



CORPORATE GOVERNANCE STATEMENT

The Artemis Resources Limited group (“**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 Artemis Board has set out in this Statement its report against the fourth edition of ASX Corporate Governance Council Principles and Recommendations (***the Principles***). This Corporate Governance Statement is dated and was approved by the board on 12 July 2022.

Where Artemis’ processes do not fit the model of the ASX Corporate Governance Principles and Recommendations, the board believes that there are good reasons for the different approach being adopted. Variations to principles are primarily due to having limited personnel and being a growing company. Reporting against the 8 Principles, we advise as follows:

Principle 1: Lay solid foundations for management and oversight

1.1 *A listed entity should disclose:*

- (a) *The respective roles and responsibilities of the board and management*
- (b) *those matters expressly reserved to the board and those delegated to management.*

The primary responsibilities of Artemis’ board include:

- (i) the establishment of long term goals of the company to deliver value to its shareholders and strategic plans to achieve those goals;
- (ii) the review and adoption of the annual business plan for the financial performance of the company and monitoring the results on a monthly basis;
- (iii) the appointment of the Chief Executive Officer/General Manager/Managing Director, where appropriate;
- (iv) ensuring that the company has implemented adequate systems of internal control together with appropriate monitoring of compliance activities including compliance with ASX and AIM rules;
- (v) the approval of the annual and half-yearly statutory accounts and reports; and
- (vi) Defining corporate governance arrangements to achieve the Company’s goals, under clear leadership by the chair

The board meets on a regular basis to review the performance of the company against its goals both financial and non-financial. In normal circumstances, prior to the scheduled board meeting, each board member is provided with a formal board package containing appropriate management and financial reports.

Given the small size of the Company the role of Managing Director is currently performed by an Executive Director. The Chief Financial Officer is also an Executive Director on the Board. Where other executive roles are filled from time to time a letter of appointment containing a job description is given to the appointee and these are updated at least annually or as required.

The primary responsibilities of senior management are:

- (i) Achieve Artemis’ objectives as established by the Board from time to time;



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- (ii) Operate the business within the cost budget set by the Board;
- (iii) Assess new business opportunities of potential benefit to the Company;
- (iv) Ensure appropriate risk management practices and policies are in place;
- (v) Ensure that Artemis' appointees work with an appropriate Code of Conduct and Ethics; and
- (vi) Ensure that Artemis appointees are supported, developed and rewarded to the appropriate professional standards.

1.2 *A listed entity should:*

- a) *undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and*
- b) *provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

The board of Artemis undertakes appropriate checks prior to appointing a person, or putting a person forward to shareholders as a candidate for election as a director. These include checks as to the person's character, experience, education, criminal record and bankruptcy history.

Additionally, as an AIM quoted company, the Company's Nominated Adviser performs certain due diligence on all new directors appointed to the Board.

Information about a candidate standing for election or re-election as a director will be provided to shareholders to enable them to make an informed decision on whether or not to elect or re-elect the candidate. This information may include:

- biographical details, including relevant qualifications, experience and skills;
- details of other material directorships;
- a statement regarding whether the director qualifies as independent;
- any material adverse information or potential conflicts of interest, position or association;
- the term of office currently served (for directors standing for re-election); and
- a statement whether the board supports the election or re-election of the candidate.

1.3 *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

All directors and senior executives of Artemis have a written agreement with the Company setting out the terms of their appointment.

1.4 *The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.*

The Company Secretary of Artemis is accountable to the board on all governance matters and reports directly to the Chairman as the representative of the board.

The Company Secretary is appointed and dismissed by the board.

The Company Secretary's advice and services are available to all directors.



