ARTEMIS RESOURCES LIMITED
ACN 107 051 749

ANNUAL REPORT

For Year Ended 30 June 2019

Corporate Directory

Directors

Sheikh Maktoum Hasher al Maktoum
(Non-Executive Chairman)
Edward Mead (Executive Director)
Daniel Smith (Non-Executive Director)

Company Secretary

Guy Robertson

Principal Registered Office

Suite 1, 11 Ventnor Avenue
West Perth WA 6005

Telephone: +61 8 6139 0000
Facsimile: +61 2 9078 7661
Email: info@artemisresources.com.au
Web: www.artemisresources.com.au

Securities Exchange Listing

Australia Securities Exchange Limited
(ASX: ARV)
OTC Markets Group (OTCQB: ARTFF)
Frankfurt Stock Exchange (Frankfurt: ATY)

Share Registry

Automic Registry Service
Level 2, 267 St Georges Terrace
Perth WA 6000

Telephone: 1300 288 664
Web: www.automicgroup.com.au

Bankers

Westpac Limited
Royal Exchange
Corner Pitt & Bridge Streets
Sydney NSW 2000

Auditors

HLB Man Judd
Level 4, 130 Stirling Street
Perth WA 6000

Telephone: +61 8 9227 7500
Facsimile: +61 8 9227 7533

Table of Contents

Chairman's Letter

Dear fellow shareholders,

The 2019 financial year saw a significant amount of exploration and development work within the Group, at a cost of approximately $24 million.

The exploration work resulted in resource upgrades at five of the Group's projects. This work which included approximately 33,000 metres of drilling was necessary to prioritise the Artemis projects feed to the Fox Radio Hill processing plant.

Our strategic review of all of the Group's projects and resource results, clearly identified Artemis as a gold company, and the Carlow Castle (CC) project as having the capacity to move Artemis into production in the medium term. More recent work is focused on upgrading the CC resource to indicated status, which will allow the project to move forward to a scoping study, feasibility study and then decision to mine.

The Group spent $13.2 million during the year in bringing the Fox Radio Hill processing plant to within ~80% of completion. Works included the installation of additional crushing equipment, Gekko gold circuit, tailings dewatering facilities and a gold room. Once minimum tonnages of potential ore sources are secured and the metallurgical requirements are defined, the plant refurbishment will be completed.

The granting of the ≈600km^2 Armada Project in the highly prospective Paterson Province of Western Australia, has opened up an exciting new gold frontier for Artemis. The Artemis tenement E45/5276 surrounds AIM listed Greatland Gold Plc's (GGP) Havieron Project, which is being drilled by Newcrest Mining Limited through a Joint Venture, to the north, south and east. This project was enhanced early in the new financial year when Artemis agreed to acquire Rincon Resources Limited. The acquisition, to be completed later this year, will take Artemis to 1,140km^2 and make us one of the areas' largest land holders, giving the Company scale in close proximity to some of the region's largest miners.

Given an exceptional asset base, including near complete processing facilities, and a strong gold price, the Company is focussed on developing its core assets to add shareholder value. A further capital raise in 2H calendar 2019 to supplement the $2.7 million raised through the recent share purchase plan will enable the Company to further its objectives.

To enable the Group to take advantage of the opportunities presented during the year the Company arranged a convertible note facility of approximately US$3.9 million. To avoid diluting shareholders' interests our preference is also to repay rather than equity convert a portion of this debt.

Following my appointment as Chairman in February of this year and realignment of the Group's strategy shortly thereafter I am confident that we are well placed to make good progress in the year ahead. On behalf of the Board I thank our shareholders for their ongoing support.

Sheikh Maktoum Hasher al Maktoum
Chairman

Review of Operations

Artemis Resources Limited ("Artemis" or the "Company") is pleased to outline the Company's progress for the financial year end 30 June 2019. Artemis is a gold exploration company with a large and prospective suite of assets in the Pilbara region of Western Australia. The Company now has 72 tenements over an area of ≈2,400 km² (Figure 1) and owns 100% of the strategically located Radio Hill processing plant and infrastructure, located approximately 30km south of Karratha. The Company has signed a binding term sheet for the acquisition of Rincon Resources, to further expand the Artemis holding in the Paterson Province (ASX released on 16 July 2019).

During the financial year, the Company updated key 2012 JORC Code compliant resources of gold, nickel-copper, gold-copper-cobalt and copper-zinc, all situated within a 40 km radius of the Radio Hill plant.

The following is a summary of the key work programs completed or resources updates during this reporting period.

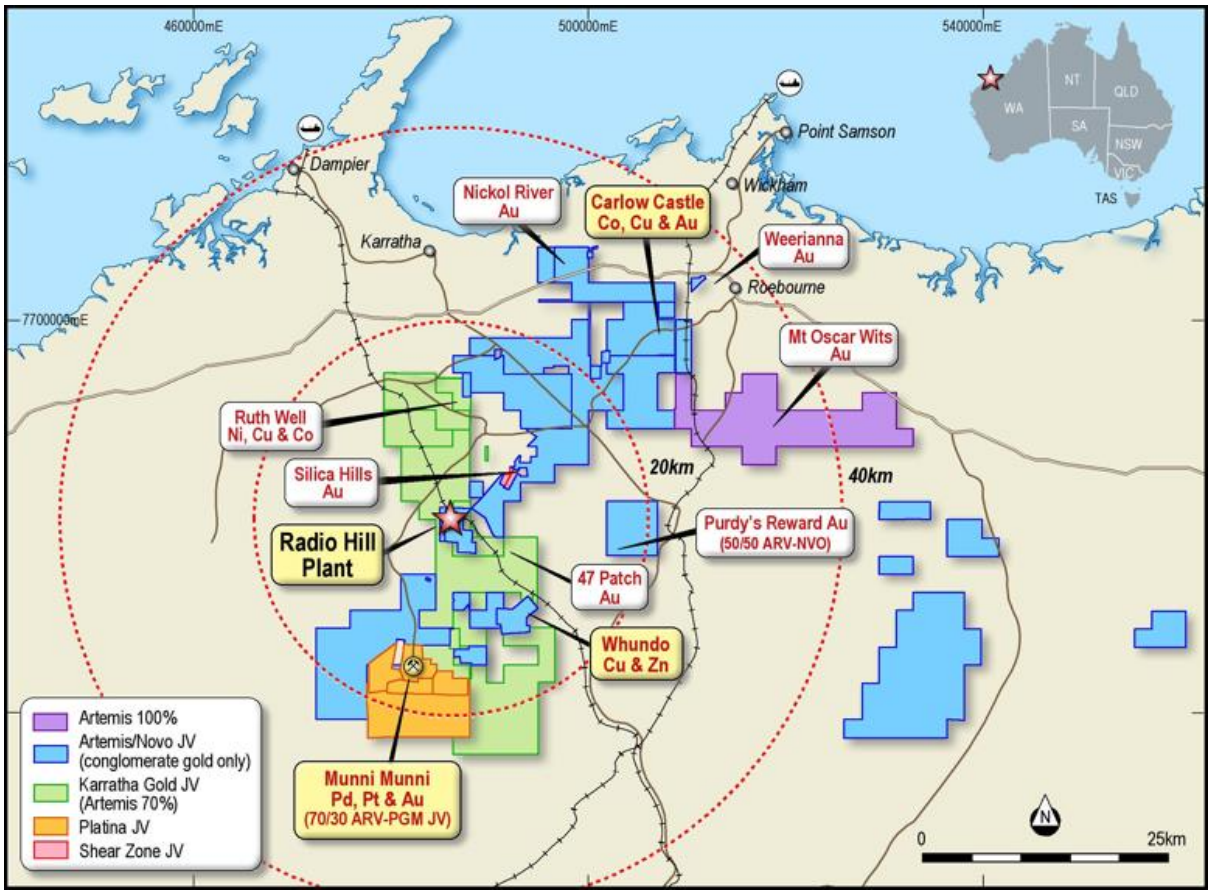

Figure 1: Artemis's Projects in the Karratha Area and Proximity to Radio Hill Process Plant

Review of Operations

RESOURCE DEVELOPMENT

During the year, Artemis completed over 33,000m of drilling across eight of its prospects. The objective was to prioritise and determine which targets could support long term mining and then processing at the Radio Hill plant.

During the year, resource updates on Carlow Castle (Au-Cu-Co), Whundo (Cu-Zn), Weeriana (Au), Radio Hill (Ni-Cu) and Ruth Well (Ni-Cu) were released to the market (summarised below – refer to ASX releases for full details):

- **Carlow Castle (Au-Cu-Co) – Inferred Resources of 7.7Mt @ 1.06 g/t Au, 0.51% Cu and 0.08% Co for 260,000oz Au, 38,000t Cu and 5,900t of Co (ASX release 6 March 2019)**
- **Whundo (Cu-Zn) - Indicated JORC Resource of 2.6Mt @ 1.14% Cu and 1.12% Zn for 30,4191t Copper and 29,992t Zinc (ASX release 26 October 2018)**
- **Weeriana (Au) - Inferred JORC Resource of 975Kt @ 2.0 g/t Au for 62,739oz Au (ASX release 19 December 2018)**
- **Radio Hill (Ni-Cu) - Indicated JORC Resource of 1.15 Mt @ 0.52% Ni, 0.73% Cu and 277ppm Co for 5,980t Nickel, 8,395t Copper and 318t Cobalt (ASX release 21 December 2018)**
- **Ruth Well (Ni-Cu) – Indicated JORC Resource of 152kt @ 0.63% Ni and 0.47% Cu for 965t Nickel and 713t Copper (ASX release 7 May 2019)**

CARLOW CASTLE (Au-Cu-Co)

Carlow Castle (Au-Cu-Co) is in the West Pilbara region of Western Australia, ~45 km by road east of Karratha. Access is via the Northwest Coastal Highway and then by the unsealed Cherratta Road which passes through the project area. Carlow Castle is on the granted exploration license E47/1797 held by KML No 2 Pty Ltd (which is a 100% owned subsidiary of Artemis). Carlow Castle is ~35 km from Artemis' 100% owned Radio Hill Processing Plant.

In January 2018, the Company announced a JORC Code (2012) compliant resource estimate with a total Indicated and Inferred resource estimated at 4.5Mt at 0.9 g/t Au, 0.4% Cu and 0.07% Co.

In the second half of calendar 2018 the Group drilled 189 RC holes and 12 diamond drill for 24,754m. An updated JORC 2012 Resource was released in the first quarter of 2019 with 7.7Mt @ 1.06 g/t Au, 0.51% Cu and 0.08% Co for 260,000oz Au, 38,000t Cu and 5,900t of Co (ASX release 6 March 2019).

Geology and Mineralisation

The Carlow Castle South Au-Cu-Co deposit is hosted by east-west shears in basalt and ultramafics. Oxidation of the primary mineralisation occurs to depths of 25-65 m below the surface. The Quod Est Au-Cu-Co deposit is hosted by north-south shears immediately north of Carlow Castle South in basalt with oxidation of the primary mineralisation down to an estimated 25-40 m below the surface.

The gold-copper-cobalt mineralisation at Quod Est and Carlow Castle South is hosted in chloritic shear zones within the predominantly Archean mafic sequence. The ore zones appear partially oxidised above 20m with sulphides extending to depth, the primary sulphides are chalcopyrite, cobaltite and pyrite; the presence of chalcocite in some samples indicates supergene enrichment in the upper portions of the sulphide zone.

The structural environment of the area is complex; Quod Est strikes north-south and dips steeply to the east whereas Carlow South strikes east-west and dips steeply to the north.

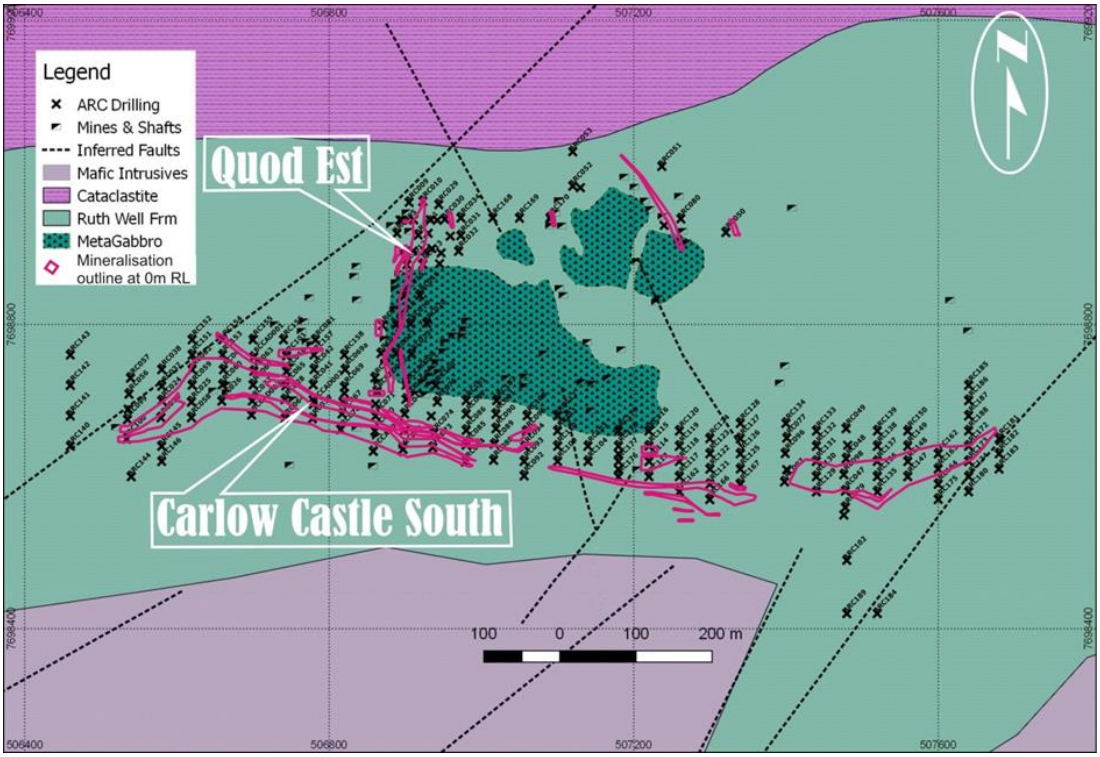

Figure 2: Geology and Drill Hole Location Plan of Artemis Carlow Castle Drilling

The 189 RC and 12 diamond drill holes in the Carlow Castle database includes 22,676 samples assayed for each of modelled assays, i.e. gold, cobalt and copper, along with a suite of other elements. **Table 1** presents the range of drill holes used in the resource estimate.

Hole Type	Hole IDs	Num. holes	Total Depth (m)	Num. Samples Assayed
Diamond	18CCAD001 - 18CCAD012	12	1,504.6	1,554
RC	ARC001 - ARC189	188	23,217.0	21,122
TOTAL		200	24,721.6	22,676

Table 1: Drill holes used for resource modelling Carlow Castle

Metallurgical Testwork

Artemis has completed preliminary metallurgical testwork on the Carlow Castle Au-Co-Cu Project at ALS Metallurgy in Western Australia focussing on the metallurgical amenability of selected samples from the Carlow Castle deposit employing conventional gravity gold, cyanide leach and flotation processes.

The metallurgical test work scope was focused on recovery of:

- Gold – from both gravity recovery and cyanide leaching processes to produce a gold product suitable for on-site smelting and production of gold dore; and
- Copper and cobalt – via conventional flotation to produce separate copper and cobalt concentrates

The metallurgical test flowsheet utilises typical processing pathways for precious and base metal ores. Each composite was crushed and ground with coarse gold removed using conventional gravity devices. The ground-gravity tailing is then subjected to a series of sulphide flotation stages. The flotation stages employ mineral specific reagents to selectively recover copper and cobalt minerals. Copper flotation is performed first with the tailings sent for selective cobalt flotation. Copper and Cobalt mineral rougher concentrates may require a light regrind to release any locked minerals and improve the final grades of the respective cleaned concentrates. Tailings from the flotation process containing fine or non-floating gold is subjected to conventional cyanide leach and carbon adsorption processes.

Analysis of the metallurgical results from these samples indicate:

Gold

- A significant gold component ranging up to 48% is recoverable using gravity separation; and
- Most of the balance of the non-gravity gold is recoverable in sulphide concentrates as a by-product using standard flotation. This gold could be sold in concentrates as a credit or recovered on site using a cyanide leach process.

Copper

- Quick floating copper minerals produced a high-grade, premium copper concentrate of approximately 30% Cu;
- Deleterious elements including arsenic are easily managed with a light concentrate polishing using regrind or blend control; and
- Recoveries depended on mineralogy with 77–85% copper recoveries achieved. Unrecovered copper minerals are predominantly represented by non-floating silicates or secondary oxide copper minerals.

Cobalt

- Cobalt recoveries ranged 73-79%;
- Saleable Cobalt concentrate grades ranging 2.3–5.3% Co were produced;
- Cobaltite (CoAsS) is the dominant cobalt bearing mineral - and is therefore intrinsically linked to arsenic affecting it sale price; and
- Testwork continues to improve cobalt concentrate grades and ultimately aims to maintain optimal recovery and reduce shipping/smelter treatment charges.

Targeting lower specification concentrates, but at a lower sale price, will minimise processing capital costs while producing high specification concentrates, commanding higher sale prices, will require a higher capital input. A trade-off study of capital and operating expense versus revenue from differing grade product streams will be evaluated prior to final flowsheet selection to optimise financial returns.

The results of the metallurgical testwork program released on 11 February 2019 provides Artemis with a basis to plan and advance project development activities. The planned development work bringing Carlow Castle through a Pre-Feasibility Study and into production includes:

- Resource delineation drilling including improved definition of existing resources and conceptual mining studies;
- Structural and geotechnical drilling; and
- Further metallurgical testing of alternative low-cost process flowsheets to improving cobalt flotation chemistry and optimise gold cyanide leach recoveries to produce doré on site.

A detailed development timeline for Carlow Castle is being developed.

Prospectivity and proposed exploration and project development

The number of old workings and surface geochemical anomalies along strike and within the tenement indicate that the prospectivity of the Carlow Castle lease can be considered moderately high.

Artemis exploration objectives are to further develop knowledge of the geological controls on mineralisation and improve confidence in the resource at Carlow Castle. Further plans are to convert the Inferred Mineral Resources to Indicated, and the complete initial mine optimisation evaluation and financial modelling.

A program of approximately 5,000m of drilling is planned, to drill three critical sections at Carlow East and Carlow West.

The majority of Carlow Castle activity will be resource drilling and definition, however the recently completed aircore drilling shows continuation of mineralization to the west. Testing of this area will require a new heritage survey and POW approvals.

Whilst clearly structurally controlled the system at Carlow is yet to be defined, with currently two styles being considered:

- A continuation west south west within the broad geological sequence as a dominantly shear system, or,
- Arcing to the south around the Andover Complex intrusion as a ring and radial fracture system.

Both systems will require more detailed soil sampling on 100m x 100m spacing to identify the broad location of mineralization in conjunction with geophysics, preferably HeliSAM to develop close definition of the structural setting to better define the broad location of mineralisation.

Any high priority targets identified by the geochemical and geophysical surveys are planned to be tested by aircore drilling in 2020.

Subsequent to year end a Sub-Audio Magnetics (SAM) survey was completed identifying a total of 21 targets indicating geological structures for additional gold-copper-cobalt may extend to the west of the resource area.

WHUNDO (Cu-Zn)

In October 2018, Artemis announced a significant upgrade to its Whundo (Cu-Zn) project. The company reported a JORC 2012 Indicated tonnage of 2.6Mt @ 1.14% Cu and 1.12% Zn for 30,4191t contained Copper and 29,992 t contained Zinc.

Whundo is in the West Pilbara region of Western Australia, ≈50 km by road south of Karratha. Access is via the Karratha - Tom Price Hwy and then mine access tracks. Whundo is on a mining lease (M47/7) and is located only 7 km from Artemis' 100% owned Radio Hill Processing Plant. Whundo was the last ore to be processed through Radio Hill prior to the sulphide plant being placed into care and maintenance in 2008 due to low copper prices and the GFC.

The copper/zinc deposit at Whundo and West Whundo is confined to a single stratigraphic horizon as a series of NW to NNW plunging shoots that outcropped as a sinuous line of discontinuous goethite-hematite gossans that could be traced for some 500m along strike. Individual ore shoots have a restricted strike length and are commonly 1-5 m thick but reach a maximum thickness of 20 m in the hinge zone of two small upright synclines in the axis of the major synclinal structure where they form

the Whundo and West Whundo deposits. The ore shoots plunge about 35-40° to the NW and extend down plunge as much as 150 m. Primary sulphides, mostly pyrrhotite, pyrite, sphalerite and chalcopyrite are only preserved below the weathering profile (often below a depth of 30 m). No galena or any other lead minerals have been reported from these deposits.

Modern exploration at Whundo commenced in the 1960s with Fox Resources eventually mining part of the oxide resource in 2005-2006. During 2H calendar 2018 Artemis completed RC drilling of the Whundo deposit, to verify older drilling and to increase the drill data available in the upper levels of the mineralisation. Previous drilling comprised 870 drill holes including open hole percussion, RAB, RC and diamond drilling for a total of 52,586 metres.

Artemis drilled another 64 Reverse Circulation ("RC") drill holes and 7 diamond drill holes for an additional 5,490 metres in 2H Calendar 2018. In addition, Artemis drilled a further 56 RC drill holes for 3,528 m following QAQC procedures meeting JORC Code (2012) requirements, in-filling some of the previously drilled resources, and to confirm by drilling several twin holes to verify the reliability and accuracy of the historic drilling. The recent Artemis drilling confirmed that the historic drilling was sufficiently reliable for an Indicated Mineral Resource estimate reported in accordance with the JORC Code. The Whundo deposit occurs in two zones, Whundo and Whundo West, hosted within a single stratigraphic horizon as a series of NW-NNW plunging shoots, which may be traced on surface over 500m as discontinuous goethite-hematite gossans. The mineralised shoots typically vary from 1m to 5m thick but may thicken to 20m in fold hinge zones. The shoots plunge to the NW at 35-40^{o} with a down plunge extent of up to 150m.

Figure 3: Whundo Mine Deposits – 7km from Radio Hill Processing Plant

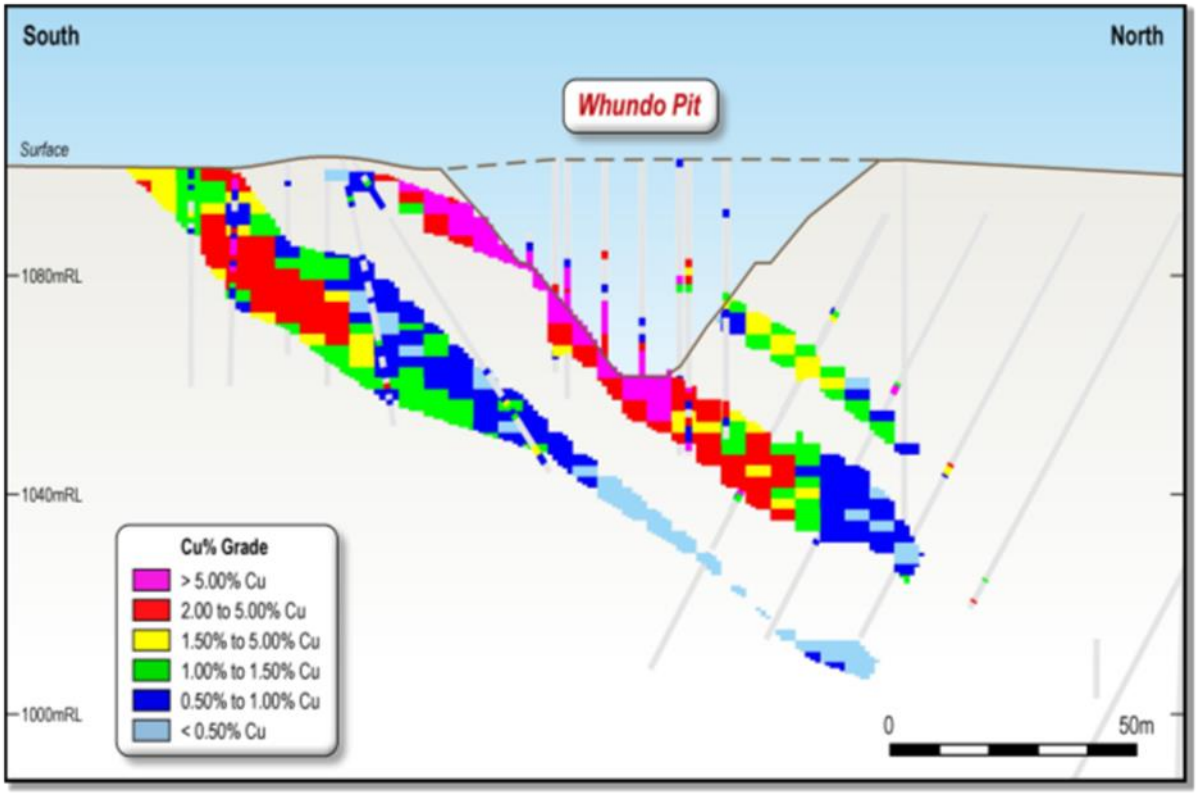

Figure 4: Whundo Cross section (492500E - looking west)

A resource table for Whundo is as outlined hereunder.

Material Type	Tonnage (tonnes x1000)	Copper Grade (Cu %)	Zinc Grade (Zn %)	Copper Metal (tonnes Cu)	Zinc Metal (tonnes Zn)
Oxide	383	1.78	0.43	6,845	1,666
Fresh	2,286	1.03	1.24	23,574	28,326
Total	**2,669**	**1.14**	**1.12**	**30,419**	**29,992**

Table 2: Resource Estimate for the Whundo Cu-Zn Project - (October 2018 - INDICATED RESOURCES 0.2% Cu cut-off grade)

WEERIANNA (Au)

In December 2018 Artemis completed a new resource update for the Weeriana gold project, announcing an Inferred, shallow resource of 975,000t @ 2.0g/t Au for 62,739 ounces of gold.

Drilling and Resource Update

Artemis undertook a reverse circulation (RC) drilling program in 2018 comprising 19 drillholes for a total of 1,644m. Including drilling undertaken by previous companies, there are a total of 163 RC holes, 3 open-hole percussion holes and 5 diamond drill holes for 11,827m drilled at Weerianna. Drill hole depths vary from 30 -180 m, averaging 69m. Drilling tested for extensions to previously interpreted locations for mineralisation and to provide confirmation of previous results. In December 2018, the Company announced an updated resource estimate incorporating both the Company's

recent drilling data and drilling data collected during exploration previously undertaken by other companies.

Weerianna is located in the West Pilbara region of Western Australia, approximately 25km east of Karratha and 5km west of Roebourne) and is adjacent to the Northwest Coastal Highway. Weerianna is situated on mining lease M47/223 (granted until 27 December 2031). M47/223 is 100% held by Western Metals Pty Ltd, an entity in which Artemis has an ~80% interest (via its wholly owned subsidiary, Karratha Metals Pty Ltd). The deposit is 35km by road to the Radio Hill plant where a new gravity gold circuit has recently been installed.

The 2018 Weerianna resource estimate was performed by Fleur Muller, Director of Geostat Services Pty Ltd ("Geostat"), using Surpac software, utilising historic data and data from the recent RC drilling program completed by Artemis.

A classified mineral resource for the Weerianna deposit was calculated by Geostat (27 October 2018) to be 975,700 tonnes at 2 g/t Au for 62,700 ounces (above a cut-off of 1 g/t Au). The classified Mineral Resource is tabulated in Table 3 as at 27 October 2018 and is reported beneath the topography surface using a 1g/t Au cut-off. Tonnage has dropped by approximately 3% from the previous reported estimate (refer ASX 26 June 2014) as the transitional density of 2.39 for the 2018 resource is lower than that of 2.6 used for the 2009 resource, and this material carries the bulk of the resource tonnage. Another contributing factor is that the recent WERC holes have generally reported lower grades.

Material Type	Volume (cubic metres)	Tonnage[1] (tonnes)	Gold Grade (g/t Au)	Au Metal (oz)
Oxide	52,891	126,409	2.15	8,738
Transition	265,125	649,556	2.03	42,394
Fresh	69,594	199,734	1.82	11,687
Total	**387,609**	**975,699**	**2.00**	**62,739**

Table 3: Inferred Mineral Resource Estimate – Weerianna Gold Project - (October 2018 - above a 1.0 g/t Au cut off)

[1] Note: tonnage is calculated on a wet tonnage basis.

Geology and mineralisation

Weerianna is mainly comprised of Roebourne Group of greenstones consisting of the Nickol River Formation composed of grey- and white-banded chert, ferruginous chert, Banded Iron Formation (BIF), fine-grained clastic sedimentary rocks, quartzite, felsic volcanic rocks, carbonate-rich sediments and conglomerates; and the basal Ruth Well Formation consisting of ultramafic and mafic volcanic rocks.

The poorly outcropping ultramafic chlorite-serpentinite schists at Weerianna show variable amounts of silicification and carbonate alteration. Moderately thick to narrow cherty intercalations representing interflow sedimentary rocks are frequently found within the ultramafic schist sequence.

Other lithologies present include BIF and a substantial amount of mainly white quartz veins varying in thickness between 1 cm and several metres.

Ultramafic intercalations are also present within this main chert sequence but these are very poorly outcropping as they are often covered by thick chert scree shedding off the ridges.

The 500m wide zone of ultramafic schists and cherts lies between two relatively competent basaltic terrains. The northern basalt is poorly outcropping but the southern forms substantial hills comprising dark coloured basaltic rock types. These basalts are intruded by gabbroic rocks belonging to the Andover Intrusive Complex which is the largest differentiated Intrusive Complex in the West Pilbara.

