

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme	ARTEMIS RESOURCES LIMITED
ACN/ARSN	107 051 749

1. Details of substantial holder (1)

Name	Exchange Minerals FZE
ACN/ARSN (if applicable)	

The holder became a substantial holder on 05/06/2012

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	105,459,945	105,459,945	%9.94%

3. Details of relevant interests

The nature of the relevant interest of the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Exchange Minerals FZE	<p>Taken under section 608(1)(b) of the Corporations Act to have a relevant interest in:</p> <ul style="list-style-type: none"> 28,897,445 fully paid ordinary shares held by Citicorp Nominees Pty Limited (as nominee); and 76,562,500 fully paid ordinary shares and 76,562,500 unlisted options held by Pershing Australia Nominees Pty Ltd (as nominee) 	105,459,945 fully paid ordinary shares and 76,562,500 unlisted options (with an exercise price of \$0.003 and expiry date of 30 June 2016)

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 2 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Exchange Minerals FZE	Citicorp Nominees Pty Limited	Exchange Minerals FZE	28,897,445 fully paid ordinary shares

Exchange Minerals FZE	Pershing Australia Nominees Pty Ltd	Exchange Minerals FZE	76,562,500 fully paid ordinary shares and 76,562,500 unlisted options (with an exercise price of \$0.003 and expiry date of 30 June 2016)
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5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Exchange Minerals FZE	28 March 2012	\$93,473.00		2,045,361 fully paid ordinary shares
Exchange Minerals FZE	5 June 2012	\$391,000.00		23,000,000 fully paid ordinary shares
Exchange Minerals FZE	26 June 2014		51% interest in Western Metals Pty Ltd (which holds the Weerianna Gold Project), as detailed in the Artemis Resources Limited ASX Announcement of 26 June 2014	76,562,500 fully paid ordinary shares and 76,562,500 unlisted options (with an exercise price of \$0.003 and expiry date of 30 June 2016)

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial shareholder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Pershing Australia Nominees Pty Ltd <Indian Ocean A/C>	GPO Box 5343 Sydney NSW 2001
Exchange Minerals FZE	Level 41 Emirates Towers Sheikh Zayed Road Dubai UAE
Citicorp Nominees Pty Limited	

Name	Address
Pershing Australia Nominees Pty Ltd <Indian Ocean A/C>	GPO Box 5343 Sydney NSW 2001
Exchange Minerals FZE	Level 41 Emirates Towers, Sheikh Zayed, United Arab Emirates
Citicorp Nominees Pty Limited	

Signature

print name

C. Hilhorst

capacity

Authorised Person

sign here

C. Hilhorst

date 18 August 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.