



ARTEMIS RESOURCES LIMITED

ABN 80 107 051 749

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held in the Board Room of Hall Chadwick at Level 11, 16 St Georges Terrace, Perth WA 6000 on 30 November 2015 at 11am (WST).

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

ABN 80 107 051 749

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 Hall Chadwick at Level 11, 16 St Georges Terrace, Perth WA 6000 on 30 November 2015 at 11am (WST) (Annual 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 2015 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 – Mr George Frangeskides

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, Mr George Frangeskides, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. Resolution 3 – Re-election of Director – Mr Edward Mead

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 Edward Mead, who was appointed as a Director on 31 December 2015, is re-elected as a Director.”

4. Resolution 4 – Re-election of Director – Mr Campbell Baird

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 Campbell Baird, who was appointed as a Director on 17 August 2015, is re-elected as a Director.”

5. Resolution 5 – Ratification of Prior Issue of 4,166,667 Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 4,166,667 Shares to suppliers on the terms and conditions set out in the Explanatory Memorandum.”

6. Resolution 6 – Ratification of Prior Issue of 2,000,000 Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 2,000,000 Shares to a consultant on the terms and conditions set out in the Explanatory Memorandum.”

7. Resolution 7 – Ratification of Prior Issue of 12,000,000 Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 12,000,000 Shares to a consultant on the terms and conditions set out in the Explanatory Memorandum.”

8. Resolution 8 – Ratification of Prior Issue of 1,600,000 Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 1,600,000 Shares to a consultant on the terms and conditions set out in the Explanatory Memorandum."

9. Resolution 9 – Ratification of Prior Issue of 100,000,000 Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 100,000,000 Shares to project vendor on the terms and conditions set out in the Explanatory Memorandum."

10. Resolution 10 – Approval to Issue up to 1,000,000,000 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, Shareholders approve the allotment and issue of up to 1,000,000,000 Shares to project vendor on the terms and conditions set out in the Explanatory Memorandum."

11. Resolution 11 – Approval to Issue up to 200,000,000 Options

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, Shareholders approve the allotment and issue of up to 200,000,000 options to project vendor on the terms and conditions set out in the Explanatory Memorandum."

12. Resolution 12 – Approval of Consolidation of Shares on a 1 for 50 basis

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT, in accordance with section 254H(1) of the Corporations Act 2001 (Cth), the ordinary fully paid shares of the Company ("shares") be consolidated through the conversion of every fifty shares held by a shareholder into one share with any resulting fractions of a share rounded up to the next whole number of shares and the consolidation to take effect on 10 December 2015.

13. Resolution 13 – Change of Name of Company

To consider and, if thought fit, to pass with or without amendment the following resolution as a special resolution:

"That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, Shareholders adopt "Cossack Resources Limited" as the new name of the Company on the terms and conditions set out in the Explanatory Memorandum."

SPECIAL BUSINESS

14. Resolution 14 – Approval of 10% Placement Capacity

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	<ul style="list-style-type: none"> • A member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2014; or • A closely related party of a KMP¹
5. Ratification of Issue of 4,166,667 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
6. Ratification of Issue of 2,000,000 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
7. Ratification of Issue of 12,000,000 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
8. Ratification of Issue of 1,600,000 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
9. Ratification of Issue of 100,000,000 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
10. Approval to issue 1,000,000,000 shares	<ul style="list-style-type: none"> • 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.
11. Approval to issue 200,000,000 options	<ul style="list-style-type: none"> • 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.
12. Approval of 10% Placement Capacity	<ul style="list-style-type: none"> • 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.

¹A 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 7pm EST on 28 November 2015 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 30 November 2015 at 11am WST, which is to be held in the Board Room of Hall Chadwick at Level 11, 16 St Georges Terrace, Perth.

If you wish to vote by proxy, your proxy form must be received by the Company no later than 11am EST on 28 November 2015.

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.

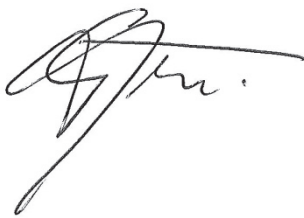
- (f) If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolution 1.
- (g) If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Resolution 1 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 28 November 2015 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, Hall Chadwick, 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: 27 October 2015

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 Hall Chadwick at Level 11, 16 St Georges Terrace, Perth WA 6000 on 30 November 2015 at 11am (WST).

