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Company Secretary:
Guy Robertson

Corporate Information
ASX Code: ARV

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ASX / Media Announcement **11 December 2017**

$6 million Overseas Institutional Funding for Radio Hill Plant Upgrades, Refurbishment and Re-Start Plans.

- **Artemis arranges institutional loan to assist funding of the upgrades and refurbishment of its 100% owned Radio Hill Processing Plant.**
- **Plans are to restart processing operations at Radio Hill in July 2018.**
- **Approximately 250,000 tonnes of pre-mined material containing Cobalt, Nickel and Copper already exists in stockpiles on the Run of Mine (ROM) ore pad at Radio Hill to allow production to recommence at Radio Hill.**
- **Plant to include a new +500,000 tpa gold circuit to allow for treatment of Artemis's Carlow Castle Cobalt, Gold and Copper Project and its Silica Hills Gold Project.**
- **Plant and new gold circuit will also be capable of treating gold bearing conglomerates.**
- **Contract bulk sampling processing will also be offered to other conglomerate gold companies in the Western Pilbara.**
- **$6 million working capital and development funding by way of an 18-month Loan Agreement and Convertible Note with UK Institutional Group:**
  - **Convertible price fixed at AUD $0.3575 per share.**
  - **No repayments or conversion for the first 2 months.**
  - **Company, at its election, can pay monthly repayments in cash if the Artemis share price is below AUD $0.3575 per share.**
  - **Potential share dilution is capped to less than 22 million shares.**

David Lenigas, Executive Chairman of Artemis Resources, commented;

"With Cobalt prices now reaching over AUD $90,000 a tonne, recommissioning of the Radio Hill plant mid-2018 is an absolute top priority for Artemis. Radio Hill is a known Nickel/Copper/Cobalt producer and we have a lot of material ready at surface ready to feed the plant. In addition, now that the Novo JV is live, it is important that Artemis keeps its cash at bank in as strong a position as possible. The previous $3 million Riverfort deal, along very similar terms, worked very well for shareholders at the time and this new AUD $6million funding deal will assist the Company with the refurbishment and upgrades currently underway at our Radio Hill processing facilities, whilst keeping a solid cash surplus available to fund our share of the 50/50 Artemis/Novo JV with respect to conglomerate gold."

"Artemis is now working hard towards getting the Radio Hill Plant being fully operational by July 2018, and the surface stockpiles on the ROM pad will give us a great jump-start into rapid cobalt production. Radio Hill was always mined as an underground operation and we are now looking at the potential to start an open pit mining operation where the deposit comes to surface. This plant feed will be used for commissioning feed material whilst we complete our resource work on Carlow Castle, Silica Hills and conglomerate gold projects."

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Artemis Resources Limited ("**Artemis**" or "**the Company**") (**ASX: ARV**) is pleased to announce that it has signed agreements with London Institutional group, Riverfort Global Capital Ltd ("Riverfort") for an 18 month US$4.5million (~A$6 million) funding package to assist with the Radio Hill Processing Plant refurbishment and upgrade programmes currently underway.

Artemis successfully used Riverfort[1], in a very similar manner earlier this year to fund the all-important acquisition of the Radio Hill Plant and associated tenement package and extensive JORC compliant Nickel, Copper and Zinc assets that exist within the Radio Hill asset base.

The Radio Hill Mine and processing plant and infrastructure was purchased by Artemis with the aim of providing Artemis with regional processing capability, that can be used to process a range of ores from the Company's own projects in the West Pilbara region.

The Company and its contractors are working towards having the plant fully operational as a combined base metals and gold processing facility by the end of June 2018.

The existing Radio Hill plant, which has a nominal capacity of around 500,000 tonnes per annum was historically used to processing Nickel/Copper/Cobalt ores from the Radio Hill underground decline mine, has been kept on care and maintenance since it was shut down 9 years ago. The plant consists of a two-stage crushing circuit, primary and secondary grinding mills, two discrete multi-stage flotation circuits, separate concentrate filtration plants and a tailings thickener. A plant laboratory and fully equipped workshops have been maintained on-site.

