MANAGEMENT DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2020,
the three months ended June 30, 2019,
and the period from January 10, 2019 (inception) to June 30, 2019

ARTEMIS GOLD INC.

Dated August 26, 2020

GENERAL

This management's discussion and analysis ("MD&A") is management's interpretation of the results and financial condition of Artemis Gold Inc. ("Artemis" or the "Company") for the three and six months ended June 30, 2020, and includes events up to the date of this MD&A. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2020, and three months ended June 30, 2019, and the period from January 10, 2019 (inception) to June 30, 2019 and the notes thereto (together, the "Interim Financial Statements") and other corporate filings, including the audited financial statements for the period from January 10, 2019 to December 31, 2019 (the "Annual Financial Statements"), all of which are available under the Company's profile on SEDAR at www.sedar.com. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. This MD&A contains forward-looking information. Please see "Note Regarding Forward-Looking Information" for a discussion of the risks, uncertainties and assumptions used to develop the Company's forward-looking information.

TECHNICAL INFORMATION

All scientific and technical information herein related to the Blackwater Project (defined below) has been reviewed and approved by Alastair Tiver, P.Eng., who is a qualified person for the purposes of NI 43-101. For additional information regarding the Blackwater Project, please see the Company's news release dated August 26, 2020 on the Company's profile at www.sedar.com.

All scientific and technical information herein related to Velocity Minerals Ltd. ("Velocity" or "VLC") has been reviewed, approved and prepared by Stuart Mills, 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 Preliminary Economic Assessment ("PEA"), including its quality assurance and quality control procedures, please see the technical report dated effective September 17, 2019 on the VLC profile at www.sedar.com.

All scientific and technical information herein related to the Company's GK Project (defined below) has been reviewed and approved by Ms. Jean Pautler, P.Geo., who is a qualified person for the purposes of NI 43-101. For additional information regarding the Company's GK Project, including its quality assurance and quality control procedures, please see the technical report dated effective May 31, 2019 on the Company's profile at www.sedar.com.

BACKGROUND

Artemis was incorporated on January 10, 2019 pursuant to the *Business Corporations Act* (British Columbia) under the name 1193490 B.C. Ltd. Artemis was incorporated as a wholly-owned subsidiary of Atlantic Gold Corporation ("Atlantic") for the purpose of acquiring gold mineral exploration properties. Atlantic is a Canadian based gold producer. Atlantic's common shares were listed and posted for trading on the TSX Venture Exchange ("TSXV") at that time.

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 100% of all issued and outstanding shares of Atlantic (the "Arrangement"). As part of the Arrangement, Atlantic agreed to distribute 100% of the common shares of Artemis to Atlantic shareholders on the effective date. The Arrangement closed on July 19, 2019.

On July 18, 2019, the Company's common shares were split on the basis of approximately 1.302 post subdivided shares for every pre subdivided share. All common share, and per share amounts in the financial statements and this MD&A have been retrospectively restated to present post subdivision amounts.

On October 2, 2019, Artemis' common shares commenced trading on the TSXV.

Artemis' assets include the interest that it holds in VLC and its option to acquire a 100% interest in the GK Project located in the Telegraph Creek area of British Columbia (the "GK Project").

ACQUISITION OF BLACKWATER

On June 9, 2020, the Company announced the signing of an asset purchase agreement with New Gold Inc. ("New Gold") on August 21, 2020 (the "Closing"), the Company completed the acquisition of the Blackwater Gold Project ("Blackwater" or the "Blackwater Project") in central British Columbia (the "Acquisition" or "Transaction").

Pursuant to the Transaction, Artemis acquired all of New Gold's property, assets and rights related to the Blackwater Project. Consideration for the Acquisition is comprised of (i) an initial payment of $140 million at Closing,(the "Initial Payment"), (ii) 7,407,407 Artemis common shares, (iii) a cash payment one year following Closing of $50 million (the "Second Payment") and (iv) a secured gold stream participation (the "Stream Agreement") in favour of New Gold as described below. New Gold will also have a first ranking security interest over Blackwater until the Second Payment is made.

Artemis funded the Initial Payment through an equity financing that was completed on July 7,2020.

At Closing, Artemis entered into a Stream Agreement with New Gold whereby New Gold will purchase 8.0% of the refined gold produced from the Blackwater 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 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 of the Acquisition, New Gold will be entitled to receive additional cash payments of $28 million on each of those dates.

During the six months ended June 30, 2020, the Company incurred $935,437 of costs related to the Transaction which were capitalized as the Acquisition is expected to be accounted for as an asset acquisition.

ABOUT BLACKWATER

Project Description

<u>Location</u>

The Project is located in central British Columbia, approximately 160 km southwest of Prince George and 446 km northeast of Vancouver. The Project is accessible by major highway and access/service roads.

Artemis has a 100% recorded interest in 328 mineral claims covering an area of 148,688 ha distributed among the Property and the Capoose, Auro, Key, Parlane and RJK claim blocks. Surface rights over the Project area are controlled by the Crown.

Blackwater Property Location Map

Pre-Feasibility Study ("PFS" or the "Study")

In August, 2020, the Company completed the Study, led by Moose Mountain Technical Services ("**MMTS**"), along with the support of Knight Piésold Ltd. ("**KP**") and John A. Thomas, all of whom are independent of the Company. The Company presents two cases as part of the Study: a base case which is unlevered, and an alternate levered case which assumes 60% of the initial funding requirement is funded through project debt.

The Company set out to achieve improved economics and financeability on the project against the previous study (refer to the Feasibility Study technical report entitled "*Blackwater Gold Project, British Columbia, NI 43-101 Technical Report on Feasibility Study*" with an effective date of January 14, 2014, filed on SEDAR by New Gold on January 22, 2014 (the "**2014 Feasibility Study**"). Artemis' methodology and approach to development of the Project included the following:

- Starting at 5.5 Mtpa throughput and focusing on the near-surface, higher-grade zone of mineralization in the southern half of the deposit to minimize initial capital cost intensity, improve payback and IRR;
- Two subsequent expansion stages ramping up to the original planned capacity of approximately 20 Mtpa outlined in the 2014 Feasibility Study, with expansions funded from future operating cashflows;

Throughput Levels by Phase

Phase	Years	Annual Throughput
1	1 to 5	5.5 million tonnes
2	6 to 10	12 million tonnes
3	11 to 23	20 million tonnes

- The smaller-scale start-up defers a substantial portion of waste pre-stripping from initial capital, as designed in the 2014 Feasibility Study, into operating costs in the PFS. While this partly contributes to the slightly higher operating costs as compared to the 2014 Feasibility Study, it substantially reduces up front funding requirements and results in a much higher IRR for the PFS;
- Cost benefits from a smaller, off-the-shelf, modular approach for buildings and crushing equipment;
- Staged installation of three similar-sized processing trains to 20 Mtpa;
- Re-designed three-stage crushing with a ball mill provides improved capacity to accommodate variability of ore hardness and maintain name-plate throughput;
- Reduced overall process footprint and laydown area requirements;
- Staged tailings capital costs, including relocation of the start-up dam site downstream to optimize initial capacity and haulage distances, improve constructability by following existing access trails in an area of gentler terrain, and simplify water management during early operations;
- Enhanced water management flexibility with planned installation of a water treatment plant at the start of operations;

Total project indirect capital costs and owner's costs significantly reduced as planned expansions will take advantage of an operating site with installed infrastructure and an established site management team;

Key Economic Outputs of the Study

A summary of the technical and financial metrics of the PFS is provided in the tables below.

