deposit greater than 2.5 million ounces under certain conditions, and if exercised, the Newmont Entity will pay Regis an amount which represents up to 300% of the exploration expenditure incurred on that deposit by Regis;
 - In addition to any royalties payable to third parties, Regis will grant the Newmont Entity a maximum 2% net smelter return royalty, on the future revenues from Regis direct and indirect interests in the production of all metals from the DJVs tenement. If either the call or put options are exercised, Regis will grant the Newmont Entity a mortgage over its shares in Newmont Duketon as security for the royalty;
 - A 1% royalty receivable by Regis from production from certain of the Duketon tenements will be cancelled;
 - As consideration for the arrangements described above, the Newmont Entity will be issued 256,532,027 new shares in Regis, which combined with their existing shareholding, will equal approximately 45.1% of the expanded Regis ordinary shares;
 - The Newmont Entity has stated that it does not intend to seek a position on Regis' board.
14. Completion of the Proposed Transaction will be subject to Regis shareholders approving the issue of shares to the Newmont Entity.
15. The Proposed Transaction would give Regis a further 39% indirect interest in the DJVs. When included with Regis' existing direct 20% interests, the Proposed Transaction will increase the Company's total interests in the DJVs to an effective interest of approximately 59%. Following the issue of approximately 256 million new shares in Regis to the Newmont Entity, the Newmont Entity would become Regis' major shareholder with approximately 45.1% of the expanded issued capital of Regis.



16. We set out below a summary of the proposed DJVs ownership structure should the Proposed Transaction proceed.



17. If the Proposed Transaction is approved, Regis will acquire an indirect interest in the DJVs via its shareholding in Newmont Duketon, in addition to its existing interest in the DJVs. Further, if the Proposed Transaction is approved, the Newmont Entity will have a direct interest in Regis, resulting in an indirect interest in the DJVs via Newmont Duketon, in addition to the existing interest held by the Newmont Entity in Newmont Duketon.
18. A summary of the effective holdings in the DJVs should the Proposed Transaction proceed is set out below:

Regis Resources NL holding in Rosemont Duketon JV = (49% x 80.0%) + 20.0%	59.2%
Regis Resources NL holding in Duketon Region JV = (49% x 80.0%) + 20.0%	59.2%
Newmont Entity in Regis Resources NL	45.1%
Newmont Entity in Newmont Duketon = 51% + (45.1% x 49%)	73.1%
Newmont Entity in Rosemont Duketon JV = (51% of 80.0%) + (45.1% of 49% of 80.0%) + (45.1% of 20.0%)	67.5%
Newmont Entity in Duketon Region JV = (51% of 80.0%) + (45.1% of 49% of 80.0%) + (45.1% of 20%)	67.5%



II BASIS FOR OUR EVALUATION OF THE PROPOSED TRANSACTION

Purpose of the Report

19. Section 606 of the Corporations Act (“the Act”) provides a general prohibition to any person acquiring a relevant interest of above 20% in an Australian company with more than 50 members without making an offer to acquire all of the shares. There are various exemptions to this rule set out in Section 611 of the Act. Under item 7 of Section 611 of the Act, such an acquisition is allowed if a majority of the Company’s non-associated shareholders pass an ordinary resolution at a general meeting approving the acquisition.
20. Section 611 of the Act requires shareholders to be provided with either an analysis by the independent directors or an Independent Expert’s Report stating whether the Proposed Transaction is fair and reasonable when considered in the context of the interests of the shareholders, other than those involved in the Proposed Transaction or persons associated with such persons (ie. the non-associated shareholders). The directors have requested Benson to independently assess whether the Proposed Transaction is fair and reasonable to non-associated shareholders to satisfy this obligation.

Our Approach

21. The term “fair and reasonable” does not have any statutory definition, although, over time, a commonly accepted meaning has evolved. Policy Statements issued by the Australian Securities Commission, the predecessor to the Australia Securities & Investment Commission (“ASIC”), in particular Policy Statements 74 and 75, provide some guidance to the use of that term.
22. Policy Statement 75 attempts to provide a precise definition of fair and reasonable. The Policy Statement continues earlier regulatory guidelines that created a distinction between “fair and reasonable”. Fairness is said to involve a comparison of the offer price with the value that may be attributed to the securities that are the subject of the offer based on the value of the underlying businesses and assets. In determining fairness, any existing entitlement to shares by a bidder is to be ignored. Reasonableness is said to involve an analysis of other factors that shareholders might consider prior to accepting a takeover offer such as:
 - the bidder’s existing shareholding;
 - other significant shareholdings;
 - the probability of an alternative offer;
 - the liquidity of the market for the target company’s shares; and
 - the options for the target in the event that the bid does not proceed.



23. Policy Statement 74 states that what is fair and reasonable for non-associated members should be judged in all the circumstances of the proposal. The likely advantages and disadvantages for the non-associated members, should the proposal proceed, should be compared with the advantages and disadvantages should it not. The effect of the proposed changes on shareholder value is only one element of this assessment. Accordingly, fair and reasonable must be capable of broad interpretation to meet the particular circumstances of each transaction. This involves a judgement on the part of the expert as to the alternatives available. On this basis, a proposal will be fair and reasonable if the non-associated shareholders will, on balance, be better off if the proposal is accepted.
24. For the purpose of our opinion, market value is defined as the price that could be negotiated in an open and unrestricted market between a willing, knowledgeable but not anxious buyer and a willing, knowledgeable but not anxious vendor acting at arms' length, each believing that they have complete information with respect to the asset being sold.
25. In forming our opinion as to whether the Proposed Transaction is fair and reasonable, we have treated the concepts of fairness and reasonableness as a single opinion; that is, the Proposed Transaction is or is not fair and reasonable.
26. In forming our opinion as to whether the Proposed Transaction is fair and reasonable, we have had regard (inter alia) to the following factors:
- the terms and conditions of the Proposed Transaction;
 - the potential impact of the Proposed Transaction on the financial position of Regis and the impact on the value of the non-associated members' shareholding; and
 - other advantages and disadvantages that may impact the non-associated shareholders of Regis in the event that the Proposed Transaction proceeds.
27. We have also given due consideration to relevant matters in other ASIC guidelines, including Practice Note 42 (Independence of Expert's Reports) and Practice Note 43 (Valuation Reports and Profit Forecasts). The Policy Statements and Practice Notes reflect ASIC's underlying philosophy that the premium for control of a company be shared by all members of that company.

Information Used

28. In preparing this report, we have used and relied upon the information set out in Appendix B and representations made by Regis management. We have conducted checks, enquiries and analysis on the information provided to us that we consider appropriate for the purposes of this report. Based on this evaluation, we consider that the information used as the basis for forming the opinions in this report is accurate, complete and not misleading and we have no reason to believe that material information relevant to our report has been



withheld. Whilst our work has involved an analysis of financial information and accounting records, it does not constitute an audit of Regis in accordance with Australian Auditing Standards and, accordingly, no such assurance is given in this report.

29. Benson and AMC have been provided with historic and prospective information prepared by Regis. Whilst Benson has in part relied upon this information in preparing this report, Regis remain responsible for all aspects of this information. Achievement of prospective results is not warranted or guaranteed by Benson or AMC. Prospective results are by their nature uncertain and are dependent on a number of future events that cannot be guaranteed. Actual results may vary significantly from the prospective information and any variations may affect our assessment.
30. Our assessment has been made as at the date of our report. Economic conditions, market factors and performance change may result in this report becoming outdated. We reserve the right to review our assessments and, if we consider it necessary, to issue an addendum to our report, in the light of any relevant material information that subsequently becomes known to us prior to the General Meeting to vote on the Proposed Transaction.

Scope Exclusions

31. This report has been prepared solely for the purpose of assisting the shareholders in Regis in considering whether to approve the Proposed Transaction. This report has not been prepared to provide information to parties considering the purchase or sale of any equity or other security in Regis. Accordingly, we do not assume any responsibility or liability for any losses suffered as a result of the use of this report contrary to the provisions in this paragraph.



III PROFILE OF REGIS RESOURCES N.L.

Corporate Background

32. Regis is an Australian gold exploration company with strategic land holdings in the Eastern Goldfields of Western Australia. Over the past 15 years, the Company has accumulated a substantial landholding.
33. The Company is focused within the Duketon greenstone belt in the Eastern Goldfields of Western Australia. Its key projects are:
 - Duketon Joint Ventures;
 - Melita Project; and
 - Welcome Project.
34. The Company's joint venture arrangement with Newmont provides an opportunity for the discovery of further gold resources in the Duketon Greenstone belt and potential for the development of a new standalone mining operation. Currently, prior to the Proposed Transaction, Newmont manages the following two joint ventures:
 - (a) Duketon Regional Joint Venture

The Company maintains a 20% contributing interest in these projects, which are located approximately 105 kilometres north of Laverton in Western Australia's prospective Laverton Tectonic zone. The Company recently announced the commencement of a scoping study and drilling program over the Moolart Well gold project within the Duketon Regional Joint Venture.
 - (b) Rosemont Joint Venture

The Company maintains a 19.4% contributing interest in these projects, which are located approximately 100 kilometres north of Laverton in Western Australia. This interest will increase to 20% under the Proposed Transaction.
35. Subsequent to the completion of the Proposed Transaction, Regis will manage both the Duketon Regional Joint Venture and the Rosemont Joint Venture (other than the Deleta Joint Venture) and will increase its effective interests to 59.2% in the joint ventures.
36. The Company also has a large landholding in the Leonora-Laverton area, which includes the Melita Gold Project, located approximately 15 kilometres southeast of Lenora.
37. A detailed assessment and valuation of the mineral assets of the Company are set out in Appendix C.

**Financial Position**

38. Regis' unaudited consolidated net assets as at 31 October 2005 and audited consolidated net assets as at 30 June 2005 are summarised below.

Table 1: Summary of Regis' Historic Net Asset Position

	Unaudited 31 October 2005 \$'000	Audited 30 June 2005 \$'000
CURRENT ASSETS		
Cash	1,146	2,092
Receivables	44	23
Other	-	12
TOTAL CURRENT ASSETS	1,190	2,127
NON-CURRENT ASSETS		
Exploration	4,808	4,222
Receivables	177	214
Prepayments	156	79
Property, Plant and Equipment	100	6
TOTAL NON-CURRENT ASSETS	5,241	4,521
TOTAL ASSETS	6,431	6,648
CURRENT LIABILITIES		
Payables	819	441
Provisions	4	0
TOTAL CURRENT LIABILITIES	823	441
NON-CURRENT LIABILITIES		
Provisions	612	612
TOTAL NON-CURRENT LIABILITIES	612	612
TOTAL LIABILITIES	1,435	1,053
NET ASSETS	4,996	5,595

Source: Regis' 2005 Annual Report and Management Account 31 October 2005

39. We note that under the terms of the Proposed Transaction, Regis will be required to sole fund and conduct all exploration on the DJVs tenements at a minimum rate of \$10 million by 31 May 2007. We are advised that some \$4 million of exploration expenditure on the DJVs tenements has been incurred by Regis or the Newmont Entity since 1 January 2005. Based on the Company's current cash reserves, the Company will need to raise at least \$8 million of additional capital to fund these exploration commitments over the next two years. Pursuant to the Formal Agreement, the Newmont Entity has the right to participate on a pro-rata basis in any future capital raisings that Regis may undertake.



Financial Performance

40. Regis' unaudited consolidated financial results as at 31 October 2005, and audited consolidated financial results as at 30 June 2005 are summarised below.

Table 2: Summary of Regis' Historic Financial Performance

	Unaudited 31 October 2005 \$'000	Audited 30 June 2005 \$'000
Total revenue	30	80
Earnings before interest and tax	(407)	(2,663)
Net Interest	(2)	(321)
Operating profit/(loss) before income tax	(409)	(2,984)

Source: Regis' 2005 Annual Report and unaudited management accounts October 2005

41. We note that net interest expense has decreased significantly. This is due to the significant reduction in debt levels following the forgiveness of debt in the restructure that was completed in August 2004.
42. Regis' audited consolidated cash flow statement for the year ended 30 June 2005 and unaudited consolidated cash flow statement for the three months ended 30 September 2005 are summarised below.



Table 3: Summary of Cash Flow Statements

	Unaudited 30 September 2005 \$'000	Audited Year Ended 30 June 2005 \$'000
Cash Flows from Operating Activities		
Payments in the course of operations	(547)	(765)
Interest received	20	72
Other	(3)	-
Net Cash Flows from / (used in) Operating Activities	(530)	(693)
Cash Flows from Investing Activities		
Contributions to joint venture exploration expenditure		(757)
Payments for exploration expenditure	(36)	(367)
Payment of security deposit	-	(147)
Proceeds from sale of equity investments	3	-
Purchase of plant and equipment	-	(7)
Other	(250)	(46)
Net Cash Flows from / (used in) Investing Activities	(283)	(1,324)
Cash Flows from Financing Activities		
Net Proceeds from issues of shares	-	5,486
Proceeds from borrowings	-	202
Repayment of borrowings	-	(1,587)
Net Cash Flows from / (used in) Financing Activities	-	4,101
Net increase/(decrease) in cash held	(813)	2,084
Cash at the beginning of the quarter/financial year	2,091	7
Cash at the End of the Quarter/ Financial Year	1,278	2,091

Source: Regis' 30 June 2005 Annual Report and First quarterly report 30 September 2005 – Appendix 5B

Native Title

43. It has been represented to us that the Company has not, and is not currently aware of, any native title issues that have not previously been reported to shareholders in past Annual Reports and Prospectuses. We are advised that there are three unresolved overlapping claims in the main Duketon area. An access agreement has been signed with one other group. It is understood that there is nothing about these claims that materially differs from other similar claims in Western Australia.



IV SHARE CAPITAL AND OWNERSHIP OF REGIS

Recent Share Issues

44. In September 2004, the Company undertook a restructure that included the following share issues:

- 60,000,000 fully paid ordinary shares at an issue price of \$0.05 per share raising \$3 million;
- 15,000,000 fully paid ordinary shares at an issue price of \$0.05; 30,000,000 options (at no additional consideration) at an exercise price of \$0.05 per option and an expiry date of 31 January 2014; 22,500,000 options (at no additional consideration) at an exercise price of \$0.10 per option and an expiry date of 31 October 2012; and 15,000,000 options (at no additional consideration) at an exercise price of \$0.20 per option and an expiry date of 30 April 2012 as a fee for securing the placement of \$3 million and corporate advisory services; and
- 78,709,686 fully paid ordinary shares at an issue price of \$0.07 per share as repayment of a debt of \$5,509,678.

The combined value attributable to the issue of these shares and options was approximately \$9,259,678.

45. In December 2004, the Company issued a total of 800,000 fully paid ordinary shares at an issue price of \$0.05 per share. The combined value attributable to the issue of these shares was \$40,000.

46. In December 2004, the Company issued a total of 31,818,181 fully paid ordinary shares at an issue price of \$0.11 per share. The combined value attributable to the issue of these shares was \$3,500,000.

47. The existing securities on issue as at 8 December 2005 are summarised in Table 4 below.

Table 4: Securities on Issue

Class	Number	Expiry Date	Exercise Price
Ordinary Shares	325,761,366	-	-
Options – Listed	38,970,230	31 October 2012	\$0.10
Options – Unlisted	70,000	24 March 2010	\$5.68
Options – Listed	25,766,079	30 April 2012	\$0.20
Options – Listed	96,718,936	31 January 2014	\$0.05
Options – Unlisted	10,450,000	28 November 2010	\$0.12

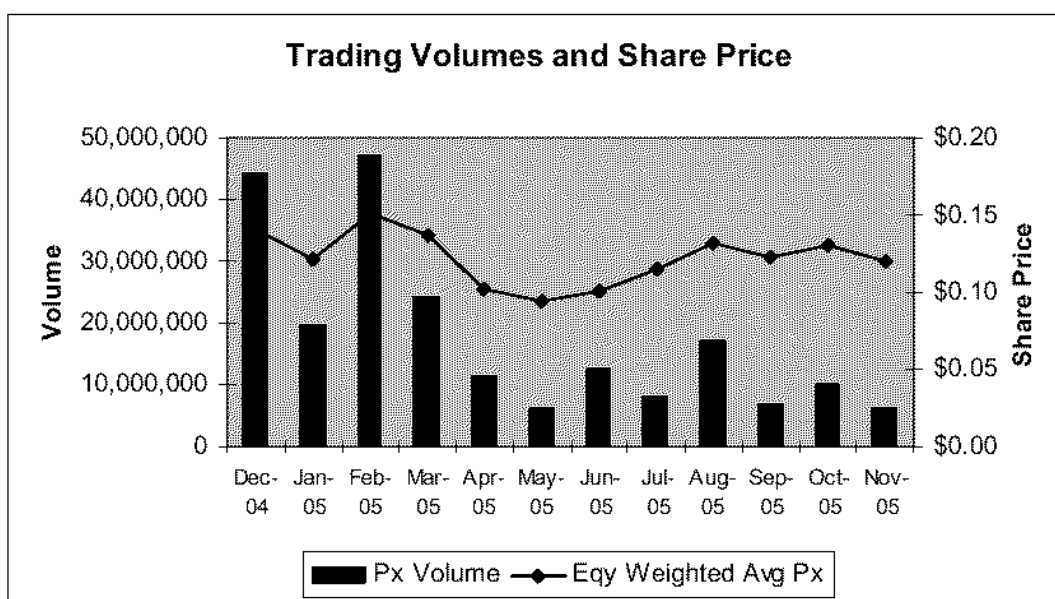
Source: Company website



48. On 8 December 2005 the Company announced the issue of 10,450,000 unlisted options under the 2005 Employee Share Option Plan. The options were issued at an exercise price of \$0.12 with an expiry date of 28 November 2010. We note that the terms of these options contain a condition whereby only 50% of the options are exercisable if the share price increases to \$0.15 and, the remaining 50% are exercisable if the share price exceeds \$0.18. Further, there is a non vesting period of 2 years for these options.

Share Price and Volume History

49. The following chart provides a summary of the monthly weighted average trading prices and volumes in Regis' shares from 1 December 2004 to 30 November 2005.



Source: Bloomberg

50. The daily price of Regis' shares from 1 December 2004 to 30 November 2005 has ranged from a high of 17.5 cents on 14 February 2005 to a low of 8.8 cents on 2 May 2005. Historically, the shares have exhibited low liquidity, however since the restructure of the Company in August 2004, the volumes traded have increased significantly.
51. There has been a significant volume of shares traded in the period 1 December 2005 to 7 December 2005. Table 5 is a summary of the recent volumes.

**Table 5: Recent Share Trading Volumes**

Date	Volume
7/12/2005	3,654,406
6/12/2005	20,418,323
5/12/2005	24,366,793
2/12/2005	25,709,717
1/12/2005	153,555
Total	74,302,794

52. We are advised that a significant amount of this trading volume relates to sales by entities related to Mr Gutnick. In accordance with the corporate restructure announced in July 2004, Mr Gutnick was required to reduce his shareholding to 20% on a fully diluted basis by 19 May 2006. We note that Mr Gutnick's ownership interest decreased from approximately 47% to 28% during the period 1 December 2005 to 7 December 2005.

Volume Weighted Average Market Price

53. Benson has also considered the volume weighted average market price for 10, 25 and 45 day periods to 7 December 2005.

Table 6: Weighted Average Prices - cents

Regis	7 December 2005	10 days	25 days	45 days
Closing Price	11.5			
Weighted Average Price		11.55	11.63	11.77

Source: Bloomberg

Trading in Regis Shares

54. An analysis of the trading volume in Regis' shares in the period to 7 December 2005 is set out below.

Table 7: Trading Liquidity in Regis' shares

Period prior to 7 December 2005	High cents	Low cents	Weighted average cents	Volume	As a % of issued shares ¹
1 week	12.0	11.0	11.47	74,302,794	22.81
1 month	12.0	11.0	11.59	78,373,536	24.06
2 months	13.0	11.0	11.77	87,354,306	26.82
6 months	14.0	9.6	11.70	133,927,188	41.11
12 months	17.5	8.8	12.10	259,734,566	79.73

¹ 325.761 million at 7 December 2005

Source: Bloomberg



Ownership Structure

55. The current ownership structure of Regis is as follows:

Table 8: Top 20 Holding

Ordinary Shares	30 November 2005
Total ordinary shares on issue	325,761,366
Top 20 shareholders – Ordinary Shares	230,418,539
Top 20 shareholders – percentage of ordinary shares on issue	70.73 %

Source: Link Market Services

56. The spread of Regis shareholders as at 30 November 2005 is as follows:

Table 9: Shareholder Spread

Range of Shares Held	No. of Ordinary Shareholders	No. of Shares	%
1 – 1,000	188	49,456	0.02
1,001 – 5,000	279	697,444	0.21
5,001 – 10,000	109	976,712	0.30
10,001 – 100,000	608	28,557,794	8.77
100,001 - Over	210	295,479,960	90.70
Total	1394	325,761,366	100.00

Source: Link Market Services

Effect of the Proposal on the Current Capital Structure

57. If the Proposed Transaction is approved, a total of 256,532,027 shares will be issued. The pro forma capital structure of Regis, if the proposal is approved and the shares are issued, is summarised below.

Table 10: Capital Structure

	Number of Shares
Current Number of Ordinary Shares	325,761,366
Placement	256,532,027
Total shares on issue after approval	582,293,393

Effect of the Proposal on the Current Shareholding Structure

58. If the proposal is approved and 256,532,027 Regis shares are issued, the number of Regis shares and the relevant interest in Regis held by existing non-associated shareholders of Regis prior to and after approval of the proposal (assuming no options are exercised) is set out in the table below.

Table 11: Impact of Proposed Transaction on Non-Associated Shareholders in Regis

Pre Approval		After Approval	
Number of Shares Held	Percentage of Total Issued Shares	Number of Shares Held	Percentage of Total Issued Shares
319,559,366	98.1%	319,559,366	54.9 %



59. If the Proposed Transaction is approved, the Newmont Entity will hold 45.1% of Regis issued share capital. Under the terms of the Formal Agreement, the Newmont Entity has the right to participate on a pro-rata basis in any future capital raising the Company may undertake. This has the potential to further dilute the shareholding of the non-associated shareholders, should they decide not to participate. Should the Proposed Transaction be approved, the Company will be required to raise at least an additional \$8 million through capital raisings to fund its additional exploration commitments under the Proposed Transaction.
60. If the proposal is approved and 256,532,027 Regis shares are issued the number of Regis shares and the relevant interest in Regis, held by non-associated shareholders of Regis prior to and after approval of the proposal, assuming the options with a 5 cent price are exercised, resulting in issued shares increasing to some 679 million on a fully diluted basis is set out in the table below.

Table 12: Impact of Proposed Transaction on Non-Associated Shareholders in Regis

Pre Approval		After Approval and 5 cent options exercised	
Number of Shares Held	Percentage of Total Issued Shares	Number of Shares Held	Percentage of Total Issued Shares
319,559,366	98.1%	416,278,302	61.3%

Table 13: Impact of Proposed Transaction on Newmont Interests

Pre Approval		After Approval and assuming exercise of 5-cent options	
Number of Shares Held	Percentage of Total Issued Shares	Number of Shares Held	Percentage of Total Issued Shares
6,202,000	1.9%	262,734,027	38.7%



V VALUATION METHODOLOGIES

61. The value of shares in a company or the value of a business is usually determined with regard to both asset values and the consistency and quality of earnings. There are four traditional methodologies for such a valuation. These are referred to as:
- asset-based valuations;
 - earnings valuations;
 - discounted cash flow valuations; and
 - quoted market price valuation.
62. We have considered the relevance of each of these methodologies prior to undertaking our valuation.

Asset-based Valuations

63. In the absence of reliable forecasts for future cashflows or earnings, the net asset value of a company can be a reliable indicator of the minimum value for the company. This involves the determination of the net realisable value of the assets of the business or company assuming an orderly realisation of those assets. This value includes a reduction in value to allow for the reasonable costs of carrying out the sale of assets and for the time value of money. It is not a valuation on the basis of a forced sale, where the assets might be sold at values materially different from their fair market value.
64. This approach is appropriate where the business or company concerned is not generating adequate returns and in certain circumstances where there are surplus non-operating assets.

Earnings-based Valuation

65. This requires consideration of the following factors:
- (a) estimation of future maintainable earnings having regard to historic and forecast operating results, including sensitivity to key industry risk factors, future growth prospects, and the general economic outlook;
 - (b) determination of an appropriate capitalisation rate which will reflect a purchaser's required rate of return, risks inherent in the business, future growth expectations and alternative investment opportunities; and
 - (c) a separate assessment of surplus or unrelated assets and liabilities, being those items that are not essential to producing the estimated future earnings.

This methodology is a surrogate for a discounted cash flow valuation. It is typically employed where a company has mature operations with a history of profits and an expectation that these will be maintained at similar levels in the future.



Discounted Cash Flow Based Valuations

66. This methodology recognises the present value of net cash flows, which are expected to be derived from future activities. These future cash flows are discounted to current values by recognising both the risk of their receipt and the time value of money using a suitable discount rate. This methodology is generally the most appropriate method in the calculation of the value where there is adequate information about likely future cash flows, usually over a finite term.

