



**NOTICE OF GENERAL MEETING TO BE HELD
ON WEDNESDAY 19 APRIL 2017 at 11am
IN THE BOARDROOM OF HALL CHADWICK, AT LEVEL 4, 16 ST
GEORGES TERRACE, PERTH, WA 6000**

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Artemis Resources Limited (ABN 80107051749) will be held in the Boardroom of Hall Chadwick on Level 4, 16 St Georges Terrace, Perth, Western Australia, Australia on 19 April 2017 at 11am AEST.

The Explanatory Memorandum provides additional information on matters to be considered at the General Meeting and forms part of this Notice. Terms and abbreviations used in this Notice are defined in Schedule 1.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding in the Company and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm on 17 April 2017.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

1. **(Appointing a Proxy):** A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the meeting. A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.
2. **(Direction to Vote):** A proxy need not vote in that capacity on a show of hands on any Resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this notice of general meeting, including the voting exclusions noted below).
3. **(Voting restrictions with respect to undirected proxies):** The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting restrictions set out in this notice of general meeting) in favour of each Resolution.

4. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:
- (a) post to Artemis Resources Limited at PO Box A2020 Sydney South, NSW 1235
 - OR
 - (b) by email to registrar@securitytransfer.com.au,
- so that it is received not less than 48 hours prior to commencement of the Meeting.
- Proxy Forms received later than this time will be invalid.**

CORPORATE REPRESENTATIVE

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. Unless it has previously been given to the Company, the representative should bring evidence of their appointment to the Meeting, together with any authority under which it is signed. The appointment must comply with section 250D of the Corporations Act 2001.

ATTORNEY

A Shareholder may appoint an attorney to vote on their behalf. To be effective for the Meeting, the instrument effecting the appointment (or a copy which appears on its face to be an authentic copy) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours before the Meeting.

AGENDA

Special Business: Acquisition of Fox Radio Hill Pty Ltd

1 RESOLUTION 1 - APPROVAL OF CHANGE IN SCALE OF ACTIVITIES

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 11.1.2 and for all other purposes, Shareholders approve the significant change in the scale of the Company's activities resulting from the acquisition of Fox Radio Hill Pty Ltd (and other related assets) ("Acquisition"), on the terms and conditions set out in the Explanatory Memorandum."

2 RESOLUTION 2 - APPROVAL TO ISSUE CONSIDERATION SECURITIES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, subject to and conditional upon the passing of Resolution 1, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 20,000,000 Shares to Fox Resources Limited (or its nominees) as consideration for the Acquisition, on the terms and conditions set out in the Explanatory Memorandum."

General Business

3 RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF 1,000,000 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 1,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

4 RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 3,877,595 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 3,877,595 Shares on the terms and conditions set out in the Explanatory Memorandum."

5 RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF 19,666,667 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 19,666,667 Shares on the terms and conditions set out in the Explanatory Memorandum."

6 RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF 1,333,333 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 1,333,333 Shares on the terms and conditions set out in the Explanatory Memorandum."

7 RESOLUTION 7 - RATIFICATION OF PRIOR ISSUE OF 1,750,000 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 1,750,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

8 RESOLUTION 8 - RATIFICATION OF PRIOR ISSUE OF 995,000 OPTIONS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 995,000 Options on the terms and conditions set out in the Explanatory Memorandum."

9 RESOLUTION 9 - APPROVAL TO ISSUE OPTIONS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue 4,000,000 options to advisors to the Company on the terms and conditions set out in the Explanatory Memorandum."

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call the Company Secretary, Mr Guy Robertson on (61) 2 9078 7671.

By order of the Board
Guy Robertson
Secretary
Date: 20 March 2017

VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Approval of change in scale of activities	<ul style="list-style-type: none">any votes cast on this Resolution by a person who might receive a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed andany of their associates.
2. Approval to issue consideration securities	<ul style="list-style-type: none">Fox Resources Limited or its nominees; andany of their respective associates.
3. Ratification of issue of 1,000,000 shares	<ul style="list-style-type: none">Any person who participated in the issue; andany of their respective associates.
4. Ratification of issue of 3,877,595 shares	<ul style="list-style-type: none">D&K Corps Investments Pty Ltd; andany of their respective associates.
5. Ratification of issue of 19,666,667 shares	<ul style="list-style-type: none">Any person who participated in the issue; andany of their respective associates.
6. Ratification of issue of 1,333,333 shares	<ul style="list-style-type: none">Exchange Minerals FZE; andany of their respective associates.
7. Ratification of issue of 1,750,000 shares	<ul style="list-style-type: none">Any person who participated in the issue; andany of their respective associates.
8. Ratification of issue of 995,000 options	<ul style="list-style-type: none">Any person who participated in the issue; andany of their respective associates.
9. Approval to issue options	<ul style="list-style-type: none">Any person who will participate in the issue; andAny of their respective associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Boardroom of Hall Chadwick at Level 4, 16 St Georges Terrace, Perth WA 6000 on 19 April 2017 at 11am (WST).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

Special Business - Acquisition of Fox Radio Hill Pty Ltd

1. RESOLUTION 1 - APPROVAL OF CHANGE IN SCALE OF ACTIVITIES

1.1 Background

The Company is a mineral exploration company with interests in exploration licences prospective for cobalt, copper, gold, nickel, and platinum in the West Pilbara, Western Australia.

The Company announced on 16 December 2016 that it had entered into a binding conditional agreement (**Agreement**) with Fox Resources Limited to acquire 100% of FRHL (**Acquisition**). The assets of FRHL include the fully permitted AGIP Radio Hill nickel and copper operations, processing plant and associated mining and exploration tenements with significant existing JORC 2004 and 2012 compliant resources of Nickel, Copper and Zinc situated within a 15 km radius of the Radio Hill plant, for a total consideration of \$3.5 million. The Radio Hill Plant is located 35 km south of Karratha in the Pilbara Region of Western Australia (Figure).

Assets to be acquired from Fox:

The 425,000 tonnes per annum Radio Hill Base Metal Processing Plant (Figures 4, 5 and 6) remains on care and maintenance. The plant can produce Nickel and Copper metal sulphide concentrates and is capable of producing a Copper/Zinc concentrate from the Whundo deposits. This can easily be modified to include a gravity gold circuit for Artemis's Weerianna, Carlow Castle, Silica Hills and Purdy's Reward gold projects (Figure 3). It can also be used as the core of a potential platinum and palladium recovery plant for Artemis' Munni Munni Platinum Group Element deposit located 15 km south of Radio Hill.