The upgraded Plant will have a new Gekko gold recovery plant installed. This gold circuit will include a comprehensive 2-stage gravity gold plant with a nominal capacity of 70-100 tonnes per hour. These stages are specifically designed to target all available gravity gold from very fine gold (30 - 50 micron) all the way up to coarse nuggets of plus 4mm in size (up to 20mm). The circuit will be integrated with the existing crushing and grinding areas.

Figure 1: ~500,000 tpa Radio Hill Base Metals Plant – located 35km south of Karratha.

[1] Artemis Resources Limited ASX news release date 28 April 2017 - Completion of Acquisition of Metallurgical Plant, Resource Base and Tenement Package in the Pilbara and US$2million Overseas Institutional Funding.

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Radio Hill Re-Start Plans:

The Radio Hill plant has approximately 250,000 tonnes of stockpiled material available in the form of oversize, mill rejects, oxidised massive and semi-massive Run of Mine (ROM) material and copper supergene tailings from West Whundo copper supergene processing[2]. This material has the advantage of being pre-mined and sitting on the ROM pad near the feed point to the plant. These stockpiles can simply be contract crushed and processed, resulting in a low operating cost as the material has no mining costs.

The Company is now in the process of sampling all of the available stockpiles on the ROM pad for their nickel, copper and cobalt grades. The results of this sampling programme are expected to be available in January 2018.

Current metal commodity prices have improved to:

- Nickel - US$10,790/t (AUD $14,361/t)
- Copper - US$6,530/t (AUD $ 8,691/t)
- Cobalt - US$69,500/t (AUD $92,504/t)

(Prices are LME spot cash bid prices dated 8 December 2017)

Work has also commenced on assessing the potential for open pitting the top of the semi-massive and disseminated nickel/copper/cobalt part of the Radio Hill ore body where it outcrops near to surface to find additional processing plant feed.

As previously announced, Artemis is also finalising an upgraded JORC resource on its Carlow Castle Cobalt/Copper Gold Project and will soon be drilling its Silica Hills Gold Project to identify additional or alternate plant feed for the Radio Hill processing facility.

Figure 2: Nickel/Copper/Cobalt stockpiles on Radio Hill Plant ROM pad.

[2] Fox Resources Limited ASX news release date 22 May 2009 – Fox Commences Heap Leaching Tests

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Figure 3: Nickel/Copper/Cobalt mill rejects and stockpiles on the ROM pad at Radio Hill Plant site.

Funding Arrangements:

In order to assist with the funding of the Radio Hill programme, in the least dilutive way for shareholders at this point in time, the Company has entered into a USD$4.5 million (~AUD $6 million) Funding Agreement by way of the issue of Convertible Securities with an aggregate face value of US$4.5million ("Loan Agreement") with a consortium of investors arranged and managed by London based institution Riverfort Global Capital Ltd (the "Investors").

The US$4.5 million ("Principal Amount") has a maturity date of 18 months, with a Commitment and Implementation Fee totalling 9%. The Convertible Securities have a fixed conversion price of AUD $0.3575 per fully paid ordinary share and, subject to certain conditions in the Funding Agreement and compliance with the ASX Listing Rules, at the funder's election. There will be no repayments required by Artemis during the first two months, and if the Artemis share price is below AUD $0.3575 per share for any month for the loan period from month 3 to month 18, Artemis can elect to make the repayment for any month in cash at 115% of the monthly redemption amount. If Artemis elects, it can pay the monthly repayment in Artemis shares calculated as the lower of the AUD $0.3575 fixed conversion price or at 93% of the lowest daily VWAP during the 10 trading days immediately prior to the monthly conversion notice date. Where required, Artemis will seek shareholder ratification or approval for the conversion and issue of shares under the Funding Agreement.

