

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

For the three and nine months ended September 30, 2024 and 2023

Expressed in Canadian Dollars, unless otherwise noted



ARTEMIS GOLD INC.

Condensed Consolidated Interim Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

	Notes	As at September 30, 2024 \$	As at December 31, 2023 \$
Assets			
Current assets			
Cash and cash equivalents		10,720,480	156,590,674
Receivables and prepayments		2,705,193	10,234,647
Current portion of restricted cash	5	17,432,513	-
		30,858,186	166,825,321
Non-current assets			
Investment in associate	4	7,289,208	7,585,568
Restricted cash	5	4,464,850	15,126,227
Capitalized contract costs		1,955,775	1,955,775
Deferred financing costs		-	10,006,762
Prepayments on non-current assets		-	15,159,857
Mineral property, plant and equipment	6	1,488,996,205	904,114,838
TOTAL ASSETS		1,533,564,224	1,120,774,348
Liabilities			
Current liabilities			
Accounts payable, accrued liabilities and provisions		99,335,385	52,814,479
Current portion of lease liabilities	7	5,343,531	1,373,303
Current portion of long-term debt	9	53,438,000	-
Current portion of asset retirement obligation	10	1,256,572	-
Current portion of deferred revenue	11	9,088,229	2,856,891
Derivative liabilities	14	8,463,184	-
		176,924,901	57,044,673
Non-current liabilities			
Lease liabilities	7	99,542,521	19,967,754
Variable consideration payable	8	51,911,894	47,262,688
Long-term debt	9	311,765,540	143,497,758
Asset retirement obligation	10	41,815,353	24,204,282
Deferred revenue	11	255,474,599	247,441,738
Other non-current liabilities		344,821	-
TOTAL LIABILITIES		937,779,629	539,418,893
Shareholders' equity			
Share capital	12	629,109,923	599,868,231
Contributed surplus	12	30,166,216	22,307,061
Accumulated other comprehensive income		3,622,371	3,622,371
Deficit		(67,113,915)	(44,442,208)
Total Shareholders' equity		595,784,595	581,355,455
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,533,564,224	1,120,774,348

Contingencies (Note 15)

Subsequent events (Note 16)

Approved for Issuance by the Board of Directors:

_____ "Elise Rees"	Director
_____ "Steven Dean"	Director

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

ARTEMIS GOLD INC.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars, except per share amounts and number of shares)

		For the three months ended September 30, 2024 \$	For the three months ended September 30, 2023 \$	For the nine months ended September 30, 2024 \$	For the nine months ended September 30, 2023 \$
	Notes				
Operating expenses					
Depreciation	6	170,340	165,868	511,019	503,813
Management fees and wages	13	1,282,460	1,251,319	4,474,996	4,063,872
Investor relations and corporate development		123,506	163,041	364,203	416,890
Office, insurance and general		335,133	363,676	1,204,695	1,495,390
Professional fees		256,523	357,809	777,229	961,766
Share-based payments	12, 13	2,223,554	897,827	6,226,158	2,857,802
Loss from operations		(4,391,516)	(3,199,540)	(13,558,300)	(10,299,533)
Other (expense) income					
Interest expense on lease liability	7	(15,482)	(26,239)	(55,204)	(86,679)
Accretion expense on asset retirement obligation	10	(127,559)	(112,253)	(298,659)	(224,228)
Equity loss from investment in associate	4	(130,101)	(150,241)	(296,360)	(481,697)
Change in fair value of derivatives	14	(5,633,976)	-	(8,463,184)	-
Interest income		-	909,175	-	3,548,307
Net loss and comprehensive loss		(10,298,634)	(2,579,098)	(22,671,707)	(7,543,830)
Loss per common share					
Basic and diluted		(0.05)	(0.01)	(0.11)	(0.04)
Weighted average number of common shares outstanding					
Basic and diluted		218,458,333	197,938,288	206,912,279	195,967,481

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

ARTEMIS GOLD INC.

Condensed Consolidated Interim Statements of Changes in Equity

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

	Notes	Share capital		Contributed surplus	Accumulated other comprehensive income	Deficit	Total shareholders' equity
		Number of shares	Amount				
		#	\$	\$	\$	\$	\$
Balance - January 1, 2024		198,706,255	599,868,231	22,307,061	3,622,371	(44,442,208)	581,355,455
Exercise of share purchase warrants	12	26,177,021	28,271,183	-	-	-	28,271,183
Exercise of stock options	12	121,766	970,509	(352,105)	-	-	618,404
Shared-based payments	12	-	-	8,211,260	-	-	8,211,260
Net loss		-	-	-	-	(22,671,707)	(22,671,707)
Balance - September 30, 2024		225,005,042	629,109,923	30,166,216	3,622,371	(67,113,915)	595,784,595

