MANAGEMENT DISCUSSION AND ANALYSIS

For the three months ended March 31, 2023 and 2022

ARTEMIS GOLD INC.

Dated May 24, 2023

1. GENERAL

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

2. TECHNICAL INFORMATION

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

3. BACKGROUND

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

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

The Company also holds a 30% equity interest in Velocity Minerals Ltd ("**VLC**"). VLC is engaged in the business of acquiring, exploring, and evaluating mineral resource properties in Bulgaria and its flagship project is the Rozino Project. Velocity's common shares are traded on the TSXV under the symbol "VLC".

4. HIGHLIGHTS AND KEY BUSINESS DEVELOPMENTS

Corporate highlights since the prior quarter

The Company continued to focus on key optimization and de-risking activities associated with the Blackwater Project through:

(i) Obtaining the BC Mines Act Permit for the Blackwater Project;

(ii) Executing orders with Finning (Canada), a division of Finning International Inc. (TSX:FTT) ("Finning") for the construction equipment required for the execution of the owner-performed scope of major works construction activities, as well as for the primary and ancillary mining fleet required for Phase 1 of operations;

(iii) Closing a syndicated project facility with a syndicate of lenders, in respect of its previously announced $385 million Project Loan Facility ("**PLF**");

(iv) Advancing the plant site preparation, including the contractor laydown and batch plant areas. Sedgman Canada Limited ("**Sedgman**") commenced mobilization in accordance with the Engineering, Procurement and Construction Contract;

(v) Selecting preferred construction support service partners related to security, supply of fuel and related products, as well as explosives and related services;

(vi) Announcing its plan that secured 11,000 hectares for caribou habitat for the next 50 years;

(vii) Commencing construction; and

(viii) Initiating a gold hedge program for the Blackwater Project by entering into gold forward sales agreements for 100,000 ounces.

5. DEVELOPMENT OF BLACKWATER

Key milestones achieved

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

(i) Obtaining the BC Mines Act Permit

During the quarter ended March 31, 2023, the Company obtained the BC Mines Act Permit for the Blackwater Project which was the final step required to allow the Company to commence major works construction activities. The issuance of the BC Mines Act Permit followed significant periods of consultation and collaboration with the Canadian federal government, the British Columbia provincial government, the Lhoosk'uz Dené Nation, Ulkatcho First Nation, the CSFNs and Nazko First Nation.

(ii) Executing orders with Finning for the construction equipment, primary and ancillary mining fleet required for Phase 1 of operations.

The Company has executed orders with Finning for the construction equipment required for the execution of the owner-performed scope of major works construction activities, as well as the primary and ancillary mining fleet required for the initial Phase 1 of mining operations at Blackwater.

The initial construction fleet was delivered in early Q2 2023 and is comprised of a variety of mining support equipment, including excavators, backhoe loaders, compactors, graders, telehandlers, as well as fuel and water trucks, and will be further expanded throughout the construction period.

The primary mining fleet includes Cat 6040 hydraulic excavators, a Cat 6060 hydraulic excavator and a fleet of Cat 793NG 250t haul trucks. This fleet is expected to provide load and haul capacity for the initial years of operations of Blackwater and the Cat 6040 hydraulic excavators have been ordered in a backhoe configuration to provide optimal ore selectivity.

The ancillary fleet included in the order consists of Cat 992 front end loaders, Cat 785 haul trucks, Cat D10 dozers, Cat D9 dozers and 18M graders. The 992 front end loaders and Cat 785 haul trucks will be utilized in a support loading role including ore rehandle on the run of mine (ROM) pad and from the low-grade stockpile, whilst also providing flexibility to the operation for events such as tailings storage facility raises.

Mining fleet deliveries are planned to commence in Q4 2023 and continue throughout the first half of 2024, in preparation for the pre-strip mining phase. The entire mining fleet is expected to be shovel ready during H2 2024 to meet the Company's timeline of achieving first gold pour by this time.

