MANAGEMENT DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2020

ARTEMIS GOLD INC.

Dated November 27, 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 nine months ended September 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 nine months ended September 30, 2020 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 Mr. 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 Mr. 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 Rozino Pre-Feasibility Study ("Rozino PFS"), including its quality assurance and quality control procedures, please see the technical report dated effective October 14, 2020 on VLC's profile on SEDAR 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 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 Blackwater Gold Project ("Blackwater" or the "Blackwater Project") located in central British Columbia, its interests 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 August 21, 2020 (the "Closing"), the Company completed the acquisition of the Blackwater Project (the "Acquisition"). Pursuant to the Acquisition, Artemis acquired all of New Gold Inc's (the "Vendor") property, assets and rights related to the Blackwater Project. Consideration for the Acquisition was comprised of

- a $140,000,000 initial payment paid on Closing by the Company;
- 7,407,407 common shares of the Company issued on Closing;
- a $50,000,000 cash payment due one year from Closing;
- $234,785 of sales tax and $1,228,479 transaction costs which the Company incurred relating to the Acquisition; and
- A LOM gold stream (the "Gold Stream") with the following attributes:
    - The Vendor will receive a percentage of gold production from the Blackwater Project as follows: 8% until 279,908 refined gold ounces are delivered to and purchased by the Vendor then 4% thereafter for the LOM.
    - The Vendor will pay a purchase price equal to 35% of the spot price for the gold ounces received. The 65% discount given will be recorded as an increase to the cost of the asset when incurred as variable consideration for the Acquisition.
    - There exists a delayed construction/production penalty clause (the "Delay Penalty Clause") whereby in the event the Blackwater mineral processing facility has not achieved an average of at least 80% of nameplate capacity (as per the feasibility study) for a period of 60 days prior to each of the 7th, 8th, and 9th anniversary dates of Closing, then there will be a penalty payment owed by the Company to the Vendor for $28,000,000 (the "Penalty Payment") per annual deadline missed for a maximum $84,000,000 total potential penalty. Although the Company does not control all of the events which may result in payment of the Penalty Payments, it is likely that the minimum amount to be paid to the Vendor over time, either as a result of the Delay Penalty Clause or through future sales at a discount to the spot price, will be the sum of the Penalty Payments. Accordingly, the Company has recorded a liability for other consideration payable upon the acquisition of Blackwater valued at the present value of the Penalty Payments discounted at a rate of 12.50%.

The Vendor will also have a first ranking security interest over Blackwater until the $50,000,000 cash payment is paid, and will thereafter maintain a security interest over the Blackwater in connection with the Gold Stream subject to certain provisions.

The Company accounted for the Acquisition of Blackwater as an asset acquisition. Significant judgment and estimates were required to determine that the application of this accounting treatment was appropriate for the transaction. These included, among others, the determination that Blackwater was not considered a business under IFRS 3 - Business combinations ("IFRS 3") as Blackwater did not have the significant inputs, processes and output, that together constitute a business.

ABOUT BLACKWATER

Project Description

Location

The Blackwater Project is located in central British Columbia, approximately 160km southwest of Prince George and 446km northeast of Vancouver. The Blackwater 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 Blackwater 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 presented 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 relative to 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 the Vendor on January 22, 2014 (the "2014 Feasibility Study"). Artemis' methodology and approach to development of the Blackwater Project included the following:

- Starting at 5.5 million tonnes per annum ("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 changing the proposed location 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; and
- 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 ("LOM") (including the 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.**	$/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 Blackwater is not a measure of the economic viability and technical feasibility of the Blackwater 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 $1 = US$0.76. The economics include the effect of the Gold Stream, which was agreed with the Vendor in order to finance part of the acquisition cost of Blackwater. Under the terms of the Gold Stream, the Vendor will be entitled to purchase 8.0% of the refined gold produced from the Blackwater Project. Once 279,908 ounces of refined gold have been delivered to the Vendor, the Gold Stream will reduce to 4.0%. The Vendor 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, and expansion capital of $398 million for the Phase 3 expansion to 20.0 Mtpa. Sustaining capital over the LOM 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 during the development phase ($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 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 at $28.42/t in Phase 1, $23.30/t in Phase 2 and $15.13/t in Phase 3. Over the LOM, the Blackwater 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/oz in Stage 2 and smoothing out to 316,000 ounces of gold per year at an AISC of $911/oz 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/oz on production of 7.45 million ounces of gold, which places the Blackwater Project in the bottom quartile of the global cost curve for gold projects (source: World Gold Council).

Selling Costs, Royalties and Taxes

Selling Costs Assumptions

- 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 Blackwater Project.

Taxes

Key provincial and federal tax considerations for the Blackwater Project include:

- 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; and
- Canadian federal income tax – 15.0%, payable after applicable deductions are used.

Levered Case Assumptions

In the economic results for the Blackwater 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; and
- 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 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 tonne class hydraulic shovels and 190 tonne payload class haul trucks. As production requirements increase, the load and haul fleet will be expanded with 550 tonne class hydraulic shovels and 220 tonne 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 the Vendor.