Relatively late fresh undeformed micro dolerite intrusions have been intersected in several holes.

The chert-ultramafic sequence at Weerianna represents portions of both the Ruth Well and Nickol River Formation of the Roebourne Group of greenstones. The southern basalt forms part of the Ruth Well Formation. The identity of the northern basalts is not certain, but these are likely to belong to the Regal Formation.

At Weerianna, the dominant structural and lithological trend is north-east with a generally moderate to steep south-east dip. The schistosity is parallel to the bedding and controls the quartz veining. At places the schistosity and quartz veins are folded.

The depth of weathering indicated by the drilling varies but is generally around 50 to 60 m in mineralised areas.

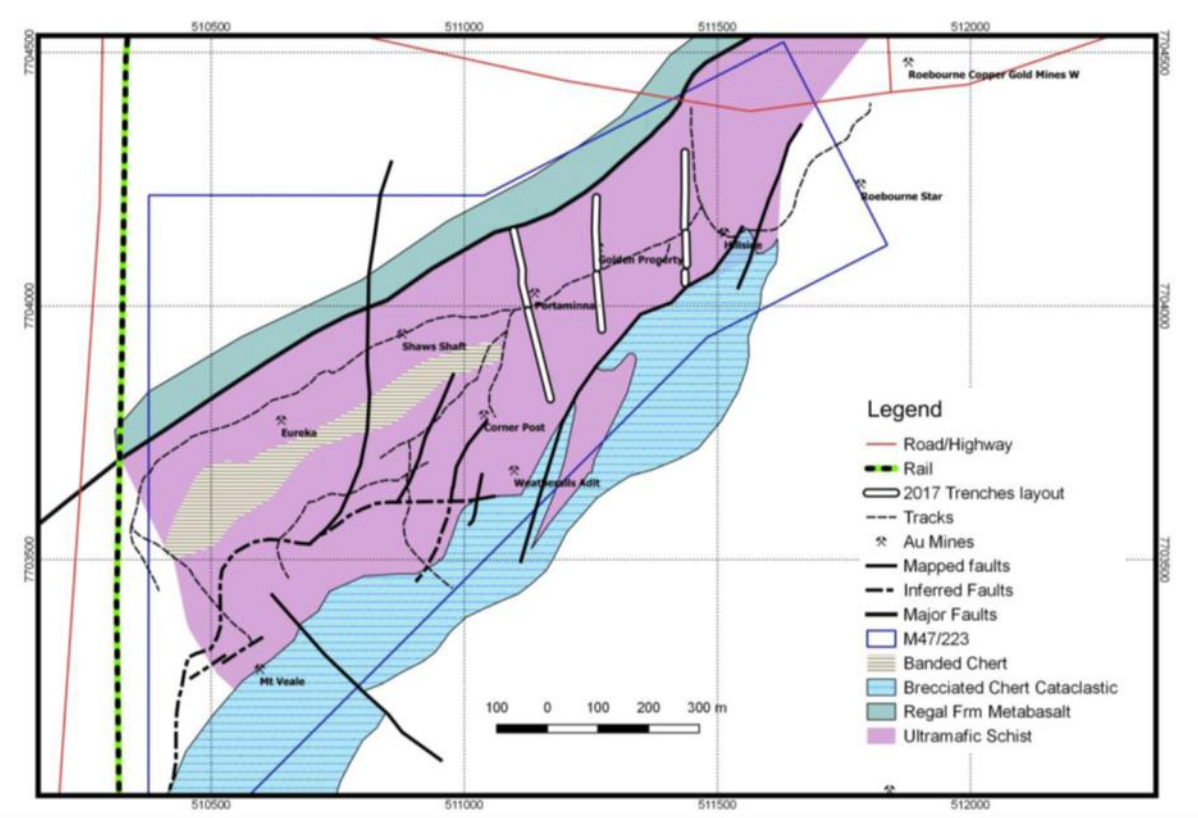

Figure 5: Weerianna local geology

Mineralisation

Epigenetic gold (with or without copper) within the West Pilbara is almost invariably associated with shearing and faulting in a variety of geological settings. Favourable settings include sheared units associated with the Regal Thrust (including Weerianna), splay faulting associated with the Sholl Shear Zone and also around the edges of several mafic/ultramafic intrusions.

At Weerianna, the gold mineralisation is associated with quartz veining within chlorite-serpentine schists of the Roebourne Group immediately beneath the Regal Thrust that have undergone variable degrees of silicification and carbonate alteration. Sulphides including pyrite, arsenopyrite and chalcopyrite are sometimes present in substantial amounts. The quartz veins generally strike between N and ENE and the main ore zone dips 70° to the south east.

Other nearby gold prospects within a similar geological setting are found at Carlow Castle, Sing Well, Camper Day and No. Six Well. They are all close to the brecciated chert horizon along the Regal Thrust and are either hosted by schists or are found as small discontinuous quartz veins in basalts. This "gold belt" can be traced for more than 20 km.

RADIO HILL SHALLOWS (Ni-Cu)

In December 2018 the Company reported a new, shallow Indicated JORC resource of 1.15 Mt @ 0.52% Ni, 0.73% Cu and 277ppm Co for 5,980 t contained Nickel, 8,395t contained Copper and 318t contained Cobalt for the Radio Hill Project.

The Radio Hill nickel-copper underground mine is in the West Pilbara region of Western Australia, ~35 km by road south of Karratha (Figure 1). Access is via the Karratha - Tom Price Hwy sealed road and then via the Rio Tinto dirt access road. Radio Hill is on a mining lease (M47/161, M47/337) and contains Artemis' 100% owned Radio Hill processing plant and the historic Radio Hill underground mine. The underground mine ore was processed through Radio Hill prior to the plant being placed into care and maintenance by Fox Resources (Fox) in September 2008 due to low commodity prices.

The Radio Hill Ni-Cu-Co deposit was discovered in the early 1970s. The Radio Hill deposit forms part of a small Archaean, synorogenic-synvolcanic Ni-Cu bearing mafic intrusion containing a minor ultramafic component near its basal contact. The massive and disseminated Ni-Cu-Co sulphides are hosted by thin gabbroic units underlying layered ultramafic-mafic sequence. Sulphides are confined to the feeder conduit or depressions of the basal contact. The deposit has been extensively drilled by earlier companies, most notable being Fox Resources between 2003 and 2009 when they intensely drilled and partly mined the deposit using both open cut and underground mining methods.

Artemis drilled the shallow mineralisation up-dip from the Fox underground workings on a regular grid in 2H Calendar 2018, using reverse circulation (RC) drilling. Drilling by previous operators of Radio Hill comprised 1,052 drill holes including open hole percussion, RAB, RC, underground sludge and diamond drilling for a total of approximately 89,885 metres. Artemis drilling included a further 80 Reverse Circulation ("RC") drill holes and 7 diamond drill holes for an additional 6,779 metres, aiming to verify older drilling and to increase the drill data available in the upper levels of the mineralisation.

Geology and Mineralisation

Radio Hill is a small Archaean, 2892 ± 34 Ma, synorogenic-synvolcanic Ni-Cu bearing mafic intrusion containing a minor ultramafic component near its basal contact and is probably comagmatic with nearby Mount Sholl and Munni Munni intrusions. It is considered to be a Voisey's Bay, Canada analogue. The massive and disseminated Ni-Cu-Co sulphides are hosted by thin gabbroic units underlying layered ultramafic-mafic sequence. Sulphides are confined to feeder conduit or depressions of basal contact.

Mineralisation is patchy blebs of medium grained disseminated to matrix sulphides in the basal peridotite to olivine pyroxenite. Pyrrhotite, with sub-ordinate pentlandite, and chalcopyrite, forms lobate aggregates up to 12% volume of the Ultramafic host. Pyrrhotite forms layers up to 20 m thick, 8 m above the basal contact of an intrusion.

Post-intrusion deformation has tilted the deposit 25-40° to the southeast. The geometry has been modified by northerly trending sinistral faults.

Dolerite dykes have intruded the orebody with relaxation, following deformation, into pre-existing weakness created by faulting. Two mine-site wide dolerite dykes have truncated the orebody and act as pillars for the underground mining.

Three types of mineralisation have been observed at the Radio Hill mine, which are summarised as follows:

- Massive medium to very coarse grained pyrrhotite-chalcopyrite-pentlandite ore that is often strongly brecciated and displays quartz-carbonate-chlorite veining,
- Stringer/gash vein, disseminated and blebby pyrrhotite-chalcopyrite-pentlandite mineralisation associated with tremolite-actinolite-chlorite alteration and minor carbonate veining,
- Disseminated fine grained pyrrhotite-chalcopyrite-pentlandite sulphides hosted by the gabbro, and pyrrhotite dominant sulphides within the ultramafic immediately overlying the gabbro.

The gabbroic portion of the layered cumulate complex hosts the mineralisation. A generalised stratigraphic profile within the mining domain, in order of decreasing stratigraphic height, consists of ultramafic, orebody gabbro and volcanic basement.

Mineral Resources

AM&A estimated a Mineral Resource for Radio Hill nickel-cobalt-copper deposit using the Artemis drilling only, ignoring earlier drilling as it could not be verified as conforming to the standards required by the JORC Code (2012) for reporting mineral resources. The Indicated Mineral Resources were estimated within wireframes using a lower cut-off grade based on a metal factor where Cu%*0.5 + Ni% >0.5% at Radio Hill as 1.2 Mt at 0.5% Ni, 0.7% Cu and 277 ppm Co. (Artemis Announcement 21 Dec 2018) Cobalt is a probable by-product that may be included in the Ni concentrate and so is included in the resource estimate, see **Table** 4.

Historically there are substantial previously reported resources that are not reported in accordance with the JORC Code (2012) and therefore cannot be disclosed. For example, estimates exist at depth

and at F Zone to the north-west of this reported resource that need to be verified using suitable drilling that complies with the current industry standards.

Drilling, sampling and assaying has been verified by Al Maynard & Associates (AM&A) as complying with the JORC Code (2012) for reporting exploration results and Mineral Resources. AM&A used the Artemis drilling only to model the shallow resources, ignoring the earlier drilling as it could not be verified as conforming to the JORC Code (2012). **These Indicated resources, as estimated by AM&A are 1.15 million tonnes at 0.52% Ni, 277ppm Co and 0.73% Cu**.

Cobalt is a potential by-product that may report to the nickel concentrate and so is included in the resource estimate. Considering the spacing of the drill intersections, quality of the drilling and sampling and the degree of understanding of the geological controls on the mineralisation, AM&A have classified all the reported resources at Radio Hill as Indicated according to the JORC Code (2012).

Ore Type	Tonnage (Million)	Nickel Grade (Ni %)	Copper Grade (Cu %)	Cobalt Grade (Co%)	Nickel Metal (tonnes Ni)	Copper Metal (tonnes Cu)	Cobalt Metal (tonnes Co)
Fresh	1.15	0.52	0.73	0.0277	5980	8395	318
Total	**1.15**	**0.52**	**0.73**	**0.028**	**5980**	**8395**	**318**

Table 4: AM&A Resource Estimate for the Radio Hill Ni-Cu Project - (December 2018 - Indicated Resources @ 0.0% Cu cut-off grade)

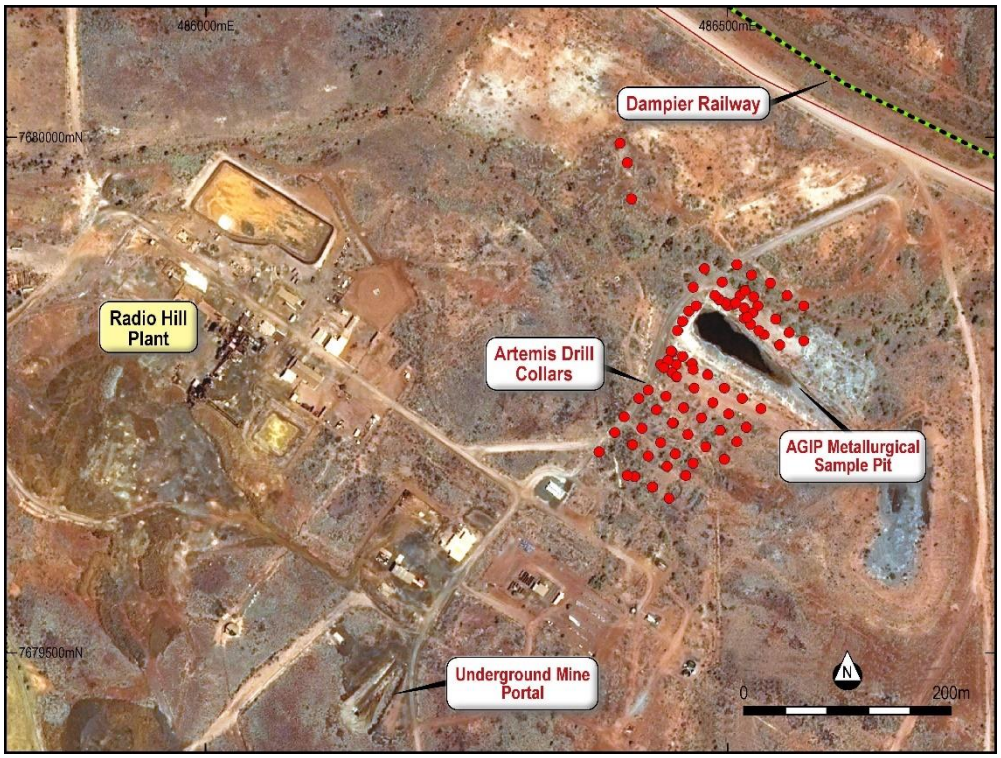

Figure 6: Radio Hill Mine area, processing plant and resource drilling location

RUTH WELL (Ni-Cu)

The Ruth Well nickel–copper deposits were discovered by Whim Creek Consolidated in 1971. Artemis completed RC drilling of the Ruth Well Ni-Cu deposit on E47/3487 to verify that older drilling met the JORC Code (2012) standards required for reporting a Mineral Resource estimate and to improve the definition of the Mineral Resource.

Mineralisation comprises sulphides and magnetite within serpentinised extrusive peridotite of the Ruth Well Formation. This association suggests that the deposits are of a similar type to the extrusive Kambalda nickel deposits of the eastern Yilgarn Craton. AM&A estimated the Indicated Sulphide Mineral Resource at Ruth Well in December 2018.

Geology and Mineralisation

Mineralisation comprises violaritised pentlandite, pyrrhotite, gersdorffite, niccolite, chalcopyrite, and magnetite within serpentinised extrusive peridotite of the Ruth Well Formation. This association suggests that the deposits are of a similar type to the extrusive Kambalda nickel deposits of the eastern Yilgarn Craton. The mineralisation however probably lies within a tectonic slice of the Andover Intrusion that has been faulted into the Ruth Well Formation of the Roebourne Group on the northern side of the major, approximately 300 km long Sholl Shear Zone.

The Ruth Well deposit, considered to be an intrusion related Ni-Cu-Co sulphide deposit, lies within the Ruth Well Formation of the Roebourne Group on the northern side of the Sholl Shear Zone, a major (ca. 300 km long) shear. The Ruth Well Formation is dated 3,270-3250 Ma and consists of basalt and spinifex textured ultramafic flows, similar to the extrusive Kambalda nickel deposits of the eastern Yilgarn Craton.

Drilling

Artemis drilling of the Ruth Well Ni-Cu deposit was aimed to verify older drilling and to improve the definition of the resource. Previous historic drilling in and around Ruth Well comprised 426 drill holes including open hole percussion, RAB, RC and diamond drilling for a total of approximately 18,827 metres. Artemis has drilled another 37 RC drill holes and one diamond drill hole for an additional 2,923 metres in 2H calendar 2018.

A considerable amount of drilling was completed prior to the Artemis drilling and prior to the adoption of the JORC 2012 code and guideline for the reporting of mineral resource estimates. It was not possible to discover reports detailing sampling and assay QAQC procedures pertaining to the pre-Artemis drilling. Therefore, assays from the older drilling have not been used to estimate grades.

Mineral Resources

AM&A estimated the Indicated Sulphide Mineral Resource at Ruth Well to be 152,000t at 0.5% Cu and 0.6% Ni, in December 2018, and the estimate is reported above a 0.3% nickel cut-off in Table 5. (Artemis Announcement 4 May 2018). Figure 7 illustrates a typical cross-section.

This resource estimate is based on 37 Reverse Circulation (RC) drill holes for 2,839m and one diamond drill hole of 84.3m.

Tonnage (kt)	Ni %	Cu %	Ni Metal (t)	Cu Metal (t)
152	0.63	0.47	965	713

Table 5: AM&A Resource Estimate for the Ruth Well Ni-Cu Project - (December 2018 - INDICATED RESOURCES 0.3% Ni cut-off grade)

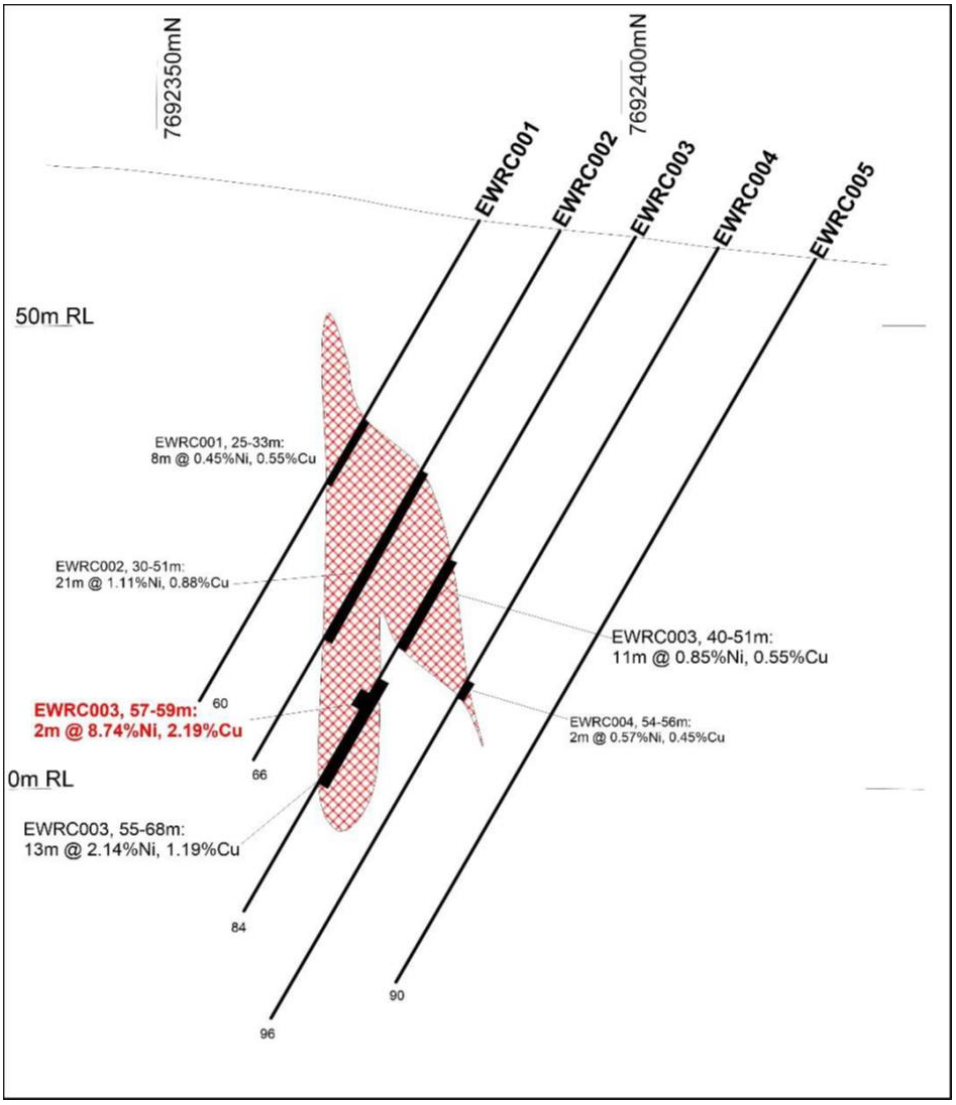

Figure 7: Ruth Well interpretative Cross Section 486020mE

ARMADA PROSPECT (100% ARV) – Paterson Range, WA

In July 2018, Artemis announced that it had submitted an exploration licence application for 600km^2 of exploration tenure within the prospective Paterson Range region of the Pilbara. This tenement was granted on 14 February 2019. The Armada Prospect (**Figure 8**) is well located to several known mineral discoveries in the region including the large Telfer Au-Cu Mine, O'Callaghan's Deposit (W-Cu) owned by Newcrest Mining Limited, and the Nifty Cu Mine owned by Metals X Limited.

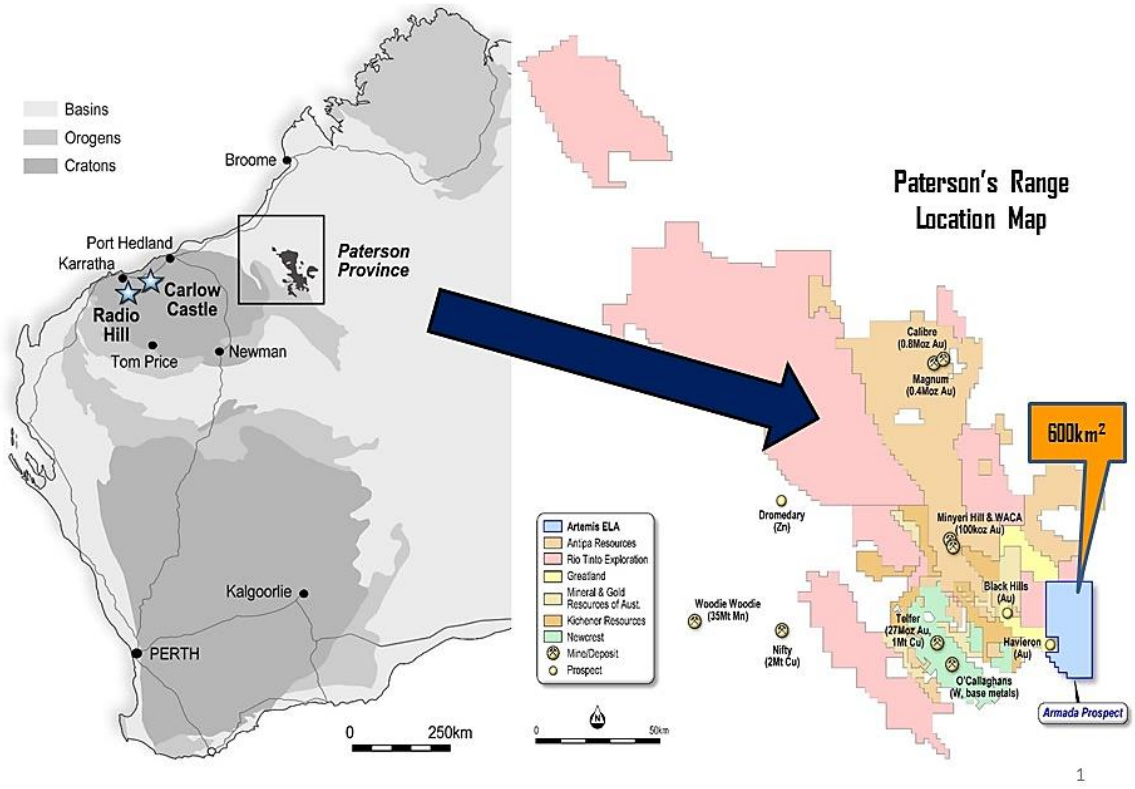

Figure 8: Regional Location Map – Paterson Ranges, Pilbara Region, Western Australia

Recent exploration by Greatland Gold at their Haverion Prospect (Figure 8 and Figure 9) has highlighted the potential for a new iron oxide copper gold (IOCG) district, with recent exploration success at Haverion representing a potentially very large mineralised system, which has gathered interest from Rio Tinto, FMG and Newcrest.

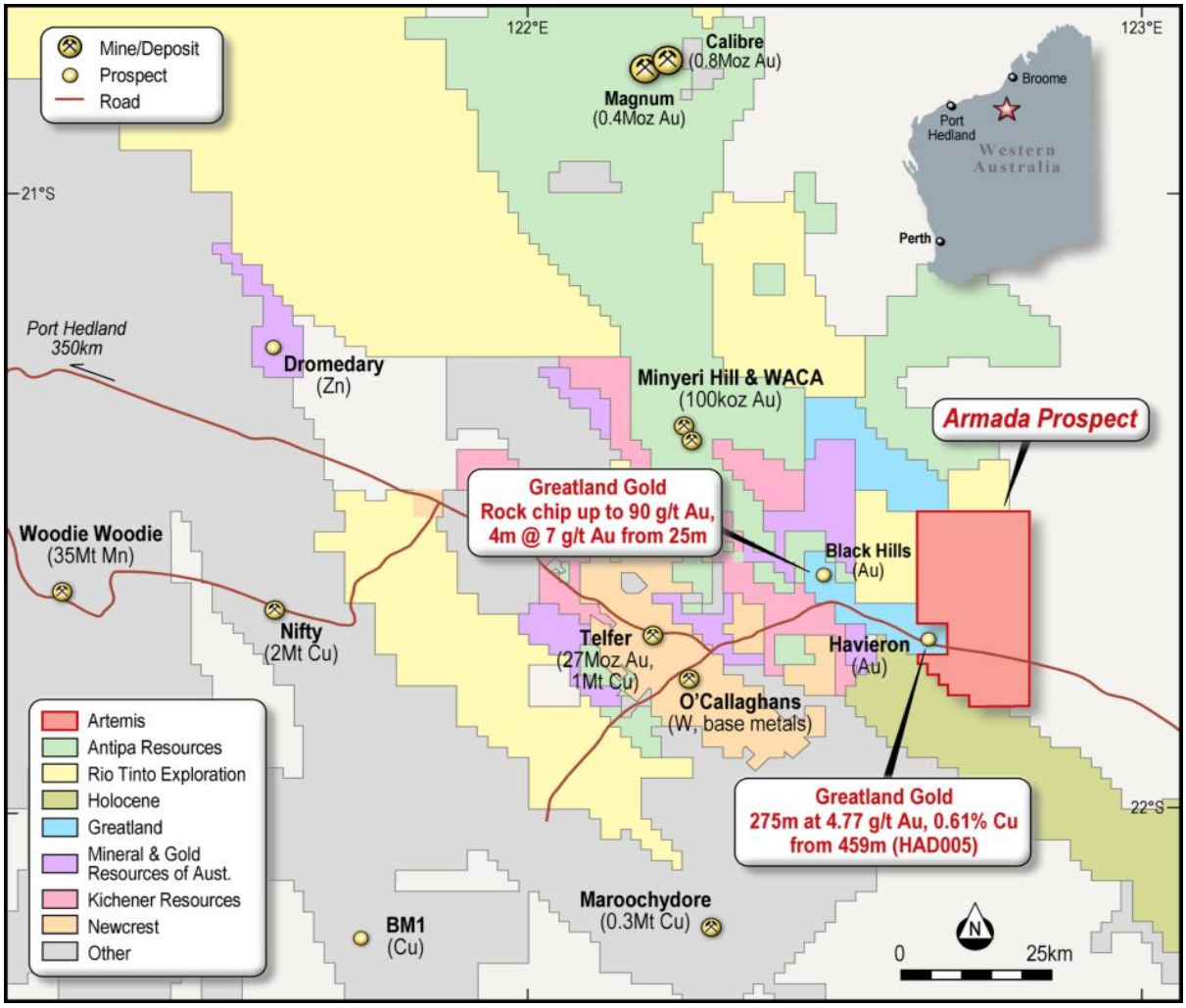

Figure 9: Armada Location Map with Major Deposits Located

Geology and mineralisation

The nearby Telfer deposit is located within the north-western exposure of the Palaeoproterozoic to Neoproterozoic Paterson Orogen (formerly Paterson Province). The Paterson Orogen includes the Palaeoproterozoic Rudall Complex, Neoproterozoic Yeneena Supergroup (Throssell Range and Lamil Groups), and the Neoproterozoic Tarcunyah Group of the northwest Officer Basin. The Yeneena Supergroup hosts the Telfer Mining District and consists of a 9km thick sequence of marine sedimentary rocks that unconformably overlie the Palaeoproterozoic Rudall Complex.

The Yeneena Basin covers an area of approximately 24,000 km^2 and consists of a middle to upper Proterozoic succession of calcareous and argillaceous siltstones, sandstones and carbonate sediments of the Yeneena Supergroup. The Yeneena Basin unconformably overlies the Pilbara Craton and the Manganese Subgroup of the Bangemall Basin on its western boundary and the Rudall Complex Inlier on a south-eastern boundary. The Yeneena Basin is unconformably overlain by the Karara Basin to the southeast, by the Savory Basin to the southwest, by unconformable Phanerozoic sediments of the Canning Basin along the northern and eastern boundaries and the Officer Basin along the south-eastern boundary.

The Telfer region is highlighted by the presence of north to northwest/south to southeast and northwest to southeast trending moderate to tight fold patterns in the Lamil Group sedimentary rocks, oriented slightly asymmetric to the southwest. These fold patterns are aligned with the Pilbara Craton and Rudall Complex boundaries respectively. In the Telfer region, the two fold patterns overprint each other and are intruded by discordant granites.

The interference of these fold patterns in the Lamil Group rocks formed doubly plunging domal structures characteristic of the Telfer district. Domes vary from tight (eg. Tims Dome) to open and rounded (eg. Telfer and 17 Mile Hill Domes).

The Paterson Province contains two suites of Neoproterozoic granitic intrusions that have a close spatial and possibly genetic relationship to mineralisation in the Telfer district. Intrusions are subdivided into two granite trends, the Mount Crofton to Minyari Granite trend, and the Wilki to O'Callaghans Granite trend, based upon petrographic and major element geochemical studies. These intrusions were emplaced episodically over a prolonged period ranging from approximately 600 to 650 million years.

