

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

TALISMAN MINING LTD

ABN

71 079 536 495

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | 1. Ordinary shares;
2. 20c quoted options exp. 31/12/2010
3. 25c unquoted options expiring 31/12/2010 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 4,500,000 ordinary shares
2. 9,768,806 quoted 31/12/2010 options
3. 2,750,000 unquoted 31/12/2010 options |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. Ordinary fully paid shares
2. Quoted options exercisable at 20 cents per share expiring 31/12/2010
3. Unquoted options exercisable at 25 cents per share expiring 31/12/2010 |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>1 Ordinary shares - yes</p> <p>2 Quoted 2010 options - yes</p> <p>3 Unquoted 2010 options</p> <ul style="list-style-type: none"> - on exercise of option on or before 31/12/2010 - do not participate in dividends - no entitlement to vote in general meeting 						
<p>5 Issue price or consideration</p>	<p>3,500,000 shares at 16 cents each 1,000,000 shares for nil consideration 5,568,806 quoted options for 1c each 4,200,000 options for nil as part of a fee 2,750,000 directors options for nil.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To raise funds to progress exploration projects; the acquisition of exploration ground; fees for fundraising; and directors remuneration</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>14 December 2006</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1568 853 1601">Number</th> <th data-bbox="853 1568 1163 1601">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1601 853 1635">31,838,368</td> <td data-bbox="853 1601 1163 1635">Ordinary shares</td> </tr> <tr> <td data-bbox="686 1635 853 1668">17,632,668</td> <td data-bbox="853 1635 1163 1668">20c Options exp. 31/12/10</td> </tr> </tbody> </table>	Number	+Class	31,838,368	Ordinary shares	17,632,668	20c Options exp. 31/12/10
Number	+Class						
31,838,368	Ordinary shares						
17,632,668	20c Options exp. 31/12/10						

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	12,959,638 3,900,000 2,750,000	Ordinary shares 25c options exp. 30/6/08 25c options exp. 31/12/10
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No policy currently	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	
15 +Record date to determine entitlements	
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17 Policy for deciding entitlements in relation to fractions	
18 Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19 Closing date for receipt of acceptances or renunciations	

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- | | | |
|----|---|--|
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders | |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |

+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

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New issue announcement

Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

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39 Class of +securities for which
 quotation is sought

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40 Do the +securities rank equally in all
 respects from the date of allotment
 with an existing +class of quoted
 +securities?

If the additional securities do not
 rank equally, please state:

- the date from which they do
- the extent to which they
 participate for the next dividend,
 (in the case of a trust,
 distribution) or interest payment
- the extent to which they do not
 rank equally, other than in
 relation to the next dividend,
 distribution or interest payment

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41 Reason for request for quotation
 now

Example: In the case of restricted securities, end of
 restriction period

(if issued upon conversion of
 another security, clearly identify that
 other security)

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	Number	+Class
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	

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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: ..15 December 2006..
Company secretary

Print name: .Lloyd Flint.....

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TOP SPREAD REPORT

TALISMAN MINING LIMITED
ABN:71 079 536 495

OPID: TTN
CLASS: TLMO

DATE: 14/12/2006 5:11:54PM
PAGE: 1

SPREAD OF HOLDINGS		NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUE CAPITAL
1	- 1,000	5	3,845	0.022 %
1,001	- 5,000	82	274,427	1.556 %
5,001	- 10,000	38	302,685	1.717 %
10,001	- 100,000	103	3,608,367	20.464 %
100,001	- 999,999,999,999	27	13,443,344	76.241 %
TOTAL		255	17,632,668	100.000 %

LOCALITY ANALYSIS

OVERSEAS	8	112,537	0.64 %
1 - 999	0	0	0.00 %
1000 - 1999	0	0	0.00 %
2000 - 2999	27	701,094	3.98 %
3000 - 3999	7	432,716	2.45 %
4000 - 4999	5	57,902	0.33 %
5000 - 5999	13	109,605	0.62 %
6000 - 6999	195	16,218,814	91.98 %
7000 - 7999	0	0	0.00 %
8000 - 8999	0	0	0.00 %
9000 - 9999	0	0	0.00 %
TOTAL	255	17,632,668	100.000 %

TOP 20 HOLDERS REPORT

TALISMAN MINING LIMITED

OPID: TTN

DATE: 14/12/2006 5:11:54PM

ABN: 71 079 536 495

CLASS: TLMO

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<----- CURRENT STATUS ----->

