ARTEMIS RESOURCES LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held in the Board Room of RSM Bird Cameron Partners at Level 12, 60 Castlereagh Street, Sydney NSW 2000 on 29 November 2012 at 11am (EST).

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

ARTEMIS RESOURCES LIMITED

A B N 8 0 1 0 7 0 5 1 7 4 9

NOTICE OF GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Artemis Resources Limited (**Company**) will be held in the Board Room of RSM Bird Cameron Partners at Level 12, 60 Castlereagh Street, Sydney NSW 2000 on 29 November 2012 at 11am (EST) (**General Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the General Meeting and forms part of this Notice.

Terms and abbreviations used in this Notice are defined in Schedule 1.

AGENDA

Ordinary Business

Financial Report

To receive and consider the financial report of the Company and its controlled entities for the year ended 30 June 2012 together with the Directors' report in relation to that financial year and the auditor's report on the financial report.

1. Resolution 1 – Adoption of Remuneration Report (non-binding vote)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

2. Resolution 2 – Re-election of Director – George Frangeskides

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of clause 8.2 of the Constitution and for all other purposes, Mr George Frangeskides, who was appointed as a Director on 15 August 2012, is re-elected as a Director."

3. Resolution 3 – Re-election of Director – Shannon Coates

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of clause 5 of the Constitution and for all other purposes, Ms Shannon Coates, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Special Business

4. Resolution 4 – Approval to Issue 200,000,000 Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Directors to allot and issue 200,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

5. Resolution 5 – Approval to Issue 100,000,000 Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of a total of 100,000,000 Options on the terms and conditions set out in the Explanatory Memorandum."

6. Resolution 6 – Approval to Issue Shares – Mr Guy Robertson

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and all other purposes, approval is given for the Company to allot and issue 2,500,000 Shares to Mr Guy Robertson who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

7. Resolution 7 – Approval to Issue Shares – Mr George Frangeskides

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and all other purposes, approval is given for the Company to allot and issue 1,000,000 Shares to Mr George Frangeskides who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

8. Resolution 8 – Approval of Performance Rights Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purpose of ASX Listing Rule 7.2 Exception 9(b) and for all other purposes, Shareholders approve the Performance Rights Plan, and the grant of performance rights and issue of Shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum."

9. Resolution 9 – Issue of Performance Rights to Executive Director – Guy Robertson

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to Guy Robertson of up to a maximum of five (5) million performance rights, and the issue to him of Shares on the vesting of those performance rights, pursuant to the Company's Performance Rights Plan and in accordance with the terms and conditions summarised in the Explanatory Memorandum."

10. Resolution 10 – Issue of Performance Rights to Non-Executive Director – George Frangeskides

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to George Frangeskides of up to a maximum of two (2) million performance rights, and the issue to him of Shares on the vesting of those performance rights, pursuant to the Company's Performance Rights Plan and in accordance with the terms and conditions summarised in the Explanatory Memorandum."

11. Resolution 11 – Approval of 10% Placement Issue

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to allot and issue equity securities up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Adoption of Remuneration Report	• A member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2012; or • A closely related party of a KMP[1]
2. Mr George Frangeskides – Re-election as a Director	• Mr George Frangeskides; • And his nominee(s); and • Any of their respective Associates.
3. Ms Shannon Coates – Re-election as a Director	• Ms Shannon Coates; • And her nominee(s); and • Any of their respective Associates.
4. Issue of Shares	• Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective Associates.
5. Issue of Options	• Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective Associates.
6. Issue of Shares to Guy Robertson	• Mr Guy Robertson; • And his nominee(s); and • Any of their respective Associates
7. Issue of Shares to Guy Robertson	• Mr George Frangeskides; • And his nominee(s); and • Any of their respective Associates
8. Approval of Performance Rights Plan	• The Directors of the Company and an associate of a Director; • As a proxy by a member of the key management personnel of the Company (KMP) or a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP.
9. Issue of Performance Rights to Guy Robertson	• The Directors of the Company; and • Any of their Associates
10. Issue of Performance Rights to George Frangeskides	• The Directors of the Company; and • Any of their Associates
11. Approval of 10% Placement Issue	• Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective Associates.

However, the Company need not disregard a vote if:

(a) It is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy appointment form; or

(b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

[1]A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

DETERMINATION OF MEMBERSHIP AND VOTING ENTITLEMENT

The Directors have determined that all the Shares that are quoted on the ASX at 11am EST on 27 November 2012 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time. The entitlement of Shareholders to vote at the Meeting will be determined by reference to that time.

How to Vote

You may vote at the Meeting by attending the Meeting in person or by proxy.

To vote in person, you must attend the Meeting on 29 November 2012 at 11am EST, which is to be held in the Board Room of RSM Bird Cameron Partners at Level 12, 60 Castlereagh Street, Sydney.

