

**CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS
(unaudited)**

For the three and nine months ended September 30, 2022 and 2021

Expressed in Canadian Dollars, unless otherwise noted



ARTEMIS GOLD INC.

Condensed Interim Consolidated Statements of Financial Position (Unaudited - Expressed in Canadian Dollars)

	Notes	As at September 30, 2022 \$	As at December 31, 2021 \$
Assets			
Current assets			
Cash and cash equivalents		67,267,342	131,359,116
Receivables and prepayments		2,043,605	651,139
Marketable securities		-	1,121,097
		69,310,947	133,131,352
Non-current assets			
Restricted cash	8	4,665,500	824,300
Investment in Velocity	4	8,365,689	19,603,492
Deferred financing costs	9	7,307,408	2,978,123
Mineral property, plant and equipment	5	372,138,810	313,254,164
TOTAL ASSETS		461,788,354	469,791,431
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		8,589,319	5,068,652
Lease liability - current portion		366,992	361,871
		8,956,311	5,430,523
Non-current liabilities			
Lease liability - non-current portion		656,189	880,308
Variable consideration payable	6	40,416,131	36,809,082
Asset retirement obligation	7	5,374,441	7,344,283
TOTAL LIABILITIES		55,403,072	50,464,196
Shareholders' equity			
Share capital		417,654,631	417,276,031
Contributed surplus	10	16,268,450	10,058,314
Accumulated other comprehensive income		3,622,371	3,360,055
Retained deficit		(31,160,170)	(11,367,165)
Total Shareholders' equity		406,385,282	419,327,235
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		461,788,354	469,791,431

Subsequent event (Note 13)

Approved for Issuance by the Board of Directors:

<u>"Elise Rees"</u>	Director
<u>"Steven Dean"</u>	Director

The accompanying notes are an integral part of the condensed interim consolidated financial statements

ARTEMIS GOLD INC.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars, except number of shares outstanding)

	Notes	For the three months ended September 30, 2022 \$	For the three months ended September 30, 2021 \$	For the nine months ended September 30, 2022 \$	For the nine months ended September 30, 2021 \$
Operating expenses					
Depreciation		98,390	92,622	291,534	247,427
Management fees and wages	11	1,430,355	706,187	3,591,692	2,176,963
Investor relations and corporate development		48,324	57,411	218,122	219,681
Office, insurance and general		241,115	239,328	743,583	645,224
Professional fees		166,244	500,177	473,680	962,930
Share-based payments	11	1,356,272	993,967	4,261,353	3,177,171
Transfer agent and regulatory		35,945	61,867	72,286	172,387
Loss from operations		(3,376,645)	(2,651,559)	(9,652,250)	(7,601,783)
Other (expense) income					
Accretion expense on lease liability		(16,091)	(20,117)	(51,563)	(62,669)
Accretion expense on asset retirement obligation	7	(13,509)	(18,584)	(49,137)	(58,812)
Equity loss from investment in associate	4	(259,148)	(181,435)	(703,818)	(524,828)
Fair value adjustment on convertible debenture	4	-	-	-	(795,646)
Fair value adjustment on warrants	4	-	(77,835)	(644,119)	(970,950)
Impairment loss on equity investment	4	(9,889,866)	-	(9,889,866)	-
Interest income		595,413	244,097	1,197,748	523,379
Net loss		(12,959,846)	(2,705,433)	(19,793,005)	(9,491,309)
Other comprehensive loss, net of tax					
<i>Items that will not be reclassified to net loss</i>					
Gains on marketable securities		-	557,719	262,316	392,130
Comprehensive loss		(12,959,846)	(2,147,714)	(19,530,689)	(9,099,179)
Loss per common share					
Basic and diluted		(0.08)	(0.02)	(0.13)	(0.07)
Weighted average number of common shares outstanding					
Basic and diluted		154,249,962	153,497,256	154,114,100	138,337,275

The accompanying notes are an integral part of the condensed interim consolidated financial statements

ARTEMIS GOLD INC.

