MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2024

ARTEMIS GOLD INC.

Dated March 11, 2025

1. GENERAL

This management's discussion and analysis ("**MD&A**") is management's interpretation of the results and financial condition of Artemis Gold Inc. ("**Artemis Gold**" or the "**Company**") for the year ended December 31, 2024 and includes events up to the date of this MD&A. This discussion should be read in conjunction with the annual audited financial statements for the years ended December 31, 2024 and 2023 and the related notes thereto of the Company (the "**Annual Financial Statements**") and other corporate filings of the Company, including its most recently filed Annual Information Form ("**AIF**"), all of which are available under the Company's profile on SEDAR+ at www.sedarplus.ca. Unless otherwise specified, the Company's Annual Financial Statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("**IFRS**"). All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. This MD&A contains forward-looking information. Please see the section, "Note Regarding Forward-Looking Information" for a discussion of the risks, uncertainties and assumptions used to develop the Company's forward-looking information. For additional discussion and details of these risks, refer to the risk factors set forth in the Company's most recently filed AIF, which can be found under the Company's corporate profile on SEDAR+ at www.sedarplus.ca.

2. TECHNICAL INFORMATION

All scientific and technical information herein related to the Blackwater Gold Mine located in central British Columbia ("**Blackwater**" or the "**Blackwater Mine**") has been reviewed and approved by Mr. Jeremy Langford, FAusIMM., who is the Company's President and Chief Operating Officer and a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). The Company previously issued a technical report entitled "Blackwater Gold Project, NI 43-101 Technical Report on Updated Feasibility Study" with an effective date of September 10, 2021 (the "**2021 Feasibility Study**"). On February 21, 2024, the Company announced the results of an expansion study to optimize the timing of expansion of Blackwater through the advancing of Phase 2 to year 3 of operations at an increased production capacity of 15 million tonnes per annum ("**Mtpa**"), and Phase 3 to year 7 of operations at an increased production capacity of 25 Mtpa (the "**Expansion Study**"). Both the 2021 Feasibility Study and the Expansion Study are available on the Company's profile at www.sedarplus.ca.

3. BACKGROUND

Artemis Gold was incorporated on January 10, 2019 pursuant to the *Business Corporations Act* (British Columbia) under the name 1193490 B.C. Ltd. The Company's common shares are traded on the TSX Venture Exchange ("**TSXV**") under the symbol "ARTG".

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

4. HIGHLIGHTS, KEY BUSINESS DEVELOPMENTS, AND DEVELOPMENT OF BLACKWATER

(i) Mill Commissioning, First Pour of Gold and Silver and Ramp-up

On January 22, 2025, the Company announced that commissioning of the grinding circuit at the Blackwater Mine has advanced and has commenced milling first ore.

On January 29, 2025, the Company announced that it completed its first pour of gold and silver doré at the Blackwater Mine.

On February 24, 2025, the Company announced it has continued its ramp-up of the Blackwater Mine since the first pour of gold and silver doré on January 29, 2025. At that time, the crushing circuit was averaging 16,500 ore tonnes per day (in excess of nameplate capacity) and the ball mill was averaging more than 12,500 tonnes of ore per day (over 75% of nameplate capacity). During February 2025, the Company completed commissioning and handover of its third production excavator. Blackwater's heavy haul fleet was direct-tipping into the primary crusher. Operations integration and budgeted operational roles have all been filled. The processing facility was stripping carbon on a daily basis and the performance of both the dry and wet plant are expected to increase further as Blackwater continues to target commercial production in Q2 2025.

(ii) Receipt of proceeds under the COF and Stand-by Facility

During Q4 2024, the Company completed the draw on the cost overrun facility ("**COF**") of $40 million and completed the draws on the subordinated and unsecured stand-by facility ("**Stand-by Facility**") of $65 million. As at December 31, 2024, the Company capitalized $1.8 million of the $10 million available in capitalized interest under the Stand-by Facility.

In January 2025, the Company entered into an agreement to extend the Stand-by Facility, securing an additional $40 million in subordinated and unsecured debt funding. The additional funding carries similar terms as the existing Stand-by Facility and is to be repaid by July 31, 2025.