If you wish to vote by proxy, your proxy form must be received by the Company no later than 11am EST on 27 November 2012.

PROXIES

Please note that:

(a) A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder;

(b) Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;

(c) If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholders votes each proxy may exercise half of the votes. Any fractions of votes brought about by the apportionment of a proxy will be disregarded;

(d) A proxy need not be a Shareholder;

(e) If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the Meeting will vote your proxies as directed by you.

(f) If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolutions 1,6,7,8,9 and 10.

(g) If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Resolution 1 (Adoption of the Remuneration Report), 6 and 7 (Issue of Shares to Directors), 8 (Approval of Performance Rights Plan) and Resolutions 9 and 10 (Grant of Performance Rights to Directors) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the key management personnel of the Artemis Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

(h) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the Chairman of the Meeting;

(i) Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 11am on 27 November 2012 in one of the following 3 ways:

- By mail to : Security Transfer Registrars
770 Canning Highway
Applecross WA 6953
- By facsimile: Security Transfer Registrars
+ (61) (0) 8 9315 2233
- By email: registrar@securitytransfer.com.au

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, RSM Bird Cameron Partners, questions about the content of its report, and the conduct of its audit of the Company, for the year.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

BY ORDER OF THE BOARD OF DIRECTORS

Guy Robertson
Company Secretary
Dated: 29 October 2012

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the Annual General Meeting to be held in the Board Room of RSM Bird Cameron Partners at Level 12, 60 Castlereagh Street, Sydney NSW 2000 on 29 November 2012 at 11am (EST).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

Accounts and Reports

As required under Section 317 of the Corporations Act, the annual financial report (which includes the financial statements and Directors' declarations) for the year ended 30 June 2012 will be laid before the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the Meeting.

1. Resolution 1 – Adoption of Remuneration Report (non-binding vote)

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2013 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2013 annual general meeting. All of the Directors who were in office when the Company's 2013 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2012.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Resolution 1 even though the Chairman is, and this item is, connected directly or indirectly with the remuneration of a member of the key management personnel of the Artemis Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001 (Cth*).

(a) **Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2012.

2. Resolution 2 – Re-election of Director – Mr George Frangeskides

Mr George Frangeskides was appointed as a director of the Company on 15 August 2012. As the appointment was on a casual basis, pursuant to rule 8 of the Company's Constitution Mr Frangeskides retires at the 2012 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Frangeskides is included in the annual report.

3. Resolution 3 – Re-election of Director – Ms Shannon Coates

Pursuant to rule 5 of the Company's Constitution, Ms Coates retires at the 2012 Annual General Meeting but, being eligible, offers herself for re-election.

A brief profile of Ms Coates is set out in the Annual Report of the Company.

SPECIAL BUSINESS

4. Resolution 4 – Approval to Issue 200,000,000 Shares

4.1 Background

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 200,000,000 Shares.

The Company may wish to undertake a capital raising by way of a placement to raise further funds. The Company seeks Shareholder approval under ASX Listing Rule 7.1 for a possible placement involving the issue of Shares.

The purpose of the placement would be to provide the Company with additional funding to enable the Company to continue with its planned exploration programs and to meet the Company's working capital requirements.

4.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by the company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of shareholders.

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 200,000,000 Shares.

The effect of the approval is that the Shares referred to in Resolution 4 will be not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

4.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.3:

(a) *The maximum number of equity securities the entity is to issue*

The maximum number of Shares to be allotted and issued will be 200,000,000.

(b) *The date by which the entity will issue the equity securities*

It is anticipated that, subject to Shareholder approval, the Shares will be allotted and progressively issued no later than three months after the date of the General Meeting, or such later date as approved by the ASX by way of the ASX granting a waiver under the ASX Listing Rules.

(c) *The issue price of the Equity Securities*

The Shares will be issued at a price that is at least 80% of the volume weighted average market price for Shares, where the average is calculated, in accordance with ASX Listing Rule 7.3.3, over the last five days on which sales in Shares were recorded before the day on which the issue was made or, if there was a prospectus, Product Disclosure Statement or offer information statement relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date the prospectus, Product Disclosure Statement or offer information statement is signed.

(d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The allottees of the Shares are not currently known but will be institutional and sophisticated investors and will be selected on the basis of their ability to provide funding to the Company pursuant to the placement, if undertaken. None of these parties will be related parties or Associates of the Company.

(e) *The terms of the equity securities*

The Shares will rank equally in all respects with existing Shares on issue.

(f) *The intended use of the funds raised*

If undertaken, the funds to be raised by the Company in the placement would be intended to be used for the following purposes:

(i) exploration expenditure in relation to the Company's projects; and

(ii) general working capital requirements of the Company.

(g) *The dates of allotment or a statement that allotment will occur progressively*

See paragraph 4.3(b).

4.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4, as the placement, if undertaken, would provide the Company with necessary funds to enable it to continue with its exploration program and additional funding to meet the Company's working capital requirements.