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 2015 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)

1.1 General

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 2015 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 2016 annual general meeting. All of the Directors who were in office when the Company's 2016 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 2015.

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

1.2 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.

1.3 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)*.

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 2015.

1.4 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this resolution.

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

2.1 Background

Pursuant to rule 5 of the Company's Constitution Mr George Frangeskides retires at the 2015 Annual General Meeting but, being eligible, offers himself for re-election.

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

2.2 Directors' Recommendation

The Board (other than Mr Frangeskides) recommends that Shareholders vote in favour of this resolution.

3. Resolution 3 – Re-election of Director – Mr Edward Mead

3.1 Background

Pursuant to rule 8.2 of the Company's Constitution Mr Edward Mead was appointed a Director on 31 December 2014 to fill a casual vacancy and is required to stand for re-election.

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

3.2 Directors' Recommendation

The Board (other than Mr Mead) recommends that Shareholders vote in favour of this resolution.

4. Resolution 4 – Re-election of Director – Mr Campbell Baird

4.1 Background

Pursuant to rule 8.2 of the Company's Constitution Mr Campbell Baird was appointed a Director on 17 August 2015 to fill a casual vacancy and is required to stand for re-election.

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

4.2 Directors' Recommendation

The Board (other than Mr Baird) recommends that Shareholders vote in favour of this resolution.

5. Resolution 5 – Ratification of Issue of 4,166,667 Shares

5.1 General

Resolution 5 seeks ratification of the allotment and issue by the Company of 4,166,667 Shares issued to a consultant in lieu of a cash payment. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 5 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 4,166,667 Shares.

5.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

- (a) *The number of securities allotted*
The number of Shares allotted and issued was 4,166,667.
- (b) *Issue Price*
The Shares were issued a deemed price of \$0.003 cent per share.
- (c) *Name of Allottees*
The allotment was made to Pedroso Pty Limited a consultant to the company. No shares were issued to related parties.
- (d) *Terms of the Securities*
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) *Intended use of Funds Raised*
No funds were received in respect of 4,166,667 shares. The shares were issued in lieu of a cash payment to the consultant.
- (f) *Voting Exclusion*
A voting exclusion statement forms part of this notice.

5.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

6. Resolution 6 – Ratification of Issue of 2,000,000 Shares

6.1 General

Resolution 6 seeks ratification of the allotment and issue by the Company of 2,000,000 Shares to the vendor of the project. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1. The shares were issued to a consultant in lieu of a cash payment.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 6 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 2,000,000 Shares.

6.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

- (a) *The number of securities allotted*
The number of Shares allotted and issued was 2,000,000.
- (a) *Issue Price*
The Shares were issued at a deemed price of 0.003 cents per share.
- (b) *Name of Allottees*
The shares were allotted to Mr Rod McIlree a consultant to the company. No shares were issued to related parties.
- (c) *Terms of the Securities*
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) *Intended use of Funds Raised*
No funds were received for the issue of the shares. The shares were issued as consideration for consulting services provided.
- (e) *Voting Exclusion*
A voting exclusion statement forms part of this notice.

6.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

7. Resolution 7 – Ratification of Issue of 12,000,000 Shares

7.1 General

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Resolution 6 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 12,000,000 Shares. The shares were issued to Wimmer Financial LLP as a fee for arranging a convertible note facility.

The effect of the approval is that 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.

7.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) ***The number of securities allotted***
The number of Shares to be allotted and issued is 12,000,000.
- (b) ***Issue Price***
The Shares are to be issued at a deemed price of 0.0025 cents per share.
- (c) ***Name of Allottees***
The shares were allotted to Wimmer Financial LLP. No shares are to be issued to related parties.
- (d) ***Terms of the Securities***
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) ***Intended use of Funds Raised***
No funds are to be received for the issue of the shares. The shares were issued in lieu of payment of a cash fee for arranging a convertible note facility.
- (f) ***Voting Exclusion***
A voting exclusion statement forms part of this notice.

7.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

8. Resolution 8 – Ratification of Prior Issue of 1,600,000 Shares

8.1 General

Resolution 8 seeks ratification of the allotment and issue by the Company of 1,600,000 Shares issued to a consultant in lieu of a cash payment. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 8 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 1,600,000 Shares.

