



ARTEMIS RESOURCES LIMITED

ABN 80 107 051 749

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held in the Board Room of Hall Chadwick at Level 4, 16 St Georges Terrace, Perth WA 6000 on 30 November 2016 at 9am (WST).

This Notice of Annual 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.

ARTEMIS RESOURCES LIMITED

ABN 80 107 051 749

NOTICE OF GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Artemis Resources Limited (**Company**) will be held in the Board Room of Hall Chadwick at Level 4, 16 St Georges Terrace, Perth WA 6000 on 30 November 2016 at 9am (WST) (**Annual General Meeting**).

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.

AGENDA

Ordinary Business

Financial Report

To receive and consider the financial report of the Company and its controlled entities for the year ended 30 June 2016 together with the Directors' report in relation to that financial year and the auditor's report on the financial report.

1. Resolution 1 – Adoption of Remuneration Report (non-binding vote)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

2. Resolution 2 – Re-election of Director – Mr Edward Mead

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of clause 5 of the Constitution and for all other purposes, Mr Edward Mead, a Director, retires by rotation and, being eligible, is re-elected as a Director."

3. Resolution 3 – Ratification of Prior Issue of 100,000,000 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 100,000,000 Shares to Go2Sho Inc. on the terms and conditions set out in the Explanatory Memorandum."

4. Resolution 4 – Approval to Issue up to 3,000,000,000 Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the allotment and issue of up to 3,000,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

5. Resolution 5 – Approval to Issue up to 1,500,000,000 Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the allotment and issue of up to 1,500,000,000 Options on the terms and conditions set out in the Explanatory Memorandum."

6. Resolution 6 – Approval to issue shares in lieu of Director fees – Mr Edward Mead

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to issue shares to Mr Edward Mead (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

7. Resolution 7 – Approval to issue shares in lieu of Director fees – Mr George Frangeskides

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to issue shares to Mr George Frangeskides (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

8. Resolution 8 – Approval to issue shares in lieu of Director fees – Mr Campbell Baird

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to issue shares to Mr Campbell Baird (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

SPECIAL BUSINESS

9. Resolution 9 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to allot and issue equity securities up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

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. Adoption of Remuneration Report	<ul style="list-style-type: none"> • A member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016; or • A closely related party of a KMP¹
3. Ratification of Issue of 100,000,000 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
4. Approval to issue 3,000,000,000 shares	<ul style="list-style-type: none"> • Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective Associates.
5. Approval to issue 1,500,000,000 options	<ul style="list-style-type: none"> • Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective Associates.
6. Approval to issue shares to Mr Edward Mead	<ul style="list-style-type: none"> • Mr Edward Mead; and • any of his associates
7. Approval to issue shares to Mr George Frangeskides	<ul style="list-style-type: none"> • Mr George Frangeskides; and • any of his associates
8. Approval to issue shares to Mr Campbell Baird	<ul style="list-style-type: none"> • Mr Campbell Baird; and • any of his associates
9. Approval of 10% Placement Capacity	<ul style="list-style-type: none"> • Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective Associates.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy appointment form; or
- (b) 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.

¹A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or

- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

DETERMINATION OF MEMBERSHIP AND VOTING ENTITLEMENT

The Directors have determined that all the Shares that are quoted on the ASX at 9am EST on 28 November 2016 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time. The entitlement of Shareholders to vote at the Meeting will be determined by reference to that time.

How to Vote

You may vote at the Meeting by attending the Meeting in person or by proxy.

To vote in person, you must attend the Meeting on 30 November 2016 at 9am WST, which is to be held in the Board Room of Hall Chadwick at Level 4, 16 St Georges Terrace, Perth.

If you wish to vote by proxy, your proxy form must be received by the Company no later than 9am EST on 28 November 2016.