Condensed Interim Consolidated Statements of Changes in Equity

(Unaudited - Expressed in Canadian Dollars, except number of shares)

	Notes	Share capital					Total shareholders' equity					
		Number of shares	Amount	Contributed surplus	Accumulated other comprehensive income	Retained deficit						
								#	\$	\$	\$	\$
Balance - January 1, 2022		153,971,145	417,276,031	10,058,314	3,360,055	(11,367,165)	419,327,235					
Exercise of share purchase warrants		350,556	378,600	-	-	-	378,600					
Shared-based payments	10	-	-	6,210,136	-	-	6,210,136					
Gain on marketable securities		-	-	-	262,316	-	262,316					
Net loss		-	-	-	-	(19,793,005)	(19,793,005)					
Balance - September 30, 2022		154,321,701	417,654,631	16,268,450	3,622,371	(31,160,170)	406,385,282					

	Share capital						
	Notes	Number of shares	Amount	Contributed surplus	Accumulated other comprehensive income	Retained earnings (deficit)	Total shareholders equity
		#	\$	\$	\$	\$	\$
Balance - January 1, 2021		124,204,936	250,411,031	3,567,530	2,915,998	2,343,587	259,238,146
Exercise of share purchase warrants		1,246,666	1,346,399	-	-	-	1,346,399
Exercise of stock options		7,000	15,381	(7,261)	-	-	8,120
Bought Deal Offering - May 19, 2021		18,853,100	115,003,910	-	-	-	115,003,910
Non-Brokered Offering - May 25, 2021		9,200,000	56,120,000	-	-	-	56,120,000
Share issue costs		-	(6,161,193)	-	-	-	(6,161,193)
Shared-based payments		-	-	4,399,692	-	-	4,399,692
Gain on marketable securities		-	-	-	392,130	-	392,130
Net loss		-	-	-	-	(9,491,309)	(9,491,309)
Balance - September 30, 2021		153,511,702	416,735,528	7,959,961	3,308,128	(7,147,722)	420,855,895

The accompanying notes are an integral part of the condensed interim consolidated financial statements

ARTEMIS GOLD INC.

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

	For the three months ended September 30, 2022 \$	For the three months ended September 30, 2021 \$	For the nine months ended September 30, 2022 \$	For the nine months ended September 30, 2021 \$
Operating activities				
Net loss	(12,959,846)	(2,705,433)	(19,793,005)	(9,491,309)
Items not involving cash:				
Depreciation	98,390	92,622	291,534	247,427
Share-based payments	1,356,272	993,967	4,261,353	3,177,171
Accretion expense on lease liability	16,091	20,117	51,563	62,669
Accretion expense on asset retirement obligation	13,509	18,584	49,137	58,812
Equity loss from investment in associate	259,148	181,435	703,818	524,828
Fair value adjustment on convertible debenture	-	-	-	795,646
Fair value adjustment on warrants	-	77,835	644,119	970,950
Impairment loss on equity investment	9,889,866	-	9,889,866	-
Interest income	(595,413)	(244,097)	(1,197,748)	(523,379)
Net changes in non-cash working capital:				
Accounts payable and accrued liabilities	60,688	650,812	905,027	1,159,246
Receivables and prepayments	(176,945)	(51,866)	(179,199)	152,337
Net cash used in operating activities	(2,038,240)	(966,024)	(4,373,535)	(2,865,602)
Investing activities				
Interest received	592,596	290,912	1,110,704	752,545
Proceeds from marketable securities	-	3,025,849	1,383,413	3,320,240
Mineral property, plant and equipment	(30,142,637)	(8,785,404)	(53,143,658)	(24,604,547)
Acquisition of mineral property - Blackwater	-	(50,000,000)	-	(50,000,000)
Restricted cash	(3,780,000)	(196,000)	(3,841,200)	(226,000)
Net cash used in investing activities	(33,330,041)	(55,664,643)	(54,490,741)	(70,757,762)
Financing activities				
Deferred financing costs	(701,981)	-	(5,335,537)	-
Exercise of stock options	-	8,120	-	8,120
Exercise of share purchase warrants	162,000	10,800	378,600	1,346,399
Lease payments	(90,354)	(88,650)	(270,561)	(224,046)
Share issuance proceeds	-	-	-	171,123,910
Share issuance costs	-	(173,605)	-	(6,161,193)
Net cash (used in) provided by financing activities	(630,335)	(243,335)	(5,227,498)	166,093,190
Change in cash and cash equivalents	(35,998,616)	(56,874,002)	(64,091,774)	92,469,826
Cash and cash equivalents, beginning	103,265,958	201,190,654	131,359,116	51,846,826
Cash and cash equivalents, ending	67,267,342	144,316,652	67,267,342	144,316,652
Restricted cash, ending	4,665,500	766,800	4,665,500	766,800
Total cash, cash equivalents and restricted cash, ending	71,932,842	145,083,452	71,932,842	145,083,452