	Notes	Share capital		Contributed surplus	Accumulated other comprehensive income	Deficit	Total shareholders' equity
		Number of shares	Amount				
		#	\$	\$	\$	\$	\$
Balance - January 1, 2023		193,211,701	589,253,146	17,549,291	3,622,371	(32,997,077)	577,427,731
Exercise of share purchase warrants	12	4,448,000	4,803,840	-	-	-	4,803,840
Exercise of stock options	12	350,000	769,030	(363,030)	-	-	406,000
Shared-based payments	12	-	-	3,386,256	-	-	3,386,256
Net loss		-	-	-	-	(7,543,830)	(7,543,830)
Balance - September 30, 2023		198,009,701	594,826,016	20,572,517	3,622,371	(40,540,907)	578,479,997

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

ARTEMIS GOLD INC.

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

		For the three months ended September 30, 2024	For the three months ended September 30, 2023	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
	Notes	\$	\$	\$	\$
Operating activities					
Net loss and comprehensive loss		(10,298,634)	(2,579,098)	(22,671,707)	(7,543,830)
Items not involving cash:					
Depreciation		170,340	165,868	511,019	503,813
Share-based payments	12, 13	2,223,554	897,827	6,226,158	2,857,802
Interest expense on lease liability	7	15,482	26,239	55,204	86,679
Accretion expense on asset retirement obligation	10	127,559	112,253	298,659	224,228
Equity loss from investment in associate	4	130,101	150,241	296,360	481,697
Change in fair value of derivatives	14	5,633,976	-	8,463,184	-
Interest income		-	(909,175)	-	(3,548,307)
Net changes in non-cash working capital:					
Accounts payable, accrued liabilities and provisions		815,194	439,854	(1,044,466)	(499,067)
Receivables and prepayments		(93,616)	(203,958)	472,804	600,626
Net cash used in operating activities		(1,276,044)	(1,899,949)	(7,392,785)	(6,836,359)
Investing activities					
Interest received		852,463	1,187,832	4,126,385	3,826,964
Purchases of mineral property, plant and equipment		(118,403,073)	(109,029,342)	(370,969,163)	(284,869,951)
Restricted cash		(2,618,750)	(2,072,506)	(6,771,136)	(8,009,977)
Net cash used in investing activities		(120,169,360)	(109,914,016)	(373,613,914)	(289,052,964)
Financing activities					
Deferred financing costs		-	-	(930,428)	(10,597,875)
Exercise of stock options	12	241,918	406,000	618,404	406,000
Exercise of share purchase warrants	12	22,104,946	16,200	28,271,183	4,803,840
Lease payments	7	(1,435,735)	(192,976)	(2,822,654)	(746,612)
Proceeds from long-term debt	9	-	-	210,000,000	-
Capitalized contract costs		-	-	-	(338,025)
Proceeds from streaming arrangements	11	-	120,881,388	-	181,092,672
Net cash provided by financing activities		20,911,129	121,110,612	235,136,505	174,620,000
Change in cash and cash equivalents		(100,534,275)	9,296,647	(145,870,194)	(121,269,323)
Cash and cash equivalents, beginning		111,254,755	63,523,402	156,590,674	194,089,372
Cash and cash equivalents, ending		10,720,480	72,820,049	10,720,480	72,820,049

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

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

1. NATURE OF OPERATIONS

Artemis Gold Inc. ("**Artemis Gold**" 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 Mine ("**Blackwater**" or the "**Blackwater Mine**") in central British Columbia. The Company's common shares are traded on the TSX Venture Exchange ("**TSXV**") under the symbol "ARTG".

The Company operates a single reportable segment, being the exploration and development of mineral properties. All of the Company's non-current assets are located in Canada.

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 1133 Melville Street, Suite 3500, Vancouver, B.C., Canada.

2. BASIS OF PREPARATION

Basis of preparation and measurement

These unaudited condensed consolidated interim financial statements ("**Interim Financial Statements**") have been prepared in accordance with IAS 34, *Interim Financial Reporting* ("**IAS 34**"). They do not include all of the information and notes required by IFRS Accounting Standards as issued by the International Accounting Standards Board ("**IFRS**") for full annual financial statements and should be read in conjunction with the Company's audited annual consolidated financial statements as at and for the years ended December 31, 2023 and 2022 ("**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 disclosed below related to new accounting standards.

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 subsidiaries. References to "**US\$**" are for United States Dollars. Certain prior period amounts have been reclassified to conform to the presentation in the current period.

These Interim Financial Statements were approved by the board of directors on November 6, 2024.

