

**NEW TALISMAN GOLD MINES LIMITED
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

New Talisman Gold Mines Limited ("NTL" or the "Company") advises that its Annual Meeting of Shareholders will be held on a virtual basis on Wednesday 29 September 2021 commencing at 1.00 pm

Details of how to participate in the Annual Meeting virtually (including as to viewing presentations, asking questions and voting) are described in this Notice of Meeting.

The business of the Annual Meeting of Shareholders will be:

ITEM A - PRESENTATIONS

- (a) The Chairman's address to shareholders.
- (b) To receive and consider the Annual Report including the Financial Statements and the Auditor's Report for the year ended 31 March 2021.

ITEM B – RESOLUTIONS

To consider and, if thought fit, pass the following ordinary resolutions of the Company:

1. Director Election: Kelly Wyse*

To elect Kelly Wyse, who was recently appointed as an additional Director of the Company by the Board.

2. Director Election: Victor Rabone*

To elect Victor Rabone, who was recently appointed as an additional Director of the Company by the Board.

*Kelly Wyse and Victor Rabone are existing Directors recently appointed by the board. They are endorsed by the Board and the Company for election by shareholders. They were invited onto the Board to broaden and diversify the Board's skills. Kelly Wyse is an "independent director" under the NZX Listing Rules. Victor Rabone is not independent.

3. Director Election: John Upperton##

To elect John Upperton, who has been nominated by a shareholder for election as a Director of the Company.

The Board does not recommend that Mr Upperton be elected to the Board of Directors. Mr Upperton may be an "independent director" for the purposes of the NZX Listing Rules, if elected, depending on the extent of his association, including in concert conduct, with other shareholders (which has not, at the date of this notice, been disclosed to the Company).

4. Auditor Remuneration

To authorise the Directors to fix the remuneration of the Company's auditor, Scott Bennison of KS Black & Co.

Further Information

The Explanatory Notes accompanying this Notice of Annual Meeting of Shareholders are incorporated in, and comprise part of, this Notice of Annual Meeting of Shareholders.

Virtual Webcast meeting

Shareholders can only participate in the annual meeting virtually through our online webcast, further details of how to participate are described at the back of this notice. To participate, shareholders will need their CSN or securityholder number which can be found on their Voting/Proxy Form. Shareholders will be able to view presentations, ask questions and cast their vote from their own computers, mobiles or similar devices.

Proxies and representatives

You may exercise your right to vote at the meeting either by being present at the virtual meeting or by appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of the Company. A body corporate shareholder may appoint a representative to attend the meeting on its behalf.

A proxy form is enclosed with this Notice of Annual Meeting of Shareholders. If you wish to vote by proxy you must complete the form and produce it to the Company's Share Registrar, Computershare Investor Services Ltd, either by mailing to Computershare Investor Services Ltd, Private Bag 92119, Auckland 1142 New Zealand, or lodge your proxy appointment online at www.investorvote.co.nz (in each case), so as to be received no later than 48 hours before the meeting is due to begin 1pm on Monday 27th September 2021.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and will vote in accordance with your express direction.

A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions (or on any motions from the floor moved at the meeting). The Chairman and other directors intend to vote any discretionary proxies in favour of the resolutions.

By order of the Board

Jane Bell
Company Secretary
13 September 2021

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2021 Annual Meeting of Shareholders.

All resolutions are ordinary resolutions and require approval of a simple majority of votes cast at the meeting by shareholders entitled to vote and voting.

Resolution 1 – Director election

Kelly Wyse was recently appointed as an additional Director by the Board. Under clause 27.1 of the Company's constitution, she retires and, being eligible, offers herself for election. A brief biography of Ms Wyse is as follows:

Kelly Wyse *BCom, CPA*

Kelly has extensive finance and accounting experience having worked across a wide range of sectors and roles. Kelly is the Financial Controller at Birch and Waite Foods (Fortitude Private Equity investment) and has also held senior finance roles at Louis Vuitton Moët Hennessy (LVMH) Australia & New Zealand and Brownes Dairy (Archer Capital investment).

In addition to possessing significant experience across both management and financial accounting, Kelly also has been actively involved in M&A processes from her time with Private Equity backed Brownes Dairy and Birch and Waite Foods.