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1.5 A listed entity should:

- a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
 - (1) the measurable objectives set for that period to achieve gender diversity;
 - (2) the entity's progress towards achieving those objectives; and
 - (3) either:
 - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
 - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

As set out in its Code of Ethical Business Conduct, Artemis is committed to developing, maintaining and supporting a diverse workforce. The Company has adopted a Diversity and Equal Opportunity Policy in relation to gender diversity and equal opportunity, a copy of which is included on the Corporate Governance page of the Company's website:

<https://artemisresources.com.au/company/#company-governance>

Given the current small number of total employees of the Company, specific measurable objectives for achieving gender diversity have not yet been set by the board. The board will set such objectives at a time when the Company employs sufficient employees to enable relevant and meaningful measurable gender diversity objectives to be achieved in conjunction with the Company's overall objectives.

The proportion of women on the board, women in senior executive positions and women employees (including contractors) in the whole organisation as at reporting date was as follows:

Gender	Board	Senior executive positions	Whole organisation
Total employees and board members	7	1	15
No of women	1	Nil	3
% women	14%	Nil	20%

A "senior executive" is a member of the Company's Key Management Personnel, as defined by the Corporations Act, excluding Non-executive directors (who are included in the "Board" statistics).

1.6 A listed entity should:

- a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and



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- b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The Board undertakes an annual performance evaluation of itself that:

- compares the performance of the Board with the requirements of its Charter; and
- effects any improvements to the Board Charter deemed necessary or desirable.

The Artemis board has seven board members, who are in regular contact with each other as they deal with matters relating to Artemis' business. The board uses a personal evaluation process to review the performance of directors, and at appropriate times the Chairman takes the opportunity to discuss Board performance with individual directors and to give them his own personal assessment. The Chairman also welcomes advice from Directors relating to his own personal performance. The Remuneration Committee determines whether any external advice or training is required.

1.7 *A listed entity should:*

- a) have and disclose a process for periodically evaluating the performance of its senior executives; and*
- b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The performance of all senior executives and appointees is reviewed at least once a year. The performance of the Executive Directors is reviewed by the Chairman on an annual basis, and the performance of other senior executives is reviewed by the Chairman, in conjunction with the board's Remuneration and Nominations Committee. They are assessed against personal and Company Key Performance Indicators established from time to time as appropriate for Artemis.

The Artemis Corporate Governance Charter is available on the Artemis web site, and includes sections that provide a board charter. The Artemis board reviews its charter when it considers changes are required.

Principle 2: Structure the Board to add value

2.1 *The board of a listed entity should:*

- (a) have a nomination committee which;*
- (1) has at least three members, a majority of whom are independent directors; and*
- (2) is chaired by an independent director; and disclose*
- (3) the charter of the committee*
- (4) the members of the committee; and*
- (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meeting; or*
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.*



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The Board has a Remuneration and Nominations Committee. The Committee has three members, all non-executive independent directors. Current members are Mark Potter (Chairman), Vivienne Powe, Simon Dominy and Daniel Smith.

The Company considers all of its non-executive directors to be independent under ASX Corporate Governance Principles and Recommendations, thereby complying with recommendation 2.1.

However, given the Company is AIM listed, for disclosure, under the QCA Corporate Governance Code's recognition of independent directors, the nomination committee only comprises of two independent directors, being Vivienne Powe and Simon Dominy. Further details are set out in 2.3 below.

The Board has a Charter for the Remuneration and Nominations Committee which can be reviewed on its website at: <https://artemisresources.com.au/company/#company-governance>

New directors are selected after consultation of all board members and their appointment voted on by the board. Each year, in addition to any board members appointed to fill casual vacancies during the year, one third of directors retire by rotation and are subject to re-election by shareholders at the Annual General Meeting.

The number of times the committee meets is disclosed in the annual report.

2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its memberships.

During the 2022 financial year, the Artemis board conducted a governance skills review regarding the skills, knowledge and experience of the current board. The skills matrix is set out in the table below.