Quoted Market Price Valuation

67. An alternative valuation approach that can be used in conjunction with (or as a replacement for) any of the above methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares can be traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a “deep” market in that security. Shares in a company normally trade at a discount to the underlying value of the company as a whole, reflecting the fact that portfolio shareholdings do not give such shareholders management control or direct access to cashflows. In the absence of a deep well informed market exhibiting good liquidity this method has significant limitations.



VI VALUATION OF REGIS RESOURCES N.L.

Valuation Approach Adopted

68. We have considered the methodologies set out in Section V above in the evaluation, which forms the subject of this report. The current circumstances of Regis mean that no earnings based methodology can be employed. Further, in the absence of long-term cash flow forecasts we do not consider it appropriate to employ a discounted cash flow methodology. Accordingly, we have considered the net asset backing of Regis shares and the recent quoted share prices in our assessment of the value of shares in Regis.

Net Asset Value

69. We have assessed the value of Regis shares prior to the proposed transaction by reference to the value of the underlying net assets of Regis having regard to:
- the value of Regis' mineral exploration properties as assessed by AMC; and
 - the value of other sundry net assets of Regis on a going concern basis.

Calculation of Net Asset Value

70. In the Statement of Financial Position set out above, Regis had net assets of \$4,996, 296 at 31 October 2005 (unaudited). We have determined the net asset position of Regis for the purpose of our assessment of the Proposed Transaction, after adjusting the 31 October 2005 net asset position for the matters summarised below and discussed subsequently:

Table 14: Net Asset Position

	31 October 2005 \$000
Net Assets - Regis	4,996
Less capitalised expenditure	(4,808)
Add AMC valuation of Regis mineral assets	7,000
Revised Net Assets value	7,188
Issued Shares	325,761,366
Net asset value per share (cents)	2.21

Exploration Interests

71. The AMC report, which assesses the fair market value of the exploration interests of Regis, is attached as Appendix C to our report. A summary of that report is noted in Section IX below.
72. Evaluation of mineral prospects without well-defined resources or reserves is particularly difficult and subjective, and relies upon the experience and judgement of the valuer. AMC has used assumptions and source data that it believes are reasonable and appropriate.



73. The AMC assessment reflects the potential of Regis' exploration interests and where relevant is supported by either comparable market transactions or other indicators of value.
74. We have not assessed the impact of potential royalty payments as the net royalty payable by Regis under agreements in place is immaterial and the lack of sufficient reliable data to estimate future production, if any, and the level of reserves held does not enable the value to be quantified with any certainty.

Other Assets and Liabilities

75. The other assets and liabilities of Regis have been valued on the basis of book values at 31 October 2005.

Summary of Value per Share

76. Regis currently has on issue 325,761,366 fully paid ordinary shares. The net assets per share based on estimated realisable values prior to the completion of the proposed transaction is 2.2 cents. We have not reflected in these values the effect of the exercise of options. If the options on issue with an exercise price of 5 cents were to be exercised, the net assets per share would increase to 2.8 cents per share.

Quoted Market Share Price

77. The weighted average share price during the past twelve months was 12.10 cents. The weighted average price for the past two months was 11.77 cents. We refer you to the detailed review of the recent share price history in Section IV above. We note that this represents a significant premium over the net asset per share value of 2.2 cents assessed above. A share-trading premium of this magnitude over net asset value is not unusual for shares in mining exploration companies where there exists considerable potential for upside from exploration activities.
78. We have determined the net asset per share value to be a more appropriate measure than the quoted market price in determining the value of the consideration being offered under the Proposed Transaction for the following reasons:
- The Company is effectively trading a parcel of shares in return for a greater entitlement in the DJVs.
 - An on-market placement of shares of a similar size to that being offered under the Proposed Transaction would most likely result in a significant discount to the current market price. We note that the Company has issued smaller parcels of shares at prices as low as 5 cents per share in the past 18 months. This is consistent with the experience of many companies who have had to offer a significant discount to successfully raise large amounts of equity. For example, AMP Limited in May 2003 undertook a share placement to institutional investors at a discount of



some 37% to the recent market price of the shares. Subsequently the shares traded even lower than the placement price.

79. Based on the above factors, and using a net asset approach, we consider that a fair value to attribute to Regis shares, at this time, is 2.2 cents per share.

Control Premium

80. We have considered the issue of whether any control premium should be included in the amount being paid in the Proposed Transaction for shares in Regis. Typically, a control premium (defined as the higher price paid for a controlling shareholding relative to the price paid or likely to be paid for a minority shareholding) is paid where an offer is made to acquire more than 50% of a company's shares. Such a control premium could be expected in the Proposed Transaction, as it will result in the Newmont Entity becoming the largest shareholder in the Company. Under the Proposed Transaction, the Newmont Entity will acquire less than 50% of the Company's shares. We note however, notwithstanding that the Newmont Entity does not intend to seek a position on the board of Regis, that the Newmont Entity will be in a position to exercise control over the Company in the future.
81. In these circumstances, we consider a control premium of 40% to be applicable. On this basis, we consider a fair value to attribute to Regis shares including a control premium, at this stage, to be 3.08 cents per share.



VII PROFILE OF NEWMONT DUKETON PTY LTD

Corporate Background

82. Newmont Duketon forms part of the Newmont Mining Corporation wholly owned group.
83. Newmont Duketon holds an 80.59% interest in the Rosemont Duketon Joint Venture and an 80% interest in the Duketon Regional Joint Venture. It acts as Joint Venture manager of the DJVs. Under the Proposed Transaction, the interest in the Rosemount Duketon Joint Venture will be reduced to 80%.
84. Subsequent to the completion of the Proposed Transaction, Newmont Duketon will relinquish its management of the two DJVs (other than the Deleta joint venture) to Regis and will reduce its effective interests in the DJVs to approximately 68%.

Financial Position

85. We have been provided with the audited Special Purpose Financial Report for Newmont Duketon and note that the Statement of Financial Position includes significant liabilities payable to and receivables from related parties. We have been advised that these balances do not relate to the DJVs and, pursuant to the Formal Agreement between the Newmont Entity and Regis, these balances will be transferred to or assumed by the Newmont Entity.
86. We have been advised that, subsequent to the transfer of any assets, liabilities or obligations that do not relate to the DJVs, the net assets of Newmont Duketon as at 31 March 2005 will be \$7,999,819.

Table 15: Net Assets of Newmont Duketon

	31 March 2005 \$'000
Trade Debtors	126
Total Current Assets	126
Mine Properties	12,842
Total Non Current assets	12,842
Total Assets	12,968
Mine Completion costs	4,969
Total Non Current liabilities	4,969
Total Liabilities	4,969
NET ASSETS	7,999

Source: Newmont Duketon audited Special Purpose Financial Report for the nine months ended 31 March 2005 (as adjusted)

87. We are advised that pursuant to the Formal Agreement, the only operations that will remain in Newmont Duketon will be the DJVs.



VIII VALUE OF NEWMONT DUKETON PTY LTD

Valuation Approach Adopted

88. We have considered the methodologies set out in Section V above. We have been advised that the only asset held by Newmont Duketon will be its interest in the DJVs. Therefore, in order to value Newmont Duketon, we have attributed a value to its interest in the DJVs.

Calculation of Value of Newmont Duketon

89. We have assessed the value of Newmont Duketon shares having regard to the value of its interest in the Newmont Duketon joint ventures as assessed by AMC.
90. We have been advised that following the transfer of assets, liabilities or other obligations not related to the joint ventures, Newmont Duketon will not have any other material actual or contingent liabilities.
91. AMC has assessed the value of Newmont Duketon's interest in the DJVs to be \$18.6 million to \$31.2 million with a preferred value of \$24.9 million.
92. The AMC report, which assesses the fair market value of the exploration interests of Newmont Duketon, is attached as Appendix C to our report. A summary of that report is noted in Section IX below.
93. Evaluation of mineral prospects without well-defined resources or reserves is particularly difficult and subjective, and relies upon the experience and judgement of the valuer. AMC has used assumptions and source data that it believes are reasonable and appropriate.
94. The AMC assessment reflects the potential of Newmont Duketon's exploration interests and where relevant is supported by either comparable market transactions or other indicators of value.
95. We are advised that there has been no significant change in the value of the assets or liabilities in the period from March 2005 to the date of our report. Note, for the purpose of our report, we have adopted the AMC mineral asset value for the mining tenements held by Newmont Duketon. The following table shows the net asset value of Newmont Duketon as at 31 March 2005 after taking into account the AMC mineral asset valuation.

Table 16: Net Asset Position (at 31 March 2005)

	31 March 2005 \$000
Net Assets -- Newmont Duketon	7,999
Less Mine Properties (at cost)	(12,842)
Add AMC valuation of DJVs assets	25,300
Revised Net Asset value	20,457



IX EXPLORATION AND PROJECT REVIEW

Summary of AMC Report

96. Regis is a mineral exploration company whose present assets are all close to Laverton and Leonora to the north of Kalgoorlie in the Yilgarn region of Western Australia. All of the assets represent exploration tenements held over greenstone rocks of Archaean age. The tenements are prospective for gold, nickel and possibly base metals.
97. Most of the tenements and most of the value associated with them are within a joint venture north of Laverton covering the Duketon greenstone belt, which includes the sub-project areas Collurabbie and Burtville. Regis, under its former name Johnson's Well Mining NL ("JWM"), has been focused on exploration in this area since 1994 and has acquired numerous interests, both 100% owned and in joint venture. One of these interests is the Rosemont gold deposit, which initially showed potential to be of a size and grade adequate to mount a new mining and treatment operation.
98. JWM entered into two joint ventures and a funding agreement with Normandy Mining Limited ("Normandy") in late 1998, one joint venture concerning Rosemont and a second one, the Duketon Regional Joint Venture, concerning the other tenements, which were sub-divided into 100% owned Part A tenements and Part B tenements under joint venture with third parties.
99. In 2002, Normandy was acquired by Newmont Mining Limited, at which time its wholly owned subsidiary Newmont Duketon acquired an 80% interest in the DJVs. At the date of this report, Regis has a 20% contributing interest in the Duketon Regional Joint Venture. It diluted to approximately 19.4% in the Rosemont Joint Venture, but advises that it is now a contributing party. This interest will increase to 20% under the Proposed Transaction.
100. Some of the tenements within the Duketon Regional Joint Venture have been handed back to Regis by Newmont Duketon. In addition, Regis holds various project interests south of the Duketon Regional Joint Venture nearer to Leonora.
101. None of the resources are at a stage that reasonably definitive economic projections can be made. AMC has valued all of the interests as exploration projects using as many usual approaches to valuation as it can before concluding a range for each project, which it considers to reasonably reflect Technical Value. Much of the value derives from the use of unit values per contained ounce of gold in resource or Yardstick Values.
102. AMC concludes a value for Regis' current mineral assets at December 2005 of \$5.2 million to \$8.7 million, with a preferred value of \$7 million.
103. AMC concludes a value for Newmont Duketon's mineral assets at December 2005 of \$18.9 million to \$31.6 million, with a preferred value of \$25.3 million.



104. 104. AMC recognises that the recent discovery of significant nickel sulphide mineralisation near Collurabbie and of significant gold mineralisation near Burtville could, at the date of this report, justify a share market premium to its Technical Valuations. However, beyond noting that it is reasonable that investors may consider such a premium, it has not attempted to quantify it. It also notes that there has been a significant increase in the last six months in indices used to follow trends in share market value of exploration companies in Australia.
105. A copy of the AMC report is attached at Appendix C. The AMC report notes that a number of the tenements have complaints registered; such complaints can result in the tenements being cancelled if appropriate remedial action by Regis does not occur.



X ASSESSMENT OF WHETHER THE PROPOSED TRANSACTION IS FAIR AND REASONABLE TO THE NON-ASSOCIATED SHAREHOLDERS

106. In assessing whether we consider the Proposed Transaction is fair and reasonable, we have considered the following factors:

- A comparison of the value of the consideration offered under the Proposed Transaction (being approximately 256 million shares in Regis) to the value of the assets acquired (being an additional 39% interest in the DJVs);
- The effect on the value of the non-associated shareholders shareholding in the Company;
- The weighted average trading price of \$0.12 for the shares over the past 12 months; and
- The issue price for ordinary shares issued over the past 12 months.

107. Table 17 summarises our comparison of the value of the Regis shares to be offered as consideration to the value of the 49% interest in Newmont Duketon (representing a 39% interest in the DJVs) to be acquired.

Table 17: Valuation Comparison

Net Asset Value per Regis share Pre Proposed Transactions (cents)	3.08
No of shares to be issued as consideration (no)	256,532,027
Value of shares to be issued under the Proposed Transaction (\$)	7,901,186
Value of Newmont Duketon (\$)	20,457,064
% Newmont Duketon Pty Ltd acquired (%)	49%
Value of assets to be acquired (\$)	10,023,961

108. In determining whether or not the Proposed Transaction is fair and reasonable to non-associated shareholders, we have also assessed the impact of the Proposed Transaction on the value of their shareholding. In these circumstances, where the offer is not being made to non-associated shareholders, the consideration offered under the Proposed Transaction is only relevant to the extent that it affects the Company and the value of their shareholding. The impact of the Proposed Transaction on non-associated shareholders is summarised in Table 18.

**Table 18: Impact of Proposed Transaction on Non-Associated Shareholders**

	Pre Transaction \$'000	Pro Forma Post Transaction \$'000
Net Assets - Regis (as at 31 October 2005)	4,996	4,996
Less capitalised expenditure	(4,808)	(4,808)
Plus AMC valuation of Regis mineral assets	7,000	7,000
Plus AMC valuation of Newmont assets acquired - 49%	-	10,024
Revised Net Assets value	7,188	17,212
Shares on offer (pre transaction)	325,761,366	325,761,366
Shares issued under proposed transaction	-	256,532,027
Shares on offer	325,761,366	582,293,393
Net asset value per share (cents)	2.21	2.96

109. We note that our analysis has assumed that no options are exercised (either prior to or subsequent to the completion of the transaction). There are currently 171,975,245 options outstanding of which 96,718,936 have an exercise price of 5 cents. We have also assessed the impact of the Proposed Transaction on non-associated shareholders assuming the 5 cent options are exercised. This is summarised in Table 19.

Table 19: Impact of Proposed Transaction on Non-Associated Shareholders (after 5 options exercised)

	Pre transaction \$000	Pro Forma Post transaction \$000
Net Assets - Regis (as at 31 October 2005)	4,996	4,996
Less capitalised expenditure	(4,808)	(4,808)
Plus AMC valuation of Regis mineral assets	7,000	7,000
Plus proceeds of share options exercised	4,836	4,836
Plus AMC valuation of Newmont assets acquired - 49%	-	10,024
Revised Net Assets value	12,024	22,048
Shares on offer (pre options)	325,761,366	325,761,366
Shares issued under proposed transaction	-	256,532,027
Shares issued on 5 cent options	96,718,936	96,718,936
Shares on offer (post options)	422,480,302	679,012,329
Net asset value per share (cents)	2.85	3.25

110. We note that our analysis in Tables 18 and 19 identify that under the Proposed Transaction, the net assets per share will increase, reflecting a value transfer from the Newmont Entity.



Advantages and Disadvantages of the Proposed Transaction Proceeding

111. The advantages of the Proposed Transaction proceeding can be summarised as:

- Regis will have a greater effective interest in the DJVs, providing the Company with increased exploration leverage and the opportunity to grow the Company.
- Under the Proposed Transaction, once Regis has incurred the \$10 million in exploration expenditure in the period up to 31 May 2007, Regis will have a pre-emptive right and first right of refusal over the whole or any part of the remaining 51% interest in Newmont Duketon. In the event the exploration proves successful, this right could be of significant value to Regis, and therefore its shareholders.
- On completion of the \$10 million exploration expenditure by 31 May 2007, Regis, under the Proposed Transaction, will acquire a call option over a further 26% interest in Newmont Duketon. This provides Regis with an opportunity to acquire a significant further holding in Newmont Duketon under the terms of the option.
- The net asset value per share will increase from 2.21 cents to 2.96 cents.
- Regis will move to management control of the DJVs (other than the Deleta joint venture) and will be granted an additional representative (for a total of two) on the five-person Exploration Management Committee, which manages all exploration and administrative activities of the DJVs.
- The transaction will increase the Newmont Entity's shareholding in Regis. The increased shareholding of a large, financially creditable shareholder such as the Newmont Entity is expected to strengthen Regis' share registry, and result in the Company being more attractive to investors and lenders in the future. Further, the alliance with the Newmont Entity is also expected to result in the Company gaining better access to drilling contracts and other technical skills and experience.
- Under the Proposed Transaction, the Newmont Entity will have the right to participate on a pro-rata basis in any future capital raising undertaken by Regis. This is expected to enhance the Company's access to additional funding, not only for the requirements of the DJVs, but also for projects outside the DJVs. Access to additional funding will enable the Company to continue to meet exploration commitments and exploit tenements held.

112. The disadvantages to non-associated shareholders should the Proposed Transaction proceed can be summarised as:

- That their shareholding in the Company will be significantly diluted. The non-associated shareholders currently have a shareholding of approximately 98% in the Company. Under the Proposed Transaction, the interests of the non-associated shareholders will be reduced to approximately 55%. Furthermore, given the Newmont Entity's right to



participate in future capital raisings and the fact that at least \$8 million will be required to be raised to fund Regis additional exploration commitments over the next two years, the interests of the non-associated shareholders could be further diluted if they chose not to participate in future capital raisings.

- Under the Proposed Transaction, the Newmont Entity will be issued with shares bringing its total shareholding in the Company to 45.1%. Under the proposed terms of the transaction, the escrow provisions that are often applied to such a transaction have been waived by the ASX. It is therefore possible that the Newmont Entity may seek to reduce its shareholding in the Company soon after the completion of the transaction. Any potential sell down by the Newmont Entity could place negative pressure on the prevailing market price of Regis.
- Under the Proposed Transaction, the Newmont Entity holds a put option over a 26% interest in Newmont Duketon that is exercisable after 31 May 2007. Under the terms of the option, if Regis do not complete \$10 million of exploration expenditure by 31 May 2007, the Newmont Entity can exercise the put option, requiring Regis to acquire the balance of the shares it holds in Newmont Duketon, with a minimum of 26%.
- The increased effective interest in the DJVs resulting from the completion of the Proposed Transaction will also increase the Company's exposure to the risks associated with the joint ventures including exploration, economic and commercialisation risks. This may not suit the investment objectives or desired risk profile of some of the non-associated shareholders.
- Under the Proposed Transaction, Regis is to grant the Newmont Entity the right to reacquire a 75% equity in any gold deposit greater than 2.5 million ounces under certain conditions. While the Newmont Entity will pay Regis an amount equal to 300% of the exploration expenditure incurred on that deposit by Regis, it does limit the potential upside value of any significant discovery for non-associated shareholders. Based on the terms of the Proposed Transaction, and in the absence of any phase in provisions, the non-associated shareholders would be better off if the DJVs yielded a discovery of a 2.4 million ounce gold deposit than say a 5 million ounce deposit if Newmont exercised their right to reacquire. We note however that any discovery of this magnitude would be of benefit to non-associated shareholders.
- Regis is currently entitled to receive a 1% royalty from production from certain DJVs tenements. Under the Proposed Transaction, this entitlement will be cancelled. As Regis, in its capacity as shareholder of Newmont Duketon, would have been effectively paying 49% of this entitlement to itself, the cancellation of the 1% royalty entitlement is not anticipated to have a material impact on the future results of Regis.



Advantages and Disadvantages of the Proposed Transaction not Proceeding

113. The advantages of the Proposed Transaction not proceeding can be summarised as:
- The company will not have the commitment to sole fund and conduct all exploration on the DJVs tenements at a minimum rate of \$10 million over the next two years. This would enable any future capital raisings to be directed to other projects held by the Company outside the DJVs.
 - There will be no dilution in the shareholding of non-associated shareholders.
114. The disadvantages of the Proposed Transaction not proceeding can be summarised as:
- The non-associated shareholders will forgo the increased exposure to the exploration potential within the DJVs.
 - The Company will not assume management control of the DJVs, thereby limiting the control it will have over exploration and administrative activities of the DJVs.

Conclusion

115. After considering all of the factors summarised above including the advantages and disadvantages of whether the Proposed Transaction proceeds or not, on balance, we consider the Proposed Transaction is fair and reasonable to the non-associated shareholders and they will be better off if it occurs.



APPENDIX A

Qualifications

Benson is owned by Benson Partners, a Melbourne based firm of Chartered Accountants. Benson holds an Australian Financial Services Licence under the Act and, as such, is licensed to provide advice on security related matters.

Peter Rayner, BA, MBA, CA, F Fin and Phillip Rundle B COM, FCA, GAICD, F Fin – Directors of Benson, are responsible for the preparation of this Report. They have extensive experience in the preparation of corporate valuations and the provision of corporate financial advisory services to corporations involved in takeovers, capital raisings and mergers and acquisitions.

Independence

We have considered our independence from the Company and related parties, having regard to ASIC Practice Note 42, and we do not consider that there are any circumstances which conflict with our independence from the Company that hinder our ability to provide objective independent advice.

Neither Benson, nor the authors of this report have, at the date of this Report, or have had within the previous two years, any shareholding in or other relationship with either the Company or related parties that could reasonably be regarded as being capable of affecting its ability to provide an unbiased opinion in relation to the Proposed Transaction.

Neither Benson nor the authors of this report have any interest in the outcome of the Proposed Transaction. Benson is entitled to receive a fee of approximately \$30,000 from the Company based on normal professional hourly rates for the time taken in respect of the preparation of this report. The fee will be paid regardless of whether or not the Proposed Transaction is approved by shareholders.

Indemnity

The terms of Benson's appointment include a provision that Regis will indemnify Benson, its employees, officers and agents against any claim, liability, loss or expense, cost or damage and liabilities arising out of reliance on any information or documentation provided by Regis which is false or misleading or incomplete.

Consent

Benson has consented in writing to this Report in the form and context in which it appears being included in the Explanatory Statement which will be issued by the directors of Regis and which will be distributed to Regis shareholders.

Neither the whole or any part of this Report nor any reference to it may be included in or with or attached to any other document, circular, resolution, letter or statement without the prior consent of Benson as to the form and content in which it appears.



APPENDIX B

Sources of Information relied upon in this Report

In preparing this report and arriving at our opinion, we have considered, amongst others, the following sources of information:

- ASX Announcements;
- Regis Company website, www.regisresources.com;
- Regis' 2004 audited annual reports;
- Regis' 2005 audited annual reports;
- Regis' Management Accounts to 31 March 2005, 30 June and 31 October 2005 (unaudited);
- Regis' Quarterly Report for the quarter ended 30 June 2005 and 30 September 2005;
- Regis' Management Accounts 31 October 2005;
- Historical share price and liquidity data from Bloomberg in relation to Regis;
- Company background information provided by officers of Regis;
- Regis share registry reports prepared by Link Market Services (November 2005);
- A draft copy of the Explanatory Statement to Shareholders explaining the Proposed Transaction;
- A draft Notice of Meeting to be sent to shareholders in respect of the Proposed Transaction;
- Audited Special Purpose Financial Reports for Newmont Duketon for the year ended 31 December 2004 and the 3 months ended 31 March 2005;
- Newmont Duketon pro forma workpaper as at 31 March 2005 ;
- Draft Agreement Relating to shares in Newman Duketon Pty Ltd between Regis Resources and the Newmont Entities; and
- Regis Resources NL – Review and Valuation of Mineral Assets prepared by AMC dated December 2005.



APPENDIX C

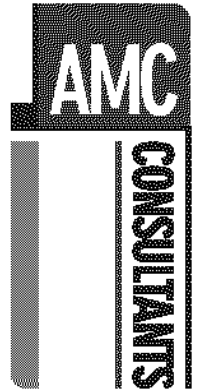
Review and Valuation of Mineral Assets of Regis Resources NL by AMC, dated December 2005. (Refer to attachment)

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**REGIS RESOURCES NL
REVIEW AND VALUATION
OF MINERAL ASSETS**

Distribution list:

2 copies to	Mr Peter Lee, Regis Resources NL
2 copies to	Mr P Rundle, Benson Partners
1 copy to	AMC Melbourne office

**AMC 105049
December 2005**

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1 SUMMARY

Regis Resources NL ("Regis") is a mineral exploration company whose present assets are all close to Laverton and Leonora to the north of Kalgoorlie in the Yilgarn region of Western Australia. All of the assets represent exploration tenements held over greenstone rocks of Archaean age. The tenements are prospective for gold, nickel and possibly base metals.

Most of the tenements and most of the value associated with them are within a joint venture area north of Laverton covering the Duketon greenstone belt, which includes the sub-project areas Collurabbie and Burtville. Regis, under its former name Johnson's Well Mining NL ("JWM") has been focussed on exploration in this area since 1994 and has acquired numerous interests, both 100% owned and in joint venture. One of these interests is the Rosemont gold deposit, which initially showed potential to be of a size and grade adequate to mount a new mining and treatment operation.

JWM entered into two joint ventures and a funding agreement with Normandy Mining Limited ("Normandy") in late 1998, one joint venture concerning Rosemont and a second one, the Duketon Regional Joint Venture ("DRJV"), concerning the other tenements which were sub-divided into (i) 100% owned Part A tenements and (ii) Part B tenements under joint venture with third parties.