Kelly holds a Bachelor of Commerce, with a double major in accounting & finance from Curtin University and is a certified practising accountant through CPA Australia.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

Resolution 2 – Director election

Victor Rabone was recently appointed as an additional Director by the Board. Under clause 27.1 of the Company's constitution, he retires and, being eligible, offers himself for election. A brief biography of Mr Rabone is as follows:

Victor Rabone, *BE Civil Engineering*

Victor is a Geotechnical Engineer with over 20 years of operational experience in all facets of mining gained in New Zealand and internationally. He has specialised expertise in hard rock underground mining.

Victor's experience includes feasibility analysis, management of operations, geotechnical stability analysis, ground support design and installation, drill and blast tunnel development, rail haulage system's design and installation, mineral processing, refining and environmental management.

Victor holds a number of certifications required to manage a hard rock underground gold mining operation including Controlled Substance License, Handlers Certificate for blasting, he holds an A Grade Tunnel Manager certification and a Site Senior Executive qualification.

Victor has in recent years been dedicated fulltime to the planning and development of the Broken Hills Gold Mine in the Puketui valley, Coromandel Peninsula .

Victor is a member of a number of professional organisations; Engineering NZ, NZ Geomechanics Society, NZ Tunnelling Society and the Railway Technical Society of Australasia.

Victor has had experience in the project management of a variety of construction activities such as installation of screw piles, seismic reinforcement using stone columns, geotechnical drilling programmes, alluvial mining operations and underground mining and tunnelling projects.

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

Resolution 3 – Director election

John Upperton has been nominated for consideration for appointment as an additional director under clause 26.1 of the Company's constitution by a shareholder of the Company before the required close-off time. Mr Upperton did not seek to engage with the Company before he was nominated, Mr Upperton has provided the following biography and statement in support of his nomination:

John Upperton

My name is John Kildare Upperton and I accept nomination to stand for election to the Board of Directors of New Talisman Gold Mines Ltd. I currently hold a little more than 3% of shares on issue.

I have a successful background in both Commercial and Residential Construction Project Management. Alongside these projects, I have also garnered considerable experience in aspects of the RMA and District Planning requirements, including successfully representing myself in Environment Court.

I have 16 years' experience as a Managing Director of a Limited Company. I have also served on and chaired several community organisations over a 25 year period.

I have also previously held a senior management role for one of NZ's leading Manuka Honey producers, being responsible for the negotiation and placement of bee hives across the North Island involving more than 300 landowners.

If elected, it is my intention to bring a stronger emphasis of Delivery Targets and Management Accountability to the Company.

The Board unanimously recommends that shareholders vote against Resolution 3.

Mr Upperton has nominated himself for the Board. The Board and Management of the Company have found Mr Upperton to be hostile to the existing Board and Management.

His election is likely to cause disruption to the Company and will in the opinion of the Board and Management be an impediment to the smooth and efficient functioning of the Board and Company. Mr Upperton's skills and qualifications do not bring to the Board any additional benefits. The Company is not able to verify that the above Biography provided by Mr Upperton is accurate.

Resolution 4 – Auditor Remuneration

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically reappointed unless the shareholders resolve to appoint a replacement auditor or there is some other reason for the auditor not to be reappointed. The Company wishes for Scott Bennison of KS Black & Co to continue as the auditor of the Company, and Scott Bennison at KS Black & Co has indicated his willingness to continue in office.

Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the annual shareholder meeting. The Board proposes that, consistent with past practice, the auditor's fees and expenses be fixed by the Directors. The Board unanimously recommends that shareholders vote in favour of Resolution 4.

PARTICIPATION IN VIRTUAL MEETING

Due to limitations on travel relating to COVID-19, the Annual Meeting will be held virtually. All shareholders will have the opportunity to attend and participate in the Annual Meeting online via an internet connection using a computer, laptop, tablet or smartphone. Shareholders will not be able to attend the Annual Meeting in person but only through the internet or smartphone app.

Shareholders and proxyholders can watch and vote during the virtual Annual Meeting via the online platform at: <https://ntlagm2021.chimeagm.live>

To do this, you will need a computer or mobile/tablet device with internet access.