	Chairman	Executive Director – Geology	Non-executive directors	Executive Director - CFO
Skills and Experience	Board leadership, Strategy Development and Implementation; Project Acquisition; Capital Raising; Corporate Governance	Project identification and acquisition, exploration, feasibility studies, management of exploration projects, capital raising	Strategic business development; corporate governance, capital markets, project identification, financial reporting. Geological and/or Mining experience.	Financial planning and analysis, technical accounting skills, financial reporting, business intelligence, risk assessment, governance

The Artemis board has determined that any addition to board membership must be independent of shareholders and management.

2.3 A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;*
- (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and*
- (c) the length of service of each director.*



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Mr Mark Potter, Non-Executive Chairman is an independent director and has served as a director since 24 February 2020.

Mr Alastair Clayton, Executive Director, is not considered to be independent and has served as a director since 29 January 2020.

Mr Edward Mead, Non-Executive Director, is considered to be independent following cessation of operational responsibilities in February 2021, and has served as a director since 31 December 2014. Mr Mead may from time to time provide further services under a consultancy agreement should the Company need assistance with technical or strategic objectives in relation to Artemis' core projects. The Board considers this is in the best interests of the Company.

Mr Dan Smith, Non-Executive Director, is independent, and has served as a director since 5 February 2019.

Dr Simon Dominy, Non-Executive Director, is independent, and has served as a director since 1 July 2021.

Mr Guy Robertson, Executive Director, is not considered to be independent and has served as a director since 17 January 2022.

Ms Vivienne Powe, Non-Executive Director, is considered to be independent and has served as a director since 4 July 2022.

The Board considers an independent Director to be a Non-Executive Director who is not a significant Shareholder or a member of management and who is free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of that Director's judgment.

Currently all of the Non-Executive Directors hold share options. The Corporate Governance Principles and Recommendations note that receiving performance-based remuneration (including options or performance rights) from the Company may raise concerns over a Directors Independence. No share options granted to Non-Executive Directors have performance-based targets, and therefore, for the purposes of the Corporate Governance Principles and Recommendations, the Company considers that Daniel Smith, Mark Potter, Edward Mead, Simon Dominy and Vivienne Powe are Independent.

However, the Company has also taken into consideration best practice in the United Kingdom and notes that the QCA Corporate Governance Code states that independent non-executive directors should not have significant interests in a share option scheme. Therefore, recognising that under the QCA Corporate Governance Code the Company would have two independent Directors, being Simon Dominy and Vivienne Powe.

2.4 A majority of the board of a listed entity should be independent directors.

The majority of the directors are independent directors. Mr Mark Potter, Chairman and non-executive directors Mr Dan Smith, Mr Edward Mead, Mr Simon Dominy and Ms Vivienne Powe are independent. Please see 2.3 above for QCA Code considerations on independence.

2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Non-Executive Chairman, Mr Mark Potter is considered by the Board to be independent and is not the CEO of the Company. Please see 2.3 above for QCA Code considerations on independence.

2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Artemis Resources Limited has a program for induction of new directors. Directors are active in undertaking professional development opportunities for the purpose of development and maintenance of their skills. Such



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activities are reported as part of the board's governance skills review, which also assists in identifying areas requiring further development.

Principle 3: Act ethically and responsibly

3.1 A listed entity should articulate and disclose its values.

At Artemis we value respectful, lawful, ethical and responsible behaviour throughout the Company and with our shareholders, the communities in which we operate and all other stakeholders. Artemis' Code of Conduct outlines the Company's values. A copy of the Code of Conduct is available on the Governance page of the Company's website: <https://artemisresources.com.au/company/#company-governance>

3.2 A listed entity should:

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and*
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.*

Artemis' policies contain a formal code of conduct that applies to all directors and employees, who are expected to maintain a high standard of conduct and work performance, and observe standards of equity and fairness in dealing with others. The detailed policies and procedures encapsulate the company's ethical standards. The code of conduct is contained in the Artemis Corporate Governance Charter, see <https://artemisresources.com.au/company/#company-governance>. All material breaches of the Code are required to be reported to the Board.

