ANNUAL INFORMATION FORM

For the year ended December 31, 2021

ARTEMIS GOLD INC.

Dated March 29, 2022

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1 PRELIMINARY NOTES

In this Annual Information Form ("**AIF**"), "**Artemis**" or the "**Company**" refers to Artemis Gold Inc. and "**Velocity**" or "**VLC**" refers to Velocity Minerals Ltd., an "equity investee" of Artemis (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**").

All information contained herein is as at December 31, 2021 unless otherwise stated.

1.1 Documents Incorporated by Reference

The information contained in the Blackwater Gold Project British Columbia NI 43-101 Technical Report dated October 25, 2021 (with an effective date of September 10, 2021) prepared by Sue Bird, P.Eng., George Dermer, P.Eng., and Marc Schulte, P. Eng of Moose Mountain Technical Services, Robin Kalanchey, P. Eng. Of Ausenco Engineering Canada, Daniel Fontaine, P. Eng of Knight Piésold Ltd., John Thomas, P. Eng. of JAT Met Consult Ltd., James Garner, P. Eng., of Allnorth Consultants Ltd., Rolf Schmitt, P.Geo. of ERM and John Dockrey P.Geo. of LORAX (the "**Feasibility Study**") is incorporated by reference as part of this AIF. The Feasibility Study is available for viewing on SEDAR at www.sedar.com under Artemis' profile.

1.2 Financial Statements

Artemis' financial statements for the year ended December 31, 2021 were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board.

This AIF should be read in conjunction with Artemis' audited annual financial statements and notes thereto, as well as with the management's discussion and analysis for the year ended December 31, 2021. The financial statements and management's discussion and analysis are available at Artemis' website at www.artemisgoldinc.com and under Artemis' profile on the SEDAR website at www.sedar.com.

1.3 Currency

All sums of money which are referred to in this AIF are expressed in lawful money of Canada, unless otherwise specified. References to "**US$**" are to United States Dollars.

1.4 Cautionary Statement Regarding Forward-Looking Information

This AIF contains "forward-looking information" and "forward-looking statements" (referred to together herein as "forward-looking information"). Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information are not historical facts, are made as of the date of AIF, and include, but are not limited to, statements regarding discussions of future plans, guidance, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the activities contemplated in this AIF. Forward-looking statements included or incorporated by reference in this AIF include, without limitation, statements related to proposed exploration, development and production

programs, grade and tonnage of material, resource estimates, production estimates, cost estimates, permitting and approval processes, next steps with respect to Artemis' properties, use of proceeds from financings and statements related to Artemis' investment in Velocity. These forward-looking statements involve numerous risks and uncertainties and other factors which may cause the actual results, performance or achievements of Artemis to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Important factors that may cause actual results to vary include without limitation, the timing and receipt of certain approvals, changes in commodity and power prices, changes in interest and currency exchange rates, risks inherent in exploration estimates and results, risks inherent in mining exploration, development and operations, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and resources), changes in development or mining plans due to changes in logistical, technical or other factors, unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications, cost escalation, unavailability of materials, equipment and third party contractors, delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters), political risk, social unrest, social and environmental activities, risks relating to the Gold Stream Agreement and Silver Stream Agreement, risks related to the PLF, First Nations land claims, changes in general economic conditions or conditions in the financial markets and risks relating to the securities of Artemis. In making the forward-looking statements in this AIF, Artemis has applied several material assumptions, including without limitation, the assumptions that: (1) market fundamentals will result in sustained gold demand and prices; (2) the receipt of any necessary approvals and consents in connection with the development and operation of any properties; (3) the availability of financing on suitable terms for the development, construction and continued operation of any mineral properties; and (4) sustained commodity prices such that any properties that may be put into operation remain economically viable. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. Certain of the risks and assumptions are described in more detail under the heading "Risk Factors" herein and in Artemis' consolidated audited financial statements and MD&A for the year ended December 31, 2021 under Artemis' profile on the SEDAR website at www.sedar.com. The actual results or performance by Artemis could differ materially from those expressed in, or implied by, any forward-looking statements relating to those matters. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of the Company. Except as required by law, we are under no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

2 CORPORATE STRUCTURE

2.1 Name, address and incorporation

Artemis was incorporated under the *Business Corporation Act* (British Columbia) under the name 1193490 B.C. Ltd. on January 10, 2019.

Artemis' head offices are located at Suite 3083, Three Bentall Centre, 595 Burrard Street, P.O. Box 49298, Vancouver, BC, V7X 1L3, Canada.

The registered and records office of Artemis is located at Suite 2600, Three Bentall Centre, 595 Burrard Street, P.O. Box 49314, Vancouver, BC, V7X 1L3, Canada.

Artemis is a reporting issuer in all Provinces and Territories of Canada. The common shares of Artemis (the "**Common Shares**") are listed on the TSX Venture Exchange (the "**TSXV**").

2.2 Intercorporate Relationships

Artemis, through its wholly-owned subsidiary, BW Gold Ltd. ("**BW Gold**"), holds a 100% interest in the Blackwater Gold Project ("**Blackwater**" or the "**Project**"). Artemis also holds a 100% interest in 1337890 B.C. Ltd., which contains certain assets of the Company. BW Gold was incorporated under the *Business Corporations Act* (British Columbia) on May 29, 2020. 1337890 B.C. Ltd. was incorporated under the *Business Corporations Act* (British Columbia) on December 14, 2021.

3 GENERAL DEVELOPMENT OF THE BUSINESS / THREE YEAR HISTORY

The primary focus for Artemis is on advancing Blackwater to construction.

Artemis also has an equity ownership interest in Velocity, an exploration and development company focused on an emerging gold district in southeast Bulgaria.

3.1 Incorporation on January 10, 2019 to December 31, 2019

Artemis was incorporated on January 10, 2019 pursuant to the *Business Corporations Act* (British Columbia) under the name 1193490 B.C. Ltd. At that time, Artemis was a wholly-owned subsidiary of Atlantic Gold Corporation ("**Atlantic**"), a Canadian gold producer with its common shares listed on the TSXV at that time.

On March 14, 2019, Atlantic, through Artemis, completed a $9,000,000 strategic investment (the "**Velocity Investment**") in Velocity pursuant to an investment agreement dated January 16, 2019 ("**Investment Agreement**"). A copy of the Investment Agreement is available on Velocity's SEDAR profile at www.SEDAR.com. The Velocity Investment was comprised of (i) 18,600,000 units of Velocity (the "**Velocity Units**") issued at a price of $0.21 per Velocity Unit, for $3,906,000, and (ii) $5,094,000 principal amount of secured convertible debentures of Velocity (the "**Convertible Debentures**").

On May 14, 2019, Atlantic announced that it had entered into an arrangement agreement with St Barbara Limited ("**St Barbara**") pursuant to which St Barbara would acquire all of the issued and outstanding shares of Atlantic (the "**Arrangement**"). As part of the Arrangement, Atlantic distributed all of the common shares of Artemis to the shareholders of Atlantic. The Arrangement closed on July 19, 2019.

On August 27, 2019, Artemis completed a non-brokered private placement financing for gross proceeds of $32,641,566 (the "**2019 Private Placement**"). The 2019 Private Placement resulted in Artemis issuing 36,268,407 units at a price of $0.90 per unit. Each unit consisted of one Common Share and one Common Share purchase warrant, with each whole warrant entitling the holder to purchase one additional Common Share at a price of $1.08 per Common Share until August 27, 2024.

On October 2, 2019, the Common Shares commenced trading on Tier 2 of the TSXV. Effective November 4, 2020, Artemis graduated to Tier 1 Issuer status on the TSXV.

3.2 The year ended December 31, 2020

On February 12, 2020, Artemis acquired 5,166,887 units of Velocity. Each unit consisted of one Velocity Share and one-half of one Velocity purchase warrant.

In April 2020, Velocity settled $216,495 of interest owed on the Convertible Debenture by issuing 742,184 Velocity Shares to the Company. Additionally, in October 2020, Velocity issued 484,415 Velocity Shares to settle interest owed to Artemis of $216,495.

On August 21, 2020, Artemis completed the acquisition of Blackwater from New Gold Inc. ("**New Gold**") (the "**Acquisition**"). The Blackwater Project is Artemis' material property for the purposes of National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("**NI 43-101**").

Pursuant to the Acquisition, Artemis acquired all of New Gold's property, assets and rights related to the Project. Consideration for the Acquisition was comprised of (i) an initial payment of $140 million at closing of the Acquisition (the "**Initial Payment**"), (ii) 7,407,407 Common Shares issued at closing of the Acquisition, (iii) a cash payment one year following closing of the Acquisition of $50 million (the "**Second Payment**") and (iv) a secured gold stream participation (the "**Gold Stream Agreement**") in favour of New Gold as described below.

At closing of the Acquisition, Artemis entered into the Gold Stream Agreement with New Gold whereby New Gold will purchase 8.0% of the refined gold produced from the Project. Once 279,908 ounces of refined gold have been delivered to New Gold, the gold stream will reduce to 4.0%. New Gold will make payments for the gold purchased equal to 35% of the US$ gold price quoted by the London Bullion Market Association two days prior to delivery.

In the event that commercial production at the Blackwater Project is not achieved by the 7th, 8th, or 9th anniversary of closing of the Acquisition, New Gold will be entitled to receive additional cash payments of $28 million on each of those dates.

New Gold has a first ranking security interest over the Blackwater Project until the Second Payment is made and would thereafter maintain a security interest over Blackwater in connection with the Gold Stream, subject to certain provisions.

To fund the Acquisition, on August 24, 2020 Artemis completed brokered and non-brokered private placements of an aggregate of 64,825,925 subscription receipts (the "**Subscription Receipts**") at a price of $2.70 per Subscription Receipt for aggregate gross proceeds of approximately $175,030,000. Each Subscription Receipt entitled the holder to receive one Common Share for no additional consideration upon

satisfaction of certain escrow conditions. On August 21, 2020, pursuant to the closing of the Acquisition, all escrow conditions were satisfied, and the Subscription Receipts were exchanged for 64,825,925 Common Shares.

On Sept 2, 2020, Artemis completed a non-brokered private placement of 250,000 Common Shares for gross proceeds of $1,362,500.

On November 24, 2020, the Company acquired an additional 4,000,000 VLC Shares at a price of $0.50 per share, bringing the Company's total shareholding in VLC to 29,490,002 common shares, or 22% of the issued common shares of VLC.

3.3 The year ended December 31, 2021

On March 25, 2021, the Company exercised its conversion option on the convertible debenture which had a face value of $5,094,000 plus accrued interest of $208,784, in exchange for 21,211,136 common shares of VLC. This brought the Company's interest in the common shares of VLC to 50,701,138 (or 32% of VLC's issued and outstanding common shares) which as at December 31, 2021 had a fair market value of $15,717,353. As at December 31, 2021, the Company held 9,300,000 share purchase warrants which are exercisable at $0.25 per warrant until March 14, 2022. On March 14, 2022, 9,300,000 of the Company's share purchase warrants in VLC expired unexercised, bringing the remaining share purchase warrants balance to nil.

On April 9, 2021, the Company received and executed a credit-approved mandate letter with Macquarie and National Bank to arrange a project loan facility ("**PLF**") in the amount of $360 million plus capitalized interest of up to $25 million. Subject to final credit approval and final due diligence, Macquarie and National Bank would agree to each underwrite 50% of the PLF.

On April 27, 2021 the Company announced that it had engaged The Terron Group, LLC ("**Terron**") to provide integrated Environmental Social Governance ("**ESG**") services and management training to Artemis in support of the Blackwater Project. Terron's support services are targeted to help Artemis advance Blackwater in adherence with the Equator Principles and International Finance Corporation performance standards and to develop and align the Company's ESG practices and protocols in accordance with such standards.

On May 19, 2021, the Company completed a brokered offering with a syndicate of underwriters to issue 18,853,100 common shares on a bought deal basis at a price of $6.10 per common share (the "**Bought Deal Offering**"). The Company also announced a Non-Brokered Offering for 9,200,000 common shares, also at a price of $6.10 per common share. The Non-Brokered Offering closed on May 25, 2021, for combined gross proceeds of $171,123,910.

Effective May 25, 2021, the Company executed an impact benefits agreement with Nazko First Nation. This is in addition to the existing participation agreement with the Lhoosk'uz Dene Nation and Ulkatcho First Nation, the two Indigenous groups whose traditional territories overlap the Project's mine site.

On July 15, 2021, The Company obtained approval of its *Mines Act* Permit M-246 allowing for early construction works at the Blackwater Project**.** The approval of the early works permit is the first step required for mine construction, allowing for the necessary site preparation and land clearing work to begin.

On August 18, 2021 the Company announced the execution of a binding memorandum of understanding ("**MOU**") with a consortium of Carisbrooke Consulting Inc., Westpark Electric Ltd. and 1319071 B.C. Ltd., the latter entity representing Nadleh Whuten, the Saik'uz First Nation and the Stellat'en First Nation, and all entities comprising the consortium collectively referred to as **"Preferred GMP Proponent"**. The MOU provides a guaranteed maximum price ("**GMP**") for an Engineering, Procurement and Construction ("**EPC**") contract to construct a 135-kilometer long 230kV electricity transmission line and high voltage substation for the Blackwater Project.

The selection of the Preferred GMP Proponent was based on a proposal to engineer and construct the Power Facilities for a GMP of up to $80 million (before duties or taxes), subject to technical or commercial changes requested by Artemis. The MOU outlines the terms under which the Preferred GMP Proponent will undertake further detailed engineering, which will form the basis of a final fixed price EPC contract.

As part of the consideration associated with the Acquisition, the Company completed the Second Payment of $50,000,000 to New Gold on August 23, 2021.

On September 13, 2021 the Company announced the results of its Feasibility Study, the economics of which estimate a pay-back period of two years, an after-tax internal rate of return ("**IRR**") of 32% and a net present value ("**NPV**") utilizing a 5% discount rate ("**$NPV_{5\%}$**") of $2.15 billion based on a US$1,600/oz gold price. Further details regarding the Feasibility Study are contained in section 6 of this AIF.

On December 13, 2021, the Company announced that it had entered into a definitive precious metals purchase agreement (the "**Silver Stream Agreement**") with Wheaton Precious Metals™ Corp. ("**Wheaton**"). Under the terms of the Silver Stream Agreement, Wheaton will purchase 50% of the silver production from the mineral reserves of Blackwater until approximately 18 million ounces of silver have been delivered, after which the stream reduces to 33% of the silver production for the life of mine. Wheaton will make an up-front deposit payment in cash of approximately US$141 million, payable in tranches during the major works construction of the Project, subject to certain conditions. In addition, Wheaton will make ongoing payments equal to 18% of the spot silver prices on silver purchased from the Company until the up-front deposit payment is reduced to zero, and 22% of the spot silver prices thereafter.

The Silver Stream Agreement also contains a partial buy back option such that until the earlier of January 1, 2025 or the achievement of commercial production at Blackwater, the Company will have a one-time option to repurchase up to 33% of the Silver Stream on a change of control for certain consideration.

The proceeds from the Silver Stream Agreement will be used by the Company to fund the advancement of the development and construction of the Project and the Silver Stream Agreement will be a subordinated secured obligation of the Company.

Also on December 13, 2021, the Company announced that Wheaton had purchased the Gold Stream Agreement from New Gold and that both the Silver Stream Agreement and Gold Stream Agreements will be held by Wheaton going forward.

Effective December 13, 2021, Wheaton maintains a security interest over Blackwater in connection with the Gold Stream, subject to certain provisions. The Silver Stream Agreement will be a subordinated secured obligation of the Company.

Also on December 13, 2021, the Company announced that it had been added to the VanEck Vectors Junior Gold Miners Exchange Traded Fund (NYSE: GDXJ) ("**GDXJ**") pursuant to the GDXJ's quarterly rebalancing, with effect starting December 17, 2021.

On December 30, 2021 the Company announced that its previously-issued MOU associated with the construction of the processing facility and associated infrastructure (the "Facilities") for the Blackwater Project had been terminated due to the expiry of an agreed period to enter into an EPC contract.

The Company has since engaged with a number of other EPC contractors in connection with the EPC contract for the Facilities and expects to award the EPC contract to the successful bidder by the end of April 2022.