The maximum number of shares under this arrangement will be capped at 21,752,928. These securities will be issued under the Company's existing 15% capacity under Listing Rule 7.1 and shareholder approval will not be sought for this issue. In addition, the Investors will be issued 5,439,858 options with an exercise price of AUD $0.4538 and will expire three years after date of issue. (For further details on these options, refer to the Form 3b that will to be released shortly)

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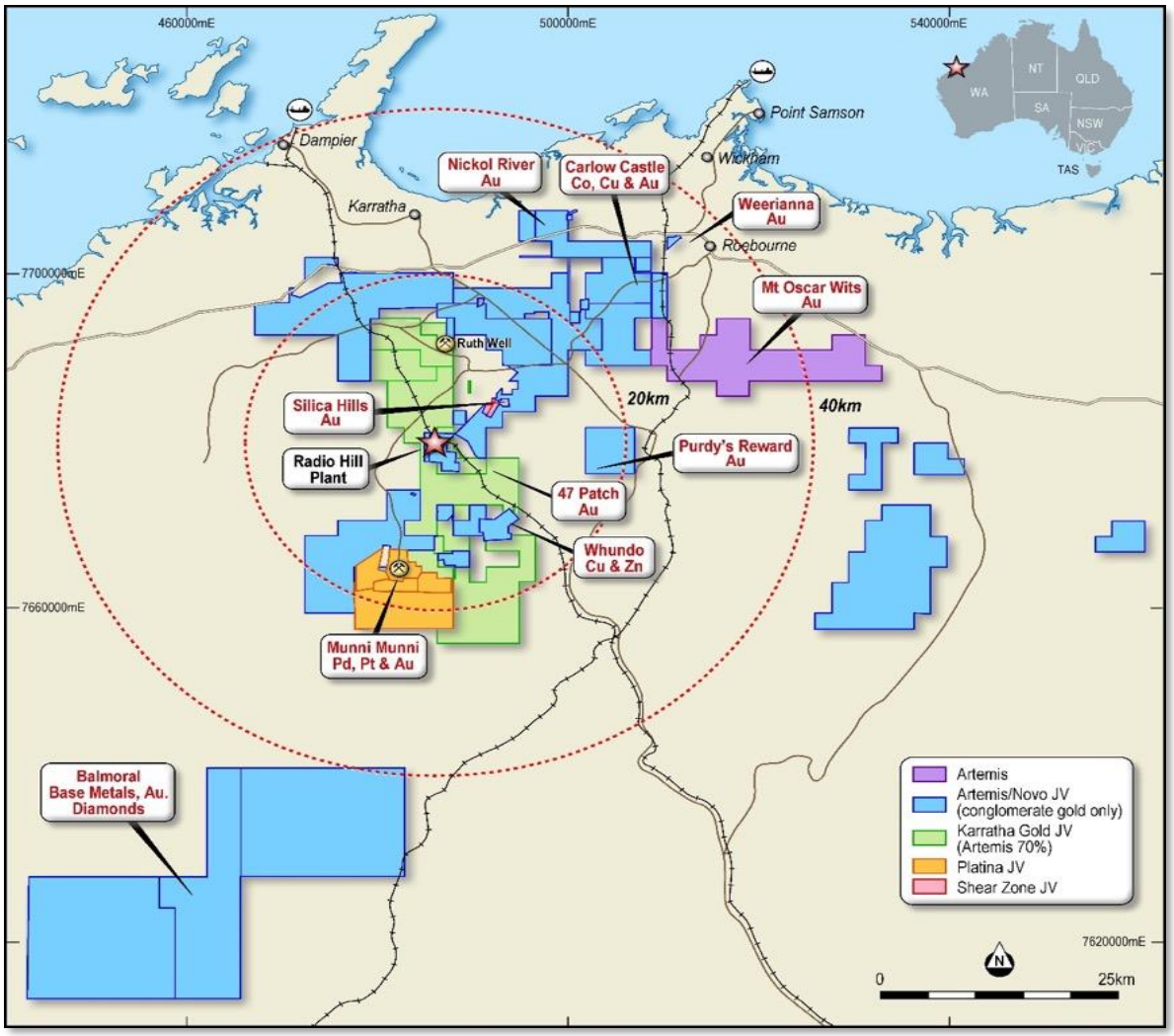
Figure 4: Artemis Resources Projects in Karratha Area.