(iii) **Closing the syndicated PLF**

On March 1, 2023 the Company announced closing the syndicated PLF to fund a significant component of the estimated construction costs of the Blackwater Project.

The terms of the PLF are substantially consistent with those announced in the Company's news release dated February 24, 2022 and include the following:

- Facility Amount - $360 million, plus up to $25 million for capitalized interest prior to Project completion, plus a standby cost overrun facility ("**Standby COF**") in the amount of $40 million. The Company may cancel the Standby COF once Project development reaches completion;

- Interest Rate – Canadian Dealer Offered Rate ("**CDOR**"), plus a margin of 4.75% pre-project completion, reducing to 4.25% post-completion. Any amounts drawn on the Standby COF will carry the above pricing plus an additional 2%;

- Fees – Customary Upfront and standby fees for a facility of this nature;

- Repayment and Maturity – Principal and capitalized interest will be repayable in quarterly installments over six years, commencing in the third quarter following commercial production, with reduced repayments during the period when the Company expects to undertake its expansion of the Project from phase 1 to phase 2. The PLF can be prepaid at anytime without penalty; and

- Hedging - A hedging program is expected to be put in place prior to utilization of the PLF. In order to limit the Company's exposure to lower gold prices early in the mine life including during pay-back and in support of overall project economics, the extent of the hedge program may range from 185,000 gold ounces to 300,000 gold ounces.

Utilizing the PLF is subject to the satisfaction of certain customary conditions precedent. The PLF is secured through guarantees and a first ranking charge on all assets of the Company and each of its material subsidiaries.

(iv) Announcement of Caribou Mitigation and Monitoring Plan

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

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

(v) Commencement of construction

During the quarter and to date, the Company continued to advance early works and commenced development activities at Blackwater, with over 280 hectares logged and cleared including priority infrastructure areas such as topsoil areas, borrow source locations, the mine haul road network, and water management structures. Where required, the existing road network has been upgraded to allow access for heavy construction equipment to key infrastructure locations. A laydown area has been completed to accommodate the construction fleet, maintenance facilities, and construction offices and will serve as a key staging area for earthworks activities throughout the project construction.

The construction camp has been completed, including the installation and commissioning of a wastewater treatment plant, expanding the site capacity to 420 persons. Additional accommodation dormitories are planned to be completed during Q2 2023, which will then raise the total camp capacity to in excess of 500 people.

Key mobile construction equipment has been delivered to site, including excavators, backhoe loaders, compactors, grader, telehandlers, and a fuel and lube truck. Further to the delivery of the owner fleet, additional rental equipment has been mobilized to Blackwater in alignment with the Company's construction plan. The earthworks fleet now contains approximately 35 individual pieces of equipment.

Sedgman site mobilization activities continue to progress with the establishment of facilities for subcontractors well advanced. Bulk earthworks at the plant site are nearing completion and handover of the first work fronts has occurred. Detailed excavation for concrete civil works has commenced and the concrete batch plant has been commissioned. The first concrete pour in the ball mill foundation has been completed. Reinforcing Steel (rebar) installation has commenced at the ball mill. As of the end of April 2023, Sedgman had completed approximately 73% of the detailed engineering for the processing plant. Over 90% of the procurement packages have been awarded, including all critical path items. The remaining procurement packages will be awarded in accordance with schedule requirements. Manufacturing of the process buildings is well advanced and initial shipments have started to arrive at the Blackwater Mine site. Other major equipment packages delivered to site to-date include the agitator shafts for the carbon-in-leach (CIL) tanks, as well as rebar for civil works activity.

The recruitment activities for Blackwater have focused on hiring heavy equipment operators and key personnel for the bulk earthworks activities. Personnel numbers at Blackwater are increasing and currently there are over 200 staff and contractors working on-site.

At the end of the quarter ended March 31, 2023, approximately 30% of on-site personnel were women and 31% of on-site personnel identified as Indigenous.