5. Resolution 5 – Approval to Issue 100,000,000 Options

5.1 Background

Under Resolution 5, the Company seeks Shareholder approval to issue and allot options, being a total of 100,000,000 Options having an exercise price of 2 cents per Option with an expiry date of 30 June 2014 and otherwise on the terms and conditions set out in Annexure A, to institutional and/or sophisticated investors.

5.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of a total of 100,000,000 Options described above. The effect of such approval is that those Options will be not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

5.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.3:

(a) *The maximum number of equity securities the entity is to issue*

The maximum number of securities to be issued is a total of 100,000,000 Options.

(b) *The date by which the entity will issue the equity securities*

The Options will be issued no later than three months after the date of the Meeting, or such later date as may be approved by ASX.

(c) *The issue price of the equity securities*

The options will be issued for $0.0001 each.

(d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The allottees of the Options are not known but will be institutional and sophisticated Investors. Allottees will not be related parties of the Company.

(e) *The terms of the equity securities*

The Options will be issued on the terms and conditions set out in Annexure A.

(f) *The intended use of the funds raised*

$10,000will be raised from the issue of the Options which will be applied to working capital. If all of the Options become exercisable and are exercised at a price of 2 cents per Option, $2,000,000 of additional funding will be raised for the Company which will be used for working capital purposes.

(g) *The dates of allotment or a statement that allotment will occur progressively*

The Options will be allotted progressively.

(h) Voting Exclusion

A voting exclusion statement forms part of the notice of meeting.

5.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5 as the issue of the proposed Options will assist the Company in achieving its capital raising and business objectives.

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6. Resolution 6 – Approval to Issue Shares to Guy Robertson

6.1 Background

Under Resolution 6, the Company seeks Shareholder approval under ASX Listing Rule 10.11and for the purposes of Chapter 2E of the *Corporations Act* for the issue of Shares to Mr Guy Robertson (and/or his nominee), who is a Director.

Mr Robertson, an executive Director, has agreed to receive 2,500,000 Shares at a deemed price of $0.01 per share (with a total value of $25,000) in lieu of payment of $25,000 of his annual remuneration. No cash will be received on issue of the Shares. The Directors consider that 2,500,000 Shares is an appropriate number of Shares to be issued to Mr Robertson in lieu of $25,000 of his remuneration on the basis that 2,500,000 Shares with a deemed issue price of $0.01 per Share will be valued at $25,000.

The deemed price of $0.01 per share has been determined by reference to the 30 day volume weighted average price of shares to 25 October 2012. The Directors consider that this to be an appropriate valuation of the Shares to be issued to Mr Robertson on the basis that it reflects the recent historical price of the Shares

Mr Robertson's remuneration for the year ended 30 June 2012 was $150,000. Mr Robertson's remuneration for the year projected to 30 June 2013 is $125,000 and 2,500,000 shares at a deemed price of $0.01 per share.

The share issue is 16.6% of Mr Robertson's remuneration for the year ended 30 June 2012 and 16.6% of Mr Robertson's remuneration for the year projected to 30 June 2013.

If Resolution 6 is approved, a total of 2,500,000 Shares will be issued to Mr Robertson, increasing the number of Shares on issue from 481,390,396 to 483,890,396, with the effect that the shareholdings of existing Shareholders would be diluted by 0.052% (calculated as 2,500,000/481,390,396).

Issuing 2,500,000 shares to Mr Robertson in lieu of cash remuneration will allow Artemis to apply the funds which would have been applied to the Director's remuneration to its development program and demonstrates the Director's confidence in and commitment to Artemis.

The purpose of Resolution 6 is to seek approval of the issue of 2,500,000 Shares to Mr Robertson in lieu of remuneration as outlined above.

6.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain Shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 6, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires Shareholder approval to issue the Shares to Mr Robertson as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 6, the Shares referred to in Resolution 6 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

6.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

(a) *The name of the person to whom the securities will be issued*

The Shares will be granted to Mr Robertson, who is a Director of the Company, or his nominee.

(b) *The maximum number of securities to be issued*

The maximum number of Shares to be issued is 2,500,000 Shares to Mr Robertson and/or his nominee.

(c) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting, or such later date as may be approved by the ASX.

(d) *The issue price of the securities*

The price at which the Shares will be issued will be a deemed price of $0.01 per Share. No cash will be received on issue of the Shares.

(e) *The terms of the securities*

The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(f) *The intended use of the funds raised*

No funds will be raised in this issue. The issue is in part payment of remuneration owing to Mr Robertson as outlined above.

(g) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

6.4 Directors' Recommendation

(a) Mr Guy Robertson declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of Resolution 6 on the basis that he is to be issued Shares in lieu of remuneration if Resolution 6 is to be passed.

