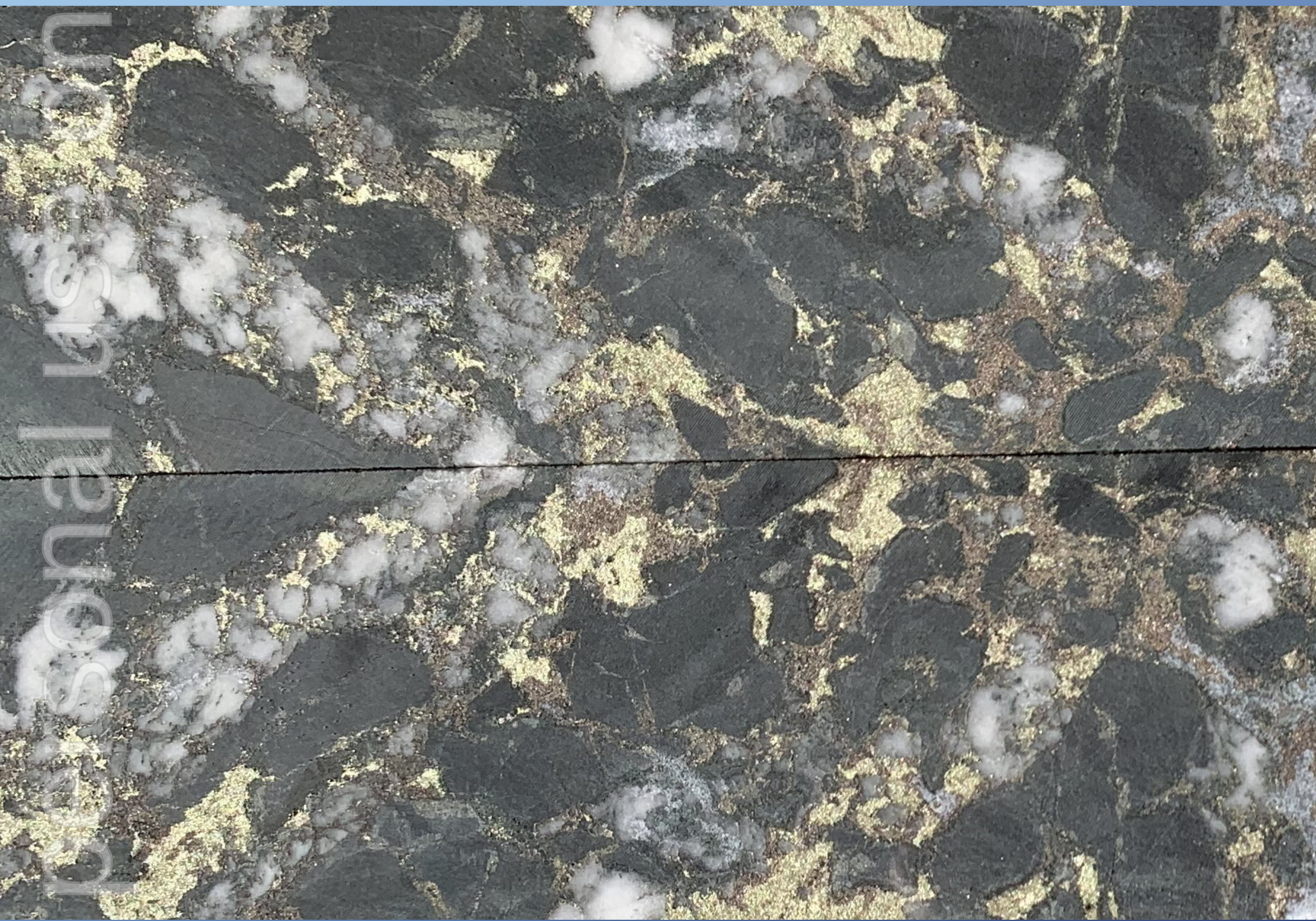
ARTEMIS
RESOURCES



2021
ANNUAL REPORT

Corporate Directory

Directors
Mark Potter (Non-Executive Chairman)
Alastair Clayton (Executive Director)
Edward Mead (Non-Executive Director)
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Chairman’s Letter

Dear Shareholders,

On behalf of the Directors of Artemis Resources Limited, I am pleased to report on the activities of the Group for the year ended 30 June 2021.

The Group continues to focus on its core projects, the Paterson Central gold and copper project and the Carlow Castle gold, copper and cobalt project, in the Pilbara region of Western Australia.

Artemis’ 100% owned Paterson Central gold and copper project covers 605km2 and is located approximately 40km east of Newcrest Mining’s multi-million-ounce Telfer Gold-Copper mine and is contiguous to the Havieron gold and copper discovery by Greatland Gold Plc. Havieron has revealed outstanding high-grade gold and copper outside the initial resource area during the year.

Artemis expended considerable effort during the year in getting approvals in place for its high priority targets at the Paterson Central gold and copper project. These approvals, now in place, will allow our highly anticipated multi-target deep drilling programme, near the Havieron project, to commence imminently.

The downgrade of the Carlow Castle Mineral Resource estimate in May 2021, to 320,000 ounces gold, 5,000 tonnes contained copper and 7,000 tonnes contained copper, was disappointing. The difference from the November 2019 resource estimate is attributable to additional drilling, redefinition and increase in confidence in the model. However, the Group is confident that with a revised exploration strategy and targeted drilling programme, which is currently underway, we will be able to demonstrate the potential of the project to host a robust and significant gold, copper and cobalt resource.

At Carlow Castle a 14,000 metre RC drilling programme primarily targeting mineralisation outside of the May 2021 resource optimisation shell has recently been completed with assay results to be received in the coming weeks. Recent exploration drilling at Carlow Castle also included drill testing of the Good Luck and Little Fortune prospects located ~1km to ~2km South of the Carlow Castle main ore zone. Substantial exploration potential on a regional level remains at the Carlow Castle Project which will be further investigated over the coming months.

The Company continued its programme of disposing of non-core assets during the year. The sale of mining assets relating to four non-core tenements for $150,000 and $125,000 equivalent in shares in Alien Metals Limited delivered a $1.5 million windfall for Artemis on the appreciation of that entity’s shares. Further non-core asset disposals remain under review and will proceed in the event the Board believes the consideration is appropriate.

The Company completed two capital raisings during the year placing 80 million shares in July 2020 at 7 cents per share to raise $5.6 million and approximately 116.7 million shares in June 2021 at 6 cents per shares raising a further $7 million. The share placements were made to both existing and new shareholders.

Early in the new year we welcomed Dr Simon Dominy to the board. Dr Dominy, a mining geologist-engineer has over 25 years’ project development and operations experience and will provide valuable additional technical expertise to the team as we move forwards with our major projects.

I take this opportunity to thank my fellow directors, the Artemis team including consultants, and our shareholders for their ongoing commitment and support as we strive for a successful year ahead.

Mark Potter

Chairman

Review of Operations

Artemis Resources Limited ("Artemis" or the "Company") is pleased to outline the Company's progress for the financial year end 30 June 2021. Artemis is a gold and copper focused resources company with major projects being Paterson Central and The Greater Carlow Castle Project, both located in the Pilbara region of Western Australia (Figure 1). The Company owns 100% of the strategically located Radio Hill processing plant and infrastructure, located approximately 30km south of Karratha.

During the financial year, the Company made significant progress with its Greater Carlow Castle and Paterson Central projects.

The following is a summary of the key work programs completed during the current financial year.

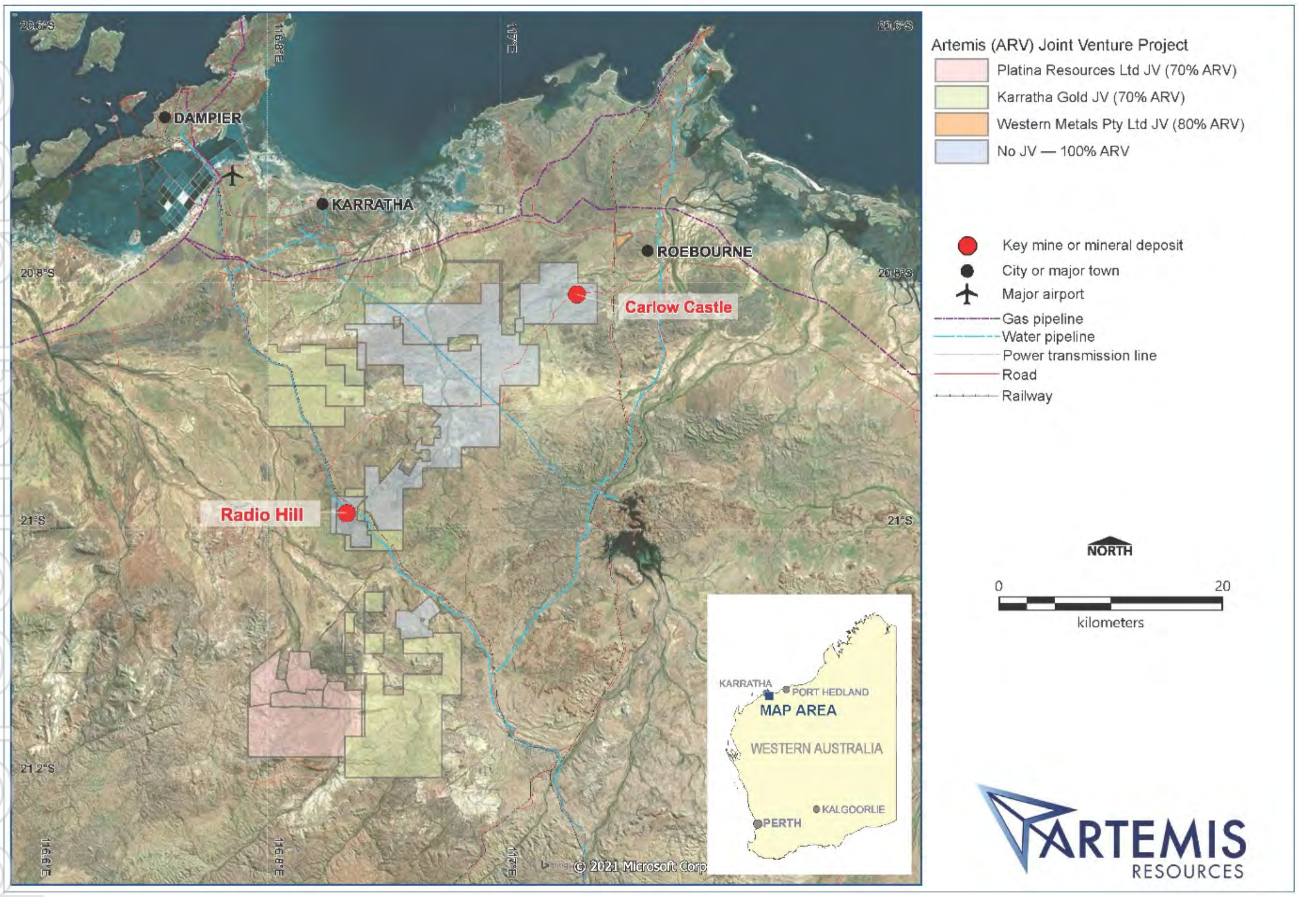

Figure 1: *West Pilbara project map highlighting Artemis' Greater Carlow Castle project and the location of the Radio Hill processing plant.*

HIGHLIGHTS

CARLOW CASTLE GOLD-COPPER-COBALT PROJECT

The Carlow Castle gold, copper and cobalt project is located in the West Pilbara region of Western Australia, ~45 km by road east of the city of Karratha (Figure 2). Access is via the Northwest Coastal Highway and then by the unsealed Cherratta public road, which passes through the Project area. Carlow Castle is on the granted exploration license E47/1797 and is ~35 km from Artemis' 100% owned Radio Hill site.

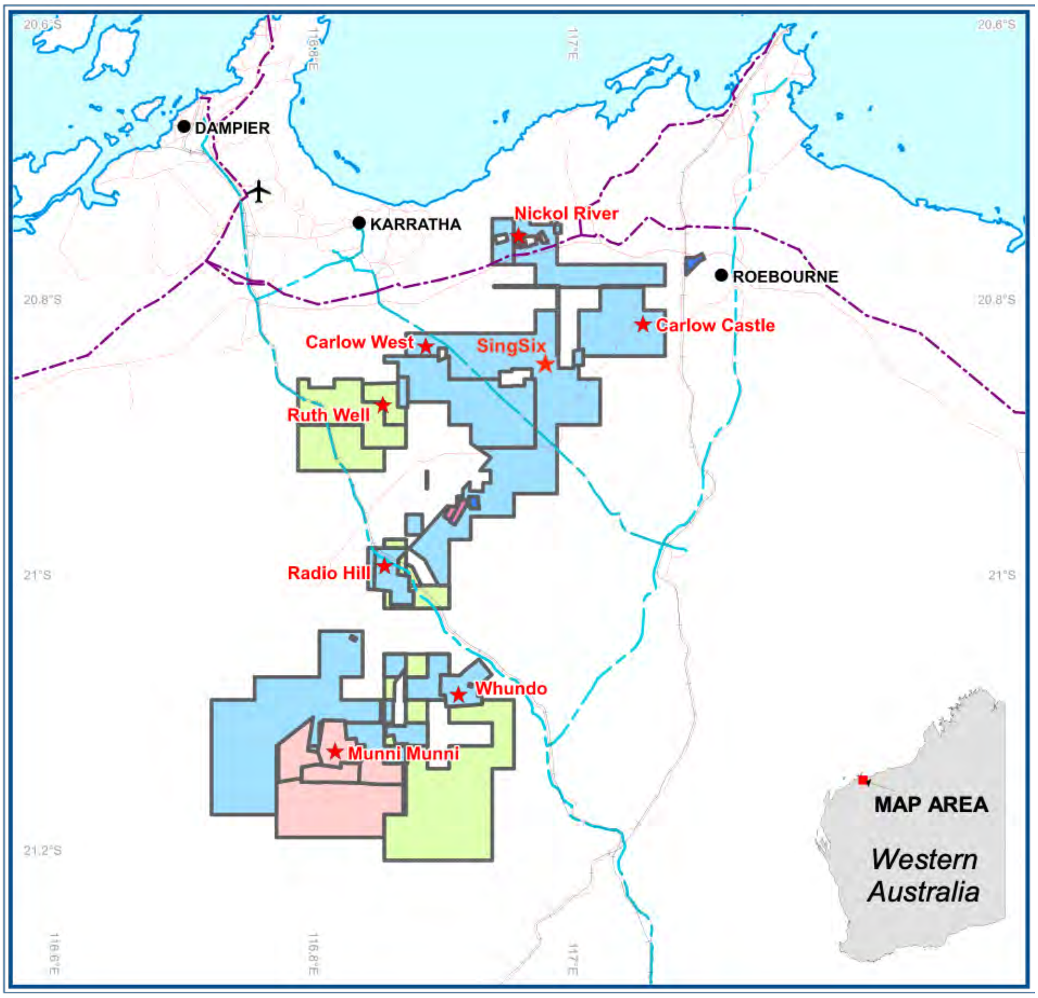

***Figure 2**: West Pilbara project map highlighting Artemis' Greater Carlow Castle project and the location of the Radio Hill processing plant.*

Following a multifaceted strategy, multiple drilling campaigns at Carlow Castle have returned several significant results, which continues to highlight the potential of the deposit. The Main Carlow Castle zone returned positive results within deep holes, hitting economic grade intersections some ~630m below surface and +400m below the Main Eastern Zone, and was intercepted where expected. There were multi-infill and step-out holes on the Carlow Castle Main Zones (East and West), all defining additional mineral potential on the known and new plunging mineral shoots, extending the mineralisation at depth.

Additional holes on the Quod Est Zone has further extended this high-grade mineralised shoot at depth.

Targeting geophysical anomalies, drilling discovered the new Cross-Cut Zone that lies east of Quod Est and to the north of the Main Eastern Zone by approximately 300m.

For the period of this report, a total of 119 holes were drilled for 23,047 metres of which 18 holes for 5,274 metres was diamond and 101 holes for 17,773 metres was RC.

Figure 3 shows the distribution of drilling collars for the period in relation to the 2021 block model silhouette and whittle shells.

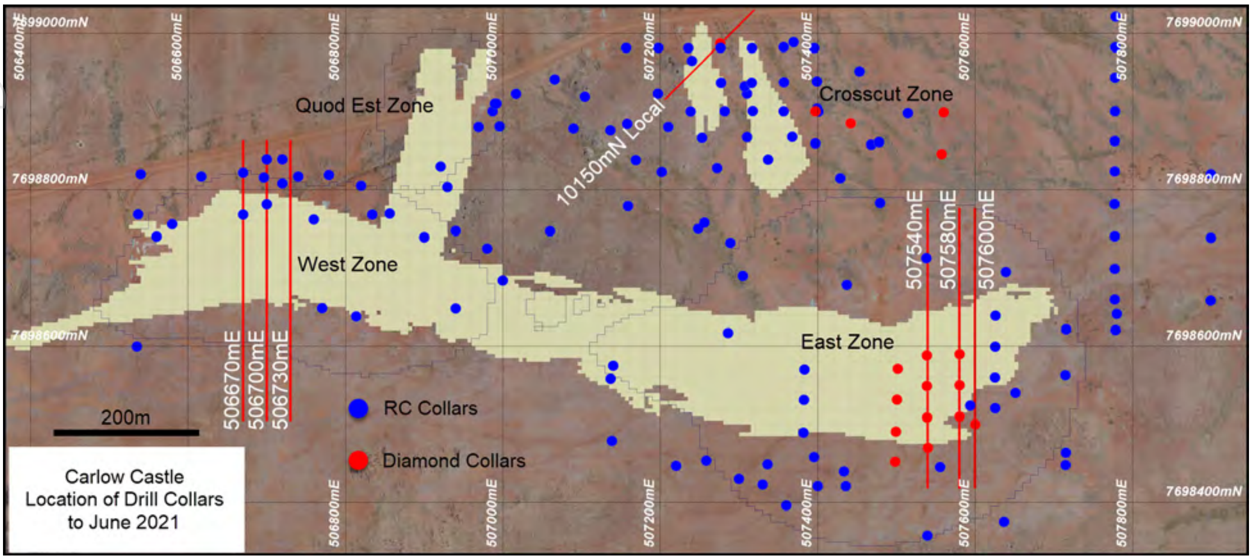

***Figure 3**: Carlow Castle drill hole location plan with 2021 whittle shell outline and 2021 block model silhouette in pale yellow. Section lines highlighted in red with West Zone section interpretations in Figures 5,6 and 7, and Figure 8 showing ore type from the West Zone. East Zone section interpretations can be viewed in Figures 10,11 and 12.*

The Company's knowledge of the structural, alteration and mineralogical controls at Carlow Castle has increased significantly. Most importantly, these results are returning high-grade gold, copper and cobalt assays on the main shoots and defining the extent of the very large lower grade gold-copper-cobalt "halo zone" around the high-grade zones.

Drill hole targeting was based on the updated information and new interpretation, with drilling intersecting areas on mineralisation in predicted zones.

Figure 4 shows the 2021 block model delineating the plunging shoots in the ore zone and the respective pierce points that drilling had targeted.

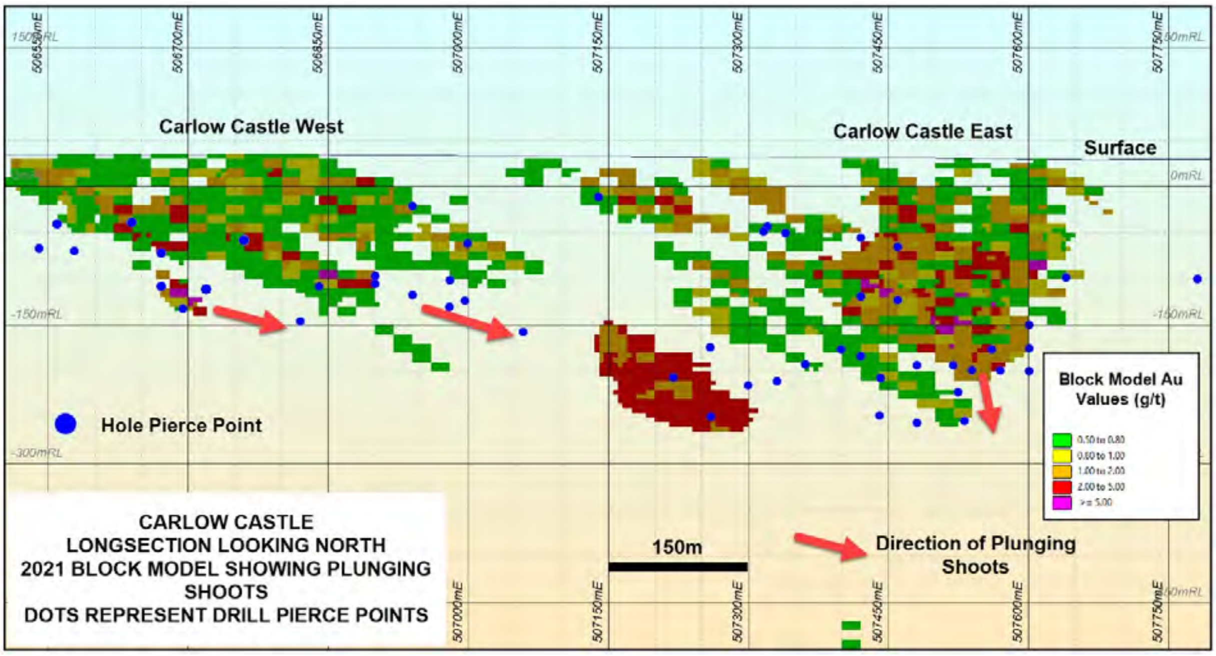

***Figure 4**: Carlow Castle long section, showing colour coded blocks highlighting the high-grade zones defining the plunging shoots. Drill hole pierce points are shown as dots. Arrows define the direction of mineralisation plunges.*

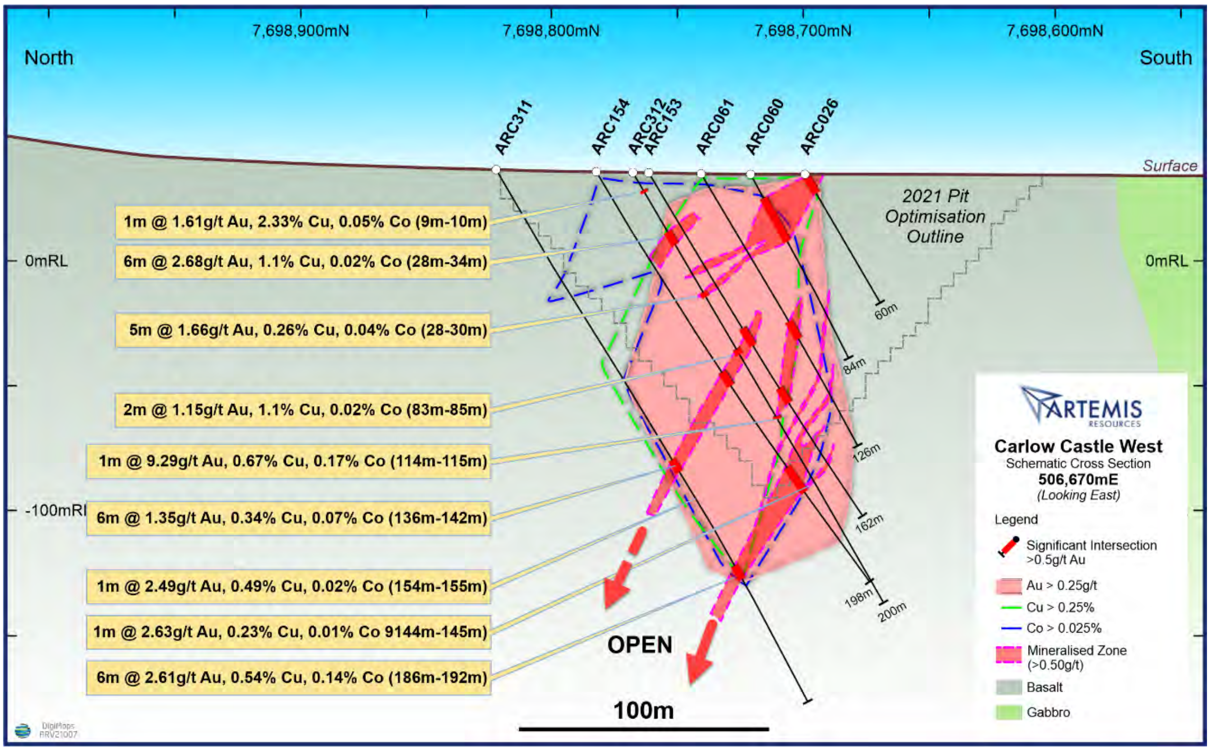

Figure 5: *Section 506670mE showing results for Holes ARC311 and ARC312. Note the presence of a lower grade halo defined by gold, copper and cobalt. Refer to Figure 3 for section location*

