MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2023 and 2022

ARTEMIS GOLD INC.

Dated August 15, 2023

1. GENERAL

This management's discussion and analysis ("**MD&A**") is management's interpretation of the results and financial condition of Artemis Gold Inc. ("**Artemis Gold**" or the "**Company**") for the three and six months ended June 30, 2023, and includes events up to the date of this MD&A. This discussion should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2023 and 2022 and the related notes thereto (the "**Interim Financial Statements**") and other corporate filings of the Company, including the Company's audited consolidated financial statements for the year ended December 31, 2022 (the "**Annual Financial Statements**") and its most recently filed Annual Information Form ("**AIF**"), all of which are available under the Company's profile on SEDAR+ at www.sedarplus.ca. Unless otherwise specified, all financial information has been derived from the Company's Interim Financial Statements which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**") applicable to the preparation of interim financial statements including International Accounting Standard 34 - Interim Financial Reporting ("**IAS 34**"). All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. This MD&A contains forward-looking information. Please see the section, "Note Regarding Forward-Looking Information" for a discussion of the risks, uncertainties and assumptions used to develop the Company's forward-looking information.

2. TECHNICAL INFORMATION

All scientific and technical information herein related to the Blackwater Gold Project located in central British Columbia (the "**Blackwater Project**" or "**Blackwater**") has been reviewed and approved by Mr. Jeremy Langford, FAusIMM., who is the Company's President and Chief Operating Officer and a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). For additional information regarding the Blackwater Project, please see the Company's news release dated September 13, 2021, as well as the Company's technical report entitled "Blackwater Gold Project, NI 43-101 Technical Report on Updated Feasibility Study" with an effective date of September 10, 2021 (the "**Feasibility Study**"), both available on the Company's profile at www.sedarplus.ca.

3. BACKGROUND

Artemis Gold was incorporated on January 10, 2019, pursuant to the *Business Corporations Act* (British Columbia) and its common shares are traded on the TSX Venture Exchange (the "**TSXV**") under the symbol "ARTG".

The Company's primary focus is to advance the development of the Blackwater project.

The Company also holds a 28% equity interest in Velocity Minerals Ltd ("**VLC**"). VLC is engaged in the business of acquiring, exploring, and evaluating mineral resource properties in Bulgaria and its flagship project is the Rozino Project. Velocity's common shares are traded on the TSXV under the symbol "VLC".

4. HIGHLIGHTS AND KEY BUSINESS DEVELOPMENTS

Corporate highlights since the prior quarter

Since April 1, 2023, the Company undertook the following activities in order to further optimize and de-risk the Blackwater Project:

(i) Major works construction activities commenced at Blackwater and the Company ordered the primary and ancillary mining fleet, handed over the plant areas to Sedgman Canada Limited ("**Sedgman**"), following which Sedgman and its subcontractors advanced concrete pours and commenced taking delivery of equipment and materials at Blackwater. As of June 30, 2023, Blackwater was 27% complete, with the work associated with the Engineering, Procurement and Construction ("**EPC**") contract with Sedgman for the processing plant having advanced to 40% completion overall. As of June 30, 2023, approximately $186 million had been spent and construction of Phase 1 was fully funded.

(ii) Obtained its Schedule 2 amendment under the Metal and Diamond Mining Effluent Regulations and also received its Fisheries Act Authorization for Blackwater;

(iii) Initiated a gold hedge program for the Blackwater Project as required under the Company's project loan facility ("**PLF**"). To date, the Company has entered into gold forward sales agreements for 100,000 gold ounces;

(iv) Amended the gold stream agreement (the "**Gold Stream Amendment**") with Wheaton Precious Metals Corp. ("**Wheaton**") to provide an additional US$40 million in funding at a low cost of capital; and

(v) Received the first two of four deposits from the silver stream and Gold Stream Amendment from Wheaton for collective proceeds of approximately US$90 million.