Key Results of the PFS, Life of Mine (including the New Gold Stream, defined below)

Description	Unit	Base Case	Levered Case ~
Physicals			
Ore Tonnes	Mt	334.0	334.0
Grade (Au)	g/t	0.75	0.75
Grade (Ag)	g/t	5.78	5.78
Operational Strip Ratio*		2.0	2.0
Recovery (Au)	%	93%	93%
Recovered Ounces (Au)	k oz.	7,450	7,450
Recovery (Ag)	%	65%	65%
Recovered Ounces (Ag)	k oz.	40,374	40,374
Cost Metrics			
Initial Capital Cost	$ million	592	592
Phase 2 Expansion Capital Cost	$ million	426	426
Phase 3 Expansion Capital Cost	$ million	398	398
Sustaining & Closure Capital Cost	$ million	712	712
Operating Costs	$/t milled	17.65	17.65
Cash Costs/oz.**	k oz.	715	715
All-In Sustaining Costs/oz.**	$/oz.	811	811
Economic Results			
After-Tax NPV5	$ million	2,247	2,249
After-Tax IRR	%	34.8%	49.7%
Payback on Initial Capital	Years	2.0	2.2
Cumulative Free Cash Flow***	$ million	5,906	5,934

Notes to the PFS:
**Operational strip ratio is calculated as total waste mined divided by ore mined*
***Please refer to Non-IFRS measures notice at the end of this report.*
****Free Cash Flow is calculated as project operating cash flow minus sustaining/closure capital and tax*
~Levered Case assumptions and parameters are disclosed below under "Economic Results". The Leveraged Case reflects the impact of debt. Financing of the Project is not a measure of the economic viability and technical feasibility of the Project, but a measure of the Company's ability to secure debt financing for the Project.

The base case economics have been calculated on an unlevered basis, based on a gold price of US $1,541/oz., a silver price of US $19.60/oz. and a foreign exchange rate of CAD$1 = USD$0.76. The economics include the effect of the Blackwater gold stream (the "**Stream**"), which was issued to finance part of the acquisition cost of Blackwater by Artemis from New Gold. Under the terms of the Stream, 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 two days prior to delivery.

Capital Cost Estimate

The Study outlines an initial capital cost estimate of $592 million for Phase 1 (5.5 Mtpa), expansion capital of $426 million for the Phase 2 expansion to 12.0 Mtpa, expansion capital of $398 million for the Phase 3 expansion to 20.0 Mtpa. Sustaining capital over the life of mine is estimated at $637 million while closure costs are estimated at $117 million, partially offset by proceeds from equipment salvage values, estimated at $42 million. The PFS factors a 15% contingency into all capital cost estimates with the exception of reclamation costs.

Blackwater Initial Capital Costs

Description	($ 000)
Mining	68,230
Process Plant	109,412
Tailings Management	37,271
On Site Infrastructure	68,423
Off Site Infrastructure	81,042
Total Direct Costs	**364,380**
Indirects and EPC	119,599
Owners Costs	30,634
Total Indirect Costs	**150,233**
Total Directs & Indirects	514,612
Contingency	77,192
Total Capex	**591,804**

The biggest drivers associated with the estimated expansion capital costs are the mobile fleet lease payments ($121 million), modular expansion of the process plant ($272 million) and indirect costs ($108 million). Sustaining capital is estimated to average $26 million per year in phase 1, ramping up to $40 million per year in phase 2 and $23 million per year in phase 3. Mobile fleet lease payments ($289 million), tailings management ($190 million) and closing costs ($158 million) are the primary drivers of sustaining capital costs.

Operating Costs

Operating Cost Estimate

	Units	Pre-strip	Phase 1	Phase 2	Phase 3	LOM
Mining*	$/t Mined	3.31	2.15	2.14	2.62	2.37
	$/t Milled	-	14.61	12.12	4.98	7.03
Process	$/t Milled	-	9.17	8.31	8.24	8.33
G&A	$/t Milled	-	4.64	2.87	1.91	2.30
Total	$/t Milled	-	28.42	23.30	15.13	17.65

** Mining costs includes stockpile re-handle, LOM mining costs exclude pre-stripping*

The LOM operating cost estimates for Blackwater peak in Phase 1 at $28.42/t, $23.30/t in Phase 2 and $15.13/t in Phase 3. Over the LOM, the Project has estimated average operating costs of $17.65/t.

All-in Sustaining Cash Costs per ounce ("**AISC**")

The Study outlines robust economics for the Blackwater Project during all three stages of growth with annual production of 248,000 ounces of gold at an AISC of $668/oz in Stage 1, growing to 420,000 ounces of gold per year at AISC of $696 in Stage 2 and smoothing out to 316,000 ounces of gold per year at an AISC of $911 per ounce in Stage 3. The higher AISC in Phase 3 is mainly attributed to the inclusion of closure costs at the end of the life of mine. Over the LOM, the Study estimates an AISC of $811 per (or US$616/oz) ounce on production of 7.45 million ounces of gold, which places the Project in the bottom quartile of the global cost curve for gold project (source: World Gold Council).

Selling Costs, Royalties and Taxes

Selling Costs

- Payable factor (Au) of 99.9%
- Payable factor (Ag) of 95.0%
- Refining, treatment, transport, and insurance charges of $3/oz.

Royalties

The Study economics consider two private royalties at 1.0% and 1.5% over parts of the Mineral Reserve. Estimated payments to Indigenous nations are also included in the economic cash flow model for the Project.

Taxes

Key provincial and federal tax considerations for Blackwater includes:

- British Columbia mining tax – 2% provincial minimum tax payable on operating profits immediately upon the start of production which is creditable against the 13% effective mining tax rate which is calculated based on operating profit less applicable capital cost deductions. The mining tax is deductible in computing provincial and federal income tax;
- British Columbia provincial income tax – 12.0%, payable after applicable deductions are used;
- Canadian federal income tax – 15.0%, payable after applicable deductions are used.

Levered Case Assumptions

In the economic results for the Project, the Company presents a base case economic analysis, being unlevered, plus an alternate levered case.

The levered case is based on the following assumptions:

- Initial capital 60% debt financed;
- Annual interest rate of 5.5%;
- Upfront financing fee of 3%;
- 7-year term post commencement of commercial production with a balloon payment of 30% of the principal at maturity;
- Expansion capital is assumed to be funded through operating cashflow.

Mining

Mining will be based on conventional open pit methods (drill-blast-load-haul) suited for the project location and local site requirements. Open pit operations are anticipated to run for 18 years, excluding 15–18 months of pre-production mining. Following mining operations, stockpiled low-grade material will be processed for an additional five years, resulting in a total life-of-mine ("**LOM**") of 23 years. The open pit will be developed with a series of pushbacks. The first stage will target suitable waste rock for construction whilst exposing near-surface, high-grade material. The second phase will target higher-grade, lower-strip-ratio ore providing mill feed over the initial years of the project. The remaining stages expand the pit to the north targeting progressively deeper ore.

Owner-managed mining and fleet maintenance operations are planned for 365 days/year, with two 12-hour shifts planned per day. 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 550 t class hydraulic shovels and 220 t payload class haul trucks. The initial drill and loading fleet is planned to be diesel drive, with expansion fleet requirements being electric drive. The mine equipment fleet is planned to be purchased via lease arrangements

Metallurgy & Process

The process flowsheet has been designed based on historical test work and more recent test work carried out in 2019 for New Gold.

The most recent metallurgical program, completed in 2019, was carried out with the primary objective of confirming and optimizing the flowsheet and design criteria using a combination of new test work, results from the historical and previous test work programs, and trade-off studies completed since the 2014 Feasibility Study. Drill core from site was sent to Base Metallurgical Laboratories Ltd. ("**BaseMet**") in Kamloops, BC for test work that included core splitting, sample preparation, interval assaying, mineralogy, gravity concentration, cyanide leach and cyanide destruction.

The test program included three larger composites for optimization test work 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 test work 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. A correlation between gold extraction and head grade was not observed. The variability composite results averaged 93.7% total gold extraction with gravity gold recovery of 34.2%.

