

NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

Artemis Gold Inc. (formerly 1193490 B.C. Ltd.)

Item 1 Name of the Parties to the Transaction

Atlantic Gold Corporation (the “**Company**” or “**Atlantic Gold**”), St Barbara Limited (“**St Barbara**”), 1207147 B.C. Ltd. (“**1207147**”) (wholly owned subsidiary of St. Barbara) and Artemis Gold Inc. (formerly 1193490 B.C. Ltd.) (“**Artemis Gold**”).

Item 2 Description of the Transaction

The Company and St Barbara completed the previously announced acquisition of all of the issued and outstanding shares of Atlantic Gold by way of a plan of arrangement (the “**Arrangement**”). St Barbara, through its wholly owned subsidiary, 1207147, is the owner of all of the outstanding securities of Atlantic Gold. The Arrangement was approved by the Supreme Court of British Columbia in its final order dated July 17, 2019.

The Arrangement was completed pursuant to the *Business Corporations Act* (British Columbia). Pursuant to the terms of the Arrangement, Atlantic Gold shareholders received C\$2.90 in cash for each Atlantic Gold common share held and 0.05 of a common share of Artemis for each Atlantic Gold common share held.

Following completion of the Arrangement, 1207147 and Atlantic Gold completed a short form vertical amalgamation. The combined entity changed its name to Atlantic Gold Corporation.

Item 3 Effective Date of Transaction

July 19, 2019.

Item 4 Names of Each Party, if any, that Ceased to be an Issuer Subsequent to the Transaction and of each Continuing Entity

The common shares of Atlantic Gold were de-listed from the TSX Venture Exchange at the close of trading on July 22, 2019. Atlantic Gold Corporation (formerly 1207147) applied to cease to be a reporting issuer under applicable Canadian securities laws.

Artemis Gold became a reporting issuer on the effective date of the Arrangement. Artemis Gold’s financial year end is December 31. Artemis Gold’s first financial statements to be filed is for interim period ended June 30, 2019.

Item 5 Date of the Issuer's First Financial Year-End Subsequent to the Transaction

Not applicable.

Item 6 Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Issuer's First Financial Year Subsequent to the Transaction

Not applicable.

Item 7 Documents filed under NI 51-102 that described the Transaction

The following documents were filed on SEDAR pursuant to NI 51-102 and in connection with the Arrangement:

- news releases filed May 14, 2019, July 15, 17 and 19, 2019;
- material change reports filed May 24, 2019 and July 29, 2019;
- a copy of the arrangement agreement filed May 24, 2019;
- copies of voting and support agreements filed May 24, 2019; and
- management information circular filed on June 20, 2019.

Dated: August 29, 2019