

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

New Talisman Gold Mines Limited (the "Company") advises that its Annual Meeting of Shareholders will be held at Top of the town, Level 14, Pullman Hotel, Cnr Princes St & Waterloo Quadrant, Auckland, New Zealand on Wednesday 12 September 2018 commencing at 10.00 am

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 2018.

ITEM B – RESOLUTIONS

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

1. Director Re-election: Tony Haworth

To re-elect Anthony Verne Haworth as a Director.

2. Auditor Remuneration

To authorise the Directors to fix the remuneration of the Company's auditors, 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.

Proxies and representatives

You may exercise your right to vote at the meeting either by being present in person 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 return it to Computershare, Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand or post to Computershare Private Bag 92119 Auckland 1142 New Zealand, so as to ensure that it is received by 10am on Monday 10 September 2018.

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

27 August 2018

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the information of shareholders in relation to the business to be conducted at New Talisman Gold Mines Limited's (*the Company's*) 2018 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 Re-election: Tony Haworth

Anthony Verne Haworth retires as a director by rotation under clause 27.2 of the Company's constitution and, being eligible, offers himself for re-election. A brief biography of Mr Haworth is as follows:

Mr Tony Haworth M.Sc (Tech), M.Sc (Fin), M.AusIMM, MAICD

Director

Mr Haworth has over 20 years' experience spanning a variety of geological, corporate, finance and governance roles across the minerals industry and as a corporate adviser and investment banker. Mr Haworth began his career as an Exploration Geologist with Heritage Gold (now NTL) and has worked in New Zealand and offshore for a range of private and public listed companies. His other previous roles include General Manager of Mawarid Mining (formerly National Mining Company) in Oman and Director of Liberty Gold Corporation in London. He is currently a Director at New Zealand corporate advisory firm Campbell MacPherson Ltd where he specialises in mergers and acquisitions, corporate valuation and financial analysis. Mr Haworth holds a Masters in Finance from London Business School and a Masters in Earth Science from the University of Waikato. He is a corporate Member of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Company Directors.

Resolution 2 – Auditor Remuneration

Under section 207T of the Companies Act 1993, KS Black & Co are automatically reappointed as the auditors of the Company. 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 proposed resolution is to authorise the Directors to fix the remuneration of the auditors.