ARTEMIS RESOURCES

2020 Annual Report

Corporate Directory

Directors

Mark Potter (Non-Executive Chairman)
Alastair Clayton (Executive Director)
Edward Mead (Executive Director)
Daniel Smith (Non-Executive Director)

Company Secretary

Guy Robertson

Principal Registered Office

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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

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Table of Contents

Chairman's Letter

Dear Shareholders,

On behalf of the Directors of Artemis Resources Limited, I am pleased to report on the activities of the Company for the year ended 30 June 2020.

Our focus remains on advancing the Carlow Castle and Paterson Central gold projects in the Pilbara, Western Australia.

The Carlow Castle Inferred Mineral Resource estimate was upgraded in late 2019 to 418oz Au, 48kt Cu and 7kt Co within 8Mt @ 0.51% Cu, 1.6 g/t Au and 0.08% Co. In early 2020 the Company launched Project One Million, an exploration programme to further increase the scale and size of the Carlow Castle resource. The first drill programme of 4,000 metres returned excellent grades and widths below the existing resource, extended mineralisation at depth and continued to show it remained open to the east and south. A follow-up drill programme commenced early in the new financial year designed to substantially increase and upgrade the resource with a view to processing at the Company's 100% owned Radio Hill processing plant, approximately 35km from the project.

Artemis' 100% owned Paterson project covers 605km^2 and is located approximately 40km east of Newcrest Mining's multi-million-ounce Telfer Gold-Copper mine and is contiguous to the recent Havieron gold and copper discovery by Greatland Gold Plc, subject to a farm-in by Newcrest. Following an extensive review by external consultants Resource Potentials, Artemis has identified 7 key target zones each to be drill tested. Five southern drill targets sit within the same geological and structural domain as the Havieron gold discovery, are within 4km of Havieron and are sited with the same favourable structural corridor, and two northern targets are geophysical and structural targets adjacent to a favourable N-S trending structural corridor extending north from Havieron.

With two significant projects Artemis' Board resolved to dispose of non-core assets. The Company's joint venture interests in the Purdy's Reward and 47K Patch gold projects were sold to Novo Resources Inc. for a cash and shares consideration that realised approximately $6.6 million. Early in the new financial year Artemis sold its 80% interest in Mt Clement to its joint venture partner Northern Star Resources Limited for $319,000 in cash and a 1% royalty. The Company continues to assess opportunities to dispose of other non-core assets as appropriate.

The Company raised $8 million during the year, in placements of $5.9 million and $2.1 million and a share purchase plan of $2.7 million, well supported by shareholders. In July 2020 the Company raised a further $5.6m in a well oversubcribed share placement, with participation from both existing shareholders and new institutional investors. The Company is well funded to enable it to execute its project strategy in the year ahead.

My appointment on 24 February 2020 followed the resignation of Sheikh Maktoum Hasher Al Maktoum. We take this opportunity to thank Sheikh Maktoum for his contribution to the Company. Alastair Clayton a geologist with significant mining industry experience joined the Board in early 2020 as an Executive Director.

I take this opportunity to thank my fellow directors, the Artemis team, and our shareholders for their ongoing support as we look forward to an exciting and successful year ahead.

Mark Potter
Chairman

Operations Report

Artemis Resources Limited ("Artemis" or the "Company") is pleased to outline the Company's progress for the financial year end 30 June 2020. Artemis is a gold and copper focused resources company with major projects being Paterson Central and The Greater Carlow Castle Project, both located in the Pilbara region of Western Australia. The Company owns 100% of the strategically located Radio Hill processing plant and infrastructure, located approximately 30km south of Karratha.

During the financial year, the Company made significant progress with its Greater Carlow Castle and Paterson Central projects, including a major resource upgrade at Carlow Castle.

The following is a summary of the key work programs completed or resources updates during the current financial year.

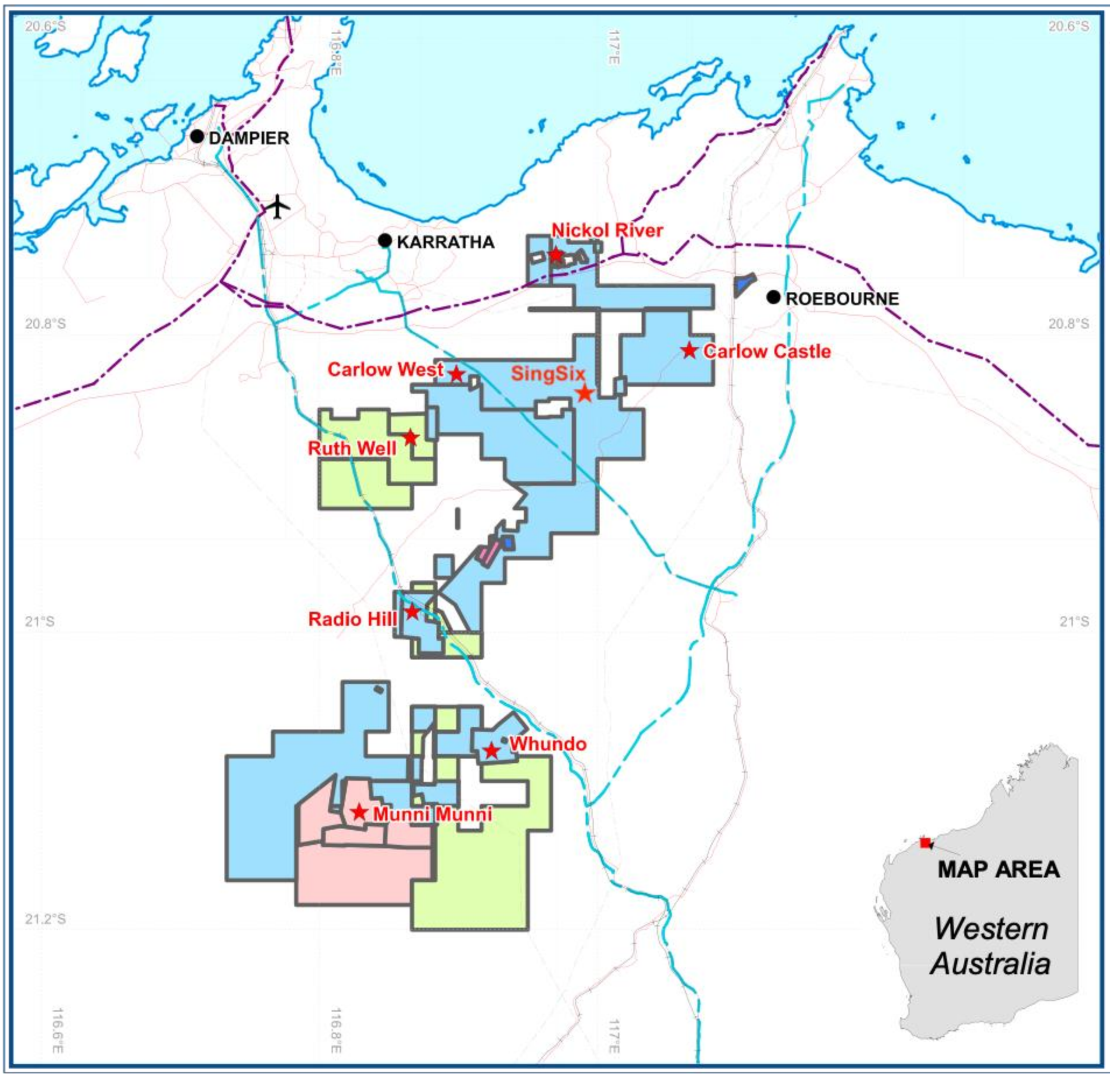

Figure 1: West Pilbara project map highlighting ARV's Greater Carlow Castle project and the location of the Radio Hill processing plant.

Operations Report

HIGHLIGHTS

CARLOW CASTLE GOLD-COPPER-COBALT PROJECT

The Carlow Castle gold, copper and cobalt project is located in the West Pilbara region of Western Australia, ~45 km by road east of the city of Karratha (**Figure 1**). Access is via the Northwest Coastal Highway and then by the unsealed Cheratta public road, which passes through the Project area. Carlow Castle is on the granted exploration license E47/1797 and is ~35 km from Artemis' 100% owned Radio Hill Processing Plant.

The current Carlow Castle Mineral Resource covers a strike length of 1.2 km, and was successfully identified using SAM exploration in early 2018. In conjunction with geochemical anomalies, SAM targeting drove the Carlow Castle drilling program in 2018 that increased the maiden resource by 71% in February 2019, and subsequent SAM survey which has identified 21 new targets to the west of the current resource.

Recent structural mapping and evaluation of historical diamond core and trenching through the top of the resource area, led to a significant increase in the confidence levels of the project, and culminated in the new inferred Mineral Resource Estimate (MRE) announced on 20 November 2019, that increased metal content by 60% for gold, 25% for copper and 15% for cobalt.

The inferred MRE is now **418koz Au, 48kt Cu and 7kt Co within 8Mt @ 0.51% Cu, 1.6 g/t Au and 0.08% Co**[1]. The structural mapping programs and MRE have been carried out by independent mining Industry consultants, CSA Global.

During March 2020, 31 RC drill holes were completed for 3,716 metres (**Figure 2**), with the assay results released to the ASX on 6 May 2020. The RC drill program had three aims:

1. Continue to define limits of mineralisation at depth and down dip and add ounces to further resource updates;
2. Capture DHEM signatures of mineralisation for use in future resource and extensional and regional drill planning; and
3. Commence systematic exploration of 21 undrilled SAM targets to the west and south of the Carlow Castle resource area.

Pleasingly in terms of the first objective, RC drilling below the resource (**Figures 2 & 3**) returned excellent grades and widths. It also extended mineralisation at depth and continued to show it remained open down dip to the east and to the south.

Secondly, a first-ever downhole electromagnetic (DHEM) programme at Carlow Castle was successful and revealed an identifiable signature of the higher-grade sulphide mineralisation. This will be used to efficiently target our future drilling to increase the resource area.

The final objective began with the first phase of systematic drilling of SAM targets, starting with 1-4 (**Figure 4**). This was designed to explore completely untested and open-strike geological

[1] See ASX Announcement 20 November 2019. The Company is not aware of any new information or data that materially affects the information included in this market announcement and, in the case of estimates of mineral resources, that all material assumptions and technical parameters underpinning the estimates in this market announcement continue to apply and have not materially changed.

extensions to the west of and adjacent to the current resource area. Several fence lines of shallow holes were completed over a strike of ~1km. Much of this area was deeply weathered but did not return widespread significant gold values.

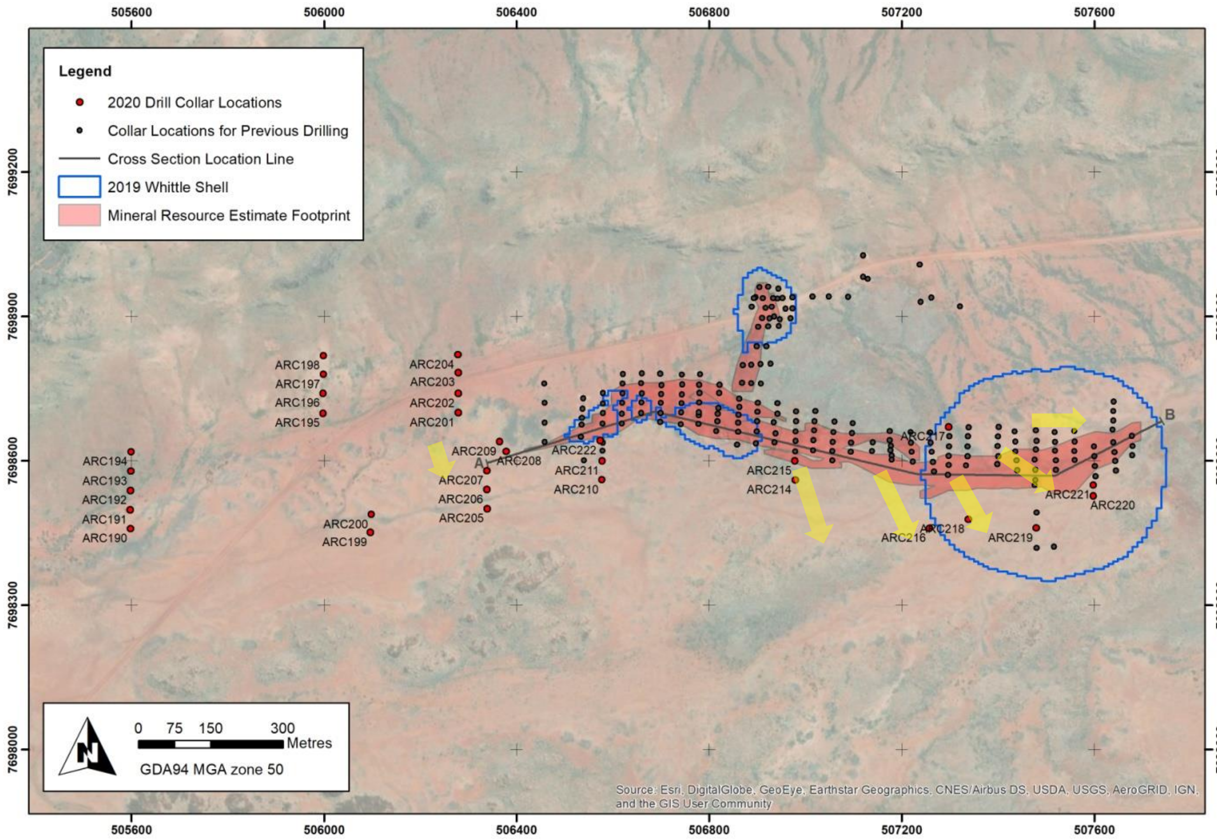

Figure 2: *Carlow Castle drill hole location plan of April RC programme and interpreted open directions (yellow) of mineralisation following completion of programme*

