



ABN 80 107 051 749

Prospectus

Artemis Resources Limited

ABN 80 107 051 749

For:

- a non-renounceable pro rata offer to Eligible Shareholders of one (1) New Share for every two (2) Existing Shares held on the Record Date at an issue price of \$0.003 per New Share with 1 free attaching New Option for every four (4) New Shares issued (Offer) to raise up to approximately \$1.27 million before issue costs.
- an offer of Shortfall Securities to Eligible Shareholders and others on the terms set out in section 8.7 (Shortfall Offer) .

ASX Code: ARV

The Offer is conditionally underwritten for \$542,255. See section 8.4 for details of the Underwriting Agreements.

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the New Securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Securities offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notice

This Prospectus is dated 1 July 2014 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Securities offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus and the New Options will have the same terms of the Company's existing listed Options.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New Securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website at www.artemisresources.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment

using BPAY® (refer to section 7.5 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 8.16 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions please call the Company Secretary on +61 2 9078 7670 or Security Transfer Registrars Pty Ltd (Share Registry) on +61 8 9315 2333 at any time between 8.00am and 5.00pm (WST time) Monday to Friday until the Closing Date. Alternatively, consult your broker or other professional adviser.

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Corporate Directory

Directors

Guy Robertson	(Executive Director)
George Frangeskides	(Non Exec. Director)
Shannon Coates	(Non Exec. Director)

Company Secretary

Guy Robertson

Registered and Business Office

Suite 1503B, Level 15
1 Alfred Street
Sydney NSW 2000
Tel: +61 2 9078 7670
Fax: +61 2 9078 7661

Share Registry

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153
Tel: +61 8 9315 2333
Fax: +61 8 9315 2233

Underwriter

Armengael Investments Limited
First Floor, Regency House
Republic Street Calletta, Malta

Solicitors to the Offer

Kings Park Corporate Lawyers
Level 2, 45 Richardson Street
West Perth WA 6005

Website

www.artemisresources.com.au

Auditor*

RSM Bird Cameron Partners

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus

1 TIMETABLE TO THE OFFER

Lodgment Date	1 July 2014
Ex Date - Shares trade ex Entitlement	4 July 2014
Record date to determine Entitlement	8 July 2014
Prospectus with Entitlement and Acceptance Form dispatched	11 July 2014
Offer opens for receipt of Applications (Opening Date)	11 July 2014
Closing date for acceptances (Closing Date)	22 July 2014 7pm (AEST)
Deferred settlement trading	23 July 2014
Notify ASX of under-subscriptions	25 July 2014
Issue of New Securities and dispatch of holding statements	29 July 2014
Trading of New Shares expected to commence	30 July 2014
Last date to issue Shortfall Securities (see section 8.7 for details)	22 October 2014

The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the New Shares are expected to commence trading on ASX may vary.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

Shares currently on issue ^{1 and 2}	851,597,822
Options currently on issue ²	146,846,952
Performance rights ²	14,000,000
New Shares offered under this Prospectus ¹ at \$0.003 per New Share	425,798,911
New Options offered under this Prospectus ^{1 and 3}	106,449,728
Amount raised under this Prospectus (before costs) ¹	\$1,277,396

Note:

- 1 This assumes no further Shares are issued (including by way of exercise of Options) prior to the Record Date.
- 2 See section 5.6 for more details.
- 3 See section 9.2 for the terms and conditions of the New Options.

3 LETTER TO SHAREHOLDERS

Dear Eligible Shareholder,

I am pleased to offer you an opportunity to participate in this Rights Issue to acquire New Shares in Artemis on the basis of one (1) New Share for every two (2) Shares held at the Record Date.

The Offer extends to give all Eligible Shareholders the opportunity to acquire shares proportionate to their shareholding. Eligible Shareholders can also apply for Shortfall Securities over and above their entitlement. The issue price is \$0.003 per New Share.

Shareholders who participate in the Rights Issue will also receive 1 free attaching New Option for every 4 New Shares subscribed for under the Rights Issue, with an exercise price of \$0.003 and expiring on 31 July 2016.

The Offer is non-renounceable. This means that you will not be able to trade your rights to these Shares. Details of the Offer and investment considerations relating to the Offer are set out in the Prospectus. I recommend that you read this document carefully.

The Rights Issue is partly underwritten by Armengael Investments Limited, up to \$542,255.

As recently announced, Artemis has acquired 51% of the Weerianna project in the West Pilbara. The consideration was 76,562,500 Artemis shares, as well as the issue to the vendor (subject to shareholder approval) of 76,562,500 unlisted Artemis share options (exercise price \$0.003, expiration date 30 June 2016). This acquisition complements the Company's West Pilbara Project where the Company proposes a major exploration programme in the year ahead focusing on base metals and gold. The Company is close to concluding a Native Title Agreement in respect of this ground which will enable this programme to commence.

