

STEINPREIS PAGANIN
Lawyers & Consultants

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FACSIMILE TRANSMISSION

DATE: 12 March 2009
FROM: Jonathan Murray
Partner
TO: The Board of Directors
Regis Resources Limited
Level 11
461 Bourke Street
MELBOURNE VIC 3000
Fax: (03) 8602 6560
SUBJECT: NOTICE OF INITIAL SUBSTANTIAL HOLDER

OUR REF: JHM:2798-1
EMAIL: jmurray@steinpag.com.au
PAGES: 13 (Including this page)

MESSAGE:

Letter and enclosure follows.

CC:

The Australian Securities Exchange
Company Announcements Office
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000
By Facsimile: 1300 135 638

PLEASE NOTE: The information contained in this facsimile is confidential and is intended only for the use of the addressee named above. If you are not the intended recipient, you are hereby notified that any dissemination, copying or use of the information is strictly prohibited. If you have received this facsimile in error, please immediately telephone us and return it to us at the above address. Any costs incurred will be reimbursed by Steinpreis Paganin. Thank you.

STEINPREIS PAGANIN 
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Perth WA 6000
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Perth WA 6001
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Web: www.steinpag.com.au

12 March 2009

Your Ref:
Our Ref: JHM: 2798-1
Contact: Jonathan Murray
Partner
jmurray@steinpag.com.au

The Board of Directors
Regis Resources Limited
Level 11
461 Bourke Street
MELBOURNE VIC 3000

By Courier
By Facsimile: (03) 8602 6500
By E-mail: enquiries@regisresources.com

Dear Sirs

NOTICE OF INITIAL SUBSTANTIAL HOLDER

As you are aware, we act for:

- (a) Mark John Clark;
- (b) Morgan Cain Hart;
- (c) Simone Jacquelyn Hart;
- (d) Robertson McLennan Mitchell and Karen Joy Mitchell;
- (e) Dawncrest Holdings Pty Ltd;
- (f) Glyn Evans as Trustee for The GVan Superannuation Plan Account;
- (g) Piama Pty Ltd; and
- (h) Rollason Pty Ltd,

(together the **Clients**), who are members of Regis Resources Limited (**Company**) who together hold at least 5% of the votes that may be cast at a general meeting of the Company, and who have requested a general meeting of the Company under Section 249D of the Corporations Act 2001 (Cth) (**Corporations Act**).

The Board of Directors
Regis Resources Limited
12 March 2009

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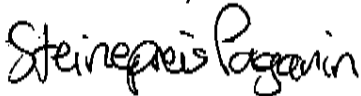
Further to recent correspondence sent on behalf of the Company, and for the avoidance of doubt, we now provide to the Company on behalf of our Clients a revised ASIC Form 603 – Notice of initial substantial holder (**Notice**).

We note that the revisions in the Notice do not affect the relevant interest of our Clients in the Notice of initial substantial holder that was provided to the Company and the Australian Securities Exchange (**ASX**) on 6 March 2009.

We reiterate that our Clients became "associates" in the manner provided for in the Notice and at the time specified in the Notice. The nature of this association is captured in the document provided as Annexure "A" to the Notice, being the notice served on the Company by our Clients requisitioning a general meeting of the Company to consider resolutions to alter the composition of the Company's board of directors.

A copy of the Notice is also being provided to the ASX.

Yours faithfully



STEINPREIS PAGANIN

Encl.

CC:

The Australian Securities Exchange
Company Announcements Office
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000
By Facsimile: 1300 135 638

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme REGIS RESOURCES LIMITED

ACN/ARSN

ACN 009 174 761**1. Details of substantial holder (1)**Name Mark John Clark and the persons referred to in paragraph 3

ACN / ARSN (if applicable)