In 2002, Normandy was acquired by Newmont Mining Limited ("Newmont"), at which time its wholly owned subsidiary Newmont Duketon Pty Ltd acquired an 80% interest in the Rosemont joint venture and the DRJV. At the date of this report, Regis has a 20% contributing interest in the DRJV. It has diluted to approximately 19.4% in the Rosemont Joint Venture but advises that it is now a contributing party.

Some of the tenements within the DRJV have been handed back to Regis by Newmont Duketon. In addition Regis holds various project interests south of the DRJV nearer to Leonora.

After Newmont acquired Normandy, Newmont Duketon re-estimated resources for Rosemont and for a number of other smaller gold projects in the vicinity. It carried out preliminary mining optimisation work on those resources as well as some further exploration. Generally Newmont Duketon's work downgraded the resource estimates and indicated that none of the resources existing at the time of its entry, either alone or in combination, could support the initiation of a new mining and treatment operation in the area at then current gold prices. In particular, its work indicated that the economics of Rosemont were at best marginal.

Exploration by Newmont Duketon since its involvement has resulted in the delineation of a near-surface, low-grade, gold-in-laterite resource at Moolart Well within the DRJV and, as well, potential for significant possibly economic oxide and primary mineralisation below the laterite. AMC Consultants Pty Ltd ("AMC") reviewed that work in May 2004

and concluded that there was reasonably good potential for an economic operation based either on the laterite resource alone or the laterite plus some of the underlying mineralisation. For that reason, AMC concluded that some of the other resources in the area had potential economic value and that it was premature to disregard all of the Rosemont resource for potential mining.

In the eighteen months since that review, the joint venture has carried out more drilling at Moolart Well as well as at other prospects. In the last six months, as well as continuing to drill at Moolart Well, it has initiated a project wide exploration programme for nickel with particular emphasis on Collurabbie. For this report, AMC has reviewed that additional work and re-estimated project values. It has not changed its conclusions in regard to Moolart Well and the overall potential for an economic gold project in the joint venture areas although noting the most recent deeper drilling at Moolart has not enhanced the potential for significant primary mineralisation. Regis has announced plans for a scoping study based on Moolart mineralisation.

None of the resources are at a stage that reasonably definitive economic projections can be made. AMC has valued all of the interests as exploration projects using as many usual approaches to valuation as it can before concluding a range for each project which it considers to reasonably reflect Technical Value. Much of the value derives from the use of unit values per contained ounce of gold in resource or Yardstick Values.

AMC's Technical Valuation is summarised below. The Moolart Well project is included in the Duketon Central Part A East sub-project area.

Table 1 Summary of Technical Valuation

Project	Combined Newmont Duketon-Regis Value \$000	Newmont Duketon Value \$000	Regis Value \$000
<u>Collurabbie</u>	2,200 to 3,300	1,760 to 2,640	440 to 660
<u>Duketon Central</u>			
Part B	2,460 to 3,620	1,970 to 2,900	490 to 720
Rosemont	5,500 to 9,300	4,430 to 7,500	1,070 to 1,800
Part A West	380 to 590	305 to 470	75 to 120
Part A East	12,060 to 21,170	9,650 to 16,935	2,410 to 4,235
<u>Burtville</u>	930 to 1,400	745 to 1,120	185 to 280
Total JV areas	23,530 to 39,380	18,860 to 31,565	4,670 to 7,815
100% Regis Projects in DRJV Area	55 to 85		55 to 85
Regis Interests outside DRJV Area	500 to 800		500 to 800
Total (rounded) \$M	24.1 to 40.3	18.9 to 31.6	5.2 to 8.7

AMC recognises that the recent discovery of significant nickel sulphide mineralisation near Collurabbie and of significant gold mineralisation near Burtville could, at the date of this report, justify a share market premium to its Technical Valuations. However, beyond

noting that it is reasonable that investors may consider such a premium, it has not attempted to quantify it.

It also notes that there has been a significant increase in the last six months in indices used to follow trends in share market value of exploration companies in Australia.

Material tenements noted as being in “poor standing” by the title specialist include six North Laverton Joint Venture tenements (M 38/262, 283, 292, 303, 316, 317). The total North Laverton Joint Venture value is \$1.3M to \$1.75M for the DRJV interest.

Six of the seven Burtville tenements (total value \$0.7M to \$1.0M have also been plainedt.

AMC’s May 2004 report (“2004 Report”) concluded values for JWM’s various mineral assets including its minority interests in the DRJV projects. The present report relates to the proposed indirect acquisition by Regis of additional equity in Newmont Duketon’s interest in the DRJV and Rosemont projects in exchange for an issue of shares. The valuations of relevance are therefore those of Newmont Duketon’s interest in each project as well as Regis’s current interest in such projects.

2 SCOPE OF WORK AND VALUATION METHODOLOGY

2.1 Scope of Work

This report has been prepared independently and in compliance with the Code for Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports (“Valmin Code”). It summarises a review by AMC of the mineral assets of Regis and contains a valuation of those assets. It is a Specialist Report which has been prepared to be included in an Expert Report whose purpose is to assist shareholders of Regis in assessing the transaction referred to in that report.

The report was first prepared in June 2005. It updates a similar 2004 Report on the mineral assets of Regis (then JWM) and was then updated to November 2005, the composition of those assets having little changed since 2004. The due diligence for the 2004 Report included a visit to material tenements north of Laverton, Western Australia, and a review of reports and other documents provided to AMC by JWM and by its joint venture partner, Newmont Duketon. Discussions were held with technical staff of JWM and of Newmont Duketon in Melbourne and Perth respectively. The recent due diligence has comprised a review of all material information since the 2004 Report including discussions with relevant technical staff of Newmont Duketon and staff of and technical consultants to Regis.

AMC’s review does not constitute an audit of exploration expenditures nor of the technical data which is the subject of the exploration reports reviewed and of the various mineral resource estimates. We have aimed to satisfy ourselves that the reports and estimates presented to us have been based on data which has been collected in accordance with normal industry standards and which, except where indicated otherwise, can be regarded as being of normal exploration industry reliability.

For the 2004 Report, we reviewed a number of resource estimates prepared over the last 10 years. Some have been reported in accordance with the Code of the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia (“JORC Code”). Others have been considered “unclassified” and are therefore not reproduced in this report. In some cases an estimate which was earlier reported in accordance with the JORC Code has been more recently reviewed but has been regarded by the reviewer as “unclassified”. We have not attempted to independently assess the relevant merits of such conflicting estimates and classifications but, on the basis of our discussions and review, have commented on the position as we see it and used our judgement to consider valuation of particular projects.

While, for some of the resources, optimisation work has been carried out as a basis for considering their potential for economic exploitation, such work is of a preliminary nature and no individual project is in a position to enable a definitive projection of future

economic performance. The parameters used for optimisation studies (slope angle, mining recovery and dilution, metallurgical recovery, throughput and operating costs) were generally the same for each deposit studied and, in AMC's opinion, are reasonable for preliminary work. Until the discovery of the Moolart Well deposit, it had been concluded by Newmont Duketon that no known resource was able by itself, or in combination with the other resources, to support the investment necessary for a gold treatment plant in the area. In the 2004 Report, AMC stated that ongoing work at Moolart Well could change that situation and, in its judgements relevant to valuation, AMC took into account that possibility. The work since the 2004 Report has not changed AMC's opinion.

2.2 Valuation Methodology

As noted above, none of the existing projects are yet at a stage to permit a definitive economic projection, hence a reasonably definitive valuation based on discounted cash flow methodologies. Where the information available is adequate to project some indicative economics under different conditions, AMC has considered such indicative estimates with an appropriate risk weighting as one input to its valuation approach. This is called an *Expected Value Methodology*.

All of the tenements are of an exploration nature and AMC has therefore approached valuation by considering as many relevant valuation methodologies as it can before selecting from the resulting range of estimated values a more limited and rounded range which it judges to reasonably reflect value. The methodologies considered are:

The *Past Expenditure Method* which considers the recorded exploration expenditure on a tenement or a project and, based on the review, assesses a part of that expenditure considered to be effective in terms of future prospectively. That figure is then weighted with a Prospectively Enhancement Multiple ("PEM"), generally in the range 0.5 to 3.0. For many of these tenements and projects, there has been considerable past expenditure, much of it related to acquisition and tenement maintenance costs including administration and, in some cases, much of it related to intensive expenditure on drilling and related work. Accordingly in some cases the expenditure figures are considerably higher than the values which might be indicated by other approaches and have had to be to some extent discounted. When the method has been used, generally only the direct expenditure (excluding tenement maintenance, acquisition costs, overheads and administration) has been considered.

The *Joint Venture Method* in which the terms of a joint venture agreement entered into concerning the property in question have been taken into account, with an appropriate weighting for time and probability of completing the earning expenditure inherent in such joint venture agreements, to estimate the value of the property at time of the transaction. In some cases the amount of work since the date of the agreement renders the method ineffective.

The *Actual Transactions Method* where acquisition terms for the tenement in question can contribute to the assessment of value. The Joint Venture Method can be one such transaction.

The *Comparable Transactions Method* where, in AMC's judgement, an actual transaction for another property of comparable characteristics can be used as a guide to valuation.

Values per unit area of tenement which have been assessed by consideration of Comparable Transactions in the same region of the Western Australian goldfields. These typically have ranged between less than \$1,000 to more than \$10,000 per km². In some cases the existence of a resource or the intensity of prospecting effort on a relatively small tenement renders this approach ineffective. As a general rule, unit area values for larger tenements are less than for smaller areas of comparable prospectively.

Values per ounce of gold in resource or Yardstick Values where, for a JORC classified resource or, indicatively, for an estimate that may have not have been so classified, a value per contained ounce of gold is assigned on the basis of Comparable Transactions for other resources in similar situations in recent times. A recent transaction concerning Regis's Erlistoun project was at a value per contained ounce of \$2.50 and other low unit value figures may be relevant to residual resources in mined out areas. Elsewhere higher figures of \$10 to \$15 per contained ounce have been more common for resources which have not been well defined but are considered to have some possibility of partial economic exploitation. Figures that are higher again derive from transactions concerning reasonably well-defined resources in which the probability of economic exploitation is good.

The *Expected Value Method* as discussed above.

A list of Comparable Transactions, including Yardstick Values, based on relevant actual transactions is appended (Appendix C).

All of these approaches are used where applicable to help judge the value range for a particular tenement or project. That value is considered to represent a measure of future economic worth or of sale value to a hypothetical third party. To some extent, Yardstick Values for sub-economic or marginal resources can represent an option on the possibility of enhancement by further exploration success and/or by improved gold price. In the latter half of 2005, the Australian dollar gold price has increased significantly and this has been taken into account in using Yardstick Values and values per unit area of tenement. The impact of taxation, either as a benefit for exploration expenditure or as a possible deduction to economic value if a mine results, is considered to be inherent in the final value chosen.

In many cases a project area contains both granted tenements and tenements under application. In some cases the tenements under application are underlying a pre-existing

tenement and in other cases the applications may potentially add to the granted area of a project. In the latter case a discounted addition to project value is occasionally considered but usually it is considered that the applications have no material value.

Granted exploration tenements carry expenditure commitments which in some cases can be well in excess of a year's budget. These are a form of contingent liability with a negative value implication but it has been possible in the past to obtain a deferral or exemption and/or to group such commitments over a number of tenements. As the tenements can in the end be relinquished we have not provided for a deduction to value, except in the sense that projects with very heavy commitments relative to prospectively are lowly rated. Over the 12 months to 30 June 2006, Regis's expenditure commitments on all projects reviewed total around \$820,000.

The value which results from this analysis is a Technical Value as defined by the Valmin Code and, under that Code, can be subject to adjustment for strategic and market reasons before obtaining a Fair Market Value. For the 2004 Report, no adjustment was made to the Technical Value as AMC considered it to be a reasonable approximation of Fair Market Value.

Since the 2004 Report, there have been announcements of significant nickel-copper sulphide and platinum group element ("PGE") drill intersections in the Collurabbie region north of the DRJV areas and there has been a significant impact on the share price of Falcon Minerals Limited ("Falcon") which has a 30% joint venture interest with WMC Resources Limited ("WMC") in the area of the strongest intersections. Falcon also has a 20% interest in a number of DRJV Part B tenements at Collurabbie.

Since the first announcement of these drilling results, the market capitalisation of Falcon increased from around \$20M to more than \$120M, decreasing to less than \$40M in early May 2005. It is around \$60M at the date of the report. The latest figure implies an increase of some \$40M post the initial announcement, mainly in recognition of Falcon's 30% interest in the WMC joint venture areas, hence an implied market capitalisation of more than \$100M for 100% of that project.

While the market may attribute some of that increased capitalisation to other interests such as Falcon's 20% of the areas held in joint venture with DRJV, results of early reconnaissance drilling in the latter areas have not, in AMC's opinion, yet provided definitive indications of mineralisation of economic interest. However AMC thinks it is reasonable that investors may consider a modest share market premium above its Technical Value estimate for those areas.

Similarly the Burtville tenements are relatively close to the Bright Star gold discovery which has led to share market appreciation of its owning company. AMC considers that a share market premium to Technical Value could apply to that area.

The volatility of Falcon's market capitalisation and the magnitude of the market appreciation when a significant discovery is announced are such that AMC believes it is not meaningful to attempt a quantification of an appropriate share market premium at a particular point in time. It further notes that, while share market index for exploration companies has increased significantly in the last six months, the market capitalisation of Regis and Falcon has not changed greatly. Accordingly it presents only its Technical Value estimates in this report while noting that it is reasonable that investors may consider a premium above that value for the Collurabbie project areas and, to a lesser extent, for the Burtville areas.

2.3 Standard Assumptions

The effective date for valuation is the date of this report although expenditure statements which were current during the review had not been updated beyond 30 September 2005. There has been limited, direct exploration work between that date and the date of this report. Monetary figures are in fourth-quarter 2005 Australian dollars except where noted otherwise. The explanation of commonly used abbreviations is appended.

In this report, the review of each project may refer back to the descriptions and value to the 2004 Report.

Value estimates take into account the existence of third party royalties where relevant but not the proposed nett smelter royalty payable to Newmont Duketon if the proposed transaction is finalised. Since the 2004 Report there has been a reduction in a third party royalty which applies to Rosemont, Moolart Well and other tenements. AMC has allowed for the implicit increase in value in its estimates for this report.

Values were estimated for each project and separate values then derived for the existing Regis interest and the existing Newmont Duketon interest.

3 INTRODUCTION

3.1 Background

JWM was incorporated in Western Australia in May 1986 and listed on the ASX in February 1987. From 1994 it focussed its exploration on gold in the area north of Laverton known as Duketon. Duketon is located 800 km northeast of Perth and 180 km north of Laverton (Figure 1). Through the late 1990s, JWM continued to increase its portfolio of tenements in the area by acquiring 100% owned tenements or through option to purchase agreements or by farm-in agreements. In 2004 it changed its name to Regis.

A primary focus for exploration was the Rosemont gold deposit which was acquired from Aurora Gold Ltd (“Aurora”) which mined gold from a number of small pits in the area. One called Christmas Well is part of the Rosemont deposit and was treated through a plant established nearby at Baneygo. A number of other tenements or interests in them were acquired from Aurora and the agreement included potential payment of a 6% nett smelter royalty to that company. For two of the Rosemont tenements, that royalty only applied to production below 155m depth. In June 2004, Newmont Capital Pty Ltd, on behalf of the joint venturers, acquired 5/6 of that royalty from Aurora. We are advised that Regis issued shares to Newmont to the value of 20% of the consideration.

Prior to the joint venture discussed in the next paragraph JWM spent nearly \$11M on exploration, much of it in drilling Rosemont, with a further \$3M on acquisition costs.

To fund its acquisition of Rosemont, JWM entered into an agreement with a wholly owned subsidiary of Normandy, subsequently acquired by Newmont. The agreement concerned the Rosemont project area as well the other JWM tenements in the Duketon region which were sub-divided into (i) Part A tenements, 100% owned by JWM, and (ii) joint venture and/or optioned tenements grouped as Part B.

On completion of those agreements in December 1998, Normandy funded exploration on all of these tenements and the parties agreed to an area of influence within which any new tenement acquisitions would be subject to the joint venture. Under the proposed new agreement the area of influence will cease to have effect. At the same time, Normandy Mining Finance Limited provided a loan to JWM.

When Normandy was acquired by Newmont in 2002, new agreements were entered into, effective 26 April 2002. Under those agreements, Newmont increased its interest in the Rosemont joint venture to 80% and in the Duketon Regional Joint Venture (“DRJV”) to 80% of JWM’s interest partly in return for discharging 50% of the JWM loan. The agreement provided that Newmont would have a first right of refusal on any tenements relinquished by JWM until 2011, that JWM would pay to Newmont a 2.5% nett smelter royalty on production from any other tenements outside of the area of influence until 2011 and that Newmont would take over management of the joint ventures. The value estimates in the 2004 Report took account of these matters.

Under the proposed new agreement Regis will be liable to pay to Newmont's wholly owned subsidiary, Newmont Duketon, a maximum 2% nett smelter royalty on production from any tenement owned in joint venture.

JWM, now Regis, did not initially contribute to ongoing expenditure in the Rosemont joint venture and at 30 June 2004 had diluted to approximately 19.4%. It is now a contributing party. However it has contributed to both Part A and Part B expenditure in the DRJV so that its interest remains at 20%.

The proposed new agreement provides, interalia, that Regis may increase its interest in the Rosemont and DRJV joint ventures by an allocation of Newmont Duketon shares in exchange for an issue of Regis shares. From the Completion Date of that proposed agreement, Regis will manage exploration and sole fund a total of \$10M on both joint ventures. AMC has not taken this or other related matters in the proposed agreement into account in its consideration of the Technical Values estimated in this report.

For the 2004 Report, AMC reviewed the then JWM interests so that the area of the joint ventures fell into three main sub-projects.

- Collurabbie.
- Duketon Central, including Rosemont.
- Burtville.

AMC's current review follows this sub-grouping.

Within the area of influence of the Newmont Duketon-JWM joint ventures, a number of tenements have been handed back by Newmont Duketon to JWM, now Regis. These are reviewed separately.

South of the existing area of influence of the agreement with Newmont Duketon (Figure 1), Regis has interests in a number of other exploration projects in the northern part of the Yilgarn. AMC's review and valuation of these projects follows its review of the Newmont Duketon joint venture projects.

On some of the tenements, the expenditure by Regis and its joint venture partners has far exceeded the required government commitments. On others the expenditure commitments have not been met. In many cases mining lease ("ML" or "M") applications have been applied for over the area of previous exploration licences ("ELs" or "Es") whose tenure has then been allowed to lapse. Competing native title claims had delayed the grant of most of these mining lease applications ("MLAs"). In addition a number of the MLs have been pleaded and are subject to court hearing and/or ongoing negotiation. AMC has not made any material adjustment to its valuations for existence of these claims as it is not able to make any reasonable assessment of the likelihood of their outcome.

Reasonably substantial monetary bonds exist in relation to future rehabilitation of areas previously mined. Since the 2004 Report, some of these have been increased significantly. Regis has advised that it has funded its share of such bonds and thus no deductions to value have been made on their account. However it is possible that ultimate rehabilitation may require greater or lesser expenditure than has been provided for in the bonds. Based on figures modified from Newmont Duketon, Regis estimates a total rehabilitation cost of \$3.25M for its interests. As such this represents a contingent liability or asset for Regis which has not been provided for by AMC in its valuation of the mineral assets.

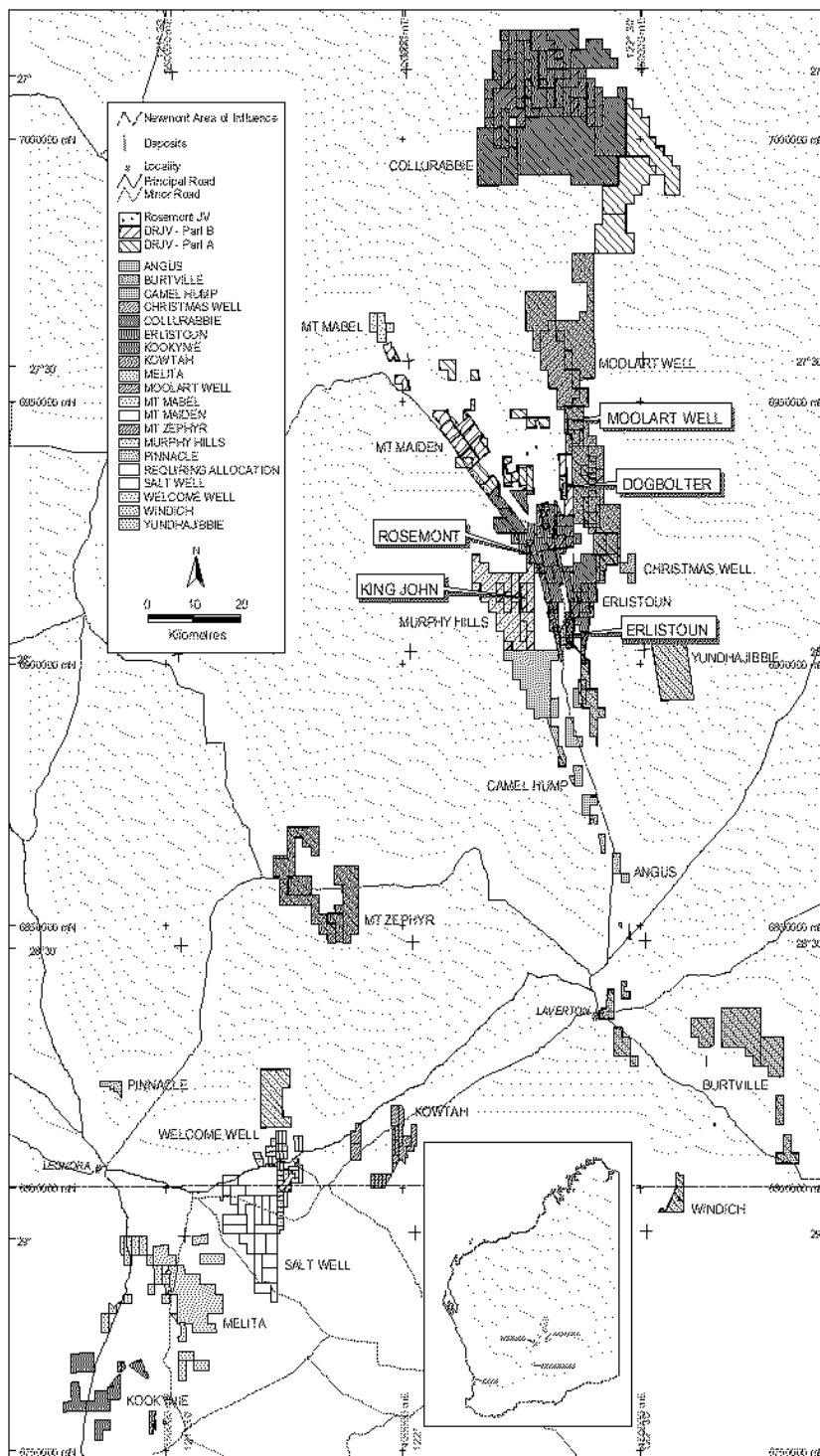
A Specialist Report on the current status of material titles has been prepared by McMahon Mining Title Services and is appended. AMC is satisfied that it has been prepared by a person of adequate experience. The report does not comment on native title claims. AMC has been advised by Regis that there are three unresolved overlapping claims in the main Duketon area. An access agreement has been signed with one other group. To AMC's knowledge there is nothing about these claims that materially differs from other similar claims in Western Australian gold exploration areas and it has made no relevant adjustments to value.

The report notes the standing of individual tenements as "good", "fair" or "poor". Some of the "poor" standing tenements are subject to plaint. AMC has made no relevant adjustment to its valuation estimates but has noted those material tenements rated as in "poor standing" and values relevant to them in Section 1, Summary.

JWM and other related companies entered into an agreement with Minara Resources Limited (formerly Anaconda Nickel Limited) ("Minara") in July 2000 by which the latter company acquired certain rights over all the tenements for nickel and cobalt for a period of five years. That agreement has terminated.

Whilst in the 2004 Report, AMC did not assign any value for nickel potential, which at the time was not held to be very significant, it has now valued the joint venture's rights to nickel. Value estimates have been impacted by the renewed interest for nickel sulphide exploration in this area.

Figure 1 Location of Regis Tenements



Note: Some projects (e.g. Camel Hump, Yundahajibbie) since relinquished.

