
TALISMAN MINING LIMITED
ACN 079 536 495
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00 am (WST)
DATE: 7 February 2024
PLACE: Suite 1, Ground Floor
33 Colin Street
WEST PERTH WA 6005

The business of the Meeting affects your shareholding, and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.00 am (WST) on 5 February 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ISSUE OF 2023 INCENTIVE OPTIONS TO DIRECTOR – ANDREW MUNCKTON

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,250,000 Options to Andrew Munckton (or his nominee) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – ISSUE OF 2024 INCENTIVE OPTIONS TO DIRECTOR – KERRY HARMANIS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 425,100 Options to Kerry Harmanis (or his nominee) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – ISSUE OF 2024 INCENTIVE OPTIONS TO DIRECTOR – PETER BENJAMIN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 265,700 Options to Peter Benjamin (or his nominee) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – ISSUE OF 2024 INCENTIVE OPTIONS TO DIRECTOR – BRIAN DAWES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 265,700 Options to Brian Dawes (or his nominee) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – ISSUE OF 2024 INCENTIVE OPTIONS TO DIRECTOR – JEREMY KIRKWOOD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 265,700 Options to Jeremy Kirkwood (or their nominee) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – ISSUE OF 2024 INCENTIVE OPTIONS TO DIRECTOR – ANDREW MUNCKTON

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,618,500 Options to Andrew Munckton (or his nominee) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

Voting Prohibition Statements

<p>Resolution 1 – Issue of 2023 Incentive Options to Director – Andrew Munckton</p>	<p>A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 2 – Issue of 2024 Incentive Options to Director – Kerry Harmanis</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 2 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 3 – Issue of 2024 Incentive Options to Director – Peter Benjamin</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 3 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 4 – Issue of 2024 Incentive Options to Director – Brian Dawes</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person</p>

	<p>as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 5 – Issue of 2024 Incentive Options to Director – Jeremy Kirkwood</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 6 – Issue of 2024 Incentive Options to Director – Andrew Munckton</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 – Issue of 2023 Incentive Options to Director – Andrew Munckton	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Andrew Munckton) or an associate of that person or those persons.
Resolution 2 – Issue of 2024 Incentive Options to Director – Kerry Harmanis	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Kerry Harmanis) or an associate of that person or those persons.
Resolution 3 – Issue of 2024 Incentive Options to Director – Peter Benjamin	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Peter Benjamin) or an associate of that person or those persons.
Resolution 4 – Issue of 2024 Incentive Options to Director – Brian Dawes	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Brian Dawes) or an associate of that person or those persons.
Resolution 5 – Issue of 2024 Incentive Options to Director – Jeremy Kirkwood	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Jeremy Kirkwood) or an associate of that person or those persons.
Resolution 6 – Issue of 2024 Incentive Options to Director – Andrew Munckton	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Andrew Munckton) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9380 4230.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – ISSUE OF 2023 INCENTIVE OPTIONS TO DIRECTOR – ANDREW MUNCKTON

1.1 General

As announced on 18 October 2023, the Company has agreed, subject to obtaining Shareholder approval, to issue 1,250,000 Options to Andrew Munckton (or his nominee) pursuant to the Employee Securities Incentive Plan (**Incentive Plan**) and on the terms and conditions set out below (**2023 Incentive Options**).

1.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the 2023 Incentive Options to Mr Munckton (or his nominee) constitutes giving a financial benefit and Mr Munckton is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Munckton) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of 2023 Incentive Options, because the agreement to issue the 2023 Incentive Options, reached as part of the remuneration package for Mr Munckton, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

1.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of 2023 Incentive Options to Mr Munckton falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 1 seeks the required Shareholder approval for the issue of the 2023 Incentive Options under and for the purposes of Listing Rule 10.14.

1.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the 2023 Incentive Options to Mr Munckton under the Incentive Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the 2023 Incentive Options (because approval is being obtained under Listing Rule 10.14), the issue of the 2023 Incentive Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the 2023 Incentive Options to Mr Munckton under the Incentive Plan and the Company may have to consider other methods of incentivising Mr Munckton (including cash bonuses).