(b) The Directors, excluding Mr Robertson, recommend that Shareholders vote in favour of Resolution 6 for the following reasons:

(i) the issue of Shares to Mr Robertson in lieu of remuneration is a reasonable and cost effective method to provide remuneration to Mr Robertson as it will allow Artemis to apply $25,000 which would have been applied to the Director's remuneration to its development program; and

(ii) the grant of Shares to Mr Robertson will align Mr Robertson's interests with those of Shareholders and demonstrates Mr Robertson's confidence and commitment to Artemis.

7. Resolution 7 – Approval to Issue Shares to George Frangeskides

7.1 Background

Under Resolution 7, the Company seeks Shareholder approval under ASX Listing Rule 10.11 and for the purposes of Chapter 2E of the *Corporations Act* for the issue of Shares to Mr George Frangeskides (and/or his nominee), who is a Director.

Mr Frangeskides, a non-executive Director, has agreed to receive 1,000,000 Shares at a deemed price of $0.01 per share (with a total value of $10,000) in lieu of payment of $10,000 of his annual remuneration. No cash will be received on issue of the Shares. The Directors consider that 1,000,000 Shares is an appropriate number of Shares to be issued to Mr Frangekides in lieu of $10,000 of his remuneration on the basis that 1,000,000 Shares with a deemed issue price of $0.01 per Share will be valued at $10,000.

The deemed price of $0.01 per share has been determined by reference to the 30 day volume weighted average price of shares to 25 October 2012. The Directors consider that this to be an appropriate valuation of the Shares to be issued to Mr Frangeskides on the basis that it reflects the recent historical price of the Shares

Mr Frangeskidess' remuneration as a director for part of the year ended 30 June 2012 was $11,031(annualised $60,000). Mr Frangeskides' remuneration for the year projected to 30 June 2013 is $50,000 and 1,000,000 shares at a deemed price of $0.01 per share.

The share issue is 16.6% of Mr Frangeskides' annualised remuneration for the year ended 30 June 2012 and 16.6% of Mr Frangeskides' remuneration for the year projected to 30 June 2013.

If Resolution 7 is approved, a total of 1,000,000 Shares will be issued to Mr Frangeskides, increasing the number of Shares on issue from 481,390,396 to 482,390,396, with the effect that the shareholdings of existing Shareholders would be diluted by 0.02% (calculated as 1,000,000/481,390,396).

Issuing 1,000,000 shares to Mr Frangeskides in lieu of cash remuneration will allow Artemis to apply the funds which would have been applied to the Director's remuneration to its development program and demonstrates the Director's confidence in and commitment to Artemis.

7.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain Shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 7, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires Shareholder approval to issue the Shares to Mr Robertson as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 7, the Shares referred to in Resolution 7 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

7.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

(a) The name of the person to whom the securities will be issued

The Shares will be granted to Mr Frangeskides, who is a Director of the Company, or his nominee.

(b) *The maximum number of securities to be issued*

The maximum number of Shares to be issued is 1,000,000 Shares to Mr Frangeskides and/or his nominee.

(c) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting, or such later date as may be approved by the ASX.

(d) *The issue price of the securities*

The price at which the Shares will be issued at will be at a deemed price of $0.01 per Share. No cash will be received on issue of the Shares.

(e) *The terms of the securities*

The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(f) *The intended use of the funds raised*

No funds will be raised in this issue. The issue is in part payment of remuneration owing to Mr Frangeskides as outlined above.

(g) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

7.4 Directors' Recommendation

(a) Mr Frangeskides declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of Resolution 7 on the basis that he is to be issued Shares in lieu of remuneration if Resolution 7 is to be passed.

(b) The Directors, excluding Mr Frangeskides, recommend that Shareholders vote in favour of Resolution 7 for the following reasons:

(i) the issue of Shares to Mr Frangeskides in lieu of remuneration is a reasonable and cost effective method to provide remuneration to Mr Robertson as it will allow Artemis to apply $10,000 which would have been applied to the Director's remuneration to its development program; and

(ii) the grant of Shares to Mr Frangeskides will align Mr Frangeskides' interests with those of Shareholders and demonstrates Mr Frangeskides' confidence and commitment to Artemis.

8. Resolution 8 – Approval of Performance Rights Plan

Introduction

Resolution 8 seeks Shareholder approval to adopt the executive performance rights plan (**EPRP or Plan**) as summarised in this Explanatory Statement, and for the grant of rights and issue of securities under the EPRP. The EPRP will allow the Board to grant performance rights to eligible participants in accordance with the terms and conditions set out in the EPRP (**Performance Rights**). Performance Rights will be part of an eligible employee's remuneration by the Company.

The purpose of the EPRP is to provide performance incentives for eligible employees, with the aim being to drive long term performance for all Shareholders by fostering a culture of employee share ownership and retention of key employees. No Performance Rights have previously been issued under the EPRP. The first issue of Performance Rights proposed under the EPRP is to Mr Robertson and Mr Frangeskides, Directors of the Company, as part of their remuneration package.

