

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Artemis Gold Inc. (“**Artemis**” or the “**Company**”)
Suite 3083, Three Bentall Centre
595 Burrard Street, P.O. Box 49298
Vancouver, BC V7X 1L3

Item 2: Dates of Material Change

August 10, 2021

Item 3: News Release

A news release was disseminated on August 11, 2021 through the facilities of Newswire and filed under Artemis’ profile on SEDAR.

Item 4: Summary of Material Change

On August 11, 2021, Artemis announced that Lisa Ethans and Janis Shandro had been elected to Artemis’ board of directors at its Annual General Meeting of shareholders (the “**Meeting**”) held on August 10, 2021. Mr. Robert Atkinson, a former member of Artemis’ board of directors, did not stand for re-election at the Meeting.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

On August 11, 2021, Artemis announced that all director nominees set out in the Management Information Circular dated June 29, 2021 were elected as directors, to serve until the next meeting of shareholders of the Company or until their successors are elected or appointed. Details of voting are as follows:

	Votes FOR	% of Votes cast FOR	Votes	% of Votes cast WITHELD
Steven Dean	112,693,061	98.40%	1,838,045	1.20%
Ryan Beedie	114,525,198	99.99%	5,908	0.01%
David Black	98,540,228	86.04%	15,990,878	13.96%
William Armstrong	114,524,198	99.99%	6,908	0.01%
Elise Rees	113,926,798	99.47%	604,338	0.53%
Lisa Ethans	114,507,861	99.98%	23,245	0.02%
Janis Shandro	114,508,661	99.98%	22,445	0.02%

5.2 Disclosure of Restructuring Transactions

Not applicable

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

Not applicable

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Chris Batalha, Chief Financial Officer
Telephone: (604) 558-1107

Item 9: Date of Report

August 20, 2021