1.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 1:

- (a) the 2023 Incentive Options will be issued to Mr Munckton (or his nominee), who falls within the category set out in Listing Rule 10.14.1 by virtue of Mr Munckton being a Director;
- (b) the maximum number of 2023 Incentive Options to be issued is 1,250,000;
- (c) the current total remuneration package for Mr Munckton is \$355,000 per annum, comprising salary of \$327,601, and superannuation payments of \$27,399. If the 2023 Incentive Options are issued, the total remuneration package of Mr Munckton for the year to 30 June 2024 will increase by \$31,682 to \$386,683, being the value of the 2023 Incentive Options deemed to have vested and accrued in the period (and based on the Black Scholes methodology);
- (d) no Options have previously been issued to Mr Munckton under the Incentive Plan;
- (e) a summary of the material terms and conditions of the 2023 Incentive Options is set out in Schedule 1.
- (f) the 2023 Incentive Options are unquoted Options. The Company has chosen to issue 2023 Incentive Options to Mr Munckton for the following reasons:
 - (i) the 2023 Incentive Options are unquoted, therefore, the issue of the 2023 Incentive Options has no immediate dilutionary impact on Shareholders;
 - (ii) the issue of 2023 Incentive Options to Mr Munckton will align the interests of Mr Munckton with those of Shareholders;
 - (iii) the issue of the 2023 Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations

than it would if alternative cash forms of remuneration were given to Mr Munckton; and

- (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the 2023 Incentive Options on the terms proposed;
- (g) the Company values the 2023 Incentive Options at \$137,250 (being \$0.1098 per 2023 Incentive Options) based on the Black-Scholes methodology;
- (h) the 2023 Incentive Options will be issued to Mr Munckton (or his nominee) no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the 2023 Incentive Options will be issued on one date;
- (i) the issue price of the 2023 Incentive Options will be nil, as such no funds will be raised from the issue of the 2023 Incentive Options (other than in respect of funds received on exercise of the 2023 Incentive Options);
- (j) a summary of the material terms and conditions of the Incentive Plan is set out in Schedule 2;
- (k) no loan is being made to Mr Munckton in connection with the acquisition of the 2023 Incentive Options;
- (l) details of any Options issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Incentive Plan after Resolution 1 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

2. RESOLUTIONS 2 TO 6 – ISSUE OF 2024 INCENTIVE OPTIONS TO DIRECTORS

2.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 2,840,700 Options to Mr Kerry Harmanis, Mr Peter Benjamin, Mr Brian Dawes, Mr Jeremy Kirkwood and Mr Andrew Munckton (or their nominees) (**Related Parties**) in the following proportions:

- (a) 425,100 Options to Mr Harmanis (or his nominee/s) pursuant to Resolution 2;
- (b) 265,700 Options to Mr Benjamin (or his nominee/s) pursuant to Resolution 3;
- (c) 265,700 Options to Mr Dawes (or his nominee/s) pursuant to Resolution 4;
- (d) 265,700 Options to Mr Kirkwood (or his nominee/s) pursuant to Resolution 5; and
- (e) 1,618,500 Options to Mr Munckton (or his nominee/s) pursuant to Resolution 6,

pursuant to the Incentive Plan and on the terms and conditions set out below **(2024 Incentive Options)**.

Resolutions 2 to 6 seek Shareholder approval for the 2024 Incentive Options to the Related Parties.

2.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 2 to 6 on the basis that all of the Directors (or their nominees) are to be issued 2024 Incentive Options should Resolutions 2 to 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 2 to 6 of this Notice.

2.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 1.2 above.

The issue of the 2024 Incentive Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being Directors.

As the 2024 Incentive Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the 2024 Incentive Options. Accordingly, Shareholder approval for the issue of 2024 Incentive Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

2.4 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 1.3 above.

The issue of 2024 Incentive Options to the Related Parties falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 2 to 6 seek the required Shareholder approval for the issue of the 2024 Incentive Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

2.5 Technical information required by Listing Rule 14.1A

If Resolutions 2 to 6 are passed, the Company will be able to proceed with the issue of the 2024 Incentive Options to the Related Parties under the Incentive Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the 2024 Incentive Options (because approval is being obtained under Listing Rule 10.14), the issue of the 2024 Incentive Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 2 to 6 are not passed, the Company will not be able to proceed with the issue of the 2024 Incentive Options to the Related Parties under the Incentive Plan and the Company may have to consider other methods of incentivising the Related Parties (including cash bonuses).