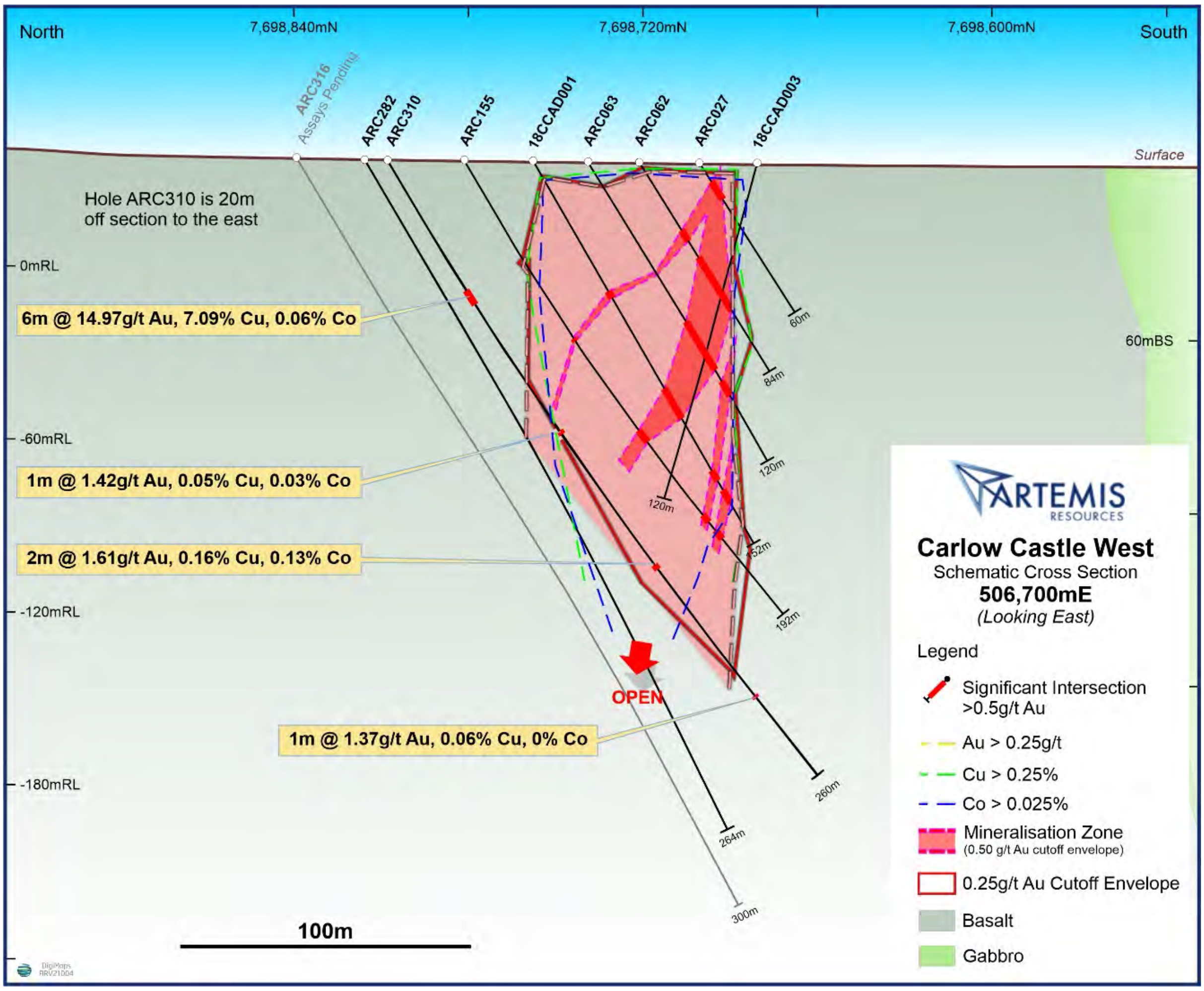

Figure 6: *Section 506670mE showing results for Holes ARC310. Note the presence of a lower grade halo defined by gold, copper and cobalt. Refer to Figure 3 for section location*

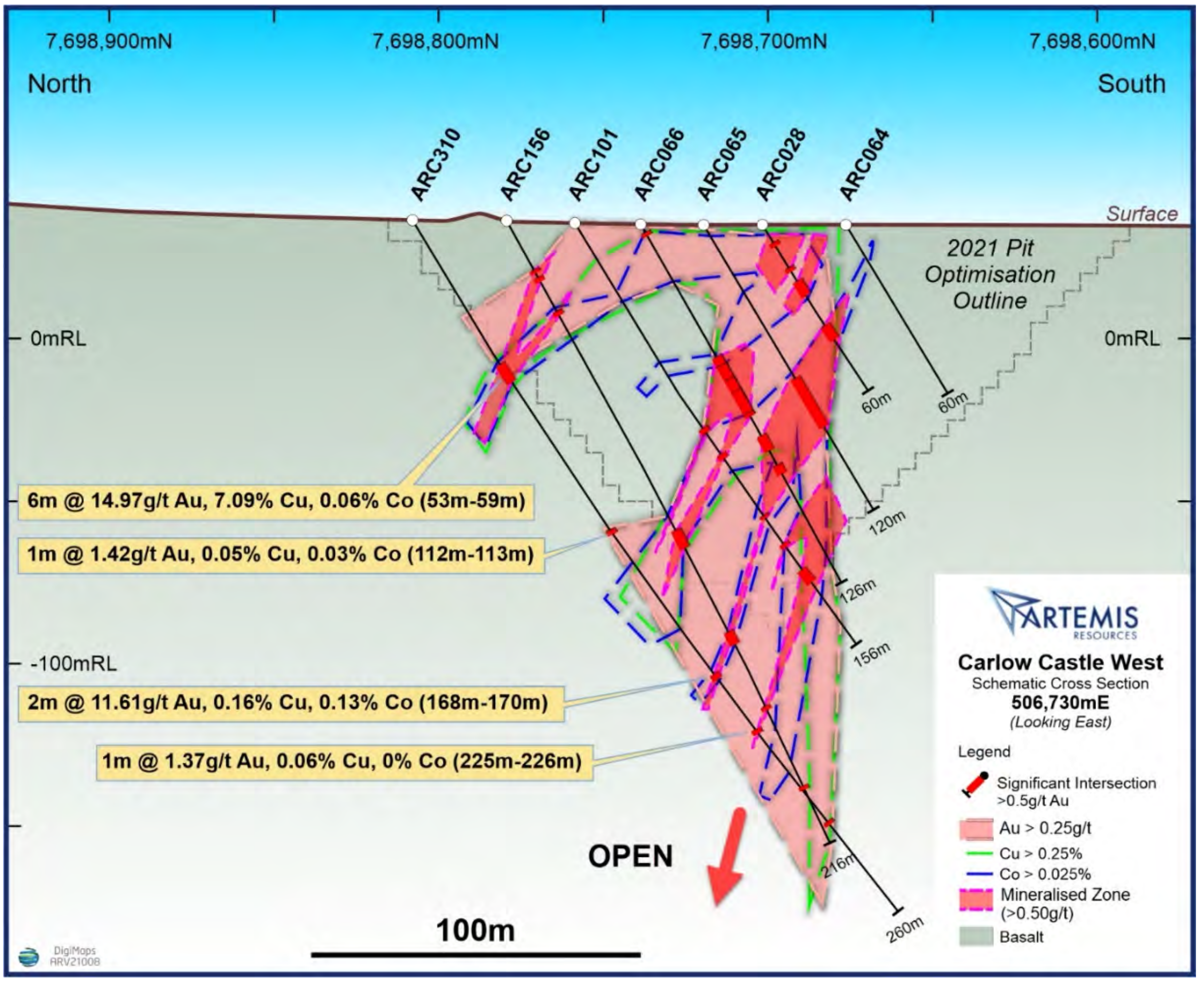

Figure 7: *Section 506730mE, intersections for Hole ARC310. Refer to Figure 3 for section location.*

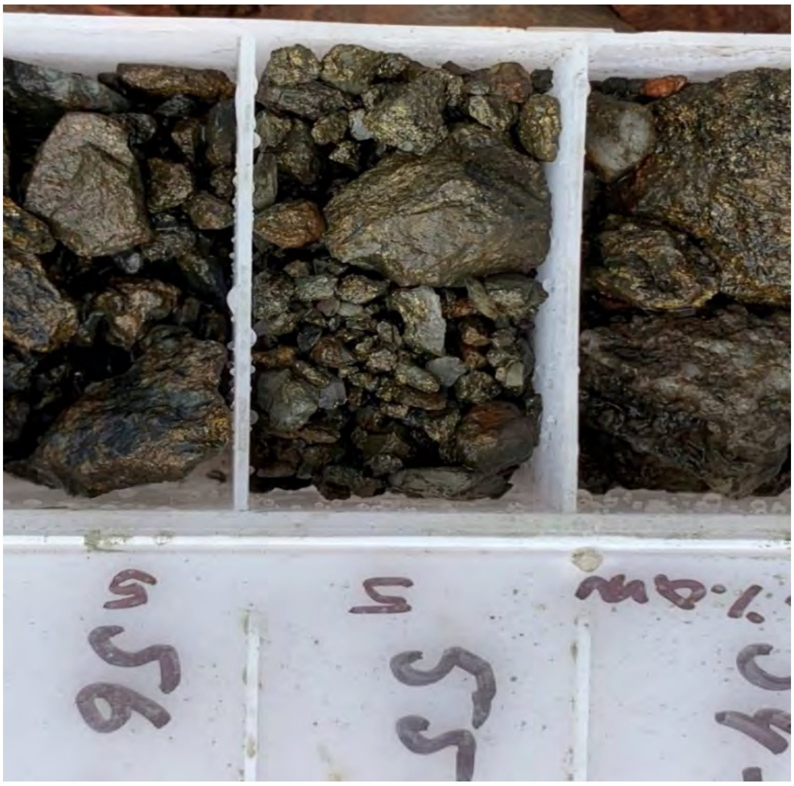

Figure 8: *Chalcopyrite/pyrite in silicified and sericite altered basalt host. Grade for this interval returned 6m @ 14.97g/t Au, 7.09% Cu and 0.06% Co, from 53 metres in Hole ARC310.*

Carlow Castle East Zone Diamond Drilling

A series of diamond holes in the eastern zone had given Artemis enough information to determine the orientation of the mineralising zone and capture the information to assist in drill targeting for future programs.

Holes 21CCDD002, 21CCDD003 and 21CCDD003 intersected intervals of native copper along with significant iron oxide and brecciation. This metallic occurrence is coincident with what appear to be a fault zone and may locate the bounding faults that occur to the east (and west) of the Carlow Castle main mineralised zones.

Table 1 outlines the intervals with Figure 9 showing the native copper in the core of hole 21CCDD003.

Table 1: Occurrence of native copper in diamond drill holes

Hole ID	From	To	DH Width	Cu%	Comments
21CCDD002	47	47.5	0.5	0.5	Minor native copper in breccia associated with limonitic infill.
21CCDD003	79	82	3	0.5	Native copper associated with goethite and limonite
21CCDD003	101.5	105	3.5	0.5	Native copper associated with goethite and limonite, possible trace cobalt
21CCDD003	116.5	124.7	8.2	2	Native copper in breccia associated with 5% goethite and limonite
21CCDD004	143	145	2	1	Native copper in breccia associated with goethite and limonite. Less brecciated areas within larger intervals - Cu gives way to PY/CP assemblage
21CCDD004	146.5	147	0.5	1	Native copper in breccia associated with goethite and limonite.

***Figure 9**: Hole 21CCDD003 122.36 - 122.66m chloritic altered brecciated basalt host with ~5% native copper with moderate to strongly oxidised limonite-goethite*

Drill core observations indicated that there were at least two types of basalt textures. One being a more massive style, while the other revealed pillow basalt textures. These pillow basalts are recognised by remnant vesicles (product of de-gassing), rounded margins and hyaloclastite fragments. These are primary textures and are not directly related to mineralisation.

It was noted in drill core that mineralisation was associated with breccias that commonly coincided with pillow basalts. Higher grade zones were associated with breccias with semi-massive sulphides, with peripheral fracturing to the main zones, hosting lower grades.

More massive competent basalt tended to fracture as stockworks, creating a finer veining that hosted moderate to lower grade mineralisation.

Alteration was also notably stronger in areas of pillow basalts, comprising of sericite-quartz. A later chlorite alteration is also noted, coincident with a later phase of mineralisation.

Further work is in progress to understand the relationships between textures, timing and the paragenetic sequence of the mineralisation at Carlow Castle.

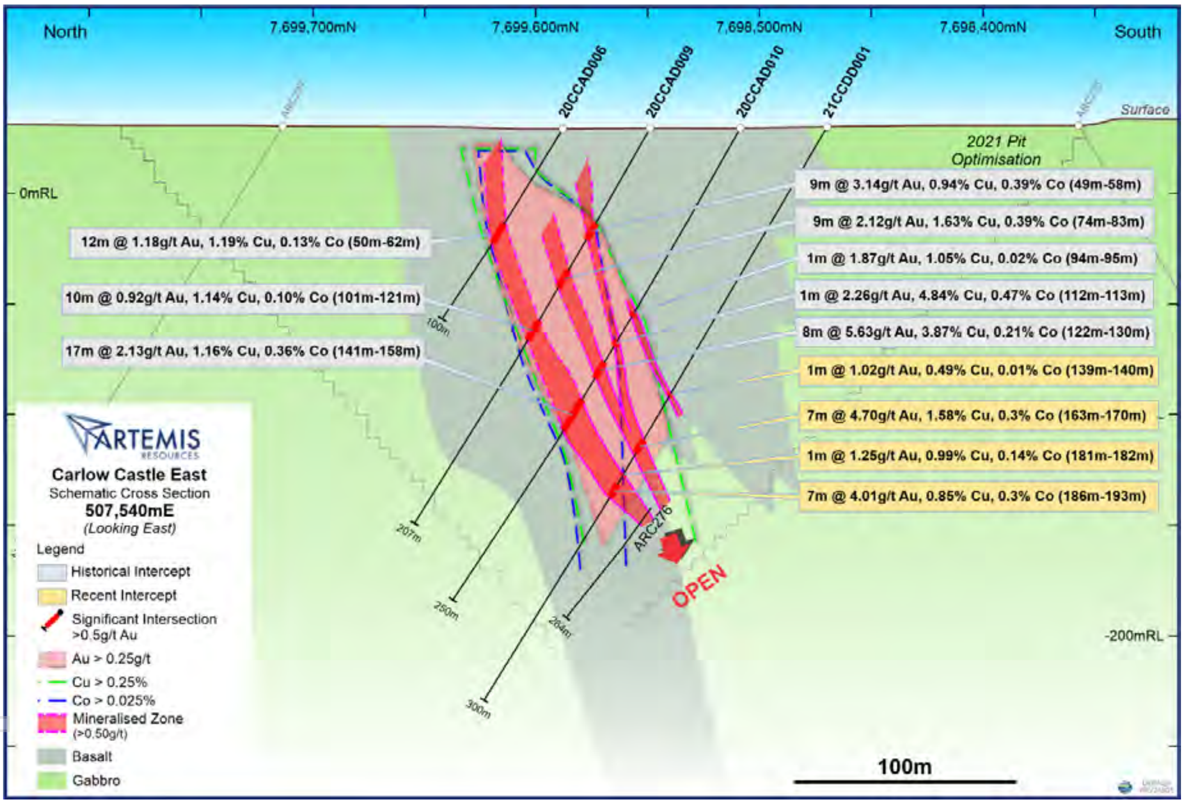

Figure 10: *Section 507540mE looking east showing results for diamond hole 21CCDD001. Refer to Figure 3 for section line location.*

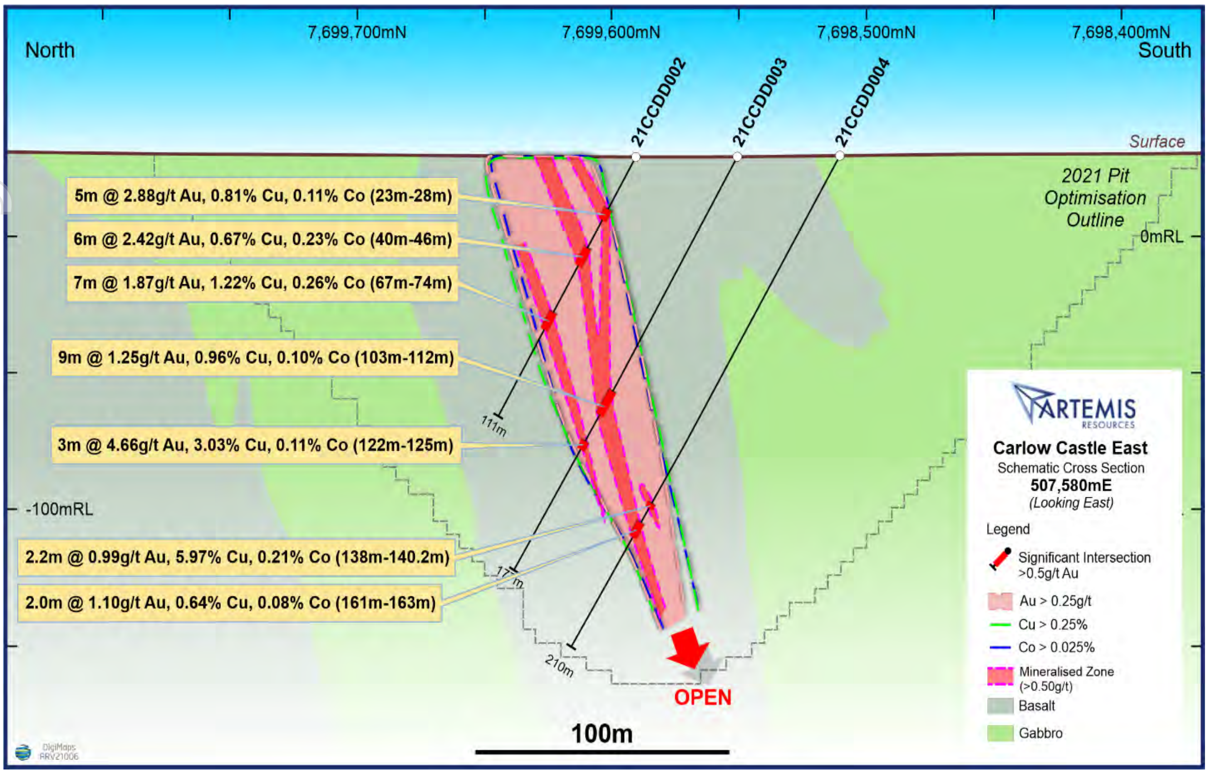

***Figure 11**: Section 507580mE looking east showing results for diamond hole 21CCDD002, 21CCDD003 and 21CCDD004. Refer to Figure 3 for section line location.*

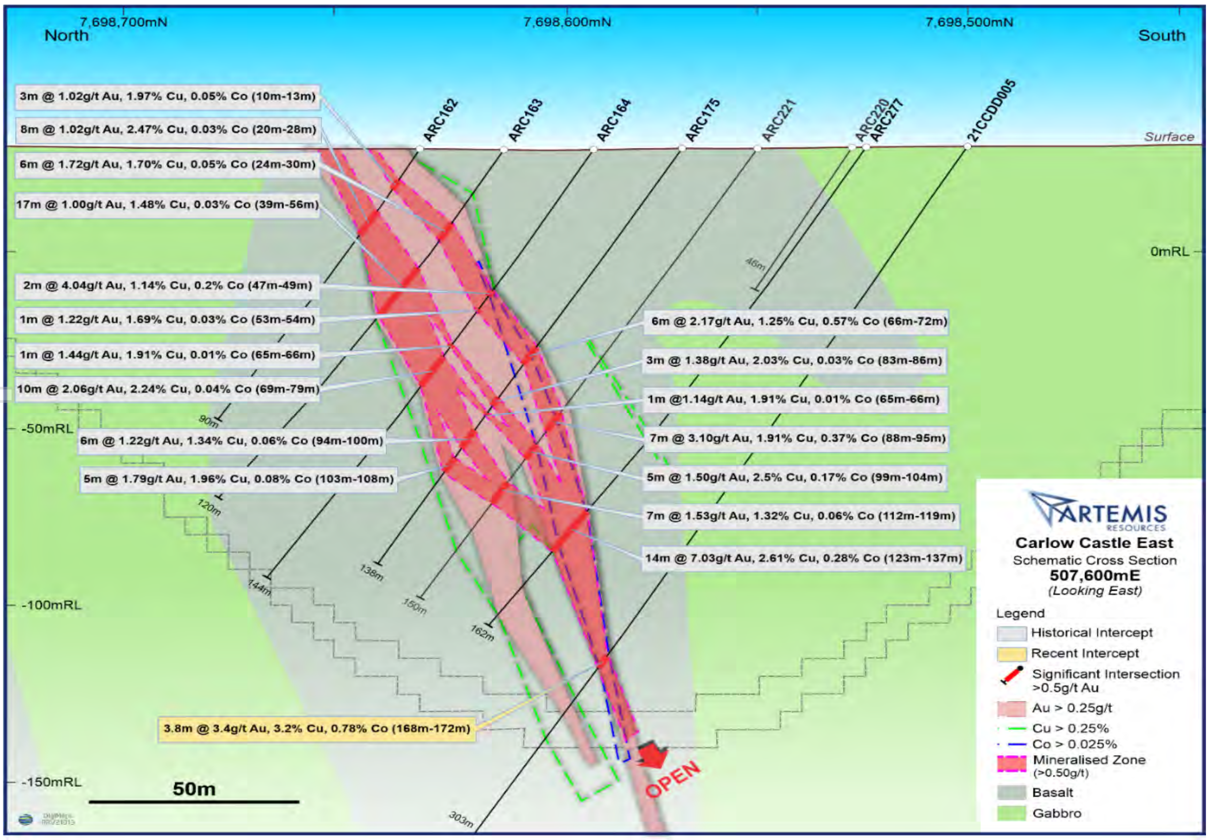

Figure 12: Section 507600mE looking east showing results for diamond hole 21CCDD005. Refer to Figure 3 for section line location.

A reinterpretation of the structural setting and mineralising events have returned high-grade gold, copper and cobalt assays on the main shoots and is defining the extent of the rich, lower grade gold-copper-cobalt "halo envelope" surrounding the internal high-grade zones.

Quod Est Zone

Quod Est mineralisation trends north to northeast, with a steeply dipping mineralisation plunging to the southeast, controlled by a gabbro/basalt contact.

Results for this drilling have returned 6m @ 22.94g/t Au, 6.89% Cu, 1.52% Co (Hole 18CCAD009) and 11m @ 14.08g/t Au, 3.41% Cu, 0.79% Co (Hole ARC008).

These encouraging results warrant further follow up work to define the structure and add ounces to the Carlow Castle story.

Crosscut Zone

Discovery of the Cross-Cut Zone by testing geophysical targets had intersected several high-grade zones associated with north-westerly striking structures.

This discovery was based on the interpretation using airborne magnetic data and the SAM survey which suggests that Cross-Cut may be a series of en-echelon mineralised structures.

These inferred structures are shown in Figure 13 along with the SAM Survey image.