(vi) Entering into a series of gold hedge transactions

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

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

Next Steps

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

- Continuing concrete works and delivery of structural steel to Blackwater;
- Delivery and installation of pre-engineered plant buildings;
- Delivery of mechanical equipment packages and commencement of installation of tanks and equipment in the plant site;
- Executing the engineering, procurement and construction contract associated with the 135-kilometer long 230kV electricity transmission line and high voltage substation and commencing the associated clearing and construction activities;
- Commencing construction of the tailings storage facilities and water management facilities; and
- Mobilization of Finning support staff to Blackwater and delivery of primary and ancillary mining fleet for commissioning.

6. DISCUSSION OF OPERATIONS

The following information has been derived from the unaudited Interim Financial Statements for the three months ended March 31, 2023 ("**Q1 2023**") and the three months ended March 31, 2022 ("**Q1 2022**") and should be read in conjunction with the Company's Interim Financial Statements, which are available on www.sedar.com.

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

	Q1 2023	Q1 2022
Operating expenses		
Depreciation	**166,476**	94,753
Management fees and wages	**1,503,772**	1,207,410
Investor relations and corporate development	**143,464**	91,975
Office, insurance and general	**468,722**	245,707
Professional fees	**341,148**	169,635
Share-based payments	**744,985**	1,471,408
Transfer agent and regulatory	**103,035**	12,812
Loss from operations	**(3,471,602)**	**(3,293,700)**
Other (expense) income		
Accretion expense on lease liability	**(31,528)**	(18,277)
Accretion expense on asset retirement obligation	**(30,088)**	(19,568)
Equity loss from investment in associate	**(184,978)**	(236,876)
Fair value adjustment on warrants	**-**	(644,119)
Interest income	**1,905,109**	218,472
Net loss	**(1,813,087)**	(3,994,068)
Other comprehensive loss, net of tax		
Items that will not be reclassified to net loss		
Gains on marketable securities	**-**	262,316
Comprehensive loss	**(1,813,087)**	(3,731,752)
Loss per common share		
Basic and diluted	**(0.01)**	(0.03)
Weighted average number of common shares		
Basic and diluted	**193,234,801**	153,991,034

Management fees and wages

Management fees and wages increased by $296,362 in Q1 2023 compared to Q1 2022. The increase is predominantly the result of additional hires made to support the increasing scope of corporate initiatives to support development activities associated with Blackwater.

Professional fees

Professional fees increased by $171,513 during Q1 2023 compared to Q1 2022 is primarily due to an increase in legal fees and regulatory fees related to the filing of the preliminary and final short form base shelf prospectus in March 2023.

Share-based payments

Share based payments decreased by $726,423 when comparing Q1 2023 to Q1 2022. The decrease is predominantly due to a large number of previously granted stock options becoming fully vested early in Q1 2023.

Interest income

Interest income was $1,686,637 higher when comparing Q1 2023 to Q1 2022 as a result of the Company's increased cash balances due to the completion of a brokered and non-brokered offering in Q4 2022, as well as an increase in interest rates that favorably impacted the return on the associated cash balances.

Changes associated with investment in VLC

The investment in VLC is comprised of:

	Investment in associate $	Warrants $	Total $
Balance, January 1, 2022	**18,959,373**	**644,119**	**19,603,492**
Fair value change for the year	-	(644,119)	(644,119)
Conversion of debenture	(893,189)	-	(893,189)
Equity loss on investment in associate	(9,889,867)	-	(9,889,867)
Balance, December 31, 2022	**8,176,317**	-	**8,176,317**
Equity loss on investment in associate	(184,978)	-	(184,978)
Balance, March 31, 2023	**7,991,339**	**-**	**7,991,339**

Equity loss on investment in associate

The Company applies equity accounting to the investment in the common shares of VLC as the Company has significant influence over VLC due to the Company's share ownership and representation on VLC's Board of Directors. As a result, the common shares were recognized initially at cost, with the carrying amount of the investment increasing or decreasing at each reporting period to recognize the Company's share of the profit or loss of VLC for the most recently reported applicable period, as well as adjusted for any impairment charges or dilution, if any. The total loss applicable to shareholders of VLC for the three months ended December 31, 2022 (which incorporates VLC's most recently available financial information at the time of preparation of this MD&A) was $584,765 (for the three months ended December 31, 2021 - $748,825).

