



20 June 2019

ASX Announcement

Cleansing Notice in respect of Share Purchase Plan

**ASX Limited
Level 40 Central Park
152-158 St George's Terrace
PERTH WA 6000**

As announced on 14 June 2019, Artemis Resources Limited (ABN 80 107 051 749) (ASX : ARV) Company is undertaking a Share Purchase Plan (the Plan or SPP) to raise a minimum \$1.5 million, through the issue of fully paid ordinary shares (New Shares) to be issued at a 20% discount to the Volume Weighted Average Market Price (VWAP) over the last 5 days on which sales are recorded prior to the issue date. The SPP is expected to close on 23 July 2019, and New Shares issued shortly thereafter.

The SPP is being Lead Managed and Underwritten by Patersons Securities Limited (Patersons) to \$1.5 million. Artemis Chairman Sheikh Maktoum Hasher al Maktoum (Sub-Underwriter) is participating as a sub-underwriter to the SPP to the amount of \$750,000, subject to shareholder approval.

ASX has granted a waiver of Listing Rule 10.13.5 (which requires a notice of meeting seeking shareholder approval to issue securities to a related party to include the security's issue price) so that notice of meeting seeking shareholder approval can state the formula by which the issue price is calculated, rather than the issue price. The terms of the waiver are as follows:

- (a) The notice of meeting state that the Shares to be issued the Sub-underwriter (Shortfall Shares) will be issued at an issue price not less than 80% of the VWAP of the Company's Shares over the last 5 trading days prior to the issue date.
- (b) This Explanatory Memorandum includes worked examples of the dilution that will occur to existing Shareholders as a result of the issue of the Shortfall Shares at three different prices.
- (c) The terms of the waiver are disclosed in this Explanatory Memorandum.

The notice of meeting will be sent to shareholders shortly, with the meeting to be held on or about 22 July 2019.

The Company will offer the New Shares under the Plan without disclosure to investors under Part 6D.2 of the Corporations Act. An offer booklet for the Plan will be sent to eligible shareholders today. A copy of the booklet and personalised acceptance form accompany this announcement.





In accordance with ASIC Class Order [OC 09/425], the Company gives notices that, as at the date of this notice, it has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

As at the date of this notice, there is no information to be disclosed that is “excluded information” within the meaning of section 708A(7) and 708A (8) of the Corporations Act.

A handwritten signature in black ink, appearing to read "Guy Robertson".

Guy Robertson
Company Secretary