(iii) Simplification of the Silver Stream

In March 2025, the Company entered into an amendment of its Silver Stream Precious Metals Purchase Agreement (the "**Silver Stream**") whereby the process for determining the volume of silver production has been simplified (the "**Silver Stream Simplification**"). Previously, the determination of silver production under the Silver Stream required the application of a complex metallurgical protocol to determine the silver content of the mill feed, and applied a fixed recovery rate of 61%. Under the Silver Stream Simplification, the silver production will be determined based on a fixed ratio of silver to gold ounces produced. The ratio will be as follows:

- 5.17 ounces of silver for every ounce of gold produced while the plant throughput is less than 15Mtpa;
- 5.10 ounces of silver for every ounce of gold produced while the plant throughput exceeds 15Mtpa, but is less than 20Mtpa;
- 5.07 ounces of silver for every ounce of gold produced while the plant throughput exceeds 20Mtpa.

The stream percentage remains 50% of produced silver, until such time as 17.8 million ounces of silver have been delivered into the stream, at which point the stream percentage reduces to 33% of produced silver and the Silver Stream reverts to the original metallurgical protocols.

The Silver Stream Simplification allows the Company to prioritize gold production as the Company is no longer required to deliver a fixed recovery of silver to the stream company. The Silver Stream Simplification is also expected to significantly reduce the administrative burden and costs which would have been associated with applying the complex metallurgical protocols previously required by the streaming company.

The Silver Stream Simplification creates a theoretical timing difference which is estimated to deliver additional silver ounces equivalent to approximately 1% of silver reserves (approximately 600,000 ounces of silver) into the Silver Stream over the life of mine. In exchange, the streaming company provided the Company with an additional stream deposit of US$30 million (approximately $43 million).

5. DISCUSSION OF OPERATIONS AND SELECTED ANNUAL INFORMATION

During the years ended December 31, 2024 ("**FY 2024**"), December 31, 2023 ("**FY 2023**") and December 31, 2022 ("**FY 2022"),** the Company incurred a net loss of $31.4 million, of $11.4 million and of $21.6 million, respectively.

The following information has been derived from and should be read in conjunction with the Consolidated Financial Statements for the years ended December 31, 2024, December 31, 2023 and December 31, 2022 ("**Annual Financial Statements**") which are available on www.sedarplus.ca.

	FY 2024 $	FY 2023 $	FY 2022 $
Operating expenses			
Depreciation	**681,450**	679,377	412,254
Management fees and wages	**5,589,522**	5,033,033	5,049,645
Investor relations and corporate development	**456,908**	524,746	417,838
Office, insurance and general	**1,640,233**	2,080,825	1,420,683
Professional fees	**965,371**	1,199,266	736,601
Share-based payments	**7,998,029**	4,467,272	5,078,570
Loss from operations	**(17,331,513)**	(13,984,519)	(13,115,591)
Other (expense) income			
Interest expense on lease liability	**(67,672)**	(110,176)	(72,545)
Accretion expense on asset retirement obligation	**(414,085)**	(307,994)	(63,456)
Equity loss from investment in associate	**(470,117)**	(590,749)	(893,189)
Change in fair value of derivatives	**(13,158,136)**	-	-
Interest income	**-**	3,548,307	3,048,855
Fair value adjustment on warrants	**-**	-	(644,119)
Impairment loss on investment in associate	**-**	-	(9,889,867)
Net loss and comprehensive loss	**(31,441,523)**	(11,445,131)	(21,629,912)
Other comprehensive loss, net of tax			
Items that will not be reclassified to net loss			
Gains on marketable securities	**-**	-	262,316
Comprehensive loss	**(31,441,523)**	(11,445,131)	(21,367,596)
Net loss per common share			
Basic and diluted	**(0.15)**	(0.06)	(0.13)
Weighted average number of common shares outstanding			
Basic and diluted	**211,486,393**	196,582,307	162,477,167

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

Share-based payments

Share based payments increased by $3.5 million when comparing FY 2024 to FY 2023. The increase is primarily due to the impact of additional stock options, restricted share units ("**RSUs**") and deferred share units ("**DSUs**") issued during Q1 2024, as well as the impact of an increase in the Company's share price on previously granted cash-settled RSUs and DSUs.