ASX Listing Rule 7.1 restricts the number of securities a listed entity can issue without shareholder approval. However, ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. ASX Listing Rule 7.2 Exception 9(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if within three years before the date of issue holders of ordinary securities have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

A summary of the EPRP is provided below. Capitalised terms used in the following summary but not defined in this Explanatory Memorandum or in Schedule 1 shall have the meaning given to them in the Plan document.

EPRP summary

Eligibility

The Board, or a delegation of the Board, being the Nominations & Remuneration Committee (**Plan Committee**) may make offers to eligible executives to be granted Performance Rights in accordance with the Plan. To be eligible to be issued Performance Rights, a person must be a full or part time employee, contractor or consultant (approved by the Board) of Artemis or any subsidiary of Artemis or a Director (**Eligible Participant**). On the issue of a Performance Right to an Eligible Participant, the Eligible Participant becomes a participant (**Participant**). Participants will be able to exercise Performance Rights in order to have Shares issued to them.

Offer
No Performance Rights may be issued to a person under the Plan unless the person remains an Eligible Participant as at the date of issue.

The Board, or Plan Committee, will determine:

(a) the number of Performance Rights to be offered to an Eligible Participant;

(b) the exercise price in respect of a Performance Right;

(c) the performance conditions applicable to each Performance Right; and

(d) any exercise conditions in respect of a Performance Right.

The Board, or Plan Committee, has the discretion to reduce or waive any exercise conditions attaching to Performance Rights.

Plan Limit

No grant of a Performance Right may be made under the Plan if the number of unissued Shares the subject of the Performance Right grant when aggregated with:

(i) the number of Shares which would be issued were each outstanding offer with respect to Shares, and any other offer for units of Shares, Performance Rights and options to acquire unissued Shares, being an offer made or option or right acquired pursuant to the Plan or any other employee share or option or rights scheme extended only to employees or directors of the Company or an Associated Body Corporate, to be accepted or exercised; and

(ii) the number of Shares issued during the previous five years pursuant to the Plan or any other employee share or option scheme extended only to employees or directors of the Company or an Associated Body Corporate;

but disregarding any offer made, or option or right acquired or Share issued by way of or as a result of:

(iii) an offer to a person situated at the time of receipt of the offer outside Australia;

(iv) an offer that did not need disclosure to investors because of section 708 of the Corporations Act;

(v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Corporations Act; or

(vi) an offer made under a disclosure document or Product Disclosure Statement,

would exceed 5% of the total number of issued Shares as at the time of the grant of the Performance Right.

Vesting of Performance Rights

A Performance Right granted under the Plan (which has not otherwise lapsed) will vest if all Performance conditions (if any) applicable to that Performance Right have been satisfied or waived by the Board, or otherwise in the discretion of the Board.

Exercise of Performance Rights

No Performance Right may be exercised unless the Participant has completed two years service.

Upon receiving notice from the Board, or Plan Committee, that a Performance Right held by the Participant has vested:

(a) the Participant will be deemed to have immediately validly exercised all vested Performance Rights to the extent that such Performance Rights do not require payment of an Exercise Price; or

(b) where an Exercise Price is payable, the Participant will be entitled to exercise the Performance Right so vested provided that the following conditions are satisfied:

(i) the Performance Right has not lapsed;

(ii) the Performance Right is exercised during the Exercise Period for that Performance Right;

(iii) the relevant performance conditions (if any) for the Performance Right have been satisfied; and

(iv) the Participant exercises a specified number of Performance Rights.

Lapse of Performance Rights

The Performance Right lapses on the earlier of:

(a) the exercise of the Performance Right;

(b) the end of the Performance Period in the event the Performance conditions have not been met;

(c) a determination of the Board, or Plan Committee, of misconduct by the Participant (including fraudulent or dishonest behaviour, or behaviour which is in breach of the Participant's obligations to the Company);

(d) subject to the Rule 9.3, when the Participant dies;

(e) subject to Rule 11.2, on the termination of Participant's employment with the Company (in this case, the Performance Right will lapse at the end of the Exercise Period) or where the Participant purports to trade a Performance Right in breach of the terms of the EPRP.

Transfer of Performance Rights

A Performance Right granted under the Plan must not be traded unless;

(i) the prior written consent of the Board is obtained;

(ii) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

A Performance Right may, with the written approval of the Board, be exercised by the legal personal representative of the Participant in the event of the Participant's death.

