

6 May 2014

ANNOUNCEMENT BY NEW TALISMAN GOLD MINES LIMITED (NTL)

FOR IMMEDIATE RELEASE

Rights Issue Offer Document

New Talisman advises that its Offer Document dated 5 May 2014 is available on the Company's website 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 two shares held at the Record Date on payment of NZ 0.8 cent or AU 0.8 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.

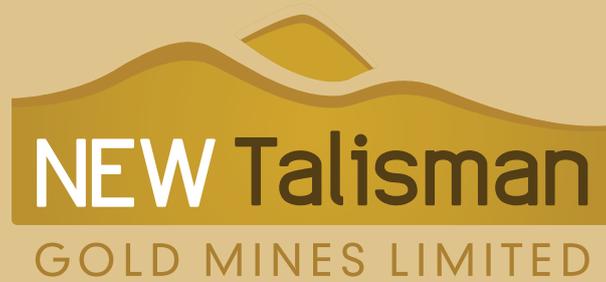
Sue Sangster

Company Secretary

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About New Talisman Gold Mines Ltd

New Talisman Gold is a dual listed (NZX Main Board & ASX: NTL) with 1800 shareholders who are mainly from Australia and New Zealand. It is a leading New Zealand minerals development and exploration company with a portfolio of high quality mineral interests. Its gold properties near Paeroa in the Hauraki District of New Zealand are a granted mining permit, including a JORC compliant mineral resource within the original Talisman underground mine, and an adjacent exploration permit along strike from the mine. The company is now advancing its plans to develop the mine, and advance the exploration project. Through a subsidiary company, New Talisman Gold owns 21.7% of Broken Hill Prospecting Limited, which is planning to develop a cobalt project at Thackaringa, about 25 kilometres south-west of Broken Hill in Australia. BPL is listed on the ASX (Code: BPL). More about New Talisman Gold at www.newtalisman.co.nz



New Talisman Gold Mines Limited
OFFER DOCUMENT

1 for 2 Renounceable Rights Offer
Of Ordinary Shares

Dated 5 May 2014

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 2 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 2013) and financial statements, are available at 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 were 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 present to you a 1 for 2 pro-rata renounceable rights offer of new shares.

As set out below, the capital raised from this offer will be applied to bringing the Talisman Mine into production. Thereafter we expect that the market will re-rate the Company as a gold producer rather than developer, and that the trading pricing of the stock will benefit significantly from this rerating. To ensure all current shareholders have one last opportunity to acquire an exposure to the anticipated stock rerating the Board has pitched this offer at a very attractive price relative to recent trading history.

The Company has previously announced that it is in the final stages of its pathway to reopening the Talisman Gold mine. In order to establish the initial bulk sampling and mining operations the Company intends to raise up to approximately NZ\$2.26 million (before costs) through a renounceable rights issue.

The Company is offering 282,941,751 New Shares at an Issue Price of NZ\$0.008 or AU\$0.008 per New Share, on the basis of 1 New Share for every 2 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. If you do not wish to take up your Entitlement under the Offer, you will be entitled to sell your Rights on the NZX Main Board and ASX (as applicable).

At the AGM in September 2013 shareholders strongly expressed a desire to participate in funding the Talisman mine through to production. I made a commitment to you at that time to ensure you would have an opportunity to participate. The structure and generous pricing of this offer allows all existing shareholders opportunity to participate directly in the Talisman mine establishment and reflects the board's recognition of your loyal support for the company to date.

As outlined further in this document should an amount of NZ\$1.7M be raised under this offer and the gold price is at least US\$1,200 an ounce the company will drive positive cash flows from mining operations within 12 months of initiating the bulk sampling project. This will mark the first time since listing on the NZX that the company will be in a position to generate positive cash flows from mining operations and marks a major milestone on the road to being a recognised gold producer.

I commend this offer to you and look forward to you joining us on the journey to produce the first ore from the Talisman mine in over 30 years.