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<u>RANK</u>	<u>SHAREHOLDER</u>	<u>Total Units</u>	<u>% Issue Capital</u>	<u>Cum Units</u>	<u>% Cum Units</u>	<u>Total Units</u>	<u>% Issue Capital</u>	<u>Unit Change</u>	<u>% Unit Change</u>
1	SABRE POWER SYSTEMS PTY LTD 94 DENIS STREET SUBIACO WA 6008	4,200,000	23.819	4,200,000	23.819	4,200,000	23.819		
2	ARCARO HOLDINGS PTY LTD 11601 WEST SWAN ROAD HENLEY BROOK WA 6055	1,530,001	8.677	5,730,001	32.497	1,530,001	8.677		
3	HAWERA PTY LTD <THE BAILEY FAMILY A/C> POST OFFICE BOX 1713 OSBORNE PARK WA 6916	1,233,333	6.995	6,963,334	39.491	1,233,333	6.995		
4	MOUNT STREET INVESTMENTS PTY LTD <THE M J BLAKE S/F A/C> UNIT 2A FORRESTAL 46 MOUNT STREET WEST PERTH WA 6005	1,202,500	6.820	8,165,834	46.311	1,202,500	6.820		
5	MR GRAHAM GEOFFREY WALKER & MRS THELMA JEAN WALKER <WALKER SUPER FUND A/C> 226 YORK STREET ALBANY WA 6330	475,000	2.694	8,640,834	49.005	475,000	2.694		
6	F A T S PTY LTD LEVEL 2 BRECON HOUSE 41-47 COLIN STREET WEST PERTH WA 6005	333,334	1.890	8,974,168	50.895	333,334	1.890		
7	MR GRAHAM GEOFFREY WALKER & MRS THELMA JEAN WALKER 226 YORK STREET ALBANY WA 6330	333,334	1.890	9,307,502	52.786	333,334	1.890		
8	MURCHISON RESOURCES PTY LTD PO BOX 10204 KALGOORLIE WA 6430	333,334	1.890	9,640,836	54.676	333,334	1.890		
9	BARCLAY WELLS LIMITED SUITE 2 34 SALVADO ROAD WEMBLEY WA 6014	330,000	1.872	9,970,836	56.548	330,000	1.872		
10	MR ADRIAN DONALD LEE 22 OWSTON STREET MOSMAN PARK WA 6012	300,000	1.701	10,270,836	58.249	300,000	1.701		
11	CELEBRITY AGENTS PTE LTD C/- ORD GROUP P/L PO BOX 359 WEST PERTH WA 6872	300,000	1.701	10,570,836	59.950	300,000	1.701		
12	GROUP # 693003 MR IAN KEITH MACPHERSON 30 BERNARD STREET CLAREMONT WA 6010	266.667	1.512	10,837.503	61.463	266.667	1.512		
13	MR WALTER SCOTT WILSON & MRS MARIA ANDREA WILSON <WILSON S/F A/C> 7 HASTIE COURT KALGOORLIE WA 6430	250,000	1.418	11,087,503	62.880	250,000	1.418		
14	TRUWEST PTY LTD <THE TRUDGIAN SUPER FUND A/C> PO BOX 440 SUBIACO WA 6904	241.667	1.371	11,329,170	64.251	241.667	1.371		
15	MR THOMAS ROBERT GERARD SUTHERLAND 40 HILLCREST AVENUE PENRITH NSW 2750	225,000	1.276	11,554,170	65.527	225,000	1.276		
16	GROUP # 804003 ANZ NOMINEES LIMITED <CASH INCOME A/C> GPO BOX 2842AA MELBOURNE VIC 3001	200,004	1.134	11,754,174	66.661	200,004	1.134		
17	MS SALLY JUDITH MOLYNEUX UNIT 4 16 CARR STREET WEST PERTH WA 6005	200,000	1.134	11,954,174	67.796	200,000	1.134		

TOP 20 HOLDERS REPORT

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<----- CURRENT STATUS ----->

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<u>RANK</u>	<u>SHAREHOLDER</u>	<u>Total Units</u>	<u>% Issue Capital</u>	<u>Cum Units</u>	<u>% Cum Units</u>	<u>Total Units</u>	<u>%Issue Capital</u>	<u>Unit Change</u>	<u>%Unit Change</u>
18	U5 PTY LTD PO BOX 234 WEST PERTH WA 6872	200,000	1.134	12,154,174	68.930	200,000	1.134		
19	KIRRIEMUIR PTY LTD 79 ROSE STREET ARMADALE VIC 3143	200,000	1.134	12,354,174	70.064			200,000	1.134
20	GRAHAM GEOFFREY WALKER & THELMA JEAN WALKER <WALKER SUPER FUND A/C> 226 YORK STREET ALBANY WA 6330	166,667	0.945	12,520,841	71.009	166,667	0.945		
		12,520,841	71.009						