2.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 2 to 6:

- (a) the 2024 Incentive Options will be issued to the following persons:
 - (i) Mr Harmanis (or his nominee/s) pursuant to Resolution 2;
 - (ii) Mr Benjamin (or his nominee/s) pursuant to Resolution 3;
 - (iii) Mr Dawes (or his nominee/s) pursuant to Resolution 4;
 - (iv) Mr Kirkwood (or his nominee/s) pursuant to Resolution 5; and
 - (i) Mr Munckton (or his nominee/s) pursuant to Resolution 6,each of whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;
- (b) the maximum number of 2024 Incentive Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 2,840,700 comprising:
 - (i) 425,100 2024 Incentive Options to Mr Harmanis (or his nominee/s) pursuant to Resolution 2;
 - (ii) 265,700 2024 Incentive Options to Mr Benjamin (or his nominee/s) pursuant to Resolution 3;
 - (iii) 265,700 2024 Incentive Options to Mr Dawes (or his nominee/s) pursuant to Resolution 4;
 - (iv) 265,700 2024 Incentive Options to Mr Kirkwood (or his nominee/s) pursuant to Resolution 5; and
 - (v) 1,618,500 2024 Incentive Options to Mr Munckton (or his nominee/s) pursuant to Resolution 6,
- (c) no Options have previously been issued under the Incentive Plan;
- (d) a summary of the material terms and conditions of the 2024 Incentive Options is set out in Schedule 3;
- (e) the 2024 Incentive Options are unquoted Options. The Company has chosen to issue 2024 Incentive Options to the Related Parties for the following reasons:
 - (i) the 2024 Incentive Options are unquoted; therefore, the issue of the 2024 Incentive Options has no immediate dilutionary impact on Shareholders; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the 2024 Incentive Options on the terms proposed;

- (f) the number of 2024 Incentive Options to be issued to each of the Related Parties has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the 2024 Incentive Options upon the terms proposed;

- (g) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year Ending 2024	Previous Financial Year Ended 2023
Kerry Harmanis	137,063 ¹	116,444 ²
Peter Benjamin	81,709 ³	68,809 ⁴
Brian Dawes	81,709 ⁵	68,809 ⁶
Jeremy Kirkwood	81,709 ⁷	68,808 ⁸
Andrew Munckton	421,685 ⁹	Nil ¹⁰

Notes:

1. Comprising Directors' fees of \$84,000, a superannuation payment of \$8,820 and share-based payments of \$44,243 (including an amount of \$9,193, representing the accounting value of the 2024 Incentive Options deemed to have accrued in the financial year).
2. Comprising Directors' fees of \$84,000, a superannuation payment of \$8,820 and share-based payments of \$23,624.
3. Comprising Directors' fees of \$58,013, and share-based payments of \$23,696 (including an amount of \$5,746, representing the accounting value of the 2024 Incentive Options deemed to have accrued in the financial year).
4. Comprising Directors' fees of \$58,013 and share-based payments of \$10,796.
5. Comprising Directors' fees of \$37,613, a superannuation payment of \$20,400 and share-based payments of \$23,696 (including an amount of \$5,746, representing the accounting value of the 2024 Incentive Options deemed to have accrued in the financial year).
6. Comprising Directors' fees of \$37,613, a superannuation payment of \$20,400 and share-based payments of \$10,796.
7. Comprising Directors' fees of \$58,013 and share-based payments of \$23,696 (including an amount of \$5,746, representing the accounting value of the 2024 Incentive Options deemed to have accrued in the financial year).
8. Comprising Directors' fees of \$55,256, a superannuation payment of \$2,756 and share-based payments of \$10,796.

9. Comprising salary of \$327,601, superannuation payments of \$27,399 and, on the assumption that Resolution 1 is passed, share-based payments of \$66,685 (including an amount of \$35,003, representing the accounting value of the 2024 Incentive Options deemed to have accrued in the financial year).
10. Mr Munckton was appointed as a Director on 21 August 2023 and therefore did not receive any remuneration for the Financial Year Ended 2023.
- (h) the value of the 2024 Incentive Options and the pricing methodology is set out in Schedule 4;
- (i) the 2024 Incentive Options will be issued to the Related Parties no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the 2024 Incentive Options will be issued on one date;
- (j) the issue price of the 2024 Incentive Options will be nil, as such no funds will be raised from the issue of the 2024 Incentive Options (other than in respect of funds received on exercise of the 2024 Incentive Options);
- (k) the purpose of the issue of the 2024 Incentive Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (l) a summary of the material terms and conditions of the Incentive Plan is set out in Schedule 2;
- (m) no loans are being made to the Related Parties in connection with the acquisition of the 2024 Incentive Options;
- (n) details of any Options issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Incentive Plan after Resolutions 2 to 6 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;
- (p) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Related Party	Shares ¹	Options	Undiluted	Fully Diluted
Kerry Harmanis ²	35,460,280	1,134,500	18.8%	18.4%
Peter Benjamin ³	342,417	556,700	0.1%	0.4%
Brian Dawes ⁴	353,333	556,700	0.2%	0.5%
Jeremy Kirkwood ⁵	419,000	556,700	0.2%	0.5%