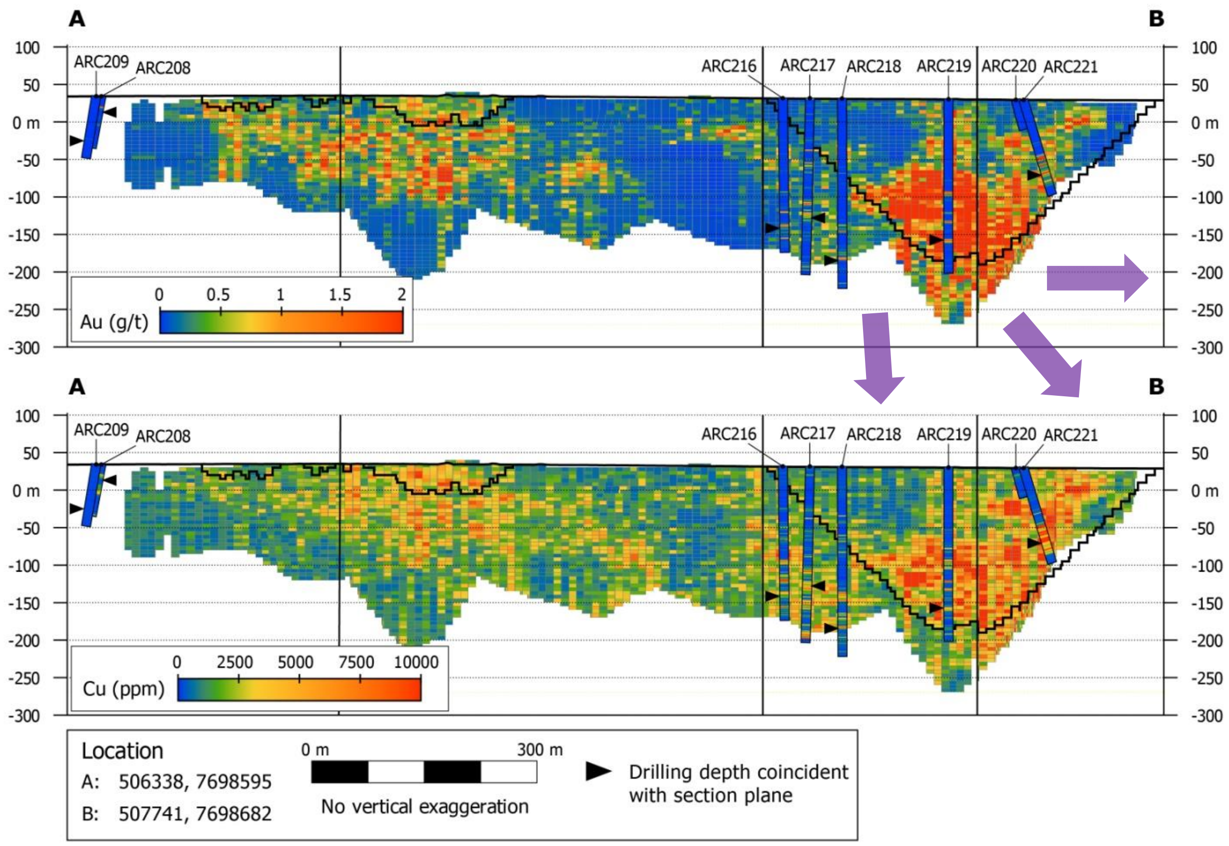

__Figure 3:__ Carlow Castle composite long section, showing additional RC drilling that has increased mineralisation down dip at the eastern end of the resource (open indications in purple), and pit optimisation (in black) looking north, above which Mineral Resources were reported to the ASX on 20 November 2019.

Drilling intersected gold mineralisation in ARC208 (SAM target 4).

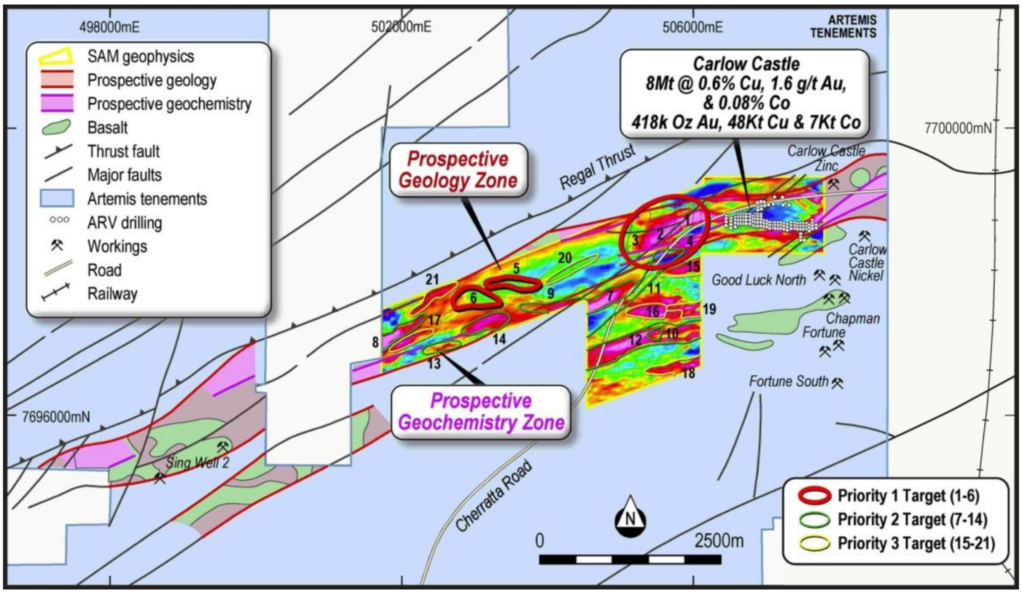

__Figure 4:__ Carlow Castle geology, SAM survey results with 21 anomalies and drilling and resource area to date, which indicates mineralisation is open to the west and east. The planned RC drill programme will target anomalies 1-4, immediately to the west of the current resource. Anomalies 1-4 are over a strike of ~1km.

CARLOW WEST GOLD PROJECT (Part of the Greater Carlow Area)

RC drilling at Carlow West (12km west of Carlow Castle and 25km south-east of Karratha, **Figure 1**) was completed with an 11 hole, 550m drill traverse through a section of the prospect that retuned rock chip assays of 1 to **9.89 g/t Au** as reported to the ASX on 5 November 2018.

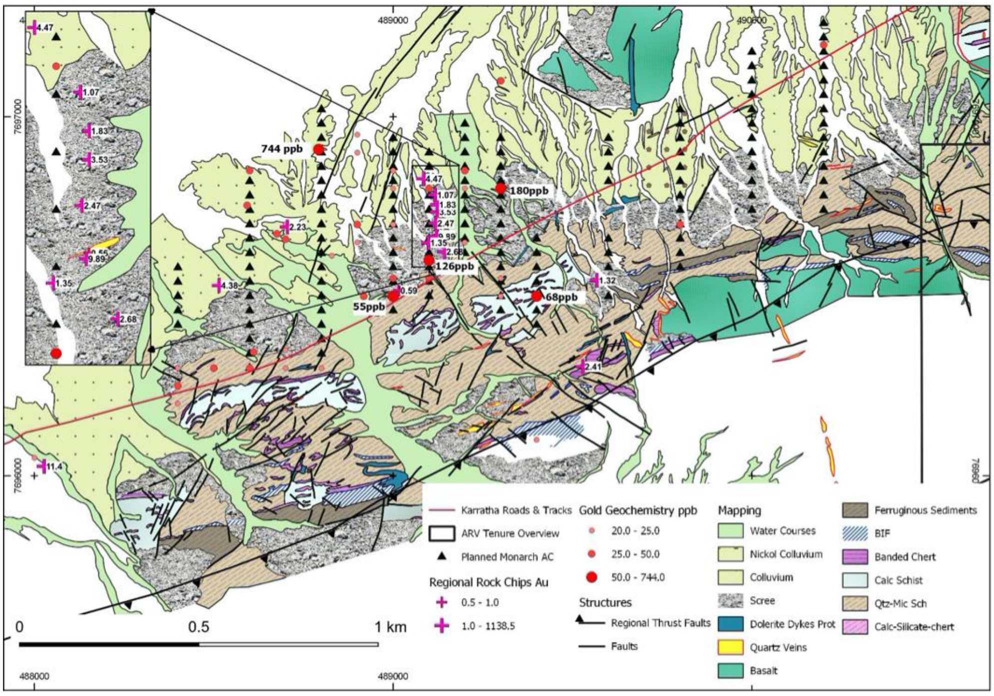

Figure 5: *Carlow West rock chip results and planned Aircore drilling. Central high grade rock chip line over 200 metres will be RC drilled. Results previously released to the ASX on 5 November 2018 (the project was previously referred to as Patersons Hut).*

PATERSON CENTRAL GOLD-COPPER PROJECT

Background to the Paterson Central Project

The Paterson Central Gold-Copper Project covers 605 km^2 and is located in the Yaneena Basin of the Paterson Province, which hosts large scale mineral deposits, such as the World class Telfer Gold-Copper Mine, recently discovered Winu copper-gold deposit, Nifty Copper Mine, and the rapidly growing Havieron gold and copper deposit. The Company's Paterson Central project forms a 100% owned exploration tenement E45/5276, which surrounds the Havieron gold deposit on three sides, and covers the same continuous geological domain (**Figures 6** and **10**).

The geology of the project area consists of Canning Basin sediments, primarily Permian siltstones in this part of the basin, which overlie Proterozoic meta-sedimentary basement rocks which form the main host rocks to large mineral deposits in the region. The sedimentary cover is 300m thick in the western part of the project area and is interpreted to deepen to over 800m in the far east. The Havieron gold and copper deposit is associated with a strong magnetic anomaly and sits under about 450m of sedimentary cover. Mineralisation at Havieron extends over deep intervals to at least 600m below the base of sedimentary cover, where the mineralisation starts, and it continues to remain open at depth. The Company is exploring the Paterson Central Project for both Havieron and Telfer styles of gold and copper mineralisation.

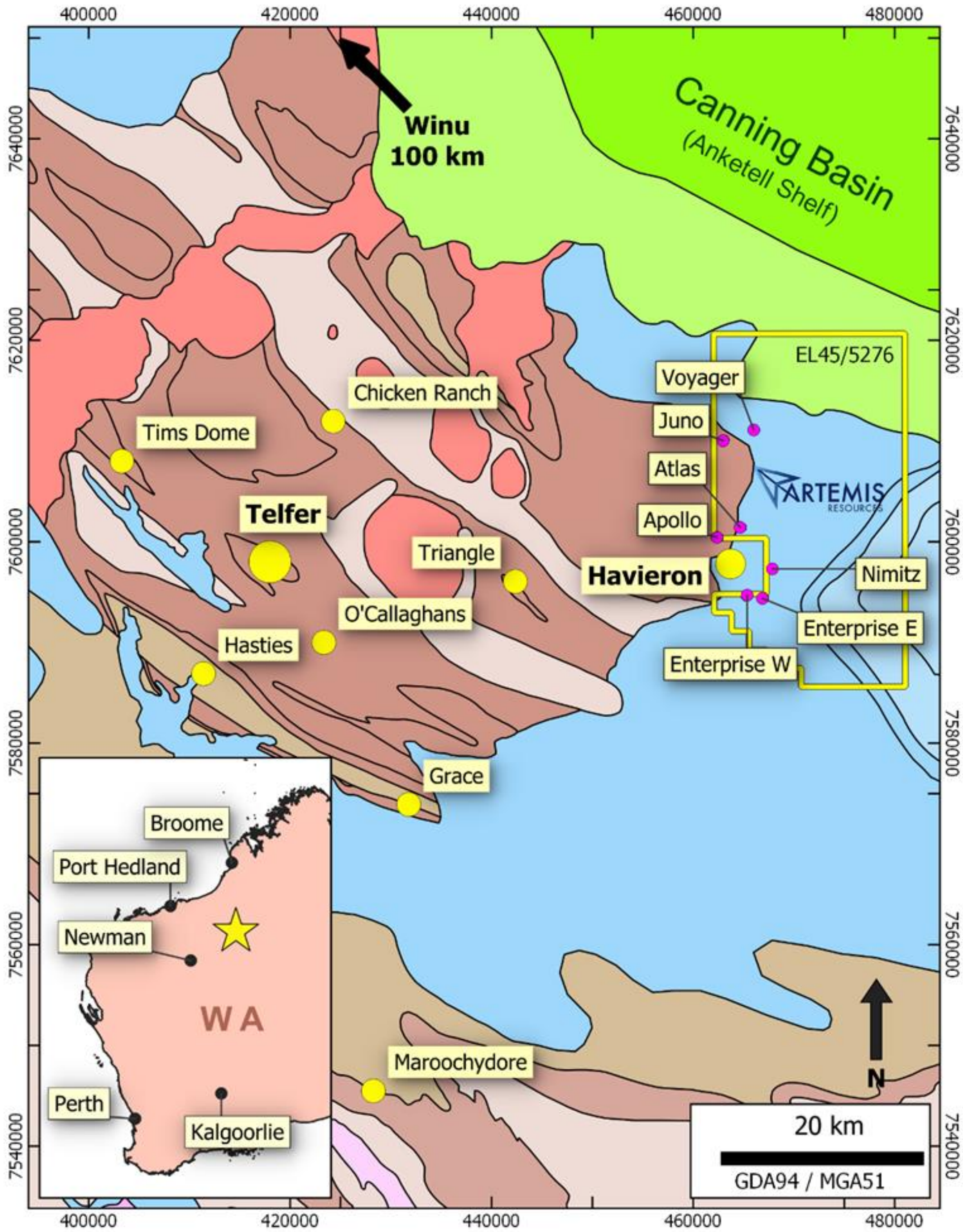

Figure 6: *Paterson Central Tenement E45/5276 (yellow outline) with 7 new target areas proposed for drilling, overlying main geological units, and showing locations of major gold and base metal deposits.*

Summary of New Targeting at Paterson Central

A detailed review of all Artemis data by Perth based Resource Potentials, led by Dr Jayson Meyers, has led to a revision of initial targets and identification of new targets, to come up with 7 key target zones to each be tested by a single deep drillhole: **Juno, Voyager, Enterprise East, Enterprise West, Nimitz, Atlas and Apollo** (**Figures 5** to **8**).