5. DEVELOPMENT OF BLACKWATER

Key milestones achieved

Since April 1, 2023, the Company has completed the following activities to reduce the project execution risk associated with Blackwater:

(i) Construction Update

The Company's project development team made excellent progress during the quarter ended June 30, 2023 and Blackwater development activities were 27% complete as at that date. The processing plant continued to advance on schedule and was overall 40% complete at the end of the quarter, with engineering and design over 85% complete. Construction progressed on several work fronts including the areas for the mill building, ball mill, carbon in leach ("**CIL**") tanks, and the primary, secondary and tertiary crusher. The mill building structural steel is on site and assembly is expected to commence in Q3 2023, with completion anticipated by early winter. Approximately 1,600m^3 of concrete had been poured to June 30, 2023, including foundations for the ball mill, secondary and tertiary crushers and CIL tank ring beams, with another 2,000m^3 expected to be poured by the end of August. CIL tank delivery and site-based fabrication has commenced, with construction set to begin in Q3 2023.

Earthworks continued in priority infrastructure areas, with approximately 400 hectares logged and cleared out of a planned total of 650 hectares. Over 750,000m^3 of material has been moved including 350,000m^3

of topsoil which has been stripped and stockpiled for future reclamation. Approximately 85% of construction roads are now operable. The construction fleet has been commissioned and is operational. Larger haul trucks are planned to arrive in Q3 2023 to expand and support the existing fleet as earthworks ramp up over the summer months. Initial deliveries of the mining fleet, including the first 240-ton CAT 793 haul trucks, are expected to arrive in Q3 2023.

All key management personnel are in place with recruitment focusing on hiring heavy equipment operators and key personnel for the earthworks activities. At the end of June 2023 there were approximately 350 staff and contractors on site at Blackwater.

The construction camp has been completed, including the installation and commissioning of a wastewater treatment plant, expanding the camp capacity to 420 beds. Construction of additional accommodation dormitories is in progress, which will raise the total camp capacity to over 550 beds.

Laboratory and oxygen plant tenders have been completed, and contracts have been awarded for production drilling and explosive supplies. In addition, fish salvage tenders have been awarded and fish relocation is due to commence early Q3 2023, which will allow for construction of the tailings storage facility starting in Q3 2023.

(ii) Optimization of Phase 1 Development and US$40 million additional funding;

As a result of internal engineering analysis, the Company committed to additional investments as part of its Phase 1 development of the Blackwater Mine in order to facilitate the potential fast-tracking of the Phase 2 expansion. The additional investments during Phase 1 include additional structural steel and increased conveyor belt widths in the crushing circuits, as well as the introduction of variable-speed-drives to the ball mill. Electrical components have also been upgraded to facilitate the Phase 2 requirements and to include optionality in relation to the use of redundancy back-up power sources. Other optimizations include upsizing of the oxygen plant coupled with down-shaft-sparging of oxygen to the pre-leach and CIL trains, along with the optimization of the CIL layout in order to facilitate non-intrusive expansion to Phase 2, as well as full conversion of the detoxification process to remove the need for tanker-supplied liquid sulphur dioxide.

These investments in the Phase 1 initial capital are expected to allow the Company to further optimize throughput in the early years of operation. This is particularly significant as it is expected that early ore types fed to the mill will be considerably softer than the maximum ore hardness contemplated across the life of mine plan in the September 2021 Feasibility Study.

In support of these additional investments, the Company entered into the Gold Stream Amendment with Wheaton, providing an additional US$40 million (C$54 million) in funding at a low cost of capital.

The Gold Stream Amendment reflects a simple increase in the number of ounces to be delivered to Wheaton prior to the reduction in Wheaton's stream participation from 8% to 4% (previously expected to occur in 2034 based on the September 2021 Feasibility study schedule), which effectively provides Wheaton with an interest in approximately 92,000 additional gold ounces to be delivered starting in approximately 2034 (subject to certain delivery thresholds being met).

The Company has received the first two of four deposits from the silver stream and Gold Stream Amendment from Wheaton for proceeds of approximately $US90 million up until the date of this MD&A.

(iii) Entering into a series of gold hedge transactions

In early Q2 2023, the Company initiated the gold hedge program for the Blackwater Project as required the PLF, entering into gold forward sales agreements to deliver 100,000 ounces of gold bullion at a weighted average price of CDN$2,836 per ounce. The effective price on the first 100,000 gold ounces is at or near historic highs and approximately 40% higher than the gold price assumption used in the Feasibility Study.

The gold hedge program represents a modest hedge program, yet is considered to represent an important risk management tool to underwrite the returns on capital to be invested in the early years of operations and to de-risk servicing of the PLF.