Restrictions on the disposal of Shares

Performance Shares must not be disposed of or dealt with in any way by that Participant until the earlier of:

(i) the date six months after the date on which a Participant ceases to be employed by a group company;

(ii) the date on which a change of control event occurs;

(iii) the day immediately following the date on which the EPRP is suspended or terminated;

(iv) a date otherwise determined by the Board, in its sole discretion, in respect of that Participant;

(v) the date on which any withdrawal request is approved by the Board; and

(vi) the seventh anniversary of the date of grant of the Performance Right pursuant to which the Participant acquired the relevant Share.

Amendment of Rules

Subject to the ASX Listing Rules, the Board may amend the Rules of the Performance Plan.

Inspection of the Plan

Please contact the Company Secretary if you would like to inspect a full copy of the Plan.

Directors' Recommendation

The Directors may participate in the EPRP (subject to Shareholder approval).

Accordingly, the Directors make no recommendation to Shareholders in respect of voting on Resolution 8.

9. Resolution 9 – Approval of Performance Rights – Executive Director – Guy Robertson

9.1 Introduction

ASX Listing Rule 10.14 requires that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition;

- A director of the entity
- An associate of the director
- A person whose relationship with the entity, is in ASX's opinion, such that approval should be obtained.

The following information is provided in accordance with ASX Listing Rule 10.15.

Guy Robertson has acted as Executive Director of the Company since September 2011. The Company has agreed to grant Mr Robertson Performance Rights being rights to acquire Shares for nil consideration (**Performance Rights**) as part of his remuneration by the Company.

In introducing an equity component to his remuneration, the Company's objective is to provide an added incentive to Mr Robertson to focus on the delivery of long term Shareholder returns. The Performance Rights will be issued under the EPRP subject to the necessary Shareholder approval.

The persons who are eligible to participate in the scheme are the Directors of the Company Mr Guy Robertson, Mr George Frangeskides and Ms Shannon Coates.

No securities have been issued under the Performance Rights Plan to date.

If approved by Shareholders, the Board intends to issue the Performance Rights as soon as reasonably practicable following the Annual General Meeting on the terms and conditions set out below.

9.2 Performance Rights

Performance Rights are to be issued in accordance with the following matrix.

The maximum rights to be issued is five (5) million. The rights are to be granted as soon as reasonably practical following the Annual General Meeting but will not vest until the performance hurdles have been met in accordance with the following matrix.

Outperformance [1]	Action A[3]	Action B[3]
>60%	3m	5m
>40%	2m	4m
>20%	1m	3m

[1] Performance Rights vest when Company outperforms its Peer[2] group in share price appreciation, based on VWAP (Volume Weighted Average Price) for a minimum of 60 days during the financial year and delivery of key milestones[3].

[2] The Peer group includes several companies being gold explorers with a small market capitalisation.

[3] Key milestones are:

Action A - JORC compliant resource on one of Artemis' projects reaching or being at least 150,000 ounces gold or gold equivalent.

Action B - JORC compliant resource on one of Artemis' projects reaching or being at least 300,000 ounces gold or gold equivalent.

On vesting each performance right is able to be converted into one ordinary share.

The performance rights will be granted on shareholder approval. However the performance rights will not vest until the hurdles outlined above have been achieved.

9.3 Performance Period and Vesting

The performance period is two years commencing 1 July 2012. Any Performance Rights which do not vest will lapse no later than 30 November 2014.

The securities (Performance Rights) will be issued no later than 12 months after the date of the meeting, being 29 November 2013.

Shares allocated following the exercise of Performance Rights are subject to certain restrictions on disposal as set out above in relation to Resolution 8 (see "Restrictions on the disposal of Shares") and subject also to observance of the Company's Share Trading Policy in dealing with Shares.

9.4 Other information

The Board of Directors have determined that amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

No loan will be made to the Director in connection with the acquisition of the performance rights.

No amount is payable on the grant or vesting of Performance Rights.

Mr Robertson has no other equity base incentives.

10. Resolution 10 – Approval of Performance Rights – Non-Executive Director – George Frangeskides

10.1 Introduction

ASX Listing Rule 10.14 requires that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition;

- A director of the entity
- An associate of the director
- A person whose relationship with the entity, is in ASX's opinion, such that approval should be obtained.

The following information is provided in accordance with ASX Listing Rule 10.15.

George Frangeskides has acted as a Non-Executive Director of the Company since 15 August 2012. The Company has agreed to grant Mr Frangeskides Performance Rights being rights to acquire Shares for nil consideration (**Performance Rights**) as part of his remuneration by the Company.

In introducing an equity component to his remuneration, the Company's objective is to provide an added incentive to Mr Frangeskides to focus on the delivery of long term Shareholder returns. The Performance Rights will be issued under the EPRP subject to the necessary Shareholder approval.

The persons who are eligible to participate in the scheme are the Directors of the Company Mr Guy Robertson, Mr George Frangeskides and Ms Shannon Coates.

No securities have been issued under the Performance Rights Plan to date.

If approved by Shareholders, the Board intends to issue the Performance Rights as soon as reasonably practicable following the Annual General Meeting on the terms and conditions set out below.