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. 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 mill comminution on the new drill core, Bond rod mill work index, Bond ball mill work index and abrasion index 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, gold doré can be produced with a primary grind size of 80% passing 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 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%.

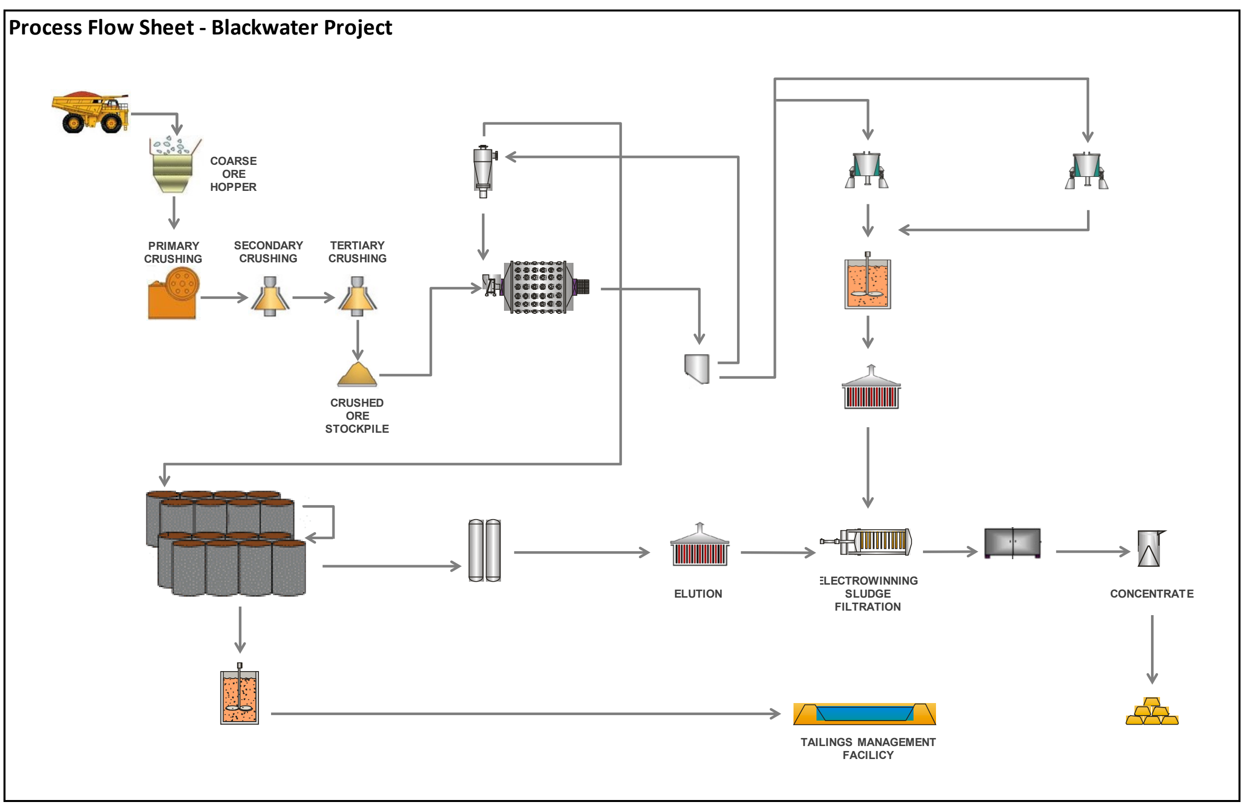
The initial design daily throughput is 15,000 tonnes per day, with an availability of 75% used in designing the crushing circuit and 93% for the design of the rest of the plant.

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, 7.3m x 12.5m, 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; and
- 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.

<u>Blackwater Process Flow Sheet</u>



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 and interpolation of silver using Ordinary Kriging. 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		
Classific-ation	**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 Ms. 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 1$; 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 Mr. 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 1$; 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.

In September 2020, the Company published a technical report in respect of the PFS on the Project ("Blackwater Gold Project British Columbia NI 43-101 Technical Report on Pre-Feasibility Study" with an effective date of August 26, 2020, available on the Company's website and on SEDAR at www.sedar.com.

Grade Control Drilling Program

In November 2020, the Company commenced a 35,000m reverse circulation drill program (the "Program") targeting mineralization planned to be mined during the first year of production within Phase 1 of the Blackwater development plan as set out in the Company's PFS. The primary objectives of the Program are to:

- Optimize grade selectivity and mine schedule for managing the tonnes and grade of mineralized material to be processed in the first year of operations;
- Increase data density by up to 16 times over current diamond drilling data;
- More accurately delineate ore and waste boundaries to mitigate ore dilution;
- Improve drill and blast designs;
- De-risk uncertainty regarding ore mined and milled during ramp-up from a project financing perspective; and
- Provide a larger sample size to reduce the grade variability of mineralization

The Program is focused on delineating an area in the southwestern portion of the Blackwater pit (scheduled in the PFS to be mined in year 1 of operations), which returned significant near surface high-grade mineralized intercepts.

This practice significantly de-risks mine performance, particularly in the initial years of production. A grade control drilling program will be part of normal mining operations once in production, with drilling typically staying ahead of ore mining by 6-12 months.