Change in fair value of derivatives

The change in fair value of derivatives is related to the Company's zero cost gold collars ("**Gold Collars**") entered into during Q4 2023. The expense of $13.2 million for FY 2024 was largely the result of an increase in forward price curves for gold denominated in Canadian dollars since the beginning of the year.

Interest income

Interest income decreased by $3.5 million when comparing FY 2024 to FY 2023. The decrease was a result of the interest income associated with the proceeds received from the Project Loan Facility ("**PLF**") and Stand-by Facility being capitalized to mineral property following commencement of major works construction and utilization of the PLF.

Deferred Income Tax

As at December 31, 2024, the Company has unrecognized tax assets of $90.6 million (primarily related to non-capital losses and costs for BC Mineral tax). However, since the Company has not yet determined whether the deductible temporary differences are probable of being realized, no deferred tax asset was recognized.

6. 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 Consolidated Financial Statements for each of the past quarters.

	Q4 2024 **$**	Q3 2024 $	Q2 2024 $	Q1 2024 $
Revenue	**-**	-	-	-
Net loss	**(8,769,816)**	(10,298,634)	(5,726,685)	(6,646,388)
Basic and diluted net loss per share	**(0.04)**	(0.05)	(0.03)	(0.03)
Cash dividend declared per share	**-**	-	-	-
	Q4 2023 $	Q3 2023 $	Q2 2023 $	Q1 2023 $
Revenue	-	-	-	-
Net loss	(3,901,301)	(2,579,098)	(3,151,645)	(1,813,087)
Basic and diluted net loss per share	(0.02)	(0.01)	(0.02)	(0.01)
Cash dividend declared per share	-	-	-	-

The Company was focused on the development of the Blackwater Mine during the periods reported in the table above, and as a result, did not generate any revenue. On January 29, 2025 the Company achieved its first pour of gold and silver doré at the Blackwater Mine, marking the transition from development to operations, and the commencement of revenue. It is the Company's policy to capitalize all mine development expenses incurred until commercial production is achieved, and as such the changes in net income from one period to another depend largely on corporate and administrative expenditure, share-based payments, and changes in fair value of derivatives associated with the Gold Collars.

In addition to the foregoing, the predominant reason for fluctuations in net loss from one quarter to another were share-based payments associated with the incentive and retention of the management team towards the development and operation of the Blackwater Mine, and changes in the Company's share price impacting the value of RSUs and DSUs issued under the Share Unit Plan.

	Q4 2024 **$**	Q3 2024 $	Q2 2024 $	Q1 2024 $
Share-based payments	**(1,771,871)**	(2,223,554)	(2,155,150)	(1,847,454)
Change in fair value of derivatives	**(4,694,952)**	(5,633,976)	(1,051,853)	(1,777,355)
	Q4 2023 $	Q3 2023 $	Q2 2023 $	Q1 2023 $
Share-based payments	(1,609,470)	(897,827)	(1,214,990)	(744,985)

7. LIQUIDITY, CAPITAL RESOURCES, CASH FLOWS AND SELECTED ANNUAL INFORMATION

Liquidity

As at December 31, 2024, Artemis Gold was a development stage company and did not have revenue and incurred operating losses as a result. On January 29, 2025 the Company achieved its first pour of gold and silver at the Blackwater Mine, marking the transition from development to operations, and the expectation of generating income from operations. The Company's net assets and working capital position were as follows:

	As at December 31, 2024 $	As at December 31, 2023 $	As at December 31, 2022 $
Assets			
Cash and cash equivalents	**28,279,214**	156,590,674	194,089,372
Other current assets	**24,546,500**	10,234,647	2,968,341
Current assets	**52,825,714**	166,825,321	197,057,713
Restricted cash	**-**	15,126,227	4,734,100
Other non-current assets	**1,653,581,936**	938,822,800	454,959,611
TOTAL ASSETS	**1,706,407,650**	1,120,774,348	656,751,424
Liabilities			
Other current liabilities	**306,595,228**	57,044,673	25,288,601
Current liabilities	**306,595,228**	57,044,673	25,288,601
Non-current liabilities	**808,960,039**	482,374,220	54,035,092
TOTAL LIABILITIES	**1,115,555,267**	539,418,893	79,323,693
NET ASSETS	**590,852,383**	581,355,455	577,427,731
WORKING CAPITAL(1)	**(253,769,514)**	109,780,648	171,769,112

(1) Working capital is defined as current assets less current liabilities.

