

9<sup>th</sup> October 2014

ANNOUNCEMENT BY NEW TALISMAN GOLD MINES LIMITED (NTL)

FOR IMMEDIATE RELEASE

Rights Issue Offer Document

New Talisman advises that its Offer Document dated 9 October 2014 will be available on the Company's website [www.newtalisman.co.nz](http://www.newtalisman.co.nz) or from the NZX Main Board and Australian Securities Exchange announcement platforms.

Shareholders with a registered address in New Zealand or Australia are entitled to subscribe for one new share for every five shares held at the Record Date on payment of NZ 1 cent or AU 1 cent per new share.

New Talisman intends to use the proceeds from the Offer to initiate production at the Talisman Mine and fund general working capital. Application has been made for permission to quote the Rights on the NZX Main Board and all the requirements of NZX Limited (NZX) relating thereto that can be complied with on or before the date of this announcement have been duly complied with. The new shares have been accepted for quotation by NZX and will be quoted upon completion of allotment procedures. NZX accepts no responsibility for any statement in this announcement. NZX Main Board is a registered market operated by NZX, which is a registered exchange under the Securities Markets Act 1988 (New Zealand).

Application has also been made to quote the Rights on the Australian Securities Exchange (ASX), and application will be made for quotation of the new share on ASX. However ASX Limited accepts no responsibility for any statement in this announcement. ASX is not regulated under New Zealand law.

Matthew Hill  
Chief Executive Officer  
+ 64 9 3031893

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**About New Talisman Gold Mines Ltd**

New Talisman Gold is a dual listed (NZSX & ASX: NTL) leading New Zealand minerals development company with 1890 shareholders who are mainly from Australia and New Zealand. The company's flagship asset the Talisman mine holds a JORC compliant mineral resource, a JORC compliant reserve and has been granted resource consents and access arrangements for the initial phase of the project. The company is currently initiating bulk sampling at Talisman and continues to advance the development of the mine. New Talisman's wholly owned subsidiary Coromandel Gold Limited with a separate management and board, holds a portfolio of highly prospective mineral interests and gold properties in the Hauraki and Northland Districts of New Zealand. CGL is currently working toward establishing itself as a separate listed entity. Through a subsidiary company, New Talisman Gold owns 20.35% of Broken Hill Prospecting Limited, which holds a significant cobalt project at Thackaringa, about 25 kilometres south-west of Broken Hill in Australia and a heavy mineral sands exploration portfolio. BPL is listed on the ASX (Code: BPL). More about New Talisman Gold at [www.newtalisman.co.nz](http://www.newtalisman.co.nz)



**New Talisman Gold Mines Limited**  
**Offer Document**

**1 for 5 Renounceable Rights Offer**  
**of Ordinary Shares**

**Dated 9 October 2014**

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# IMPORTANT INFORMATION

## General information

This document has been prepared by New Talisman Gold Mines Limited (the **Company** or **New Talisman**) in connection with a 1 for 5 renounceable rights offer. The offer is made to Eligible Shareholders pursuant to the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand). This document is not a prospectus, investment statement, disclosure document or product disclosure statement for the purposes of the Securities Act 1978 (New Zealand) or the Corporations Act 2001 (Australia) and does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision or about the Offer or the Company.

## Additional information available under New Talisman's disclosure obligations

New Talisman is subject to continuous disclosure obligations under the NZX Main Board and ASX Listing Rules. Market releases by New Talisman, including its most recent annual report (for the year ending 31 March 2014) and financial statements, are available at [www.nzx.com](http://www.nzx.com) under stock code NTL.

## Offering restrictions

This Offer is made only in New Zealand and Australia. No action has been taken to permit a public offering of the New Shares in any jurisdiction outside New Zealand and Australia. The distribution of this document in a jurisdiction outside New Zealand and Australia may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should seek advice on and observe any such restrictions.

No person may subscribe for, purchase, offer, sell, distribute or deliver New Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the New Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent into or distributed in the United States.