PROXIES

Please note that:

- A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder;
- Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholders votes each proxy may exercise half of the votes. Any fractions of votes brought about by the apportionment of a proxy will be disregarded;
- A proxy need not be a Shareholder;
- If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the Meeting will vote your proxies as directed by you.
- If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolution 1.
- If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Resolution 1 even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the key management personnel of the Artemis Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
- Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the Chairman of the Meeting;
- Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 9am on 28 November 2015 in one of the following 3 ways:

- By mail to : Security Transfer Australia
770 Canning Highway
Applecross WA 6953
- By facsimile: Security Transfer Australia
+ (61) (0) 8 9315 2233
- By email: registrar@securitytransfer.com.au

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Hall Chadwick, questions about the content of its report, and the conduct of its audit of the Company, for the year.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

BY ORDER OF THE BOARD OF DIRECTORS



Guy Robertson
Company Secretary
Dated: 28 October 2016

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the Annual General Meeting to be held in the Board Room of Hall Chadwick at Level 4, 16 St Georges Terrace, Perth WA 6000 on 30 November 2016 at 9am (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.

Accounts and Reports

As required under Section 317 of the Corporations Act, the annual financial report (which includes the financial statements and Directors' declarations) for the year ended 30 June 2016 will be laid before the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the Meeting.

1. Resolution 1 – Adoption of Remuneration Report (non-binding vote)

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2017 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2017 annual general meeting. All of the Directors who were in office when the Company's 2017 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2016.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

1.2 Proxy Restrictions

If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Resolution 1 even though the Chairman is, and this item is, connected directly or indirectly with the remuneration of a member of the key management personnel of the Artemis Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

1.3 Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

1.4 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this resolution.

2. Resolution 2 – Re-election of Director – Mr Edward Mead

2.1 Background

Pursuant to rule 5 of the Company's Constitution, Mr Edward Mead retires at the 2016 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Mead is included in the annual report.

2.2 Directors' Recommendation

The Board (other than Mr Mead) recommends that Shareholders vote in favour of this resolution.

3. Resolution 3 – Ratification of Prior Issue of 100,000,000 Shares

3.1 General

Resolution 3 seeks ratification of the allotment and issue by the Company of 100,000,000 shares. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1.

The shares were issued to Go2Sho Inc. as an exclusivity fee in relation to a proposed investment in a movie venture which did not proceed. See ASX announcement dated 31 March 2016.

ASX 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.

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 Shares 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 100,000,000 Shares.

3.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

- (a) *The number of securities allotted*
The number of Shares allotted and issued was 100,000,000.
- (b) *Issue Price*
The Shares were issued a deemed price of \$0.001 cent per share.
- (c) *Name of Allottees*
The allotment was made to Go2Sho Inc.. No shares were issued to related parties.
- (d) *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.
- (e) *Intended use of Funds Raised*
No funds were received in respect of 100,000,000 shares. The shares were issued as an exclusivity fee for the right to review and invest in a movie venture which did not proceed.

- (f) *Voting Exclusion*
A voting exclusion statement forms part of this notice.

3.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

4. Resolution 4 – Approval to Issue up to 3,000,000,000 Shares

4.1 Background

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 3,000,000,000 Shares.

The purpose of this resolution would be to enable the Company to undertake a placement to provide the Company with additional funding to enable the Company to continue with its planned exploration programs and to meet the Company's working capital requirements, and to evaluate project opportunities which may arise.

Assuming the entire 3,000,000,000 shares are issued in a capital raising of up to \$3 million, the Company proposes to use the funds as follows:

	Year 1	Year 2
Working capital	\$ 500,000	\$ 500,000
Munni Munni Platinum Project	\$ 400,000	\$ 400,000
West Pilbara	\$ 500,000	\$ 500,000
Contingency	\$ 100,000	\$ 100,000
	\$1,500,000	\$1,500,000

The Company provides the following additional information relating to the proposed use of funds.

At 30 September 2016, the Company had \$3,000 cash on hand and trade creditors of approximately \$420,000. A large portion of the creditors relate to the Company's directors and officers and have been accrued pending the receipt of further funding. The Company has a letter of financial support from a major shareholder to allow it to meet its debts as and when they fall due.

In order to earn into the Munni Munni project within the next two years, the Company has to spend a total of \$750,000, as announced to the ASX on 5 August 2015.