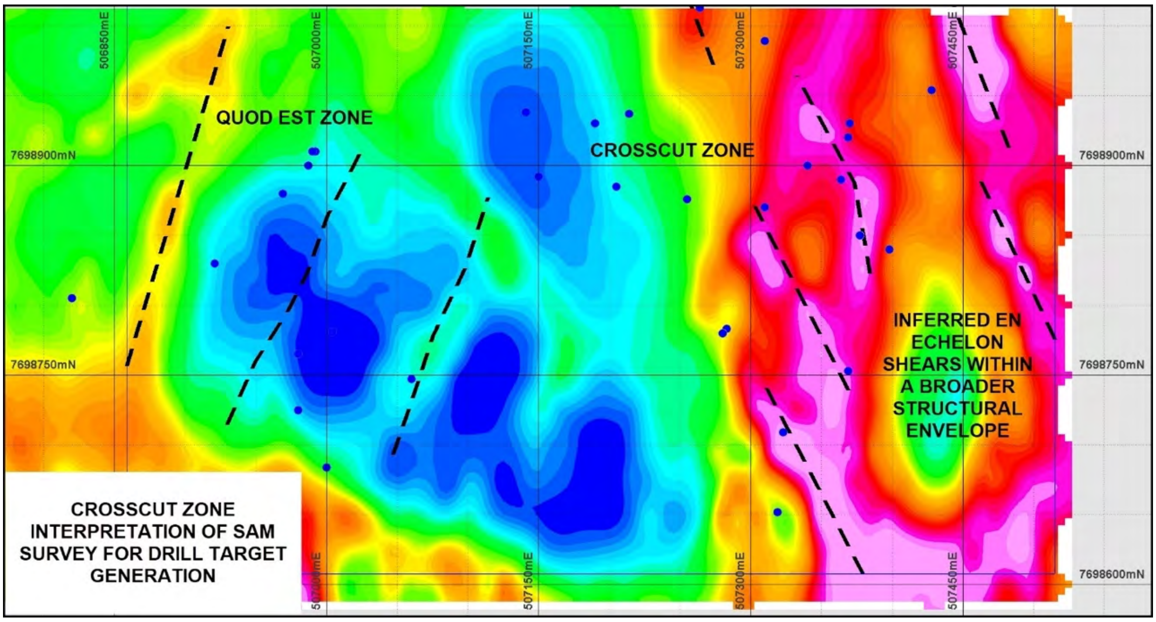

***Figure 13**: Updated interpretation (plan view) of the Crosscut Zone showing the potential for repeated mineralised structures of an en echelon nature. Holes have been repositioned in the current drill program to test these features. Background image of SAM survey.*

Orientation of the structures at Crosscut was redefined from information collected from the diamond core holes 21CCDD006 and 21CCDD007, which indicated that mineralising structures were striking to the northwest, but dipping to the southwest, rather than the northeast. Figure 14 shows the section for 21CCDD007 and Figure 15 shows a mineralised interval from 21CCDD007.

Successive drilling was reorientated to the northeast to drill mineralisation perpendicular to the strike and dip.

Previous drilling had intersected significant copper and gold numbers but lacked coherency.

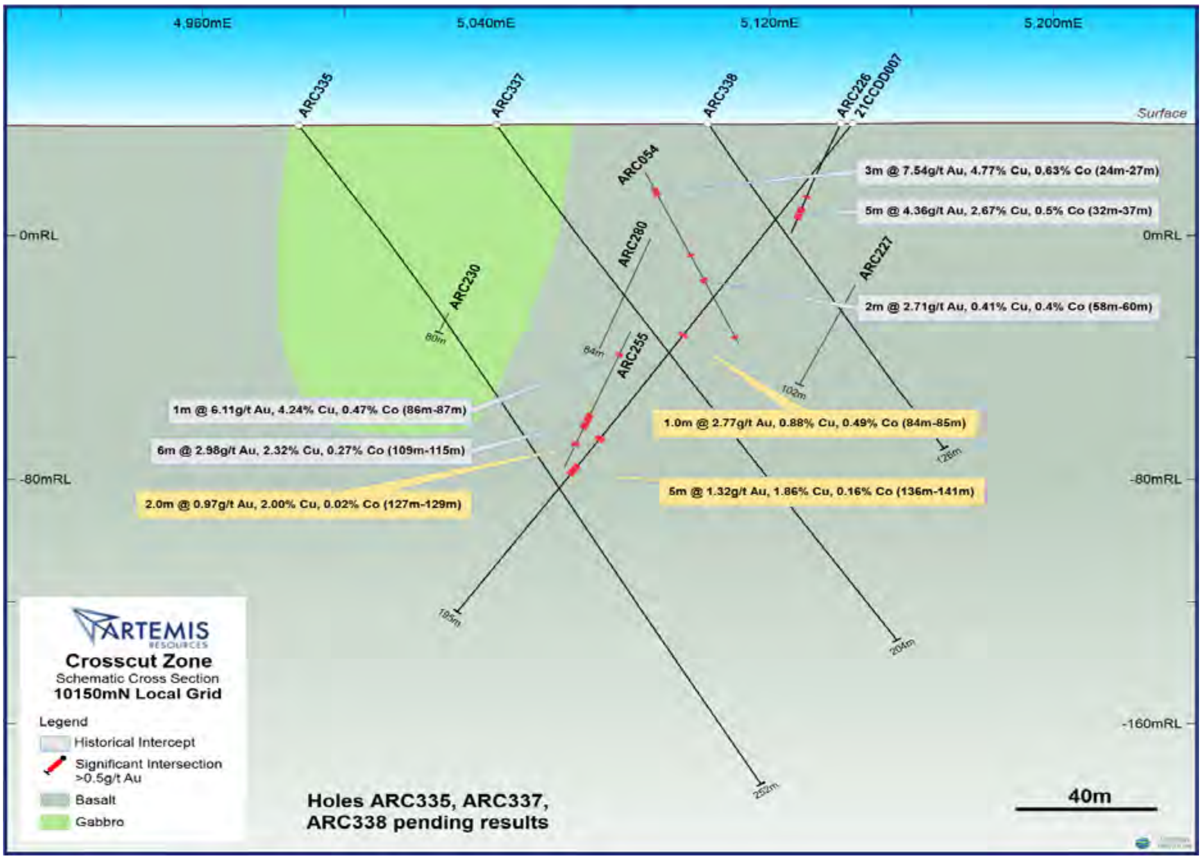

***Figure 14**: Crosscut section 10150mN local grid looking northwest showing hole trace for 21CCDD007. Refer to Figure 2 for section location*

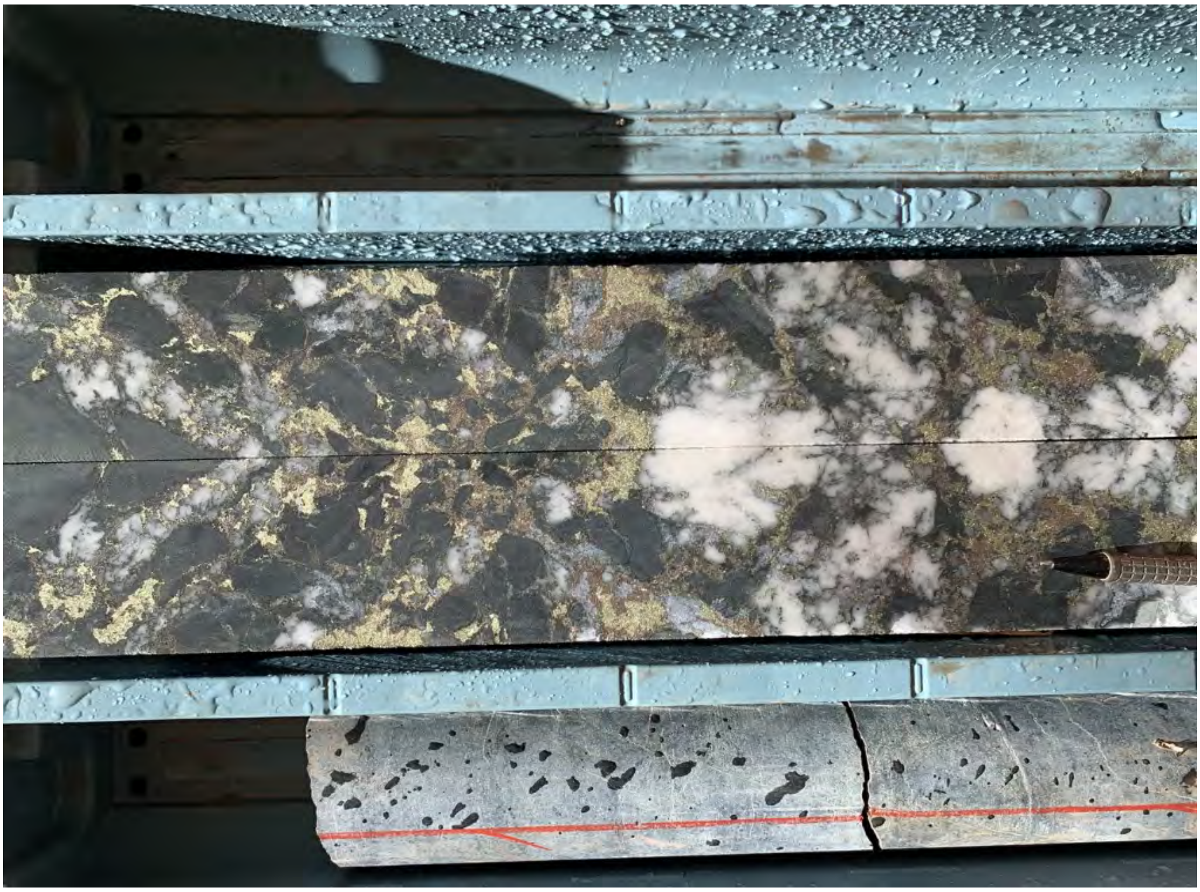

***Figure 15**: Hole 21CCDD007 136 - 141m breccia with quartz-carbonate infill and pyrrhotite-chalcopyrite mineralisation. The interval returned 5m @ 1.32g/t Au, 1.86% Cu, 0.16% Co.*

Geophysical Surveys

A high-resolution aeromagnetic survey carried out in late 2020 using 25m N-S oriented survey line spacing has been used to help map sub-surface continuity of geological units and cross faults prospective for hosting Au-Cu-Co mineralisation in the project area. This aeromagnetic survey was followed up by Dipole-Dipole IP (DDIP) survey lines crossing the main Carlow Castle mineralised trend and a Gradient Array IP (GAIP) survey grid to cover an area immediately east of Carlow Castle (Figure 16).

IP surveying was carried out from February to March 2021 to identify chargeable and conductive anomalies associated with sulphide minerals and zones of deep weathering following favourable structures with potential for hosting Au-Cu-Co mineralisation.

GAP Geophysics carried out this extensive Induced Polarisation survey program, with the surveying planned and monitored by Resource Potentials geophysical consultants. A total of 12 DDIP survey lines for 26.1km (10 N-S lines and 2 E-W lines), and a GAIP grid area of 1.5km^2 were carried out over Carlow Castle, which was extended south to cover the Good Luck and Little Fortune prospects, which are underexplored and have potential for Au, Cu, Ag, Ni and Co mineralisation.

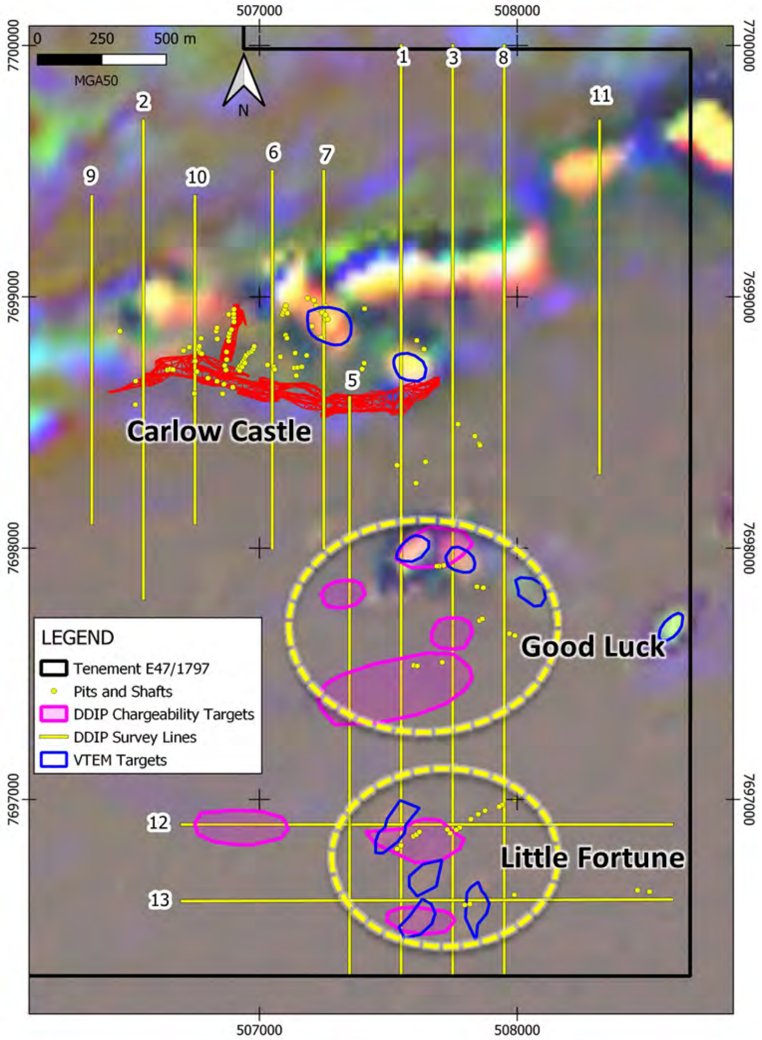

Figure 16*: Map showing the location of Carlow Castle DDIP survey lines (yellow), overlying a VTEM electromagnetic conductivity anomaly image, coloured by electromagnetic time decay channel windows (red = ch30, green = ch20, blue = ch10, and white is all 3 colours combined due to overlapping anomalies). Also shown is the Carlow Castle and Quod Est resource wire frame outline (red), historical mine workings (yellow dots), DDIP chargeability target outlines (purple), and VTEM airborne electromagnetic targets (blue outlines).*

DDIP survey data have been processed and interpreted to generate electrical conductivity and chargeability depth models in 2D, and these results have been gridded laterally to generate 3D models of source bodies. These results have been interpreted to generate DDIP chargeability anomaly target areas which could be caused by sulphide minerals associated with Cu-Au mineralisation.

Historical VTEM airborne electromagnetic survey data flown in 2007 at 100m spaced and NW-SW oriented survey lines were also re-processed, and VTEM conductivity targets were also selected and modelled for conductive sources over the Little Fortune and Good Luck prospects to plan drillholes for testing them. Figure 15 shows an image of VTEM conductor anomalies and the location of DDIP chargeability targets and note how the DDIP and VTEM targets sit below, along strike or adjacent to historical Cu-Au mine workings at the Good Luck and Little Fortune prospects.

CARLOW CASTLE MINERAL RESOURCE ESTIMATE

During the year, the Mineral Resource for the Carlow Castle Project was updated by CSA Global using all data available as of 19 May 2021; this includes an additional 129 drill holes for 22,395 m since the 2019 Mineral Resource update. The additional drillholes were mainly at the eastern end of the Carlow Castle Main zone and in the newly discovered Cross-Cut zone.

An open pit optimisation was completed to constrain the reported Mineral Resource. The updated Carlow Castle Mineral Resource is 14.3 million tonnes at 0.7 g/t Au, 0.4% Cu, and 0.05% Co for 320,000 ounces gold, 53,000 tonnes contained copper, and 7,000 tonnes contained cobalt.

Table 2 shows the updated resource numbers compared to the 2019 resources numbers.

Table 2: Comparison between 2021 and 2019 Mineral Resource estimates

Type	2021 Inferred				2019 Inferred			
	Tonnes (kt)	Au (g/t)	Cu (%)	Co (%)	Tonnes (kt)	Au (g/t)	Cu (%)	Co (%)
Oxide	4,400	0.4	0.3	0.04	5,100	2.1	0.6	0.1
Transitional	3,100	0.7	0.5	0.06	-	-	-	-
Fresh	6,900	0.9	0.4	0.06	2,800	0.7	0.6	0.05
Total	14,300	0.7	0.4	0.05	8,000	1.6	0.6	0.08

The 2021 Mineral Resource is materially different to the previously reported 2019 Mineral Resource, with a significant decrease in Au, Cu, and Co grades, and an increase in resource tonnes. The contained gold decreased by 98,000 ounces, contained copper increased 5,000 tonnes, and contained cobalt was approximately the same.

The sources of this significant change in the estimated resources at Carlow Castle have been analysed in detail and derive from multiple changes which have occurred, these include:

Increased drilling below -100m RL.

Below -100m RL, the estimated mean gold grade decreased from 1.25 g/t Au in the 2019 model to 0.5 g/t Au in the 2021 model. Similarly, copper decreased from 0.3% Cu to 0.25% Cu, and cobalt from 0.05% Co to 0.03% Co. Material differences in the data and estimation methodology between the 2019 and 2021 Mineral Resource models are discussed below.

Differences in the Input Datasets

Several very high-grade drill holes were drilled down dip in 2018. The 2021 Mineral Resource included several additional infill drillholes drilled across the mineralisation adjacent to these holes which reported lower Au, Cu, and Co grades over narrower widths whilst creating improved confidence in the mineralisation interpretation.

Differences in the Interpretation Approach

The 2019 mineralisation wireframe for the Carlow Castle Main zone used manual sectional interpretation on 40 m spacings at a nominal 500 ppm Cu cut-off. The 2021 model was created using Leapfrog software to model the complex and variable grade and geological continuity effectively. Nested indicator grade shells were generated at 200 ppm Cu, 500 ppm Cu, and 0.5 g/t Au cut-offs.

The additional 0.5 g/t Au sub-domain was created for the 2021 model to constrain the influence of the high-grade down-dip drillholes. In areas with no infill drilling the 500 ppm Cu wireframes in 2019 and 2021 are generally comparable.

Differences in the Volume Covered

Infill drilling led to a refinement in the mineralisation interpretation and subsequent decrease in volume below -100 mRL. The additional drilling removed poorly constrained volume that had been projected down-dip in 2019, especially on the footwall.

Differences in the Estimation Parameters

The two models used different treatments of outlier grades. For the 2019 model, no top cuts were applied; grades above certain thresholds were restricted to a search distance of 10 m, or inside the Ordinary Kriging (OK) panel in which they were situated. For the 2021 model, a top cut was applied to high grades before estimation.

Differences in the Open Pit Optimization Parameters

Both the 2019 and 2021 models were constrained by a Whittle open pit optimisation to account for the reasonable prospects for eventual economic extraction (RPEEE) test of the JORC Code. The optimisation parameters for both models were identical except for increased commodity prices in 2021.

Differences in Mineral Resource Classification Approach

The resource classification followed similar approaches in the 2019 and 2021 models. In the 2019 model, the lower extents of the optimized resource shell were constrained by the extent of the mineralisation wireframe. The 2021 Whittle shell was not limited by the wireframe, but by grade and tonnage of mineralisation (Figure 17). Material below the -220m RL was left unclassified based on limited drill data. The Carlow Castle Main zone remains open at depth.

Differences in the Estimation Method

The change from a localised uniform conditioning (LUC) estimation method in 2019 to a global ordinary Kriging (OK) method in 2021 was based on the improved mineralisation domaining and population statistics with infill drilling.

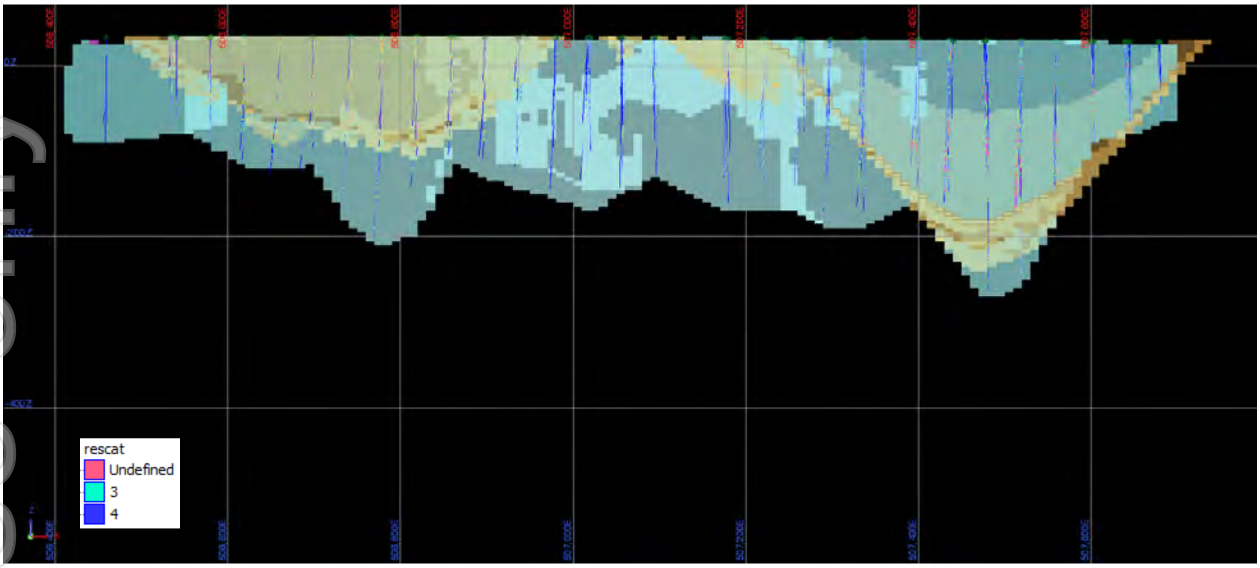

***Figure 17**: 2021 block model resource classification (Inferred – 3; Unclassified – 4) with 2021 Whittle shell*

Given the complexity and multi-commodity character of the Carlow Castle deposit, Artemis will continue to engage with resource estimation experts as to the optimum approach to define this deposit.

PATERSON CENTRAL GOLD-COPPER PROJECT

Background to the Paterson Central Gold-Copper Project

The Paterson Central Gold-Copper Project covers 605 km^2 and is located in the Yaneena Basin of the Paterson Province, which hosts large scale mineral deposits, such as the World class Telfer Gold- Copper Mine, recently discovered Winu copper-gold deposit, Nifty Copper Mine, and the rapidly growing Havieron gold and copper deposit. The Company's Paterson Central Gold-Copper project forms a 100% owned exploration tenement E45/5276, which surrounds the Havieron gold deposit on three sides, and covers the same continuous geological domain as shown in Figure 18.

The geology of the project area consists of Canning Basin sediments, primarily Permian siltstones in this part of the basin, which overlie Proterozoic meta-sedimentary basement rocks which form the main host rocks to large mineral deposits in the region. The sedimentary cover is 300m thick in the western part of the project area and is interpreted to deepen to over 800m in the far east. The Havieron gold and copper deposit is associated with a strong magnetic anomaly and sits under about 450m of sedimentary cover.

Mineralisation at Havieron extends over deep intervals to at least 600m below the base of sedimentary cover, where the mineralisation starts, and it continues to remain open at depth. The Company is exploring the Paterson Central Gold-Copper project for both Havieron and Telfer styles of gold and copper mineralisation.