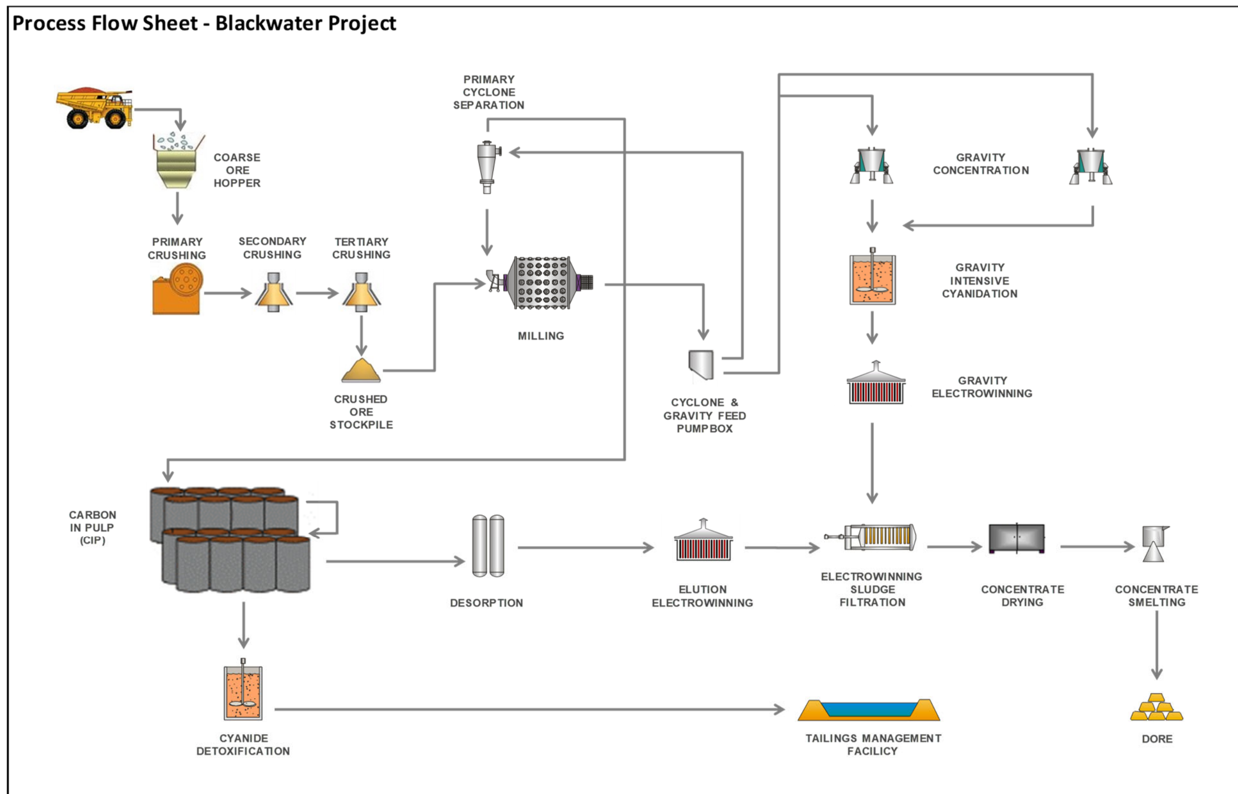
Based on the test results, a gold doré can be produced with a primary grind size of 80% passing ("**P_{80}**") 150 μm followed by gravity concentration, 2 hour pre-oxidation, a 48 hour cyanide leach at an initial cyanide concentration of 500 ppm and a pH of 10.5, carbon-in-pulp ("**CIP**") adsorption, desorption and refining process. The weighted average of the year composites, based on the mine plan, is estimated to achieve an overall average gold recovery in the range of 93% to 94%.

The initial design daily throughput is 15,000 tonnes per day, with an availability of 75% used in designing the crushing circuit and 93% for the design of the rest of the plant.

The process will consist of:

- Three stage crushing, consisting of a primary jaw crusher with grizzly feeder, a secondary cone crusher and two tertiary cone crushers. The primary jaw crusher, the three cone crushers and the three vibrating screens will each be housed in steel-framed buildings, with covered conveyors transporting material between each stage. The crushed ore stockpile will be covered to prevent freezing;
- Crushed ore will be conveyed from the stockpile to a single, 7.3 m x 12.5 m, 14 MW ball mill for grinding, with the circuit being closed by cyclones. Gravity concentration will be incorporated into the grinding circuit using centrifugal concentrators and an intensive cyanide leach unit for recovering gold from the gravity concentrate;
- The leach circuit will consist of eight tanks fitted with mechanical agitators, an initial pre-oxidation tank with cyanide being added to the second and subsequent tanks. The leach residence time will be 48 hours;
- Carbon in pulp adsorption of gold and silver will be carried out in a "carousel" unit, with "pump cells" moving leached slurry between the six tank units while the carbon remains in the same tank until fully loaded;
- The loaded carbon will be treated in a Zadra elution and electrowinning circuit consisting of an acid wash column and two elution columns operating at 140 degrees Celsius. A propane heater will provide the necessary temperature and two additional heat exchangers will control the temperature around the circuit. A rotary kiln operating at 700 degrees Celsius will be used to maintain carbon activity. Electrowinning will be carried out to recover gold and silver from the elution solution and the resulting metallic precipitate will be dried and smelted to doré bullion;
- Cyanide destruction using an SO_2 air system will be carried out in the final tailings slurry, with the sulfur dioxide being produced by the combustion of elemental sulfur.

Blackwater Process Flow Sheet



Mineral Resource Estimate

The mineral resource is estimated from a drill hole database containing 1,002 drill holes and 288,738 assay intervals. Three domains were generated based on the major north-south fault and changes in orientation of the mineralization. The block model has a 10m x 10m x 10m selective mining unit, with interpolation of gold done by Multiple Indicator Kriging ("**MIK**") and interpolation of silver using Ordinary Kriging ("**OK**"). 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 drill hole spacing by domain, with Measured and Indicated confidence classifications then adjusted for continuity of blocks.

The base case cut-off grade within the "reasonable prospects of eventual economic extraction" pit is 0.20 g/t gold equivalent ("**AuEq**"), as highlighted in the table below. At a 0.20 g/t AuEq cut-off, 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.

Mineral Resource Sensitivity (effective date of May 5, 2020)

			In situ Grades			In situ Metal		
Classification	**Cutoff (g/t)**	**Tonnage (ktonnes)**	**AuEq (g/t)**	**Au (g/t)**	**Ag (g/t)**	**AuEq (kOz)**	**Au (kOz)**	**Ag (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

Mineral Resource Sensitivity Notes:

1. *The Mineral Resource estimate has been prepared by Sue Bird, P.Eng., an independent Qualified Person.*
2. *Resources are reported using the 2014 CIM Definition Standards and were estimated in accordance with the CIM 2019 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 "reasonable prospects of eventual economic extraction" pit using the following assumptions: US $2,000/oz. Au and US $21.43/oz Ag at a currency exchange rate of 0.75 US$ per C$; 99.9% payable gold; 95.0% payable silver; $8.50/oz Au and $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.*

There are no other known factors or issues that materially affect the Mineral Resource estimate other than normal risks faced by mining projects in the province in terms of environmental, permitting, taxation, socio-economic, marketing, and political factors and additional risk factors as listed in the "Cautionary Note Regarding Forward-Looking Information" section below.

Mineral Reserve Estimate

The Mineral Reserves for Blackwater are a subset of the Measured and Indicated Mineral Resources, described above. Proven and Probable Mineral Reserves are modified from Measured and Indicated Mineral Resources and are summarized in the table below. Inferred Mineral Resources are set to waste. Mineral Reserves are estimated in accordance with the CIM 2019 Best Practices Guidelines and are classified using the 2014 CIM Definition Standards.