## No Guarantee

No person named in this document (nor any other person) guarantees the New Shares to be issued pursuant to the Offer or warrants the future performance of New Talisman or any return on any investment made pursuant to this document.

## Decision to participate in the Offer

The information in this document does not constitute a recommendation to acquire New Shares or financial product advice. This document has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any Applicant or investor.

## Privacy

Any personal information provided by Eligible Shareholders on the Entitlement and Acceptance Form will be held by New Talisman and/or the Registry at the addresses set out in the Directory. This information will be used for the purposes of administering your investment in New Talisman. This information will only be disclosed to third parties with your consent or if otherwise required by law. Under the Privacy Act 1993 (New Zealand), you have the right to access and correct any personal information held about you.

## Dividend Policy

The Company has a policy of not paying dividends and the Board is unable to predict when any dividend may be paid in the future. This will depend on a number of factors including the future success, profitability and financial position of the Company.

## Competent Person's Statements

The information in this announcement that relates to the Talisman Project Pre-Feasibility Study and the Ore Reserve estimates was prepared by Mr Wayne J Chowles, a Mining Engineer and member of the AusIMM. Mr Chowles is a full time employee of New Talisman Gold Mines Limited and the author of the Talisman Prefeasibility Study referred to in this release. He has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Chowles consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

## Enquiries

Enquiries about the Offer can be directed to a Primary Market Participant, or your solicitor, accountant or other professional adviser. If you have any questions about the number of New Shares shown on the Entitlement and Acceptance Form that accompanies this document, or how to complete the Entitlement and Acceptance Form, please contact the Registry.

## Times

All references in this document to times are to New Zealand time.

## 1.0 Chairman's Letter

Dear Shareholder,

On behalf of the board of New Talisman Gold Mines Ltd, I am delighted to recommend to you a 1 for 5 pro-rata renounceable rights offer of new shares.

I recently had the opportunity to address shareholders at the Company's annual general meeting. The thrust of my address was the very real progress the Company had made in the 2013/14 financial year. The milestones I noted included the grant of resource consents from the Hauraki District Council, completion of the formal access arrangements with the Department Conservation, satisfactory metallurgical tests on dozens of ore samples from the Talisman mine and significant progress on the mine's safety management system. Those milestones were achieved through a disciplined and focused strategic approach and I am pleased to say we delivered real value for the funds we expended as the balance sheet shows. On the subject of funding I acknowledged the Company's appreciation of those who contributed to the capital raising exercise earlier this year but also acknowledged that there was a substantial shortfall on the funds we needed to raise to bring the mine into production.

The shareholders present at the meeting encouraged your directors to again seek the funds necessary to bring the mine into production from existing shareholders. They were particularly pleased to receive the news that 50 tonnes of ore previously removed from the hard stand area at the mine site was now ready for processing at Newmont's Waihi treatment plant. We expect to be in a position to announce the detailed analyses of the ore shortly but from the indicative samples taken at the crusher we are confident the ore will grade over 1 ounce of gold per tonne.

The Company is offering 134,396,243 new Shares at an Issue Price of NZ\$0.01 or AU\$0.01 per New Share, on the basis of 1 New Share for every 5 Existing Shares held as at the Record Date.

All Eligible Shareholders are entitled to participate in this Offer. If you accept your Entitlement in full, you can also apply for Additional New Shares (i.e. Shares in excess of your pro rata Entitlement) through the Oversubscription Facility.

As outlined further in this document the funds raised will be applied to continue toward further production at the Talisman mine, to meeting costs of the Offer and to fund working capital.

I commend this offer to you and look forward to your support to bring the historically rich Talisman mine back into production after a 30 year halt.

