

TALMORA DIAMOND INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders of Talmora Diamond Inc. (the “**Corporation**”) will be held at **390 Bay Street, Suite 806, Toronto, Ontario** on Tuesday, June 7, 2011, at the hour of 2:00 p.m. (Toronto time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the twelve months ended December 31, 2010, together with a report of the auditors thereon;
2. To elect directors;
3. To appoint auditors and to authorize the directors to fix their remuneration;
4. To consider and if thought fit, to pass, with or without amendment, an ordinary resolution approving a new stock option plan for the Corporation (attached as Schedule “B” to the Management Information Circular (“**Circular**”)); and
5. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

This notice is accompanied by a form of proxy, a management information circular and the audited financial statements of the Corporation for the twelve months ended December 31, 2010. Shareholders who are unable to attend the meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

DATED at Toronto, Ontario this 6th day of May, 2011.

BY ORDER OF THE BOARD
(Signed): “Raymond Davies”
RAYMOND DAVIES – PRESIDENT
AND
CHIEF EXECUTIVE OFFICER