

Artemis to Acquire 302km² Next to Comet Well and Radio Hill - Karratha, Western Australia-

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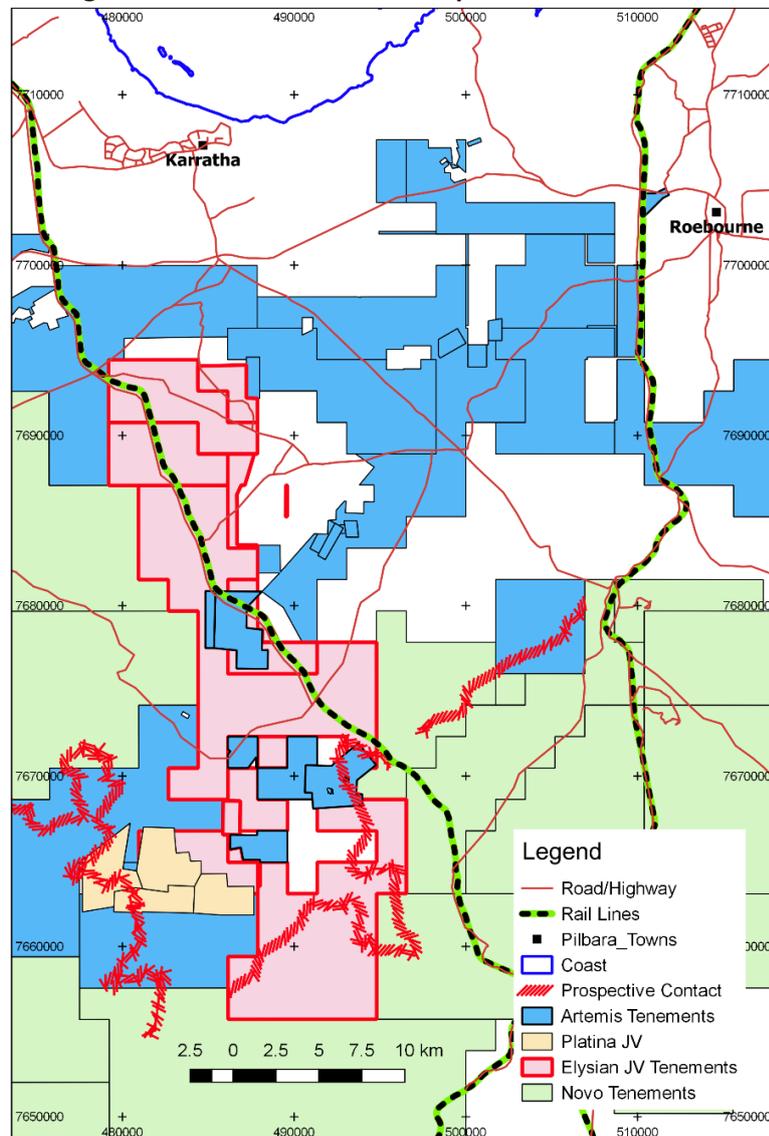
Corporate Information
ASX Code: ARV



David Lenigas, Artemis’s Executive Chairman, commented;

“Today we have signed a binding agreement to acquire the controlling interest in the last significant tenements on the Purdy’s Reward, Comet Well, Whundo and Munni Munni projected conglomerate trend that were not under the control of Artemis or Novo Resources previously. This plugs a very big gap in the map and provides Artemis with the exploration potential along strike from Comet Well¹ and in the heart of the main play. Pursuant to this agreement, Artemis will also be acquiring a big land position around our Radio Hill mine site, and land that also covers the 47 Patch gold find and the Ruth’s Well nickel project.”

Figure 1: Showing the new tenements to be acquired in the Karratha area.



¹ Artemis Resources ASX news release dated 6 November 2017

Artemis Resources Limited (“**Artemis**” or “**the Company**”) (**ASX: ARV**) is pleased to announce it has signed a binding agreement to acquire a 70% interest in 302.27km² of tenements south of Karratha, in the Pilbara Region of Western Australia. This package of tenements comprises two (2) granted exploration licences, eight (8) exploration licence applications and three (3) prospecting licence applications (see Figure 1). The terms of the transaction are detailed below.

