



**NOTICE OF GENERAL MEETING TO BE HELD  
ON FRIDAY 8 SEPTEMBER 2017 at 11am  
IN THE BOARDROOM OF HALL CHADWICK, AT LEVEL 4, 16 ST  
GEORGES TERRACE, PERTH, WA 6000**

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

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# NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Artemis Resources Limited (ABN 80107051749) will be held in the Boardroom of Hall Chadwick on Level 4, 16 St Georges Terrace, Perth, Western Australia, Australia on 8 September 2017 at 11am AEST.

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

## YOUR VOTE IS IMPORTANT

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

## VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm on 4 September 2017.

## VOTING IN PERSON

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

## VOTING BY PROXY

1. **(Appointing a Proxy):** A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the meeting. A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.
2. **(Direction to Vote):** A proxy need not vote in that capacity on a show of hands on any Resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this notice of general meeting, including the voting exclusions noted below).
3. **(Voting restrictions with respect to undirected proxies):** The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting restrictions set out in this notice of general meeting) in favour of each Resolution.
4. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:
  - (a) post to Artemis Resources Limited at PO Box 52 Collins Street West VIC 8007  
OR
  - (b) by email to registrar@securitytransfer.com.au, so that it is received not less than 48 hours prior to commencement of the Meeting. Proxy Forms received later than this time will be invalid.

**CORPORATE REPRESENTATIVE**

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

**ATTORNEY**

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

## AGENDA

### 1 RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF 4,000,000 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 4,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."*

### 2 RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF 8,000,000 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 8,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."*

### 3 RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF 20,000,000 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 20,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."*

### 4 RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 4,400,000 OPTIONS

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

*"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 4,400,000 Options on the terms and conditions set out in the Explanatory Memorandum."*

### 5 RESOLUTION 5 - APPROVAL OF EXECUTIVE PERFORMANCE RIGHTS PLAN

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

*"That, for the purposes of ASX Listing Rule 7.2 Exception 9(b) and all other purposes, Shareholders approve the Executive Performance Rights Plan, and the grant of performance rights and issue of Shares on vesting of performance rights under the Executive Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".*

**6 RESOLUTION 6 - ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR - MR DAVID LENIGAS**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to David Lenigas of up to a maximum of 9,000,000 million performance rights and the issue of Shares to him on the vesting of those performance rights, pursuant to the Company’s Executive Performance Rights Plan and in accordance with the terms and conditions summarised in the Explanatory Memorandum.”*

**7 RESOLUTION 7 - ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR - 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 10.14 and for all other purposes, approval be given for the grant to Edward Mead of up to a maximum of 2,000,000 million performance rights and the issue of Shares to him on the vesting of those performance rights, pursuant to the Company’s Executive Performance Rights Plan and in accordance with the terms and conditions summarised in the Explanatory Memorandum.”*

**8 RESOLUTION 8 - ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR - ALEX DUNCAN-KEMP**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to Alex Duncan-Kemp of up to a maximum of 2,000,000 million performance rights and the issue of Shares to him on the vesting of those performance rights, pursuant to the Company’s Executive Performance Rights Plan and in accordance with the terms and conditions summarised in the Explanatory Memorandum.”*

**Enquiries**

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

**By order of the Board  
Guy Robertson  
Secretary  
Date: 10 August 2017**

## VOTING EXCLUSION STATEMENTS

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

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Ratification of issue of 4,000,000 shares	<ul style="list-style-type: none"> <li>• Any person who participated in the issue; and</li> <li>• any of their respective associates.</li> </ul>
2. Ratification of issue of 8,000,000 shares	<ul style="list-style-type: none"> <li>• Any person who participated in the issue; and</li> <li>• any of their respective associates.</li> </ul>
3. Ratification of issue of 20,000,000 shares	<ul style="list-style-type: none"> <li>• Any person who participated in the issue; and</li> <li>• any of their respective associates.</li> </ul>
4. Ratification of issue of 4,400,000 options	<ul style="list-style-type: none"> <li>• Any person who participated in the issue; and</li> <li>• any of their respective associates.</li> </ul>
5. Approval of Executive Performance Rights Plan	<ul style="list-style-type: none"> <li>• A vote in respect of Resolution 5 must not be cast (in any capacity) by or on behalf of any of the following persons: <ul style="list-style-type: none"> <li>- Any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and</li> <li>- Any of their respective Associates; and</li> <li>- A member of the Key Management Personnel and closely related parties of such members.</li> </ul> </li> </ul>
6. Issue of Performance Rights to Executive Chairman - David Lenigas	<p>A vote in respect of Resolution 6 must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none"> <li>• David Lenigas</li> <li>• Any director of the Company, in the case of a trust, the responsible entity - who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; and</li> <li>• Any of their respective associates</li> </ul> <p>In addition, any votes cast by a member of the Key Management Personnel and closely related parties of such members will be disregarded.</p> <p>However, the Company will not disregard the vote as a result of these restrictions if it is cast:</p> <ul style="list-style-type: none"> <li>• By the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and</li> <li>• By the Chairman of 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,</li> </ul> <p>Even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.</p>