As at March 31, 2023, the Company held 50,701,138 common shares of VLC, or 30% of VLC's issued and outstanding common shares, with a fair market value of $8,619,193 (December 31, 2022 – 50,701,138 VLC shares, or 32% of VLC's issued and outstanding common shares, at a fair value of $10,140,228).

7. SUMMARY OF QUARTERLY RESULTS

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

	Q1 2023 $	Q4 2022 $	Q3 2022 $	Q2 2022 $
Revenue	**-**	-	-	-
Net loss	**(1,813,087)**	(1,836,906)	(12,959,846)	(2,839,091)
Basic and diluted loss per share	**(0.01)**	(0.01)	(0.08)	(0.02)
Cash dividend declared per share	**-**	-	-	-
	Q1 2022 $	Q4 2021 $	Q3 2021 $	Q2 2021 $
Revenue	-	-	-	-
Net loss	(3,994,069)	(4,219,443)	(2,705,433)	(3,269,654)
Basic and diluted loss per share	(0.03)	(0.03)	(0.02)	(0.02)
Cash dividend declared per share	-	-	-	-

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

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

	Q1 2023 $	Q4 2022 $	Q3 2022 $	Q2 2022 $
Stock based compensation	**(744,985)**	(817,217)	(1,356,272)	(1,433,673)
Impairment loss on investment in associate	-	-	(9,889,867)	-
Fair value adjustment on warrants	-	-	-	-
	Q1 2022 $	Q4 2021 $	Q3 2021 $	Q2 2021 $
Stock based compensation	(1,471,408)	(1,402,154)	(993,967)	(1,146,297)
Impairment loss on equity investment	-	-	-	-
Fair value adjustment on warrants	(644,119)	(1,084,393)	(77,835)	(686,676)

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

Liquidity

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

As at March 31, 2023, the Company's net assets and working capital position[1] were as follows:

	As at March 31, 2023 $	As at December 31, 2022 $
Assets		
Cash and cash equivalents	**106,593,035**	194,089,372
Other current assets	**11,823,047**	2,968,341
Current assets	**118,416,082**	197,057,713
Restricted cash	**9,023,400**	4,734,100
Other non-current assets	**528,312,671**	454,959,611
TOTAL ASSETS	**655,752,153**	656,751,424
Other current liabilities	**24,125,091**	25,288,601
Current liabilities	**24,125,091**	25,288,601
Non-current liabilities	**54,873,084**	54,035,092
TOTAL LIABILITIES	**78,998,175**	79,323,693
NET ASSETS	**576,753,978**	577,427,731
WORKING CAPITAL[1]	**94,290,991**	171,769,112

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

As at March 31, 2023, the Company had the following undiscounted obligations:

	< 1 year $	1 - 3 years $	4 - 5 years $	> 5 years $	Total $
Accounts payable and accrued liabilites	23,440,471	-	-	-	**23,440,471**
Lease liability	684,619	1,046,538	-	-	**1,731,157**
Capital commitments	245,591,454	12,405,523	-	-	**257,996,977**
Variable consideration payable	-	-	28,000,000	56,000,000	**84,000,000**
Asset retirement obligation	-	4,448,042	-	8,605,520	**13,053,562**
Total	269,716,544	17,900,103	28,000,000	64,605,520	**380,222,167**

As at the date of this report, the Company expects that its working capital position, along with the amounts to be made available on the PLF and the silver streaming arrangement provides sufficient resources available to meet its contractual obligations for the ensuing 12 months. However, in order for the Company to meet such obligations and undertake its discretionary spending related to further development of the Blackwater Project, it may need to fund such planned expenditures by obtaining financing from the exercise of warrants or through additional equity financing. The Company also intends to fund part of the development of the Blackwater Project through its silver streaming arrangement with a streaming company, the utilization of the PLF, proceeds received from the bought deal offering and non-brokered offering, as well as financing through a $140 million mobile equipment master lease agreement. 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. Utilization of the PLF, silver streaming arrangement and the master lease agreement remain subject to various conditions precedent.