Benefits of the Weerianna gold project include:

- ✓ Existing Inferred Mineral Resource of 70,000oz gold, estimated in accordance with JORC (2012)
- ✓ Historical gold producer in the 1930s
- ✓ Significant exploration upside - open along strike and down dip
- ✓ Granted Mining Lease - allows for possible fast track development
- ✓ Excellent infrastructure - close to the regional centres of Karratha and Roebourne
- ✓ Located adjacent to the North West Coastal Highway
- ✓ Synergies with Artemis' nearby Carlow Castle gold-copper deposit and other West Pilbara tenements provide potential for cost effective exploration and development

The funds to be raised through this issue we believe will enable the Company to undertake this exploration in the West Pilbara which is receiving renewed attention from a number of key exploration companies exploring for copper, nickel and gold.

The Company has a number of shareholders with less than a marketable parcel of shares. In allocating the shortfall the Company will give preference to these shareholders to allow them to achieve a marketable parcel, thus making their shares tradable.

The Board believes that the Offer terms are attractive and recommends this Rights Issue to you.

Yours sincerely,



Guy Robertson
Executive Director

4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Securities.

Question	Response	Where to find more information
What is being offered?	<p>Eligible Shareholders are offered one (1) New Share for every two (2) Existing Shares held on the Record Date at an issue price of \$0.003 per New Share with 1 free attaching New Option (exercisable at \$0.003 on or before 31 July 2016) for every four (4) New Shares issued.</p> <p>Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Securities.</p>	Section 5
How will the proceeds of the Offer be used?	<p>If Shareholders take up their Entitlements in full, the Company intends to use the funds raised under the Offer broadly as follows:</p> <ul style="list-style-type: none">• \$746,000 for exploration;• \$439,000 for creditors and general working capital; and• \$92,000 to pay the costs of the Offer. <p>If no Entitlement is taken up and only the Underwritten Amount is raised under the Offer, the Company intends to use the funds raised under the Offer broadly as follows:</p> <ul style="list-style-type: none">• \$345,000 for exploration;• \$143,000 for creditors general working capital; and• \$55,000 to pay the costs of the Offer.	Section 5.2
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none">• Exploration risks - Whilst the Company is of the view that exploration by the Company on its projects has yielded results that justifies further exploration, the Company's tenements carry exploration risk. In addition the Company has a number of tenements at risk from plaint - see 6.2 (d).• The Company's future capital needs and additional	Section 6

	<p>funding may be required to complete the proposed exploration program.</p> <ul style="list-style-type: none"> As a junior explorer with no production or income, the Company is exposed to general market and economic condition risks. <p>Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Securities.</p>	
Is the Offer underwritten?	<p>The Offer is underwritten by Armengael Investments Limited for \$542,255.</p> <p>The underwriting is subject to conditions ordinarily found in underwriting arrangements, including termination rights in certain circumstances.</p>	Section 8.4
What will be the effect of the Offer on control of the Company?	<p>The maximum voting power that Armengael Investments Limited will acquire is 17.51% (prior to the exercise of any Options), assuming only the Underwritten Amount is raised under the Offer.</p> <p>No person will have a voting power of 20% or more as a result of the Offer.</p>	Section 5.7
How do I apply for New Securities under the Offer?	<p>Applications can be made by Eligible Shareholders completing the personalised Entitlement and Acceptance Form and sending it to the Share Registry.</p> <p>Eligible Shareholders may also apply for Shortfall Securities by following the instructions in section 7.3.</p>	Section 7.2
How will the Shortfall Securities be allocated?	<p>Any New Securities not applied for as Entitlement will be allocated as follows:</p> <ol style="list-style-type: none"> firstly, to Shareholders who apply for Shortfall Securities, and who hold less than a marketable parcel (to the extent required for them to each have a marketable parcel); secondly, to Shareholders who apply for Shortfall Securities, in proportion to their applications; then, to the Underwriter or its nominee; and then, at the Director's discretion. 	Section 8.7
How can I obtain further advice?	<p>Contact the Company Secretary on +61 2 9078 7670 or the Share Registry on +61 8 9315 2333 at any time between 8.00am and 5.00pm (WST time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.</p>	

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Introduction

The Company is seeking to raise approximately \$1.27 million before issue costs under a non-renounceable pro rata offer to Eligible Shareholders at a price of \$0.003 per New Share on the basis of one (1) New Share for every two (2) Existing Shares held as at the Record Date with one (1) free attaching New Option (exercisable at \$0.003 on or before 31 July 2016) for every four (4) New Shares issued.

Armengael Investments Limited has agreed to underwrite the Offer for \$542,255. See section 8.4 for details.

5.2 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer as follows:

Funds Available (\$000's) (approx.)	Underwritten Amount	Full Subscription
Cash on hand 31 March 2014	188	188
Sale of investments	150	150
Funds raised under the offer	543	1,277
Total funds available	881	1,615
Use of funds		
Exploration and working capital to June 2014	188	188
West Pilbara - Carlow Castle Drilling	150	150
West Pilbara - Chapman, Milburn & Thorp prospects drilling	165	165
Weerianna resource optimisation	-	40
Weerianna RC Drilling	-	157
Other project expenditures	30	234
Creditors	150	150
Cost of the Offer	55	92
General Working Capital	143	439
Total	881	1,615

In the event the Company raises more than the Underwritten Amount but not the full Subscription, the funds raised (after payment of expenses of the Offer) will be applied proportionally between exploration and working capital.