Yours sincerely,

J Murray McKee  
Chairman  
New Talisman Gold Mines Limited

## 2.0 Key terms of the Offer

<b>Issuer</b>	New Talisman Gold Mines Limited
<b>The Offer</b>	A pro-rata renounceable rights issue of 1 New Share for every 5 Existing Shares held on the Record Date (with fractional entitlements being rounded down to the nearest share)
<b>Eligible Shareholder</b>	Shareholders with registered addresses in New Zealand or Australia on the Record Date
<b>Issue price</b>	NZ\$0.01 or AU\$0.01 per New Share
<b>Offer Size</b>	Maximum amount to be raised under the Offer: NZ\$1,343,962.43
<b>Oversubscriptions</b>	If you accept your entitlement in full, you may apply for any number of Additional New Shares pursuant to the Oversubscription Facility
<b>Expenses of the Offer</b>	Expenses associated with the Offer are expected to total approximately NZ\$50,000
<b>New Shares</b>	The same class as (and rank equally with) existing Shares on the Issue Date
<b>Shares currently on issue</b>	671,981,217 Shares
<b>Maximum number of New Shares being offered</b>	134,396,243 New Shares
<b>Maximum Shares on issue on completion of the Offer</b>	806,377,460 Shares (up to an additional 5,000,000 ordinary shares may be issued in respect of firm commitments received in respect of the placement announced on 3 October 2014)
<b>How to apply</b>	Application must be made through the enclosed Entitlement and Application Form together with payment in New Zealand dollars (or Australian dollars). See Section 6 of this document for actions to be taken by Eligible Shareholders

### 3.0 Important Dates

Rights trading commences ASX	10 October 2014
Rights trading commences NZX Main Board	10 October 2014
Record Date for determining Entitlements	7.00pm (NZ time), 14 October 2014
Opening Date	15 October 2014
Expected dispatch of document enclosing the Entitlement and Acceptance Forms	15 October 2014
Rights trading ends ASX	7.00pm (NZ time) and 5.00pm (AEST), 27 October 2014
Rights trading ends NZX Main Board	5:00pm (NZ time) and 3:00pm (AEST), 28 October 2014
Closing Date (last day for receipt of the completed Entitlement and Acceptance Form with payment)	5.00pm (NZ time) and 3.00pm (AEST), 3 November 2014
Allotment and issue of New Shares and dispatch of holding certificates ( <b>Issue Date</b> )	6 November 2014
Expected date for quotation of New Shares	6 November 2014

These dates are subject to change and are indicative only. New Talisman reserves the right to amend this timetable (including by extending the Closing Date) subject to applicable laws and rules of NZX and ASX. New Talisman reserves the right to withdraw the Offer and issue New Shares at any time before the Issue Date in its absolute discretion.

## **4.0 Details of the Offer**

### **4.1 The Offer**

The Offer is an offer of New Shares in New Talisman to Eligible Shareholders under a pro-rata renounceable rights issue. Under the Offer, Eligible Shareholders are entitled to subscribe for 1 New Share for every 5 Existing Shares held on the Record Date. The New Shares are of the same class as (and rank equally with) Existing Shares, which are quoted on the NZX Main Board and on the ASX. It is a term of the Offer that New Talisman will take any necessary steps to ensure that the New Shares are, immediately after the issue, quoted.

The maximum number of New Shares being offered under the Offer is 134,396,243.

### **4.2 Issue Price**

The Issue Price is NZ\$0.01 or AU\$0.01 per New Share. Applicants may choose whether to pay the New Zealand dollar Issue Price or the Australian dollar Issue Price. The Issue Price must be paid in full on application with a completed Entitlement and Acceptance Form delivered (either by mail, delivery, email or fax) to the Registry in accordance with the instructions set out in the Entitlement and Acceptance Form. New Talisman may accept late Applications and Application Monies, but has no obligation to do so. New Talisman may accept or reject (at its discretion) any Entitlement and Acceptance Form which it considers is not completed correctly, and may correct any errors or omissions on any Entitlement and Acceptance Form.

If an Eligible Shareholder fails to accept any New Shares and pay the associated Application Monies by the Closing Date (5.00pm (NZ time) on 3 November 2014), their Rights will lapse.

Application Monies received will be held in a trust account with the Registry until the corresponding New Shares are allotted or the Application Monies are refunded. Interest earned on the Application Monies will be for the benefit, and remain the property, of New Talisman and will be retained by New Talisman whether or not the issue and allotment of New Shares takes place. Any refunds of Application Monies will be made within 10 Business Days of allotment (or earlier date that the decision not to proceed with the Offer is made).