The Company has a minimum expenditure commitment on its West Pilbara tenements of approximately \$538,000 per annum.

Shares issued under Resolution 4 will not be issued to related parties of the Company, including Directors and their associates.

4.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities

issued by the 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 4 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 3,000,000,000 Shares.

The effect of the approval is that the Shares referred to in Resolution 4 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.

4.3 ASX Listing Rule Disclosure Requirements

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

- (a) *The maximum number of equity securities the entity is to issue*
The maximum number of Shares to be allotted and issued will be 3,000,000,000.
- (b) *The date by which the entity will issue the equity securities*
It is anticipated that, subject to Shareholder approval, the Shares will be allotted and progressively issued no later than three months after the date of the General Meeting, or such later date as approved by the ASX by way of the ASX granting a waiver under the ASX Listing Rules.
- (c) *The issue price of the Equity Securities*
The Shares will be issued at a price that is at least 80% of the volume weighted average market price for Shares, where the average is calculated, in accordance with ASX Listing Rule 7.3.3, over the last five days on which sales in Shares were recorded before the day on which the issue was made or, if there was a prospectus or offer information statement relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date the prospectus or offer information statement is signed.
- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottees of the Shares are not currently known but, in respect of a placement, will be institutional and sophisticated investors and will be selected on the basis of their ability to provide funding to the Company pursuant to the placement, if undertaken. In respect of the issue of Shares in connection with new acquisitions, opportunities or investments, the allottees will be project or asset owners who have not yet been identified. The allottees may also be consultants or advisers who have assisted the Company with the placement or the acquisition, opportunity or investment. None of these parties will be related parties or Associates of the Company.
- (e) *The terms of the equity securities*
The Shares will rank equally in all respects with existing Shares on issue.
- (f) *The intended use of the funds raised*
If undertaken, the funds to be raised by the Company in any placement would be intended to be used for the following purposes:
 - (i) exploration expenditure in relation to the Company's projects; and

- (ii) general working capital requirements of the Company.
 - (iii) consider project opportunities.
- (g) *The dates of allotment or a statement that allotment will occur progressively*
See paragraph 4.3(b).

4.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4, as:

- (a) the placement, if undertaken, would provide the Company with necessary funds to enable it to continue with its exploration programme and additional funding to meet the Company's working capital requirements; and
- (b) it will enable the Company to consider project opportunities using the Shares as consideration or part consideration, and allowing the Company to preserve its existing cash reserves.

5. Resolution 5 – Approval to Issue up to 1,500,000,000 Options

5.1 Background

Resolution 5 seeks Shareholder approval for the allotment and issue of up to 1,500,000,000 Options.

The options are to be issued as free attaching options to the shares outlined in Resolution 4. In the event that Resolution 4 is not passed, Resolution 5 will not be put to the meeting and will be withdrawn.

Options issued under Resolution 5 will not be issued to related parties of the Company, including Directors and their associates.

5.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by the 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 5 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 1,500,000,000 Options.

The effect of the approval is that the Shares referred to in Resolution 5 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.

5.3 ASX Listing Rule Disclosure Requirements

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

- (a) *The maximum number of equity securities the entity is to issue*
The maximum number of Options to be allotted and issued will be 1,500,000,000.
- (b) *The date by which the entity will issue the equity securities*
It is anticipated that, subject to Shareholder approval, the Options will be allotted and progressively issued no later than three months after the date of the General Meeting, or such later date as approved by the ASX by way of the ASX granting a waiver under the ASX Listing Rules.
- (c) *The issue price of the Equity Securities*
The Options will be issued at no cost.
- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottees of the Options are not currently known but, in respect of a placement, will be institutional and sophisticated investors and will be selected on the basis of their ability to provide funding to the Company pursuant to the placement, if undertaken. If issued in respect of an acquisition or investment, the allottees will be project or asset owners who have not yet been identified. None of these parties will be related parties or Associates of the Company.
- (e) *The terms of the equity securities*
The Options will be issued on the terms and conditions set out in Annexure A.
- (f) *The intended use of the funds raised*
No funds will be raised from the issue of the Options.
- (g) *The dates of allotment or a statement that allotment will occur progressively*
See paragraph 5.3(b).

