

TALMORA DIAMOND INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Talmora Diamond Inc. (the “**Corporation**”) will be held at **390 Bay Street, Suite 806, Toronto, Ontario M5H 2Y2** on Friday, June 28, 2013 at 11:00 a.m. (Toronto time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2012, together with a report of the auditors thereon;
2. To elect the directors of the Corporation of the ensuing year;
3. To appoint McGovern, Hurley, Cunningham, LLP, Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, to ratify and approve the Corporation’s incentive stock option plan adopted on May 29, 2013; and;
5. To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 29, 2013 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with the Corporation at 6 Willowood Court, Toronto, Ontario, M2J 2M3, Fax: 416.499.5187 or Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: 888.453.0330 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED at Toronto, Ontario this 29th day of May, 2013.

BY ORDER OF THE BOARD

(Signed): “*Raymond Davies*”

**RAYMOND DAVIES – PRESIDENT AND
CHIEF EXECUTIVE OFFICER**