Gold and copper mineralisation at Telfer consist of stratiform reefs and stockworks hosted by sedimentary rocks of the Malu Formation of the Lamil Group. The Lamil Group comprises relatively weakly deformed and metamorphosed Proterozoic sediment units northeast of the Camel-Tabletop Fault. The important attributes of the Lamil Group are the presence of abundant carbonate units, and weakly developed penetrative deformation.

Almost all the Proterozoic basement rocks within our Armada tenement have been unconformably overlain by the Early Permian Paterson Formation and in part, again, unconformably by the Jurassic to Cretaceous Callawa and Ankatell Formations.

In December 2018 Artemis commenced a magnetic survey on its Armada Prospect in the Paterson Range region in the Pilbara, within a 22km radius of Haverion. The airborne survey covered the western 47% of the Armada exploration licence application (E45/5276) and consisted of 3,311 line-kilometres with a line spacing of 100m at a nominal flight height of 35m.

This survey provided high quality data for our geophysical consultants, Southern Geoscience to process. The survey initially identified eight targets within a 22 km radius of the Havieron Prospect with these targets arbitrarily ranked on magnetic signature/structural character (Figure 10).

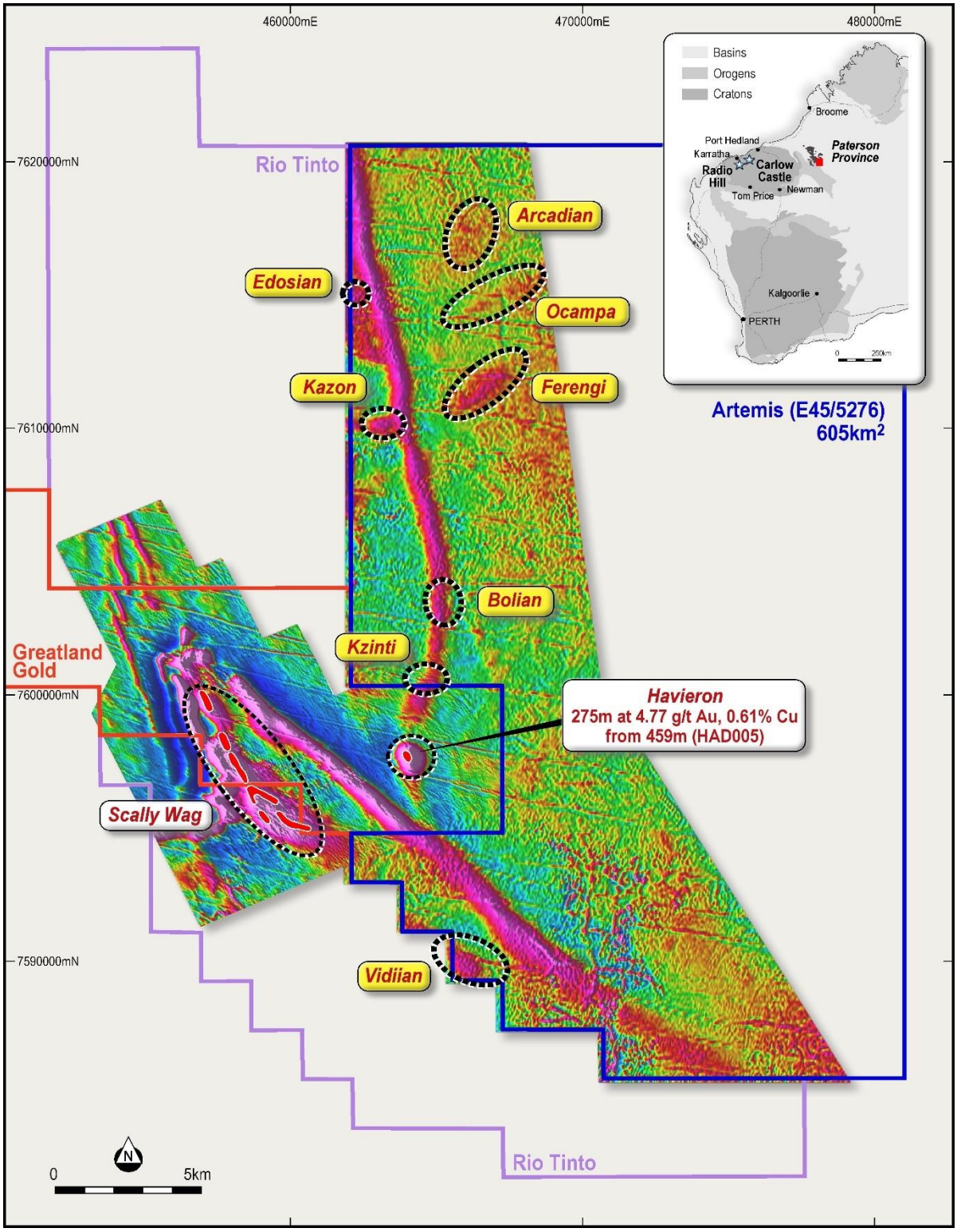

Figure 10: Artemis Aeromagnetic data, reduced to pole - 1st vertical derivative merged with Greatland Gold Plc magnetic data

Exploration

An airborne magnetic survey covering the western 47% of the Armada tenement was flown in late November 2018. This survey consisted of 3,311 line-km with a line spacing of 100 m at a nominal flight height of 35 m and provided high quality data for geophysical consultants, Southern Geoscience, to process. The survey has identified eight targets within a 22 km radius of Havieron with these targets arbitrarily ranked on magnetic signature/structural character:

- KAZON (Priority 1) - This magnetic unit is ~1km long, striking ~ENE-WSW, terminating against the extensive ~NNW-SSE striking magnetic unit on eastern end (directly along strike from Havieron), structural complexity striking ~ENE-WSW and ~NW-SE.
- FERENGI (Priority 1) - A magnetic unit is ~2km long, striking ~NE-SW - curvilinear in nature, possibly along strike of KAZON structural complexity striking ~NW-SE and ~N-S (terminating eastern end of this magnetic unit).
- BOLIAN (Priority 1) - This magnetic unit is ~1-1.5km long. Distortion/flexure in the extensive overall ~NS striking magnetic unit (directly along strike from Havieron) from ~N-S to ~NNW-SSE, some apparent thickening or circular zonation in the magnetic unit, structural complexity striking ~NW-SE.
- KZINTI (Priority 1) - Based on the recent detailed magnetic survey data this magnetic unit is ~1km long. Distortion/strike change in the extensive overall ~N-S striking magnetic unit (directly along strike from Havieron) from ~NE-SW to ~N-S, structural complexity striking ~NW-SE.
- ARCADIAN (Priority 2) - Low amplitude, broader magnetic unit perhaps at deeper bedrock level, >2km length, striking ~NNE-SSW, structural complexity striking ~NE-SW and ~N-S.
- EDOSIAN (Priority 2) - Adjacent to the tenement boundary, based on our recent detailed magnetic survey data this magnetic unit is >1km long although may extend W/NW off tenement, terminating against the extensive ~NNW-SSE striking magnetic unit on eastern side (directly along strike from Havieron), structural complexity striking ~NW-SE.
- OCAMPA (Priority 2) - Low amplitude, linear magnetic unit perhaps at deeper bedrock level, >2km length, striking ~ENE-WSW, structural complexity striking clearly ~NE-SW and ~N-S.
- VIDIIAN (Priority 2) - Based on the recent detailed magnetic survey data and surrounding regional magnetic data, this magnetic unit is ~3-4kms long, striking ~NW-SE, structural complexity on the western and eastern ends. Likely a SE extension of the Greatland Gold – Scally Wag linear/extended magnetic trend.

Gravity Surveys

The results of the gravity survey identified three new gravity targets: Bandi, Orion and Romulan, ~4km northeast of Haverion, shown in Figure 11. This is in additional to the previously identified eight magnetic targets. The recent gravity and airborne magnetic surveying have identified eleven (11) new targets within a 22 km radius of the Havieron Project. Artemis has now ranked these targets on magnetic signature, density contrasts and structural character/complexity.

Initial detailed aeromagnetic survey results and high-level interpretation defined 8 primary targets (as announced on the 17th January 2019), with four of these were rated a Priority 1 ranking (Kazon, Ferengi, Bolian, Kzinti).

- Priority 1 Targets – Kazon, Ferengi, Bolian and KzintiI given more coherent/stronger magnetic anomalism and or structural complexity/controls, proximity to the known Havieron mineralised system.
- Priority 2 Targets – Arcadian, Edosian, Ocampo and Vidiian - given subtler magnetic signature / lower confidence or lack of full survey coverage

The semi-regional gravity survey and 3D inversion outcomes have defined limited density contrast targets in several locations, however very few were directly coincident with the eight (8) aeromagnetic primary targets. The 3D gravity inversion-isosurface results (Figure 11) with the earlier defined aeromagnetic targets has re-ranked targets. Bandi, Orion and Romulan have been now added along a ~NW-SE trending gravity ridge situated ~4km NE of Havieron. The previous eight targets have been refined and three new targets have been claimed.

Looking at these surveys together:

- **Ocampa, Orion and Romulan** are coincident/near coincident gravity and magnetic bedrock targets, all of these also exhibit alignment along structural breaks/trends in either a ~NW-SE or ~NE-SW sense and are believed worthy of follow-up/potential deep drill testing.
- **Kazon, Ferengi, Bolian and Bandi** represent higher priority/ranked aeromagnetic targets believed worthy of follow-up/potential deep drill testing given their clearer magnetic signatures, alignment along structural breaks/trends and proximity to the Havieron mineralisation.

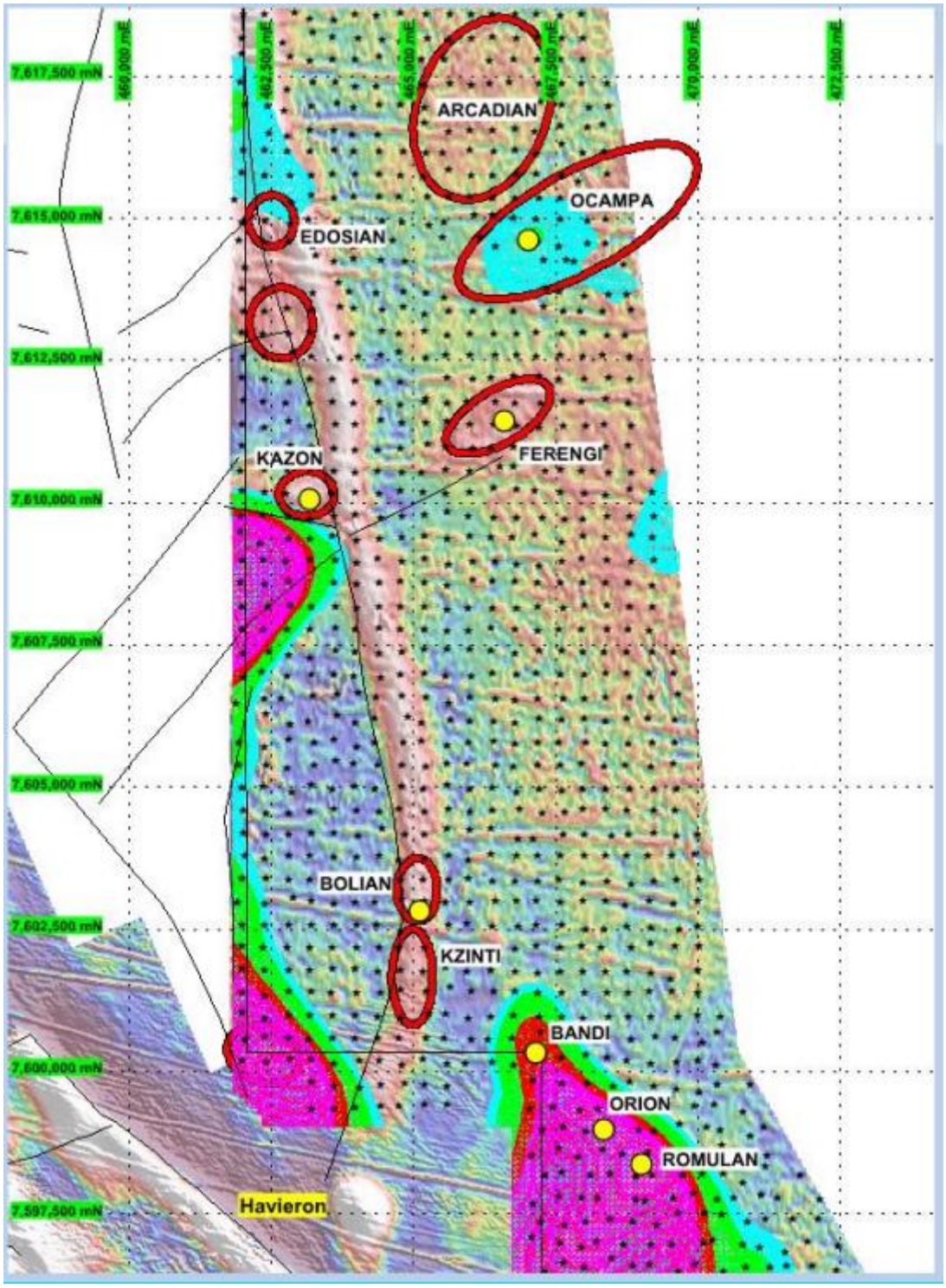

Figure 11: Armada Project, Paterson Ranges - Aeromagnetic/Gravity Targets with 3D Inversion isosurfaces for Gravity (0.02 to 0.06 - light blue to purple/magenta) and defined/updated target positions for potential deep drill testing (yellow circles) - 7 total.

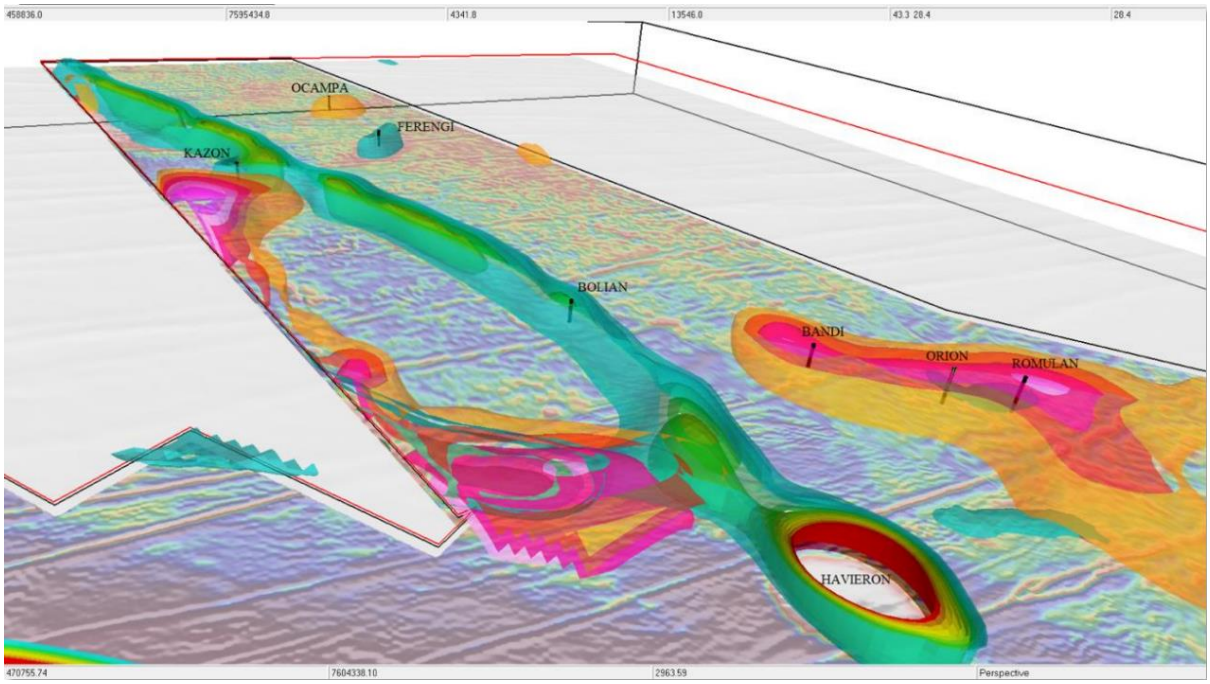

Figure 12: Armada Project, Paterson Ranges - 3D Inversion Results for Aeromagnetic/Gravity – Primary Target/Potential Deep Drill Holes Highlighted. Warm colours gravity inversion shells and green/cooler colours magnetic inversion shells (with exception of Havieron which is an intense magnetic high).

Future Plans

At Armada with the primary ranked geophysical targets generated and given a suitable partner, there is an exploration pathway that may include:

- Orientation high powered EM/MT ground surveying/soundings - limited transects over primary target zones to characterise the conductivity properties of the thick cover sequence and also the thickness/depth to basement.
- Drilling an initial deep drill hole on deemed primary target and completing downhole geophysical logging to define the conductivity/physical properties of the thick cover sequence and also the thickness/depth to basement.

Artemis has also undertaken reprocessing of open file seismic data collected from the Moodoo seismic survey line NC87-13. This data was acquired in 1987, processed and initially interpreted to determine the hydrocarbon prospectivity of the Mesozoic sediments overlying the Proterozoic Patterson Province geology. Since then there have been significant advances and improvements made in processing techniques which appreciably enhance and improve resolution of stratigraphy and more importantly structures. The information obtained is not expected to have direct exploration application but will provide valuable additional information on structures and thickness of cover which can be integrated with the gravity data to improve modelling of targets. This line passes directly over the Armada tenement and approximately 2.5km southeast of Greatland Gold's Havieron Prospect.

Artemis will be continuing with their data compilation from historic exploration records sourced from the DMIRS WAMEX data repository and from other public documents from neighbouring projects.

47 PATCH Au

Bulk sampling and testing were continued throughout the year at 47K Patch. Based upon handheld GPS surveying of disturbed areas, a total of 14,500m^2 has been examined and detected, virtually all of which is within the drainage system. Interpretation of satellite imagery (Figure 13) shows this drainage to be strongly controlled by minor faults/joints within the host stratigraphy.

The sampling has indicated gold is sourcing from multiple zones within the profile with the only zone positively identified being on the basal contact of the sequence. It is believed that the gold has then been concentrated into the drainage by erosional processes.

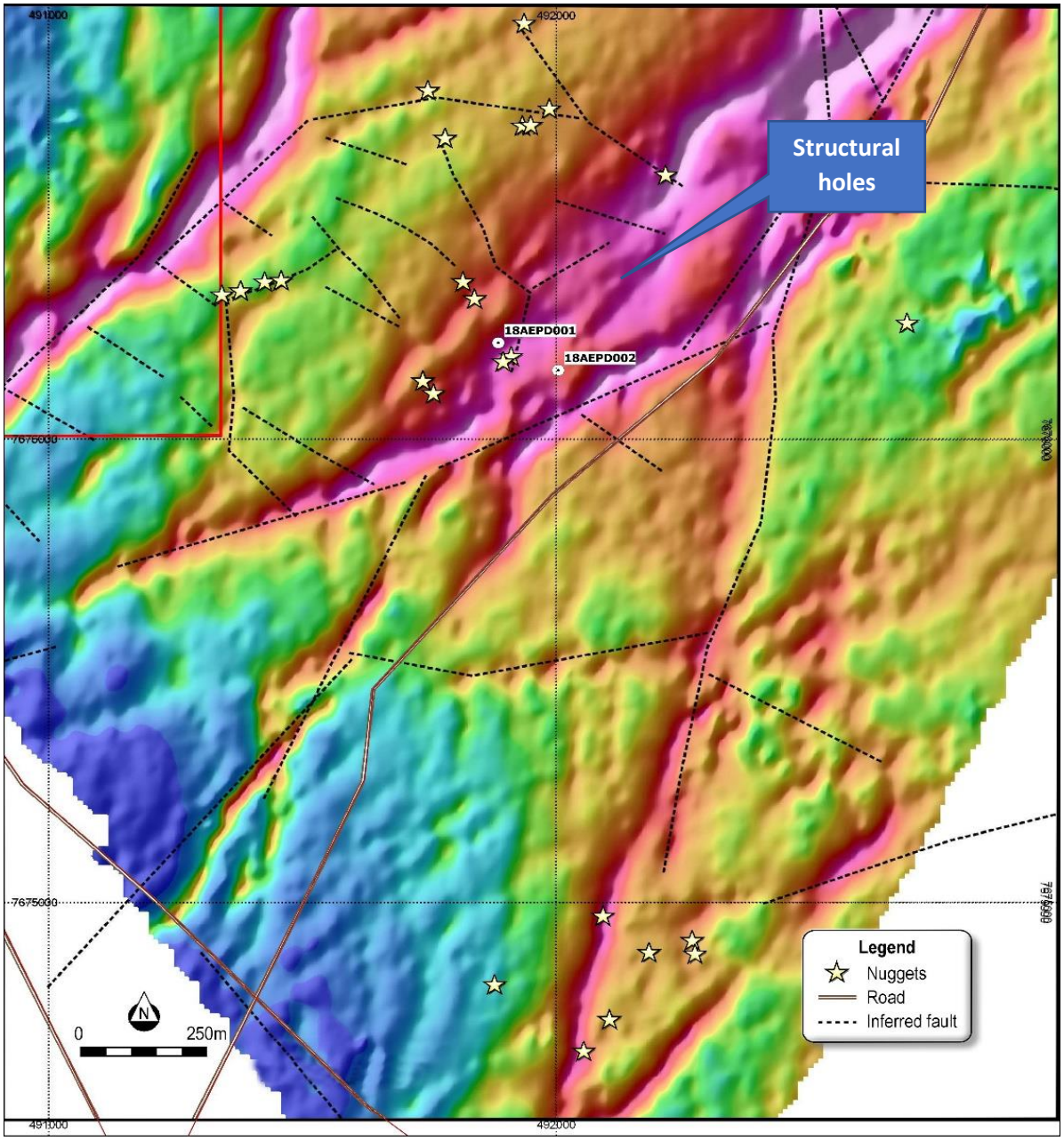

Figure 13: 47K Patch Drainage, Structure and Sampling Map

A total of 8,188g of >5mm gold nuggets have been recovered from near surface. Generally, the nuggets recovered display a more rounded character than those derived from Purdy's Reward, suggesting a higher energy, more aggressive deposition environment. This general coarseness of the nuggets recovered encourages the company to believe the source is within close proximity.

Two short diamond structural drill holes were completed during the December quarter in accessible areas to determine the stratigraphy of the area, both holes were found to have collared directly in Pilbara Supergroup basement. Both holes intersected anomalous gold values derived from thin <5mm thick quartz carbonate pyrite veins within brecciated andesite.

Subsequently a Sub-Audio-Magnetic (SAM) survey was completed over the 47 Patch area defining multiple large features within the basement which are interpreted to be significant structural corridors. It should be noted that the Company has completed all necessary heritage and biodiversity surveys, therefore once the mining area is defined, a Mining Proposal can be submitted to the Department of Mines, Industry Regulation and Safety (DMIRS) to support a mining lease application.

NOVO JOINT VENTURE – WITH PALEOPLACER AND CONGLOMERATE GOLD

There has been strong progress at Purdy's Reward by our JV partners Novo Resources during 2018/19.

Environmental surveys were extensive and included baseline surveys on flora/vegetation, vertebrate fauna, stygofauna, hydrogeology, soil assessments, mine waste characterisation, groundwater monitoring, studies of the geochemical characterisation of the lithological units and Aboriginal heritage surveys with the Ngarluma Aboriginal Corporation. These background studies will allow for further exploration, including drilling, trenching and bulk sampling – followed by applications for mining. Novo has generated a Mineralisation Report covering exploration results on the Purdy's Reward (and their adjacent Comet Well) exploration lease. The Mineralisation Report forms the basis for conversion of an exploration license (E47/1745 at Purdy's Reward) to a future mining lease.

During the December quarter, Novo used detailed geological mapping to assess geological scrapes to determine effective bulk sampling sites. Six bulk samples, each ≈5 tonnes were taken and four sent to the SGS laboratories for assay. Some results are pending.

In addition, seven diamond drillholes (Figure 14) for a total of 360.98m were drilled between August-October 2018. The core is being logged for use in a 'mine sequence' for Purdy's Reward. Holes 18PDD001, 18PDD002 and 18PDD005 intersected approximately 12m of conglomerate and sands, while 18PDD003 intersected the conglomerate unit much deeper, believed to be due to a steep dipping fault. Unfortunately, 18PDD004, 18PDD006, and 18PDD007 did not intersect conglomerate. Novo are also re-logging historical diamond drillholes which will be incorporated into a MicroMine 3D Model that is being developed. Furthermore, Novo are using CoreScan© technology to provide geochemical and geophysical results.

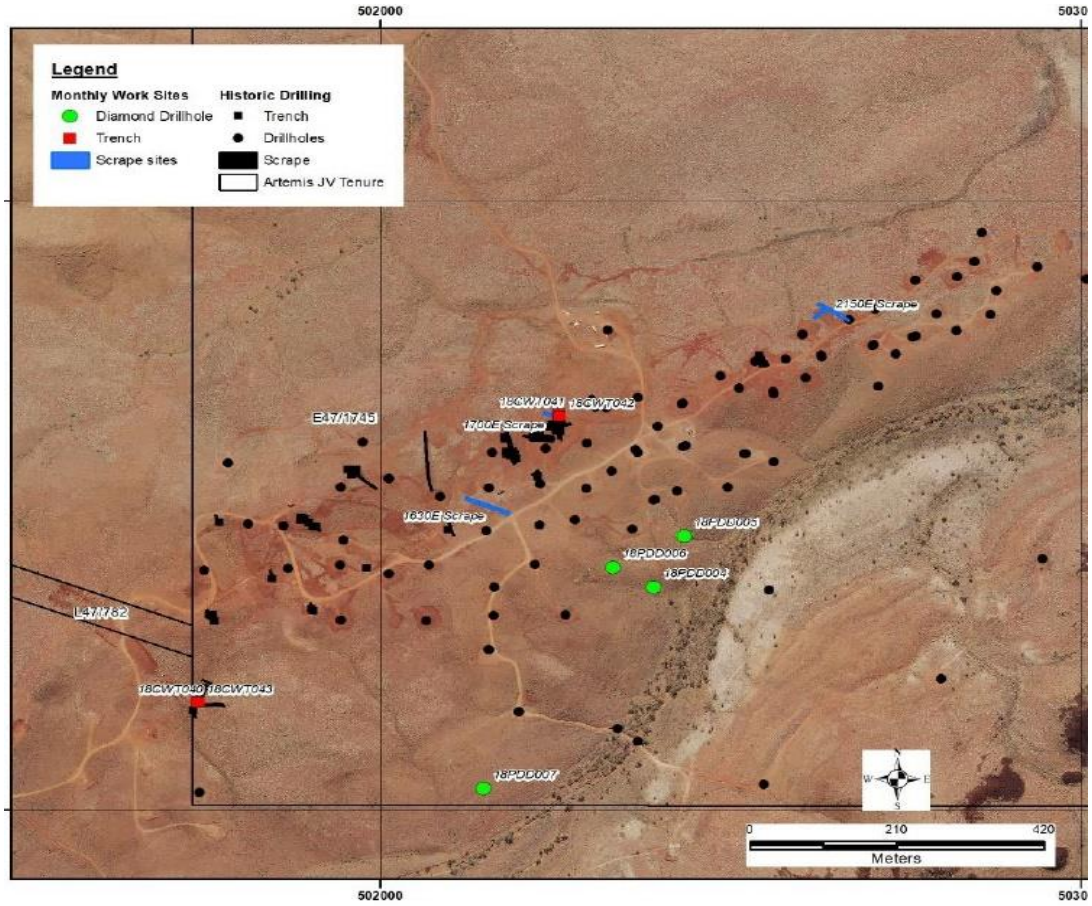

Figure 14: Bulk sampling and drill hole location at Purdy's Reward

BALMORAL

The Blacktop diamond project is approximately 85 km SSW of Karratha and 60 km south of the Radio Hill plant. The diamond potential at Balmoral was previously assessed by a DeBeers/Tawana Resources NL JV during 2006/07. As well as being prospective for diamonds the tenements are also prospective for cobalt, base metals and gold.

Deep Drilling Program

Artemis completed its deep hole drilling program in the West Pilbara in August 2018. Hole ASD-1 was terminated at a depth of 1,348.5 metres while ASD-2 was terminated at a depth of 790.5 metres. The CSIRO completed Minalyser and Hylogger scans of both Balmoral deep drillholes.

ASD-01 was co-funded via $120,000 of funding from the State Government's Exploration Incentive Scheme (EIS). Artemis thanks GSWA and DMIRS for their support. All drill core has been donated to the GSWA Core Library. The CSIRO has completed with characterisation sampling of the lithological units within the stratigraphy.

Although the drilling disappointingly did not penetrate the full thickness of the Fortescue Group to test the prospective Mt Roe Basalt basal contact, drilling did show the level of complexity of the geology and topography of the base of the Hamersley Basin sediments and top of the Pilbara Supergroup basement.

With coarse nuggety gold being recovered from this Mt Roe Basalt basal contact zone at Purdy's Reward/Comet Well in the West Pilbara, the Bellary Dome near Paraburdoo and Loudens Patch south of Whim Creek indicates an area approximately 450km wide by >250km east-west where this style of gold occurrence may have been recognised rather recently, despite >100 years of prospecting and exploration.

The significance of this and distribution of basin margins and basal topography show that much more research of this geological position is imperative.

Geology and Mineralisation

The project area is dominated by the Fortescue Group, a thick sequence of Archaean mafic and felsic volcanic piles and associated sedimentary rocks that unconformably overly the Archaean Pilbara Craton granite-greenstones. The geology within the tenements is dominated by the Tumbiana overlain by the Maddina Formations.