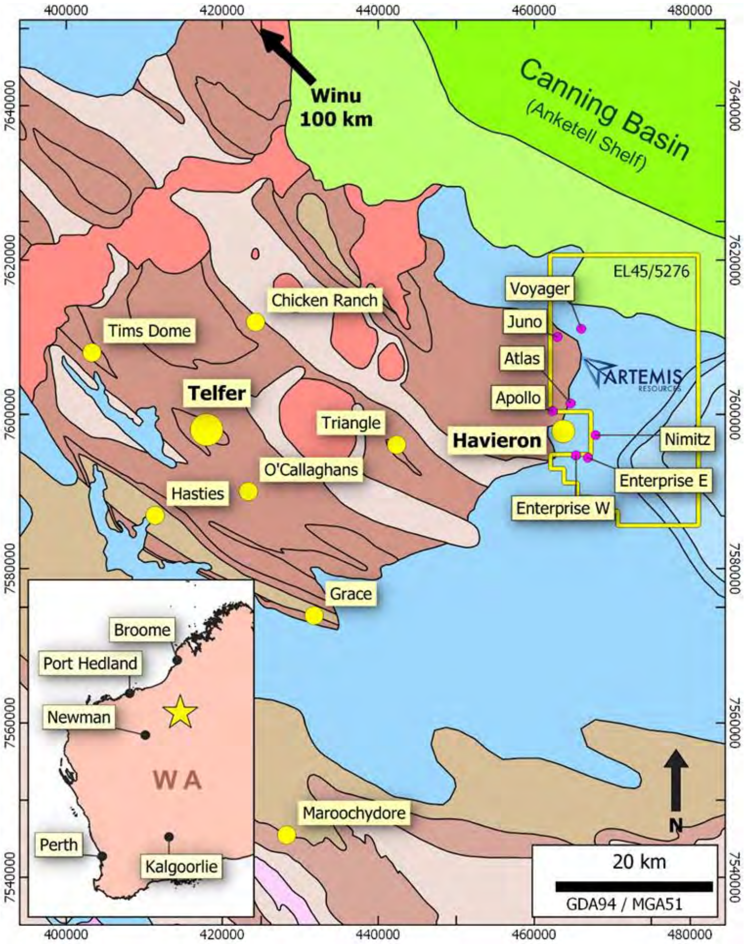

***Figure 18**: Paterson Central Tenement E45/5276 (yellow outline) with 7 new target areas proposed for drilling, overlying main geological units, and showing locations of major gold and base metal deposits.*

Summary of Targeting at Paterson Central

A detailed review of all Artemis data by Perth based Resource Potentials, has led to a revision of initial targets and identification of new targets, to come up with 7 key target zones to each be tested by a single deep drillhole: Juno, Voyager, Enterprise East, Enterprise West, Nimitz, Atlas and Apollo (Figure 19).

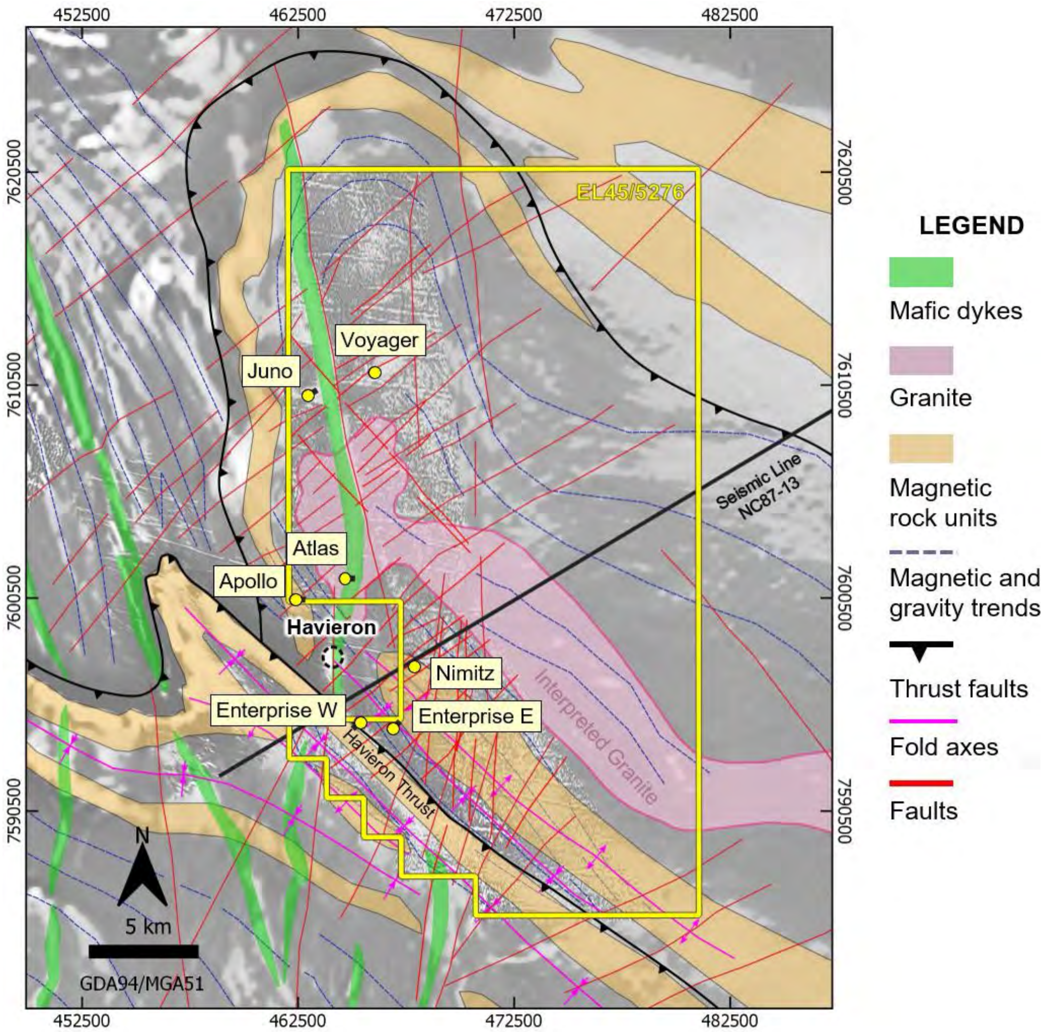

***Figure 19**: Paterson Central Tenement E45/5276 (yellow outline), with 7 target areas for proposed drilling (yellow dots), interpreted bedrock geology units and structures, on top of a merged magnetic anomaly image, and location of 2D seismic reflection survey line.*

Phase One Drill Programme

The Phase 1 drilling campaign by the Company was completed in Q4 2020 at the Paterson Central Project located surrounding the Newcrest Mining / Greatland Gold Havieron gold deposit in the Paterson Province, WA.

Three deep diamond holes were drilled in the Nimitz Prospect only 2.5km to the east of Havieron area for a total of 3,012m, with 1,151m drilled into Proterozoic bedrock of the Lamil Group, which is the host rock to the Havieron and Telfer gold deposits. Seventy one core samples were taken rig-side from 1,151m of basement diamond core at the Nimitz Prospect in Q4 2020.

The holes intersected favourable host rock types, hydrothermal alteration, brecciation and initial multi-element geochemistry with the presence of Au and related pathfinder element anomalies (Bi, Cu and Te) in two of the small core samples from Nimitz being an encouraging sign that the veining and hydrothermal alteration of host rocks in the Proterozoic Lamil Group bedrock at Nimitz, and potentially other Artemis prospects surrounding Havieron; have potential to contain significant Au and Cu mineralisation.

Basis of Targeting

The majority of the basis for targeting and drill planning has been to follow structural trends in Neoproterozoic bedrock, sitting below thick Permian cover sediments, interpreted from geophysical data sets, including a deep penetrating 2D seismic reflection survey line acquired for oil and gas exploration in the 1980s, and subtle gravity and magnetic highs from features occurring below the sedimentary cover; the identification of deep sourced ionic leach multi-element geochemical anomaly trends adds a significantly different dimension to the targeting.

Figure 19 shows how the interpretation of geological structures occurring in bedrock below Canning Basin Permian siltstone cover has likely identified a non-magnetic and low density granitic intrusive body, which would have likely been intruded during the regional Crofton Granite event (650-600 Ma).

This interpreted NW-SE trending granitic intrusion is in close proximity to Havieron (Figure 20), and could be the main source of heat for driving hydrothermal alteration and local skarn-like metamorphism associated with gold and copper mineralisation found at Havieron. Low angle, West-dipping thrust faults and late brittle cross faults have also been interpreted in the 2D seismic reflection data as well as in both gravity and magnetic data sets to offset folded Neoproterozoic (850-820 Ma) metasediments of the Lamil Group, which host the Telfer Gold deposit located about 45 km to the west, and which are also the likely host rocks to Havieron.

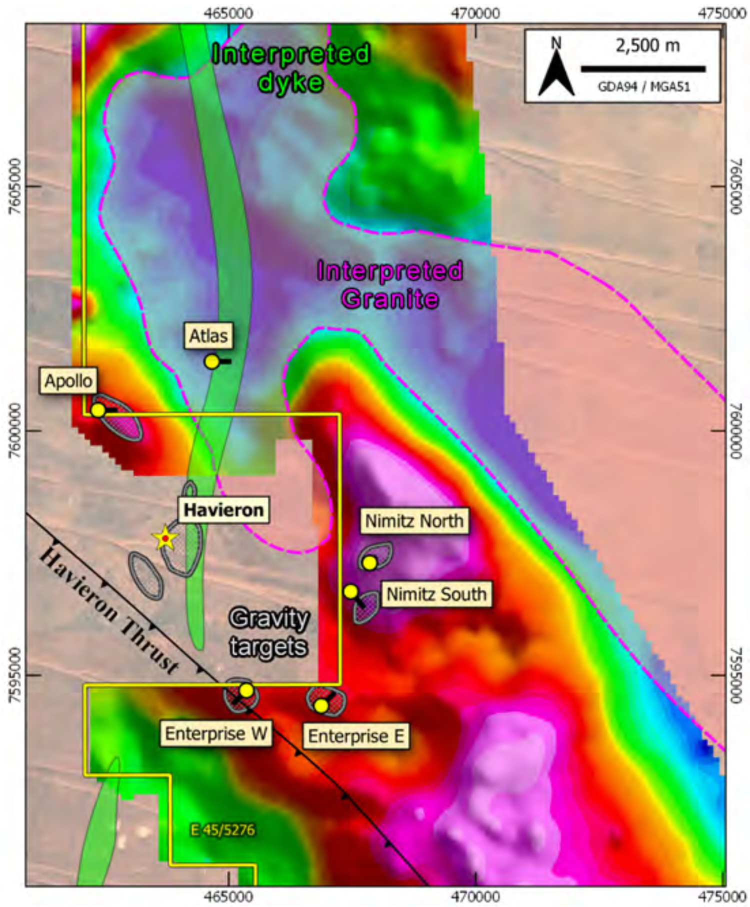

Figure 20*: Gridded gravity data after applying 12km high-pass filter and NE sun shading. Interpreted solid rock geology of post-mineralisation dyke and granitic intrusion overlain. Locations of planned Artemis drillholes are shown as yellow dots, with their downhole traces projected to surface as black lines, as well as local gravity high zones in grey to be targeted by drilling.*

Geochemistry

The geochemical trend has been defined to occur just to the north of Havieron by an extensive ionic leach sampling program of 942 samples conducted by the exploration team whist onsite for the drilling (Figure 21). The trend encompasses anomalous responses in Au, Ag, As and Cu and straddles the same North-South trending mafic dyke that extends north from Havieron. The results from this survey have further highlighted the large, top-ranked Apollo (800m x 800m) and Atlas (400m x 400m) targets located north of the Havieron Au-Cu discovery.

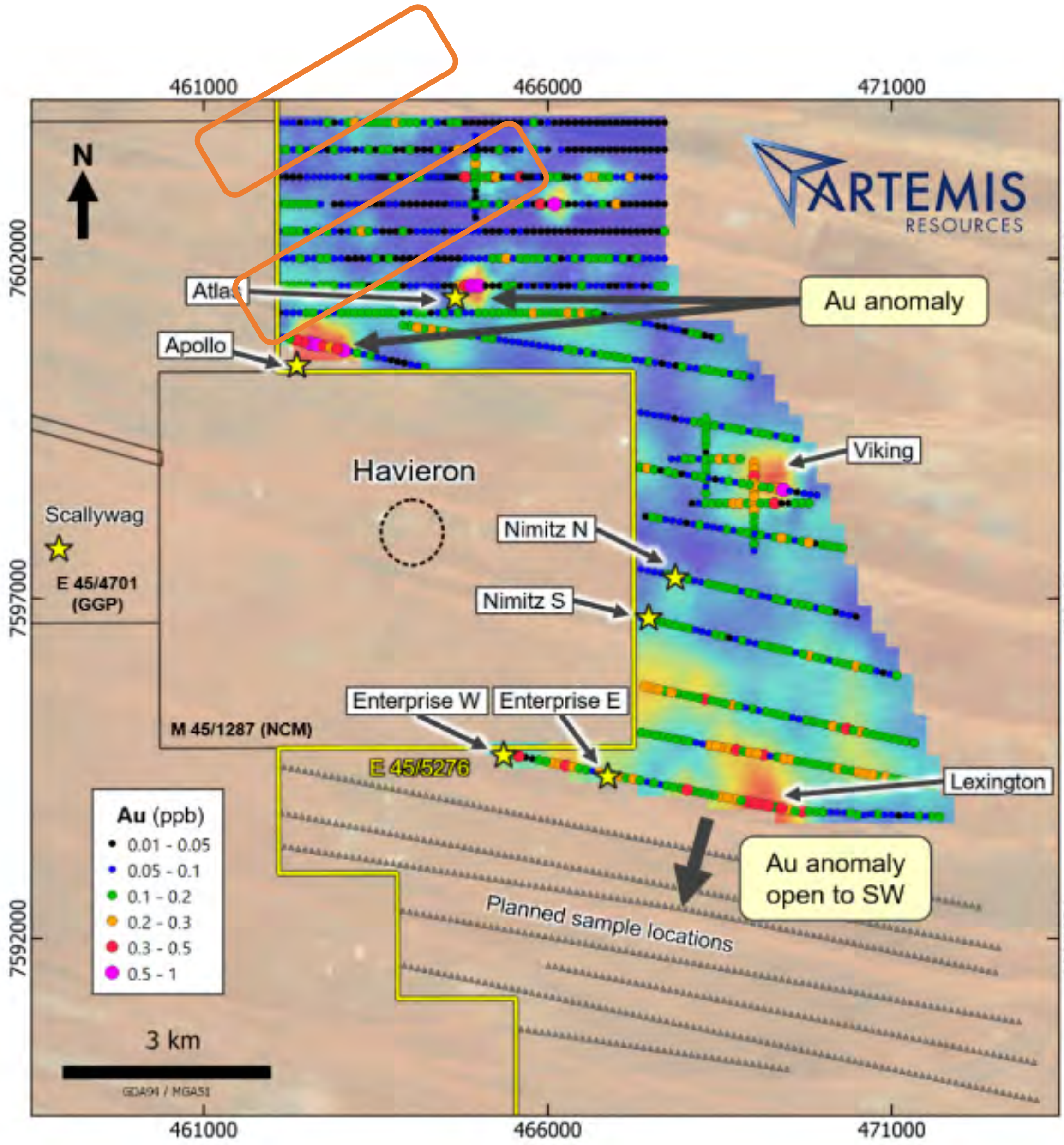

Figure 21: Ionic leach geochemical survey area north of Havieron, consisting of 456 samples collected in a 100x400 metre grid pattern, with a multi-element (Ag, As, Au and Cu) geochemical anomaly trend highlighted (yellow outline) and multi-element anomaly highs (purple outlines), on a colour image of elevated gold, all overlain on a magnetic anomaly image. Locations of planned Artemis drillholes are shown as yellow dots, with their downhole traces projected to surface as black lines.

The Company successfully negotiated a heritage agreement with the Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu) in the March quarter. The land access agreement was signed on 19 April 2021 "Paterson Central Project – Land Access and Mineral Exploration Agreement Executed with Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu)".

The heritage survey was completed during August 2021 and final heritage clearance notification was received in September 2021.

Drilling Program

Following its maiden deep drilling programme at the Nimitz Prospect in late 2020, Artemis is now focussing on testing its 6 higher priority drill targets at the 100% owned Paterson Central Gold-Copper project, intending to carry out about 4,000m to 5,000m of diamond drilling to test these targets during the 2021 field season.

Prior to receiving the heritage clearances, detailed and extensive planning in advance of the Q3/Q4 2021 Paterson drill campaign was completed. With Heritage approvals now in place the Paterson Central exploration team is currently on site preparing drill pads in advance of the drill arriving in the coming days.

The **Apollo**, **Atlas**, **Enterprise, Juno** and **Voyager** targets form the high priority target areas, based on their proximity to known mineralised systems, their geological and structural locations, and local anomalies in magnetic, gravity and ionic leach soil geochemical data sets.

RADIO HILL (Ni) Project

Resource Potentials Pty Ltd completed a high-level review of Radio Hill project tenements M47/161 and M47/337 to determine what geophysical exploration datasets are available, highlight geophysical anomaly zones, identify anomalies and target areas of interest that remain untested, or are under- tested by drilling.

The aim is to provide recommendations for additional geophysical surveying, and then to plan, monitor, process and interpret new geophysical surveys carried out over target areas of interest. FLEM surveying was completed by GAP Geophysics in April 2021.

This study identified deep and untested conductor anomaly zones of interest identified from historic deep drilling and follow-up DHEM survey data and reports, with DHEM targets shown projected to surface on the map in Figure 22.

The Radio Hill project area is still considered to hold potential for additional discoveries of Ni-Cu-Co-PGE sulphide deposits at depths >500m and to the south of the mined out nickel sulphide deposits, where long conduits likely follow the base of the intrusion. However, additional deposits are most likely located at least 600m below surface based on drilling and DHEM results and are therefore too hard to identify using airborne or surface-based EM survey methods.

This is highlighted in green in Figure 22.

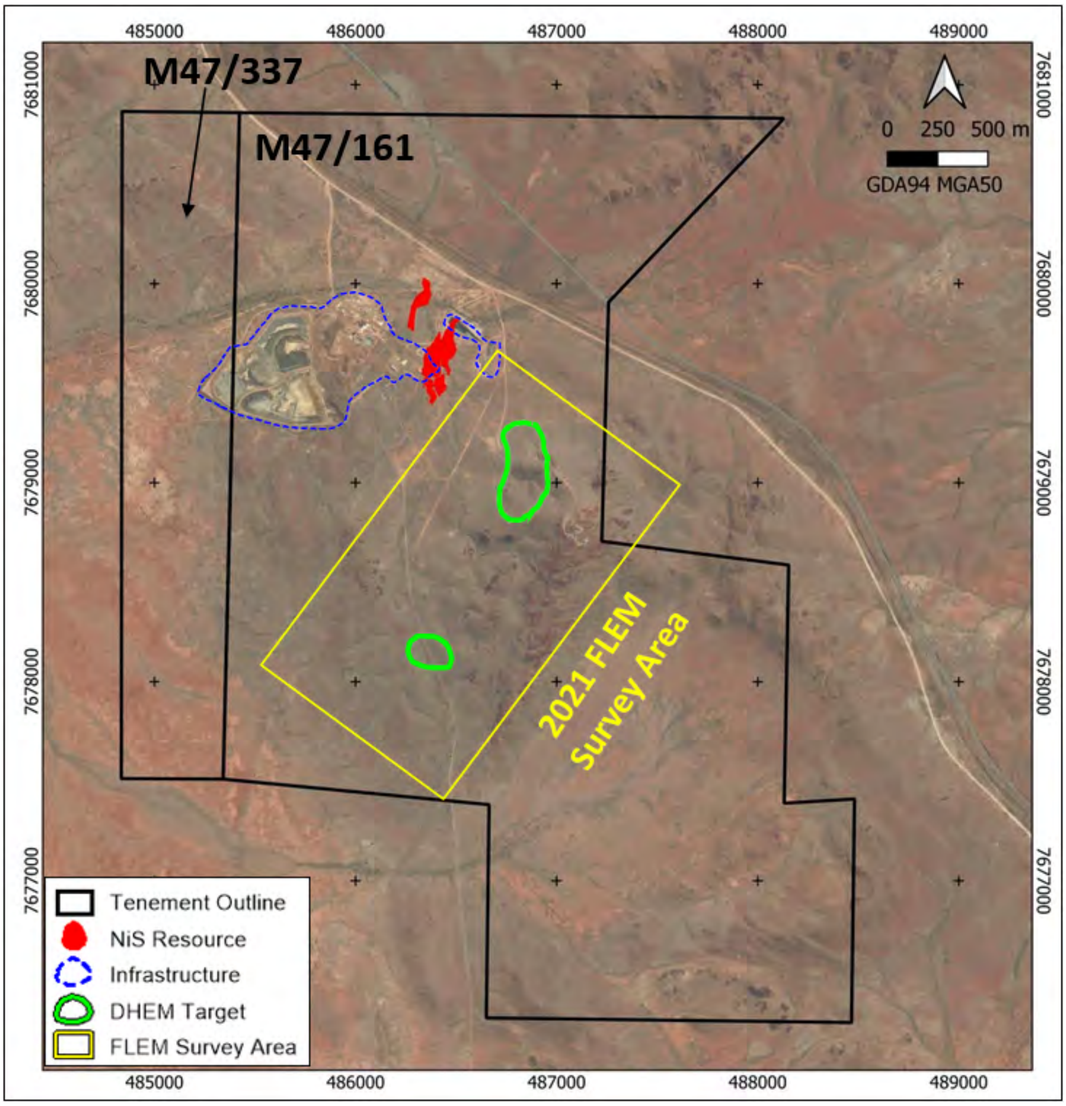

Figure 22*: Radio Hill Project tenements M47/161 and M47/337 (black outlines), mine infrastructure (dashed blue outlines), and the Radio Hill resource wireframes projected to surface (red) over a satellite image. The recent FLEM survey coverage area is outlined in yellow.*

WHUNDO (Zn-Cu) project

Artemis Resources hold mining rights to the Whundo VMS project tenements, located approximately 45km South of Karratha in Western Australia. The Whundo Zn-Cu-Pb-Ag VMS deposit has been mined in places and is now in care-and-maintenance status. The project area still holds un-mined deposits and has potential for additional VMS deposits that remain to be discovered.

This study identified VMS mineralisation potential along a target trend located to the NE of the main Whundo deposit and covers the Yannery and Ayshia prospect areas. These prospect areas may host only weakly-conductive base metal mineralisation, such as sphalerite-rich or disseminated sulphide deposits, that were not identified using previous electromagnetic (EM) survey methods. Therefore, a new induced polarisation (IP) survey was planned and carried out over this area to identify chargeable sulphide mineralisation that was not detected by historic EM surveying.

A new GAIP survey area is recommended to be surveyed between the Whundo deposit and the recent GAIP survey area, as highlighted by the yellow square shown in Figure 23.

This proposed GAIP survey area will cover a gap in survey coverage between Whundo and Yannery and cover the highest-amplitude chargeability anomaly located in the SW corner of the recent GAIP survey block.

Shallow RC drilling is recommended to test the chargeable and resistive target trend identified between Yannery and Ayshia prospects, as highlighted by the dashed black outline. This anomaly trend can be tested by RC drill transects planned across the trend. Untested VTEM target outlines to the NE and W of Whundo should also be RC drill tested. These targets are shown in Figure 23.