(iv) Announcement of Caribou Mitigation and Monitoring Plan

The Company unveiled its Caribou Mitigation and Monitoring Plan, in collaboration with the federal and provincial governments, Lhoosk'uz Dené Nation and Ulkatcho First Nation. This innovative plan is considered a precedent-setting environmental management plan related to caribou habitat restoration and enhancement activities and will see 11,000 hectares secured for 50 years in central BC, while the Company will contribute $2.7 million in funding over time to fund restoration as part of the Company's Mitigation and Monitoring plan.

The Blackwater Mine is located on the eastern edge of the Tweedsmuir caribou range. The population of Tweedsmuir caribou has dwindled over the past few decades due to several factors. The land securement is located in and around Capoose Mountain, adjoining Tweedsmuir Park, in a provincially designated high elevation ungulate winter range for caribou habitat with known recent and regular caribou use. The securement commits the company to not explore or develop its mineral tenures in the securement area. The ungulate winter range designation also precludes logging, effectively eliminating the potential for industrial activity in the area.

The funding component of the plan will be used for caribou habitat restoration initiatives led by the Lhoosk'uz Dené Nation and the Ulkatcho First Nation. The two Nations plan to collaborate with the provincial and federal governments to identify and implement priority caribou habitat restoration projects. The plan also commits the company to work closely with the Lhoosk'uz Dené Nation, the Ulkatcho First Nation and the federal and provincial governments on caribou monitoring initiatives throughout the region.

The development of the Caribou Mitigation and Monitoring plan is the first time a company, the provincial government and First Nations have collaborated to secure mineral tenures for a period of time in connection with caribou offsetting. It is also the first time an order under the Environment and Land Use Act has been used to ensure the preservation and maintenance of caribou habitat by securing mineral tenures.

The securement area includes a mineral deposit defined by the previous owners of Blackwater, but which mineral deposit falls outside of the reserves and resources for Blackwater as defined by Artemis Gold.

Next Steps

Over the next 12 months, the Company will be focused on the following activities:

- Continuing concrete works and delivery of structural steel to Blackwater;
- Continuing delivery and installation of pre-engineered plant buildings;
- Continuing delivery of all discipline equipment packages;

- Commencement of installation of the process plant tankage;
- Commencement of the structural, mechanical, and piping (SMP) works;
- Executing the contract associated with the engineering, procurement and construction of the 135-kilometer long 230kV electricity transmission line and high voltage substation and commencing the associated clearing and construction activities;
- Continuing construction of water management structures;
- Commencing construction of the tailings storage facilities; and
- Mobilization of Finning support staff to Blackwater and delivery of primary and ancillary mining fleet for commissioning.

6. CORPORATE UPDATES

On May 8, 2023, the Company appointed Mr. Dale Andres to its Board of Directors, replacing Mr. Bill Armstrong who retired from the Board for personal reasons.

During the quarter, the Company also appointed Ms. Meghan Brown as Vice President Investor Relations.

7. DISCUSSION OF OPERATIONS

The following information has been derived from the unaudited Interim Financial Statements for the three and six months ended June 30, 2023 ("**Q2 2023"** and **"YTD 2023"**, respectively) and the three and six months ended June 30, 2022 ("**Q2 2022"** and **"YTD 2022"**, respectively) and should be read in conjunction with the Company's Interim Financial Statements, which are available on www.sedar.com.

The following includes an analysis of significant factors that impacted period-to-period variations:

	Q2 2023	Q2 2022	YTD 2023	YTD 2022
Operating expenses				
Depreciation	**171,469**	98,391	**337,945**	193,144
Management fees and wages	**1,308,781**	953,927	**2,812,553**	2,161,337
Investor relations and corporate development	**110,385**	77,823	**253,849**	169,798
Office, insurance and general	**559,957**	280,290	**1,131,714**	538,809
Professional fees	**262,809**	137,801	**603,957**	307,436
Share-based payments	**1,214,990**	1,433,673	**1,959,975**	2,905,081
Loss from operations	**(3,628,391)**	**(2,981,905)**	**(7,099,993)**	(6,275,605)
Other (expense) income				
Accretion expense on lease liability	**(28,912)**	(17,195)	**(60,440)**	(35,472)
Accretion expense on asset retirement obligation	**(81,887)**	(16,060)	**(111,975)**	(35,628)
Equity loss from investment in associate	**(146,478)**	(207,794)	**(331,456)**	(444,670)
Fair value adjustment on warrants	**-**	-	**-**	(644,119)
Interest income	**734,023**	383,863	**2,639,132**	602,335
Net loss	**(3,151,645)**	(2,839,091)	**(4,964,732)**	(6,833,159)
Other comprehensive loss, net of tax				
Items that will not be reclassified to net loss				
Gains on marketable securities	**-**	-	**-**	262,316
Comprehensive loss	**(3,151,645)**	(2,839,091)	**(4,964,732)**	(6,570,843)
Loss per common share				
Basic and diluted	**(0.02)**	(0.02)	**(0.03)**	(0.04)
Weighted average number of common shares outstanding				
Basic and diluted	**196,677,668**	154,098,459	**194,965,745**	154,045,043