10.2 Performance Rights

Performance Rights are to be issued in accordance with the following matrix.

The maximum rights to be issued is two (2) million. The rights are to be granted as soon as reasonably practical following the Annual General Meeting but will not vest until the performance hurdles have been met in accordance with the following matrix.

Outperformance[1]	Action A[3]	Action B[3]
60%	1m	2m
40%	0.5m	1m
20%	0.25m	0.5m

[1] Performance Rights vest when Company outperforms its Peer[2] group in share price appreciation, based on VWAP (Volume Weighted Average Price) for a minimum of 60 days during the financial year and delivery of key milestones[3].

[2] The Peer group includes several companies being gold explorers with a small market capitalisation

[3] Key milestones are:

Action A - JORC compliant resource on one of Artemis' projects reaching or being at least 150,000 ounces gold or gold equivalent.

Action B - JORC compliant resource on one of Artemis' projects reaching or being at least 300,000 ounces gold or gold equivalent.

On vesting each performance right is able to be converted into one ordinary share.

The performance rights will be granted on shareholder approval. However the performance rights will not vest until the hurdles outlined above have been achieved.

10.3 Performance Period and Vesting

The performance period is two years commencing 1 July 2012. Any Performance Rights which do not vest will lapse no later than 30 November 2013.

The securities (Performance Rights) will be issued no later than 12 months after the date of the meeting, being 29 November 2013.

Shares allocated following the exercise of Performance Rights are subject to certain restrictions on disposal as set out above in relation to Resolution 8 (see "Restrictions on the disposal of Shares") and subject also to observance of the Company's Share Trading Policy in dealing with Shares.

10.4 Other information

The Board of Directors have determined that amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act, 2001 is therefore not required.

No loan will be made to the Director in connection with the acquisition of the performance rights.

No amount is payable on the grant or vesting of Performance Rights.

Mr Frangeskides has no other equity based incentives.

11. Resolution 11 – Approval of 10% Placement Issue

11.1 Background

The ASX has recently introduced new fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity.

The effect of Resolution 11 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 10.2(c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

The Directors of the Company believe that Resolution 11 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

11.2 ASX Listing Rule 7.1.A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of the issue or agreement:

(i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

(ii) plus the number of partly paid shares that became fully paid in the 12 months;

(iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;

(iv) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 10.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

11.3 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Price

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Risk of Voting Dilution

If Resolution 11 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		*Dilution*		
		50% decrease in Deemed Price *$0.005*	*Deemed Price* *$0.01*	*100% Increase in Deemed Price* *$0.02*
Current Variable A *481,390,396 Shares*	*10% Voting Dilution*	*48,139,039 shares*	*48,139,039 shares*	*48,139,039 shares*
	Funds Raised	*$240,695*	*$481,390*	*$962,781*
50% increase in current Variable A *722,085,594 shares*	*10% Voting Dilution*	*72,208,559 shares*	*72,208,559 shares*	*72,208,559 shares*
	Funds Raised	*$361,043*	*$722,085*	*$1,444,171*
100% increase in current Variable A *962,780,792 Shares*	*10% Voting Dilution*	*96,278,079 shares*	*96,278,079 shares*	*96,278,079 shares*
	Funds Raised	*$481,390*	*$962,781*	*$1,925,562*

The table has been prepared on the following assumptions:

(i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;

(ii) No unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 24,933,333 unlisted options on issue at the date of this Notice of Meeting;

(iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;

(iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";

(v) The price of ordinary securities is deemed for the purposes of the table above to be $0.01 cents, being the closing price of the Company's listed securities on ASX on 5 October 2012 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;

(vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities.

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 11 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).

(d) Purpose of the issue under the 10% Placement capacity

The Company may seek to issue the Equity Securities for the following purposes:

(i) non-cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non cash consideration as required by ASX Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing specific Company projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) Previous Approval

The Company has not previously obtained Shareholder approval under ASX Listing Rule 7.1A.

(g) Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 11.

Schedule 1 - Definitions

In this Explanatory Memorandum and Notice of General Meeting:

ASIC means Australian Securities and Investments Commission.

Associates has the meaning given by Sections 10 to 17 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691 and the market operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of ASX and any other rules of ASX which are applicable while the entity is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX.

Board means the Board of Directors of the Company.

Company or **Artemis** means Artemis Resources Limited ABN 80 107 051 749.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Equity Securities has the same meaning as in the Listing Rules;

EST means Eastern Standard Time, in Sydney, New South Wales.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of this Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

General Meeting or **Meeting** means the annual general meeting of the Company to be held on 29 November 2012 at 11am (EST), convened by this Notice.

Notice means this Notice of General Meeting.

Option means an option to subscribe for a Share.

Resolution means each resolution to be considered at the Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Securities means Shares and/or Options.