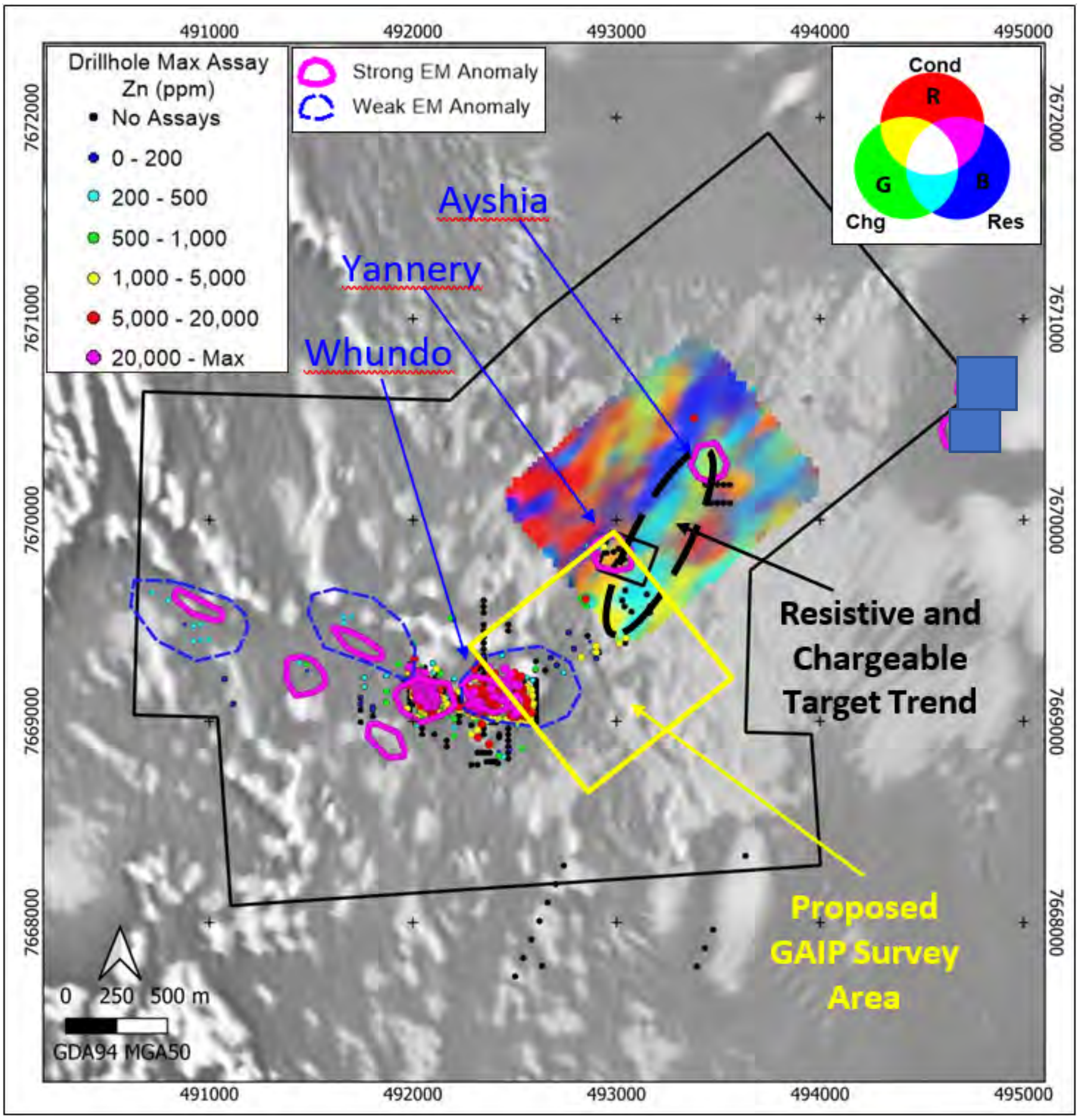

***Figure 23**: Whundo Project tenements M47/007 and M47/009 (black outlines), VTEM anomaly outlines from late-time VTEM data (pink), early-time anomalies (dashed blue), historic Whundo drillhole collar locations coloured by max Zn, and a semi-transparent colour GAIP ternary image where conductivity is red, chargeability is green and resistivity is blue, all overlying a greyscale derivative magnetic image background*

Munni Munni PGE Project

Joint Venture Formation with Platina Resources Limited

Following a period of constructive dialogue, Artemis is pleased to have now executed a full Joint Venture Agreement and associated documents that allow for to formal formation of a Joint Venture over 100% of the Munni Munni Project with Platina Resources Limited (ASX:PGM) in the ratio of beneficial interests, 70% ARV and 30% PGM.

Figure 24 shows the Munni Munni project area and tenement boundaries.

A Reverse Circulation (RC) drilling of 15 drill holes for 2,740 metres has been completed in May 2021, with drill holes spread through the entire upper portion of the mineralisation, to a maximum depth of 250 metres. As the PGE horizon is essentially a stratigraphic zone, historical drilling has been widely spaced and very selectively assayed; Artemis has undertaken a broad multi-element analytical suite to improve the subtle lithological variations and to close the drill spacing around the northern nose of the >20km long Munni Munni mafic intrusive Complex.

In the diamond drill core from 2018 essentially only gabbros and pyroxenites were recognised, likewise in the RC chips only gabbros, pyroxenites and sediments with various minor intrusive dykes were noted.

The RC data appears to show slightly lower absolute results for the PGE but occurs in the same relative 'stratigraphic 'position. This due to the RC data being in 1m sample intervals and the historical core being sampled on precise and detailed intervals often down to 0.25m.

Virtually all PGE occur within the websterite lithology with a lesser amount in the pyroxenite due the PGE occurring very close to the contact between the two units.

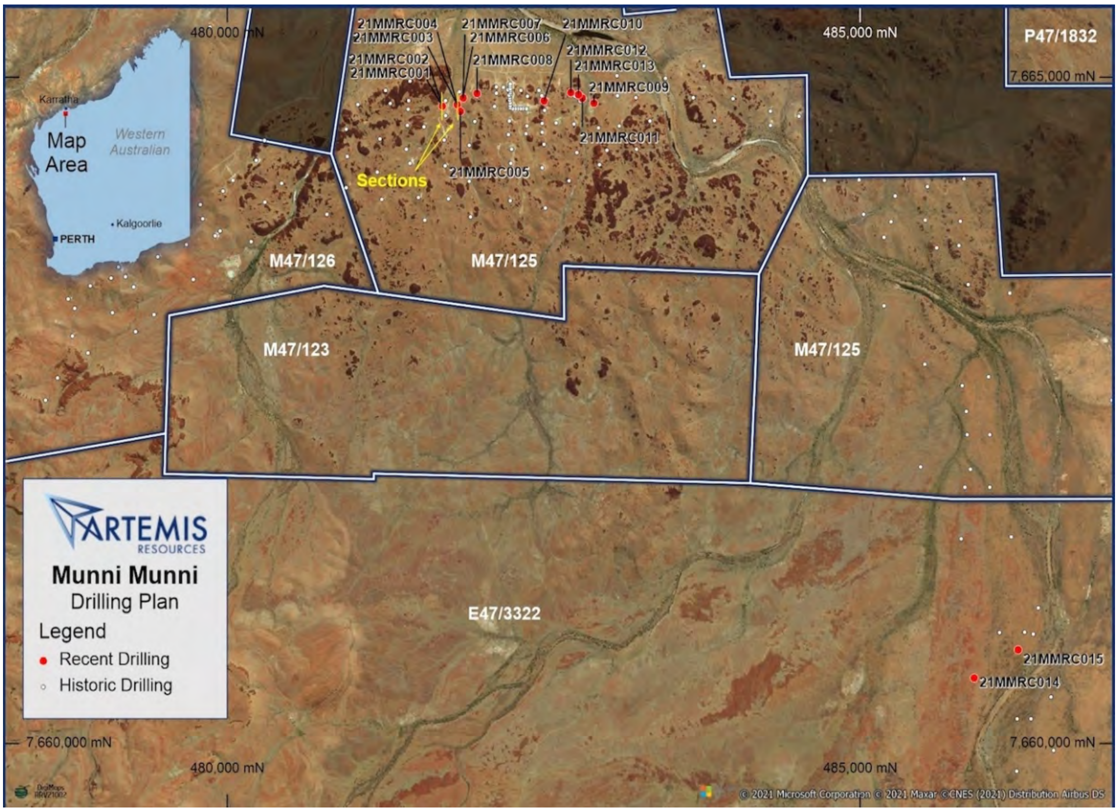

***Figure 24**: Munni Munni PGE Project area with tenement boundaries*

Holes 18MMAD006 with 21MMRC003 and 21MMRC004 show the direct correlation of the PGE results and the remarkable continuity and consistency of the lithochemistry based geological interpretation, as shown in Figure 25.

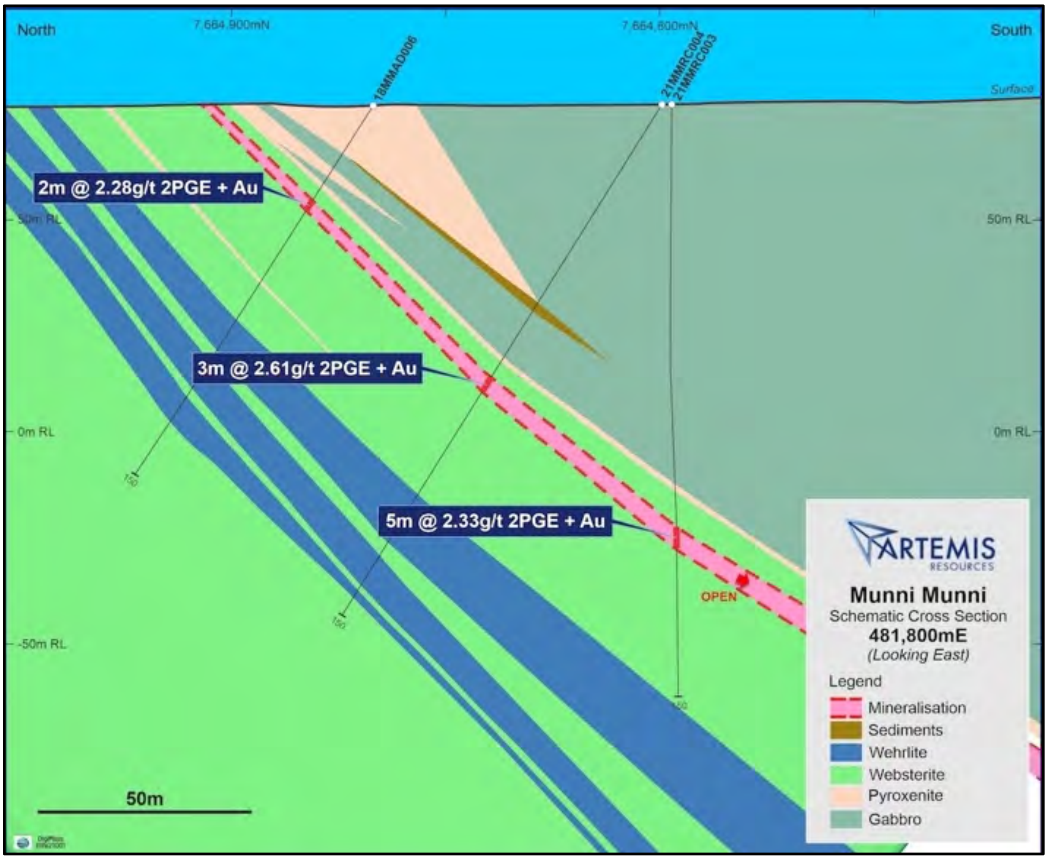

***Figure 25**: Munni Munni PGE Section 481700mE, 2PGE +AU intercepts.*

CORPORATE

Fund Raising

In September 2020 the Company completed the sale of its shares in Novo Corporation Inc. raising $5.78 million and in November 2020 realised a further $1.5m on the sale of non-core tenement assets to Alien Metals Limited.

The Company completed two capital raisings during the year placing 80 million shares in July 2020 at 7 cents per share to raise $5.6 million and approximately 116.7 million shares in June 2021 at 6 cents per shares raising a further $7 million.

Project Disposal

During Q1 2021 the Company continued with its process of disposing of non-core assets.

In late March 2021, the Company signed an Option Agreement with GreenTech Metals Ltd (GreenTech), for GreenTech to acquire Whundo and other non-core tenements.

The consideration for the non-core tenements consists of $250,000 cash (being reimbursement of exploration costs) and $1.35m of GreenTech shares subject to completion. GreenTech will also spend $450,000 to farm into certain tenements. This transaction has not proceeded as at the date of this report.

Board Changes

The Board welcomed Dr Simon Dominy as a Director on 1 July 2021. Dr Dominy is Adjunct Professor at the Western Australian School of Mines (WASM), Curtin University, and a Visiting Associate Professor at the Camborne School of Mines (CSM), University of Exeter, UK.

A mining geologist-engineer with over 25 years' experience, Dr Dominy is a Fellow of the Australasian Institute of Mining and Metallurgy ("FAusIMM") and the Australian Institute of Geoscientists ("FAIG").

Mr Boyd Timler was appointed a director in October 2020 and resigned in May 2021. Mr Edward Mead, previously executive director, became a non-executive director in February 2021.

Other Matters

The Company settled a dispute with Platina Resources Limited on the Munni Munni joint venture (Artemis holds a 70% interest) during the year and a formal joint venture agreement was executed in July 2021. The Company is now, together with Platina, focused on generating maximum value for this non-core project.

Alastair Clayton
Executive Director

Annual Minerals Resources Statement 30 June 2021

		Gold				Copper		Cobalt		Nickel		Zinc	
Category	*Tonnes (t)*	*AuEq (g/t)*	*g/t*	*AuEq (ozs)*	*Au (ozs)*	*%*	*t*	*%*	*t*	*%*	*t*	*%*	*t*
Carlow Castle - Au, Cu, Co													0.3 g/t Au cut-off
Measured													
Indicated													
Inferred (oxide)	4,400,000	0.90	0.40	129,000	53,000	0.30	13,000	0.04	2,000				
Inferred (transitional)	3,100,000	1.60	0.70	154,000	67,000	0.50	15,000	0.06	2,000				
Inferred (fresh)	6,900,000	1.70	0.90	372,000	199,000	0.40	26,000	0.06	4,000				
Sub-total	**14,300,000**	**1.40**	**0.70**	**655,000**	**320,000**	**0.40**	**53,000**	**0.05**	**8,000**				
Weerianna - Au													1 g/t Au cut-off
Measured													
Indicated													
Inferred	975,000		2		62,694								
Sub-total	**975,000**		**2**		**62,694**								
Radio Hill - Ni Cu, Co													0% cut-off
Measured													
Indicated	1,150,000					0.73	8,395	0.028	322	0.52	5,980		
Inferred													
Sub-total	**1,150,000**					**0.73**	**8,395**	**0.08**	**322**	**0.52**	**5,980**		
Ruth Well - Ni, Cu													0.3 % Ni cut-off
Measured													
Indicated	152,000					0.47	714			0.63	958		
Inferred													
Sub-total	**152,000**					**0.60**	**714**			**0.08**	**958**		
Whundo - Cu, Zn													0.2 % Cu cut-off
Measured													
Indicated	2,600,000					1.14	29,640					1.12	29,120
Inferred													
Sub-total	**2,600,000**					**1.14**	**29,640**					**1.12**	**29,120**
Ayshia- Whundo - Zn, Cu													0.4 % Zn cut-off
Measured	244,000					0.50	750					1.71	4,164
Indicated	593,000					0.50	1,720					2.42	14,340
Inferred	351,000					0.30	819					1.26	4,407
Sub-total	**1,118,000**					**0.43**	**3,289**					**1.93**	**22,911**
Total				*Gold Ounces*		*Copper Tonnes*		*Cobalt Tonnes*		*Nickel Tonnes*		*Zinc Tonnes*	
				AuEq (ozs)	*Au (ozs)*								
Measured, Indicated and inferred				655,000	382,694		95,038		8,322		6,938		52,031

Small variations may occur due to rounding of numbers.

In accordance with Listing Rule 5.23.2, Artemis confirms that it is not aware of any new information or data that materially affects the information included in the Annual Mineral Resources Statement above, and that in the case of mineral resources that all material assumptions and technical parameters underpinning the estimates in the Annual Mineral Resources Statement continue to apply and have not materially changed.

Material Changes and Resource Statement Comparison

The Company during this year has continued to review and report its mineral resources at least annually and provide an Annual Mineral Resources Statement. The date of reporting is 30 June each year, to coincide with the Company's end of financial year balance date. If there are any material changes to its mineral resources over the course of the year, the Company is required to promptly report these changes. In completing the annual review for the year ended 30 June 2020, the historical resource factors for Projects were reviewed and found to be relevant and current.

Governance Arrangements and Internal Controls

Artemis has ensured that the mineral resources quoted are subject to good governance arrangements and internal controls. The mineral resources reported have been generated by independent external consultants who are experienced in best practices in modelling and estimation methods. The consultants have also undertaken reviews of the quality and suitability of the underlying information used to generate the resource estimation. In addition, Artemis' management carries out regular reviews of internal processes and external contractors that have been engaged by the Company.

The Carlow Castle, Weerianna, Radio Hill, Ruth Well and Whundo mineral resources were compiled in accordance with the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code) 2012 Edition. The Ayshia-Whundo mineral resource was compiled in accordance with the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code) 2004 Edition.

Competent Persons Statements

The information in this statement that relates to Exploration Results and Exploration Targets is based on information compiled or reviewed by Allan Younger, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Younger is a consultant to the Company. Mr Younger has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking 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'. Mr Younger consents to the inclusion in this statement of the matters based on his information in the form and context in which it appears.

The information in this statement that relates to Mineral Resources is based on information compiled by Phil Jankowski who is a Member of the Australasian Institute of Mining and Metallurgy and a full-time employee of CSA Global. Mr Jankowski has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking 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'. Mr Jankowski consents to the inclusion in this statement of the matters based on his information in the form and context in which it appears.

Weerianna:

- ASX Announcement, Artemis Resources – 19 December 2018
- 2018 estimate (Geostat Services). Cut-off grade 1.0% Au. Estimated according to JORC Code (2012).

Carlow Castle:

- ASX Announcement, Artemis Resources – 20 November 2019
- 2021 estimate (CSA Global). Cut-off grade 0.3% AuEq. Estimated according to JORC Code (2012).

Radio Hill:

- ASX Announcement, Artemis Resources – 21 December 2018
- 2018 estimate (AM&A). Cut-off grade 0.0% Cu. Estimated according to JORC Code (2012).

Ruth Well:

- ASX Announcement, Artemis Resources – 7 May 2019
- 2019 estimate (AM&A). Cut-off grade 0.3% Ni. Estimated according to JORC Code (2012).

Whundo:

- ASX Announcement, Artemis Resources – 26 October 2018
- 2018 estimate (AM&A). Cut-off grade 0.2% Cu. Estimated according to JORC Code (2012).

Ayshia-Whundo:

- ASX Announcement, Fox Resources – 3 October 2007
- 2006 estimate (RSG Global) Cut-off grade 0.4% Zn. Estimated according to JORC Code (2004).

Tenements 30 June 2021

Project	Tenement	Status	Company
Purdy's Reward	L47/782	Pending	KML No 2 Pty Ltd
Carlow Castle	E47/1797	Live	KML No 2 Pty Ltd
Ruth Well	P47/1929	Live	KML No 2 Pty Ltd
	E47/3719	Live	KML No 2 Pty Ltd
	E47/3487[1]	Live	Elysian Resources Pty Ltd
	E47/3341[1]	Live	Hard Rock Resources Pty Ltd
47 Patch	E47/3361[1]	Live	Elysian Resources Pty Ltd
Elysian / Hard Rock	E47/3564[1]	Live	Elysian Resources Pty Ltd
	E47/3340[1]	Live	Hard Rock Resources Pty Ltd
	E47/3390[1]	Live	Hard Rock Resources Pty Ltd
	P47/1832[1]	Live	Hard Rock Resources Pty Ltd
	P47/1881[1]	Live	Hard Rock Resources Pty Ltd
	E47/3534[1]	Live	Jindalee Resources Pty Ltd
	E47/3535[1]	Pending	Jindalee Resources Pty Ltd
	P47/1833[1]	Pending	Jindalee Resources Pty Ltd
Whundo	L47/163	Live	Fox Radio Hill Pty Ltd
	M47/7	Live	Fox Radio Hill Pty Ltd
	M47/9	Live	Fox Radio Hill Pty Ltd
Radio Hill	M47/161	Live	Fox Radio Hill Pty Ltd
	M47/337	Live	Fox Radio Hill Pty Ltd
	L47/93	Live	Fox Radio Hill Pty Ltd
Weerianna	M47/223[2]	Live	Western Metals Pty Ltd
Silica Hills	L47/781	Pending	KML No 2 Pty Ltd
	E47/1746	Live	KML No 2 Pty Ltd
Telfer	E45/5276	Live	Armada Mining Pty Ltd
Sing Well	P47/1622	Live	KML No 2 Pty Ltd
	P47/1112	Live	KML No 2 Pty Ltd
Nickol River	P47/1126	Live	KML No 2 Pty Ltd
	P47/1925	Live	KML No 2 Pty Ltd
Munni Munni	E47/3322[3]	Live	Karratha Metals Pty Ltd
	M47/123[3]	Live	Platina Resources Ltd
	M47/124[3]	Live	Platina Resources Ltd
	M47/125[3]	Live	Platina Resources Ltd
	M47/126[3]	Live	Platina Resources Ltd

1– 70% Artemis – Karratha Gold Joint Venture

2 – 80% Artemis

3 – 70% Artemis – Joint Venture with Platina Resources

Corporate Governance Statement

Artemis, through its Board and executives, recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with Artemis. These policies and practices remain under constant review as the corporate governance environment and good practices evolve,

ASX Corporate Governance Principles and Recommendations

The third edition of ASX Corporate Governance Council Principles and Recommendations (the "Principles") sets out recommended corporate governance practices for entities listed on the ASX.

The Company has issued a Corporate Governance Statement which discloses the Company's corporate governance practices and the extent to which the Company has followed the recommendations set out in the Principles. The Corporate Governance Statement was approved by the Board on 29 September 2021 and is available on the Company's website:

https://artemisresources.com.au/company/corporate-governance

Annual Financial Statements
Contents

Directors' Report

The Directors of Artemis Resources Limited submit herewith the financial report of Artemis Resources Limited ("Artemis" or "Company") and its subsidiaries (referred to hereafter as the "Group") for the year ended 30 June 2021. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

The names of the Directors who held office during or since the end of the year and until the date of this report are as follow:

Mark Potter	Non-Executive Chairman
Alastair Clayton	Executive Director
Edward Mead	Non-Executive Director
Daniel Smith	Non-Executive Director
Simon Dominy	Non-Executive Director (appointed 1 July 2021)
Boyd Timler	Executive Director (appointed 1 October 2020, resigned 24 May 2021)

<u>Current Directors</u>

MR MARK POTTER
Non-Executive Chairman

Mr Mark Potter has over 16 years' experience in natural resource investments. He currently serves as a Director and Chief Investment Officer of Metal Tiger PLC, a natural resources investment company quoted on the AIM market of the London Stock Exchange.

Mr Potter has worked on several landmark deals in the mining sector including the successful distressed investment and turnaround of Western Coal Corp and its c$3.3bn sale to Walter Energy Inc. He has a MA degree in Engineering and Management from Trinity College, University of Cambridge.

Mr Potter is Non-Executive Chairman of Thor Mining Plc.

Interest in Securities as at the date of this report:
Fully paid ordinary shares: Nil
Unlisted options: 20,000,000

MR ALASTAIR CLAYTON
Executive Director

Mr. Clayton is based in London and is a qualified geologist and mining executive with extensive experience in evaluating, optimising and financing large scale mining projects internationally.

Alastair has over 20 years' experience in identifying, financing and developing mineral, energy and materials processing projects in Australia, Europe and Africa. A qualified geologist, Alastair also has a Graduate Diploma in Finance and Economics and maintains a broad network of Equity Provider and Private Equity relationships in both Europe, Africa and Australia.

Mr Clayton has considerable experience with both ASX and AIM listed companies. In his previous role at Primorus Investments AIM:PRIM, Mr Clayton has been a vocal supporter of the Patersons Range area and understands the significant potential the Company holds as the Artemis project surrounds Haverion. Mr Clayton was previously a Director of ASX100 listed Extract Resources and Universal Coal PLC.

Interest in Securities as at the date of this report:
Fully paid ordinary shares: 2,000,000
Unlisted options: 60,000,000

MR EDWARD MEAD
Non-Executive Director

Mr Edward Mead is a geologist with over 25 years' experience in gold and base metals exploration, mine development and mine production. Mr Mead has also worked in the oil and gas industry on offshore drilling platforms. Other commodities that he has significant experience with are iron ore, magnetite, coal, manganese, lithium, potash and uranium.

Mr Mead has a Bachelor of Science (Geology) from Canterbury University in New Zealand and is a member of the Australian Institute of Mining and Metallurgy.

Mr Mead is a director of White Cliff Minerals Limited. Mr Mead was appointed as a Director on 31 December 2014.

Interest in Securities as at the date of this report:
Fully paid ordinary shares: 4,483,870
Unlisted options: 7,500,000

MR DANIEL SMITH
Non-Executive Director

Mr Daniel Smith holds a Bachelor of Arts, is a a Fellow of the Governance Institute of Australia with a strong background in finance having previously worked in the broking industry. Mr Daniel Smith has 13 years' primary and secondary capital markets expertise and has advised on and been involved in a number of IPOs, RTOs and capital raisings on the ASX, AIM and NSX.

Mr Smith is a non-executive chairman of Alien Metals Limited, non-executive director and company secretary of Europa Limited, QX Resources Limited and Lachlan Star Limited, and is company secretary of Taruga Minerals Limited and Vonex Limited.

Interest in Securities as at the date of this report:
Unlisted options: 9,500,000

DR SIMON DOMINY
Non-Executive Director

Dr Simon Dominy is Adjunct Professor at the Western Australian School of Mines (WASM), Curtin University, and a Visiting Associate Professor at the Camborne School of Mines (CSM), University of Exeter, UK.

Simon is a mining geologist-engineer with over 25 years' experience based in mine operations, consulting and academia. He has worked on a number of gold projects in Australia particularly in WA, QLD and VIC, and across Europe, the Americas, and Africa.