The Program is expected to continue to Q2 2021.

Next Steps

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

- Progression and achievement of final permitting required to commence construction;
- Negotiating and awarding of lump-sum fixed price EPC Contracts in respect of key components of construction of the Blackwater Project;
- Arrangement of requisite debt and equity financing to support development activities;
- Planning for a diamond drilling exploration program to test resource extensions where the deposit remains open;
- Continuing engagement and consultation with other Indigenous groups who may be impacted by the Blackwater Project; and
- Continuing work on a definitive Feasibility Study based on the revised development approach with detailed engineering of the Blackwater Project;

VLC INVESTMENT

On March 14, 2019, Artemis 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 comprised (i) 18,600,000 units of VLC (the "Initial VLC Units") issued at a price of $0.21 per Initial VLC Unit, for $3,906,000, and (ii) $5,094,000 principal amount of secured convertible debenture of VLC (the "Convertible Debenture").

Each Initial VLC Unit consisted 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 earns 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 VLC'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 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 ("Subsequent VLC Units"). Each Subsequent 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%.

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 VLC Shares.

On October 5, 2020, VLC settled interest owed on the convertible debenture of $216,495 for the period of April 1, 2020 to September 30, 2020 by issuing 484,415 VLC Shares.

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. ("Gorubso"), 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 10,400km2 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 the Tintyava Property (which includes the Rozino gold deposit) through delivery of a Preliminary Economic Assessment ("PEA"). Velocity has entered into option agreements with Gorubso to earn a 70% interest in two other gold projects being Makedontsi and Obichnik,. Velocity is currently conducting a comprehensive exploration and drill program at Rozino, Makedontsi, and Obichnik, and has completed a Pre-Feasibility Study on Rozino (the "Rozino PFS") in Q3, 2020.

.Velocity has entered into an option agreement with Balkan Mineral Development OOD (BMD) to earn a 100% interest in the Iglika property by incurring staged expenditures of $460,000 and $765,000 by the end of 2020 and 2021, respectively. The property is located in southeast Bulgaria outside of the Alliance area in a highly prospective precious and base metal mineral belt. Iglika has potential for both epithermal gold and porphyry copper deposits.

Rozino PFS

As noted above, Velocity completed the Rozino PFS in October 2020. The Rozino PFS establishes the Rozino deposit as supporting an economic open pit mine operation with gold recovery by a combination of on-site concentration in a flotation plant and further processing to produce a gold-silver doré in the existing and operating processing plant located in Kardzhali, 85km by road from Rozino, where doré would be produced. The Rozino PFS financial model base case returns an after-tax net present value at a 5% discount rate ("$NPV_{5\%}$") of $163 million and an after-tax internal rate of return ("IRR") of 27.4%. Velocity completed a PEA in September 2018 to earn a 70% interest in the Rozino project. The Rozino PFS 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 plant where saleable gold doré would be produced.

Rozino PFS[1] Highlights

- **After-Tax Financials**: After-tax $NPV_{5\%}$ of $163 million (US$123 million) and after-tax IRR of 27.4% using a base case gold price of US$1,500 per ounce.
- **Life of Mine Earnings**: $293 million before interest, taxes, and depreciation.
- **Cash Cost**: All-in sustaining cost[2] of US$755 per ounce of gold and cash cost[3] of US$699 per ounce of gold.
- **Capital Costs**: Total estimated capital costs of US$94.8 million and pre-production capital costs of US$87.1 million (including an 11% contingency).
- **Mineral Resource:** Indicated Mineral Resource at a 0.3 g/t gold cut-off grade of 20.5 Mt at 0.87 g/t gold, for contained gold of 573,000 ounces and an Inferred Mineral Resource at a 0.3 g/t cut-off of 0.38 Mt at 0.8 g/t gold for 10,000 ounces[4].
- **Initial Mineral Reserve:** Probable Mineral Reserve at a 0.5 g/t gold cut-off grade of 11.8 Mt at 1.22 g/t gold for 465,000 ounces.
- **Mining**: Open pit with 0.5 g/t gold cut-off grade (COG), low strip ratio of 2.2 and 1.22 g/t life of mine ("**LOM**") gold grade.
- **Conventional Process Flow Sheet:** Returns 79.3% gold recovery to doré at the operating Processing Plant.
- **Processing**: On-site flotation producing gold-bearing pyrite concentrate assaying from 15 to 40 g/t and transportation to the Processing Plant (located 85km from the Project) for processing to produce doré.
- **Low Environmental Risk:** Small project footprint with benign, non-acid generating and non-hazardous waste and tailings material.
- **Opportunities for Project Enhancement:** The Rozino gold deposit is open to the southeast and exploration is ongoing. Additional pit tailings storage capacity exists to accommodate potential increases in ore production.