RESOLUTION	PERSONS EXCLUDED FROM VOTING
<p>7. Issue of Performance Rights to Executive Chairman - Edward Mead</p>	<ul style="list-style-type: none"> <li>• A vote in respect of Resolution 7 must not be cast (in any capacity) by or on behalf of the following persons:</li> <li>• Edward Mead</li> <li>• Any director of the Company, in the case of a trust, the responsible entity - who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; and</li> <li>• Any of their respective associates</li> </ul> <p>In addition, any votes cast by a member of the Key Management Personnel and closely related parties of such members will be disregarded.</p> <p>However, the Company will not disregard the vote as a result of these restrictions if it is cast:</p> <ul style="list-style-type: none"> <li>• By the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and</li> <li>• By the Chairman of 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,</li> </ul> <p>Even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.</p>
<p>8. Issue of Performance Rights to Executive Chairman - Alex Duncan Kemp</p>	<ul style="list-style-type: none"> <li>• A vote in respect of Resolution 8 must not be cast (in any capacity) by or on behalf of the following persons:</li> <li>• Alex Duncan Kemp</li> <li>• Any director of the Company, in the case of a trust, the responsible entity - who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; and</li> <li>• Any of their respective associates</li> </ul> <p>In addition, any votes cast by a member of the Key Management Personnel and closely related parties of such members will be disregarded.</p> <p>However, the Company will not disregard the vote as a result of these restrictions if it is cast:</p> <ul style="list-style-type: none"> <li>• By the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and</li> <li>• By the Chairman of 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,</li> <li>• Even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the</li> </ul>



RESOLUTION	PERSONS EXCLUDED FROM VOTING
	Company.

However, the Company need not disregard a vote if:

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

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Boardroom of Hall Chadwick at Level 4, 16 St Georges Terrace, Perth WA 6000 on 8 September 2017 at 11am (WST).

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

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### 1. RESOLUTION 1 - RATIFICATION OF ISSUE OF 4,000,000 SHARES

#### 1.1 Background

Under Resolution 1, the Company seeks Shareholder ratification of the issue by the Company of 4,000,000 shares as collateral to the Convertible Note investor - see ASX announcement dated 28 April 2017.

#### 1.2 Listing Rules 7.1

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

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

While the outcome of Resolution 1 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 4,000,000 shares issued.

#### 1.3 ASX Listing Rules Disclosure Requirements

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

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

The maximum number of securities issued was 4,000,000

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

The Shares were issued on 15 May 2017.

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

4,000,000 shares at a deemed price of \$0.09 per share

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

YA II PN, Ltd

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

- (e) *The terms of the securities*

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

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

No funds were raised. The shares were issued as collateral in accordance with the terms of the Convertible Note agreement. See ASX Announcement dated 28 April 2017.

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

The shares were issued on 15 May 2017.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

#### **1.4 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1.

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## **2. RESOLUTION 2 - RATIFICATION OF ISSUE OF 8,000,000 SHARES**

### **2.1 Background**

Under Resolution 2, the Company seeks Shareholder ratification of the issue by the Company of 8,000,000 Shares as part of a consideration of 28,000,000 Shares issued to the vendor of Fox Radio Hill Pty Ltd - See ASX Announcement dated 28 April 2017.

### **2.2 Listing Rules 7.1**

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

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

While the outcome of Resolution 2 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 8,000,000 shares issued.

### 2.3 ASX Listing Rules Disclosure Requirements

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

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

The maximum number of securities issued was 8,000,000

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

The Shares were issued on 29 May 2017.