3.3 A listed entity should:

- (a) have and disclose a whistleblower policy; and*
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*

Artemis has a Whistleblower Policy which applies to its directors, senior executives, employees, contractors and consultants, a copy of which is available on the Governance page of the Company's website: <https://artemisresources.com.au/company/#company-governance>.

3.4 A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and*
- (b) ensure that the board or committee of the board is informed of any material breaches of that policy.*

Artemis has an Anti-Bribery and Corruption Policy which applies to its directors, senior executives, employees, contractors and consultants, a copy of which is available on the Governance page of the Company's website: <https://artemisresources.com.au/company/#company-governance>. All material breaches of this Policy are required to be reported to the Board.

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Principle 4: Safeguard integrity in financial reporting

4.1 *The board of a listed entity should:*

4.1.1 *have an audit committee which*

- (1) has at least three members, all of who are non-executive directors and a majority of whom are independent directors; and*
- (2) is chaired by an independent director, who is not a chair of the board,*

and disclose:

- (3) the charter of the committee;*
- (4) the relevant qualifications of the members of the committee; and*
- (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

4.1.2 *if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*

The Board has an audit committee which is comprised of four non- executive independent directors. At the date of this report the Audit and Risk Committee comprises Daniel Smith (Chairman), Mark Potter, Vivienne Powe and Simon Dominy. Please see 2.3 above for QCA Code considerations on independence.

The company has adopted an Audit Committee charter. It is publicly available on the Artemis website.

The Audit Committee met twice during the course of the year.

The Board considers the current structure of the audit committee suitable to provide effective communication between the board and the external auditors. The members of the audit committee are all highly financially literate and the committee retains extensive experience in financial and accounting matters. The Board deems the committee to have the appropriate skillset to provide valuable and constructive review regarding the adequacy of the Company's financial reporting and internal controls. The committee reviews:

- The annual and half-year financial reports and accounts prior to their approval by the board;
- The effectiveness of management information systems and systems of internal control; and
- The efficiency and effectiveness of the external audit functions.

The committee meets with and receives regular reports from the external auditors concerning any matters that arise in connection with the performance of their role, including the adequacy of internal controls.

The Audit Committee also reviews the Artemis Corporate Governance and Risk Management processes to ensure that they are effective for a listed public company of its size.

4.2 *The board of a listed entity should, before it approves the entity's financial statements for a financial period, received from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and*



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performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Declarations regarding the financial statements are received from the Executive Director and the CFO. The board received such declarations for the half year and annual reports for 2021.

4.3 *A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.*

Preparation of the Company's periodic corporate reports is coordinated by the Executive Director and CFO with input from non-executive directors and senior executives as required. Information in the reports is verified based on the Company's financial and technical records and by the relevant directors or executives responsible for preparation of information included in those reports. All reports are reviewed and agreed by responsible senior executives and all directors prior to release.

Principle 5: Make timely and balanced disclosure

5.1 *A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.*

Artemis recognises that timely and balanced disclosure of all material information concerning the Company must be made on a continuous basis so as to ensure that the market is informed of all material events and developments as they arise. Artemis' Continuous Disclosure Policy is available on the Governance page of the Company's website: <https://artemisresources.com.au/company/#company-governance>

5.2 *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*

Copies of all of the Company's announcements are sent to the board as soon as practicable after their release.

5.2 *A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.*

Copies of the Company's presentation materials are released on ASX prior to the presentation being made to any investor or analyst.

Principle 6: Respect the rights of security holders

6.1 *A listed entity should provide information about itself and its governance to investors via its website.*

Artemis' website includes a Governance page, which includes a copy of this Corporate Governance Statement and various governance policies.

6.2 *A listed entity should have an investor relations program that facilitates effective two-way communication with investors.*



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The Company's Shareholder Communication Policy, which is available on the Governance page of its website, summarises the Company's communication program, including regular reporting, email alerts, active participation at the Company's AGM and encouragement of shareholder communications.

