

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

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

Trading Symbol: TAI .

Date: August 8, 2013 .

Is this an updating or amending Notice: ☐ Yes ☒ No  
**An amended Form 9 will be submitted before the closing date.**

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

Issued and Outstanding Securities of Issuer Prior to Issuance: 56,737,679 .

Date of News Release Announcing Private Placement: August 8, 2013 .

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.005

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)

**Talmora Diamond Inc. proposes to complete a part brokered and part non-brokered private placement of up to 8,000,000 Units, comprised of 6,500,000 Hard Dollar Units at \$0.03 per unit and 1,500,000 Flow-Through Units at \$0.04 per Unit, for gross proceeds of up to \$255,000. The private placement is expected to close not later than August 31, 2013.**

**No subscription signed as yet - no funds deposit to date.**

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)

**Each Unit consists of one common share at \$0.03 per Unit and one common share purchase warrant. The Flow Through Unit will be at \$0.04 per Unit, Each full Warrant entitles the holder to acquire a common share (a "Warrant Share") at a price of \$0.05 until August 31, 2014.**

**No other payments data available to date. The subscriber would fax/email/post his signature on the Private placement subscription indicating the number of units and the Aggregate subscription price. The subscription usually is accompanied by a cheque or the funds are deposited by wire directly to the Company's bank account. An accounting of the funds received are noted and the Company's legal counsel receives all documentation for input to the Private Placement closing book.**

(1) Indicate if Related Person.

<sup>1</sup>An 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: \$ 255,000 .

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.

**The proceeds of the financing will be applied to exploration expenses related to the Company's property in the Northwest Territories and to the administration of the Company as a going concern. The market for a major financing to drill the Company's many kimberlite targets is the worst it has been for a long time. However, work done in 2012 was most encouraging and should facilitate the financing of a drill program when the market turns. Meanwhile, the property is in now in good standing.**

**Pricing of the units below \$0.05 is permitted because of current market conditions. It is an opportunity for those who have confidence in the Talmora story and**

understand the cyclical nature of the resource business.

Talmora holds 211 mineral claims (68,784 acres) straddling the 68<sup>th</sup> parallel on the east side of the Lena West diamond area of the Northwest Territories. Most of the claims are in the Inuvialuit Settlement Region with the remainder in the Sahtu Settlement Region.

Over \$75 million has been spent in the Lena West area by other companies with the recovery of numerous kimberlite indicator minerals (KIMs) and an unprecedented 18 diamonds in field samples. No kimberlites have been found except for the Darnley Bay and the Dharma kimberlites on a well-defined favourable structure that includes the Talmora property.

Sampling on the Talmora property shows a strong correlation between KIMs in till samples and magnetic anomalies with characteristics of kimberlite pipes. The majority of Lena West KIMs (those west of Talmora) are very similar to those from the Talmora property but differ from those of the Darnley Bay and Dharma properties. There is every reason to believe that the Talmora property may be the source of the abundant KIMs and diamonds of the Lena West area.

The 2012 field program included the use of a small Packsack drill which penetrated the glacial till in 3 holes and ended in clay. The clay has characteristics of weathered kimberlite and 14 anomalous chromite grains from one hole lie on a relatively narrow crystallization trend line indicating a single population with a nearby source. The Talmora property must now be tested with a proper drill in order to obtain fresh kimberlite for microdiamond analysis.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer **N/A**
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 **8,000,000**
  - (c) Price per security **\$0.03**
  - (d) Voting rights **one vote/share**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number **8,000,000 units**

- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 8,000,000 units
- (c) Exercise price \$0.05/unit
- (d) Expiry date August 31, 2014

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): \_\_\_\_

**The Company will pay a cash commission on the brokered portion of the placement at a rate to be negotiated.**

- (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, 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.)

**The Flow Through Unit will be at \$0.04 per Unit,  
Each full Warrant entitles the holder to acquire a common share (a  
“Warrant Share”) at a price of \$0.05 until August 31, 2014.**

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 <sup>(1)</sup>

(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. NO

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 08 August 2013.

Raymond Davies  
Name of Director or Senior  
Officer

"Raymond Davies"  
Signature

President  
Official Capacity