Since 2015 he has been working with several of private and listed entities developing/operating gold projects including: MG Gold Ltd; Novo Resources Corporation (TSV: NVO); Scotgold Resources Ltd (AIM: SGZ) and OCX Gold Group.

Between 2004-2014 he was an Executive Consultant/General Manager with the Snowden Group based in Australia and UK, including two years contracted out to LionGold Corporation (SGX: A78).

Simon is a Fellow of the Australasian Institute of Mining and Metallurgy ("FAusIMM") and the Australian Institute of Geoscientists ("FAIG"). Over the past 20 years he has acted as a Competent/Qualified Person on numerous mineral deposits globally.

Interest in Securities as at the date of this report:
Nil

FORMER DIRECTOR

Mr Boyd Timler was appointed on 1 October 2021 as a Non-Executive Director, became an Executive Director on 1 February 2021 and resigned on 24 May 2021.

Company Secretary

MR GUY ROBERTSON

Mr Guy Robertson was appointed Company Secretary on 12 November 2009.

Mr Robertson has over 30 years' experience as a Director, CFO and Company Secretary of both public (ASX- listed) and private companies in both Australia and Hong Kong. He has had significant experience in due diligence, acquisitions, IPOs and corporate management. Mr Robertson has a Bachelor of Commerce (Hons) and is a Chartered Accountant. He is a director of Hastings Technology Metals Ltd and Metal Bank Limited.

Significant Changes in State of Affairs

As outlined in the operations report the mineral resource estimate for the Carlow Castle project was downgraded in May 2021.

There were no significant changes in the state of affairs of the Company during the year.

Principle Activities

The principal activity of the Company during the financial year was mineral exploration. There have been no significant changes in the nature of the Company's principal activities during the financial year.

Significant Events after Balance Sheet Date

Dr Simon Dominy was appointed a non-executive director on 1 July 2021.

Other than as outlined above there are currently no matters or circumstances that have arisen since the end of the financial year that have significantly affected or may significantly affect the operations the Group, the results of those operations, or the state of affairs of the Group in the future financial years.

Likely Future Developments and Expected Results

The primary objective of Artemis is to explore its current tenements in Australia with a view to determining an economically viable gold resource for processing at the Fox Radio Hill processing plant.

Performance in relation to Environmental Regulation

The Group will comply with its obligations in relation to environmental regulation on its projects when it undertakes exploration. The Directors are not aware of any breaches of any environmental regulations during the period covered by this Report.

Operating Results and Financial Review

The loss of the Group after providing for income tax amounted to $10,483,611 (2020: loss of $12,273,340). The loss position for the year includes non-cash items comprising a write off of exploration costs of $7,113,105 (2020: $9,318,149), fair value gain on financial assets of $708,289 (2020: $3,666,670), and share based payments in the amount of $1,401,000 (2020: $1,340,163).

The Group's operating income decreased to $133,815 (2020: $188,506). The Group's expenses decreased to $11,297,045 (2020: $15,203,099).

The carrying value of exploration and development costs decreased to $28,203,617 (2020: $25,773,132) reflecting exploration undertaken during the year and the impairment of the carrying costs of exploration on the Company's projects. The development expenditure has increased marginally to $23,473,919 (2020: $23,414,154) reflecting refurbishment on the Radio Hill Plant and the fact that it remains on care and maintenance.

Dividends Paid or Recommended

The Directors do not recommend the payment of a dividend and no dividend has been paid or declared to the date of this Report.

Directors' Meetings

The number of Directors' meetings (including committees) held during the year and the number of meetings attended by each director were as follows:

Name of Director	Board Meetings		Audit Committee Meetings		Remuneration Committee Meetings	
	Attended	Held	Attended	Held	Attended	Held
Mark Potter	14	14	2	2	1	1
Alastair Clayton	14	14	2	2	-	-
Edward Mead	14	14	2	2	1	1
Daniel Smith	14	14	2	2	1	1
Boyd Timler	7	7	1	1	-	-

Held represents the number of meetings held during the time the director held office or was a member of the relevant committee.

Indemnifying Officers

In accordance with the Constitution, except as may be prohibited by the Corporations Act 2001, every officer or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him or her in his or her capacity as officer or agent of the Company or any related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal.

The Company paid insurance premiums of $53,667 on 31 August 2021 in respect of a contract insuring the directors and officers of the Group against any liability incurred in the course of their duties to the extent permitted by the Corporations Act 2001. The insurance premiums relate to:

- Costs and expenses incurred by the relevant officers in defending legal proceedings, whether civil or criminal and whatever their outcome; and
- Other liabilities that may arise from their position, with the exception of conduct involving wilful breach of duty or improper use of information to gain a personal advantage.

Proceedings on behalf of the Company

As at publication date, no person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceeding to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

The lead auditor's independence declaration for the year ended 30 June 2021 has been received and can be found on page 43 of the financial report.

This Report is made in accordance with a resolution of the Directors.

Mark Potter
Chairman
30 September 2021

Remuneration Report

Remuneration Report – Audited

The remuneration report, which has been audited, outlines the key management personnel remuneration arrangements for the Company, in accordance with the requirements of the Corporations Act 2001 and its regulations.

The remuneration report is set out under the following main headings:
A. Principles used to determine the nature and amount of remuneration
B. Details of remuneration
C. Service agreements
D. Share-based compensation
E. Additional disclosures relating to key management personnel

A. Principles used to determine the nature and amount of remuneration

The Board's policy for determining the nature and amount of remuneration for Board members and officers is as follows:

- The remuneration policy, which sets the terms and conditions (where appropriate) for the executive directors and other senior staff members, was developed by the Remuneration Committee and ultimately approved by the Board;

- In determining competitive remuneration rates, the Remuneration Committee may seek independent advice on local and international trends among comparative companies and industries generally. The Remuneration Committee examines terms and conditions for employee incentive schemes, benefit plans and share plans. Independent advice may be obtained to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices. No remuneration consultants were retained by the Group during the year;

- The Company is a mineral exploration company, and therefore speculative in terms of performance. Consistent with attracting and retaining talented executives, directors and senior executives, such personnel are paid market rates associated with individuals in similar positions within the same industry. Options and performance incentives may be issued particularly as the Company moves from commercialisation to a producing entity and key performance indicators such as profit and production can be used as measurements for assessing executive performance;

- Given the early stage of the Company's projects it is not meaningful to track executive compensation to financial results and shareholder wealth. It is also not possible to set meaningful specific objective performance criteria for directors as this stage;

- All remuneration paid to directors and officers is valued at the cost to the Company and expensed. Where appropriate, shares given to directors, executives and officers are valued as the difference between the market price of those shares and the amount paid by the director or executive. Options are valued using the Black-Scholes methodology; and

A. Principles used to determine the nature and amount of remuneration (continued)

- The policy is to remunerate non-executive directors and officers at market rates for comparable companies for time, commitment and responsibilities. Given the evolving nature of the Group's business, the Board, in consultation with independent advisors, determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability.

  The maximum aggregate amount of fees that can be paid to non-executive directors is $300,000 per annum. Fees for non-executive directors and officers are not linked to the performance of the Company. However, from time to time and subject to obtaining all requisite shareholder approvals, the directors and officers will be issued with securities as part of their remuneration where it is considered appropriate to do so and as a means of aligning their interests with shareholders.

B. Details of remuneration

(i) Details of Directors and Key Management Personnel

Current Directors

Mark Potter – Non-Executive Chairman (appointed 24 February 2020)
Alastair Clayton – Non-Executive Director (appointed 29 January 2020)
Edward Mead – Executive Director (appointed 31 December 2014)
Daniel Smith – Non-Executive Director (appointed 5 February 2019)
Simon Dominy – Non-Executive Director (appointed 1 July 2021)

Former Directors

Boyd Timler – Non-Executive Director (appointed 1 October 2020, resigned 24 May 2021)

Key Management Personnel

Stephen Boda – General Manager Exploration

Except as detailed in Notes (i) – (iii) to the Remuneration Report, no Director has received or become entitled to receive, during or since the financial period, a benefit because of a contract made by the Company or a related body corporate with a Director, a firm of which a Director is a member or an entity in which a Director has a substantial financial interest. This statement excludes a benefit included in the aggregate amount of emoluments received or due and receivable by Directors and shown in Notes (i) – (iii) to the Remuneration Report, prepared in accordance with the Corporations Regulations 2001, or the fixed salary of a full-time employee of the Company.

B. Details of remuneration (continued)

(ii) Remuneration of Directors and Key Management Personnel

The Remuneration Committee and the Board will assess the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and executive team. Remuneration of the Key Management Personnel of the Group is set out below.

FY20/21					
Name	**Base Salary and Fees $**	**Share Based Payments $**	**Post Employment Super-Contribution $**	**Total $**	**Performance based %**
M. Potter	125,132	948,900	-	1,074,032	88%
A. Clayton	328,535	452,100	-	780,635	58%
E. Mead	188,225	-	-	188,225	-
D. Smith	50,004	-	-	50,004	-
B. Timler[1]	228,591	-	16,562	245,153	-
A.Younger	177,192	-	16,833	194,025	-
S. Boda	55,974	-	2,679	58,653	-
	1,153,653	1,401,000	36,074	2,590,727	

[1] Includes termination payment of $93,191, on resignation on 24 May 2021.

FY19/20					
Name	**Base Salary and Fees $**	**Share Based Payments $**	**Post Employment Super-Contribution $**	**Total $**	**Performance based %**
M. Potter[1]	28,095	47,846	-	75,941	63
A. Clayton[2]	135,297	359,436	-	494,733	73
E. Mead	230,000	165,294	-	395,294	42
D. Smith	50,004	281,880	-	331,884	85
H.H. Sheikh Maktoum[3]	80,000	140,000	-	220,000	64
G. Robertson	18,300	86,700	-	105,000	83
	541,696	1,081,156	-	1,622,852	

[1] *Commenced 24 February 2020.*
[2] *Commenced 29 January 2020.*
[3] *Resigned during financial year.*

C. Service agreements

Component	Non-executive Chairman	Executive Director	Non-executive directors
Fixed remuneration	$120,000	$300,000	$50,000
Contract duration	Ongoing	Ongoing	Ongoing
Notice by the individual/company	1 month	3 months	1 month

All Board members have letters of appointment, with remuneration and terms as stated.

The Exploration Manager has a contract providing for a gross salary of $308,000 plus superannuation. The contract has a three-month notice period.

D. Share-based compensation

Options

The terms of each grant of options affecting remuneration in the previous, current or future reporting periods are as follows:

Date option granted	Expiry date	Issue price of Shares	Number under option
30 April 2020	31 July 2022	5 cents	43,500,000
30 April 2020	31 July 2023	7 cents	43,500,000
1 December 2020	1 December 2023	18 cents	5,000,000
1 December 2020	1 December 2025	25 cents	5,000,000

The following options relating to Boyd Timler were issued and forfeited on resignation during the year.

30 September 2020	30 September 2022	10 cents	2,500,000
30 September 2020	30 September 2023	12.5 cents	2,500,000

Options granted as remuneration to Key Management Personnel in the previous, current and future reporting periods:

Name	Date of grant	Expiry date	Number under options	Grant date value	Vesting date[2]
Mark Potter	30 April 2020	31 July 2022	5,000,000[3]	$65,050	31 July 2020
Alastair Clayton	30 April 2020	31 July 2022	30,000,000[3]	$390,300	31 July 2020
Edward Mead	30 April 2020	31 July 2022	3,750,000[3]	$48,787	30 April 2020
Daniel Smith	30 April 2020	31 July 2022	4,750,000[3]	$61,798	30 April 2020
Mark Potter	30 April 2020	31 January 2023	5,000,000[4]	$75,350	24 February 2021
Alastair Clayton	30 April 2020	31 January 2023	30,000,000[4]	$452,100	29 January 2021
Edward Mead	30 April 2020	31 January 2023	3,750,000[4]	$56,512	30 April 2020
Daniel Smith	30 April 2020	31 January 2023	4,750,000[4]	$71,583	30 April 2020
Mark Potter	1 December 2020	1 December 2023	5,000,000[5]	$406,150	1 December 2021
Mark Potter	1 December 2020	1 December 2025	5,000,000[6]	$467,400	1 December 2021
Boyd Timler[1]	30 September 2020	30 September 2022	2,500,000[7]	$134,200	N/A
Boyd Timler[1]	30 September 2020	30 September 2023	2,500,000[8]	$142,650	N/A

[1]No expense was recorded during the year on these options as they were forfeited on resignation.

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables above. Fair values at the grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution the share price at grant date and expected price volatility of the underlying shares, the expected dividend yield and the risk-free interest rate for the term of the option.

[2]Vesting dates are between one and two years from date of appointment.

[3]Exercise price $0.05, value per option $0.01301
[4]Exercise price $0.07, value per option $0.01507
[5]Exercise price $0.18, value per option $0.08123
[6]Exercise price $0.25, value per option $0.09348
[7]Exercise price $0.10, value per option $0.05368
[8]Exercise price $0.125, value per option 0.05706

All equity dealings with Directors have been entered into with terms and conditions no more favourable than those that the entity would have adopted if dealing at arm's length.

E. Additional disclosures relating to key management personnel

Shares held by Directors and Key Management Personnel

FY20/21				
Name	**Balance at the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at resignation/ the end of year**
M. Potter	-	-	-	-
A. Clayton	500,000	-	1,500,000	2,000,000
E. Mead	4,483,870	-	-	4,483,870
D. Smith	-	-	-	-
B. Timler[1]	-	-	-	-
A. Younger[2]	-	-	-	-
S. Boda	-	-	-	-
	4,983,870	-	1,500,000	6,483,870

[1] Resigned 24 May 2021
[2] Resigned subsequent to year end

FY19/20				
Name	**Balance at the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at resignation/ the end of year**
M. Potter[1]	-	-	-	-
A. Clayton[2]	500,000	-	-	500,000
E. Mead	2,000,000	2,000,000	483,870	4,483,870
D. Smith	-	-	-	-
G. Robertson[4]	452,999	4,818,750	322,580	5,594,329
H.H. Sheikh Maktoum[3]	10,150,000	5,000,000	1,117,392	16,267,392
	13,102,999	11,818,750	1,923,842	26,845,591

[1] Commenced 24 February 2020.
[2] Commenced 29 January 2020.
[3] Resigned during financial year.
[4] G.Robertson is not a Key Management Person in 2021.

E. Additional disclosures relating to key management personnel (continued)

Options and performance rights held by Directors and Key Management Personnel

FY20/21				
Name	**Balance at appointment/ the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at resignation/ the end of year**
Options				
M. Potter	10,000,000	10,000,000	-	20,000,000
A. Clayton	60,000,000	-	-	60,000,000
E. Mead	7,500,000	-	-	7,500,000
D. Smith	9,500,000	-	-	9,500,000
B. Timler[1]	-	5,000,000	(5,000,000)	-
A.Younger	-	-	-	-
S. Boda	-	-	-	-
	87,000,000	15,000,000	(5,000,000)	97,000,000

[1]Resigned 24 May 2021 and options cancelled on resignation.

No performance rights were issued during the year.

FY19/20				
Name	**Balance at appointment/ the beginning of the year**	**Received as remuneration**	**Net Change Other**	**Balance at resignation/ the end of year**
Options				
M. Potter[1]	-	10,000,000	-	10,000,000
A. Clayton[2]	-	60,000,000	-	60,000,000
E. Mead	1,500,000	15,000,000	(9,000,000)	7,500,000
D. Smith	-	18,500,000	(9,000,000)	9,500,000
G. Robertson	-	-	-	-
H.H. Sheikh Maktoum[3]	-	-	-	-
	1,500,000	103,500,000	(18,000,000)	87,000,000
Performance Rights				
M. Potter[1]	-	-	-	-
A. Clayton[2]	-	-	-	-
A. Duncan-Kemp[1]	-	-	-	-
E. Mead	2,000,000	-	(2,000,000)	-
D. Smith[2]	-	-	-	-
G. Robertson	2,000,000	-	(2,000,000)	-
H.H. Sheikh Maktoum[3]	-	-	-	-
	4,000,000	-	(4,000,000)	-

[1] *Commenced 24 February 2020.*
[2] *Commenced 29 January 2020.*
[3] *Resigned during financial year.*

E. Additional disclosures relating to key management personnel (continued)

Other transactions with key management personnel

	Consolidated	
	30 June 2021 $	30 June 2020 $
Doraleda Pty Ltd[1]	188,225	230,000
Integrated CFO Solutions[2]	-	18,300
Minerva Corporate Pty Ltd[3]	134,000	117,694
Kiran Capital Advisors Limited[4]	16,666	28,095
	338,891	394,089

[1] Director fees and consulting fees paid to Doraleda Pty Ltd, a company in which Mr Edward Mead has an interest. Directors fees accrued and not paid at year ended amount to $4,167.
[2] Company secretary fees and consulting fees paid to Integrated CFO Solutions, a company in which Mr Guy Robertson has an interest.
[3] Director fees ($50,004) and accounting fees ($83,996) paid to Minerva Corporate Pty Ltd, a company in which Mr Daniel Smith has an interest. Directors fees accrued and not paid as at year ended amounted to $4,167.
[4] Non-Executive Chairman fees paid to Kiran Capital Advisors Limited, a company which Mr Mark Potter has an interest.

Directors fees and not paid at year end to Mr Alastair Clayton amounted to $25,795.

END OF AUDITED REMUNERATION REPORT

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Artemis Resources Limited for the year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
30 September 2021

B G McVeigh
Partner

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Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2021

	Notes	Consolidated 30 June 2021 $	Consolidated 30 June 2020 $
Revenue	3	133,815	188,506
Cost of sales		(38,617)	(165,698)
Fair value gain on financial assets		708,289	3,666,670
Profit/(loss) on disposal of exploration expenditure	12	9,946	(769,898)
Personnel costs		(56,375)	(174,418)
Occupancy costs		(33,540)	(5,115)
Legal fees		(546,610)	(45,439)
Consultancy costs		(471,802)	(1,825,167)
Compliance and regulatory expenses		(140,710)	(160,291)
Directors' fees		(920,675)	(523,396)
Travel		(9,440)	(98,954)
Marketing expenses		(232,106)	(270,250)
Borrowing costs		(28,461)	(705,465)
Other expenses		(342,811)	(543,707)
Project and exploration expenditure write off	12	(7,113,105)	(9,318,149)
Net fair value loss on financial instruments designated as fair value through profit or loss	16	-	(155,519)
Share-based payments	25	(1,401,000)	(1,340,163)
Unrealised foreign exchange loss		(409)	(26,887)
LOSS BEFORE INCOME TAX		(10,483,611)	(12,273,340)
Income tax expense/benefit	4	-	-
LOSS FOR THE YEAR		(10,483,611)	(12,273,340)
Other comprehensive income, net of tax		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(10,483,611)	(12,273,340)
LOSS FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the parent entity		(10,483,611)	(12,273,340)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the parent entity		(10,483,611)	(12,273,340)
Basic loss per share - cents	23	(0.93)	(1.35)
Diluted loss per share - cents	23	(0.93)	(1.35)

The consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes

Consolidated Statement of Financial Position

For the Year Ended 30 June 2021

		Consolidated	
	Notes	30 June 2021 $	30 June 2020 $
CURRENT ASSETS			
Cash and cash equivalents	5	9,082,554	412,138
Other receivables	6	309,546	170,139
Assets held for sale	7	1,600,000	280,212
Other financial assets	8	533,542	6,586,551
TOTAL CURRENT ASSETS		11,525,642	7,449,040
NON-CURRENT ASSETS			
Plant and equipment	9	90,507	117,703
Intangible assets	10	33,732	71,676
Right-of-use assets	11	-	35,442
Exploration and evaluation expenditure	12	26,603,617	25,773,132
Development expenditure	13	23,473,919	23,414,154
TOTAL NON-CURRENT ASSETS		50,601,775	49,412,107
TOTAL ASSETS		61,727,417	56,861,147
CURRENT LIABILITIES			
Trade and other payables	14	2,643,864	1,834,010
Current lease liabilities	11	-	40,824
Employee benefits obligation	15	2,170	10,133
Financial liabilities	16	-	116,671
TOTAL CURRENT LIABILITIES		2,646,034	2,001,638
NON-CURRENT LIABILITIES			
Provisions	17	1,413,123	1,413,123
TOTAL NON-CURRENT LIABILITIES		1,413,123	1,413,123
TOTAL LIABILITIES		4,059,157	3,414,761
NET ASSETS		**57,668,260**	**53,446,386**
EQUITY			
Share capital	18	105,885,802	92,294,878
Reserves	19	3,376,640	3,257,318
Accumulated losses		(51,564,182)	(42,105,810)
Parent interests		57,668,260	53,446,386
TOTAL EQUITY		**57,668,260**	**53,446,386**

The consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity for the Year Ended

For the Year Ended 30 June 2021

Consolidated	Issued Capital $	Reserves $	Accumulated Losses $	Total Equity $
Balance at 1 July 2020	92,294,878	3,257,318	(42,105,810)	53,446,386
Loss for the year	-	-	(10,483,611)	(10,483,611)
Total comprehensive loss for the year	-	-	(10,483,611)	(10,483,611)
Issue of shares	14,359,343	-	-	14,359,343
Cost of share issue	(1,054,858)	-	-	(1,054,858)
Lapse of options	-	(1,025,239)	1,025,239	-
Conversion of options	256,439	(256,439)	-	-
Share-based payments	-	1,401,000	-	1,401,000
Balance at 30 June 2021	105,855,802	3,376,640	(51,564,182)	57,668,260

Consolidated	Issued Capital $	Reserves $	Accumulated Losses $	Total Equity $
Balance at 1 July 2019	81,438,336	2,571,003	(30,589,267)	53,420,072
Loss for the year	-	-	(12,273,340)	(12,273,340)
Total comprehensive loss for the year	-	-	(12,273,340)	(12,273,340)
Issue of shares	10,581,342	-	-	10,581,342
Conversion of performance rights	275,200	(275,200)	-	-
Lapse of performance rights	-	(756,797)	756,797	-
Share-based payments	-	1718,312	-	1,718,312
Balance at 30 June 2020	92,294,878	3,257,318	(42,105,810)	53,446,386

The consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the Year Ended 30 June 2021

	Note	Consolidated	
		30 June 2021 $	30 June 2020 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		35,000	11,249
Payments to suppliers and employees		(2,082,967)	(2,113,526)
Interest received		7,404	3,289
Financing cost		-	(118,371)
Receipts from government grants & tax incentives		105,970	131,538
NET CASH USED IN OPERATING ACTIVITIES	26	(1,934,593)	(2,085,821)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of investments		7,406,323	820,000
Payments for exploration and evaluation		(9,750,122)	(2,954,960)
Payment for development expenditure		(59,765)	(49,172)
Payments for purchase of investments		(508,942)	-
Proceeds on sale of project		369,000	-
NET CASH USED IN INVESTING ACTIVITIES		(2,543,506)	(2,184,132)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		12,599,475	9,878,813
Cost of share issue		(608,828)	(529,633)
Exercise of options		1,313,838	-
Repayment of short-term loan	27	(116,671)	(225,988)
Repayment of lease liabilities	27	(40,824)	(100,946)
Repayment of convertible note	27	-	(5,162,725)
NET CASH PROVIDED BY FINANCING ACTIVITIES		13,146,990	3,859,521
Net increase/(decrease) in cash held		**8,668,891**	**(410,432)**
Cash at the beginning of the period		412,138	821,481
Effects of exchange rate changes on the balance of cash held in foreign currencies		1,525	1,089
CASH AT THE END OF THE YEAR	5	**9,082,554**	**412,138**

The consolidated statement of cash flows is to be read in conjunction with the accompanying notes.

Notes to the Financial Statements

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial report is a general-purpose financial report prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Standards Board, International Financial Reporting Standards as issued by the International Accounting Standards Board and the requirements of the Corporations Act 2001. The Group is a for profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The consolidated financial statements have been prepared on the basis of historical costs, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise stated.

The financial statements are presented in Australian dollars which is Artemis Resources Limited's functional and presentation currency.

These financial statements were authorised for issue on 30 September 2021.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement in with the investee; and
- has the ability to its power to affect its returns.

The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above.