Mineral Reserve Estimate

Classification	Run of Mine (Mt)	AuEq Grade (g/t)	Gold Grade (Au, g/t)	Contained Metal (Au, Moz.)	Silver Grade (Ag, g/t)	Contained Metal (Ag, Moz.)
Proven	325.0	0.78	0.74	7.8	5.8	60.5
Probable	9.1	0.84	0.80	0.2	5.5	1.6
Total Reserve	**334.0**	**0.79**	**0.75**	**8.0**	**5.8**	**62.1**

Mineral Reserve Estimate 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 August 18, 2020.*
2. *Mineral Reserves are based on the PFS 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.*
4. *Mineral Reserves are reported at an NSR cut-off grade of $13.00/t.*
5. *Cut-off grade 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; $8.50/oz Au and $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 cut-off grade covers processing costs of $10.00/t and administrative (G&A) costs of $3.00/t.*
7. *The AuEq values were calculated using commodity prices of 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).*
8. *Numbers have been rounded as required by reporting guidelines.*

There are no other known factors or issues that materially affect the Mineral Reserve estimate other than normal risks faced by mining projects in the province in terms of environmental, permitting, taxation, socio-economic, marketing, and political factors and additional risk factors as listed in the "Cautionary Note Regarding Forward-Looking Information" section below.

Next Steps

Over the next 12 to 18 months, the Company will be focused on the following activities:

- Completing an NI 43-101 technical report in respect of the Study which will be filed on SEDAR and on the Company's website within 45 days of the August 26, 2020 news release;
- Commencing a Feasibility Study based on this revised development approach with detailed engineering on the Project;
- Continuing engagement and negotiations with Indigenous nations who may be impacted by the Project;

- Completing supplemental geotechnical and hydrogeological site investigation work;
- Progressing and achieving final permitting required to commence Project construction;
- Commencing a pre-construction grade control drilling program;
- Planning for an exploration core drilling program to test for potential extensions of the known mineralization
- Awarding of lump-sum fixed price EPC contracts in respect of various Project construction components ;
- Arranging of requisite debt and equity financing to support development activities.

VLC INVESTMENT

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

Each VLC Unit consists of one common share in the capital of VLC ("**VLC Share**") and one half of one common share purchase warrant (each whole warrant, a "**VLC Warrant**"). Each VLC Warrant is exercisable for an additional VLC Share until March 14, 2022 at an exercise price of $0.25 per VLC Share. The Convertible Debenture will earn interest at a rate of 8.5% per annum over a 60-month term (the "Term"), payable semi-annually in cash or VLC Shares at the discretion of VLC. The principal amount of the Convertible Debenture is convertible into VLC Shares during the Term at the election of Artemis at a conversion price of $0.25. The Convertible Debenture is secured with a first ranking charge by way of a general security agreement and guarantee from the material subsidiary of VLC.

Proceeds from the VLC Investment are being used to fund the advancement of Velocity's flagship deposit, the Rozino gold project located in southeast Bulgaria ("**Rozino**") towards feasibility and permitting, including resource expansion and definition drilling, engineering studies, environmental monitoring and assessment and for general working capital purposes. In addition, VLC has used proceeds in respect of entering into option agreements on additional satellite deposits in the region and subsequently explored such areas as further described below.

On February 6, 2020, the Company invested $2,066,755 in VLC by subscribing to a non-brokered private placement. The Company acquired 5,166,887 VLC Units at a price of $0.40. Each VLC Unit consists of one VLC Share and one half of a share purchase warrant, with each whole warrant entitling the holder to purchase one additional VLC Share at a price of $0.55 per share for a period of 18 months following closing of the private placement. This increased the Company's ownership in VLC to 21.6%.

About VLC

All information related to VLC contained in this MD&A has been taken from VLC's public disclosure. Artemis can provide no assurances with respect to the accuracy or completeness of any information related to VLC, VLC's projects or any plans or assumptions of VLC.

Velocity is a gold exploration and development company focused on eastern Europe, with mineral interests in Bulgaria.

Velocity formed an exploration and mining alliance with Gorubso Kardzhali A.D., an established Bulgarian operating partner, in January 2018 (the "Alliance"). The Alliance covers all existing and future Gorubso and Velocity projects within an area of 10,400km^2 covering the prospective Eastern Rhodope Gold Mining District in southeastern Bulgaria. The Alliance also provides Velocity with access to an operating CIL plant. Velocity earned a 70% interest in Rozino through delivery of a Preliminary Economic Assessment ("PEA"). Velocity has entered into option agreements with Gorubso to earn a 70% interest in three other gold projects being Sedefche, Makedontsi and Obichnik. Velocity is currently conducting a comprehensive exploration and drill program at Rozino, Sedefche, Makedontsi and Obichnik, as well as completing a Pre-Feasibility Study on Rozino, with results anticipated in Q3, 2020.

Velocity has entered into an agreement with Balkan Mineral Development 00D (BMD), an exploration company exploring within the Iglika exploration license in SE Bulgaria outside of the Alliance area. Velocity has entered into option agreement to earn a 100% interest in the Iglika property by making cumulative staged expenditures of $460,000 and $765,000 by the ends of 2020 and 2021 respectively. The property is considered to be under-explored, located in a highly prospective precious and base metal mineral belt. Iglika has potential for both epithermal gold and porphyry copper deposits.

Rozino PEA

As noted above, Velocity completed a PEA in September 2018 to earn a 70% interest in the Rozino project. The PEA provides a base case assessment of developing Rozino by open pit mining and on-site crushing, milling and simple flotation to produce a 30 g/t gold concentrate. The concentrate would then be trucked 85km on existing roads to the currently operating carbon-in-leach (CIL) plant where saleable gold doré would be produced.

PEA[1] Highlights

- ***After-Tax Financials**: After-tax $NPV_{5\%}$ of $129 million and after-tax IRR of 33%*
- ***Cash Cost**: All-in sustaining cost[2] of US$543 per ounce*
- ***Annual Gold Production**: Steady state[3] annual production of 65,000 ounces, peak annual production of 78,000 ounces*
- ***Capital Costs**: Total estimated capital costs of $97.6 million (includes contingency)*
- ***Sustaining Capital**: Low estimated sustaining capital of $6.3 million*
- ***Mining**: Open pit with 0.6 g/t gold Cut-Off Grade, attractive strip ratio of 2.5 and 1.51 g/t Life of Mine gold grade*
- ***Processing**: On-site flotation producing gold bearing pyrite concentrate assaying 30 g/t and transportation to the CIL plant (located 85 km from the Project) for processing*
- ***ROCE**: Return on capital expenditure of 3.3*

(1) Base case parameters assume a gold price of US$1,250/ounce and an exchange rate (CAD$ to US$) of 0.75. All amounts are reported in Canadian dollars unless otherwise specified. Financial results on 100% equity basis.
(2) All In Sustaining Cost (AISC) is defined as all cash costs related to mining and processing to final product. It includes on-mine and off-mine costs (direct and indirect). Sustaining capital costs related to continuing the business including exploration, development and equipment required to sustain production are included. Taxes, working capital, M&A, disposals and acquisitions as well as new mine development capital costs are excluded.
(3) Steady state refers to the long-term average over time where processing throughput is maintained at nameplate capacity.

The PEA is preliminary in nature and includes Inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the PEA results will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

Rozino Inferred Mineral Resource Estimate (September 2018)

Cut-off Grade (g/t Au)	Inferred Mineral Resource Estimate		
	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)
0.2	50	0.59	948
0.5	17	1.17	639
0.6	**13**	**1.37**	**573**
0.7	9.7	1.57	490

1. *Effective date September 10, 2018.*
2. *Mineral resources are not mineral reserves and do not have demonstrated economic viability.*
3. *The mineral resource has been estimated in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum "CIM Definition Standards for Mineral Resources and Mineral Reserves" (CIM, 2014).*

THE GK PROJECT

On May 31, 2019, Artemis entered into an option agreement ("Option Agreement") whereby Artemis has the right to acquire a 100% interest, subject to certain royalty payments (2% net smelter returns on precious metals and 1% net smelter returns on other minerals), in the GK Project. In order for Artemis to exercise its option under the Option Agreement, Artemis must pay:

(i) $125,000 in cash within 10 business days after the effective date of the Option Agreement (paid on June 12, 2019);

(ii) on or before 12 months after the effective date of the Option Agreement, an additional $50,000 in cash and incur certain expenditures of not less than $100,000 (Paid);

(iii) on or before 24 months after the effective date of the Option Agreement, $100,000 in cash and incur certain additional expenditures of not less than $500,000;

(iv) on or before 36 months after the effective date of the Option Agreement, an additional $500,000 in cash and incur certain additional expenditures of not less than $1,300,000;

(v) on or before 48 months after the effective date of the Option Agreement, an additional $750,000 in cash and incur certain additional expenditures of not less than $2,000,000; and

(vi) on or before 60 months after the effective date of the Option Agreement, an additional $1,000,000 in cash and incur certain additional expenditures of not less than $3,000,000.