Management fees and wages

Management fees and wages increased by $354,854 and $651,216, respectively, when comparing Q2 2023 to Q2 2022 and YTD 2023 to YTD 2022. The increases are predominantly the result of additional hires at the corporate head office to support the ramp up of major works construction at Blackwater, while no salary increases occurred during the comparative periods.

Office, insurance and general

Office, insurance and general expenses increased by $279,667 and $592,905, respectively, when comparing Q2 2023 to Q2 2022 and YTD 2023 to YTD 2022. The increases primarily reflect additional lease operating costs, IT expenses, furnishings and travel as the Company continued to grow its workforce to support the ramp-up of major works construction at Blackwater. In addition, the Company also incurred higher filing fees in YTD 2023, partly due to increases in market capitalization.

Professional fees

Professional fees increased by $125,008 when comparing Q2 2023 to Q2 2022. The increase is primarily due to an increase in legal fees and regulatory fees primarily related to the evaluation of various corporate initiatives.

Professional fees increased by $296,521 when comparing YTD 2023 to YTD 2022. The increase is primarily due to the factor listed above, as well as an increase in legal fees and regulatory fees related to the filing of the preliminary and final short form base shelf prospectus in March 2023.

Share-based payments

Share based payments decreased by $218,683 and $945,106, respectively when comparing Q2 2023 to Q2 2022 and YTD 2023 to YTD 2022. The decrease is predominantly due to a large number of previously granted stock options becoming fully vested early in Q1 2023, which was slightly offset by the vesting of newly granted stock options, restricted share units and deferred share units in YTD 2023.

Interest income

Interest income increased by $350,160 and $2,036,797, respectively when comparing Q2 2023 to Q2 2022 and YTD 2023 to YTD 2022. The increase is primarily a result of the Company's increased cash balances due to the completion of a brokered and non-brokered offering in Q4 2022, as well as an increase in interest rates that favorably impacted the return on the associated cash balances.

Changes associated with investment in VLC

The investment in VLC is comprised of:

	Investment in associate $	Warrants $	Total $
Balance, January 1, 2022	**18,959,373**	**644,119**	**19,603,492**
Fair value change for the year	-	(644,119)	(644,119)
Conversion of debenture	(893,189)	-	(893,189)
Equity loss on investment in associate	(9,889,867)	-	(9,889,867)
Balance, December 31, 2022	**8,176,317**	-	**8,176,317**
Equity loss on investment in associate	(331,456)	-	(331,456)
Balance, June 30, 2023	**7,844,861**	**-**	**7,844,861**

Equity loss on investment in associate

The Company applies equity accounting to the investment in the common shares of VLC as the Company has significant influence over VLC due to the Company's share ownership and representation on VLC's Board of Directors. As a result, the common shares were recognized initially at cost, with the carrying amount of the investment increasing or decreasing at each reporting period to recognize the Company's share of the profit or loss of VLC for the most recently reported applicable period, as well as adjusted for any impairment charges or dilution, if any. The total loss applicable to shareholders of VLC for the six months ended March 31, 2023 (which incorporates VLC's most recently available financial information at the time of preparation of this MD&A) was $1,076,707 (for the six months ended March 31, 2022 - $1,405,713).

As at June 30, 2023, the Company held 50,701,138 common shares of VLC, or 28% of VLC's issued and outstanding common shares, with a fair market value of $7,858,676 (December 31, 2022 – 50,701,138 VLC shares, or 32% of VLC's issued and outstanding common shares, at a fair value of $10,140,228).

8. SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's unaudited Interim Financial Statements prepared in accordance with IFRS applicable to interim financial reporting including IAS 34. For quarterly periods other than those ended December 31, the information below should be read in conjunction with the Company's Interim Consolidated Financial Statements for each of the past quarters.