Early works construction at Blackwater remains targeted to commence in Q2 2022 to prepare the Project site in order to accommodate the commencement of major works construction activities.

As of the date of this AIF, the Company is targeting receipt of the BC Mines Act Permit in the Fall of 2022 with major construction activities to commence shortly thereafter.

Currently, the Project schedule maintains an estimated first gold pour date of H1 2024, consistent with the schedule outlined in the Feasibility Study.

4 DESCRIPTION OF BUSINESS

4.1 General

Mission Statement

Create and grow sustainable value by applying leading, technically excellent and differentiated approaches to managing mining assets and unlocking their unrealized potential, while being firmly committed to protecting the health, safety and wellbeing of our employees, the environment and the communities in which we work.

About Artemis

Artemis is a well-financed gold development company with a technically driven approach to shareholder value creation through identifying, acquiring and developing gold projects in mining friendly jurisdictions using a disciplined staged approach to development, managing risks while minimizing cost of capital to optimize economics and returns for shareholders.

Artemis respects the rights and interests of Indigenous nations. The company is committed to building relationships based on trust, respect and integrity, and to unlocking the value of its assets in a way that benefits the Indigenous nations and communities where we operate.

The primary focus for Artemis today is on advancing the Project to construction in central BC, Canada; a project with 10+ million ounces of gold in resources, Environmental Assessment approval and the potential to develop into one of the largest gold mines in Canada with cash costs in the lower quartile of global producers.

4.2 Employees

At December 31, 2021, Artemis had 29 full time and four hourly employees employed in respect of executive management, technical services and administrative support.

4.3 Social or Environmental Policies

Artemis is committed to the responsible development of Blackwater. The Company has engaged in a number of ESG initiatives, including:

a) Performing an evaluation of the Company's existing ESG practices and developing a roadmap to comply with the social and environmental undertakings contained in the Equator Principles ("**EP4**") and to adopt governance best-practices relative to the Company's peers;

b) Eliminating the use of hydro-carbons in the Blackwater processing plant as part of the Feasibility Study; and

c) Continued and meaningful engagement with the Indigenous Peoples impacted by Blackwater.

Artemis maintains a written Code of Conduct (the "**Code**"), compliance with which is mandatory for all directors, officers and employees, and consultants of the Company, and the full text of which may be viewed on Artemis' website. Included within the Code are, among others, requirements that all such Company personnel conduct Artemis' business and affairs honestly and with integrity, using high ethical standards; comply with the laws of each jurisdiction in which Artemis does business; not tolerate discrimination, intimidation or harassment on the basis of race, colour, age, gender, sexual orientation, marital status, physical or mental disability, national or ethnic origin or religious beliefs; ensuring a work environment which is respectful of their dignity, rights, needs and individual differences; as well as conduct Artemis' operations using environmental best practices with a goal to protecting human health, minimizing impact on the ecosystem and returning exploration and mining sites to a high environmental standard.

Artemis recognizes the benefits of inclusion and diversity in its broadest sense and considers inclusion and diversity at the board of directors (the "**Board**") level to be an essential element of Board effectiveness. A diverse Board is one that possesses a balance of skills, experience, expertise and a diversity of perspectives that are relevant to the Company's business, its strategic objectives and risk oversight. The Board Diversity Policy (the "**Diversity Policy**") sets forth the approach to diversity on the Board of Artemis. Artemis is committed to building and sustaining a Board comprised of talented, dedicated and diverse directors that is inclusive of individuals regardless of gender, race, national and ethnic origin, colour, religion, age, sexual

orientation, marital and family status and physical or mental disabilities. Artemis views inclusion and diversity on the Board as leading to a better understanding of opportunities, issues and risks; enabling stronger decision-making; and ultimately improving our performance and ability to provide strategic oversight and maximize shareholder value. While all director appointments are based on merit to complement and expand on the skills, experience and expertise of the Board as a whole, the Board also seeks to achieve a mix of members who represent a broad diversity of backgrounds and perspectives. The Board's Nominating and Corporate Governance Committee (the "**NCGC**") may from time to time consider adopting measurable objectives for achieving diversity on the Board, including gender and minority diversity, and recommend such objectives to the Board for adoption. When selecting and presenting candidates to the Board for appointment, the NCGC considers not only the skills, experience and expertise of a candidate, but also, geography, age, gender, and ethnicity and aboriginal status. Any search firm engaged to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be specifically directed to include diverse candidates generally, and multiple female candidates in particular. The NCGC will review and monitor the implementation of this Diversity Policy on an annual basis to ensure its effectiveness and will report the results of its review to the Board. As part of its review, the NCGC may recommend revisions to the Diversity Policy to the Board for its approval.

4.4 Cycles

Artemis' mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, frozen ground and restricted access due to snow, ice or other weather-related factors. In addition, the mining and mineral exploration business is subject to global economic cycles affecting, among other things, raw material costs, supply chain issues and the marketability and price of gold and silver products in the global marketplace.

4.5 Specialized Skill and Knowledge

Various aspects of Artemis' business require specialized skills and knowledge. Such skills and knowledge include, but are not limited to, the areas of exploration and development, geology, drilling, permitting metallurgy, logistical planning, and accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon various legal and financial advisors, consultants and others in the operation and management of its business, including consultants holding exploration and development expertise. See "*Risk Factors – Dependence on Key Individuals*".

5 RISK FACTORS

The business and operations of Artemis are speculative due to the high-risk nature of its business, which is the exploration of mineral properties. The risks listed below are not the only risks and uncertainties that Artemis faces. Additional risks and uncertainties not presently known to Artemis or that Artemis currently considers immaterial may also materially impair its business. These risk factors could materially affect Artemis' business, financial condition and future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

If any of the following risks occur, Artemis' business, financial condition and operating results could be materially adversely affected.

5.1 Risks Related to the Business of Artemis

5.1.1 The Development of our Properties will be Subject to all of the Risks Associated with Establishing New Mining Operations

Development of our mineral properties requires the construction and operation of mines, processing plants and related infrastructure. As a result, we are and will continue to be subject to all of the risks associated with establishing new mining operations, including:

- the timing and cost, which can be considerable, of the construction of mining and processing facilities;
- the availability and cost of skilled labour, mining equipment and principal supplies needed for operations;
- the availability and cost of appropriate smelting and refining arrangements;
- the need to obtain and maintain necessary environmental and other governmental approvals and permits;
- the availability of funds to finance construction and development activities;
- potential opposition from non-governmental organizations, First Nations, environmental groups, local groups or other stakeholders which may delay or prevent development activities; and
- potential increases in construction and operating costs due to changes in the cost of labour, fuel, power, materials and supplies.

The costs, timing and complexities of developing our projects may be greater than anticipated because the majority of such property interests are not located in developed areas, and, as a result, our property interests may not be served by appropriate road access, water and power supply and other support infrastructure. Cost estimates may increase as more detailed engineering work is completed on a project. It is common in new mining operations to experience unexpected costs, problems and delays during construction, development and mine start-up. Accordingly, we cannot provide assurance that our activities will result in profitable mining operations at our mineral properties.

5.1.2 Fluctuations in precious metal prices

The estimates and valuations of the Company's potential future revenues depend in part on the market prices for gold and silver. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control including central bank lending, sales and purchases of gold, producer hedging activities, expectations of inflation, the level of demand for gold and silver as an investment, speculative trading, the relative exchange rate of the U.S. dollar with other major currencies, interest rates, global and regional demand, political and economic conditions and uncertainties, industrial and jewelry demand, production costs in major gold and silver producing regions and worldwide production levels. The aggregate

effect of these factors is impossible to predict with accuracy. The Company, under the terms of the PLF, will be required to enter into minimum levels of gold hedging and may from time to time enter into additional hedging instruments to further manage Blackwater's exposure to gold price risk.

5.1.3 We may be unable to satisfy our commitments under the Gold Stream Agreement and Silver Stream Agreement and failure to do so may have a material and adverse effect on the Company

Our ability to make deliveries under the Silver Stream Agreement and Gold Stream Agreement is dependent on our ability to successfully achieve steady-state production at the Blackwater Project, as well as the Company's financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control.

If our cash flows and capital resources are insufficient, we could face substantial liquidity problems and could be forced to reduce or delay investment and capital expenditures or to dispose of material assets or operations, or seek additional debt or equity capital. We may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternatives may not allow us to meet our delivery obligations under the Silver Stream Agreement and Gold Stream Agreement. Failure to otherwise fulfill our commitments under these agreements could result in adverse impacts on our business.

If metal prices improve over time, the Silver Stream Agreement and Gold Stream Agreement may reduce our ability to sell our resources later at higher market prices due to our obligations under these agreements

5.1.4 The Silver Stream Agreement and Gold Stream Agreement contain restrictive covenants that may limit our ability to operate our business.

The restrictive covenants contained in the Silver Stream Agreement and Gold Stream Agreement could have adverse consequences on our business, including: limiting our ability to obtain additional financing for working capital, capital expenditures, exploration and development, debt service requirements, acquisitions and general corporate or other purposes; restricting our flexibility and discretion to operate our business; limiting our ability to adjust to changing market conditions; making us vulnerable in a downturn in general economic conditions; and making us unable to make expenditures that are important to our growth and strategies. The restrictive covenants contained in the Silver Stream Agreement and Gold Stream Agreement may limit our operating flexibility and could prevent us from taking advantage of business opportunities. Our failure to comply with these covenants may result in an event of default. If such event of default is not cured or waived, we may suffer adverse effects on our operations, business or financial condition.

5.1.5 Actual Capital Costs, Operating Costs and Expenditures, Production Schedules and Economic Returns may Differ Significantly from those we have Anticipated

Our expected capital costs, operating costs and expenditures, production schedules, economic returns and other projections for the Blackwater Project which are contained in the Feasibility Study are based on assumed or estimated future metals prices, cut-off grades, operating costs, capital costs and expenditures and other factors that each may prove to be inaccurate. Therefore, the Feasibility Study may prove to be

unreliable if the assumptions or estimates do not reflect actual facts and events. For example, significant declines in market prices for precious metals or extended periods of inflation would have an adverse effect on the economic projections set forth in the Feasibility Study. Any material reductions in estimates of mineralization or increases in capital costs and expenditures, or in our ability to maintain a projected budget or renew a particular mining permit, could also have a material adverse effect on projected production schedules and economic returns, as well as on our overall results of operations or financial condition. There is also a risk that rising costs for labour and material could have an adverse impact on forecasted construction costs and that shortages of labour and material could have a negative impact on any mine development schedule. An increase in any of these costs, or a lack of availability of commodities and goods, may have an adverse impact on our financial condition and results of operations. We may be required to seek additional debt or equity capital in order to fund the development of the Blackwater Project and we may not be able to access capital on commercially reasonable terms or at all and, even if successful, we may not be able to raise enough capital to allow us to fully fund the capital costs required to complete construction at the Blackwater Project.

5.1.6 There is Uncertainty Relating to Production Estimates

We have prepared estimates of future production and future production costs for the Blackwater Project. No assurance can be given that production estimates will be achieved. These production estimates are based on, among other things: the accuracy of reserve estimates; the accuracy of assumptions; metallurgical characteristics; and the accuracy of estimated rates and costs of mining and processing. Actual production may vary from estimates for a variety of reasons, including, among other things: actual ore mined varying from estimates of grade, tonnage, dilution, metallurgical and other characteristics; short-term operating factors relating to the ore reserves, such as the need for sequential development of ore bodies and the processing of new or different ore grades; risk and hazards associated with mining; natural phenomena, such as inclement weather conditions, underground floods, earthquakes, pit wall failures and cave-ins; and unexpected labour shortages or strikes. Failure to achieve production estimates could have an adverse impact on our future cash flows, earnings, results of operations and financial condition.

5.1.7 Mineral Resource and Reserve Calculations are Only Estimates

Any figures presented for mineral resources in this AIF or documents incorporated by reference herein, any figures for mineral resources which may be presented in the future or any figures for mineral reserves that may be presented by us in the future are and will only be estimates. There is a degree of uncertainty attributable to the calculation of mineral reserves and mineral resources. Until mineral reserve estimates or mineral resource estimates are actually mined and processed, the quantity of metal and grades must be considered as estimates only and no assurances can be given that the indicated levels of metals will be produced. In making determinations about whether to advance any of our projects to development, we must rely upon estimated calculations as to the mineral resources and grades of mineralization on our properties.

The estimating of mineral reserves and mineral resources is a subjective process that relies on the judgment of the persons preparing the estimates. The process relies on the quantity and quality of available data and is based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource estimates are imprecise and depend, to a certain extent, upon analysis of drilling results

and statistical inferences that may ultimately prove to be inaccurate. Estimated mineral reserves or mineral resources may have to be recalculated based on changes in mineral prices, further exploration or development activity or actual production experience. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence mineral reserve or resource estimates. The extent to which resources may ultimately be reclassified as proven or probable mineral reserves is dependent upon the demonstration of their profitable recovery. Any material changes in mineral resource estimates and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital. We cannot provide assurance that mineralization can be mined or processed profitably.

Our mineral resource estimates have been determined and valued based on assumed future metal prices, cut-off grades, operating costs and other assumptions that may prove to be inaccurate. Extended declines in market prices for gold and silver may render portions of our mineralization uneconomic and result in reduced reported mineral resources, which in turn could have a material adverse effect on our results of operations or financial condition. We cannot provide assurance that mineral recovery rates achieved in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale. A reduction in any resources that may be estimated by us in the future could have an adverse impact on our future cash flows, earnings, results of operations and financial condition.

No assurances can be given that any mineral resource estimates for the Blackwater Project will ultimately be reclassified as proven or probable mineral reserves. The failure to establish proven and probable mineral reserves could restrict our ability to successfully implement our strategies for long-term growth and may impact future cash flows, earnings, results of operation and financial condition.

5.1.8 Uncertainty Exists Related to Mineral Resources

There is a risk that inferred mineral resources referred to in this AIF cannot be converted into measured or indicated mineral resources as there may be limited ability to assess geological continuity. In addition, there is no assurance that any mineral resources will, as a result of continued exploration, be determined to have sufficient geological continuity so as to be upgraded to constitute proven and probable mineral reserves.

5.1.9 Depletion of Mineral Reserves

Given that mines have limited lives based on proven and probable mineral reserves, we must continually replace and expand our mineral resources and mineral reserves at the Blackwater Project and discover, develop or acquire mineral reserves for production.

Our ability to maintain or increase our annual production of gold will depend in significant part on our ability to expand mineral reserves or develop or acquire new mineral reserves and mineral resources. Exploration is inherently speculative, is frequently unsuccessful and involves many risks. There is a risk that depletion of reserves will not be offset by discoveries or acquisitions.

5.1.10 We have a History of Negative Operating Cash Flow and a Significant Accumulated Deficit. We May Continue to Incur Losses and May Experience Negative Operating Cash Flow for the Foreseeable Future

We have incurred net losses in each fiscal year since our inception. For the year ended December 31, 2021, we had a net loss of $13,710,752.

There can be no assurance that we will generate any revenues or achieve profitability or that the Blackwater Project will generate earnings, operate profitably or provide a return on investment in the future. Our business strategies may not be successful and we may not be profitable in any future period. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate. There can be no assurance that significant additional losses will not occur in the near future or that we will be profitable in the future. Our operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and commercial production of our properties are added.

The amount and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, our acquisition of additional properties and other factors, many of which are beyond our control.

To the extent that we have negative cash flow in future periods, we may need to allocate a portion of our cash reserves to fund such negative cash flow. We may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to us.

5.1.11 Project Loan Facility

As noted elsewhere in this AIF, the Company has executed a commitment letter relating to the PLF that will provide a framework for the negotiation and entering into of a debt facility, but no definitive documentation governing the definitive terms of the PLF have been executed. Accordingly, there is no guarantee that the terms of the definitive debt documentation relating to the PLF will match the current understanding of the parties as reflected in the commitment letter, or that the Company will ever enter into the PLF.

5.1.12 Investment in Velocity

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of Velocity's securities.

5.1.13 Limited Business History

Artemis has a short history of operations and has no history of earnings. The likelihood of success of Artemis must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. There is no assurance that funding will

be available to Artemis when needed. There is also no assurance that Artemis can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

5.1.14 Risk of Unknown Pollution

Exploration and mining operations incur risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at Artemis' mineral properties do not exist.