Figure 1: AGIP Radio Hill Nickel/Copper Operations (Fox 100%) - Proposed acquisition of all the fully permitted mining and miscellaneous licences, processing plant, tailings dams, and associated surface infrastructure of the Radio Hill nickel and copper mine.



Figure 2: AGIP Radio Hill Nickel/Copper Operations (Fox 100%) - Radio Hill 425,000 tpa Treatment Plant and floatation circuits.



Figure 3: AGIP Radio Hill Nickel/Copper Operations (Fox 100%) - Radio Hill 425,000 tpa Treatment Plant and floatation circuits.



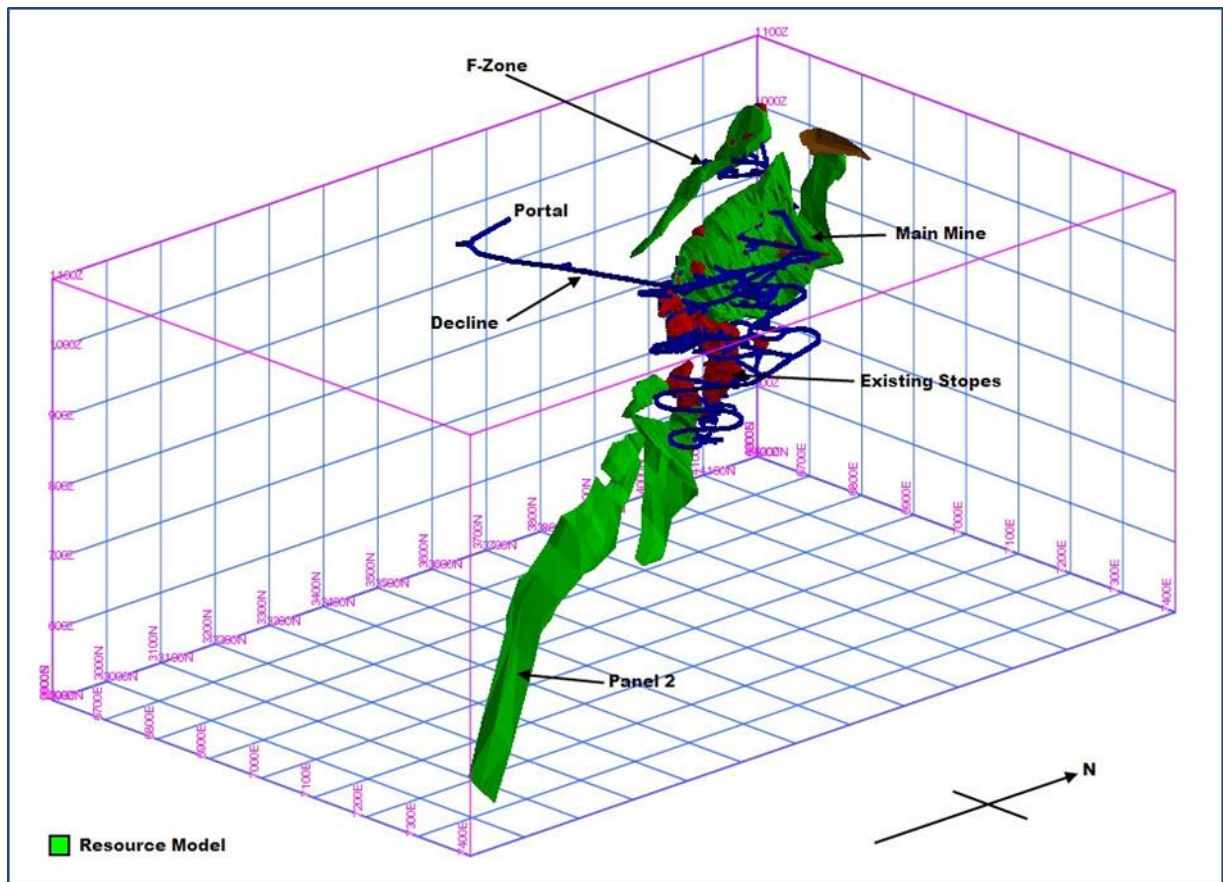
Radio Hill has an existing nickel/copper sulphide Resource of 4.02 Mt @ 0.51% nickel and 0.88% copper (Tables 1 and 5), which remains in the existing underground workings and mine development, and down plunge along the basal contact. There are also stockpiles of mined material of around 300,000 tonnes and all the processed tailings that may have reprocessing value with recent developments in technology. This stockpile and tailings material is non JORC, but is the result of historic mineral processing of nickel and copper ores from Radio Hill from commencement of operations back in 1986.

Table 1: RADIO HILL NICKEL-COPPER RESOURCE ESTIMATES

Resource Area	Mineralisation	Classification	Tonnes	Ni %	Cu %	Contained Ni (t)	Contained Cu (t)
Radio Hill	Primary Sulphide	Indicated	1,980,000	0.61	1.04	12,078	20,592
Radio Hill	Primary Sulphide	Inferred	2,040,000	0.42	0.73	8,568	14,892
Total			4,020,000	0.51	0.88	20,646	35,484

Exploration potential also exists at Radio Hill with diamond drill hole 07RHDD080 (Figure 4) intersecting 45m @ 0.21% Ni and 0.19% Cu from 287 metres, including 1.15 metres @ 2.81% Ni and 0.64% Cu from 323.5m. This intersection is 300 metres from the existing decline and warrants follow up investigation. The nickel intersection is interpreted to be on the eastern side of the Brutus Fault, which may have caused dislocation of the Radio Hill massive sulphides. The formation of another basal contact zone, where massive sulphides can accumulate, is to be investigated.

Figure 4: Radio Hill mineralisation and mine infrastructure models, looking northwest. Green indicates unmined mineralisation, red indicates mined areas, blue indicates mine development.



Whundo West Copper/Zinc Deposit (Fox 100%, M47/7):

Table 2: WEST WHUNDO AND WHUNDO COPPER-ZINC RESOURCE ESTIMATES

Resource Area	Mineralisation	Classification	Tonnes	Cu %	Zn %	Contained Cu (t)	Contained Zn (t)
West Whundo	Primary Sulphide	Measured	386,000	1.2	1.9	4,632	7,334
West Whundo	Primary Sulphide	Indicated	259,000	1.1	1.7	2,849	4,403
Whundo	Primary Sulphide	Measured	304,000	1.3	0.1	3,952	304
Whundo	Primary Sulphide	Indicated	598,000	1.0	0.6	5,980	3,588
Whundo	Primary Sulphide	Inferred	140,000	0.8	0.2	1,120	280
Total			1,687,000	1.10	0.94	18,533	15,909

Production from the West Whundo open pit resulted in oxide and supergene copper-zinc ores being mined between April and December 2006. A total of 7,400 tonnes of ore was mined at 5.91% Copper.