	Q2 2023 $	Q1 2023 $	Q4 2022 $	Q3 2022 $
Revenue	-	-	-	-
Net loss	**(3,151,645)**	(1,813,087)	(1,836,906)	(12,959,846)
Basic and diluted loss per share	**(0.02)**	(0.01)	(0.01)	(0.08)
Cash dividend declared per share	-	-	-	-
	Q2 2022 $	**Q1 2022 $**	**Q4 2021 $**	**Q3 2021 $**
Revenue	-	-	-	-
Net loss	(2,839,091)	(3,994,069)	(4,219,443)	(2,705,433)
Basic and diluted loss per share	(0.02)	(0.03)	(0.03)	(0.02)
Cash dividend declared per share	-	-	-	-

The Company is focused on the development of the Blackwater Project and does not yet generate any revenue. It is the Company's policy to capitalize all mine development expenses incurred and as such the changes in net income from one period to another depend largely on corporate and administrative expenditure, non-cash fair value adjustments, equity accounting associated with the Company's interest in VLC, which are offset by any interest income accrued in the period.

In addition to the foregoing, the predominant reason for fluctuations in net loss from one quarter to another were the following changes in fair value adjustments to the Company's previously held VLC warrants, non-cash impairment or dilution charges related to the investment held in VLC and stock-based compensation associated with the expansion of the management team towards the development of the Project:

	Q2 2023 $	Q1 2023 $	Q4 2022 $	Q3 2022 $
Stock based compensation	**(1,214,990)**	(744,985)	(817,217)	(1,356,272)
Impairment loss on investment in associate	-	-	-	(9,889,867)
Fair value adjustment on warrants	-	-	-	-
	Q2 2022 $	**Q1 2022 $**	**Q4 2021 $**	**Q3 2021 $**
Stock based compensation	(1,433,673)	(1,471,408)	(1,402,154)	(993,967)
Impairment loss on equity investment	-	-	-	-
Fair value adjustment on warrants	-	(644,119)	(1,084,393)	(77,835)

9. LIQUIDITY, CAPITAL RESOURCES, CASH FLOWS AND SELECTED FINANCIAL INFORMATION

Liquidity

As a development-stage company, Artemis Gold does not have revenues and is expected to incur operating losses for the foreseeable future.

As at June 30, 2023, the Company's net assets and working capital position[(1)] were as follows:

	As at June 30, 2023 $	As at December 31, 2022 $
Assets		
Cash and cash equivalents	**63,523,402**	194,089,372
Other current assets	**9,624,106**	2,968,341
Current assets	**73,147,508**	197,057,713
Restricted cash	**10,671,571**	4,734,100
Other non-current assets	**665,687,392**	454,959,611
TOTAL ASSETS	**749,506,471**	656,751,424
Liabilities		
Other current liabilities	**38,227,608**	25,288,601
Current liabilities	**38,227,608**	25,288,601
Non-current liabilities	**131,579,676**	54,035,092
TOTAL LIABILITIES	**169,807,284**	79,323,693
NET ASSETS	**579,699,187**	577,427,731
WORKING CAPITAL[(1)]	**34,919,900**	171,769,112

(1) Working capital is calculated as current assets less current liabilities

As at June 30, 2023, the Company had the following undiscounted obligations:

	< 1 year $	1 - 3 years $	4 - 5 years $	> 5 years $	Total $
Accounts payable and accrued liabilites	37,441,941	-	-	-	**37,441,941**
Lease liabilities	1,635,864	6,070,425	5,234,558	2,446,078	**15,386,925**
Capital commitments	394,869,829	3,799,227	-	-	**398,669,056**
Variable consideration payable	-	-	28,000,000	56,000,000	**84,000,000**
Asset retirement obligation	-	4,448,042	-	13,160,219	**17,608,261**
Total	433,947,634	14,317,694	33,234,558	71,606,297	**553,106,183**

As at the date of this report, the Company expects that its working capital position, along with the amounts tobe made available under the PLF, the silver stream, the Gold Stream Amendment and the master lease agreement provides sufficient resources available to meet its contractual obligations for the ensuing 12 months.

