

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**Note:** This form must be completed in accordance with the instructions at the end of the form.

**To NZX**

and

**To New Talisman Gold Mines Limited (NTL)**

Relevant event being disclosed: **Movement of 1% or more in substantial holding**

Date of relevant event: 15 December 2015

Date this disclosure made: 18 December 2015

Date last disclosure made: 20 July 2015

**Substantial product holder(s) giving disclosure**

Full name(s): HFT Nominees Pty Ltd atf Hill Family Superannuation Fund  
and  
Hill Family Group Pty Ltd atf Hill Family Group Trust

**Summary of substantial holding**

Class of quoted voting products: Ordinary shares in New Talisman Gold Mines Limited (NTL)

Summary for **HFT Nominees Pty Ltd atf Hill Family  
Superannuation Fund and Hill Family Group Pty Ltd  
atf Hill Family Group Trust**

For **this** disclosure,—

- (a) total number held in class: 70,250,624
- (b) total in class: 817,722,586
- (c) total percentage held in class: 8.59%

For **last** disclosure,—

- (a) total number held in class: 42,154,117
- (b) total in class: 795,449,859
- (c) total percentage held in class: 5.30%

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure: HFT Nominees Pty Ltd is the trustee for the Hill Family Superannuation Fund and also indirectly controls the Hill Family Group Pty Ltd atf Hill Family Group Trust (HFG). HFG acquired from So Co Ltd via an off-market transfer 28,096,507 shares and 7,024,127 listed options in New Talisman Gold Mines Ltd for a value of respectively NZ\$203,036 and NZ\$21,255. A copy of the relevant agreement is attached.

**Details after relevant event**

Details for: HFT Nominees Pty Ltd atf Hill Family Superannuation Fund

Nature of relevant interest(s): Ordinary shares beneficially held

For that relevant interest,—

- (a) number held in class: 42,154,117
- (b) percentage held in class: 5.30%
- (c) current registered holder(s): no change since last disclosure
- (d) registered holder(s) once transfers are registered: HFT Nominees Pty Ltd

For a derivative relevant interest, also—

- (a) type of derivative: N/A
- (b) details of derivative: N/A
- (c) parties to the derivative: N/A
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: N/A

Details for: Hill Family Group Pty Ltd atf Hill Family Group Trust

Nature of relevant interest(s): Ordinary shares beneficially held

For that relevant interest,—

- (a) number held in class: 28,096,506
- (b) percentage held in class: 3.44%
- (c) current registered holder(s): So Co Limited
- (d) registered holder(s) once transfers are registered: Hill Family Group Pty Ltd

For a derivative relevant interest, also—

- (a) type of derivative: N/A

- (b) details of derivative: N/A
- (c) parties to the derivative: N/A
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: N/A

**Additional information**

HFT Nominees Pty Ltd is the trustee for the Hill Family Superannuation Fund and is associated to the Hill Family Group Pty Ltd atf Hill Family Group Trust as it is the sole shareholder of the trustee company.

Address(es) of substantial product holder(s): 54 East Crescent, Hurstville Grove NSW 2220

Contact details: +61 2 9252 5300

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: None

**Certification**

I, Francesco Girotto, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

## **AGREEMENT DATED 15 DECEMBER 2015**

### **PARTIES**

**Hill Family Group Pty Ltd**, ACN 123 517 797 (Lender)

AND

**So Co Limited**, ACN 007 706 925 (Company)

### **BACKGROUND**

- A. The Company is indebted to the Lender for a total amount of \$1,166,562 (Loan).
- B. The Loan is now due and payable in full.
- C. The Company is the registered holder and beneficial owner of the following securities (Securities):

BPL shares	34,371,000
------------	------------

BPL – unlisted options	17,185,500
------------------------	------------

NTL shares	28,096,506
------------	------------

NTLO – listed options	7,024,127
-----------------------	-----------

- D. The Lender and its associate, Nimpod Pty Limited, control the Company and accordingly the Lender has the same relevant interests (within the meaning of the Corporations Act 2001 (Cth)) in the voting shares included in the Securities as the Company has.
- E. The directors of the Lender informed the Company that the Lender will accept the transfer of all of the Securities in full satisfaction and discharge of the Loan.
- F. The Company obtained from an independent valuer, Titan Partners, a valuation of the Securities dated 27 November 2015. The range of the valuation is between \$1,048,000 and \$1,173,000 with an average value of \$1,111,000. The trading price of the underlying listed shares has fallen since the date of the valuation of the Securities.

### **TERMS OF AGREEMENT**

- 1. The Lender accepts the transfer of all of the Securities from the Company to the Lender, by way of off market form of transfer, in full satisfaction and discharge of the Loan.
- 2. The Company warrants that the Securities are free from any encumbrance or adverse third party interest of any kind and that the full beneficial ownership of the Securities, free from any

encumbrance or adverse third party interest of any kind, will vest in the Lender on the transfer of the Securities to the Lender.

Executed as an agreement by )

**Hill Family Group Pty Ltd** )

ACN 123 517 797 in accordance with )

section 127 of the Corporations Act )

Marcus Hill

Director

[Signature]

MARCUS Hill

(name printed)

STEPHEN LAU

Director COMPANY SECRETARY

(name printed)

Executed as an agreement by )

**So Co Ltd** ACN 007 706 925 )

in accordance with section 127 of )

the Corporations Act )

Geoffrey Hill

Director

[Signature]

Geoffrey Hill

(name printed)

MARCUS Hill

Director

(name printed)