The holder became a substantial holder on 04 / 03 / 2009**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Fully paid ordinary shares	25,849,600	25,849,600	10.73%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Mark John Clark	Holder of voting shares and deemed relevant interests in voting shares held by associates (see paragraph 6).	4,640,000 fully paid ordinary shares (FPOS)
Mark Clark	As above.	612,726 FPOS
Morgan Cain Hart	As above.	3,631,171 FPOS
Simone Jacquelyn Hart	As above.	500,000 FPOS
Robertson McLennan Mitchell & Karen Joy Mitchell	As above.	3,292,650 FPOS
Dawncrest Holdings Pty Ltd (and Glyn Evans pursuant to Section 608(3) of the Corporations Act 2001)	As above.	3,066,394 FPOS
Glyn Evans as Trustee for Gvan Superannuation Plan Account	As above.	20,000 FPOS
Piama Pty Ltd (and Francis Gerard Fergusson and Nicola Gail Fergusson pursuant to Section 608(3) of the Corporations Act 2001)	As above.	2,500,000 FPOS
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta pursuant to Section 608(3) of the Corporations Act 2001)	As above.	7,586,659 FPOS

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Mark John Clark	Mark John Clark	Mark John Clark	4,640,000 FPOS
Mark Clark	Mark Clark	Mark Clark	612,726 FPOS
Morgan Cain Hart	Morgan Cain Hart	Morgan Cain Hart	3,631,171 FPOS
Simone Jacquelyn Hart	Simone Jacquelyn Hart	Simone Jacquelyn Hart	500,000 FPOS
Robertson McLennan Mitchell & Karen Joy Mitchell	Robertson McLennan Mitchell & Karen Joy Mitchell	Robertson McLennan Mitchell & Karen Joy Mitchell	3,292,650 FPOS
Dawncrest Holdings Pty Ltd (and Glyn Evans)	Dawncrest Holdings Pty Ltd	Dawncrest Holdings Pty Ltd	3,066,394 FPOS
Glyn Evans as Trustee for Gvan Superannuation Plan Account	Glyn Evans as Trustee for Gvan Superannuation Plan Account	Glyn Evans as Trustee for Gvan Superannuation Plan Account	20,000 FPOS

Piama Pty Ltd (and Francis Gerard Fergusson and Nicola Gail Fergusson)	Piama Pty Ltd	Piama Pty Ltd	2,500,000 FPOS
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta)	Rollason Pty Ltd	Rollason Pty Ltd	7,586,659 FPOS

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Mark John Clark	05/11/2008	\$120,000 (on market)		1,500,000 FPOS
Mark John Clark	22/12/2008	\$114,000 (on market)		1,140,000 FPOS
Morgan Cain Hart	05/11/2008	\$240,000 (on market)		3,000,000 FPOS
Robertson McLennan Mitchell & Karen Joy Mitchell	05/11/2008	\$200,000 (on market)		2,500,000 FPOS
Robertson McLennan Mitchell & Karen Joy Mitchell	17/11/2008	\$3,821 (on market)		47,800 FPOS
Robertson McLennan Mitchell & Karen Joy Mitchell	20/11/2008	\$18,195 (on market)		230,000 FPOS
Robertson McLennan Mitchell & Karen Joy Mitchell	21/11/2008	\$5,928 (on market)		75,000 FPOS
Robertson McLennan Mitchell & Karen Joy Mitchell	25/11/2008	\$37,077 (on market)		438,850 FPOS
Dawncrest Holdings Pty Ltd (and Glyn Evans)	04/11/2008	\$125,278 (on market)		1,563,000 FPOS
Dawncrest Holdings Pty Ltd (and Glyn Evans)	05/11/2008	\$120,000 (on market)		1,500,000 FPOS
Piama Pty Ltd (and Francis Gerard Fergusson and Nicola Gail Fergusson)	05/11/2008	\$200,000 (on market)		2,500,000 FPOS
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta)	15/01/2009	\$8,103 (on market)		60,019 FPOS
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta)	16/01/2009	\$1,890 (on market)		14,000 FPOS
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta)	22/01/2009	\$2,556 (on market)		18,937 FPOS
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta)	23/01/2009	\$1,350 (on market)		10,000 FPOS

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Mark John Clark	By virtue of Section 12(2) and/or (3) of the Corporations Act 2001, having requisitioned a meeting of shareholders of the Company to consider resolutions to alter the composition of the Company's board of directors. A copy of the requisition notice is attached to this Form as "Annexure A".
Mark Clark	As above.
Morgan Cain Hart	As above.
Simone Jacquelyn Hart	As above.
Robertson McLennan Mitchell & Karen Joy Mitchell	As above.
Dawncrest Holdings Pty Ltd (and Glyn Evans)	As above.
Glyn Evans as Trustee for Gvan Superannuation Plan Account	As above.
Piama Pty Ltd (and Francis Gerard Fergusson and Nicola Gail Fergusson)	As above.
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta)	As above.