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

Notices of the Annual General Meeting, together with accompanying information such as the explanatory memorandum, are sent to shareholders, either by mail or email, depending on the shareholder's election, and are also placed on the Company's website. Shareholders are encouraged to attend the Annual General Meeting and to ask questions.

6.3 *A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.*

All resolutions at meetings of the Company are decided by a poll.

6.4 *A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.*

The Company provides an email alert service. Shareholders are encouraged to register for this service through the Company's website and once registered will receive information by email, including ASX releases, annual and other reports, company presentations and notices of general meetings.

Shareholders may also elect to receive communications from the Company's share Registrar, Automic Pty Limited, by email.

Principle 7: Recognise and manage risk

7.1 *The board of a listed entity should:*

(a) *have a committee or committees to oversee risk, each of which:*

(1) *has at least three members, a majority of who are independent directors; and*

(2) *is chaired by an independent director;*

and disclose

(3) *the charter of the committee;*

(4) *the members of the committee; and*

(5) *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;*

or

(b) *if it does not have a risk committee, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*



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The Board has combined Risk with Audit under the Audit and Risk Management Committee. As such, the Board has a risk committee which is comprised of three non-executive directors. The Company considers all of its non-executive directors to be independent under the Recommendations, thereby complying with recommendation 7.1. The Board has also given consideration to best practise in the UK and the QCA Corporate Governance Code, please see 2.3 for considerations on independence.

The Company has established policies for the oversight and management of material business risks. The Company's Risk Management Policy is available on the Governance page of its website: <https://artemisresources.com.au/company/#company-governance>. This document sets out the Company's policy and processes for risk management and the roles and responsibilities of the board, executives and employees.

The Board has ensured that the current risk committee has the appropriate skillset to ensure the Company has established suitable policies for the oversight and management of material business risks and an in depth understanding of the potential risks relating to the industry in which the Company operates. The chair of the risk committee, Daniel Smith, has the appropriate experience and knowledge to review and oversee the risk committee.

Artemis has incorporated risk management into its decision making and business planning processes so that risks are identified, analysed, ranked and appropriate risk controls and risk management plans are put into place to manage and reduce the identified risks, with all identified risks entered into a Risk Register.

The risk identification and management system, including the Risk Register, is reviewed annually by senior management and the board and policies and practices upgraded where issues are identified that require attention. Reviews of specific items are undertaken by senior management where issues are identified and immediate action is required.

Risk is a standing item on the agenda of board meetings, for reporting against identified material business risks.

7.2 *The board or a committee of the board should:*

- (a) *review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and*
- (b) *disclose in relation to each reporting period, whether such a review has taken place.*

Artemis risk policy and risk register is reviewed by the Board of Directors annually to coincide with the preparation and lodgement of the Company's Annual Report. A review was undertaken in the financial year ending 30 June 2022.

7.3 *A listed entity should disclose:*

- (a) *If it has an internal audit function, how the function is structured and what role it performs;*
or
- (b) *if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.*



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The board has determined that, consistent with the size of the Company and its activities, an internal audit function is not currently appropriate. As noted regarding recommendations 7.1 and 7.2 above and regarding Principle 4 above, the board has adopted a Risk Management Policy and processes appropriate to the size of Artemis to manage the company's material business risks and to ensure regular reporting to the board on whether those risks are being managed effectively in accordance with the controls that are in place.