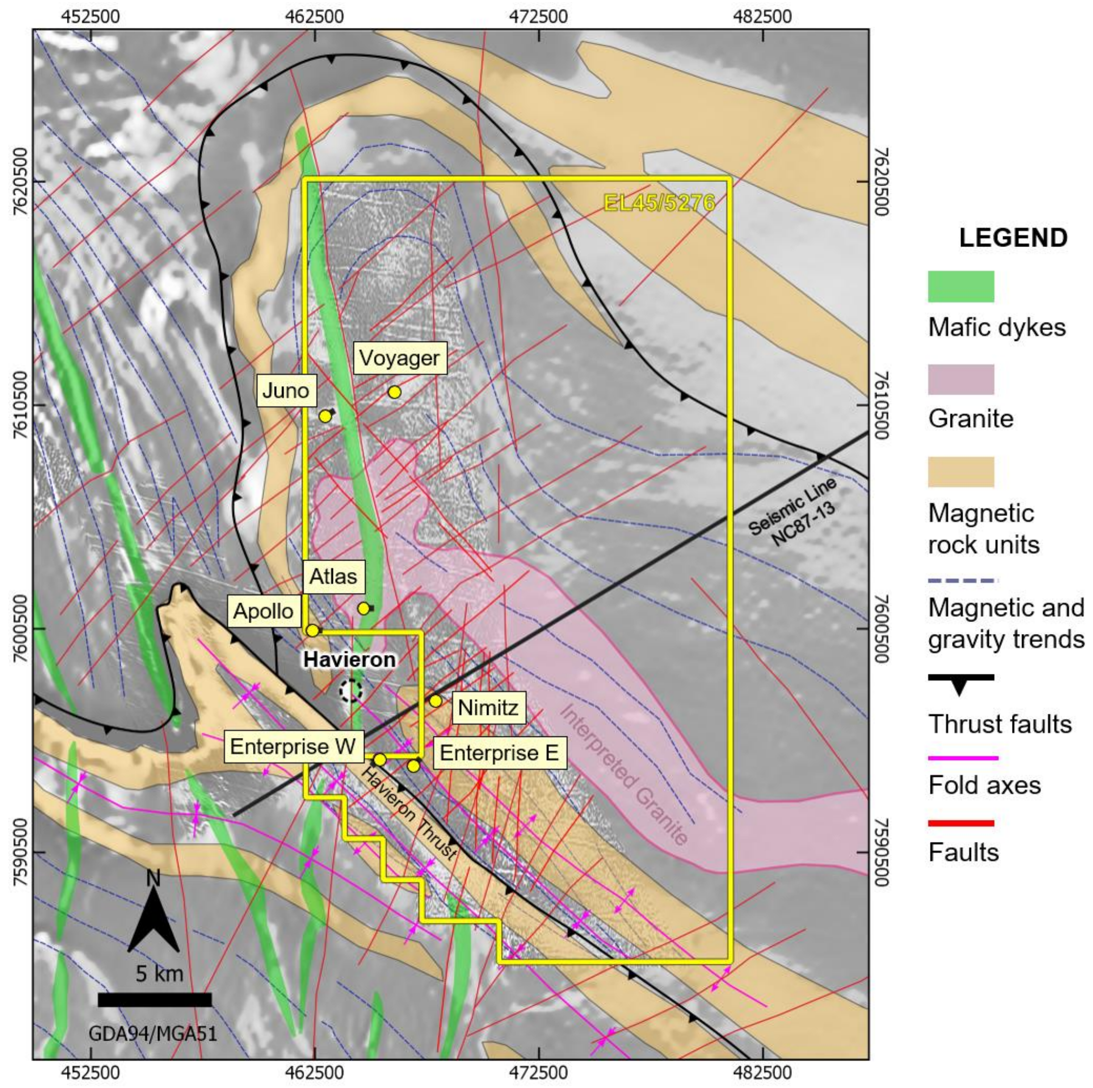

Figure 7: *Paterson Central Tenement E45/5276 (yellow outline), with 7 target areas for proposed drilling (yellow dots), interpreted bedrock geology units and structures, on top of a merged magnetic anomaly image, and location of 2D seismic reflection survey line shown in* ***Figure 4****.*

Phase One Drill Programme

The Company's Phase One Drill Programme is targeting the completion of 7 holes of about 800m depth each for circa 5,600 total metres. Given the wildcat nature of the drilling, the Company may choose to further extend the scope of the drill programme pending initial results. Given the predominance of E-W parallel sand dunes in the region (Figure 7), access to the northern targets of Juno and Voyager may require extra time and attention. As such, drilling is likely to commence around the more southerly targets located only several kilometres from the Havieron discovery. The Company will report back to shareholders as and when material data is generated from the Paterson Central Project.

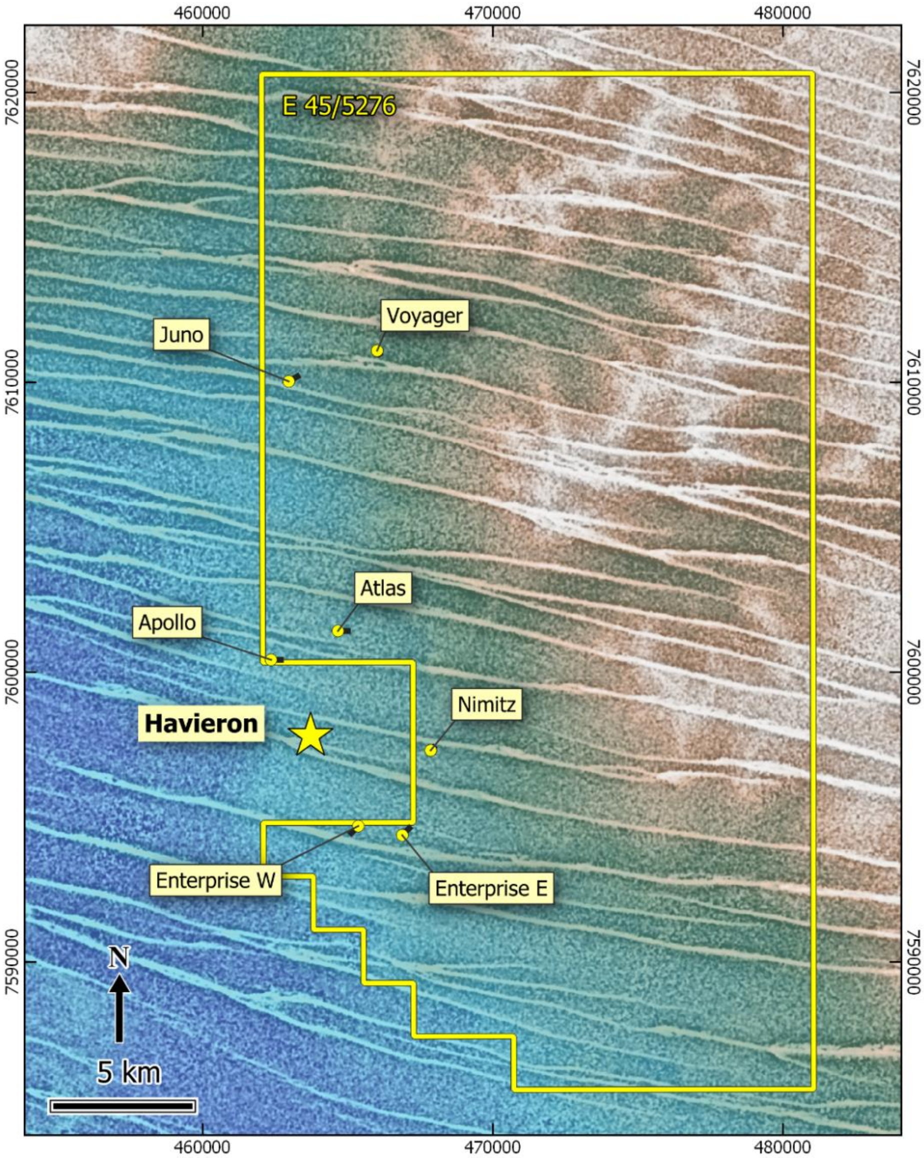

Figure 8: *Digital terrain model of the Paterson Central tenement (yellow outline) and proposed 7 high priority targets with drillhole locations (yellow dots). An extensive array of linear sand dunes appear as lines trending roughly East-West, with elevation highlighted by hotter colour attributes. The linear sand dunes range in height from between 5 to 15 metres above the relatively flat landscape.*

The maiden Paterson Central programme aims to make discoveries of both gold and copper, as well as demonstrate that the mineralising structures and events that led to the formation of the outstanding Havieron discovery are active across the Company's tenement, which surrounds Havieron on three sides (**Figures 6** and **7**).

Basis of Targeting – Geochemical Anomaly Corridor

A geochemical target trend has been defined to occur just to the north of Havieron by an extensive ionic leach sampling program, which was completed following initial trial surveys and specialised data analysis by Artemis geologist Allan Younger, who compared duplicate results between ionic leach and mobile metal ion (MMI) methods. The ionic leach method was then chosen for assaying

456 samples collected in a grid pattern to the north of Havieron, and results from this survey have also been used to target drilling on the Atlas target zone, which also sits over the same North-South trending mafic dyke that extends north from Havieron (Figure 8).

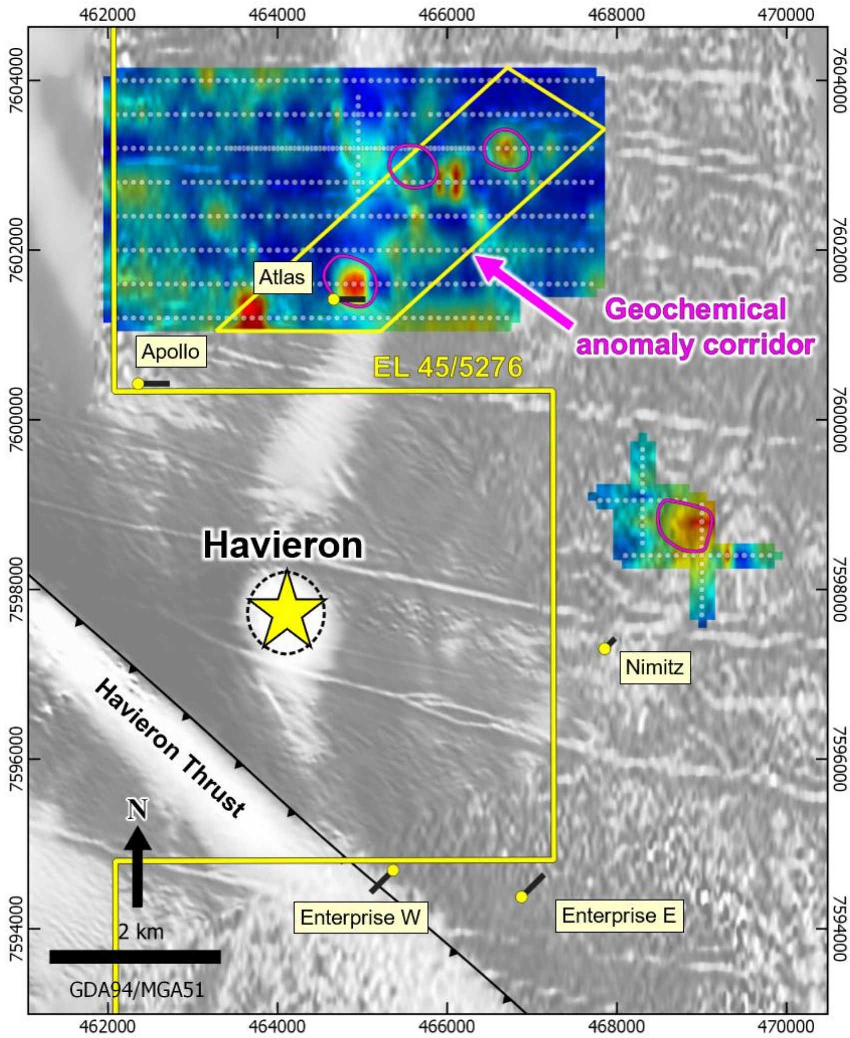

Figure 9: *Ionic leach geochemical survey area north of Havieron, consisting of 456 samples collected in a 100x400 metre grid pattern, with a multi-element (Ag, As, Au and Cu) geochemical anomaly trend highlighted (yellow outline) and multi-element anomaly highs (purple outlines), on a colour image of elevated gold, all overlain on a magnetic anomaly image. Locations of planned Artemis drillholes are shown as yellow dots, with their downhole traces projected to surface as black lines.*

As reported previously, Artemis sought to undertake a more comprehensive geochemical sampling programme on a grid pattern, however this was curtailed by a significant rain event, with only 456 of the planned ~1,500 samples retrieved before activities ceased. The Ionic leach process appears to be successful for generating geochemical anomalies that are coincident with structures and geophysical anomalies which are already of interest. The Company will now undertake to complete the unfinished portion of the planned geochemical sampling programme and likely extend its footprint as a future targeting tool over other prospective geological trends at Paterson Central.

Basis of Targeting – Structural, Geophysical and Seismic Data

The majority of the basis for targeting and drill planning has been to follow structural trends in Neoproterozoic bedrock, sitting below thick Permian cover sediments, interpreted from geophysical data sets, including a deep penetrating 2D seismic reflection survey line acquired for oil and gas exploration in the 1980s, and subtle gravity and magnetic highs from features occurring below the sedimentary cover; including a deep sourced ionic leach multi-element geochemical anomaly trend as mentioned above.

Figures 1 and 4 show how the interpretation of geological structures occurring in bedrock below Canning Basin Permian siltstone cover has likely identified a non-magnetic and low density granitic intrusive body, which would have likely been intruded during the regional Crofton Granite event (650-600 Ma). The location of this interpreted granite also shows up as a non-reflective seismic transparent zone (Figure 9). This interpreted NW-SE trending granitic intrusion is in close proximity to Havieron (Figure 6), and could be the main source of heat for driving hydrothermal alteration and local skarn-like metamorphism associated with gold and copper mineralisation found at Havieron. Low angle, West-dipping thrust faults and late brittle cross faults have also been interpreted in the 2D seismic reflection data (Figure 4), as well as in both gravity and magnetic data sets to offset folded Neoproterozoic (850-820 Ma) metasediments of the Lamil Group, which host the Telfer Gold deposit located about 45 km to east, and which are also the likely host rocks to Havieron.