5.1.15 Artemis Indemnity Risk

Pursuant to the Arrangement with St Barbara, Artemis has indemnified St Barbara and Atlantic, and their respective directors, officers, employees and agents, from certain claims and losses, including claims and losses relating to taxes.

Any liability related to taxes cannot be determined for certain at this time because Atlantic's tax liability will depend on factors including, but not limited to, deductions or credits available to Atlantic such as loss carry forwards in the taxation year of Atlantic that includes the distribution of Common Shares. A successful indemnification claim against Artemis could have a material adverse effect on Artemis.

5.1.16 Acquisitions and Joint Ventures

From time to time Artemis will evaluate opportunities to acquire or enter into a joint venture in respect of mining assets and businesses. These acquisitions and joint ventures may be significant in size, such as the Acquisition of Blackwater, may change the scale of Artemis' business and may expose it to new geographic, political, operating, financial and geological risks. Artemis' success in its acquisition and joint venture activities will depend on its ability to identify suitable acquisition and joint venture candidates and partners, acquire or enter into a joint venture with them on acceptable terms and integrate their operations successfully with those of Artemis. Any acquisitions or joint ventures would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of Artemis' ongoing business; the inability of management to maximize the financial and strategic position of Artemis through the successful incorporation of acquired assets and businesses or joint ventures; additional expenses associated with amortization of acquired intangible assets; the maintenance of uniform standards, controls, procedures and policies; the impairment of relationships with employees, customers and contractors as a result of any integration of new management personnel; dilution of Artemis' present shareholders or of its interests in its subsidiaries or assets as a result of the issuance of shares to pay for acquisitions or the decision to grant earning or other interests to a joint venture partner; and the potential unknown liabilities associated with acquired assets and businesses. There can be no assurance that Artemis would be successful in overcoming these risks or any other problems encountered in connection with such

acquisitions or joint ventures. There may be no right for shareholders to evaluate the merits or risks of any future acquisition or joint venture undertaken except as required by applicable laws and regulations.

5.1.17 COVID-19 and Other Health Crises

Artemis' business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the current COVID-19 pandemic. To date, there have been a large number of restrictions, business closures, quarantines and a reduction in various activities globally. The pandemic has resulted in travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial and other impacts cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in the supply and demand for gold and other minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to Artemis of such public health crises also include risks to employee health and safety, additional slowdowns or temporary suspensions of operations in geographic locations impacted by an outbreak, increased labor, transportation and fuel costs, regulatory changes, political or economic instabilities or civil unrest. At this point, the extent to which COVID-19 may impact Artemis is uncertain and these factors are beyond Artemis' control. Any increase in the severity of the pandemic or future outbreaks of COVID-19 and COVID-19 variants, particularly in British Columbia, could have a material adverse effect on Artemis' business, results of operations and financial condition.

5.1.18 Social and Environmental Activism

There is an increasing level of public concern relating to the effects of mining on the natural landscape, in communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While Artemis seeks to operate in a socially responsible manner and believes it has good relationships with local communities in the regions in which it operates, NGOs or local community organizations could direct adverse publicity against and/or disrupt the operations of Artemis in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which Artemis has an interest or Artemis' operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of Artemis or its relationships with the communities in which it operates, which could have a material adverse effect on Artemis' business, financial condition, results of operations, cash flows or prospects.

5.1.19 First Nations Land Claims

Certain of Artemis' mineral properties may now or in the future be the subject of First Nations land claims. The legal nature of First Nations land claims is a matter of considerable complexity. The impact of any such claim on Artemis' interest in its mineral properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of First Nations rights in the areas in which Artemis' mineral

properties are located, by way of negotiated settlements or judicial pronouncements, would not have an adverse effect on Artemis' activities. In addition, there is no assurance that Artemis will be able to maintain practical working relationships with First Nations which would allow it to ultimately develop Artemis' mineral properties.

5.1.20 Factors Beyond the Control of Artemis

The potential profitability of mineral properties is dependent upon many factors beyond Artemis' control. For instance, prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of minerals from mined ore (assuming that such mineral deposits are known to exist) may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways Artemis cannot predict and are beyond Artemis' control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of Artemis.

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that Artemis' properties can be mined at a profit. Factors beyond the control of Artemis may affect the marketability of any minerals discovered. The supply of, and demand for, Artemis' principal products and exploration targets, gold, is affected by various factors, including political events, global or regional consumption patterns, speculative activities, expectations for inflation, economic conditions and production costs. We cannot predict the effect of these factors on gold prices. The price of gold, silver and other metals has fluctuated widely in recent years. Future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on Artemis' business, financial condition and result of operations. Moreover, the ability of Artemis to fund its activities and the valuation of investor companies will depend significantly upon the market price of precious and other metals. The effect of these factors, individually or in the aggregate, is impossible to predict with accuracy.

Future production, if any, from our mining properties is dependent on gold prices that are adequate to make these properties economic. A sustained period of declining gold and other metal prices would adversely affect our financial performance, financial position, results of operations and trading value of our securities.

5.1.21 Artemis' Proposed Operations Will Require Access to Adequate Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect Artemis' operations, financial condition and results of operations.

5.1.22 Regulatory Requirements

The current or future operations of Artemis, including development activities and possible commencement of production on its properties, requires permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which Artemis may require for the development and construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which Artemis might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments or changes to current laws, regulations, government policies and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Artemis and cause increases in costs or require abandonment or delays in the development of new mining properties.

5.1.23 Insurance

Artemis' business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, climate change, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of, Artemis' mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive necessary regulatory approvals, or costs, monetary losses and potential legal liability and adverse governmental action. Artemis may be subject to liability or sustain loss for certain risks and hazards against which are not or cannot be insured or which Artemis may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to Artemis.

5.1.24 Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

5.1.25 Current Global Financial Condition

Artemis may be required to raise additional funds in the future for the development of its projects and other activities through the issuance of additional equity or debt. Current financial and economic conditions globally have been subject to increased uncertainties. While access to financing has been negatively affected in some instances by these economic uncertainties, within the mining industry, access to financing has been somewhat increased in certain instances. Notwithstanding such trends, these factors, as volatile as they are, may affect the ability of Artemis to obtain equity and/or debt financing in the future and, if obtained, influence the terms available to Artemis. If these increased levels of volatility and market turmoil continue, Artemis may not be able to secure appropriate debt or equity financing. If additional capital is raised by the issuance of shares from the treasury of Artemis, shareholders may suffer dilution. Future borrowings by Artemis may increase the level of financial and interest rate risk to Artemis as Artemis will be required to service future indebtedness.

5.1.26 Interest Rates May Increase and May Adversely Affect the Company's Growth and Profitability

Globally, central banks have indicated that they intend to implement increases to the interest rate charged to commercial banks in the short term to combat inflationary pressures. An increase in interest rates could result in a significant increase in future borrowing costs, potentially resulting in a reduced amount available to fund the Company's activities, and could negatively impact the market price of the Company's shares and/or the price of gold and other metals, which could have a material adverse effect on the Company's operations and/or financial condition.

5.1.27 Environmental Risks and Hazards

All phases of Artemis' operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the handling, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Artemis' operations. Environmental hazards may exist on the properties which are unknown to Artemis at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

Artemis is not currently insured against most potential environmental liabilities. However, Artemis believes it has adequate insurance coverage for its size and stage of development for certain potential environmental exposures. Artemis will periodically evaluate the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance as Artemis continues to develop. However, there is a risk that insurance against certain environmental risks (including potential liability for pollution and other hazards as a result of the disposal of waste products occurring from exploration and production) may not be available to companies within the industry due to market conditions or other reasons, at that time.

Without such insurance, and if Artemis becomes subject to environmental liabilities, the payment of such liabilities could reduce or eliminate its available funds or could exceed the funds Artemis has to pay such liabilities and result in bankruptcy. Should Artemis be unable to fund fully the remedial cost of an environmental problem, Artemis might be required to enter into interim compliance measures pending completion of the required remedy.

5.1.28 Climate Change

The Company may increasingly become subject to climate change legislation and treaties at the international, national, state/province and local levels. Regulation relating to emission levels (such as carbon taxes or cap and trade schemes) and energy efficiency is becoming more stringent. This may result in increased cost of compliance with such regulations, as well as an increase in the estimated input costs associated with future operations.

Severe weather, natural disasters, and other climatic phenomena either due to normal variances in weather patterns or due to global climate change such as floods, earthquakes, forest fires or drought pose a material risk to the Company. These risks include, but are not limited to, the dependence upon access to volumes of water that are necessary to operate our planned mine and processing facility, interference with our transportation and supply chain network which may impair our ability to deliver supplies and thereby disrupt planned development, damage to our property or equipment.

The province of British Columbia also currently depends on hydro electric power which in turn, relies on minimum availability of water in order to generate electricity. In the event of prolonged severe drought, this may impact the utility provider's ability and input costs to supply sufficient levels of electricity.

Such events could have other adverse effects on our workforce and on the communities surrounding our mine sites, such as an increased risk of food insecurity, water scarcity and prevalence of disease. In addition, we are at risk of reputational damage if key external stakeholders perceive that we are not adequately responding to or reporting on the threat of climate change.

5.1.29 Litigation Risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Defense and settlement costs can be substantial, even with respect to claims that have no merit.

5.1.30 Costs of Land Reclamation Risk

It is difficult to determine the exact amounts which may be required to complete any land reclamation activities in connection with the properties in which Artemis holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of Artemis.

5.1.31 No Assurance of Title to Property

There may be challenges to title to the mineral properties in which Artemis holds an interest. If there are title defects with respect to any properties, Artemis might be required to compensate other persons or

perhaps reduce its interest in the affected property. Also, in any such case, the investigation and resolution of title issues would divert management's time from ongoing exploration and development programs.

5.1.32 Dependence on Key Individuals

Artemis is dependent on a relatively small number of key personnel, particularly Steven Dean (CEO and Chairman), Chris Batalha (CFO), Jeremy Langford (COO) and Candice Alderson (SVP) the loss of any one of whom could have an adverse effect on Artemis. At this time, Artemis does not maintain key-person insurance on the lives of any of its key personnel. In addition, while certain of Artemis' officers and directors have experience in the exploration of mineral producing properties, Artemis will remain highly dependent upon contractors and third parties in the performance of its exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of Artemis or be available upon commercially acceptable terms.

5.1.33 Risk of Amendments to Laws

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Artemis and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

5.1.34 Conflicts of Interest

Some of the directors and officers of Artemis are directors and officers of other companies, some of which are in the same business as Artemis. Some of Artemis' directors and officers will continue to pursue the acquisition, exploration and, if warranted, the development of mineral resource properties on their own behalf and on behalf of other companies, and situations may arise where they will be in direct competition with Artemis. Artemis' directors and officers are required by law to act in the best interests of Artemis. They may have the same obligations to the other companies in respect of which they act as directors and officers. Discharge of their obligations to Artemis may result in a breach of their obligations to the other companies and, in certain circumstances, this could expose Artemis to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of Artemis. Such conflicting legal obligations may expose Artemis to liability to others and impair its ability to achieve its business objectives.

5.1.35 Influence of Third-Party Stakeholders

The lands in which Artemis holds an interest, or the exploration equipment and roads or other means of access which Artemis intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, Artemis' work programs may be delayed even if such claims are without merit. Such delays may result in significant financial loss and loss of opportunity for Artemis.

5.1.36 Cyber Security

Information systems and other technologies, including those related to Artemis' financial and operational management, and its technical and environmental data, are an integral part of Artemis' business activities.

Network and information systems related events, such as computer hacking, cyber-attacks, computer viruses, worms or other destructive or disruptive software, process breakdowns, denial of service attacks, or other malicious activities or any combination of the foregoing or power outages, natural disasters, terrorist attacks, or other similar events could result in damages to Artemis' property, equipment and data. These events also could result in significant expenditures to repair or replace damaged property or information systems and/or to protect them from similar events in the future. Furthermore, any security breaches such as misappropriation, misuse, leakage, falsification, accidental release or loss of information contained in Artemis' information technology systems including personnel and other data that could damage its reputation and require Artemis to expend significant capital and other resources to remedy any such security breach. Insurance held by Artemis may mitigate losses however in any such events or security breaches may not be sufficient to cover any consequent losses or otherwise adequately compensate Artemis for any disruptions to its business that may result and the occurrence of any such events or security breaches could have a material adverse effect on the business of Artemis. There can be no assurance that these events and/or security breaches will not occur in the future or not have an adverse effect on the business of Artemis.

5.2 Risks Related to Artemis' Securities

5.2.1 Price Volatility of Publicly Traded Securities

The Common Shares are listed on the TSXV. Securities of mineral exploration and development companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in gold or other mineral prices or in Artemis' financial condition or results of operations. Other factors unrelated to Company performance that may affect the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning Artemis' business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Common Shares may affect an investor's ability to trade significant numbers of Common Shares; the size of Artemis' public float may limit the ability of some institutions to invest in the Common Shares; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Common Shares to be delisted from the TSXV, or any exchange the Common Shares are trading on, further reducing market liquidity. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect Artemis' long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. Artemis may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

5.2.2 Substantial Number of Authorized but Unissued Common Shares

Artemis has an unlimited number of common shares which may be issued by the board of directors of Artemis without further action or approval of Artemis' shareholders. While the board of directors is required to fulfill its fiduciary obligations in connection with the issuance of such shares, Common Shares may be issued in transactions with which not all shareholders agree.

5.2.3 Additional Financing and Dilution

Artemis plans to focus on advancing the Blackwater Project to development and into production and will use its working capital to carry out such activities. However, Artemis may require additional funds to further such activities. To obtain such funds, Artemis may sell additional securities including, but not limited to, its Common Shares or some form of convertible security, the effect of which could result in a substantial dilution of the equity interests of Artemis' shareholders.

There is no assurance that additional funding will be available to Artemis for additional exploration or for the substantial capital that is typically required in order to bring a mineral project to the production decision or to place a property into commercial production. There can be no assurance that Artemis will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

5.2.4 Securities or Industry Analysis

The trading market for the Common Shares could be influenced by research and reports that industry and/or securities analysts may publish about the Company, its business, the market or its competitors. Artemis does not have any control over these analysts and cannot assure that such analysts will cover Artemis or provide favourable coverage. If any of the analysts who may cover Artemis' business change their recommendation regarding Artemis' securities adversely, or provide more favourable relative recommendations about its competitors, the Common Share price would likely decline. If any analysts who may cover Artemis' business were to cease coverage or fail to regularly publish reports on the Company, it could lose visibility in the financial markets, which in turn could cause the Common Share price or trading volume to decline.

6 ABOUT THE BLACKWATER PROJECT

The following information is a direct excerpt from the Company's Feasibility Study, with an effective date of September 10, 2021, available on Artemis' website and under Artemis' profile on SEDAR at www.sedar.com.

The following information does not purport to be a complete summary of the Feasibility Study, is subject to all the assumptions, qualifications and procedures set out in the Feasibility Study and is qualified in its entirety with reference to the full text of the Feasibility Study. Each of the authors of the Feasibility Study is independent of Artemis within the meaning of NI-43-101 and is a "**Qualified Person**", as such term is defined in NI 43-101.

6.1 Summary

6.1.1 Introduction

Ausenco Engineering Canada Inc. (Ausenco), Moose Mountain Technical Services (MMTS), Knight Piésold Ltd. (KP), Allnorth (Allnorth), LORAX Environmental Services Limited (LORAX), ERM Consultants Canada Ltd. (ERM), and a JAT Met Consult Ltd. (JAT Metco) have prepared a technical report (the Report) for Artemis Gold Inc. (Artemis) on a Feasibility Study (2021 FS) evaluation of the Blackwater Gold Project (the Project), located in British Columbia, Canada. BW Gold Ltd. (BW Gold) is the holding entity for the mineral claims. BW

Gold is a wholly owned subsidiary of Artemis. For the purposes of this Report, Artemis is used interchangeably for the subsidiary and parent companies.

The six contiguous claim blocks held by Artemis, specifically the Blackwater, Capoose, Auro, Key, Parlane and RJK claim blocks, are referred to as the Property for the purposes of this Report.

