

**Form 62-103F1**  
**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

**Item 1 - Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common Shares (“**Common Shares**”)

Artemis Gold Inc. (the “**Company**”)  
Suite 3083, Three Bentall Centre  
595 Burrard Street, P.O. Box 49298  
Vancouver, British Columbia  
Canada V7X 1L3

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable. See item 2.2

**Item 2 - Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Beedie Investments Limited (“**Beedie Investments**”)  
3030 Gilmore Diversion  
Burnaby, British Columbia  
Canada V5G 3B4

Beedie Investments is a corporation incorporated under the *Business Corporations Act* (British Columbia) with its head office located at the address above. Its principal business is holding investments.

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On July 19, 2019, Atlantic Gold Corporation (“**Atlantic**”) completed a plan of arrangement under the *Business Corporations Act* (British Columbia) (the “**Arrangement**”) pursuant to which St Barbara Limited acquired all of the outstanding securities of Atlantic, as announced in the press release of Atlantic dated July 19, 2019.

Under the Arrangement, each holder of common shares of Atlantic (“**Atlantic Shares**”) received 0.05 of a Common Share for each Atlantic Share. Beedie Investments Limited, together with its joint actor, received 3,267,662 Common Shares pursuant to the Arrangement.

**2.3 State the names of any joint actors.**

Beedie Investments is an indirect wholly-owned subsidiary of Ryan Beedie, and Mr. Beedie accordingly may be deemed to be a joint actor with Beedie Investments.

**Item 3 - Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.**

See Item 2.2.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

See Item 2.2.

**If the transaction involved a securities lending arrangement, state that fact.**

Not applicable. See Item 2.2.

**3.3 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately before the Arrangement, Beedie Investments, together with its joint actor, owned or controlled nil Common Shares, representing 0.0% of the issued and outstanding Common Shares.

Immediately after the Arrangement, Beedie Investments, together with its joint actor, owned or controlled 3,267,662 Common Shares, representing approximately 27.4% of the issued and outstanding Common Shares.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

Beedie Investments, together with its joint actor, beneficially owns and has control over 3,267,662 Common Shares, representing 27.4% of the issued and outstanding Common Shares.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.5 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 - Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Under the Arrangement, each holder of Atlantic Shares received, in addition to specified cash consideration, 0.05 of a Common Share for each Atlantic Share. Beedie Investments received 3,267,662 Common Shares pursuant to the Arrangement in respect of the 65,353,276 Atlantic Shares held or controlled by Beedie Investments and its joint actor prior to the Arrangement.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

The Common Shares were acquired pursuant to the Arrangement.

### **Item 5 - Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders; or**

**(k) an action similar to any of those enumerated above.**

See item 2.2 and item 4.1.

The Common Shares were acquired by Beedie Investments, together with its joint actor, pursuant to the Arrangement. The management information circular filed by Atlantic in connection with the Arrangement reported that although the Company is not currently listed, it intends to apply for a listing on the TSX-V.

Beedie Investments and its joint actor review their holdings in the Company on a continuing basis and may from time to time and at any time, in their sole discretion, acquire or cause to be acquired additional equity or debt securities or other instruments of the Company, or dispose or cause to be disposed such equity or debt securities or instruments, through private placements by the Company and other privately negotiated transactions, or otherwise, in each case in accordance with applicable securities laws.

**Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

See item 2.2 and item 4.1.

**Item 7 - Change in material fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

**Item 8 - Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and described the facts supporting that reliance.**

The acquirer and the joint actor relied on the exemption in section 4.3 of MI 62-104 (*Take-Over Bids and Issuer Bids*) as immediately prior to the Arrangement, the Company was not a reporting issuer, there was no published market for the Common Shares and the Company had less than 50 security holders.

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**Item 9 - Certification**

The acquiror certifies that the statements made in this report are true and complete in every respect.

Date: August 7, 2019

**BEEDIE INVESTMENTS LIMITED**

*(signed) "Ryan Beedie"* \_\_\_\_\_

Name: Ryan Beedie

Title: President