



SUPPLEMENTARY NOTICE AND PROXY FORM

GENERAL MEETING TO BE HELD ON TUESDAY 31 JANUARY 2017 at 11am IN THE BOARDROOM OF HALL CHADWICK, AT LEVEL 4, 16 ST GEORGES TERRACE, PERTH, WA 6000

This Notice is a supplementary notice of the Notice of General Meeting dated 28 December 2016 convening a General Meeting of the Company for the 31 January 2017. This Supplementary Notice gives notice of an additional resolution, resolution 5 for the Approval for a Consolidation of Shares on a one for twenty basis, to be considered as part of the ordinary business of the meeting.

A new Proxy Form, addressing all resolutions to be considered at the meeting, accompanies this Notice. You may use the accompanying Proxy Form to vote on all resolutions to be considered at the meeting. Should you have already lodged a Proxy Form, and should you also lodge a new Proxy Form, your new Proxy Form will supersede your previously lodged Form. Previously lodged Forms will remain valid should you not lodge a new Proxy Form. Should you lodge a new Proxy Form and only vote on resolution 5, your previously lodged Proxy Form will remain valid for the purposes of the other resolutions.

Should you have any questions concerning this Supplementary Notice or the Accompanying Proxy Form please contact the Company Secretary on +61 2 9078 7671.

SUPPLEMENTARY NOTICE OF GENERAL MEETING

This Supplementary Notice is issued to advise members of an additional item of ordinary business be considered at the General Meeting of the Company, convened to be held on 31 January 2017. The additional item of business concerns shareholder approval for a consolidation of the Company's Shares on a one for twenty basis. The 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 31 January 2017 at 11am WST.

RESOLUTION 5 - APPROVAL FOR CONSOLIDATION OF SHARES ON A 1 FOR 20 BASIS

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

"That, in accordance with section 254H(1) of the Corporations Act 2001 (Cth), the ordinary fully paid shares of the Company be consolidated through the conversion of every twenty shares held by a shareholder into one share with any resulting fractions of a share rounded up to the next whole number of shares and otherwise on the terms and conditions set out in the Explanatory Memorandum."

EXPLANATORY NOTES

RESOLUTION 5 - APPROVAL FOR SHARE CONSOLIDATION ON THE BASIS OF 1 FOR 20

5.1 Background

The Company proposes to consolidate the Company's share capital through the conversion of every twenty ordinary shares into one ordinary share (the "Share Consolidation"). The Corporations Act 2001 provides that a company may consolidate its shares if the consolidation is approved by an ordinary resolution. This section of the explanatory statement provides the information required by ASX Listing Rule 7.20 to be provided to shareholders in relation to the resolution.

5.2 Reasons for the proposal

The reasons for the proposal are as follows:

- The consolidation is necessary to facilitate a structuring of the finances required to place the Company in a position to proceed with the acquisition of Fox Radio Hill Pty Ltd.
- The Share Consolidation will result in a more appropriate and effective capital structure for the Company and a Share price more appealing to a wider range of investors globally.

5.3 Effect of the Share Consolidation

(a) Ordinary shares

If resolution 5 is approved, every 20 Shares on issue will be consolidated into 1 Share (subject to rounding). Overall, this will result in the numbers of Shares on issue reducing from 4,345,441,492 (as at 10 January 2017) to 217,272,075.

As the Share Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Company Shares (subject to rounding). Accordingly, the Share Consolidation will have no effect on the percentage interest of each shareholder, the aggregate value of each shareholder's holding or the Company's market capitalisation (other than minor changes as a result of rounding).

For example, a holding of 500,000 Shares at a Share price of A\$0.002 (aggregate value of A\$1,000) prior to the Share Consolidation should equate to a holding of 25,000 Shares and a Share price of A\$0.04 after the Share Consolidation (aggregate value of A\$1,000).

(b) Options

As at 10 January 2017, the Company had 2,316,391,748 unlisted options on issue with an exercise price of \$0.001 and an expiry date of 30 September 2017. In accordance with the terms and conditions of the options and ASX Listing Rule 7.22, these options will be consolidated on the same basis as the Company's Shares with the effect that the number of Shares the subject of each option agreement will be reduced by a factor of 20 and the exercise price will be increased by a factor of 20. After the Share Consolidation, there will be 115,819,587 unlisted options.

For example, a holding of 500,000 options with an exercise price of A\$0.001 pre consolidation would result in a holding of 25,000 options with an exercise price of A\$0.02 after the Share Consolidation.

5.4 Rounding

Where the consolidation of a Shareholder's holding results in an entitlement to a fraction of a Share, the fraction will be rounded up to the next whole number of Shares. Fractions of Share rights and options will also be rounded up to the next whole number.

5.5 Holding Statements

From the effective date of the Share Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-consolidation basis. New holding statements will be issued to

security holders who should check their holdings after the Share Consolidation.

5.6 Tax implications of Share Consolidation

The Share Consolidation should not result in a capital gains tax (CGT) event for Australian tax residents. The cost base of the Shares held after the Share Consolidation will be the sum of the cost bases of the original Shares pre-consolidation. The acquisition date of Shares held after the Share Consolidation will be the same as the date on which the original Shares were acquired.

These statements do not consider the tax implications in respect of Shares or securities held on revenue account, as trading stock, by non-resident Shareholders or under the Share Rights Plan or Executives' Options Plan. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or securities holders about the tax consequences of the proposed Share Consolidation.

5.7 Indicative timetable

The proposed Share Consolidation, if approved by Shareholders, will take effect on 31 January 2017. An indicative timetable (subject to change) is as follows:

Event	Indicative Date
General Meeting and notification to ASX that Share consolidation is approved	31 January 2017
Last day for trading in pre-consolidated securities.	1 February 2017
Trading in the consolidated securities on a deferred settlement basis commences.	2 February 2017
Last day to register transfers on a pre-consolidation basis.	3 February 2017
First day for registration of securities on a post consolidation basis.	6 February 2017
Issue date	10 February 2017

The Directors reserve the right to change the above indicative timetable without requiring any disclosure to Shareholders subject to the ASX Listing Rules and all applicable law. The above timetable is indicative only.

5.8 Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

Dated 12 January 2017

By order of the Board

Guy Robertson

Company Secretary



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 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
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 Tuesday 31 January 2017 at the Board Room 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

1. Ratification of prior issue of 450,333,333 shares

2. Ratification of prior issue of 10,000,000 shares

3. Ratification of prior issue of 20,000,000 shares

4. Approval to issue up to 500,000,000 shares to a Director - Mr David Linegas

5. Approval for share consolidation on a one for twenty basis

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 11:00am WST on Sunday 29 January 2017.

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My/Our contact details in case of enquiries are:

Name:

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Number:

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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.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
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.