Basis of consolidation

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

Adoption of new accounting standards

IAS 1, *Presentation of Financial Statements* ("**IAS 1**"): In October 2022, the IASB issued amendments to IAS 1 titled Non-current Liabilities with Covenants. These amendments sought to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override but incorporate the previous amendments, Classification of Debt as Current or Non-current, issued in January 2020, which clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. Effective January 1, 2024, the Company adopted these amendments, which did not have a material effect on its Interim Financial Statements.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

2. BASIS OF PREPARATION (CONTINUED)

Accounting standards issued but not yet adopted

IFRS 18, *Presentation and Disclosure in Financial Statements* ("IFRS 18"): In April 2024, the IASB issued IFRS 18, which will replace IAS 1. IFRS 18 is effective for periods beginning on or after January 1, 2027, with early adoption permitted. IFRS 18 will require defined categories and subtotals in the statement of profit or loss, require disclosure about management-defined performance measures, and adds new principles for aggregation and disaggregation of information. The Company is assessing the impact of this standard on its disclosures.

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 and liabilities 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 accounting policy 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, except as noted below.

Liquidity

As at September 30, 2024, the Company had a working capital deficit of \$146.1 million. At that date, the Company had additional sources of liquidity in the form of a \$40 million COF, along with an additional \$3.8 million of capitalized interest available under the PLF. The Company also executed an agreement on October 9, 2024, with one of its existing lenders to provide additional stand-by debt funding of up to \$65 million, plus up to \$10 million in capitalized interest and fees.

Included in the working capital deficit are current liabilities of approximately \$75 million which are either non-cash in nature or not due within at least six months of the period-end. The Company is targeting first gold pour from its Blackwater Mine in late Q4 2024, prior to the due dates of those current liabilities, and expects that such current liabilities will be funded from the expected positive cash flows from operations.

The Company expects that its available liquidity as at September 30, 2024 and the funding obtained subsequently, along with future cash flows associated with mining operations will provide sufficient resources to fund the initial construction of Blackwater and meet its contractual obligations for the following 12 months. Subsequent to September 30, 2024, the Company drew the \$40 million COF and \$35 million of the stand-by debt facility (Note 16).

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

4. INVESTMENT IN ASSOCIATE

The Company has an investment in Velocity Minerals Ltd. ("VLC"):

	Investment in associate \$
Balance, January 1, 2023	8,176,317
Equity loss on investment in associate	(590,749)
Balance, December 31, 2023	7,585,568
Equity loss on investment in associate	(296,360)
Balance, September 30, 2024	7,289,208

As at September 30, 2024, the Company held 50,701,138 common shares of VLC (or 26% of VLC's issued and outstanding common shares) with a fair market value of \$7.9 million (December 31, 2023 - 50,701,138 VLC shares, or 26% of VLC's issued and outstanding common shares, at a fair value of \$5.6 million).

5. RESTRICTED CASH

As at September 30, 2024, the Company recorded a total of \$21.9 million (December 31, 2023 - \$15.1 million) of restricted cash on the statements of financial position with respect to cash collateral provided to support surety bonds related to reclamation and other permitting requirements, fish habitat compensation plans and mining effluent requirements, construction holdbacks and other collateral provided in regard to financial security in support of general corporate accounts.

The current portion of restricted cash is comprised of amounts expected to be released from construction holdbacks, as well as the expected refund of a portion of cash collateral associated with previously issued reclamation and environmental security bonds following the commencement of production.

The following table summarizes restricted cash as follows:

	September 30, 2024 \$		December 31, 2023 \$	
	Restricted cash	Surety bond	Restricted cash	Surety bond
Reclamation and environmental security	8,698,900	167,474,500	8,698,900	86,989,000
Construction holdback liability	13,083,063	-	6,311,927	-
Other	115,400	3,064,798	115,400	585,544
Balance	21,897,363	170,539,298	15,126,227	87,574,544
Less: current portion	(17,432,513)	-	-	-
Non-current portion	4,464,850		15,126,227	

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
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6. MINERAL PROPERTY, PLANT AND EQUIPMENT