8.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

- (g) *The number of securities allotted*
The number of Shares allotted and issued was 1,600,000.
- (h) *Issue Price*
The Shares were issued a deemed price of \$0.0025 cent per share.
- (i) *Name of Allottees*
The allotment was made to Pedroso Pty Limited a consultant to the Company. No shares were issued to related parties.
- (j) *Terms of the Securities*
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (k) *Intended use of Funds Raised*
No funds were received in respect of 1,600,000 shares. The shares were issued in lieu of a cash payments for geological services rendered.
- (l) *Voting Exclusion*
A voting exclusion statement forms part of this notice.

8.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

9. Resolution 9 – Ratification of Prior Issue of 100,000,000 Shares

9.1 General

Resolution 9 seeks ratification of the allotment and issue by the Company of 100,000,000. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1.

The shares were issued to Platina Resources Limited as consideration for the right to farm in to the Munni Munni Platinum and Platinum Group Elements Project. See ASX announcement dated 5 August 2015.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 9 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 100,000,000 Shares.

9.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

- (m) *The number of securities allotted***
The number of Shares allotted and issued was 100,000,000.
- (n) *Issue Price***
The Shares were issued a deemed price of \$0.001 cent per share.
- (o) *Name of Allottees***
The allotment was made to Platina Resources Limited. No shares were issued to related parties.
- (p) *Terms of the Securities***
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (q) *Intended use of Funds Raised***
No funds were received in respect of 100,000,000 shares. The shares were issued as consideration for the right to farm in to the Munni Munni Platinum and Platinum Group Elements Project.
- (r) *Voting Exclusion***
A voting exclusion statement forms part of this notice.

9.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

10. Resolution 10 – Approval to Issue up to 1,000,000,000 Shares

10.1 Background

Resolution 10 seeks Shareholder approval for the allotment and issue of up to 1,000,000,000 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.

10.2 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 10 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 1,000,000,000 Shares.

The effect of the approval is that the Shares referred to in Resolution 10 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.

10.3 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 1,000,000,000.
- (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 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 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 10.3(b).

10.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 10, 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.

11. Resolution 11 – Approval to Issue up to 300,000,000 Options

11.1 Background

Under Resolution 11, the Company seeks Shareholder approval to issue and allot options, being a total of up to 300,000,000 Options having an exercise price of \$0.002 cents per Option with an expiry date of 31 December 2017 and otherwise on the terms and conditions set out in Annexure A, to institutional and/or sophisticated investors and advisors.

11.2 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 11 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of a total of 300,000,000 Options described above. The effect of such

approval is that those Options 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.

11.3 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 300,000,000 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 a consideration of \$0.00001 per option.
- (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***
\$3,000 will 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 \$0.002 cents per Option, \$600,000 of additional funding will be raised for the Company which will be used for project development and 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.

11.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 11 as the issue of the proposed Options will assist the Company in achieving its capital raising and business objectives.

12. Resolution 12 – Approval for Share Consolidation on the basis of 1 for 50

12.1 Background

The Company proposes to consolidate the Company's share capital

through the conversion of every fifty ordinary shares into one ordinary share (the “Share Consolidation”). The Corporations Act 2001 provides that a company may consolidate its shares if the consolidation is approved by an ordinary resolution. This section of the explanatory statement provides the information required by ASX Listing Rule 7.20 to be provided to shareholders in relation to the resolution.

12.2 Reasons for the proposal

The reasons for the proposal are as follows:

- The Company currently has more than 1.3 billion shares on issue, and following a rights issue currently in progress could have 3.3 billion shares on issue.
- The Share Consolidation will result in a more appropriate and effective capital structure for the Company and a share price more appealing to a wider range of investors globally.

12.3 Effect of the Share Consolidation

(a) Ordinary shares

If the resolution is approved, every 50 shares on issue will be consolidated into 1 share (subject to rounding). Overall, this will result in the numbers of shares on issue reducing from 1,338,316,411 (as at 20 October 2015) to 26,766,328.

As the Share Consolidation applies equally to all shareholders, individual shareholdings will be reduced in the same ratio as the total number of Company shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Share Consolidation will have no effect on the percentage interest of each shareholder, the aggregate value of each shareholder’s holding or the Company’s market capitalisation (other than minor changes as a result of rounding).

