

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

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 | (1) ordinary shares
(2) options
(3) options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) 196,116,158
(2) 98,058,079
(3) 98,058,079 |
| 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) | (1) fully paid ordinary shares
(2) options with exercise price of \$0.012, and expiry date of 31 March 2014
(3) options with exercise price of \$0.02, and expiry date of 31 August 2016 |

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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	(1) yes (2) shares issued on exercise of options shall rank equally with existing shares (3) shares issued on exercise of options shall rank equally with existing shares
5	Issue price or consideration	(1) \$0.006 per share (2) nil (3) nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	• to fund exploration of the Company's Eastern Hills project, including phase 1 and 2 drilling, resource expansion and a scoping study • general working capital • costs of the offer
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2012
6c	Number of +securities issued without security holder approval under rule 7.1	nil

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	nil								
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	nil								
6f	Number of securities issued under an exception in rule 7.2	196,116,158								
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	n/a								
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a								
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Capacity under rule 7.1 – 67,333,559 securities Capacity under rule 7.1A – 48,489,039 securities See Appendix 1								
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	2 September 2013								
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>(1) 686,406,554</td><td>ordinary shares</td></tr><tr><td>(2) 98,058,079</td><td>1.2c options exercisable before 31 March 2014</td></tr><tr><td>(3) 98,058,079</td><td>2c options exercisable before 31 August 2016</td></tr></table>	Number	+Class	(1) 686,406,554	ordinary shares	(2) 98,058,079	1.2c options exercisable before 31 March 2014	(3) 98,058,079	2c options exercisable before 31 August 2016
Number	+Class									
(1) 686,406,554	ordinary shares									
(2) 98,058,079	1.2c options exercisable before 31 March 2014									
(3) 98,058,079	2c options exercisable before 31 August 2016									

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	10,000,000	4c options exercisable before 14 December 2014
	3,100,000	7c options exercisable before 30 September 2013
	833,333	8c options exercisable before 30 September 2013
	10,000,000	4c options exercisable before 30 November 2014
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?	no
12	Is the issue renounceable or non-renounceable?	renounceable
13	Ratio in which the +securities will be offered	(1) 2 new ordinary shares for every 5 ordinary shares held on the record date (2) 1 2014 Short-Dated Option for every 2 ordinary shares subscribed (3) 1 2016 Long-Dated Option for every 2 Ordinary Shares subscribed
14	+Class of +securities to which the offer relates	(1) fully paid ordinary shares (2) options (3) options
15	+Record date to determine entitlements	2 August 2013

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	no
17	Policy for deciding entitlements in relation to fractions	fractional entitlements will be disregarded
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.	all countries other than Australian and New Zealand
19	Closing date for receipt of acceptances or renunciations	23 August 2013
20	Names of any underwriters	Patersons Securities Limited ACN 008 869 311
21	Amount of any underwriting fee or commission	4.5% on the underwritten amount of \$730,000
22	Names of any brokers to the issue	Patersons Securities Limited ACN 008 869 311
23	Fee or commission payable to the broker to the issue	A corporate advisory fee of \$30,000, a management fee of 1.5% of the total amount raised under the Rights Issue and a shortfall placement fee of 6% on non-underwritten shortfall placed.
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	9 August 2013

⁺ See chapter 19 for defined terms.

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|----|---|---|
| 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 | 24 July 2013 |
| 28 | Date rights trading will begin (if applicable) | 29 July 2013 |
| 29 | Date rights trading will end (if applicable) | 16 August 2013 |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a broker? | By contacting their broker directly or by completing the relevant section of the entitlement and acceptance form accompanying the prospectus. |
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | By contacting their broker directly or by completing the relevant section of the entitlement and acceptance form accompanying the prospectus. |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | By completing a standard renunciation form, which can be obtained from a broker or the Company's share registry. |
| 33 | ⁺ Issue date | 2 September 2013 |

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
- (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

⁺ See chapter 19 for defined terms.

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

+ 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.

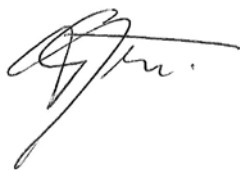
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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:24/7/13.....
(Director/Company secretary)

Print name: Guy Robertson

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	325,390,396
Add the following: - Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid ordinary securities that became fully paid in that 12 month period <i>Note:</i> <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	3,500,000 156,000,000
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	0
“A”	484,890,396

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	72,733,559
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	5,400,000
“C”	5,400,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	72,733,559
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	5,400,000
Total [“A” x 0.15] – “C”	67,333,559 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	484,890,396
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	48,489,039
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	0
“E”	0

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	48,489,039
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	48,489,039 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.