Shareholders: when you log onto the online platform, you will need to provide your username and password. Your username is your CSN/shareholder number, and your password will be your postcode or country of residence (if outside New Zealand).

Proxyholders: log-in details will be emailed to proxyholders (in the event that the nominated proxy holder is not the New Talisman Chairman). This is reliant on shareholders disclosing their nominated proxy's email address when they appoint their proxy.

More information about how to use the Annual Meeting online platform is available in the virtual meeting online guide, which is available on our website and on page 7 in this document. Shareholders may vote on the resolutions to be put to shareholders, by using their own computers or mobile devices through the online participation portal. Shareholders may also send questions in advance of the meeting via the online participation portal.

Other options for voting

If you are unable to join us at the Annual Meeting, we encourage you to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at

<http://www.investorvote.co.nz> or by following the instructions on the proxy/voting form that you will receive from our share registrar, Computershare. These must be submitted by no later than 1:00pm (NZDT) on Monday 27 September 2021 to be valid.

Even if you plan to attend the virtual meeting, you are encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

How to ask questions

We strongly encourage you to submit written questions to directors and New Talisman's auditor (KS Black) in advance of the meeting at:

<https://ntlagm2021.chimeagm.live>

During the course of the meeting, we will address as many of the more frequently raised relevant questions received before 1:00pm (NZDT) on Monday 27 September 2021 as possible.

DIRECTIONS REGARDING THE MEETING

Eligibility to attend and vote

You are eligible to vote and attend the Annual Meeting if you are recognised as a shareholder at 5.00pm (NZDT) on 24 September 2021. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual Meeting.

Registration

Your registration will be assumed if our system logs you as present. We will identify shareholders registered as attending the Annual Meeting using your unique CSN/shareholder number, which you will use as your username to gain access.

You can access our online Annual Meeting portal from the date of this notice of meeting; however the voting function will only be accessible once the Annual Meeting commences.

How to Vote

Live voting online during the Annual Meeting

To vote in person, please attend the Annual Meeting on the date, time and via the online virtual link set out above in the notice. You will be able to vote for, against or abstain on each item via the online platform.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting.

You may appoint a proxy either online at www.investorvote.co.nz or by completing and submitting your voting/proxy form which is enclosed at the back of this document, where full details are disclosed on how to appoint a proxy. Your proxy submission must be received no later than 1:00pm (NZDT) on 27 September 2021.

A proxy need not be a shareholder, and may be an individual or a company. If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies. If you appoint two proxies, you will need to submit two voting/proxy forms. You may specify the proportion or number of votes each proxy is appointed to exercise; if this is not specified, each proxy may exercise half of the votes disregarding fractions.

Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chairman.

Submitting your voting/proxy form

Your submission must be received by no later than 1:00pm (NZDT) on 27 September 2021. You can appoint your proxy:

Online: www.investorvote.co.nz

By mail:

Computershare Investor Services Limited Private Bag 92119
Auckland 1142
New Zealand

VIRTUAL MEETING ONLINE GUIDE

Getting started

- Please make sure your browser is up to date on your smartphone, tablet or computer. Chime Live works with all major browsers.
- The New Talisman Gold Mines Limited virtual Annual Meeting (New Talisman AGM) will be available at <https://ntlagm2021.chimeagm.live>
- The New Talisman Annual Meeting online portal will be available for shareholders to log in and familiarise themselves with the website, and submit questions for directors and New Talisman's auditor KS Black, from the date the notice of meeting is released.

Logging in

- You will need to enter in two identifying factors to gain entry to the New Talisman Gold Mines Ltd Annual Meeting online portal.
- The first is your log-in name, which is your CSN/security holder number which was assigned to you when you became a shareholder of New Talisman by our share registrar, Computershare. Your CSN/security holder number will be on communications sent to you by Computershare with regard to your shareholding.
- The second is a password. This will be your postcode or country of residence (if outside New Zealand).
- If you opt to appoint a proxy and the proxy is not the New Talisman Chairman, you will need to provide your proxy's email address so that we can email your proxy their log-in details. The email address can be provided via the same channels that you appoint a proxy, which will be detailed on your voting/proxy form. Cut-off times apply for appointing a proxy which are also detailed on this form.