The Project refers to exploration and development activity related to the Blackwater deposit which is contained within the Blackwater claim block.

6.1.2 Key Findings

The key findings of the 2021 FS are:

- At the base case cut-off grade of a 0.20 g/t gold equivalent (AuEq), the total Measured and Indicated Mineral Resource is estimated at 597 Mt at 0.65 g/t AuEq, 0.61 g/t Au, and 6.4 g/t Ag for a total of 12.4 million AuEq ounces.
- Of the total Measured and Indicated Mineral Resources, 75% are in the Measured category.
- Proven and Probable Mineral Reserves total 334.3 Mt at 0.75 g/t Au and 5.8 g/t Ag (0.78 g/t AuEq).
- Ore processing commences with a nominal milling rate of 16,500 tpd (6.0 Mtpa, Phase 1). The ore processing facilities will be expanded to achieve 33,000 tpd (12 Mtpa, Phase 2) starting in Year 5 with a final expansion to achieve 55,000 tpd (20 Mtpa, Phase 3) starting in Year 10 of operation. Phase 4 will commence in year 17, when mining ends and treatment of stockpiled ore commences at a throughput of 55,000 tpd (20 Mtpa, Phase 4).
    - The Phase 1 crushing circuit utilizes a gyratory primary crusher with the balance of the equipment specified to allow for minimum modifications required to expand to Phase 2 capacity.
    - Single stage 14 MW ball milling, gravity concentration, leaching, and carbon-in-leach (CIL) will be used for recovering gold and silver
    - The average gold feed grade will be 1.62 g/t Au over the first five years.
    - The initial capital cost estimate is C$645 million, including an overall 12.2% contingency applied. Expansion capital is C$347 million for Phase 2 and C$374 million for Phase 3. No additional expansion capital is required for Phase 4.
    - The life of mine (LOM) operating costs are estimated at C$17.96/t of ore milled. Total LOM all-in sustaining cash costs are estimated at C$850/oz Au recovered.
    - For the base financial case:
        - After-tax net present value (NPV) at a 5% discount rate is estimated at C$2,151 million.
        - After-tax internal rate of return is 32%.
        - After-tax initial capital payback is estimated at 2.3 years.

6.1.3 Terms of Reference

The Report supports disclosures in Artemis' press release entitled "Artemis Announces Feasibility Study for Blackwater Project" dated 13 September 2021.

All currencies are expressed in Canadian dollars (C$) unless otherwise stated. Years expressed in this summary are for illustrative purposes only, as the decision to implement production is at the discretion of Artemis and permits to support operation still have to be obtained. Mineral Resources and Mineral Reserves are estimated using the 2019 edition of the Canadian Institute of Mining, Metallurgy and Exploration (CIM) estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines (2019 CIM Best Practice Guidelines) and are reported using the 2014 CIM Definition Standards for Mineral Resources and Mineral Reserves (2014 CIM Definition Standards).

For the purposes of the Report, two terms are used for the mine production; LOM which refers to the life of mine including the pre-production period; the operational period refers to the mine life excluding the pre-production duration.

6.1.4 Project Description and Location

6.1.4.1 Location

The Blackwater Project is located in central British Columbia (BC), approximately 112 km, southwest of Vanderhoof and 446 km northeast of Vancouver (Figure 1-1). The Project site is readily accessible by forest service and mine roads. Driving time from Vanderhoof to the property is about 2.5 hours. Helicopter access is available from bases in Vanderhoof, Quesnel, or Prince George.

Figure 1-1 Blackwater Project Location Map (Artemis, 2020)

6.1.4.2 Mineral Tenure

Artemis holds a 100% recorded interest in 329 mineral claims covering an area of 148,902 ha distributed among the Blackwater, Capoose, Auro, Key, Parlane and RJK claim blocks. The Blackwater claim block comprises 76 mineral cell claims totaling 30,791ha. All claims are 100% held in the name of BW Gold and

expire in 2022. There are no other parties with beneficial interests in these mineral rights. None of the Blackwater cell claims are known to overlap any legacy or Crown granted mineral claims, or no-staking reserves.

6.1.4.3 Surface Rights

A review of surface rights in the vicinity of the Property was undertaken in September 2020. The majority of the Blackwater mineral claims are located on Crown lands. The review identified an overlapping private parcel, land reserves/notations, a transfer of administration/control area, grazing tenures, forest recreation sites, forest tenures, trap lines, guide outfitters, and an ungulate winter range. Sixteen (16) of the Capoose claims have minor portions overlapping onto Entiako Provincial Park.

A review of surface rights in the vicinity of proposed electrical transmission lines, water pipeline, and access roads (Linear Infrastructure) was undertaken in December 2013 and in September 2020. This review identified private parcels; a Land Act license, rights of way, reserves/notations and a transfer of administration/control area; grazing tenures; forest tenures; forest recreation sites; traplines; guide outfitter areas; a wildlife management area; an agriculture land reserve; and third-party mineral tenures overlapping or in close proximity to the proposed Linear Infrastructure route.

6.1.4.4 Royalties and Encumbrances

Artemis's 100% interest in the Blackwater claim block is subject to three net smelter return (NSR) agreements:

- A 1.5% NSR royalty is payable on mineral claim 515809 (Dave Claim). The claim covers a portion of the Blackwater deposit.
- A 1% NSR royalty is payable on mineral claim 515810 (Jarrit Claim). The claim covers a portion of the Blackwater deposit.
- The current agreement would allow Artemis. to purchase two-thirds of three Blackwater Claims (637203, 637205, and 637206) NSR royalty for C$1,000,000 at any time, such that a 1% NSR royalty would remain.

Only the royalties with respect to the Dave Option and the Jarrit Option affect the Mineral Resource and Mineral Reserve estimates.

Artemis's 100% interest in the property, assets and rights related to the Blackwater Project and six contiguous claim blocks (Blackwater, Capoose, Auro, Key, Parlane and RJK) is subject to the following consideration:

- A secured gold stream participation in favour of New Gold, whereby New Gold will purchase 8.0% of the refined gold produced from the Project. Once 279,908 ounces of refined gold have been delivered to New Gold, the gold stream will reduce to 4.0%.

New Gold will make payments for the gold purchased equal to 35% of the US dollar gold price quoted by the London Bullion Market Association (LBMA) two days prior to delivery. In the event that commercial production at Blackwater is not achieved by the 7th, 8th, or 9th anniversary of closing, being August 21, 2020 (i.e., 7th anniversary is August 21, 2027, 8th anniversary is August 21, 2028, and 9th anniversary is August 21, 2029), New Gold will be entitled to receive additional cash payments of C$28 million on each of those dates.

New Gold maintained a security interest over the Project in connection with the Gold Stream. Wheaton acquired the Gold Stream from New Gold on December 12, 2021 and now maintains a security interest over the Project.

6.1.5 Accessibility, Climate, Local Resources, Infrastructure and Physiography

6.1.5.1 Accessibility

The Blackwater site will be accessed via the Kluskus Forest Service Road (FSR). Artemis will likely become the primary operator and user of the FSR by the time the Project is constructed, considering that reduced logging operations are anticipated in the area at that time, and will be responsible for primary maintenance. Artemis will upgrade part of the FSR to meet future year-round operational Project needs.

A new 16 km long mine access road will replace the existing exploration access road to the site. Some sections of the planned water supply pipeline, fibre-optic cable and power transmission line will parallel this road. The road will be used for heavy traffic during mine operation and has been designed for year-round, all-weather access.

6.1.5.2 Climate

The climate is sub-continental, characterized by brief warm summers and long cold winters resulting from the influence of cold arctic air. The long-term mean annual temperature is approximately 2°C, with minimum and maximum mean monthly temperatures estimated to be -7°C in December and 11°C in July, respectively. The long-term mean annual precipitation for the site is estimated to be 595 mm with approximately 60% falling as rain and 40% as snow. Long-term mean annual actual evapotranspiration is estimated to be in the range of 330 to 440 mm.

The weather is not expected to present any unusual difficulties for year-round mining operations.

6.1.5.3 Local Resources

The Project area is very sparsely inhabited; the closest Indian Reserve to the mine site is Tatelkus Lake 28, approximately 15 km away and three ranches are found within a 20 km radius of the Project site. Some services are available in Vanderhoof, but Prince George is the regional hub with air service from major centers.

There is no grid-connected power in the direct vicinity of the Project. The main BC Hydro 500 kV transmission lines supplying western BC are approximately 100 km to the north. Several interconnection points from the 500 kV lines to existing 230 kV substations and transmission lines are possible in an area between Fraser Lake and Vanderhoof. Power for the current Blackwater exploration camp is provided by generators. The deposit is located on the north slope of Mt. Davidson, and the proposed Project infrastructure including the mill facilities, waste stockpiles and tailings storage will be sited predominantly in the Davidson Creek watershed. Precipitation run-off and groundwater from pit dewatering will be the primary water sources for mineral processing. A groundwater well field will supply potable water for the camp.

6.1.5.4 Physiography

The elevation of the Project ranges from just over 1,000 m (above sea level) in low-lying areas northeast of the proposed mine site to 1,800 m on the southwest side of the Project area at the summit of Mt. Davidson.

Bedrock outcrops are limited and most of the area is covered with thick glacial deposits of 2 m or more, except at high elevations near the summit of Mt. Davidson and several localized areas lower in elevation.

The Nazko Upland sub-region is the primary biogeoclimatic region. Low-elevation valley bottoms are dominated by stands of lodgepole pine. Hybrid white spruce tends to dominate on moist to wet sites below 1,500 m, while subalpine fir and Engelmann spruce are dominant above 1,500 m. The pine beetle epidemic infested almost all the lodgepole pine forests within this sub-region. The Nazko Upland sub-region also contains an extensive network of lakes, rivers, and wetland complexes. Atmospheric heating of these water bodies can result in convective activity and sporadic summer showers.

6.1.5.5 Regional Tectonics and Seismicity

The Project site is situated in central BC – an area with historically low levels of seismic activity. While neighboring regions experience higher seismicity, the Project site is too distant from those areas to raise any significant seismic hazards. First, while the Queen Charlotte-Fairweather fault system and the Alaskan panhandle experience higher seismicity, those levels drop off rapidly when moving away from the coast and northbound. Similarly, while the Cascadia and Explorer subduction zones in southwestern BC have potential for large magnitude earthquakes, those zones are also too distant to pose seismicity concerns.

6.1.6 History

Limited exploration activity, on what is now the Project site was first recorded in 1973. Granges Inc. completed geophysical and geochemical surveys and limited drilling between 1973 and 1994. Following some further drilling from 2005 to 2007, the Project was acquired by Richfield Ventures Corp. (Richfield) in early 2009. During the second half of 2009, throughout 2010 and the first five months of 2011, Richfield continued its exploration drilling program at Blackwater.

New Gold purchased Richfield in May 2011 and thereby acquired a 75% interest in the Davidson claims and 100% interests in each of the Dave and Jarrit claims and subsequently acquired Geo Minerals Ltd. and Silver Quest Resources Ltd.

New Gold undertook a major exploration drilling, metallurgical test-work, and feasibility-level engineering program, including completion of a feasibility study in 2013 and subsequent technical report in 2014. Artemis completed the Project acquisition on 21 August 2020. Artemis has acquired all of New Gold's mineral tenures; assets and rights related to the Project and now hold a 100% interest in the Project.

No production has occurred from the Project area.

6.1.7 Geological Setting

The Blackwater deposit is an example of an intermediate sulphidation epithermal-style gold–silver deposit.

Mineralization is hosted within felsic to intermediate composition volcanic rocks that have undergone extensive silicification and hydrofracturing in association with pervasive stockwork veined and disseminated sulphide mineralization.

Mineralization is strongly controlled by northwest–southeast-trending structures characterized by zones of tectonic brecciation and chloritic gouge. A major north-south-trending fault dissects the along UTM easting 375,600E, and east– northeast-trending faults were also observed. The major fault represents a well-defined

disruption in lithology, alteration, and mineralization patterns and was used to subdivide the resource block model into two structural domains, one to the east of it and one to the west.

The alteration minerals most commonly identified included muscovite, high- and low temperature illite, ammonium-bearing illite, smectite, silica, biotite, and chlorite.

Gold–silver mineralization is associated with a variable assemblage of pyrite–sphalerite–marcasite–pyrrhotite ± chalcopyrite ± galena ± arsenopyrite (± stibnite ± tetrahedrite ± bismuthite).

6.1.8 Exploration

Given the lack of bedrock exposures in the immediate Blackwater deposit area, geologic information was obtained primarily by exploration drilling. New Gold mapping of pits and road-cut exposures over the deposit supported the geological interpretation of the deposit in the subsurface.

Soil and stream geochemical surveys over parts of the Property area were undertaken in 2012. A total of 4,517 samples were collected. The results of the soil survey indicated numerous areas displaying multi-element anomalies including gold, zinc, silver, copper, bismuth, and molybdenum, many of which merit follow-up investigation. Results of a restricted stream silt sampling program of 43 samples indicated anomalous copper and zinc values from streams to the northwest and southeast of the Blackwater deposit.

During 2010, Richfield contracted Quantec Geoscience Ltd. of Toronto to conduct a Titan 24 direct current resistivity and induced polarization (IP) chargeability geophysical survey. The results of the survey indicate good correspondence between known mineralization and the Titan IP-resistivity results. In general, zones of significant gold mineralization correlate positively to zones of moderate resistivity and moderate IP chargeability.

Polished section petrographic analysis, X-ray diffraction analysis and whole-rock lithogeochemical analyses were conducted on selected drill samples. A two-phase alteration study was completed to develop the alteration model for the deposit.

6.1.9 Mineralization

Disseminated gold-silver mineralization is defined by an east–west-trending tabular–conical- shaped deposit with a lateral extent of up to 1,300 m east–west x 950 m north–south. Mineralization remains open at depth in the southwestern part of the deposit as well as to the north and northwest. The centre of the deposit has an average thickness of 350 m and, where open, a vertical extension of up to 600 m. The mineralized zone plunges shallowly to the north and northwest with inferred steep, north-plunging higher-grade mineralized shoots, measuring tens of metres thick, likely influenced by near-vertical structural intersections.

6.1.10 Drilling

A total of 1,053 core drillholes totaling 324,839 m were drilled in the block model area between 2009 and January 2013 by Richfield and New Gold. Drilling completed between 1981 and the end of 2006 consists of 81 holes totaling 7,633 m. This legacy drilling is not used in resource estimation.

The exploration drilling carried out since 2009 was predominantly HQ (63.5 mm core diameter) drill core except where a reduction to NQ diameter (47.6 mm) was required to attain target depths. Drilling for

metallurgical used PQ diameter (85 mm) core. Some of the condemnation drilling was undertaken using reverse circulation (RC) methods.

Geological logging included geotechnical, magnetic susceptibility, and specific gravity measurements taken at regular intervals. Lithology was logged and the core was prepared for systematic sampling at regular 1 m intervals. Magnetic susceptibility and conductivity data were measured at 10 cm increments along the core with a hand-held conductivity and magnetic susceptibility metre. Recovery and rock quality designation (RQD) data were also measured and recorded.

Core recovery for the 2009, 2010, 2011, and 2012 drilling programs averaged 92%, and the median core recovery was 96%.

Planned drillhole collar locations were measured in the field using hand-held global positioning system (GPS) instruments. Locations were subsequently confirmed by Trimble differential GPS. Of the 1,053 drillholes, 1,037 were then professionally surveyed by All North Consulting using a real time kinematic (RTK) technique to enhance the precision of the location data. Elevations for the drill collars were determined by draping collar coordinates over the topography measured by an aerial light detection and ranging (LiDAR) survey.

Down-hole surveys were performed using Reflex survey equipment, and dip angle and azimuth were recorded. A +18.8° magnetic declination correction factor was applied to the magnetic azimuth record.

Thirteen specific geotechnical HQ holes were drilled; in addition, 10 hydrological pilot holes (also at HQ size) were drilled to serve as monitoring stations, where a piezometer was installed to measure the level of the aquifer in the deposit area. Twenty-seven specific metallurgical holes were drilled, four of which were HQ in size; the remaining 23 holes were drilled at PQ. Fourteen waste rock characterization holes (HQ size) were drilled, and 91 RC holes and 18 core holes comprised the condemnation drill program.