Two target zones in the northern part of the project area, Juno and Voyager, have primarily been identified as strong magnetic anomaly targets located 12 km to the north of Havieron. They sit on the northern edge of the interpreted granite intrusion, and form along a Northeast trending structural corridor that crosses the Northwest to North-South trending bedrock units, and the North-South trending fault and dyke trend that cross though Havieron to the south (Figure 6).

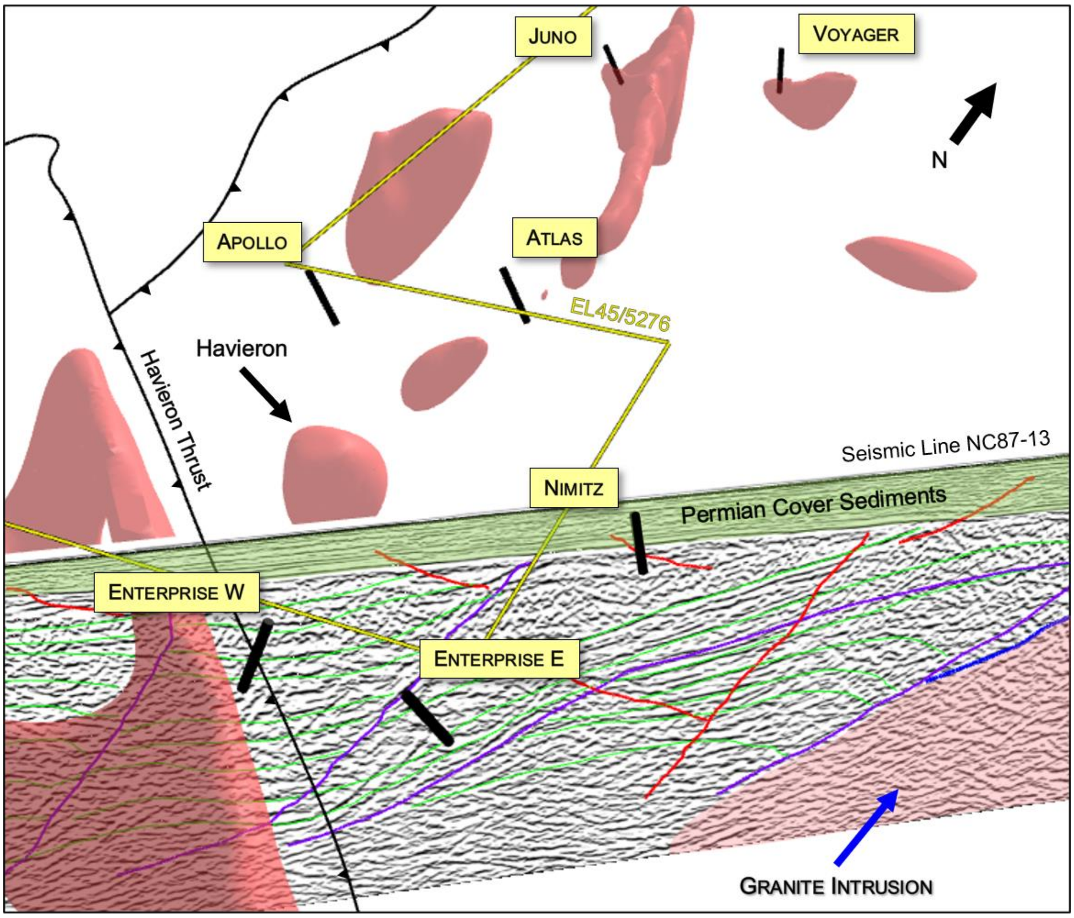

***Figure 10:** 3D view looking to the northwest from the South-eastern part of Paterson Central Tenement E45/5276 which surrounds the Havieron magnetic body on three sides, with other magnetic source bodies within E45/5276 identified by constrained modelling of geological sources from below sedimentary cover. A depth converted 2D seismic reflection profile (location in **Figure 1**) is shown with interpreted layer reflectors (green lines), thrust faults (blue lines), and late brittle faults (red lines), with a seismic transparent zone highlighted in pink, which corresponds to a magnetic and gravity low anomaly zone, and this zone is interpreted to be caused by a granitic intrusion. Note how the Havieron Thrust fault, interpreted from magnetic and gravity anomaly patterns, has also been interpreted in the seismic reflection profile, with the Enterprise East drillhole planned to run parallel to the footwall of this thrust fault in order to test the southern extension of an interpreted structure extending from Havieron. The 4 other planned drillholes surrounding Havieron are designed to test a major Northwest-Southeast trending fold and thrust system along strike from Havieron, late brittle structures, and the mafic dyke extending from Havieron, as well as subtle gravity and magnetic high zones, and an ionic leach geochemical anomaly.*

Post mineralisation mafic dykes, such as the North-South trending dyke crossing through Havieron (**Figure 6**), appear to have intruded along the interpreted late brittle faults, and these faults may have also formed local host structures for gold mineralisation. The gold mineralised zone at Havieron is interpreted to follow a broad anticlinal fold structure, containing smaller parasitic folds, that extends to the Southeast into the Artemis tenement, and is bounded to the west by the Havieron Fault and to the east by the interpreted granite batholith (**Figures 6** and **9**). These coinciding major geological features are considered to have large scale control on gold mineralisation, and interpretation of these major features, and minor mineralisation related structures, has been used to generate targets and design of initial drillholes to test each of the 7 target zones within the Artemis tenure.

Deep Drilling Program

A minimum depth of 800m has been planned for each of the 7 holes, with dip angles ranging between 65-80 degrees, and with different azimuth orientations designed to optimally test each target. Drill core will be marked up and logged at site, and then transported to the Company's new purposed built core farm at the Radio Hill processing plant for cutting, sampling and storage.

Subject to local access and climatic conditions the Company is planning to complete 7 deep holes and has allocated existing funds in treasury accordingly. Artemis hopes to complete as much drilling as is practicable and ideally well before the start of the wet season, which typically arrives in late November – Early December.

Munni Munni PGE Project

The 70% ARV owned Munni Munni PGE Project is located approximately 40km south of Karratha (**Figure 11**).

A Reverse Circulation (RC) drilling programme, consisting of 12 drill holes for 1,928 metres, was completed within the current reporting period. Drill hole locations were spread throughout the entire upper portion of the mineralisation, to a maximum depth of 200 metres. Samples were sent to ALS Global with results pending at the end of this reporting period.

Several RC holes were targeted at replicating the historical diamond drill intersections and provide a comparison with the Artemis 2018 diamond drilling results. Other zones targeted were designed to help define the position of the PGE horizon. Holes 20MMRC009 & 010 were targeted at shallow VTEM anomalies at the base of the overlying Fortescue Group on the Munni Munni Complex.

The PGE horizon at Munni Munni is a stratigraphic zone and historical drilling has been widely spaced and very selectively assayed. The recent ARV drilling incorporated a multi-element analytical suite to better define the subtle lithological variations.

Essentially only gabbros and pyroxenites were recognised in the historic diamond drilling with the addition of sediments and various minor intrusive dykes recognisable in the RC chips. This highlights the difficulty in accurately identifying prospective rock types without expensive petrological studies.

When the multi-element results are received from the latest round of drilling, it is anticipated that they will allow more accurate definition of the subtle mafic lithologies based on Al_2O_3 and MgO content.

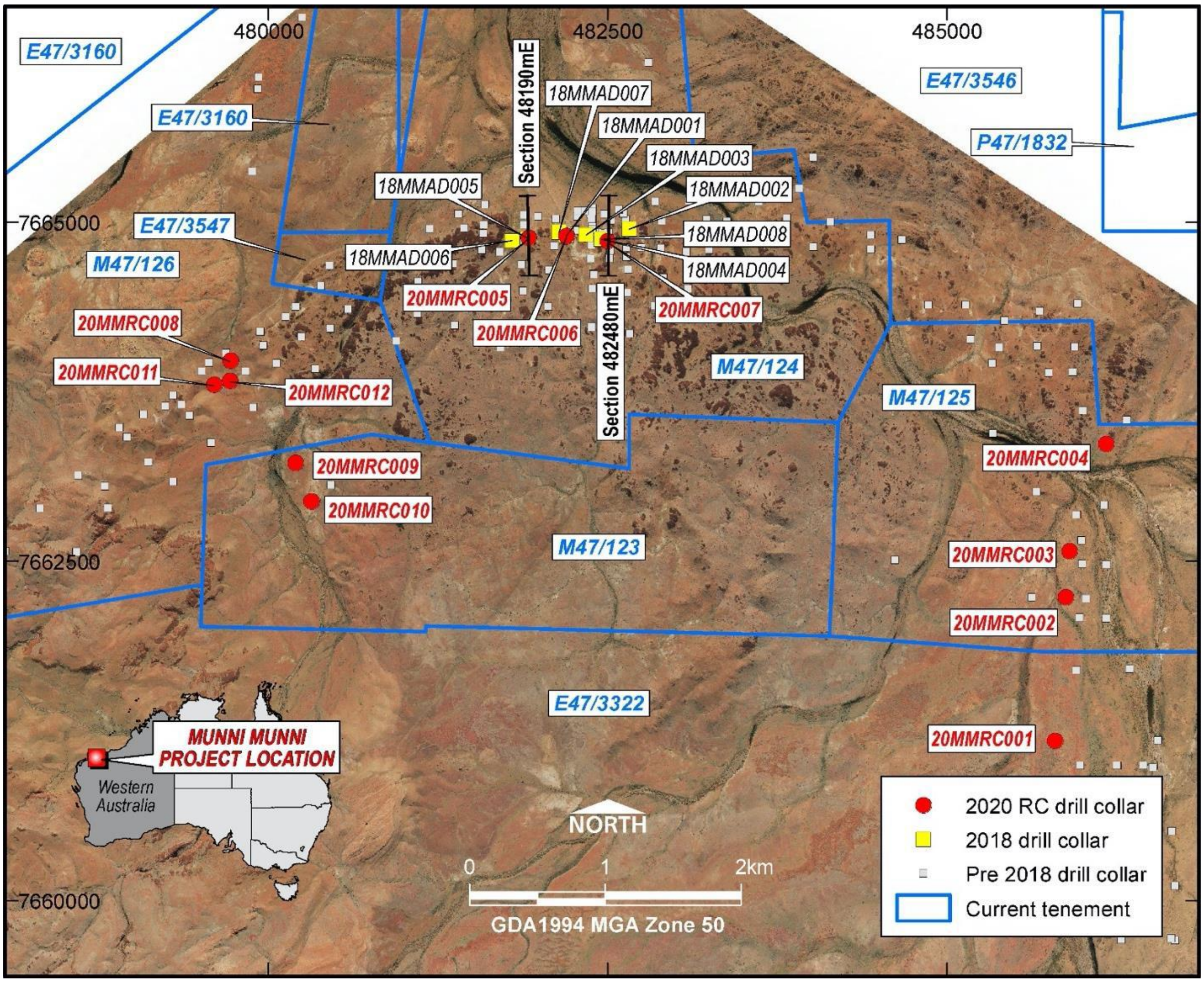

***Figure 11:** Munni Munni PGE Project area with tenement boundaries*

Corporate

Capital Raising

The Company undertook the following capital raises during the year and post year end.

In July 2019 the Company raised \$2.7 million through a Share Purchase Plan issuing 87,338,535 shares at 3.1 cents per share.

In October 2019 the Company raised \$5.9 million issuing 184,375,000 shares at 3.2 cents per share. These funds were used in part to retire the convertible note of \$4.6 million.

In February 2020 the Company raised \$2 million issuing 85,112,500 shares at 2.5 cents per share. These funds were used to activate new exploration programmes at Paterson Central and Carlow Castle.

Post year end the Company raised a further \$5.6 million through the issue of 80 million shares at 7 cents per share. These funds are earmarked for drilling programmes at both Paterson Central and The Greater Carlow Castle Project.

Project Disposal

In March 2020 the Company announced the disposal of its interest in the Purdy's Reward and 47K Patch gold projects to Novo Resources Corp for $820,000 in cash and 1,640,000 Novo shares. The Novo shares were subsequently sold for ~$5.8 million given an ultimate total consideration of ~$6.6 million.

On 28 April 2020 and 18 June 2020 the Company updated the market on the status of the sale of a 51% interest in Munni Munni PGE Project by way of sale of 72.9% shareholding in Munni Munni Pty Ltd ("MMPL"). MMPL has a 70% beneficial right in the Munni Munni PGE Project. As outlined in ASX announcement of 20 July 2020, Artemis' 30% joint venture partner, Platina Resources Limited issued a summons claiming breach of the heads of agreement between the parties. The Company has retained Clayton Utz and Senior Counsel to vigorously defend its rights.
Subsequent to year end the Company sold its 80% interest in the Mt Clement project to Northern Star Resources for $344,000 and a 1% gross revenue royalty.

The Company will dispose of other non-core assets if it determines the consideration to be adequate and it does not fit within the core strategy.

Board Changes

Mr. Alastair Clayton was appointed an executive director on 29 January 2020. Mr Clayton, based in London, is a qualified geologist and mining executive with extensive experience in evaluating, optimising and financing large scale mining projects internationally.

Mr Mark Potter was appointed Non-Executive Chairman on 24 February 2020 and has over 15 years' experience in natural resources investments. Mr Potter currently serves as a Director and Chief Investment Officer of Metal Tiger Plc (AIM:MTR), a natural resources investment company quoted on the AIM market of the London Stock Exchange, and is the Founder and a Partner of Sita Capital Partners LLP, an investment management and advisory firm specialising in investments in the mining industry.

Sheikh Maktoum Hasher Al Maktoum resigned as a director on 24 February 2020.