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

8,000,000 shares at a deemed price of \$0.07 per share

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

The shares were issued to Fox Resources Limited, the vendors of Fox Radio Hill Pty Ltd, and are voluntarily escrowed until 29 August 2017.

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

- (e) *The terms of the securities*

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

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

No funds were received from the issue, which was in part consideration of the acquisition of Fox Radio Hill Pty Ltd.

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

The shares were issued on 29 May 2017.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

### 2.4 Directors' Recommendation

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

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### 3. RESOLUTION 3 - RATIFICATION OF ISSUE OF 20,000,000 SHARES

#### 3.1 Background

Under Resolution 3, the Company seeks Shareholder ratification of the issue by the Company of 20,000,000 shares to Global Investment Strategy UK Ltd at 7.5 cents a share to raise \$1.5 million (before costs) - see ASX announcement dated 17 July 2017.

#### 3.2 Listing Rules 7.1

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

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

While the outcome of Resolution 3 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 20,000,000 shares issued.

#### 3.3 ASX Listing Rules Disclosure Requirements

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

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

The maximum number of securities issued was 20,000,000

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

The Shares were issued on 19 July 2017.

(c) *The issue price of the securities*

20,000,000 shares at a price of \$0.075 per share

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

Global Investment Strategy UK Ltd

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

(e) *The terms of the securities*

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

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

Supporting the Company's gold growth strategy, in particular its Joint Venture with Novo Resources Corp. at its Purdy's Reward Gold Project as the parties move this new and exciting conglomerate gold play further up the value curve.

The next phase of investment in the Company's cobalt growth strategy.

Working capital purposes.

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

The shares were issued on 19 July 2017.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

### 3.4 Directors' Recommendation

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

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## 4. RESOLUTION 4 - RATIFICATION OF ISSUE OF 4,400,000 OPTIONS

### 4.1 Background

Under Resolution 4, the Company seeks Shareholder ratification of the issue by the Company of 4,400,000 options to the Convertible Note investor - see ASX announcement dated 28 April 2017.

### 4.2 Listing Rules 7.1

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

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

While the outcome of Resolution 4 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 4,400,000 securities issued.

### 4.3 ASX Listing Rules Disclosure Requirements

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

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

The maximum number of securities issued was 4,400,000

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

The Options were issued on 15 May 2017

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

The options were issued as consideration for arranging the convertible note facility.

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

YA II Pn, Ltd

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

- (e) *The terms of the securities*

The options are listed exercisable at \$0.15 per share before 30 April 2020. The terms of the options are outlined in Appendix A.

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

No funds were raised from the issue. The issue was consideration for arranging the convertible note facility.

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

The options were issued on 15 May 2017.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

#### **4.4 Directors' Recommendation**

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

#### **5.0 RESOLUTION 5 - APPROVAL OF EXECUTIVE PERFORMANCE RIGHTS PLAN**

##### **5.1 Background**

Resolution 5 seeks Shareholder approval to adopt the executive performance rights plan (**EPRP or Plan**) as summarised in the Explanatory Memorandum, and for the grant of rights and issue of securities under the EPRP. The EPRP was first approved by shareholders of the Company at the Annual General Meeting held on 29 November 2012. The EPRP allows the Board to grant performance rights to eligible participants in accordance with the terms and conditions set out in the EPRP (**Performance Rights**). Performance Rights will be part of an eligible employee's remuneration by the Company.

The purpose of the EPRP is to provide incentives for eligible employees, with the aim being to drive long term performance for all Shareholders by fostering a culture of employee share ownership and retention of key employees.

ASX Listing Rule 7.1 restricts the number of securities a listed entity can issue without shareholder approval. However, ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. ASX Listing Rule 7.2 Exception 9(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if within three years before the date of issue holders of ordinary securities have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

The Company has issued the following Performance Rights under the EPRP.

Grantee	Number Granted	Date Granted	Date issued
Guy Robertson	250,000	29/11/12	Rights lapsed not issued
George Frangeskides	100,000	29/11/12	Rights lapsed not issued

No consideration was payable by these persons for the rights.

In summary 350,000 Performance Rights have been issued, none have vested and all have lapsed

A summary of the EPRP is provided below. Capitalised terms used in the following summary are as defined in the Explanatory Memorandum or in the Glossary.