4 DUKETON AREA – NEWMONT DUKETON JOINT VENTURE TENEMENTS

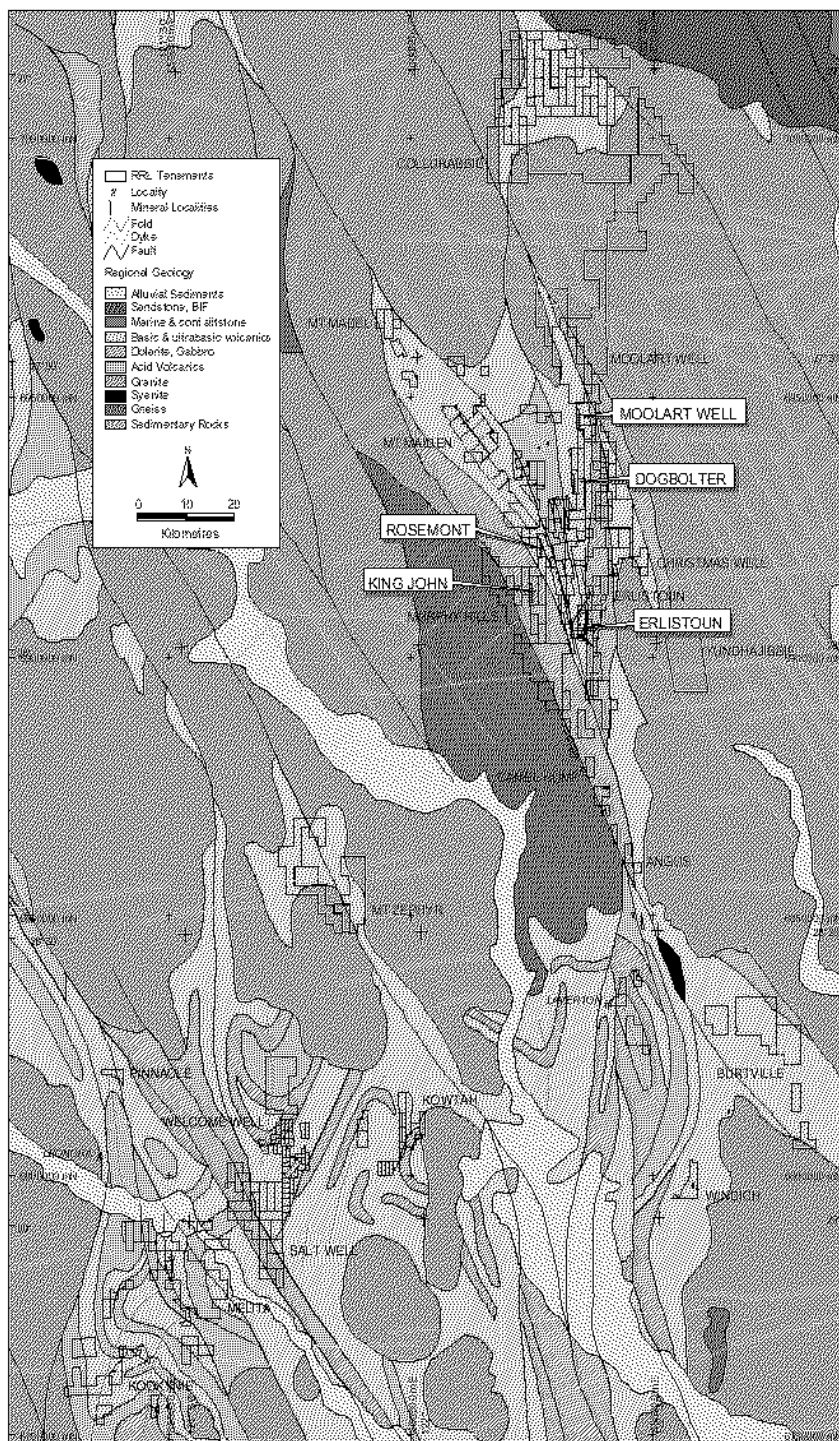
4.1 Introduction

Both the Collurabbie and Duketon Central project areas contain both Part A and Part B tenements and the latter also contains the Rosemont tenements. The Burtville project area contains only Part A tenements. The review and valuation which follows considers for each one of these project areas, firstly the Part B interests and secondly the Part A interests and, in the case of Duketon Central, includes the Rosemont interests.

The tenements are part of the Archaean Duketon greenstone belt which is a possible, but discontinuous, extension of the Laverton greenstone belt in the northeast of the Yilgarn Block (Figure 2). The latter has been highly productive in recent gold mining history and remains very prospective.

The northwest trending Duketon greenstone belt comprises a sequence of ultramafic, mafic and felsic volcanics, intrusive rocks and sedimentary rocks within a surrounding granitic terrain. The greenstones are metamorphosed to greenschist facies with a regional deformation resulting in northwest trending shear zones sub-parallel to stratigraphy, northeast trending brittle faults and subordinate east-west faults. Granitoids occur on the borders of the greenstone belts and the contacts are mainly sheared. During the 1970s and early 1980s a number of major exploration companies explored the area for base metals but modern gold exploration and mining did not commence until the late 1980s and early 1990s with Aurora the most significant early operator. Since the 2004 Report, the northern part of the Duketon greenstone belt, Collurabbie, has been shown to be prospective for nickel-copper sulphides and PGEs.

Figure 2 Duketon, Laverton and Leonora area, Regional Geology



4.2 Collurabbie Project

4.2.1 Introduction

Collurabbie is an area of greenstone covering more than 1,000 km² which represents the northern part of the Duketon greenstone belt and is separated from the Duketon Central project area mainly by granite. It is a poorly exposed and deeply weathered area without any major drainages and there are very few historic gold workings.

Interpretative geological plans show a wedge of greenstone bounded by granite with shear zone contacts on the western and north-eastern margins and extending northwards into the WMC – Falcon project areas. Generally north-south trending, ultramafic units trend southwards from the latter area into Deleta joint venture tenements and other interpreted ultramafic units pass through the other sub-project areas, Top Well, Gerry's Well and the Part A tenements (Figure 3). In recent work, DRJV has grouped the ultramafic units into;

- (i) A Western Ultramafic ("WUM") which is largely within the Deleta Joint Venture tenements.
- (ii) A Central Ultramafic ("CUM") with its northern part in the Deleta Joint Venture but mainly within the Top Well Joint Venture tenements.
- (iii) An Eastern Ultramafic ("EUM") whose northern part is in the Gerry's Well Joint Venture area and the southern part in the Top Well Joint Venture.

On results to-date, the prospectively for sulphide nickel appears to be best in the WUM

In the 1980s and 1990s, BHP Gold and MIM Holdings Limited ("MIM") drilled RAB holes and limited RC holes. Some 5,000 to 6,000 holes in total were drilled in this period, mainly in the Part B areas. In addition some 8,000 geochemical lag samples were taken.

In the late 1990s JWM acquired the area from MIM including interests in the Deleta, Top Well and Gerry's Well joint ventures (Figure 4). It compiled all previous information, carried out reconnaissance exploration and drilled around 100 RAB holes.

Within both Part A and Part B areas, DRJV has drilled some 882 aircore holes (total 67,500m) generally at 100m intervals and to around 80m to 90m depth. In the last four months it has also drilled 17,100m of RC in 244 holes. The most recent program has included a regional programme, which included relogging some holes, widespread aircore drilling for mapping and re-interpretation of magnetics. The programme has indicated a number of areas anomalous for nickel, copper and platinum group elements ("PGE"). A second programme has involved electromagnetic ("EM") surveys with detailed mapping, geochemistry and drill testing of anomalies in the WUM. The next stage will include deeper drilling.

Figure 3 Collurabbie Joint Ventures – Geology, Prospect and Tenement Locations

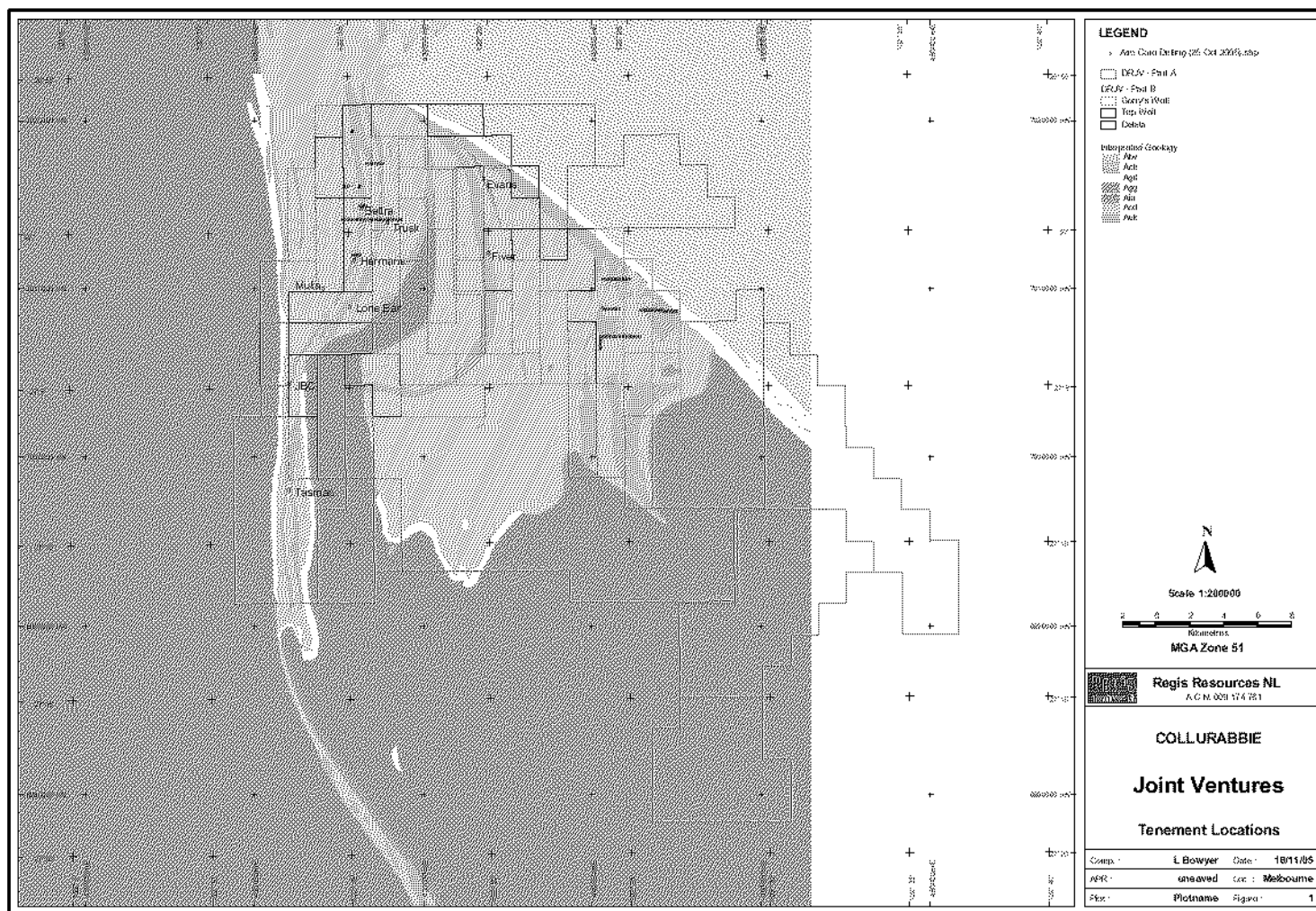
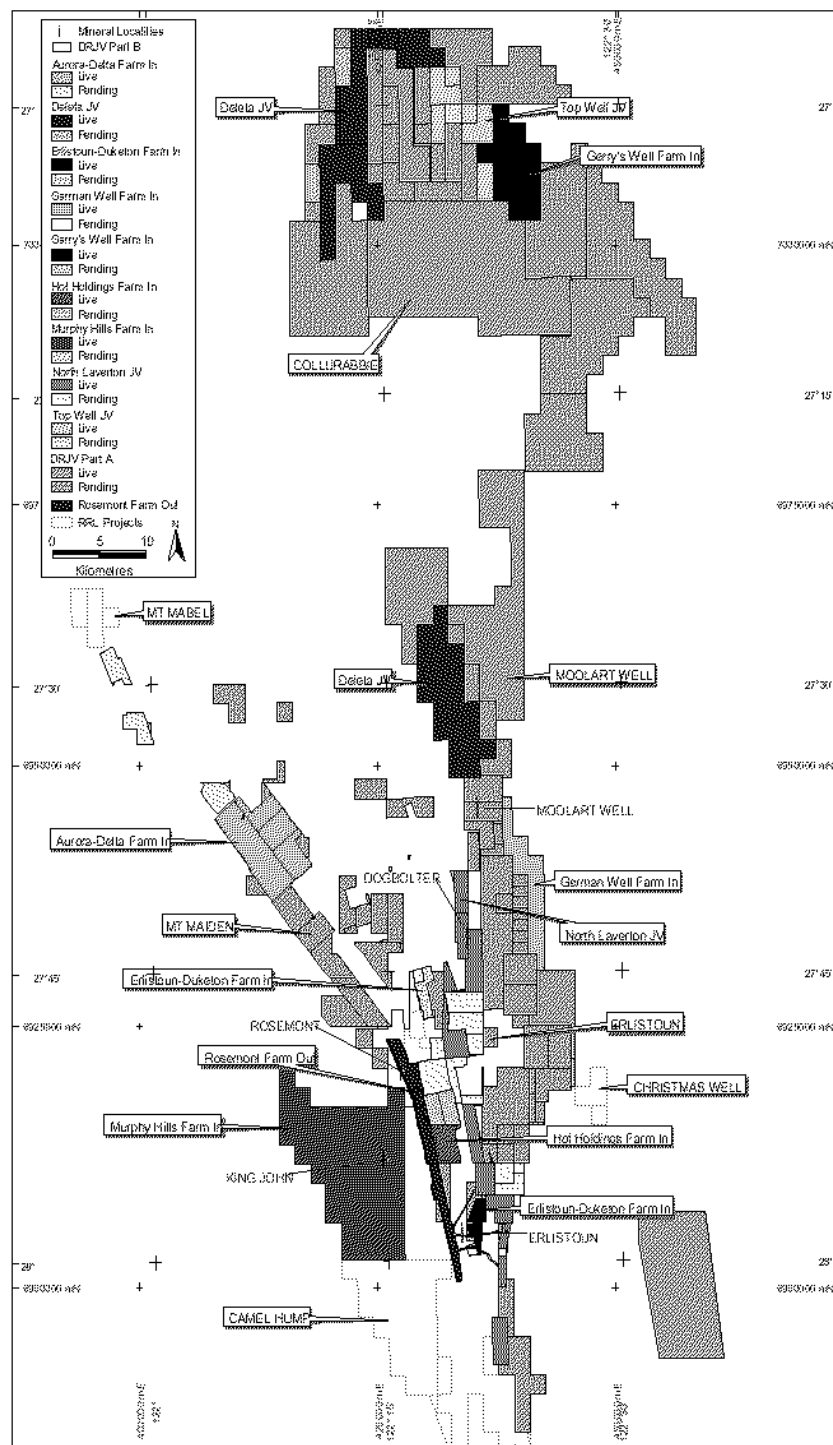


Figure 4 Collurabbie and Duketon Central Tenements Showing Part B Joint Ventures and Part A Areas



Note: Some tenements (e.g. Camel Hump) since relinquished.

4.2.2 Deleta Joint Venture (E38/423, 1307, 1308 and MLAs)

JWM paid \$155,000 for MIM's 80% interest in this granted area of about 81 km². 20% is owned by Falcon, whose interest is free carried to decision to mine. There is a small third party royalty for gold over E 38/423. Prior to 31 December 2001 and according to Newmont Duketon records, JWM had spent some \$324,000 in the area of which \$90,000 was in direct exploration expenditure. Direct exploration expenditure from that date totals over \$1M. Some of that expenditure was on E38/419 which is part of the Deleta joint venture but within the Duketon Central sub-project. These figures exclude earlier MIM expenditure.

Prior to the recent programmes of work, reprocessing of MIM geophysical data and aircore drilling within E 38/1308 outlined an open 700m long northeast trending zone at the contact of granite with dolerite and shale with anomalous gold values, some anomalous nickel results but no anomalous PGE values.

Significant gold intercepts on the granite contact zone are:

Hole No	Intercept m	From m	g/t Au
CRAC 438	24	56	0.62
Including	4	68	1.35
CRAC 587	1	60	8.45
And	2	65	1.00
CRAC 484	1	37	1.46
And	3	56	1.10
CRAC 636	2	65	1.43

Other gold targets exist.

Exploration for nickel along the WUM which trends southwards from the WMC – Falcon Joint Venture area (Collurabbie Hills) has highlighted a number of prospects.

Aircore drilling intersections of interest include (4m composite samples):

- Beltra 8m @ 1.22% Ni, 0.1% Cu from 40m in CRAC 788. PGE assays awaited.
- Trusk 4m at 1.02% Ni with low Cu from 44m in CRAC 770.
4m at 1.07% Ni, low Cu from 52m in CRAC 771.
- Hermans 8m at 0.58% Ni, 0.03% Cu from 40m in a drillhole some 150 north of a broader intersections of similar nickel and copper values in earlier aircore drilling.

The low copper values in latter two prospects are indicative of an enrichment of non-sulphide nickel in the lateritic profile but the higher copper value at Beltra is considered of significance for sulphide nickel.

Magnetic features in the southern part of the area have some affinities with known gold mineralised areas elsewhere in the region.

The results of the limited exploration to date and the proximity of the well-mineralised ultramafic rocks to the north suggest an area of prospective geology within which there is as yet no obvious target of economic potential but which justifies more intensive exploration. Similar comments apply to the other Collurabbie projects reviewed hereunder but, at this time, there are more positive indications for the Deleta joint venture area.

In the 2004 Report, AMC valued the project at \$250,000 to \$375,000 using a unit area value (\$2,500 to \$3,500 per km²) and past expenditure weighted by a PEM of less than 1.0. No value was assigned to nickel potential. In view of the recent results and the proximity to the WMC – Falcon Collurabbie Hills area, as well as in recognition of direct expenditure of more than \$1M, some encouragement from recent drilling and an additional granted tenement, AMC now estimates a Technical Value for the project of \$0.8M to \$1.2M equivalent to a unit area value at the lower end of approximately \$10,000 per km². The higher value recognises post December 2001 expenditure with a PEM of 1.25. The estimated value of the DRJV interest is 0.64M to \$0.96M.

In assessing the value, it is noted that since the discovery of the Collurabbie Hills mineralisation, WMC farmed into a 156 km² area 50 km north of Collurabbie Hills in which aeromagnetic survey indicates some 20 km of strike of ultramafic rocks. The value per km² indicated by that deal is less than \$1,000.

To the south is an area held by South Boulder Mines which is subject to farm-in by Independence Group NL. Work along some 30 kms of ultramafic strike highlighted one particular area, which has been recently drilled. Outcrop in the area indicated evidence of nickel sulphides. The market capitalisation of South Boulder Mines increased by \$2.4M after the announcement of outcropping mineralisation but has since decreased and is now about \$0.7M greater than prior to that announcement.

4.2.3 Top Well (E38/241,510,511, PLA and MLAs)

JWM paid \$120,000 for a 75% interest in this area in 1998 and spent in direct exploration a further \$105,000 prior to 31 December 2001. Since that time a further \$665,000 of joint venture expenditure has been incurred. The area of granted tenements is around 34 km². Regis advised that the minority joint venture interest is now in the order of 9%.

Top Well is in the central northern part of the Collurabbie block covering a greenstone sequence within which is the CUM, a 700m thick unit flanked by gabbros. Work has included reprocessing of geophysical data and aircore drilling. Old aircore samples have been relogged, some samples reassayed and EM surveys indicate a conductor at Fiver. Earlier drilling provided a best intersection of 8m of 0.31 g/t Au from 64m in hole

CRAC 97. Recent drilling on a large gold anomaly on a cross cutting feature at Evans has produced a number of results of interest including 4m at 4.1 g/tAu from 32m in CRAC 696 and 44m at 1.6 g/tAu from 4m in CRAC 699.

The expenditure figures indicate a value of \$0.65M using a PEM of 0.7 for the earlier expenditure and 1.1 for the direct part of the later, assumed to be 80%, and without considering the acquisition cost. An area value of \$7,000 to \$8,000 per km² indicates a lower value of up to \$270,000. AMC values the project at \$0.3M to \$0.6M and the DRJV interest at \$0.27M to \$0.54M.

4.2.4 Gerry's Well (E38/1021, M38/903, 904, 925 plus MLAs over the same area)

In the 2004 Report, AMC noted that there were no specified drill targets in this eastern Collurabbie area now of about 44 km² granted, and no records of past expenditure. Ultramafic rocks (EUM) are interpreted within the Gerry's Well tenements and a recent 84 hole aircore programme (3615m) has produced intersections up to 12m at 0.6% Ni and 14m at 0.5% Ni as well as a number of others of similar order for nickel, all with low copper. The intersections are thought to be due to enrichment into the lateritic zone rather than related to sulphide nickel.

In recognition of its location and potential for nickel and gold, AMC has increased its unit area value estimate to \$5,000 to \$7,000 per km² and concludes a project value of \$0.2M to \$0.3M and a value for the 90% DRJV interest of \$0.18M to \$0.27M.

4.2.5 Part A areas (E38/464, 465, 1135, 1182, 1314, 1412, 1413, 1436, 1596, 1597 and applications for ELs and MLs)

Part A tenements are spread through the Collurabbie block. Since the 2004 Report, some 17,000m of aircore drilling tested structural, geotechnical and geophysical targets and a sulphide alteration zone on E38/1413. Results for gold were mainly low to moderate with one good intersection (1m at 4.4 g/t Au from 124m). There have yet been no significant nickel values although Part A tenement cover parts of all three ultramafic units. The older granted tenements cover around 340 km².

E38/1596 (70 km²) is a new tenement but, following reconnaissance sampling, it is not considered highly prospective. E38/1597 (48 km²) has also recently been granted and sampling so far has only produced weak gold values. More than 200 km² of additional tenement applications exist.

Pre-1998 direct expenditure totalled about \$690,000 and AMC estimates direct expenditure since then at more than \$0.6M. Using respective PEMs of 0.6 and 1.0, this indicates a value of around \$1.0M to \$1.1M.

Alternatively, AMC has valued the 340 km² of older tenements at \$3,500 to \$4,500 per km² or \$1.2M to \$1.5M which it increases to \$1.4M to \$1.7M with lower figures for the new tenements. Its final value estimate is \$1.1M to \$1.5M. This estimate is higher than its 2004 value and recognises the location relative to Collurabbie Hills but without evidence yet of nickel sulphide mineralisation.

4.2.6 Summary of Valuation

The estimated Technical Value of 100% of the Collurabbie project is (rounded) \$2.4M to \$3.6M for a granted area of around 600 km². The value of the DRJV interest is \$2.2M to \$3.3M.

The 100% figure compares with:

- A comparable estimate of \$0.85M to \$1.4M in the 2004 Report when the value of the nickel potential was not recognised.
- The joint venture value of the 156 km² area 50 km north of Collurabbie Hills which AMC estimates at about \$0.1M at the time of the deal.
- The implied market value of the South Boulder / Independence area that AMC estimates now to be in order of \$0.7M plus.
- The market capitalisation of the Collurabbie Hills project which, based on movements in the Falcon share price and assumptions about the values of other interests, has varied from around \$150M to more than \$250M in the last six to twelve months.
- An increase in the price of Regis's shares from 4.5 cents per share to 17.5 cents per share after the announcement of Collurabbie Hills results, an increase in market capitalisation of over \$40M. The market capitalisation of the company today is over \$20M higher than that prior to the announcement, related presumably to its less than 20% effective interest in the Collurabbie area under review as well as to its interest in Moolart Well.

Given the volatility and quantum of the two latter market indicators, AMC does not think it is possible to estimate a meaningful share market premium to its Technical Value but believes it is reasonable that investors might consider some premium for the proximity to Collurabbie Hills.

4.3 Duketon Central Project

4.3.1 Introduction

The Duketon Central project area covers a roughly triangular area of greenstone some 75 km north-south with an east-west dimension of around 30 km at the north end, narrowing towards the south (Figure 2). The interpreted structure shows an eastern north-south trending anticline and a western north north-west to north-west trending tightly folded series of anticlines and synclines, separated by the so-called Duketon Synclinorium. Shear zones generally parallel the fold axes and are interpreted in some areas to relate to mineralised corridors.

Internal granitoid intrusives occur and in some instances are proximate to gold mineralisation or host gold mineralisation. Elsewhere sometimes differentiated mafic intrusions intrude the sequence of ultramafics, volcanics and sediments.

One interpretation separates the greenstone into three major domains, a northern domain flanking the external granite in the northern part of the area with eastern and western domains being divided by a roughly central anticlinal structure to the east of Rosemont. For purposes of description of the Part A areas, this report recognises a similar distinction between eastern project areas (the "Eastern Belt") and western project areas (the "Western Belt").

There are numerous occurrences of gold mineralisation through the greenstone, generally following major structural zones and often near the contacts of granitic rocks or ultramafic rocks. The rocks are oxidised to depths typically in excess of 50m and sometimes with evidence of an underlying supergene zone. Laterite profiles are developed in some areas underlain by depletion zones.

Ultramafic horizons occur within the greenstones. Six such units are now recognised, three in the Eastern Belt and three in the Western Belt. In the latter part of 2005, DRJV has completed mapping and aircore drilling to profile the ultramafic units and search for nickel sulphide associations. Several target areas have been defined and some moderate copper and PGE values associated with anomalous nickel may be indicative of the presence of sulphides.

4.3.2 Part B Areas

4.3.2.1 Deleta Joint Venture (E38/419)

This area of about 64 km² is in the Eastern Belt to the north of, and possibly on strike with, the Moolart Well prospect. It was previously tested by MIM and earlier work outlined an area of 7 km² of anomalous gold in RAB drilling known then as the

Claypan/Double Dee prospect. The area of interest is hosted by dolerite near its contacts with porphyry or ultramafic.

Newmont Duketon followed up the previous drilling with deeper RC drilling but, because of lack of structural complexity, rated the 10 km strike length of interpreted shear zone as of low priority. However recent drilling at Moolart Well has indicated gold values of interest northward and close to the border with E38 / 419.