This table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the way funds will be applied. The Board reserves the right to vary the way funds are applied on this basis.

5.3 Weerianna gold project

On 26 June 2014 the Company announced the acquisition of a 51% interest in the Weerianna gold project for 76,562,500 Shares and 76,562,500 Options (with an exercise price of \$0.003 and expiry date of 30 June 2016) (subject to Shareholder approval). Completion occurred on 27 June 2014.

On 30 June 2014 the Company announced further information on the Weerianna gold project. The Company is not aware of any new information or data that materially affects the information included in the 26 June 2014 and 30 June 2014 announcements.

5.4 Top up by Shareholders with less than a marketable parcel

As of 12 May 2014, the Company had 1,646 Shareholders, with 1,085 Shareholders holding less than a marketable parcel (being 166,667 Shares at the last traded price of the Company's Shares of \$0.003) (**Unmarketable Parcel Shareholder**). The large number of Unmarketable Parcel Shareholders adds significant compliance costs to the Company.

The Board has resolved that Shortfall Securities will be issued firstly to eligible Unmarketable Parcel Shareholders so that each eligible Unmarketable Parcel Shareholder will have a marketable parcel. This will provide an opportunity for eligible Unmarketable Parcel Shareholders who are issued Shortfall Securities to sell their holdings on market.

To reduce the number of Unmarketable Parcel Shareholders, the Company may, following the Offer, undertake a sale of the Shares held by Shareholders holding less than a marketable parcel. This will simplify the Company's share register and significantly reduce compliance costs.

No assurance is given that any sale of non-marketable parcels will take place, or the terms (including price) of any sale. Eligible Unmarketable Parcel Shareholders wishing to realise their Shares should consider applying for Shortfall Securities and then selling their Shares on market.

5.5 Effect of the Offer on the Company's securities

The effect of the Offer will, assuming that no Options are exercised and that Entitlements are taken up in full, be that:

- (a) cash reserves will increase by approximately \$1,185,000 (after costs);
- (b) the number of Options on issue will increase from 126,846,952 to 253,296,680; and
- (c) the number of Shares on issue will increase from 851,597,822 to 1,277,396,733.

5.6 Consolidated capital structure

Assuming that Entitlements are taken up in full and that no Options are exercised prior to the Record Date, at the close of the Offer, the capital structure of the Company will be:

Shares	Underwritten Amount		Full subscription	
	Number	%	Number	%
Existing Shares	851,597,822	82.49	851,597,822	66.67
New Shares offered under this Prospectus	180,751,666	17.51	425,798,911	33.33
Total Shares¹	1,032,349,489	100	1,277,396,733	100

Options	Underwritten Amount		Full subscription	
	Number	%	Number	%
Listed Options exercisable at \$0.02 each on or before 31 August 2016.	126,846,952		126,846,952	
Unlisted Options exercisable at \$0.04 each on or before 14 December 2014.	10,000,000		10,000,000	
Unlisted Options exercisable at \$0.04 each on or before 30 December 2014.	10,000,000		10,000,000	
New Options exercisable at \$.003 each on or before 31 July 2016.	45,187,916		106,449,728	
Total Options¹	192,034,868		253,296,680	

¹ The terms of the Options on issue allow for the exercise price to change following a rights issue. The reduced exercise price of Options will be announced by the Company following the Offer.

Performance Rights ¹	Number
Directors Performance Rights expiring on or before 30 June 2015	9,000,000
Employee Performance Rights expiring on or before 30 June 2015	5,000,000
Total Performance Rights	14,000,000

1 Performance Rights vest when the Company outperforms its Peer² group in share price appreciation, based on VWAP for a minimum of 60 days during the financial year and delivery of key milestones³.

2 The Peer group includes several companies being gold explorers with a small market capitalization.

- 3 Key milestones are: Action A - JORC compliant resource on the Company's Eastern Hills project of at least 1 Mt at 2% Sb. Action B - Introducing a strategic investment to one of the Company's projects with an investment of not less than \$2 million.
- 4 On vesting each performance right is able to be converted into one ordinary share.

5.7 Statement of financial position

Set out in schedule 1 is the unaudited Consolidated Statement of Financial Position of the Company and the unaudited Consolidated Pro-Forma Statement of Financial Position, as at 31 March 2014 and on the basis of the following assumptions:

- (a) the Offer was effective on 31 March 2014; and
- (b) no further Shares are issued (including by way of exercise of Options) other than all Shares offered under this Prospectus.

The significant accounting policies upon which the unaudited Consolidated Statement of Financial Position and the unaudited Consolidated Pro-Forma Statement of Financial Position are based are contained in the audited financial report for year ended 30 June 2013.

5.8 Effect on control and potential dilution

- (a) Underwriter

The Underwriter will not acquire more than 20% of the Company's Shares as a result of its underwriting obligation under the Offer.