Terms of the Transaction:

Artemis has entered into a binding agreement with Sorrento Resources Pty Ltd (**Sorrento**), Elysian Resources Pty Ltd (**Elysian**), Hard Rock Resources Pty Ltd (**Hard Rock**), Hamersley Gold Pty Ltd (**Hamersley**), and ACN 622 635 483 Pty Limited (**ACN Co**) (together the **Parties**) (**Agreement**), whereby Artemis will acquire: 100% of the issued capital of Elysian and Hard Rock; and a 70% interest in exploration licence application 47/3487 from Sorrento (**Tenement Acquisition**). Each of the abovementioned parties are unrelated to Artemis. Elysian and Hard Rock are the holders of the following exploration licences and mining tenement applications:

Tenement	Status	Legal area	Area km ²	Holder	Artemis interest after Settlement (%)
E47/3340	Application	7 blocks	22.38	Hard Rock	70
E47/3341	Granted	3 blocks	7.16	Hard Rock	70
E47/3361	Application	5 blocks	15.97	Hard Rock	70
E47/3390	Granted	1 block	0.14	Hard Rock	70
E47/3443	Application	35 blocks	111.83	Elysian	70
E47/3534	Application	1 block	3.19	Hard Rock	70
E47/3535	Application	3 blocks	9.58	Hard Rock	70
E47/3536	Application	5 blocks	15.96	Hard Rock	70
E47/3564	Application	26 blocks	82.99	Elysian	70
P47/1832	Application	112 ha	1.12	Hard Rock	70
P47/1833	Application	199 ha	1.99	Hard Rock	70
P47/1881	Application	117.24ha	1.17	Hard Rock	70

The above tenements together with E47/3487 (which itself encompasses an area of 28.78km²) make up the total of the portfolio of tenements (**Tenements**).

Pursuant to the Tenement Acquisition and in accordance with the Agreement, the Parties have agreed to establish a joint venture in relation to the Tenements, whereby Artemis will hold a 70% interest in the joint venture via its 100% holdings in both Elysian and Hard Rock, and Hamersley and ACN Co will hold the remaining 30% JV interest between them (**Karratha Gold Joint Venture**).

Completion of the Tenement Acquisition and the establishment of the Karratha Gold Joint Venture (together referred to as the **Transaction**) is subject to the following material Agreement terms:

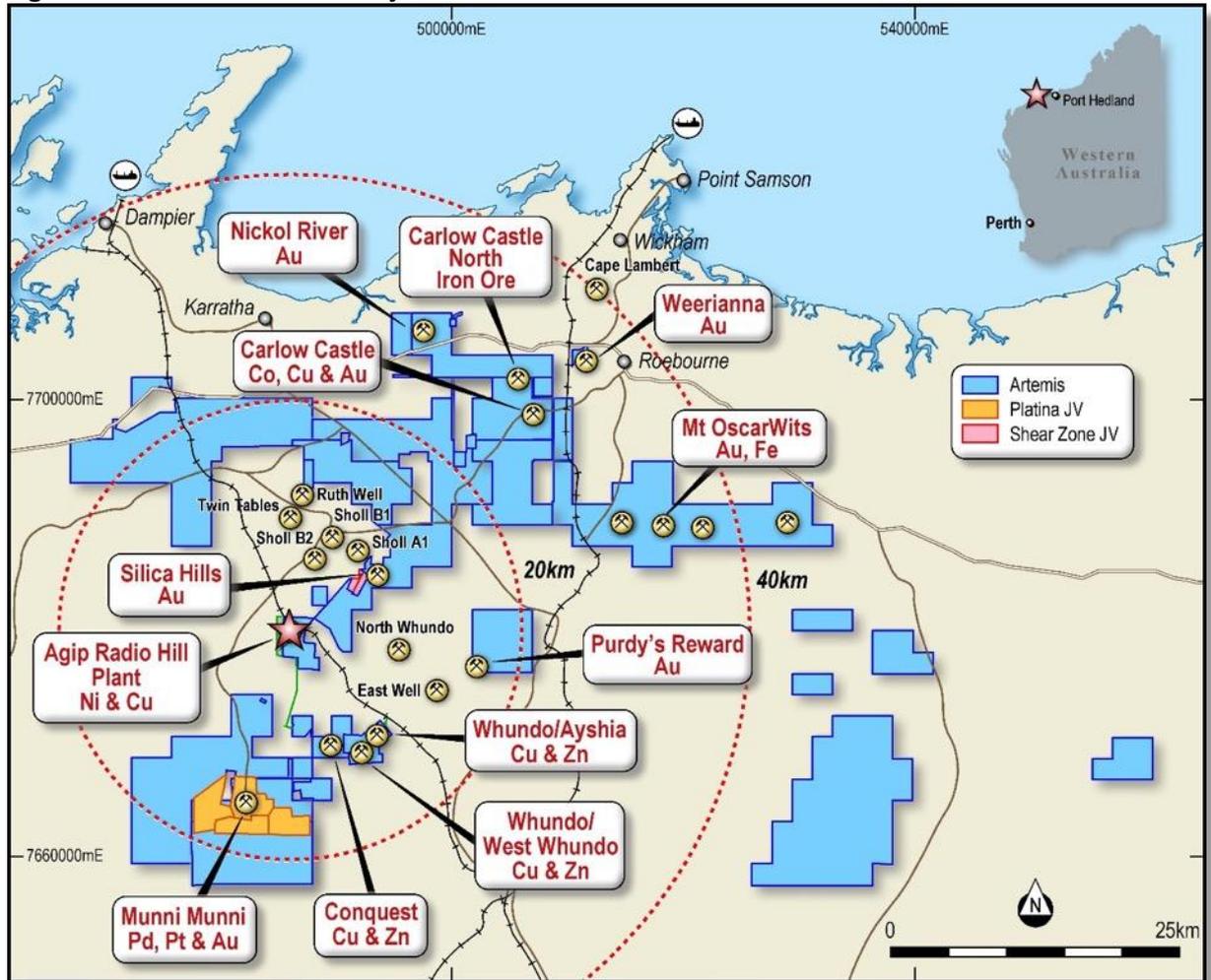
- (a) (**Conditions to settlement**): Settlement of the Tenement Acquisition (**Settlement**) is conditional upon:
 - (i) Artemis obtaining all necessary shareholder, regulatory and third-party approvals pursuant to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and any other law to allow Artemis to lawfully complete the matters set out in the Agreement, unless waived by the Parties; and

- (ii) Artemis receiving confirmation of payment instructions from Sorrento and ACN Co (together the **Vendors** (or in the context of the Karratha Gold Joint Venture, the **Minority Participants**)).
- (b) (**Consideration**): As consideration for the Tenement Acquisition, Artemis has agreed to:
- (i) pay the Vendors (or their nominees) an aggregate sum \$500,000 in cleared funds no later than five (5) business days after the signing of the Agreement;
 - (ii) at Settlement, issue an aggregate of 25,000,000 fully paid ordinary shares in the capital of Artemis (**Shares**) (**Tranche 1 Consideration Shares**), and pay an aggregate of \$1,000,000 in cleared funds to the Vendors (or their nominees); and
 - (iii) subject to Settlement occurring, and by no later than 31 January 2018 (or such later time as may be agreed between the Parties), Artemis shall issue to the Vendors (or their nominees) a further 8,000,000 Shares (in aggregate).
- (c) (**Karratha Gold Joint Venture terms**): The material terms of the Karratha Gold Joint Venture are as follows:
- (i) from Settlement and until a Feasibility Study (as defined in the JORC Code) is announced by Artemis with reserves of at least 100,000 Au ounces (**Free Carried Period**), Artemis agrees to solely fund all costs incurred in connection with the activities of exploration and, development of the Tenements (as applicable) (**Expenditure**) and free carry the Minority Participants interest in the Tenements (including by keeping the Tenements in good standing);
 - (ii) Artemis will manage exploration during the Free Carried Period (with no right to any management fee);
 - (iii) Artemis will ensure that the minimum expenditure obligations are met for each of the Tenements during the first 2 years of the Free Carried Period and thereafter, if the expenditure condition is not met, Artemis must ensure an application for exemption is lodged in a timely manner;
 - (iv) upon conclusion of the Free Carried Period, Artemis and the Minority Participants must contribute to expenditure made or incurred in respect of the Karratha Gold Joint Venture in proportion to their joint venture interest, which expenditure must be authorised by the joint venture committee;
 - (v) if Artemis or the Minority Participants do not contribute to expenditure in accordance with the Karratha Gold Joint Venture terms, the relevant parties joint venture interest will dilute in accordance with a standard dilution formula; and
 - (vi) a formal joint venture agreement will be prepared within 6 months of execution of the Agreement (or such longer time as may be agreed in writing).