Annual Mineral Resources Statement 30 June 2020

		Gold		Copper		Cobalt		Nickel		Zinc	
Category	Tonnes (t)	g/t	Oz	%	t	%	t	%	t	%	t
Carlow Castle - Au, Cu, Co										0.3 g/t Au cut-off	
Measured											
Indicated											
Inferred (oxide)	2,843,000	0.71	64,897	0.59	16,774	0.05	1,422				
Inferred (fresh)	5,124,000	2.14	352,545	0.62	31,769	0.10	5,124				
Sub-total	**7,967,000**	**1.63**	**417,443**	**0.60**	**48,543**	**0.08**	**6,546**				
Weerianna - Au										1 g/t Au cut-off	
Measured											
Indicated											
Inferred	975,000	2	62,694								
Sub-total	**975,000**	**2**	**62,694**								
Radio Hill - Ni Cu, Co										0% cut-off	
Measured											
Indicated	1,150,000			0.73	8,395	0.028	322	0.52	5,980		
Inferred											
Sub-total	**1,150,000**			**0.73**	**8,395**	**0.08**	**322**	**0.52**	**5,980**		
Ruth Well - Ni, Cu										0.3 % Ni cut-off	
Measured											
Indicated	152,000			0.47	714			0.63	958		
Inferred											
Sub-total	**152,000**			**0.60**	**714**			**0.08**	**958**		
Whundo - Cu, Zn										0.2 % Cu cut-off	
Measured											
Indicated	2,600,000			1.14	29,640					1.12	29,120
Inferred											
Sub-total	**2,600,000**			**1.14**	**29,640**					**1.12**	**29,120**
Ayshia- Whundo - Zn, Cu										0.4 % Zn cut-off	
Measured	244,000			0.50	750					1.71	4,164
Indicated	593,000			0.50	1,720					2.42	14,340
Inferred	351,000			0.30	819					1.26	4,407
Sub-total	**1,118,000**			**0.43**	**3,289**					**1.93**	**22,911**

Total	Gold Ounces	Copper Tonnes	Cobalt Tonnes	Nickel Tonnes	Zinc Tonnes
Measured, Indicated and inferred	480,137	90,581	6,868	6,938	52,031

Small variations may occur due to rounding of numbers.

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.

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 2020, 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 Carlow Castle, Weerianna, 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 Ayshia-Whundo mineral resource was 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).

Carlow Castle:
- ASX Announcement, Artemis Resources – 20 November 2019
- 2019 estimate (CSA Global). Cut-off grade 0.3% Cu and Co, 0.3ppm Au. 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).

Tenements 30 June 2020

Project	Tenement	Status	Company
Purdy's Reward			
	L47/782	Pending	KML No 2 Pty Ltd
Carlow Castle	E47/1797	Live	KML No 2 Pty Ltd
Ruth Well	P47/1929	**Live**	KML No 2 Pty Ltd
	E47/3719	**Live**	KML No 2 Pty Ltd
	E47/3487[1]	Live	**Elysian Resources Pty Ltd**
	E47/3341[1]	Live	Hard Rock Resources Pty Ltd
47 Patch	E47/3361[1]	Live	**Elysian Resources Pty Ltd**
Elysian / Hard Rock	E47/3564[1]	Live	Elysian Resources Pty Ltd
	E47/3340[1]	Live	Hard Rock Resources Pty Ltd
	E47/3390[1]	Live	Hard Rock Resources Pty Ltd
	P47/1832[1]	Live	Hard Rock Resources Pty Ltd
	P47/1881[1]	Live	Hard Rock Resources Pty Ltd
	E47/3534[1]	Live	Jindalee Resources Pty Ltd
	E47/3535[1]	Pending	Jindalee Resources Pty Ltd
	P47/1833[1]	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
Weerianna	M47/223[2]	Live	Western Metals Pty Ltd
Silica Hills	M47/177[1]	Live	Western Metals Pty Ltd
	M47/288[1]	Live	Western Metals Pty Ltd
	M47/93[4]	Live	Shear Zone Mining Pty Ltd
	M47/232[4]	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
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	**Live**	KML No 2 Pty Ltd
	E47/2716	Live	KML No 2 Pty Ltd
	M47/1527	Live	KML No 2 Pty Ltd
	E47/3373	Live	KML No 2 Pty Ltd
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
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[5]	Live	Karratha Metals Pty Ltd
	M47/123[5]	Live	Platina Resources Ltd
	M47/124[5]	Live	Platina Resources Ltd
	M47/125[5]	Live	Platina Resources Ltd
	M47/126[5]	Live	Platina Resources Ltd
Mt Clement	M08/191[6]	Live	Artemis Resources Ltd
	M08/192[6]	Live	Artemis Resources Ltd
	M08/193[6]	Live	Artemis Resources Ltd

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

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 29 September 2020 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 2020. 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:

Mark Potter	Non-Executive Chairman (appointed 24 February 2020)
Alastair Clayton	Executive Director (appointed 29 January 2020)
Edward Mead	Executive Director
Daniel Smith	Non-Executive Director
H.H. Sheikh Maktoum Hasher al Maktoum	Non-Executive Chairman (resigned 24 February 2020)

Current Directors

MR MARK POTTER
Non-Executive Chairman

Mr Mark Potter has over 15 years' experience in natural resource investments. He currently serves as a Director and Chief Investment Officer of Metal Tiger PLC, a natural resources company quoted on the AIM market of the London Stock Exchange, and is the Founder and a Partner of Sita Capital Partners LLP, an investment management and advisory firm specializing in investments in the mining industry.

Mr Potter has worked on several landmark deals in the mining sector including the successful distressed investment and turnaround of Western Coal Corp and its c$3.3bn sale to Walter Energy Inc. He has a MA degree in Engineering and Management from Trinity College, University of Cambridge.

Mr Potter is a Non-Executive Director of Trident Resources Plc and a Non-Executive Director of Thor Mining Plc.

Interest in Securities as at 25 September 2020:
Fully paid ordinary shares: Nil
Unlisted options: 10,000,000

MR ALASTAIR CLAYTON
Executive Director

Mr. Clayton is based in London and is a qualified geologist and mining executive with extensive experience in evaluating, optimising and financing large scale mining projects internationally.

Alastair has over 20 years' experience in identifying, financing and developing mineral, energy and materials processing projects in Australia, Europe and Africa. A qualified geologist, Alastair also has a Graduate Diploma in Finance and Economics and maintains a broad network of Equity Provider and Private Equity relationships in both Europe, Africa and Australia.

Mr Clayton has considerable experience with both ASX and AIM listed companies. In his role at Primorus Investments AIM:PRIM, Mr Clayton has been a vocal supporter of the Patersons Range area and understands the significant potential the Company holds as the Artemis project surrounds Haverion. Mr Clayton was previously a Director of Extract Resources and Universal Coal.

Interest in Securities as at 25 September 2020:
Fully paid ordinary shares: 500,000
Unlisted options: 60,000,000

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 25 September 2020:
Fully paid ordinary shares: 4,483,870
Unlisted options: 7,500,000

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 a Fellow of the Governance Institute of Australia with a strong background in finance having previously worked in the broking industry. Mr Daniel Smith has 12 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, AIM and NSX.

Mr Smith is a non-executive chairman of 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.

Interest in Securities as at 25 September 2020:
Unlisted options: 9,500,000

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 25 September 2020:
Fully paid ordinary shares: 5,000,000

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

Subsequent to year end the Company:

- Raised approximately $5.6 million through the placement of 79,992,856 shares at 7 cents per share.
- Sold its Mt Clement project to Northern Star Resources Ltd for $344,000 and a 1% NSR (Net Smelter Royalty)
- Sold its investment in Novo Resources Corp shares for approximately $5.78m in cash.

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.

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 $12,273,340 (2019: loss of $9,347,739). The loss position for the year includes non-cash items comprising a write off of exploration costs of $9,318,149, loss on disposal of exploration expenditure of $769,898, fair value gain on financial assets of $3,666,670, fair value loss on financial instruments designated as fair value through profit or loss of $155,519 and share based payments in the amount of $1,340,163.

The Group's operating income increased to $188,506 (2019: $12,127). The Group's expenses increased to $15,203,099 (2019: $9,359,866). The increase was attributable to the impairment of projects, including the impairment of the acquisition costs associated with the conglomerate gold project sold to Novo Resources Inc. announced in March 2020.

The carrying value of exploration and development costs decreased to $25,773,132 (2019: $37,027,656) reflecting the impairment of the carrying costs of exploration on the Company's projects. The development expenditure has increased to $23,414,154 (2019: $23,353,620) reflecting refurbishment and repair works on the Radio Hill Plant.

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
Mark Potter	6	6	1	1	1	1
Alastair Clayton	6	6	1	1	1	1
E. Mead	14	14	2	2	2	2
D. Smith	14	14	2	2	2	2
H.H. Sheikh Maktoum	8	8	1	1	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 $36,297 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:

- 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 2020 has been received and can be found on page 33 of the financial report.

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

Edward Mead
Director
30 September 2020

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 remuneration
C. Service agreements
D. Share-based compensation
E. Additional disclosures relating to key management personnel

<u>A. Principles used to determine the nature and amount of remuneration</u>

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.

  The maximum aggregate amount of fees that can be paid to non-executive directors is $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
Mark Potter – Non-Executive Chairman (appointed 24 February 2020)
Alastair Clayton – Executive Director (appointed 29 January 2020)
Edward Mead – Executive Director (appointed 31 December 2014)
Daniel Smith – Non-Executive Director (appointed 5 February 2019)

Former Directors
H.H. Sheikh Maktoum – Non-Executive Chairman (resigned 24 February 2020)

Company Secretary
Guy Robertson

Key Management Personnel
Edward Mead – General Manager Exploration

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.

FY19/20					
Name	Base Salary and Fees $	Share Based Payments $	Post Employment Super-Contribution $	Total $	Equity based %
M. Potter[1]	28,095	47,846	-	75,941	63
A. Clayton[2]	135,297	359,436	-	494,733	73
E. Mead	230,000	165,294	-	395,294	42
D. Smith	50,004	281,880	-	331,884	85
H.H. Sheikh Maktoum[3]	80,000	140,000	-	220,000	64
G. Robertson	18,300	86,700	-	105,000	83
	541,696	1,081,156	-	1,622,852	

[1] Commenced 24 February 2020.
[2] Commenced 29 January 2020.
[3] Resigned during financial year.

FY18/19					
Name	Base Salary and Fees $	Share Based Payments $	Post Employment Super-Contribution $	Total $	Equity 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 FY2019 financial year.
[2] Commenced 5 February 2019.

(iii) Use of remuneration consultants

The Company engaged BDO Remuneration and Reward Pty Ltd ("BDO") as remuneration consultants during the financial year 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	Executive Director	Non-executive director
Fixed remuneration	$120,000	$300,000	$320,000	$50,000
Contract duration	Ongoing	Ongoing	Ongoing	Ongoing
Notice by the individual/company	1 month	3 months	3 months	1 month
Termination of employment (without cause)	On termination of employment without cause unexercised options are at the discretion of the Board.			
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.			

All Board members have letters of appointment, with remuneration and terms as stated.

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 April 2020	31 July 2022	5 cents	43,500,000
30 April 2020	31 July 2023	7 cents	43,500,000

The following options were cancelled during the year.

30 November 2017	30 June 2020	44 cents	6,000,000

The following options were issued and cancelled during the year.

31 July 2019	15 May 2022	8 cents	16,500,000

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
Mark Potter	30 April 2020	31 July 2022	5,000,000	$65,050
Alastair Clayton	30 April 2020	31 July 2022	30,000,000	$390,300
Edward Mead	30 April 2020	31 July 2022	3,750,000	$48,787
Daniel Smith	30 April 2020	31 July 2022	4,750,000	$61,798
Mark Potter	30 April 2020	31 July 2023	5,000,000	$75,350
Alastair Clayton	30 April 2020	31 July 2023	30,000,000	$452,100
Edward Mead	30 April 2020	31 July 2023	3,750,000	$56,512
Daniel Smith	30 April 2020	31 July 2023	4,750,000	$71,583
Edward Mead*	22 July 2019	15 May 2022	7,500,000	$123,750
Daniel Smith*	22 July 2019	15 May 2022	9,000,000	$148,500

* *These options were cancelled on 27 February 2020*

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 2020.

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.

(b) Performance Rights

No performance rights expense was recognised for the year end 30 June 2020 (2019: $288,982) in relation to 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

FY19/20 Name	Balance at the beginning of the year	Received as remuneration	Net Change Other	Balance at resignation/ the end of year
M. Potter[1]	-	-	-	-
A. Clayton[2]	500,000	-	-	500,000
E. Mead	2,000,000	2,000,000	483,870	4,483,870
D. Smith	-	-	-	-
G. Robertson	452,999	4,818,750	322,580	5,594,329
H.H. Sheikh Maktoum[3]	10,150,000	5,000,000	1,117,392	16,267,392
	13,102,999	11,818,750	1,923,842	26,845,591

[1] *Commenced 24 February 2020.*
[2] *Commenced 29 January 2020.*
[3] *Resigned during financial year.*

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[3]	-	-	-	-
G. Robertson	452,999	-	-	452,999
	32,452,999	5,000,000	(24,850,000)	12,602,999

[1]*Resigned during the FY2019 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)

Options and performance rights held by Directors and Key Management Personnel

FY19/20				
Name	**Balance at appointment/ the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at resignation/ the end of year**
Options				
M. Potter[1]	-	10,000,000	-	10,000,000
A. Clayton[2]	-	60,000,000	-	60,000,000
E. Mead	1,500,000	15,000,000	(9,000,000)	7,500,000
D. Smith	-	18,500,000	(9,000,000)	9,500,000
G. Robertson	-	-	-	-
H.H. Sheikh Maktoum[3]	-	-	-	-
	1,500,000	103,500,000	(18,000,000)	87,000,000
Performance Rights				
M. Potter[1]	-	-	-	-
A. Clayton[2]	-	-	-	-
A. Duncan-Kemp[1]	-	-	-	-
E. Mead	2,000,000	-	(2,000,000)	-
D. Smith[2]	-	-	-	-
G. Robertson	2,000,000	-	(2,000,000)	-
H.H. Sheikh Maktoum[3]	-	-	-	-
	4,000,000	-	(4,000,000)	-

[1] *Commenced 24 February 2020.*
[2] *Commenced 29 January 2020.*
[3] *Resigned during financial year.*

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

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 the FY2019 financial year.
[2]Commenced 5 February 2019.
[3]Resigned on 6 May 2019. All share option incentives were forfeited.