The GK Project is Artemis' material property for the purposes of NI 43-101. For a complete description of the GK Project see the report entitled "Technical Report on the GK Project" (the "GK Technical Report"), prepared by Jean Pautler, P. Geo and dated May 31, 2019 as available under the Company's profile on SEDAR at www.sedar.com as well as on the Company's website (www.artemisgoldinc.com). The information contained in this section has been derived from the GK Technical Report, is subject to certain assumptions, qualifications and procedures described in the GK Technical Report, some of which are not fully described herein, and is qualified in its entirety by the full text of the GK Technical Report.

The GK Project is located at latitude 57°55'N and longitude 131°25'W on NTS map sheets 104G/13 & 14 and 104J/03 & 04, approximately 17km west of the community of Telegraph Creek, northwestern British Columbia. Telegraph Creek lies approximately 113km by road southwest of Dease Lake, British Columbia. The 27,458-hectare GK Project comprises 36 contiguous mineral tenures within the Liard Mining Division, which are 100% owned by Strategic Metals Ltd., subject to the Option Agreement with Artemis. Road access exists across the extreme southeastern GK Project area, but helicopter access, available in Dease Lake, is required to access the main showings on the property.

Regionally the GK Project is situated within Stikinia, a predominantly intra-oceanic island arc terrane accreted to ancestral North America in the Early Mesozoic. Stikinia hosts numerous porphyry-type copper-gold occurrences, specifically in areas where Triassic and Lower Jurassic silica saturated plutons have intruded coeval oceanic island arcs. Examples of such alkalic porphyries in the regional area of the GK Project include the Red Chris mine, the Galore Creek deposit, and the Sheslay occurrences and the region also includes calc-alkalic porphyry-type copper-gold deposits such as Schaft Creek, GJ and KSM. Gold rich deposits such as Brucejack, Premier, Snip, Johnny Mountain, and Spectrum also occur within the area primarily as veins, stockworks and lesser breccias associated with the Late Triassic and Early Jurassic intrusive suites within the Golden Triangle of northwest Stikinia. deposits are typically Early Jurassic in age. In addition, an Early Jurassic age is inferred for the disseminated, limestone hosted, past-producing Golden Bear gold mine located 55km northwest of the GK Project. Mineralization on the above-mentioned occurrences is not necessarily indicative of the mineralization on the GK Project.

The GK Project is primarily underlain by arc related volcano-sedimentary rocks of the Upper Triassic Stuhini Group, which is intruded by an approximate 20 km^2 granodiorite and diorite to quartz diorite pluton (informally named the Grass Mountain pluton in this report) and similar small plug of Upper Triassic to Jurassic age in the east-central property area, and quartz diorite of the Middle to Upper Triassic Tahltan Lake and Tahltan River plutons in the western property area.

Documented historical exploration on the GK Project area, undertaken from 1916 to 1991, has included mapping, prospecting, rock and stream sediment geochemistry, soil sampling, hand trenching, 116.6km of ground magnetic surveying, and minor self-potential ground geophysical surveying. Work by Strategic was completed between 2005 and 2018 and has included: prospecting; geological mapping; stream sediment and rock geochemical sampling; contour and grid soil sampling; minor hand trenching; an airborne magnetic and VTEM survey covering approximately 12% of the property; a 13.95km induced polarization geophysical survey and; 927.81m of diamond drilling in two holes on the Winter Creek zone in 2010. Soil geochemistry now covers approximately 30% of the property and approximately 40% has been mapped. The GK Project is at an early exploration stage.

The GK Project constitutes a property of merit based on: favourable geological setting within the well mineralized Stikine Arch; significant vein and possible porphyry style mineralization; untested soil and stream sediment anomalies and; untested geophysical targets. A contingent two phase exploration program is recommended to follow up significant mineralized zones and soil geochemical and geophysical anomalies with a Phase 1 program consisting of extension of the helicopter-borne magnetic/VTEM survey to cover the entire Grass Mtn. pluton, proximal plug and margins additional soil geochemistry, detailed mapping, prospecting, and hand trenching with a budget of $400,000. Contingent on results from Phase 1, a Phase 2 diamond drill program with a $500,000 budget is proposed to follow up results from Phase 1 and earlier work programs.

During 2019, an airborne high resolution aeromagnetic and radiometric survey was completed over the GK project area, as recommended by a consultant of Strategic during a review of GK. The Company is in the process of reviewing the results of this work.

SUBSEQUENT EVENTS

Refer to page 3 regarding the Acquisition of Blackwater.

Private placement offerings

On July 7, 2020, in connection with the Acquisition of Blackwater, Artemis completed brokered and non-brokered offerings for an aggregate of 64,825,925 subscription receipts (the "Subscription Receipts") at a price of $2.70 per Subscription Receipt for gross proceeds of $175,030,000 (the "Offering"). Each Subscription Receipt entitled the holder to receive one common share in the capital of the Company for no additional consideration upon satisfaction of certain escrow conditions. As the Offering was not closed until subsequent to June 30, 2020, the proceeds of the non-brokered offering collected by the Company up to June 30, 2020 were recorded as restricted cash on the statement of financial position, with an offset to share subscription liability) and were subject to certain escrow conditions.

At the time the Offering closed on July 7, 2020 the restricted cash was transferred to an escrow agent.

At the time of closing of the Acquisition on August 21, 2020, all escrow conditions were satisfied, the gross proceeds from the Offering were released from escrow, and the Subscription Receipts were exchanged into 64,825,925 common shares of the Company.

The proceeds from the Offering were used by the Company to fund the Initial Payment required for the Acquisition with the remaining balance to be used for general corporate purposes.

Exercises of convertible securities

Subsequent to June 30, 2020, a total of 1,316,500 share purchase warrants and 13,000 stock options were exercised.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

The following information for the three and six months ended June 30, 2020 was derived from the Interim Financial Statements.

Three-month period ended June 30, 2020 and 2019

During the three months ended June 30, 2020 and 2019 the Company had net income of $3,882,635 and $3,583,119, respectively, comprised of:

		For the three months ended June 30, 2020		For the three months ended June 30, 2019
Operating expenses				
Depreciation	**$**	**43,753**	$	-
Management fees and wages		**288,449**		-
Investor relations and corporate development		**130,466**		-
Office, Insurance and general		**64,641**		-
Professional fees		**91,643**		119,234
Share-based payments		**257,552**		-
Transfer agent and regulatory		**30,296**		-
Travel, meals and entertainment		**4,829**		-
Loss from operations		**(911,629)**		(119,234)
Other income (expense)				
Accretion expense on lease liability		**(13,597)**		-
Convertible debenture interest expense		**-**		(106,956)
Equity loss from investment in associate		**(57,636)**		(68,723)
Gain on investment in associate		**-**		-
Gain on convertible debt		**3,605,547**		3,987,503
Gain on warrants		**1,732,688**		446,866
Interest income		**85,296**		-
Net income (loss) before income taxes		**4,440,669**		4,139,456
Deferred income tax recovery (expense)		**(558,034)**		(556,337)
Net income (loss)	**$**	**3,882,635**	$	3,583,119

Operating expenses for the three months ended June 30, 2020 and 2019

During the three months ended June 30, 2020 and 2019, the Company had operating expenses of $911,629 and $119,234, respectively. Artemis was incorporated on January 10, 2019 and was listed on the TSXV on October 2, 2019, with general corporate activity ramping up since that time.