## 5.2 EPRP summary

### Eligibility

The Board, or a delegation of the Board (**Plan Committee**) may make offers to eligible executives to be granted Performance Rights in accordance with the Plan. To be eligible to be issued Performance Rights, a person must be a full or part time employee, contractor or consultant (approved by the Board) of Artemis or any subsidiary of Artemis or a Director (**Eligible Participant**). On the issue of a Performance Right to an Eligible Participant, the Eligible Participant becomes a participant (**Participant**). Participants will be able to exercise Performance Rights in order to have Shares issued to them.

### Offer

No Performance Rights may be issued to a person under the Plan unless the person remains an Eligible Participant as at the date of issue.

The Board, or Plan Committee, will determine:

- the number of Performance Rights to be offered to an Eligible Participant;
- the exercise price (if any) which the holder of a Performance Right must pay to the Company upon its exercise (**Exercise Price**);
- the performance conditions applicable to each Performance Right that must be satisfied before a Performance Right may vest (**Performance Condition**);
- the period for satisfaction of the Performance Conditions (**Performance Period**); and
- any exercise conditions in respect of a Performance Right.

The Board, or Plan Committee, has the discretion to reduce or waive any exercise conditions attaching to Performance Rights.

### Plan Limit

No grant of a Performance Right may be made under the Plan if the number of unissued Shares the subject of the Performance Right grant when aggregated with:



- (i) the number of Shares which would be issued were each outstanding offer with respect to Shares, and any other offer for units of Shares, Performance Rights and options to acquire unissued Shares, being an offer made or option or right acquired pursuant to the Plan or any other employee share or option or rights scheme extended only to employees or directors of the Company or an Associated Body Corporate, to be accepted or exercised; and
- (ii) the number of Shares issued during the previous five years pursuant to the Plan or any other employee share or option scheme extended only to employees or directors of the Company or an Associated Body Corporate;

but disregarding any offer made, or option or right acquired or Share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside Australia;
- (iv) an offer that did not need disclosure to investors because of section 708 of the Corporations Act;
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Corporations Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

would exceed 5% of the total number of issued Shares as at the time of the grant of the Performance Right.

### **Vesting of Performance Rights**

A Performance Right granted under the Plan (which has not otherwise lapsed) will vest if all Performance conditions (if any) applicable to that Performance Right have been satisfied or waived by the Board, or otherwise in the discretion of the Board.

### **Exercise of Performance Rights**

No Performance Right may be exercised unless the Performance Right has vested.

Upon receiving notice from the Board, or Plan Committee, that a Performance Right held by the Participant has vested:

- (a) the Participant will be deemed to have immediately validly exercised all vested Performance Rights to the extent that such Performance Rights do not require payment of an Exercise Price; or
- (b) where an Exercise Price is payable, the Participant will be entitled to exercise the Performance Right so vested provided that the following conditions are satisfied:
  - (i) the Performance Right has not lapsed;
  - (ii) the Performance Right is exercised during the Exercise Period for that Performance Right;
  - (iii) the relevant performance conditions (if any) for the Performance Right have been satisfied; and
  - (iv) the Participant exercises a specified number of Performance Rights.

### **Lapse of Performance Rights**

The Performance Right lapses on the earlier of:

- (a) the exercise of the Performance Right;
- (b) the end of the Performance Period in the event the Performance conditions have not been met;
- (c) a determination of the Board, or Plan Committee, of misconduct by the Participant (including fraudulent or dishonest behaviour, or behaviour which is in breach of the Participant's obligations to the Company);
- (d) unless otherwise determined by the Company when the Participant dies;
- (e) unless otherwise determined by the Board on the termination of Participant's employment with the Company (in this case, the Performance Right will lapse at the end of the Exercise Period);
- (f) or where the Participant purports to trade a Performance Right in breach of the terms of the EPRP.

### **Transfer of Performance Rights**

A Performance Right granted under the Plan must not be traded unless;

- (a) the prior written consent of the Board is obtained;
- (b) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

A Performance Right may, with the written approval of the Board, be exercised by the legal personal representative of the Participant in the event of the Participant's death.