At the Camel Toe prospect, elevated nickel values were earlier recorded in ultramafic rocks. 33 aircore holes (1,305m) since the 2004 Report recorded low gold and nickel values but these were targeted at Moolart Well lithologies prospective for gold. The recent nickel work has developed a target called Maxwells for which drilling results are pending.

Direct expenditure under Newmont Duketon on the tenement is in the order of \$200,000 and \$1.2M was reported for the period to 1999, being expenditure by MIM whose interest was acquired for part of \$155,000. Because of its geological affinity with Moolart Well and some evidence that the broad zone of low grade gold mineralisation in that system extends into this area, as well as the possible nickel potential around Camel Toe and to the south, AMC values the 64 km² at \$6,000 to \$7,000 per km², and with recognition of the expenditure on exploration and acquisition, the project at \$0.35M to \$0.45M (rounded), hence the 80% DRJV interest at \$0.28M to \$0.36M.

4.3.2.2 German Well Joint Venture (E38/648 and MLAs)

JWM earned 51% in this joint venture by spending \$150,000 and the vendors are currently diluting. The DRJV interest is currently 75%. There are no private royalties. The area of about 30 km² granted overlies a mainly sedimentary package in the Eastern Belt. Aircore drilling both before and since the 2004 Report did not provide much encouragement for gold. Only 11 holes were drilled in the latter phase of work. In recent months a further 26 aircore holes (1735m) targeted broad alterations zones and structural features but no anomalous gold was intersected.

The past direct expenditure of around \$330,000, of which \$190,000 was spent by JWM prior to 31 December 2001, indicates a value of \$260,000 (rounded) applying a PEM of 0.7 for the earlier expenditure and 0.9 for the later. Alternatively a value per unit area of \$3,000 to \$4,000 per km² values the project at up to \$120,000. AMC chooses a final value range of \$150,000 to \$250,000 and a rounded value of \$0.1M to \$0.2M for the DRJV interest.

4.3.2.3 Aurora – Delta Duketon Joint Venture or Gilga Well (M38/413-415, E38/378 and several MLAs)

In 1997 JWM entered into an agreement to earn 70% in this joint venture by sole funding exploration to bankable feasibility. There are no private royalties. The present project areas, known as Bandy North and Matts Bore, derive from an earlier larger project area. The total granted area is some 52 km². To 31 December 2001 JWM had spent \$470,000 in direct exploration and a further \$0.5M has been spent since that time.

The area is at the northwest end of the Western Belt. Sixty aircore holes in 2003 provided disappointing results. Recent work has targeted the Gilga prospect in a programme of 75 aircore holes (4,668m) across two ultramafic units and in areas of elevated gold values. Hole GWAC 202 intersected a best gold intercept of 4m at 0.62 g/t Au from 92m and in the same hole, 16m at 0.46% Ni with low copper from 24m. Other elevated nickel intersections included 12m at 0.9%Ni in GWAC 237 but all such higher nickel intercepts are associated with low copper and PGE values.

On a unit area basis (around \$3,000 to \$4,000 per km²) the project would be valued at around \$150,000 to \$200,000. Considering past expenditure, of which part relates to areas relinquished, AMC would consider a value of \$500,000 to \$600,000. It estimates as a final value range \$200,000 to \$500,000 for the project, hence a rounded \$0.15M to \$0.35M for the DRJV interest.

4.3.2.4 Artane – Duketon Joint Venture or Golden Spinifex (MLAs 38/589, 590 and 889 over previously held E38/550)

JWM acquired 51% of a 97% interest in the area for \$166,000 in shares. The DRJV subsequently bought the remaining 49% of 97% for \$10,000. M38/402 has been excised and handed back to Artane.

The applications are on the western flank of the North Laverton Joint Venture tenements near the south end of Moolart Well.

As these are applications, given the recent purchase price and given the apparent lack of exploration encouragement, AMC estimates a nominal value of \$20,000 to \$40,000 for the 97% interest in the project.

4.3.2.5 Murphy Hills (E38/559 and MLAs)

Under a 1994 agreement JWM paid some \$1.4M in cash and shares to acquire a 70% interest, the 30% vendor interest being carried to feasibility study.

To 30 September 2001 JWM had spent some \$4.3M on direct expenditure and that amount has been increased by nearly \$650,000 since that time.

The project area is in the Western Belt and covers a north north-west striking, steeply dipping sequence of mainly andesitic volcanics and sediments with intermediate porphyritic rocks. As well as gold, the area contains base metal mineralisation with values of up to 4% Cu and 2.7% Zn and 600 g/t Ag over 1m drill intervals and there is an apparent zonation from copper-gold in the north-east to lead-zinc in the south-west.

At the King John prospect, gold mineralisation occurs in porphyries in quartz-pyrite-carbonate stockworks in a deeply oxidised zone.

To the west of King John is the Agricola prospect in which drilling intersected base metals below a massive pyrite zone with a best value of 3m at 7.6% Zn.

Newmont Duketon's work has included re-estimation of an existing resource at King John and aircore drilling which achieved a number of gold intersections, the best being in the order of 2 g/t Au to 3 g/t Au over 2m to 4m intervals. Recent work includes deeper RC drilling under the oxide mineralisation on the margin of the resource, which recorded disappointing results, and a gravity survey seeking to define controlling intrusions. A recent aircore drilling programme testing three regional structural targets, one 7 km west of King John, generally downgraded these targets.

The resource at King John in the so-called Princess Zone was based on a drilling database of some 46,000m of RC and 6,000m of diamond drilling. The most recent manual sectional estimate resulted in some 710,000t at 3.2 g/t Au at a cut-off of 1 g/t Au and was classified as Inferred. A further tonnage was estimated outside of the Princess Zone but not classified according to JORC. The manual estimate provided lower tonnes for higher grade than an earlier estimate which used kriging for grade interpolation. The latter was used for indicative optimisation studies which demonstrated that a positive operating cash flow might be derived if the resource could be trucked to a mill around Rosemont or alternatively a lesser but still positive cash flow if trucked much further a field to the vicinity of the now closed Bronzewing mine.

The Past Expenditure method, discounting the earlier JWM expenditure by a factor of 0.7 but not the latter expenditure, indicates a value for the DRJV interest in excess of \$3M without taking into account the acquisition expenditure at the beginning of the joint venture.

The area presently granted approximates 140 km². Valuing this at around \$7,000 to \$8,000 per km² indicates a value for the project of around \$1.0M to \$1.1M.

The preliminary optimisation indicates the possibility of reasonably healthy operating cash flows if a treatment plant is built in the area. With this in mind AMC considers a value of \$7 to \$12 per contained ounce in resource with an additional value for the unclassified mineralisation of about 50% of that value. This indicates a rounded value for the project interest of \$0.75M to \$1.3M.

These figures indicate a wide range of value and within it, AMC selects a range of \$0.8M to \$1.2M hence \$0.56M to \$0.84M for the DRJV interest.

4.3.2.6 Hot Holdings – Duketon or Flower Creek (E38/565 and MLAs)

JWM paid \$50,000 and undertook expenditure of \$150,000 to acquire an initial 51% interest. It could earn to 80% by carrying the vendors to a bankable feasibility study. It had the option to purchase the vendor rights for \$5M.

Direct exploration expenditure by JWM to 31 December 2001 was \$240,000 and that amount has increased to nearly \$300,000 to date.

Eight aircore holes were drilled in 2003 near a previously recorded good intersection but no encouraging results were received. The area is close to, but east of, Rosemont and part of its acquisition rationale considered potential infrastructure location for Rosemont. There has been no significant work since the 2004 Report.

Considering the acquisition costs, past direct expenditure would indicate a value around \$270,000 (using a PEM of 0.7 for the early expenditure and 0.9 for the later) while, because it is a relatively small area of about 17 km² with limited prospectively, the project would be valued by the unit area approach at less than \$100,000. We conclude a project value of \$100,000 to \$250,000, hence \$50,000 to \$125,000 for the DRJV firm interest of 51%.

4.3.2.7 North Laverton Joint Venture (E38/379, M38/114, 262(P)¹, 283(P), 292, 303(P), 316(P), 317(P), 341, 352 and 630 plus MLAs)

JWM entered this joint venture with a cash payment of \$0.4M and the right to earn initially 51%, then 75% by total expenditure of \$3.1M. The vendors' interest has now diluted to 18.3%. There are no private royalties. We are advised that the vendor has paid the DRJV its share of rehabilitation bonds which have been increased by some \$270,000 since the 2004 Report.

The tenements, on which total direct expenditure is around \$3.2M (JWM \$2.6M to 31 December 2001), cover a recognised mineralised structural corridor south of Moolart Well over a strike length of nearly 50 km southwards to the Paillards Find prospect. The mineralised corridor is interpreted to be a shear zone on the eastern side of the central granitoid intrusive. The trend contains a number of previously mined deposits as well as resources which have not been subject to recent mining. One of these, the Erlistoun prospect, has been acquired by the DRJV as to 100% by paying the vendors some \$100,000 and is reviewed as a Part A Eastern Belt tenement.

¹ P indicates the existence of a plaint.

There has been considerable drilling through the belt, much of it on a 320m by 80m spacing but some at 160m lines and some as close as 40m. A few gaps remain in the drilling.

The joint venture tenure on this mineralised zone is discontinuous with MLAs over part of the area and tenements held by others over other parts. The latter include the small Anchor gold mine.

Apart from Erlistoun, resources and mineralised prospects include:

- **Reichelt's Find (M38/341)**

Aurora mined nearly 300,000t at 4.4 g/t Au from this deposit, mining stopping at the fresh rock interface. Thin sub-parallel high-grade quartz veins occur in a zone up to 50m wide over 600m strike length in dolerite near an ultramafic contact. Dips are steep to the east and there is a northerly plunge to the higher-grade mineralisation.

Deeper drilling has intersected mineralisation and an Indicated Resource of 140,000t at 3.7 g/t Au has been estimated below the pit, together with a further unclassified tonnage of higher-grade mineralisation at greater depth. The Indicated Resource was estimated by manual polygonal techniques but there has been no optimisation work and Newmont Duketon has no plans to further investigate the area.

- **Russell's Find (M38/630 and 114)**

A 60° easterly dipping quartz vein in ultramafic rocks was previously mined with a recorded tonnage of 93,000t at 4.5 g/t Au.

The most recent estimate by the manual polygonal approach is an Inferred Resource of 450,000t at 3.9 g/t Au at a 1 g/t Au cut-off. Optimisation work on a previous block modelled resource estimate in which grades were interpolated by kriging (865,000t at 2.7 g/t Au) indicated a small positive cash flow might be obtained if there was a treatment plant nearby but the stripping ratio was in the order of 17 to 1. A small amount of aircore drilling since the 2004 Report recorded no significant value. There are no plans for further work.

- **Old Peculiar (38/292, 283(P))**

This is a small laterite gold occurrence at the northern end of the mineralised corridor. The previous mining by Aurora was recorded at 65,000t at 1.25 g/t Au to a depth of 10m.

Recent unclassified resource estimation work has estimated a deeper tonnage below the depleted zone, the mineralised zone dipping at about 60° to the east in ultramafic rocks between a hangingwall dolerite and footwall sediments. No optimisation work has been carried out. There has been no recent drilling and no work is presently planned.

- **Dogbolter (M38/303(P))**

Regionally this prospect is near the contact of granitic rocks and sheared mafic rocks which are easterly dipping and faulted by north-east trending cross faults. The gold mineralisation is hosted by metabasalts within ultramafics to the east and dolerite to the west.

The most recent estimate by manual polygonal methods is an Inferred Resource of 930,000t at 2.9 g/t Au at a 1 g/t Au cut-off. Some strike and depth potential is recognised. Optimisation work indicated the possibility of a robust operating cash flow if there was a mill in the vicinity and a lesser economic tonnage, but still with a significant operating cash flow, if the mineralisation had to be trucked to a mill as far away as Bronzewing. Newmont Duketon staff have reservations about the mineability of at least part of the resource used in the studies.

Elsewhere in the North Laverton Joint Venture area there are small zones of oxide and primary mineralisation at Paillards Find (M38/262(P)) and work has included aircore drilling and recent RC drilling at the so-called Sandman prospect on M38/352. Earlier aircore drilling achieved anomalous results indicating a zone some 400m by 400m at the base of alluvium with values generally in the range 0.1 g/t Au to 0.3 g/t Au but with a best value of 2m at 3.2 g/t Au. Subsequent RC drilling recorded no significant gold values but an 8m intersection of 0.4% Ni in one hole. Recent aircore drilling targeted a 700m thick ultramafic unit recording generally low gold values and nickel values in the order of 0.4% to 0.9% without supporting copper or PGE values.

5 km south southwest of Dogbolter is E 38/379 on which drilling targets have been indicated.

In considering the value of this project we have considered the direct expenditure of more than \$3M, most of which was in the period prior to late 2001 and some of which would have been on Erlistoun, and the original cash payment of \$0.4M. We have also considered the area of granted tenements of about 64 km² with a value of around \$8,000 per km².

However our main approach to valuation has been to consider the value of the Indicated and Inferred Resources and unclassified mineralisation at (i) Reichelt's Find (17,000 oz plus a larger unclassified mineralised zone at depth); (ii) the 55,000 Inferred Resource ounces at Russell's Find which shows some positive results from indicative optimisation; (iii) the unclassified mineralisation at Old Peculiar and (iv) the 87,000 oz of Inferred Resource at Dogbolter for which indicative optimisation produces economically strong results on the assumption that there might be a plant in the area. We have applied Yardstick Values of \$3 to \$4 per ounce for Reichelt's Find, \$6 to \$8 for Russell's Find and \$7 to \$10 for Dogbolter resulting in a total range of value for this part of the project area of \$1.0M to \$1.55M. Taking into account 70% of the post-September 2001 direct expenditure and only 10% of the earlier JWM expenditure as a measure of value of the

remaining areas of prospectively, we estimate a rounded value for the project of \$1.6M to \$2.1M, hence \$1.3M to \$1.70M for the approximate 82% DRJV interest.

4.3.2.8 Summary of Values for Duketon Central Part B Areas

The total value for the areas reviewed above, which exclude Erlistoun and the Texrise Joint Venture, is \$3.22M to \$4.79M of which \$2.465M to \$3.62M is the DRJV estimated value.

4.3.3 Rosemont Joint Venture (M38/343, 237(P), 344, 250, 319)

This joint venture is separate to the DRJV. Regis's present contributing interest is approximately 19.4%. The main Rosemont resource is on M38/343 (Figure 5) which is not plaited. There are small private royalties on M38/250 and 319 and over the total area there is a residual royalty payable to Aurora (now Harmony Gold (Australia) Pty Ltd) of 1% nett smelter return. On Ms 38/343 and 250, which contain the so far delineated resources, the royalty applies only beyond a vertical depth of 155m.

The mineralised zone passes through Rosemont on the western side of the Erliston Syncline in the Western Belt and trends partly north-northwest and partly northwest. The Christmas Well pit previously mined by Aurora and treated at the Baneygo plant for production of 226,000t at 2.6 g/t Au is within the Rosemont deposit.

Recent interpretation indicates that Rosemont may be located at the intersection of a north-south shear zone with a regional north-east trending fault and this might account for the observed regional flexure in the structure.

Gold occurs in a dolerite intruded into the Bandya Sill which has developed along a major shear zone and is a differentiated mafic intrusive. The dolerite has a strike length of at least 2,000m. Dips are mainly steeply to the east but occasionally overturned and the dolerite can be up to 100m wide.

Nuggety gold mineralisation occurs in shears and fractures associated with quartz-carbonate-pyrite as stockworks and it thought to be controlled by changes in thickness and strike of the dolerite and by numerous crosscutting faults. The footwall and hangingwall of the dolerite is a sheared ultramafic.

Most of the mineralisation occurs at depths of 50m to 300m below surface. Complete oxidation occurs to 60m to 80m, underlain by a 25m to 40m thick transition zone. There may be some supergene enrichment. However about 85% of the resource estimate is primary mineralisation. The mineralisation overall is narrow and sub vertical with a southerly plunge.

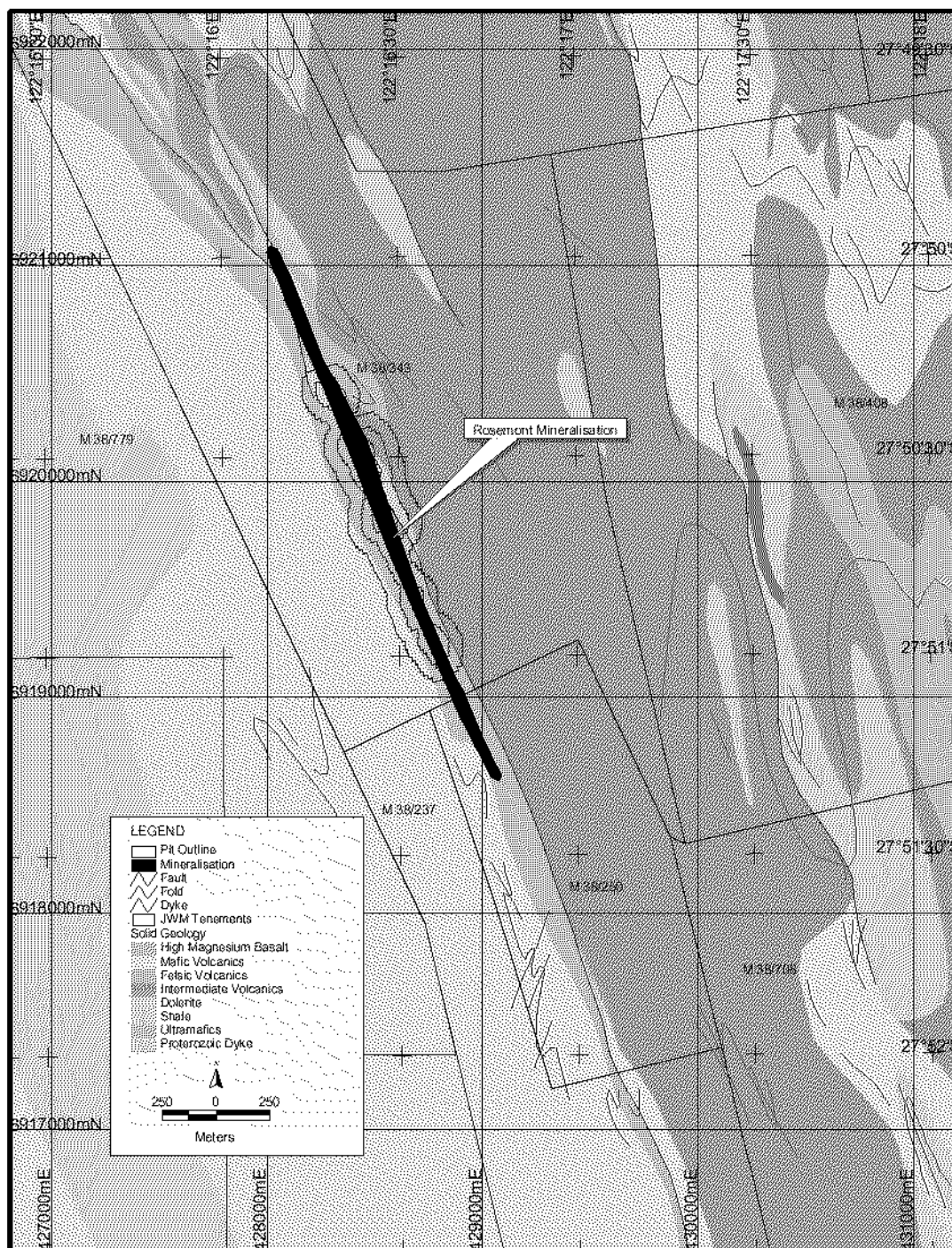
There have been various tonnage and grade estimates since 1999. These are described in the 2004 Report and the results summarised hereunder:

- (i) 1999. JWM estimate based on 40m x 20m RC drilling and some RAB drilling. Indicated and Inferred Resource around 12 Mt at 3 g/t Au using a 1 g/t Au cut-off to 150m depth and higher cut-offs at greater depth.
- (ii) 2001. Independent kriged estimate after infill drilling. Not classified hence not reportable but resulted in modest reduction of tonnage and considerable reduction in grade.
- (iii) 2003. Manual polygonal estimate for Newmont Duketon using only 40m section information, projection limits of 25m from intersections, 1 g/t Au lower cut and 50 g/t Au upper cut. The estimate was not classified hence it is not reportable. It resulted in a grade nearer that of the 1999 estimate but a lower tonnage with contained gold similar to that of the 2001 estimate.

Independent reviews of the database in 2001 concluded that it was generally of acceptable standard but that the 1999 estimate was based on too optimistic an interpretation of the continuity of the mineralised zones and too much extension into areas of limited information.

The most recent optimisation work is not based on the most recent manual resource estimate but on the kriged models. It indicated that mining of the resource would not be economic at then current gold prices, a contributing factor being the waste: ore ratio which is around 15:1 or greater. Indicatively at prices of \$625 per ounce or better a modest operating cash flow might be derived from mining a fairly modest 2 Mt or more of the resource assuming a plant existed in the area. Using the best case scenario estimate referred to above, approximately 2 Mt was identified as mineable at the then current gold prices which was significantly less than the present price.

Figure 5 Rosemont Plan



AMC's 2004 review of the latest estimate concluded that the interpretation was reasonable and that, while the limits on projection of mineralisation may be conservative, the scope for improving the tonnage by considering the closer spaced drilling or by more

infill drilling was not substantial. Moreover estimates of this type tend to overestimate grade and underestimate tonnage so that, in AMC's opinion, the outcome of ongoing more detailed estimates at a cut-off grade of 1 g/t Au might be a tonnage somewhere between 6 Mt and 10 Mt but at a grade lower than 3 g/t Au. We were advised that the manual interpretation was taken into account in the optimisation work but, in the absence of a final resource model supplemented by the closer spaced drilling and perhaps more infill drilling, we did not dismiss the possibility that some of the more shallow mineralisation might prove economically mineable if a plant existed in the near vicinity.

Outside of the existing deposit there is considered to be limited down dip potential because the mineralisation is steep and narrow and the higher grades are not of a tenor attractive to underground mining.

There is further mineralisation along strike but so far drill testing of it has not provided encouragement for substantial additions to tonnage. In M38/344 there are small narrow mineralised bodies at Baneygo and a 2001 block model, ordinary kriging estimate provided a shallow Inferred Resource of 0.78 Mt at 1.67 g/t Au (0.5 g/t Au cut-off) and a deeper, higher-grade unclassified resource. Drilling at the Ranch or Baneygo South prospect following up earlier encouragement provided only one good intersection.

On the plained lease M38/237, regional aircore drilling has so far not located a Rosemont style of mineralisation and there have only been patchy intersections. Similarly work on M38/250 and 319 has only produced indications of small occurrences of mineralisation.

Since the 2004 Report an assessment of rehabilitation caused the bond over the Christmas Well area to be increased by \$360,000.

In the last six months, 14 aircore holes (1186m) targeting structural offsets on E38/649 4.5km north west of the resource provided best results of 4m at 2.9 g/t from 40m in LWAC 008 and 8m at 0.9 g/t Au from 52 m in LWAC 012. 17 aircore holes (797m) have been drilled at the Kintyre prospect within a 130m thick ultramafic unit south of Rosemont. Long intersections of 0.5% to 0.8% Ni have been recorded with low copper values and are not thought to be indicative of nickel sulphide.