Exploration drilling continued in 2007 and identified a resource (Tables 2 and 5) of 1.7Mt @ 1.1% copper and 0.9% zinc. Mineralisation has been drilled to a vertical depth of 150 metres and remains open.

Whundo Ayshia Zinc Deposit (Fox 100%, M47/7):

Drilling has followed the mineralisation to a vertical depth of 250 metres. As with the West Whundo deposit, mineralisation is strongly zoned. Ayshia is zinc rich at surface with strong copper values developing at depth. Below the deepest drill holes Ayshia remains open. A Resource estimate was completed (Table 3) with the deposit being unmined.

Table 3: WHUNDO AND AYSHIA ZINC MINERAL RESOURCE ESTIMATES

Resource Area	Mineralisation	Classification	Tonnes	Zn %	Cu %	Contained Zn (t)	Contained Cu (t)
Whundo	Primary Sulphide	Measured	94,000	0.6	-	564	-
Whundo	Primary Sulphide	Indicated	249,000	1.2	-	2988	-
Whundo	Primary Sulphide	Inferred	78,000	1.1	-	858	-
Ayshia	Primary Sulphide	Measured	150,000	2.4	0.5	3600	750
Ayshia	Primary Sulphide	Indicated	344,000	3.3	0.5	11352	1720
Ayshia	Primary Sulphide	Inferred	273,000	1.3	0.3	3549	819
Total			1,188,000	1.93		22,911	
		Including	767,000		0.43		3,289

Mt Oscar JV (FXR 100%, diluting to 40%, Magnetic South earning up to 60%, E47/1217)

Magnetic South Pty Ltd as Joint Venture manager is continuing with its earn-in under the Joint Venture agreement. The Mt Oscar Joint Venture on the ~121 sq km exploration licence E47/1217 is prospective for multiple commodities including iron ore (magnetite) with a resource estimate (Tables 4 and 5) of 126Mt @ 33.8% Fe Head Grade, gold, base metals and nickel. Previously the main focus of the Joint Venture has been evaluating the magnetite potential of the tenement. The exploration work during the 2016 has shifted from delineation of magnetite resources toward gold and base metals exploration. This has resulted in work focusing on the 2013 VTEM survey and validated anomalies identified after processing the VTEM data, along with the known gold prospect at White Quartz Hill.

To date Magnetic South have spent circa \$4.1 million on exploration, with a further circa \$4m expenditure to earn up to 60%. Currently, Magnetic South have earned 12% in the Mt Oscar JV.

Table 4: MT OSCAR MAGNETITE RESOURCE ESTIMATE

Domain	Class	Tonnage (Mt)	Head Fe (%)	Mass Recovery (%)	Conc Fe (%)	Conc SiO ₂ (%)	Conc Al ₂ O ₃	Conc P (%)	Conc LOI (%)
Mag Anomaly 1	Indicated	43	33.6	32.8	58.6	14.2	0.80	0.036	-0.34
	Inferred	32	33.3	10.4	60.3	12.7	0.73	0.036	-0.95
Mag Anomaly 2	Indicated	40	33.9	20.0	62.9	9.9	0.40	0.022	-1.16
	Inferred	11	36.1	33.7	60.3	13.3	0.56	0.037	-1.31
Total		126	33.8	23.1	60.5	12.4	0.63	0.032	-0.84

Pilbara Minerals Limited (PLS) JV (FXR 55% earning up to 80%, Pilbara Minerals 45%)

Eight prioritised Versatile Time Domain Electromagnetics (VTEM) anomalies have been discovered. Ground based moving loop EM surveys are required to advance these anomalies, to better define drill targets associated with possible massive sulphides for copper, zinc and nickel.

Fox are the operators of the PLS JV and have recently completed a VTEM survey over areas not previously covered. The results of the survey will be announced when they are received.

The work to date by Fox offers Artemis exploration targets to immediately follow up.

Other New Acquisition Targets as part of the Fox Deal:

Osborne Nickel Anomaly (E47/1807)

Initially identified from VTEM surveying and then followed up with ground EM, the nickel sulphide target is 15km north of the Radio Hill plant. The ground EM surveying defined an excellent anomaly with very high conductance suggesting the possible presence of a massive sulphide body.

Conquest and Sunchaser VTEM Anomalies (Fox have surrendered E47/1216, Artemis is next in line and has lodged an application for this licence area)

A VTEM survey in late 2006 outlined several high quality anomalies at shallow depth, and partially concealed by a thin veneer of sand. FLTEM surveys confirmed two anomalies in the Whundo VMS Domain at Conquest and Sunchaser. Geological mapping identified fragmented gossans with anomalous copper and zinc values. The Electromagnetic conductors were drilled in 2007 with 07SCDD002 intersecting 6.1 metres @ 3.08% zinc from 28.4 metres. This intercept requires follow up exploration with a gravity and Induced Polarisation survey.

Mt Regal (Fox owns 100% of mineral rights and aggregate royalty for, ML 47/1484, and ML 47/1501 formerly part of E47/1202)

- **Mt Regal - VTEM Anomaly ML 47/1484**

Mt Regal ML 47/1484 hosts a late time VTEM anomaly in ultramafic rocks. This anomaly may be indicative of the presence of massive sulphides including copper and nickel, and requires a ground EM survey to better define the VTEM results and to generate potential drill targets.

- **Mt Regal - Mineral Rights ML 1484, and ML 47/1501**

Fox has the mineral rights of all minerals excluding aggregates for ML47/1484. Once the mining lease is granted for ML 47/1501 Fox will retain 100% of all mineral rights excluding aggregates.

- **Mt Regal - Quarry Rock ML 47/1484 and ML 47/1501**

The Mt Regal tenement hosts a large exposure of rock that is suitable for various industrial purposes for engineering projects around Karratha. The application for ML 47/1484 has been approved, and Fox has the aggregate royalty rights once aggregate production commences.

Applications for the conversion of part of Mt Regal ML 47/1501 to mining licences is underway. Once this application is granted, there is an immediate cash benefit to the Company and a potential future royalty cash stream once operations commence within the new mining leases.