### **Restrictions on the disposal of Shares**

The Board may determine, in its discretion, whether Shares acquired pursuant to an exercise of Performance Rights will be subject to any restrictions (**Restricted Shares**), which may include that Shares must not be disposed of or dealt with in any way by that Participant until any one or more of the following:

- (a) the date six months after the date on which a Participant ceases to be employed by a Group Company;
- (b) the date on which a change of control event occurs;
- (c) the day immediately following the date on which the EPRP is suspended or terminated;
- (d) a date otherwise determined by the Board, in its sole discretion, in respect of that Participant;
- (e) the date on which any withdrawal request is approved by the Board; and/or
- (f) the seventh anniversary of the date of grant of the Performance Right pursuant to which the Participant acquired the relevant Share.

### **Amendment of Rules**

Subject to the ASX Listing Rules, the Board may amend the Rules of the Performance Plan.

#### **5.3 Inspection of the Plan**

Please contact the Company Secretary if you would like to inspect a full copy of the Plan.

#### **5.4 Directors' Recommendation**

The Directors may participate in the EPRP (subject to Shareholder approval).

Accordingly, the Directors make no recommendation to Shareholders in respect of voting on Resolution 5.

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## ORDINARY RESOLUTIONS

Resolutions 6 to 8 are dependent on Resolution 4 being passed by shareholders.

### 6.0 Resolution 6 - Approval of issue of performance rights and shares to David Linegas

#### 6.1 Background

The Artemis Executive Performance Rights Plan (*the Rights Plan*) and issue of shares under the Rights Plan was first approved by shareholders at the Annual General Meeting of the Company held on 29 November 2012, and approved by shareholders in resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 9,000,000 Rights (*Rights*) under the Rights Plan to Mr David Linegas, an Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

As the Company is a mineral exploration and development company the Board has determined, where possible, to pay base remuneration less than market rates to its executive directors, employees and individual contractors with remuneration to be supplemented by Rights issued under the Rights Plan to ensure attraction, retention and ongoing incentives for its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Linegas, the Board considered the current share price, the performance period which will be two years from date of grant, and the performance hurdles outlined below. Mr Linegas currently receives Directors fees of \$180,000 per annum and received a sign on fee of 25,000,000 shares in February 2017. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Linegas will receive one share in the Company for each Right granted.

#### 6.2 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 10.15:

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

The maximum number of Rights and Shares which may be issued to Mr Linegas is 9,000,000.

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

The performance rights will be granted within one month of shareholder approval.

(c) *The issue price of the securities*

No amount is payable on the grant or vesting of Performance Rights.

(d) *The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security*

The Company has issued the following Performance Rights under the EPRP.

Grantee	Number Granted	Date Granted	Date issued
Guy Robertson	250,000	29/11/12	Rights lapsed not issued
George Frangeskides	100,000	29/11/12	Rights lapsed not issued

No consideration was payable by these persons for the rights.

In summary 350,000 Performance Rights have been issued, none have vested and all have lapsed

(e) *The names of all persons entitled to participate in the scheme*

The directors of the Company, any officer or employee of the Company or consultant approved by the Board.

(f) *The terms of any loan in relation to the acquisition*

No loan will be made to the Director in connection with the acquisition of the performance rights.

(g) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*

The performance rights will be granted within one month of shareholder approval.

### **6.3 Other Information**

- (a) The Performance Period commences on 1 July 2017 and ends at 5.00pm (Perth time) on 30 June 2019.
- (b) The Rights expire at 5.00pm (Perth time) on 30 September 2019. Rights will expire before this date if Vesting Conditions are not satisfied or waived.
- (c) Performance will be assessed by the Board or a committee of the board formed for this purpose.

- (d) The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Market Cap	Action A	Action B	Total
Share price > 15 cents per share	1,500,000	1,500,000	3,000,000
Share price > 20 cents per share	1,500,000	1,500,000	3,000,000
Share price > 25 cents per share	1,500,000	1,500,000	3,000,000
	4,500,000	4,500,000	9,000,000

Action A - Completion of capital raising during the performance period of \$10 million.

Action B - No adverse corporate governance matters, no adverse OH&S matters

- (e) Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.
- (f) The Board of Directors have determined that amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.
- (g) No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% cap as provided for in the Rights Plan.
- (h) Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.
- (i) A summary of the Rights Plan is outlined in the explanatory section for Resolution 5. A copy of the Rights Plan may be requested by contacting the Company Secretary.

#### 6.4 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors who have an interest in the performance rights plan do not make a recommendation in relation to this resolution.

