



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the 2020 annual general meeting (the "**Meeting**") of the shareholders of **ARTEMIS GOLD INC.** (the "**Company**") will be held at the offices of the Company at 595 Burrard Street, Suite 3083, Vancouver, BC V7X 1L3 in Vancouver, British Columbia on May 19, 2020 at 12:00 p.m. (Vancouver time) for the following purposes:

- A. to receive the audited financial statements of the Company for the period of January 10, 2019 through December 31, 2019 and the report of the auditors thereon;
- B. to fix the number of directors of the Company for the ensuing year at five (5);
- C. to elect directors of the Company as more fully described in the accompanying management information circular (the "**Information Circular**");
- D. to appoint PricewaterhouseCoopers LLP as the auditors of the Company for the ensuing year at a remuneration to be fixed by the directors;
- E. to consider and, if thought fit, to pass an ordinary resolution re-approving the Company's rolling stock option plan, as more fully set forth in the Information Circular accompanying this notice of meeting (the "**Notice**"); and
- F. to transact any other business that may properly come before the Meeting and any postponement(s) or adjournment(s) thereof.

The Company intends to hold the Meeting in person. However, due to the COVID-19 pandemic, to mitigate risk to the health and safety of our communities, shareholders and employees, the Company requests that shareholders not attend the Meeting in person. The Company encourages shareholders to instead vote their shares in advance of the Meeting via mail, telephone or online. No management presentation will be made at the Meeting.

If any shareholder does wish to attend the Meeting in person, please contact (604) 558-1107 or info@artemisgoldinc.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

The directors have fixed 5:00 p.m. (Vancouver time), being the close of business, on March 31, 2020 as the record date for determining shareholders who are entitled to receive notice of the Meeting and are entitled to vote at the Meeting or any postponement(s) or adjournment(s) thereof.

Accompanying this Notice is the Information Circular, a form of proxy (or voting instruction form), voting instructions and a financial statement request form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into and forms part of this Notice.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her stead. Please read the notes accompanying the form of proxy enclosed herewith and then complete and return the proxy within the time set out in the notes. The enclosed form of proxy is solicited by management but, as set out in the notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 20th day of April, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Steven Dean

Chairman and Chief Executive Officer