Figure 5: Artemis Resources and Fox Resources Combined Projects.

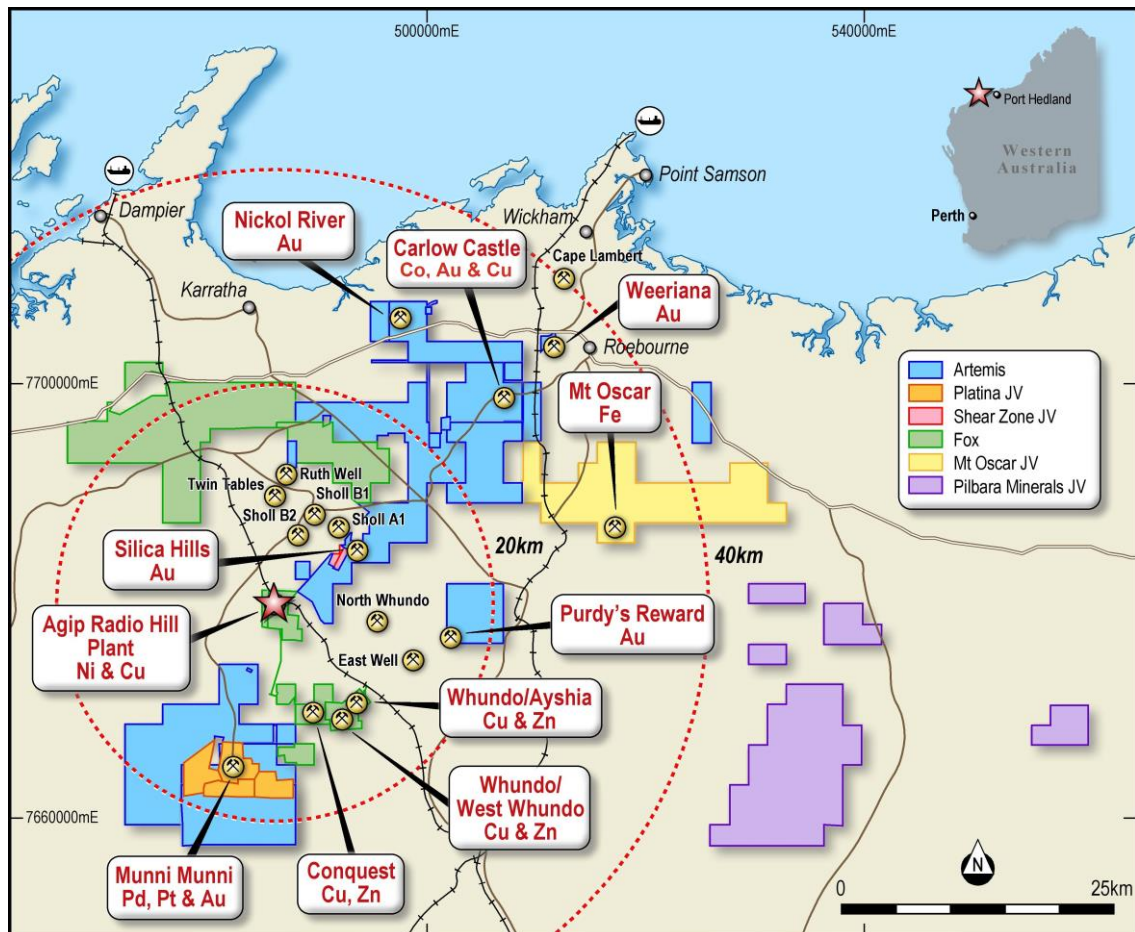


Table 5: MINERAL RESOURCE ESTIMATES⁷

AS AT 30 JUNE 2014 and reported to the ASX by Fox Resources Limited.

NICKEL-COPPER RESOURCE ESTIMATES

Resource Area	Mineralisation	Classification	Tonnes	Ni %	Cu %	Contained Ni (t)	Contained Cu (t)
Radio Hill ¹	Primary Sulphide	Indicated	1,980,000	0.61	1.04	12,078	20,592
Radio Hill ¹	Primary Sulphide	Inferred	2,040,000	0.42	0.73	8,568	14,892
Total			4,020,000	0.51	0.88	20,646	35,484

COPPER-ZINC RESOURCE ESTIMATES

Resource Area	Mineralisation	Classification	Tonnes	Cu %	Zn %	Contained Cu (t)	Contained Zn (t)
West Whundo ²	Primary Sulphide	Measured	386,000	1.2	1.9	4,632	7,334
West Whundo ²	Primary Sulphide	Indicated	259,000	1.1	1.7	2,849	4,403
Whundo ³	Primary Sulphide	Measured	304,000	1.3	0.1	3,952	304
Whundo ³	Primary Sulphide	Indicated	598,000	1.0	0.6	5,980	3,588
Whundo ³	Primary Sulphide	Inferred	140,000	0.8	0.2	1,120	280
Total			1,687,000	1.10	0.94	18,533	15,909

ZINC MINERAL RESOURCE ESTIMATES

Resource Area	Mineralisation	Classification	Tonnes	Zn %	Cu %	Contained Zn (t)	Contained Cu (t)
Whundo ⁴	Primary Sulphide	Measured	94,000	0.6	-	564	-
Whundo ⁴	Primary Sulphide	Indicated	249,000	1.2	-	2988	-
Whundo ⁴	Primary Sulphide	Inferred	78,000	1.1	-	858	-
Ayshia ⁵	Primary Sulphide	Measured	150,000	2.4	0.5	3600	750
Ayshia ⁵	Primary Sulphide	Indicated	344,000	3.3	0.5	11352	1720
Ayshia ⁵	Primary Sulphide	Inferred	273,000	1.3	0.3	3549	819
Total			1,188,000	1.93		22,911	
		Including	767,000		0.43		3,289

MT OSCAR MAGNETITE RESOURCE ESTIMATE

Domain	Class	Tonnage (Mt)	Head Fe (%)	Mass Recovery (%)	Conc Fe (%)	Conc SiO ₂ (%)	Conc Al ₂ O ₃	Conc P (%)	Conc LOI (%)
Mag Anomaly 1⁶	Indicated	43	33.6	32.8	58.6	14.2	0.80	0.036	-0.34
	Inferred	32	33.3	10.4	60.3	12.7	0.73	0.036	-0.95
Mag Anomaly 2⁶	Indicated	40	33.9	20.0	62.9	9.9	0.40	0.022	-1.16
	Inferred	11	36.1	33.7	60.3	13.3	0.56	0.037	-1.31
Total		126	33.8	23.1	60.5	12.4	0.63	0.032	-0.84