Management fees and wages were $288,449 and $nil, for the three months ended June 30, 2020 and 2019, respectively, and relate entirely to officers and staff at the Company's head office. Officers began receiving payments effective September 1, 2019.

Investor relations and corporate development expense was $130,466 and $nil, for the three months ended June 30, 2020 and 2019, respectively, and relate primarily to costs incurred in reviewing potential mining assets for acquisition or partnership.

Office, insurance and general expense was $64,641 and $nil, for the three months ended June 30, 2020 and 2019, respectively, and relate to overhead and service cost for the head office in Vancouver.

Stock-based compensation of $257,552 represents the Black-Scholes calculated fair value of stock options as they vest to directors, officers and employees during the period. The Company granted 1,520,000 options on October 24, 2019 and 200,000 options on January 6, 2020.

Other income (expenses) for the three months ended June 30, 2020 and 2019

Gain on investment in Velocity

The investment in VLC is comprised of:

Balance, December 31, 2019	$	5,639,902	$	9,999,434	$	2,351,844	$	17,991,180
Investment		1,825,858		-		240,897		2,066,755
Fair value change in the period		-		(2,626,781)		(1,630,934)		(4,257,715)
Equity loss on investment in associate		(99,049)		-		-		(99,049)
Balance, March 31, 2020	$	7,366,711	$	7,372,653	$	961,807	$	15,701,171
Fair value change in the period		-		3,605,547		1,732,688		5,338,235
Shares received in settlement of interest		216,495		(216,495)		-		-
Equity loss on investment in associate		(57,636)		-		-		(57,636)
Balance, June 30, 2020	**$**	**7,525,570**	**$**	**10,761,705**	**$**	**2,694,495**	**$**	**20,981,770**

Convertible debenture component

The convertible debenture is measured at fair value through profit and loss ("FVTPL"). At inception, the convertible debenture was recorded at the equivalent of cash consideration paid. The increase in fair value of $3,605,547 for the three months ended June 30, 2020 was most heavily impacted by the increase in the VLC share price from $0.27 on March 31, 2020 to $0.48 on June 30, 2020.

Equity component – common shares and warrants

On March 14, 2019, the Company acquired 18,600,000 Units of VLC, with each Unit consisting of one common share and one half of a warrant. The warrants are exercisable into common shares of VLC at an exercise price of $0.25, with an expiry date of March 14, 2022.

The attributed cost of the common shares at the date of Inception was $5,394,000 and was determined using the traded stock price of VLC on March 14, 2019 which was $0.29 per common share multiplied by the number of common shares held.

At inception, the attributed cost of the warrants was determined (using the Black-Scholes option pricing model) as $1,230,531. The attributed costs were higher than the cash outlay, resulting in a gain at inception.

In October 2019 VLC settled interest owed on the Convertible Debenture of $236,068 for the period of March 14, 2019 to September 30, 2019 by issuing 495,516 common shares to the Company bringing the Company's holding to 19,095,516 shares, or 19.63%.

On February 12, 2020, the Company invested $2,066,755 in VLC by subscribing to a non-brokered private placement. The Company acquired 5,166,887 VLC units at a price of $0.40. Each VLC unit consists of one VLC common share and one half of a share purchase warrant, with each whole warrant entitling the holder to purchase one additional VLC common share at a price of $0.55 per share for a period of 18 months following closing of the private placement. This increased the Company's ownership in VLC to 21.6%.

On April 1, 2020 VLC settled interest owed on the Convertible Debenture of $216,495 for the period of October 1, 2019 to March 31, 2020 by issuing 742,184 common shares to the Company bringing the Company's holding to 24,262,403, or 22.27%.

As at June 30, 2020 the Company owns 25,004,587 common shares of VLC that have a fair market value of $12,002,002, based on the quoted market price.

The warrants have been measured at FVTPL which resulted in a gain of $1,732,689 and $446,866, for the three months ended June 30, 2020 and 2019, respectively. The Company used the Black-Scholes option pricing model to calculate the fair value of the warrants held in VLC. The gain for the three months ended June 30, 2020 resulted primarily from an increase in the VLC share price in the period from $0.27 per share at March 31, 2020 to $0.48 per share at June 30, 2020.

Equity loss from investment in VLC was $57,637 and $68,723, for the three months ended June 30, 2020 and 2019, respectively. The Company applies equity accounting over the investment in the common shares of VLC as the Company has significant influence over VLC due to its share ownership in the Company and its board representation. As a result, at inception of the investment, the common shares were recognized at attributed cost, with the carrying amount of the investment increasing or decreasing to recognize the Company's share of the profit or loss of VLC at each reporting period.

Interest income

Interest income was $85,296 and $nil, for the three months ended June 30, 2020 and 2019, respectively, and relates to interest earned on cash balances. The Company had no cash at June 30, 2019

Deferred income tax

The deferred tax liability of $993,739 consists mainly of the future income tax that would be payable, net of non-capital loss deductions, if the unrealized gains on the Company's investment assets were to be realized. Generally, 50% of the realized gain from investments are included in taxable income in Canada while non-capital losses can be fully claimed against taxable income. The income tax expense during the year of $558,034 represents the statutory tax rate of 27% applied to net income for the year after a 50% deduction for investment gains and a 100% addition for non-deductible share-based payments.

Six-month period ended June 30, 2020 and for the period from January 10, 2019 (inception) to June 30, 2019

During the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019 the Company had net (loss) income of ($742,056) and $6,096,308, respectively, comprised of:

Operating expenses for the six months ended June 30, 2020 and the period from January 10, 2019 (inception) to June 30, 2019

		For the six months ended June 30, 2020		For the period from January 10, 2019 to June 30, 2019
Operating expenses				
Depreciation	$	**83,742**	$	-
Management fees and wages		**602,650**		-
Investor relations and corporate development		**274,392**		-
Office, Insurance and general		**130,280**		-
Professional fees		**126,319**		119,234
Share-based payments		**781,118**		-
Transfer agent and regulatory		**38,929**		-
Travel, meals and entertainment		**9,133**		-
Loss from operations		**(2,046,563)**		**(119,234)**
Other income (expense)				
Accretion expense on lease liability		**(27,540)**		-
Convertible debenture interest expense		**-**		(127,364)
Equity loss from investment in associate		**(156,685)**		(68,723)
Gain on investment in associate		**-**		1,488,000
Gain on convertible debt		**978,766**		3,987,503
Gain on warrants		**101,754**		1,887,880
Interest income		**251,818**		-
Net income (loss) before income taxes		**(898,450)**		7,048,062
Deferred income tax recovery (expense)		**156,394**		(951,754)
Net income (loss)	$	**(742,056)**	$	6,096,308

During the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019, the Company had operating expenses of $2,046,563 and $119,234, respectively. Artemis was incorporated on January 10, 2019 and was listed on the TSXV on October 2, 2019, with general corporate activity ramping up since that time.

Management fees and wages were $602,650 and $nil, for the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019, respectively, and relate entirely to officers and staff at the Company's head office. Officers began receiving payments effective September 1, 2019.

Investor relations and corporate development expense was $274,392 and $nil, for the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019, respectively, and relate primarily to costs incurred in reviewing potential mining assets for acquisition or partnership.

Office, insurance and general expense was $130,280 and $nil, for the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019, respectively, and relate to overhead and service cost for the head office in Vancouver.

Stock-based compensation of $781,118 represents the Black-Scholes calculated fair value of stock options as they vest to directors, officers and employees during the period. The Company granted 1,520,000 options on October 24, 2019 and 200,000 options on January 6, 2020.

