



Lodge your proxy



Online
www.investorvote.co.nz



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Proxy/Voting Form

	www.investorvote.co.nz	Smartphone?
	Lodge your proxy online, 24 hours a day, 7 days a week:	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 Monday 12 September 2016		

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 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.

The Chairman of the meeting intends to vote undirected proxies in favour of resolutions 1 to 5. The Chairman cannot vote undirected proxies in respect of resolution 6, (see further below).

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

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

Voting Exclusion Rules

Under voting exclusion rules, the Company will disregard any votes cast on:
- resolution 6 by any Director of the Company and any Associated Person of a Director;

However, the Company need not disregard a vote if:

- it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (unless it is in relation to Resolution 6, in which case the Chairman cannot vote).

Signing Instructions for Postal Forms

Individual

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

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

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 jointly with another Director, or a Sole Director can also sign alone. 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 securityholder/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 **Annual General Meeting of New Talisman Gold Mines Limited to be held at the Jubilee Building, 545 Parnell Road, Parnell, Auckland, New Zealand on Wednesday, 14 September 2016 at 11:00am** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or 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
(1)	Elect Murray Ronald Stevens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2)	Elect Tony Horwath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Elect Charbel Nader	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Re-elect Matthew Geoffrey Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Auditor Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(6)	Increase of Directors' Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual General Meeting of New Talisman Gold Mines Limited to be held at the Jubilee Building, 545 Parnell Road, Parnell, Auckland, New Zealand on Wednesday, 14 September 2016 at 11:00am

**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 in the Jubilee Building, 545 Parnell Road, Parnell, Auckland, New Zealand on Wednesday 14 September 2016 commencing at 11.00 am

The business of the Annual Meeting 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 2016.

ITEM B – RESOLUTIONS

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

Appointment of Directors

- 1 To elect Murray Ronald Stevens (appointed by the Board as a director on 9 May 2016) as a Director. This resolution is to be passed as an ordinary resolution.
- 2 To elect Anthony Verne Haworth (appointed by the Board as a director on 24 August 2016) as a Director. This resolution is to be passed as an ordinary resolution.
- 3 To elect Charbel Nader (appointed by the Board as a director on 24 August 2016) as a Director. This resolution is to be passed as an ordinary resolution.

Director Re-election

- 4 To re-elect Matthew Geoffrey Hill as a Director. This resolution is to be passed as an ordinary resolution.

Auditor Remuneration

- 5 To authorise the Directors to fix the remuneration of the Company’s auditors, DFK Oswin Griffiths Carlton. This resolution is to be passed as an ordinary resolution.

Increase of Directors’ Remuneration Pool

- 6 To approve, for all purposes (including NZX Main Board Listing Rule 3.5.1 and ASX Listing Rule 10.17), the maximum aggregate Directors’ fees payable to Directors be increased by NZ\$75,000 from NZ\$125,000 to NZ\$200,000 per annum, with such fees to be allocated on a basis determined by the Independent Directors. This resolution is to be passed as an ordinary resolution.

Further information

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

Shareholders are specifically referred to the Glossary in the Explanatory Notes which contains definitions of terms used both in this Notice of Annual Meeting and the Explanatory Notes.

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 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).

A proxy form is attached to this Notice of Annual Meeting. If you wish to vote by proxy you must complete the form and produce it to the Company at its registered office, Nathan House, 541 Parnell Road, Parnell, Auckland, New Zealand so as to ensure that it is received at least 48 hours before the meeting.

By order of the Board

Matthew Hill

Company Secretary

29 August 2016

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 2016 Annual Meeting.

The purpose of these Explanatory Notes is to provide shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual Meeting.

These Explanatory Notes should be read in conjunction with the Notice of Annual Meeting. Capitalised terms in these Explanatory Notes are defined in the Glossary.

Resolutions 1, 2, 3, 4, 5 and 6 are ordinary resolutions and require the approval of a simple majority of votes cast at the meeting by shareholders entitled to vote and voting.