Related Party	Shares ¹	Options	Undiluted	Fully Diluted
Andrew Munckton	Nil	Nil	-	-

Post issue of 2024 Incentive Options to Related Parties

Related Party	Shares ¹	Options ⁶	Undiluted	Fully Diluted
Kerry Harmanis	35,460,280	1,559,600	18.8%	18.6%
Peter Benjamin	342,417	822,400	0.1%	0.6%
Brian Dawes	353,333	822,400	0.2%	0.6%
Jeremy Kirkwood	419,000	822,400	0.2%	0.6%
Andrew Munckton	Nil	2,868,500	-	1.4%

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:TLM).
2. Comprising:
 - (a) 15,230,001 Shares held indirectly by Tyche Holdings Pty Ltd ATF The Bournite Trust of which Mr Harmanis is a beneficiary and controller;
 - (b) 9,119,168 Shares and 1,134,500 Options held indirectly by Harmanis Holdings Pty Ltd ATF Harman Family Trust of which Mr Harmanis is a beneficiary and controller; and
 - (c) 11,111,111 Shares held indirectly by Harman Nominees Pty Ltd ATF The Harmanis Investment Trust of which Mr Harmanis is a beneficiary and controller.
3. Comprising:
 - (a) 342,417 Shares held by Mr Benjamin and his spouse as trustee for the Benjamin Superannuation Fund, 222,600 options held by Southernblue Resources Pty Ltd and 334,100 Options held by Mr Benjamin as trustee for the PASK AC.
4. Comprising:
 - (a) 333,333 Shares and 556,700 Options held jointly with Mr Dawes spouse; and
 - (b) 160,000 Shares held indirectly by Ailie Pty Ltd <Dawes S/F AC> of which Mr Dawes is a beneficiary and controller.
5. Comprising:
 - (a) 419,000 Shares held by Como Group Holdings Pty Ltd ATF Kirkwood Super Fund of which Mr Kirkwood is a beneficiary and controller; and
 - (b) 222,600 Options held directly by Mr Kirkwood and 334,100 Options held by Como Group Holdings Pty Ltd ATF Kirkwood Super Fund of which Mr Kirkwood is a beneficiary and controller.
6. This table assumes that Shareholder approval for the 2023 Incentive Options under Resolution 1 of this Notice has been obtained and the 2023 Incentive Options have been issued to Mr Munckton.

- (q) if the 2024 Incentive Options issued to the Related Parties are exercised, a total of 2,840,700 Shares would be issued. This will increase the number of Shares on issue from 188,320,349 (being the total number of Shares on issue as at the date of this Notice) to 191,161,049 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.50%, comprising 0.23% by Mr Harmanis, 0.14% by Mr

Benjamin, Mr Dawes and Mr Kirkwood, respectively and 0.85% by Mr Munckton.

The market price for Shares during the term of the 2024 Incentive Options would normally determine whether the 2024 Incentive Options are exercised. If, at any time any of the 2024 Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the 2024 Incentive Options, there may be a perceived cost to the Company.

- (r) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.30	4 January 2024
Lowest	\$0.12	4 October 2023
Last	\$0.29	5 January 2024

- (s) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 2 to 6.

GLOSSARY

\$ means Australian dollars.

2023 Incentive Options means the 1,250,000 Options to be issued to Andrew Munckton under the Incentive Plan on the terms and conditions set out in Schedule 1.

2024 Incentive Options means the aggregate of 2,840,700 Options to be issued to the Related Parties under the Incentive Plan on the terms and conditions set out in Schedule 3.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Talisman Mining Limited (ACN 079 536 495).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Incentive Plan means the Employee Securities Incentive Plan approved by Shareholders at the Company's 2023 annual general meeting on 22 November 2023.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority

and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given to it in Section 2.1.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF 2023 INCENTIVE OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.25 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on 31 October 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on and from 31 October 2026 until the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11. Adjustments

There is no right to a change in the exercise price or in number of underlying Shares over which an Option can be exercised, except:

- (a) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) after the date of issue of the Options, the exercise price of the Options will be reduced in accordance with the formula in respect of Options set out in ASX Listing Rules;
- (b) in the event of a bonus issue of Shares being made pro rata to Shareholders, (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Option or Performance Right will include the number of bonus Shares that would have been issued if the Option or Performance Right had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Share of an Option

12. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Share, Option, Performance Right or other convertible security (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b). The maximum number of equity securities ^{proposed} to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 9,832,167 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.