- (b) Others

As the Offer is non-renounceable, the Company has not appointed a nominee for the purposes of section 615 of the Corporations Act and Shareholders may not rely upon item 10 of section 611 of the Corporations Act to have a voting power of 20% or more.

Other than as disclosed in this Prospectus, no person's voting power in the Company may increase to 20% or more as a result of the issue of New Securities.

- (c) Dilution

Shareholders who do not participate in the Offer will have their holdings diluted. Following is a table which sets out the dilutionary effect assuming only the Underwritten Amount is raised (assuming no Options are exercised prior to the Closing Date):

Holder	Holding at Record Date		Entitlement	Holding following the Offer if no Entitlement taken up	
	Number	%		Number	%
1	100,000,000	11.74	50,000,000	100,000,000	9.68
2	50,000,000	5.87	25,000,000	50,000,000	4.84
3	10,000,000	1.17	5,000,000	10,000,000	0.97
4	5,000,000	0.59	2,500,000	5,000,000	0.48

6 RISK FACTORS

Investment in the New Securities is highly speculative as the Company is a resource exploration company. Please consider the risks described below and the information contained in other sections of this Prospectus. You should also consider consulting with your professional advisers before deciding whether or not to apply for the New Securities.

The following is a list of the material risks that may affect the financial position of the Company, the value of an investment in the Company, as well as the Company's operations.

6.1 Risks specific to the Offer

The minimum amount to be raised under the Offer is \$542,255, being the Underwritten Amount. This amount will be sufficient to meet the costs of the Offer and limited exploration. However there is a risk that it may not be sufficient to undertake the Company's proposed exploration program. There is a risk that, with a limited exploration program, the Company may be required to relinquish or farm-out certain of its tenements.

6.2 Company and industry risks

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

(a) Going concern

The Company recorded a net loss of \$1,129,860 and a net outflow from operating and investing activities of \$1,169,798 for the year ending 30 June 2013. The ability of the Company to continue as a going concern is principally dependent upon the Company raising additional capital, primarily under the Offer.

As at the date of this Prospectus the Company has total creditors of approximately \$400,000. The Company proposes to apply approximately \$150,000 from funds raised under the Offer to pay creditors, with the balance of claims to be paid from the sale of the Company's investments. There is a risk that the sale may not raise sufficient funds to fully pay creditors' claims, in which case the Company will seek to raise additional capital and/or defer creditors' claims.

(b) Exploration

Whilst exploration by the Company on its projects justifies further exploration, the Company's tenements carry exploration risk.

Exploration is a high risk undertaking. The Company does not give any assurance that exploration of its current projects or any future projects will result in the delineation or discovery of an economic mineral resource. Even if an economic mineral resource is identified, there can be no guarantee that it can be economically exploited.

(c) Joint venture

The Company is currently, and may in the future become a party to joint venture agreements governing the exploration and development of its projects. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

(d) Title risk

Mining tenements are governed by the respective State legislation and each tenement is granted for a specific term and carries with it annual expenditure and reporting commitments as well as other conditions. There is a risk that the Company could lose title to one or more of its tenements if tenement conditions or annual expenditure commitments are not met. Artemis has claimed exemptions from expenditure in respect of West Pilbara tenements E47/1745 and E47/1746 which have been objected to by Donald Kimberley North. The West Australian Mining Warden in a decision dated 8 May 2014 has recommended that the exemptions not be granted. Artemis proposes to make a submission to the West Australian Minister for Mines that the exemptions be granted.

Donald Kimberley North has made an Application for Forfeiture against Artemis' tenement number E47/1797 in the West Pilbara. The West Australian Mining Warden has heard the application and in a decision dated 8 May 2014 is determining whether a possible shortfall in achieving the minimum expenditure should justify forfeiture of the tenement or a fine. Artemis proposes to make a further submission to the Warden.

(e) Weerianna Gold Project

On 26 June 2014 the Company announced the acquisition of a 51% interest in the Weerianna Gold Project with an option to acquire a further 29% (total 80%). Completion occurred on 27 June 2014. The project, which consists of one mining lease 47/223 is subject to a plaint. The Company is confident that the plaint will be dismissed, and will vigorously defend the proceedings. However, there is a risk that the plaint is successful, in which case the securities issued in consideration for the project will be cancelled.

(f) Future capital needs and additional funding

The funds raised by the Offer will primarily be used to fund exploration on the Company's projects and for working capital. There is a risk that these funds will not be sufficient to complete the proposed exploration and that further funding will be required.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(g) Commodity prices

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for

interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

(h) Environmental

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

(i) Key personnel

The responsibility of overseeing the day-to-day operations and the Company's strategic management depends substantially on its senior management and key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

6.3 General investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

7.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 7.2);
- (b) apply for all of your Entitlement and apply for Shortfall Securities (see section 7.3);
or
- (c) allow all or part of your Entitlement to lapse (see section 7.4).

7.2 To subscribe for all or part of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Securities offered by this Prospectus before deciding to apply for New Securities. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Securities you are entitled to subscribe for.