Resolution 1 – Appointment of Director (Murray Stevens)

On 9 May 2016, Murray Stevens was appointed to the board by a resolution of directors. He retires under clause 26.2 of the Company's constitution and, being eligible, offers himself for election. In terms of the NZX Main Board Listing Rules, the Board has determined that Murray Stevens is an Independent Director. A brief biography of Mr Stevens is as follows:

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

Non-executive (Independent) 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 than 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 recognising the potential for the Talisman mine and the Rahu area when NTL acquired these areas in the early 1990's. Murray 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 – Appointment of Director (Tony Haworth)

On 24 August 2016, Tony Haworth was appointed to the board by a resolution of directors. He retires under clause 26.2 of the Company's constitution and, being eligible, offers himself for election. In terms of the NZX Main Board Listing Rules, the Board has determined that Tony Haworth is an Independent Director. A brief biography of Mr Haworth is as follows:

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

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 of 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.

Resolution 3 – Appointment of Director (Charbel Nader)

On 24 August 2016, Charbel Nader was appointed to the board by a resolution of directors. He retires under clause 26.2 of the Company's constitution and, being eligible, offers himself for

election. In terms of the NZX Main Board Listing Rules, the Board has determined that Charbel Nader is an Independent Director. A brief biography of Mr Nader is as follows:

Charbel Nader is an investment banker with extensive experience in corporate finance and strategic advisory and board roles, including experience in mergers and acquisitions and project finance. Mr Nader has worked across a range of industries and has expertise in the finance of capital intensive projects with volatile returns. Mr Nader 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 for in excess of \$100m. He is Non-Executive Director of Madman Entertainment, distributor of the highly successful New Zealand film The Hunt for the Wilderpeople. He has been a director of gold mining companies with assets in Hungary. Mr Nader has a Bachelor of Commerce and Masters of Applied Finance from the University of Melbourne, is Chartered Accountant and is a fellow of the Tax Institute of Australia.

Resolution 4 – Director Re-election

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:

Matthew Geoffrey Hill MBA, MAICD

Chief Executive Officer

Mr Hill is the Executive Director of International Pacific Capital, 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 specializes in resources and company listings on the ASX and NZX and acts for a number of multinational clients. Matthew has been responsible for leading the company 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 an alternate director of Pacific American Coal and a director of Broken Hill Prospecting Limited both listed on the ASX. Matthew 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.

Mr Hill was appointed as alternate director for Geoffrey Hill on 1 December 1999, and has served for nearly 10 years since his appointment as Director on 10 October 2006 and Executive Director on 3 September 2012. Matthew is a Director of Broken Hill Prospecting Limited ASX:BPL which holds a cobalt and heavy mineral sands project near Broken Hill in NSW Australia, He is also alternate director for Geoffrey Hill on Pacific American Coal ASX:PAK

Resolution 5 – Auditor Remuneration

Under section 207T of the Companies Act 1993, DFK Carlton 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 6 – Increase of Directors' Remuneration Pool

The Company seeks approval under NZX Main Board Listing Rule 3.5.1(a) and ASX Listing Rule 10.17 to increase Director fees from an aggregate of NZ\$125,000 per annum to an aggregate of NZ\$200,000 per annum. The current total remuneration pool was set at \$125,000 per annum at the Company's 2013 annual meeting.

The Board considers that it is reasonable and appropriate to seek an increase in fees in order to appoint and retain as Directors persons of high calibre in possession of the range of skills required in order to adequately meet the needs of the Company. As the Company continues its progression to producer, differing and additional skill sets are required at the board level and the pool will need to be increased to take into account the increase in the board's current skills and capabilities by the recent appointments of Murray Stevens, Charbel Nader, Tony Horwath as set out in this Notice of Annual Meeting.

For the purposes of ASX Listing Rule 10.17, no securities have been issued to the Company's non-executive Directors with the approval of shareholders under ASX Listing Rules 10.11 or 10.14 at any time in the past three years, save in respect of the issue of 10,000,000 ordinary shares in the Company to James Murray McKee (at NZ\$0.007 per share) and 10,000,000 shares to Matthew Hill (at NZ\$0.007 per share) on 29 September 2015 (as approved by the Company's shareholders at the annual general meeting on 11 September 2015).

Voting Exclusion: The Company will disregard any votes cast on this resolution 6 by any Director of the Company and any Associated Person of a Director. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Glossary

In these Explanatory Notes and the accompanying Notice of Annual Meeting, the following terms have the following meaning unless the context otherwise requires:

Board	Board of Directors
Company	New Talisman Gold Mines Limited ARBN 009 474 702
Director	A director of the Company