Notes:
(1) Base case parameters assume a gold price of US$1,500/oz and an exchange rate (CAD$ to US$) of 0.75. Financial results on 100% equity basis.
(2) All-In Sustaining Cost (AISC) is defined as all cash costs related to production costs such as mining, processing, refining, site administration, and NSR royalty to final product (direct and indirect), and mine closure and rehabilitation. Sustaining capital costs related to continuing the business including 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. See "Use of Non-IFRS Financial Performance Measures" below.
(3) Cash Costs include production costs such as mining, processing, refining, site administration, and NSR royalty, divided by gold ounces sold to arrive at a cash cost per gold ounce sold. See "Use of Non-IFRS Financial Performance Measures" below.
(4) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Inferred Mineral Resources are considered too speculative geologically in nature to enable them to be categorized as Mineral Reserves and there can be no certainty that all or any part of an inferred mineral resources will ever be upgraded to Indicated Mineral Resources or Measured Mineral Resources.

Rozino Mineral Reserves

The Rozino deposit supports an economic open pit mining operation. The Rozino Mineral Reserve estimate is based on the Indicated classification of the Mineral Resource contained within the pit design. The Mineral Reserve estimate has considered all modifying factors appropriate to the Rozino Gold Project.

The reference point at which the Mineral Reserves are defined is where the ore is delivered to the processing plant.

Probable Mineral Reserves (effective date 20th August 2020)

Ore Type	Reserve Category	Tonnes Mt	Gold Grade g/t	Contained Metal koz Gold	Metallurgical Recovery %	Recoverable Metal koz Gold
Oxide	Probable	1.9	1.07	64	67.4	43
Transitional	Probable	1.8	1.15	68	70.7	48
Sulphide	Probable	8.1	1.27	332	83.3	277
Total	**Probable**	**11.8**	**1.22**	**465**	**79.3**	**368**

Notes:
(1) The Mineral Reserve disclosed herein has been estimated in accordance with CIM Definition Standards.
(2) Mineral Reserves discard cut-off grade was 0.5 g/t gold.
(3) Mineral Reserves are based on a US$1,500/oz gold price.
(4) Mineral Reserves account for mining dilution and ore loss.
(5) Probable Mineral Reserves were based on Indicated Mineral Resources.
(6) Sum of individual amounts may not equal due to rounding.

None of the Inferred category of the Mineral Resources are included in the Mineral Reserves. Inferred Mineral Resources do not contribute to the financial performance of the Project and are treated in the same way as waste.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

The following information for the three and nine months September 30, 2020 was derived from the Interim Financial Statements.

Three-month period ended September 30, 2020 and 2019

During the three months ended September 30, 2020 and 2019 the Company had net loss of $2,237,147 and net income $1,387,978, respectively, comprised of:

	For the three months ended September 30,	
	2020	2019
	$	$
Operating expense		
Depreciation	**41,871**	-
Management fees and wages	**1,031,262**	67,940
Investor relations and corporate development	**93,583**	2,770
Office, insurance and general	**118,021**	14,880
Professional fees	**143,360**	16,179
Share-based payments	**503,451**	-
Transfer agent and regulatory	**46,351**	33,724
Travel, meals and entertainment	**1,251**	-
Loss from operations	**(1,979,150)**	(135,493)
Other income (expense)		
Accretion expense on lease liability	**(13,245)**	-
Accretion expense on consideration payable	**(344,037)**	-
Convertible debenture interest expense	**-**	(21,227)
Equity loss from investment in associate	**(197,151)**	(117,018)
(Loss) gain on convertible debt	**(612,693)**	1,274,574
(Loss) gain on warrants	**(379,366)**	548,442
Interest income	**170,828**	34,477
Net income (loss) before income taxes	**(3,354,814)**	1,583,755
Deferred income tax recovery (expense)	**1,117,667**	(195,777)
Net (loss) income	**(2,237,147)**	1,387,978
Unrealized gain on marketable securities	**794,052**	-
(Loss) income and comprehensive (loss) income	**(1,443,095)**	1,387,978
(Loss) earnings per common share		
Basic	**(0.03)**	0.06
Diluted	**(0.03)**	0.06
Weighted average number of common shares outstanding		
Basic	**79,573,076**	23,979,721
Diluted	**79,573,076**	25,315,240

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

During the three months ended September 30, 2020 and 2019, the Company had operating expenses of $1,979,150 and $135,493, 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 including the Acquisition.

Management fees and wages were $1,031,262 and $67,940, for the three months ended September 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. The increase is a reflection of a full quarter of salaries, and an annual bonus that was paid to management in Q3 2020.

Investor relations and corporate development expense was $93,583 and $2,770, for the three months ended September 30, 2020 and 2019, respectively, and relate primarily to costs incurred in reviewing potential mining assets for acquisition or partnership, as well as fundraising for the Acquisition.

Office, insurance and general expense was $118,021 and $14,880, for the three months ended September 30, 2020 and 2019, respectively, and relate to overhead and service cost for the Company's head office in Vancouver as well as additional corporate insurance expenditures which increased in light of the change in stage of development and growth of the Company since the prior year.

Professional fees were $143,360 and $16,179 for the three months ended September 30, 2020 and 2019, respectively. The increases relate to the increased scope of activities since the Acquisition.

Share-based payments of $503,451 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, 200,000 options on January 6, 2020, 2,900,000 options on August 27, 2020 and 175,000 options on September 9, 2020.

