



2 October 2015

ASX ANNOUNCEMENT

Renounceable Rights Issue – Dispatch of Prospectus

Artemis Resources Limited (ASX: ARV) (“the Company”, “Artemis”) refers to the renounceable rights issue offer announced on 24 September 2015 (“Offer”). The prospectus and personalised entitlement and acceptance form for the Offer were dispatched to eligible shareholders today.

The proposed closing date of the Offer is 15 October 2015.

A person should consider the prospectus in deciding whether to acquire the new securities. Anyone who wants to acquire the new securities will need to complete the personalised entitlement and acceptance form that accompanies the prospectus.

A letter to shareholders outlining the terms of the offer is attached.

Guy Robertson
Company Secretary





30 September 2015

Dear Shareholder,

Renounceable Rights Issue

On 24 September 2015 Artemis Resources Limited (ACN 107 051 749) (**ARV or Company**) announced a renounceable pro rata entitlement offer to raise up to approximately \$3.35 million before issue costs (**Offer**).

Funds raised will be used for exploration on the Company's West Pilbara projects, repayment of debt, working capital and paying costs of the Offer.

The proposed West Pilbara milestones, use of funds and budget for FY2015/16 are:

- Heritage surveys over key exploration targets
- Targeted RC drilling Programs on near surface base metals and coarse gold structures
- Complete down-hole electromagnetics
- Administration and Technical
- Budgeted expenditure over first 4 months \$400,000

The proposed follow on West Pilbara programs after month four:

- Phase 2 drilling to advance Good Luck, Little Fortune and Fortune South
- VTEM survey to identify conductors and anomalies along eastern contact of Munni Munni PGE project
- Continue to consolidate quality projects in the West Pilbara
- Expand exploration programs across key tenements to develop a critical mass of resources to allow mining

The Offer will be made on the basis of 5 new shares for every 2 existing shares held by eligible shareholders (being shareholders with a registered address in Australia or New Zealand) as at 5pm (AEST) on 1 October 2015 (**Record Date**), at an issue price of \$0.001 per share together with 1 free attaching new option (exercisable at \$0.001 on or before 30 September 2017) for every new share issued. Eligible shareholders may also apply for new shares in addition to their entitlement.

New shares to be issued under the Offer will rank equally with existing shares. The Company has applied to ASX for the new shares to be listed. Fractional entitlements will be rounded up to the nearest whole number.

A prospectus for the Offer has been lodged with ASIC on 24 September 2015 which will be available on both the ASX's website and the Company's website. The Company will mail the prospectus and accompanying personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) to eligible shareholders following the Record Date.





Shareholders should consider the prospectus in deciding whether to acquire new shares under the Offer and will need to complete the Entitlement and Acceptance Form to take up their entitlement.

Patersons Securities Limited (Lead Manager) has agreed to lead manage the Offer for a 1% management fee and a 5% placement fee for securities placed by Patersons and will be issued 60,000,000 shares.

The capital structure of the Company following the Offer is as follows:

Shares	Minimum Subscription		Full Subscription	
	Number	%	Number	%
Existing Shares	1,338,316,411	36.78	1,338,316,411	28.57
New Shares offered under this Prospectus	2,300,000,000	63.22	3,345,791,028	71.43
Total Shares	3,638,316,411	100.0	4,684,107,439	100.0

Options	Minimum Subscription	Full Subscription
Listed Options exercisable at \$0.02 each on or before 31 August 2016	126,846,952	126,846,952
Options exercisable at \$0.003 each on or before 31 July 2016	80,128,648	80,128,648
Options exercisable at \$0.003 each on or before 30 June 2016	125,000,000	125,000,000
Total Options currently on issue	331,975,600	331,975,600
Proposed issue		
Options exercisable at \$0.001 each on or before 30 September 2017	2,300,000,000	3,345,791,028
Total Options after proposed issues	2,631,975,600	3,677,766,628





The indicative timetable for the Offer is as below:

Lodgement of the Prospectus with ASIC and ASX	24 September 2015
Ex-date	29 September 2015
Rights trading commences on a deferred settlement basis	
Record date to determine Entitlement (Record Date)	1 October 2015
Prospectus with Entitlement and Acceptance Form dispatched	2 October 2015
Offer opens for receipt of Applications	2 October 2015
Rights trading ends	8 October 2015
Closing date for acceptances (Closing Date)	15 October 2015
Notify ASX of Shortfall	20 October 2015
Issue of New Shares	22 October 2015
Deferred settlement trading ends	
Dispatch of shareholding statements	22 October 2015
Normal trading of New Shares expected to commence	23 October 2015

The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 3 months after the date of this Prospectus. As such the date the New Shares are expected to commence trading on ASX may vary.

We look forward to your participation and ongoing support.

A handwritten signature in black ink, appearing to read "Ed Mead".

Ed Mead
Managing Director