Other income (expenses) for the six months ended June 30, 2020 and for the period from January 10, 2019 to June 30, 2019

Gain on investment in Velocity

The investment in VLC is comprised of:

	Investment in associate	Convertible debenture	Warrants	Total
Balance, December 31, 2019	$ 5,639,902	$ 9,999,434	$ 2,351,844	$ 17,991,180
Investment	**1,825,858**	**-**	**240,897**	**2,066,755**
Fair value change in the period	**-**	**978,766**	**101,754**	**1,080,520**
Shares received in settlement of interest	**216,495**	**(216,495)**	**-**	**-**
Equity loss on investment in associate	**(156,685)**	**-**	**-**	**(156,685)**
Balance, June 30, 2020	**$ 7,525,570**	**$ 10,761,705**	**$ 2,694,495**	**$ 20,981,770**

Convertible debenture component

During the six months ended June 30, 2020 the fair value gain on the convertible debenture of $978,766 was a result of the increase in the VLC share price from $0.455 on December 31, 2019 to $0.48 on June 30, 2020.

Equity component – common shares and warrants

Equity loss from investment in VLC was $158,685 and $68,723, for the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019, respectively. The Company applies equity accounting over the investment in the common shares of VLC as the Company has significant influence over VLC due to its share ownership in the Company and its board representation. As a result, at inception of the investment, the common shares were recognized at attributed cost, with the carrying amount of the investment increasing or decreasing to recognize the Company's share of the profit or loss of VLC at each reporting period.

The warrants have been measured at FVTPL which resulted in a gain of $101,754 and $1,887,880, for the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019, respectively. The Company used the Black-Scholes option pricing model to calculate the fair value of the warrants held in VLC. The gain in 2020 resulted primarily from an increase in the VLC share price in the period from $0.455 per share at December 31, 2019 to $0.48 per share at June 30, 2020.

Interest income

Interest income was $251,818 and $nil, for the six months ended June 30, 2020 and the period from January 10, 2019 to June 30, 2019, respectively, and relates to interest earned on cash balances. The Company had no cash at June 30, 2019.

Deferred income tax

The deferred tax liability of $993,739 consists mainly of the future income tax that would be payable, net of non-capital loss deductions, if the unrealized gains on the Company's investment assets were to be realized. Generally, 50% of the realized gain from investments are included in taxable income in Canada while non-capital losses can be fully claimed against taxable income. The income tax recovery during the year of $156,394 represents the statutory tax rate of 27% applied to net income for the year after a 50% deduction for investment gains and a 100% addition for non-deductible share-based payments.

SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's 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 Financial Statements for each of the past quarters. The Company's first interim statements as a reporting issuer were prepared for the period from January 10, 2019 to September 30, 2019, therefore periods before September 30, 2019 are not presented.

Consistent with the preparation and presentation of the Annual Financial Statements, these unaudited quarterly results are presented in Canadian dollars.

	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
Revenues[1]	$ -	$ -	$ -	$ -
Net income (loss)	$ 3,882,635	$ (4,624,691)	$ (1,208,292)	$ 1,387,978
Basic income (loss) per share	$ 0.08	$ (0.10)	$ (0.06)	$ 0.06
Diluted income (loss) per share	$ 0.06	$ (0.10)	$ (0.06)	$ 0.06
Cash dividend declared per share	nil	nil	nil	nil

(1) *The Company has no revenue to report during the financial reporting periods noted above*

The Company incurred a net loss for the three months ended December 31, 2019 compared to net income during the three month period ended September 30, 2019 due to increased activity since its TSXV listing on October 2, 2019 and share based payment expense recognized from a stock option grant during the quarter. Also contributing to the change in net income in the fourth quarter of 2019 versus the prior quarter was the recognition of a minimal net loss on the various investments in VLC in the period compared to a significant gain in the third quarter, as the share price in VLC marginally changed from the prior quarter.

The increase in net loss from the quarter ended December 31, 2019 to the quarter ended March 31, 2020 is a result of the Company recognizing an unrealized loss on the various investments in VLC, as the stock price in VLC decreased from $0.455 at December 31, 2019 to $0.27 at March 31, 2020. The losses from operations have remained consistent from the prior quarter. The net income recognized during the quarter ended June 30, 2020 mainly is a result of the Company recognizing an unrealized gain on the various investments in VLC, as the stock price in VLC increased from $0.27 on March 31, 2020 to $0.48 on June 30, 2020. Refer to Results of Operations for the three-month period ended June 30, 2020 above for discussion of net operating loss incurred in Q2 2020.

LIQUIDITY AND CAPITAL RESOURCES

As an exploration stage company, Artemis does not have revenues and is expected to generate operating losses. As at June 30, 2020, the Company had cash of $28,301,282. The Company also holds a restricted cash balance of $6,550,169 from subscription receipts proceeds. The Company's working capital as at June 30, 2020 was $23,196,670. In February 2020 the Company invested an additional $2,066,755 in Velocity. As at June 30, 2020 the Company's undiluted ownership in VLC was 22.27%.

During the period from January 10, 2019 to December 31, 2019, the Company received net proceeds of $36,475,635 related to the issue of common shares and $5,094,000 related to the issue of convertible debt which has since been converted to common shares of the Company.

On March 14, 2019 the Company issued 5,085,710 shares for cash proceeds of $3,906,000.

On June 12, 2019 the Company issued 1 share for cash proceeds of $125,000.

On July 18, 2019, pursuant to the Arrangement, Atlantic Gold Corp. converted the debenture ($5,094,000 in principal and $148,591 in interest) into 6,825,986 common shares of Artemis at $0.7680 of debt per share.

On August 27, 2019, Artemis completed a non-brokered private placement financing for gross proceeds of $32,641,566 (the "Private Placement"). Artemis expects to use the net proceeds from the Private Placement towards funding further exploration of its GK Project in Northwestern B.C., to identify and finance further growth and development opportunities, as well as for general working capital.

The Private Placement resulted in Artemis issuing 36,268,407 units (the "Artemis Units") at a price of $0.90 per Artemis Unit. Each Artemis Unit consists 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 share for a period of 60 months following closing of the Private Placement.

Certain directors and officers of Artemis subscribed to 17,889,155 common shares which are subject to an escrow agreement. Ten percent of the common shares were released from escrow on September 30, 2019, and 15% will be released from escrow every six months starting March 31, 2020 until September 30, 2022. At June 30, 2020, 13,416,866 shares remained in escrow.

During the six months ended June 30, 2020, the exercise of share purchase warrants provided the Company with additional liquidity. A total of 760,444 share purchase warrants were exercised for gross proceeds of $821,280.

On July 7, 2020, Artemis completed the Offering for an aggregate of 64,825,925 Subscription Receipts at a price of $2.70 per Subscription Receipt for gross proceeds of $175,030,000. Each Subscription Receipt entitled the holder to receive one common share in the capital of the Company for no additional consideration upon satisfaction certain escrow conditions. On Closing, the Subscription Receipts were exchanged for 64,825,925 common shares. The proceeds from the Offering were used to fund the Initial Payment for the Acquisition with the remaining balance to be used for general corporate purposes.

As at the date of this report, the Company has adequate working capital to complete its planned exploration and maintain corporate capacity for the ensuing 12 months. Excess available funds will be allocated to identify and finance further growth and development opportunities.

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, significantly reducing any liquidity risk of financial instruments held by Artemis.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel included in consulting and management fees in the condensed interim consolidated statement of income and comprehensive Income is:

Related Party	Relationship	Compensation type	For the three months ended June 30, 2020	For the three months ended June 30, 2019	For the six months ended June 30, 2020	For the period from January 10, 2019 to June 30, 2019
Steven Dean	Chairman and CEO	Consulting fees, benefits and share-based payments [1]	$ 175,705	$ -	$ 447,685	$ -
Chris Batalha	CFO and Corporate Secretary	Wages, benefits, and share-based payments	109,374	-	266,870	-
David Black	Lead Director	Directors' fees and share-based payments	25,006	-	62,670	-
Robert Atkinson	Director	Directors' fees and share-based payments	25,006	-	62,670	-
William Armstrong	Director	Directors' fees and share-based payments	24,381	-	61,420	-
Ryan Beedie	Director	Directors' fees and share-based payments	19,381	-	51,420	-
			$ 378,853	$ -	$ 952,735	$ -

(1) Management fees are paid to Sirocco Advisory Services, a company controlled by Steven Dean.

