

FORM 51-102F3  
MATERIAL CHANGE REPORT

**Item 1            Name and Address of Company**

Talmora Diamond Inc.  
6 Willowood Court  
Toronto, Ontario  
M2J 2M3

**Item 2            Date of Material Change**

16 September 2013

**Item 3            News Release**

The press release was released over Marketwire on 16 September 2013

**Item 4            Summary of Material Change**

The material change is described in the press release

**Item 5            Full Description of Material Change**

**TALMORA DIAMOND ANNOUNCES PRELIMINARY CLOSING  
OF \$30,886 AND RESULTS OF RECENT SAMPLING**

The material change is described in the press release

**Item 6            Reliance of subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Raymond Davies  
President & CEO  
Talmora Diamond Inc.  
Telephone 416-491-6771

**Item 9            Date of Report**

16 September 2013



**TALMORA DIAMOND INC.**  
**( TAI - CNSX )**

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**TALMORA DIAMOND ANNOUNCES PRELIMINARY CLOSING OF \$30,886 AND  
RESULTS OF RECENT SAMPLING**

(Toronto, September 16, 2013) Talmora Diamond Inc. (CNSX: TAI) is pleased to announce a preliminary closing of the current non-brokered private placement financing. In addition, Talmora announces the results of kimberlite indicator mineral (KIM) analyses received from De Beers Analytical Services, Johannesburg, South Africa.

As in previous samples the majority of the KIMs recovered are spinels but there are a significant number of ilmenites and garnets. **One of nine pyrope garnets has a G-10 composition and an eclogitic garnet lies within the diamond inclusion field of the TiO<sub>2</sub> vs Na<sub>2</sub>O diagram.**

There is evidence of lateritic weathering in the area about 55 million years ago that destroyed silicate KIMs such as garnet and chrome diopside and appears to destroy G-10 garnet preferentially. The G-10 garnet is one of 27 or 3.7% recovered on the Talmora property which compares favourably with the 3.2% of G-10 garnets found in the sample train down-ice of the highly diamondiferous Dharma kimberlite 180 km to the southeast at the northeast corner of Great Bear Lake.

Subscriptions received prior to receipt of sample results amounted to 1,340,163 Units, comprised of 962,883 Hard Dollar Units that were sold at \$0.03 per Unit and 377,280 Flow-through Units that were sold at \$0.04 per Unit, for gross proceeds of \$30,886 effective September 16, 2013. Each Unit consists of one common share and one common share purchase warrant. Each common share purchase warrant ("Warrant") entitles the holder to acquire one common share for \$0.05 until September 16, 2014. If after four months and one day following the closing date the common shares of Talmora trade at or above Can. \$0.10 for a period of 20 consecutive trading days, the Company may notify the warrant holder to exercise the Warrants at a date no later than 30 calendar days after this notification date or forfeit any unexercised Warrants at that time. All securities issued pursuant to the financing are subject to a four month hold period which expires on January 16, 2014. Insiders acquired a total of 320,000 Units in the financing.

The Company now has 58,077,842 common shares outstanding. On a fully-diluted basis after giving effect to the exercise of all outstanding share purchase warrants and incentive stock options granted under its stock option plan the Company would have 64,945,842 common shares outstanding.

The Flow-Through proceeds of the financing will be applied to exploration on the Company's property in the Northwest Territories and the Hard Dollar proceeds will be applied to working capital.

After dissemination of the news in this press release consideration will be given to reopening the private placement financing. Talmora urgently needs to drill some of its targets to recover fresh kimberlite for microdiamond analysis. A major financing for a drill program must still be completed and its timing will depend on the global financial situation.

**Project Summary**

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 spinel 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.**

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.

For further information please contact:

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The Canadian National Stock Exchange does not accept responsibility for the adequacy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

**CAUTIONARY STATEMENT:** This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, Talmora's objectives, goals or future plans, statements regarding the estimation of mineral resources, exploration results, potential mineralization, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, failure to convert estimated mineral resources to reserves, capital and operating costs varying significantly from estimates, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and the other risks involved in the mineral exploration and development industry, and those risks set out in Talmora's public documents filed on SEDAR. Although Talmora believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Talmora disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.