



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the 2023 Annual General Meeting (the "**Meeting**") of the shareholders of **ARTEMIS GOLD INC.** (the "**Company**") will be held at 555 Burrard Street, Suite 1165, in Vancouver, British Columbia on August 10, 2023 at 11:00 a.m. (Vancouver time) for the following purposes:

- A. to receive the audited financial statements of the Company for the year ended December 31, 2022 and the report of the auditors thereon;
- B. to fix the number of directors of the Company for the ensuing year at seven (7);
- C. to elect directors of the Company as more fully described in the accompanying management information circular (the "**Information Circular**");
- D. to appoint PricewaterhouseCoopers LLP as the auditors of the Company for the ensuing year at a remuneration to be fixed by the directors; and
- E. to consider and, if thought fit, to pass an ordinary resolution to approve the Company's rolling omnibus plan, as more fully set forth in the Information Circular accompanying this notice of meeting (the "**Notice**"); and
- F. to transact any other business that may properly come before the Meeting and any postponement(s) or adjournment(s) thereof.

The Company intends to hold the Meeting in person. However, to mitigate risk to the health and safety of our communities, shareholders and employees, the Company encourages shareholders to not attend the Meeting in person, but instead to vote their shares in advance of the Meeting via mail, telephone or online. No management presentation will be made at the Meeting; however, stakeholders may participate in the Meeting via a live teleconference. Specifically, registered shareholders and duly appointed proxy holders who have properly pre-registered to participate in the Meeting as outlined below will have the opportunity to ask questions of management at the conclusion of the Meeting and, provided they have not already submitted their votes, participate in telephone voting.

In order to be permitted to ask questions during the Meeting or submit a telephone vote, registered shareholders and duly appointed proxy holders must pre-register via the following link prior to the proxy cut-off at time at 11:00 a.m. PDT on August 8, 2023:

<https://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10022132&linkSecurityString=19b230afd0>

After pre-registration has been completed, pre-registered registered shareholders and duly appointed proxy holders will see on screen a unique PIN they have been assigned and dial-in phone numbers they will use to join the conference call. These details will also be sent to the pre-registered registered shareholders and duly appointed proxy holders by email in the form of

a calendar booking. It is recommended that they attempt to connect at least ten minutes prior to the scheduled start time of the Meeting.

All other shareholders and stakeholders wishing to attend the Meeting by teleconference, but not ask questions or participate in telephone voting, may dial the following toll free, or international toll number approximately five minutes prior to the commencement of the Meeting and ask the operator to join the Annual General Meeting of Artemis Gold Inc:

Toll-free (Canada/U.S.): 1-800-319-4610, or
Toll (International): +1-604-638-5340.

If any shareholder wishes to attend the Meeting in person, please contact (604) 558-1107 or info@artemisgoldinc.com in order for arrangements to be made that comply with the Company's health and safety policy. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

The directors have fixed 5:00 p.m. (Vancouver time), being the close of business, on June 16, 2023 as the record date for determining shareholders who are entitled to receive notice of the Meeting and are entitled to vote at the Meeting or any postponement(s) or adjournment(s) thereof.

Accompanying the Notice is the Information Circular, a form of proxy (or voting instruction form), voting instructions and a financial statement request form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into and forms part of this Notice.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her stead. Please read the notes accompanying the form of proxy enclosed herewith and then complete and return the proxy within the time set out in the notes. The enclosed form of proxy is solicited by management but, as set out in the notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Accessing Meeting Materials

The Company has elected to use the notice-and-access provisions (the "**Notice and Access**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* for the Meeting. Notice and access provisions allow reporting issuers to post electronic versions of proxy-related materials on SEDAR and a non-SEDAR website, rather than delivering the materials by mail. The use of Notice and Access provisions reduces paper waste and mailing costs to the Company. For the Company to employ Notice and Access provisions, it must send a notice to shareholders indicating that the proxy-related materials have been posted electronically and explaining how a shareholder can access them or obtain a paper copy of those materials from the Company. The required elements of such notice have been provided in this Notice.

The Meeting materials, including this Information Circular, are available under the Company's profile on SEDAR at www.sedar.com and on the Company's website at <https://www.artemisgoldinc.com/investors/agm-materials/> and will remain on the website for at least one full year from the date that the Meeting materials are posted on SEDAR.

To obtain a printed paper copy of the Information Circular, please contact the Company at 1-877-460-2655 (toll-free) or info@artemisgoldinc.com. The Company will, upon request, mail a paper copy of the Information Circular at no cost within three business days following receipt of such request, if received before the Meeting and within ten calendar days following receipt of such request, if received after the Meeting.

For additional information about Notice and Access provisions, shareholders may contact the Company's transfer agent, Computershare, at <http://www.computershare.com/noticeandaccess> or 1-866-964-0492 (toll-free).

The Company will not use stratification procedures in its use of Notice and Access provisions in relation to the Meeting. "Stratification" occurs when a reporting issuer using Notice and Access provisions provides a paper copy of the relevant Information Circular to some, but not all, shareholders with the notice package regarding the relevant meeting. In relation to the Meeting, registered shareholders will receive a paper copy of each of the Notice of the Meeting and a form of proxy, whereas non-registered will receive a paper copy of the Notice of the Meeting and a Voting Instruction Form.

Forms of Proxy and Voting Instruction Forms (VIFs)

Registered shareholders have received a form of proxy with this Notice. The deadline for submitting a form of proxy is 11:00 a.m. Vancouver time on August 8, 2023. Please complete, date and sign the form of proxy and deliver it before that deadline in accordance with the instructions set out in the form of proxy and in the Circular. Non-registered shareholders have received a voting instruction form with this Notice. The deadline for returning voting instruction forms is specified in the form itself. Voting instruction forms, whether provided by the Company or an intermediary, should be completed and returned in accordance with the specific instructions, and by the deadline specified, in the form. Please ensure you carefully follow the instructions set out in the voting instruction form, including those specifying where and when the form is to be returned.

Please review the Information Circular before completing your form of proxy or voting instruction form, as the Information Circular contains additional information about each matter to be voted on at the Meeting.

DATED at Vancouver, British Columbia, this 16th day of June, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Steven Dean"

Steven Dean
Chairman and Chief Executive Officer