Note: Totals may not add up due to rounding

All Resources have been estimated to a JORC 2004 standard, unless otherwise stated. Notes relating to cut-off grades appear below:

1. 2009 estimate (Snowden) Cutoff grade 0.5% Ni in Ni dominant material, and 0.5% Cu in the Cu dominant hanging wall
2. 2006 estimate (RSG Global) Cutoff grade 0.5% Cu or 0.5% Zn. The Measured resource has been depleted from the RSG estimate by 20,000t based on company mining records.
3. 2007 estimate (Coffey Mining) Cutoff grade 0.4% Cu or 0.4% Zn
4. 2006 estimate (RSG Global) Cutoff grade 0.4% Zn
5. 2009 estimate (Golder Associates) Inferred Mineral Resource at Fe cut-off grade of 20%
6. 2014 estimate (ROM Resources) estimated according to JORC code (2012)
7. As per Fox Resources ASX Annual Report to Shareholders 2014.

In accordance with Listing Rule 5.23.2, Artemis confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcement referred to above, and that in the case of mineral resources that all material assumptions and technical parameters underpinning the estimates in the announcement referred to continue to apply and have not materially changed.

1.2 Commercial Terms

Fox Resources Limited and Artemis Resources Limited have signed an amendment to the original exclusive 3-month option agreement, as announced on 16 December 2016, whereby Artemis planned to acquire all of Fox's Western Australian mining and exploration assets.

- Artemis will now pay Fox a one off payment of \$100,000 (in addition to option fees already paid of \$200,000) on or before the 16 March 2017, to extend the final close of the transaction to the end of April 2017, to allow for completion of the necessary due diligence and prepare for asset transfers.
- The final cash consideration will be reduced to \$2 million on closing and the issue to Fox of 20 million Artemis shares at a deemed price of 10c per share.
- As with the previous deal, the assets will be purchased clear of any outstanding creditor liabilities. No outstanding creditor liabilities associated with any of these Fox assets are to be assumed by Artemis on the day of closing.
- The transaction will now only be conditional on:
 - Artemis being satisfied with its due diligence;
 - Artemis completing the necessary funding arrangements to pay for the reduced cash consideration of \$2 million;
 - Artemis obtaining shareholder approval for the issue of 20 million shares;
 - all ASX and regulatory approvals; and
 - any ministerial approval under the Mining Act for the acquisition and any other third party consents and approval necessary or desirable to consummate the acquisition.

1.3 Effect of the Acquisition on the Company

(a) Capital Structure

Below is a table showing the Company's current capital structure and the possible capital structure following completion of the Acquisition.

	Number of Shares	Number of Options
Balance at the date of this Notice	278,127,828	109,709,015 ⁽¹⁾
Vendor Shares to be issued pursuant to the Acquisition ⁽²⁾	20,000,000	-
Balance following completion of the Acquisition	298,127,828	109,709,015

- (1) each with an exercise price of \$0.02 and exercisable before 30 September 2017. For option terms see prospectus lodged with ASX on 24 September 2015.

Pro Forma Balance Sheet following the Acquisition

A pro-forma balance sheet of the Company on completion of the Acquisition is set out in Schedule 1.

1.4 Risk Factors

While the Company has undertaken a due diligence process (including commercial, financial, legal, technical and other risks) prior to the date of this Notice, and will conduct further due diligence on FRHL pending Completion, it should be noted that the usual risks associated with a company with a small market capitalization undertaking business in any industry, including the resource industry, are expected to remain after the completion of due diligence.

Shareholders and investors should also be aware that the Acquisition is conditional on a number of events (refer to Section 1.2 above). Accordingly, there is a risk that the Acquisition may not be completed.

Investing in a company involves risks of various kinds, some of which are within the realms of influence of the Company and some, arising from external factors, which may be beyond the control of the Company. A summary of the risks associated with the Acquisition of FRHL are outlined in Schedule 2.

1.5 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution **Error! Reference source not found.**:

- (a) The Company will consolidate additional tenements prospective for gold, copper and nickel into its West Pilbara portfolio.
- (b) The Acquisition provides a processing facility at a fraction of its replacement cost creating a significant opportunity for the economic conversion of its proximate resources of cobalt, copper, nickel and gold.
- (c) The Acquisition creates an increase in the size of the Company's existing operations and assets.
- (d) The potential increase in market capitalisation of the Company following completion of the Acquisition may lead to increased coverage from investment analysts, access to improved equity capital market opportunities and increased liquidity.

1.6 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote of Resolution **Error! Reference source not found.**:

- (a) The Fox Radio Hill plant may have different risk and reward profiles to those historically attributed to the Company. The new risk profile may not suit all Shareholders.
- (b) The acquisition of FRHL will result in the issue of the Vendor Shares which will have a dilutive effect on the holdings of Shareholders.
- (c) Additional outlays of funds from the Company will be required for the exploration of the FRHL tenements and in due course the recommissioning of the Fox Radio Hill Agip plant.
- (d) Risk factors associated with the expansion of the Company's activities some of which are outlined in Schedule 2.

1.7 Plans for the Company if the Acquisition is not completed

If the Company does not complete the Acquisition, the Company will continue with its current activities as outlined in recent announcements to the ASX (dated 27 February 2017, 20 February 2017, 14 February 2017, 13 February 2017, 1 February 2017, 31 January 2017, 25 January 2017, 9 January 2017 and 4 January 2017).

1.8 Directors' Recommendation in relation to Acquisition

Based on the information available, including the information contained in this Explanatory Memorandum the Directors recommend that Shareholders vote in favour of Resolution 1.

1.9 Shareholder Approvals

Resolution 1 seeks Shareholder approval of the change in scale of activities pursuant to Listing Rule 11.1.2 for the significant change in the scale of the Company's activities resulting from the Acquisition.

Resolution 1 is an ordinary Resolution.

1.10 Listing Rule 11.1.2

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting (the notice of meeting must include a voting exclusion statement); and

- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company were applying for admission to the official list of ASX.

ASX has indicated to the Company that given the change in the scale of the Company's activities resulting from the Acquisition, it requires the Company to obtain Shareholder approval. The Company is not required to re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules. A voting exclusion is included in the Notice.

2. RESOLUTION 2 - APPROVAL TO ISSUE CONSIDERATION SHARES

2.1 General

Resolution 2 seeks Shareholder approval for the issue of the Consideration Shares. Resolution 2 is dependent on Resolution 1 being passed.