The Tumbiana Formation conformably overlies the Kylena Formation and contains mainly coastal and near-shore facies sedimentary rocks ranging from stromatolitic and clastic carbonates, argillite, sandstone, primary and reworked tuff and minor conglomerate; with a minor mafic lava component. The Maddina Formation comprises mainly basalt flows, pillow lavas, fine- to coarse-grained and mafic volcanic rocks. Non-volcanic sedimentary rocks include stromatolitic carbonate, quartz sandstone, conglomerate and argillite.

Diamond bearing Kimberlites have intruded the basement series. To date no Kimberlite outcrops have been identified within the Artemis tenements. All the diamonds found at Blacktop have been in alluvial sediments along creeks.

Deposit Exploration

Regional sampling at Blacktop in 2006 by De Beers consisted of stream geochemistry and BLEG (Bulk Leach Extractable Gold) with Fox Resources conducting validation BLEG and stream sampling along with numerous rock chip samples. All samples were analysed for numerous elements including cobalt, copper, silver nickel and gold.

Many of these rock chip samples were in and around the numerous VTEM anomalies identified by a regional scale survey completed in September 2007. Most of the anomalies were ascribed to pyritic sediments. Artemis believes the inferred presence of Kimberlites indicate deep crustal structures that could be conduits for other styles of mineralisation.

A 6,000 t bulk sample from Blacktop consisting of a composite of 10 separate samples of kimberlite of variable country rock dilution was tested by De Beers for diamond grade and quality. The samples produced 2,320 stones totalling 163.89 carats with an average stone size of 0.0706 carats. The reported grades varied between 0.08-8.63 carats per hundred tons (cpht) and possibly reflected to some extent the country rock dilution and also the variable grade along strike. The parcel of stones was valued at US$52.56/ct as a reflection of the small stone size rather than the quality of the diamonds, which were generally clear and exhibited variable resorption from very low to dominant.

Commenting on the diamonds, Tawana reported that the valuers considered that the parcel was unusual as it contained no boart (low quality industrial) diamonds.

MUNNI MUNNI

Munni Munni is approximately 35 km by road SSW of Karratha and less than 10 km by road south of the Radio Hill plant. (Artemis Announcement 20 Aug 2018). Munni Munni is prospective for platinum, palladium, gold and rhodium across four mining leases.

The Platinum Group Elements ("PGE") potential was first recognised by Dr. John Ferguson in the 1980's, and accordingly the mineralised horizon is referred to as the "Ferguson Reef". Exploration activities since the initial discovery have identified a significant PGE and gold resource. The entire known resource is contained within four granted mining leases and all possible extensions of the Ferguson Reef are within Artemis exploration tenements.

Geology and Mineralisation

The Munni Munni deposit is located within the Archaean Pilbara Craton, hosted by the Munni Munni Igneous Complex (MMIC). The MMIC is a layered mafic-ultramafic package of predominantly gabbroic rock. The PGE mineralisation is located within the Ferguson Reef at the contact between the lower ultramafic rocks and the upper gabbroic rocks. The main section of the Ferguson Reef averages 2.6 m thick with a strike length of approximately 2 km extending from surface dipping approximately 45° to more than 1 km deep.

The mineralisation has two ore domains comprising 'high sulphide' (Cu >1,000 ppm) and 'low sulphide' (Cu <1,000 ppm). The dominant sulphides are chalcopyrite and pyrrhotite with trace pentlandite, typically comprising 1% to 2% of the rock. Chromite does not occur as an accessory mineral in the reef making any concentrates produced more valuable than traditional higher chromium concentrates. There is potential for extensions of the Ferguson Reef along the eastern side of the Munni Munni intrusion where it is untested by drilling. The southern portion of the MMIC is unconformably overlain by flat-lying sediments and volcanics of the Mount Bruce Supergroup and more particularly the Fortescue Group.

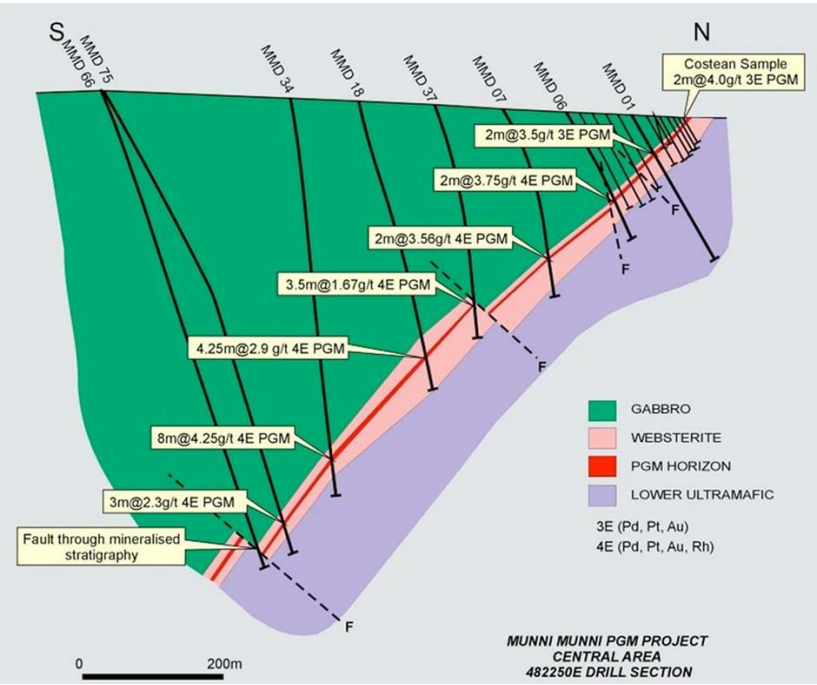

Figure 15: Cross section through Munni Munni Intrusion showing Ferguson Reef

MT CLEMENT

The Mt Clement tenements are 30 km southwest of the Northern Star Resources Ltd (ASX: NST) Paulsens gold mine and plant. Northern Star has entered into a JV on this project with Artemis maintaining an 80% interest as project operators, (Artemis Announcement 18 May 2017).

Geology and mineralisation

The main prospect at Mount Clement lies within a lens of oxidized and silicified siliciclastic and chemical rocks which are generally conformably confined within the Ashburton Formation, see Figure 16 and Figure 17. The lower part of the lens (LMZ) contains anomalous levels of silver, arsenic and gold. The upper part of the lens (UBZ) is extensively silicified and ferruginised and characterised by anomalous manganese.

The main prospect is interpreted by Davy et al (1991) as a sediment-hosted, deep-marine, hot-spring deposit. The Eastern prospect at Mount Clement is a sulphide bearing fracture filling formed as a result of dextral wrenching after the deposition of the Ashburton Formation. It is characterised by anomalous levels of silver, arsenic and gold which may have been derived, in part by leaching of wall rocks.

Metal-bearing fluids were probably released during burial metamorphism of the supracrustal sequence, and subsequently transported along major fractures. These fractures were either formed, or reactivated, during continental crustal collision between the Pilbara and Yilgarn Cratons.

Mineral Resources

Artemis commissioned Apex Geoscience (Apex) in July 2011 to complete a mineral resource estimate for Mt Clement. This resource estimate, was reported in accordance with the 2004 JORC Code and utilised all existing data including a total of 90 RC and diamond drill holes.

Apex estimated an Inferred Resource at a lower cut-off grade of 0.5 g/t Au of approximately 1.1 Mt @ 1.77 g/t Au and 17.0 g/t Ag for a contained 64,400 oz Au and 618,500 oz Ag. The mineralisation remains open at depth and along strike, indicating strong potential to substantially increase these resources with further drilling. Artemis plan further work at Mt Clement including upgrading of the resource estimate so that it can be reported in accordance with the 2012 JORC Code.

Nagrom's LeachWELL bottle roll tests in February 2017 with gold recoveries at over 97% confirms that the Mt Clement project mineralisation is amenable to conventional cyanide leaching. A scoping study, managed and co-funded by Blackrock Metals Pty Ltd, will determine the feasibility of open pit mining and heap leaching of the gold

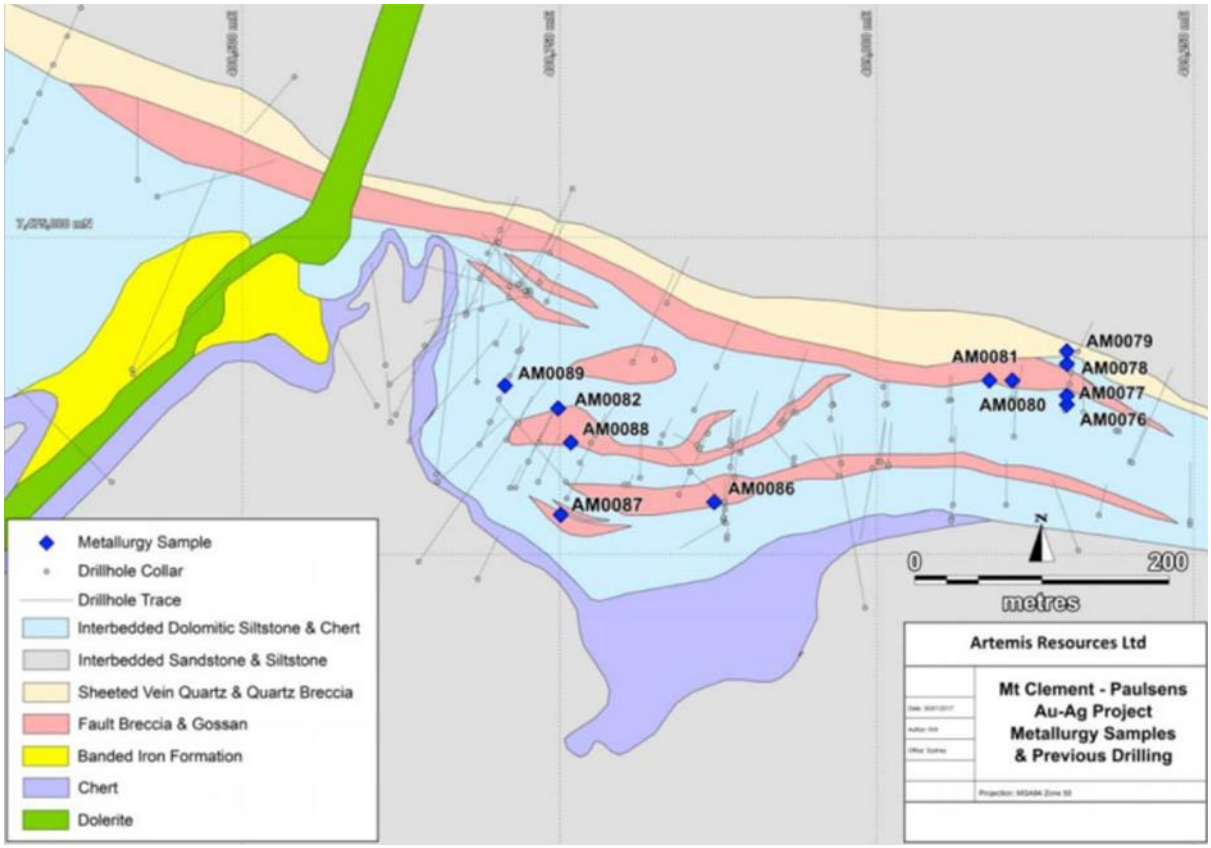

Figure 16: Mt Clement local geology

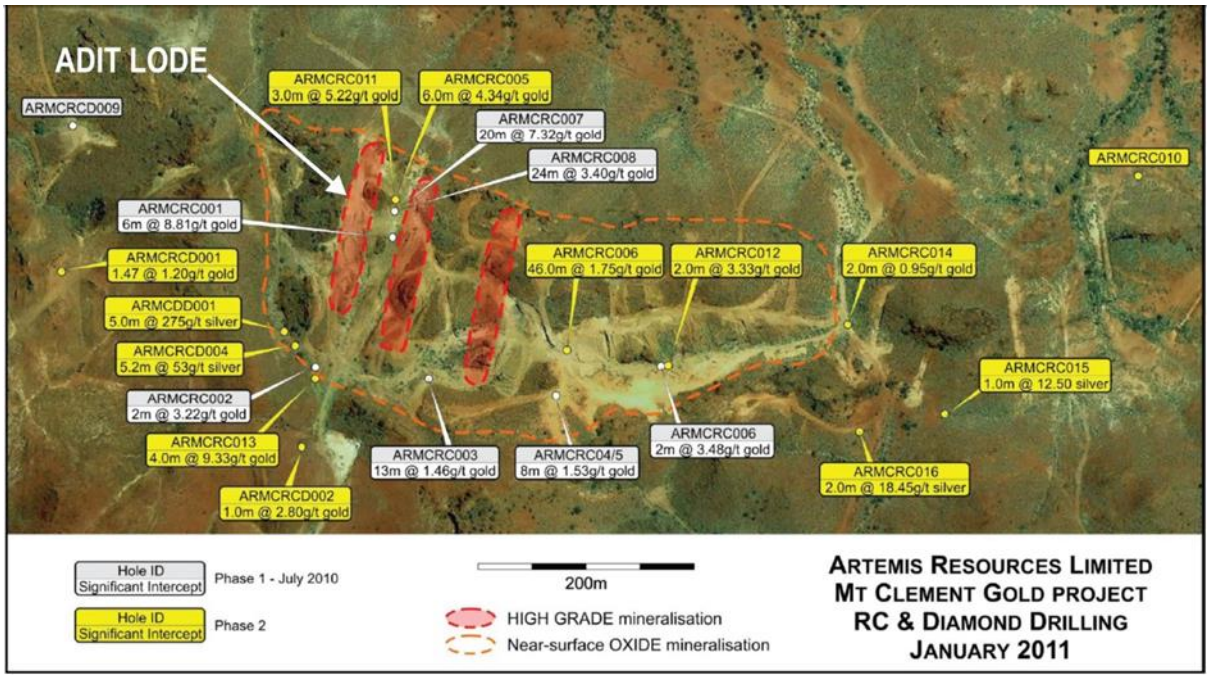

Figure 17: Significant drilling results from Artemis drilling 2010/11 at Mt Clement

NICKOL RIVER

The historical gold production at Nickol River comes from four main areas: Tozer's, Boiler, Nickol South and Lydia. These prospects are located 14 km east of Karratha and just north of the Northwest Coastal Highway, Figure 18. Artemis has entered into a partnership with D & K Corps Investments Pty Ltd for access to some of their mining leases.

Mining

The Company has identified significant areas at Nickol River that are highly weathered and free-dig from surface to depths of between 2 - 6 m that would potentially be amenable to bulk scale mining and processing using a modern gravity plant for gold recoveries.

Also, as previously reported on 25 January 2017, previous trial mining operations at Nickol River reported by Sir Samuel Mines NL listing Prospectus, noted that in 1984 a 10 tonne per hour plant tested 600 t of surface material yielding a recovered grade of 0.33 g/t Au and in 1985 a bigger 40 t/hr pilot plant processed 42,500 t of surface material yielding a recovered grade of 0.15 g/t Au.

There are currently no Mineral Resources reported in accordance with the JORC Code at Nickol River as the previous work outlined in the 1980's in the Sir Samuel Mines NL Prospectus was published prior to the existence of the JORC Code.

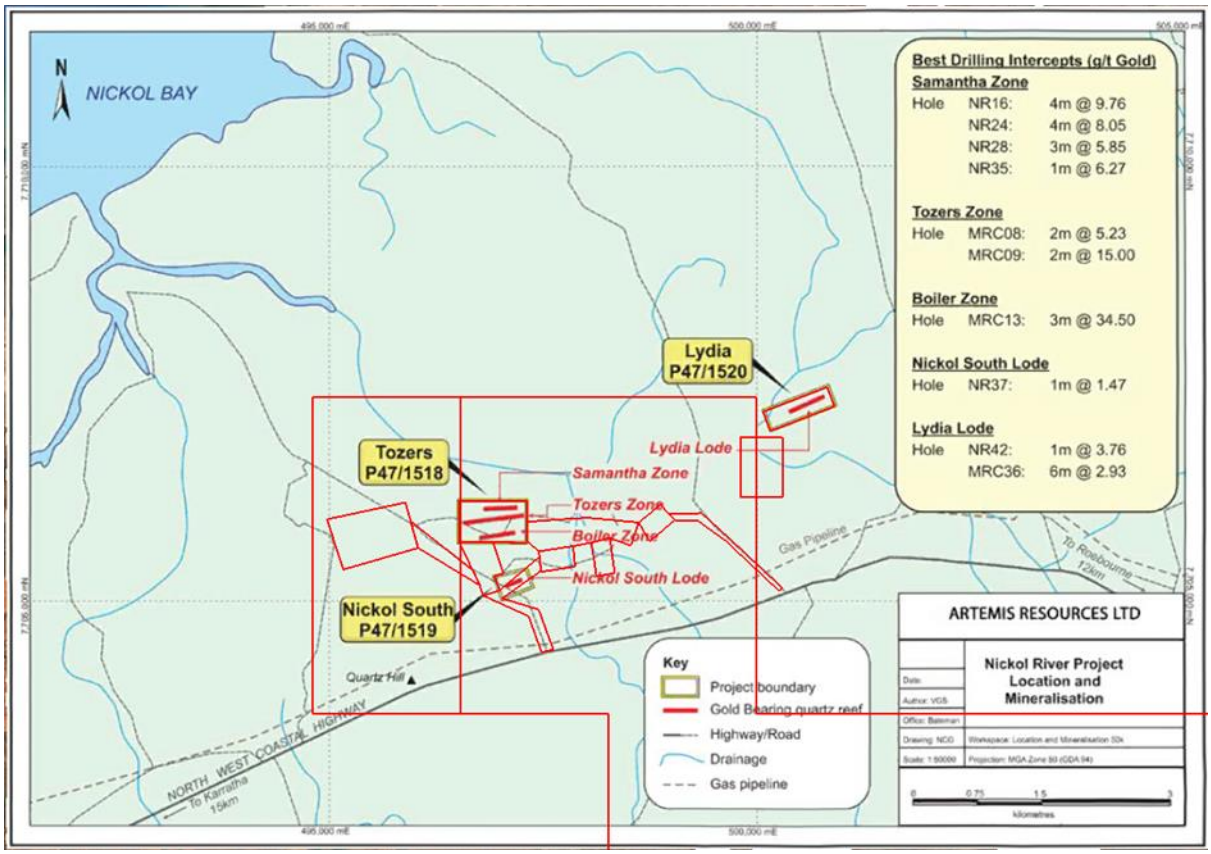

Figure 18: Nickol River tenements

Exploration

Prior to Artemis historic work on the Nickol River tenements included 58 RC Drill holes, mapping and soil sampling. In 2012 Artemis carried out auger soil sampling in the western portion of P47/1518 (now M47/1527) as well as a limited rock chip sampling program to confirm the earlier results. The auger sampling identified broad gold anomalies, with a maximum assay result of 6.9 g/ t Au. The rock chip sampling also returned anomalous Au with results of up to 14.8 g/t Au from the Samantha Lode. The work completed by Artemis confirmed the tenor of gold mineralisation as identified in the historic exploration activities.

The gold geochemistry from the 2018 regional sampling program discussed earlier in this section is strong over the Nickol River alluvial area, Figure 18. This is in part due to the extensive disturbance by mining over the area, however the geochemistry generally suggests the known shear zones hosting primary mineralisation as at the Samantha, Tozers and Boiler zones may be replicated elsewhere.

Artemis has taken bulk samples from a series of trenches to better define gold mineralisation and guide further drill hole planning.

MOUNT OSCAR

Significant gold bearing sedimentary sequences have recently been identified by Artemis geologists on the Mt Oscar tenement that are considered to be part of the Archean Fortescue Group and hence can be correlated with the Purdy's Reward sequence of mafic sediments and polymictic conglomerates located 21 km to the south-west. This is contrary to the governmental mapping by DMIRS on the Roebourne 1:100,000 map sheet which interprets the sequence to be at the base of the older Whim Creek Group and accordingly part of the regional Pilbara Supergroup, see Figure 19 (Artemis Announcement 14 Nov 2017).

Geology and Mineralisation

The Mt Oscar sedimentary sequences extend over an east-west strike length of 14 km (Figure 19) with true widths up to 75m thick in outcrops at the Churnside Prospect. Artemis geologists have collected gold bearing samples at both the eastern and western ends of these conglomerates. The conglomerates at Mt OscarWits are more quartz rich and appear 'cleaner' than the Purdy's Reward more mafic rich conglomerates with the matrix at Mt OscarWits primarily quartz sand and the conglomerate clasts composed of quartz and chert pebbles and boulders.

The sedimentary sequences at Mt OscarWits appear to have been folded and faulted creating duplication with four units mapped in several places over the significant strike length.

Significant gold bearing sedimentary sequences have recently been identified by Artemis geologists that are considered to be part of the Archean Fortescue Group and hence can be correlated with the Purdy's Reward sequence of mafic sediments and polymictic conglomerates located 21 km to the south-west.

The Mt OscarWits sedimentary sequences extend over an east-west strike length of 14 km with true widths up to 75m thick in outcrops at the Churnside Prospect. The sedimentary sequences at Mt Oscar appear to have been folded and faulted creating duplication with four units mapped in several places over the significant strike length.

Recent geological mapping, rock chip and stream sediment sampling at Mt Oscar identified extensive sequences of principally quartz and chert clast conglomerates with anomalous gold mineralisation. The discovery of these watermelon seed nuggets using metal detectors adds to the further prospectivity of Mt Oscar conglomerate gold potential.

Exploration

A total of 8.3 gm of "watermelon seed" nuggets were found by Artemis by using a metal detector at the "Fairmont Prospect" along the Mt Oscar conglomerate trend.

Recent geological mapping, rock chip and stream sediment sampling at Mt Oscar identified extensive sequences of principally quartz and chert clast conglomerates with anomalous gold mineralisation confirmed over a 14 km strike length. The discovery of these watermelon seed nuggets adds to the further prospectivity of Mt Oscar conglomerate gold potential.

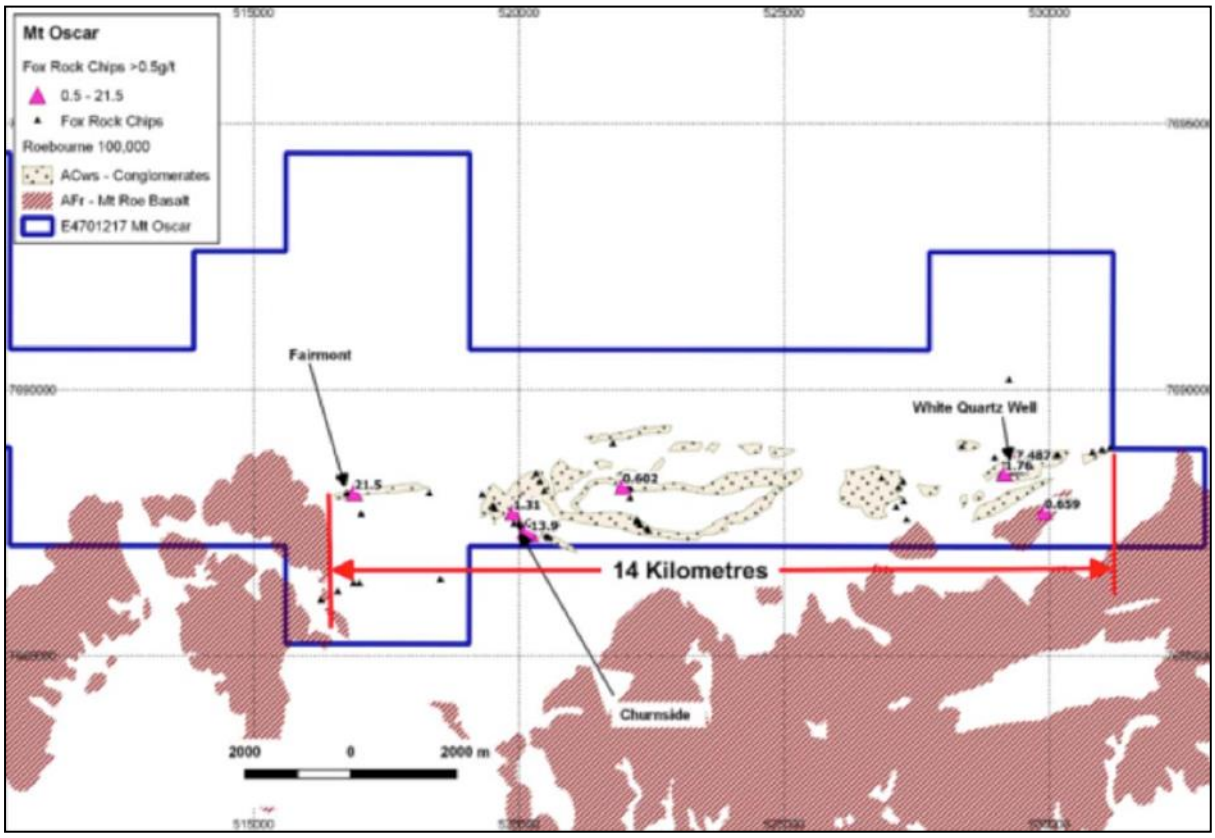

Figure 19: Artemis reconnaissance sampling and mapped conglomerates at Mt OscarWits.

The Fairmont prospect has returned the highest gold assay in rock chips of 21.5 g/t Au from a ferruginous pebble conglomerate. A conglomerate unit at White Quartz Hill, 12 km east of Fairmont, returned a peak gold assay in rock chips of 6.38 g/t Au. Another rock chip sample at the Churnside Prospect, 4 km east of Fairmont, returned a peak assay from a rock chip of 10.93 g/t Au. The Churnside sample was recovered from a coarse-grained clast supported cobble conglomerate and likely represents a primary placer style form of mineralisation in a high-energy environment with a high coarse gold component.

OTHER GOLD PROJECTS

Regional Exploration

Besides exploring for conglomerate hosted gold at Purdy's Reward under the Novo JV, Artemis is exploring for other styles of gold in its other West Pilbara tenements. The West Pilbara has a long history of small-scale gold production predominantly from quartz vein related systems.

Artemis noted the presence of shear zone hosted gold at Nickol River feeding the alluvial/eluvial systems in the area and the axial plane quartz-gold-arsenopyrite mineralisation at Weerianna along with the multiple other known gold sources within the greenstones. After consideration of this information, geochemical exploration was initiated in the Carlow Castle area where Artemis has confirmed with drilling a Au-Cu-Co JORC Code (2012) Resource.

Based on the Carlow Castle success, sampling was subsequently expanded to cover virtually all Artemis' tenure, Figure 20 (Artemis Announcement 5 Nov 2018).

Artemis took soil samples 100 m apart along 400 m spaced lines aligned north-south. A total of 12,247 samples have been collected and analysed for a suite of elements.

All data presented in Figure 21 below has been domained based on the GSWA 1:100,000 geological mapping, then ratioed using the 25th percentiles of the data. Data was contoured using Surfer software using Inverse distance squared (ID^2) and the search ellipse long axis orientated to 80° east of north, contouring/plotting colours are then based on the 99th, 97.5th, 95th, 90th and 75th percentiles of the ratioed values.

The specific purpose of this processing was to highlight the anomalous samples and to minimise the lithological effects/contents of the differing underlying geological sequences.

All the main areas identified in the geochemistry show multi-element responses as summarized below:

- Carlow Castle - Au, Ag, Co, Cu, Ni, Hg, Mo, Se, Te, Pd, Zn
- Monarch - Au, Ag, As, Mo, Ni, Sb, Se, Te, W
- Conqueror - Au, Ag, Hg, Mo, Sb, W
- Pipeline - Au, Ag, As, Co, Mo, Se, Tl
- Silica Hills - Au, Ag, Bi, Mo, Sb
- Nickol River - Au, Ag, Hg, Mo, Se, Tl

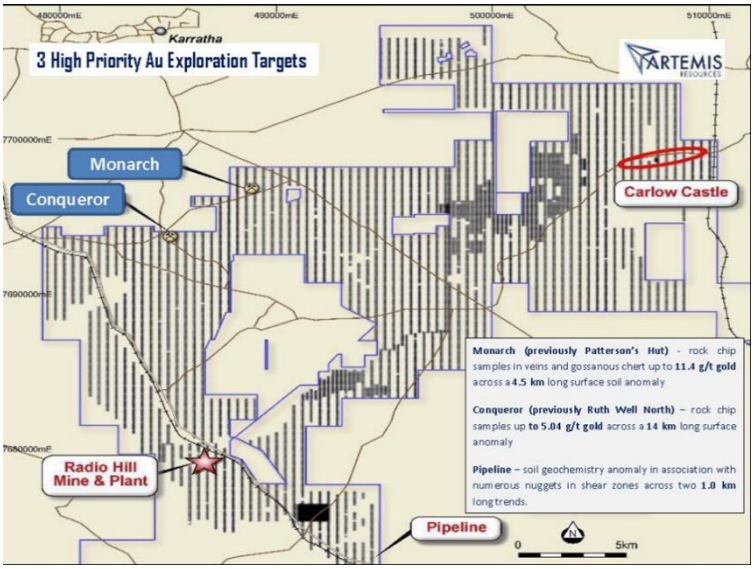

Figure 20: Soil sampling location and areas with Au related targets identified

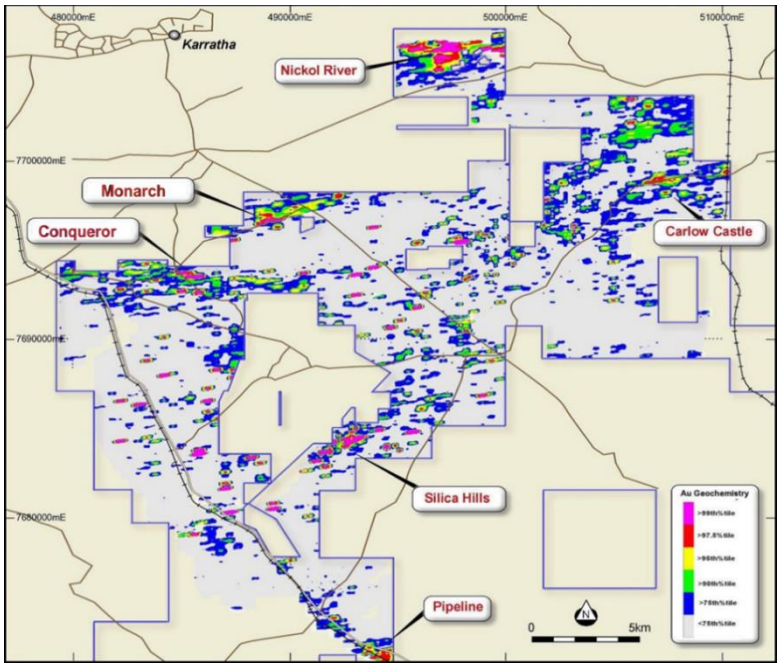

Figure 21: Targets identified or highlighted by regional gold geochemistry

The main non-conglomerate gold exploration targets in Artemis' West Pilbara tenements are at Monarch and Conqueror, identified as significant soil geochemical gold anomalies during a regional geochemical survey carried out by Artemis in 2018. Figure 20 illustrates the location of the Monarch and Conqueror prospects.