BW Gold drilled 561 Reverse Circulation (RC) holes for a total of 33,216 m during a Pre-Production Grade Control Program during the winter 2020/2021. Its purpose was to de-risk the mill start up and establish more detailed continuities of the mineralization.

6.1.11 Sampling and Analysis

Previous owners Richfield and New Gold personnel conducted the drill core handling and sampling.

Certified reference standards (CRMs), blanks, and duplicates were inserted into the sample stream. The drillhole database is supported by over 43,000 QA/QC check assays.

Eco Tech Stewart Group Laboratories (Eco Tech) in Kamloops and ALS Mineral Laboratories (ALS) in Vancouver, Vanderhoof, Terrace, Reno, and Elko were used for sample preparation. Eco Tech in Kamloops and ALS in North Vancouver were used as the primary assay laboratories. Both primary laboratories were accredited and are independent of New Gold and Artemis.

Drill core samples were prepared using standard crush, split, and pulverise sample preparation procedures. Pulverized samples were analysed for gold by fire assay (FA) atomic absorption spectrometry (AAS). Preparation and FA AAS procedures varied between the laboratories but were generally similar.

Metallurgical samples were selected from the designated metallurgical holes and samples from numerous resource holes across the deposit. The samples were collected and dispatched from site to laboratories under the supervision of the New Gold Exploration Manager. Sample security protocols used were the same as the exploration sample protocols.

Specify gravity measurements were made in the field for more than 32,000 samples using a water immersion method without a wax coating. ALS verified the field measurements by analyzing 154 samples using a water immersion method without a wax coating and 55 samples using a wax-coat water immersion method. The results showed no bias between the field and laboratory methods for all but overburden samples.

6.1.12 Data Verification

Data verification programs were completed by Sue Bird, Principal of MMTS. The QP reviewed the sample database for interval errors and missing sample intervals.

A site visit was undertaken by the QP on 14 July 2020 to review the site location, core storage, core, geology and protocols. The QP concluded that the QA/QC with respect to the results received for the drill programs between 2009 and 2012 were acceptable. The protocols were reviewed and were well documented. The drillhole database was adequate to support the geological interpretations and Mineral Resource estimate in this Report.

6.1.13 Mineral Resource Estimates

The Mineral Resource estimate is based upon a block model that incorporates 288,738 individual assays from 309,293 m of core from 1,002 drillholes. The drillhole database is supported by analysis of over 43,000 quality assurance/quality control (QA/QC) samples.

The block model is created using block dimensions of 10 x 10 x 10 m.

Gold interpolation has been done using multiple indicator kriging (MIK) with silver grades interpolated by ordinary kriging (OK). MIK has been used for Au estimation due to the significant value and non-linear distribution of the Au mineralization at higher grades. This is evident by the cumulative probability plots (CPPs) and coefficients of variation (C.V.s) of the Au grades by domain, as discussed in Section 14. Ordinary kriging has been used for Ag because the C.V.s are generally lower, and the Ag is generally lognormally distributed at higher grades. The interpolated grades were validated through comparison of the de-clustered composite data by global bias checks, grade- tonnage curves for smoothing checks, and visual validation in section and plan.

The interpolations were limited by the domain boundaries and were clipped to the overburden surface. Blocks were assigned a preliminary classification based on the variography and drillhole spacing by domain, with Measured and Indicated classifications then adjusted for continuity of blocks.

To assess reasonable prospects for eventual economic extraction, a Lerchs–Grossmann (LG) pit was used to constrain the Mineral Resource. The economic assumptions used in the LG shell are almost identical to the economic assumptions used for the Mineral Reserve pit optimization with the notable exception of metal prices, which are higher for the Mineral Resource estimate, and pit slopes which are constant at 40 degrees.

6.1.14 Mineral Resource Statement

The Qualified Person for the resource estimate is Sue Bird, P. Eng. of MMTS. The Mineral Resource is classified in accordance with the 2014 CIM Definition Standards and was estimated using the 2019 CIM Best Practice Guidelines. Mineral Resources in Table 1-1are reported inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

Table 1-1 includes a range of gold equivalent (AuEq) cut-off grades to show the sensitivity of the resource estimate to variations in cut-off grade. The base case cut-off grade within the reasonable prospects of eventual economic extraction conceptual pit is 0.20 g/t AuEq, as highlighted in Table 1-1.

Table 1-1 Mineral Resource Estimate (effective date of May 5, 2020) (base case is highlighted)

Classification			In-situ Grades			In-situ Contained Metal		
	Cut-off	Tonnage	AuEq	Au	Ag	AuEq	Au	Ag
	(g/t AuEq)	(kt)	(g/t)	(g/t)	(g/t)	(koz)	(koz)	(koz)
Measured	0.20	427,123	0.68	0.65	5.5	9,360	8,905	75,802
	0.30	313,739	0.84	0.80	5.9	8,463	8,109	59,009
	0.40	238,649	0.99	0.96	6.1	7,627	7,347	46,727
	0.50	186,687	1.15	1.11	6.2	6,881	6,656	37,333
	0.60	149,261	1.30	1.26	6.4	6,223	6,039	30,521
	0.70	120,916	1.45	1.41	6.6	5,633	5,479	25,619
Indicated	0.20	169,642	0.56	0.51	8.5	3,046	2,766	46,578
	0.30	123,309	0.68	0.61	10.4	2,677	2,431	41,112
	0.40	86,473	0.81	0.74	12.4	2,264	2,057	34,419
	0.50	64,305	0.94	0.85	14.8	1,947	1,763	30,681
	0.60	50,527	1.05	0.95	17.2	1,705	1,537	27,957
	0.70	40,317	1.15	1.03	19.6	1,493	1,340	25,458
Measured + Indicated	0.20	596,765	0.65	0.61	6.4	12,406	11,672	122,381
	0.30	437,048	0.79	0.75	7.1	11,140	10,540	100,120
	0.40	325,122	0.95	0.90	7.8	9,890	9,404	81,146
	0.50	250,992	1.09	1.04	8.4	8,828	8,419	68,014
	0.60	199,788	1.23	1.18	9.1	7,928	7,577	58,478
	0.70	161,233	1.37	1.32	9.9	7,125	6,819	51,077
Inferred	0.20	16,935	0.53	0.45	12.8	288	246	6,953
	0.30	11,485	0.66	0.57	16.2	245	210	5,971
	0.40	8,690	0.77	0.65	19.2	214	182	5,373
	0.50	5,552	0.95	0.79	26.0	169	142	4,648
	0.60	4,065	1.10	0.90	32.7	143	118	4,279
	0.70	3,328	1.20	0.97	36.9	128	104	3,951

Notes:

1. The Mineral Resource estimate was prepared by Sue Bird, P.Eng., the Qualified Person for the estimate and employee of MMTS. The estimate has an effective date of May 5, 2020.
2. Mineral Resources are reported using the 2014 CIM Definition Standards and are estimated in accordance with the 2019 CIM Best Practices Guidelines.

3. Mineral Resources are reported inclusive of Mineral Reserves.
4. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
5. The Mineral Resource has been confined by a conceptual pit shell to meet "reasonable prospects of eventual economic extraction" using the following assumptions: the 143% price case with a Base Case of US$1,400/oz Au and US$15/oz Ag at a currency exchange rate of 0.75 US$ per C$; 99.9% payable Au; 95.0% payable Ag; US$8.50/oz Au and US$0.25/oz Ag offsite costs (refining, transport and insurance); a 1.5% NSR royalty; and uses a 93% metallurgical recovery for gold and 55% recovery for silver.
6. The AuEq values were calculated using US$1,400/oz Au, US$15/oz Ag, a gold metallurgical recovery of 93%, silver metallurgical recovery of 55%, and mining smelter terms for the following equation: AuEq = Au g/t + (Ag g/t x 0.006).
7. The specific gravity of the deposit has been determined by lithology as being between 2.6 and 2.74.
8. Numbers may not add due to rounding.

As part of the model validation process, a comparison of the gold content in the 2020 model (which used MIK for the gold estimate) to that in the 2014 resource model (which used OK) was completed. The comparison used the 2014 resource pit, the AuEq calculation from 2014 and a cut-off of 0.3 g/t AuEq (as used for the 2014 resource statement) in order to compare a similar volume and grade distribution. The comparison shows that the respective resource tonnage and Au grade are within 5%, and the total contained gold content is within 2% for the Measured and Indicated categories.

The following factors, among others, could affect the Mineral Resource estimate: commodity price and exchange rate assumptions; pit slope angles and other geotechnical factors; assumptions used in generating the LG pit shell, including metal recoveries, and mining and process cost assumptions.

6.1.15 Mineral Reserve Estimates

Proven and Probable Mineral Reserves are modified from the Measured and Indicated Mineral Resources and are summarized in Table 1-2. Inferred Mineral Resources are set to waste. Mineral Reserves are supported by the Feasibility Study mine plan.

Table 1-2 Mineral Reserve Estimate

Reserve Class	Tonnage (Mt)	Gold Grade (Au, g/t)	Contained Metal (Au, Moz.)	Silver Grade (Ag, g/t)	Contained Metal (Ag, Moz.)	AuEq Grade (g/t)
Proven	325.1	0.74	7.8	5.8	60.4	0.78
Probable	9.2	0.80	0.2	5.8	1.7	0.83
Total Reserve	**334.3**	**0.75**	**8.0**	**5.8**	**62.2**	**0.78**

Notes:

1. The Mineral Reserve estimates were prepared by Marc Schulte, P.Eng. (who is also the independent Qualified Person for these Mineral Reserve estimates), reported using the 2014 CIM Definition Standards, and have an effective date of September 10, 2021.
2. Mineral Reserves are based on the 2021 Feasibility Study life of mine plan.
3. Mineral Reserves are mined tonnes and grade; the reference point is the mill feed at the primary crusher and includes consideration for operational modifying factors such as loss and dilution.
4. Mineral Reserves are reported at an NSR cut-off of C$13.00/t. The NSR cut-off covers processing costs of C$9.00/t, administrative (G&A) costs of C$2.50/t and stockpile rehandle costs of C$1.50/t.
5. NSR cut-off assumes US$1,400/oz Au and US$15/oz Ag at a currency exchange rate of 0.75 US$ per C$; 99.9% payable gold; 95.0% payable silver; US$8.50/oz. Au and US$0.25/oz Ag offsite costs (refining, transport and insurance); a 1.5% NSR royalty; and uses a 93% metallurgical recovery for gold and 55% recovery for silver.
6. The AuEq values were calculated using the same parameters as NSR listed above, resulting in the following equation: AuEq = Au g/t + (Ag g/t x 0.006).
7. Numbers have been rounded as required by reporting guidelines.

Open pits are based on the results of Pseudoflow sensitivity analysis, and then designed into detailed pit phases to develop reserves for production scheduling.

Factors that may affect the Mineral Reserves estimates include metal prices and foreign exchange rate, changes in interpretations of mineralization geometry and continuity of mineralization zones, geotechnical and hydrogeological assumptions, ability of the mining operation to meet the annual production rate, process plant and mining recoveries, the ability to meet and maintain permitting and environmental license conditions, and the ability to maintain the social license to operate.

6.1.16 Metallurgy and Processing

The process flowsheet was designed using historical testwork as a basis to broadly define the process (whole ore leaching) and more recent testwork carried out in 2019 and 2020 to design the process in detail as it was an integrated program and included gravity concentration in all recovery testwork, something that was not used in previous testwork.

The more recent metallurgical program, completed in 2019, was completed with the primary objective of confirming and optimizing the flowsheet and design criteria using a combination of new testwork, results from the historical and previous testwork programs, and trade-off studies completed since the 2013 FS. Drill core from site was sent to Base Metallurgical Laboratories Ltd. (BaseMet) in Kamloops, BC for testwork that included core splitting, sample preparation, interval assaying, mineralogy, gravity concentration, cyanide leach and cyanide destruction. Some additional work was carried out in 2020 to provide certain design parameters.

The test program included three larger composites for optimization testwork and 48 samples covering the deposit to establish the variability of the ore to the chosen flow sheet.

The mineralogy indicated that the sulphur content is mainly associated with pyrite, pyrrhotite and sphalerite.

The comminution testwork included semi-autogenous grind (SAG) mill comminution (SMC) on the new drill core, Bond rod mill work index (RWi), Bond ball mill work index (BWi) and abrasion index (Ai) tests. The results indicate the material is hard with results ranging from 11.8 to 24.6 kWh/t and the 75th percentile of the samples tested was 21.1 kWh/t for the variability samples. The high degree of variability in ore hardness suggested difficulties in designing and operating a SAG mill/ball mill combination and, as a result, a three-stage crushing and ball milling was selected for the 2021 FS.

Tests showed that gravity concentration was effective in recovering gold and should be incorporated in the flow sheet. All the more recent testwork included gravity recovery of gold prior to leaching, and this resulted in significantly higher overall recoveries compared with historical testwork.

The results obtained from three composites and 48 variability samples show that an overall gold recovery of 93% and a silver recovery of approximately 65% can be obtained with gravity gold recovery of 34.2%. A grind size of 80% passing 150 µm was shown to be adequate.

Sodium cyanide and lime consumptions are expected to be 0.6 kg/t and 1 kg/t respectively.

Tests on carbon loading of the gold / silver leach solution indicated a combined (Au+ Ag) of 6,000 g/t.

Cyanide destruction testwork showed air / SO_2 to be effective, with a 4:1 SO_2: weakly acid dissociable (WAD) cyanide ratio. Hydrogen peroxide was also shown to be effective on clear solution.

6.1.17 Mining Methods

Mining is based on conventional open pit methods suited for the Project location and local site requirements. Open pit operations will commence 15-18 months prior to mill start-up and are anticipated to run for 17 years. Following mining operations, stockpiled low-grade material will be processed for an additional five years, resulting in a total life-of-mine (LOM) of 22 years.

Ultimate pit limits are split into phases or pushbacks to target higher economic margin material earlier in the mine life. The pit is split into nine phases, with initial phases containing higher gold grade and lower strip ratio. The pre-production phase will target suitable overburden and waste rock for construction whilst exposing near-surface, high-grade material. The first phase will target higher-grade, lower-strip-ratio ore, providing mill feed over the initial years of the Project. The remaining phases will expand the pit to the north targeting progressively deeper ore.

The production is planned on 10 m bench heights in both ore and waste.

Mill feed targets are 6.0 Mtpa over the first five years of operation, increasing to 12 Mtpa for the next five years of operation, and finally to 20 Mtpa until the end of the planned mine life.

During the pre-stripping phase of mine operations, all ore mined in the pit will be stockpiled. Throughout the life of operations, all ore grading between C$13/t and C$16.50/t NSR will be stockpiled. Cut-off grade optimization on the mine production schedule will also send ore above C$16.50/t NSR to an ore stockpile in certain planned periods. The stockpiled Mineral Reserves are planned to be re-handled back to the crusher once the pit is exhausted.

Owner-managed mining and fleet maintenance operations are planned for 365 days/year, with two 12-hour shifts planned per day. An allowance of 10 days of no mine production has been built into the mine schedule to allow for adverse weather conditions.

Initially, mining will be undertaken using 400 t class hydraulic shovels and 190 t payload class haul trucks. As production requirements increase, the load and haul fleet will be expanded with 600 t class hydraulic shovels and 230 t payload class haul trucks. The initial drill and loading fleets are planned to be diesel-drive, with expansion fleet requirements being electric-drive. The mine equipment fleet is planned to be purchased via various lease arrangements.

In-pit and perimeter pumping dewatering systems will be established. All surface water and precipitation in the pits will be handled by skid-mounted mobile diesel pumps.

Ore will be hauled to a crusher that will be located 1 km northeast of the open pit limit, which will feed the process plant. Waste rock will generally be used as fill for construction of the tailings storage facility (TSF) that will be located 2.5–5 km north of the open pit limits, or in the case of potentially acid generating (PAG) waste rock, placed within the TSF itself for subaqueous storage. Additional storage facilities, to be constructed within 1.5 km to the northwest of the pit, will be used to store excess overburden and non-acid generating (NAG) waste rock. Ore stockpiles, to be located within 1 km to the west of the open pit, will be used as temporary storage for re-handle back to the crusher over the planned mine life.