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

Investment in Velocity

The investment in VLC is comprised of:

	Investment in associate	Convertible debenture	Warrants	Total
	$	$	$	$
Balance, June 30, 2020	7,525,570	10,761,705	2,694,495	20,981,770
Fair value change in the period	-	(612,693)	(379,366)	(992,059)
Equity loss on investment in associate	(197,151)	-	-	(197,151)
Balance, September 30, 2020	**7,328,419**	**10,149,012**	**2,315,129**	**19,792,560**

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 decrease in fair value of $612,693 for the three months ended September 30, 2020 compared to the gain of $1,274,574 was significantly impacted by the decrease in the VLC share price from $0.48 on June 30, 2020 to $0.45 on September 30, 2020.

Equity component – common shares and warrants

As at September 30, 2020 the Company owns 25,004,587 common shares of VLC that have a fair market value of $11,377,087 based on the quoted market price.

The warrants have been measured at FVTPL which resulted in a loss of $379,366 and a gain of $548,442, for the three months ended September 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 loss for the three months ended September 30, 2020 resulted primarily from a decrease in the VLC share price in the period from $0.48 per share at June 30, 2020 to $0.45 per share at September 30, 2020.

Equity loss from investment in VLC was $197,151 and $117,018, for the three months ended September 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 $170,828 and $34,477, for the three months ended September 30, 2020 and 2019, respectively, and relates to interest earned on cash balances. The increase is due to the Company carrying more cash during the three months ended September 30, 2020 compared to the prior year period.

Accretion expense on $50 million consideration payable to the Vendor

Accretion expense on the $50 million consideration payable to the Vendor due August 21, 2021 was $344,037 and $nil, for the three months ended September 30, 2020 and 2019, respectively. The increase is due to the Acquisition of Blackwater in Q3 2020.

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

During the nine months ended September 30, 2020 and the period from January 10, 2019 to September 30, 2019 the Company had a net loss of $2,979,203 and net income of $7,484,286 respectively, comprised of:

	For the nine months ended September 30, 2020	For the period from January 10, 2019 to September 30, 2019
	$	$
Operating expense		
Depreciation	**125,613**	-
Management fees and wages	**1,633,912**	67,940
Investor relations and corporate development	**367,975**	2,770
Office, insurance and general	**248,301**	14,880
Professional fees	**269,679**	135,413
Share-based payments	**1,284,569**	-
Transfer agent and regulatory	**85,280**	33,724
Travel, meals and entertainment	**10,384**	-
Loss from operations	**(4,025,713)**	(254,727)
Other income (expense)		
Accretion expense on lease liability	**(40,785)**	-
Accretion expense on consideration payable	**(344,037)**	-
Convertible debenture interest expense	**-**	(148,591)
Equity loss from investment in associate	**(353,836)**	(185,741)
Gain on investment in associate	**-**	1,488,000
Gain on convertible debt	**366,073**	5,262,077
(Loss) gain on warrants	**(277,612)**	2,436,322
Interest income	**422,646**	34,477
Net (loss) income before income taxes	**(4,253,264)**	8,631,817
Deferred income tax recovery (expense)	**1,274,061**	(1,147,531)
Net (loss) income	**(2,979,203)**	7,484,286
Unrealized gain on marketable securities	**2,036,675**	-
(Loss) income and comprehensive (loss) income	**(942,528)**	7,484,286

(Loss) earnings per common share		
Basic	**(0.05)**	0.71
Diluted	**(0.05)**	0.50
Weighted average number of common shares outstanding		
Basic	**58,793,020**	10,476,773
Diluted	**58,793,020**	15,382,139

Operating expenses for the nine months September 30, 2020 and the period from January 10, 2019 (inception) to September 30, 2019

During the nine months September 30, 2020 and the period from January 10, 2019 to September 30, 2019, the Company had operating expenses of $4,025,713 and $254,727, 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 including the Acquisition.

Management fees and wages were $1,633,912 and $67,940, for the nine months September 30, 2020 and the period from January 10, 2019 to September 30, 2019, respectively, and relate entirely to officers and staff at the Company's head office. Officers began receiving payments effective September 1, 2019. The increase is a reflection of a full nine months of salaries, and an annual bonus that was paid to management in Q3 2020.

Investor relations and corporate development expense was $367,975 and $2,770, for the nine months September 30, 2020 and the period from January 10, 2019 to September 30, 2019, respectively, and relate primarily to costs incurred in reviewing potential mining assets for acquisition or partnership, and additional activities since the Acquisition.

Office, insurance, and general expense was $248,301 and $14,880, for the nine months September 30, 2020 and the period from January 10, 2019 to September 30, 2019, respectively, and relate to overhead and service cost for the Company's head office in Vancouver as well as additional corporate insurance expenditures which increased in light of the change in stage of development and growth of the Company since the prior year.

Professional fees were $269,679 and $135,413 for the nine months ended September 30, 2020 and 2019, respectively. The increases relate to the growth of the Company compared to the period ended September 30, 2019 and the increased scope of activities since the Acquisition.

Share-based payments of $1,284,569 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, 200,000 options on January 6, 2020, 2,900,000 options on August 27, 2020 and 175,000 options on September 9, 2020.