When the Company has less than a majority of the voting rights if an investee, it has the power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- potential voting rights held by the Company, other vote holders or other parties; rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholder meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Changes in the Group's ownership interest in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in subsidiaries. Any difference between the amount paid by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between:

- The aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- The previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by the applicable AASBs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired, and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the consolidated statement of comprehensive income.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below $5,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Adoption of New a Revised Accounting Standards or Interpretations

In the year ended 30 June 2021, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the current reporting period. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Group and therefore, no material change I s necessary to Group accounting policies.

Any new, revised or amending Accounting Standards or Interpretations that are yet to be mandatory have not been early adopted.

The Directors have also reviewed all the new and revised Standards and Interpretations in issue not yet adopted for the year ended 30 June 2021. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted by the Company.

Going Concern

For the year ended 30 June 2021, the Group recorded a loss of $10,483,611 (2020: Loss of $12,273,340) and had net cash outflows from operating activities of $1,934,593 (2020: $2,085,821) and has a net working capital surplus of $7,279,608 as at 30 June 2021 (2020: $5,447,402).

The Directors believe that it is reasonably foreseeable that the Company and Group will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- The Group has cash at bank of $9,082,554 and net assets of $57,668,260 as at 30 June 2021;
- The Company has raised $12,599,475 in new capital during the year and Directors are of the view that should the Company require additional capital it has the ability to raise further capital to enable the Group to meet scheduled exploration expenditure requirements and future plans on the development assets;
- The ability of the Group to scale back certain parts of their activities that are non-essential so as to conserve cash; and
- The Group retains the ability, if required, to wholly or in part dispose of interests in mineral exploration and development assets, and liquid investments.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Company and Group will continue as a going concern and therefore whether they will realise their assets and extinguish their liabilities in the normal course of business and at the amounts stated in the financial report.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

The income tax expense (benefit) for the year comprises current income tax expense (income) and deferred tax expense (income). Current income tax expense charged to the statement of profit or loss and other comprehensive income is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses. Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity. Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation costs

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- the rights to tenure of the area of interest are current; and
- at least one of the following conditions is also met:
  - the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
  - exploration and evaluation activities in the area of interest have not at the balance date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortised of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement

All financial assets are initially measured at fair value adjusted for transaction costs (where applicable). For the purpose of subsequent measurement, all the financial assets, are classified as amortised cost.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of other receivables which is presented within other expenses.

(i) Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets to collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method.

Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, and most other receivables fall into this category of financial instruments.

Other receivables

The Group makes use of a simplified approach in accounting for other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assess impairment of other receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Plant and equipment

Each class of plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses. Plant and equipment are measured on the cost basis.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Derecognition and disposal

An item of plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Plant and Equipment – ranging from 2 to 20 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

Impairment

The carrying values of plant and equipment are reviewed for impairment at each balance date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to approximate fair value.

An impairment exists when the carrying value of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

For plant and equipment, impairment losses are recognised in the statement of profit or loss and other comprehensive income in the cost of sales line item.

Intangible assets

Intangible assets acquired separately are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis.

Impairment of intangible assets other than goodwill

The Group assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

Development expenditure

Development expenditures represent the accumulation of all exploration, evaluation and other expenditure incurred in respect of areas of interest in which mining is in the process of commencing. When further development expenditure is incurred after the commencement of production, such expenditure is carried forward as part of the mine property only when substantial future economic benefits are thereby established, otherwise such expenditure is classified as part of the cost of production.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Restoration and rehabilitation

A provision for restoration and rehabilitation is recognised when there is a present obligation as a result of development activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of abandoning sites, removing facilities and restoring the affected areas.

The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation at the balance date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision at each balance date.

The initial estimate of the restoration and rehabilitation provision is capitalised into the cost of the related asset and amortised on the same basis as the related asset, unless the present obligation arises from the production of inventory in the period, in which case the amount is included in the cost of production for the period. Changes in the estimate of the provision for restoration and rehabilitation are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognised as a finance cost rather than being capitalised into the cost of the related asset.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the consolidated statement of financial position.

Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

Employee leave benefits

Wages, salaries, annual leave and sick leave

Liabilities accruing to employees in respect of wages and salaries, annual leave, long service leave and sick leave expected to be settled within 12 months of the balance date are recognised in other payables in respect of employees' services up to the balance date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

1. **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Liabilities accruing to employees in respect of wages and salaries, annual leave, long service leave, and sick leave not expected to be settled within 12 months of the balance date are recognised in non-current other payables in respect of employees' services up to the balance date. They are measured as the present value of the estimated future outflows to be made by the Group.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

Revenue recognition

Interest revenue is recognised using the effective interest method. It includes the amortisation of any discount or premium.

Borrowing costs

Borrowing costs are recognised as an expense in the period in which they are incurred except borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale. In this case the borrowing costs are capitalised as part of the cost of such a qualifying asset.

The amount of borrowing costs relating to funds borrowed generally and used for the acquisition of qualifying assets has been determined by applying a capitalisation rate to the expenditures on those assets. The capitalisation rate comprises the weighted average of borrowing costs incurred during the period.

Equity settled compensation

Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the consolidated statement of financial position are shown inclusive of GST. Cash flows are presented in the consolidated statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Parent entity disclosures

The financial information for the parent entity, Artemis Resources Limited, has been prepared on the same basis as the consolidated financial statements.

Assets and Liabilities Held for Sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales for such asset (or disposal groups) and the sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a complete sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in it former subsidiary, after the sale.

Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Exploration and evaluation, and development expenditure carried forward

The Group capitalises expenditure relating to exploration and evaluation, and development, where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation, and development expenditure carried forward (Continued)

The recoverability of the carrying amount of mine development expenditure carried forward has been reviewed by the Directors. In conducting the review, the recoverable amount has been assessed by reference to the higher of "fair value less costs to sell" and "value in use". In determining value in use, future cash flows are based on:

- Estimates of ore reserves and mineral resources for which there is a high degree of confidence of economic extraction;
- Estimated production and sales levels;
- Estimate future commodity prices;
- Future costs of production;
- Future capital expenditure; and/or
- Future exchange rates.

Variations to expected future cash flows, and timing thereof, could result in significant changes to the impairment test results, which in turn could impact future financial results.

Refer to note 13 for more details on impairment assessment.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model, using the assumptions detailed in Note 25.

Fair value of financial instruments

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Provision for restoration and rehabilitation

The provision for restoration and rehabilitation has been estimated based on quotes provided by third parties. The provision represents the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date.

2. SEGMENT INFORMATION

AASB 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker in order to allocate resources to the segment and to assess its performance.

The Group's operating segments have been determined with reference to the monthly management accounts used by the Chief Operating Decision Maker to make decisions regarding the Group's operations and allocation of working capital. Due to the size and nature of the Group, the Board as a whole has been determined as the Chief Operating Decision Maker.

a. Description of segments

The Board has determined that the Group has two reportable segments, being mineral exploration activities and development expenditure. The Board monitors the Group based on actual versus budgeted expenditure incurred by area of interest.

The internal reporting framework is the most relevant to assist the Board with making decisions regard the Group and its ongoing exploration activities.

2. SEGMENT INFORMATION (CONTINUED)

b. Segment information provided to the Board:

	Exploration Activities			Development Activities	Unallocated	Total
	West Pilbara $	East Pilbara $	Other Projects $	Radio Hill $	Corporate $	$
30 June 2021						
Segment revenue	-	-	-	-	133,815	133,815
Fair value gain on financial assets	-	-	-	-	708,289	708,289
Segment expenses	-	-	-	-	(4,184,149)	(4,184,149)
Impairment expense	(7,113,105)	-	-	-	-	(7,113,105)
Borrowing costs	-	-	-	-	(28,461)	(28,461)
Reportable segment loss	(7,113,105)	-	-	-	(3,370,506)	(10,483,611)
Reportable segment assets	21,287,631	2,596,883	2,719,103	23,473,919	11,649,881	61,727,417
Reportable segment liabilities	-	-	-	1,413,123	2,646,034	4,059,157
Additions to non-current assets	7,193,791	2,247,146	597,630	59,765	15,263	10,113,595
30 June 2020						
Segment revenue	-	-	-	-	188,506	188,506
Fair value gain on financial assets	-	-	-	-	3,666,670	3,666,670
Segment expenses	-	-	-	-	(6,104,902)	(6,104,902)
Impairment expense	(9,318,149)	-	-	-	-	(9,318,149)
Borrowing costs	-	-	-	-	(705,465)	(705,465)
Reportable segment loss	(9,318,149)	-	-	-	(2,955,191)	(12,273,340)
Reportable segment assets	23,301,923	349,737	2,121,473	23,414,154	7,673,860	56,861,147
Reportable segment liabilities	-	-	-	1,413,123	2,001,638	3,414,761
Additions to non-current assets	2,685,865	120,698	47,053	60,534	2,335	2,916,485

3. REVENUE

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Revenue		
Sales of gold, silver and copper ore	-	185,217
	-	185,217
Other revenue		
Government subsidy – cash flow boost	74,093	-
Other sundry income	52,318	-
Interest received	7,404	3,289
	133,815	188,506

4. INCOME TAXES

(a) Income tax expense

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Current tax	-	-
Deferred tax	-	-
Income tax expense	-	-

(b) Income tax recognised in the statement of profit or loss and other comprehensive income

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Loss before tax	(10,483,611)	(12,273,340)
Tax at 30% (2020: 27.5%)	(3,145,083)	(3,375,169)
Tax effect on non-assessable income	(212,487)	(1,008,334)
Tax effect of non-deductible expenses	420,300	410,236
Exploration expenditure	2,133,932	2,562,491
Timing differences not brought to account	803,338	1,410,776
Income tax expense	-	-

(c) Deferred tax balances

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Deferred tax assets comprise:		
Tax losses carried forward	10,706,790	5,784,161
Prior year adjustment	1,592,017	1,170,591
Employee benefits obligation	651	2,533
Provisions	423,937	353,281
	12,723,395	7,310,566
Deferred tax liabilities comprise:		
Capitalised exploration costs	8,491,085	4,295,819
	8,491,085	4,295,819
Net deferred tax asset unrecognised	4,232,310	3,014,747

Income Taxes (continued)

(d) Analysis of deferred tax assets

No deferred tax assets have been recognised as yet, other than to offset deferred tax liabilities, as it is currently not probable that future taxable profits will be available to realise the asset.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and account balances with banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents included in the consolidated statement of cash flows comprise the following amounts:

	Consolidated	
	30 June 2021 $	30 June 2020 $
Cash and cash equivalents	9,082,554	412,138

6. OTHER RECEIVABLES

	Consolidated	
	30 June 2021 $	30 June 2020 $
Other receivables	12,580	6,356
GST receivables	156,057	-
Prepayments	140,909	163,783
	309,546	170,139

The value of trade and other receivables considered by the Directors to be past due or impaired is nil (2020: Nil).

7. ASSETS HELD FOR SALE

The Company has entered into a binding option agreement with GreenTech Metals Limited (GreenTech) to sell GreenTech non-core tenements with a carrying value of $1.6 million in cash and shares in GreenTech. The Company expects that the sales will be consummated in this calendar year.

Subsequent to the 30 June 2020 year end, the Company announced that it had executed a binding sale agreement with Northern Star Resources relating to a sale of the Company's interests in the Mt Clement Gold Project for $344,000 and a 1% NSR (Net Smelter Revenue). The carrying value of assets at balance date was $280,212. The sale was completed in the 2021 financial year.

8. OTHER FINANCIAL ASSETS

	Consolidated	
	30 June 2021 $	30 June 2020 $
Current		
Fair Value Through Profit or Loss		
Shares in listed equity securities (Level 1)	533,542	6,586,551

Movement in other financial assets

	Consolidated	
	30 June 2021 $	30 June 2020 $
Opening balance	6,586,551	-
Additions - cash	508,942	-
Additions - non-cash[1]	136,083	2,919,881
Disposals	(7,406,323)	-
Fair value gain	708,289	3,666,670
Closing balance	533,542	6,586,551

[1]During the 2021 financial year, the Group sold tenements with a carrying value of $494,977 for proceeds of $369,000 in cash and 37,357,190 shares in Alien Metals Limited.

In the prior year, the Group completed the sale of Purdy's Reward and 47K Patch gold projects to Novo Resources Corp (Novo), simultaneously, part of the consideration for the sale was 1,640,000 shares in Novo and cash of $820,000.

9. PLANT AND EQUIPMENT

	Consolidated	
	30 June 2021 $	30 June 2020 $
Computer equipment - at cost	60,347	55,971
Less: Accumulated depreciation	(23,591)	(12,312)
Total computer equipment at net book value	36,756	43,659
Furniture and fittings - at cost	114,085	103,198
Less: Accumulated depreciation	(62,534)	(31,354)
Total furniture and equipment at net book value	51,551	71,844
Motor vehicles – at cost	2,950	2,950
Less: Accumulated depreciation	(750)	(750)
Total motor vehicles at net book value	2,200	2,200
Total plant and equipment	90,507	117,703

Reconciliation of movement during the year

Reconciliations of the carrying amounts for each class of plant and equipment are set out below:

9. PLANT AND EQUIPMENT (continued)

	Consolidated 30 June 2021 $	Consolidated 30 June 2020 $
Computer equipment:		
Carrying amount at the beginning of the year	43,659	53,636
- Addition	4,376	2,335
- Depreciation	(11,279)	(12,312)
Carrying amount at the end of the year	36,756	43,659
Furniture and fittings		
Carrying amount at the beginning of the year	71,844	103,198
- Addition	10,887	-
- Depreciation	(31,180)	(31,354)
Carrying amount at the end of the year	51,551	71,844
Motor vehicles		
Carrying amount at the beginning of the year	2,200	2,950
- Additions	-	-
- Amortisation	-	(750)
Carrying amount at the end of the year	2,200	2,200

10. INTANGIBLE ASSETS

	Consolidated 30 June 2021 $	Consolidated 30 June 2020 $
Computer Software - at cost	151,262	151,365
Less: Accumulated amortisation	(117,530)	(79,689)
Total computer software at net book value	33,732	71,676

Reconciliation of movement during the year:

	Consolidated 30 June 2021 $	Consolidated 30 June 2020 $
Computer Software:		
Carrying amount at the beginning of the year	71,676	109,414
- Disposal	(103)	-
- Amortisation	(37,841)	(37,738)
Carrying amount at the end of the year	33,732	71,676

11. LEASES

Amounts recognised in the balance sheet:

	Consolidated	
	30 June 2021 $	30 June 2020 $
Right-of-use assets		
Offices	-	35,442
Total right-of-use assets	-	35,442
Lease liabilities		
Current	-	40,824
Non-current	-	-
Total right-of-use assets	-	40,824

Movement in right-of-use assets

	Consolidated	
	30 June 2021 $	30 June 2020 $
Right-of-use assets opening balance	35,442	188,969
Add: New leases	-	-
Less: Amortisation	(35,442)	(153,527)
Right-of-use assets closing balance	-	35,442

Movement in lease liabilities

	Consolidated	
	30 June 2021 $	30 June 2020 $
Lease liability recognised at start of year	40,824	188,969
Add: Interest Expense	805	5,076
Less: Loan forgiveness on early lease break	-	(24,608)
Less: Principal repayment	(41,629)	(129,153)
Closing balance	-	40,824

a) Amounts recognised in the statement of profit or loss:

	30 June 2021 $	30 June 2020 $
Depreciation charge of right-of-use assets		
Offices	35,442	131,746
Total right-of-use assets	35,442	131,746
Interest expense (included in finance cost)	805	5,075
Expenses relating to short-term leases (included in administrative expenses)	33,540	-

The total cash outflow for leases during the year ended 30 June 2021 was $40,824 (2020: $100,946).

11. LEASES (CONTINUED)

b) The group's leasing activities and how these are accounted for:

The group leases various offices with varying lengths from 1 to 3 years, some with extension options.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets. Leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments, less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group; which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

11. LEASES (CONTINUED)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss (unless capitalised as a component of Plant Construction in Progress). Short-term leases are leases with a lease term of 12 months or less.

12. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Exploration and evaluation expenditure	26,603,617	25,773,132

Exploration and Evaluation Phase Costs

Costs capitalised on areas of interest have been reviewed for impairment factors, such as resource prices, ability to meet expenditure going forward and potential resource downgrades. The Group has ownership or title to the areas of interest in respect of which it has capitalised expenditure and has reasonable expectations that its activities are ongoing.

Reconciliation of movement during the year:

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Opening balance	25,773,132	37,027,656
Expenditure capitalised in current period	10,038,567	2,880,616
Carrying value of exploration expenditure sold to Novo Resources Corp[1]	-	(4,536,779)
Carrying value of projects sold[2]	(494,977)	-
Exploration expenditure written off, other[3]	(7,113,105)	(9,318,149)
Transfer to assets held for sale	(1,600,000)	(280,212)
Closing balance	26,603,617	25,773,132

12. EXPLORATION AND EVALUATION EXPENDITURE (CONTINUED)

[1]On 24 March 2020, the Company completed the sale of Purdy's Reward and 47K Patch gold projects to Novo Resources Corp (**Novo**), simultaneously terminating the joint venture agreement. As outlined in the ASX Announcement dated 13 March 2020, part of the consideration for the sale of the Company's interests in tenements E47/1745 (Purdy's Reward) and tenement E47/3443 (47K Patch) was 1,640,000 shares in Novo and cash of $820,000. The proceeds from the sale were $3,739,881 and the loss on disposal was $796,898.

[2]During the 2021 financial year, the Group sold tenements with a carrying value of $494,977 for proceeds of $369,000 in cash and 37,357,190 shares in Alien Metals Limited.

[3]The Group has rationalised the tenement/project portfolio during the year and has impaired the carrying value of those tenements/projects disposed of and impaired the carrying value of projects in excess of that deemed recoverable by the Directors.

Exploration expenditure has been carried forward as that expenditure is expected to be recouped through successful development and exploration of the areas of interest.

13. DEVELOPMENT EXPENDITURE

	Consolidated	
	30 June 2021 $	30 June 2020 $
Development expenditure	23,473,919	23,414,154

Reconciliation of movement during the year:

	Consolidated	
	30 June 2021 $	30 June 2020 $
Opening balance	23,414,154	23,353,620
Additions	59,765	60,534
Closing balance	23,473,919	23,414,154

Impairment assessment

The downgrade of the Carlow Castle Mineral Resource estimate in May 2021 represented an indicator of impairment of the Group's development expenditure.

The recoverable amount of the cost to date for the work in progress on the Radio Hill Processing Plant was reviewed for impairment. Following the review, the Directors have determined that the recoverable amount exceeds the carrying value and that no impairment exists. The recoverable amount estimation was based on the estimated value in use with a discount rate of 8% applied to the cash flow projections and was determined at the cash-generating unit level. The cash-generating unit consists of the process plant and other property, plant and equipment associated with the project and associated exploration projects that will provide feed to the Radio Hill processing plant. No material items required impairment or write offs.

14. TRADE AND OTHER PAYABLES

	Consolidated	
	30 June 2021 $	30 June 2020 $
Trade and other payables	2,643,864	1,834,010

15. EMPLOYEE BENEFITS OBLIGATION

	Consolidated	
	30 June 2021 $	30 June 2020 $
Opening balance	10,133	44,861
Provision for the year	-	14,342
Benefits used or paid	(7,963)	(49,070)
Closing balance	2,170	10,133

16. FINANCIAL LIABILITIES

	Consolidated	
	30 June 2021 $	30 June 2020 $
Short term loan at amortised cost	-	116,671
	-	116,671

Reconciliation of movement during the year:

	Consolidated	
	30 June 2021 $	30 June 2020 $
Convertible note		
Opening balance	-	5,595,206
Add: Additional convertible note	-	-
	-	5,595,206
Less: Conversion to equity[2]	-	(588,000)
Less: Cash repayment on convertible note	-	(5,162,725)
Fair value movement	-	155,519
Closing balance	-	-
Short term loan		
Opening balance	116,671	196,872
Add: Short term loan[1]	-	145,787
Less: Cash repayment	(116,671)	(225,988)
Closing balance	-	116,671
Total	-	116,671

[1] The short term loan is premium funding of annual insurance costs.

[2] The convertible notes issued by the Company is treated as financial liabilities designated as at fair value through profit or loss. The Convertible Loan Note in the amount of US$3,463,645 was repaid during the period, with US$400,000 being issued to the noteholders through the issue of 18,437,500 shares at 3.2 cents each, and a further US$3,063,645 being settled in cash.

17. PROVISIONS

	Consolidated	
	30 June 2021 $	30 June 2020 $
Provision for restoration and rehabilitation	1,413,123	1,413,123
	1,413,123	1,413,123

18. SHARE CAPITAL

	Consolidated		Consolidated	
	30 June 2021 No. of Shares	30 June 2020 No. of Shares	30 June 2021 $	30 June 2020 $
Issued and Paid-up Capital				
Ordinary shares, fully paid	1,254,997,561	1,033,819,481	105,855,802	92,294,878

Reconciliation of movement during the year:

	2021 Shares	2021 $	2020 Shares	2020 $
Opening balance	1,033,819,481	92,294,878	661,991,065	81,438,336
Shares issued to investors for Share Purchase Plan			87,338,535	2,707,500
Shares issued to investors for Placement	79,992,856	5,599,475	242,721,875	7,177,473
Shares issued to investors for Placement	116,666,667	7,000,000	-	-
Shares issued in retirement of debt and settlement of creditors	-	-	26,765,625	910,340
Shares issued as part of employee remuneration	-	-	5,050,000	141,750
Shares issued on exercise of options	17,922,980	1,313,838	-	-
Shares issued on award of performance rights			4,000,000	275,200
Shares issued to advisors	6,595,667	446,030	5,952,381	125,000
Funds returned from sale of security shares previously issued as collateral for Convertible Note	-	-	-	134,112
Share issue costs	-	(1,054,858)	-	(614,833)
Transfer of share based payments on conversion of options	-	256,439	-	-
Closing balance	1,254,997,651	105,855,802	1,033,819,481	92,294,878

Term of Issue:

Ordinary Shares

Ordinary shares participate in dividends and are entitled to one vote per share at shareholders meetings. In the event of winding up the Company, ordinary shareholders rank after creditors and are entitled to any proceeds of liquidation in proportion to the number of shares held.

19. RESERVES

	Consolidated		Consolidated	
	30 June 2021 No. of options/rights	30 June 2020 No. of options/rights	30 June 2021 $	30 June 2020 $
Share based payments				
Options	145,300,624	158,663,462	3,376,640	3,257,318
			3,276,640	3,257,318

During the Annual General Meeting held on 30 November 2020, shareholders approved the issue of 5,000,000 Class E Options and 5,000,000 Class F Options to the Chairman, and 2,500,000 Class C options and 2,500,000 Class D options were issued to Boyd Timler. The options issued to Boyd Timler lapsed, unvested, on his termination and no expense was recorded.

Options exercised during the year and funds raised were as follows:

Series	Number of Options	Cash received $
Series 5	4,922,980	393,838
Series 6	10,000,000	800,000
Series 7	3,000,000	120,000
Total	**17,922,980**	**$1,313,838**

The unlisted options issued during the year or the prior year were valued using the Black-Scholes model. The options outstanding as at 30 June 2021 were determined on the date of grant using the following assumptions:

	Series 3	Series 5	Series 6	Series 7
Grant date	30/11/2018	24/05/2019	22/07/2019	01/05/2020
Exercise price ($)	0.21	0.08	0.08	0.04
Expected volatility (%)	95	100	100	100
Risk-free interest rate (%)	2	1.13	0.935	0.63
Expected life (years)	3	3	3	3
Share price at this date ($)	0.145	0.036	0.029	0.031
Fair value per option ($)	0.080	0.0165	0.0121	0.0181
Number of options	8,571,429	13,729,195	10,000,000	1,000,000

	Class A Director	Class B Director	Class A Broker	Class B Broker
Grant date	30/04/2020	30/04/2020	01/05/2020	01/05/2020
Exercise price ($)	0.05	0.07	0.05	0.07
Expected volatility (%)	89	103	89	103
Risk-free interest rate (%)	0.64	0.63	0.64	0.63
Expected life (years)	2.4	2.9	2.2	3.2
Share price at this date ($)	0.032	0.032	0.031	0.031
Fair value per option ($)	0.01301	0.01507	0.0117	0.0154
Number of options	43,500,000	43,500,000	7,500,000	7,500,000

19. RESERVES (CONTINUED)

	Class E Director	Class F Director
Grant date	2/12/2020	2/12/2020
Exercise price ($)	0.18	0.25
Expected volatility (%)	93	93
Risk-free interest rate (%)	0.142	0.142
Expected life (years)	3	5
Share price at this date ($)	0.15	0.15
Fair value per option ($)	0.08123	0.07053
Number of options	5,000,000	5,000,000

For the year ended 30 June 2021, the Group has recognised $1,401,000 (2020: $1,157,596) of share-based payment expense, and Nil (2020 : $518,151) of consulting fees in the income statement in relation to share options and performance rights issued.