With the commitment of the additional funding under the Gold Stream Amendment, the Phase 1 construction of the Blackwater Project was fully funded. However, utilization of the PLF, the master lease agreement, and the remaining deposits receivable from the silver stream and Gold Stream Amendment remain subject to various conditions precedent. If such conditions precedent do not materialize in the manner or timing intended by the Company, it may need to fund such planned expenditures by obtaining financing from the exercise of warrants, additional equity financing or other means. Management is confident financing will be available at terms agreeable to the Company, however, there can be no assurance that the Company will secure the funding required for such elective initiatives.

The Company has not paid any dividends and management does not expect that this will change in the near future.

Working capital is held almost entirely in cash and cash equivalents, significantly reducing any liquidity risk of financial instruments held by the Company.

Cash Flows

	Q2 2023 $	Q2 2022 $	YTD 2023 $	YTD 2022 $
Net cash used in operating activities	**(979,534)**	(850,125)	**(4,936,410)**	(2,335,295)
Net cash used in investing activities	**(106,072,447)**	(15,391,536)	**(179,138,948)**	(21,160,700)
Net cash provided by (used in) financing activities	**63,982,348**	(507,176)	**53,509,388**	(4,777,370)
Change in cash and cash equivalents	**(43,069,633)**	(16,748,837)	**(130,565,970)**	(28,273,365)
Cash and cash equivalents, beginning	**106,593,035**	119,834,588	**194,089,372**	131,359,116
Cash and cash equivalents, ending	**63,523,402**	103,085,751	**63,523,402**	103,085,751

Cash flows from operating activities

Net cash used in operating activities increased by $129,409 and $2,601,115 respectively when comparing Q2 2023 to Q2 2022 and YTD 2023 to YTD 2022 primarily as a result of increased spend in management fees and wages, increased office, insurance and general costs as a result of increased headcount and activity related to the ramp up of major works construction at the Blackwater Project, as well as the impact of negative working capital changes.

Cash flows from investing activities

Cash used in investing activities increased by $90,680,911 when comparing Q2 2023 to Q2 2022. The increase is primarily related to the continued ramp-up of major works construction activities at the Blackwater Project.

The impact of the construction cost was partially offset by an increase in interest received as a result of higher cash balances from the completion of the brokered and non-brokered offering in Q4 2022, as well as favourable interest rates received on the associated balances.

Cash used in investing activities increased by $157,978,248 when comparing YTD 2023 to YTD 2022. The increase is related to construction costs at Blackwater, as well as an increase in restricted cash balances primarily as a result of performance and financial security requirements under the Company's various environmental permits.

Cash flows from financing activities

Cash provided by financing activities increased by $64,489,524 when comparing Q2 2023 to Q2 2022 primarily due to the receipt of the initial deposits related to the silver stream and Gold Stream Amendment, as well as proceeds received from the exercising of warrants for common shares by certain warrant holders.

Cash provided by financing activities increased by $58,286,758 when comparing YTD 2023 to YTD 2022. The increase is related to the factors listed above, which were slightly offset by payments incurred related to the closing of the PLF, including underwriting fees incurred to the lead arrangers, legal costs and other advisory fees.

Use of Proceeds

The following table includes a comparison of the actual use of proceeds to the intended use of proceeds, previously disclosed by the Company:

	Intended use of proceeds $	Actual use of proceeds $
Net proceeds from the non-brokered and bought deal offering on October 14, 2022	171,598,515	
Proceeds from the initial tranche of the silver stream deposit received on June 9, 2023	46,999,674	
Proceeds from the initial tranche of the Gold Stream Amendment deposit received on June 14, 2023	13,211,610	
Total net proceeds	**231,809,799**	
Advancing development of Blackwater and general working capital	231,809,799	168,286,397
Remaining in treasury	-	63,523,402
Total net proceeds	**231,809,799**	**231,809,799**

The balance of the proceeds remaining in treasury is intended to be applied towards (i) ongoing permitting and compliance costs (ii) financing costs (iii) development expenditures as contemplated in the Company's Feasibility Study, as well as the additional investments as part of its Phase 1 development, including the costs associated with the Company's EPC contractor, (iv) development of offsite infrastructure including road access and power supply to the Blackwater site, as well as (v) costs associated with partnering with First Nations groups and (vi) general corporate purposes.