7. Addressees

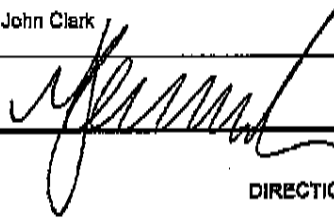
The addresses of persons named in this form are as follows:

Name	Address
Mark John Clark	7A Kavanagh Street, Mount Pleasant WA 6153
Mark Clark	7A Kavanagh Street, Mount Pleasant WA 6153
Morgan Cain Hart	1 Blencowe Street, Leederville WA 6007
Simone Jacquelyn Hart	1 Blencowe Street, Leederville WA 6007
Robertson McLennan Mitchell & Karen Joy Mitchell	69 Thelma Street, Como WA 6152
Dawncrest Holdings Pty Ltd (and Glyn Evans)	C/- 311 Hay Street, Subiaco WA 6008.
Glyn Evans as Trustee for Gvan Superannuation Plan Account	271 The Esplanade, Mt Pleasant WA 6153
Piama Pty Ltd (and Francis Gerard Fergusson and Nicola Gail Fergusson)	C/- 311 Hay Street, Subiaco WA 6008.
Rollason Pty Ltd (and Nicola Enrico Giorgetta and Kay Doris Giorgetta)	C/- 'Woodside Plaza' Level 14, 240 St Georges Terrace, Perth WA 6000

Signature

print name Mark John Clark capacity Substantial holder and with authority of other parties listed in paragraph 3

sign here



date 12 31 2009

DIRECTIONS

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

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

This is Annexure "A"
of 6 pages referred to
in the Form 603

**REQUEST FOR DIRECTORS TO CALL A GENERAL MEETING
PURSUANT TO SECTION 249D OF THE CORPORATIONS ACT**

[Handwritten Signature]
12/3/2009

To: The Board of Directors
Regis Resources Limited
Level 11
461 Bourke Street
MELBOURNE VIC 3000
(the Company)

The members signing this document, being the registered holders of at least five percent (5%) of the votes that may be cast at a general meeting calculated as at midnight before this request was given to the Company, hereby:

- (a) request pursuant to Section 249D of the Corporations Act 2001 (Cth) that they require the directors of the Company to call and arrange to hold a general meeting of the Company for the purposes of considering and, if thought fit, passing the ordinary resolutions listed in the Schedule; and
- (b) give notice pursuant to Section 203D(2) of the intention of the undersigned to move the ordinary resolutions listed in the Schedule at the general meeting.

Dated 6th day of March 2009

SIGNED by
MARK JOHN CLARK
in the presence of:

Mark John Clark
Signature of Witness

[Handwritten Signature]
(Signature)

ROBERTSON MCKENNA MITCHELL
Full Name of Witness
(BLOCK LETTERS)

69 THELMA STREET COMO W.A. 6152
Address

CHEMIST
Occupation

Mr
12/3/2009

SIGNED by
MORGAN CAIN HART
in the presence of

Morgan Cain Hart

(Signature)

[Handwritten Signature]

Signature of Witness

GLYN EVANS

Full Name of Witness
(BLOCK LETTERS)

271 THE ESPLANADE, MT PLEASANT, WA. 6153

Address

GEOLOGIST

Occupation

SIGNED by
SIMONE JACQUELYN HART
In the presence of:

[Handwritten Signature]

(Signature)

[Handwritten Signature]

Signature of Witness

KAREN JOE MITCHELL

Full Name of Witness
(BLOCK LETTERS)