Home page

- Click the start button on the home page, you can navigate the New Talisman AGM platform via the menu located on the left-hand side of the page.
- If you would prefer a different language, please select in the top right corner.

Voting

- The online voting function will open once the Annual Meeting goes live, which is 1:00pm New Zealand daylight savings time on Wednesday 29 September 2021. The voting function will close on the cessation of the meeting by the Chairman.
- Each resolution to be voted on is listed in order and you can select from three voting options: In Favour, Against or Abstain.
- To vote, you need to click on one of the voting options buttons. The button of the option selected will change colour and a small lock icon will appear in the bottom right-hand corner.
- Up until the Chairman closes the poll, you may change their vote, by clicking on the lock icon of their previous choice and then selecting their preferred option.
- Final voting results will be released on our website once the New Talisman AGM has ended and all votes have been counted.

Questions

- We strongly encourage you to submit questions for directors or auditors KS Black via the New Talisman AGM online portal in advance of the meeting. During the course of the meeting, we will address as many of the more frequently raised relevant questions received before 1:00pm (NZDT) on 27 September 2021 as possible.
- Once in the online portal, you can submit your questions either via the menu tab or the chat box at the bottom left-hand side of the page. Only you will be able to view your questions submitted.

Live streaming of the Annual Meeting

- The format of New Talisman's virtual Annual Meeting will be audio with a shared screen.
- To access the live audio stream, you can click on the video camera icon located at the top right-hand side of the page.
- The live stream will start 1:00pm New Zealand daylight savings time on Wednesday 29 September 2021.

Troubleshooting

- We encourage you to access the online portal before the Annual Meeting.
- If you have any technical or log-in issues please contact Virtual_Events_Questions@encore-anzpac.com

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 1.00pm Monday 27 September 2021.

VIRTUAL MEETING

On account of the global Covid-19 pandemic, the Company will again hold a virtual Annual Meeting. All shareholders will have the opportunity to attend and participate in the 2021 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). The virtual meeting will be accessible on both desktop and mobile devices. You will need your CSN/Securityholder Number as username and postcode or country of residence (if outside New Zealand) as password to securely access the online meeting at <https://ntlagm2021.chimeagm.live>. Please refer to the Notice of Meeting that accompanies this Proxy/Voting Form for further details.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions..

Appointment of Proxy

If you do not plan to attend the virtual meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

The Chairman and other directors intend to vote any discretionary proxies in favour of the resolutions. If, in appointing a proxy, you have inadvertently not named someone to be your proxy (on the enclosed proxy form), or your named proxy does not attend the virtual meeting, the Chairman of the meeting will be your proxy and will vote in accordance with your express direction.

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Attendance and participation will be through a live webcast, accessed through an internet connected computer, tablet, smartphone or similar device. Please refer to the Notice of Meeting that accompanies this Voting and Proxy Form, for further instructions.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

At least one joint security holder should sign this form (on behalf of all joint security holders). If different joint security holders purport to appoint different proxies, the vote of the proxy appointed by the first named joint security holder will prevail.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director, authorised signatory or attorney. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Voting Form

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of New Talisman Gold Mines Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **virtual Annual Meeting of Shareholders of New Talisman Gold Mines Limited to be held on Wednesday 29 September 2021 at 1.00pm** and at any adjournment of that meeting.

STEP 2

Items of Business – Voting Instructions

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority. If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

Ordinary Business

| | For | Against | Abstain | Proxy Discretion |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1. To elect Kelly Wyse, who was recently appointed as an additional Director of the Company by the board. <i>Endorsed by the Board</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2. To elect Victor Rabone, who was recently appointed as an additional Director of the Company by the board. <i>Endorsed by the Board</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3. To elect John Upperton, who has been nominated as a Director of the Company by a shareholder. <i>Not recommended by the Board</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4. To authorise the Directors to fix the remuneration of the Company's auditor, Scott Bennison of KS Black & Co. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN

Signature of Securityholder(s) This section must be completed.

Securityholder 1

Individual/Authorised officer or attorney

Securityholder 2 (if applicable)

Individual/Authorised officer or attorney

Securityholder 3 (if applicable)

Individual/Authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Shareholders can still attend the meeting electronically, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).