As of December 31, 2024, the Company had the following remaining undiscounted contractual commitments and obligations (which include future interest payments, as applicable):

	< 1 year	2 - 3 years	4 - 5 years	> 5 years	Total
	$	$	$	$	$
Accounts payable, accrued liabilities and provisions	120,834,551	-	-	-	**120,834,551**
Lease liabilities	20,528,033	68,679,685	67,571,750	15,826,641	**172,606,109**
Construction commitments	1,349,136	-	-	-	**1,349,136**
Master lease agreement and other capital commitments	24,562,990	5,282,662	-	-	**29,845,652**
Variable consideration payable	-	28,000,000	56,000,000	-	**84,000,000**
Long-term debt	183,478,481	242,733,638	98,619,881	69,848,761	**594,680,761**
Asset retirement obligation	1,256,572	-	-	57,016,161	**58,272,733**
Total	352,009,763	344,695,985	222,191,631	142,691,563	**1,061,588,942**

As at December 31, 2024, the Company had a working capital deficit of $253.8 million. In January 2025, the Company agreed to a $40 million increase in its Stand-by Facility. In March 2025, the Company agreed to the Silver Stream Simplification pursuant to which the streaming company provided an additional stream deposit of US$30 million (approximately $43 million).

The Company poured its first gold and silver from its Blackwater Mine in January 2025 and is continuing its ramp-up of the mine, in anticipation of achieving commercial production in Q2 2025. It is conventional for a Company to reach a lower level of liquidity during this stage of development as it transitions into operations.

Following achievement of commercial production, the Company plans to refinance the PLF and Stand-by Facility which currently represents $151.6 million of the working capital deficit. The refinancing, subject to reaching mutually-agreeable terms, is planned to take the form of a corporate revolver which is expected to be more appropriate to the Company's (then planned) stage of development, more capital cost competitive and less restrictive. In addition, as the Company turns its attention to the possible acceleration of its Phase 2 expansion, a corporate revolver is expected to provide greater flexibility as it relates to the inevitable timing differences between the timing of cash flow generation and the potential Phase 2 expansion capital expenditures.

The working capital deficit also includes $24 million in current liabilities (representing derivative hedging contracts and expected deliveries into the Company's Silver Stream) that are expected to be settled by physical delivery of future production.

The Company expects that its available liquidity as at December 31, 2024, along with the increase in the Stand-by Facility, the proceeds from the Silver Stream Simplification and future cash flows associated with mining operations will provide sufficient resources to meet its contractual obligations for at least the following 12 months. This determination is based on management's short-term cash flow forecast, which relies on significant judgment and assumptions, including the estimated timing and volume of near-term production, short-term gold prices, and the estimated operating costs.

However, if certain conditions do not materialize in the manner or timing intended by the Company, it may need to fund such planned expenditures from additional equity financing or other capital sources. 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 to fund the impact of unintended or unknown events.

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

Contingencies

The Company may become subject to legal proceedings, claims, regulatory investigations and other proceedings in the ordinary course of its business, including the action(s) described below.

On November 20, 2024, Sedgman Canada Ltd. ("**Sedgman**") filed a claim of lien pursuant to the Builders Lien Act (British Columbia) alleging unpaid amounts due from BW Gold Ltd. ("**BWG**"), a subsidiary of Artemis Gold, in the amount of $88,967,137 (the "**Lien**") and on December 19, 2024, filed a Notice of Civil Claim in the Supreme Court of British Columbia ("**Sedgman Claim**") against BWG and Artemis Gold as guarantor, alleging, amongst other claims, breaches of the Engineering, Procurement and Construction Contract. On February 13, 2025, BWG and Artemis Gold filed a Response to Civil Claim and a Counterclaim, opposing all of the claims and allegations made within the Sedgman Claim and Lien, and seeking recovery of losses and damages (the "**Counterclaim**"), which is based on costs incurred by the Company in excess of $150 million. The losses and damages noted in the Counterclaim were incurred by BWG as a result of Sedgman's breach of Contract, negligence, and intentional and willful misconduct.