7.4 *A listed entity should disclose whether it has any material exposure to environmental and social risks and if it does, how it manages or intends to manage those risks.*

Environmental risks

- The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. Exploration and mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production.
- The Company's Environment Policy reinforces the Company's objective to have minimal impact on the environments in which the Company operates, and to soundly manage any impacts to ensure sustainable long term operations and sound environmental outcomes.
- To meet these objectives, the Company will:
 - Maintain open communications with local communities, government bodies, business partners, suppliers, customers, and other stakeholders;
 - Develop, implement and maintain environmental management systems to identify, assess and manage environmental risk;
 - Inform the local community of our activities, and seek their views and opinion, and take this into account in managing our business;
 - Minimise the environmental impacts of our operations through the efficient use of natural resources, including water, and recycling of waste where possible;
 - Prepare and maintain a plan for the eventual closure of each operation;
 - Ensure that our employees and contractors are informed about this policy and made aware of their environmental responsibilities in relation to all stages of our activities and operations;
 - Comply with any applicable laws and regulations; and
 - Monitor, continuously improve and report our environmental performance, and take action as necessary to remedy any shortfalls.

Social sustainability risks

- The Company believes that the support of its activities by the communities in which it operates is fundamental to the long-term success of its business.
- The Company is committed to conducting its operations in a manner that respects the communities in which we operate and supports mutually beneficial outcomes and value creation for all stakeholders.
- To meet these objectives, the Company will:
- Maintain open and honest communications with local communities, including Indigenous communities, government bodies, business partners, suppliers, customers and other stakeholders;

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- Develop, implement and maintain procedures and methods to identify, assess and manage impacts on the community and opportunities for shared value at all stages of our operations;
- Establish community consultation and communication processes to develop lasting and beneficially interactive community relationships built on mutual respect and trust
- Actively engage in sustainable and practical community initiatives;
- Encourage and provide opportunities for communities to share in the benefits which flow from our activities; and
- Encourage economic prosperity in our communities during and subsequent to our operations.

Principle 8: Remunerate fairly and responsibly

8.1 *The board of a listed entity should:*

(a) *have a remuneration committee which:*

- (1) *has at least three members, a majority of whom are independent directors; and*
- (2) *is chaired by an independent director,*

and disclose

- (3) *the charter of the committee*
- (4) *The members of the committee; and*
- (5) *As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings, or*

; or

(b) *if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*

Artemis has established a Remuneration and Nomination Committee which comprises four non-executive directors, who the Board believe to be independent. The Board has also given consideration to best practise in the UK and the QCA Corporate Governance Code and these considerations on independence are set out in 2.3.

The Charter for the Remuneration and Nomination Committee can be found on the Company's website at <https://artemisresources.com.au/company/#company-governance>

Senior executives remuneration packages are reviewed by reference to Artemis' performance, the executive director's or senior executive's performance, as well as comparable information from industry sectors and other listed companies in similar industries, which is obtained from external remuneration sources. This ensures that base remuneration is set to reflect the market for a comparable role.

8.2 *A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*



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The remuneration details of non-executive directors, executive directors and senior management are set out in the Remuneration Report that forms part of the Directors' report.

The performance of the executive director and senior executives is measured against criteria agreed annually and bonuses and incentives are linked to predetermined performance criteria and may, with shareholder approval, include the issue of shares and / or options.

There are no schemes for retirement benefits, other than statutory superannuation for non-executive directors.

8.3 A listed entity which has an equity-based remuneration scheme should:

8.3.1 have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

8.3.2 disclose that policy or a summary of it.

The Company's Security Trading Policy, a copy of which is available on the Governance page of the Company's website <https://artemisresources.com.au>, sets out restrictions on participation by staff in hedging arrangements over the Company's securities issued pursuant to any share scheme, performance right's plan or option plan. In particular:

- Staff are prohibited from in hedging arrangements over unvested securities; and
- Vested securities may only be hedged once they are exercised into shareholdings and only under the following conditions:
 - the details of the hedge are fully disclosed to the Chairman and the Company Secretary (and to ASX and in the Annual Report, as appropriate);
 - the hedge transaction is treated as a dealing in securities and the restrictions and requirements of the Securities Trading Policy are satisfied; and
 - all holding locks have been removed from the relevant securities.

Approved by the Board

12 July 2022