

**NEW TALISMAN GOLD MINES LIMITED  
SHARE PURCHASE PLAN  
CUSTODIAN CERTIFICATE**

**Custodian**

This Custodian Certificate is required to be submitted to New Talisman Gold Mines Limited (**Company**) if you are participating in the Company's current Share Purchase Plan (**Plan**) as a custodian, trustee or nominee (**Custodian**) on behalf of one or more persons (each, a **Participating Beneficiary**).

For the purpose of ASIC Class Order [CO 09/425] in relation to the Plan, you are a "Custodian" if you are a registered holder of fully paid ordinary shares in the capital on the Company (**Shares**) that:

- (a) holds an Australian financial services licence that:
  - (i) covers the provision of a custodial or depositary service (as defined in section 766E of the Corporations Act (Cth) 2001 (**Corporations Act**)); or
  - (ii) includes a condition requiring the holder to comply with ASIC Class Order [CO 02/294]; or
- (b) is exempt under:
  - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (**Regulations**); or
  - (ii) paragraph 7.6.01(1)(na) of the Regulations; or
  - (iii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or
  - (iv) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313]; or
  - (v) an individual instrument of relief granted by ASIC to a person in terms similar to one of the class orders referred to in subparagraph (iv);
  - (vi) paragraph 911A(2)(h) of the Corporations Act,  
from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service.
- (c) that is a trustee of a:
  - (i) self-managed superannuation fund; or
  - (ii) superannuation master trust; or
- (d) that is the responsible entity of an IDPS-like scheme (as defined in ASIC Class Order [CO 02/296] or any class order that replaces that class order); or
- (e) that is the registered holder of Shares and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

If you hold Shares as Custodian through IDPS (as defined in ASIC Class Order [CO 02/294]) and the operator of the IDPS holds the beneficial interests in the Shares on behalf of a person (IDPS Client) with whom the operator has entered into an IDPS Contract (as defined in ASIC Class Order [CO 02/294]) then, for the purposes of this certificate and all other purposes:

- (a) you as Custodian are treated as holding the Shares on behalf of the IDPS Client;
- (b) any instruction given by the IDPS Client to the operator of the IDPS to acquire new Shares under the Plan on their behalf is treated as if it were an instruction to you as Custodian; and
- (c) any Shares applied for by you as Custodian as a result of an instruction given by the IDPS Client to the operator are treated as if they were applied for on behalf of the IDPS Client.

If you hold Shares as a custodian, trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate on behalf of Participating Beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in the terms and conditions of the Plan apply.

## Lodgement

If you wish to participate in the Plan, a duly completed and signed copy of this Custodian Certificate must be received by the Company together with your Application Form and payment **by no later than 5pm NZT 22 September 2017**. If you do not provide a duly completed and sign Custodian Certificate to the Company by this date, the Company may not be able to accept your Application Form.

A separate Application Form must be completed on behalf of each Participating Beneficiary. You should copy the Application Form as many times as may be required.

## Custodian Certification

By signing this Custodian Certificate below, you **certify** that:

- (a) either:
  - (i) you held Shares on behalf of one or more Participating Beneficiaries who are not Custodians; and/or
  - (ii) another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and you hold the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;

On 25 August 2017 at 7pm (New Zealand time) who have subsequently instructed you as Custodian to apply for new Shares (**New Shares**) on their behalf under the Plan and that each Participating Beneficiary has subsequently instructed:

  - (iii) the Custodian; or
  - (iv) the Downstream Custodian (as applicable),

to apply for Shares on their behalf under the Plan;
- (b) the number of Participating Beneficiaries on whose behalf you hold Shares is set out in Column 1 of the table below;
- (c) the name and address of each Participating Beneficiary is set out in Columns 2 and 3 of the table below;
- (d) the number of Shares that you as the Custodian, or the number of Shares to which the beneficial interests relates that you as the Downstream Custodian (as applicable), hold on behalf of each Participating Beneficiary is set out in Column 4 of the table below;
- (e) the number or dollar amount of New Shares which each Participating Beneficiary has instructed you as Custodian or Downstream Custodian (as applicable), to apply for on their behalf is set out in Column 5 of the table below;
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$12,600 or NZ\$15,000:
  - (i) the New Shares applied for by you as Custodian on their behalf under the Plan (**Application**); and
  - (ii) any other Shares issued to you as Custodian in the 12 months before the Application as a result of an instruction given by them to you as Custodian or Downstream Custodian (as applicable), to apply for Shares on their behalf under an arrangement similar to the Plan;
- (g) that a copy of the written offer document was given to each Participating Beneficiary; and
- (h) where subparagraph (a)(ii) applies—the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary, as set out in Column 6.

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Signature of Custodian

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Print name of Custodian

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Print name of Custodian

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Print name of witness

Date

New Talisman Gold Mines Limited

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Print name of company

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Print name of company

Print ARBN of company

Signature of director

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Print name of director

Signature of director/secretary

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Print name of director

Date

**TABLE**  
**PARTICIPATING BENEFICIARIES**

(IF INSUFFICIENT SPACE SET OUT DETAILS IN AN ANNEXURE)

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
NUMBER OF PARTICIPATING BENEFICIARY	FULL NAME OF PARTICIPATING BENEFICIARY	ADDRESS OF PARTICIPATING BENEFICIARY	NUMBER OF SHARES HELD ON BEHALF OF PARTICIPATING BENEFICIARY	NUMBER OR DOLLAR AMOUNT OF NEW SHARES APPLIED FOR ON BEHALF OF PARTICIPATING BENEFICIARY	NAME AND ADDRESS OF EACH CUSTODIAN WHO HOLDS BENEFICIAL INTERESTS IN THE SHARES HELD BY THE CUSTODIAN IN RELATION TO EACH PARTICIPATING BENEFICIARY