CONTACTS:
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BACKGROUND INFORMATION ON ARTEMIS RESOURCES:
Artemis Resources Limited is a resources exploration and development company with a focus on its prospective Karratha (gold, cobalt, base metals, platinum group elements and iron ore) and the Mt Clement Paulsens (gold) project in Western Australia.

Artemis owns the fully permitted ~500,000tpa Radio Hill nickel and copper operations and processing plant located 35km south of Karratha. JORC 2004 compliant resources of Gold, Nickel, Copper PGE's and Zinc, all situated within a 40km radius of the Radio Hill plant and on 1,838km^2 form the newly consolidated assets of Artemis Resources.

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Artemis have signed Definitive Agreements with Novo Resources Corp. ("Novo"), and pursuant to the Definitive Agreements, Novo has satisfied its expenditure commitment, and earned-in to 50% of gold (and other minerals necessarily mined with gold) in conglomerate and/or paleoplacer style mineralization in Artemis' tenements within 100km of the City of Karratha, including at Purdy's Reward ("the Gold Rights"). The Gold Rights do not include (i) gold disclosed in Artemis' existing (at 18 May 2017) JORC compliant Resources and Reserves or (ii) gold which is not within conglomerate and/or paleoplacer style mineralization or (iii) minerals other than gold. Artemis' Mt Oscar tenement is excluded from the Definitive Agreements.

The Definitive Agreements cover 38 tenements / tenement applications that are 100% owned by Artemis. Pursuant to Novo's successful earn-in, three 50:50 joint ventures have been formed between Novo's subsidiary, Karratha Gold Pty Ltd ("Karratha Gold") and three subsidiaries of Artemis (KML No 2 Pty Ltd, Fox Radio Hill Pty Ltd, and Armada Mining Pty Ltd). The joint ventures are managed as one by Karratha Gold. Artemis and Novo will contribute to further exploration and any mining of the Gold Rights on a 50:50 basis. Further definitive agreements covering approximately 19 Artemis tenements/tenement applications that are already subject to third party interests are expected to be signed once all necessary third-party consents have been obtained.

COMPETENT PERSONS STATEMENT

The information in this document that relates to Exploration Results and Exploration Targets is based on information compiled or reviewed by Edward Mead, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Mead is a Director of Artemis Resources Limited and is a consultant to the Company, and is employed by Doraleda Pty Ltd. Mr Mead has sufficient experience which 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 Mead consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

FORWARD LOOKING STATEMENTS AND IMPORTANT NOTICE:

This report contains forecasts, projections and forward-looking information. Although the Company believes that its expectations, estimates and forecast outcomes are based on reasonable assumptions it can give no assurance that these will be achieved. Expectations, estimates and projections and information provided by the Company are not a guarantee of future performance and involve unknown risks and uncertainties, many of which are out of Artemis' control. Actual results and developments will almost certainly differ materially from those expressed or implied. Artemis has not audited or investigated the accuracy or completeness of the information, statements and opinions contained in this presentation. To the maximum extent permitted by applicable laws, Artemis makes no representation and can give no assurance, guarantee or warranty, express or implied, as to, and takes no responsibility and assumes no liability for (1) the authenticity, validity, accuracy, suitability or completeness of, or any errors in or omission from, any information, statement or opinion contained in this report and (2) without prejudice to the generality of the foregoing, the achievement or accuracy of any forecasts, projections or other forward looking information contained or referred to in this report.

Investors should make and rely upon their own enquiries before deciding to acquire or deal in the Company's securities.