Shareholder means a holder of a Share.

In this Notice, words importing the singular include the plural and vice versa

Annexure A (Resolution 5)

The terms and conditions of the Annexure A Options shall be as follows:

(a) Each Annexure A Option entitles the holder to acquire one (1) Share.

(b) The Annexure A Options are exercisable at any time from the Annexure A Option Vesting Date until 5.00pm EST on 30 November 2014 (**Annexure A Option Exercise Period**) by completing an Annexure A Option exercise form and delivering it together with the payment for the number of Shares in respect of which the Annexure A Options are exercised to the registered office of Artemis or to the share registry of Artemis.

(c) The Annexure A Options vest on the date of Grant (**Annexure A Option Vesting Date**):

(d) The Annexure A Option exercise price is $0.02 per Option.

(e) On and from the relevant Annexure A Option Vesting Date, the Annexure A Options will be freely transferable in whole or in part at any time prior to expiry.

(f) Shares issued on the exercise of an Annexure A Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Annexure A Option will rank equally with the then issued ordinary shares of the Company in all respects. Official Quotation of those Shares on the ASX will be sought.

(g) Annexure A Option holders shall be permitted to participate in new issues of securities on the prior exercise of Annexure A Options in which case the Annexure A Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Annexure A Options.

(h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Annexure A Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

(i) If there is a bonus issue to Shareholders, the number of Shares over which the Annexure A Option is exercisable may be increased by the number of Shares which the holder of the Annexure A Option would have received if the Annexure A Option had been exercised before the record date for the bonus issue.

(j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Annexure A Option may be reduced in accordance with ASX Listing Rule 6.22.

(k) Reminder notices will be forwarded to the Annexure A Option holders prior to the expiry of the Annexure A Options. Annexure A Options not exercised before the expiry of the Annexure A Option Exercise Period will lapse.

(l) The Annexure A Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by an Annexure A Option holder free of charge. Shares to be allotted on exercise of Annexure A Options will be recorded on the Company's share register.

(m) The Directors may seek quotation of the Annexure A Options on the ASX.

(n) The Annexure A Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

(o) Notwithstanding paragraph (c), all Annexure A Options may be exercised prior to the relevant Annexure A Option Vesting Date:

(i) in relation to a takeover bid in respect of the Shares, during the bid period, as defined in section 9 of the Corporations Act, provided that where a takeover bid is publicly announced prior to the service of a bidder's statement on the Company in relation to that takeover bid, the bid period will be deemed to have commenced at the date of that announcement;

(ii) at any time after a Shareholder, or a group of associated Shareholders, becomes entitled to sufficient Shares to give it or them the ability, and that ability is successfully exercised, in general meeting, to replace all or a majority of the Directors;

(iii) at any time after, on an application under section 411 of the Corporations Act, a court orders a meeting to be held concerning a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company, or its amalgamation with any other company.

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

ARTEMIS RESOURCES LTD

ABN: 80 107 051 749

REGISTERED OFFICE:
LEVEL 9
50 MARGARET STREET
SYDNEY NSW 2000

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: ARV

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐ **OR** ☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐

The meeting Chairperson (mark with an "X")

The name of the person you are appointing (if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11.00am EST on Thursday 29 November 2012 in the Boardroom, RSM Bird Cameron Partners, Level 12, 60 Castlereagh Street Sydney NSW and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

RESOLUTIONS	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Director - George Frangeskides	☐	☐	☐
3. Re-election of Director - Shannon Coates	☐	☐	☐
4. Approval to Issue 200,000,000 Shares	☐	☐	☐
5. Approval to Issue 100,000,000 Options	☐	☐	☐
6. Approval to Issue Shares - Mr Guy Robertson	☐	☐	☐
7. Approval to Issue Shares - Mr George Frangeskides	☐	☐	☐
8. Approval of Performance Rights Plan	☐	☐	☐
9. Issue of Performance Rights to Executive Director - Guy Robertson	☐	☐	☐
10. Issue of Performance Rights to Non - Executive Director - George Frangeskides	☐	☐	☐
11. Approval of 10% Placement Issue	☐	☐	☐

☐ **If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please mark "X" in the box.**
By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chairperson of the Meeting intends to vote undirected proxies in favour of the resolution.

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER

( )

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder	Security Holder 2	Security Holder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

0486622884 Reference Number:

1 ARV 1

NOTES

1. Name and Address

This is the name and address on the Share Register of Artemis Resources Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Artemis Resources Limited.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

(a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and

(b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 8.00am (WST)on Tuesday 27 November 2012, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd
PO BOX 535
Applecross, Western Australia 6953

Street Address:
Alexandrea House, Suite 1
770 Canning Highway
Applecross, Western Australia 6153

Telephone **+61 8 9315 2333**

Facsimile **+61 8 9315 2233**

Email **registrar@securitytransfer.com.au**