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Board of Directors takes responsibility for managing financial risk exposures of the Group. The Board monitors the Group's financial risk management policies and exposures and approves financial transactions. It also reviews the effectiveness of internal controls relating to commodity price risk, counterparty credit risk, currency risk, liquidity risk and interest rate risk. The Board meets monthly at which these matters are reviewed.

The Board's overall risk management strategy seeks to assist the Group in meeting its financial targets, while minimising potential adverse effects on financial performance. Its review includes the use of hedging derivative instruments, credit risk policies and future cash flow requirements.

The Company's principal financial instruments comprise cash, short term deposits and securities in Australian or International listed companies. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the company. The Company also has other financial instruments such as trade debtors and creditors which arise directly from its operations.

The main risks arising from the Company's financial instruments are interest rate risk, credit risk, foreign exchange risk, commodity risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below:

(i) Interest Rate Risk

The Company's exposure to interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate for each class of financial assets and financial liabilities.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the following financial assets and liabilities:

20. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

FY2021	Carrying Amount	Effect on profit before tax		Effect on pre-tax equity	
		+1%	-1%	+1%	-1%
Financial Assets					
Cash and cash equivalents[1]	9,082,554	90,826	(90,826)	90,826	(90,826)
Trade and other receivables[2]	309,546	-	-	-	-
Other financial assets[5]	533,542	-	-	-	-
	9,925,642	90,826	(90,826)	90,826	(90,826)
Financial liabilities					
Trade and other payables[3]	2,643,864	-	-	-	-
Financial Liabilities[4]	-	-	-	-	-
	2,643,864	-	-	-	-
Total increase/(decrease)		**90,826**	**(90,826)**	**90,826**	**(90,826)**

FY2020	Carrying Amount	Effect on profit before tax		Effect on pre-tax equity	
		+1%	-1%	+1%	-1%
Financial Assets					
Cash and cash equivalents[1]	412,138	4,121	-	4,121	-
Trade and other receivables[2]	170,139	-	-	-	-
Other financial assets[5]	6,586,551	-	-	-	-
	7,168,828	4,121	-	4,121	-
Financial liabilities					
Trade and other payables[3]	1,834,010	-	-	-	-
Financial Liabilities[4]	116,671	(1,167)	1,167	(1,167)	1,167
	1,950,681	(1,167)	1,167	(1,167)	1,167
Total increase/(decrease)		**2,954**	**1,167**	**2,954**	**1,167**

[1] Cash and cash equivalents are denominated in both AUD and USD. At 30 June 2021, A$ Nil was denominated in USD (30 June 2020: A$6,894). The weighted average interest rate for the year ended 30 June 2021 as 0.03% (2020: 0.01%). No other financial assets or liabilities, other than short term loan, see below, are interest bearing.

[2] Trade and other receivables are denominated in AUD and are not interest bearing.

[3] Trade and other payables at balance date are denominated mainly in AUD and are not interest bearing.

[4] The short-term loan is premium funding of annual insurance costs at an interest rate of 2.99%.

[5] Other financial assets are designated in AUD (2020 – CAD) and are non-interest bearing.

20. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

(ii) Credit Risk

Credit risk refers to the risk that a counter-party will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Company's maximum exposure to credit risk.

(iii) Foreign Exchange Risk

The Company had the following United States dollar denominated assets and liabilities at year end.

	Consolidated	
	30 June 2021 US$	**30 June 2020 US$**
Cash		
Cash and cash equivalents	-	4,735

The Company had the following Canadian dollar denominated assets at year end.

	Consolidated	
	30 June 2021 CAD$	**30 June 2021 CAD$**
Other financial assets		
Shares in Novo Resources Corp.	-	6,586,551

20. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rate, with other variables held constant.

Net impact of strengthening/(weakening) of AUD on USD assets/liabilities outlined above	Change in USD rate	Effect on profit before tax	Effect on pre-tax equity
FY2021	+5%	-	-
	-5%	-	-
FY2020	+5%	345	345
	-5%	(345)	(345)

The following tables demonstrate the sensitivity to a reasonably possible change in CAD exchange rate, with other variables held constant.

Net impact of strengthening/(weakening) of AUD on CAD assets outlined above	Change in CAD rate	Effect on profit before tax	Effect on pre-tax equity
FY2021	+5%	-	-
	-5%	-	-
FY2020	+5%	329,328	(329,328)
	-5%	(329,328)	329,328

(iv) Market Risk

The Company's listed investments are affected by market price volatility. The following table shows the effect of market price changes.

	Change in year end price	Effect on profit before tax	Effect on pre-tax equity
FY2021	+5%	26,677	26,677
	-5%	(26,677)	(26,677)
FY2020	+5%	329,328	329,328
	-5%	(329,328)	(329,328)

20. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

(v) Liquidity Risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, convertible notes and finance leases. Cash flows from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will roll forward.

The following tables below reflect an undiscounted contractual maturity analysis for financial liabilities.

FY2021	Within 1 year	1 to 5 years	Over 5 years	Total
Financial liabilities due for payment				
Trade and other payables	2,643,864	-	-	2,643,864
Financial liabilities	-	-	-	-
Total contractual outflows	2,643,864	-	-	2,643,864
Cash and cash equivalents	9,082,554	-	-	9,082,554
Trade and other receivables	309,546	-	-	309,546
Other financial assets	533,542	-	-	533,542
Total anticipated inflows	9,925,642	-	-	9,925,642
Net inflow on financial instruments	7,281,778	-	-	7,281,778

FY2020	Within 1 year	1 to 5 years	Over 5 years	Total
Financial liabilities due for payment				
Trade and other payables	1,834,010	-	-	1,834,010
Financial Liabilities	116,671	-	-	116,671
Total contractual outflows	1,950,681	-	-	1,950,681
Cash and cash equivalents	412,138	-	-	412,138
Trade and other receivables	170,139	-	-	170,139
Other financial assets	6,586,551	-	-	6,586,551
Total anticipated inflows	7,168,828	-	-	7,168,828
Net inflow on financial instruments	**5,218,147**	**-**	**-**	**5,218,147**

20. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONTINUED)

Management and the Board monitor the Group's liquidity reserve on the basis of expected cash flow. The information that is prepared by senior management and reviewed by the Board includes:

(i) Annual cash flow budgets;
(ii) Monthly rolling cash flow forecasts.

(vi) Net Fair Value

The carrying amount of financial assets and financial liabilities recorded in the financial statements represents their respective net fair values, determined in accordance with the accounting policies disclosed in Note 1.

21. COMMITMENTS FOR EXPENDITURE

The Group currently has commitments for expenditure at 30 June 2021 on its Australian exploration tenements as follows:

	Consolidated	
	30 June 2021 $	30 June 2020 $
Not later than 12 months	1,196,013	1,435,633
Between 12 months and 5 years	2,317,722	3,670,314
Greater than 5 years	1,181,899	2,303,772
	4,695,634	7,409,719

The Company evaluates its tenements and exploration programme on an annual basis and may elect not to renew tenement licences if it deems appropriate.

22. RELATED PARTY DISCLOSURES

(a) Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's Key Management Personnel for the year ended 30 June 2021. Key Management Personnel for the year ended 30 June 2021 comprised the Directors and the Company Secretary.

(b) The total remuneration paid to Key Management Personnel of the Company and the Group during the year are as follows:

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Short term employee benefits	1,153,653	541,696
Share based payment	1,401,000	1,081,156
Superannuation	36,074	-
	2,590,727	1,622,852

(c) Remuneration options and performance rights: As at 30 June 2021, the outstanding options and performance rights that were granted in previous and current reporting periods comprised of 87,000,000 options and nil performance rights.

(d) Share and option holdings: All equity dealings with directors have been entered into with terms and conditions no more favourable than those that the entity would have adopted if dealing at arm's length.

(e) Related party transactions

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Doraleda Pty Ltd[1]	188,225	230,000
Integrated CFO Solutions[2]	-	18,300
Kiran Capital Advisors Limited[3]	16,666	28,095
Minerva Corporate Pty Ltd[4]	134,000	117,694
	338,891	394,089

[1] Director fees and consulting fees paid to Doraleda Pty Ltd, a company in which Mr Edward Mead has an interest.
[2]Company secretary fees and consulting fees paid to Integrated CFO Solutions, a company in which Mr Guy Robertson has an interest.
[3] Non-Executive Chairman fees paid to Kiran Capital Advisors Limited, a company which Mr Mark Potter has an interest.
[4] Director fees, consulting fees and accounting fees paid to Minerva Corporate Pty Ltd, a company in which Mr Daniel Smith has an interest.

23. EARNINGS PER SHARE

The calculation of basic earnings and diluted earnings per share at 30 June 2021 was based on the loss attributable to shareholders of the parent company of $10,483,611 (2020: Loss $12,273,340):

	Consolidated	
	30 June 2021 $	30 June 2020 $
Basic loss per share	(0.93)	(1.35)
Diluted loss per share	(0.93)	(1.35)
	No of Shares	No of Shares
Weighted average number of ordinary shares:		
Used in calculating basic earnings per ordinary share	1,131,789,115	907,191,936
Dilutive potential ordinary shares	-	-
Used in calculating diluted earnings per share	1,131,789,115	907,191,936

24. AUDITOR'S REMUNERATION

	Consolidated	
	30 June 2021 $	30 June 2020 $
Auditor of parent entity		
Audit fees – HLB Mann Judd	47,027	46,125
Taxation services	5,000	-
	52,027	46,125

25. SHARE-BASED PAYMENTS

Goods or services received or acquired in a share-based payment transaction are recognised as an increase in equity if the goods or services were received in an equity-settled share-based payment transaction or as a liability if the goods and services were acquired in a cash settled share-based payment transaction.

For equity-settled share-based transactions, goods or services received are measured directly at the fair value of the goods or services received provided this can be estimated reliably. If a reliable estimate cannot be made the value of the goods or services is determined indirectly by reference to the fair value of the equity instrument granted.

Transactions with employees and others providing similar services are measured by reference to the fair value at grant date of the equity instrument granted.

Options issued to Key Management Personnel during the year are outlined in the remuneration report.

25. SHARE-BASED PAYMENTS (CONTINUED)

The following share-based payment arrangements were in place during the prior and current financial year:

Instruments	Date granted	Expiry date	Exercise price	No. of instruments 2021	No. of instruments 2020	Fair value at grant date
Options	31 January 2018	31 January 2021	0.45	Nil - expired	5,439,858	0.0142
Options	30 November 2018	15 January 2021	0.21	8,571,429	8,571,429	0.0800
Options	24 May 2019	31 July 2022	0.08	13,729,195	18,652,175	0.02
Options	22 July 2019	31 July 2022	0.08	10,000,000	20,000,000	0.0121
Options	1 May 2020	1 May 2023	0.04	1,000,000	4,000,000	0.0181
Options	1 May 2020	31 July 2022	0.05	43,500,000	43,500,000	0.01301
Options	1 May 2020	31 July 2023	0.07	43,500,000	43,500,000	0.01507
Options	1 May 2020	31 July 2022	0.05	7,500,000	7,500,000	0.01301
Options	1 May 2020	31 July 2023	0.05	7,500,000	7,500,000	0.01507
Options	2 December 2020	2 December 2023	0.18	5,000,000	-	0.08123
Options	2 December 2020	2 December 2025	0.25	5,000,000	-	0.09348
Options[1]	30 September 2020	Lapsed	0.10	2,500,000	-	0.05368
Options[1]	30 September 2020	Lapsed	0.125	2,500,000	-	0.05706

[1]Options lapsed on resignation of Boyd Timler

Movement in share-based arrangements on issue

(a) Options

	Number of instruments	
	30 June 2021	**30 June 2020**
Balance at beginning of year	158,663,462	38,663,462
Options granted during the year	15,000,000	126,000,000
Options exercised	(17,922,980)	-
Options forfeited/lapsed during the year	(10,439,858)	(6,000,000)
Balance at end of year	145,300,624	158,663,462
Options exercisable at end of year	145,300,624	158,663,462

(b) Performance rights

	Number of instruments	
	30 June 2021	**30 June 2020**
Balance at beginning of year	-	15,000,000
Performance rights converted to shares	-	(4,000,000)
Performance rights expired during the year	-	(11,000,000)
Balance at end of year	-	-

25. SHARE BASED PAYMENT (CONTINUED)

Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the year:

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Shares issued to director for services rendered	-	140,000
Options – directors	1,401,000	1,200,163
	1,401,000	1,340,613

26. RECONCILIATION OF NET CASH USED IN OPERATING ACTIVITIES TO LOSS AFTER INCOME TAX

	Consolidated	
	30 June 2021 $	**30 June 2020 $**
Loss after income tax	(10,483,611)	(12,273,340)
Depreciation and amortisation	115,742	180,005
Exploration and project expenditure written off	7,113,105	9,318,149
Share based payments	1,401,000	1,340,163
Finance costs, non cash	-	587,094
(Profit)/loss on sale of exploration assets	(9,946)	769,898
Fair value gain of revaluation of listed investments held as at balance date	(708,289)	(3,666,670)
Net fair value loss on financial instruments designated as fair value through profit or loss	-	155,519
Unrealised foreign exchange gain	409	26,887
Settlement of consultancy costs with gold	-	188,640
Changes in current assets and liabilities during the financial period:		
(Increase/(Decrease in receivables	(139,407)	84,116
Decrease in inventories	-	460,202
Increase in trade and other payables	776,404	743,516
Net cash outflow from operating activities	(1,934,593)	(2,085,821)

27. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

FY2021	Consolidated		
	Lease liability $	Convertible loan note $	Short term loan $
Opening balance	40,824	-	116,671
Net cash from financing activities	-	-	-
Equity conversion	-	-	-
Cash repayment	(40,824)	-	(116,671)
Foreign exchange gain	-	-	-
Closing balance	-	-	-

FY2020	Consolidated		
	Lease liability $	Convertible loan note $	Short term loan $
Opening balance	-	5,595,206	196,876
Net cash from financing activities	141,770	-	145,787
Equity conversion	-	(588,000)	-
Cash repayment	(100,946)	(5,162,725)	(225,998)
Foreign exchange gain	-	155,519	-
Closing balance	40,824	-	116,671

28. PARENT ENTITY DISCLOSURE

	30 June 2021 $	30 June 2020 $
(a) Financial position		
Total current assets	9,745,340	7,439,500
Total Non-Current Assets	3,264,949	3,036,664
Total Assets	13,010,289	10,476,164
Total current liabilities	2,263,539	1,850,367
Total non-current liabilities	-	-
Total Liabilities	2,263,539	1,850,367
Net Assets	10,746,750	8,625,797
Equity		
Share capital	105,855,802	92,294,878
Reserves	3,376,639	3,257,318
Accumulated Losses	(98,485,691)	(86,926,399)
	10,746,750	8,625,797
Loss for the year	(11,559,292)	(12,733,835)
Other comprehensive income	-	-
Total comprehensive loss	(11,559,292)	(12,733,835)
(b) Commitments		
Exploration commitments		
Not later than 12 months	-	120,782
Between 12 months and 5 years	-	19,087
	-	139,869

29. SUBSIDIARIES

	Country of Incorporation	Ownership %	
		30 June 2021	30 June 2020
Parent Entity:			
Artemis Resources Limited	Australia	-	-
Subsidiaries:			
Fox Radio Hill Pty Limited	Australia	100	100
Karratha Metals Limited	Australia	100	100
KML No 2 Pty Limited	Australia	100	100
Armada Mining Pty Limited	Australia	100	100
Shearzone Mining Pty Limited	Australia	100	100
Western Metals Pty Limited[1]	Australia	80	80
Elysian Resources Pty Limited	Australia	100	100
Hard Rock Resources Pty Limited	Australia	100	100
Artemis Graphite Pty Ltd	Australia	100	100
Artemis Management Services Pty Ltd	Australia	100	100

[1] The assets, liabilities and the profit or loss of the non-controlling interest is immaterial

Consolidated

The parent entity with the Group is Artemis Resources Limited which is the ultimate parent entity in Australia.

Transactions with subsidiaries

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation.

30. FINANCIAL INSTRUMENTS

The Directors consider that the carrying amounts of current receivables and current payables (except for Note 16. Financial liabilities) are a reasonable approximation of their fair values.

31. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There are no contingent liabilities or contingent assets since the last annual reporting period.

32. EVENTS SUBSEQUENT TO 30 JUNE 2021

Dr Simon Dominy was appointed as a non-executive director on 1 July 2021.

Other than as outlined above, there are currently no matters or circumstances that have arisen since the end of the financial year that have significantly affected or may significantly affect the operations the Group, the results of those operations, or the state of affairs of the Group in the future financial years.

Directors Declaration

1. In the opinion of the Directors of Artemis Resources Limited:

   a. the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:

      i. giving a true and fair view of the Group's financial position as at 30 June 2021 and of its performance for the year then ended; and

      ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.

   b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

   c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2021.

This declaration is signed in accordance with a resolution of the Board of Directors.

Alastair Clayton
Executive Director
30 September 2021

HLB MANN JUDD
ADVISORY AND ACCOUNTING

INDEPENDENT AUDITOR'S REPORT
To the members of Artemis Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Artemis Resources Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

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ADVISORY AND ACCOUNTING

Key Audit Matter	**How our audit addressed the key audit matter**
Carrying value of Development Expenditure Refer to Note 13	
The Group has development expenditure of $23,473,919 in relation to construction of the Radio Hill Gold Recovery Circuit Processing Facility for the Carlow Castle Project. An impairment assessment was conducted by management due to the existence of impairment indicators arising under AASB 136 *Impairment of Assets.* The impairment assessment conducted under AASB 136 involved a comparison of the recoverable amount of the cash generating unit to which the balance was allocated to the carrying amount of the related items in the balance sheet. Recoverable amount was based upon the higher of fair value less costs of disposal and value-in-use. The evaluation of recoverable amount is considered a key audit matter as it was based upon a value-in-use calculation which required significant judgement and estimation. In addition, the balance is material to the users of the financial statements and involved the most communication with management.	Our procedures included but were not limited to: - Critically evaluating management's methodology in the value-in-use model and the basis for key assumptions; - Reviewing the mathematical accuracy of the value-in-use model; - Performing sensitivity analyses around the key inputs used in the model such as operating costs, recoveries, grade and commodity prices; - Considering the appropriateness of the discount rate used; - Considered whether the assets comprising the Radio Hill cash-generating unit had been correctly allocated; - Comparing value-in-use to the carrying amount of the cash-generating unit; and - Assessing the appropriateness of the disclosures included in the relevant notes to the financial report.
Capitalised Exploration and Evaluation Expenditure Refer to Note 12	
In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources, the Group capitalises exploration and evaluation expenditure and as at 30 June 2021 had a deferred exploration and evaluation expenditure balance of $26,603,617. Exploration and evaluation expenditure was determined to be a key audit matter as it is important to the users' understanding of the financial statements as a whole and was an area which involved the most audit effort and communication with those charged with governance.	Our procedures included but were not limited to: - Obtained an understanding of the key processes associated with management's review of the carrying value of exploration and evaluation expenditure; - Considered the Directors' assessment of potential indicators of impairment in addition to making our own assessment; - Obtained evidence that the Group has current rights to tenure of its areas of interest; - Considered the nature and extent of planned ongoing activities; - Substantiated a sample of expenditure by agreeing to supporting documentation; and - Examined the disclosures made in the annual report.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Artemis Resources Limited for the year ended 30 June 2021 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
30 September 2021

B M'V

B G McVeigh
Partner

Additional Information – Australian Securities Exchange

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report. The information was prepared based on share registry processed up to 20 September 2021.

Distribution of shareholders

The distribution of shareholdings as at 20 September 2021 was:

Holdings Range Report
Artemis Resources Limited

Security Class:	**ARV - ORDINARY FULLY PAID SHARES**
As at Date:	**20-Sep-2021**

Holding Ranges	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	212	56,909	0.00%
above 1,000 up to and including 5,000	717	2,290,386	0.18%
above 5,000 up to and including 10,000	695	5,621,348	0.45%
above 10,000 up to and including 100,000	1,967	76,904,428	6.13%
above 100,000	751	1,170,124,580	93.24%
Totals	**4,342**	**1,254,997,651**	**100.00%**

Substantial shareholders

The names of the substantial shareholders in the Company, the number of equity securities to which each substantial holder's associates have a relevant interest, as disclosed in substantial holding notices given to the Company are:

Holders Name	No of shares	% of Issued Capital
Jupiter Investment Management Limited	91,744,955	7.31%

Additional Information – Australian Securities Exchange

Top twenty (20) largest holders ordinary share

Security class: **ARV - ORDINARY FULLY PAID SHARES**
As at date: **20-Sep-2021**
Display top: **20**

Position	Holder Name	Holding	% IC
1	CITICORP NOMINEES PTY LIMITED	279,278,829	22.25%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	108,693,536	8.66%
3	BENNELONG RESOURCE CAPITAL PTY LTD	56,316,758	4.49%
4	BATTLE MOUNTAIN PTY LIMITED	52,042,397	4.15%
5	BNP PARIBAS NOMINEES PTY LTD SIX SIS LTD <DRP A/C>	41,049,421	3.27%
6	BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	32,443,789	2.59%
7	CYGNUS 1 NOMINEES PTY LTD <CYGNUS ACCOUNT>	32,195,807	2.57%
8	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	26,689,805	2.13%
9	MR RICHARD ARTHUR LOCKWOOD	22,000,000	1.75%
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	20,821,828	1.66%
11	SORRENTO RESOURCES PTY LTD	16,100,000	1.28%
12	METAL TIGER PLC	14,134,630	1.13%
13	MR RONALD WERNER NEUGEBAUER & MISS TESS CAITLIN NEUGEBAUER <NEUGEBAUER S/F A/C>	13,511,794	1.08%
14	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	12,709,535	1.01%
15	DEUTSCHE BALATON AKTIENGESELLSCHAFT	12,500,000	1.00%
16	BNP PARIBAS NOMS PTY LTD <DRP>	12,029,768	0.96%
17	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	11,264,632	0.90%
18	D & K CORPS INVESTMENTS PTY LTD	10,000,000	0.80%
18	INKESE PTY LTD	10,000,000	0.80%
19	MR KARL LUDWIG ANTHONY HAMANN & MRS LISA JANE HAMANN <HAMANN SUPER FUND A/C>	7,788,888	0.62%
20	MR NEIL THACKER MACLACHLAN	7,000,000	0.56%
	Total	**798,571,417**	**63.63%**
	Total issued capital - selected security class(es)	**1,254,997,651**	**100.00%**

Additional Information – Australian Securities Exchange

Unquoted securities

ASX security code and description	Total number of +securities on issue
8,571,429	. Unlisted options exercisable at 21 cents on or before 30 November 2021
13,729,195	Convertible noteholder options exercisable to 8 cents a share and expiry 31 July 2022
10,000,000	Advisor options exercisable at 8 cents a share and expiry date 31 July 2022
43,500,000	Class A Unlisted Director Options exercisable at 5 cents a share and expiry date 31 July 2022
43,500,000	Class B Unlisted Director Options exercisable at 7 cents a share and expiry date 31 July 2023
1,000,000	Unlisted options exercisable at 4 cents per share before 1 May 2023.
7,500,000	Class A Unlisted Advisor Options exercisable at 5 cents a share and expiry date 31 July 2022
7,500,000	Class B Unlisted Advisor Options exercisable at 7 cents a share and expiry date 31 July 2023
5,000,000	Class E Director Options exercisable at 18 cents a share and expiry date 1 December 2023
5,000,000	Class F Director Options exercisable at 25 cents a share and expiry date 1 December 2025

The Company had 935 unmarketable parcels as at 20 September 2021.

ARTEMIS RESOURCES

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