### **4.3 Eligibility**

The Offer is only open to Eligible Shareholders, being those persons with registered addresses in New Zealand or Australia, who are registered as Shareholders at the Record Date.

New Talisman considers that the legal requirements of other jurisdictions in which Shareholders have a registered address are such that it would be unduly onerous for the Company to make the Offer, having regard to the low number of such Shareholders, the number and value of New Shares such Shareholders would be offered, the financial resources of the Company and the costs of complying with overseas legal requirements. However, the Entitlements of all ineligible Shareholders will be issued to a nominee who will endeavour to sell those Entitlements and the proceeds will be paid to those Shareholders.

### **4.4 Oversubscription Facility**

Eligible Shareholders who accept their full Entitlement may also apply for Additional New Shares (in excess of their Entitlement) at the Issue Price pursuant to the Oversubscription Facility. Applicants may apply for any number of Additional New Shares, but there is no guarantee that Applicants will be allocated any or all of the Additional New Shares for which they apply.

The number of New Shares available under the Oversubscription Facility will equal the number of New Shares for which valid applications are not received by the Closing Date. No applicant for Additional New Shares will be allocated any greater number of Additional New Shares than the number for which they have applied and paid.

If the total number of Additional New Shares applied for exceeds the total number of New Shares in the Oversubscription Facility, the Company may scale the oversubscription applications in the following manner. The number of New Shares in the Oversubscription Facility will be allocated, subject to there being a sufficient number of New Shares in the Oversubscription Facility, as follows:

- firstly, all applicants for Additional New Shares will be allocated the lesser of:
  - the number of Additional New Shares applied for; and
  - 200,000 New Shares (being the rounded down average number of Shares held by the Company's Shareholders).
- if New Shares remain unallocated in the Oversubscription Facility such shares shall be allocated to unsatisfied applicants pro-rata to those applicants' holdings of Existing Shares.
- if New Shares remain unallocated in the Oversubscription Facility after the above two scaling steps, such shares will be allocated to unsatisfied applicants pro-rata to the number of Additional New Shares applied for (as a proportion of all such remaining unsatisfied applications).

If the number of New Shares in the Oversubscription Facility is insufficient to allocate under the first step of the scaling methodology set out above, the Company reserves the right to ballot, reduce the upper limit of New Shares allocated or scale the applications in any other manner that it deems appropriate (subject to applicable laws and the Listing Rules). The Company's decision on scaling will be final.

#### **4.5 Opening and Closing Dates**

The Offer will open for receipt of acceptances on 15 October 2014 (**Opening Date**). The last day for receipt of the completed Acceptance and Entitlement Form with payment is 5.00pm (NZ time) and 3.00pm (AEST) on 3 November 2014 (**Closing Date**), subject to New Talisman varying those dates in accordance with the NZX Main Board and ASX Listing Rules.

#### **4.6 Allotment and issue of New Shares**

New Shares are expected to be allotted and issued on 6 November 2014 (**Issue Date**). Statements for New Shares will be issued and mailed in accordance with the Listing Rules.

#### **4.7 Terms and Ranking of New Shares**

New Shares allotted and issued will be fully paid and will be the same class as (and rank equally in all respects with) other Shares on issue that are quoted on the NZX Main Board and ASX on the Issue Date. They will give the holder the right to one vote on a resolution at a meeting of shareholders (subject to any restrictions in the Company's constitution or the Listing Rules), the rights to dividends authorised by the Board and the right to a proportionate share in any distribution of surplus assets of the Company on any liquidation.

#### **4.8 Rights**

If you are an Eligible Shareholder, you are not required to subscribe for all of the New Shares to which you would be entitled under the Offer. You may subscribe for a proportion of your New Shares, sell your entitlement or allow your Entitlement to lapse. See further details in Section 6.

#### **4.9 Use of Proceeds**

New Talisman intends to use the proceeds from the Offer to cover the expenses associated with this Offer (estimated at NZ\$50,000), to continue toward further production at the Talisman mine and fund general working capital.