5.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5, as:

- (a) the placement, if undertaken, would provide the Company with necessary funds to enable it to continue with its exploration programme and additional funding to meet the Company's working capital requirements; and
- (b) it will enable the Company to consider new project opportunities using the Shares and Options as consideration or part consideration, and allowing the Company to preserve its existing cash reserves.

6. Resolution 6 – Issue of Shares in Lieu of Director’s Fees – Edward Mead

6.1 Background

Under Resolution 6, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Director, Mr Edward Mead (and/or his nominee).

The Company proposes to issue to Mr Mead Shares in lieu of a cash payment of up to \$40,000 corresponding to a portion of his accrued annual remuneration.

This will allow the Company to apply the funds which would have been applied to Mr Mead’s remuneration to its development program.

The purpose of Resolution 6 is to seek approval of the issue of Shares to Mr Mead in lieu of remuneration as outlined above.

7.2 ASX Listing Rule Requirements

The Company requires shareholder approval to issue the Shares to Mr Mead as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 6, the Shares referred to in Resolution 6 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.

7.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*
The Shares will be granted to Mr Mead, who is a Director of the Company, or his nominee.
- (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is the amount elected up to \$40,000 divided by \$0.001, being a total of up to 40 million Shares.
- (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.
- (d) *The issue price of the securities*
The price at which the Shares will be issued will be \$0.001 per Share.
- (e) *The terms of the securities*
The 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) *The intended use of the funds raised*
No funds will be raised by this issue. The issue is in part payment of remuneration owing to Mr Mead as outlined above.
- (g) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

6.4 Directors' Recommendation

The Directors, excluding Mr Mead, recommend that Shareholders vote in favour of Resolution 6. Mr Mead abstains from making a recommendation to Shareholders in respect of Resolution 6 as he is personally interested in the outcome of Resolution 6 in that he (or his nominee(s)) is the proposed recipient of the Shares.

7. Resolution 7 – Issue of Shares in Lieu of Director's Fees – George Frangeskides

7.1 Background

Under Resolution 7, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Director, Mr George Frangeskides (and/or his nominee).

The Company proposes to issue to Mr Frangeskides Shares in lieu of a cash payment of up to \$30,000 corresponding to a portion of his accrued annual remuneration.

This will allow the Company to apply the funds which would have been applied to Mr Frangeskides' remuneration to its development program.

The purpose of Resolution 7 is to seek approval of the issue of Shares to Mr Frangeskides in lieu of remuneration as outlined above.

7.2 ASX Listing Rule Requirements

The Company requires shareholder approval to issue the Shares to Mr Frangeskides as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 7, the Shares referred to in Resolution 7 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.

7.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*

The Shares will be granted to Mr Frangeskides, who is a Director of the Company, or his nominee.

- (b) *The maximum number of securities to be issued*

The maximum number of Shares to be issued is an amount up to \$30,000 divided by \$0.001, being a total of up to 30 million Shares.

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

Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting, or such other date as may be approved by ASX.

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

The price at which the Shares will be issued will be \$0.001 per Share.

(e) *The terms of the securities*

The 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) *The intended use of the funds raised*

No funds will be raised by this issue. The issue is in part payment of remuneration owing to Mr Frangeskides as outlined above.

(g) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

7.4 Directors' Recommendation

The Directors, excluding Mr Frangeskides, recommend that Shareholders vote in favour of Resolution 7. Mr Frangeskides abstains from making a recommendation to Shareholders in respect of Resolution 7 as he is personally interested in the outcome of Resolution 7 in that he (or his nominee(s)) is the proposed recipient of the Shares.

8. Resolution 8 – Issue of Shares in Lieu of Director's Fees – Campbell Baird

8.1 Background

Under Resolution 8 the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Director, Mr Campbell Baird (and/or his nominee).

The Company proposes to issue to Mr Baird Shares (post-consolidation) in lieu of a cash payment of up to \$20,000 corresponding to a portion of his accrued annual remuneration.