7.3 To subscribe for all of your Entitlement and apply for Shortfall Securities

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Securities regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. See section 8.7 for details on how Shortfall Securities will be allocated.

Any refund of application moneys will be returned to Applicants as soon as practicable following the close of the Offer.

7.4 To allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Securities and your Entitlement will become available as Shortfall Securities.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying personalised Entitlement and Acceptance Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

7.5 Payment methods

Cheque, bank draft or money order

The completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order made payable to 'Artemis Resources Limited' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at \$0.003 per New Share accepted. Your cheque, bank draft or money order must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. The Company will present the cheque or bank draft on or around the day of receipt of the Entitlement and Acceptance Form. You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. Dishonoured cheques will not be represented.

If the amount of your cheque(s), bank draft(s) or money order(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Securities you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Securities as your cleared application money will pay for (and to have specified that number of New Securities in your Entitlement and Acceptance Form) or your Application may be rejected.

The Entitlement and Acceptance Form must be received by the Company at the following address by no later than 5.00 pm (WST) on the Closing Date:

By Post To:	By Delivery To:
Artemis Resources Limited	Artemis Resources Limited
c/- Security Transfer Registrars Pty Ltd	c/- Security Transfer Registrars Pty Ltd
PO Box 535	770 Canning Highway
Applecross WA 6953	Applecross WA 6153

BPAY

Alternatively, if you are paying by BPay, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPay must ensure that payment is received by no later than 5pm AEST (3pm (WST)) on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by 5pm AEST (3pm (WST)) on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPay payment.

7.6 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form together with a cheque, bank draft or money order for the application moneys, or by making a payment in respect of an Application by BPay, constitutes a binding application to acquire New Securities on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, or by making a payment in respect of an Application by BPay, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Securities to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Securities are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Securities have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Securities may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon allotment of the New Securities.

If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment of the application moneys is for the wrong amount, it may still be treated as a valid application for New Securities. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application moneys.

8 DETAILS OF THE OFFER

8.1 Shares offered for subscription

By this Prospectus the Company makes a non-renounceable pro rata offer of one (1) New Share for every two (2) Existing Shares held as at the Record Date at a price of \$0.003 per New Share with 1 free attaching New Option (exercisable at \$0.003 on or before 31 July 2016) for every four (4) New Shares issued to raise up to approximately \$1.27 million before issue costs (**Offer**). Fractional entitlements will be rounded up to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Securities are set out at section 7.

All New Shares offered under this Prospectus and the underlying shares upon exercising the New Options will rank equally with Existing Shares. The rights and liabilities of the New Securities offered under this Prospectus are summarised in section 9.

8.2 Minimum Subscription

The minimum subscription in relation to this Offer is \$542,255 being the Underwritten Amount. In the event that the minimum subscription is not achieved within 4 months of the date of this Prospectus, then the Company will repay all application money received in full and without interest. The Company will not accept any over-subscriptions.

8.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 7 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

8.4 Underwriting

Armengael Investments Limited has agreed to underwrite 181,751,666 Shortfall Securities (**Underwritten Shares**) or up to \$542,255 (**Underwritten Amount**) in accordance with the Underwriting Agreement. The Underwriter's obligation is reduced only once the Company receives Applications in excess of the difference between the total number of New Securities offered and the number of New Securities underwritten by the Underwriter.

The Underwriter will be paid a fee of 6% for underwriting the Offer (**Underwriting Fee**) and the Company will be required to reimburse the Underwriter for all of the reasonable costs incurred by the Underwriter in accordance with the Offer.

In accordance with the Underwriting Agreement and as is customary with these types of arrangements:

- (a) the Company has (subject to certain limitations including with respect to loss suffered by reason of performing obligations under the agreement) agreed to indemnify the Underwriter, its officers, employees, advisers and related bodies

corporate, and the officers, employees and advisers of any of its related bodies corporate against losses suffered or incurred in connection with the Offer;

- (b) the Company and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer;
- (c) the Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate its Underwriting Agreement and be released from its obligations under it on the occurrence of certain events, including (but not limited to) where:
 - (i) there are adverse changes or disruptions to the financial markets of key countries or hostilities commence or escalate in key countries;
 - (ii) any of the S&P/ASX 200 Index or the S&P/ASX 300 Metals and Mining Index as published by ASX is at any time after the date of the Underwriting Agreement 10% or more below the level of that Index at the close of normal trading on the trading day before the date the Underwriting Agreement was signed;
 - (iii) there is an adverse change, or an event occurs which is likely to give rise to an adverse change, in the financial position or performance, shareholder's equity, profits, losses, results, condition, operations or prospects of the Company and its subsidiaries; or
 - (iv) an event occurs which gives rise to a material adverse effect or any adverse change to any development including a prospective adverse change after the date of this Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
 - (v) the Shares of the Company become suspended from official quotation and that suspension is not lifted within 24 hours following such suspension; or
 - (vi) there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this agreement involving one or more of Australia, New Zealand, Japan, the United Kingdom, the United States of America, the People's Republic of China or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world.