As discussed in the Liquidity and Capital Resources section above, certain directors and officers subscribed to the Private Placement.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at June 30, 2020 or as at the date hereof.

OUTSTANDING SHARE DATA

The authorized capital of Artemis consists of an unlimited number of common shares. As of the date of this report, there were 122,490,381 common shares outstanding and 34,191,463 warrants. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of $1.08 per until August 19, 2024.

The Company also has a total of 1,707,000 stock options outstanding as at the date of this report with a weighted average exercise price of $1.18 and weighted average life remaining of 9.35 years.

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 receivables, both of which are measured at amortized cost, and investment in a convertible debenture issued by VLC and an investment in VLC warrants, both of which are designated as FVTPL.

The Company's financial instruments also include amounts due to a related party and accounts payable which are measured at amortized cost.

Fair value measurements

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.

The Company's marketable securities are measured using Level 1 using their quoted price in active markets. The Company's investment in the VLC Convertible Debenture, and the investment in VLC warrants are measured using Level 3 inputs in the fair value hierarchy, as observable market data for these investments is not available. The fair values of the cash, restricted cash, receivables, accounts payable and due to related party balance approximate the carrying value as at June 30, 2020.

RISK FACTORS

The operations of the Company are speculative due to the high-risk nature of its business which is the exploration of mineral properties. These are not the only risks and uncertainties that Artemis faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations. These risk factors could materially affect the Company's 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 actually occur, Artemis' business, financial condition and operating results could be adversely affected.

COVID-19

During March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus ("COVID-19"). We continue to operate our business at this time. The Company has assessed the economic impacts of the COVID-19 pandemic on its condensed interim consolidated financial statements, including the valuation of the Company's investment in VLC. As at June 30, 2020, management has determined that its general operation of business and the value of the Company's assets are not materially impacted. In making this judgment, management has assessed various criteria including, but not limited to, existing laws, regulations, orders, disruptions and potential disruptions in commodity prices and capital markets.

While we have not experienced any significant negative impact to date, the extent to which COVID-19 impacts future business activity or financial results, and the duration of any such negative impact, will depend on future developments, which are highly uncertain and unknown at this time.

Investment in Velocity

Artemis is dependent on its 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 the Velocity's securities.

Artemis is subject to the risk that Velocity may fail to perform its obligations pursuant to the terms and conditions under the Convertible Debentures. If Velocity fails to perform such obligations, there can be no assurance that Artemis may be able to fully recover upon realization of such security or to mitigate any losses that result from such failure to perform and/or prevent any collateral losses, which could have a material adverse effect on Artemis.

Artemis is subject to Velocity's own risk factors. Historically, Velocity's sole source of funding has been advances from related individuals and entities. Velocity's access to financing is always uncertain. There can be no assurance of continued access to funding. Velocity is also exposed to foreign currency risk on fluctuations related to assets and liabilities that are denominated in United States dollars and Bulgarian Lev. Velocity is also exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on Velocity's profit or loss, the ability to obtain financing, or the ability to obtain a public listing due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. Velocity closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by Velocity. Fluctuations in value may be significant which will affect the value of Artemis' equity interest in Velocity.

Acquisitions and joint ventures

Artemis will evaluate from time to time opportunities to acquire or enter into a joint venture in respect of mining assets and businesses, including the exercise of its option to acquire the GK Project pursuant to the Option Agreement. These acquisitions and joint ventures may be significant in size, 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.

Additional financing and dilution

Artemis plans to focus on exploring for minerals and will use its working capital to carry out such exploration. However, Artemis will 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 would 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.

Economics of developing mineral properties

Mineral exploration and development is speculative and involves a high degree of risk. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable and ultimately developed into producing mines. There is no assurance that Artemis' mineral deposits are commercially mineable.

Should any mineral resources and reserves exist, substantial expenditures will be required to confirm mineral reserves which are sufficient to commercially mine and to obtain the required environmental approvals and permitting required to commence commercial operations. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) mineral prices; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits, and availability of adequate financing. Development projects have no operating history upon which to base estimates of future cash flow.

The ability to sell, and profit from the sale of any eventual mineral production from any property will be subject to the prevailing conditions in the mineral's marketplace at the time of sale.

The global minerals marketplace is subject to global economic activity and changing attitudes of consumers and other end users' demand for mineral products.

Many of these factors are beyond the control of a mining company and therefore represent a market risk which could impact the long-term viability of Artemis and its operations.

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.

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, 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.

Current global financial condition

Artemis will 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. Access to financing has been negatively affected by these economic uncertainties. These factors 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.

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 general, 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 insured against most environmental risks. Insurance against environmental risks (including potential liability for pollution and other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. 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.

Without such insurance, and if Artemis becomes subject to environmental liabilities, the payment of such liabilities would 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.

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.

Dependence on key individuals

Artemis is dependent on a relatively small number of key personnel, particularly Steven Dean, its CEO, and Chris Batalha, its CFO, 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.

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.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Artemis' general and administrative expenses and exploration and evaluation expenses is provided in the Company's statement of income and comprehensive income contained in its Annual Financial Statements and Interim Financial Statements, which are all available on Artemis' website and its profile on SEDAR at www.sedar.com.

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 expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration activities; sources, and proposed uses, of funds; capital and operating cost estimates, including general and administrative expenses; expectations regarding the ability to raise capital for future activities; and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "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' 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 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, that the results of planned exploration activities are as anticipated, the price of uranium, the anticipated cost of planned exploration 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' 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 to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to the negative operating cash flow and dependence on third party financing; the uncertainty of additional financing; potential forfeiture of the Option Agreement; the limited operating history of Artemis; the lack of known mineral resources or reserves; the influence of a large shareholder; alternate sources of energy and uranium prices; 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 licenses; 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 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.

Non-IFRS Performance Measures

The Company has included certain non-IFRS measures in this MD&A. The company believes that these measures, in addition to conventional measures prepared in accordance with IFRS, provide investors an improved ability to evaluate the underlying performance of the Project. The non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures do not have any standardized meaning prescribed under IFRS and therefore may not be comparable with other issuers.

Cash Costs

Cash costs are a common financial performance measure in the gold mining industry but with no standard meaning under IFRS. Artemis considers and discloses total cash costs on a sales basis. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, such as sales, certain investors use this information to evaluate the Project's performance and ability to generate operating earnings and cash flow from its mining operations. Management uses this metric as an important tool to monitor cost performance.

Cash costs include production costs such as mining, processing, refining and site administration, less non-cash share-based compensation, less gross revenue generated from silver sales, divided by gold ounces sold to arrive at total cash costs per gold ounce sold. Costs include royalty payments and permitting costs. Other companies may calculate this measure differently.

All-in Sustaining Costs

The Company believes that AISC more fully defines the total costs associated with producing gold. The Company typically calculates all-in sustaining costs as the sum of total cash costs (as described above), corporate general and administrative expense (net of stock-based compensation), reclamation and sustaining capital, all divided by the gold ounces sold to arrive at a per ounce figure. Other companies may calculate this measure differently as a result of differences in underlying principles and policies applied. Differences may also arise due to a different definition of sustaining versus growth capital.

Note that in respect of AISC metrics within the Study, as such economics are disclosed at the project level, corporate general and administrative expenses are not included in the AISC calculations.

APPROVAL

The Audit Committee and the Board of Artemis have approved the disclosure contained in this MD&A on August 25, 2020. A copy of this MD&A will be provided to anyone who requests it and can be located, along with additional information, on the Company's profile SEDAR website at www.sedar.com or by contacting the registered and records office, located at 2600-595 Burrard Street Vancouver, BC.