

**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 Thursday 6 August 2020 commencing at 11.00 am

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 2020.

ITEM B – RESOLUTIONS

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

1. Director Re-election: Murray Stevens

To re-elect Murray Stevens, who retires and is eligible for re-election, as a Director of the Company.

2. 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 deliver 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 11am on Tuesday 4 August 2020.

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
7 July 2020

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 2020 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: Murray Stevens

Under the NZX Listing Rules, an NTL director must not hold office (without re-election) past the third annual shareholders' meeting following the director's appointment, or three years, whichever is longer. Accordingly, Murray Stevens is required to retire at this meeting. Mr Murray, being eligible, offers himself for re-election, and the Board unanimously supports his re-election and recommends that shareholders vote in favour of Resolution 1.

Mr Stevens will not be an independent director (as determined by the Board using the definition in the NZX Listing Rules), if elected, as he provides consultancy services to the Company from time to time.

A brief biography of Mr Stevens follows:

Mr Murray Ronald Stevens, BSc, MSc(Hons), Dip.Geol.Sci, MAusIMM

Non-executive Director

Mr Stevens has BSc and MSc (Hons) degrees in geology from the University of Auckland and a Post-graduate Diploma in Geoscience from Macquarie University in Sydney majoring in Mineral Economics.

Mr Stevens has over 35 years of experience as a geologist and has provided consulting services to NTL since 2002.

Mr Stevens has extensive expertise exploring for epithermal gold deposits in the Coromandel and the wider Asia-Pacific region. He has held Senior Management and consulting roles in a number of public and private companies and was NTL's (formerly Heritage Gold Ltd) first Exploration Manager from 1987 to 1996. He was instrumental in recognizing the potential for the Talisman Mine and the Rahu area when NTL acquired these areas in the early 1990s. Mr Stevens played a key role in the original discovery made at Rahu and was the exploration consultant for NTL when the work undertaken between 2003 and 2006 delineated the current resources at Talisman.

Resolution 2 – 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 2.

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.

To access the online AGM you must register at <http://newtalisman.onlineagm.co.uk/register>. Once registered you will receive a confirmation email with details of the event and the web address for the AGM. You must have access to the email you registered with to login on the day of the event. You may only use an email address once for login to the AGM. You will be able to submit questions to the board via the AGM site on the day, there will also be the ability to cast your vote, votes are weighted per share holder, so you only need to vote once on the system.

The system is compatible with Chrome, Edge and Safari. It is optimised for use on PC/Laptop and functions on tablet and smartphone. Please ensure all operating systems and apps have installed the latest updates.

Shareholders may vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices through the online participation portal. Shareholders may also send questions in advance of the meeting to info@newtalisman.co.nz.

Shareholders will still be able to appoint a proxy to vote for them or cast a postal vote as they otherwise would, by following the instructions on the Voting and Proxy Form and this Notice of Annual Meeting.

QUESTIONS IN ADVANCE OF THE MEETING

To assist the Board to provide answers to questions from shareholders, New Talisman Gold is offering a facility for shareholders to submit questions in advance of the Annual Meeting. Questions should relate to matters that are relevant to the Annual Meeting including matters arising from the financial reports and any general questions regarding the operations of New Talisman Gold. Individual responses to questions will not be provided, but the Chair will, at the Annual Meeting, endeavour to address commonly raised questions. Questions can be submitted in writing with Proxy/Voting forms. Alternatively, you can email your questions to: info@newtalisman.co.nz

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 11:00am Tuesday 4 August 2020

VIRTUAL MEETING

On account of the global Covid-19 pandemic, the Company will hold its first virtual Annual Meeting.

All shareholders will have the opportunity to attend and participate in the 2020 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.

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 Thursday 6 August 2020 at 11:00am** 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 re-elect Murray Stevens as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	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).