2.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Company to issue the Consideration Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

- (a) a maximum of 20,000,000 Shares are to be issued as Consideration Shares;
- (b) the Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Consideration Shares will be issued in consideration for the acquisition of Fox Radio Hill Pty Ltd and will be issued at a deemed price of 10 cents per share;
- (d) the Consideration Shares will be issued to Fox Resources Limited (or its nominees);
- (e) the Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) no funds will be raised from the issue of the Consideration Shares as they are to be issued as part of the purchase price for the acquisition of Fox Radio Hill Pty Ltd;

- (g) it is intended that the Consideration Shares will be issued on the same date, being the date of completion of the Acquisition; and
- (h) a voting exclusion statement is included in the Notice.

2.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

3. RESOLUTION 3 - RATIFICATION OF ISSUE OF 1,000,000 SHARES

3.1 Background

Under Resolution 3, the Company seeks Shareholder ratification of the issue by the Company of 1,000,000 shares to a supplier for services rendered.

3.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 3 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 1,000,000 shares issued.

3.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*

The maximum number of securities issued was 1,000,000

- (b) *The date by which the entity will issue the equity securities*

The Shares were issued on 13 February 2017.

- (c) *The issue price of the securities*
1,000,000 shares at a deemed price of \$0.04 per share
- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The shares were issued to S3 Pty Limited trading as Stocks Digital.

The shares were not issued to related parties of the Company, or their Associates.
- (e) *The terms of the securities*
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) *The intended use of the funds raised*

No funds were raised through the issue. The shares were issued in lieu of cash settlement of an invoice.
- (g) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 13 February 2017.
- (h) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

3.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 - RATIFICATION OF ISSUE OF 3,877,595 SHARES

4.1 Background

Under Resolution 4, the Company seeks Shareholder ratification of the issue by the Company of 3,877,595 shares to D&K Corps Investments Pty Ltd (see ASX Announcement dated 24 January 2017) in respect of an exploration agreement.

4.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been

made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 3 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 3,877,595 shares issued.

4.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*

The maximum number of securities issued was 3,877,595

- (b) *The date by which the entity will issue the equity securities*

The Shares were issued on 25 January 2017.

- (c) *The issue price of the securities*

3,877,595 shares at a deemed price of \$0.04 per share

- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

D&K Corps Investments Pty Ltd.

The shares were not issued to related parties of the Company, or their Associates.

- (e) *The terms of the securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (f) *The intended use of the funds raised*

No funds were raised. The shares were issued as consideration for an exploration agreement. See ASX Announcement dated 24 January 2017.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 25 January 2017.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

4.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 - RATIFICATION OF ISSUE OF 19,666,667 SHARES

5.1 Background

Under Resolution 5, the Company seeks Shareholder ratification of the issue by the Company of 19,667,667 shares in a share placement at 7.5 cents per share to raise \$1,475,000 before costs. See ASX Announcement dated 27 February 2017.

5.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 5 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 19,666,667 shares issued.

5.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*

The maximum number of securities issued was 19,666,667

- (b) *The date by which the entity will issue the equity securities*

The Shares were issued on 24 February 2017.

- (c) *The issue price of the securities*

19,666,667 shares at a deemed price of \$0.075 per share

- (d) *The names of the allottees (if known) or the basis upon which the allottees were identified or selected*

The shares were issued to institutions and professional and sophisticated investors.

The shares were not issued to related parties of the Company, or their Associates.

- (e) *The terms of the securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (f) *The intended use of the funds raised*

The issue raised \$1,475,000 before costs. The use of funds is outlined in the ASX announcement dated 27 February 2017.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 24 February 2017.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

5.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 - RATIFICATION OF ISSUE OF 1,333,333 SHARES

6.1 Background

Under Resolution 6, the Company seeks Shareholder ratification of the issue by the Company of 1,333,333 shares in settlement of a short term loan in the amount of \$100,000.

6.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 6 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 1,333,333 shares issued.

6.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*
The maximum number of securities issued was 1,333,333
- (b) *The date by which the entity will issue the equity securities*
The Shares were issued on 24 February 2017.
- (c) *The issue price of the securities*
1,333,333 shares at a deemed price of \$0.075 per share
- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
Issued to lender Exchange Minerals FZE.

The shares were not issued to related parties of the Company, or their Associates.
- (e) *The terms of the securities*
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) *The intended use of the funds raised*
No funds were raised from the issue. The issue was in settlement of a short term loan.
- (g) *The dates of allotment or a statement that allotment will occur progressively*
The shares were issued on 24 February 2017.
- (h) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

6.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

7. RESOLUTION 7 - RATIFICATION OF ISSUE OF 1,750,000 SHARES

7.1 Background

Under Resolution 7, the Company seeks Shareholder ratification of the issue by the Company of 1,750,000 shares to the vendors of the Amitsoq graphite project as part of the final consideration for the original acquisition of the project. The Company in turn disposed of this project to Alba Minerals Plc. In summary the Company recorded a net profit of approximately \$163,000 on the purchase and subsequent sale of the project.

7.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 7 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 1,750,000 shares issued.

7.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*

The maximum number of securities issued was 1,750,000

- (b) *The date by which the entity will issue the equity securities*

The Shares were issued on 24 February 2017.

- (c) *The issue price of the securities*

1,750,000 shares at a deemed price of \$0.087 per share

- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The original vendors of the Amitsoq graphite project or their nominees.

The shares were not issued to related parties of the Company, or their Associates.

(e) *The terms of the securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(f) *The intended use of the funds raised*

No funds were raised from the issue. The issue was consideration for a project interest.

(g) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 24 February 2017.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

7.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

8. RESOLUTION 8 - RATIFICATION OF ISSUE OF 995,000 OPTIONS

8.1 Background

Under Resolution 8, the Company seeks Shareholder ratification of the issue by the Company of 995,000 options to the original vendors of the Amitsoq graphite project. The options were issued as part consideration of the Amitsoq graphite project as outlined in resolution 6 above.

8.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 8 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability

to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 995,000 securities issued.

8.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*

The maximum number of securities issued was 995,000

- (b) *The date by which the entity will issue the equity securities*

The Options (ARVO) were issued on 24 February 2016

- (c) *The issue price of the securities*

The options were issued together with the shares outlined in resolution 7.

- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The original vendors of the Amitsoq graphite project or their nominees.

The options were not issued to related parties of the Company, or their Associates.