69 THEUMA ST LONG WA 6152

Address

Mother / Domestic Duties

Occupation

M
12/3/2009

SIGNED by
ROBERTSON MCLENNAN MITCHELL
In the presence of:

RM
Signature of Witness

Robertson McLenan Mitchell
(Signature)

MORGAN CAIN HART
Full Name of Witness
(BLOCK LETTERS)

1 BLENOWE STREET WEST LEEDERVILLE WA 6007
Address

GEOLOGIST
Occupation

SIGNED by
KAREN JOY MITCHELL
in the presence of:

RM
Signature of Witness

Karen Joy Mitchell
(Signature)

MORGAN CAIN HART
Full Name of Witness
(BLOCK LETTERS)

1 BLENOWE STREET WEST LEEDERVILLE
WA 6007
Address

GEOLOGIST
Occupation

ML
2/3/2009

EXECUTED by
DAWNCREST HOLDINGS PTY LTD
ACN 060 774 183
in accordance with the Corporations Act:




Signature of Sole Director

GLYN EVANS

Name of Sole Director in full


EXECUTED by
PIAMA PTY LTD
ACN 059 694 478
in accordance with the Corporations Act:



Signature of Director

NICOLA GAIL FERGUSSON.

Name of Director in full




Signature of Director or Secretary

FRANCIS GERARD FERGUSSON.

Name of Director or Secretary in full

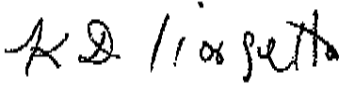
EXECUTED by
ROLLASON PTY LTD
ACN 009 178 858
in accordance with the Corporations Act:



Signature of Director

NICOLA ENRICO GIORGETTA

Name of Director in full



Signature of Director or Secretary

KAY DORIS GIORGETTA.

Name of Director or Secretary in full

W
12/3/2009

SIGNED by
GLYN EVANS AS TRUSTEE FOR THE GVAN
SUPERANNUATION PLAN ACCOUNT
in the presence of:

[Handwritten Signature]

(Signature)

[Handwritten Signature]

Signature of Witness

MOGGAN CAIN HART
Full Name of Witness
(BLOCK LETTERS)

1 BLENOWE STREET WEST
LEEDERVILLE WA 6007
Address

GEOLOGIST
Occupation

SIGNED by
MARK CLARK
in the presence of:

[Handwritten Signature]

(Signature)

[Handwritten Signature]

Signature of Witness

ROBERTSON MCLENNAN MITCHELL
Full Name of Witness
(BLOCK LETTERS)

69 THELMA STREET COMO W.A. 6152
Address

CHEMIST
Occupation

ML
12/3/2009

SCHEDULE**PROPOSED ORDINARY RESOLUTIONS**

1. **RESOLUTION 1 – APPOINTMENT OF MR MARK JOHN CLARK AS A DIRECTOR**
"That, Mr Mark John Clark be and is hereby appointed a director of the Company (effective immediately on the passing of this resolution)."
2. **RESOLUTION 2 – APPOINTMENT OF MR MORGAN CAIN HART AS A DIRECTOR**
"That, Mr Morgan Cain Hart be and is hereby appointed a director of the Company (effective immediately on the passing of this resolution)."
3. **RESOLUTION 3 – APPOINTMENT OF MR NICOLA ENRICO ANTONIO GIORGETTA AS A DIRECTOR**
"That, Mr Nicola Enrico Antonio Giorgetta be and is hereby appointed a director of the Company (effective immediately on the passing of this resolution)."
4. **RESOLUTION 4 – REMOVAL OF MR DAVID ANTHONY WALKER AS A DIRECTOR**
"That, pursuant to section 203D of the Corporations Act, Mr David Anthony Walker be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."
5. **RESOLUTION 5 – REMOVAL OF MR PAUL JOHN DOWD AS A DIRECTOR**
"That, pursuant to section 203D of the Corporations Act, Mr Paul John Dowd be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."
6. **RESOLUTION 6 – REMOVAL OF MR JEFFREY JOHN LUCY AS A DIRECTOR**
"That, pursuant to section 203D of the Corporations Act, Mr Jeffrey John Lucy be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."