Streaming Arrangements

As previously disclosed in the *Highlights and Key Business Developments* section of this MD&A, the Company received the initial deposits on its silver stream and Gold Stream Amendment of approximately $60 million (US$45 million) in Q2 2023. The Company also received an additional US$45 million in July 2023. Additional deposits are expected to be received, subject to certain conditions precedent, for total consideration of approximately US$180 million.

The Company recorded the upfront initial deposits received as deferred revenue and will recognize amounts in revenue as silver and gold are delivered under each of the arrangements. The Blackwater Project is still under development and there are no planned deliveries of silver or gold for the next twelve months. The entire amount of the deferred revenue related to the silver stream and the Gold Stream Amendment is recorded as non-current as of June 30, 2023.

10. TRANSACTIONS BETWEEN RELATED PARTIES

The Company transacts with key management personnel, who have authority and responsibility to plan, direct and control the activities of the Company and receive compensation for services rendered in that capacity. Salaries, benefits, consulting fees and director's fees are recorded on an arm's length basis while share-based compensation is measured at the fair value of the instruments issued, with the expense recognized over the relevant vesting periods.

Key management personnel transactions for the three and six months ended June 30, 2023 and 2022, included compensation paid to the Company's directors (Messrs. David Black, Bill Armstrong (retired in Q2 2023), Ryan Beedie and Dale Andres (commencing in Q2 2023), Mss. Elise Rees, Lisa Ethans and Dr. Janis Shandro, the Company's Chief Executive Officer (Mr. Steven Dean), Chief Financial Officer (Mr. Gerrie van der Westhuizen, effective January 1, 2023), President and Chief Operating Officer (Mr. Jeremy Langford), Chief ESG Officer (Candice Alderson, commencing in late Q2 2022), while the amounts for the three and six months ended June 30, 2022 included the compensation paid to the former Chief Financial Officer, Mr. Chris Batalha, who resigned effective December 31, 2022.

Compensation awarded to key management personnel for the three and six months ended June 30, 2023 and 2022, was:

	For the three months ended June 30, 2023 $	For the three months ended June 30, 2022 $	For the six months ended June 30, 2023 $	For the six months ended June 30, 2022 $
Salaries and benefits	**494,767**	350,122	**1,099,399**	659,610
Consulting fees	**327,321**	272,500	**784,829**	568,313
Director fees	**208,733**	52,833	**364,047**	188,333
Share-based payments	**824,198**	818,991	**1,306,541**	1,989,090
	1,855,019	1,494,446	**3,554,816**	3,405,346

11. OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at June 30, 2023, or as at the date hereof, other than those disclosed in Notes 8 and 15 of the Company's Interim Financial Statements.

12. SUBSEQUENT EVENT

Subsequent to June 30, 2023, the Company received additional cash payments of approximately US$35 million and US$10 million, related to the silver stream and the Gold Stream Amendment, respectively.

13. OUTSTANDING SHARE DATA

The authorized capital of Artemis Gold consists of an unlimited number of common shares. As of the date of this report, there were 198,009,701 common shares outstanding, 26,241,909 warrants outstanding, 12,536,475 stock options outstanding, 534,000 restricted share units and 63,000 deferred share units. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of $1.08 per until August 27, 2024.

14. CAPITAL MANAGEMENT

Capital includes all components of shareholders' equity. The Company's objective in managing capital is to safeguard the Company's ability to continue as a going concern, to maintain a flexible capital structure which optimizes cost of capital at acceptable risk and to provide reasonable returns to shareholders. The Company manages the capital structure and makes adjustments in light of changes in economic conditions, foreign exchange rates and the risk characteristics of the Company's assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or sell assets to improve working capital. The Company has no other externally imposed capital requirements. In order for the Company to meet its obligations and undertake its intended discretionary spending related to further development of the Blackwater Project, it may choose to fund such expenditures through the PLF, the silver stream, the Gold Stream Amendment, the Master Lease Agreement, proceeds received from the non-brokered offering and bought deal offering or a combination thereof.

With the commitment of the additional US$40 million funding under the Gold Stream Amendment, the optimized initial capital for Phase 1 construction of Blackwater was fully funded.

15. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and variable consideration payable. All financial instruments are initially recorded at fair value and designated as follows: cash, cash equivalents and receivables which are included in other assets are classified as financial assets at amortized cost. Accounts payable and variable consideration payable are classified as financial liabilities at amortized cost.