For example, a holding of 500,000 shares at a share price of A\$0.001 (aggregate value of A\$500) prior to the Share Consolidation should equate to a holding of 10,000 shares and a share price of A\$0.05 after the Share Consolidation (aggregate value of A\$500).

(b) Options

As at 20 October 2015, the Company had the following options on issue:

Options	Pre Consolidation Number	Pre Consolidation Price	Post Consolidation Number	Post Consolidation Price
Unlisted	125,000,000	\$0.003	2,500,000	15 cents
Listed				

ARVOA	126,846,952	\$0.03	2,536,939	\$1.50
Listed ARVOB	80,128,648	\$0.003	1,602,573	15 cents

In accordance with the terms and conditions of the options and ASX Listing Rule 7.22, these options will be consolidated on the same basis as the Company's shares with the effect that the number of shares the subject of each option agreement will be reduced by a factor of 50 and the exercise price will be increased by a factor of 50, as outlined above.

For example, a holding of 500,000 options with an exercise price of A\$0.003 pre consolidation would result in a holding of 10,000 options with an exercise price of A\$0.15 after the Share Consolidation.

12.4 Rounding

Where the consolidation of a shareholder's holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the next whole number of shares. Fractions of share rights and options will also be rounded up to the next whole number.

12.5 Holding Statements

From the effective date of the Share Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-consolidation basis. New holding statements will be issued to security holders who should check their holdings after the Share Consolidation.

12.6 Tax implications of Share Consolidation

The Share Consolidation should not result in a capital gains tax (CGT) event for Australian tax residents. The cost base of the shares held after the Share Consolidation will be the sum of the cost bases of the original shares pre-consolidation. The acquisition date of shares held after the Share Consolidation will be the same as the date on which the original shares were acquired.

These statements do not consider the tax implications in respect of shares or securities held on revenue account, as trading stock, by non-resident shareholders or under the Share Rights Plan or Executives' Options Plan. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising shareholders or securities holders about the tax consequences of the proposed Share Consolidation.

12.7 Indicative timetable

The proposed Share Consolidation, if approved by shareholders, will take effect on 10 December 2015. An indicative timetable (subject to change) is as follows:

Event	Indicative Date
Announcement of share consolidation	27 October 2015
Annual General Meeting and notification to ASX that Share consolidation is approved	30 November 2015
Last day for trading in pre-consolidated securities.	1 December 2015
Trading in the consolidated securities on a deferred settlement basis commences.	4 December 2015
Last day to register transfers on a pre-consolidation basis.	9 December 2015
Registration of securities on a post consolidation basis.	10 December 2015
Dispatch of new holding statements.	16 December 2015

12.8 Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 12.

13. Resolution 13 – Change of Company Name

Background

The Company proposes to change its name to that which is more reflective of its area of focus. Cossack is an historic town which was part of the commencement of mining in the West Pilbara.

The Company seeks to change its name to Cossack Resources Limited.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 13.

SPECIAL BUSINESS

14. Resolution 14 – Approval of 10% Placement Capacity

14.1 Background

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 with a current market capitalisation of \$1.3 million being 1,338,316,411 shares at a current price of \$0.001 per share.

The effect of Resolution 14 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 14 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 14 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

14.2 ASX Listing Rule 7.1.A

i. 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.

ii. 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 three classes of Equity Securities being, Shares (ARV), Options exercise price 2 cents expiring 31 August 2016 (ARVOA) and Options exercise price \$0.003 expiring 31 July 2016 (ARVOB).

iii. 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:

$(A \times D) - E$

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).

14.3 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 14 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 listed/unlisted options, only if the listed/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 \$0.0015	Deemed Price \$0.003	100% Increase in Deemed Price \$0.006
Current Variable A 1,338,316,411 Shares	10% Voting Dilution	133,831,641 shares	133,831,641 shares	133,831,641 shares
	Funds Raised	\$66,916	\$133,832	\$267,663
50% increase in current Variable A 2,007,474,617 shares	10% Voting Dilution	200,747,461 shares	200,747,461 shares	200,747,461 shares
	Funds Raised	\$100,374	\$200,747	\$401,495
100% increase in current Variable A 2,676,632,822 Shares	10% Voting Dilution	267,663,282 shares	267,663,282 shares	267,663,282 shares
	Funds Raised	\$133,832	\$267,663	\$535,327

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 listed/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 125,000,000 unlisted options on issue at the date of this Notice of Meeting and 207,075,600 listed 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 \$0.001 cents, being the closing price of the Company's listed securities on ASX on 16 October 2015 (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 14 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 previously obtained Shareholder approval under ASX Listing Rule 7.1A on 26 November 2014.