<p>Eligibility, invitation and application</p>	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
<p>Grant of Securities</p>	<p>The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.</p>
<p>Rights attaching to Convertible Securities</p>	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
<p>Restrictions on dealing with Convertible Securities</p>	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>

Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p>

	<p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p>Timing of issue of Shares and quotation of Shares on exercise</p>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<p>Restriction periods and restrictions on transfer of Shares on exercise</p>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
<p>Rights attaching to Shares on exercise</p>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
<p>Change of control</p>	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.</p>
<p>Participation in entitlements and bonus issues</p>	<p>Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.</p>

Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 3 – TERMS AND CONDITIONS OF 2024 INCENTIVE OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.264 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on 7 December 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on and from 7 December 2026 until the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 77(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11. Adjustments

There is no right to a change in the exercise price or in number of underlying Shares over which an Option can be exercised, except:

- (a) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) after the date of issue of the Options, the exercise price of the Options will be reduced in accordance with the formula in respect of Options set out in ASX Listing Rules;
- (b) in the event of a bonus issue of Shares being made pro rata to Shareholders, (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Option or Performance Right will include the number of bonus Shares that would have been issued if the Option or Performance Right had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Share of an Option

12. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – VALUATION OF 2024 INCENTIVE OPTIONS

The 2024 Incentive Options to be issued to the Related Parties pursuant to Resolutions 2 to 6 have valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the 2024 Incentive Options were ascribed the following value:

Assumptions:	
Valuation date	15 December 2023
Market price of Shares	\$0.17576 (30 day VWAP up to offer date)
Exercise price	\$0.264
Expiry date (length of time from issue)	15 December 2027
Risk free interest rate	4.25%
Volatility (discount)	96.34%
Indicative value per 2024 Incentive Option	\$0.1097
Total Value of 2024 Incentive Options	\$311,625
- 425,100 (Resolution 2)	\$46,633
- 265,700 (Resolution 3)	\$29,147
- 265,700 (Resolution 4)	\$29,147
- 265,700 (Resolution 5)	\$29,147
- 1,618,500 (Resolution 6)	\$177,549

Note: The valuation noted above is not necessarily the market price that the 2024 Incentive Options could be traded at and is not automatically the market price for taxation purposes.



Talisman Mining Limited
 ABN 71 079 536 495

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
 Talisman Mining Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

BY FAX
 +61 2 9287 0309

BY HAND
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Talisman Mining Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am (WST) on Wednesday, 7 February 2024 at Talisman Mining Limited, Suite 1, Ground Floor, 33 Colin Street, West Perth, WA 6005** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 2, 3, 4, 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 2, 3, 4, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Issue of 2023 Incentive Options to Director – Andrew Munckton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 issue of 2024 Incentive Options to director – Jeremy Kirkwood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of 2024 Incentive Options to Director – Kerry Harmanis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of 2024 Incentive Options to Director – Andrew Munckton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of 2024 Incentive Options to Director – Peter Benjamin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of 2024 Incentive Options to Director – Brian Dawes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

TLM PRX2401C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (WST) on Monday, 5 February 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Talisman Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



Talisman Mining Limited
ABN: 71 079 536 495

P +61 8 9380 4230
F +61 8 9382 8200
info@talismanmining.com.au

5 January 2024

Dear Shareholder,

Talisman Mining Limited (**Company**) advises that a General Meeting (**GM**) will be held at 11.00 am (AWST) on Wednesday, 7 February 2024 (Meeting) at Talisman Mining Limited, Suite 1, Ground Floor, 33 Colin Street, West Perth, WA 6005.

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below. The Company **strongly encourages shareholders to lodge a directed proxy form prior to the meeting and register their attendance prior to the Meeting if they intend to attend**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

The Notice of Meeting and Explanatory Statement can be accessed via the following link: <https://www.talismanmining.com.au/investor-centre/asx-announcements/>. Alternatively, a complete copy of the Meeting documents has been posted on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Meeting documents. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.linkmarketservices.com.au and log in with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Voting" tab. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

If you are unable to access any of the Meeting documents online, please contact the Company Secretary, Alex Neuling, on +61 (08) 9380 4230 or via email at info@talismanmining.com.au.

The Company will notify Shareholders via the Company's website at www.talismanmining.com.au and the Company's ASX Announcement Platform at asx.com.au (ASX:TLM) if changing circumstances impact the planning or arrangements for the Meeting.

Yours Sincerely

Talisman Mining Limited
Alex Neuling
Company Secretary