Fair value measurements

A three-level hierarchy for fair value measurements exists based upon the significance of inputs used in making fair value measurements:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

As at June 30, 2023, the carrying value of the Company's cash and cash equivalents, receivables, as well as accounts payable approximate their fair values due to their short-term nature. The fair value of the variable consideration payable is estimated to be $40,064,986 (see carrying value in Note 6 in the Interim Financial Statements), which was determined using a discounted cash flow approach with an estimated market interest rate applied. The fair value of the Company's equity investment in VLC is disclosed in Note 4 in the Interim Financial Statements. The fair value of the embedded derivative asset related to the partial buy-back option of the silver stream, disclosed in Note 12 in the Interim Financial Statements, was determined by using a discounted cash flow approach with an estimated market silver price applied.

Fair value is based on available public market information or, when such information is not available, estimated using present value techniques and assumptions concerning the amount and timing of future cash flows and discount rates which factor in the appropriate credit risk.

16. RISK FACTORS

The Company's business, operations and future prospects are subject to significant risks. For details of these risks, refer to the risk factors set forth in the Company's most recently filed AIF, which can be found under the Company's corporate profile on SEDAR+ (www.sedarplus.ca). Management is not aware of any significant changes to the risks identified in the Company's most recently filed AIF nor has the Company's mitigation of those risks changed significantly during the quarter ended June 30, 2023. These risks could materially affect the Company's business, operations, prospects and share price and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations, prospects and share price of the Company. If any of the risks actually occur, the business of the Company may be harmed, and its financial condition and results of operations may suffer significantly.

17. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Artemis Gold's general and administrative expenses are provided in the Company's statement of loss and comprehensive loss contained in its Annual Financial Statements and Interim Financial Statements, which are all available on Artemis Gold's website and its profile on SEDAR+ (www.sedarplus.ca).

18. NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking statements" (also referred to as "forward-looking information") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that Artemis Gold expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration, development and construction activities; sources, and proposed uses, of funds; capital and operating cost estimates; NPV, IRR and other economic estimates in respect of the economics of the Blackwater Project; expectations regarding the construction, operation and expansion of the Blackwater Project; expectations regarding the ability to raise capital for future activities, including the Company's expectations with respect to financing the construction of the Blackwater Project; expectations relating to the PLF; expectations relating the to the utilization of the master lease agreement; expectations relating to the silver stream and Gold Stream Amendment; expectations relating to the continued engagement and negotiation with First Nations; the timing and receipt of certain approvals, and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "target', "believe" and similar expressions are intended to identify forward-looking statements. Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about Artemis Gold's business and the industry and markets in which it operates.

Forward-looking information and statements are made based upon certain assumptions and other important factors that could cause the actual results, performances or achievements of Artemis Gold to be materially different from future results, performances or achievements expressed or implied by such information or statements. Such information and statements are based on numerous assumptions including, among others, the accuracy of the economic benefits as forecasted by the Feasibility Study, the expected economic impact on British Columbia stemming from construction and operating activities of the Blackwater Project, the expected value-added and jobs stemming from the construction and operation of the Blackwater Project, the ability to fast-track certain construction initiatives at the Blackwater Project, the timing of awarding of further EPC contracts, that the results of planned exploration, development and construction activities are as anticipated, the price of gold, the anticipated cost of planned exploration, development and construction activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that third party contractors, equipment, supplies and governmental and other approvals required to conduct Artemis Gold's planned exploration activities will be available on reasonable terms and in a timely manner.

Forward-looking information and statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Artemis Gold to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the risk that the estimates (including economic and cost estimates) set out in the Feasibility Study will prove incorrect, or the plans, forecasts, expectations and assumptions otherwise set out in the Feasibility Study are inaccurate or unrealized; risks related to the development and construction of the Blackwater Project; risks related to the negative operating cash flow and dependence on third party financing, including that the Company will be unsuccessful in satisfying the conditions precedent for the drawdown of the project loan facility, the silver stream, the Gold Stream Amendment or the master lease agreement for the Blackwater Project in the manner or on the timeline currently anticipated; the uncertainty of additional financing, if required; the limited operating history of Artemis Gold; the lack of known mineral resources or reserves; the influence of a large shareholder; alternate sources of energy; aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; conflicts of interest; permits and licences; environmental and other regulatory requirements; political regulatory risks; competition; and the volatility of share prices, all as more particularly described in the "Risk Factors" above. Although Artemis Gold has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.