The total number of ordinary shares issued in the 12 months preceding the date of the Meeting is 164,037,500 representing 13.9% of the total number of ordinary shares on issue at the commencement of that 12 month period. The total number of options issued in the 12 months preceding the date of the Meeting is 125,500,000 representing 55.4% of the total number of ordinary shares on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in Schedule 2 to this Explanatory Memorandum.

(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 14.

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.

EPRP means Executive Performance Rights Plan.

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 30 November 2015 at 11am (WST), 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.

WST means Western Standard Time – Perth, Western Australia

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

Annexure A (Resolution 11)

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 31 December 2017 (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 \$0.002 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 will not 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.
-

Schedule 2 - Information required by Listing Rule 7.3A.6 – Resolution 14

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6
Date of issue:	21/8/2015	19/12/2014	10/2/2015	17/12/2014	10/2/2015 & 18/5/2015	19/12/2014
Number issued:	100,000,000	2,000,000	12,000,000	48,437,500	1,600,000	500,000
Class/Type of equity security:	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Listed options
Summary of terms:	Issued as consideration for farm in to Munni Munni PGE Project	Issued at deemed price of \$0.003 per share	Issued at deemed price of \$0.0025 per share	Issued as consideration for 29% of Weerianna gold project	Issued at deemed price of \$0.0025 per share	Issued together with shares on this date. No consideration was attributed to the options
Names of persons who received securities or basis	Platina Resources Limited	Mr Rod McIlree - Consultant	Wimmer Financial LLP	Issued to Exchange Minerals (FZE)	Consultants to the Company – Mr Trevor	Mr Rod McIlree - Consultant

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6
on which those persons was determined:					Woolfe/Pedrosa Pty Ltd	
Price:	Deemed price of \$0.001 per share	\$0.003 per share	Deemed price of \$0.0025 per share	Issued at deemed price of \$0.004 per share	Deemed price of \$0.0025 per share	Nil. Issued together with shares
Discount to market price (if any):	Nil	Nil	N/A	N/A	N/A	N/A
<i>For cash issues</i>						
Total cash consideration received:	N/A	N/A	N/A	N/A	N/A	N/A
Amount of cash consideration spent:	N/A	N/A	N/A	N/A	N/A	N/A
Use of cash consideration:	N/A	N/A	N/A	N/A	N/A	N/A
Intended use for remaining amount of cash (if any):	N/A	N/A	N/A	N/A	N/A	N/A

<i>For non-cash issues</i>						
Non-cash consideration paid:	\$100,000	\$6,000	\$30,000	\$193,750	\$4,000	N/A
Current value of that non-cash consideration:	\$100,000	\$2,000	\$12,500	\$48,437	\$1,600	N/A



ARTEMIS RESOURCES LTD

ABN: 80 107 051 749

REGISTERED OFFICE:

LEVEL 3
IBM BUILDING
1060 HAY STREET
WEST PERTH WA 6005

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



«EFT_REFERENCE_NUMBER»

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Code:

ARV

Holder Number:

«HOLDER_NUM

PROXY FORM

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Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

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

The meeting chairperson

OR

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 WST on Monday 30 November 2015 at Board Room of Hall Chadwick, Level 11, 16 St Georges Terrace, Perth WA 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies **in FAVOUR** of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain	For	Against	Abstain
1. Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Ratification of prior issue of 100,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Mr George Frangeskides	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval to Issue up to 1,000,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director - Mr Edward Mead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval to issue up to 200,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director - Mr Campbell Baird	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval of Consolidation of Shares	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of prior issue of 4,166,667 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Change of Name	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of prior issue of 2,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of prior issue of 12,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
8. Ratification of Prior Issue of 1,600,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

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.

SECTION C: Signature of Security Holder(s)

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 & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 11:00am WST on Saturday 28 November 2015.

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My/Our contact details in case of enquiries are:

Name:

Number:

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. 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 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 shareholder of the Company.

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 contacting the Company's share registry 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 the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 535 Applecross WA 6953 AUSTRALIA
Street Address	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