Other income (expenses) for the nine months September 30, 2020 and for the period from January 10, 2019 to September 30, 2019

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	-	366,073	(277,612)	88,461
Shares received in settlement of interest	216,495	(216,495)	-	-
Equity loss on investment in associate	(353,836)	-	-	(353,836)
Balance, September 30, 2020	**7,328,419**	**10,149,012**	**2,315,129**	**19,792,560**

Convertible debenture component

During the nine months September 30, 2020 the fair value gain on the convertible debenture of $366,073 is mainly reflective 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

On March 14, 2019, the Company acquired the 18,600,000 Initial VLC Units. The attributed cost of the common shares (included in the Initial VLC Units) 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 associated warrants included in the Initial VLC Units was determined (using the Black-Scholes option pricing model) as $1,230,531. The total attributed values were therefore 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.

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.

As at September 30, 2020 the Company owns 25,004,587 common shares of VLC that have a fair market value of $11,377,087, based on the quoted market price.

Equity loss from investment in VLC was $353,836 and $185,741, for the nine months September 30, 2020 and the period from January 10, 2019 to September 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 loss of $277,612 compared to a gain of $2,436,322, for the nine months September 30, 2020 and the period from January 10, 2019 to September 30, 2019, respectively. The Company used the Black-Scholes option pricing model to calculate the fair value of the warrants held in VLC. The loss in 2020 resulted primarily from a decrease in the VLC share price in the period from $0.455 per share at December 31, 2019 to $0.450 per share at September 30, 2020.

Interest income

Interest income was $422,646 and $34,477, for the nine months September 30, 2020 and the period from January 10, 2019 to September 30, 2019, respectively, and relates to interest earned on cash balances. The increase is due to the Company carrying more cash during the nine months ended September 30, 2020, compared to the period from January 10, 2019 to September 30, 2019.

Accretion expense on $50 million consideration payable to the Vendor

Accretion expense on consideration payable was $344,037 and $nil, for the nine months ended September 30, 2020 and 2019, respectively. There was no accretion expense on the consideration payable to the Vendor as such consideration was not owing until the completion of the Acquisition in Q3 2020.

SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's Interim Financial Statements prepared in accordance with IFRS applicable to interim financial reporting including IAS 34 – *Interim Financial Reporting*. 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.

	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
	$	$	$	$	$
Revenue	-	-	-	-	-
Net (loss) income	(2,237,147)	3,882,635	(4,624,691)	(1,208,292)	1,387,978
Basic (loss) income per share	(0.03)	0.08	(0.10)	(0.06)	0.06
Diluted (loss) income per share	(0.03)	0.06	(0.10)	(0.06)	0.06
Cash dividend declared per share	nil	nil	nil	nil	nil

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 decreased 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 net income recognized during the quarter ended June 30, 2020 was mainly as 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 September 30, 2020 above for discussion of net operating loss incurred in Q3 2020.

LIQUIDITY, CAPITAL RESOURCES, AND CASH FLOWS

Liquidity

As an exploration stage company, Artemis does not have revenues and is expected to incur operating losses. As at September 30, 2020, the Company had cash of $58,087,795. The Company also holds a restricted cash balance of $540,800 related to retirement obligations related to Blackwater. The Company's working capital as at September 30, 2020 was $14,401,189. In February 2020 the Company invested an additional $2,066,755 in Velocity. As at September 30, 2020 the Company's undiluted ownership in VLC was 21.73%.

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"). 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% have been released from escrow every six months starting March 31, 2020 and will continue until September 30, 2022. At September 30, 2020, 10,733,492 shares remained in escrow.

During the nine months September 30, 2020, the exercise of share purchase warrants and stock options provided the Company with additional liquidity. A total of 3,453,499 share purchase warrants were exercised for gross proceeds of $3,729,779 and a total of 13,000 stock options were exercised for gross proceeds of $15,080.

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 $175,029,998. 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. 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.

Pursuant to the Acquisition, the Company issued 7,407,407 common shares.

On September 3, 2020, the Company completed a non-brokered private placement financing for gross proceeds of $1,362,500. Pursuant to the private placement the Company issued 250,000 common shares. As at the date of this report, the Company has sufficient working capital to meet its contractual obligations for the ensuing 12 months. Having said this, in order for the Company to meet such obligations and undertake its discretionary spending related to further development of the Blackwater Project, it will need to (and the Company intends to) fund such planned expenditures by obtaining financing through additional equity financing, or through debt financing. Management is confident financing will be available at terms agreeable to the Company, however there can be no assurance that the Company will secure the funding required for such elective initiatives.

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

Working capital is held almost entirely in cash, significantly reducing any liquidity risk of financial instruments held by Artemis.

Cash flows

	Q3 2020	Q3 2019
	$	$
Cash and cash equivalents, beginning of period	**28,301,282**	-
Cash (used in) operating activities	**(1,753,255)**	(34,378)
Cash (used in) provided by investing activities	**(141,931,729)**	34,477
Cash provided by financing activities	**173,471,497**	32,510,351
Cash and cash equivalents, end of period	**58,087,795**	32,510,450

Review of cash flows Q3 2020 compared to Q3 2019

The cash used in operating activities increased from Q3 2019 compared to Q3 2020 due to the change in scope of activities leading up to and following on from the Acquisition.

