



Regis Resources Limited

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11 November 2009

Company Announcements Platform
Australian Securities Exchange
Level 4
20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sir/Madam

REGIS TO RAISE \$50M FROM PLACEMENT AND NON RENOUNCEABLE ENTITLEMENT ISSUE

Regis Resources Limited (ASX: RRL) (**Regis** or **Company**) is pleased to announce a capital raising of \$50.5 million via a Placement and underwritten Entitlement Issue of fully paid ordinary shares in the capital of the Company (**Shares**) to progress development of the Company's Duketon Gold Project and to provide funding for ongoing exploration activities and working capital.

PLACEMENT

Regis has agreed to place 58 million Shares at \$0.42 per share to raise approximately \$24.36 million. The Placement has been managed by Euroz Securities Limited (**Euroz**).

The Placement will occur in two tranches. The first tranche will comprise the placement of 33.62 million Shares to raise \$14.12 million utilising the Company's existing 15% placement capacity under the ASX Listing Rules. Tranche two will comprise the placement of 24.38 million Shares to raise \$10.24 million, subject to shareholder approval at a general meeting. It is proposed that the general meeting will be held in December. The Company will shortly lodge and dispatch the notice of meeting. Shareholder approval will also be sought for participation by four of the Directors of the Company in tranche 2 of the Placement (refer to details later in this Announcement).

ENTITLEMENT ISSUE

Regis also intends to offer existing shareholders the opportunity to subscribe for additional Shares at \$0.42 per share pursuant to a pro-rata non-renounceable Entitlement Issue, on the basis of 1 new Share for every 4.5 Shares held, to raise approximately a further \$26.18 million.

The Entitlement Issue is fully underwritten by Euroz. The Entitlement Issue price represents a 19.2% discount to Regis' last traded price prior to the announcement of the capital raising and a 13.8% discount to the theoretical ex-rights price.

The Directors of the Company have confirmed their intention to take up their entitlements in full (refer to details later in this Announcement).

Company Chairman, Mr Nick Giorgetta has entered into a sub-underwriting agreement with Euroz under which he will sub-underwrite (to the extent of 12,743,182 Shares) any shortfall that arises under the Entitlement Issue, which shortfall will be dealt with by Euroz (in consultation with the Company) in accordance with the underwriting agreement.

An Offer Document will be mailed to eligible shareholders together with personalised Entitlement and Acceptance Forms. For informational purposes, a sample copy of this Offer Document together with an ASX Appendix 3B has been released to ASX contemporaneously with this notice.

An indicative timetable for the Entitlement Issue is set out below:

Event	Date
Announcement of Entitlement Issue and Appendix 3B	Wednesday, 11 November 2009
Cleansing Notice and Offer Document lodged with ASX/Notice sent to Optionholders	Wednesday, 11 November 2009
Notice sent to Security Holders	Thursday, 12 November 2009
Ex Date (date from which securities commence trading without the entitlement to participate in the Entitlement Issue)	Thursday, 19 November 2009
Record Date (date for determining entitlements of eligible shareholders to participate in the Entitlement Issue)	Wednesday, 25 November 2009
Offer Document Dispatched to Shareholders (Company to announce to ASX that the dispatch of the offer documents and the entitlement and acceptance forms has been completed)	Monday, 30 November 2009
Opening Date	Monday, 30 November 2009
Closing Date 5pm (WST)	Monday, 14 December 2009
Securities quoted on a deferred settlement basis	Tuesday, 15 December 2009
Entity notifies ASX of undersubscriptions	Wednesday, 16 December 2009
Allotment and issue of New Shares	Monday, 21 December 2009
Dispatch Holding Statements and notify ASX of dispatch	Tuesday, 22 December 2009
Normal (T+3) trading starts	Wednesday, 23 December 2009

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Entitlement Issue at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue of the Shares.

** These dates are indicative only.

USE OF PROCEEDS

The proceeds of the Placement and the Entitlement Issue will be used for:

- the development of the Duketon Gold Project;
- exploration activities; and
- working capital.

NOTICE UNDER s708AA OF THE ACT IN RESPECT OF THE ENTITLEMENT ISSUE

The Company hereby confirms that in respect of the Entitlement Issue (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

- (a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Corporations Act;
- (c) as at the date of this announcement, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company;
- (d) as at the date of this announcement, the Company has complied with section 674 of the Corporations Act;
- (e) as at the date of this announcement, there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the Shares; and
- (f) the potential effects of the Entitlement Issue on the control of the Company are set out below.

EFFECT OF ENTITLEMENT ISSUE ON CONTROL OF REGIS

The potential effect that the issue of Shares under the Entitlement Issue (and the Placement) will have on the control of Regis, and the consequences of that effect, will depend on a number of factors, including investor demand.