- (e) *The terms of the securities*

The options are listed ARVO exercisable at \$0.02 per share before 30 September 2017. The terms of the options are outlined in the Prospectus lodged with the ASX on 24 September 2015.

- (f) *The intended use of the funds raised*

No funds were raised from the issue. The issue was consideration for a project interest.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 24 February 2017.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

8.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

RESOLUTION 9 - APPROVAL TO ISSUE 4,000,000 OPTIONS

9.1 Background

Under Resolution 9, the Company seeks Shareholder approval under ASX Listing Rule 7.1 to issue a total of up to 4,000,000 Options to advisors to the Company or to their nominees.

9.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 8 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of a total of up to 4,000,000 Options described above. The effect of such approval is that any such Options will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

9.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.3:

(a) *The maximum number of securities the entity is to issue*

The maximum number of securities to be issued is 4,000,000 Options. The maximum number of Shares to be issued if the 4,000,000 Options all become exercisable and are exercised is 4,000,000.

(b) *The date by which the entity will issue the equity securities*

The Options will be issued no later than three months after the date of the Meeting.

(c) *The issue price of the securities*

The Options will be issued for no consideration.

(d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The options will be issued to EAS Advisors LLC as consideration for providing corporate advisory services, strategic advice and assisting the Company to raise equity finance. EAS Advisors LLC is not a related party of the Company.

(e) *The terms of the securities*

A total of 4,000,000 options to be issued on the following terms:

- (i) The exercise price of 1,000,000 options shall be A\$0.11 per fully paid ordinary share.
- (ii) The exercise price of 1,000,000 options shall be A\$0.12 per fully paid ordinary share.
- (iii) The exercise price of 1,000,000 options shall be A\$0.13 per fully paid ordinary share.
- (iv) The exercise price of 1,000,000 options shall be A\$0.14 per fully paid ordinary share

The options shall be exercisable at any time until 1 May 2018.

Options will not be quoted and will be issued in accordance with the terms and conditions set out in Annexure A.

- (f) *The intended use of the funds raised*

No funds will be raised on grant of the options.

If all of the Options become exercisable and are exercised at the above prices, \$500,000 of additional funding will be raised for the Company which will be used for exploration, development and working capital purposes.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

See 8.3 (b). The options will be allotted on 19 April 2017.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

9.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

SCHEDULE 1 GLOSSARY

The following is a glossary of various words and their meanings used in the Notice and Additional Information:

“Associate” has the meaning given by Sections 10 to 17 of the Corporations Act;

“ASX” means ASX Limited ACN 008 624 691 and the market operated by it, as the context requires;

“ASX Listing Rules” means the Listing Rules of ASX and any other rules of ASX which are applicable while the entity is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX;

“Board” means the Board of Directors;

“Company” means Artemis Resources Limited (ABN 80 107 051 749) of Level 15, 1 Alfred Street, Sydney, NSW 2000;

“Consideration Shares” means 20,000,000 shares to be issued to Fox Resources Limited (or its nominees) at a deemed price of 10 cents per share.

“Corporations Act” means *Corporations Act 2001 (Cth)*;

“Director” means a director of the Company;

“Equity” means

“Exclusivity” means

“Explanatory Memorandum” means the explanatory memorandum which accompanies and forms part of this Notice;

“Meeting” means the general meeting convened by the Notice;

“Notice” means this notice of general meeting;

“Officer” has the same meaning as in the Corporations Act;

“Related Party” means, in respect of an individual, an Associate of that individual or which is a company, trust, person or superannuation scheme for the benefit of any member of the family of that individual;

“Resolution” means a resolution to be considered at the Meeting;

“Share” means an ordinary share in the issued capital of the Company; and

“Shareholder” means the holder of a Share.

Schedule 1 - Unaudited Pro-forma Balance Sheet - as at 28 February 2017

	Artemis	Acquisition FRHL ¹	Capital Raising	Consolidated
Current Assets				
Cash assets	1,614,000	(2,000,000)	1,880,000	1,494,000
Trade and other receivables	67,702	-	-	67,702
Total Current Assets	1,681,702	(2,000,000)	1,880,000	1,561,702
Non-Current Assets				
Deferred exploration expenditure	2,148,290	500,000	-	2,648,290
Plant and equipment	-	3,500,000	-	3,500,000
Total Non-Current Assets	2,148,290	4,000,000	-	6,148,290
Total Assets	3,829,992	2,000,000	1,880,000	7,709,992
Current Liabilities				
Trade and other payables	598,943	-	-	598,943
Total Current Liabilities	598,943	-	-	598,943
Non-Current Liabilities				
Deferred debt obligation	-	-	-	-
Total Non-Current Liabilities	-	-	-	-
Total Liabilities	598,943	-	-	598,943
Net Assets (Liabilities)	3,231,049	2,000,000	1,880,000	7,111,049
Equity				
Issued Capital	35,020,783	2,000,000	1,880,000	38,900,783
Reserves	-	-	-	-
Accumulated Losses	(31,789,734)	-	-	(31,789,734)
Total Equity (Deficiency)	3,231,049	2,000,000	1,880,000	7,111,049

¹Shares to be issued at an estimated deemed price of \$0.10 per share.

Schedule 2 - Risk Factors

1. Introduction

There are a number of risks associated with the Acquisition that may have an impact on the financial returns received by Shareholders. These risks are important for Shareholders to understand.

Shareholders are already exposed to a number of risks through their existing shareholding in the Company. A number of these risks are inherent in investing in securities generally and also inherent in any mineral exploration company such as the Company and FRHL.

The risk factors facing FRHL, and consequently the Company, include, but are not limited to, those detailed below. The below list of risk factors ought not to be taken as exhaustive of the risks faced by FRHL, and consequently, the Company. Additional risks not presently known to the Company, or if known, not considered material, may also have an adverse impact.

The Directors believe that the advantages of the Acquisition outweigh the associated extent of the risks particularly as the Company has activities other than the activities of FRHL.

2. Risks specific to FRHL

(a) Tenement title/expenditure requirements

Interests in mining tenements in Western Australia are governed by legislation and is evidenced by the granting of a lease or a licence. Each lease or license is for a fixed term and carried with it annual expenditure and reporting commitments, annual rental obligations, as well as other conditions requiring compliance. Consequently, following Completion, the Company could lose the tenements if insufficient funds are available to meet expenditure commitments as and when they arise.

Mining industry risks

(b) Exploration and Development Risks

Mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards. Factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery and mining activity.