The Underwriter may not exercise its rights under section 8.4(c)(iv) to 8.4(c)(vi) unless, in the reasonable opinion of the Underwriter reached in good faith, the occurrence of a termination event has or is likely to have, or two or more termination events together have or are likely to have a material adverse effect or could give rise to a liability of the Underwriter under the Corporations Act or otherwise.

8.5 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 5pm (WST) on the Record Date; and
- (b) have a registered address in Australia or New Zealand.

8.6 Rights trading

The Offer is non-renounceable. This means that the rights of Eligible Shareholders to subscribe for New Securities under this Prospectus are not transferable and there will be no trading of rights on ASX. Eligible Shareholders who choose not to take up their rights will receive no benefit and their shareholding in the Company will be diluted as a result.

8.7 Shortfall Securities

Any New Securities not applied for under the Offer will become Shortfall Securities. Subject to the terms set out below, the Directors reserve the right to issue any Shortfall Securities at their discretion within 3 months after the Closing Date (**Shortfall Offer**).

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

Eligible Shareholders may apply for Shortfall Securities by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Other investors who are not Eligible Shareholders may apply for Shortfall Securities using the Shortfall Application Form attached to this Prospectus. Persons outside Australia doing so represent to the Company that they can apply for Shortfall Securities in circumstances which do not require the offer for Shortfall Securities or this Prospectus to be registered.

It is possible that there may be few or no Shortfall Securities available for issue, depending on the level of take up of Entitlements by Shareholders. The Company will allocate Shortfall Securities as follows:

- (a) firstly, to Shareholders who apply for Shortfall Securities and who hold less than a marketable parcel (to the extent required for them to each have a marketable parcel);
- (b) secondly, to Shareholders who apply for Shortfall Securities, with oversubscriptions to be scaled back in proportion to applications;
- (c) thirdly, to the Underwriter or its nominee; and
- (d) then, at the Directors' discretion.

Subject to the above, the Directors reserve the right at their absolute discretion to reject any application for Shortfall Securities or to issue a lesser number of Shortfall Securities than that applied for, and it is an express term of the Shortfall Offer that applicants for Shortfall Securities will be bound to accept a lesser number of Shortfall Securities allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable after the Closing Date.

8.8 Offer outside Australia and New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Securities or the Offer or otherwise to permit an offering of the New Securities in any jurisdiction outside Australia and New Zealand.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the *US Securities Act of 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand.

8.9 Treatment of Overseas Shareholders

Given the small number of Shareholders with registered addresses outside Australia or New Zealand and the cost of complying with applicable regulations in those jurisdictions, the Company has decided that it would be unreasonable to extend the Offer to any Shareholder, as at the Record Date, whose registered address is not situated in Australia and New Zealand. The Prospectus will not be sent to those Shareholders.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand)*. Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Securities. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

8.10 Beneficial holders, nominees, trustees and custodians

The foreign selling restrictions under the Offer summarised in section 8.9 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia or New Zealand are responsible for ensuring that applying for New Securities does not breach securities laws in the relevant overseas jurisdictions.

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any

registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

8.11 Allotment and application money

New Securities will be issued only after all application money has been received and ASX has granted permission for the New Securities to be quoted. It is expected that New Securities will be issued on 29 July 2014 and normal trading of the New Securities on ASX is expected to commence on 30 July 2014.

All application moneys will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application moneys returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

8.12 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application moneys without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

8.13 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 12 months immediately preceding the lodgment of this Prospectus with the ASIC, and the last market sale price on the date before the lodgment date of this Prospectus, are set out below.

	12 month high	12 month low	Last market sale price
Price	\$0.013 on 21 August 2013	\$0.002 on 30 June 2014	\$0.003 on 30 June 2014

8.14 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement Pty Ltd (ASPL), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Securities issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESSE statement will set out the number of New Securities issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Securities issued to you under this Prospectus and your security holder reference number.

A CHESSE statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

8.15 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Securities under this Prospectus.

8.16 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisors, and to ASX and regulatory authorities.

If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

8.17 Enquiries

Any queries regarding the Offer should be directed to Mr Guy Robertson, Company Secretary on +61 2 9078 7670.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on +61 8 9315 2333.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

9 RIGHTS AND LIABILITIES ATTACHING TO NEW SECURITIES

9.1 Rights attaching to New Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All Shares currently on issue and the shares to be issued under this Prospectus are fully paid Shares.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Liquidation rights

The Company has one class of shares on issue, ordinary shares, which rank equally in liquidation.

(g) Variation of rights

Subject to the Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding three-quarters of the Shares or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act

(h) Election of directors

There must be a minimum of 3 but not more than 9 Directors. At every annual general meeting one third of the Directors (rounded to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(i) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(j) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(k) Shareholder liability

The New Shares are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(l) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(m) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the

Constitution is deemed not to contain that provision to the extent of the inconsistency.