#### **4.10 NZX and ASX listing**

Application has been made for permission to quote the Rights on the NZX Main Board and all the requirements of NZX relating thereto that can be complied with on or before the date of this document have been duly complied with. However NZX accepts no responsibility for any statement in this document. The New Shares have been accepted for quotation by NZX and will be quoted upon completion of allotment procedures. NZX Main Board is a registered market operated by NZX, which is a registered exchange under the Securities Markets Act 1988 (New Zealand).

Application has been made for permission to quote the Rights on the ASX and all requirements of ASX relating thereto that can be complied with on or before the date of this document have been duly complied with. However ASX accepts no responsibility for any statement in this document. The Company has made an application for admission of the New Shares to quotation on ASX. All requirements of ASX relating to such an application that can be complied with on or before the date of this document have been, or the Company expects will be, duly complied with. The resulting Shares are therefore expected



to be quoted on ASX following the completion of allotment procedures. A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the New Shares now offered for subscription.

Neither NZX, ASX nor ASIC accepts any responsibility for any statements in this document.

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## 5.0 Business Overview

### Talisman Mining Permit

The Company holds a 25-year mining permit granted in 2009 covering 299 hectares, including the historic Talisman and Crown-Welcome mines. The permit lies between the towns of Waihi and Paeroa in the Hauraki Goldfield, and includes mines with total historical production (from the 1880s to 1992) of 1 million ounces gold and 3 million ounces silver.

Ore Reserves	Tonnes	Au		Ag	
		Grade	Oz	Grade	Oz
Probable	19,600	8.5	5,400	36.9	23,300
Proved	62,900	11.6	23,400	51.6	104,500
<b>Total</b>	<b>82,500</b>	<b>10.8</b>	<b>28,800</b>	<b>48.1</b>	<b>127,800</b>

In 2014 following an extensive prefeasibility study and completion of project planning for a bulk sampling project New Talisman initiated the first stage of the process in moving to production. This included completion of all remaining regulatory consents and today New Talisman holds a consent to enter and operate the Talisman mine. A second major accomplishment was completion of the draft Health and Safety management plan which following internal reviews is expected to be lodged with the High Hazards Unit on the 13<sup>th</sup> October.

The most recent key achievement was the removal of stockpiled gold bearing ore on the hardstand and pad area of the mine outside level 8 portal in September to an offsite facility where it was crushed and sampled and currently is being prepared for processing by Newmont's Waihi plant. It is expected that the ore contains >1oz per ton of gold following sampling of such both prior and during the crushing process. This initial processing will form the basis for long term treatment of the ore extracted from the Talisman mine. Given the contained high grade gold and silver the Company will apply any funds from processing back into the mine project.

This final achievement is expected to yield a minimum of 50 ounces of gold in the first batch and 20-30 ounces in the subsequent pilot batch which is ready for sampling and transport to treatment facilities. This is the first time Talisman ore has ever been treated locally since the early 1900's and the first production of gold from New Talisman. The total cost per ounce to provide this ore for processing is minimal as it did not require extraction from the orebody.

Whilst the stockpiles of ore are limited to material on the hardstand area, the Company is currently assessing and sampling further material and immediately following the rights issue will complete a report as to the economics of the remainder of any ore and if it is assessed as being feasible, New Talisman will remove this material for processing. The remaining ore is a mixture of known material which was seen as waste material during the mine's heyday for which the cutoff was over 10grams per ton and unsampled stockpiles. Should the remaining ore prove economic and the stability of the pad area remain untouched there is the potential for a maximum of 100 tonnes in total of potentially high grade gold bearing ore to be removed in the short term for treatment in addition to that which has already been removed from the site.