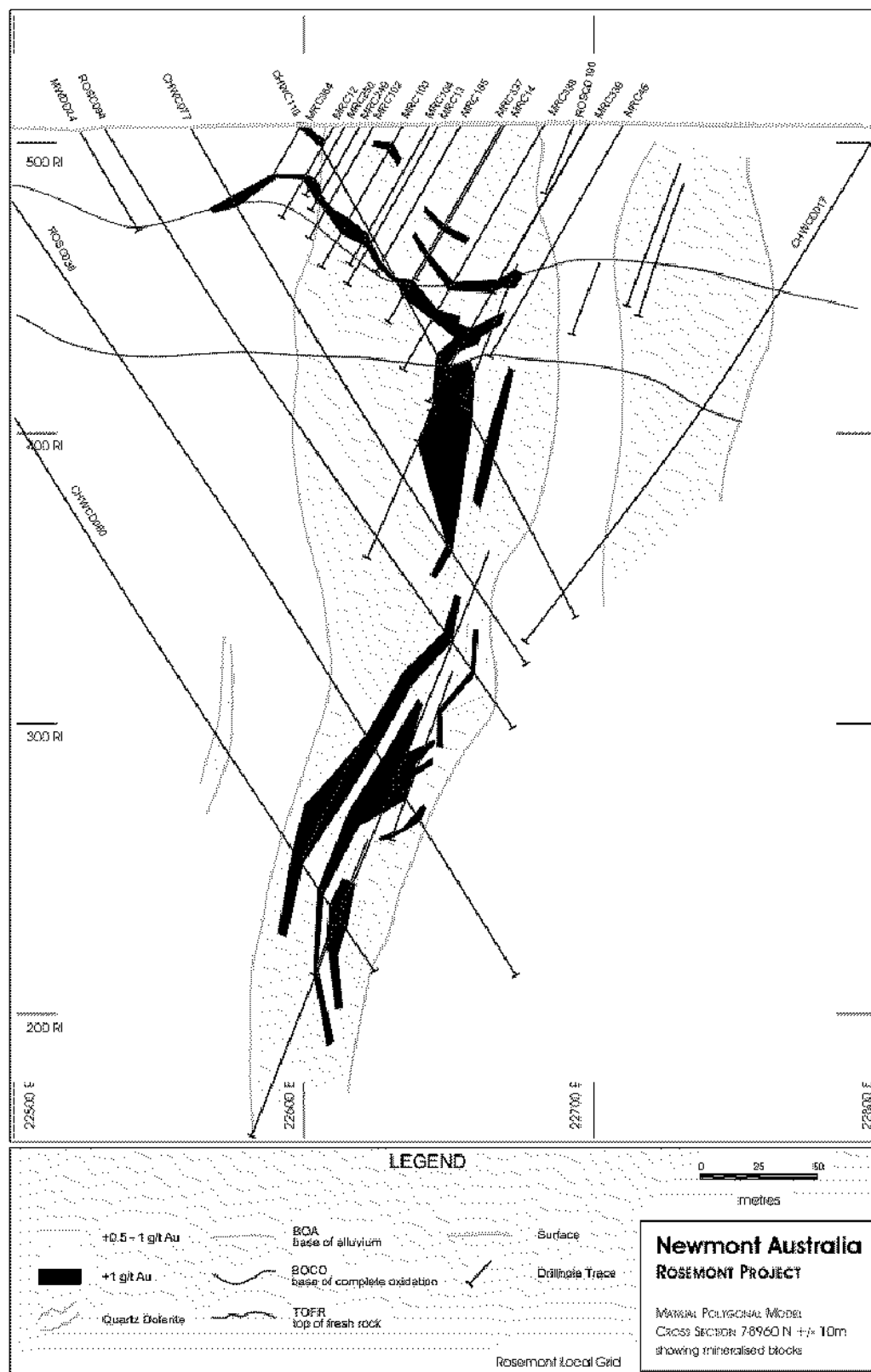
In 1999 AMC valued Rosemont using the then resource figure of over 1 Moz and a Yardstick Value of \$15 to \$20 /oz, given what was then perceived to be good economic potential.

Given the downgrading to an estimate of contained gold in the order of 0.6 Moz (at a 1 g/t Au cut-off) and the discouragement from preliminary economic work, but recognising some potential for a significant addition to available ore sources if a plant could be justified for Moolart Well, we valued Rosemont using a Yardstick Value of \$5 to \$10 per ounce with an addition of 15% to 20% for additional potential to indicate a value of \$3.5M to \$7.0M for the 2004 Report.

From that time to mid-2005, the only material change to impact valuation was the 5% reduction in the Aurora royalty. A rough rule of thumb in AMC's experience is that a percent royalty is generally equivalent in value to around four percent equity, implying an approximate 20% increase in equity value if the royalty applied throughout the deposit. In this case, AMC has applied half of that implicit increase in equity value because the known resource is on Ms 38/343 and 250 and adjusted the Rosemont value to \$3.85M to \$7.7M.

In recognition of the improved gold price, we have now increased the basic Yardstick Value range to \$7 to \$12 per ounce which with additional potential and the royalty reduction, values Rosemont at \$5.5 to \$9.3M.

Figure 6 Cross Section of Rosemont 789 60N



4.3.4 Part A Areas

4.3.4.1 Western Belt

Along the north north-western trend, which includes the Aurora-Delta Duketon, joint venture and the Rosemont project are a number of granted Part A tenements and numerous applications. The Aurora royalty applies to E38/387. We have assigned no value to the applications held in the DRJV.

There is renewed interest in the prospectively for nickel associated with ultramafic rocks through this area.

E38/387

Between the Aurora-Delta Duketon joint venture tenements and Rosemont is the granted E38/387, an area of 30 km² over which there are a number of MLAs. The tenement has been drilled on 1 km lines without significant encouragement. Recently 71 aircore holes (5,257m) have targeted shearing associated with the Bandy Sill some 7 km northwest of Rosemont. The best 4m composite assays vary between 4m at 0.11 g/t Au and 4m at 0.36 g/t Au.

Estimated direct expenditure prior to 1999 was nearly \$300,000 and since then about \$100,000. Using a PEM of 0.5 to 0.6 against the major expenditure and 1.0 against the latter and a unit area value up to \$5,000 per km², and with consideration of the transaction on the Texrise joint venture, we estimated a total value of \$180,000 to \$280,000 for the 2004 Report. We increase that to \$220,000 to \$340,000 because of the reduction in the royalty and with an increase in area value to \$6,000 per km².

A parallel area of applications lies to the east of E38/387 (M38/469, 475, 795, 826 and 861, E38/1111 and 1186 and P38/3017). The granted PLs 38/3014 and 3015, which were valued for the 2004 Report, have been relinquished.

E38/649, 653, 1191 and 1192

In the vicinity of Rosemont, there are three granted ELs (E38/649, 1191(P) and 1192 (P)) as well as a number of MLAs. Within E38/1191 (P) and 1192 (P), an area of about 6 km², is the Boomerang prospect in which limited drilling in first half 2004 tested previous anomalies and a demagnetised zone. Results were generally low, the best intersection being 4m at 0.23 g/t Au. E38/649, and E38/653 to the east, are formerly Texrise joint venture tenements over a total area of 20 km². Some recent aircore drilling (790m) on E38/653 targeted shear zones and gossans with only low gold values and no anomalous nickel values. JWM paid \$100,000 for a 51% interest in the Texrise tenements and DRJV acquired the remainder in March 2002 for \$100,000.

Based on the recent Texrise transactions and an area value of up to \$6,000 per km² we have valued granted tenements at \$160,000 to \$250,000.

Summary

The total value we have assigned to the granted Part A tenements on the Western Belt is \$0.38M to \$0.59M.

4.3.4.2 Eastern Belt

4.3.4.2.1 North of Moolart Well (E38/1163)

On strike of the Deleta joint venture tenement E38/419 at the north-western end of this belt are (i) E38/1163 to the north-northwest and (ii) E38/348, the major Moolart Well tenement to the south-southeast. On the eastern side of E38/419 are four MLA applications (M38/943 to 946) which we have not valued and an area held for water rights L(GW) 38/73 which we have also not valued.

E38/1163 is an area of about 48 km² on strike with the Deleta tenement. The broad zone of low-grade gold mineralisation may continue from Moolart Well into E38/419 and E38/1163 but the potential in the latter is not highly regarded. The Bongo prospect was drilled targeting favourable stratigraphy with a best intersection of 4m at 0.32 g/t Au. Follow up is planned.

We value E38/1163 at \$5,000 to \$6,000 per km² or a rounded \$250,000 to \$300,000. Direct expenditure since Newmont Duketon assumed management is limited.

4.3.4.2.2 Moolart Well

We have included in the Moolart Well Part A project E38/348 (including the MLAs 38/498 to 500), M38/354 and Ps38/2950, 2951 and 2768. The total area is around 25 to 30 km². The Aurora royalty applies to E38/348 and M38/354.

Surface exploration started in this area in 2001. Newmont carried out a major drilling program between March and July 2003 which included 426 aircore holes, 190 RC holes and 3 diamond holes. At the end of this program Newmont estimated a resource, which was unclassified.

Moolart Well is on strike with the Dogbolter and Anchor resources to the south. There is limited outcrop through the area but it is interpreted to represent a north north-west trending, east-dipping sequence which, over a more than 1 km width from west to east, passes from basalt to diorite/dolerite to basalt/ultramafic and then into basalt. Shear zones sub-parallel to stratigraphy are interpreted on either side of the zone of interest within which, based on limited deep drilling, there are broad zones of alteration with

gold mineralisation in veined basalt and silicified dolerite. A low angle contact is interpreted at depth which may be a thrust.

A broad palaeochannel some 15 km long and 1.5 km wide is developed over the zone of interest northwards from its southern limit. Within that palaeochannel is a non-outcropping body of gold mineralised so-called laterite, which is thought to be both transported and in situ, and is some 4 km long and 500m to 600m wide (Figure 7). The laterite occurs from 2m below surface to around 20m below surface and is typically mineralised over some 4m to 5m thickness. It is thought to be underlain by a depletion zone and some significant gold mineralisation has been intersected in the saprolite below.

The area of interest was originally drilled on 100m sections, alternating sections having drill spacings at 50m and then 100m. Drilling has included RAB, aircore, RC and diamond drilling. Most aircore holes and deep RC holes are drilled at 60° to the west and most shallow RC holes are vertical. Recent work includes RC and aircore drilling aimed at:

- (i) Infilling the high-grade part of the Lancaster zone in the southern laterite panel to 25m x 25m with angled aircore holes while, at the same time, drilling some broader spaced RC holes adjacent to other areas of interest.
- (ii) Infill to 50m x 50m (sometimes 25m) in other mineralised zones.
- (iii) Aircore drilling around the edges of the known resource.

Laterite Resource

A resource estimate was prepared by an independent consultant in October 2003. Samples from RAB drilling were excluded. A review of the database concluded that it was generally reliable although there were reservations as to the method used for collecting aircore samples and no measurements of bulk density were made. Assay methodology and quality control were considered acceptable.

The laterite was interpreted into two zones (a northern panel and a southern panel) possibly separated by a fault. The Southern panel contains the recently named Lancaster and Stirling Zones (Figure 8). The resource was estimated in a three dimensional block model with blocks 25m by 25m by 2m and grades estimated by ordinary kriging. Sensitivity estimates used other techniques. A bulk density of 2.2 t/m³ was assumed. The resource estimate, which follows, has been classified as Inferred, a classification with which AMC concurs, and has been reported in accordance with the JORC Code.

Some underlying oxide was included in the estimate but the proportion or tonnage are not available to AMC.

Figure 7 Plan of Moolart Well Prospect

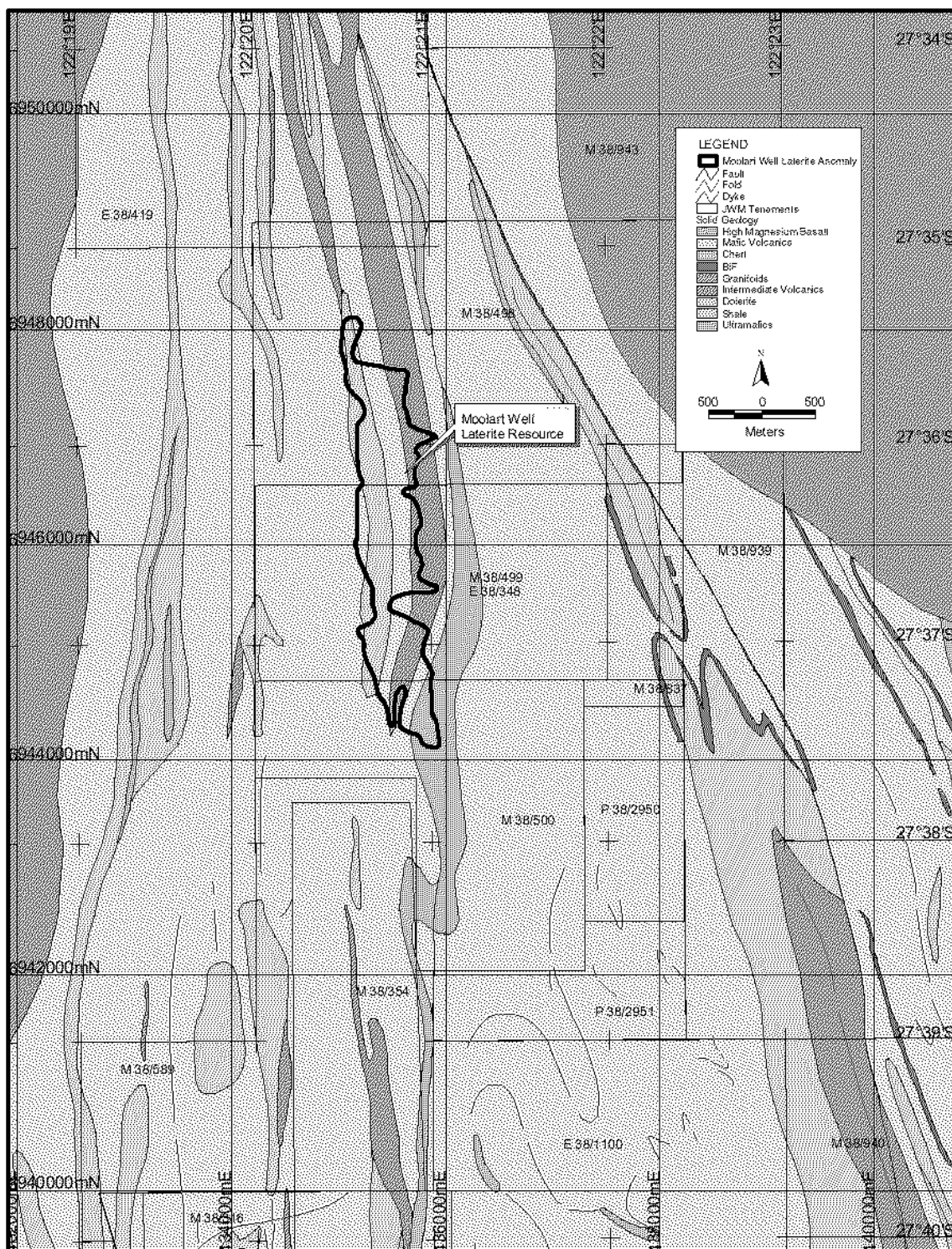


Figure 8 Moolart Well Detailed Drilling

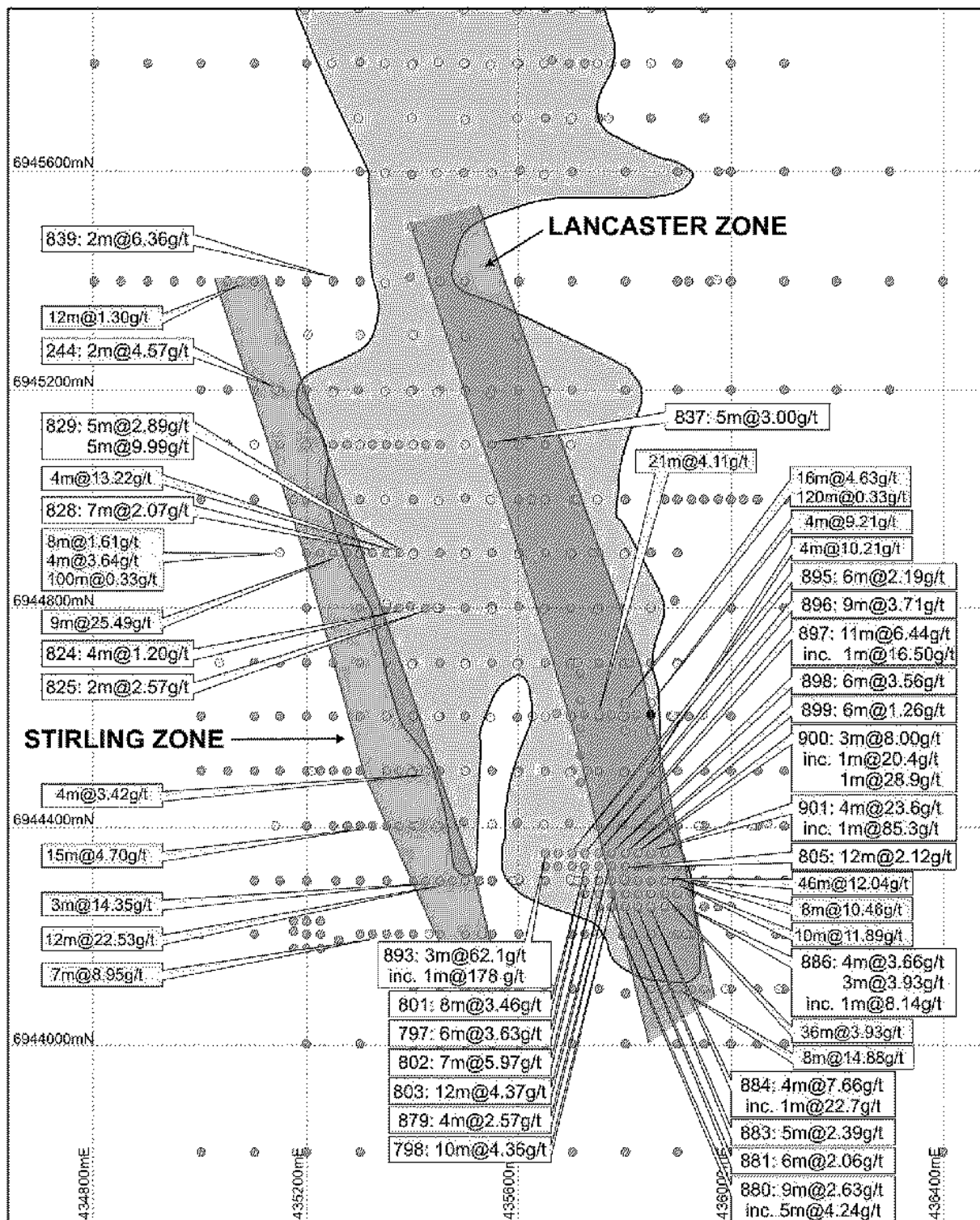


Table 2 Moolart Well Laterite, Inferred Resource at October 2003

Cut-Off Grade g/t Au	Mt	g/t Au
0.3	15.9	0.9
0.5	14.1	1.0
0.8	9.2	1.2

Since the preparation of the laterite resource estimate, over 600 drill holes have been added testing for oxide mineralisation in the saprolite zone beneath the laterite and infilling the laterite resource. There has been no update of the resource estimates. We think that the post resource estimate programme of aircore drilling may have added modestly to the resource and the recent infill drilling at Lancaster suggests possible enhancement of both thickness and grade.

A second half 2004 programme of aircore drilling on M38/354 tested an extension of the Moolart shear corridor south of the resource. It intersected low-level gold in laterite but no follow up has been planned by Newmont Duketon. Recent drilling on P38/2951 across a magnetic anomaly intersected unmineralised BIF.

A soil and rock geochemical sampling programme over the southeast extension of the interpreted fault through Moolart did not generate any high priority targets.

A gravity and magnetic survey assisted with stratigraphic interpretation.

Cyanide leach tests on 87 laterite samples indicated high recoveries for gold and subsequent work on two composites indicated excellent recoveries for gold at acceptable cyanide and lime consumptions.

Sub-laterite Potential

Aircore and RC drilling along the 4 km strike has intersected oxide gold mineralisation below the laterite in several zones mainly at vertical depths of up to 60m. The overall attitude of that mineralisation is not clearly defined but an easterly dip is fairly clear for some of the more robust oxide mineralised zones. While the overall trend of the mineralised zones is sub-parallel to the laterite, Newmont Duketon has interpreted an oblique strike to some of the oxide gold zones. Recent closer spaced drilling has, in general, confirmed and improved continuity of the zones tested.

Many intersections of this mineralisation are in the range 1m to 4m at 1 g/t Au to 3 g/t Au but some broader and higher-grade areas are present. Table 3 lists some better aircore intersections of oxide mineralisation on grid line 6944 300N within the southern panel (Figure 9).

Table 3 Aircore Drillhole Intersections in Oxide Mineralisation, Lancaster Zone

Hole No	Top of Intersection m	Intersection m	g/t Au
MWAC 487	39	3	14.4
MWAC 494	28	8	2.0
		incl 4	3.3
MWAC 495	24	8	10.5
		and 20	2.5
MWAC 496	64	17	5.7
		incl 10	9.1
		incl 1	45.8
MWAC 800		8	3.1
		24	19.1
		6	11.1

On line 6944250N, recent intersections include 8m at 2.4 g/t Au, 4m at 3.7 g/t Au and 2m at 3.9 g/t Au and on line 6944350N, 4m at 23.6 g/t Au, 3m at 8.0 g/t Au and 1m at 28.9 g/t Au.

On other sections to the north and south, best intersections have been reported as follows:

Section	Hole No	To of Intersection m	Intersection m	g/t Au
6944 600N	MWAC 278	52	21	4.1
6944 500N	MWAC 519	50	4	10.2
6944 400N	MWAC 290	42	15	4.7
6944 200N	MWAC 674	70	7	9.0
6944 100N	MWAC 473	38	8	14.9

Infill drilling results in the latter area were not available at time of review.

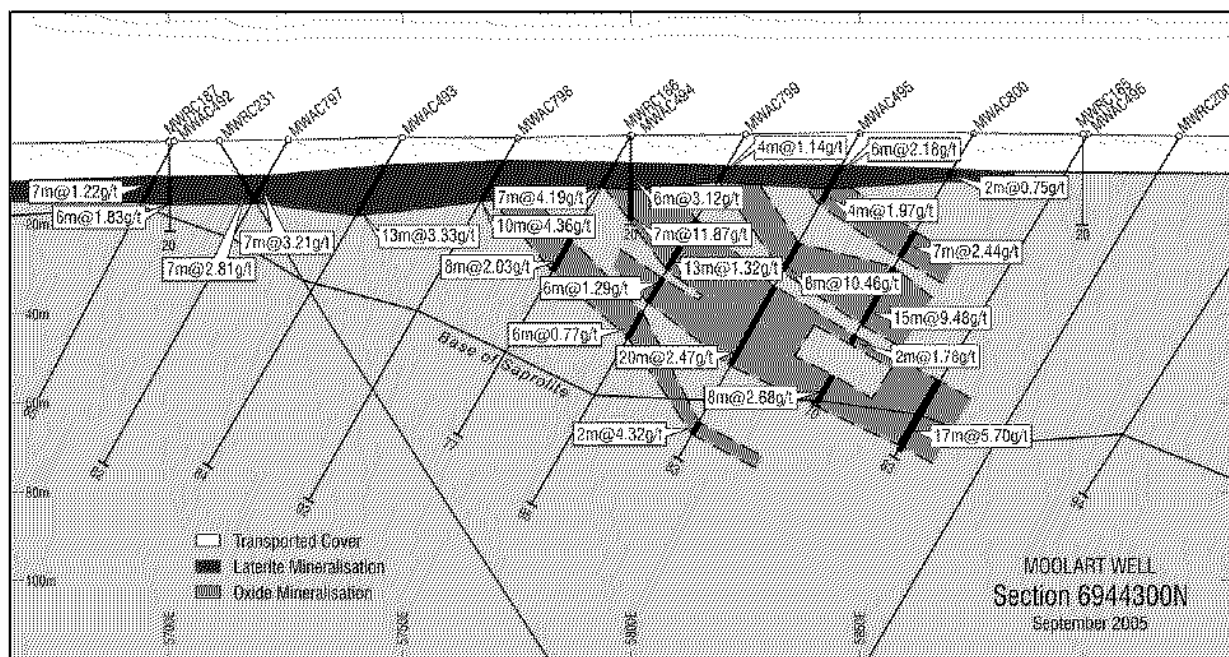
Stirling Zone is parallel to Lancaster Zone on the western edge of the lateritic zone. Oxide zones occur irregularly along 1.1 km strike. The latest drilling has provided 2m to 5m intersections of 5 g/t Au to 10 g/t Au under the laterite.

Three diamond drillholes were included in the original program. MWDD3 was drilled about 300m north of the area of oxide mineralisation at 6944 300N. Within a broad zone of alteration there were several intersections of significant gold grade, three of which were narrow but one recorded 24m at 1.49 g/t Au from 180m down hole, which included 10m at 2.10 g/t Au from 191m down hole.

The other two diamond holes were drilled some 1,600m to the north. One was targeted in the western part of the area of interest but only intersected a narrow zone of gold mineralisation. The other (MWDD2) within the main area of interest intersected 15m at 2.31 g/t Au from 234m down hole in a broad zone of quartz-carbonate-pyrrhotite alteration in quartz dolerite.

Since the 2004 Report, more than 30 deeper RC holes, mainly in the south panel, were drilled to target the primary zone. AMC has reviewed the drill sections and observes that there is little evidence of depth continuity to the better near surface mineralised zones and that the better gold intersections in the primary zone are mainly narrow and of modest grade (better intersections include 3m at 6.4 g/t Au from 199m in MW RC 210 (within 5m at 4.2 g/t Au), 2m at 20.5 g/t Au from 99m in MW RC 223 (within 14m at 4.9 g/t Au)) and 2m at 4.6 g/t Au from 115m in RC 244 and do not clearly demonstrate any continuity. However the mineralised corridor is extensive, the zones of low-grade mineralisation and alteration are broad and the deeper testing to date is limited so that potential for economic deeper mineralisation remains.

Figure 9 Moolart Well – Section 6944300N



Planned Work

At the date of this review, many of the recent drilling results were outstanding and a scoping study on the economics of the laterite resource, including some of the oxide mineralisation, had yet to be finalised.

Economic Potential and Valuation

Metallurgical testing of the laterite and oxide, while not definitive, is encouraging. There has been no metallurgical testing of the primary mineralisation, nor have there been any economic studies to date. However, in AMC's opinion, it is reasonable to consider the possibility of an economic heap leach or conventional CIP leaching operation based on the laterite, supplemented by mining of some at least of the underlying oxide

mineralisation. Drilling of both the oxide and primary mineralisation is at an early stage, encouragement being evident from the intersection of broad, gold mineralised alteration zones in very wide-spaced drilling, albeit so far of grades which may be sub-economic or marginal.