The accompanying notes are an integral part of the condensed interim consolidated financial statements

ARTEMIS GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

1. NATURE OF OPERATIONS

Artemis Gold Inc. ("**Artemis**" or the "**Company**") was incorporated under the Business Corporations Act (British Columbia) on January 10, 2019. The Company is a development-stage company focused on the development of the Blackwater Gold Project ("**Blackwater**" or the "**Blackwater Project**") in central British Columbia. The Company's common shares are traded on the Toronto Venture Exchange (the "**TSXV**") under the symbol "**ARTG**".

The Company operates a single reportable segment, being the exploration and development of mineral properties.

The Company maintains its head office at 595 Burrard Street, Suite 3083, Vancouver, B.C. Canada. The Company's registered and records office is located at 595 Burrard Street, Suite 2600, Vancouver, B.C., Canada.

2. BASIS OF PREPARATION

Basis of preparation and measurement

These unaudited condensed interim consolidated financial statements ("**Interim Financial Statements**") 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* and do not include the information required for full annual financial statements. Accordingly, they should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2021 and 2020 (the "**Annual Financial Statements**"). The accounting policies applied in the preparation of these Interim Financial Statements are consistent with those applied and disclosed in the Annual Financial Statements, except as described below.

These Interim Financial Statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value. In addition, these Interim Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information. These Interim Financial Statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiary. Certain comparative period information has been restated to conform to the current period presentation.

These Interim Financial Statements were approved by the board of directors on November 7, 2022.

ARTEMIS GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

2. BASIS OF PREPARATION (continued)

Basis of consolidation

These Interim Financial Statements include the accounts of the Company and its wholly-owned subsidiaries, BW Gold Ltd. and 1337890 BC Ltd. The Company and its subsidiaries are domiciled in Canada. All inter-company balances, transactions, revenues and expenses have been eliminated upon consolidation.

3. USE OF ESTIMATES AND JUDGMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and variable consideration payable at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The Company's interim results are not necessarily indicative of its results for a full year. The significant judgments and areas of estimation uncertainty that applied in the preparation of these Interim Financial Statements are consistent with those applied and disclosed in Note 4 of the Annual Financial Statements.

4. INVESTMENT IN VELOCITY MINERALS LTD. ("VLC")

The Company's investment in VLC as at September, 2022 was comprised of:

	Investment in associate \$	Convertible debenture \$	Warrants \$	Total \$
Balance, January 1, 2021	9,479,754	10,976,994	2,699,462	23,156,210
Conversion of debenture	10,181,348	(10,181,348)	-	-
Fair value change for the year	-	(795,646)	(2,055,343)	(2,850,989)
Equity loss on investment in associate	(701,729)	-	-	(701,729)
Balance, December 31, 2021	18,959,373	-	644,119	19,603,492
Fair value change in the period	-	-	(644,119)	(644,119)
Equity loss on investment in associate	(703,818)	-	-	(703,818)
Impairment loss on equity investment	(9,889,866)	-	-	(9,889,866)
Balance, September 30, 2022	8,365,689	-	-	8,365,689

ARTEMIS GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

4. INVESTMENT IN VLC (continued)

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 initially recognized 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 particular period.

During the period ended September 30, 2022, the Company recognized a non-cash impairment loss of \$9,889,866 due to a significant and prolonged decline in the market share price of VLC. The Company compared the carrying value of the investment in VLC to its estimated recoverable amount, which was determined to be its level 1 fair value due to the observable share prices of VLC on the TSXV at period end.

As at September 30, 2022, the Company held 50,701,138 common shares of VLC (or 32% of VLC's issued and outstanding common shares) with a fair market value of \$8,365,689 (December 31, 2021 - 50,701,138 VLC shares at a fair value of \$15,717,353).