The Agreement otherwise contains terms and conditions which are typical for an agreement of this nature.

Artemis envisions that it will have sufficient placement capacity to issue the Tranche 1 Consideration Shares at the conclusion of its Annual General Meeting of Shareholders (which is scheduled to be held on Wednesday 29 November 2017). As such, it is likely that Settlement will occur within five (5) business days from the date of the Annual General Meeting.

Figure 2: Artemis Resources Projects in Karratha Area.



CONTACTS:

For further information on this update or the Company generally, please visit our website at www.artemisresources.com.au or contact:

Investors / Shareholders

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BACKGROUND INFORMATION ON ARTEMIS RESOURCES:

Artemis Resources Limited is a resources exploration and development company with a focus on its prospective Karratha (gold, cobalt, base metals, platinum group elements and iron ore) and the Mt Clement Paulsens (gold) project in Western Australia.

Artemis owns the fully permitted 425,000tpa Radio Hill nickel and copper operations and processing plant located 25km south of Karratha. JORC 2004 compliant resources of Gold, Nickel, Copper PGE's and Zinc, all situated within a 40km radius of the Radio Hill plant and on 1,838km² of tenements that form the consolidated assets of Artemis Resources.

Artemis have signed Definitive Agreements with Novo Resources Corp. ("Novo"), whereby Novo can farm-in to 50% of gold (and other minerals necessarily mined with gold) in conglomerate and/or paleoplacer style mineralization in Artemis' tenements within 100km of the City of Karratha, including at Purdy's Reward ("the Gold Rights"). The Gold Rights do not include (i) gold disclosed in Artemis' existing (at 18 May 2017) JORC compliant Resources and Reserves or (ii) gold which is not within

conglomerate and/or paleoplacer style mineralization or (iii) minerals other than gold. Artemis' Mt Oscar tenement is excluded from the Definitive Agreements.

The farm-in commitment now requires Novo to expend AUD \$2 million on exploration within two years of satisfying conditions precedent in the definitive agreements.

The Definitive Agreements cover 38 tenements/tenement applications that are 100% owned by Artemis. On completion of the farm-in commitment, three 50:50 joint ventures will be formed between Novo's subsidiary, Karratha Gold Pty Ltd ("Karratha Gold") and three subsidiaries of Artemis. The joint ventures will be managed as one by Karratha Gold. Artemis and Novo will contribute to further exploration and mining of the Gold Rights on a 50:50 basis. Further definitive agreements covering approximately 19 Artemis tenements/tenement applications that are already subject to third party interests are expected to be signed once all necessary third-party consents have been obtained.

COMPETENT PERSONS STATEMENT:

The information in this document that relates to Exploration Results and Exploration Targets is based on information compiled or reviewed by Allan Younger, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Younger is a consultant to the Company, and is employed by Indigo Geochemistry Pty Ltd. Mr Younger has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Younger consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

FORWARD LOOKING STATEMENTS AND IMPORTANT NOTICE:

This report contains forecasts, projections and forward-looking information. Although the Company believes that its expectations, estimates and forecast outcomes are based on reasonable assumptions it can give no assurance that these will be achieved. Expectations, estimates and projections and information provided by the Company are not a guarantee of future performance and involve unknown risks and uncertainties, many of which are out of Artemis' control. Actual results and developments will almost certainly differ materially from those expressed or implied. Artemis has not audited or investigated the accuracy or completeness of the information, statements and opinions contained in this presentation. To the maximum extent permitted by applicable laws, Artemis makes no representation and can give no assurance, guarantee or warranty, express or implied, as to, and takes no responsibility and assumes no liability for (1) the authenticity, validity, accuracy, suitability or completeness of, or any errors in or omission from, any information, statement or opinion contained in this report and (2) without prejudice to the generality of the foregoing, the achievement or accuracy of any forecasts, projections or other forward looking information contained or referred to in this report.

Investors should make and rely upon their own enquiries before deciding to acquire or deal in the Company's securities.