In AMC's opinion, the only meaningful approach to valuation is to use a Yardstick Value for the laterite resource and to recognise additional potential. For the 2004 Report, with a view that there was a reasonably good chance of defining an economic resource within the area, we applied a Yardstick Value to the laterite resource of \$10 per ounce to \$20 per ounce (using the 0.5 g/t Au cut-off resource figure) and stated that the additional potential beneath the laterite and along strike should be recognised by a 50% increment. We think that there may be a modest increase in the laterite resource and that, while the primary potential has been somewhat downgraded, the evidence for mineable extensions into good grade oxide has been enhanced by recent work. At the same time, the royalty encumbrance has been reduced. We have thus allowed a 20% increase in value for the royalty reduction and maintained the increment for potential beyond the existing resource at 50%. We have also increased the Yardstick Value to \$12.50 to \$22.50 per ounce given the gold price increase. These assumptions result in an estimate (rounded) for 100% of the Moolart Well area of \$10.0M to \$18.0M. Noting that results of a scoping study are imminent, AMC considers that a reasonable target economic operation based on the laterite and some underlying mineralisation might be able to achieve a surplus over capital and operating sufficient to support the estimated value after a reasonable allowance for the impact of tax, time and risk discounting for the early stage of the project.

4.3.4.2.3 South of Moolart Well

E38/1406 and Applications

Immediately south of Moolart Well are a number of applications for ELs, MLs and PLs over an area of about 35 km² to 40 km² within which E38/1406 (3 km²) has been granted since the 2004 Report. Given the prospectively along strike from Moolart Well and the DRJV's priority through these applications, we have assigned a value of \$7,000 to \$10,000 per km² with a discount factor of 50% for the application status and included an undiscounted value for E38/1406 for a rounded value of \$100,000 to \$150,000.

E38/380, 381, 1184 (P)

Further to the south but generally to the east of the projection of the Moolart Well trend are three granted ELs (38/380, 381 and 1184 (P)) within which there has been recent aircore drilling and other exploration by Newmont Duketon. A number of tenement applications cover the same area. The total area of the three granted ELs is around 75 km². ELs 38/380 and 381 carry the Aurora royalty.

Within these areas are the Campervan and Winnebago prospects with limited encouragement from aircore drilling so far for gold mineralisation. Some positive nickel results including 12m at 0.56% Ni and 24m at 0.55% Ni have been recorded at Campervan and are associated with ultramafic rocks.

The cumulative direct expenditure on these three ELs is around \$0.4M of which about half was prior to 2000. AMC values them on an area and expenditure basis, with allowance for the reduction in royalty, at \$360,000 to \$420,000. The higher estimate relative to the 2004 Report (\$200,000 to \$250,000) reflects the nickel potential, and recognises the reduction in the third party royalty.

Summary

The total value estimate for tenements south of Moolart Well is \$460,000 to \$570,000.

4.3.4.2.4 Erliston Project

Tenements of the North Laverton Joint Venture occur to the south of the above area but include a former tenement in that joint venture which is now owned 100% by the DRJV. This tenement, M38/407, covers the Erliston project which has been subject of limited historical mining and for which the most recent Inferred Resource estimate is 1.38 Mt at 4.34 g/t Au with a 1 g/t Au cut-off. Nearly half of the resource is oxide and transition mineralisation. The mineralisation is associated with a shallow west-dipping quartz vein in granodiorite, which appears to abut to the west a steeper east-dipping contact with a dolerite/ultramafic sequence. There is an interpreted north plunge to the higher-grade shoots in the quartz veining. Drilling prior to the 2004 Report achieved one encouraging intersection of 8m at 6.5 g/t Au on the western contact, which may be a shear. Two subsequent RC holes targeted the western shear contact but recorded only low gold values. The mineralised zone is open to the north although limited at present by the boundary of the granted tenement. Five RC holes drilled on behalf of the tenement owner to the north recorded some good gold values.

Recent drilling includes two RC holes targeting high grade plunging shoots which intersected the quartz vein with best intercepts of 8m at 3.7 g/t Au, 3m at 1.4 g/t Au and 4m at 1.4 g/t Au. Sixteen aircore holes (647m) were drilled on the northern margin of the resource without significant results.

Optimisation work was carried out on a kriged block model with a tonnage of 2.7 Mt at 2.65 g/t Au. The results of that work indicated that mining would be marginal if ore had to be trucked to Bronzewing (now closed) but would achieve a robust operating cash flow if there was a gold plant in the vicinity. Given the results of this preliminary optimisation and the potential for additions to the potentially economic resource, we value it at a Yardstick Value of \$7 to \$12 per contained ounce or \$1.35M to \$2.3M. Against that, the 100% interest in the project was achieved by a purchase of the residual

20% beneficial interest for \$100,000, a Yardstick Value of nearer \$2.50 /oz. Because of its potential to add ore to an operation that might be based on Moolart Well and the recent increase in gold price, AMC thinks that a higher value is justified.

P38/2918 near Erlistoun was granted earlier this year. Initial drilling has not provided encouragement and we consider its value to be within the range of error of the above figure.

South of Erlistoun and south of the North Laverton Joint Venture areas are a number of applications, which we have not valued.

4.3.4.2.5 Summary of Part A Eastern Belt Values

The values estimated above add to \$12.1M to \$21.2M (rounded).

4.3.4.3 Summary of Duketon Central Part A Values

Project	Project Value \$000	2004 Report Project Value \$000
<u>Part A Western Belt</u>		
E38/387	220 to 340	150 to 200
Rosemont Vicinity	160 to 250	150 to 250
Sub-total	380 to 590	300 to 450
<u>Part A Eastern Belt</u>		
E38/1163	250 to 300	180 to 225
Moolart Well	10,000 to 18,000	6,800 to 13,600
Moolart Well South applications and E38/380, 381, 1184	460 to 570	275 to 390
Erlistoun	1,350 to 2,300	1,000 to 2,000
Sub-total	12,060 to 21,170	8,255 to 16,215
Total (rounded) \$M	12.4 to 21.8	8.5 to 16.7

4.4 Burtville Project

The Burtville sub-project area of the DRJV covers a number of isolated greenstone areas between the Duketon greenstone belt and the Laverton greenstone belt. All of the tenements are Part A.

4.4.1 Mt Zephyr (E37/706, E39/898, 899 and 924)

This area of about 155 km² and previously termed Nambi was explored for base metals in earlier years and is considered to have nickel potential because the greenstone includes ultramafic rocks as well as basic intrusive rocks. The area is largely sand-covered.

Earlier shallow drilling by JWM achieved a few interesting gold intersections. A recent joint venture agreement indicates a low valuation of around \$50,000, which is only \$300 per km². AMC values the DRJV interest in the area at \$50,000 to \$100,000.

4.4.2 Burtville (E38/1112(P), 1113(P), 1114(P), 1115(P), 1105(P), 1199(P), P38/2993)

Within this approximate 140 km² (granted) area of greenstone near Laverton are seven granted tenements of which six have been plainedt.

Underlying rocks include felsic and intermediate volcanics and a major 330° shear structure is interpreted to pass through the area. Testing of an aeromagnetic anomaly called Big Red (E38/1113) intersected basaltic rocks with no significant gold values and widespread aircore drilling of the eastern part of the shear zone resulted in only a few low-grade gold intercepts.

The area has a lot of interest because of its proximity to known major deposits such as Granny Smith, Sunrise Dam and Wallaby. Recent soil sampling on E38/1199 provided elevated gold results near Sunrise Dam. However the presence of plainedts impacts on the valuation.

On the southwest margin of E38/1113, A1 Minerals Limited ("A1") has discovered significant gold mineralisation at Bright Star under alluvial cover. Good intersections of medium to high-grade gold have been intersected over more than 1 km of strike with recent estimates of some 600,000 ounces of gold contained in resources. The mineralised zones dip shallowly to the northeast towards the DRJV tenement but are a considerable distance from the boundary. However an extension of Bright Star to the northwest would trend into DRJV ground. Market capitalisation of A1 nett of cash is about \$11M to \$12M and it is reasonable to assume that a large part of that relates to Bright Star.

A1 has purchased several small tenements in the area for a consideration in the range of \$7,000 to \$13,000 per tenement with a 1% royalty on one mining lease. It has recently acquired another company's tenements said to be within trucking distance of Bright Star for cash and shares approximating \$0.7M in total.

For the 2004 Report, AMC used a low unit value of \$1,000 to \$1,500 per km² but, with the discovery of Bright Star, it increases its Technical Value to \$5,000 to \$7,000 per km² for a project value of \$0.7M to \$1.0M. It has not estimated a share market premium to that value but thinks it is reasonable that investors may consider that such a premium is appropriate because of the proximity of Bright Star.

4.5 Welcome Well (E37/664)

This area of 59 km² in granted tenements overlies mainly greenstone rocks. It is a separate area to that in the Copper Well joint venture (Section 6.2). Recent soil sampling has generated a coherent gold anomaly over 350m strike.

AMC values it at \$3,000 to \$5,000 per km² or \$180,000 to \$300,000 (rounded).

4.6 Summary

The estimated Technical Value of the Burtville Part A tenements is \$0.93M to \$1.40M.

5 REGIS INTERESTS WITHIN DRJV JOINT VENTURE AREA

Under the terms of the DRJV, Newmont Duketon as manager can reject a Part A or Part B tenement, in which case Regis can accept it and retain the full interest of the DRJV. Projects which fall into this grouping are:

5.1 Camel Hump (E38/1146, several ELAs and MLAs)

The project area is south of Duketon Central overlying mainly greenstone geology near the intersection of the Eastern and Western Belts.

The granted area is small (3 km²). There is about 110 km² under application. We value Regis's interest at \$20,000 to \$40,000 with a small unit area value for the applications of up to \$300 /km².

5.2 Mt Mabel

This is an area of MLAs at the northwest extremity of the Western Belt. JWM spent some \$160,000 on a previously existing EL.

We assign Regis's interest a nominal value of \$20,000.

5.3 Christmas Well

Two MLAs on the eastern side of the Eastern Belt are considered to have little value.

5.4 Other

At Salt Well, Regis has title to the granted P37/5225 and a small MLA.

At Welcome Well, there is some 8 km² of applications in its name and at Angus some 10 km² of applications.

At Pinnacle there is one MLA of 7 km².

We value these interests at a nominal \$15,000 to \$25,000 of which \$10,000 to \$15,000 is for the granted PL.

5.5 Summary

We value Regis's interest in these tenements at \$55,000 to \$85,000.

6 NON-DRJV PROJECTS, LAVERTON AND LEONORA AREA

6.1 Burley Well

Regis is earning into this area of applications of about 90 km² and to the end of 2003 had spent some \$450,000 towards an earning expenditure of \$850,000 for a 75% interest. Regis advise that direct expenditure is around \$214,000. MLAs overlie the area of a forfeited EL. The area is largely under cover and work will follow up some earlier gold values achieved by RAB drilling.

Because the EL has lapsed we have discounted the value of Regis's expenditure to \$100,000. This is equivalent to a discounted area value of \$1,600 /km² for a beneficial 60% interest.

6.2 Copper Well Joint Venture

JWM paid approximately \$0.5M in cash and shares between 1993 and 2000 for a 50% interest and is earning a further 35% interest in this area. Cumulative Regis direct expenditure has been around \$1.0M.

There are two sub-projects in this joint venture, Salt Well and Welcome Well. In the Salt Well area of 62 km² granted (P37/5225 and E39/383) interesting gold values have been recorded at the base of transported sand within altered greenstones. Aircore drilling since the 2004 Report has confirmed the mineralisation but results are of a low order.

Welcome Well is an area of about 57 km² of PLs (P37/6158 – 6184; 6190-97). While limited soil and RAB drill testing to date has not been encouraging, there is a considerable area of positive BLEG sample results warranting further exploration. A major northeast trending structure intersects the regional Keith-Kilkenny lineament near the southern part of the area.

The area of granted tenements in the Copper Well joint venture is about 120 km². A unit area value of \$3,000 to \$4,000 per km² indicates a project value of \$360,000 to \$480,000. Direct expenditure with a PEM of 0.6 to 0.8 indicates a value of around \$700,000. Using a range of project value of \$400,000 to \$700,000, we estimate a value for Regis's beneficial interest of \$250,000 to \$450,000 (rounded).

6.3 Melita (P40/1066, 1091 and applications for Es and Ms)

Regis is earning a 70% interest in this area for expenditure of \$1.0M over three years and to date has spent some \$70,000. The granted area is small but applications extend over some 180 km² based on plans provided to AMC.

The area, 15 km south east of Leonora, overlies a complex of basalt, rhyolite and sediments which has been considered prospective for base metals in the past as well as for gold. There has been limited exploration by the farm-inee, Great Gold Mines NL, and reconnaissance RAB drilling is planned over structural targets. AMC reviewed the project in 1999 and regarded it as having some potential for discovery of small, low to medium grade gold occurrences at depth as well as continuing to have some base metal potential. There has been no work in the area since the 2004 Report. We value Regis's small beneficial interest in the area at \$50,000 to \$100,000 based on its expenditure.

6.4 Kowtah (P39/4070-79)

There is limited information about this area of about 19 km² granted and about 45 km² of applications overlying greenstones. Considering it is made up of 10 PLs with a typical unit value of \$10,000 to \$15,000 based on Comparable Transactions, and considering expenditure of about \$230,000 with a PEM of 0.6 to 0.7, AMC values it at \$100,000 to \$150,000.

6.5 Summary

The estimated Technical Value of Regis's non-DRJV derived interests is \$500,00 to \$800,000.

7 SUMMARY OF TECHNICAL VALUES

Table 4 summarises AMC's valuation of the mineral assets in which Regis and Newmont Duketon have an interest.

Table 4 Summary of Technical Valuation

Project	Combined Newmont Duketon-Regis Value \$000	Newmont Duketon Value \$000	Regis Value \$000
<u>Collurabbie</u>	2,200 to 3,300	1,760 to 2,640	440 to 660
<u>Duketon Central</u>			
Part B	2,460 to 3,620	1,970 to 2,900	490 to 720
Rosemont	5,500 to 9,300	4,430 to 7,500	1,070 to 1,800
Part A West	380 to 590	305 to 470	75 to 120
Part A East	12,060 to 21,170	9,650 to 16,935	2,410 to 4,235
<u>Burtville</u>	930 to 1,400	745 to 1,120	185 to 280
Total JV areas	23,530 to 39,380	18,610 to 31,565	4,670 to 7,815
100% Regis Projects in DRJV Area	55 to 85		55 to 85
Regis Interests outside DRJV Area	500 to 800		500 to 800
Total (rounded) \$M	24.1 to 40.3	18.9 to 31.6	5.2 to 8.7

The Valmin Code states that a preferred value should be estimated unless there are cogent reasons not to. Value estimates for exploration assets are subjective and the estimating methodologies often result in a wide range. For this reason, AMC usually selects a mean value as its preferred figure.

The separate Technical Values which result from this assessment are:

- (i) Regis \$5.2M to \$8.7M, preferred value \$7.0M.
- (ii) Newmont Duketon \$18.9M to \$31.6M, preferred value \$25.3M.

As discussed herein, AMC accepts that in the present share market a premium could be appropriate because of the proximity of joint venture areas to Collurabbie Hills and Bright Star as well as because of the general increase in share market capitalisations of exploration companies.

8 PREVIOUS VALUATIONS

In 1999, AMC valued JWM's interests in the Duketon project at \$22M to \$24M. That included interests which are now held 100% by JWM within and without the DRJV area then valued at a total \$0.65M to \$1.95M and now valued at \$0.5M to \$0.8M (2004 Report, \$0.6M to \$0.9M), including the Melita project which was not part of the 1999 portfolio. For the remainder of these projects, there has been no positive exploration progress and a number of the tenements have been relinquished.

The remainder of the Duketon project valued in 1999 included some projects no longer held by the DRJV but only 70% of Rosemont. The combined interest in the overall area is now valued at \$24.1M to \$40.3M (2004 Report \$15.5M to \$28.7M). The main differences are a reduction in the value of 100% of the Rosemont project from \$21M to \$29M(rounded) in 1999 to \$5.5M to \$9.3M in 2005 and an increase in value of the Moolart Well project area from \$0.3M to \$0.4M in 1999 to \$10.0M to \$18.0M. Other areas in which values can be compared are listed in Table 5.

Table 5 Comparison of 1999, 2004 and 2005 Technical Valuation Estimates¹

	1999	2004	2005
Collurabbie	0.7 to 1.0	0.75 to 1.3	2.2 to 3.3
Aurora – Delta Duketon JV	0.15	0.15 to 0.2	0.15 to 0.35
Murphy Hills	1.3 to 2.0	0.5 to 0.8	0.56 to 0.84
Hot Holdings JV	0.1 to 0.15	0.1 to 0.2	0.05 to 0.125
North Laverton JV	0.9 to 1.3	1.2 to 1.5	1.3 to 1.75
Mt Zephyr	0.2 to 0.4	0 to 0.1	0.05 to 0.1

¹ DRJV interests

Definitive comparisons are difficult because of the changes in project groupings and relinquishment of tenements.

Changes between 2004 and 2005 relate partly to recognition of nickel prospectively, particularly at Collurabbie, while the assessment of gold prospectively has changed at Moolart Well and in the North Laverton Joint Venture. Additionally values for gold projects recognise the recent increase in gold price.

The considerable reduction in the overall JWM mineral asset value between 1999 and 2004 was because it had effectively exchanged some 80% of its interests in the Duketon joint venture for discharge of debt. The \$12.8M discharged can be arguably said to imply a value for JWM's residual 20% interest of \$3.2M, that value having since been enhanced by the discovery of the Moolart Well deposit but downgraded by work on Rosemont.

9 RISKS

The valuation is based on the status of tenements and information about the projects therein at the date of this report. It is AMC's assessment of Technical Value represented by potential for economic exploitation of one or more of the projects and/or for sale value of one or more of the tenements. It is a going concern value in which no aspect of forced sale is considered. Realisation of the value is dependent on future technical and economic developments and the future status of the tenements that contain the potential value and, to some extent, on contingent liabilities such as rehabilitation costs that may be associated with some of the tenements.

It has been noted that there is a risk that rehabilitation costs may differ from the amount of bonds that have been lodged and that there are a number of tenements which are at risk because of their poor standing.

Any future change in the circumstances of Regis that could result in a condition of forced selling of project interests is a risk to the values assessed in this report.

10 SOURCES OF INFORMATION

The information used for the assessment included in this report is based on the due diligence for the 2004 Report, a site visit to the Duketon area in April 2004 and on discussions in the offices of JWM in Melbourne and Newmont Duketon in Perth together with a review of documents, reports, correspondence, plans and sections provided by JWM and by Newmont Duketon. It has been updated by discussion and other communications with staff of Regis and Newmont Duketon in Melbourne and Perth and by review of material information subsequent to the 2004 Report. Material references are listed in Appendix A.

Expenditure information has been derived from three sources:

- i. A Newmont Duketon schedule for each of the joint ventures with expenditure to late 2001 by JWM and subsequent expenditure to March 2005, sub-divided in each case into direct expenditure categories such as drilling, assay and consultants and indirect expenditures such as overheads and tenement maintenance. Detailed breakdowns for the period after March 2005 were not available. Pre-2001 expenditures by parties other than the JWM are apparently excluded.
- ii. Regis's advice of expenditure for the projects without Newmont Duketon interest.
- iii. A listing of joint venture expenditure for the Part A tenements since Newmont Duketon took over management to 31 March 2005, updated by Regis estimates of the breakdown of expenditure for the period to 30 September 2005.

Diagrams have been sourced from Regis and Newmont Duketon. The most recent resource estimates have been sourced from reports of consultants to Newmont Duketon and Regis.

11 QUALIFICATIONS

AMC is a wholly owned subsidiary of Ausmincon Holdings Pty Ltd and is a firm of mineral industry consultants whose activities include the preparation of due diligence reports and reviews of mining and exploration projects for equity and debt funding and for public reports.

This report has been prepared by G R Appleyard BSc (Hons) BA, a Director of AMC with more than 40 years experience in the mineral industry including due diligence of numerous projects in Australia and overseas and the completion of numerous valuations of mineral projects and mineral companies. It has been peer reviewed by P R Stephenson BSc(Hons), Principal Geologist of AMC with more than 30 years experience in the mineral industry.

Independence

AMC has previously undertaken assignments for Regis (as JWM) and other companies sharing significant shareholders and management. Most of these assignments have been of a due diligence and valuation nature for public reports and include reports in 2003 and 2004 on the mineral assets of Gutnick Resources NL, now Great Gold Mines NL. A 1999 report covered a number of the other companies as well as JWM including Gutnick Resources NL, Astro Mining NL, Quantum Resources Limited and Australian Gold Resources NL.

The Specialist report on JWM in 2004 was prepared for Benson.

Neither AMC nor G R Appleyard nor P R Stephenson have any shareholdings or other interests in Regis or in any of its assets reviewed. AMC has no pecuniary interest, association or employment relationship with Regis other than the payment of a fee according to its normal per diem rates and out-of-pocket expenses for consulting services including preparation of this report. AMC's fee is not contingent on the outcome of the transaction subject to this report.

Reliance on Information

In AMC's letter of engagement, Regis agreed to comply with those Obligations of the Commissioning Entity under the Valmin Code including that to the best of its knowledge and understanding, complete accurate and true disclosure of all relevant material information would be made.

Regis has advised AMC in writing that to the best of its knowledge and understanding complete, accurate and true disclosure has been made to AMC of all material information relevant to the projects described in our report. In preparing this document, to the extent that it is based on information and reports provided by Regis, AMC has relied on information and reports provided to it by Regis. AMC accepts no liability in respect of

such data or information, save that it has exercised reasonable care as set above, in the use of such data and information. AMC makes no representation and gives no warranty as to the accuracy or completeness of the data or information contained in any information or reports that it has relied on.

Regis has been provided with drafts of our report to enable correction of any factual errors and notation of any material omissions. The views, statements, opinions and conclusions expressed by AMC are based on the assumption that all data provided to it by Regis are complete, factual and correct to the best of Regis's knowledge.

Effective Date

The conclusions in this report are effective as at the date of the report, however those conclusions could change in the future depending on changes in metal prices and/or results and technical changes at the proposed operations and/or results of exploration and/or status of tenements. AMC disclaims responsibility for any changes that may have occurred after the date of this report.

Standard of Work

AMC warrants that in the preparation of this report it has taken reasonable care in accordance with standards ordinarily exercised by members of the profession generally who practice in the same locality and under similar conditions. AMC accepts no liability whatsoever in respect of any failure to exercise a degree or level of care beyond such reasonable care. No other warranty, express or implied, is given, save where necessarily incorporated by statute. The report has been prepared in accordance with the scope of work and for the purpose outlined in the engagement letter dated 4 May 2005 and should be read in full. No responsibility is accepted for the use of any part of this report in any other context or for any other purpose or by third parties. This report does not purport to give to legal advice.

Consent

AMC consents to the issue of this report to shareholders in the documents concerning this transaction in the form and context in which it appears and has not before their lodgement with the Australian Securities and Investment Commission ("ASIC") withdrawn our consent. Neither AMC's report nor any part of it, nor any reference to it, may be used for any other purpose without AMC's prior written consent.

Reliance on Report

To the extent permitted by law, AMC accepts no liability whatsoever, whether in contract, in tort or negligence or otherwise, for any loss or damage (including consequential or economic loss or damage) arising as a result of any person other than

the named addressees acting or refraining from acting in reliance on any information, opinion or advice contained in this document.

No person (including the clients) is entitled to use or rely on this document and its contents at any time at which any fees (or reimbursement of expenses) due to AMC are outstanding and, in those circumstances, AMC may require the return to it by any person of all copies of this document and any part of it in their possession.

Indemnity

Regis has indemnified AMC in regard to damages, losses and liabilities related to or arising out of AMC's engagement other than those arising from wilful default, negligence or unlawful act on our part.

Signatories

The signatories of this report are corporate members of the AusIMM and are bound by its code of ethics.



.....

G R Appleyard

BSc (Hons), BA, FAusIMM (CP), MCIM (Life)

Director



.....

P R Stephenson

BSc (Hons) Geology, FAusIMM (CP), FAIG, MMICA, MCIM

Principal Geologist

APPENDIX A

References

- AMC Report 104031, May 2004, Johnson's Well Mining NL, Specialist Report (with references appended).
- Gadens Lawyers, January 2005, Duketon Update, Plaints and Native Title.
- Newmont Australia Limited and Regis Resources NL, March 2005, Memorandum of Understanding (updated by Draft Agreement November 2005).
- Newmont Duketon Pty Ltd, Joint Venture Technical Report and Expenditure Statement for periods ending 30 June 2004, 20 September 2004, 31 December 2004 and 31 March 2005.
- Newmont Duketon Pty Ltd, Duketon Weekly Exploration Reports, August to October 2005.
- Newmont Duketon Pty Ltd, Report to Regis Resource NL for Duketon Part A and Part B Activities ended 30 September 2005.
- Newmont Duketon Pty Ltd, Collurabbie and Duketon Nickel Exploration, Report for Quarter ended 30 September 2005.
- Regis Resources NL, Report for Quarters ending 31 March 2005 and 30 September 2005.
- Regis Resources NL, 2005 Annual Report.
- Regis Resources NL, Market Update, March 2005.
- Regis Resources NL, ASX Announcements and Exploration Presentations.
- Waverley Resource Consultants Pty Ltd, September 2004, Collurabbie Tenements, Review of Encumbrances and Other Interests.