	Mineral property ⁽¹⁾	Construction in Progress ⁽²⁾	Right-of-use assets ⁽³⁾	Camp	Equipment	Vehicles	Other ⁽⁴⁾	Total
	\$	\$	\$	\$	\$	\$	\$	\$
COST								
Balance, January 1, 2023	381,131,615	46,406,633	2,329,600	4,802,845	1,673,062	280,672	1,402,480	438,026,907
Additions	107,893,413	342,187,242	20,621,019	-	-	-	61,218	470,762,892
Balance, December 31, 2023	489,025,028	388,593,875	22,950,619	4,802,845	1,673,062	280,672	1,463,698	908,789,799
Additions	173,172,860	336,902,612	84,272,389	-	-	-	-	594,347,861
Balance, September 30, 2024	662,197,888	725,496,487	107,223,008	4,802,845	1,673,062	280,672	1,463,698	1,503,137,660
Balance, January 1, 2023	-	-	(799,109)	(1,066,081)	(212,950)	(71,336)	(165,492)	(2,314,968)
Depreciation	-	-	(1,648,164)	(433,731)	(99,781)	(53,704)	(124,613)	(2,359,993)
Balance, December 31, 2023	-	-	(2,447,273)	(1,499,812)	(312,731)	(125,040)	(290,105)	(4,674,961)
Depreciation	-	-	(6,920,231)	(2,335,750)	(75,287)	(40,278)	(94,948)	(9,466,494)
Balance, September 30, 2024	-	-	(9,367,504)	(3,835,562)	(388,018)	(165,318)	(385,053)	(14,141,455)
NET BOOK VALUE								
Balance, December 31, 2023	489,025,028	388,593,875	20,503,346	3,303,033	1,360,331	155,632	1,173,593	904,114,838
Balance, September 30, 2024	662,197,888	725,496,487	97,855,504	967,283	1,285,044	115,354	1,078,645	1,488,996,205

(1) Mineral property primarily includes expenditures related to technical services, environmental regulatory and compliance, capitalized interest, accretion of variable consideration payable, accretion of deferred revenue, discounted future reclamation costs (Note 10), capitalized stock-based compensation, capitalized depreciation and capitalized interest on lease liabilities.

(2) Construction in Progress consists of costs associated with the Blackwater Mine, which includes the engineering, procurement and construction ("EPC") contract for the processing plant.

(3) Right-of-use assets consist of the initial construction and mining fleet related to the Blackwater Mine, as well as corporate office leases.

(4) "Other" includes furniture, buildings and land.

Total depreciation recognized during the three and nine months ended September 30, 2024 was \$4.6 million and \$9.5 million, respectively (three and nine months ended September 30, 2023 - \$0.8 million and \$1.4 million, respectively), of which \$0.2 million and \$0.5 million, respectively, was expensed in the condensed consolidated interim statements of loss and comprehensive loss (three and nine months ended September 30, 2023 - \$0.2 and \$0.5 million, respectively). The remaining depreciation charges were capitalized to mineral property.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

6. MINERAL PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The amount of capitalized interest included in mineral property during the nine months ended September 30, 2024 was \$42.5 million (nine months ended September 30, 2023 - \$12.4 million). The amounts of capitalized interest include the accretion of variable consideration payable and deferred revenue, as well as commitment fees and interest expense associated with the PLF and mobile equipment master lease agreement ("MLA"). Capitalized interest included in mineral property during the nine months ended September 30, 2024 is net of \$3.7 million of interest income associated with the cash proceeds from the PLF (nine months ended September 30, 2023 - \$nil).

The additions to mineral property during the nine months ended September 30, 2024 includes \$18.6 million in changes in the asset retirement obligation estimate (nine months ended September 30, 2023 - \$7.0 million).

7. LEASE LIABILITIES

The Company's lease liabilities are primarily related to construction equipment required for the execution of the owner-performed scope of major works construction activities and initial mining fleet for operations at the Blackwater Mine. The Company's lease liabilities have interest rates that vary between 6.0% to 9.5%.

The following table summarizes the changes in lease liabilities:

	September 30, 2024	December 31, 2023
	\$	\$
Opening balance	21,341,057	1,712,564
Additions	84,283,574	20,537,403
Lease payments	(2,822,654)	(1,277,934)
Interest	2,084,075	369,024
Closing balance	104,886,052	21,341,057
Less: current portion	(5,343,531)	(1,373,303)
Non-current portion	99,542,521	19,967,754

Total interest incurred on lease liabilities during the three and nine months ended September 30, 2024 was \$1.2 million and \$2.1 million, respectively (three and nine months ended September 30, 2023 - \$0.1 million), which was primarily capitalized to mineral property.

Future scheduled lease payments, comprising principal and interest are disclosed in Note 14.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
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8. VARIABLE CONSIDERATION PAYABLE

The Company's variable consideration payable is associated with the gold stream arrangement ("Gold Stream") that the Company entered into as part of the consideration associated with the acquisition of Blackwater. The Gold Stream also included a delayed construction/production penalty clause (the "Delay Penalty Clause") whereby, in the event the Blackwater mineral processing facility had not achieved an average of at least 80% of Phase 1 nameplate capacity (as per the definition in the 2021 feasibility study) for a period of 60 days prior to each of August 21, 2027, 2028 and 2029, the Company would be required to make penalty payments to the streaming company in the amount of \$28 million (the "Penalty Payment") per annual deadline missed, up to a maximum of \$84 million. Although the Company does not control all of the events which may result in the payment of the Penalty Payments, it was considered likely that the minimum benefit to the streaming company, either as a result of the Delay Penalty Clause or through future sales at a discount to the spot price, would be the sum of the Penalty Payments. Accordingly, the Company recorded a liability for variable consideration payable upon the acquisition of Blackwater. The initial fair value of the financial liability was determined using a discount rate of 12.5%.

