

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of CNSX Issuer: TALMORA DIAMOND INC. (the "Issuer").

Trading Symbol: TAI.

Date: June 03, 2009.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 21,774,935.

Date of News Release Announcing Private Placement: June 3, 2009.

Closing Market Price on Day Preceding the Issuance of the News Release: .02.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Canadian Geovision Limited 6 Willowood Court Toronto, ON, Canada M2J 2M3	200,000	\$10,000		Accredited Investor	0	1-May-09	Related
Alan Davies 11710 Pecan Creek Drive Houston, Texas U.S.A. 77043	600,000	\$30,000		Accredited Investor	1,655,989	1-May-09	Officer
Maria Grimes 14 Brennan Road Ajax, ON Canada L1T 2G1	50,000	\$2,500		Accredited Investor	340,157	30-Apr-09	Officer
Terry E. Grimes 14 Brennan Road Ajax, ON Canada L1T 2G1	50,000	\$2,500		Accredited Investor	70,000	30-Apr-09	related

Peter Kirk Geophysical Consulting Pty. Ltd. 30 Bussel Road Wembley Downs WA 6019, Australia	200,000	\$10,000		Accredited Investor	0	23-Apr-09	Arm's length
MiddleMarch Partners Limited 94 Mount Street, London, W1K 2SZ United Kingdom Register to Brant Investments Limited A/C 108 483 373 SL Level, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario M5J 2J5	600,000	\$30,000		Accredited Investor	500,000	26-May-09	Arm's length
La Roche & Co. Rittergasse 25; Postfach CH-4001 Basel, Switzerland Register: Jayvee & Co. LRCF 3003002	300,000	\$15,000		Accredited Investor	1,216,000	13-May-09	Arm's length
Robert Nash 125 South Mill Trace Drive The Woodlands, Texas U.S.A. 77381	54,850	2,742.50		Accredited Investor	0	22-May-09	Officer
Matthew Ralston 37 Ocean Dr. MacMasters Beach 2251 N.S.W. Australia	228,770	11,438.51		Accredited Investor	0	6-May-09	Arm's length
Paul A. Smith 14862 Kaler Road Houston, Texas U.S.A. 77060	348,080	\$17,404		Accredited Investor	60,000	28 Apr09 06 May09, 21May,09	Arm's length
EM-SBL Holding (Svein Ellingsrud) . Nedre Bergsvingen 4 .7052, Trondheim, Norway Register as EM-SBL Holding VPS-KONTO 086 011 775 094 Fokus Bank, Trondeim, Norway Nedre Bergsvingen 4, 7052, Trondheim, Norway	575,500	\$28,775		Accredited Investor	0	11-May-09	Arm's length
Daniel Zebrowski 5831 Desert Oak Way Spring, Texas U.S.A. 77379	111,371	5,568.55		Accredited Investor	50,000	21-May-09	Arm's length

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Raymond Davies 6 Willowood Court Toronto, ON M2J 2M3	1,000,000	\$50,000		Accredited Investor	2,643,046	1-May-09	Officer
David Ross Suite 600 110 Yonge Street Toronto, ON Canada M5C 1T6	1,800,000	\$90,000		Accredited Investor	816,000	19-May-09	Arm's length

Each Unit consists of one common share at \$0.05 per unit and one-half of one common share purchase warrant at a price of \$0.16 until June 3, 2011.

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

All funds have been deposited to the Company's bank account

- (2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$ 305,928.56 .

2. Provide full details of the use of the proceeds.

The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

Talmora holds 13 contiguous prospecting permits (577,153 acres) and 50 mineral claims (41,939.8 acres) straddling the 68th parallel in the Horton River area south of Paulatuk in the Northwest Territories. Ten of the permits are in the Sahtu Settlement Region and three permits and all the claims in the Inuvialuit Settlement Region.

Previous sampling showed a strong correlation between kimberlite indicator minerals in till samples and magnetic anomalies with characteristics of kimberlite pipes. Financing exploration programs in 2008 was difficult, especially following the financial crisis and a drill program to test some of Talmora's targets was postponed.

A small exploration program in 2009 will focus on follow-up sampling and magnetic surveying of additional kimberlite targets in preparation for a major drill program when financing becomes easier.

The technical information contained in this release was compiled by Alan W. Davies, P.Eng., P.G., who is the Vice-President of Exploration for Talmora. Alan W. Davies is a qualified person as defined by National Instrument 43-101.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **N/A**

5. Description of securities to be issued:
 - (a) Class Common
 - (b) Number 6,118,571
 - (c) Price per security \$0.05
 - (d) Voting rights one vote/share

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 3,059,286 units
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 3,059,286 units
 - (c) Exercise price \$0.16/unit
 - (d) Expiry date June 03, 2011

7. Provide the following information if debt securities are to be issued: **N/A**
 - (a) Aggregate principal amount _____
 - (b) Maturity date _____
 - (c) Interest rate _____
 - (d) Conversion terms _____
 - (e) Default provisions _____

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .

(b) Cash **1) Finder's Fee \$ 5,400 to Jones Gable & Company
Suite 600, 110 Yonge Street, Toronto, ON Canada M5C 1T6** ____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____ .

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship __

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.)

Of the above units, 2,800,000 were Flow Through Shares

11. State whether the private placement will result in a change of control.

NO

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102..

YES

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated 03 June 2009.

"Raymond Davies"
Name of Director or Senior
Officer

Signature

President
Official Capacity