APPENDIX B

Specialist Report on Tenements

13th December 2005

Mr G.R. Appleyard
AMC Consultants Pty Ltd
19/114 William Street
MELBOURNE VIC 3000

Dear Sir,

RE: SPECIALIST REPORT ON MINERAL ASSETS OF REGIS RESOURCES NL

As requested attached please find a report on the Regis Resources NL material tenements.

The report was compiled by Mr Shannon McMahon, a Tenement consultant with in excess of five years experience as a Tenement Manager.

Please do not hesitate to contact us if you require further information.

Yours faithfully,

Shannon McMahon
Director

**SPECIALIST REPORT ON MINERAL ASSETS OF REGIS RESOURCES NL
DATED 13TH DECEMBER 2005**

This Report was prepared from a review of The Western Australian "Department of Industry and Resources" database systems. In particular MiTiS and Tengraph. These systems were accessed on the 13th December 2005.

SCHEDULE

The attached schedule contains the individual tenement details and should be read in conjunction with this report.

HOLDERS

The Attached schedule details the registered Holder and Shares for each of the individual tenements.

AREA

The current areas are detailed on the tenement schedule.

The following tenements have been surveyed:

M38/0114, M38/0237, M38/0292, M38/0341, M38/0343, M38/0344, M38/0630, M38/0303, M38/0316, M38/0317,

APPLICATION/GRANT & EXPIRY

The attached schedule details the grant and expiry dates of the tenements.

A number of tenements are subject to Section 49 & 67 conversion applications. Due to these conversions the tenements remain in force until the applications are granted. This results in the expiry date not been relevant. In these instances we have noted that the tenement has been converted in the Expiry Date column.

RENT

The attached schedule details the date that the next rent is due and the amount of the rent. The following tenements rents are underpaid.

TenID	Rent Status
M 38/343	UNDERPAID \$130.90
M 38/344	UNDERPAID \$405.79

RATES

We have calculated the amount of Shire Rates that will be due for the year 05/06. We have not confirmed if all rates have been paid.

EXPENDITURE

The attached schedule details the annual commitment, Expenditure since grant, Commitment since grant and a comment on the history.

The comment on History details whether an exemption from expenditure has been refused or is still pending. Where an exemption is granted the tenement is deemed to have met expenditure. This has not been noted.

CONDITIONS

We have not detailed individual conditions, however we have outlined the tenements that have non-standard conditions.

No condition imposed on the tenements are unusual.

STANDING

The Standing of the tenements have been defined as Good, Fair or Poor.

The standing was determined by the expenditure history in particular if exemptions were refused or commitment met, whether the rental was paid and plaintiff action.

TENEMENT DOCUMENTS

Tenement Documents (Original Licence Documents) have been issued on all granted Exploration Licences and Prospecting Licences. We have not investigated the whereabouts of the Original Licence Documents.

RENEWAL

Exploration Licences can be renewed for periods of 1 or 2 years, or have Section 67 Mining Lease applications made over the area of the tenement. All exploration Licences that have passed their expiry date have had either an extension of term granted or are subject to Section 67 Conversions. These tenements remain in force until the Section 67 applications are determined.

All Prospecting Licences that have passed their expiry dates have been subject to Section 49 conversions. These tenements remain in force until the Section 49 applications are determined.

Mining Leases can be renewed for periods of 21 years. There are no mining leases that have required renewals to be lodged.

ROYALTIES AND REGISTERED ENCUMBRANCES

The schedule details the registered encumbrances against all tenements.

We have not investigated whether any

- a) Indirect interests such as overriding royalties; or
- b) Liabilities, liens and encumbrances including those relating to rehabilitation exist.

PLAINT ACTION

We have noted which tenements have current complaints registered, however we have not investigated the details for the complaint action or made comment on the likely outcome of these complaint actions.

NATIVE TITLE

As all tenements are granted we have not investigated the status of Native Title on the tenements or whether any agreements relating to Native Title affect any tenement.

REGIS RESOURCES NL

Review and Valuation of Mineral Assets

SPECIALIST REPORT DATED 13/12/05

Holder 1	Shares	Holder 2	Shares	Project	Tenement	Area	Commitment	Grant Date	Expiry Date	Next Rent	Next rent due	Rates	Total Expenditure	Commitment once grant	History Comment	Conditions Comment	Encumbrances	Comments	Standing
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20	Modat Well	E36/0348	22.2 KM2	\$ 20,000	25-Feb-90	Conv	\$890.55	27/02/2006	\$190	\$ 3,810,376	\$ 323,700	Exem Ref 01	Standard	1, 2, 3, 4	Converted to M30460 to 520	Good
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	E36/0329	10.75 KM2	\$ 20,000	13-Jan-91	Conv	\$425.92	12/01/2006	\$190	\$ 474,024	\$ 796,533	Exem Ref 58, 01, 02	Standard + No mining on Water Reserves	2, 5, 6, 7	Converted to M30702 & 703	Fair
NEWMONT DIKETON PTY LTD	80	FALCON MINERALS LTD	20	Modat Well	E36/0419	23 BL	\$ 20,700	07-Jun-92	Conv	\$2,332.65	6/06/2005	\$525	\$ 1,774,346	\$ 652,059		Standard	2, 5, 8, 9, 10	Converted to M30704 to 1051	Good
NEWMONT DIKETON PTY LTD	70	CREASY MARK GARETH	30	Duketon Central	E36/0558	51 BL	\$ 95,983	24-Sep-93	23-Sep-05	\$5,172.42	23/05/2005	\$1,164	\$ 5,102,479	\$ 747,324		Standard	2, 5, 11	Part converted to M30856-602, 615-624 & 1061-1063	Good
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20	Modat Well	E36/1163	17 BL	\$ 20,000	26-Apr-90	Conv	\$1,724.14	25/04/2006	\$369	\$ 107,119	\$ 100,000	Exem Ref 01 & 02	Standard	2, 5	Converted to M308150, 3081151, 30	Fair
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20	Duketon Central	E36/1186	2 BL	\$ 15,000	20-May-05	19-May-10	\$202.84	19/05/2005	\$190	\$	NA		Standard	2, 5	In 1st year of grant	Good
REGIS RESOURCES NL	80	FALCON MINERALS LTD	20	Eofurabbie	E36/1307	5 BL	\$ 20,000	20-Apr-90	Conv	\$207.19	18/04/2005	\$190	\$ 123,544	\$ 100,000	Exem Ref 02	Standard	2, 5, 10	Converted to M308103 & 1104	Fair
REGIS RESOURCES NL	80	FALCON MINERALS LTD	20	Eofurabbie	E36/1308	11 BL	\$ 20,000	20-Apr-90	Conv	\$1,115.62	18/04/2005	\$251	\$ 206,957	\$ 100,000	Exem Ref 02	Standard	2, 5, 10	Converted to M308106 to 1102	Good
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20		E36/1346	1 BL	\$ 10,000	23-Jun-95	22-Jun-10	\$244.31	22/05/2005	\$190	\$	NA		Standard	2, 5	In 1st year of grant	Good
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0114	183.95 HA	\$ 15,400	29-Mar-88	28-Mar-09	\$2,469.28	28/03/2009	\$1,111	\$ 1,825,702	\$ 329,634		Additional conditions relating to NOI including Bond of \$95,000	2, 5, 6, 7, 12, 13, 14, 43	Surveyed	Good
REGIS RESOURCES NL	20	NEWMONT DIKETON PTY LTD	80	Duketon Central	M30/0237	744.45 HA	\$ 74,500	28-Jun-89	28-Jun-10	\$3,997.90	28/05/2005	\$4,499	\$ 686,182	\$ 605,532	Exem Fend 05	Standard	1, 2, 4, 5, 15, 16	Surveyed	Fair
REGIS RESOURCES NL	20	NEWMONT DIKETON PTY LTD	80	Duketon Central	M30/0260	145.9 HA	\$ 14,800	25-Aug-89	24-Aug-10	\$1,959.32	24/05/2005	\$882	\$ 680,251	\$ 239,600		Standard	1, 2, 4, 5, 15, 17	Surveyed	Good
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0262	717.9 HA	\$ 71,700	21-Jun-90	30-Jun-11	\$5,522.14	30/01/2006	\$4,330	\$ 439,946	\$ 980,275	Exem Fend 02 & 03	Standard	2, 5, 6, 7, 15, 18	Plaint	Poor
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0283	600.9 HA	\$ 60,000	01-Jul-90	30-Jul-11	\$6,552.00	30/07/2005	\$3,623	\$ 470,940	\$ 795,000	Exem Fend 02	Standard	2, 5, 5, 7, 20, 21, 22	Plaint	Poor
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0292	651.55 HA	\$ 65,917	28-Dec-90	27-Dec-11	\$8,749.84	27/12/2005	\$3,937	\$ 1,723,740	\$ 1,263,950	Exem Fend 02, 03 & 04	Additional conditions relating to NOI including Bond of \$75,000	2, 5, 5, 7, 22, 24, 43	Surveyed	Poor
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0303	900.4 HA	\$ 90,100	15-Nov-90	14-Nov-11	\$13,299.22	14/11/2005	\$5,905	\$ 2,081,831	\$ 1,031,495	Exem Ref 00, Fend 01	Additional conditions relating to NOI including Bonds of \$5,000	2, 5, 6, 7, 25, 26, 27, 29, 43	Surveyed, Plaint	Poor
NEWMONT DIKETON PTY LTD	70	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0316	583.0 HA	\$ 58,300	02-Aug-91	01-Aug-12	\$7,823.85	1/08/2005	\$3,521	\$ 538,544	\$ 720,300	Exem Fend 02	Standard	2, 5, 5, 7, 20, 30, 31	Surveyed, Plaint	Poor
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0317	518.5 HA	\$ 51,900	02-Aug-91	01-Aug-12	\$6,364.98	1/08/2005	\$3,134	\$ 548,334	\$ 802,325	Exem Fend 02	Standard	2, 5, 6, 7, 32, 33, 34	Surveyed, Plaint	Poor
REGIS RESOURCES NL	20	NEWMONT DIKETON PTY LTD	80	Duketon Central	M30/0319	5.7 HA	\$ 10,000	02-Sep-91	01-Sep-12	\$134.20	1/09/2005	\$190	\$ 195,246	\$ 140,000	Exem Ref 02	Standard	1, 2, 4, 5, 15, 35		Fair
NEWMONT DIKETON PTY LTD	79	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0341	241.55 HA	\$ 24,200	30-Sep-92	29-Sep-13	\$3,247.64	28/05/2005	\$1,461	\$ 672,071	\$ 300,480		Additional conditions relating to NOI including Bond of \$205,000	2, 5, 5, 7, 36, 37, 43	Surveyed	Good
REGIS RESOURCES NL	20	NEWMONT DIKETON PTY LTD	80	Duketon Central	M30/0343	779.75 HA	\$ 75,000	23-Apr-93	22-Apr-14	\$10,467.60	22/04/2005	\$4,710	\$ 12,935,376	\$ 624,167		Additional conditions relating to NOI including Bond of \$372,000	1, 2, 4, 5, 15, 35, 39	Surveyed	Good
REGIS RESOURCES NL	20	NEWMONT DIKETON PTY LTD	80	Duketon Central	M30/0344	903.45 HA	\$ 90,100	23-Apr-93	22-Apr-14	\$13,165.02	22/04/2005	\$5,924	\$ 2,105,952	\$ 1,140,775		Additional conditions relating to NOI including Bond of \$217,000	1, 2, 4, 5, 16, 40, 41	Surveyed	Good
NEWMONT DIKETON PTY LTD	70	GENETIC TECHNOLOGIES LTD	21	Duketon Central	M30/0352	662.0 HA	\$ 66,200	06-Jun-93	05-Jun-14	\$8,584.04	5/01/2006	\$3,999	\$ 448,899	\$ 794,400	Exem Ref 01 & 03	Standard + No mining on Water Reserve	2, 5, 5, 7		Fair
REGIS RESOURCES NL	20	NEWMONT DIKETON PTY LTD	80	Modat Well	M30/0354	455.0 HA	\$ 45,800	06-Jan-93	05-Jan-14	\$6,119.52	5/01/2006	\$2,754	\$ 415,300	\$ 547,200	Exem Ref 00 & 01	Standard	1, 2, 4, 5		Fair
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20	Duketon Central	M30/0407	649.0 HA	\$ 64,000	22-Aug-95	21-Aug-16	\$6,596.15	21/08/2005	\$3,913	\$ 1,294,224	\$ 577,000		Standard	2, 5, 42		Good
REGIS RESOURCES NL	75	GENETIC TECHNOLOGIES LTD	25	Duketon Central	M30/0630	4,858.85 HA	\$ 5,000	12-Jun-90	11-Jun-21	\$67.10	11/06/2005	\$190	\$ 34,950	\$ 25,000		Additional conditions relating to NOI	2, 5	Surveyed	Good
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20	Modat Well	P36/2768	24.0 HA	\$ 2,000	04-Dec-96	CO NV	\$44.88	31/03/2005	\$190	\$ 31,343	\$ 10,000		Standard	2, 5	Converted to M309037	Good
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20	Modat Well	P36/2958	107.0 HA	\$ 7,450	22-Nov-92	CO NV	\$349.69	21/11/2005	\$190	\$ 22,979	\$ 22,440		Standard	2, 5	Converted to M309102	Good
NEWMONT DIKETON PTY LTD	80	REGIS RESOURCES NL	20	Modat Well	P36/2959	194.0 HA	\$ 7,750	22-Nov-92	CO NV	\$362.78	21/11/2005	\$190	\$ 31,306	\$ 23,280		Standard	2, 5	Converted to M309102	Good

APPENDIX C

Comparable Transactions

REGIS RESOURCES NL
Review and Valuation of Mineral Assets

Date	Project	Summary of Project and Transaction ²	Indicative AMC Project Value ¹	
			\$/km ² or per tenement	Yardstick Value \$/oz gold
2003	Famous Blue, Duketon	Purchase option (cash and liability) \$1.14M. Inferred Resource 4.7 Mt at 1.8 g/t Au (279,000 oz), residual to mining now ceased.		4
2003	Erlistoun, Duketon	Buy out residual beneficial equity approximately 20% for \$100,000. 193,000 oz		2.50
2003	Coyote, Tanami, NT	Purchase of 430,000 oz potentially economic resource for \$14M in cash and shares		33
2004	Higginsville, south of Kalgoorlie	Purchase of 445,000 oz resource (residual to previous mining) for \$4.3M plus \$1.75M staged		13
2002	Snake Well	Purchase of 46,000 oz presently sub-economic resource for cash plus shares valued at \$130,000		3
2004	Gossan Hill	Purchase of 100,000 oz gold equivalent resource near existing operation for \$3.5M plus 13.5% nett royalty		35 plus royalty value of ± 25
2003	Eleven small deposits, Laverton plus plant	Purchase total 650,000 oz low-grade resource for \$550,000		1
2003	Wembley near Fortnum, WA	Purchase small 39,000 oz resource in old mining area		3
2003	Drummond Basin, Qld	Purchase 297,000 oz resource residual to closed operation plus plant for \$4.5M		15 less plant value
2002	Lindsays Find, near Kalgoorlie	Purchase 80,000 oz low-grade resource		10
2003	Raeside, Leonora	Indicated and Inferred Resource 2.75 Mt at 1.45 g/t Au (128,000 oz). Buy residual 40% (diluting) for \$175,000		3 plus
2002	Paddy's Flat, Meekatharra	938,000 oz resource purchased for \$4.5M		5
2002	Lord Byron, SW of Laverton	86 km ² EL. Farm-in 85% for \$300,000 over 3 years plus refund of costs	\$1,000 /km ²	
2002	Mertondale, N of Leonora	Farm-in 70% of \$500,000 over 4 years	\$100,000 for area	

REGIS RESOURCES NL
Review and Valuation of Mineral Assets

Date	Project	Summary of Project and Transaction ²	Indicative AMC Project Value ¹	
			\$/km ² or per tenement	Yardstick Value \$/oz gold
2002	North Well, NW of Mt Morgan	Farm-in 80% for \$1M over 4 years	\$150,000 for area	
2001	Yundamindra	One EL, old mining centre. Farm-in 70% for \$1M over 4 years	\$250,000 /EL	
1999	Red October, Laverton region	390,000 oz resource plus large exploration area		30
1997	Carosue Dam, Keith-Kilkenny region	1.2 Moz resource, economic potential, plus large exploration area		12
	Mt Zephyr	DRJV project 168 km ² . Farm-in 80% for \$0.25M over 3 years	\$300 /km ²	
	Burley Well	JWM project, about 130 km ² MLAs. Farm-in 75% for \$850,000 plus \$50,000 cash payment	\$1,800 /km ²	
	Melita	JWM project, about 250 km ² . Farm-in 70% for \$1M	\$1,000 /km ²	
2002	Eureka, Kalgoorlie	Small open pit, 4.5 g/t Au, 32,000 oz. 50% bought for \$165,000 plus 4 million shares		± 40
2003	Credo, Kalgoorlie (Rose Dam)	Indicated and Inferred Resource 355,000t at 3.66 g/t Au (42,000 oz) plus exploration potential 100% acquired for (a) \$93,000 plus 2% royalty (b) \$100,000 expenditure (c) \$2M in cash and shares		> 50
2003	Mt Celia, Laverton area	3 MLs. Farm-in 80% for \$750,000 over 5 years	\$30-35,000 per ML	
2003	Davyhurst South	141 km ² , structural targets, sporadic gold intersections. Farm-in 60% for \$600,000 over 4 years	\$1,500 /km ²	
2001	Cork Tree Well No Mistake Anchor Mine	7.6 km ² area, previous mining 0.7 Mt at 2.3 g/t Au Sand covered, favourable geology Indicated Resource 34,000t at 6.7 g/t Au. Three projects bought for \$200,000 and 5M shares (trading, at around 9.5 cps) or \$675,000		} 11
2002	Cork Tree Well South	5.6 km ² area, extension to Cork Tree Well. Farm-in 60% for \$100,000 over 3 years	\$50,000 or \$9,000 /km ²	

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Date	Project	Summary of Project and Transaction ²	Indicative AMC Project Value ¹	
			\$/km ² or per tenement	Yardstick Value \$/oz gold
	Hogtania, W side of Erlistoun Syncline	65,000t at 2 to 2.5 g/t Au. 15.5 km ² area. Optioned for \$13,500 plus 300,000 shares issued at 20 cps	\$5,000 /km ²	15
2002/03	Kingston, north of Duketon	20 x 5 km area. Greenstone prospective for gold, nickel. Farm-in 51% for \$400,000 (minimum \$400,000, 18 months) or option on 100% for \$250,000	\$1,500 /km ²	
1999	Laverton Downs	32,000t at 4.5 g/t in 65 km ² of greenstone with favourable structure. Farm-in 51% for \$200,000 over 2 years	\$2,000 /km ²	30 less regional value
2002	Mt Minnie, South Laverton	20 km ² greenstone area. Farm-in 50% for \$130,000	\$4,000 /km ²	
2002	Childe Harold South, South Laverton	25 km ² greenstone, favourable structures, limited good gold geochemistry. Farm-in 51% for \$300,000 expenditure	\$8,000 /km ²	
2003	Artare-Duketon Joint Venture	JWM project. MLAs over previously held E38/550. DRJV acquired 49% of 97% for \$10,000	\$20,000 for 3 MLAs	
2002	Texrise Joint Venture	JWM project. 2 ELs, 25 km ² , over northern end and extension of Rosemont. DRJV purchase 49% for \$100,000	\$9,000 /km ²	
2004	Mt Dimer, Southern Cross	70,000 oz resources in 15 small prospects. Purchased for \$1.525M in cash and shares		22
2005	Indie, WA	30% of project with 529,000 oz resource purchased for \$3.25M (time payment)		Up to 20
2005	Feysville, near Kalgoorlie	Farm-in to 130 km ² of greenstone with RAB results. \$1M earns 51% over four years	\$3,000 /km ²	
2004	Sandstone	139,000 oz in small resources in 322 km ² tenements. 33% purchased for \$775,000 in cash and shares plus royalty	\$7,200 /km ²	17 plus
2004	Bellevue, WA	120,000 residual resource at old mine. Purchased for \$50,000 plus royalty		< 1
2004	Larrangarnie, NT	7.5% of 160,000 oz unmined resource purchased for \$250,000		21
2004	Zuleika Shear near Kalgoorlie	40 km of Zuleika shear zone which hosts Kundana mine. Farm-in to earn 51% for \$3M over five years. Area n.a. Assume 150 km ² to 250 km ²	\$5,000 to \$10,000 /km ²	
2005	Collurabbie, WA	WMC farm-in to 156 km ² 50 km north of Collurabbie Hills; air mag	\$650 /km ²	

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Review and Valuation of Mineral Assets

Date	Project	Summary of Project and Transaction ²	Indicative AMC Project Value ¹	
			\$/km ² or per tenement	Yardstick Value \$/oz gold
		surveys indicate up to 20 km strike of ultramafics. \$0.5M over three years to earn 75%		
2005	WA various	Farm-in to nickel interests over 700 km ² in several projects; at least one previous narrow intersection of nickel sulphide. \$6M over four years earns 60%	\$2,300 /km ²	
2005	South Collurabbie	Farm-in to 70% of nickel interests over Duketon tenements. Minimum expenditure \$0.4M. Funding to feasibility study.		

¹ Values estimated by AMC using methodologies discussed in this report. Values are for 100% of the relevant project at the time of the deal.

² Based on published information which cannot be guaranteed by AMC as to accuracy or completeness.

APPENDIX D

Glossary

Glossary of Technical Terms

Andesite	A volcanic rock of intermediate chemical composition.
Anticline	A part of a fold system forming an arch i.e. convex upwards.
Archaean	A geological time era, older than 2400 million years.
Basalt	A fine-grained basic volcanic rock.
Bulk Density	The in situ mass of a unit volume of material, normally expressed as tonnes per cubic metre.
Carbonate	Minerals containing calcium and/or magnesium carbonate.
CIP	Carbon in pulp. Process for gold extraction involving cyanidation of the ground pulp and recovery of gold from the cyanide solution on activated carbon.
Diorite	A group of igneous rocks intermediate in composition between acid and basic.
Dolerite	A medium grained basic igneous rock.
Fault	A fracture in rocks along which rocks on one side have been moved relative to the rocks on the other.
Felsic	Used to describe rocks whose dominant constituents are the light-coloured silicate minerals such as quartz and feldspar.
Granite	A coarse grained igneous rock consisting largely of quartz and feldspar.
Granitoid	A granite like intrusive rock.
Greenschist	A rock of low metamorphic grade characterised by parallel arrangement of chlorite and micas in basic volcanic rocks.
Greenstone	A general descriptive term commonly in use in Western Australia for a suite of weakly metamorphosed, mainly basic igneous rocks with associated sediments.
Indicated Resource	That part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed.
Inferred Resource	That part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate

	techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability.
Kriging	A geostatistical means of projecting grades into resource blocks from a range of sample points.
Laterite	A near surface concretionary deposit or crust formed by leaching of silica and aluminium and enrichment in iron.
Mafic	Used to describe igneous rocks of low silica content (usually 45-55% SiO ₂ , or silicon dioxide) whose dominant mineral constituents are iron and magnesium silicates.
Metamorphism	Term applied to pre-existing sedimentary and igneous rocks which have been altered in composition, texture, or internal structure by processes involving pressure, heat and/or the introduction of new chemical substances.
Palaeochannel	Fossil drainage system related to pre-existing topography.
Porphyry	A rock composed of relatively large mineral grains (phenocrysts) in a fine-grained groundmass.
Pyrite	An iron sulphide mineral.
Pyrrhotite	Magnetic iron sulphide mineral.
Quartz	Mineral species composed of crystalline silica (SiO ₂).
Rhyolite	Fine grained acid volcanic rock.
Saprolite	A soft, clay rich near surface horizon in the weathering profile in which certain minerals and metals can be enriched, others depleted.
Shear zones	Zone in which rocks have been deformed by lateral movement along parallel planes.
Stratigraphy	Refers to the classification of a series of layered rock or strata.
Stripping Ratio	The ratio in volume or tonnes for the amount of waste that needs to be mined in an open pit to mine one unit of ore.
Supergene	Concentration of minerals by secondary processes.
Syncline	A fold in rock strata which is concave upwards.
Top cut	An upper assay limit to which all abnormally high assays in a population are reduced to restrict their influence on the average grade of the resource.
Ultramafic	Used to describe igneous rocks of very low silica content (usually < 45% SiO ₂ ,) consisting essentially of iron and magnesium silicates to the virtual exclusion of quartz and feldspar.

Abbreviations

M	Millions	BLEG	Bulk leach extractable gold
m	Metres	Zn	Zinc
RAB	Rotary Air Blast drilling	t	Tonnes
RC	Reverse Circulation drilling	Mt	Millions of tonnes
Oz	Ounces	EL	Exploration Licence
Km ²	Square kilometres	ELA	Exploration Licence Application
g/t	grams per tonne	ML	Mining Lease
Au	Gold	MLA	Mining Lease Application
Ag	Silver	PL	Prospecting Licence
Cu	Copper	PLA	Prospecting Licence Application