If the Blackwater mineral processing facility achieves an average of at least 80% of Phase 1 nameplate capacity (as per the definition in the 2021 feasibility study) for a period of 60 days prior to August 21, 2027, the liability will be de-recognized with a corresponding reduction to mineral property, plant and equipment, representing the accretion expense capitalized to mineral property, plant and equipment since initial recognition of the liability.

The following table summarizes the changes in variable consideration payable:

	Carrying amount \$
Balance, January 1, 2023	41,709,665
Accretion expense capitalized to mineral property, plant and equipment	5,553,023
Balance, December 31, 2023	47,262,688
Accretion expense capitalized to mineral property, plant and equipment	4,649,206
Balance, September 30, 2024	51,911,894

9. LONG-TERM DEBT

The Company executed the Project Loan Facility ("PLF") with a syndicate of lenders on February 24, 2023, in respect of a \$360 million PLF plus up to \$25 million of capitalized interest, to fund a significant component of the estimated construction costs of the development of the Blackwater Mine. The PLF also provides for a \$40 million stand-by cost overrun facility ("COF").

	September 30, 2024 \$	December 31, 2023 \$
Proceeds received on drawdowns of PLF	360,000,000	150,000,000
Deferred financing costs	(17,714,718)	(7,147,687)
Amortization of deferred financing costs	1,696,573	8,883
Capitalized and accrued interest	21,221,685	636,562
Closing balance	365,203,540	143,497,758
Less: current portion	(53,438,000)	-
Non-current portion	311,765,540	143,497,758

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
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9. LONG-TERM DEBT (CONTINUED)

The following table summarizes the changes in long-term debt:

	\$
Balance, January 1, 2024	143,497,758
Proceeds received on drawdown of PLF	210,000,000
Reclassification of deferred financing costs	(10,567,031)
Amortization of deferred financing costs	1,687,690
Capitalized and accrued interest	20,585,123
Balance, September 30, 2024	365,203,540

On March 25 and June 21, 2024, the Company drew a further \$130 million and \$80 million, respectively under the PLF.

The PLF carried an interest rate at the Canadian Dealer Offered Rate ("CDOR"), plus a margin of 4.75% pre-project completion, reducing to 4.25% post-completion (the "Margin"). Any amounts drawn on the COF will carry the above pricing plus an additional 2%. CDOR ceased publication in June 2024, at which point the Company and its lenders transitioned to the Canadian Overnight Repo Rate Average ("CORRA"). Following the conversion to CORRA, the PLF carries a rate of CORRA plus 0.32138% per annum plus the Margin.

As at September 30, 2024, the entire balance of \$360 million had been drawn and \$3.8 million of capitalized interest remained available under the PLF.

As at September 30, 2024, no amounts were drawn under the COF (Note 16).

As at September 30, 2024, the Company was in compliance with its debt covenants.

Aggregate future minimum repayments, including both the principal amount of drawings and capitalized interest, are disclosed in Note 14.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
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10. ASSET RETIREMENT OBLIGATION

The following table summarizes the changes to the asset retirement obligation:

	Carrying amount \$
Balance, January 1, 2023	11,292,855
Accretion expense	307,994
Change in obligation estimate	12,603,433
Balance, December 31, 2023	24,204,282
Accretion expense	298,659
Change in obligation estimate	18,568,984
Balance, September 30, 2024	43,071,925
Less: current portion	(1,256,572)
Non-current portion	41,815,353

As at September 30, 2024, the assumptions applied in estimating the asset retirement obligation related to the inflation rate and discount rate were 2.05% and 3.13% per annum (as at December 31, 2023 1.99% and 3.02% per annum), respectively. As at September 30, 2024 and December 31, 2023, the Company's estimate of the undiscounted future cash flows related to the asset retirement obligation was \$55.7 million and \$30.8 million, respectively (Note 14).

11. DEFERRED REVENUE

The Company's deferred revenue is associated with the Silver Stream Precious Metals Purchase Agreement ("**Silver Stream**") and the separate amendment of the Gold Stream ("**Gold Stream Amendment**") that the Company entered into to fund the development and construction of the Blackwater Mine. The following table summarizes the changes in deferred revenue:

	Silver Stream \$	Gold Stream Amendment \$	Total \$
Balance, January 1, 2023	-	-	-
Deposits	189,763,200	53,769,430	243,532,630
Accretion	5,507,112	1,258,887	6,765,999
Balance, December 31, 2023	195,270,312	55,028,317	250,298,629
Accretion	11,602,795	2,661,404	14,264,199
Balance, September 30, 2024	206,873,107	57,689,721	264,562,828
Less: current portion	(9,088,229)	-	(9,088,229)
Non-current portion	197,784,878	57,689,721	255,474,599