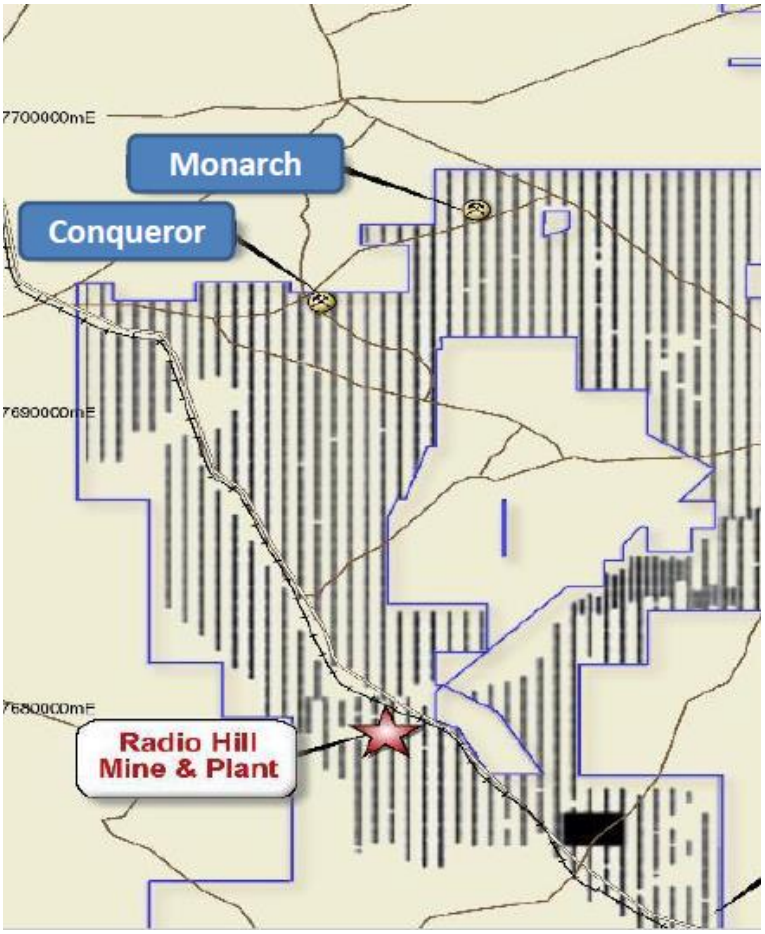

Figure 22: Location of Monarch and Conqueror prospects, relative to the Radio Hill plant

MONARCH

Monarch is an entirely new area of gold in soil anomalism (to 68 ppb Au) and mineralisation. The soil geochemistry shows a continuous anomaly >95th percentile over 4.5 km with an additional 1.7 km to the west after a discontinuity, Figure 22.

Geological mapping shows the area to be within a wide zone of sheared talcose and cherty schists with multiple strike parallel quartz veins, Figure 22. Rock chip sampling returned values up to 11.4 g/t Au. A discontinuous traverse of 20 rock chip samples over a width of 250m showed 9 samples with responses >1g/t Au to a maximum of 9.89 g/t Au.

Most samples were from quartz veins, but three samples were within gossanous chert, cherty gossan or chert with gossanous lenses which contained 1.41 g/t, 1.32 g/t and 2.41 g/t Au respectively. Of note is that many samples show a silver to gold ratio >10:1 possibly indicative of sulphide mineralisation.

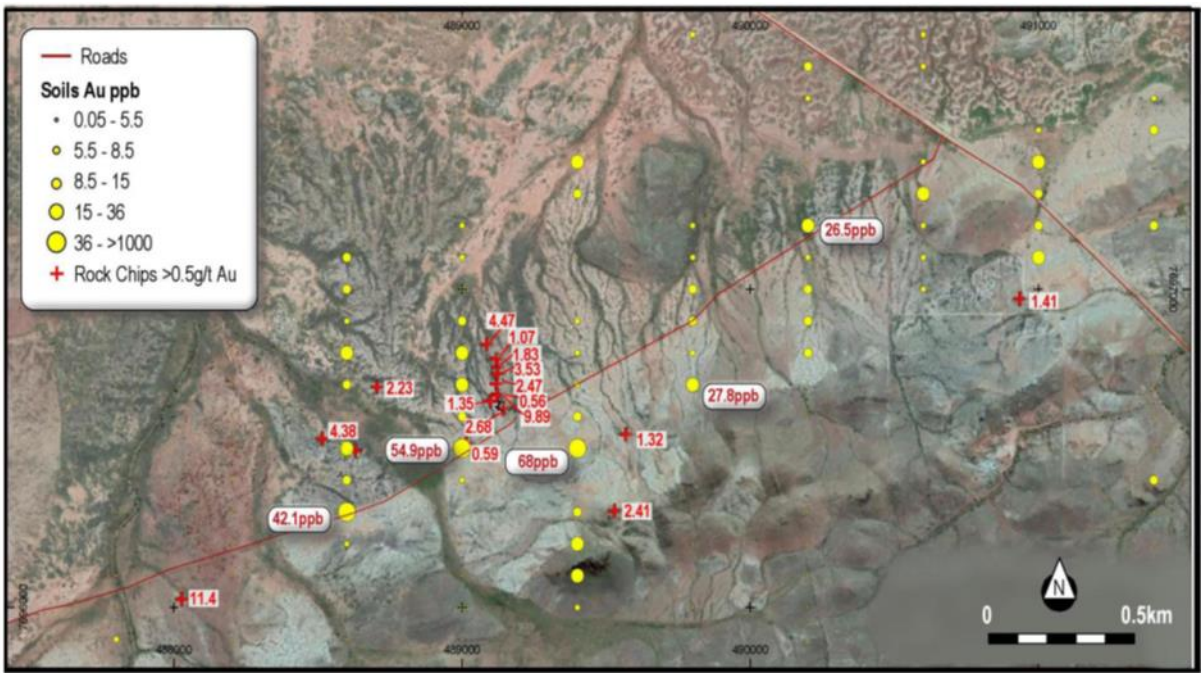

Figure 23: Monarch Central Target with gold in soil and rock chip values over 4.5km strike

The Monarch target is just less than 7km long with rock chip sample grades up to 11 g/t Au. The soil geochemistry suggests the system could be significantly longer. Unfortunately, some 2.5 km of the strike length of the defined shear zone is within tenements pending approval by the DMIRS and are not yet accessible for drilling.

Initial aircore drilling will be used to precisely locate mineralization at depth to be followed by RC drilling to delimit any resources.

Statutory Program of Works (POW) approval for the proposed aircore drilling has been granted but a heritage survey is required before proceeding. Figure 24 illustrates the Monarch exploration targets.

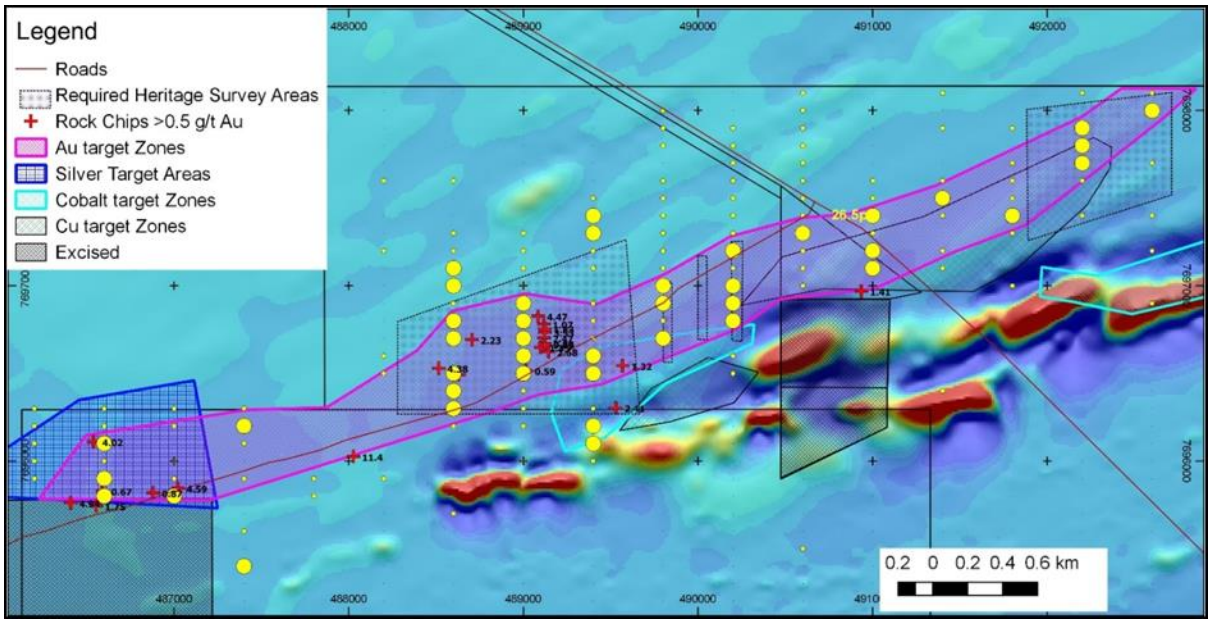

Figure 24: Monarch exploration targets

CONQUEROR

Conqueror is located to the north of the Ruth Well Ni-Cu mineralisation. A discontinuous gold in soil anomaly to a maximum 146ppb Au is traceable for 14 km, apparently relating to a prominent chert ridge and outcrop. To date geological mapping and sampling has had limited success with only one significant sample of silicified laminated sediment containing 5.04g/t Au.

Historic Rotary Air blast (RAB) drilling 5.5km to the east of the main anomalous area along the siliceous laminated chert horizon returned one sample of 0.5 g/t Au over 1 m.

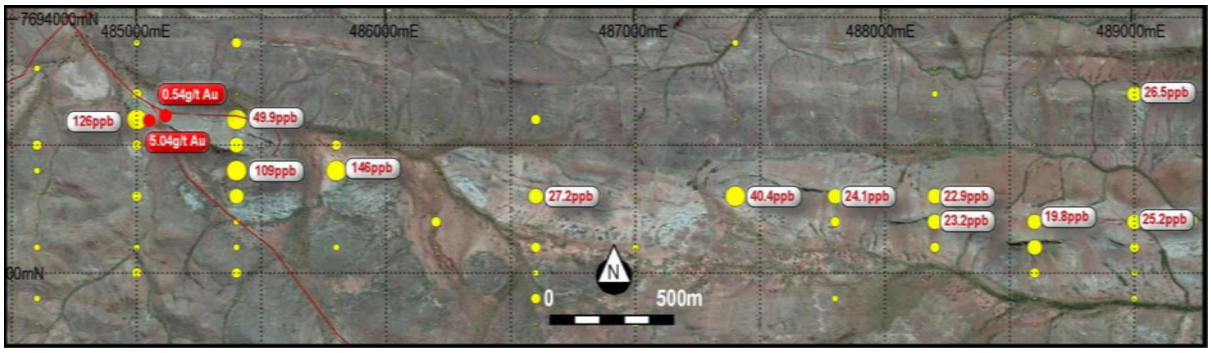

Figure 25: Conqueror Central target with gold in soil values and significant rock chips

Soil sampling and rock chip sampling have defined a shear zone system containing anomalous gold up to 5 g/t Au at Conqueror. Artemis geologists interpret that this system could be over 40 km long.

An extensive aircore drilling program is planned in the central area of Ruth Well where geochemical anomalism appears strongest with coincident anomalous Ag and Cu soil responses. This drilling will be followed by RC drilling to test any mineralisation located by the aircore drilling.

POW approval for the proposed aircore drilling has been granted but a heritage survey is required before proceeding. Figure 26 illustrates the Conqueror exploration targets.

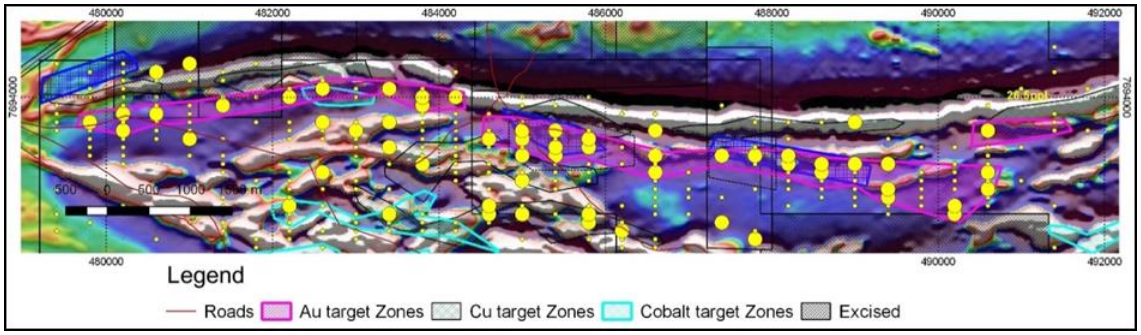

Figure 26: Conqueror exploration targets

PIPELINE

The Pipeline prospect is located to the south east of Radio Hill. Soil geochemistry and metal detected nuggets with a Minelab GPZ 7000 identified two parallel trends approximately 1km apart coincident with aeromagnetic trends. The aeromagnetic trends are interpreted to represent shear zones along the southern contact of the small Yannery Granite intrusion.

Outcrop in the area is subdued with metal detected nuggets being small angular fragments near quartz vein outcrops or scree, and are interpreted to represent the shear zones.

RADIO HILL OPERATIONS, CONSTRUCTION AND REFURBISHMENT

Figure 27: Radio Hill Operations

The Radio Hill processing plant is 35 km from Karratha in the Pilbara region of Western Australia. This base metal flotation concentrator and associated infrastructure was built in 1988. Previous operators have invested more than $60m between 1988 and 2002 (Fox Resources 2004 Annual Report). In September 2002, Fox Resources (Fox) acquired the process plant and underground mine and associated mining leases.

The 425,000t flotation concentrator produced copper and nickel concentrates from the Whundo Copper Mine and the Radio Hill underground mine for export via Dampier Port. In mid-2008 Fox placed Radio Hill on care and maintenance due to weakening copper price which saw US$ copper prices fall to circa US$3,000 by the end of 2008. In March 2017, Artemis acquired the Radio Hill plant, associated infrastructure and tenements from Fox for approximately $4M in cash and Artemis shares (announced 2 March 2017).

In November 2017, Artemis appointed Process 26 Engineers and Constructors ("Process 26") to refurbish and upgrade the existing Radio Hill crushing and grinding circuits (announced 27 Nov 2017). Construction activities commenced on 20 August 2018 to upgrade the facility with the installation of additional crushing equipment, tailings dewatering facilities and a gold room. Gekko Systems ("Gekko") were mobilised to install and commission the gravity gold extraction circuit.

Process 26 and Gekko completed the following:

- **Crushing circuit refurbishment program complete** - including ROM wall replacement, installation of refurbished primary and secondary crushers, conveyor belts, and vibrating screen;
- **Milling and classification area** – steelwork, cyclone cluster and DSM screen installation near completion;
- **Gekko gold circuit complete** – including installation of Inline Pressure Jig, Falcon, Inline Spinner and associated gold room equipment;
- **Gold room building** – structure, cladding and fit out complete with Gemini Table and Barring Furnace placed into position;
- **All slurry pumps have been overhauled;**
- **Thickener and flocculant plant** - foundations and ground slabs complete with thickener lifted into place; and
- **High voltage** – HV cables installed and terminated.

The new flowsheet for Radio Hill is below (28).

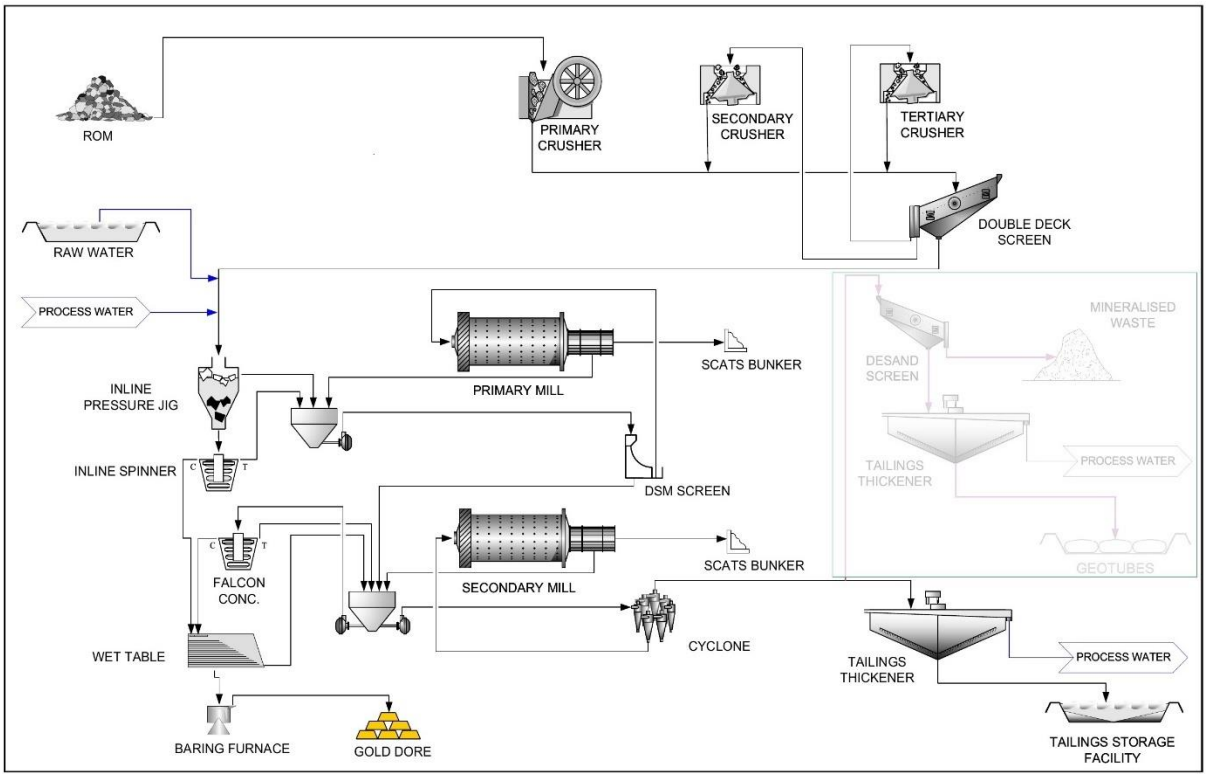

Figure 28: Updated Stage 1 Flowsheet for Radio Hill including Gold Circuit

The final approvals needed to operate Radio Hill with TSF3 were received in June 2019. The mechanical refurbishment and installation of key processing equipment at Radio Hill (29) remains at ≈ 80% complete with outstanding electrical and instrumentation, minor structural repairs and plant piping to be completed once Artemis has defined:

- 2-3 years of plant feed from its extensive gold and base metal asset base; or
- equivalent tonnages of gold ore from third parties or joint venture partners.

Either of these options could support the final investment decision to complete plant refurbishment, but we are pleased to now have all regulatory approvals in place from the DWER and DMIRS.

Figure 29: Radio Hill plant

CORPORATE

- **Munni Munni JV**

During the period, Artemis completed its 70% earn-in on the Munni Munni Project with Platina Resources Ltd (Platina). The Munni Munni Project, Australia's largest PGE deposit, is contiguous to Artemis tenements on all sides and is located approximately 20km from the company's 100% owned Radio Hill Operations.

- **Toll Treating / Campaign Processing at Radio Hill**

The Radio Hill processing plant now has gravity gold processing capability and as such, bulk sampling or campaign processing could be considered from both Artemis-held and third-party tenure. The alliance with Pacton Gold Inc. (TSX.V:PAC, refer ASX announcement 18 October 2018) provides Artemis with a strategic relationship with another regional explorer who could provide ore to be processed at Radio Hill from their portfolio of conglomerate and shear hosted gold targets.

- **Artemis begins trading on U.S. OTCQB Venture Exchange**

In parallel to the Frankfurt listing, Artemis commenced trading on the US OTCQB Venture Market under the ARTTF ticker. This exchange offers early stage and developing international companies the benefits of being publicly traded in the USA with lower cost and complexity than other North American exchanges.

- **Board and management changes**

On 5 February 2019, His Highness Sheikh Maktoum Hasher al Maktoum was appointed Non-Executive Chairman. On the same day Mr David Lenigas and Mr Alex Duncan-Kemp resigned as directors and Mr Daniel Smith was appointed Non-Executive Director. CEO Wayne Bramwell resigned in mid-2019 and Executive Director Ed Mead has taken over as interim-CEO.

- **Share Purchase Plan**

On 31 July 2019, a total of 87,338,535 shares were issued under a Share Purchase Plan at a price of $0.031 per share, raising $2,707,500 before costs.

- **Mine Development**

Artemis' long-term strategy is to advance their mineral resources to support the transformation of their 100% owned Radio Hill plant into a long-term producer of gold and base metal concentrates.

Artemis' first step in achieving this goal is to advance the Carlow Castle project through final resource definition into a pre-feasibility study with mine planning, then develop the project into a fully producing mine as soon as possible.

At Carlow Castle:

- Approximately 5,000 m of drilling is required to increase and re-classify the resources (≈36 holes ranging in depth from 100m-280m)
    - Carlow East – drilling three sections of Carlow East to confirm interpretation. Currently drilling is interpreted as sub-parallel to dip in in the wide, high grade zones in Carlow East. Phase 1 will yield three well drilled sections and provide each with 4 to 6 holes spaced at 20-25m metre intervals downdip – improving confidence in the interpreted grade and structure in these important zones.
    - Carlow West – drilling three infill sections on higher grade zones in Carlow West. This will provide confidence in the continuity of grade and structure in this important zone.
    - East of Quod Est – drilling to test high priority structural positions inferred from new data to the east of Quod Est. These holes aim to improve structural understanding and provide information to improve targeting models for the Stage 2 DDH programme.
- Detailed metallurgical program to optimise preliminary flowsheet and process design;
- Target completion of a pre-feasibility study in Q1 2020.

Secondary Focus;

- Work with partners and other regional explorers to aggregate potential toll-treating gold ore for Radio Hill;
- Advance Artemis exploration on high value vein and shear hosted gold targets within trucking distance to Radio Hill such as Monarch and Conqueror; and
- Maintain the Radio Hill plant until at least three years of plant feed is defined and available to support plant start up.

Artemis will be reviewing all non-core assets for divestment or JV. Artemis plan to seek a well-funded JV partner to advance the Armada Prospect in the Paterson Ranges.

Annual Mineral Resources Statement 30 June 2019

		Gold		Copper		Cobalt		Nickel		Zinc		Iron		Silver	
Category	Tonnes (Mt)	Au Grade (g/t)	Au Metal (koz)	Cu Grade (%)	Cu Metal (kt)	Co Grade (ppm)	Co Metal (kt)	Ni Grade %	Ni Metal (kt)	Zn Grade %	Zn Metal (kt)	Fe Grade %	Fe Metal (Mt)	Ag Grade (g/t)	Ag Metal (koz)
Weerianna – Au															**1.0 g/t Au cut-off**
Measured	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Inferred	0.975	2.0	62.74	-	-	-	-	-	-	-	-	-	-	-	-
Sub-total	0.975	2.0	62.74	-	-	-	-	-	-	-	-	-	-	-	-
Mt Clement – Au															**0.5 g/t Au cut-off**
Measured	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Inferred	1.131	1.77	64.4	-	-	-	-	-	-	-	-	-	-	17.0	618.71
Sub-total	1.131	1.77	64.4	-	-	-	-	-	-	-	-	-	-	17.0	618.71
Carlow Castle – Au, Cu, Co															**0.3 g/t Au cut-off**
Measured	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Inferred	7.7	1.06	260.74	0.51	38.538	800	5.982	-	-	-	-	-	-	-	-
Sub-total	7.7	1.06	260.74	0.51	38.538	800	5.982	-	-	-	-	-	-	-	-
Radio Hill – Cu, Co, Ni															**0.0% Cu cut-off**
Measured	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	1.15	-	-	0.73	8.395	277	0.318	0.52	5.980	-	-	-	-	-	-
Inferred	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub-total	1.15	-	-	0.73	8.395	277	0.318	0.52	5.980	-	-	-	-	-	-
Ruth Well – Cu, Ni															**0.3% Ni cut-off**
Measured	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	0.152	-	-	0.47	0.713	-	-	0.63	0.965	-	-	-	-	-	-
Inferred	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub-total	0.152	-	-	0.47	0.713	-	-	0.63	0.965	-	-	-	-	-	-
Whundo – Cu, Zn															**0.2% Cu cut-off**
Measured	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indicated	2.6	-	-	1.14	30.419	-	-	-	-	1.12	29.992	-	-	-	-
Inferred	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub-total	2.6	-	-	1.14	30.419	-	-	-	-	1.12	29.992	-	-	-	-
Ayshia-Whundo – Cu, Zn															**0.4% Zn cut-off**
Measured	0.244	-	-	0.5	0.750	-	-	-	-	1.71	4.164	-	-	-	-
Indicated	0.593	-	-	0.5	1.720	-	-	-	-	2.42	14.340	--	-	-	-
Inferred	0.351	-	-	0.3	0.819	-	-	-	-	1.26	4.407	-	-	-	-
Sub-total	1.118	-	-	0.43	3.289	-	-	-	-	1.93	22.911	--	-	-	-
Mt Oscar – Fe															**20% head Fe cut-off**
Indicated	83	-	-	-	-	-	-	-	-	-	-	33.7	28	-	-
Inferred	43	-	-	-	-	-	-	-	-	-	-	34.1	15	-	-
Sub-total	126	-	-	-	-	-	-	-	-	-	-	33.8	43	-	-

Total	Gold (metal koz)	Cu (metal kt)	Co (metal kt)	Ni (metal kt)	Zn (metal kt)	Fe (metal Mt)	Silver (metal koz)
Measured, Indicated and Inferred	387.879	81.354	6.300	6.945	52.903	43	618.710

In accordance with Listing Rule 5.23.2, Artemis confirms that it is not aware of any new information or data that materially affects the information included in the Annual Mineral Resources Statement above, and that in the case of mineral resources that all material assumptions and technical parameters underpinning the estimates in the Annual Mineral Resources Statement continue to apply and have not materially changed.

Annual Mineral Resources Statement 30 June 2019

Material Changes and Resource Statement Comparison

The Company during this year has continued to review and report its mineral resources at least annually and provide an Annual Mineral Resources Statement. The date of reporting is 30 June each year, to coincide with the Company's end of financial year balance date. If there are any material changes to its mineral resources over the course of the year, the Company is required to promptly report these changes. In completing the annual review for the year ended 30 June 2019, the historical resource factors for Projects were reviewed and found to be relevant and current.

Governance Arrangements and Internal Controls

Artemis has ensured that the mineral resources quoted are subject to good governance arrangements and internal controls. The mineral resources reported have been generated by independent external consultants who are experienced in best practices in modelling and estimation methods. The consultants have also undertaken reviews of the quality and suitability of the underlying information used to generate the resource estimation. In addition, Artemis' management carries out regular reviews of internal processes and external contractors that have been engaged by the Company.

The Weerianna, Carlow Castle, Radio Hill, Ruth Well and Whundo mineral resources were compiled in accordance with the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code) 2012 Edition. The Mt Clement, Ayshia-Whundo and Mt Oscar mineral resources were compiled in accordance with the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code) 2004 Edition.

Competent Person Statements

The information in this statement that relates to Exploration Results and Exploration Targets is based on information compiled or reviewed by Allan Younger, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Younger is a consultant to the Company. Mr Younger has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Younger consents to the inclusion in this statement of the matters based on his information in the form and context in which it appears.

Weerianna:
- ASX Announcement, Artemis Resources – 19 December 2018
- 2018 estimate (Geostat Services). Cut-off grade 1.0% Au. Estimated according to JORC Code (2012).

Mt Clement:
- ASX Announcement, Artemis Resources – 26 July 2011
- 2011 estimate (Apex Geoscience). Cut-off grade 0.5% Au. Estimated according to JORC Code (2004).

Carlow Castle:
- ASX Announcement, Artemis Resources – 6 March 2019
- 2019 estimate (AM&A). Cut-off grade 0.3% Cu. Estimated according to JORC Code (2012).

Radio Hill:
- ASX Announcement, Artemis Resources – 21 December 2018
- 2018 estimate (AM&A). Cut-off grade 0.0% Cu. Estimated according to JORC Code (2012).