### Key Highlights of recent activity

- Removal of further stockpiled ore grading (expected to be greater than 1 oz of gold per ton) from mine site area
- Crushing and sampling of ore and transportation to treatment plant
- Completion of draft Health and Safety management plan
- Consent to enter and operate granted
- Upgrade of mine roads

## Talisman Mine Bulk Sampling Project

Following completion of the Prefeasibility study, New Talisman applied for and was granted resource consents by the Hauraki District Council and an access arrangement with the Department of Conservation for initiating trial mining/bulk sampling. The access arrangement from the Department of Conservations covers a total area of 0.25 hectares of the Department of Conservation land in the Kaimaimamaku Conservation Park.

As a responsible mining company and as part of its application process New Talisman completed significant consultation with interested and affected parties, these include Iwi, NZ Heritage Trust, NZTA, Hauraki District Council, the Department of Conservation and those landowners bordering the park. Due to the minimal environmental footprint and operations being proposed by the Company it was considered that the adverse effects on the environment of the proposed bulk sampling plan will be no more than minor. Written approval has been obtained from the only party considered to be adversely effected.

The bulk sampling/trial mining phase is anticipated to allow for approximately 600 tonnes of fresh ore per month to be extracted from the mine with a maximum of 20,000 cubic metres per annum permitted for removal. The bulk sampling projected cash flows are based on a Gold Price of USD1200/Oz and an estimated C1 cash cost (labour, material and consumables to deliver ore to the run-of-mine (RoM) pad of USD\$568 per ounce and a NZD:USD exchange rate of 0.8. This shields the project from significant movements in the gold price over the period of the project

Following the last capital raising, the Company has completed ore removal and the ore currently sits at Newmont Waihi for processing. It is envisaged that over 70oz of gold will be contained within the stockpiled ore. A second amount of ore will be sent for treatment in the coming weeks.

### Application of Funds

Funds raised from this issue will continue the precursor activity to mining together with meeting costs associated with the Offer and the Company's working capital requirements. This includes:-

- Clearing the pad and hardstand area and removal of any further gold bearing ore,
- Installation of a site office
- Purchase of equipment for initial mining
- Building explosives magazine
- Bringing power and water onto the site
- Developing the ventilation module, and
- Purchase of Rockdrills and mining equipment.

Coupled with the funds to be received from the gold bearing ore sent for processing the funds raised from this rights issue will allow a significant portion of mine development to occur and will allow shareholders the opportunity to participate and subsequently benefit from any rerating of the Company's share price as we continue producing from existing stockpiles and fresh ore.

The application of funds of NZ\$1.3M is anticipated to allow the Company's Talisman mine to be funded well into the first phase of production.

The Bulk sampling project will see the Talisman Gold Mine restored to the status of a fully operational gold mine. Initial work will be focussed on installing the surface infrastructure such as compressors and power generation capability, required to support underground operations. This will be followed by mine refurbishment where the supports of the old mine tunnels will be strengthened and replaced in order to afford safe access for people and machinery into the workings. Once refurbishment is completed, engineering services will be installed from the mine portal to the working faces followed by sample extraction by drill and blast methods.

The Directors continue to progress other financing options as part of the risk strategy to ensure the mine is brought into production according to the timeline presented to shareholders at the 2014 AGM with a clear preference to our shareholders participation in the Talisman Mine development.

## 6.0 Action to be taken by Eligible Shareholders

### 6.1 Available actions

If you are an Eligible Shareholder, enclosed in this document is an Entitlement and Acceptance Form showing the number of Rights you have to subscribe for New Shares under the Offer. You may take one of the following actions in respect of your Rights:

- **accept all** or **part** of your Rights;
- **sell all** or **part** of your Rights;
- **accept part** of your Rights and **sell all** or **part** of the balance;
- **accept all** your Rights and **apply for more** Rights; or
- do **nothing** with **all** or **part** of your Rights.

**IMPORTANT:** If you do nothing with your Rights before the Closing Date, they will lapse and you will not be able to subscribe for any New Shares under the Rights Offer or realise any other value for your Rights.

### 6.2 Accepting your Entitlement

Eligible Shareholders who wish to accept all or part of their Rights should return their completed Entitlement and Acceptance Form and deliver it to the Registry (by either mail, delivery, email or fax) with the application monies by no later than the Closing Date in accordance with the instructions set out in the Entitlement and Acceptance Form.