This will allow the Company to apply the funds which would have been applied to Mr Baird's remuneration to its development program.

The purpose of Resolution 8 is to seek approval of the issue of Shares to Mr Baird in lieu of remuneration as outlined above.

8.2 ASX Listing Rule Requirements

The Company requires shareholder approval to issue the Shares to Mr Baird as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 8, the Shares referred to in Resolution 8 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.

8.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

(a) *The name of the person to whom the securities will be issued*

The Shares will be granted to Mr Baird, who is a Director of the Company, or his nominee.

- (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is up to an amount of \$20,000 divided by \$0.001, being a total of up to 20 million Shares.
- (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting, or such other date as may be approved by ASX.
- (d) *The issue price of the securities*
The price at which the Shares will be issued will be \$0.001 per Share.
- (e) *The terms of the securities*
The 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) *The intended use of the funds raised*
No funds will be raised by this issue. The issue is in part payment of remuneration owing to Mr Baird as outlined above.
- (g) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

8.4 Directors' Recommendation

The Directors, excluding Mr Baird, recommend that Shareholders vote in favour of Resolution 8. Mr Baird abstains from making a recommendation to Shareholders in respect of Resolution 8 as he is personally interested in the outcome of Resolution 8 in that he (or his nominee(s)) is the proposed recipient of the Shares.

SPECIAL BUSINESS

9. Resolution 9 – Approval of 10% Placement Capacity

9.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity with a current market capitalisation of approximately \$3.75 million being 3,756,158,159 shares at a current price of \$0.001 per share.

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 10.2(c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as joint venture or project acquisitions.

The Directors of the Company believe that Resolution 9 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

9.2 ASX Listing Rule 7.1.A

(a) *Shareholder approval*

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) *Equity Securities*

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has two classes of Equity Securities being, Shares (ARV), and unlisted options exercise price \$0.001 cents expiring 30 September 2017.

(c) *Formula for calculating 10% Placement Facility*

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of the issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 10.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

9.3 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Price

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Risk of Voting Dilution

If Resolution 9 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of listed/unlisted options, only if the listed/unlisted options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Deemed Price \$0.0005	Deemed Price \$0.001	100% Increase in Deemed Price \$0.002
Current Variable A 3,756,158,159 Shares	10% Voting Dilution	375,615,815 shares	375,615,815 shares	375,615,815 shares
	Funds Raised	\$187,807	\$375,615	\$751,230
50% increase in current Variable A 5,634,237,238 shares	10% Voting Dilution	563,423,723 shares	563,423,723 shares	563,423,723 shares
	Funds Raised	\$281,711	\$563,423	\$1,126,848
100% increase in current Variable A 7,512,316,318 Shares	10% Voting Dilution	751,231,631 shares	751,231,631 shares	751,231,631 shares
	Funds Raised	\$375,615	\$751,231	\$1,502,462

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;

(ii) No listed/unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 2,317,841,748 unlisted options on issue at the date of this Notice of Meeting;

(iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;

(iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";

(v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.001 cents, being the closing price of the Company's listed securities on ASX on 6 October 2016 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;

(vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities.

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) Purpose of the issue under the 10% Placement capacity

The Company may seek to issue the Equity Securities for the following purposes:

(i) non-cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non cash consideration as required by ASX Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing specific Company projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) Previous Approval

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A on 30 November 2015.

The total number of ordinary shares issued in the 12 months preceding the date of the Meeting is 2,417,841,748 representing 180% of the total number of ordinary shares on issue at the commencement of that 12 month period. 2,317,841,748 options were issued in the 12 months preceding the date of the Meeting representing 173% of the total number of ordinary shares on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in Schedule 2 to this Explanatory Memorandum.

(g) Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 9.

Schedule 1 - Definitions

In this Explanatory Memorandum and Notice of General Meeting:

ASIC means Australian Securities and Investments Commission.

Associates 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 of the Company.