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

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

Cash Flows

	For the three months ended March 31, 2023 $	For the three months ended March 31, 2022 $
Net cash used in operating activities	**(3,956,876)**	(1,485,170)
Net cash used in investing activities	**(73,066,501)**	(5,769,164)
Net cash used in financing activities	**(10,472,960)**	(4,270,194)
Change in cash and cash equivalents	**(87,496,337)**	(11,524,528)
Cash and cash equivalents, beginning	**194,089,372**	131,359,116
Cash and cash equivalents, ending	**106,593,035**	119,834,588

Cash flows from operating activities

Net cash used in operating activities increased by $2,471,706 when comparing Q1 2023 to Q1 2022 primarily as a result of increased spend in management fees, wages, office, insurance and general costs as a result of increased activities related to the development of the Blackwater Project, an increase in professional fees associated with the filing of the base shelf prospectus and unfavourable working capital changes.

Cash flows from investing activities

Cash used in investing activities increased by $67,297,337 when comparing Q1 2023 to Q1 2022. The increase is primarily related to the ramp-up in development activities at the Blackwater Project, including construction and engineering payments for certain long-lead items and payments made under the EPC contract. In addition, there was also an increase in cash-collateral provided under a surety bond associated with the reclamation security requirements under the BC Mines Act Permit. These increases were partially offset by an increase in cash interest received as a result of higher cash balances from the completion of the brokered and non-brokered offering in Q4 2022, as well as favourable interest rates received on the associated balances.

Cash flows from financing activities

Cash used in financing activities increased by $6,202,766 when comparing Q1 2023 to Q1 2022 primarily due to the payments incurred with the closing of the PLF, including underwriting fees incurred to the lead arrangers, legal costs and other advisory fees.

Use of Proceeds

The following table includes a comparison of the actual use of proceeds to previous disclosures made by the Company:

	Intended use of proceeds $	Actual use of proceeds $
Net proceeds from the non-brokered private placement offering on October 14, 2022	171,598,515	
Total net proceeds	**171,598,515**	
Advancing development of Blackwater and general working capital	171,598,515	65,005,480
Remaining in treasury	-	106,593,035
Total net proceeds	**171,598,515**	**171,598,515**

The balance of the proceeds remaining in treasury is intended to be applied towards (i) ongoing permitting costs (ii) costs associated with detailed engineering (iii) financing costs (iv) pre-development and development expenditures as contemplated in the Company's Feasibility Study, including the costs associated with mobilizing the EPC contractors, placing orders for longer-lead construction items, commencing earthworks and development of offsite infrastructure including road access and power supply to the Blackwater site, as well as (v) costs associated with partnering with First Nations groups and (vi) general corporate purposes.

9. TRANSACTIONS BETWEEN RELATED PARTIES

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

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

Compensation awarded to key management personnel for the three months ended March 31, 2023 and 2022, was:

	For the three months ended March 31, 2023 $	For the three months ended March 31, 2022 $
Salaries and benefits	**604,632**	309,489
Consulting fees	**457,508**	295,813
Director fees	**155,314**	135,500
Share-based payments	**689,534**	1,170,099
	1,906,988	1,910,901

10. OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at March 31, 2023, or as at the date hereof, other than those disclosed in Note 8 of the Company's Interim Financial Statements.

