

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Artemis Gold Inc.  
Suite 3083, Three Bentall Centre  
595 Burrard Street P.O. Box 49298  
Vancouver, BC V7X 1L3

**Item 2 Date of Material Change**

September 2, 2020

**Item 3 News Release**

The news release announcing the material change was issued on September 2, 2020 through NEWSWIRE and filed on SEDAR.

**Item 4 Summary of Material Change**

On September 2, 2020, Artemis Gold Inc. (“Artemis” or the “Company”) closed a non-brokered private placement of 250,000 common shares for gross proceeds of \$1,362,500.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

On September 2, 2020, Artemis announced the closing of a non-brokered private placement (the “Private Placement”) to Mr. Nick Campbell, pursuant to the terms of an employment agreement between Mr. Campbell and the Company, for 250,000 common shares of the Company (the “Shares”) at a price of \$5.45 per Share for gross proceeds of \$1,362,500.

The Company expects to use the net proceeds from the Private Placements towards advancing its recently acquired Blackwater Gold Project in Central British Columbia, as well as for general working capital.

The Shares issued by the Company in connection with the Private Placement will be subject to a 4-month and one day “hold period” as prescribed by applicable securities laws.

**Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Chris Batalha, Chief Financial Officer  
Tel: (604) 558-1107.

**Item 9 Date of Report**

September 9, 2020