Maintenance on mine equipment will be performed in the field with major repairs to mobile equipment conducted in the workshops that will be located west of the plant facilities.

Annual mine operating costs per tonne mined will range from C$1.96–C$3.64/t with a LOM average of C$2.60/t mined. Mine operations will include ore control, production drilling, blasting, loading, hauling, and

pit, haul road and stockpile maintenance functions. The largest component of the estimated mine operating costs is for the hauling function, and a significant portion of the planned hauls for Blackwater are downhill loaded hauls. Mobile equipment maintenance operations will also be managed by the Owner and are included in the mine planning and costs.

After mining is completed, the mining equipment will be removed, and the pits will be allowed to fill with water-producing ponds. Contouring and re-vegetation of the fill areas will be completed.

Figure 1-2 and Figure 1-3 summarize the proposed ore and waste schedule for the 2021 FS mine plan.

Figure 1-2: Planned Mill Feed Tonnes and Grade

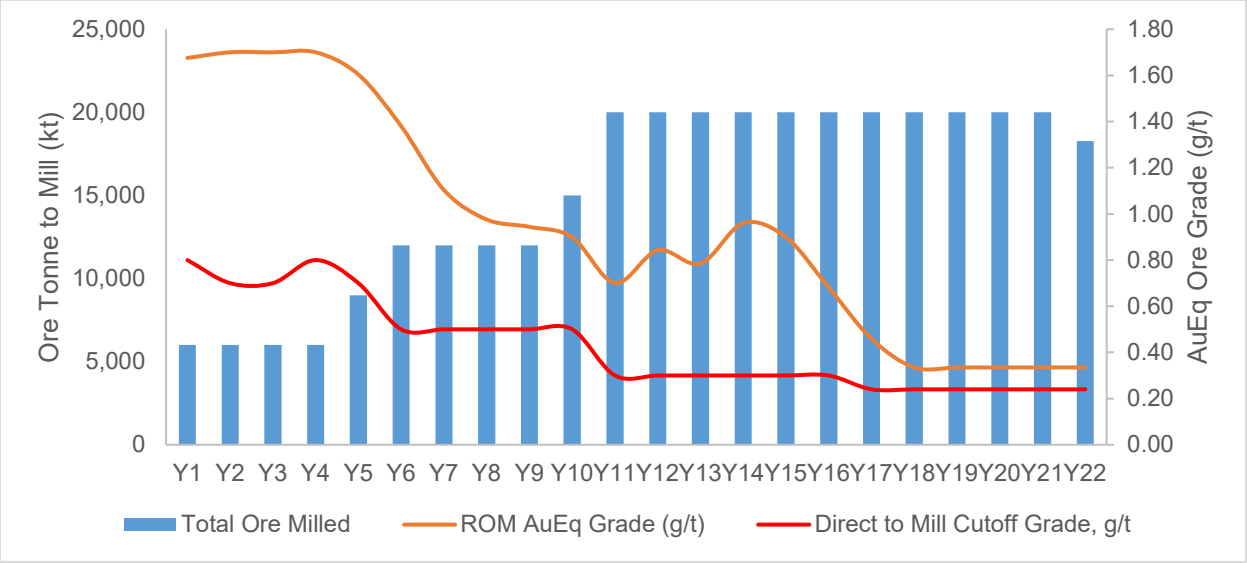
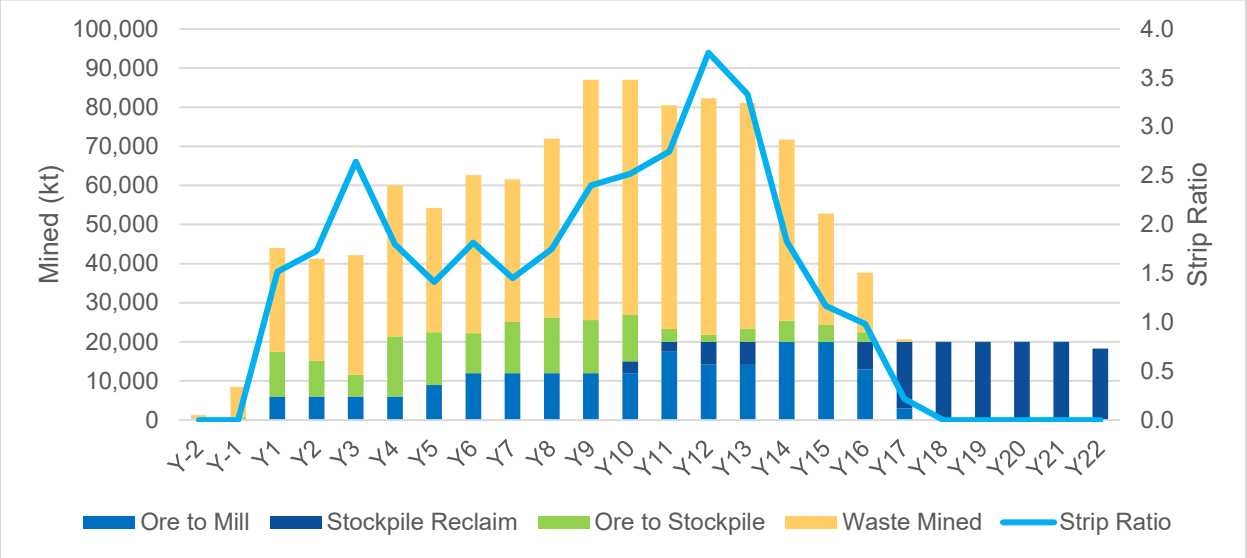


Figure 1-3: Planned Material Mined and Strip Ratio



Note: both tables prepared by MMTS, 2021

6.1.18 Recovery Methods

Gold-silver mineralisation in the Blackwater deposit is associated with sulphides, occurring in veins and disseminations; free gold is also present to varying extents. Gold and silver values from the types of mineralisation present in the Blackwater deposit are largely recoverable by a combination of gravity processes and conventional cyanidation. The preferred process flowsheet selected for recovery of the gold and silver values was derived from the test-work results and tailored to support a robust production profile

over the life of mine. The unit operations that were included in the selected process are well proven at the commercial scale, and typical in the industry.

The process plant will be constructed in four distinct phases, as outlined below:

- Phase 1 (6Mtpa) operating for years 1 to 5
- Phase 2 (12Mtpa) operating for years 5 to 10
- Phase 3 (20Mtpa) operating for years 10 to 17
- Phase 4 (20Mtpa) operating for years 17 to 22

The Phase 1 process plant will treat 6Mtpa or 745t/h based on an availability of 8,059 hrs per annum or 92%. The crushing section design is set at 70% availability and the gold room availability is set at 52 weeks per year including seven operating days and five smelting days per week. The plant will operate with two shifts per day, 365 days per year, and will produce doré bars.

Run-of-Mine (ROM) material will be hauled to the primary gyratory crusher where a front-end wheel loader (FEL) will supplement the direct-tip feed from the ROM stockpile to maintain a continuous crushing operation. The crushing circuit will include secondary and tertiary cone crushing and screening to produce a crushing circuit product size with a P80 of 8mm. Crushed ore will be stored on a covered conical stockpile. The crushed material will be processed through a dual pinion ball mill in closed circuit with cyclones producing a final product with a P80 of 150 µm. The installed ball mill power will be 14 MW and the mill dimensions will be 7.3m x 12.5m (internal diameter x effective grinding length) with a circulating load of 400%.

A portion of the ball mill discharge will feed two parallel gravity concentrator trains. The intensive cyanidation circuit will receive gravity gold concentrate on a batchwise basis for treatment in an intensive leach reactor.

The cyclone overflow will pass over a trash screen and will be pumped to the leach-adsorption circuit consisting of one pre-aeration tank, three leach tanks and seven carbon-in-leach (CIL) adsorption tanks. The combined leach and adsorption circuit residence time will be 24 h at 45% w/w solids. Gold and silver leached in the leach-CIL circuit will be recovered onto activated carbon and eluted in an Anglo-American Research Laboratory (AARL)-style elution circuit and then precipitated by electrowinning in the gold room. The gold–silver precipitate will be dried in a drying oven and then mixed with fluxes and smelted in a furnace to pour doré bars. Carbon will be re-activated in a carbon regeneration kiln before being returned to the CIL circuit.

Slurry exiting CIL Tank 7 will gravitate to two cyanide detoxification tanks which are designed based on the conventional O_2/SO_2 process. The detoxified slurry stream will gravitate to the carbon safety screen and on to the tailings pump box, from where it flows by gravity through a single pipeline to the TSF. A lime neutralization system for run-off will be installed for the low-grade ore (LGO) stockpile and will be neutralized in the processing plant through lime addition prior to discharge to the TSF.

The installed power for the Phase 1 process plant is estimated to be 32.5 MW, and power consumption will be 32.3kWh/t of material treated for the processing plant. Raw water will be supplied from the water management pond and depressurisation wells to a raw-water storage tank. Potable water will be supplied from the potable water treatment plant at the camp. Gland water will be supplied from the raw-water tank. Process water will primarily consist of TSF reclaim water, supplemented by contact water and raw water. Reagents will include quicklime, sodium cyanide, sodium hydroxide, copper sulphate, hydrochloric acid, elemental sulphur and oxygen.

The Phase 2 expansion will treat an additional 6.0 Mtpa (12 Mtpa total) through minor upgrades to the Phase 1 crushing circuit, and addition of new milling, leaching, adsorption, elution, and detox capacity.

The Phase 3 expansion will include a new process line consisting of crushing, grinding, leaching, adsorption and detox circuits with a capacity of 8.0 Mtpa. The Phase 1 and 2 acid wash, elution, electrowinning and gold room facilities will be used, and combined throughput will increase from 12 Mtpa to 20 Mtpa.

Phase 4 will be a continuation of processing per the completed Phase 3 expansion with ore being rehandled from stockpiles for processing.

6.1.19 Onsite Infrastructure

The Project can be accessed from Highway 37, west of Vanderhoof, via the Kluskus and Kluskus-Ootsa FSRs. A new 15.6km portion of access road will be built to connect the FSR with the mine plant site for transportation of equipment and materials.

Presently, the mine plant site and existing camp is accessed from the Kluskus-Ootsa FSR by an exploration road. This road will be partially decommissioned following completion of the new mine access road. The remaining portions of the exploration road within the mine site boundary will be used for local construction access and mine operations. The sections of the exploration road located within the TSF will be inundated in approximately Year 6.

Approximately 8 km of on-site roads will be constructed to provide access to the truck shop, mine plant site, accommodations and explosives store. These roads will be approximately 10 m wide, gravel roads, to allow two-way traffic.

A 15km road will connect the planned pumping station at Tatelkuz Lake to the access road.

The process plant will consist of the crushing, screening, stockpile, grinding, gravity separation, intensive leaching reactor, leaching, CIL, carbon elution and regeneration, reagents, cyanide detoxification, and the gold room. The grinding mills, reagent storage and gold room will be in enclosed buildings. The gold room will be constructed as a pre-engineered building, complete with a heavy-duty building enclosure, closed-circuit televisions (CCTVs), motion sensors and alarms to prevent unauthorized entry.

A fibre-optic backbone will be included throughout the plant to provide an ethernet-type system for voice, data, and control systems bandwidth requirements.

The truck shop, mine dry, and administration offices will be located in a shared building of modular construction. In the initial construction of the truck shop facility, it will include two bays to service the mining fleet. There will be overhead crane availability, with a 15 t capacity, and clearing for 230 t haul trucks. A further expansion of the truck shop facilities is planned in year 1. This building will also include meeting rooms, wash facilities, toilets, closed offices and an open work area equipped with workstations.

The plant offices will be adjacent to the main plant buildings and will house all plant operating and maintenance offices. The central control room will be in this complex, with CCTV coverage of all parts of the plant. The plant offices will also include a change room and toilets. The construction will be modular, similar to the administration offices.

The laboratory modular construction will be modified to allow solid floors where necessary for heavy equipment such as crushers or fire assay furnaces. It will include toilets and a change room. Some area will be available for sample storage, but the main storage will be in an unheated adjacent building.

6.1.19.1 Power Supply

Power will be supplied by connection to the BC Hydro grid via a 135 km long 230kV transmission line. The line will follow existing resource roads and other previously-disturbed areas as much as practicable. Emergency back-up diesel generators will be located at the process plant, plant offices and control room and at the cellular tower.

6.1.20 Waste Characterization

A testing program has been completed to geochemically characterize the geologic materials that will be produced by the Project. This program characterized waste rock, ore, tailings and overburden, analyzing these materials using methods that included acid base accounting, metal assays, and humidity cell tests. These results have been used to define the acid generating potential and metal leaching potential of mine waste. Overall, the results show that the Project will produce waste rock and tailings that are classified as potentially acid generating (PAG) and/or metal leaching (ML). A classification scheme has been developed to rate the ARD and ML potential of mine waste and is used to guide waste management.

6.1.21 Tailings Storage Facility

The TSF was designed to permanently store tailings, PAG waste rock, and potentially ML NAG waste rock that will be generated during operations. The facility was designed to hold 469 Mm^3 of tailings and waste rock material, and up to 12 Mm^3 of pond storage under normal operating conditions. The TSF will comprise two adjacent sites, TSF C and TSF D.

TSF C will be constructed first to provide storage capacity for start-up of the process plant. It was designed to contain tailings for approximately 21 years of mine operations and PAG/ML waste rock generated during the first six years of mining. TSF C will comprise a valley-fill style impoundment formed by construction of three embankments (Main Dam C, the West Dam, and the Saddle Dam) in the upper reaches of the Davidson Creek drainage basin. Main Dam C will be initially constructed during the preproduction phase to form TSF C and will be raised annually through Year 6 using centreline construction methods. The embankment will be an engineered, water retaining, zoned earth-rockfill dam with a compacted low-permeability seal zone and appropriate filter/transition zones flanked by a pit-run shell zone. Thereafter, the dam will be raised periodically in stages approximately 8 m high using downstream construction methods comprising zoned earth-rockfill complete with high density polyethylene (HDPE) geomembrane facing. The West Dam and Saddle Dam will be constructed in Years 6 and 12, respectively, and raised periodically in stages along with the later stages of Main Dam C. Construction of the embankments for TSF C requires placement of approximately 54 Mm^3 of fill material to reach a final elevation of 1,353 masl.

TSF D will be formed adjacent to and downstream of TSF C beginning in Year 5, during the Phase 2 expansion, to provide additional storage capacity to contain PAG/ML waste rock generated between Year 6 and the end of mining and up to two years of tailings beginning in approximately Year 21 when TSF C reaches design capacity. TSF D will be formed by construction of one embankment (Main Dam D). The embankment will be an engineered, water retaining, zoned earth-rockfill dam with a compacted low-permeability seal zone and appropriate filter/transition zones flanked by a pit-run shell zone. Main Dam D will be raised annually using centreline construction methods. Construction of Main Dam D requires placement of approximately 48 Mm^3 of fill material to reach a final elevation of 1,331 masl.

The Feasibility Study is supported by the detailed design of the Stage 1 TSF and associated facilities required for the start of mine operations. Main Dam C Stage 1 was designed as a water-retaining dam with a crest elevation of 1,273 masl. The Stage 1 TSF will provide sufficient capacity to impound tailings and PAG/ML waste rock generated during the first year of operations and a supernatant pond up to 2 Mm^3, with additional capacity to manage seasonal water volume fluctuations and the environmental design flood. An emergency spillway will be constructed along the right abutment to pass the inflow design flood. Main Dam C will require placement of approximately 3.25 Mm^3 of fill material for Stage 1 that will be sourced from local external borrow sources and pre-stripping of the open pit during Year -1 of mine development.

6.1.22 Water Management Structures

The principal design objectives for the water management structures are to manage surface water during mine operations and active closure. Surface water is to be managed in a manner that allows for the beneficial use of the water to support mine operations and to divert flow not needed to the downstream receiving environment. Drainage from the majority of the mine area will flow by gravity into the TSF, following natural topographical drainages mapped for the Project; which simplifies water management, spill control, and mine closure. Surplus water not required to support mine operations will be sampled and analyzed, compared to applicable water quality criteria, and if compliant, will be used to augment flow in lower Davidson Creek.