The Company believes the allegations made in the Sedgman Claim are without merit, and that the value of the Company's Counterclaim will exceed the alleged Sedgman Claim and Lien. Although no assurance can be given with respect to the ultimate outcome of proceedings, the Company does not currently expect that the matter will result in a material net liability and has not raised any provisions in relation thereto. The Company will continually monitor and re-assess the likelihood and magnitude of any net liability associated with such proceedings.

Cash Flows

	Q4 2024 $	Q4 2023 $	FY 2024 $	FY 2023 $
Net cash used in operating activities	**(1,418,579)**	(1,683,554)	**(8,811,364)**	(8,519,913)
Net cash used in investing activities	**(79,473,702)**	(129,321,372)	**(453,087,616)**	(418,374,336)
Net cash provided by financing activities	**98,451,015**	214,775,551	**333,587,520**	389,395,551
Change in cash and cash equivalents	**17,558,734**	83,770,625	**(128,311,460)**	(37,498,698)
Cash and cash equivalents, beginning	**10,720,480**	72,820,049	**156,590,674**	194,089,372
Cash and cash equivalents, ending	**28,279,214**	156,590,674	**28,279,214**	156,590,674
Restricted cash, ending	**20,751,443**	15,126,227	**20,751,443**	15,126,227
Total cash and cash equivalents and restricted cash, ending	**49,030,657**	171,716,901	**49,030,657**	171,716,901

Operating activities

Net cash used in operating activities decreased by $0.3 million and increased by $0.3 million when comparing Q4 2024 to Q4 2023 and FY 2024 to FY 2023, respectively. The changes were primarily due to changes in working capital.

Investing activities

Net cash used in investing activities decreased by $49.8 million when comparing Q4 2024 to Q4 2023 due to changes in working capital during the two periods. Net cash used in investing activities increased by $34.7 million when comparing FY 2024 to FY 2023 due to the timing of the commencement of Major Works activities in 2023.

Financing activities

Cash provided by financing activities decreased by $116.3 million when comparing Q4 2024 to Q4 2023, primarily due to the receipt of $150 million and $62.4 million received under the PLF and streaming arrangements, respectively, in Q4 2023, while $105 million was received under the COF and Stand-by Facility in Q4 2024. This was partially offset by $5.0 million of interest payments under the PLF and COF during Q4 2024, as the amount of capitalized interest available under the PLF had been fully utilized.

Cash provided by financing activities decreased by $55.8 million when comparing FY 2024 to FY 2023, primarily due to $150 million and $243.5 million received under the PLF and streaming arrangements, respectively, in FY 2023, while $315 million was received under the PLF, COF and Stand-by Facility and $28.3 million was received from the exercise of share purchase warrants in FY 2024, which was partially offset by $5.0 million of interest payments under the PLF and COF during Q4 2024, as the $25 million of capitalized interest available under the PLF had been fully utilized.

Use of Proceeds

The following table includes a comparison of actual use of proceeds, for the most recently completed financial year, to previous disclosures made by the Company:

	Intended use of proceeds $	Actual use of proceeds $
Proceeds from first draw-down on the PLF	150,000,000	
Proceeds from second draw-down on the PLF	130,000,000	
Proceeds from final draw-down on the PLF	80,000,000	
Proceeds from draw-down on the COF	40,000,000	
Proceeds from draw-downs on the Stand-by Facility	65,000,000	
Total net proceeds	**465,000,000**	
Advancing development of Blackwater and general working capital	465,000,000	436,720,786
Remaining in treasury		28,279,214
Total net proceeds	**465,000,000**	**465,000,000**

The balance of the proceeds remaining in treasury is intended to be applied towards (i) final development, commissioning, and initial working capital requirements for the Blackwater Mine, (ii) ongoing compliance costs, and (iii) general corporate purposes.

