

**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 18 September 2019 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 2019.

ITEM B – ORDINARY RESOLUTIONS

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

1. Director Re-election: Charbel Nader

To re-elect Charbel Nader as a Director.

2. Director Re-election: Matthew Geoffrey Hill

To re-elect Matthew Geoffrey Hill as a Director.

3. Auditor Remuneration

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

ITEM C – SPECIAL RESOLUTION

4. Alteration to Constitution

To alter the Company's constitution, in the form and manner described in the explanatory notes, with effect from the close of the Annual Meeting of Shareholders.

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 16 September 2019.

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
20 August 2019

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 2019 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: Charbel Nader

Charbel Nader 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 Nader is as follows:

Mr Charbel Nader B.com, M App Fin, CA, CTA

Director

Mr Nader is an investment banker with extensive experience in corporate finance and strategic advisory and board roles, including experience in mergers and acquisitions project finance. Charbel has worked across a range of industries and has expertise in the finance of capital intensive projects with volatile returns. Charbel was formerly deputy chairman of Aspermont Ltd publisher of the Mining Journal and organiser of the Mines and Money events in Hong Kong, London and Melbourne.

Mr Nader was, head of Pitt Capital Partners Melbourne office (a subsidiary of Washington H Soul Pattinson), and founding Chairman of successful media start up and oversaw its sale to Fairfax Ltd. He is Non-Executive Director of Madman Entertainment, Celebrity Speakers NZ. He has been a director of gold mining companies with assets in Hungary. Mr Nader is a non-executive Director of United Networks Ltd, Realestateview.com.au Ltd and Chairman, of finance group Growth Factor Ltd. He has a Bachelor of Commerce and Masters of Applied Finance from the University of Melbourne, is Chartered Accountant and is Fellow of the Tax Institute of Australia.

Resolution 2 – Director Re-election: Matthew Geoffrey Hill

Matthew Geoffrey Hill 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 Hill is as follows:

Mr Hill was appointed to the New Talisman Board as Alternate Director for Geoffrey Hill on 1 December 1999, and has served as a full Director for nearly 13 years since his appointment on 10 October 2006 and Appointed as CEO/Managing Director on 3 September 2012.

Mr Hill is an Executive Director of International Pacific Capital Limited, and Managing Director of Asia Pacific Capital Group Limited. Matthew is an experienced merchant banker having worked previously at Potter Warburg (now UBS); Eventures (a joint venture between NewsCorp and Softbank); Pitt Capital and Souls Private Equity Limited. Matthew specialises in resources and company listings on the ASX and NZX.

Matthew has been responsible for leading the company from exploration into the development phase at the Talisman mine since his appointment in late 2012 and is primarily responsible for day to day operations and capital raising initiatives of the company. Mr. Hill is a non-executive director of Broken Hill Prospecting Limited ASX:BPL which holds interests the Thackaringa cobalt project near Broken Hill in NSW Australia and a portfolio heavy mineral sands tenements in the Murray Basin. Matthew is also alternate director for Geoffrey Hill on Pacific American Coal ASX:PAK .

Mr Hill Holds a Graduate Diploma in Applied Finance and Master of Business Administration. He is a fellow of the FINSIA and a member of the Australian Institute of Company Directors.

Resolution 3 – 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.

Resolution 4 – Alterations to constitution

This special resolution seeks shareholder approval to amend the Company's constitution. The amendments are procedural in nature and are required in order to comply with updated Listing Rules. The key changes reflect the following:

1. Including a provision requiring the Company to comply with the minimum board composition requirements of the NZX Listing Rules.
2. Updating the clauses relating to director rotation to incorporate updated requirements of the NZX Listing Rules. Previously one third of directors were required to retire each year. Under the updated Listing Rules a Director must not hold office (without re-election) past the third annual meeting following that Director's appointment or three years, whichever is longer.
3. To remove a provision restricting appointment of a managing director for a term of more than five years, to reflection deletion of that NZX Listing Rule restriction.
4. Requiring voting at meetings of shareholders to be conducted by poll, as required by the updated Listing Rules.

Shareholders can view all proposed amendments in mark-up at <http://www.newtalismangoldmines.co.nz/2019/08/agm-2019/>.

The proposed amendments do not impose or remove a restriction on the Company's activities, and accordingly no rights arise under section 110 of the Companies Act 1993.

The Board unanimously recommends that shareholders vote in favour of the amendments to the Company's constitution.