The Feasibility Study is supported by detailed design of the water management facilities required at the start of mine operations. Specific water management structures and systems planned for the mine operations period include:

- Fresh Water Reservoir (FWR) to store water and provide flows to lower Davidson Creek to meet instream flow needs downstream of the mine and to provide water for mine operations when required.
- A lined Water Management Pond (WMP) located downslope of the open pit and stockpiles area and within the ultimate footprint of TSF C to manage runoff from contributing areas and water pumped from collection points. The WMP will provide fresh make-up water to support ore processing. Water not needed to support mine operations will be used to augment flow in lower Davidson Creek. The WMP will be relocated in approximately Year 12.
- A discharge system to route freshwater from the WMP to the FWR, and a raw water supply system to route freshwater from the WMP to the plant site.
- Reclaim water system to route supernatant water from the TSF to the plant site.
- Central Diversion System (CDS) to divert fresh water around the TSF or to a water transfer pond, from where it can be pumped to the WMP.
- Northern Diversion System (NDS) to divert freshwater around TSF D to the FWR or allow it to bypass diversion and flow into TSF D, depending on the needs of the mine, beginning during the Phase 2 expansion.
- Fresh water from Tatelkuz Lake supplied by the Fresh Water Supply System (FWSS) to the FWR beginning during the Phase 2 expansion.
- Stockpile water management structures to divert and contain seepage and surface water runoff from the LGO stockpile and the waste stockpiles.

- Water treatment plants (WTPs), including a metals WTP, membrane WTP, and lime neutralization circuit at the mill.

The facilities listed above will be used to achieve the following requirements in the mine water management plan:

- Temporary and secure storage of fresh water within the mine site area in engineered water storage facilities;
- Limit accumulation of surplus water within the TSF to the maximum practicable extent;
- Control, collection, and diversion of non-contact surface water flows not needed for mine operations;
- Control and collect contact surface water prior to use/release;
- Controlled release of surface water flows to Davidson Creek downstream of the mine to reduce the potential environmental impacts of the project to the extent reasonably practicable.

6.1.23 Closure and Reclamation Plan

The Closure and Reclamation Plan will take advantage of progressive reclamation opportunities through the life of the mine. In particular, mining operations will cease in the Open Pit in the later Operations phase. Closure of major mine infrastructure is anticipated to take one to three years after cessation of ore processing from stockpiled ore. Reclamation of the Project area will conform to the requirements of the Health, Safety, and Reclamation Code for Mines in BC (BC EMLI 2021). As much as possible, disturbed areas will be reclaimed to native ecosystems and waterways restored to pre-disturbance flow patterns. In the extended Closure and Post-closure phases, activities will focus on monitoring vegetation and geotechnical stability of reclaimed areas, and water treatment, as required.

6.1.24 Environmental, Social, Economic and Cultural Heritage Considerations

The Project is supported by a suite of environmental, social, economic, and cultural heritage baseline studies. The potential Project effects to environmental, social, economic, and cultural heritage components have been fully assessed. The Project was granted an Environmental Assessment Certificate (EAC) #M19-01 on June 21, 2019 (EAO 2019c) under the provincial *Environmental Assessment Act* (2002) and an Environmental Assessment Decision Statement (DS) on April 15, 2019 under the federal *Canadian Environmental Assessment Act, 2012* (CEA Agency 2019b). Assessment of components to address updates in the Project design have been considered in recent permits and will be addressed in permit applications currently in progress. To manage potential effects of the Project, an Environmental Management System supported by a comprehensive set of management plans is being developed for the permitting phase of the Project.

6.1.25 Permitting

A complete set of provincial and federal permits, licenses, and authorizations to approve the construction and operation of the Project have been identified and are in progress. Key federal approvals include: impacts to fish habitat (*Fisheries Act*) and deposition of mine waste in waters frequented by fish (*Metal and Diamond Mining Effluent Regulations*, SOR/2002-222). Key provincial approvals include: permit approving mine plan and reclamation program (*Mines Act*), effluent discharge permit and air discharge permit (*Environmental Management Act*), licence of occupation to occupy crown land for transmission line (*Land Act*), and water licence for use of offsite water (*Water Sustainability Act*).

6.1.26 Capital Cost Estimate

The capital cost estimates have been summarized at the levels indicated by Table 1-3 and stated in Canadian dollars with a base date of Q2-2021 and an accuracy range of +15%/-10%. No provisions for forward escalation have been included. This estimate collectively presents the entire costs for the project including all Third-Party estimates, Owner's scope and Ausenco's scope. The estimate is summarized in Table 1-3.

Table 1-3: Estimate Summary Level 1 Major Facility (C$ M)

WBS Level 1	WBS Description	Initial Capital	Expansion / Growth Capital	Sustaining Capital	Deferred Capital	Total LOM Capital
1000	Mining	64.5	62.8	430.1	4.0	561.4
2000	Site development / tailings storage facility / waste rock facility	73.1	175.9	273.2	0.2	522.5
3000	Ore crushing and reclaim	55.6	45.2	-	-	100.8
4000	Process plant	141.7	254.6	-	-	396.3
5000	On-site infrastructure	30.5	31.5	17.0	26.1	105.2
6000	Off-site infrastructure	100.7	-	22.8	12.7	136.2
	Subtotal Direct Costs	**466.2**	**570.0**	**743.2**	**43.0**	**1,822.40**
7000	Indirects	16.5	26.2	2.6	0.1	45.4
8000	Engineering and project management	60.9	58.1	22.7	3.5	145.1
9000	Provisions	101.7	66.3	62.2	5.1	235.3
	Subtotal Indirect Costs	**179.0**	**150.6**	**87.5**	**8.6**	**425.8**
	Project Total (C$ M)	**645.2**	**720.6**	**830.7**	**51.6**	**2,248.2**

Note: totals may not sum due to rounding

6.1.27 Operating Cost Estimate

For operating cost estimating purposes, the Project was divided into three areas; mining, processing, and general and administrative (G&A). The costs for each department include labour, operating and maintenance supplies, freight, and utilities as appropriate. The expected accuracy range of the operating cost estimate is +15%/-10%.

Operating costs of operation are summarized in table 1-4 below.

Table 1-4 Summary of Operating Costs

		Years 1 -5	Years 6 - 10	Years 11 - 17	Years 18-	LOM
Mining	C$/t Mined	2.26	2.36	2.79	n/a	2.60
	C$/t Milled	15.59	13.77	7.51	0.99	7.57
Process	C$/t Milled	9.47	8.73	8.06	8.06	8.32
G&A	C$/t Milled	4.12	2.60	1.89	1.31	2.07
Total	**C$/t Milled**	**29.18**	**25.09**	**17.45**	**10.36**	**17.96**

6.1.28 Economic Analysis

6.1.28.1 Cautionary Statement

The results of the economic analysis discussed in this section represent forward-looking information as defined under Canadian securities law. Actual results may differ materially from those expressed or implied by forward-looking information.

Information that is forward-looking includes:

- Mineral Resource and Mineral Reserve estimates;
- Assumed commodity prices and exchange rates;
- Mine production plans;
- Projected recovery rates;
- Sustaining and operating cost estimates;
- Assumptions as to closure costs and closure requirements;
- Assumptions as to environmental, permitting and social risks.

Additional risks to the forward-looking information include:

- Changes to costs of production from what is assumed;
- Unrecognized environmental risks;
- Unanticipated reclamation expenses;
- Unexpected variations in quantity of mineralized material, grade, or recovery rates;
- Geotechnical and hydrogeological considerations during mining being different from what was assumed;
- Failure of plant, equipment, or processes to operate as anticipated;
- Accidents, labour disputes and other risks of the mining industry.

6.1.28.2 Cashflow Basis

The economic analysis was carried out using a discounted cash flow model with base case metal price assumptions of:

- Gold – US$1,600/oz;
- Silver – US$21.33/oz;
- Exchange rate – 0.79 (US$/C$).

The economic analysis is presented as a Base Case, which assumes no leverage, and a Leveraged Case, which assumes debt financing. Financing of the Project is not a measure of the economic viability and technical feasibility of the Project, but a measure of the ability of Artemis to secure debt financing for the Project.

6.1.28.3 Base-Case

For the 22-year mine life and 334 Mt mill feed, the following after-tax Base Case financial parameters were calculated:

- C$2,151 million NPV at 5.0% discount rate;
- 32% IRR;
- 2.3 year initial capital payback.

6.1.28.4 Leveraged-Case

For a leveraged case assuming C$360 M (plus up to C$25 M in capitalized interest) in project debt financing at an annual interest rate of 5.5%, an upfront financing fee of 3%, and a seven-year term post commencement of commercial production with a balloon payment of 30% of the principal at maturity, the following after-tax Leveraged Case financial parameters were calculated::

- C$2,158 million NPV at 5.0% discount rate;
- 43% IRR;
- 2.4 year initial capital payback.

The Leveraged Case is based on the Base Case and the following additional assumptions:

- C$360 M (plus up to C$25 M in capitalized interest) in in project debt financing;
- Annual interest rate of Canadian Dollar Offered Rate (assumed at 0.5% in the 2021 FS) plus a margin of 4.25% up to the date of completion, with the margin reducing to 3.75% once the Project is effectively in commercial production;
- Customary upfront and standby financing fees;
- Six-year term post commencement of commercial production with Principal and capitalized interest repayable in quarterly instalments over six years, commencing one year following achievement of commercial production, with a repayment holiday during years 4 and 5 of production when Artemis expects to undertake its Phase 2 expansion;

- Expansion capital is assumed to be funded through operating cashflow.

6.1.28.5 Sensitivity Analysis

NPV sensitivity analysis was performed on the Project base case using gold price, gold grade, exchange rate, operating costs and initial capital costs. The impacts of changes in the gold grade mirror the impact of changes in the gold price. The Project is more sensitive to changes in the gold price (grade) and the US$:C$ exchange rate than to changes in capital or operating costs.

6.1.29 Risks and Opportunities

The major risks to the Project are identified as:

- Changes to metal prices and exchange rate assumptions;
- Capital cost growth;
- Increases in operating costs;
- Productivity assumptions;
- Mining grade and dilution control;
- Presence of high-grade silver in the mill feed;
- Geotechnical and hydrogeological uncertainty;
- Climate uncertainty and associated water management needs;
- Integration of mining operations and the TSF construction;
- Permitting delays;
- Lack of social license affecting permit grant.

Project opportunities include:

- Delineation of additional mineralization that could support higher-confidence resource categories through additional drilling;
- Use of a trolley-assist system later in the mine life;
- Assessment of methods to reduce waste mining costs;
- Value engineering initiatives.

6.1.30 Recommendations

It is recommended Artemis complete additional field and laboratory-based programs, across the development and operations phase of the project, at an estimated value of C$3 M.

7 DIVIDENDS AND DISTRIBUTIONS

7.1 Artemis Dividends and Distributions

To date, Artemis has neither declared nor paid any dividends or distributions on its outstanding shares. Artemis intends to retain any future earnings to finance the exploration and development of its properties, and accordingly, does not anticipate paying any dividends in the foreseeable future. Any decision to pay dividends on any outstanding shares in the future will be made by the Board of Directors on the basis of the earnings, financial requirements and other conditions existing at such time.

7.2 Velocity Dividends and Distributions

To the knowledge of the Company, to date Velocity has neither declared nor paid any dividends or distributions on its outstanding shares.

8 DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of Artemis consists of an unlimited number of Common Shares, of which 154,051,145 Common Shares were issued and outstanding as fully paid and non-assessable shares as at the date of this AIF.

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company, and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of the holders of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board of Directors of Artemis may by resolution determine. In the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

To Artemis' knowledge, none of Artemis' securities are subject to a contractual restriction on transfer.

8.1 Options

Artemis has a stock option plan (the "**Plan**") pursuant to which the Board of Directors may grant stock options (the "**Options**") to directors, officers, employees and consultants of Artemis and its subsidiaries exercisable for of up to a maximum of 10% of the issued and outstanding Common Shares at the time of grant. As of the date of this AIF, there were 9,026,500 Options outstanding. Every Option granted has a term not exceeding 10 years after the date of grant.

8.2 Warrants

As of the date of this AIF, there were 30,960,465 warrants to purchase Common Shares (the "**Warrants**") outstanding. Each Warrant entitles the holder to purchase one Common Share at a price of $1.08 per Common Share until August 27, 2024.

9 MARKET FOR SECURITIES

9.1 Trading Price and Volume

Artemis' Common Shares are currently listed for trading through the facilities of the TSXV under the symbol "ARTG" and on the OTCQX under the symbol "ARGTF". No other securities of Artemis are traded or quoted on any marketplace.

The following tables set out the aggregate volume of trading and the low and high sale prices of the Company's Common Shares on the TSXV and the OTCQX for the months indicated:

TSX-V			
Month	**Volume**	**High (Cdn$)**	**Low (Cdn$)**
January 2021	3,763,643	6.99	5.77
February 2021	3,960,542	6.22	5.29
March 2021	2,950,232	5.78	5.06
April 2021	4,054,529	6.69	5.13
May 2021	9,673,329	6.90	6.01
June 2021	4,311,853	7.21	5.61
July 2021	6,196,526	7.00	5.90
August 2021	2,571,026	6.19	4.86
September 2021	4,639,777	5.70	5.05
October 2021	5,943,248	6.71	5.20
November 2021	11,138,609	7.89	6.01
December 2021	23,398,190	7.63	6.23

Source: TSX InfoSuite

OTCQX			
Month	**Volume**	**High (US$)**	**Low (US$)**
January 2021	319,418	5.49	4.50
February 2021	906,416	4.82	4.20
March 2021	462,393	4.52	4.00
April 2021	268,719	5.35	4.09
May 2021	263,960	5.62	4.89
June 2021	379,951	5.96	4.51
July 2021	372,870	5.69	4.50
August 2021	262,719	5.15	3.77

OTCQX			
Month	**Volume**	**High (US$)**	**Low (US$)**
September 2021	877,159	4.55	3.40
October 2021	588,821	5.42	3.90
November 2021	282,599	6.21	4.86
December 2021	227,054	5.89	4.85

Source: TSX InfoSuite

9.2 Prior Sales

The following table lists a summary of options that were issued during the year ended December 31, 2021:

Period	Options Issued	Weighted Average Exercise Price
Q1 2022	825,000	$6.14
Q2 2022	95,000	$6.80
Q3 2022	71,500	$5.42
Q4 2022	3,230,000	$5.50
Total	**4,221,500**	**$5.65**

There were no warrants issued during the year ended December 31, 2021.