8. TRANSACTIONS BETWEEN RELATED PARTIES

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

Key management personnel transactions for Q4 2024 and FY 2024 included compensation paid to the Company's directors (Dale Andres, Ryan Beedie, David Black, Lisa Ethans, Elise Rees, and Janis Shandro), as well as the Company's Chairman, Chief Executive Officer & Director (Steven Dean), President and Chief Operating Officer (Jeremy Langford), Chief Financial Officer and Corporate Secretary (Gerrie van der Westhuizen), and Chief ESG Officer (Candice Alderson).

Compensation awarded to key management for the years ended December 31, 2024 and 2023 was:

	Q4 2024 **$**	Q4 2023 $	**FY 2024** **$**	FY 2023 $
Salaries and benefits	**543,944**	583,096	**2,294,359**	2,102,163
Consulting fees	**359,676**	327,422	**1,604,919**	1,439,572
Director fees	**148,775**	137,101	**563,915**	596,876
Share-based payments	**1,107,572**	992,500	**7,736,841**	5,869,963
	2,159,967	2,040,119	**12,200,034**	10,008,574

9. OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at December 31, 2024 or as at the date hereof, other than those disclosed in Note 6 of the Company's Annual Financial Statements.

10. SUBSEQUENT EVENTS

a) Subsequent to year-end, the Company entered into an agreement to extend the Stand-by Facility, securing an additional $40 million in subordinated and unsecured debt funding. The additional funding carries similar terms as the existing Stand-by Facility and is to be repaid by July 31, 2025.

b) Subsequent to year-end, the Company rolled an additional 20,000 Gold Collars with settlement dates in January and February 2025 into gold forward sales contracts at an average price of $3,355 per ounce with settlement dates in May and June 2025.

c) Subsequent to year-end, the Company received a $4.4 million refund of cash collateral, previously classified as restricted cash on the statements of financial position. This refund was issued by the Company's surety providers in connection with previously issued reclamation and environmental security bonds, following the first gold and silver pour.

d) Subsequent to year-end, the Company granted 1,110,200 stock options, 495,500 RSUs, and 20,400 DSUs pursuant to the Company's Omnibus Plan, to directors, officers and employees of the Company. The stock options are exercisable at a price of $15.81, expiring 5 years from the date of the grant.

e) Subsequent to year-end, the Company agreed to the Silver Stream Simplification pursuant to which the streaming company provided an additional stream deposit of US$30 million (approximately $43 million).

11. OUTSTANDING SHARE DATA

The authorized capital of Artemis Gold consists of an unlimited number of common shares. As of the date of this report, there were 225,633,644 common shares outstanding, 14,362,139 stock options outstanding, 1,332,990 restricted share units and 107,400 deferred share units.

12. CAPITAL MANAGEMENT

Capital includes all components of shareholders' equity. The Company's objective in managing capital is to safeguard the Company's ability to continue as a going concern, to maintain a flexible capital structure which optimizes cost of capital at acceptable risk, and to provide reasonable returns to shareholders. The Company manages the capital structure and makes adjustments in light of changes in economic conditions, foreign exchange rates and the risk characteristics of the Company's assets. In order to maintain or adjust the capital structure, the Company may issue new shares or sell assets to improve working capital. In order for the Company to meet its obligations and undertake its intended discretionary spending related to completing the commissioning of the Blackwater Mine, it may choose to fund such expenditures through the remaining funds available through the Stand-by Facility, the remaining funds available on the master lease agreement, future cash flows associated with mining operations, or by other means.

13. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

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

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities, long-term debt, variable consideration payable, Gold Collars, gold forward sales contracts from previously rolled Gold Collars, and the embedded derivative asset related to the partial buy-back option of the Silver Stream (Note 12 in the Annual Financial Statements). All financial instruments are initially recorded at fair value and designated as follows: cash and cash equivalents and receivables are classified as financial assets at amortized cost. The embedded derivative asset related to the partial buy-back option of the Silver Stream is classified as a financial asset at fair value through profit or loss. Subsequent to December 31, 2024, the partial buy-back option went unexercised and expired. Accounts payable, variable consideration payable and long-term debt are classified as financial liabilities and are measured at amortized cost. The Gold Collars and gold forward sales contracts from previously rolled Gold Collars are derivative financial instruments measured at fair value through profit or loss.