The Issue Price is in either New Zealand or Australian dollars, and you can select the currency that you prefer. The Issue Price must be paid in full on application with a completed Entitlement and Acceptance Form delivered (either by mail, delivery, email or fax) to the Registry in accordance with the instructions set out in the Entitlement and Acceptance Form.

There is no minimum number of New Shares which you must subscribe for under the Offer. Applicants will not be treated as having offered to purchase a greater number of New Shares other than the number for which payment is made.

### 6.3 Oversubscription Facility

Eligible Shareholders who accept their Entitlement in full may also apply for an additional number of New Shares through the Oversubscription Facility. No applicant for Additional New Shares will be allocated any greater number of Additional New Shares than the number for which they have applied and paid.

See further detail on how to subscribe for Additional New Shares under the Oversubscription Facility in the Entitlement and Acceptance Form and in Section 4.4 of this document.

### 6.4 Selling your Entitlement

The Rights are renounceable. This enables Eligible Shareholders who do not wish to accept all or part of their entitlement to sell those Rights not accepted.

If you wish to **sell all** or **part** of your Rights, this can be done on the NZX Main Board by instructing a NZX Primary Market Participant or on the ASX by instructing your ASX market participant to sell all or part of the number of Rights specified on the Entitlement and Acceptance Form. You will need to provide both your FASTER or FIN and your Common Shareholder Number for NZX or CHESS for ASX identification number and your Holder identification number for ASX.

Trading of Rights will commence on the ASX under the code NTLR on 10 October 2014 and cease at 5.00 pm (AEST) on 27 October 2014, and commence on the NZX Main Board under the code NTLRC on 10 October 2014 and will cease at 5.00pm (NZ time) on 28 October 2014. Your Rights may be sold on the NZX Main Board and ASX between these dates, should you choose not to accept your full entitlement. If you wish to sell your Rights using this method you must do so before close of trading on the NZX Main Board and ASX. Renunciations must be lodged with the Registry not later than the Closing Date, 5.00pm (NZ time) on 3 November 2014.

### 6.5 Accepting part of your Entitlement and selling the balance

There is no minimum number of New Shares that you must subscribe for under the Offer. You may accept as many or as few of your Rights as you wish. If you wish to **accept part** of your Rights and **sell the balance**, you should:

- instruct an NZX or ASX Primary Market Participant to sell the number of Rights you wish to renounce; and
- indicate the number of New Shares you wish to accept in the Entitlement and Acceptance Form and send your completed Entitlement and Acceptance Form, together with the application monies for the number of New Shares applied for, directly to the NZX or ASX Primary Market Participant through whom you sold your Rights.

If New Talisman receives, on or before the Closing Date 5.00pm (NZ time) on 3 November 2014 both an acceptance and a renunciation by an Eligible Shareholder in respect of the same Rights, effect will be given to the renunciation in priority to the acceptance.

### 6.6 Payment by internet banking

Computershare has provided a bank account in New Zealand for payment in NZD and one in Australia for payment in AUD. Details of the bank accounts are on the Entitlement and Acceptance Form. If you are paying by internet banking **please also complete the Entitlement and Acceptance Form and send it to the Registry following instructions under Section 6.2 above and include your name and holder details on the internet banking funds transfer.**

### 6.7 Enquiries

If you have any queries about the number of Rights shown on the Entitlement and Acceptance Form which accompanies this document, or how to complete the Entitlement and Acceptance Form, please contact the Registry at Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622, Private Bag 92119, Victoria Street West, Auckland 1142, New Zealand. Telephone (09) 488 8777; Fax (09) 488 8787. Email: [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz).

## 7.0 Glossary

“**Additional New Shares**” means New Shares which an Applicant applies for over and above their Entitlement pursuant to the Oversubscription Facility.

“**Applicant**” means an investor whose application for New Shares has been received by the Registry prior to the Closing Date.

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited, ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

“**Board**” means the board of directors of the Company.

“**Business Day**” has the meaning given to that term in the Listing Rules.

