

14 August 2023

**ANNOUNCEMENT BY NEW TALISMAN GOLD MINES LIMITED
(NZX: NTL, ASX: NTL)
FOR IMMEDIATE RELEASE**

NEW TALISMAN SHARES OWNED BY TERRA FIRMA

New Talisman Gold Mines Limited (NZX/ASX: NTL) (**NTL**) has been asked by ASX Limited to disclose to the market some additional detailed terms relating to the issue to Terra Firma Mining Limited (**TFML**) of 16,666,667 shares in NTL, announced to the market on 7 June 2023 (or, \$300,000 of shares at the \$0.018 issue price).

NTL does not consider any of the additional detail is material information.

TFML agreed to the same issue price for its shortfall shares as applicants in the rights issue, and as other applicants in the shortfall offer. As a payment term, TFML has agreed to set-off the amount payable by TFML against invoices payable by NTL to TFML for mining services. NTL anticipates the full amount will have been invoiced prior to 31 March 2024.

As mechanical matters:

- TFML agreed that NTL's wholly-owned subsidiary Coromandel Gold Limited (**CGL**) would hold legal title to the shortfall shares issued to TFML on bare trust for TFML under section 82(6) of the New Zealand Companies Act 1993 (**Act**), pending agreement on TFML invoices. CGL progressively releases legal title to TFML as relevant invoices are approved by NTL. TFML has had full beneficial ownership of the shares since the time of issue to TFML. Neither NTL nor CGL have any beneficial interest in the shares issued to TFML.
- In the unlikely event that TFML has not paid for all of the shortfall shares issued to TFML on 31 March 2025, or such later date that TFML and NTL may agree, or if the services agreement between NTL and TFML is terminated, CGL may arrange to sell such of shares as is required to pay for the remaining outstanding balance of the subscription price through the NZX Main Board and/or to acquire such shares and cancel them pursuant to the share buyback provisions of the Act.
- TFML has agreed to comply with NTL's "inside information" securities dealings policy before it trades any NTL shares.

NTL's board's judgment was that the issue of shares to TFML qualified for allotment under ASX Rule 7.2, exception 7.3, on the basis that the shares were issued to TFML in accordance with the shortfall share allocation policy stated in the rights issue offer document (where the NTL board considered it equitable and in the best interest of NTL, and on terms that are no more favourable to the applicant than to those issued shares in the rights issue), at the same price issued to other applicants, and within 3 months of closing of the rights issue.

ASX has advised that it does not agree with the NTL board's business judgment, and that the issue of the shortfall shares to TFML must be deducted from NTL's 15% rule placement capacity. As NTL has not issued any shares under the placement capacity, its placement capacity is accordingly now reduced by 16,666,667 shares for the next 12 months.

Yours sincerely,



Samantha Sharif Chair
New Talisman Gold Mines Limited