

**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 Wednesday 6 September 2023 commencing at 2.00 pm NZST

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 2023.

ITEM B – RESOLUTIONS

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

1. Director Re-election: John Upperton*

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

2. Director Re-election: Victor Rabone*

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

3. Director Election: Richard Tacon*

To elect Richard Tacon, who has been nominated by a shareholder.

4. Director Election: John Wedde*

To elect John Wedde, a shareholder who has nominated himself.

- * As discussed further below, the NTL Board considers four Board members to be an efficient and effective working group for Governance and therefore encourages shareholders to re-elect or elect their two preferred candidates.**

5. Appointment of Auditor

That UHY Haines Norton be appointed as the auditor of the Company and that the Board be authorised to fix the remuneration of the auditor for the coming year.

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 2pm NZ standard time on Monday 4 September 2023.

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
14 August 2023

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 2023 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.

Board re-elections and elections

As explained below, two of the Company's current directors have made themselves available for re-election and two other directors have been nominated for election.

The Board currently numbers four members, with an independent chair, Samantha Sharif. John Upperton has an executive role. Victor Rabone and Michael Stiassny are independent directors.

With a Board size of four, three of whom are independent, the Company has a majority of independent directors reflecting a recommendation in the NZX Corporate Governance Code.

The NZX Listing Rules require the company to have at least 3 directors. While none of the ASX or NZX Listing Rules, or the Company's constitution, specify a maximum number of directors, the Board considers that the optimum size of Board is four directors for efficient and effective decision-making, having regard to the needs of the company, the balance of skills required, and resources available to the Company.

Rather than recommending individual candidates, the NTL Board therefore encourages shareholders to re-elect or elect their two preferred candidates, so the Board size is maintained at four.

Resolution 1 – Director Re-election

John Upperton was appointed as a Director by Shareholders in September 2021. As has been common practice for the Company Mr Upperton retires and, being eligible, offers himself for election. A brief biography of Mr Upperton is as follows:

John Upperton

Mr Upperton has a background in both Commercial and Residential Construction Project Management. Alongside these projects, Mr Upperton has garnered considerable experience in aspects of the RMA and District Planning requirements, including successfully representing himself in Environment Court.

Mr Upperton has 16 years' experience as Managing Director of a Limited Company. He has served on and chaired several community organisations over a 25 year period.

Mr Upperton has also previously held a senior management role for one of NZ's leading Manuka Honey producers, being responsible for the negotiation and placement of bee hives across the North Island involving more than 300 landowners.

Mr Upperton was previously Chair of New Talisman and remains instrumental in delivering the strategic plan.

Resolution 2 – Director Re-election

Victor Rabone was appointed as a Director by Shareholders in September 2021. As has been common practice for the Company Mr Rabone retires and, being eligible, offers himself for election. A brief biography of Mr Rabone is as follows:

Victor Rabone, (BE (Civil Engineering))

Mr Rabone is a Geotechnical Engineer with over 20 years of operational experience in all facets of mining gained in New Zealand and internationally. He has specialised expertise in hard rock underground mining.

Victor's experience includes feasibility analysis, management of operations, geotechnical stability analysis, ground support design and installation, drill and blast tunnel development, rail haulage system's design and installation, mineral processing, refining and environmental management.

Victor holds a number of certifications required to manage a hard rock underground gold mining operation including Controlled Substance License, Handlers Certificate for blasting, he holds an A Grade Tunnel Manager certification and a Site Senior Executive qualification.

Victor has in recent years been dedicated fulltime to the planning and development of the Broken Hills Gold Mine in the Puketui valley, Coromandel Peninsula.

Victor is a member of a number of professional organisations; Engineering NZ, NZ Geomechanics Society, International Society for Rock Mechanics, NZ Tunnelling Society and the Railway Technical Society of Australasia.

Victor has had experience in the project management of a variety of construction activities such as installation of screw piles, seismic reinforcement using stone columns, geotechnical drilling programmes, alluvial mining operations and underground mining and tunnelling projects 2012.

Resolution 3 – Director Election

Mr Richard Tacon was nominated by a shareholder. A brief biography of Mr Tacon is as follows:

Since starting his career in the 1970s, Richard has worked in almost every operational role in the mining industry.

His first job was at Greymouth's Liverpool State Mine, owned by the New Zealand Government. He moved to Australia to further his mining career in underground coal, working in production crews in a variety of locations. He went on to hold several management roles in coal mines around Australia, working his way from undermanager to General Manager. Richard has held senior leadership roles in the mining industry for the past decade.