There is no assurance that exploration of the mineral interests to be acquired pursuant to the Acquisition, or any other projects that may be acquired by the Company in the future, will result in the discovery of an economically viable mineral deposit. Even if an apparently viable mineral deposit is identified, there is no guarantee that it can be profitably exploited.

(c) Permits and other regulatory consents

The Company's mining and exploration activities are dependent upon the grant and subsequent the maintenance of relevant licences, leases, permits

and regulatory consents which may be withdrawn or made subject to limitations. The maintaining of the consents, obtaining renewals, or getting licences granted, typically depends on the Company's success in obtaining required approvals for its proposed activities and that its licences, leases, permits or consents will be kept in good order and renewed as and when required.

There is no assurance that such grants and renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed.

(d) **Operational Risks**

The operations of the Company following completion of the Acquisition may be affected by various factors which are beyond the control of the Company, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

(e) **Metallurgy**

Metal and/or mineral recoveries are dependent upon metallurgical process, and by its nature contain elements of significant risk, such as:

- identifying a metallurgical process through testwork to produce a saleable metal or concentrate;
- developing an economic process route to produce metal and/or concentrate; and
- changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(f) **Commodity Price Volatility and Foreign Exchange Risk**

In the event that the Company achieves exploration success leading to production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price risks.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for lithium and related minerals, forward selling by producers, and production cost levels in major metal-producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Furthermore, international prices of various commodities are denominated in United States Dollars and a portion of the Company's capital expenditure and ongoing expenditure is denominated in either United States Dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States Dollar and the Australian Dollar as determined in international markets.

(g) **Native title**

The Native Title Act recognizes and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional law and customs. There is significant uncertainty associated with Native Title in Australia and this may impact the Company's operations and its future plans.

Native Title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the Native Title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost its connection with the relevant land or waters. Native Title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over Native Title to the extent of any inconsistency for the duration of the title.

Tenements granted before 1 January 1994 are valid or validated by the Native Title Act.

For tenements to be validly granted (or renewed) after 1 January 1994, the future act regime established by the Native Title Act must be complied with. The existence of a Native Title claim is not an indication that Native Title in fact exists on the land covered by the claim, as this is a matter ultimately determined by the Federal Court.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

(h) **Environmental Risks**

The operations and proposed activities of the Company are subject to regulations concerning the environment. The government and other authorities that administer and enforce environmental laws determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

3. General Risks

(a) General economic conditions

The operating and financial performance of FRHL and the Company is influenced by a variety of general domestic and world economic and business conditions, inflation, interest rates, exchange rates, access to debt and equity capital markets, and government fiscal, monetary and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse effect on the financial performance, financial position, cash flows, distributions, growth prospects and Share price of the Company.

(b) Force majeure events

Events such as acts of terrorism; an outbreak of international hostilities or natural disasters may occur within or outside Australia that have an impact on the business of FRHL and the Company. Any such force majeure events may have a negative impact on the value of an investment in Shares in the Company.

(c) Taxation

There is the potential for changes to Australia's tax laws. Any current rates of taxes imposed on the Company is likely to affect returns to Shareholders. An interpretation of taxation laws by the relevant tax authority that is contrary to the Company's view of those laws may increase the amount of tax to be paid. The Company obtains external expert advice on the application of tax laws to its operations.

In addition, an investment in Shares involves tax considerations which may differ for each Shareholder. Investors are encouraged to obtain professional tax advice in connection with any investment in the Company.

(d) **No guarantee of dividends**

There is no guarantee that dividends will be paid on Shares in the future as this is a matter that depends on the financial performance of the Company.

4. Investment highly speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities. Therefore, the Company's Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the Shares.

ANNEXURE A
(Resolution 8)

The terms and conditions of the Annexure A Options shall be as follows:

- (a) Each Annexure A Option entitles the holder to acquire one (1) Share.
- (b) The Annexure A Options are exercisable at any time up until 5.00pm on 1 May 2018 (**Annexure A Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Annexure A Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Annexure A Options vest on date of Grant (**Annexure A Option Vesting Date**).
- (d) The Annexure A Options exercise prices are
 - \$0.11 for 1,000,000 options
 - \$0.12 for 1,000,000 options
 - \$0.13 for 1,000,000 options
 - \$0.14 for 1,000,000 options
- (e) On and from the relevant Annexure A Option Vesting Date, the Annexure A Options will be freely transferable in whole or in part at any time prior to expiry.
- (f) Shares issued on the exercise of an Annexure A Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Annexure A Option will rank equally with the then issued ordinary shares of the Company in all respects. Official quotation of those Shares on the ASX will be sought.
- (g) The Annexure A Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Annexure A Options in which case the Annexure A Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Annexure A Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Annexure A Option holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Annexure A Option is exercisable may be increased by the number of Shares which the holder of the Annexure A Option would have received if the

Annexure A Option had been exercised before the record date for the bonus issue.

- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Annexure A Option may be reduced in accordance with the ASX Listing Rules.
- (k) Reminder notices will be forwarded to the Annexure A Option holders prior to the expiry of the Annexure A Options. Annexure A Options not exercised before the expiry of the Annexure A Option Exercise Period will lapse.
- (l) The Annexure A Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Annexure A Option holders free of charge. Shares to be allotted on exercise of Annexure A Options will be recorded on the Company's share register.
- (m) The Annexure A options will not be listed on the ASX.
- (n) The Annexure A Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

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ARTEMIS RESOURCES LTD

ABN: 80 107 051 749

REGISTERED OFFICE:

LEVEL 3
IBM BUILDING
1060 HAY STREET
WEST PERTH WA 6005

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX A2020
Sydney South NSW 1235
Suite 511,
155 King Street
Sydney NSW 2000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au



«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

ARV

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 11:00am WST on Wednesday 19 April 2017 in the Boardroom of Hall Chadwick, Level 4, 16 St Georges Terrace, Perth WA 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*		For	Against	Abstain*
1. APPROVAL OF CHANGE IN SCALE OF ACTIVITIES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. RATIFICATION OF PRIOR ISSUE OF 1,333,333 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. APPROVAL TO ISSUE CONSIDERATION SECURITIES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. RATIFICATION OF PRIOR ISSUE OF 1,750,000 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RATIFICATION OF PRIOR ISSUE OF 1,000,000 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. RATIFICATION OF PRIOR ISSUE OF 995,000 OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. RATIFICATION OF PRIOR ISSUE OF 3,877,595 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. APPROVAL TO ISSUE OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. RATIFICATION OF PRIOR ISSUE OF 19,666,667 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Monday 17 April 2017.



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Name:

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This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.