11. SUBSEQUENT EVENTS

a) Subsequent to March 31, 2023, 4,400,000 warrants were exercised by a holder at an exercise price of $1.08 for total proceeds received of $4,752,000;

b) Subsequent to March 31, 2023, the Company executed an order with Finning (Canada), a division of Finning International Inc. (TSX: FTT) for the primary and ancillary mining fleet required for Phase 1 of mining operations. The primary and ancillary mining fleet is expected to be delivered in Q4 2023 and continue throughout H1 2024, and will be composed of a variety of mining support equipment, including front end loaders, haul trucks, excavators, and will be further expanded throughout operations; and

c) Subsequent to March 31, 2023, the Company entered into gold hedging transactions with a syndicate of third-parties as part of the requirements of utilizing the PLF.

12. 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 197,644,701 common shares outstanding, 26,256,909 warrants outstanding, 12,830,475 options outstanding, 534,000 restricted share units and 42,000 deferred share units. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of $1.08 per until August 27, 2024.

13. CAPITAL MANAGEMENT

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

14. 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, cash equivalents and receivables which are designated as fair value through profit and loss. The Company's financial instruments also include accounts payable and variable consideration payable, which are measured at amortised cost.

Fair value measurements

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

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

As at March 31, 2023, the carrying value of the Company's cash and cash equivalents, receivables, as well as accounts payable approximate their fair values due to their short-term nature. The fair value of consideration payable is estimated to be $38,784,169, which was determined using a discounted cash flow approach with an estimated market interest rate applied (Note 6 in the interim financial statements). The fair value of the Company's equity investment in VLC is disclosed in Note 4 in the interim financial statements.

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.

15. 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.sedar.com. Management is not aware of any significant changes to the risks identified in the Company's most recently filed AIF nor has the Company's mitigation of those risks changed significantly during the quarter ended March 31, 2023. These risks could materially affect the Company's business, operations, prospects and share price and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations, prospects and share price of the Company. If any of the risks actually occur, the business of the Company may be harmed, and its financial condition and results of operations may suffer significantly.

16. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Artemis' 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' website and its profile on SEDAR at www.sedar.com.

17. 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, development and construction activities; sources, and proposed uses, of funds; capital and operating cost estimates; NPV, IRR and other economic estimates in respect of the economics of the Blackwater Project; expectations regarding the construction, operation and expansion of the Blackwater Project; expectations regarding the ability to raise capital for future activities, including the Company's expectations with respect to financing the construction of the Blackwater Project; expectations relating to the project loan facility; expectations relating the to the utilization of the Master Lease Agreement; expectations relating to the silver stream arrangement; expectations relating to the continued engagement and negotiation with First Nations; the timing and receipt of certain approvals, and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "target', "believe" and similar expressions are intended to identify forward-looking statements. Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about Artemis' 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, the accuracy of the economic benefits as forecasted by the Feasibility Study, the expected economic impact on British Columbia stemming from construction and operating activities of the Blackwater Project, the expected value-added and jobs stemming from the construction and operation of the Blackwater Project, the ability to fast-track certain construction initiatives at the Blackwater Project, the timing of awarding of further EPC contracts, that the results of planned exploration, development and construction activities are as anticipated, the price of gold, the anticipated cost of planned exploration, development and construction activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that third party contractors, equipment, supplies and governmental and other approvals required to conduct Artemis' 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, the risk that the estimates (including economic and cost estimates) set out in the Feasibility Study will prove incorrect, or the plans, forecasts, expectations and assumptions otherwise set out in the Feasibility Study are inaccurate or unrealized; risks related to the development and construction of the Blackwater Project; risks related to the negative operating cash flow and dependence on third party financing, including that the Company will be unsuccessful in executing the project loan facility for the Blackwater Project in the manner or on the timeline currently anticipated; the uncertainty of additional financing; the limited operating history of Artemis; the lack of known mineral resources or reserves; the influence of a large shareholder; alternate sources of energy; aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; conflicts of interest; permits and licences; environmental and other regulatory requirements; political regulatory risks; competition; and the volatility of share prices, all as more particularly described in the "Risk Factors" above. Although Artemis 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.