Ruth Well:
- ASX Announcement, Artemis Resources – 7 May 2019
- 2019 estimate (AM&A). Cut-off grade 0.3% Ni. Estimated according to JORC Code (2012).

Whundo:
- ASX Announcement, Artemis Resources – 26 October 2018
- 2018 estimate (AM&A). Cut-off grade 0.2% Cu. Estimated according to JORC Code (2012).

Ayshia-Whundo:
- ASX Announcement, Fox Resources – 3 October 2007
- 2006 estimate (RSG Global) Cut-off grade 0.4% Zn. Estimated according to JORC Code (2004).

Mt Oscar:
- ASX Announcement, Fox Resources – 5 September 2013
- 2009 estimate (Golder Associates) Inferred Mineral Resource at Fe cut-off grade of 20%. Estimated according to JORC Code (2004).

Annual Mineral Resources Statement 30 June 2019

Project	Tenement	Status	Company
Purdy's Reward	E47/1745[1]	Live	KML No 2 Pty Ltd Karratha Gold Pty Ltd
	L47/782	Pending	KML No 2 Pty Ltd
Carlow Castle	E47/1797	Live	KML No 2 Pty Ltd
Ruth Well	P47/1929	Pending	KML No 2 Pty Ltd
	E47/3719	Pending	KML No 2 Pty Ltd
	E47/3487[2]	Live	Sorrento Resources Pty Ltd
	E47/3341[2]	Live	Hard Rock Resources Pty Ltd
47 Patch	E47/3361[2]	Live	Hard Rock Resources Pty Ltd
	E47/3443[2]	Live	Elysian Resources Pty Ltd
Elysian / Hard Rock	E47/3564[2]	Live	Elysian Resources Pty Ltd
	E47/3340[2]	Live	Hard Rock Resources Pty Ltd
	E47/3390[2]	Live	Hard Rock Resources Pty Ltd
	P47/1832[2]	Live	Hard Rock Resources Pty Ltd
	P47/1881[2]	Live	Hard Rock Resources Pty Ltd
	E47/3534[2]	Live	Jindalee Resources Pty Ltd
	E47/3942	Pending	KML No 2 Pty Ltd
	E47/3535[2]	Pending	Jindalee Resources Pty Ltd
	P47/1833[2]	Pending	Jindalee Resources Pty Ltd
Whundo	L47/820	Pending	KML No 2 Pty Ltd
	L47/163	Live	Fox Radio Hill Pty Ltd
	M47/7	Live	Fox Radio Hill Pty Ltd
	M47/9	Live	Fox Radio Hill Pty Ltd
Radio Hill	M47/161	Live	Fox Radio Hill Pty Ltd
	M47/337	Live	Fox Radio Hill Pty Ltd
	L47/93	Live	Fox Radio Hill Pty Ltd
Mt Oscar	E47/1217	Live	Fox Radio Hill Pty Ltd
Weerianna	M47/223[3]	Live	Western Metals Pty Ltd
Silica Hills	M47/177[4]	Live	Western Metals Pty Ltd
	M47/288[4]	Live	Western Metals Pty Ltd
	M47/93[5]	Live	Shear Zone Mining Pty Ltd
	M47/232[5]	Live	Shear Zone Mining Pty Ltd
	L47/781	Pending	KML No 2 Pty Ltd
	E47/1746	Live	KML No 2 Pty Ltd
Telfer	E45/5276	Live	Armada Mining Pty Ltd

Project	Tenement	Status	Company
Sing Well	P47/1622	Live	KML No 2 Pty Ltd
	P47/1112	Live	KML No 2 Pty Ltd
Nichol River	P47/1126	Live	KML No 2 Pty Ltd
	P47/1925	Pending	KML No 2 Pty Ltd
	E47/2716	Live	KML No 2 Pty Ltd
	M47/1527	Live	KML No 2 Pty Ltd
	E47/3373	Pending	KML No 2 Pty Ltd
	M47/87	Live	D & K Corps Investments
	M47/127	Live	D & K Corps Investments
	M47/401	Live	D & K Corps Investments
	M47/421	Live	D & K Corps Investments
	M47/435	Live	D & K Corps Investments
	M47/577	Live	D & K Corps Investments
	L47/565	Pending	D & K Corps Investments
	L47/687	Live	D & K Corps Investments
	L47/689	Live	D & K Corps Investments
Balmoral	E47/3707	Live	KML No 2 Pty Ltd
	E47/3708	Live	KML No 2 Pty Ltd
	E47/3709	Live	KML No 2 Pty Ltd
Pyramid	E47/3720	Live	KML No 2 Pty Ltd
	E47/3721	Live	KML No 2 Pty Ltd
	E47/3722	Live	KML No 2 Pty Ltd
	E47/3723	Live	KML No 2 Pty Ltd
South of Roebourne	E47/4069	Pending	KML No 2 Pty Ltd
	E47/4070	Ballot	KML No 2 Pty Ltd
Greater Munni Munni	E47/3545	Pending	KML No 2 Pty Ltd
	E47/3546	Live	KML No 2 Pty Ltd
	E47/3547	Live	KML No 2 Pty Ltd
	E47/3612	Live	KML No 2 Pty Ltd
	E47/3160	Live	KML No 2 Pty Ltd
Munni Munni	E47/3322[6]	Live	Karratha Metals Pty Ltd
	M47/123[6]	Live	Platina Resources Ltd
	M47/124[6]	Live	Platina Resources Ltd
	M47/125[6]	Live	Platina Resources Ltd
	M47/126[6]	Live	Platina Resources Ltd
Mt Clement	M08/191[7]	Live	Artemis Resources Ltd
	M08/192[7]	Live	Artemis Resources Ltd
	M08/193[7]	Live	Artemis Resources Ltd

[1] – 50% Artemis – Joint Venture with Novo Resources
[2] – 70% Artemis – Karratha Gold Joint Venture
[3] – 80% Artemis
[4] – 70% Artemis
[5] – 34% Artemis
[6] – 70% Artemis – Joint Venture with Platina Resources
[7] – 80% Artemis – Joint Venture with Northern Star Resources

Corporate Governance Statement

Artemis, through its Board and executives, recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with Artemis. These policies and practices remain under constant review as the corporate governance environment and good practices evolve,

ASX Corporate Governance Principles and Recommendations

The third edition of ASX Corporate Governance Council Principles and Recommendations (the "Principles") sets out recommended corporate governance practices for entities listed on the ASX.

The Company has issued a Corporate Governance Statement which discloses the Company's corporate governance practices and the extent to which the Company has followed the recommendations set out in the Principles. The Corporate Governance Statement was approved by the Board on 27 September 2019 and is available on the Company's website:

https://artemisresources.com.au/company/corporate-governance

Directors' Report

The Directors of Artemis Resources Limited submit herewith the financial report of Artemis Resources Limited ("Artemis" or "Company") and its subsidiaries (referred to hereafter as the "Group") for the year ended 30 June 2019. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

The names of the Directors who held office during or since the end of the year and until the date of this report are as follow:

H.H. Sheikh Maktoum Hasher al Maktoum	Non-Executive Chairman (appointed 5 February 2019) Previously Non-Executive Director
Edward Mead	Executive Director
Daniel Smith	Non-Executive Director (appointed 5 February 2019)
David Lenigas	Executive Chairman (resigned 5 February 2019)
Alex Duncan-Kemp	Executive Director (resigned 5 February 2019)

Current Directors

H.H. SHEIKH MAKTOUM HASHER AL MAKTOUM
Non-Executive Chairman

H.H. Sheikh Maktoum Hasher al Maktoum is a member of Dubai's ruling family. He is the President of Al Fajer Group and Chairman of Dubai International Holdings, Chairman of Manannan Hydro Limited and is a Non-Executive board member of the Commercial Bank of Dubai.

H.H. Sheikh Maktoum Hasher al Maktoum has a BSc. Business Administration and Finance from Suffolk University in Boston, USA and was awarded CEO of the Year by CEO Middle East in 2009 and was awarded Young Global Leader by the World Economic Forum in 2007.

H.H. Sheikh Maktoum Hasher al Maktoum was appointed as a director on 26 October 2017 and Non-Executive Chairman on 5 February 2019.

There were no other directorships held by H.H. Sheikh Maktoum Hasher al Maktoum in the last 3 years.

Interest in Securities as at 27 September 2019:
Fully paid ordinary shares: 10,150,000

MR EDWARD MEAD
Executive Director

Mr Edward Mead is a geologist with over 25 years' experience in gold and base metals exploration, mine development and mine production. Mr Mead has also worked in the oil and gas industry on offshore drilling platforms. Other commodities that he has significant experience with are iron ore, magnetite, coal, manganese, lithium, potash and uranium.

Mr Mead has a Bachelor of Science (Geology) from Canterbury University in New Zealand and is a member of the Australian Institute of Mining and Metallurgy.

Mr Mead is a director of White Cliff Minerals Limited. Mr Mead was appointed as a Director on 31 December 2014.

Interest in Securities as at 27 September 2019:
Fully paid ordinary shares: 2,483,870
Performance rights: 2,000,000
Unlisted options: 9,000,000

MR DANIEL SMITH
Non-Executive Director

Mr Daniel Smith holds a Bachelor of Arts, is a member of the Australian Institute of Company Directors and the Governance Institute of Australia and has a strong background in finance having previously worked in the broking industry. Mr Daniel Smith has 10 years' primary and secondary capital markets expertise and has advised on and been involved in a number of IPOs, RTOs and capital raisings on the ASX and NSX.

Mr Smith is a non-executive chairman of White Cliff Minerals Limited and Alien Metals Limited, non-executive director and company secretary of Europa Limited, Hipo Resources Limited and Lachlan Star Limited, and is company secretary of Taruga Minerals Limited and Vonex Limited.

Mr Smith was appointed as a non-executive director on 5 February 2019.

Interest in Securities as at 27 September 2019:
Unlisted options: 9,000,000

Company Secretary

MR GUY ROBERTSON

Mr Guy Robertson was appointed Company Secretary on 12 November 2009.

Mr Robertson has over 30 years' experience as a Director, CFO and Company Secretary of both public (ASX- listed) and private companies in both Australia and Hong Kong. He has had significant experience in due diligence, acquisitions, IPOs and corporate management. Mr Robertson has a Bachelor of Commerce (Hons) and is a Chartered Accountant. He is a director of Hastings Technology Metals Ltd and Metal Bank Limited and was previously a director of Bellevue Gold Limited.

Interest in Securities as at 27 September 2019:
Fully paid ordinary shares: 452,999
Performance rights: 2,000,000

Significant Changes in State of Affairs

There were no significant changes in the state of affairs of the Company during the year.

Principle Activities

The principal activity of the Company during the financial year was mineral exploration and the re-commissioning of the Fox Radio Hill Plant. There have been no significant changes in the nature of the Company's principal activities during the financial year.

Significant Events after Balance Sheet Date

On 31 July 2019, a total of 87,338,535 shares were issued under a Share Purchase Plan at a price of $0.031 per share, raising $2,707,500 before costs. The Company also issued 16,500,000 options to Directors (Exercise price: $0.08; Expiry date: 15 May 2022), 18,652,175 options to financiers (Exercise price: $0.08; Expiry date: 31 July 2022), 10,000,000 options to underwriters (Exercise price: $0.08; Expiry date: 31 July 2022) and 10,000,000 options to an advisor (Exercise price: $0.08; Expiry date: 31 July 2022).

On 16 July 2019, the Company signed a binding agreement to acquire 100% of Rincon Resources Ltd, which holds rights to three highly prospective Au-Cu projects in Western Australia. The Company has paid a non-refundable exclusivity fee of $75,000. The Company will also issue fully paid ordinary shares with a total value of $2.7m which is conditional upon the completion of due diligence by the Company. Upon completion of this transaction, Mr Zeffron Reeves will be appointed as a Non-Executive director of the Company.

Other than as outlined above there are currently no matters or circumstances that have arisen since the end of the financial year that have significantly affected or may significantly affect the operations the Group, the results of those operations, or the state of affairs of the Group in the future financial years.

Likely Future Developments and Expected Results

The primary objective of Artemis is to explore its current tenements in Australia with a view to determining an economically viable gold resource for processing at the Fox Radio Hill processing plant.

Performance in relation to Environmental Regulation

The Group will comply with its obligations in relation to environmental regulation on its projects when it undertakes exploration. The Directors are not aware of any breaches of any environmental regulations during the period covered by this Report.

Operating Results and Financial Review

The loss of the Group after providing for income tax amounted to $9,347,739 (2018: profit of $12,073,913). The loss position for the year includes non-cash items comprising a write off of exploration costs of $701,261, a loss on the sale of investments $533,183 and share based payments in the amount of $3,518,684.

The Group's operating income decreased to $12,127 (2018: $18,928,727) with $18,546,823 attributable to the sale of Novo shares in prior year, net of an amount of $1,559,575 applied as a recovery of exploration costs, and sales of gold and copper ore in prior year. The Group's expenses increased to $9,359,866 (2018: $6,854,814). The increase was attributable to higher share-based payments expense, as a result of the convertible loan note restructuring, in the amount of $1,991,793 (2018: $77,212), and other non-cash items outlined above.

Operating Results and Financial Review (continued)

The carrying value of exploration and development costs increased to $37,027,656 (2018: $28,761,825) reflecting a significant increase in exploration on the Company's gold and cobalt prospects. The development expenditure has increased to $23,353,620 (2019: $11,713,066) reflecting refurbishment and repair works on the Radio Hill Plant.

Net assets declined to $53,420,072 (2018: $58,610,558) reflecting the loss incurred during the year.

Dividends Paid or Recommended

The Directors do not recommend the payment of a dividend and no dividend has been paid or declared to the date of this Report.

Directors' Meetings

The number of Directors' meetings (including committees) held during the year and the number of meetings attended by each director were as follow:

Name of Director	Board Meetings		Audit Committee Meetings		Remuneration Committee Meetings	
	Attended	Held	Attended	Held	Attended	Held
H.H. Sheikh Maktoum	8	9	-	-	-	-
D. Lenigas	1	1	1	1	1	1
A. Duncan-Kemp	1	1	-	-	-	-
E. Mead	9	9	2	2	1	1
D. Smith	8	8	1	1	-	-

Held represents the number of meetings held during the time the director held office or was a member of the relevant committee.

Indemnifying Officers

In accordance with the Constitution, except as may be prohibited by the Corporations Act 2001, every officer or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him or her in his or her capacity as officer or agent of the Company or any related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal.

During the financial year the Company paid insurance premiums of $28,750 in respect of a contract insuring the directors and officers of the Group against any liability incurred in the course of their duties to the extent permitted by the Corporations Act 2001. The insurance premiums relate to:

Indemnifying Officers (continued)

- Costs and expenses incurred by the relevant officers in defending legal proceedings, whether civil or criminal and whatever their outcome; and
- Other liabilities that may arise from their position, with the exception of conduct involving wilful breach of duty or improper use of information to gain a personal advantage.

Proceedings on behalf of the Company

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceeding to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

The lead auditor's independence declaration for the year ended 30 June 2019 has been received and can be found on page 61 of the financial report.

This Report is made in accordance with a resolution of the Directors.

Edward Mead
Director
27 September 2019

Remuneration Report

Remuneration Report – Audited

The remuneration report, which has been audited, outlines the key management personnel remuneration arrangements for the Company, in accordance with the requirements of the Corporations Act 2001 and its regulations.

The remuneration report is set out under the following main headings:
A. Principles used to determine the nature and amount of remuneration
B. Details of remunerations
C. Service agreements
D. Share-based compensation
E. Additional disclosures relating to key management personnel

A. Principles used to determine the nature and amount of remuneration

The Board's policy for determining the nature and amount of remuneration for Board members and officers is as follows:

- The remuneration policy, which sets the terms and conditions (where appropriate) for the executive directors and other senior staff members, was developed by the Remuneration Committee and ultimately approved by the Board;

- In determining competitive remuneration rates, the Remuneration Committee may seek independent advice on local and international trends among comparative companies and industries generally. The Remuneration Committee examines terms and conditions for employee incentive schemes, benefit plans and share plans. Independent advice may be obtained to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices. No remuneration consultants were retained by the Group during the year;

- The Company is a mineral exploration company, and therefore speculative in terms of performance. Consistent with attracting and retaining talented executives, directors and senior executives, such personnel are paid market rates associated with individuals in similar positions within the same industry. Options and performance incentives may be issued particularly as the Company moves from commercialisation to a producing entity and key performance indicators such as profit and production can be used as measurements for assessing executive performance;

- Given the early stage of the Company's projects it is not meaningful to track executive compensation to financial results and shareholder wealth. It is also not possible to set meaningful specific objective performance criteria for directors as this stage;

- All remuneration paid to directors and officers is valued at the cost to the Company and expensed. Where appropriate, shares given to directors, executives and officers are valued as the difference between the market price of those shares and the amount paid by the director or executive. Options are valued using the Black-Scholes methodology; and

A. Principles used to determine the nature and amount of remuneration (continued)

- The policy is to remunerate non-executive directors and officers at market rates for comparable companies for time, commitment and responsibilities. Given the evolving nature of the Group's business, the Board, in consultation with independent advisors, determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability.

  Shareholders at the General Meeting held on 22 July 2019 approved an increase in the maximum aggregate amount of fees that can be paid to non-executive directors from $150,000 to $300,000 per annum. Fees for non-executive directors and officers are not linked to the performance of the Company. However, from time to time and subject to obtaining all requisite shareholder approvals, the directors and officers will be issued with securities as part of their remuneration where it is considered appropriate to do so and as a means of aligning their interests with shareholders.

B. Details of remuneration

(i) Details of Directors and Key Management Personnel

Current Directors

H.H. Sheikh Maktoum Hasher Al Maktoum – Non-Executive Chairman (appointed 26 October 2017)
Edward Mead – Executive Director (appointed 31 December 2014)
Daniel Smith – Non-Executive Director (appointed 5 February 2019)

Former Directors

David Lenigas – Executive Chairman (appointed 3 November 2016, resigned 5 February 2019)
Alex Duncan-Kemp – Executive Director (appointed 3 January 2017, resigned 5 February 2019)

Company Secretary

Guy Robertson

Key Management Personnel

Wayne Bramwell – Chief Executive Officer (appointed 19 June 2019, resigned 6 May 2019)
Edward Mead – General Manager Exploration
Alex Duncan-Kemp – General Manager Operations (appointed 3 January 2017, resigned 5 February 2019)

Except as detailed in Notes (i) – (iii) to the Remuneration Report, no Director has received or become entitled to receive, during or since the financial period, a benefit because of a contract made by the Company or a related body corporate with a Director, a firm of which a Director is a member or an entity in which a Director has a substantial financial interest. This statement excludes a benefit included in the aggregate amount of emoluments received or due and receivable by Directors and shown in Notes (i) – (iii) to the Remuneration Report, prepared in accordance with the Corporations Regulations 2001, or the fixed salary of a full time employee of the Company.

B. Details of remuneration (continued)

(ii) Remuneration of Directors and Key Management Personnel

The Remuneration Committee and the Board will assess the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team. Remuneration of the Key Management Personnel of the Group is set out below.

FY18/19					
Name	**Base Salary and Fees**	**Share Based Payments**	**Post Employment Super-Contribution**	**Total**	**Performance based**
	$	**$**	**$**	**$**	**%**
H.H. Sheikh Maktoum	120,000	675,000	-	795,000	-
D. Lenigas[1]	179,464	485,433	-	664,897	51
A. Duncan-Kemp[1]	109,379	148,898	-	258,277	29
E. Mead	300,000	148,898	-	448,898	17
D. Smith[2]	48,335	-	-	48,335	-
W. Bramwell[1]	365,873	(6,393)	34,758	394,238	-
G. Robertson	84,000	75,055	-	159,055	47
	1,207,051	1,526,891	34,758	2,768,700	

[1] *Resigned during the financial year.*
[2] *Commenced 5 February 2019.*

FY17/18					
Name	**Base Salary and Fees**	**Share Based Payments**	**Post Employment Super-Contribution**	**Total**	**Performance based**
	$	**$**	**$**	**$**	**%**
H.H. Sheikh Maktoum	80,000	1,525,000	-	1,605,000	-
D. Lenigas	210,000	242,717	-	452,717	37
A. Duncan-Kemp	220,700	74,449	-	295,149	13
E. Mead	250,727	74,449	-	325,176	12
W. Bramwell[1]	7,308	6,393	694	14,395	-
G. Robertson	75,000	75,055	-	150,055	25
	843,735	1,998,063	694	2,842,492	

[1] *Commenced 19 June 2018.*

(iii) Use of remuneration consultants

There was no engagement of remuneration consultants in the current financial year. The Company engaged BDO Remuneration and Reward Pty Ltd ("BDO") in FY19/20 for $9,250. There is no existing relationship with BDO and the Company and as a result, the board is satisfied that the recommendations were made free from undue influence and independent from any members of the key management personnel.

C. Service agreements

Component	Non-executive Chairman	Executive Director	Non-executive director
Fixed remuneration	$120,000	$300,000	$50,000
Contract duration	Ongoing	Ongoing	Ongoing
Notice by the individual/company		3 months	
Termination of employment (without cause)	On termination of employment without cause unexercised options are at the discretion of the Board. Vesting of performance rights is at the discretion of the board, who may also shorten the performance period.		
Termination of employment (with cause) or by individual	On termination for cause unexercised options will lapse. On termination by employee unexercised options are at the discretion of the Board. On termination for cause performance rights not vested will lapse.		

The Chairman has a letter of appointment providing for fees of $120,000 per annum. The Chairman was awarded a sign on fee of 5,000,000 shares on appointment on 25 October 2017, 5 million shares as approved by shareholders, on 30 November 2018 and will be entitled to 5 million shares in November 2019, if approved by shareholders.

D. Share-based compensation

(a) Options

The terms of each grant of options affecting remuneration in the previous, current or future reporting periods are as are as follows:

Date option granted	Expiry date	Issue price of Shares	Number under option
30 November 2017	30 June 2020	44 cents	6,000,000
19 June 2018[1]	19 June 2021	27.39 cents	10,000,000
19 June 2018[1]	19 June 2021	40 cents	5,000,000

[1]Following the resignation of Mr Wayne Bramwell in May 2019, all share option incentives were forfeited.

Subsequent to year end shareholders approved the following share-based payments to Directors:

(a) 7,500,000 unlisted options (1,500,000 in each class A to E) were issued to Doraleda Pty Ltd, an entity controlled by Mr Edward Mead. Each option will have an exercise price of $0.08 and will expire at 5.00 pm (WST) on 15 May 2022.

(b) 9,000,000 unlisted options (3,000,000 in class A and E, and 1,000,000 in class B, C & D) were issued to Orwellian Pty Ltd, an entity controlled by Mr Daniel Smith.

D. Share-based compensation (continued)

Each option will have an exercise price of $0.08 and will expire at 5.00 pm (WST) on 15 May 2022.

The performance hurdles for the options are as follows:

Performance Hurdles
Class A: commissioning of the Radio Hill Gekko Gravity Gold Plant for commercial processing of ore by Artemis or to toll treatment ore for third parties
Class B: the Company completing a pre-feasibility study in compliance with the JORC Code (2012) in relation to its Carlow Castle Project on E47/1797 (or mining licence over part of this tenement), which supports a mine life reserve of not less than 5 years;
Class C: the Company announces a JORC Code (2012) compliant mineral resource of at least 15mt (million tonnes) at 1 g/t Au (Au grams per tonne) in relation to its Carlow Castle Project
Class D: the Company announces a JORC Code (2012) compliant mineral resource of at least 1moz (million ounces) of 1.5 g/t gold equivalent (Au and Cu) in relation to its Carlow Castle Project
Class E: the Company being admitted to AIM and raising a minimum of $5,000,000 from the issue of equity securities in the AIM market

Options granted as remuneration to Key Management Personnel in the previous, current and future reporting periods:

Name	Date of grant	Expiry date	Number under options	Grant date value
D. Lenigas	30 November 2017	30 June 2020	3,000,000	$381,526
E. Mead	30 November 2017	30 June 2020	1,500,000	$190,763
A. Duncan-Kemp	30 November 2017	30 June 2020	1,500,000	$190,763
W. Bramwell[1]	19 June 2018	19 June 2021	10,000,000	$453,681
W. Bramwell[1]	19 June 2018	19 June 2021	5,000,000	$189,152

[1]*Following the resignation of Mr Wayne Bramwell in May 2019, all share option incentives were forfeited.*

No options over ordinary shares were granted or exercised for directors and other key management personnel as part of compensation during the year ended 30 June 2019.

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables above. Fair values at the grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution the share price at grant date and expected price volatility of the underlying shares, the expected dividend yield and the risk-free interest rate for the term of the option.

An expense of $288,982 (2018: $178,696) was recognised for the year end 30 June 2019 in relation to performance rights issued to Key Management Personnel.

No options were exercised by Directors or other key management personnel during the year. 15,000,000 options were forfeited following the resignation of the CEO during the year.

D. Share-based compensation (continued)

(b) Performance Rights

The terms of each grant of performance rights affecting remuneration in the previous, current or future reporting periods are as follows:

Name	Date of grant	Value per Share	Number of performance rights	Grant date value
D. Lenigas	13 September 2017	8.6 cents	9,000,000	$774,000
E. Mead	13 September 2017	8.6 cents	2,000,000	$172,000
A. Duncan-Kemp	13 September 2017	8.6 cents	2,000,000	$172,000
G. Robertson	13 September 2017	8.6 cents	2,000,000	$172,000

Vesting occurs at the end of the performance period ended 30 June 2019, if the following performance conditions are met:

Market-based performance conditions:

- 33.3% of the performance rights will vest when share price exceeds 15 cents; and
- 33.3% of the performance rights will vest when share price exceeds 20 cents; and
- 33.3% of the performance rights will vest when share price exceeds 25 cents.

Market based conditions have been met.

Non-market based performance conditions:
The vesting of the performance rights is also subject to non-market conditions including capital raising, occupational health and safety outcomes and corporate governance hurdles.

The Board will determine if the performance conditions have been met before 30 September 2019.

An expense of $562,909 (2018: $469,091) was recognised for the year ended 30 June 2019 in relation to these performance rights issued to Key Management Personnel.

All equity dealings with Directors have been entered into with terms and conditions no more favourable than those that the entity would have adopted if dealing at arm's length.

E. Additional disclosures relating to key management personnel

Shares held by Directors and Key Management Personnel

FY18/19				
Name	**Balance at the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at the end of year**
H.H. Sheikh Maktoum	5,000,000	5,000,000	150,000	10,150,000
D. Lenigas[1]	25,000,000	-	(25,000,000)[3]	-
A. Duncan-Kemp[1]	-	-	-	-
E. Mead	2,000,000	-	-	2,000,000
D. Smith[2]	-	-	-	-
W. Bramwell[1]	-	-	-	-
G. Robertson	452,999	-	-	452,999
	32,452,999	5,000,000	(24,850,000)	12,602,999

[1]Resigned during financial year.
[2]Commenced 5 February 2019.
[3]Balance on resignation 5 February 2019.

FY17/18				
Name	**Balance at the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at the end of year**
H.H. Sheikh Maktoum	-	5,000,000	-	5,000,000
D. Lenigas	25,000,000	-	-	25,000,000
A. Duncan-Kemp	-	-	-	-
E. Mead	2,000,000	-	-	2,000,000
W. Bramwell[1]	-	-	-	-
G. Robertson	-	-	452,999	452,999
	27,000,000	5,000,000	452,999	32,452,999

[1]Commenced 19 June 2018.

E. Additional disclosures relating to key management personnel (continued)

Options and performance rights held by Directors and Key Management Personnel

FY18/19				
Name	**Balance at the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at the end of year**
Options				
H.H. Sheikh Maktoum	-	-	-	-
D. Lenigas[1]	3,000,000	-	-	3,000,000
A. Duncan-Kemp[1]	1,500,000	-	-	1,500,000
E. Mead	1,500,000	-	-	1,500,000
D. Smith[2]	-	-	-	-
W. Bramwell[3]	-	15,000,000	(15,000,000)	-
G. Robertson	-	-	-	-
	6,000,000	15,000,000	(15,000,000)	6,000,000
Performance Rights				
H.H. Sheikh Maktoum	-	-	-	-
D. Lenigas[1]	9,000,000	-	-	9,000,000
A. Duncan-Kemp[1]	2,000,000	-	-	2,000,000
E. Mead	2,000,000	-	-	2,000,000
D. Smith[2]	-	-	-	-
W. Bramwell	-	-	-	-
G. Robertson	2,000,000	-	-	2,000,000
	15,000,000	-	-	15,000,000

[1]Resigned during financial year.

[2]Commenced 5 February 2019.

[3]Resigned on 6 May 2019. All share option incentives were forfeited.

E. Additional disclosures relating to key management personnel (continued)

FY17/18				
Name	**Balance at the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at the end of year**
Options				
H.H. Sheikh Maktoum	-	-	-	-
D. Lenigas	-	3,000,000	-	3,000,000
A. Duncan-Kemp	-	1,500,000	-	1,500,000
E. Mead	-	1,500,000	-	1,500,000
W. Bramwell[1]	-	-	-	-
G. Robertson	-	-	-	-
	-	6,000,000	-	6,000,000
Performance Rights				
H.H. Sheikh Maktoum	-	-	-	-
D. Lenigas	-	9,000,000	-	9,000,000
A. Duncan-Kemp	-	2,000,000	-	2,000,000
E. Mead	-	2,000,000	-	2,000,000
W. Bramwell[1]	-	-	-	-
G. Robertson	-	2,000,000	-	2,000,000
	-	15,000,000	-	15,000,000

[1]Commenced 19 June 2018.