The Entitlement Issue is not expected to materially impact the control of the Company. Set out below is some information of the impact that the Entitlement Issue may have on the control of the Company.

Set about below is the effect of the Entitlement Issue (and the Placement) on the issued capital of the Company:

Shares	Number
Shares on issue at 11 November 2009	246,879,177
Shares to be issued under Tranche 1 of the Placement	33,619,090
Maximum Shares offered pursuant to the Entitlement Issue ¹	62,332,948
Total Shares on issue upon completion of the Entitlement Issue and Tranche 1 of the Placement	342,831,215
Shares to be issued under Tranche 2 of the Placement ²	24,380,910
Total Shares on completion of the Offer and Placement (Tranches 1 and 2)	367,212,125

1. This number may increase depending on the number of Options or other securities exercised prior to the Record Date and as a result of the rounding up of Shares offered under the Entitlement Issue.
2. The Shares to be issued under Tranche 2 of the Placement are subject to Shareholder approval at a general meeting of shareholders currently scheduled to occur in December 2009.

The current relevant interests of the Company's substantial shareholders (Substantial Shareholders) are as follows³:

Shareholder	Shares	% of Total Shares
Newmont Capital Pty Ltd	55,782,777	22.59%
Seamans Capital Management LLC	30,000,000	12.15%
Gold 2000 Ltd/Gold 3000 Ltd	17,500,000	7.09%
Libra Advisors LLC, Libra Fund LP & Libra Off-shore Ltd	15,000,000	6.08%

3. Approximate based on number of Shares held by each Shareholder as at the dates of their most recent substantial holding notices.

The percentage shareholdings of those substantial shareholders will depend upon the take-up of their entitlements. The Entitlement Issue (approximately 62,332,948 Shares) is fully underwritten by Euroz and accordingly the maximum number of Shares under the Entitlement Issue will be issued. Any shortfall under the Entitlement Issue will be dealt with by Euroz (in consultation with the Company) in accordance with the underwriting agreement.

Euroz has entered into sub-underwriting agreements with certain sophisticated and institutional investors for the entire amount of the Entitlement Issue.

The Directors of the Company have confirmed their intention to take up their entitlements in full.

Company Chairman, Mr Nick Giorgetta is party to a sub-underwriting agreement with Euroz under which he will sub-underwrite (to the extent of 12,743,182 Shares) any shortfall that arises under the Entitlement Issue. Mr Giorgetta will not receive any fee for this sub-underwriting commitment. Mr Giorgetta currently has a relevant interest in 7,586,659 Shares. Mr Giorgetta also intends, subject to shareholder approval, to participate in tranche 2 of the Placement to extent of 5,140,000 Shares.

In the event that:

- (a) Mr Giorgetta subscribes for his entire entitlement under the Entitlement Issue (as he has indicated he intends to);
- (b) Shareholders approve Mr Giorgetta's participation in tranche 2 of the Placement to the extent stated above and he is issued those Shares; and
- (c) there is a shortfall under the Entitlement Issue and Mr Giorgetta is called upon by the Underwriter to subscribe for the entire extent of his sub-underwriting commitment as is outlined above,

Mr Giorgetta may become entitled to a maximum of 27,155,765 Shares in the Company following the completion of all of the capital raisings, resulting in Mr Giorgetta commencing to have a substantial holding in the Company (within the meaning of that term under the Corporations Act) equal to 7.40% of the issued capital of the Company.

If all Shareholders take up their entitlements under the Entitlement Issue, the Entitlement Issue itself will not have a material effect on the control of the Company, subject to the dilution to all participating Shareholders as a result of the Placement.

It is not expected that any change in the total relevant interest of the Substantial Shareholders will have any material consequences on the control of Regis.

DIRECTORS

The Directors of the Company have confirmed their intention to take up their Entitlements in full. Four of the Directors also presently intend to participate in tranche 2 of the Placement, subject to Shareholder approval at a general meeting currently scheduled to be held in December. The Company will shortly lodge and dispatch the notice of meeting.

The interests of the Directors, their entitlements under the Entitlement Issue and their proposed participation in tranche 2 of the Placement are set out in the table below.

Director	Current relevant interest in Ordinary Shares	Entitlement	Proposed participation in tranche 2 of Placement
Mr Nick Giorgetta*	7,586,659	1,685,924	5,140,000
Mr Mark Clark	5,252,726	1,167,272	3,040,000
Mr Morgan Hart	4,131,171	918,038	4,340,000
Mr Mark Okeby	-	-	1,200,000
Mr Ross Kestel	-	-	-

* As noted above, Mr Giorgetta is party to a sub-underwriting agreement with Euroz under which he will sub-underwrite (to the extent of 12,743,182 Shares) any shortfall that arises under the Entitlement Issue.

Yours sincerely



Mark Clark
Managing Director
REGIS RESOURCES LIMITED