Yours sincerely,



J Murray McKee
Chairman
New Talisman Gold Mines Limited

2.0 Key terms of the Offer

Issuer	New Talisman Gold Mines Limited
The Offer	A pro-rata renounceable rights issue of 1 New Share for every 2 Existing Shares held on the Record Date
Eligible Shareholder	Shareholders with registered addresses in New Zealand or Australia on the Record Date
Issue price	NZ\$0.008 or AU\$0.008 per New Share
Offer Size	Maximum amount to be raised under the Offer: NZ\$2.26M
Oversubscriptions	If you accept your entitlement in full, you may apply for any number of Additional New Shares pursuant to the Oversubscription Facility
Expenses of the Offer	Expenses associated with the Offer are expected to total approximately NZ\$80,000
New Shares	The same class as (and rank equally with) existing Shares on the Issue Date
Shares currently on issue	565,883,501 Shares
Maximum number of New Shares being offered	282,941,751 New Shares
Maximum Shares on issue on completion of the Offer	848,825,252 Shares
How to apply	Application must be made through the enclosed Entitlement and Application Form together with payment in New Zealand dollars (or Australian dollar equivalent). See Section 6 of this document for actions to be taken by Eligible Shareholders

3.0 Important Dates

Rights trading commences ASX	7 May 2014
Rights trading commences NZX Main Board	7 May 2014
Record Date for determining Entitlements	7.00pm (NZ time), 9 May 2014
Opening Date	12 May 2014
Expected dispatch of document enclosing the Entitlement and Acceptance Forms	14 May 2014
Rights trading ends ASX	7.00pm (NZ time) and 5.00pm (AEST), 27 May 2014
Rights trading ends NZX Main Board	5:00pm (NZ time) and 3:00pm (AEST), 27 May 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 June 2014
Allotment and issue of New Shares and dispatch of holding certificates (Issue Date)	10 June 2014
Expected date for quotation of New Shares	11 June 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 the NZX and the 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 2 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 282,941,751.

4.2 Issue Price

The Issue Price is NZ\$0.008 or AU\$0.008 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 June 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 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 12 May 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 June 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 10 June 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\$80,000), to initiate production at the Talisman mine and fund general working capital. If NZ\$1.7M is raised under the offer and the gold price is at least US\$1,200 an ounce, positive cash flows are forecast for the Talisman Mine within 12 months of starting the initial 18 month production programme. Further details of the project are set out in Section 5 of this document.

4.10 Minimum amount

The minimum amount which, in the opinion of the Board, must be raised under the Offer is NZ\$200,000. If valid

acceptances for the minimum subscription amount are not received by the Closing Date, New Talisman will refund all application monies received as detailed in paragraph 4.2 above.

4.11 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.



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.

During 2013 the Company completed a Pre-Feasibility Study which investigated and recommended options to mine the Mineral Resources discovered through the Company's exploration programs. Based on the outcome of the Pre-Feasibility Study the Company was able to announce the maiden ore reserve for the Talisman Mine. This reserve statement was released to the market on 4 September 2013 and the supporting technical report, titled "Ore Reserves Definition – Talisman Gold Project, August 2013", which was compiled in accordance with the requirements of the 2004 JORC code, is available on the Company's website.

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
Total	82,500	10.8	28,800	48.1	127,800