Other transactions with key management personnel

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Doraleda Pty Ltd[1]	230,000	300,000
Integrated CFO Solutions[2]	18,300	120,000
Minerva Corporate Pty Ltd[3]	117,694	48,335
Kiran Capital Advisors Limited[4]	28,095	-
ADK Mining Services	-	109,379
	394,089	577,714

[1] Director fees and consulting fees paid to Doraleda Pty Ltd, a company in which Mr Edward Mead has an interest.
[2] 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 for accounting services.
[3] Director fees and consulting fees ($48,335) and accounting fees ($69,359) paid to Minerva Corporate Pty Ltd, a company in which Mr Daniel Smith has an interest.
[4] Non-Executive Chairman fees paid to Kiran Capital Advisors Limited, a company which Mr Mark Potter has an interest

END OF AUDITED REMUNERATION REPORT

HLB MANN JUDD
ADVISORY AND ACCOUNTING

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Artemis Resources Limited for the year ended 30 June 2020, 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
30 September 2020

B G McVeigh
Partner

hlb.com.au

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Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended 30 June 2020

		Consolidated	
		30 June 2020	30 June 2019
	Notes	$	$
Revenue	3	188,506	12,127
Cost of sales		(165,698)	(8,003)
Fair value gain on financial assets		3,666,670	-
Loss on disposal of exploration expenditure	13	(769,898)	-
Personnel costs		(174,418)	(792,335)
Occupancy costs		(5,115)	(120,032)
Legal fees		(45,439)	(296,294)
Consultancy costs		(1,825,167)	(687,039)
Compliance and regulatory expenses		(160,291)	(227,916)
Directors' fees		(523,396)	(656,728)
Travel		(98,954)	(282,762)
Marketing expenses		(270,250)	(358,215)
Borrowing costs		(705,465)	(814,819)
Other expenses		(543,707)	(585,477)
Project and exploration expenditure write off	13	(9,318,149)	(701,261)
Net fair value loss on financial instruments designated as fair value through profit or loss	17	(155,519)	(533,183)
Share-based payments	25	(1,340,163)	(3,518,684)
Unrealised foreign exchange gain		(26,887)	222,882
LOSS BEFORE INCOME TAX		(12,273,340)	(9,347,739)
Income tax expense/benefit	4	-	-
LOSS FOR THE YEAR		(12,273,340)	(9,347,739)
Other comprehensive income, net of tax		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(12,273,340)	(9,347,739)
LOSS FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the parent entity		(12,273,340)	(9,347,739)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the parent entity		(12,273,340)	(9,347,739)
Basic loss per share - cents	23	(1.35)	(1.44)
Diluted loss per share - cents	23	(1.35)	(1.44)

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 2020

		Consolidated	
	Notes	30 June 2020 $	30 June 2019 $
CURRENT ASSETS			
Cash and cash equivalents	5	412,138	821,481
Other receivables	6	170,139	254,255
Assets held for sale	7	280,212	-
Inventories	8	-	460,202
Other financial assets	9	6,586,551	-
TOTAL CURRENT ASSETS		7,449,040	1,535,938
NON-CURRENT ASSETS			
Plant and equipment	10	117,703	159,784
Intangible assets	11	71,676	109,414
Right-of-use assets	12	35,442	-
Exploration and evaluation expenditure	13	25,773,132	37,027,656
Development expenditure	14	23,414,154	23,353,620
TOTAL NON-CURRENT ASSETS		49,412,107	60,650,474
TOTAL ASSETS		56,861,147	62,186,412
CURRENT LIABILITIES			
Trade and other payables	15	1,834,010	1,516,278
Current lease liabilities	12	40,824	-
Employee benefits obligation	16	10,133	44,861
Financial liabilities	17	116,671	5,792,078
TOTAL CURRENT LIABILITIES		2,001,638	7,353,217
NON-CURRENT LIABILITIES			
Provisions	33	1,413,123	1,413,123
TOTAL NON-CURRENT LIABILITIES		1,413,123	1,413,123
TOTAL LIABILITIES		3,414,761	8,766,340
NET ASSETS		**53,446,386**	**53,420,072**
EQUITY			
Share capital	18	92,294,878	81,438,336
Reserves	19	3,257,318	2,571,003
Accumulated losses		(42,105,810)	(30,589,267)
Parent interests		53,446,386	53,420,072
TOTAL EQUITY		**53,446,386**	**53,420,072**

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

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

Consolidated	Issued Capital $	Reserves $	Accumulated Losses $	Total Equity $
Balance at 1 July 2019	81,438,336	2,571,003	(30,589,267)	53,420,072
Loss for the year	-	-	(12,273,340)	(12,273,340)
Total comprehensive loss for the year	-	-	(12,273,340)	(12,273,340)
Issue of shares	10,581,342	-	-	10,581,342
Conversion of performance rights	275,200	(275,200)	-	-
Lapse of performance rights	-	(756,797)	756,797	-
Share-based payments	-	1718,312	-	1,535,745
Balance at 30 June 2020	92,294,878	3,257,318	(42,105,810)	53,446,386

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

	Note	Consolidated 30 June 2020 $	Consolidated 30 June 2019 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		11,249	74,656
Payments to suppliers and employees		(2,113,526)	(4,196,221)
Interest received		3,289	5,127
Financing cost		(118,371)	(478,367)
Receipts from government grants & tax incentives		131,538	-
NET CASH USED IN OPERATING ACTIVITIES	26	(2,085,821)	(4,594,805)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of investments		820,000	208,880
Payments for exploration and evaluation		(2,954,960)	(10,700,937)
Payment for development expenditure		(49,172)	(13,241,243)
Purchase of plant and equipment & office equipment		-	(133,315)
Proceeds from sale of plant and equipment		-	6,747
NET CASH USED IN INVESTING ACTIVITIES		(2,184,132)	(23,859,868)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		9,878,813	-
Cost of share issue		(529,633)	-
Exercise of options		-	202,485
Repayment of short-term loan	27	(225,988)	-
Repayment of lease liabilities	27	(100,946)	-
Proceeds from convertible note, net of costs		-	5,236,354
Repayment of convertible note	27	(5,162,725)	(3,433,870)
NET CASH PROVIDED BY FINANCING ACTIVITIES		3,859,521	2,004,969
Net decrease in cash held		**(410,432)**	**(26,449,704)**
Cash at the beginning of the period		821,481	27,048,303
Effects of exchange rate changes on the balance of cash held in foreign currencies		1,089	222,882
CASH AT THE END OF THE YEAR	5	**412,138**	**821,481**

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 29 September 2020.

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 relevant to its operations and effective for annual reporting periods beginning on or after 1 July 2019. The Group has applied for the first time AASB 16 "Leases", the impact of which is described below.

AASB 16 Leases

The Group currently leases office space for its corporate office, and previously Karratha office.

Impact of application of AASB 16 Leases ("AASB 16")

AASB 16 provides a model for the identification and treatment of lease arrangements in the financial statements. AASB 16 superseded the lease guidance including AASB 117 Leases and the related Interpretations, when it became effective for the Group for the accounting period beginning 1 July 2019.

The Group has chosen the modified retrospective application of AASB 16. Consequently, the Group has not restated the comparative information.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impact of the new definition of a lease

The Group has made use of the practical expedient available on transition to AASB 16 not to reassess whether a contract is or contains a lease. Accordingly, the definition of a lease in accordance with AASB 117 and Interpretation 4 will continue to apply to those leases entered or modified before 1 July 2019.

The change in definition of a lease mainly relates to the concept of control. AASB 16 distinguishes between leases and service contracts on the basis of whether the use of an identified asset is controlled by the customer. Control is considered to exist if the customer has:

- The right to obtain substantially all of the economic benefits from the use of an identified asset; and
- The right to direct the use of that asset.

The Group has applied the definition of a lease and related guidance set out in AASB 16 to all lease contracts entered into or modified on or after 1 July 2019. The Directors have determined that the new definition in AASB 16 will not change significantly the scope of contracts that meet the definition of a lease for the Group.

Operating leases

AASB 16 has changed how the Group accounts for leases previously classified as operating leases under AASB 117, which were off-balance sheet.

On initial application of AASB 16, for all leases (except as noted below), the Group has:

(a) Recognised Right-of-Use assets ("ROU Assets") and lease liabilities in the consolidated statement of financial position, initially measured at the present value of the future lease payments;

(b) Recognised depreciation of ROU Assets and interest on lease liabilities in the consolidated statement of profit or loss; and

(c) Separated the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the consolidated cash flow statement.

Under AASB 16 lease incentives (e.g. rent-free period) are recognised as part of the measurement of the ROU Assets and lease liabilities. Previously lease incentives resulted in the recognition of a lease liability incentive amortised as a reduction of rental expenses on a straight-line basis.

Under AASB 16, ROU Assets will be tested for impairment in accordance with AASB 136 Impairment of Assets. This replaces the previous requirement to recognise a provision for onerous lease contracts.

For short-term leases (lease term of 12 months or less) and leases of low-value assets the Group opted to recognise a lease expense on a straight-line basis as permitted by AASB 16.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Group recognised ROU Assets with a net book value of $141,770 and corresponding lease liabilities of $141,770 at 1 July 2019. After accounting for depreciation and lease principal payments during the financial year, balances as at 30 June 2020 were ROU Assets with a net book value of $35,442 and lease liabilities of $40,824.

The impact on the consolidated statement of profit or loss (increase/(decrease)) for the period is:

Expense	*$*	*Notes*
Tenancy and operating	105,317	Rent expense on previously recognised operating lease
Depreciation expense	(106,327)	Depreciation of lease asset recognised under AASB 16
Finance costs	(4,372)	Interest on lease recognised under AASB 16
Net impact on loss for the period	(5,382)	

Under AASB 117, lease payments from operating leases were included in cash flows from operating activities. Under AASB 16 lease repayments are included in cash flows from financing activities. The impact on cash flows for the period from adopting AASB 16 is to increase cash flows from financing activities by $100,946 to reduce cash flows from operating activities by $100,946.

There is no impact on other comprehensive income and the basic and diluted EPS.

Determination of whether variable payments are in-substance fixed

For lease agreements subject to lease payments with fixed increases, the Group factored in the fixed increases into the calculation of the lease liability. The Group has no lease agreements subject to lease payments based on a variable index.

Determination of the appropriate rate to discount the lease payments

The Group estimated the incremental borrowing rate applicable to its lease as the rate of interest that a lessee would have to pay to borrow over a similar term and with similar security the funds necessary to obtain an asset of a similar value to the ROU Asset. The estimate was based on a risk adjusted rate and considered the materiality of the impacts of applying a range of interest rates. The incremental borrowing rate applied is 5%.

The following is a reconciliation of total operating lease commitments at 30 June 2019 to the lease liabilities recognised at 1 July 2019:

	$
Operating lease commitments disclosed at 30 June 2019	198,915
Short term leases outside the scope of AASB16	(51,969)
Less: discount applied using incremental borrowing rate	(5,176)
Lease liability recognised at 1 July 2019	141,770
Right-of-Use asset (value determined solely with reference to the lease liability value)	141,770

The recognised ROU Asset relates to office premises.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Summary of new accounting policies

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below $5,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

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 2020.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Going Concern

For the year ended 30 June 2020, the Group recorded a loss of $12,273,340 (2019: Loss of $9,347,739) and had net cash outflows from operating activities of $2,085,821 (2019: $4,594,805) and has a net working capital surplus of $5,447,402 as at 30 June 2020 (2019: a net deficit of $5,817,279).

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 $412,138 and net assets of $53,446,386 as at 30 June 2020;
- The Company has realised approximately $5.8m from sale of investments subsequent to year end;
- 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;
- The Company has raised approximately $5.6 million in new equity subsequent to balance date and Directors are of the view that should the Company require additional capital it has the ability to raise further capital to enable the Group to meet scheduled exploration expenditure requirements and future plans on the development assets; and

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 statement of profit or loss and other comprehensive income 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)

Assets and Liabilities Held for Sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales for such asset (or disposal groups) and the sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a complete sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in it former subsidiary, after the sale.

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.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation, and development expenditure carried forward (Continued)

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.

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.

Notes to the Financial Statements

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 2020						
Segment revenue	-	-	-	-	188,506	188,506
Fair value gain on financial assets	-	-	-	-	3,666,670	3,666,670
Segment expenses	-	-	-	-	(6,104,902)	(6,104,902)
Impairment expense	-	(9,318,149)	-	-	-	(9,318,149)
Borrowing costs	-	-	-	-	(705,465)	(705,465)
Reportable segment loss	-	(9,318,149)	-	-	(2,955,191)	(12,273,340)
Reportable segment assets	-	25,423,396	349,737	23,414,154	7,673,860	56,861,147
Reportable segment liabilities	-	-	-	1,413,123	2,001,638	3,414,761
Additions to non-current assets	47,053	2,685,865	120,698	60,534	2,335	2,916,485

	Exploration Activities			Development Activities	Unallocated	Total
	Mt Clement	West Pilbara	Others	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

3. REVENUE

	Consolidated	
	30 June 2020 $	30 June 2019 $
Revenue		
Sales of gold, silver and copper ore	185,217	7,000
	185,217	7,000
Other revenue		
Interest received	3,289	5,127
	188,506	12,127

4. INCOME TAXES

(a) Income tax expense

	Consolidated	
	30 June 2020 $	30 June 2019 $
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 2020 $	30 June 2019 $
Loss before tax	(12,273,340)	(9,347,739)
Tax at 27.5% (2019: 27.5%)	(3,375,169)	(2,570,628)
Tax effect on non-assessable income	(1,008,334)	-
Tax effect of non-deductible expenses	410,236	1,116,221
Exploration expenditure	2,562,491	129,597
Timing differences not brought to account	1,410,776	1,324,810
Previously unrecognised tax losses and timing differences now recouped to reduce tax expense	-	-
Income tax expense	-	-

(c) Deferred tax balances

	Consolidated	
	30 June 2020 $	30 June 2019 $
Deferred tax assets comprise:		
Tax losses carried forward	5,784,161	5,961,631
Prior year adjustment	1,170,591	-
Employee benefits obligation	2,533	12,337
Provisions	353,281	388,609
	7,310,566	6,362,577
Deferred tax liabilities comprise:		
Capitalised exploration costs	4,295,819	4,435,552
	4,295,819	4,435,552
Net deferred tax asset unrecognised	3,014,747	1,927,025

Income Taxes (continued)

(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 2020 $	**30 June 2019 $**
Cash and cash equivalents	412,138	821,481

6. OTHER RECEIVABLES

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Other receivables	6,356	5,200
GST receivables	-	49,301
Prepayments	163,783	199,754
	170,139	254,255

The value of trade and other receivables considered by the Directors to be past due or impaired is nil (2019: Nil).