- Net loss from operations in Q3 2020 was $2,237,147 compared to net income of $1,387,978 in Q3 2019
- Movements in items not involving increased cash by $803,119 in Q3 2020 compared to a decrease in cash of $1,523,471 in Q3 2019. This is largely attributed to significant gains on the VLC investment in Q3 2019 compared to losses on investment in Q3 2020. Also, the Company incurred accretion expense on consideration related to the Acquisition of $344,037, share-based payments increased to $503,451 and deferred income tax recovery was $1,117,667 compared to $nil and an expense of $195,777, respectively, in Q3 2019.
- Movements in non-cash working capital decreased cash by $319,428 in Q3 2020 compared to an increase of $101,115 in Q3 2019. This was significantly attributed to the increase in ITCs receivable on the increased expenditures in Q3 2020 compared to Q3 2019.

The cash used in investing activities was $141,931,729 in Q3 2020 compared to cash provided by investing activities of $34,477 in Q3 2019. The majority of the difference is attributed to the Initial Payment to the Vendor in connection with the Acquisition in Q3 2020 compared to the interest earned on cash in Q3 2019.

Cash provided by financing activities in Q3 2020 was $173,417,497 compared to $32,510,351 in Q3 2019. The increase in Q3 2020 is related to the Offering, which was partially used to finance the acquisition of Blackwater.

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 statements of (loss) income and comprehensive (loss) income is:

			For the three months ended		For the nine months ended	
Related Party	**Relationship**	**Compensation type**	**September 30, 2020**	September 30, 2019	**September 30, 2020**	September 30, 2019
			$	$	**$**	$
Steven Dean	Chairman and CEO	Consulting fees, benefits and share-based payments [1]	**726,109**	-	**1,173,794**	-
Chris Batalha	CFO and Corporate Secretary	Wages, benefits, and share-based payments	**325,171**	-	**592,041**	-
David Black	Lead Director	Directors' fees and share-based payments	**47,843**	-	**110,513**	-
Robert Atkinson	Director	Directors' fees and share-based payments	**46,593**	-	**109,263**	-
William Armstrong	Director	Directors' fees and share-based payments	**46,176**	-	**107,596**	-
Ryan Beedie	Director	Directors' fees and share-based payments	**37,843**	-	**89,263**	-
			1,229,735	-	**2,182,470**	-

(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 September 30, 2020 or as at the date hereof.

SUBSEQUENT EVENTS

Subsequent to September 30, 2020, a total of 75,000 share purchase warrants were exercised for gross proceeds of $81,000.

On October 5, 2020, VLC settled interest owed on the Convertible Debenture of $216,495 for the period of April 1, 2020 to September 30, 2020 by issuing 484,415 VLC Shares to the Company.

Effective November 4, 2020, the Company graduated from Tier 2 to Tier 1 status on the TSXV. Pursuant to the escrow agreement 6,261,204 shares were released from escrow and the remaining 4,472,289 shares in escrow will be released on March 30, 2021.

On November 24, 2020, the Company acquired an additional 4,000,000 VLC Shares at a price of $0.50 per share.

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 124,204,936 common shares outstanding and 32,739,908 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 4,782,000 exercisable stock options outstanding as at the date of this report with a weighted average exercise price of $3.79 and weighted average life remaining of 6.2 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, receivables and prepayments, accounts payable and due to related party balance approximate the carrying value as at September 30, 2020.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

The consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"), effective as of September 30, 2020. The Company's significant accounting policies are described in Note 3 of the Company's annual financial statements for the period ended December 31, 2019 and Note 2 of the Company's Interim Financial Statements.

SIGNIFICANT ACCOUNTING POLICIES ADOPTED IN THE PERIOD

(a) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of plant and equipment includes the acquisition cost or construction cost, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use, an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and for qualifying assets, the associated borrowing costs. Where the cost of an item of plant and equipment includes variable payments based on future performance of the asset, the Company has elected to record variable consideration as an increase to the cost of the asset, which will subsequently be expensed as depletion during periods of commercial production.

Where an item of plant and equipment is comprised of major components with different useful lives, the components are accounted for as separate items of plant and equipment. Costs incurred for major overhaul of existing equipment and sustaining capital are capitalized as plant and equipment and are subject to depreciation once they are available for use.

Major overhauls include improvement programs that increase the productivity or extend the useful life of an asset beyond that initially envisaged. The costs of routine maintenance and repairs that do not constitute improvement programs are accounted for as an expense in the statements of (loss) income and comprehensive (loss) income.