Key Highlights of recent activity

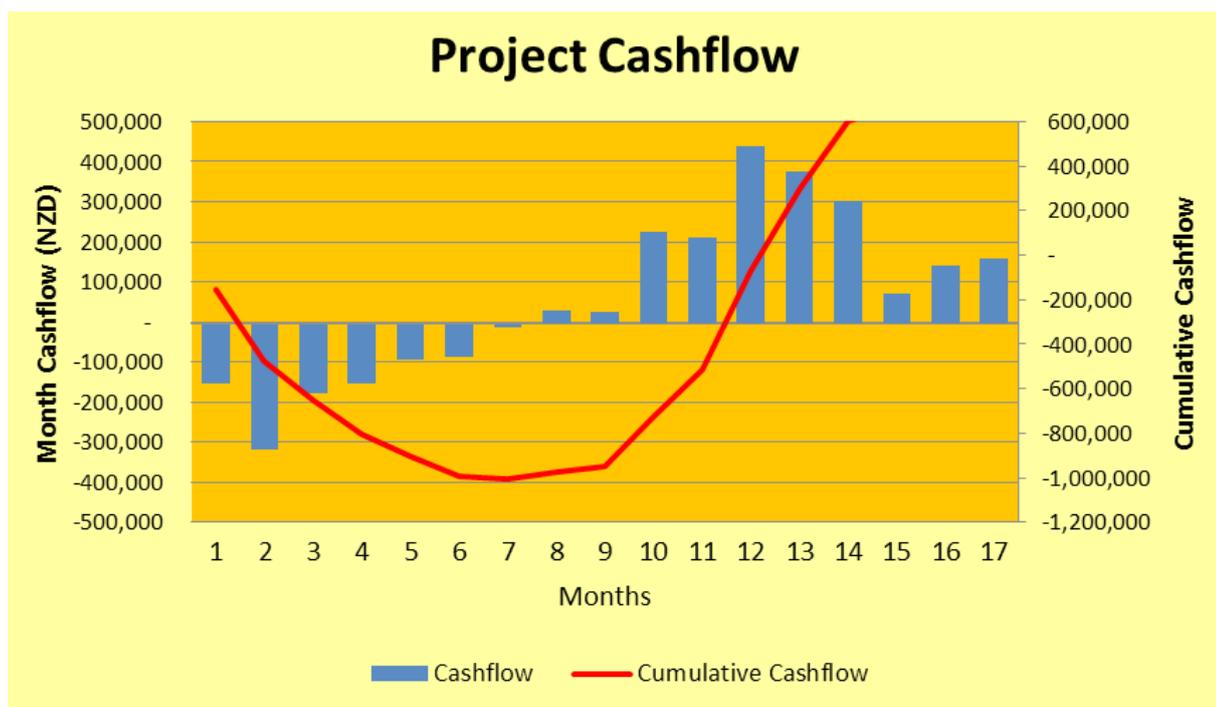
- Re-composition of the Board and Executive team
- Key mining team identified
- Pre-Feasibility Study completed March 2013
- JORC compliant reserve declared
- Access Arrangement granted
- Resource Consent granted
- Bulk sampling detailed project plan complete
- Health and safety management plan underway

Talisman Mine Bulk Sampling Project

Following completion of the study New Talisman Gold Mines 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 bulk sampling/trial mining phase is anticipated to allow for approximately 400 tonnes of fresh ore per month to be extracted from the mine with a maximum of 10,000 cubic metres per annum permitted for removal. At this stage the Company envisages treating such ore locally via a toll treatment arrangement. Discussions with local toll treatment facilities are continuing. The initial focus will be the upgrade of the mine and removal of high grade stockpiles for processing. These high grade stockpiles have been tested and have provided indicative grades ranging from <1gt up to 10,000 g/t (1% gold). The proceeds from treating the stockpiles will be reinvested into the project and mine development.

The bulk sampling projected cash flows are set out in chart below. These figures 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.



The application of funds of NZ\$1.7M is anticipated to allow the Company's Talisman mine to be fully funded through to the first phase of production which is expected to begin some 18 months following the bulk sampling project.

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. Assuming the amount set out above is raised under this offer, it is anticipated that the underground mine will be commissioned and the first new ore removed approximately 7 months from initial mobilisation.

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 2013 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 7 May 2014 and cease at 5.00 pm (AEST) on 27 May 2014, and commence on the NZX Main Board under the code NTLRB on 7 May 2014 and will cease at 5.00pm (NZ time) on 27 May 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 June 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 June 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.

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 June 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 10 June 2014, being the date the New Shares are allotted.

“**Issue Price**” means NZ\$0.008 or AU\$0.008 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 12 May 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 9 May 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.

“**RoM (Run of Mine)**” means mined ore delivered to surface.

“**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\$0.008 or AU\$0.008 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)

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