10 DIRECTORS AND OFFICERS

10.1 Name, Occupation and Security Holding

The name, municipality of residence, positions held with the Company, and principal occupation within the five preceding years as at December 31, 2021 of each director and executive officer of Artemis are as follows:

Name, Province and Country of Residence, and Position with the Company	Principal Occupation within the five preceding years	Period of Service as a Director or Officer
Steven G. Dean British Columbia, Canada Chairman & CEO	Chairman and CEO of the Company; President of Sirocco Advisory Services Ltd.; Director of St. Barbara Ltd. and Sierra Metals Inc.; former Chairman, CEO and Director of Atlantic Gold Corporation.	January 2019 to Present
Chris Batalha British Columbia, Canada CFO and Corporate Secretary	CFO and Corporate Secretary of the Company; former CFO and Corporate Secretary of Atlantic Gold Corporation; Director of VLC.	January 2019 to Present
Jeremy Langford British Columbia, Canada COO	COO of the Company; former COO and Head of Development of Centamin plc., former COO and Executive Vice President of Endeavour Mining Corporation.	January 2021 to Present
David Black British Columbia, Canada Lead Director	Director of the Company; Retired Partner DuMoulin Black LLP, Barristers and Solicitors	July 2019 to Present
Ryan Beedie British Columbia, Canada Director	Director of the Company; President of Beedie Development Group.	August 2019 to Present
William P. Armstrong British Columbia, Canada Independent Director	Director of the Company; former Mining Consultant; former President of Metallica Consulting Co.; former Director of Taseko Mines Ltd.	July 2019 to Present
Elise Rees British Columbia, Canada Independent Director	Director of the Company; Retired Partner of Ernst & Young LLP; Director of Great Panther Mining Limited, Enmax Corp. and K-Bro Linen.	May 2021 to Present
Lisa Ethans British Columbia, Canada Independent Director	Director of the Company; Retired Partner of Deloitte LLP; Director of First Nation Bank of Canada, FNB Trust Company and the BC Lottery Corporation.	August 2021, to Present
Janis Shandro British Columbia, Canada Independent Director	Director of the Company; Community health and safety practitioner, consultant and advisor to mining industry.	August 2021, to Present

A more fulsome list of security holdings by director and executive officer of Artemis as at December 31,2021, is presented below:

Current Holdings							
Name & Position with the Company	Shares	% of Class (Undiluted)	Warrants[1]	Options	Diluted	% of Class (Partially Diluted)	% of Class (Fully Diluted)
Steven G. Dean[2] Chairman & CEO	6,405,914	4.2%	3,888,933	2,400,000	**12,694,847**	7.9%	6.6%
Chris Batalha CFO & Corporate Secretary	620,900	0.4%	555,500	1,225,000	**2,401,400**	1.5%	1.2%
Jeremy Langford COO	365,900	0.2%	nil	700,000	**1,065,900**	0.7%	0.6%
David Black Lead Director	907,640	0.6%	555,500	330,000	**1,793,140**	1.2%	0.9%
Ryan Beedie Director	42,945,773	27.9%	11,111,111	330,000	**54,386,884**	32.9%	28.0%
William P. Armstrong Director	306,311	0.2%	111,111	330,000	**747,422**	0.5%	0.4%
Elise Rees Director	2,500	0.0%	nil	90,000	**92,500**	0.1%	0.0%
Lisa Ethans Director	nil	0.0%	nil	80,000	**80,000**	0.1%	0.0%
Janis Shandro Director	nil	0.0%	nil	80,000	**80,000**	0.1%	0.0%
Total – Directors and Executive Officers	**51,554,938**	**33.5%**	**16,222,155**	**5,565,000**	**73,342,093**	**41.7%**	**37.8%**
Total Issued & Outstanding	**153,971,145**		**31,040,465**	**8,976,500**	**193,988,110**		

1. All Warrants are exercisable at a price of $1.08 per share until August 27, 2024.
2. Steven Dean indirectly owns 896,550 Common Shares and 555,600 Warrants through a management company controlled by him, Sirocco Advisory Services Ltd., 5,431,983 Common Shares and 3,333,333 Warrants through a trust through which Mr. Dean is a beneficiary, as well as 77,381 shares owned personally.
3. Mr. Beedie indirectly owns 42,914,292 Common Shares through BIV Holdings Ltd., as well as 31,481 Common Shares and 11,111,111 Warrants through Beedie Investments Ltd., both of which companies are wholly owned by Mr. Beedie.

10.2 Directors' Terms of Office

The term of office for each director of Artemis expires at the next annual general meeting of shareholders of the Company.

The members of board committees are appointed by the Board of Directors as soon as possible following each annual general meeting of shareholders of the Company.

The officers of Artemis are appointed by the Board of Directors and hold office for such period and on such terms as the Board of Directors may determine.

10.3 Committees of the Board of Directors

The committees of the Board of Directors of Artemis and the directors serving on each of the committees are described below:

10.4 Audit Committee

10.4.1 Audit Committee Mandate

The Audit Committee must consist of not less than three directors as determined by the Board, at least two of whom qualify as independent in accordance with applicable securities laws and who are free from any relationship that would interfere with the exercise of their independent judgment as members of the Audit Committee.

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by Artemis to regulatory authorities and shareholders, Artemis' systems of internal controls regarding finance and accounting and Artemis' auditing, accounting and financial reporting processes. The Audit Committee is also responsible for monitoring compliance with applicable laws and regulations and the systems of internal controls. The Audit Committee has the authority to retain special legal, accounting or other consultants to advise the Audit Committee. The Audit Committee may request any director, officer or employee of the Company, or Artemis' outside counsel or independent auditor, to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Board has adopted an Audit Committee Charter (the "**Audit Committee Charter**"). The Audit Committee reports to the Board after each Audit Committee meeting.

The Audit Committee Charter is attached to this AIF as Schedule "A".

10.4.2 Composition of the Audit Committee

The following are the members of Artemis' Audit Committee:

Elise Rees (Chairperson)	Independent [(1)]	Financially literate [(1)]
Lisa Ethans	Independent [(1)]	Financially literate [(1)]
David Black	Independent [(1)]	Financially literate [(1)]

1. As defined by National Instrument 52-110 Audit Committees.

10.4.3 Relevant Education and Experience

A description of the education and experience of each audit committee member that is relevant to the performance of his or her responsibilities as an audit committee member is as follows:

Elise Rees – Director since May 2021

Ms. Rees retired from Ernst & Young LLP in June 2016 after a 35-year career in professional accountancy. She spent eighteen years as a partner with Ernst & Young, LLP with the last 14 years of her tenure focused on acquisitions, mergers and corporate reorganizations. She has a breadth of experience in a large variety of industries with specific focus on mining, infrastructure, transportation, technology, real estate, retail and distribution. Ms. Rees has a B.A. (Hons) from the University of Strathclyde, Scotland, is a graduate of the ICD-Rotman Directors Education Program and holds the designations of FCPA(FCA), ICD.D.

Lisa Ethans – Director since August 2021

Ms. Ethans has been recognized for her leadership with the designation of Fellow Chartered Professional Accountant and Fellow Chartered Accountant in 2012 and was awarded the Deloitte Practice Leadership Award and the Institute of Chartered Accountants Community Service Award. Ms. Ethans also holds the Certified Public Accountant (Washington State), Chartered Business Valuator and ICD.D designations. She currently serves on the boards of First Nation Bank of Canada, FNB Trust Company, the BC Lottery Corporation and the CPABC.

David Black – Director since June 2019

Mr. Black is a retired corporate and securities lawyer and former partner and associate counsel with DuMoulin Black, a law firm established in 1966 specializing in the provision of corporate, securities and finance legal services to natural resource and commercial/industrial companies. Mr. Black was a director of a number of public companies primarily engaged in the exploration and mining industry.

10.4.4 Audit Committee Oversight

At no time since the commencement of Artemis' most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

10.4.5 Reliance on Certain Exemptions

At no time since the commencement of Artemis' most recently completed financial year has Artemis relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), Section 3.2 of NI 52-110 (Initial Public Offerings), Section 3.3(2) of NI 52-110 (Controlled Companies), Section 3.4 of NI 52-110 (Events Outside Control of Member), Section 3.5 of NI 52-110 (Death, Disability or Resignation of Audit Committee Member), Section 3.6 of NI 52-110 (Temporary Exemption for Limited and Exceptional Circumstances) or Section 3.8 of NI 52-110 (Acquisition of Financial Literacy), or an exemption from NI 52- 110, in whole or in part, granted under Part 8 of NI 52-110 (Exemptions).

10.4.6 Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. The Audit Committee provides pre-approval for a limit on non-audit services on an annual basis.

Subject to the requirements of the NI 52-110, the engagement of non-audit services is considered by the Board of Directors, and where applicable by the Audit Committee, on a case-by-case basis.

10.4.7 External Auditor Services Fees (By Category)

The aggregate fees billed by Artemis' external auditors in the last two years are as follows:

Financial Year Ending	December 31, 2021	December 31, 2020
*Audit Fees**	$212,320	$90,288
Tax Fees	$60,155	$115,184
All Other Fees	$62,549	$42,001
Total	**$335,024**	**$247,473**

*Audit Fees includes amounts incurred in respect of review engagements on Artemis' quarterly interim financial statements. All fees are reported on the basis of amounts billed by the Company's external auditors. Though non-audit fees in 2020 appear to be disproportionately high (relative to audit fees), this is predominantly due to the fact that the majority of 2020 audit fees were only billed in 2021. It should also be noted that in order to ensure the independence of the Company's external auditors are not impaired, the Company makes use of a number of other accounting firms (other than the Company's external auditors) for professional and advisory services, the value of which significantly exceeds the value of non-audit services provided by the Company's external auditors.

10.5 Nominating and Corporate Governance Committee

The members of the NCGC are David Black (Chairperson), Janis Shandro and Bill Armstrong, all of whom are independent of management. This committee is responsible for Artemis' overall corporate governance and oversees the orientation program for new directors. In its report to the Board of Directors, the NCGC recommends names for election to the Board of Directors and from time to time recommends candidates to fill Board vacancies and newly created director positions.

10.6 Compensation Committee

The Compensation Committee is comprised of Bill Armstrong (Chairperson), David Black and Elise Rees. This Committee has the responsibility for determining compensation for the directors and senior management. To determine compensation payable, the Compensation Committee reviews compensation paid for directors and senior management of companies of similar size and stage of development in the mineral exploration and mining industries, and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting compensation, the Committee annually reviews the performance of the CEO in light of Artemis' objectives and considers other factors that may have impacted the success of Artemis in achieving its objectives.

10.7 Health, Safety, Environment and Social Performance Committee

The Health, Safety, Environment and Social Performance ("HSES") Committee is comprised of Dr. Janis Shandro, Lisa Ethans and Bill Armstrong. This Committee assists the Board in its oversight of the risks, challenges and opportunities to the Company's business associated with HSES matters. The Committee also

oversees the Company's sustainability conduct, including HSES policies and programs, the Company's compliance with applicable legal and regulatory requirements along with sustainable development responsibilities and commitments associated with HSES matters, as well as the Company's external reporting in relation to HSES matters.

10.8 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, none of Artemis' directors or executive officers is, as at the date of this AIF, or has been, within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company) that:

a) was subject to an Order (as defined below) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of the disclosure above, an "**Order**" means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation and, in each case, that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Company, none of Artemis' directors or executive officers or, to Artemis' knowledge, any shareholder holding a sufficient number of securities of Artemis to affect materially the control of the Company:

a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder; or
c) has been subject to:

    i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
    ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

10.9 Conflicts of Interest

The directors of Artemis are required by law to act honestly and in good faith with a view to the best interests of Artemis and to disclose any interests which they may have in any project or opportunity of the Company. The directors and officers of Artemis are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and Artemis will rely upon such laws in respect of any Directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. In accordance with the *Business Corporations Act* (British Columbia), if a conflict of interest arises at a meeting of the Board, any Director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not Artemis will participate in any project or opportunity, that Director will primarily consider the degree of risk to which Artemis may be exposed and its financial position at that time.

To the best of Artemis' knowledge, there are no known existing or potential conflicts of interest among the Company, its directors or officers as a result of their outside business interests, except that certain of the directors and officers serve as directors and/or officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise.

The directors and officers of Artemis are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and Artemis will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. In accordance with the Business Corporations Act (British Columbia), such directors or officers will disclose all such conflicts and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

11 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

11.1.1 Artemis Legal Proceedings and Regulatory Actions

Artemis is not a party to any material legal proceedings and is not aware of any such proceedings pending or contemplated. There have been no penalties or sanctions imposed against Artemis by a court relating to securities legislation or by a securities regulatory authority during the last financial year or by a court or regulatory authority that would likely be considered important to a reasonable investor in making an investment decision. Artemis did not enter into any settlement agreement with a court relating to securities legislation or with a securities regulatory authority during the last financial year.

12 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

12.1.1 Interest of Management and Others in Material Transactions of Artemis

Except as disclosed in this AIF, to the knowledge of the Company, no director or executive officer, or person or company that beneficially owns, or controls and directs, directly or indirectly, more than 10 percent of the any class or series of the voting securities of the Company, or any associate or affiliate of the foregoing, have had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this AIF that has materially affected or is reasonably expected to materially affect the Company.

Certain directors and/or executive officers have been granted stock options of the Company, have received consulting fees for services provided to Artemis and/or have participated in private placements of Artemis described under "General Development of the Business" on the same basis as all other subscribers for the same class of securities under such private placements.

13 TRANSFER AGENT AND REGISTRAR

Artemis' transfer agent and registrar is Computershare Investor Services Inc., 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9, and Computershare Investor Services Inc., 4 King Street West, Suite 1101, Toronto, Ontario, M5H 1B6, is Artemis' co-transfer agent and registrar.

14 MATERIAL CONTRACTS

14.1.1 Material Contracts of Artemis

Material contracts include the following agreements described elsewhere in this AIF:

a) The Gold Stream Agreement

b) The Silver Stream Agreement

Outside of the above, there were no material contracts of Artemis that were entered into (a) within the last financial year and up to the date of this AIF, or (b) before the last financial year but is still in effect, and that is required to be filed under Part 12 of NI 51-102 or that would be required to be filed under 51-102 but for the fact that it was previously filed.

15 INTERESTS OF EXPERTS

Artemis relies on experts to audit its annual consolidated financial statements, and to prepare mineral resource estimates on certain of Artemis' mineral properties, and related technical reports.

15.1 Names of Experts

The disclosure with respect to the Blackwater Project contained in this AIF is based on Artemis' Feasibility Study prepared by Ausenco, MMTS, KP, Allnorth, ERM, LORAX and JAT Metco.

To the best of Artemis' knowledge, neither the qualified persons referenced above, nor any director, officer, employee or partner of such qualified persons, Ausenco, MMTS, KP, Allnorth, ERM, LORAX and JAT Metco, as applicable, has received or will receive a direct or indirect interest in the property of Artemis or of any associate or affiliate of the Company. As at the date hereof, the aforementioned persons, and the directors, officers, employees and partners, as applicable, of the aforementioned company beneficially own, directly or indirectly, in the aggregate, less than 1% of the securities of the Company.

The auditor for Artemis is PricewaterhouseCoopers LLP, Chartered Professional Accountants of Vancouver, British Columbia. PricewaterhouseCoopers LLP report that they are independent of the Company in accordance with the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

No other person has prepared or certified a report, statement or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 by Artemis during, or relating to, Artemis' most recently completed financial year, and whose profession or business gives authority to such report, statement or opinion.

16 ADDITIONAL INFORMATION

Additional information relating to Artemis may be found on Artemis' website www.artemisgoldinc.om or under Artemis' profile on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Artemis' securities and securities authorized for issuance under equity compensation plans, is contained in Artemis' information circular for its most recent annual general meeting of securityholders. Additional financial information in relation to Artemis is provided in Artemis' consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

Approved in June 2019

Purpose

The overall purpose of the Audit Committee of Artemis Gold Inc. (formerly 1193490 B.C. LTD.) (the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Audit Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Audit Committee will act as a liaison to provide better communication between the Board and the external auditors. The Audit Committee will monitor the independence and performance of the Company's independent auditors.

Composition, Procedures and Organization

1. The Audit Committee shall consist of at least three members of the Board of Directors (the "**Board**").

2. At least two (2) members of the Audit Committee shall be independent and the Audit Committee shall endeavour to appoint a majority of independent directors to the Audit Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Audit Committee members' independent judgment. At least one (1) member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.

4. Unless the Board shall have appointed a chair of the Audit Committee, the members of the Audit Committee shall elect a chair and a secretary from among their number.

5. The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

6. The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

7. Meetings of the Audit Committee shall be conducted as follows:

   (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;

   (b) the external auditors shall receive notice of and have the right to attend all meetings of the Audit Committee; and

   (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

8. The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

Roles and Responsibilities

1. The overall duties and responsibilities of the Audit Committee shall be as follows:

   (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;

   (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

   (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

   (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:

(a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review with the external auditors, upon completion of their audit:

(i) contents of their report;

(ii) scope and quality of the audit work performed;

(iii) adequacy of the Company's financial and auditing personnel;

(iv) co-operation received from the Company's personnel during the audit;

(v) internal resources used;

(vi) significant transactions outside of the normal business of the Company;

(vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

(viii) the non-audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

(f) to implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Audit Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

4. The Audit Committee is also charged with the responsibility to:

(a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

(i) the annual report to shareholders;

(ii) the annual information form, if required;

(iii) annual and interim MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Company; and

(vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Company's financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Company's financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies, if any;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the Company's financial statements;

(h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

5. The Audit Committee shall specifically supervise and administer the Company's Whistle Blower Policy, if and when such policy is enacted.

6. The Audit Committee shall have the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Audit Committee; and

(c) to communicate directly with the internal and external auditors.