Other transactions with key management personnel

	Consolidated	
	30 June 2019 $	**30 June 2018 $**
ADK Mining Services[1]	109,379	220,700
Doraleda Pty Ltd[2]	300,000	250,727
Integrated CFO Solutions[3]	120,000	129,000
Minerva Corporate Pty Ltd[4]	48,335	-
	577,714	600,427

[1] Director fees and consulting fees paid to ADK Mining Services Pty Ltd, a company in which Mr Alex Duncan-Kemp has an interest.
[2] Director fees and consulting fees paid to Doraleda Pty Ltd, a company in which Mr Edward Mead has an interest.
[3] Company secretary fees and consulting fees paid to Integrated CFO Solutions, a company in which Mr Guy Robertson has an interest. In 2019, these included fees of $36,000 (2018: $54,000) for accounting services.
[4] Director fees and consulting fees paid to Minerva Corporate Pty Ltd, a company in which Mr Daniel Smith has an interest.

END OF AUDITED REMUNERATION REPORT

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Artemis Resources for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
27 September 2019

B G McVeigh
Partner

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849
T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au
Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

Consolidated Statement of Profit or Loss and Other Comprehensive Income For the Year Ended 30 June 2019

		Consolidated	
	Notes	30 June 2019 $	30 June 2018 $
Revenue	3	12,127	18,928,727
Cost of sales	11	(8,003)	(174,484)
Personnel costs		(792,335)	(310,701)
Occupancy costs		(120,032)	(165,143)
Legal fees		(296,294)	(388,056)
Consultancy costs		(687,039)	(303,040)
Compliance and regulatory expenses		(227,916)	(310,049)
Directors' fees		(656,728)	(423,132)
Travel		(282,762)	(565,772)
Marketing expenses		(358,215)	(92,436)
Borrowing costs		(814,819)	(642,880)
Other expenses		(585,477)	(792,796)
Project and exploration expenditure write off	11	(701,261)	(202,445)
Net fair value loss on financial instruments designated as fair value through profit or loss		(533,183)	(316,087)
Share-based payments	23	(3,518,684)	(2,339,999)
Unrealised foreign exchange gain		222,882	172,206
(LOSS)/PROFIT BEFORE INCOME TAX		(9,347,739)	12,073,913
Income tax expense/benefit	4	-	-
(LOSS)/PROFIT FOR THE YEAR		(9,347,739)	12,073,913
Other comprehensive income, net of tax		-	-
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR		(9,347,739)	12,073,913
(LOSS)/PROFIT FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the parent entity		(9,347,739)	12,073,913
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the parent entity		(9,347,739)	12,073,913
Basic (loss)/profit per share - cents	21	(1.44)	2.22
Diluted (loss)/profit per share - cents	21	(1.44)	2.02

The consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes

Consolidated Statement of Financial Position
As at 30 June 2019

	Notes	Consolidated 30 June 2019 $	Consolidated Restated 30 June 2018 $
CURRENT ASSETS			
Cash and cash equivalents	5	821,481	27,048,303
Other receivables	6	254,255	1,846,132
Inventories	7	460,202	-
Other financial assets	8	-	430,730
TOTAL CURRENT ASSETS		1,535,938	29,325,165
NON-CURRENT ASSETS			
Plant and equipment	9	159,784	96,999
Intangible assets	10	109,414	83,251
Exploration and evaluation expenditure	11	37,027,656	28,761,826
Development expenditure	12	23,353,620	11,713,066
TOTAL NON-CURRENT ASSETS		60,650,474	40,655,142
TOTAL ASSETS		62,186,412	69,980,307
CURRENT LIABILITIES			
Trade and other payables	13	1,516,278	7,446,797
Employee benefits obligation	14	44,861	8,928
Financial liabilities	15	5,792,078	3,914,024
TOTAL CURRENT LIABILITIES		7,353,217	11,369,749
NON-CURRENT LIABILITIES			
Provisions	12	1,413,123	-
TOTAL NON-CURRENT LIABILITIES		1,413,123	-
TOTAL LIABILITIES		8,766,340	11,369,749
NET ASSETS		**53,420,072**	58,610,558
EQUITY			
Share capital	16	81,438,336	79,127,087
Reserves	17	2,571,003	724,999
Accumulated losses		(30,589,267)	(21,241,528)
Parent interests		53,420,072	58,610,558
TOTAL EQUITY		**53,420,072**	58,610,558

The consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity
As at 30 June 2019

Consolidated	Issued Capital	Reserves	Accumulated (Losses)/ Profit	Total Equity
	$	$	$	$
Balance at 1 July 2017	39,067,554	172,000	(33,315,441)	5,924,113
Profit for the year	-	-	12,073,913	12,073,913
Total comprehensive income for the year	-		12,073,913	12,073,913
Issue of shares	41,053,281	-	-	41,053,281
Costs of share issue	(1,255,748)	-	-	(1,255,748)
Exercise of options	172,000	(172,000)	-	-
Transfer to share-based payments	-	814,999	-	814,999
Transfer from share-based payments	90,000	(90,000)	-	-
Balance at 30 June 2018	79,127,087	724,999	(21,241,528)	58,610,558

Consolidated	Issued Capital	Reserves	Accumulated Losses	Total Equity
	$	$	$	$
Balance at 1 July 2018	79,127,087	724,999	(21,241,528)	58,610,558
Loss for the year	-	-	(9,347,739)	(9,347,739)
Total comprehensive loss for the year	-	-	(9,347,739)	(9,347,739)
Issue of shares	2,311,249	-	-	2,311,249
Share-based payments	-	1,846,004	-	1,846,004
Balance at 30 June 2019	81,438,336	2,571,003	(30,589,267)	53,420,072

The consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows
For the Year Ended 30 June 2019

		Consolidated	
		30 June 2019 $	30 June 2018 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		74,656	415,535
Payments to suppliers and employees		(4,196,221)	(3,171,454)
Interest received		5,127	160,863
Financing cost		(478,367)	(841,976)
NET CASH USED IN OPERATING ACTIVITIES	24	(4,594,805)	(3,437,032)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of investments		208,880	19,516,977
Payments for exploration and evaluation		(10,700,937)	(18,987,830)
Payment for development expenditure		(13,241,243)	-
Payment for projects/prospect		-	(1,500,000)
Purchase of plant and equipment & office equipment		(133,315)	(182,656)
Proceeds from sale of plant and equipment		6,747	-
NET CASH USED IN INVESTING ACTIVITIES		(23,859,868)	(1,153,509)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		-	28,372,983
Cost of share issue		-	(1,225,748)
Exercise of options		202,485	-
Repayment of short-term loan	25	-	(60,000)
Proceeds from convertible note, net of costs	25	5,236,354	5,945,003
Repayment of convertible note	25	(3,433,870)	(1,918,894)
NET CASH PROVIDED BY FINANCING ACTIVITIES		2,004,969	31,083,344
Net (decrease)/increase in cash held		**(26,449,704)**	**26,492,803**
Cash at the beginning of the period		27,048,303	329,196
Effects of exchange rate changes on the balance of cash held in foreign currencies		222,882	226,304
CASH AT THE END OF THE YEAR	5	**821,481**	**27,048,303**

The consolidated statement of cash flows is to be read in conjunction with the accompanying notes.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial report is a general purpose financial report prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Standards Board, International Financial Reporting Standards as issued by the International Accounting Standards Board and the requirements of the Corporations Act 2001. The Group is a for profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The consolidated financial statements have been prepared on the basis of historical costs, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise stated.

The financial statements are presented in Australian dollars which is Artemis Resources Limited's functional and presentation currency.

These financial statements were authorised for issue on 27 September 2019.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement in with the investee; and
- has the ability to its power to affect its returns.

The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above.

When the Company has less than a majority of the voting rights if an investee, it has the power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- potential voting rights held by the Company, other vote holders or other parties; rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholder meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Changes in the Group's ownership interest in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in subsidiaries. Any difference between the amount paid by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between:

- The aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- The previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by the applicable AASBs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the consolidated statement of comprehensive income.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

New and revised Standards and amendments thereof and Interpretations effective for the current year that are relevant to the Group

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are mandatory for the current reporting period including adopting AASB 9 Financial Instruments and AASB 15 Revenue from Contracts with Customers from 1 July 2018.

AASB 9 Financial Instruments

AASB 9 replaces AASB 139 Financial Instruments: Recognition and Measurement and makes changes to a number of areas including classification of financial instruments, measurement, impairment of financial assets and hedge accounting model.

As the application of AASB 9 has no significant impact on the financial performance or position of the Group the information presented for 30 June 2018 has not been restated.

On initial application date, borrowings have been designated as financial liabilities designated as at fair value through profit and loss. As from the initial application date further gains or losses will be recognised as net fair value movement through profit or loss.

AASB 15 Revenue from contracts with customers

AASB 15 replaces AASB 118 Revenue, AASB 111 Construction Contracts and several revenues related interpretations. AASB 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue to be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The adoption of AASB 15 does not have a significant impact on the Group as the Group does not currently have any revenue from customers, except for interest income earned through financial institutions.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Future Accounting Standards or Interpretations

Any new, revised or amending Accounting Standards or Interpretations that are yet to be mandatory have not been early adopted.

The Directors have also reviewed all the new and revised Standards and Interpretations in issue not yet adopted for the year ended 30 June 2019. As a result of this review the Directors have determined that AASB 16 Leases has no material effect on the application in future periods.

Going Concern

For the year ended 30 June 2019, the Group recorded a loss of $9,347,739 (2018: Profit of $12,073,913) and had net cash outflows from operating activities of $4,126,600 (2018: $3,437,032) and has a net working capital deficit of $5,817,279 as at 30 June 2019 (2018: a net surplus of $17,955,416).

The Directors believe that it is reasonably foreseeable that the Company and Group will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- The Group has cash at bank of $821,481 and net assets of $53,420,072 as at 30 June 2019;
- The ability of the Group to scale back certain parts of their activities that are non-essential so as to conserve cash;
- The Group retains the ability, if required, to wholly or in part dispose of interests in mineral exploration and development assets; and
- The Company has raised approximately $2.7 million in new equity subsequent to balance date and Directors are of the view that the Company will require an additional capital raise and has the ability to raise further capital to enable the Group to meet scheduled exploration expenditure requirements and future plans on the development assets.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Company and Group will continue as a going concern and therefore whether they will realise their assets and extinguish their liabilities in the normal course of business and at the amounts stated in the financial report.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

The income tax expense (benefit) for the year comprises current income tax expense (income) and deferred tax expense (income). Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses. Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity. Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation costs

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- the rights to tenure of the area of interest are current; and
- at least one of the following conditions is also met:
  - the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
  - exploration and evaluation activities in the area of interest have not at the balance date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortised of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement

All financial assets are initially measured at fair value adjusted for transaction costs (where applicable). For the purpose of subsequent measurement, all the financial assets, are classified as amortised cost.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of other receivables which is presented within other expenses.

(i) Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets to collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method.

Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, and most other receivables fall into this category of financial instruments.

Other receivables

The Group makes use of a simplified approach in accounting for other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assess impairment of other receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Inventories

Inventories are valued at the lower of cost and net realisable value.

Gold bullion, base metal concentrate, metal in circuit and ore stockpiles are physically measured or estimated and valued at the lower of cost or net realisable value. Net realisable value is the estimated selling price (in the ordinary course of business), less estimated costs of completion and costs of selling final product.

Cost is determined using the weighted average method and comprises direct purchase costs and an appropriate portion of fixed and variable overhead costs, including depreciation and amortisation (if applicable).

Materials and supplies are valued at the lower of cost or net realisable value. Any provision for obsolescence is determined by reference to specific items of stock. A regular review is undertaken to determine the extent of any provision for obsolescence.

Plant and equipment

Each class of plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses. Plant and equipment are measured on the cost basis.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition and disposal

An item of plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Plant and Equipment – ranging from 2 to 20 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

Impairment

The carrying values of plant and equipment are reviewed for impairment at each balance date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to approximate fair value.

An impairment exists when the carrying value of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

For plant and equipment, impairment losses are recognised in the statement of profit or loss and other comprehensive income in the cost of sales line item.

Intangible assets

Intangible assets acquired separately are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of intangible assets other than goodwill

The Group assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

Development expenditure

Development expenditure represent the accumulation of all exploration, evaluation and other expenditure incurred in respect of areas of interest in which mining is in the process of commencing. When further development expenditure is incurred after the commencement of production, such expenditure is carried forward as part of the mine property only when substantial future economic benefits are thereby established, otherwise such expenditure is classified as part of the cost of production.

Restoration and rehabilitation

A provision for restoration and rehabilitation is recognised when there is a present obligation as a result of development activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of abandoning sites, removing facilities and restoring the affected areas.

The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation at the balance date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision at each balance date.

The initial estimate of the restoration and rehabilitation provision is capitalised into the cost of the related asset and amortised on the same basis as the related asset, unless the present obligation arises from the production of inventory in the period, in which case the amount is included in the cost of production for the period. Changes in the estimate of the provision for restoration and rehabilitation are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognised as a finance cost rather than being capitalised into the cost of the related asset.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the consolidated statement of financial position.

Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

Employee leave benefits

Wages, salaries, annual leave and sick leave

Liabilities accruing to employees in respect of wages and salaries, annual leave, long service leave and sick leave expected to be settled within 12 months of the balance date are recognised in other payables in respect of employees' services up to the balance date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

Liabilities accruing to employees in respect of wages and salaries, annual leave, long service leave and sick leave not expected to be settled within 12 months of the balance date are recognised in non-current other payables in respect of employees' services up to the balance date. They are measured as the present value of the estimated future outflows to be made by the Group.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Interest revenue is recognised using the effective interest method. It includes the amortisation of any discount or premium.

Borrowing costs

Borrowing costs are recognised as an expense in the period in which they are incurred except borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale. In this case the borrowing costs are capitalised as part of the cost of such a qualifying asset.

The amount of borrowing costs relating to funds borrowed generally and used for the acquisition of qualifying assets has been determined by applying a capitalisation rate to the expenditures on those assets. The capitalisation rate comprises the weighted average of borrowing costs incurred during the period.

Equity settled compensation

Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the consolidated statement of financial position are shown inclusive of GST. Cash flows are presented in the consolidated statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Parent entity disclosures

The financial information for the parent entity, Artemis Resources Limited, has been prepared on the same basis as the consolidated financial statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Exploration and evaluation, and development expenditure carried forward

The Group capitalises expenditure relating to exploration and evaluation, and development, where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded.

The recoverability of the carrying amount of mine development expenditure carried forward has been reviewed by the Directors. In conducting the review, the recoverable amount has been assessed by reference to the higher of "fair value less costs to sell" and "value in use". In determining value in use, future cash flows are based on:

- Estimates of ore reserves and mineral resources for which there is a high degree of confidence of economic extraction;
- Estimated production and sales levels;
- Estimate future commodity prices;
- Future costs of production;
- Future capital expenditure; and/or
- Future exchange rates.

Variations to expected future cash flows, and timing thereof, could result in significant changes to the impairment test results, which in turn could impact future financial results.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model, using the assumptions detailed in Note 23.

Fair value of financial instruments

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provision for restoration and rehabilitation

The provision for restoration and rehabilitation has been estimated based on quotes provided by third parties. The provision represents the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date.

2. SEGMENT INFORMATION

AASB 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker in order to allocate resources to the segment and to assess its performance.

The Group's operating segments have been determined with reference to the monthly management accounts used by the Chief Operating Decision Maker to make decisions regarding the Group's operations and allocation of working capital. Due to the size and nature of the Group, the Board as a whole has been determined as the Chief Operating Decision Maker.

a. Description of segments

The Board has determined that the Group has two reportable segments, being mineral exploration activities and development expenditure. The Board monitors the Group based on actual versus budgeted expenditure incurred by area of interest.

The internal reporting framework is the most relevant to assist the Board with making decisions regard the Group and its ongoing exploration activities.

2. SEGMENT INFORMATION (CONTINUED)

b. Segment information provided to the Board:

	Exploration Activities			Development Activities	Unallocated	Total
	Mt Clement	West Pilbara	East Pilbara	Radio Hill	Corporate	
	$	$	$	$	$	$
30 June 2019						
Segment revenue	-	-	-	-	12,127	12,127
Segment expenses	-	-	-	-	(9,359,866)	(9,359,866)
Reportable segment loss	-	-	-	-	(9,347,739)	(9,347,739)
Reportable segment assets	233,159	36,565,459	229,038	23,353,620	1,805,136	62,186,412
Reportable segment liabilities	-	-	-	1,413,123	7,353,217	8,766,340

	Exploration Activities			Development Activities	Unallocated	Total
	Mt Clement	West Pilbara	Others	Radio Hill	Corporate	
	$	$	$	$	$	$
30 June 2018						
Segment revenue	-	-	-	-	18,928,727	18,928,727
Segment expenses	-	-	-	-	(6,854,814)	(6,854,814)
Reportable segment profit	-	-	-	-	12,073,913	12,073,913
Reportable segment assets	147,442	28,614,384	-	11,713,066	29,505,415	69,980,307
Reportable segment liabilities	-	-	-	-	11,369,749	11,369,749

3. REVENUE

	Consolidated	
	30 June 2019 $	30 June 2018 $
Revenue		
Other income[1]	-	16,606,896
Less: Applied as recovery of exploration costs	-	(1,559,575)
	-	15,047,321
Profit on sale of Novo shares, net of cost	-	3,499,502
	-	18,546,823
Sales of gold, silver and copper ore	7,000	221,041
	7,000	18,767,864
Other revenue		
Interest received	5,127	160,863
	12,127	18,928,727

[1]On 15 August 2017, the Company entered into a farm in agreement with Novo Resources Corp (Novo) whereby Novo will earn a 50% interest in gold (and other minerals necessarily mined with gold) in conglomerate and/or paleoplacer style mineralisation on tenements located within 100km of the City of Karratha, on spending $2 million within two years. As part of the consideration for this agreement Artemis has received 4,000,000 Novo shares (CVE: NVO). Novo has now spent $2 million and the joint venture is live. The Novo shares were sold to Kirkland Lake Gold (TSX: KL, NYSE: KL, ASX: KLA) at a price of CAD$5.00 per share for a total purchase price of CAD$20m on 31 May 2018.

4. INCOME TAXES

(a) Income tax expense

	Consolidated	
	30 June 2019 $	30 June 2018 $
Current tax	-	-
Deferred tax	-	-
Income tax expense	-	-

(b) Income tax recognised in the statement of profit or loss and other comprehensive income

	Consolidated	
	30 June 2019 $	30 June 2018 $
(Loss)/profit before tax	(9,347,739)	12,073,913
Tax at 27.5% (2018: 27.5%)	(2,570,628)	3,320,326
Tax effect of non-deductible expenses	1,116,221	735,462
Exploration expenditure	129,597	(3,045,162)
Timing differences not brought to account	1,324,810	-
Previously unrecognised tax losses and timing differences now recouped to reduce tax expense	-	(1,010,626)
Income tax expense	-	-

4. INCOME TAXES (CONTINUED)

(c) Deferred tax balances

	Consolidated	
	30 June 2019 $	30 June 2018 $
Deferred tax assets comprise:		
Tax losses carried forward	5,961,631	4,636,821
Employee benefits obligation	12,337	2,455
Provisions	388,609	-
	6,362,577	4,639,276
Deferred tax liabilities comprise:		
Capitalised exploration costs	4,435,552	4,192,726
	4,435,552	4,192,726
Net deferred tax asset unrecognised	1,927,025	446,550

(d) Analysis of deferred tax assets

No deferred tax assets have been recognised as yet, other than to offset deferred tax liabilities, as it is currently not probable that future taxable profits will be available to realise the asset.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and account balances with banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents included in the consolidated statement of cash flows comprise the following amounts:

	Consolidated	
	30 June 2019 $	30 June 2018 $
Cash and cash equivalents	821,481	27,048,303

6. OTHER RECEIVABLES

	Consolidated	
	30 June 2019 $	30 June 2018 $
Other receivables	5,200	133,838
GST receivables	49,301	1,337,115
Prepayments	199,754	375,179
	254,255	1,846,132

The value of trade and other receivables considered by the Directors to be past due or impaired is nil (2018: Nil).

7. INVENTORIES

	Consolidated	
	30 June 2019 $	30 June 2018 $
Current		
Gold bullion at cost	460,202	-

8. OTHER FINANCIAL ASSETS

	Consolidated	
	30 June 2019 $	30 June 2018 $
Current		
Fair Value Through Profit or Loss		
Shares in listed equity securities (Level 1)	-	430,730

9. PLANT AND EQUIPMENT

	Consolidated	
	30 June 2019 $	30 June 2018 $
Computer equipment - at cost	62,635	12,546
Less: Accumulated depreciation	(8,999)	(731)
Total computer equipment at net book value	53,636	11,815
Furniture and fittings - at cost	132,065	82,294
Less: Accumulated depreciation	(28,867)	(3,110)
Total furniture and equipment at net book value	103,198	79,184
Motor vehicles – at cost	7,500	10,000
Less: Accumulated depreciation	(4,550)	(4,000)
Total motor vehicles at net book value	2,950	6,000
Total plant and equipment	159,784	96,999

Reconciliation of movement during the year

Reconciliations of the carrying amounts for each class of plant and equipment are set out below:

	Consolidated	
	30 June 2019 $	30 June 2018 $
Computer equipment:		
Carrying amount at the beginning of the year	11,815	-
- Addition	50,089	12,546
- Depreciation	(8,268)	(731)
Carrying amount at the end of the year	53,636	11,815
Furniture and fittings		
Carrying amount at the beginning of the year	79,184	-
- Addition	59,055	82,294
- Disposals	(7,333)	-
- Depreciation	(27,708)	(3,110)
Carrying amount at the end of the year	103,198	79,184
Motor vehicles		
Carrying amount at the beginning of the year	6,000	-
- Addition	-	10,000
- Disposals	(1,340)	-
- Amortisation	(1,710)	(4,000)
Carrying amount at the end of the year	2,950	6,000

10. INTANGIBLE ASSETS

	Consolidated	
	30 June 2019 $	30 June 2018 $
Computer Software - at cost	151,365	90,883
Less: Accumulated amortisation	(41,951)	(7,632)
Total computer software at net book value	109,414	83,251

Reconciliation of movement during the year:

	Consolidated	
	30 June 2019 $	30 June 2018 $
Computer Software:		
Carrying amount at the beginning of the year	83,251	-
- Addition	60,481	90,883
- Amortisation	(34,318)	(7,632)
Carrying amount at the end of the year	109,414	83,251

11. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	30 June 2019 $	Restated 30 June 2018 $
Exploration and evaluation expenditure	37,027,656	28,761,826

Exploration and Evaluation Phase Costs

Costs capitalised on areas of interest have been reviewed for impairment factors, such as resource prices, ability to meet expenditure going forward and potential resource downgrades. It is the Directors' opinion that the Group has ownership or title to the areas of interest in respect of which it has capitalised expenditure and has reasonable expectations that its activities are ongoing.

Reconciliation of movement during the year:

	Consolidated	
	30 June 2019 $	Restated 30 June 2018 $
Opening balance	28,761,826	6,299,352
Acquisition of tenements and project interests	-	10,220,000
Expenditure capitalised in current period	8,975,094	12,619,133
Exploration expenditure written off	(701,261)	(202,445)
Cost of product sold written off	(8,003)	(174,214)
Closing balance	37,027,656	28,761,826

12. DEVELOPMENT EXPENDITURE

	Consolidated	
	30 June 2019 $	Restated 30 June 2018 $
Development expenditure	23,353,620	11,713,066

Reconciliation of movement during the year:

	Consolidated	
	30 June 2019 $	Restated 30 June 2018 $
Opening balance	11,713,066	2,693,353
Additions[1]	11,640,554	9,019,713
Closing balance	23,353,620	11,713,066

[1] Additions include a provision for restoration and rehabilitation of $1,413,123 which was recognised during the year. It relates to the estimated cost of rehabilitation work to be carried out in relation to the removal of facilities, closure of sites and restoring the affected areas. The provision represents the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision at each reporting date.

Impairment assessment

The recoverable amount of the cost to date for the work in progress on the Radio Hill Processing Plant was reviewed for impairment. Following the review, the Directors have determined that the recoverable amount exceeds the carrying value and that no impairment exists. The recoverable amount estimation was based on the estimated value in use with discount rate of 8% applied to the cash flow projections and was determined at the cash-generating unit level. The cash-generating unit consists of the operating assets, which is comprised of the process plant and other property, plant and equipment associated with the project. No material items required impairment or write offs.

13. TRADE AND OTHER PAYABLES

	Consolidated	
	30 June 2019 $	30 June 2018 $
Trade and other payables	1,516,278	7,446,797

14. EMPLOYEE BENEFITS OBLIGATION

	Consolidated	
	30 June 2019 $	30 June 2018 $
Opening balance	8,928	-
Provision for the year	123,639	8,928
Benefits used or paid	(87,706)	-
Closing balance	44,861	8,928

15. FINANCIAL LIABILITIES

	Consolidated	
	30 June 2019 $	30 June 2018 $
Convertible note at fair value (Level 2)	5,595,206	3,914,024
Short term loan at amortised cost	196,872	-
	5,792,078	3,914,024

Reconciliation of movement during the year:

	Consolidated	
	30 June 2019 $	30 June 2018 $
Convertible note		
Opening balance	3,914,024	2,265,965
Add: Additional convertible note	5,519,267	5,945,303
	9,433,291	8,211,268
Less: Conversion to equity	(783,770)	(2,232,791)
Less: Cash repayment on convertible note	(3,433,870)	(1,918,894)
Fair value movement	379,555	(145,559)
Closing balance	5,595,206	3,914,024
Short term loan		
Opening balance	-	-
Add: Short term loan[1]	196,872	60,000
Less: Cash repayment	-	(60,000)
Closing balance	196,872	-
Total	5,792,078	3,914,024

[1] The short term loan is premium funding of annual insurance costs.

The convertible notes issued by the Company is treated as financial liabilities designated as at fair value through profit or loss.

15. FINANCIAL LIABILITIES (CONTINUED)

On 8 December 2017, the Company entered into a US$4,500,000 funding agreement by way of issuance of convertible notes ("first note") at an issue price of US$1 per note. On 27 November 2018 the company took out a new convertible note in the amount of US$3,931,681, and restructured the first note in the amount of US$1,285,710. On 24 May 2019, the Company signed a variation to the funding facility ("Variation Deed"). An additional 100,000 convertible notes were issued in satisfaction of restructure fees.

An amount of US$3,000,621 (2018: US$1,607,142) was repaid against the convertible notes during the year, with US$2,457,143 (2018: US$1,285,714) being repaid in cash and US$543,478 (2018: US$321,429) being converted with issuance of a total of 13,197,295 (2018: 2,710,355) shares. As at 30 June 2019, the outstanding convertible note is US$3,923,917 (30 June 2018: US$2,892,857).

An amount of US$460,290 was repaid against the convertible note outstanding as at 30 June 2019 on 22 August 2019.

The convertible note was valued using Monte Carlo simulation. The key inputs to the valuation are as follows:

Volatility (%)	100
Risk free rate (%)	1.89
Share price at this date ($)	0.12

Funding facilities pre Deed of Variation

- **Convertible Securities:** Convertible Securities of US$3,931,681 (**New Convertible Securities**), plus an extension of US$1,285,710, being the balance of Convertible Securities announced on 11 December 2017 (**Existing Convertible Securities**) (together the **Convertible Securities**).
- **Face Value and Purchase Price:** US$1.00 per Convertible Security.
- **Implementation Fee:** 5,000,000 fully paid ordinary shares in the capital of Artemis (**Shares**).
- **Commitment Fee:** 5%
- **Interest:** No interest payable on the Convertible Securities.
- **Maturity Date:** 10 January 2020.
- **Conversion:** Subject to the Maximum Issue (defined below), the Investor may elect to convert the Convertible Securities (other than those for which Artemis has given notice of early redemption) at either:
  - a **Fixed Conversion Price** of A$0.21; or
  - a **Variable Conversion Price** of the lesser of the Fixed Conversion Price and 94% of the average of the 3 lowest daily VWAP's during the 10 trading days immediately prior to the date that notice of conversion is given by the Investor, subject to the conditions that the election to convert at the Variable Conversion Price cannot be made:

15. FINANCIAL LIABILITIES (CONTINUED)

New Convertible Notes

- prior to 1 April 2019; or
- after 1 April 2019, with respect to more than $279,507 in April 2019, $521,739 in each of May 2019 to October 2019 and $521,740 in November 2019 or such higher amount where a prior month's conversion capacity has not previously been used subject to an aggregate conversion up to 10 December 2019 of more than an aggregate of 70% of the total price paid for the Convertible Securities.

Existing Convertible Notes

- prior to 1 February 2019; or
- in a calendar month where Artemis has given a notice of early redemption and Artemis paying the redeemed amount within the required time period.

- **Redemption**: Artemis may at any time elect to redeem some or all of the Convertible Securities (other than those for which the Investor has given a conversion notice), provided that:
  - notice of such redemption is given on the first trading day of a calendar month for which the 5-day VWAP for the 5 trading days immediately prior to that first trading day is less than the Fixed Conversion Price; and
  - the number of New Convertible Securities being redeemed is at least the minimum redemption amount for that calendar month being nil in all months other than 279,507 in April 2019, 521,739 in each of May 2019 to October 2019 and 521,740 in November 2019 and the number of Existing Convertible Securities is at least the minimum redemption amount for that calendar month being nil in all months other than 521,739 in each of February 2019 and March 2019 and 242,232 in April 2019.

Where Artemis elects to redeem the Convertible Securities, it must pay the Investor 112% of the face value of the redeemed Convertible Securities within 7 days of giving the redemption notice.

- **Maturity**: On the Maturity Date, Artemis must redeem the remaining Convertible Securities by paying the Investor the total face value (US$1 per Convertible Security) outstanding.