The upfront cash deposits received under the Silver Stream and Gold Stream Amendment are accounted for as deferred revenue with a significant financing component, with the related accretion expense being capitalized to mineral property until the Blackwater Mine is operating in a manner intended by management. The deferred revenue associated with the Silver Stream and Gold Stream Amendment is being accreted to reflect the significant financing component at a pre-tax rate of 8% and 6.5%, respectively, being the estimated rate implicit to the Silver Stream and Gold Stream Amendment. The current portion of deferred revenue related to the Silver Stream is based on an estimate of silver ounce production from Blackwater for the next twelve months. As the deliveries under the Gold Stream Amendment are not expected to begin until 2034, the entire amount of the deferred revenue related to the Gold Stream Amendment is recorded as non-current as of September 30, 2024.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

12. EQUITY

a) Stock options

The Company may grant stock options to its directors, executive officers, employees and consultants to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company exercisable for a period of up to 10 years from the date of grant, subject to vesting conditions.

The Company uses the Black Scholes option pricing model to determine the fair value of stock options granted. As at September 30, 2024, the Company had the following stock options outstanding and exercisable:

	Number of stock options #	Weighted-average exercise price \$
Outstanding – January 1, 2023	10,309,600	4.67
Granted	3,393,875	4.92
Exercised	(991,666)	3.79
Forfeited	(1,049,334)	5.17
Outstanding – December 31, 2023	11,662,475	4.77
Granted	2,440,500	7.24
Exercised	(121,766)	5.08
Forfeited	(100,669)	6.14
Outstanding – September 30, 2024	13,880,540	5.19

The following table summarizes the options outstanding and exercisable at September 30, 2024 and December 31, 2023:

As at September 30, 2024		Total options outstanding			Total options exercisable		
Range of exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	
\$1.00-\$3.00	1,350,000	5.1	\$ 1.18	1,350,000	5.1	\$ 1.18	
\$3.01-\$5.00	3,870,707	3.3	\$ 4.80	1,582,060	3.3	\$ 4.76	
\$5.01-\$7.00	6,118,333	1.6	\$ 5.47	5,015,005	1.4	\$ 5.48	
\$7.01-\$9.00	2,541,500	4.3	\$ 7.24	100,000	2.2	\$ 7.25	
	13,880,540	2.9	\$ 5.19	8,047,065	2.4	\$ 4.64	

As at December 31, 2023		Total options outstanding			Total options exercisable		
Range of exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	
\$1.00-\$3.00	1,350,000	5.8	\$ 1.18	1,350,000	5.8	\$ 1.18	
\$3.01-\$5.00	3,965,975	4.1	\$ 4.80	342,033	3.7	\$ 4.61	
\$5.01-\$7.00	6,196,500	2.3	\$ 5.47	4,716,008	2.1	\$ 5.43	
\$7.01-\$9.00	150,000	2.9	\$ 7.25	100,000	2.9	\$ 7.25	
	11,662,475	3.3	\$ 4.77	6,508,041	3.0	\$ 3.00	

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

12. EQUITY (CONTINUED)

a) Stock options (continued)

Share-based payments arising from stock options that were recognized during the three and nine months ended September 30, 2024 was \$2.3 million and \$6.8 million, respectively (three and nine months ended September 30, 2023 - \$2.0 million and \$3.4 million, respectively), of which \$1.2 million and \$3.5 million was expensed during the three and nine months ended September 30, 2024, respectively, in the condensed consolidated interim statements of loss and comprehensive loss (three and nine months ended September 30, 2023 - \$0.5 million and \$2.1 million, respectively) and the remainder capitalized to mineral property.

The following assumptions were used in the valuation of the stock options granted during the three and nine months ended September 30, 2024 and 2023. No stock options were granted in the three months ended September 30, 2024.

	For the three months ended September 30, 2024	For the three months ended September 30, 2023	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
Annualized volatility	N/A	54%	54%	54%
Expected life (years)	N/A	5	5	5
Dividend rate	N/A	0.00%	0.00%	0.00%
Risk-free interest rate	N/A	4.33%	3.60% - 3.82%	3.05% - 4.33%
Forfeiture rate	N/A	0.00%	0.00%	0.00%

As at September 30, 2024, outstanding stock options had a weighted average remaining life of 2.9 years (December 31, 2023 – 3.3 years).

b) Restricted Share Units

The Company adopted a cash-settled Share Unit Plan in early 2023 (“**Share Unit Plan**”). Recipients of Restricted Share Units (“**RSUs**”) issued under the Share Unit Plan will receive a cash settlement in the amount equal to the market price of the RSUs on their vesting dates, with such amounts to be paid within 30 days of the respective vesting dates. On August 10, 2023, the Company adopted the Omnibus Incentive Plan (“**Omnibus Plan**”). Once RSUs issued under the Omnibus Plan vest, settlement shall be made by the issuance of one Common Share for each RSU being settled, a cash payment equal to the market price on the vesting date of the RSUs being settled in cash, or a combination of shares and cash, all as determined by the Board in its sole discretion.

