

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Artemis Resources Limited

ABN

80 107 051 749

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | <ol style="list-style-type: none"><li>1. Fully paid ordinary shares (<b>Shares</b>).</li><li>2. Unlisted options.</li></ol>   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <ol style="list-style-type: none"><li>1. 45,000,000</li><li>2. 11,250,000</li></ol>   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ol style="list-style-type: none"><li>1. Same terms as Shares currently on issue.</li><li>2. 11,250,000 exercisable at 25 cents per share expiry 6 February 2019.</li></ol> |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<ol style="list-style-type: none"> <li>1. Yes, rank equally with existing quoted Shares.</li> <li>2. The options will not be quoted. Shares to be issued upon exercise of options will rank equally with all other fully paid ordinary shares on issue.</li> </ol>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> <li>1. 20 cents per Share.</li> <li>2. One (1) free attaching option for every four (4) Shares subscribed for and issued.</li> </ol>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> <li>1. Mining operations on various deposits.</li> <li>2. Funding 50% interest in Novo Joint Venture</li> </ol>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 November 2017</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<ol style="list-style-type: none"> <li>1. 10,000,000 shares</li> <li>2. 11,250,000 options</li> </ol>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	35,000,000 shares				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil.				
6f	Number of securities issued under an exception in rule 7.2	Nil.				
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Yes. Price 20 cents 15 day VWAP 22.5 cents to date of announcement – 31 January 2018 Issue date 5 & 6 February 2018 IRESS				
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Capacity under rule 7.1 – 18,597,654 securities Capacity under rule 7.1A – 19,858,341 securities  See Appendix 1				
7	+Issue dates  <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.</small>	5 & 6 February 2018				
8		<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">626,583,415</td> <td style="text-align: center;">ordinary shares</td> </tr> </tbody> </table>	Number	+Class	626,583,415	ordinary shares
Number	+Class					
626,583,415	ordinary shares					

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	13,000,000	Director employee rights expiry 30 June 2019
	2,000,000	Employee performance rights expiry 30 June 2019
	1,000,000	Unlisted options exercisable at 11 cents per share prior to 1 May 2018
	1,000,000	Unlisted options exercisable at 12 cents per share prior to 1 May 2018
	1,000,000	Unlisted options exercisable at 13 cents per share prior to 1 May 2018
	1,000,000	Unlisted options exercisable at 14 cents per share prior to 1 May 2018
	6,000,000	Unlisted options exercisable at 44 cents on or before 30 June 2020
	5,439,858	Unlisted options exercisable at 45.38 cents on or before 31 January 2021
	11,250,000	Unlisted options exercisable at 25 cents on or before 6 February 2019
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

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+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the +securities will be offered  |  |
| 14 | +Class of +securities to which the offer relates  |  |
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |

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- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup>security holders
- 25 If the issue is contingent on <sup>+</sup>security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(*tick one*)

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<sup>+</sup> See chapter 19 for defined terms.

(a)  Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a) Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be

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quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: ....7/2/18.....  
(Company secretary)

Print name: Guy Robertson

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities - Part 1 –

Introduced 01/08/12

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	247,645,244
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>5,000,000 exercise of options 16/2/17</p> <p>857,584 exercise of options 24/2/17</p> <p>406,250 exercise of options 3/3/17</p> <p>468,750 exercise of options 10/3/17</p> <p>736,239 exercise of options 21/3/17</p> <p>635,022 exercise of options 4/4/17</p> <p>920,500 exercise of options 13/4/17</p> <p>2,244,576 exercise of options 3/5/17</p> <p>1,000,000 – 13/2/17 approved EGM 19/4/17</p> <p>19,666,667 – Placement 24/2/17 approved EGM 19/4/17</p> <p>1,433,333 – Loan settlement 24/2/17 approved EGM 19/4/17</p> <p>1,750,000 – Project acquisition settlement approved EGM 19/4/17</p> <p>500,000 – exercise of options 15/5/17</p> <p>300,000 – exercise of options 22/5/17</p> <p>777,084 – exercise of options 29/5/17</p> <p>20,000,000 – 29/5/17</p> <p>3,862,011 – 2/6/17 exercise of options</p> <p>558,916 – 9/6/17 exercise of options</p> <p>1,771,764 – 23/6/17 exercise of options</p>

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	<p>800,000 – 29/6/17 exercise of options</p> <p>20,157,000 – 19/7/17 exercise of options</p> <p>7,895,451 – 28/7/17 exercise of options</p> <p>13,685,632 – 4/8/17 exercise of options</p> <p>2,132,750 – 9/8/17 exercise of options</p> <p>6,597,557 – 15/8/17 exercise of options</p> <p>1,773,250 – 17/8/17 exercise of options</p> <p>10,352,934 – 25/8/17 exercise of options</p> <p>285,000 – 1/9/17 exercise of options</p> <p>5,937,689 – 8/9/17 exercise of options</p> <p>32,000,000 – approved EGM 8/9/17</p> <p>1,542,500 – 13/9/17 exercise of options</p> <p>9,262,901 – 22/9/17 exercise of options</p> <p>16,570,326 – 29/9/17 exercise of options</p> <p>4,400,000 – 31/10/17 exercise of options</p> <p>15,959,803 – share issue approved AGM 29/11/17</p> <p>45,000,000 – share issue approved AGM 29/11/17</p> <p>5,000,000 – share issue approved AGM 29/11/17</p> <p>15,000,000 – share issue approved AGM 29/11/17</p> <p>23,696,682 – share issue approved AGM 29/11/17</p> <p>1,122,405 – share issue approved AGM 29/11/17</p>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	548,583,415

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<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	82,287,512
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>2,000,000 – 15/11/17 unlisted options</p> <p>25,000,000 Shares – 8/12/17</p> <p>2,000,000 – 8/12/17 unlisted options</p> <p>8,000,000 Shares – 31/1/18</p> <p>5,439,858 – 31/1/18 Unlisted options</p> <p>10,000,000 – 5/2/18 shares</p> <p>11,250,000 – 5/2/18 unlisted options</p>
<b>“C”</b>	<b>63,689,858</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	82,287,512
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	63,689,858
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>18,597,654</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

**Part 2**

+ See chapter 19 for defined terms.

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	548,583,415
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	54,858,341
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	35,000,000 shares 5/2/18 & 6/2/18
<b>“E”</b>	35,000,000

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	54,858,341
<b>Subtract “E”</b>  <i>Note: number must be same as shown in</i>	35,000,000

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<i>Step 3</i>	
<b>Total</b> ["A" x 0.10] – "E"	19,858,341 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.