- **Maximum Issue of Shares**: The maximum number of Shares to be issued without shareholder approval for the New Convertible Securities is capped at 36,171,466 (Maximum Issue). Where Artemis is requested to issue Shares in excess of the Maximum Issue, the issue of such Shares is subject to shareholder approval.

- **Options**: Artemis will issue the Investor and the arranger of the facility an aggregate of 8,571,429 options with an exercise price of A$0.21, exercisable on or before 30 November 2021.

15. FINANCIAL LIABILITIES (CONTINUED)

- **Security**: The funding will be secured over the assets of Fox Radio Hill Pty Ltd whilst the face value of the Convertible Securities exceeds US$1,500,000.
- **Collateral**: Artemis will issue 5,000,000 shares to the Riverfort Group.

New salient terms of Variation Deed:

- **Maturity Date:** 31 January 2020.
- **Conversion:** Subject to the Maximum Issue (defined below), the Investor may elect to convert the Convertible Securities (other than those for which Artemis has given notice of early redemption) at either:
  - a **Fixed Conversion Price** of A$0.08; or
  - a **Variable Conversion Price** of the lesser of the Fixed Conversion Price and 94% of the average of the 3 lowest daily VWAP's during the 10 trading days immediately prior to the date that notice of conversion is given by the Investor, subject to the conditions that the election to convert at the Variable Conversion Price cannot be made
- **New Convertible Notes**
  - prior to 1 October 2019 in the event that Artemis has redeemed 2,100,000 convertible notes before 30 September 2019
  - For an amount greater than 350,000 notes per month.
- **Restructure fees:** As part of the restructure Artemis issued the Convertible Note investor 18,652,175 options with an exercise price of $0.08 and expiry date 31 July 2022.

16. SHARE CAPITAL

	Consolidated		Consolidated	
	30 June 2019 No. of Shares	30 June 2018 No. of Shares	30 June 2019 $	30 June 2018 $
Issued and Paid-up Capital				
Ordinary shares, fully paid	661,991,065	633,293,770	81,438,336	79,127,087

Reconciliation of movement during the year:

	Shares	$
Opening balance	633,293,770	79,127,087
Shares issued to financiers as implementation fees	5,000,000	775,000
Shares issued to financiers as collateral	5,000,000	-
Shares issued to director	5,000,000	675,000
Shares issued to advisor	500,000	77,479
Shares issued on settlement of convertible note	13,197,295	783,770
Closing balance	661,991,065	81,438,336

Term of Issue:

Ordinary Shares

Ordinary shares participate in dividends and are entitled to one vote per share at shareholders meetings. In the event of winding up the Company, ordinary shareholders rank after creditors and are entitled to any proceeds of liquidation in proportion to the number of shares held.

17. RESERVES

	Consolidated		Consolidated	
	30 June 2019 No. of options/rights	30 June 2018 No. of options/rights	30 June 2019 $	30 June 2018 $
Share based payments				
Options	38,663,462	37,689,858	1,539,004	255,909
Performance rights	15,000,000	15,000,000	1,031,999	469,090
			2,571,003	724,999

Series 1:

On 30 November 2018, the Group issued 8,571,429 unlisted share options to the noteholder as consideration for the new convertible loan notes. The exercise price of the options is $0.21 per share with an expiry date of 15 January 2021, which have fully vested.

17. RESERVES (CONTINUED)

Series 2:

On 24 May 2019, the Group issued 18,652,175 unlisted share options to the noteholder as consideration for restructuring the funding facility. The exercise price of the options is $0.08 per share with an expiry date of 31 July 2022, which have fully vested.

The unlisted options issued during the year were valued using the Black-Scholes model. The fair value of the options granted during the year ended 30 June 2019 was determined on the date of grant using the following assumptions:

	Series 1	Series 2
Grant date	30 November 2018	31 July 2019
Exercise price ($)	0.21	0.08
Expected volatility (%)	95	100
Risk-free interest rate (%)	2	1.13
Expected life (years)	3	3
Share price at this date ($)	0.145	0.036
Fair value per option ($)	0.080	0.0165

There were no additional performance rights issued during the year.

For the year ended 30 June 2019, the Group has recognised $1,846,004 (2018: $724,999) of share-based payment expense in the income statement in relation to share options and performance rights issued.

18. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Board of Directors takes responsibility for managing financial risk exposures of the Group. The Board monitors the Group's financial risk management policies and exposures and approves financial transactions. It also reviews the effectiveness of internal controls relating to commodity price risk, counterparty credit risk, currency risk, liquidity risk and interest rate risk. The Board meets monthly at which these matters are reviewed.

The Board's overall risk management strategy seeks to assist the Group in meeting its financial targets, while minimising potential adverse effects on financial performance. Its review includes the use of hedging derivative instruments, credit risk policies and future cash flow requirements.

The Company's principal financial instruments comprise cash, short term deposits and securities in Australian listed companies. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the company. The Company also has other financial instruments such as trade debtors and creditors which arise directly from its operations.

18. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

The main risks arising from the Company's financial instruments are interest rate risk, credit risk, foreign exchange risk, commodity risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below:

(i) Interest Rate Risk

The Company's exposure to interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate for each class of financial assets and financial liabilities.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the following financial assets and liabilities:

FY2019	Carrying Amount	Effect on profit before tax		Effect on pre-tax equity	
		+1%	-1%	+1%	-1%
Financial Assets					
Cash and cash equivalents[1]	821,481	18,861	4,848	18,861	4,848
Trade and other receivables[2]	54,501	-	-	-	-
	875,982	18,861	4,848	18,861	4,848
Financial liabilities					
Trade and other payables[4]	1,516,278	-	-	-	-
Financial Liabilities[5]	5,792,078	(10,828)	(6,891)	(10,828)	(6,891)
	7,308,356	(10,828)	(6,891)	(10,828)	(6,891)
Total increase/(decrease)		**8,033**	**(2,043)**	**8,033**	**(2,043)**

18. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

(i) Interest Rate Risk (continued)

FY2018	Carrying Amount	Effect on profit before tax		Effect on pre-tax equity	
		+1%	-1%	+1%	-1%
Financial Assets					
Cash and cash equivalents[1]	27,048,303	270,483	(270,483)	270,483	(270,483)
Trade and other receivables[2]	1,470,953	-	-	-	-
Other financial assets[3]	430,730	-	-	-	-
	28,949,986	270,483	(270,483)	270,483	(270,483)
Financial liabilities					
Trade and other payables[4]	7,446,797	-	-	-	-
Financial Liabilities[5]	3,914,024	-	-	-	-
	11,360,821	-	-	-	-
Total increase/(decrease)		**270,483**	**(270,483)**	**270,483**	**(270,483)**

[1] Cash and cash equivalents are denominated in both AUD and USD. At 30 June 2019, A$624,356 was denominated in USD (30 June 2018: A$2,892,855).

[2] Trade and other receivables are denominated in AUD and are not interest bearing.

[3] Other financial assets are equity securities listed on ASX and are denominated in AUD and GBP. All financial assets were liquidated in FY2019.

[4] Trade and other payables at balance date are denominated mainly in AUD and are not interest bearing.

[5] The convertible note has no interest coupon. Loan of $196,872 in FY2019 (2018: Nil) bears an interest rate of 4.5% per annum.

(ii) Credit Risk

Credit risk refers to the risk that a counter-party will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Company's maximum exposure to credit risk.

18. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

(iii) Foreign Exchange Risk

The Company had the following United States dollar denominated assets and liabilities at year end.

	Consolidated	
	30 June 2019 US$	30 June 2018 US$
Cash		
Cash and cash equivalents	437,861	1,866,360
Borrowings		
Convertible Loan Note Facility[1]	3,923,917	2,892,855

[1] The convertible note holder holds 5,000,000 (2018: 4,000,000) shares as collateral against this liability

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rate, with other variables held constant.

Net impact of strengthening/(weakening) of AUD on USD assets/liabilities outlined above	Change in USD rate	Effect on profit before tax	Effect on pre-tax equity
FY2019	+5%	248,542	248,542
	-5%	(248,542)	(248,542)
FY2018	+5%	77,158	77,158
	-5%	(77,158)	(77,158)

(iv) Commodity Risk

The Company is affected by the price volatility of certain commodities especially changes in the price of gold in the market. The following table shows the effect of price changes in gold, with other variables held constant.

	Change in year-end price	Effect on profit before tax	Effect on pre-tax equity
FY2019	+3%	13,806	13,806
	-3%	(13,806)	(13,806)
FY2018	+3%	-	-
	-3%	-	-

18. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

(v) Liquidity Risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, convertible notes and finance leases. Cash flows from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will roll forward.

The following tables below reflect an undiscounted contractual maturity analysis for financial liabilities.

FY2019	Within 1 year	1 to 5 years	Over 5 years	Total
Financial liabilities due for payment				
Trade and other payables	1,516,278	-	-	1,516,278
Financial Liabilities	5,792,078	-	-	5,792,078
Total contractual outflows	**7,308,356**	**-**	**-**	**7,308,356**
Cash and cash equivalents	821,481	-	-	821,481
Trade and other receivables	54,501	-	-	54,501
Total anticipated inflows	875,982	-	-	875,982
Net outflow on financial instruments	**(6,432,374)**	**-**	**-**	**(6,432,374)**

FY2018	Within 1 year	1 to 5 years	Over 5 years	Total
Financial liabilities due for payment				
Trade and other payables	7,446,797	-	-	7,446,797
Financial Liabilities	3,914,024	-	-	3,914,024
Total contractual outflows	**11,360,821**	**-**	**-**	**11,360,821**
Cash and cash equivalents	27,048,303	-	-	27,048,303
Trade and other receivables	1,470,953	-	-	1,470,953
Financial assets	430,730	-	-	430,730
Total anticipated inflows	28,949,986	**-**	**-**	28,949,986
Net inflow on financial instruments	**17,589,165**	**-**	**-**	**17,589,165**

18. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

Management and the Board monitor the Group's liquidity reserve on the basis of expected cash flow. The information that is prepared by senior management and reviewed by the Board includes:

(i) Annual cash flow budgets;

(ii) Monthly rolling cash flow forecasts.

(vi) Net Fair Value

The carrying amount of financial assets and financial liabilities recorded in the financial statements represents their respective net fair values, determined in accordance with the accounting policies disclosed in Note 1.

19. COMMITMENT FOR EXPENDITURE

The Group currently has commitments for expenditure at 30 June 2019 on its Australian exploration tenements as follows:

	Consolidated	
	30 June 2019 $	**30 June 2018 $**
Not later than 12 months	2,326,211	2,644,580
Between 12 months and 5 years	5,726,334	6,212,995
Greater than 5 years	4,202,758	4,622,701
	12,255,303	13,540,276

The Company evaluates its tenements and exploration programme on an annual basis and may elect not to renew tenement licences if it deems appropriate.

20. RELATED PARTY DISCLOSURES

(a) Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's Key Management Personnel for the year ended 30 June 2019. Key Management Personnel for the year ended 30 June 2019 comprised the Directors, the Chief Executive Officer, General Manager Exploration and the General Manager Operations.

(b) The total remuneration paid to Key Management Personnel of the Company and the Group during the year are as follows:

	Consolidated	
	30 June 2019 $	30 June 2018 $
Short term employee benefits	1,207,051	843,735
Share based payment	1,526,891	1,998,063
Superannuation	34,758	694
	2,768,700	2,842,492

(c) Remuneration options and performance rights: As at 30 June 2019, the outstanding options and performance rights that were granted in previous and current reporting periods comprised of 15,000,000 options and 6,000,000 performance rights. The 15,000,000 options for the Chief Executive Officer were forfeited following his resignation on 6 May 2019. Further details are contained in Note 23 to the financial statements.

(d) Share and option holdings: All equity dealings with directors have been entered into with terms and conditions no more favourable than those that the entity would have adopted if dealing at arm's length.

(e) Related party transactions

	Consolidated	
	30 June 2019 $	30 June 2018 $
ADK Mining Services[1]	109,379	220,700
Doraleda Pty Ltd[2]	300,000	250,727
Integrated CFO Solutions[3]	120,000	129,000
Minerva Corporate Pty Ltd[4]	48,335	-
	577,714	600,427

[1] Director fees and consulting fees paid to ADK Mining Services Pty Ltd, a company in which Mr Alex Duncan-Kemp has an interest.
[2] Director fees and consulting fees paid to Doraleda Pty Ltd, a company in which Mr Edward Mead has an interest.
[3] Company secretary fees and consulting fees paid to Integrated CFO Solutions, a company in which Mr Guy Robertson has an interest. In 2019, these included fees of $36,000 (2018: $54,000) for accounting services.
[4] Director fees and consulting fees paid to Minerva Corporate Pty Ltd, a company in which Mr Daniel Smith has an interest.

21. EARNINGS PER SHARE

The calculation of basic earnings and diluted earnings per share at 30 June 2019 was based on the loss attributable to shareholders of the parent company of $9,347,739 (2018: Profit $12,073,913):

	Consolidated	
	30 June 2019	**30 June 2018**
	$	$
Basic (loss)/earnings per share	(1.44)	2.22
Diluted (loss)/earnings per share	(1.44)	2.02
	No of Shares	**No of Shares**
Weighted average number of ordinary shares:		
Used in calculating basic earnings per ordinary share	649,035,055	544,638,771
Dilutive potential ordinary shares	-	52,688,858
Used in calculating diluted earnings per share	649,035,055	597,327,629

22. AUDITOR'S REMUNERATION

	Consolidated	
	30 June 2019	**30 June 2018**
	$	**$**
Auditor of parent entity		
Audit fees – HLB Mann Judd	40,000	-
Audit fees – Hall Chadwick	269	36,528
	40,269	36,528

23. SHARE-BASED PAYMENT

Goods or services received or acquired in a share-based payment transaction are recognised as an increase in equity if the goods or services were received in an equity-settled share-based payment transaction or as a liability if the goods and services were acquired in a cash settled share-based payment transaction.

For equity-settled share-based transactions, goods or services received are measured directly at the fair value of the goods or services received provided this can be estimated reliably. If a reliable estimate cannot be made the value of the goods or services is determined indirectly by reference to the fair value of the equity instrument granted.

Transactions with employees and others providing similar services are measured by reference to the fair value at grant date of the equity instrument granted.

Options issued to Key Management Personnel during the year are outlined in the remuneration report.

23. SHARE-BASED PAYMENT (CONTINUED)

The following share-based payment arrangements were in place during the prior and current financial year:

Instruments	Date granted	Expiry date	Exercise price	No. of instruments	Fair value at grant date
Options	30 November 2017	30 June 2020	0.44	6,000,000	0.03
Options	31 January 2018	31 January 2021	0.45	5,439,858	0.01
Options	30 November 2018	15 January 2021	0.21	8,571,429	0.08
Options	24 May 2019	31 July 2022	0.08	18,652,175	0.02
Performance Rights	8 November 2017	30 September 2019	NIL	15,000,000	0.09

Movement in share-based arrangements on issue

(a) Options

	Number of instruments	
	30 June 2019	**30 June 2018**
Balance at beginning of year	37,689,858	101,002,903
Options granted during the year	27,223,604	41,689,858
Options forfeited/lapsed during the year	(26,250,000)	(309,913)
Options exercised during the year	-	(104,692,990)
Balance at end of year	38,663,462	37,689,858
Options exercisable at end of year	38,663,462	37,689,858

(b) Performance rights

	Number of instruments	
	30 June 2019	**30 June 2018**
Balance at beginning of year	15,000,000	-
Performance rights granted during the year	-	15,000,000
Balance at end of year	15,000,000	15,000,000

23. SHARE BASED PAYMENT (CONTINUED)

Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the year:

	Consolidated	
	30 June 2019 $	30 June 2018 $
Sign on fee for director, issued as shares	675,000	1,525,000
Options – directors	295,375	172,302
Options - chief executive officer	(6,393)	6,393
Performance rights – directors	487,854	406,546
Performance rights – employees	75,055	62,545
Options – convertible note holder	1,991,793	77,212
Options – other consultants	-	90,001
	3,518,684	2,339,999

24. RECONCILIATION OF NET CASH USED IN OPERATING ACTIVITIES TO LOSS AFTER INCOME TAX

	Consolidated	
	30 June 2019 $	30 June 2018 $
(Loss)/Profit after income tax	(9,347,739)	12,073,913
Depreciation	40,892	10,406
Exploration and project expenditure written off	701,261	202,445
Share based payments	3,518,684	2,339,999
Finance costs, non cash	336,452	-
Provision for diminution on value of investments	-	316,087
Net fair value loss on financial instruments designated as fair value through profit or loss	541,720	-
Unrealised foreign exchange gain	(222,882)	(172,206)
Non-cash fee received on entering Novo Resources Corp. joint venture	-	(15,037,990)
Loss/(profit) on sale of investments	70,150	(3,552,995)
Changes in current assets and liabilities during the financial period:		
Decrease/(increase) in receivables	168,995	(288,406)
Increase in inventories	(460,202)	-
Increase in trade and other payables	57,864	671,715
Net cash outflow from operating activities	(4,594,805)	(3,437,032)

25. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

FY2019	Consolidated	
	Convertible loan note $	Short term loan $
Opening balance	3,914,024	-
Net cash from financing activities	1,605,608	196,876
Non-cash restructuring fees issued to convertible loan notes holders	145,180	-
Equity conversion	(783,770)	-
Changes in fair value	379,555	-
Other changes	334,609	-
Closing balance	5,595,206	196,876

FY2018	Consolidated	
	Convertible loan note $	Short term loan $
Opening balance	2,265,965	60,000
Net cash from/(used in) financing activities	4,026,409	(60,000)
Equity conversion	(2,232,791)	-
Changes in fair value	(145,559)	-
Closing balance	3,914,024	-

26. RESTATEMENT OF COMPARATIVE FIGURES

The Group recognised an error in its classification of development expenditure during the year. Previously, the development expenditure was classified as exploration expenditure. The impact on the comparative balances are as follows:

	Consolidated	
	30 June 2018 $	30 June 2017 $
Previously reported:		
Exploration, evaluation and development expenditure	40,474,892	7,839,090
Plant and equipment	-	1,161,615
	40,474,892	9,000,705
After reclassification:		
Exploration and evaluation expenditure	28,761,826	6,299,352
Development expenditure	11,713,066	2,693,353
Plant and equipment	-	8,000
	40,474,892	9,000,705

27. PARENT ENTITY DISCLOSURE

	30 June 2019 $	30 June 2018 $
(a) Financial position		
Total current assets	1,524,772	28,471,293
Total Non-Current Assets	15,823,288	36,635,439
Total Assets	17,348,060	65,106,732
Total current liabilities	7,166,151	6,496,174
Total Liabilities	7,166,151	6,496,174
Net Assets	10,181,909	58,610,558
Equity		
Share capital	81,438,336	79,127,087
Reserves	2,571,003	724,999
Accumulated Losses	(73,827,430)	(21,241,528)
	10,181,909	58,610,558
(b) Commitments		
Exploration commitments		
Not later than 12 months	255,055	81,900
Between 12 months and 5 years	47,870	68,250
	302,925	150,150

28. SUBSIDIARIES

	Country of Incorporation	Ownership %	
		30 June 2019	30 June 2018
Parent Entity:			
Artemis Resources Limited	Australia	-	-
Subsidiaries:			
Fox Radio Hill Pty Limited	Australia	100	100
Karratha Metals Limited	Australia	100	100
KML No 2 Pty Limited	Australia	100	100
Armada Mining Pty Limited	Australia	100	100
Shearzone Mining Pty Limited	Australia	100	100
Western Metals Pty Limited[1]	Australia	80	80
Elysian Resources Pty Limited	Australia	100	100
Hard Rock Resources Pty Limited	Australia	100	100
Artemis Graphite Pty Ltd	Australia	100	100
Artemis Management Services Pty Ltd	Australia	100	100

[1] The assets, liabilities and the profit or loss of the non-controlling interest is immaterial

Consolidated

The parent entity with the Group is Artemis Resources Limited which is the ultimate parent entity in Australia.

Transactions with subsidiaries

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation.

29. FINANCIAL INSTRUMENTS

The Directors consider that the carrying amounts of current receivables and current payables (except for Note 15. Financial liabilities) are a reasonable approximation of their fair values.

30. COMMITMENTS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There are no contingent liabilities or contingent assets since the last annual reporting period.

31. EVENTS SUBSEQUENT TO 30 JUNE 2019

On 31 July 2019, a total of 87,338,535 shares were issued under a Share Purchase Plan at a price of $0.031 per share, raising $2,707,500 before costs. The Company also issued 16,500,000 options to Directors (Exercise price: $0.08; Expiry date: 15 May 2022), 18,652,175 options to financiers (Exercise price: $0.08; Expiry date: 31 July 2022), 10,000,000 options to underwriters (Exercise price: $0.08; Expiry date: 31 July 2022) and 10,000,000 options to advisor (Exercise price: $0.08; Expiry date: 31 July 2022).

On 16 July 2019, the Company signed binding agreement to acquire 100% of Rincon Resources Ltd, which holds rights to three highly prospective Au-Cu projects in Western Australia. The Company has paid a non-refundable exclusivity fee of $75,000. The Company will also issue a fully paid ordinary shares with a total value of $2.7m which is conditional upon the completion of due diligence by the Company. Upon completion of this transaction, Mr Zeffron Reeves will be appointed as a Non-Executive director of the Company.

Other than as outlined above there are no currently no matters or circumstances that have arisen since the end of the financial year that have significantly affected or may significantly affect the operations the Group, the results of those operations, or the state of affairs of the Group in the future financial years.

Directors' Declaration

1. In the opinion of the Directors of Artemis Resources Limited:

   a. the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:

      i. giving a true and fair view of the Group's financial position as at 30 June 2019 and of its performance for the year then ended; and

      ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.

   b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

   c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2019.

This declaration is signed in accordance with a resolution of the Board of Directors.

Edward Mead
Executive Director
27 September 2019

INDEPENDENT AUDITOR'S REPORT
To the members of Artemis Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Artemis Resources Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Capitalised Exploration and Evaluation Expenditure Refer to Note 11.	
In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group capitalises exploration and evaluation expenditure and as at 30 June 2019 had a deferred exploration and evaluation expenditure balance of $37,027,656. Exploration and evaluation expenditure was determined to be a key audit matter as it is important to the users' understanding of the financial statements as a whole and was an area which involved the most audit effort and communication with those charged with governance.	Our procedures included but were not limited to: - Obtained an understanding of the key processes associated with management's review of the carrying value of exploration and evaluation expenditure; - Considered the Directors' assessment of potential indicators of impairment in addition to making our own assessment; - Obtained evidence that the Group has current rights to tenure of its areas of interest; - Considered the nature and extent of planned ongoing activities; - Substantiated a sample of expenditure by agreeing to supporting documentation; and - Examined the disclosures made in the annual report.
Carrying Value of Development Expenditure Refer to Note 12.	
The Group has development expenditure of $23,523,620 in relation to construction of the Radio Hill Gold Recovery Circuit Processing Facility for the Carlow Castle Project. The company concluded there were impairment indicators and an impairment assessment was conducted under AASB 136 *Impairment of Assets* at balance date. This involved a comparison of the recoverable amount of the Carlow Castle Project assets with their carrying amounts in the financial statements. The evaluation of the recoverable amount of these assets is considered a key audit matter as it was based upon a model which required significant judgement in verifying the key assumptions supporting the expected discounted future cash flows of the Carlow Castle Project. In addition, our audit focussed on the Group's assessment of the carrying amount of the development expenditure as this is one of the most significant assets of the Group.	Our procedures included but were not limited to: - Obtained an understanding of the process associated with the preparation of the model to assess the recoverable amount of the Carlow Castle Project; - Critically evaluated management's methodology in the model and the basis for key assumptions; - Performed sensitivity analysis around the key inputs in the model that either individually or collectively would be required for assets to be impaired and considered the likelihood of such movement in those key assumptions; - Considered whether the assets comprising the Radio Hill cash-generating unit had been correctly allocated; - Considered the appropriateness of the discount rate used in the model; - Substantiated a sample of expenditure incurred during the year by agreeing to supporting documentation; and - Examined the disclosures made in the financial report.

Valuation of Convertible Notes Refer to Note 15.	
The Group restructured its existing funding agreement and entered into a second funding agreement with the Riverfort Group during the year. The fair value of the convertible notes at 30 June 2019 was $5,595,206. The valuation of the convertible notes is considered a key audit matter due to the complexity of accounting for the variations on the convertible notes and subsequent fair value measurement. The convertible notes are also the Group's largest current liability.	Our procedures included but were not limited to: - Reviewed the terms of the new financing arrangement and the variations on both financing arrangements. - Obtained the independent expert valuation of the convertible notes. - Considered whether the transaction costs incurred for restructuring the convertible notes have been accounted for correctly under AASB 9 *Financial Instruments*. - Considered whether the change in the fair value of the convertible notes had been accounted for correctly under AASB 9 *Financial Instruments*.
Provision for Mine Rehabilitation Refer to Note 12.	
The carrying value of the Group's provision for restoration and rehabilitation at balance date is $1,413,123. The provision for restoration and rehabilitation is a key audit matter due to the significant judgement involved in estimating costs which are planned to be incurred in future years and the related timing of incurring those costs.	Our procedures included but were not limited to: - Assessed the competence and objectivity of management personnel who prepared the costing estimates. - Critically challenged the key estimates and assumptions made in the costing report and performed sensitivity analyses. - Assessed the expected timing of the restoration and rehabilitation costs in the respective life of mine model.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.
As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Artemis Resources Limited for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

B G McVeigh
Partner

Perth, Western Australia
27 September 2019

ASX Additional Information

Additional information required by the Australian Stock Exchange Limited Listing Rules and not disclosed elsewhere in this report. The information was prepared based on share registry processed up to 25 September 2019.

Distribution of shareholders

The distribution of shareholdings as at 25 September 2019 was:

Spread of Holdings	Holders	Securities	% of Issued Capital
1 – 1,000	183	57,967	0.01%
1,001 – 5,000	871	2,732,579	0.36%
5,001 – 10,000	658	5,341,962	0.71%
10,001 – 100,000	1,845	72,804,631	9.72%
100,001 + over	703	668,442,461	89.20%
Totals	**4,260**	**749,379,600**	**100.00%**

The number of shareholders who hold less than a marketable parcel is 1736.

Substantial shareholders

The names of the substantial shareholders in the Company, the number of equity securities to which each substantial holder's associates have a relevant interest, as disclosed in substantial holding notices given to the Company are:

Holders Name	No of shares	% of Issued Capital
Exchange Minerals Limited	47,614,711	6.35%

ASX Additional Information

Top twenty (20) largest holders ordinary share

Top holders grouped report			
Artemis Resources Limited			
Security class:	ARV - ORDINARY FULLY PAID SHARES		
As at date:	25-Sep-2019		
Display top:	20		

Position	Holder Name	Holding	% IC
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	70,102,587	9.35%
2	CITICORP NOMINEES PTY LIMITED	68,206,131	9.10%
3	EXCHANGE MINERALS LIMITED	47,614,711	6.35%
4	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	38,801,538	5.18%
5	NATIONAL NOMINEES LIMITED	24,500,000	3.27%
6	BATTLE MOUNTAIN PTY LIMITED	23,523,647	3.14%
7	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	21,061,347	2.81%
8	CYGNUS 1 NOMINEES PTY LTD <CYGNUS ACCOUNT>	17,039,557	2.27%
9	SORRENTO RESOURCES PTY LTD	15,750,000	2.10%
10	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	14,010,529	1.87%
11	DEUTSCHE BALATON AKTIENGESELLSCHAFT	12,500,000	1.67%
12	BNP PARIBAS NOMS PTY LTD <DRP>	9,199,873	1.23%
13	MR JAY EVAN DALE HUGHES <INKESE FAMILY A/C>	8,000,000	1.07%
14	INKESE PTY LTD	7,250,000	0.97%
15	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	5,692,528	0.76%
16	D & K CORPS INVESTMENTS PTY LTD	5,000,000	0.67%
16	MR STEPHEN SEGAL & MRS CAROL SEGAL <HOSPITAL COMPUTERS S/F A/C>	5,000,000	0.67%
16	MR JAY HUGHES & MRS LINDA HUGHES <INKESE SUPER A/C>	5,000,000	0.67%
17	RIUOHAURAKI LIMITED	3,665,870	0.49%
18	DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	2,750,000	0.37%
19	LUCO PROPERTY GROUP PTY LTD <LUCANTONIO SUPERFUND A/C>	2,720,248	0.36%
20	CURIOUS CAPITAL GROUP PTY LTD <CURIOUS CAPITAL A/C>	2,500,000	0.33%
	Total	**409,888,566**	**54.70%**
	Total issued capital - selected security class(es)	**749,379,600**	**100.00%**

ASX Additional Information

Unquoted securities

Number	Holders	+Class
13,000,000	3	Director employee rights expiry 30 September 2019.
2,000,000	1	Employee performance rights expiry 30 September 2019.
6,000,000	3	Unlisted options exercisable at 44 cents on or before 30 June 2020.
5,439,858	1	Unlisted options exercisable at 45.38 cents on or before 31 January 2021.
8,571,429	1	Unlisted options exercisable at 21 cents on or before 30 November 2021.
3,923,913	2	Convertible notes with a maturity date of 31 January 2020 which are convertible into a maximum of 36,171,466 fully paid ordinary shares on the terms announced on 15 January 2019, as amended by announcement dated 24 May 2019. Includes additional 100,000 convertible notes issued as a restructure fee.
16,500,000	2	Unlisted Director Options exercisable at 8 cents and expiry date 15 May 2022
18,652,175	2	Convertible noteholder options exercisable to 8 cents a share and expiry 31 July 2022
20,000,000	2	Advisor options exercisable at 8 cents a share and expiry date 31 July 2022