Company or **Artemis** means Artemis Resources Limited ABN 80 107 051 749.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

EPRP means Executive Performance Rights Plan.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of this Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

General Meeting or **Meeting** means the annual general meeting of the Company to be held on 30 November 2016 at 9am (WST), convened by this Notice.

Notice means this Notice of General Meeting.

Option means an option to subscribe for a Share.

Resolution means each resolution to be considered at the Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Securities means Shares and/or Options.

Shareholder means a holder of a Share.

WST means Western Standard Time – Perth, Western Australia

In this Notice, words importing the singular include the plural and vice versa.

Annexure A (Resolution 5)

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 Options are exercisable at any time from the Annexure A Option Vesting Date until 5.00pm EST on 31 December 2018 (**Annexure A Option Exercise Period**) by completing an Annexure A Option 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 Artemis or to the share registry of Artemis.
- (c) The Annexure A Options vest on the date of Grant (**Annexure A Option Vesting Date**):
- (d) The Annexure A Option exercise price shall be \$0.001 per Option.
- (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) Annexure A Option holders shall be permitted to participate in new issues 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 holder 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 ASX Listing Rule 6.22.
- (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 an

Annexure A Option holder free of charge. Shares to be allotted on exercise of Annexure A Options will be recorded on the Company's share register.

- (m) The Directors will not seek quotation of the Annexure A Options 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.
-

Schedule 2 - Information required by Listing Rule 7.3A.6 – Resolution 9

	Issue 1	Issue 2	Issue 3
Date of issue:	23/12/15	23/12/15	31 August 2016
Number issued:	2,317,841,748	2,317,841,748	100,000,000
Class/Type of equity security:	Ordinary shares	Unlisted options	Ordinary shares
Summary of terms:	Equal to all other ordinary shares on issue	Price of \$0.001 per share before 30 September 2017	Equal to all other ordinary shares
Names of persons who received securities or basis on which those persons was determined:	Rights issue with shortfall placed by Directors	Attached to rights issue shares	Go2Sho Inc
Price:	\$0.001	No consideration	Deemed price of \$0,001 per share
Discount to market price (if any):	None	N/A	None

	Issue 1	Issue 2	Issue 3
<i>For cash issues</i>			
Total cash consideration received:	812,092	None	None
Amount of cash consideration spent:	812,092	N/A	N/A
Use of cash consideration:	Exploration West Pilbara \$586,359 Working Capital \$225,733		N/A
Intended use for remaining amount of cash (if any):	N/A	N/A	N/A
<i>For non-cash issues</i>			
Non-cash consideration paid:	\$1,505,750 Elimination of debt and settlement of creditors	None	\$100,000
Current value of that non-cash consideration:	\$1,505,750	\$122,238 ¹	\$100,000

¹ Determined using a Black and Scholes valuation.



ACN: 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:

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South Sydney NSW 1235
The Trust Building, Suite 511
155 King Street
Sydney NSW 2000 AUSTRALIA
T: +61 3 9628 2200 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.

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 Annual General Meeting of the Company to be held at 9:00am WST on Wednesday 30 November 2016 at the Board Room of Hall Chadwick at 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. Adoption of Remuneration Report (Non-Binding Vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Approval to issue shares in lieu of Director fees – Mr George Frangeskides	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Mr Edward Mead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval to issue shares in lieu of Director fees – Mr Campbell Baird	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Prior Issue of 100,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to Issue up to 3,000,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. Approval to Issue up to 1,500,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Approval to issue shares in lieu of Director fees – Mr Edward Mead	<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

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:00am WST on Monday 28 November 2016.

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My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

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.

2. APPOINTMENT OF A PROXY

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.

3. DIRECTING YOUR PROXY HOW TO VOTE

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.

4. APPOINTMENT OF A SECOND PROXY

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.

To appoint a second Proxy you must:

- 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.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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.

6. LODGEMENT OF PROXY

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.

Security Transfer Australia Pty Ltd

Postal Address PO BOX A2020
South Sydney NSW 1235
AUSTRALIA

Street Address The Trust Building, Suite 511
155 King Street
SYDNEY NSW 2000 AUSTRALIA

Telephone +61 3 9628 2200

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

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.