9.2 Terms of New Options

The following is a summary of the terms and conditions of the New Options:

- (a) Each New Option entitles the holder to acquire one Share.
- (b) The New Options are exercisable at any time on or prior to 5pm AEST on or before 31 July 2016 by completing an Option exercise form and delivering it together with the payment for the number of Shares in respect of which the New Options are exercised to the registered office of Artemis or to the Share Registry.
- (c) The exercise price of the New Options is \$0.003.
- (d) The New Options will be freely transferable in whole or in part at any time prior to expiry.
- (e) Shares issued on exercise of a New Option will be issued not more than fourteen days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of a New Option will rank equally with the then issued ordinary shares of the Company in all respect. Official quotation of those Shares on the ASX will be sought.
- (f) Option holders will be permitted to participate in new issues of securities on the prior exercise of Options and will be notified prior to the record date (to determine entitlements to the issue) to exercise their Options.
- (g) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the 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.
- (h) If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (i) 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 Option may be reduced in accordance with ASX Listing Rule 6.22.
- (j) Reminder notices will be forwarded to the Option holders prior to the expiry of the New Options. New Options not exercised before expiry will lapse.
- (k) The New 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 a new Option holder free of charge. Shares to be allotted on the exercise of New Options will be recorded on the Company's share register.
- (l) The 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 provided to 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.

10 ADDITIONAL INFORMATION

10.1 Competent person statement

The information in this Prospectus relates to Exploration Targets, Exploration Results or Mineral Resources is based on information compiled by the Company and reviewed by Mr Trevor Woolfe, a competent person, who is a Member of both the Australasian Institute of Mining and Metallurgy ("AusIMM") and the Australian Institute of Geoscientists ("AIG"). Mr Woolfe who is a consultant to the Company has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("JORC Code"). Mr Woolfe consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

10.2 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus. The New Options which will be issued pursuant to this Prospectus are in the same class of the Company's existing listed Options.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New Securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgment of the Company's annual financial statements of the Company for the financial year ended 30 June 2013 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial statements of the Company for the financial year ended 30 June 2013 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of that annual report and before the lodgement of this Prospectus; and
 - (iii) any continuous disclosure notices given by the Company after the lodgment of the financial statements referred to in paragraph (i) and before the lodgment of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since the 2013 audited financial statements:

Date	Description of Announcement
01/07/2014	Details of Company Address
30/06/2014	West Pilbara Exploration - Additional Information
27/06/2014	Letter to Optionholders
27/06/2014	Appendix 3B
27/06/2014	Partially Underwritten Rights Issue to Raise up to \$1.27m
26/06/2014	Acquisition of Gold Deposit to Kickstart Pilbara Exploration
30/04/2014	Quarterly Activities Report
30/04/2014	Quarterly Cash Flow Report
01/04/2014	Appendix 3B

Date	Description of Announcement
26/03/2014	High Grades Boost Eastern Hills Exploration Target
18/03/2014	Expiry of listed Options
14/03/2014	Half Yearly Report and Accounts
06/03/2014	Announcement Clarification
05/03/2014	High Antimony Grades Expand New Zone at Eastern Hills
11/02/2014	Artemis Presenting at Proactive Investor Forum
30/01/2014	Quarterly Activities Report
30/01/2014	Quarterly Cashflow Report
23/12/2013	Change of Director's Interest Notice X 3
23/12/2013	Appendix 3B
29/11/2013	Results of Meeting
29/11/2013	Maiden JORC Resource Achieved at Eastern Hills
12/11/2013	35.7% Sb - Highest Antimony Result to Date at Eastern Hills
06/11/2013	Antimony Mineralisation Extends West at Eastern Hills
30/10/2013	Quarterly Activities Report
30/10/2013	Quarterly Cashflow Report
28/10/2013	Investor Presentation Update
28/10/2013	Notice of Annual General Meeting/Proxy Form
21/10/2013	High Grade (10%) Antimony Hit, Coincident with High Pb-Ag-Au
14/10/2013	Significant Antimony Mineralisation Intersected by Artemis

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from www.asx.com.au.

10.3 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Guy Robertson	George Frangeskides	Shannon Coates
Shares	3,379,316	1,000,000	nil
Options	nil	nil	nil
Performance Rights*	5,000,000	2,000,000	2,000,000
Entitlement	Guy Robertson	George Frangeskides	Shannon Coates
New Shares	1,689,659	500,000	nil
New Options	422,415	125,000	nil

*For performance rights terms see Annual General Meeting Notice lodged with ASX 28 October 2013

Remuneration paid to Directors in the two years prior to the date of this Prospectus ¹		
	2011/2012	2012/2013
Guy Robertson	150,000	145,000
George Frangeskides ²	11,031	42,148
Shannon Coates	27,000	36,000

Notes:

¹ This does not include any reimbursements that the Directors may receive for work related expenses.

² Mr Frangeskides resigned on 28 September 2011 and was reappointed on 15 August 2012.

The Directors are entitled to receive directors' fees of \$150,000 per annum, exclusive of statutory superannuation. In addition to directors' fees, Mr Robertson is paid an executive salary of \$90,000 per annum.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum

per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgment of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

10.4 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- (c) the Offer.