### 7.0 Resolution 7 - Approval of issue of performance rights and shares to Edward Mead

#### 7.1 Background

The Artemis Executive Performance Rights Plan (*the Rights Plan*) and issue of shares under the Rights Plan was first approved by shareholders at the Annual General Meeting of the Company held on 29 November 2012, and approved by shareholders in resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 2,000,000 Rights (*Rights*) under the Rights Plan to Mr Edward Mead, an Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

As the Company is a mineral exploration and development company the Board has determined, where possible, to pay base remuneration less than market rates to its executive directors, employees and individual contractors with remuneration to be supplemented by Rights issued under the Rights Plan to ensure attraction, retention and ongoing incentives for its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Mead, the Board considered the current share price, the performance period which will be two years from date of grant, and the performance hurdles outlined below. Mr Mead currently receives Directors and consulting fees of \$144,000 per annum. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Mead will receive one share in the Company for each Right granted.

## **7.2 ASX Listing Rule Disclosure Requirements**

**The following information is provided in accordance with ASX Listing Rule 10.15:**

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

The maximum number of Rights and Shares which may be issued to Mr Mead is 2,000,000.

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

The performance rights will be granted within one month of shareholder approval.

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

No amount is payable on the grant or vesting of Performance Rights.

(d) ***The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security***

The Company has issued the following Performance Rights under the EPRP.

Grantee	Number Granted	Date Granted	Date issued
Guy Robertson	250,000	29/11/12	Rights lapsed not issued
George Frangeskides	100,000	29/11/12	Rights lapsed not issued

No consideration was payable by these persons for the rights.

In summary 350,000 Performance Rights have been issued, none have vested and all have lapsed

(e) *The names of all persons entitled to participate in the scheme*

The directors of the Company, any officer or employee of the Company or consultant approved by the Board.

(f) *The terms of any loan in relation to the acquisition*

No loan will be made to the Director in connection with the acquisition of the performance rights.

(g) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*

The performance rights will be granted within one month of shareholder approval.

### 7.3 Other Information

(a) The Performance Period commences on 1 July 2017 and ends at 5.00pm (Perth time) on 30 June 2019.

(b) The Rights expire at 5.00pm (Perth time) on 30 September 2019. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

(c) Performance will be assessed by the Board or a committee of the board formed for this purpose.

(d) The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Market Cap	Action A	Action B	Total
Share price >15 cents per share	200,000	200,000	400,000
Share price > 20 cents per share	350,000	350,000	700,000
Share price > 25 cents per share	450,000	450,000	900,000
	1,000,000	1,000,000	2,000,000

Action A - Completion of capital raising during the performance period of \$10 million.

Action B - No adverse corporate governance matters, no adverse OH&S matters

(e) Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.

(f) The Board of Directors have determined that amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

(g) No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% cap as provided for in the Rights Plan.

(h) Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.

(i) A summary of the Rights Plan is outlined in the explanatory section for Resolution 5. A copy of the Rights Plan may be requested by contacting the Company Secretary.

#### **7.4 Voting Exclusion**

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors who have an interest in the performance rights plan do not make a recommendation in relation to this resolution.

### **8.0 Resolution 8 - Approval of issue of performance rights and shares to Alex Duncan Kemp**

#### **8.1 Background**

The Artemis Executive Performance Rights Plan (*the Rights Plan*) and issue of shares under the Rights Plan was first approved by shareholders at the Annual General Meeting of the Company held on 29 November 2012, and approved by shareholders in resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 2,000,000 Rights (*Rights*) under the Rights Plan to Mr Alex Duncan-Kemp, an Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

As the Company is a mineral exploration and development company the Board has determined, where possible, to pay base remuneration less than market rates to its executive directors, employees and individual contractors with remuneration to be



supplemented by Rights issued under the Rights Plan to ensure attraction, retention and ongoing incentives for its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Linegas, the Board considered the current share price, the performance period which will be two years from date of grant, and the performance hurdles outlined below. Mr Linegas currently receives Directors fees of \$60,000 per annum and consulting fees based on an hourly rate. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Duncan Kemp will receive one share in the Company for each Right granted.

## 8.2 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 10.15:

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

The maximum number of Rights and Shares which may be issued to Mr Duncan Kemp is 2,000,000.