Depreciation of plant and equipment

The carrying amounts of plant and equipment are depreciated to their estimated residual value over the estimated useful lives of the specific assets concerned, or the estimated life-of-mine, if shorter. Depreciation starts on the date when the asset is available for its intended use. The major categories of plant and equipment are depreciated on a straight-line basis using the estimated lives indicated below:

Vehicles	5 - 7 years
Camp	LOM
Equipment	17 years
Furniture	5 years
Buildings	LOM

(b) Reclamation and closure cost obligations

The Company's mining and exploration activities are subject to various governmental laws and regulations relating to the protection of the environment. The Company intends, in the future, to make expenditures to comply with such laws and regulations. The Company has recorded a liability and corresponding asset for the estimated future cost of reclamation and closure, including site rehabilitation and long-term treatment and monitoring costs. These costs represent management's best estimates which incorporate assumptions on the effects of inflation and other specific risks associated with the related liabilities. The costs are discounted to net present value using the risk-free rate applicable to the future cash outflows. Such estimates are, however, subject to changes in laws and regulations or changes to market inputs to the decommissioning model.

The present value of estimated costs is recorded in the period in which the asset is installed or the environment is disturbed and a reasonable estimate of future costs and discount rates can be made.

After the initial measurement, the obligation is adjusted to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized in finance costs, whereas increases and decreases due to changes in the estimated future cash flows are capitalized and depreciated over the life of the related asset unless the amount deducted from the cost exceeds the carrying value of the asset, in which case the excess is recorded in net earnings. Actual costs incurred upon settlement of the site restoration obligation are charged against the provision to the extent the provision was established for those costs. Upon settlement of the liability, a gain or loss may be recorded in net earnings.

Critical judgements in the application of accounting policies

Acquisition accounting

The Company accounted for the Acquisition of Blackwater as an asset acquisition. Significant judgment and estimates were required to determine that the application of this accounting treatment was appropriate for the transaction. These included, among others, the determination that Blackwater was not considered a business under IFRS 3 - Business combinations ("IFRS 3") as Blackwater did not have the significant inputs, processes and output, that together constitute a business.

Blackwater stream agreement

The Company has applied significant judgment in determining the appropriate accounting for the Blackwater stream agreement which formed part of the overall consideration in the Acquisition of Blackwater. This involved an evaluation of the terms and conditions of the stream as well as the substance of the overall arrangement related to the Acquisition. Judgement was also required to assess whether the arrangement included embedded derivatives exist, which required separate accounting. Based on this evaluation, the Company considers the 65% discount given to the Vendor on a percentage of future gold sales under the stream agreement to be in substance a royalty retained by the Vendor on a portion of the property, and accounted for this as variable consideration in exchange for the acquisition of a group of assets.

Key sources of estimation uncertainty in the application of accounting policies

Fair value of assets acquired

The acquired assets include a camp, vehicles, equipment, land, buildings, leases, asset retirement obligation, mineral acquisition claim costs, and the mineral property. Fair value was determined using third party reports, and reasonable management estimates, as applicable.

Reclamation and closure cost obligations

The Company's provision for reclamation and closure cost obligations represents management's best estimate of the present value of the future cash outflows required to settle the liability which reflects estimates of future costs, inflation, and assumptions of risks associated with the future cash outflows, and the applicable risk-free interest rates for discounting the future cash outflows. Changes in the above factors can result in a change to the provision recognized by the Company.

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.

For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the period from January 10, 2019 to December 31, 2019 as well as the additional risk factors disclosed below.

Limited Business History

Artemis has a short history of operations and has no history of earnings. The likelihood of success of Artemis must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. Artemis has limited financial resources and there is no assurance that funding will be available to it when needed. There is also no assurance that Artemis can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Unknown Environmental Risks for Past Activities

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

Economics of Developing Mineral Properties

Mineral exploration and development is speculative and involves a high degree of risk. 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 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 minerals 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.

Social and Environmental Activism

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

First Nations Land Claims

Certain of the Company's mineral properties may now or in the future be the subject of First Nations land claims. The legal nature of First Nations land claims is a matter of considerable complexity. The impact of any such claim on the Company's interest in its mineral properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of First Nations rights in the areas in which the Company's mineral properties are located, by way of negotiated settlements or judicial pronouncements, would not have an adverse effect on the Company's activities. In addition, there is no assurance that the Company will be able to establish practical working relationships with First Nations which would allow it to ultimately develop the Company's mineral properties.

Factors Beyond the Control of Artemis

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

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that Artemis' properties can be mined at a profit. Factors beyond the control of Artemis may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, international investment patterns, national fiscal policies, monetary systems, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, Artemis' principal products and exploration targets, gold, is affected by various factors, including political events, economic conditions and production costs. The price of gold, silver and other metals has fluctuated widely in recent years. Future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on Artemis' business, financial condition and result of operations. Moreover, the ability of Artemis to fund its activities and the valuation of investor companies will depend significantly upon the market price of precious and other metals The effect of these factors, individually or in the aggregate, is impossible to predict with accuracy.

Artemis' Proposed Operations Will Require Access to Adequate Infrastructure

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

Costs of Land Reclamation Risk

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

No Assurance of Title to Property

There may be challenges to title to the mineral properties in which Artemis holds an interest. If there are title defects with respect to any properties, Artemis might be required to compensate other persons or perhaps reduce its interest in the affected property. Also, in any such case, the investigation and resolution of title issues would divert management's time from ongoing exploration and development programs.

Price Volatility of Publicly Traded Securities

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

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 Interim Financial Statements, including the valuation of the Company's investment in VLC. As at September 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.

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 November 27, 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.