Kings Park Corporate Lawyers have acted as solicitors to the Offer. In respect of this work, the Company will pay approximately \$10,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Kings Park Corporate Lawyers have received approximately \$68,000 (inclusive of GST and disbursements) in fees for services to the Company in the 2 years prior to the date of this Prospectus.

Armengael Investments Limited is the Underwriter to the Offer and will be paid an underwriting fee which is detailed in section 8.4 of this Prospectus. The Underwriter has not received any other fee for services to the Company in the 2 years prior to the date of the Prospectus.

10.5 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgment of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Kings Park Corporate Lawyers	Lawyers
Security Transfer Registrars Pty Ltd	Share Registry
Armengael Investments Limited	Underwriter

10.6 Expenses of the Offer

The minimum total expenses of the Offer (exclusive of GST and assuming the Company raises only the Underwritten Amount) are estimated to be \$55,000, consisting of the following:

Cost	\$
ASIC and ASX fees	5,225
Legal fees	10,000
Printing, postage and other expenses	7,240
Underwriting fee	32,535
Total	\$55,000

These expenses have or will be paid by the Company.

10.7 Litigation

Other than disclosed in section 6.2(d) and 6.2(e), as at the date of this Prospectus, the Company is not involved in any other legal proceedings of a material nature and the Directors are not aware of any other legal proceedings pending or threatened against the Company.

11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgment of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 1 July 2014



.....
Signed for and on behalf of
Artemis Resources Limited by
Guy Robertson

12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
AEST	Australian Eastern Standard Time.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Securities pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Closing Date	the date set out in section 1.
Company or Artemis	Artemis Resources Limited (ABN 80 107 051 749).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deeds	the indemnity, insurance and access deeds between the Company and each of the Directors.
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement	a Shareholder's entitlement to subscribe for New Securities offered by this Prospectus.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Ex Date	the date set out in section 1.
Existing Share	a Share issued as at 5pm (WST) on the Record Date.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
JORC	the Australasian code for Reporting of Exploration Results,

	Minerals Resources and Ore Reserves, 2012 Edition.
Listing Rules	the listing rules of the ASX.
New Options	means Options issued under this Prospectus.
New Securities	means New Shares and New Options.
New Shares	Shares issued pursuant to this Prospectus.
Offer	an invitation made in this Prospectus to subscribe for New Securities.
Official List	the official list of the ASX.
Opening Date	the date set out in section 1.
Option	an option to be issued a Share.
Performance Right	performance rights detailed in section 5.6.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	a fully paid ordinary share in the Company.
Share Registry	Security Transfer Registrars Pty Ltd (ABN 95 008 894 488).
Shareholder	the registered holder of Shares in the Company.
Shortfall Offer	has the meaning given in section 8.7.
Shortfall Securities	New Securities not applied for under the Offer.
Underwriter	Armengael Investments Limited.
Underwriting Agreement	the underwriting agreement between the Company and the Underwriter executed on 26 June 2014.
Underwritten Amount	\$542,255.
Underwritten Shares	has the meaning given in section 8.4.
Unmarketable Parcel Shareholder	has the meaning given in section 5.3.
US person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.

VWAP volume weighted average price.

WST Western Standard Time, Western Australia.

13 SCHEDULE 1 - CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited 31 March 2014	Pro forma 31 March 2014 (Underwritten Amount)	Pro forma 31 March 2014 (Full subscription)
	\$	\$	\$
Current Assets			
Cash and cash equivalents	185,911	768,166	1,521,308
Trade and other receivables	73,761	73,761	73,761
Other current assets	416,416	416,416	416,416
Total Current Assets	<u>676,088</u>	<u>1,258,343</u>	<u>2,011,485</u>
Non-Current Assets			
Exploration and evaluation	8,036,928	8,036,928	8,036,928
Property, plant and equipment	1,691	1,691	1,691
Total Non-Current Assets	<u>8,038,619</u>	<u>8,038,619</u>	<u>8,038,619</u>
TOTAL ASSETS	<u>8,714,707</u>	<u>9,296,962</u>	<u>10,050,104</u>
Current Liabilities			
Trade and other payables	356,243	356,243	356,243
Total Current Liabilities	<u>356,243</u>	<u>356,243</u>	<u>356,243</u>
Non-Current Liabilities			
Deferred tax liability	33,566	33,566	33,566
Total Non-Current Liabilities	<u>33,566</u>	<u>33,566</u>	<u>33,566</u>
TOTAL LIABILITIES	<u>389,809</u>	<u>389,809</u>	<u>389,809</u>
NET ASSETS	<u>8,324,898</u>	<u>8,907,153</u>	<u>9,660,295</u>
EQUITY			
Issued Capital	28,553,094	29,135,349	29,888,491
Reserves	472,213	472,213	472,213
Accumulated losses	(20,700,409)	(20,700,409)	(20,700,409)
TOTAL EQUITY	<u>8,324,898</u>	<u>8,907,153</u>	<u>9,660,295</u>