After living and working in Australia for 32 years, Richard returned to New Zealand to take up the position of Chief Operating Officer with Bathurst in 2012. He was appointed to the role of Chief Executive Officer in March 2015 and joined the board of Bathurst as executive director in April of that year. Bathurst has grown significantly over the last 8 years, from a small domestic coal producer to a highly successful mining business employing over 700 people in New Zealand.

Richard holds a NZ and NSW first class mine managers certificates and has a NZ SSE CoC as well. He is a strong advocate for improved Health and Safety outcomes through the systematic management of risk in all aspects of r businesses.

Richard is the Chair of advocacy group Minerals West Coast and sits on the Board of the New Zealand Mines Rescue Trust.

Resolution 4 – Director Election

Mr John Wedde is a shareholder and has nominated himself. A brief biography of Mr Wedde is as follows:

I am a long term shareholder, and have been since the days of Heritage Gold some 35 years ago.

My knowledge of New Zealand companies, the private sector here and the NZX dates back to my days studying business at Victoria University over 50 years ago. I still manage quite actively a small private portfolio of NZX and ASX shares on a daily basis and have done so since my graduation with a BCA in 1969.

In the period from 1970 – 1975 I was out of New Zealand, travelled extensively through many countries. studied at Freiburg University in Germany and Reading University, England and gained a post graduate MA from Reading in 1975.

Extensive knowledge of the public sector was acquired through employment with the Department of Trade & Industry, and the Education Department as a senior lecturer in Business at the Central Institute of Technology.

Most of my professional life since 1975 though has been spent in a very large variety of entrepreneurial activity for a number of smaller unlisted NZ companies in which I have been the owner or part owner.

Experience working in the voluntary sector includes 15 years with the Wellington Coastguard. I am a keen sailor.

I am fluent in German and also reasonably competent in Spanish.

Resolution 5 – Auditor appointment and Remuneration

In accordance with best governance practice the Board has reviewed the audit services role.

Pursuant to section 207U of the Companies Act 1993 (**Act**), the Company has therefore notified KS Black of the proposal to replace the auditor of the Company with UHY Haines Norton, with effect from 1 October 2023.

Resolution 5 therefore seeks shareholder approval to appoint UHY Haines Norton as the Company's auditor pursuant to section 207P of the Act.

Section 207S of the Act 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 for the coming year.

The Board unanimously recommends that shareholders vote in favour of Resolution 5.

PARTICIPATION IN VIRTUAL MEETING

Due to our shareholders being located across New Zealand and Australia, as well as other parts of the world, 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.

Shareholders and proxyholders can watch and vote during the virtual Annual Meeting via the online platform at: <https://ntlasm2023.anzpac.chime.live>

To do this, you will need a computer or mobile/tablet device with internet access.

Shareholders: when you log onto the online platform, you will need to provide your username and password. Your username is your CSN/shareholder number, and your password will be your postcode or country of residence (if outside New Zealand).

Proxyholders: log-in details will be emailed to proxyholders (in the event that the nominated proxy holder is not the New Talisman Chairman). This is reliant on shareholders disclosing their nominated proxy's email address when they appoint their proxy.

More information about how to use the Annual Meeting online platform is available in the virtual meeting online guide, which is available on our website and on page 6 in this document.

Shareholders may vote on the resolutions to be put to shareholders, by using their own computers or mobile devices through the online participation portal. Shareholders may also send questions in advance of the meeting via the online participation portal.

Other options for voting

If you are unable to join us at the Annual Meeting, we encourage you to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at

<http://www.investorvote.co.nz> or by following the instructions on the proxy/voting form that you will receive from our share registrar, Computershare. These must be submitted by no later than 2:00pm (NZST) on Monday 4 September 2023 to be valid.

Even if you plan to attend the virtual meeting, you are encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

How to ask questions

We strongly encourage you to submit written questions to directors and New Talisman's auditor in advance of the meeting at: <https://ntlasm2023.anzpac.chime.live>

During the course of the meeting, we will address as many of the more frequently raised relevant questions received before 2:00pm (NZST) on Monday 4 September 2023 as possible.

DIRECTIONS REGARDING THE MEETING

Eligibility to attend and vote

You are eligible to vote and attend the Annual Meeting if you are recognised as a shareholder at 5.00pm (NZST) on 4 September 2023. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual Meeting.

Registration

Your registration will be assumed if our system logs you as present. We will identify shareholders registered as attending the Annual Meeting using your unique CSN/shareholder number, which you will use as your username to gain access.

You can access our online Annual Meeting portal from the date of this notice of meeting; however, the voting function will only be accessible once the Annual Meeting commences.