The assets and liabilities of VLC are summarized in the following table and incorporates VLC's most recently available financial information at the time of preparation of these Interim Financial Statements, which was as at June 30, 2022.

	June 30, 2022 \$
Current assets	2,948,989
Non-current assets	24,291,091
	27,240,080
Current liabilities	559,656
Non-current liabilities	28,476
	588,132
Total net assets attributable to owners of Velocity	22,180,403
Company's equity share of net assets	7,016,342
Loss and comprehensive loss attributable to VLC shareholders for the nine months ended June 30, 2022	2,224,945

ARTEMIS GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

5. MINERAL PROPERTY, PLANT AND EQUIPMENT

	Mineral property \$	Construction in Progress ⁽¹⁾ \$	Right-of-use asset \$	Camp \$	Equipment \$	Vehicles \$	Other ⁽²⁾ \$	Total \$
COST								
Balance, January 1, 2021	-	-	959,744	4,817,845	1,457,107	126,461	144,832	7,505,989
Transfer from mineral property – exploration and evaluation asset	297,627,717	-	-	-	-	-	-	297,627,717
Additions (dispositions)	8,274,158	-	610,144	(15,000)	215,955	(12,320)	392,856	9,465,793
Balance, December 31, 2021	305,901,875	-	1,569,888	4,802,845	1,673,062	114,141	537,688	314,599,499
Additions	37,578,925	21,144,241	-	-	-	-	864,792	59,587,958
Balance, September 30, 2022	343,480,800	21,144,241	1,569,888	4,802,845	1,673,062	114,141	1,402,480	374,187,457
DEPRECIATION								
Balance, January 1, 2021	-	-	(199,947)	(160,595)	(28,571)	(8,431)	(8,143)	(405,687)
Depreciation	-	-	(288,409)	(480,535)	(92,148)	(24,472)	(54,084)	(939,648)
Balance, December 31, 2021	-	-	(488,356)	(641,130)	(120,719)	(32,903)	(62,227)	(1,345,335)
Depreciation	-	-	(216,307)	(320,908)	(69,402)	(20,153)	(76,542)	(703,312)
Balance, September 30, 2022	-	-	(704,663)	(962,038)	(190,121)	(53,056)	(138,769)	(2,048,647)
NET BOOK VALUE								
Balance, December 31, 2021	305,901,875	-	1,081,532	4,161,715	1,552,343	81,238	475,461	313,254,164
Balance, September 30, 2022	343,480,800	21,144,241	865,225	3,840,807	1,482,941	61,085	1,263,711	372,138,810

(1) Construction in Progress primarily consists of costs associated with the engineering, procurement and construction (“EPC”) contract

(2) Included in “Other” are furniture, leasehold improvements, buildings and land.

Total depreciation recognized during the three and nine months ended September 30, 2022 was \$235,650 and \$703,312, respectively (for the three and nine months ended September 30, 2021 – \$243,704 and \$695,760, respectively), of which \$98,390 and \$291,534, respectively was expensed in the interim consolidated statements of loss and comprehensive loss (for the three and nine months ended September 30, 2021 - \$92,622 and \$247,427, respectively). The remaining depreciation charges were capitalized to mineral property.

Total contractual commitments related to mineral property, plant and equipment was \$303,297,362 at September 30, 2022 (December 31, 2021 - \$415,596).

ARTEMIS GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

6. VARIABLE CONSIDERATION PAYABLE

The initial fair value of the financial liability was determined using a discount rate of 12.5% and subsequent changes to the amortized cost were as follows:

	Carrying amount \$
Balance, January 1, 2021	32,484,283
Accretion expense capitalized to mineral property, plant and equipment	4,324,799
Balance, December 31, 2021	36,809,082
Accretion expense capitalized to mineral property, plant and equipment	3,607,049
Balance, September 30, 2022	40,416,131

7. ASSET RETIREMENT OBLIGATION

Changes to the asset retirement obligation are as follows:

	Carrying amount \$
Balance, January 1, 2021	8,347,027
Accretion expense	76,850
Change in obligation estimate	(1,079,594)
Balance, December 31, 2021	7,344,283
Accretion expense	49,137
Change in obligation estimate	(2,018,979)
Balance, September 30, 2022	5,374,441

The majority of the expenditures are expected to occur after 2047, in line with the end of the mine life. As at September 30, 2022, the assumptions applied in estimating the asset retirement obligation included a 30-year average inflation rate and long-term average discount rate which were 2.40% and 3.14% per annum (as at December 31, 2021 2.02% and 1.68% per annum), respectively.