On February 23, 2024, the Company granted 503,500 RSUs under the Omnibus Plan to non-independent directors, officers and employees of the Company.

Share-based payments arising from RSUs issued under the Share Unit Plan that were recognized during the three and nine months ended September 30, 2024 totalled \$1.1 million and \$2.7 million, respectively (three and nine months ended September 30, 2023 - \$0.6 million and \$1.1 million, respectively), of which \$0.5 million and \$1.5 million was expensed during the three and nine months ended September 30, 2024, respectively, in the condensed consolidated interim statements of loss and comprehensive loss (three and nine months ended September 30, 2023 - \$0.3 million and \$0.6 million, respectively), and the remainder was capitalized to mineral property.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

12. EQUITY (CONTINUED)

b) Restricted Share Units (continued)

Share-based payments arising from RSUs issued under the Omnibus Plan that were recognized during the three and nine months ended September 30, 2024 totalled \$0.6 million and \$1.3 million, respectively (three and nine months ended September 30, 2023 - \$nil), of which \$0.2 million and \$0.6 million was expensed during the three and nine months ended September 30, 2024, in the condensed consolidated interim statements of loss and comprehensive loss (three and nine months ended September 30, 2023 - \$nil), and the remainder was capitalized to mineral property.

c) Deferred Share Units

Under the Share Unit Plan, deferred share units ("DSUs") may be granted to non-executive directors of the Company from time to time. Vested DSUs issued under the Share Unit Plan are to be settled in a cash amount equal to the market price of the vested DSUs on the date that the person ceases to be a director of the Company, with the settlement to occur within 30 days of the person ceasing to be a director of the Company. Vested DSUs issued under the Omnibus Plan may be redeemed by non-executive directors once they cease to be a director of the Company by providing a redemption notice to the Company specifying the redemption date which will be at least three months following the date that the person ceased to be a non-executive director, but no later than December 15th of the year following which the person ceased to be a non-executive director. The former non-executive director would be entitled to one common share for each vested DSU under the Omnibus Plan, or a cash payment equal to the market value of such vested DSUs on the redemption date, or a combination of shares and cash, all as determined by the Board in its sole discretion.

On February 23, 2024 the Company granted 33,000 DSUs under the Omnibus Plan to directors of the Company.

Share-based payments arising from DSUs issued under the Share Unit Plan and Omnibus Plan that were recognized during the three and nine months ended September 30, 2024 totalled \$0.3 million and \$0.6 million, respectively (three and nine months ended September 30, 2023 - \$0.1 million), of which the entire amount was expensed during the three and nine months ended September 30, 2024 and 2023 in the condensed consolidated interim statements of loss and comprehensive loss.

d) Share purchase warrants

All share purchase warrants have been exercised or had expired on August 27, 2024. A summary of the changes in share purchase warrants is as follows:

	Number of warrants	Weighted-average exercise price \$
Outstanding - January 1, 2023	30,689,909	1.08
Exercised	(4,502,888)	1.08
Outstanding - December 31, 2023	26,187,021	1.08
Exercised	(26,177,021)	1.08
Expired	(10,000)	1.08
Outstanding - September 30, 2024	-	-

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

13. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

a) 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. Amounts paid to related parties were incurred in the normal course of business. Salaries, benefits, consulting fees and director's fees are recorded on a historical 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 for the three and nine months ended September 30, 2024 and 2023 consists of the Company's Chief Executive Officer, President and Chief Operating Officer, Chief Financial Officer, Chief ESG Officer, and directors. A portion of key management compensation is capitalized, depending on the nature of the individuals' responsibilities.

Compensation awarded to key management for the three and nine months ended September 30, 2024 and 2023 was:

	For the three months ended September 30, 2024 \$	For the three months ended September 30, 2023 \$	For the nine months ended September 30, 2024 \$	For the nine months ended September 30, 2023 \$
Salaries and benefits	544,716	419,668	1,750,415	1,519,067
Consulting fees	359,972	327,321	1,245,243	1,112,150
Director fees	140,900	148,605	415,140	436,493
Share-based payments	2,804,413	884,306	6,629,269	2,492,119
	3,850,001	1,779,900	10,040,067	5,559,829

As at September 30, 2024, the Company did not owe any unpaid salaries, benefits or consulting fees to the Company's Chief Executive Officer, President and Chief Operating Officer, Chief Financial Officer, Chief ESG Officer or to directors (as at December 31, 2023 - \$nil).