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

The performance rights will be granted within one month of shareholder approval.

(c) *The issue price of the securities*

No amount is payable on the grant or vesting of Performance Rights.

(d) *The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security*

The Company has issued the following Performance Rights under the EPRP.

Grantee	Number Granted	Date Granted	Date issued
Guy Robertson	250,000	29/11/12	Rights lapsed not issued
George Frangeskides	100,000	29/11/12	Rights lapsed not issued

No consideration was payable by these persons for the rights.

In summary 350,000 Performance Rights have been issued, none have vested and all have lapsed

(e) *The names of all persons entitled to participate in the scheme*

The directors of the Company, any officer or employee of the Company or consultant approved by the Board.

(f) *The terms of any loan in relation to the acquisition*

No loan will be made to the Director in connection with the acquisition of the performance rights.

(g) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*

The performance rights will be granted within one month of shareholder approval.

### 8.3 Other Information

- (a) The Performance Period commences on 1 July 2017 and ends at 5.00pm (Perth time) on 30 June 2019.
- (b) The Rights expire at 5.00pm (Perth time) on 30 September 2019. Rights will expire before this date if Vesting Conditions are not satisfied or waived.
- (c) Performance will be assessed by the Board or a committee of the board formed for this purpose.
- (d) The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Market Cap	Action A	Action B	Total
Share price >15 cents per share	200,000	200,000	400,000
Share price > 20 cents per share	350,000	350,000	700,000
Share price > 25 cents per share	450,000	450,000	900,000
	1,000,000	1,000,000	2,000,000

Action A - Completion of capital raising during the performance period of \$10 million.

Action B - No adverse corporate governance matters, no adverse OH&S matters

- (e) Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.
- (f) The Board of Directors have determined that amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.
- (g) No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% cap as provided for in the Rights Plan.

- (h) Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.
- (i) A summary of the Rights Plan is outlined in the explanatory section for Resolution 5. A copy of the Rights Plan may be requested by contacting the Company Secretary.

#### **8.4 Voting Exclusion**

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors who have an interest in the performance rights plan do not make a recommendation in relation to this resolution.

## SCHEDULE 1 GLOSSARY

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

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

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

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

“**Board**” means the Board of Directors;

“**Company**” means Artemis Resources Limited (ABN 80 107 051 749) of Level 3 IBM Building, 1080 Hay Street, Perth, WA 6000;

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

“**Director**” means a director of the Company;

“**Equity**” means

“**Exclusivity**” means

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

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

“**Notice**” means this notice of general meeting;

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

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

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

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

“**Shareholder**” means the holder of a Share.

**ANNEXURE A**  
**(Resolution 4)**

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

- (a) Each Annexure A Option entitles the holder to acquire one (1) Share.
- (b) The Annexure A Options are exercisable at any time up until 5.00pm on 30 April 2020 (**Annexure A Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Annexure A Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Annexure A Options vest on date of Grant (**Annexure A Option Vesting Date**).
- (d) The Annexure A Options exercise price is 15 cents 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) The Annexure A Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Annexure A Options in which case the Annexure A Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Annexure A Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Annexure A Option holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Annexure A Option is exercisable may be increased by the number of Shares which the holder of the Annexure A Option would have received if the Annexure A Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Annexure A Option may be reduced in accordance with the Listing Rule 6.22.2.

- (k) Reminder notices will be forwarded to the Annexure A Option holders prior to the expiry of the Annexure A Options. Annexure A Options not exercised before the expiry of the Annexure A Option Exercise Period will lapse.
- (l) The Annexure A Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Annexure A Option holders free of charge. Shares to be allotted on exercise of Annexure A Options will be recorded on the Company's share register.
- (m) The Annexure A options will not be listed on the ASX.
- (n) The Annexure A Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

«EFT\_REFERENCE\_NUMBER»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

«Company\_code» «Sequence\_number»

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](http://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 Friday 8 September 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	For	Against	Abstain*
1. Ratification of Prior Issue of 4,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Prior Issue of 8,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of prior issue of 20,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of prior issue of 4,400,000 options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Executive Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Performance Rights to Executive Director David Linegas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Issue of Performance Rights to Executive Director Edward Mead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Issue of Performance Rights to Executive Director Alex Duncan Kemp	<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 11:00am WST on Wednesday 6 September 2017.**



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.

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](http://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](mailto: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.