Fair value

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

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

As at December 31, 2024, the carrying value of the Company's cash and cash equivalents, restricted cash, receivables, as well as accounts payable approximate their fair values due to their short-term nature. The face value of the Company's long-term debt also approximates its fair value. The fair value of variable consideration payable is estimated to be $49.4 million, which was determined using a discounted cashflow approach with an estimated market interest rate applied. The fair value of the Company's equity investment in Velocity Minerals

Ltd. is $7.9 million, which was determined using the period-end share price. The fair value of the Gold Collars is estimated to be a liability of $8.8 million and was determined based on forward price curves for gold denominated in Canadian dollars.

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

14. CHANGES IN ACCOUNTING POLICIES

a) Accounting standards adopted January 1, 2024

- IAS 1, *Presentation of Financial Statements* ("**IAS 1**"): In October 2022, the IASB issued amendments to IAS 1 titled Non-current Liabilities with Covenants. These amendments sought to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override but incorporate the previous amendments, Classification of Debt as Current or Non-current, issued in January 2020, which clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. Effective January 1, 2024, the Company adopted these amendments, which did not have a material effect on these consolidated financial statements.

b) Accounting policies to be adopted

The Company plans to adopt accounting policies relevant to moving into production including IFRS 15, *Revenue from contracts with customers*, IAS 2, *Inventories*, and IFRIC 20, *Stripping costs in the production phase of a surface mine*. The adoption of these accounting policies is associated with the commencement of production and initial sales at the Blackwater Mine. For further details on these accounting policies, please refer to Note 3 of the Annual Financial Statements.

c) Accounting standards and amendments issued but not yet adopted

- Amendments to IFRS 9 and IFRS 7, *Amendments to the Classification and Measurement of Financial Instruments* ("**Amendments to IFRS 9 and IFRS 7**"): In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7 which clarify the date of recognition and derecognition of some financial assets and liabilities with a new exception for some financial liabilities settled through an electronic cash transfer system, clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest criterion, add new disclosures for certain instruments with contractual terms that can change cash flows such as instruments with features linked to the achievement of environment, social and governance targets; and update the disclosures for equity instruments designated at FVOCI. Amendments to IFRS 9 and IFRS 7 is effective for periods beginning on or after January 1, 2026, with early adoption permitted. The Company is assessing the impact of this standard on its disclosures.

- IFRS 18, *Presentation and Disclosure in Financial Statements* ("**IFRS 18**"): In April 2024, the IASB issued IFRS 18, which will replace IAS 1. IFRS 18 is effective for periods beginning on or after January 1, 2027, with early adoption permitted. IFRS 18 will require defined categories and subtotals in the statement of profit or loss, require disclosure about management-defined performance measures, and adds new principles for aggregation and disaggregation of information. The Company is assessing the impact of this standard on its disclosures.

15. MANAGEMENT'S REPORT ON INTERNAL CONTROLS AND PROCEDURES

Internal control over financial reporting

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation."

Management's Responsibility for Financial Information

The Company's financial statements are the responsibility of the Company's management and have been approved by the Board of Directors. The financial statements were prepared by the Company's management in accordance with Canadian generally accepted accounting principles. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Changes in internal controls over financial reporting

There have been no changes in the Company's ICFR during the twelve months ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, its ICFR.

16. RISK FACTORS

The Company's business, operations and future prospects are subject to significant risks. For details of these risks, refer to the risk factors set forth in the Company's most recently filed AIF, which can be found under the Company's corporate profile on SEDAR+ at www.sedarplus.ca. The Company's AIF for the year ended December 31, 2024 has been filed concurrently with this MD&A. These risks, and the risk factors disclosed below, could materially affect the Company's business, operations, prospects and share price and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations, prospects and share price of the Company. If any of the risks actually occur, the business of the Company may be harmed, and its financial condition and results of operations may suffer significantly.

17. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

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

18. NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking statements" (also referred to as "**forward-looking information**") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that Artemis Gold expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration, development and construction activities; sources, and proposed uses, of funds and proceeds; capital and operating cost estimates; NPV, internal rate of return and other economic estimates in respect of the economics of the Blackwater Mine; expectations regarding the construction, operation and expansion of the Blackwater Mine and its infrastructure; expectations regarding the timing of completion of ongoing activities at the Blackwater Mine; expectations regarding the Phase 2 and Phase 3 expansions; expectations regarding the timing of the first gold pour; plans to finalize laboratory contracts; expectations regarding the timing of completion of the fleet assembly at Blackwater Mine; expectations regarding the ability to raise capital for future activities, including the Company's expectations with respect to financing the construction of the Blackwater Mine; expectations relating to the PLF; expectations relating to the utilization of the MLA; expectations relating to the continued engagement and negotiation with First Nations; the Sedgman Claim; the timing and receipt of certain approvals, and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "target', "believe" and similar expressions are intended to identify forward-looking statements. Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about Artemis Gold's business and the industry and markets in which it operates.

Statements relating to mineral reserves and resources are deemed to be forward looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral reserves and resources described exist in the quantities predicted or estimated and may be profitably produced in the future. Estimated values of future net revenue do not represent fair market value. There is no certainty that it will be commercially viable to produce any portion of the resources.

Forward-looking information and statements are made based upon certain assumptions and other important factors that could cause the actual results, performances or achievements of Artemis Gold to be materially different from future results, performances or achievements expressed or implied by such information or statements. Such information and statements are based on numerous assumptions including, among others, the accuracy of the economic benefits as forecasted by the 2021 Feasibility Study; the accuracy of the economic benefits as forecasted by the Expansion Study; the expected economic impact on British Columbia stemming from construction and operating activities of the Blackwater Mine; the expected value-added and jobs stemming from the construction and operation of the Blackwater Mine; the timing of an investment decision on the Phase 2 expansion; the ability to fast-track certain construction initiatives at the Blackwater Mine, including Phase 2; the timing of awarding of further EPC contracts; that the results of planned exploration, development, construction, commissioning, ramp-up and expansion activities are as anticipated; the price of gold; the anticipated cost of planned exploration, development, construction, commissioning, ramp-up and expansion activities; that general business and economic conditions will not change in a material adverse manner; that financing will be available if and when needed on reasonable terms; and that third party contractors, equipment, supplies and governmental and other approvals required to conduct Artemis Gold's planned exploration activities will be available on reasonable terms and in a timely manner.

Forward-looking information and statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Artemis Gold to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the risk that the estimates (including economic and cost estimates) set out in the 2021 Feasibility Study will prove incorrect, or the plans, forecasts, expectations and assumptions otherwise set out in the 2021 Feasibility Study prove to be inaccurate or unrealized; the risk that the estimates (including economic and cost estimates) set out in the Expansion Study will prove incorrect, or the plans, forecasts, expectations and assumptions otherwise set out in the Expansion Study are inaccurate or unrealized; risks related to development, completion of construction, commissioning and operational ramp-up of the Blackwater Mine; risks associated with achieving and sustaining nameplate capacity, including unforeseen processing challenges, equipment performance and workforce availability; the risk that commercial production is delayed or that production levels and costs differ from expectations; risks related to the timing of an investment decision for the Phase 2 expansion; risks related to the negative operating cash flow and dependence on third party financing, including whether the Company will be able to continue to satisfy the conditions precedent for any further draws on the stand-by facility, if required, or satisfying the conditions precedent to draw on the remaining amounts available under the MLA for the Blackwater Mine in the manner or on the timeline currently anticipated; the uncertainty of additional financing, if required; the limited operating history of Artemis Gold; the lack of known mineral resources or reserves; the influence of a large shareholder; alternate sources of energy; aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; ongoing litigation relating to the Sedgman Claim; 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 Gold has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.