

**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 on Friday 28 September 2012 commencing at 1.00 pm

The business of the 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 2012.

ITEM B – RESOLUTIONS

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

1 Re-election of Director

Matthew Geoffrey Hill retires by rotation under clause 27.2 of the Company's constitution and, being eligible, offers himself for re-election. In terms of the NZSX Listing Rules the Board of the Company has determined that Matthew Geoffrey Hill is not an independent director. A brief biography for Matthew Geoffrey Hill is set out in the Explanatory Notes.

2 Appointment of Auditors

To record the appointment of Carlton-DFK as the Company's auditors under section 200 of the Companies Act 1993, and to authorise the Directors to settle their remuneration.

Explanatory Notes

The Explanatory Notes accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting.

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

Sue Sangster
Company Secretary
10 September 2012

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 2012 Annual General 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 General Meeting.

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

Resolution 1 – Director Appointment

The approval of an ordinary resolution of the holders of the ordinary shares in the Company is required for Resolution 1 (i.e. a simple majority of votes cast at the meeting by shareholders entitled to vote and voting).

Brief biographies of the Director retiring by rotation and offering himself for re-election pursuant to resolutions 1 in the Notice of Annual Meeting is as follows:

Matthew Geoffrey Hill MBA, MAICD, FINISIA Executive Director

Matthew Hill's expertise lies in investment banking matters. Mr Hill is currently managing director of Asia Pacific Capital Group with offices in Sydney and Suva where he is responsible for corporate finance and capital raising in the resources sector. Mr Hill has previous experience in the media and venture capital sectors.

Mr Hill was previously Business Manager of Souls Private Equity Limited and Executive Director of Corporate Finance at Pitt Capital Partners in Melbourne. Mr Hill is an alternate Director of Broken Hill Prospecting Limited and Managing Director of Soco Limited.

Mr Hill was appointed as alternate director for Geoffrey Hill on 1 December 1999, and has served for almost 6 years since his appointment as Director on 10 October 2006 and Executive Director on 3 September 2012.

Resolution 2

The approval of an ordinary resolution of the holders of the ordinary shares in the Company is required for Resolution 2 (i.e. a simple majority of votes cast at the meeting by shareholders entitled to vote and voting).

Glossary

In these Explanatory Notes and the accompanying Notice of Annual General 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

PROXY FORM

SECTION 1: SHAREHOLDER DETAILS (PLEASE PRINT CLEARLY)

Full name:

Full address:

If shares are held jointly, enter details of other joint holders:

Full name:

Full address:

SECTION 2: APPOINTMENT OF PROXY (This section must be completed)

I appoint: Full name:

Full address:

OR

The Chairman of the meeting (mark with an "X")*
or failing the person named, or if no person is named, the Chairman of the meeting, as my proxy to exercise my vote at the Annual Meeting of the shareholders of the Company to be held on Friday 28 September 2012 at the Jubilee Building, 545 Parnell Road, Parnell, Auckland, New Zealand, and at any adjournment of that meeting.

SECTION 3: VOTING INSTRUCTIONS

(Tick the box that applies)

I direct my proxy to vote in the following manner:

For Against Abstain

(1) Re-election of Matthew Geoffrey Hill

(2) Appointment of Auditors

SIGNED BY EACH SHAREHOLDER NAMED IN SECTION 1

Date: _____

Notes

1 As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting. A proxy need not be a shareholder of the Company.

* **The Chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. If so, please indicate that in section 2 above.**

The Chairman of the meeting intends to vote undirected proxies in favour of each Resolution.

2 If you are joint holders of shares each of you must sign this proxy form. If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.

3 For this proxy form to be valid, you must complete it and produce it to the Company at the Company's 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. If it has been signed under a power of attorney please send 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 with this proxy form.

4 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.