How to Vote

Live voting online during the Annual Meeting

To vote in person, please attend the Annual Meeting on the date, time and via the online virtual link set out above in the notice. You will be able to vote for, against or abstain on each item via the online platform.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting.

You may appoint a proxy either online at www.investorvote.co.nz or by completing and submitting your voting/proxy form, which is enclosed at the back of this document, where full details are disclosed on how to appoint a proxy. Your proxy submission must be received no later than 2:00pm (NZST) on 4 September 2023.

A proxy need not be a shareholder and may be an individual or a company. If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies. If you appoint two proxies, you will need to submit two voting/proxy forms. You may specify the proportion or number of votes each proxy is appointed to exercise; if this is not specified, each proxy may exercise half of the votes disregarding fractions.

Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chairman.

Submitting your voting/proxy form

Your submission must be received by no later than 2:00pm (NZST) on 4 September 2023. You can appoint your proxy:

Online: www.investorvote.co.nz

By mail:

Computershare Investor Services Limited Private Bag 92119
Auckland 1142
New Zealand

VIRTUAL MEETING ONLINE GUIDE

Getting started

- Please make sure your browser is up to date on your smartphone, tablet, or computer. Chime Live works with all major browsers.
- The New Talisman Gold Mines Limited Virtual Annual Meeting (New Talisman ASM) will be available at <https://ntlasm2023.anzpac.chime.live>
- The New Talisman Annual Meeting online portal will be available for shareholders to log in and familiarise themselves with the website, and submit questions for Directors and New Talisman's auditor, from the date the notice of meeting is released.

Logging in

- You will need to enter in two identifying factors to gain entry to the New Talisman Gold Mines Ltd Annual Meeting online portal.
- The first is your log-in name, which is your CSN/security holder number which was assigned to you when you became a shareholder of New Talisman by our share registrar, Computershare. Your CSN/security holder number will be on communications sent to you by Computershare with regard to your shareholding.
- The second is a password. This will be your postcode or country of residence (if outside New Zealand).
- If you opt to appoint a proxy and the proxy is not the New Talisman Chairman, you will need to provide your proxy's email address so that we can email your proxy their log-in details. The email address can be provided via the same channels that you appoint a proxy, which will be detailed on your voting/proxy form. Cut-off times apply for appointing a proxy which are also detailed on this form.

Home page

- Click the start button on the home page, you can navigate the New Talisman ASM platform via the menu located on the left-hand side of the page.
- If you would prefer a different language, please select in the top right corner.

Voting

- The online voting function will open once the Annual Meeting goes live, which is 2:00pm New Zealand standard time on Wednesday 6 September 2023. The voting function will close on the cessation of the meeting by the Chairman.
- Each resolution to be voted on is listed in order and you can select from three voting options: In Favour, Against or Abstain.
- To vote, you need to click on one of the voting options buttons. The button of the option selected will change colour and a small lock icon will appear in the bottom right-hand corner.
- Up until the Chairman closes the poll, you may change their vote, by clicking on the lock icon of their previous choice and then selecting their preferred option.
- Final voting results will be released to the market once the New Talisman ASM has ended and all votes have been counted.

Questions

- We strongly encourage you to submit questions for Directors or auditors via the New Talisman ASM online portal in advance of the meeting. During the course of the meeting, we will address as many of the more frequently raised relevant questions received before 2:00pm (NZST) on 4 September 2023 as possible.
- Once in the online portal, you can submit your questions either via the menu tab or the chat box at the bottom left-hand side of the page. Only you will be able to view your questions submitted.

Live streaming of the Annual Meeting

- The format of New Talisman's virtual Annual Meeting will be audio with a shared screen.
- To access the live audio stream, you can click on the video camera icon located at the top right-hand side of the page.
- The live stream will start 2:00pm New Zealand standard time on Wednesday 6 September 2023.

Troubleshooting

- We encourage you to access the online portal before the Annual Meeting.
- If you have any technical or log-in issues, please contact Virtual_Events_Questions@encore-anzpac.com

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

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 2.00pm Monday, 4 September 2023.		

VIRTUAL MEETING

Due to our shareholders being located across New Zealand and Australia, as well as other parts of the world, the Annual Meeting will be held virtually at <https://ntlasm2023.anzpac.chime.live>.

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 Wednesday, 6 September 2023 at 2.00pm** 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 John Upperton, who retires and is eligible for re-election, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2. To re-elect Victor Rabone, who retires and is eligible for re-election, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3. To elect Richard Tacon, who has been nominated by a shareholder.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4. To elect John Wedde, a longstanding shareholder who has nominated himself.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5. That UHY Haines Norton be appointed as the auditor of the Company and that the Board be authorised to fix the remuneration of the auditor for the coming year.	<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).