8. RESTRICTED CASH

As at September 30, 2022 and December 31, 2021, the Company recorded \$4,665,500 and \$824,300, respectively of restricted cash on the statements of financial position with respect to cash collateral provided to support surety bonds in the amount of \$11,184,000 attributed to the asset retirement obligation, early works permit and EPC contract (\$3,750,000 of restricted cash for a \$7,500,000 surety bond associated with the EPC contract, \$540,800 of restricted cash for a \$2,704,000 surety bond attributed to the asset retirement obligation and \$196,000 of restricted cash for a \$980,000 surety bond related to the early works permit). The remainder of the Company's restricted cash balance relates to collateral provided in regard to financial security in support of development activities and general corporate accounts.

ARTEMIS GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

9. DEFERRED FINANCING COSTS

The Company executed a credit approved commitment letter and term sheet from Macquarie Bank Limited and National Bank of Canada on February 24, 2022 to jointly underwrite a \$360 million project loan facility ("PLF"). The PLF also provides for the deferral and capitalization of the initial interest of the facility, up to \$25 million and a \$40 million standby cost overrun facility.

The Company also entered into a silver stream arrangement (the "Silver Stream") with Wheaton on December 13, 2021. Under the terms of the Silver Stream, Wheaton will make an up-front deposit payment in cash of approximately US\$141 million, payable in tranches during the major works construction of the Project, subject to certain conditions.

As at September 30, 2022, the Company has incurred \$7,307,408 (December 31, 2021 - \$2,978,123) in costs that are directly attributable to the PLF and the Silver Stream. Upon utilization of the PLF and Silver Stream, subject to various conditions precedent, the aforementioned deferred financing costs are expected to be recognized in determining the carrying values of the PLF and Silver Stream.

10. EQUITY

Stock options

On September 12, 2022, the Company granted 1,110,000 stock options to employees of the Company at an exercise price of \$4.62 per option, which expire 5 years from the grant date.

11. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management compensation

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 the three and nine months ended September 30, 2022 and 2021, included compensation paid to the Company's directors, as well as the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Chief Commercial Officer (commencing in late Q2 2022).

Compensation awarded to key management personnel for the three and nine months ended September 30, 2022 and 2021, was:

	For the three months ended September 30, 2022 \$	For the three months ended September 30, 2021 \$	For the nine months ended September 30, 2022 \$	For the nine months ended September 30, 2021 \$
Salaries and benefits	469,263	190,438	879,238	674,629
Consulting fees	240,000	143,750	540,000	431,250
Directors' fees	128,000	73,125	399,000	261,458
Share-based payments	1,291,274	875,179	3,631,253	2,864,269
	2,128,537	1,282,492	5,449,491	4,231,606

ARTEMIS GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

11. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION (continued)

As at September 30, 2022, the Company did not owe any unpaid salaries, benefits or consulting fees to the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer or Chief Commercial Officer (as at December 31, 2021 - \$Nil).

As at September 30, 2022, the Company did not owe any unpaid fees to Directors (as at December 31, 2021 - \$7,500).

12. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, interest receivables, deposits, restricted cash, accounts payable and variable consideration payable. All financial instruments are initially recorded at fair value and designated as follows: cash and cash equivalents, interest receivables and deposits which are included in other assets are classified as financial assets at amortized cost. Accounts payable and variable consideration payable are classified as financial liabilities at amortized 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 September 30, 2022, 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 \$35,837,761 (see carrying value in Note 6), which was determined using a discounted cash flow approach with an estimated market interest rate applied. The fair value of the Company's equity investment in VLC is disclosed in Note 4.

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.

13. SUBSEQUENT EVENT

- a) Subsequent to September 30, 2022 the Company completed an equity financing via the issuance of an aggregate of 38,890,000 common shares (the "**Common Shares**") at a price of \$4.50 per Common Share (the "**Offering Price**") for aggregate gross proceeds of \$175,005,000.