“**Closing Date**” means 5.00pm (NZ time) and 3.00pm (AEST) on 3 November 2014.

“**Company**” or “**New Talisman**” means New Talisman Gold Mines Limited (New Zealand Company Number 276623, Australian Registered Body Number 009 474 702).

“**Eligible Shareholders**” means Shareholders of New Talisman with registered addresses in New Zealand and Australia as at the Record Date.

“**Entitlement and Acceptance Form**” means the personalised entitlement and acceptance form enclosed in this document for Eligible Shareholders.

“**Entitlement**” means the number of Rights to which Eligible Shareholders are entitled.

“**Existing Share**” means a fully paid ordinary share in the Company on issue on the NZX Main Board and ASX on the Record Date.

“**Issue Date**” means 6 November 2014, being the date the New Shares are allotted.

“**Issue Price**” means NZ\$0.01 or AU\$0.01 per New Share

“**JORC Code**” means either the 2004 or the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’

“**Listing Rules**” means the listing rules of the NZX Main Board or ASX, as the context requires, as amended from time to time and for so long as the Company is admitted to the official list of such exchange.

“**New Share**” means an ordinary share in the Company offered under the Offer of the same class as (and ranking equally in all respects with) Existing Shares at the time of allotment of the New Shares.

“**NZX Main Board**” means the main board equity security market operated by NZX.

“**NZX**” means the NZX Limited.

“**Offer**” means the offer to subscribe for New Shares to Eligible Shareholders as at the Record Date, pursuant to this document.

“**Opening Date**” means 15 October 2014.

“**Oversubscription Facility**” means the facility that entitles an Eligible Shareholder who accepts their Entitlement in full to also apply for an additional number of New Shares (details of which are set out in Section 4.4 of this document).

“**Primary Market Participant**” means a market participant who has been accredited and designated by NZX (or ASX) to bring new offers of securities to a market provided by NZX (or ASX).

“**Record Date**” means 7.00pm (NZ time) on 14 October 2014.

“**Registry**” means Computershare Investor Service Limited.

“**Right**” means the renounceable right to subscribe for 1 New Share at the Issue Price, issued pursuant to the Offer.

“**Share**” means one ordinary fully paid share in the Company.

“**Shareholder**” means a registered holder of Shares on issue.

All New Zealand dollar figures in this Disclosure Document have been calculated on the basis of the Issue price of NZ\$0.01 or AU\$0.01 per New Share, and any references to legislation are references to New Zealand legislation unless stated or defined otherwise.

## 8.0 Directory

### Enquiries

Enquiries about this Offer should be directed to your stockbroker, solicitor, accountant or other professional adviser.

### Directors of New Talisman Gold Mines Limited

J Murray McKee (Chairman, Independent)  
Matthew G Hill (Chief Executive Officer)  
Dr Ian J Pringle (Independent Director)

### Registered (Head) Office of New Talisman Gold Mines Limited

541 Parnell Road  
Parnell, Auckland 1052  
New Zealand  
Telephone (+64 9) 303-1893  
Facsimile (+64 9) 303-1612  
Email: [office@newtalisman.co.nz](mailto:office@newtalisman.co.nz)  
Website: [www.newtalisman.co.nz](http://www.newtalisman.co.nz)

### Principal Office of New Talisman Gold Mines Limited in Australia

1st Floor  
25 Richardson Street  
West Perth  
WA 6005  
Australia  
Telephone (+61 8) 9481 2040

Facsimile (+61 8) 9481 2041

**If you have any queries about your Entitlements please contact the Share Registry:**

### In New Zealand:

#### Computershare Investor Services Limited

Telephone: (09) 488 8777  
Facsimile: (09) 488 8787  
Outside New Zealand: +64 9 488 8777

### In Australia:

#### Computershare Investor Services Limited

Telephone: 1800 501366  
Outside Australia: +61 3 9145 4083  
Facsimile: +61 3 9473 25

### Solicitors for New Talisman Gold Mines Limited

Chapman Tripp  
Level 35  
ANZ Centre  
23 Albert Street  
Auckland 1140  
New Zealand