7. ASSETS HELD FOR SALE

Subsequent to the end of the financial year, the Company announced that it had executed a binding sale agreement with Northern Star Resources relating to a sale of the Company's interests in the Mt Clement Gold Project for $344,000 and a 1% NSR (Net Smelter Revenue). The carrying value of assets at balance date was $280,212. Refer to Note 13.

8. INVENTORIES

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Current		
Gold bullion at cost	-	460,202

Gold bullion was used to settle consultancy fees of $393,000 and this was a gain on settlement of $186,774.

9. OTHER FINANCIAL ASSETS

	Consolidated	
	30 June 2020 $	30 June 2019 $
Current		
Fair Value Through Profit or Loss		
Shares in listed equity securities (Level 1)	6,586,551	-

10. PLANT AND EQUIPMENT

	Consolidated	
	30 June 2020 $	30 June 2019 $
Computer equipment - at cost	55,971	62,635
Less: Accumulated depreciation	(12,312)	(8,999)
Total computer equipment at net book value	43,659	53,636
Furniture and fittings - at cost	103,198	132,065
Less: Accumulated depreciation	(31,354)	(28,867)
Total furniture and equipment at net book value	71,844	103,198
Motor vehicles – at cost	2,950	7,500
Less: Accumulated depreciation	(750)	(4,550)
Total motor vehicles at net book value	2,200	2,950
Total plant and equipment	117,703	159,784

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 2020 $	30 June 2019 $
Computer equipment:		
Carrying amount at the beginning of the year	53,636	11,815
- Addition	2,335	50,089
- Depreciation	(12,312)	(8,268)
Carrying amount at the end of the year	43,659	53,636
Furniture and fittings		
Carrying amount at the beginning of the year	103,198	79,184
- Addition	-	59,055
- Disposals	-	(7,333)
- Depreciation	(31,354)	(27,708)
Carrying amount at the end of the year	71,844	103,198
Motor vehicles		
Carrying amount at the beginning of the year	2,950	6,000
- Disposals	-	(1,340)
- Amortisation	(750)	(1,710)
Carrying amount at the end of the year	2,200	2,950

11. INTANGIBLE ASSETS

	Consolidated 30 June 2020 $	Consolidated 30 June 2019 $
Computer Software - at cost	151,365	151,365
Less: Accumulated amortisation	(79,689)	(41,951)
Total computer software at net book value	71,676	109,414

Reconciliation of movement during the year:

	Consolidated 30 June 2020 $	Consolidated 30 June 2019 $
Computer Software:		
Carrying amount at the beginning of the year	109,414	83,251
- Addition	-	60,481
- Amortisation	(37,738)	(34,318)
Carrying amount at the end of the year	71,676	109,414

12. LEASES

Amounts recognised in the balance sheet:

	Consolidated 30 June 2020 $	Consolidated 30 June 2019 $
Right-of-use assets		
Offices	35,442	-
Total right-of-use assets	35,442	-
Lease liabilities		
Current	40,824	-
Non-current	-	-
Total right-of-use assets	40,824	-

Movement in right-of-use assets

	Consolidated 30 June 2020 $	Consolidated 30 June 2019 $
Right-of-use assets recognised as at 1 July 2019	188,969	-
Add: New leases	-	-
Less: Amortisation	(153,527)	-
Balance as at 30 June 2020	35,442	-

12. LEASES (CONTINUED)

Movement in lease liabilities

	Consolidated	
	30 June 2020	**30 June 2019**
	$	**$**
Lease liability recognised as at 1 July 2019	188,969	-
Add: Interest Expense	5,076	-
Less: Loan forgiveness on early lease break	(24,608)	-
Less: Principal repayment	(129,153)	-
Balance as at 30 June 2020	40,824	**-**

a) Amounts recognised in the statement of profit or loss:

	30 June 2020	**30 June 2019**
	$	**$**
Depreciation charge of right-of-use assets		
Offices	131,746	-
Total right-of-use assets	131,746	**-**
Interest expense (included in finance cost)	5,075	-
Expenses relating to short-term leases (included in administrative expenses)	-	-

The total cash outflow for leases during the year ended 30 June 2020 was $100,946.

b) The group's leasing activities and how these are accounted for:

The group leases various offices with varying lengths from 1 to 3 years, some with extension options.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets. Leased assets may not be used as security for borrowing purposes.

Until the 2019 financial year, leases of property, plant and equipment were classified as operating leases. From 1 July 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments, less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

12. LEASES (CONTINUED)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group; which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss (unless capitalised as a component of Plant Construction in Progress). Short-term leases are leases with a lease term of 12 months or less.

13. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	30 June 2020 **$**	**30 June 2019** **$**
Exploration and evaluation expenditure	25,773,132	37,027,656

13. EXPLORATION AND EVALUATION EXPENDITURE (CONTINUED)

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 2020 $	**30 June 2019 $**
Opening balance	37,027,656	28,761,826
Expenditure capitalised in current period	2,853,616	8,975,094
Carrying value of exploration expenditure sold to Novo Resources Corp[1]	(4,536,779)	-
Exploration expenditure written off, other[2]	(9,291,149)	(701,261)
Transfer to assets held for sale	(280,212)	-
Cost of product sold written off	-	(8,003)
Closing balance	25,773,132	37,027,656

[1]On 24 March 2020, the Company completed the sale of Purdy's Reward and 47K Patch gold projects to Novo Resources Corp (**Novo**), simultaneously terminating the joint venture agreement. As outlined in the ASX Announcement dated 13 March 2020, part of the consideration for the sale of the Company's interests in tenements E47/1745 (Purdy's Reward) and tenement E47/3443 (47K Patch) was 1,640,000 shares in Novo and cash of $820,000. The proceeds from the sale were $3,739,881 and the loss on disposal was $796,898.

[2]The Group has rationalised the tenement/project portfolio during the year and has impaired the carrying value of those tenements/projects disposed of and impaired the carrying value of projects in excess of that deemed recoverable by the Directors.

Exploration expenditure has been carried forward as that expenditure is expected to be recouped through successful development and exploration of the areas of interest.

14. DEVELOPMENT EXPENDITURE

	Consolidated	
	30 June 2020 $	30 June 2019 $
Development expenditure	23,414,154	23,353,620

Reconciliation of movement during the year:

	Consolidated	
	30 June 2020 $	30 June 2019 $
Opening balance	23,353,620	11,713,066
Additions	60,534	11,640,554
Closing balance	23,414,154	23,353,620

15. TRADE AND OTHER PAYABLES

	Consolidated	
	30 June 2020 $	30 June 2019 $
Trade and other payables	1,834,010	1,516,278

16. EMPLOYEE BENEFITS OBLIGATION

	Consolidated	
	30 June 2020 $	30 June 2019 $
Opening balance	44,861	8,928
Provision for the year	14,342	123,639
Benefits used or paid	(49,070)	(87,706)
Closing balance	10,133	44,861

17. FINANCIAL LIABILITIES

	Consolidated	
	30 June 2020 $	30 June 2019 $
Convertible note at fair value (Level 2)	-	5,595,206
Short term loan at amortised cost	116,671	196,872
	116,671	5,792,078

17. FINANCIAL LIABILITIES (CONTINUED)

Reconciliation of movement during the year:

	Consolidated	
	30 June 2020	**30 June 2019**
	$	**$**
Convertible note		
Opening balance	5,595,206	3,914,024
Add: Additional convertible note	-	5,519,267
	5,595,206	9,433,291
Less: Conversion to equity[2]	(588,000)	(783,770)
Less: Cash repayment on convertible note	(5,162,725)	(3,433,870)
Fair value movement	155,519	379,555
Closing balance	-	5,595,206
Short term loan		
Opening balance	196,872	-
Add: Short term loan[1]	145,787	196,872
Less: Cash repayment	(225,988)	-
Closing balance	116,671	196,872
Total	116,671	5,792,078

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

[2] The convertible notes issued by the Company is treated as financial liabilities designated as at fair value through profit or loss. The Convertible Loan Note in the amount of US$3,463,645 was repaid during the period, with US$400,000 being issued to the noteholders through the issue of 18,437,500 shares at 3.2 cents each, and a further US$3,063,645 being settled in cash.

18. SHARE CAPITAL

	Consolidated		Consolidated	
	30 June 2020 No. of Shares	30 June 2019 No. of Shares	30 June 2020 $	30 June 2019 $
Issued and Paid-up Capital				
Ordinary shares, fully paid	1,033,819,481	661,991,065	92,294,878	81,438,336

Reconciliation of movement during the year:

	Shares	$
Opening balance	661,991,065	81,438,336
Shares issued to investors for Share Purchase Plan	87,338,535	2,707,500
Shares issued to investors for Placement	242,721,875	7,177,473
Shares issued in retirement of debt and settlement of creditors	26,765,625	910,340
Shares issued as part of employee remuneration	5,050,000	141,750
Shares issued on award of performance rights	4,000,000	275,200
Shares issued to advisors	5,952,381	125,000
Funds returned from sale of security shares previously issued as collateral for Convertible Note	-	134,112
Share issue costs	-	(614,833)
Closing balance	1,033,819,481	92,294,878

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.

19. RESERVES

	Consolidated		Consolidated	
	30 June 2020 No. of options/rights	**30 June 2019 No. of options/rights**	**30 June 2020 $**	**30 June 2019 $**
Share based payments				
Options	158,663,462	38,663,462	3,257,318	1,539,004
Performance rights	-	15,000,000	-	1,031,999
			3,257,318	2,571,003

During the year 11,000,000 performance rights previously issued to previous directors and executives of the Company lapsed unexercised. 4,000,000 performance rights held by Key Management Personnel met their performance conditions and were converted to ordinary shares in the company.

During the General Meeting held on 22 July 2019, shareholders approved the issue of 10,000,000 unlisted Advisor Options in consideration for corporate advisory services provided to the Company, and the issue of 10,000,000 unlisted Underwriter Options in part consideration for underwriting services provided to the Company.

As approved by shareholders at the General Meeting held on 30 April 2020, the Company issued 87,000,000 unlisted options in 2 tranches to Directors as outlined in the Notice of Meeting dated 30 March 2020.

During the year, the Company also issued 15,000,000 unlisted options in 2 tranches to advisors of the Company for services rendered, and 4,000,000 unlisted options to brokers for capital raising services rendered during the financial year.

The unlisted options issued during the year were valued using the Black-Scholes model. The options outstanding as at 30 June 2020 were determined on the date of grant using the following assumptions:

	Series 2	Series 3	Series 5
Grant date	31/01/2018	30/11/2018	24/05/2019
Exercise price ($)	0.4538	0.21	0.08
Expected volatility (%)	100	95	100
Risk-free interest rate (%)	2	2	1.13
Expected life (years)	3	3	3
Share price at this date ($)	0.215	0.145	0.036
Fair value per option ($)	0.01	0.080	0.0165
Number of options	5,439,858	8,571,429	18,652,175

	Series 6	Series 7
Grant date	22/07/2019	01/05/2020
Exercise price ($)	0.08	0.04
Expected volatility (%)	100	100
Risk-free interest rate (%)	0.935	0.63
Expected life (years)	3	3
Share price at this date ($)	0.029	0.031
Fair value per option ($)	0.0121	0.0181
Number of options	20,000,000	4,000,000

19. RESERVES (CONTINUED)

	Class A Director	Class B Director	Class A Broker	Class B Broker
Grant date	30/04/2020	30/04/2020	01/05/2020	01/05/2020
Exercise price ($)	0.05	0.07	0.05	0.07
Expected volatility (%)	89	103	89	103
Risk-free interest rate (%)	0.64	0.63	0.64	0.63
Expected life (years)	2.4	2.9	2.2	3.2
Share price at this date ($)	0.032	0.032	0.031	0.031
Fair value per option ($)	0.01301	0.01507	0.0117	0.0154
Number of options	43,500,000	43,500,000	7,500,000	7,500,000

As announced on 27 February 2020, Director Options, series 1 and series 4 were cancelled.

For the year ended 30 June 2020, the Group has recognised $1,157,596 (2019: $1,846,004) of share-based payment expense, and $518,151 of consulting fees in the income statement in relation to share options and performance rights issued.

20. 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.

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:

FY2020	Carrying Amount	Effect on profit before tax		Effect on pre-tax equity	
		+1%	-1%	+1%	-1%
Financial Assets					
Cash and cash equivalents[1]	412,138	4,121	-	4,121	-
Trade and other receivables[2]	170,139	-	-	-	-
Other financial assets[6]	6,586,551	-	-	-	-
	7,168,828	4,121	-	4,121	-
Financial liabilities					
Trade and other payables[3]	1,834,010	-	-	-	-
Financial Liabilities[4]	116,671	(1,167)	1,167	(1,167)	1,167
	1,950,681	(1,167)	1,167	(1,167)	1,167
Total increase/(decrease)		**2,954**	**1,167**	**2,954**	**1,167**

20. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

(i) Interest Rate Risk (continued)

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[3]	1,516,278	-	-	-	-
Financial Liabilities[5]	5,792,078	(1,969)	1,969	(1,969)	1,969
	7,308,356	(1,969)	1,969	(1,969)	1,969
Total increase/(decrease)		**16,892**	**6,817**	**16,892**	**6,817**

[1] Cash and cash equivalents are denominated in both AUD and USD. At 30 June 2020, A$6,894 was denominated in USD (30 June 2019: A$624,356).

