5 November 2010

ASX Announcement

Rights Issue Completed – Trading to Commence 9 November 2010

Artemis Resources Limited (ASX Code: ARV) confirms that 46,195,693 new shares and 11,548,933 free options exercisable at $0.05 each, expiring 30 June 2011 have been allotted today under the Company's Renounceable Rights Issue, in accordance with the prospectus dated 28 September 2010.

The Company's share structure comprises 323,439,728 shares (ASX Code: ARV) and 107,061,104 listed options (ASX Code: ARVOB).

A statement of the names of the largest twenty holders of each class of security and a distribution schedule setting out the numbers of holders in each category per item 36 of the Appendix 3B is set out below.

Holding statements have been dispatched today.

Quotation has been sought for all the new shares and options on ASX and trading of these securities is expected to commence from 9 November 2010.

An Appendix 3B is attached to this announcement.

Guy Robertson
Company Secretary

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Ordinary Shares

SECURITY CODE : ARV

SPREAD OF HOLDINGS		HOLDERS	UNITS	% OF ISSUED CAPITAL
NIL HOLDING				
1 -	1,000	119	13,001	.00 %
1,001 -	5,000	62	216,537	.07 %
5,001 -	10,000	149	1,235,186	.38 %
10,001 -	100,000	750	33,617,705	10.39 %
100,001 -		514	288,357,299	89.15 %
TOTAL ON REGISTER		1594	323,439,728	100.00 %

TOP TWENTY SHAREHOLDERS REPORT

	HOLDER NAME	DESIGNATION	UNITS	% OF ISSUED
1	JP MORGAN NOM AUST LTD	CASH INCOME A/C	22,757,741	7.04%
2 *	HSBC CUSTODY NOM AUST LTD		16,422,637	5.08%
3	KONGONI NOM PL	BLACK SWAN INV A/C	12,166,667	3.76%
4 *	CITICORP NOM PL		9,626,546	2.98%
5	EFG TRUST CO LTD		8,500,000	2.63%
6	PENSON AUST NOM PL	SETTLEMENT ACCOUNT	7,130,333	2.20%
7 *	KONGONI NOM PL		6,052,478	1.87%
8	STIRLING CAP INV LTD		5,833,333	1.80%
9 *	COMSEC NOM PL		5,177,618	1.60%
10 *	CARLOW CASTLE PL		5,157,804	1.59%
11	STRANGIO ANTONIO		4,448,497	1.38%
12	GTI RES LTD		3,500,000	1.08%
13	COVELANE GOLD COAST PL	COVELANE S/F A/C	2,410,000	.75%
14	NATIONAL NOM LTD		2,333,333	.72%
15 *	BROWN ANDREW IAN		2,264,057	.70%
16	ARCHEM TRADING NZ LTD		2,100,000	.65%
17	SANPEREZ PL		2,021,863	.63%
18	NEXT WAVE ENTPS PL		2,000,000	.62%
19	NUTSVILLE PL	INDUSTRIAL ELECTRI	2,000,000	.62%
20	MAMONE NICK		2,000,000	.62%
	*** TOP 20 TOTAL ***		123,902,907	38.32%

** ALL HOLDERS INCLUDED   * - DENOTES MERGED HOLDER

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Listed Share Options

SECURITY CODE : ARVOB

SPREAD OF HOLDINGS	HOLDERS	UNITS	% OF ISSUED CAPITAL
NIL HOLDING			
1 - 1,000	181	77,023	.07 %
1,001 - 5,000	304	841,209	.79 %
5,001 - 10,000	98	718,100	.67 %
10,001 - 100,000	292	10,742,120	10.03 %
100,001 -	141	94,682,652	88.44 %
TOTAL ON REGISTER	1016	107,061,104	100.00 %

	HOLDER NAME	DESIGNATION	UNITS	% OF ISSUED
1 *	CITICORP NOM PL		17,593,451	16.51%
2 *	CARLOW CASTLE PL		7,055,171	6.62%
3	GUOGA ANTANAS		5,800,000	5.44%
4	TREGONING IAN E + L A	TREG TRAILERS DIS	3,323,725	3.12%
5	JP MORGAN NOM AUST LTD	CASH INCOME A/C	2,723,061	2.56%
6 *	INNOVATIF DVLMTS PL		2,491,000	2.34%
7	ABN AMRO CLEARING SYDNEY	CUST A/C	2,264,161	2.12%
8 *	UANG PL		2,225,000	2.09%
9	STRANGIO ANTONIO		1,782,446	1.67%
10	PENSON AUST NOM PL	SETTLEMENT ACCOUNT	1,736,936	1.63%
11 *	HHH GRP PL		1,607,274	1.51%
12	RUBITON PL		1,550,000	1.45%
13 *	KONGONI NOM PL		1,359,017	1.28%
14	NUTSVILLE PL	INDUSTRIAL ELECTRI	1,050,000	.99%
15	SIMPSON RAYMOND J + E A	RAYMOND SIMPSON S/	1,000,000	.94%
16	BREWIN NOM LTD	JPAL A/C	1,000,000	.94%
17	PRINCE SAM		945,454	.89%
18	AQUATREAT SVCS PL		900,000	.84%
19 *	RIVER PLATE SEC PL		880,867	.83%
20 *	GOODFELLOW WILLIAM D		862,500	.81%
	*** TOP 20 TOTAL ***		58,150,063	54.58%

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Artemis Resources Limited

ABN

80 107 051 749

We (the entity) give ASX the following information.

Part 1 - All issues

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

1	+Class of +securities issued or to be issued	Ordinary Shares Listed Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	46,195,693 ordinary shares (rights Issue) 34,537 ordinary shares (option conversion) 11,548,933 listed options
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Listed Options Exercisable at $0.05 per share before 30 June 2011

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	46,195,693 shares at 5.5 cents per share (and 1 for 4 free attaching listed option ARVOB) 34,537 shares at 5 cents per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	In accordance with prospectus dated 28 September 2010 – 46,195,693 shares Exercise of Options (ARVOB) – 34,537 shares
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	5 November 2010

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)	320,439,728 107,061,104	Shares. 5c options

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	3,000,000	Shares – escrowed for a period of one year
		2,000,000	15c options exercisable before 24 November 2011
		1,750,000	10c options exercisable before 30 June 2011
		10,000,000	4c options exercisable before 14 December 2014
		3,562,500	15 c options exercisable before 30 June 2012
		250,000	10 c options exercisable before 30 June 2012
		3,000,000	7 c options exercisable before 30 June 2013, with varying vesting dates and conditions
		1,350,000	7 c options exercisable before 30 June 2012, with varying vesting dates and conditions
		3,500,000	10 c options exercisable before 29 January 2012

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Shares issued rank pari passu with all other Shares with respect to dividend policy.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A

+ See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

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

34 Type of securities
(*tick one*)

(a) ☒ Securities described in Part 1 – Shares and Listed Options

(b) ☐ All other securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

+ See chapter 19 for defined terms.

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

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

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	
39	Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	

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

+ See chapter 19 for defined terms.

Quotation agreement

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

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: 5 November 2010
(Company Secretary)

Print name: Guy Robertson........................