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

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

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

[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.

[6] Other financial assets are designated in CAD and are non-interest bearing.

(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.

20. 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 2020 US$	30 June 2019 US$
Cash		
Cash and cash equivalents	4,735	437,861
Borrowings		
Convertible Loan Note Facility[1]	-	3,923,917

[1] The convertible note liability was fully repaid during the financial year.

The Company had the following Canadian dollar denominated assets at year end.

	Consolidated	
	30 June 2020 CAD$	30 June 2019 CAD$
Other financial assets		
Shares in Novo Resources Corp.	6,586,551	-

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
FY2020	+5%	345	345
	-5%	(345)	(345)
FY2019	+5%	248,542	248,542
	-5%	(248,542)	(248,542)

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

Net impact of strengthening/(weakening) of AUD on CAD assets outlined above	Change in CAD rate	Effect on profit before tax	Effect on pre-tax equity
FY2020	+5%	329,328	(329,328)
	-5%	(329,328)	329,328
FY2019	-	-	-
	-	-	-

20. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

(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
FY2020	+3%	-	-
	-3%	-	-
FY2019	+3%	13,806	13,806
	-3%	(13,806)	(13,806)

(v) Market Risk

The Company's listed investments are affected by market price volatility. The following table shows the effect of market price changes.

	Change in year end price	Effect on profit before tax	Effect on pre-tax equity
FY2020	+5%	329,328	(329,328)
	-5%	(329,328)	329,328
FY2019	-	-	-
	-	-	-

20. 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.

FY2020	**Within 1 year**	**1 to 5 years**	**Over 5 years**	**Total**
Financial liabilities due for payment				
Trade and other payables	1,834,010	-	-	1,834,010
Financial Liabilities	116,671	-	-	116,671
Total contractual outflows	1,950,681	-	-	1,950,681
Cash and cash equivalents	412,138	-	-	412,138
Trade and other receivables	170,139	-	-	170,139
Other financial assets	6,586,551	-	-	6,586,551
Total anticipated inflows	7,168,828	-	-	7,168,828
Net inflow on financial instruments	**5,218,147**	**-**	**-**	**5,218,147**

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)**

20. 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.

21. COMMITMENT FOR EXPENDITURE

The Group currently has commitments for expenditure at 30 June 2020 on its Australian exploration tenements as follows:

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Not later than 12 months	1,435,633	2,326,211
Between 12 months and 5 years	3,670,314	5,726,334
Greater than 5 years	2,303,772	4,202,758
	7,409,719	12,255,303

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

22. 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 2020. Key Management Personnel for the year ended 30 June 2020 comprised the Directors and the Company Secretary.

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

	Consolidated	
	30 June 2020 $	30 June 2019 $
Short term employee benefits	541,696	1,207,051
Share based payment	1,081,156	1,526,891
Superannuation	-	34,758
	1,622,852	2,768,700

(c) Remuneration options and performance rights: As at 30 June 2020, the outstanding options and performance rights that were granted in previous and current reporting periods comprised of 87,000,000 options and nil performance rights.

(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 2020 $	30 June 2019 $
ADK Mining Services[1]	-	109,379
Doraleda Pty Ltd[2]	230,000	300,000
Integrated CFO Solutions[3]	18,300	120,000
Kiran Capital Advisors Limited[4]	28,095	-
Minerva Corporate Pty Ltd[5]	117,694	48,335
	394,089	577,714

[1] Director fees and consulting fees paid to ADK Mining Services Pty Ltd, a company in which Mr Alex Duncan-Kemp has an interest. Mr Duncan-Kemp resigned during FY2019.
[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 2020, these included fees of $36,000 (2019: $36,000) for accounting services.
[4] Non-Executive Chairman fees paid to Kiran Capital Advisors Limited, a company which Mr Mark Potter has an interest.
[5] Director fees, consulting fees and accounting fees paid to Minerva Corporate Pty Ltd, a company in which Mr Daniel Smith has an interest.

23. EARNINGS PER SHARE

The calculation of basic earnings and diluted earnings per share at 30 June 2020 was based on the loss attributable to shareholders of the parent company of $12,273,340 (2019: Loss $9,347,739):

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Basic loss per share	(1.35)	(1.44)
Diluted loss per share	(1.35)	(1.44)
	No of Shares	**No of Shares**
Weighted average number of ordinary shares:		
Used in calculating basic earnings per ordinary share	907,191,936	649,035,055
Dilutive potential ordinary shares	-	-
Used in calculating diluted earnings per share	907,191,936	649,035,055

24. AUDITOR'S REMUNERATION

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Auditor of parent entity		
Audit fees – HLB Mann Judd	46,125	40,000
Audit fees – Hall Chadwick	-	269
	46,125	40,269

25. 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.

25. 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	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
Options	22 July 2019	31 July 2022	0.08	20,000,000	0.0121
Options	1 May 2020	1 May 2023	0.04	4,000,000	0.0181
Options	1 May 2020	31 July 2022	0.05	43,500,000	0.01301
Options	1 May 2020	31 July 2023	0.07	43,500,000	0.01507
Options	30 November 2017	30 June 2020	0.44	6,000,000	0.03
Options	1 May 2020	31 July 2022	0.05	7,500,000	0.01301
Options	1 May 2020	31 July 2023	0.05	7,500,000	0.01507
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 2020	**30 June 2019**
Balance at beginning of year	38,663,462	37,689,858
Options granted during the year	126,000,000	27,223,604
Options forfeited/lapsed during the year	(6,000,000)	(26,250,000)
Balance at end of year	158,663,462	38,663,462
Options exercisable at end of year	158,663,462	38,663,462

(b) Performance rights

	Number of instruments	
	30 June 2020	**30 June 2019**
Balance at beginning of year	15,000,000	15,000,000
Performance rights converted to shares	(4,000,000)	-
Performance rights expired during the year	(11,000,000)	-
Balance at end of year	-	15,000,000

25. 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 2020 $	**30 June 2019 $**
Sign on fee for director, issued as shares	-	675,000
Shares issued to director for services rendered	140,000	-
Options – directors	1,200,163	295,375
Options - chief executive officer	-	(6,393)
Performance rights – directors	-	487,854
Performance rights – employees	-	75,055
Options – convertible note holder	-	1,991,793
	1,340,163	3,518,684

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

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Loss after income tax	(12,273,340)	(9,347,739)
Depreciation	180,005	40,892
Exploration and project expenditure written off	9,318,149	701,261
Share based payments	1,340,163	3,518,684
Finance costs, non cash	587,094	336,452
Loss on sale of exploration assets	769,898	-
Fair value gain of revaluation of listed investments held as at balance date	(3,666,670)	-
Net fair value loss on financial instruments designated as fair value through profit or loss	155,519	541,720
Unrealised foreign exchange gain	26,887	(222,882)
Settlement of consultancy costs with gold	188,640	-
Profit on sale of investments	-	70,150
Changes in current assets and liabilities during the financial period:		
Decrease in receivables	84,116	168,995
Decrease/(Increase) in inventories	460,202	(460,202)
Increase in trade and other payables	743,516	57,864
Net cash outflow from operating activities	(2,085,821)	(4,594,805)

27. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

FY2020	Consolidated		
	Lease liability $	Convertible loan note $	Short term loan $
Opening balance	-	5,595,206	196,876
Net cash from financing activities	141,770	-	145,787
Equity conversion	-	(588,000)	-
Cash repayment	(100,946)	(5,162,725)	(225,998)
Foreign exchange gain	-	155,519	-
Closing balance	40,824	-	116,671

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

28. PARENT ENTITY DISCLOSURE

	30 June 2020 $	30 June 2019 $
(a) Financial position		
Total current assets	7,439,500	1,524,772
Total Non-Current Assets	3,036,664	15,823,288
Total Assets	10,476,164	17,348,060
Total current liabilities	1,850,367	7,166,151
Total non-current liabilities	-	-
Total Liabilities	1,850,367	7,166,151
Net Assets	8,625,797	10,181,909
Equity		
Share capital	92,294,878	81,438,336
Reserves	3,257,318	2,571,003
Accumulated Losses	(86,926,399)	(73,827,430)
	8,625,797	10,181,909
Loss for the year	(12,733,835)	(9,347,739)
Other comprehensive income	-	-
Total comprehensive loss	(12,733,835)	(9,347,739)
(b) Commitments		
Exploration commitments		
Not later than 12 months	120,782	255,055
Between 12 months and 5 years	19,087	47,870
	139,869	302,925

29. SUBSIDIARIES

	Country of Incorporation	Ownership %	
		30 June 2020	30 June 2019
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.

30. FINANCIAL INSTRUMENTS

The Directors consider that the carrying amounts of current receivables and current payables (except for Note 17. Financial liabilities) are a reasonable approximation of their fair values.

31. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

32. EVENTS SUBSEQUENT TO 30 JUNE 2020

Subsequent to year end the Company:

- Raised approximately $5.6 million through the placement of 79,992,856 shares at 7 cents per share.
- Sold its Mt Clement project to Northern Star Resources Ltd for $344,000 and a 1% NSR (Net Smelter Royalty)
- Sold its investment in Novo Resources Corp shares for approximately $5.78m in cash.

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.

33. PROVISIONS

	Consolidated	
	30 June 2020 $	30 June 2019 $
Provision for restoration and rehabilitation	1,413,123	1,413,123
	1,413,123	1,413,123

Directors' Declaration
30 June 2020

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 2020 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 2020.

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

Edward Mead
Executive Director
30 September 2020

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 2020, 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 2020 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* we have determined the matters described below to be the key audit matters to be communicated in our report.

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Key Audit Matter	How our audit addressed the key audit matter
Capitalised Exploration and Evaluation Expenditure Refer to Note 13.	
In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group capitalises exploration and evaluation expenditure and as at 30 June 2020 had a deferred exploration and evaluation expenditure balance of $25,773,132. 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 14.	
The Group has development expenditure of $23,414,154 in relation to construction of the Radio Hill Gold Recovery Circuit Processing Facility for the Carlow Castle Project. The company concluded there were no impairment indicators, however 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.

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 2020, 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 2020.

In our opinion, the Remuneration Report of Artemis Resources Limited for the year ended 30 June 2020 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
30 September 2020

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 20 September 2020.

Distribution of shareholders

The distribution of shareholdings as at 20 September 2020 was:

Security Class:	**ARV - ORDINARY FULLY PAID SHARES**
As at Date:	**20-Sep-2020**
Price per security:	**$0.1000**

Holding Ranges	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	204	58,931	0.01%
above 1,000 up to and including 5,000	747	2,304,411	0.21%
above 5,000 up to and including 10,000	681	5,451,056	0.49%
above 10,000 up to and including 100,000	1,988	79,372,028	7.09%
above 100,000	827	1,032,654,911	92.21%
Totals	**4,447**	**1,119,841,337**	**100.00%**

Based on the price per security, number of holders with an unmarketable holding:
847, with total 1,843,342, amounting to 0.16% of Issued Capital

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

Nil

Top twenty (20) largest holders ordinary share

Security class:
ARV - ORDINARY FULLY PAID SHARES
As at date: **20-Sep-2020**
Display top: **20**

Position	Holder Name	Holding	% IC
1	CITICORP NOMINEES PTY LIMITED	152,618,691	13.63%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	96,542,937	8.62%
3	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	55,483,798	4.95%
4	BATTLE MOUNTAIN PTY LIMITED	52,042,397	4.65%
5	BENNELONG RESOURCE CAPITAL PTY LTD	50,489,603	4.51%
6	CYGNUS 1 NOMINEES PTY LTD <CYGNUS ACCOUNT>	32,195,807	2.88%
7	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	23,380,325	2.09%
8	MR RICHARD ARTHUR LOCKWOOD	22,000,000	1.96%
9	SORRENTO RESOURCES PTY LTD	15,750,000	1.41%
10	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	15,320,383	1.37%
11	BNP PARIBAS NOMINEES PTY LTD <LGT BANK AG DRP>	13,315,000	1.19%
12	NATIONAL NOMINEES LIMITED	13,094,080	1.17%
13	DEUTSCHE BALATON AKTIENGESELLSCHAFT	12,500,000	1.12%
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	11,864,422	1.06%
15	BNP PARIBAS NOMS PTY LTD <DRP>	11,110,983	0.99%
16	D & K CORPS INVESTMENTS PTY LTD	10,000,000	0.89%
17	MR NEIL THACKER MACLACHLAN	9,000,000	0.80%
18	INKESE PTY LTD	7,750,000	0.69%
19	MR KARL LUDWIG ANTHONY HAMANN & MRS LISA JANE HAMANN <HAMANN SUPER FUND A/C>	7,000,000	0.63%
20	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	6,753,883	0.60%
	Total	**618,212,309**	**55.21%**
	Total issued capital - selected security class(es)	**1,119,841,337**	**100.00%**

ASX Additional Information

Unquoted securities

ASX security code and description	Total number of +securities on issue
5,439,858	Unlisted options exercisable at 45.38 cents on or before 31 January 2021.
8,571,429	Unlisted options exercisable at 21 cents on or before 30 November 2021
18,652,175	Convertible noteholder options exercisable to 8 cents a share and expiry 31 July 2022
20,000,000	Advisor options exercisable at 8 cents a share and expiry date 31 July 2022
43,500,000	Class A Unlisted Director Options exercisable at 5 cents a share and expiry date 31 July 2022
43,500,000	Class B Unlisted Director Options exercisable at 7 cents a share and expiry date 31 July 2023
4,000,000	Advisor options exercisable at 4 cents per share with expiry date 1 May 2023
7,500,000	Class A Unlisted Advisor Options exercisable at 5 cents a share and expiry date 31 July 2022
7,500,000	Class B Unlisted Director Options exercisable at 7 cents a share and expiry date 31 July 2023

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