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities, long-term debt, variable consideration payable, zero cost gold collars ("Gold Collars"), and the embedded derivative asset related to the partial buy-back option of the Silver Stream. All financial instruments are initially recorded at fair value and designated as follows: cash and cash equivalents and receivables are classified as financial assets at amortized cost. The embedded derivative asset related to the partial buy-back option of the Silver Stream is classified as a financial asset at fair value through profit or loss. Accounts payable, variable consideration payable and long-term debt are classified as financial liabilities and are measured at amortized cost. The Gold Collars are a derivative financial instrument measured at fair value through profit or loss that is not designated for hedge accounting.

Financial instrument risk exposure

Credit risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. As at September 30, 2024, the Company has cash on deposit with several large Canadian financial institutions to counteract concentration risk. Management believes the risk of loss with respect to cash and cash equivalents to be remote.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Liquidity risk

Liquidity risk is the risk that the Company cannot meet its obligations as they fall due. The Company's cash and cash equivalents are held in business accounts which are available on demand.

The Company's remaining undiscounted contractual commitments and obligations as at September 30, 2024 were as follows:

	< 1 year \$	2 - 3 years \$	4 - 5 years \$	> 5 years \$	Total \$
Accounts payable and accrued liabilities	99,335,385	-	-	-	99,335,385
Lease liabilities	14,866,849	54,642,572	53,756,944	15,071,026	138,337,391
Construction commitments	52,306,440	-	-	-	52,306,440
Master lease agreement and other capital commitments	41,254,195	10,081,074	-	-	51,335,269
Variable consideration payable	-	28,000,000	56,000,000	-	84,000,000
Long-term debt	80,050,538	251,342,063	83,096,963	55,453,745	469,943,309
Asset retirement obligation	1,256,572	-	-	54,482,873	55,739,445
Total	289,069,979	344,065,709	192,853,907	125,007,644	950,997,239

The Company's undiscounted contractual commitments as at December 31, 2023 were as follows:

	< 1 year \$	2 - 3 years \$	4 - 5 years \$	> 5 years \$	Total \$
Accounts payable and accrued liabilities	52,814,479	-	-	-	52,814,479
Lease liabilities	3,271,085	11,197,777	10,224,633	3,616,939	28,310,434
Construction commitments	225,911,079	-	-	-	225,911,079
Master lease agreement and other capital commitments	123,920,680	-	-	-	123,920,680
Variable consideration payable	-	-	56,000,000	28,000,000	84,000,000
Long-term debt	-	106,673,952	74,334,859	26,351,857	207,360,668
Asset retirement obligation	-	1,256,572	-	29,508,093	30,764,665
Total	405,917,323	119,128,301	140,559,492	87,476,889	753,082,005

Contractual commitments related to long-term debt represent required repayments of principal, capitalized interest and interest payments on the PLF. Contractual commitments related to lease liabilities represent future repayments of principal and interest on the construction and mining fleet leased under the MLA, as well as the corporate office leases. The Company incurs commitment fees of 1.0% on the remaining amounts available on the MLA, payable quarterly up until the earlier of December 31, 2024 or when all of the construction and mining fleet have been fully financed. The remaining undrawn amount available under the MLA was \$35.3 million as at September 30, 2024.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Market risk

Market risk is the risk that the fair market value of the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, and equity and commodity prices, and currency rates.

i. Interest rate risk

Interest rate risk is the risk that the future cash flows from a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash in bank accounts that earn variable interest rates. The Company's other current financial assets and current financial liabilities are generally not exposed to interest rate risk because of their short-term nature. Drawdowns under the Company's PLF and deliveries of leased equipment under the Company's MLA are currently at an interest rate benchmarked to CORRA which may expose the Company to interest rate risk. Based on amounts outstanding as at September 30, 2024, a 1% change in interest rates would result in a change of approximately \$4.2 million in interest incurred on an annualized basis.

ii. Price risk

In order to mitigate gold price risk, and to satisfy one of the requirements to utilize the PLF (Note 9), the Company entered into gold forward sales contracts ("**Gold Forwards**") during the year ended December 31, 2023. As of September 30, 2024, the Company has committed to delivering 190,000 gold ounces at a weighted average price of \$2,851/ounce between March 2025 and December 2027. As Blackwater is in development, there were no deliveries made as at September 30, 2024. The Company determined the Gold Forwards met the criteria of the "own use" exemption in IFRS 9, *Financial Instruments*, and therefore fell outside the scope of financial instrument accounting.

The Company's future cash flow from mining operations is subject to commodity price risk from fluctuations in the market for prices for gold and silver. The Company may enter commodity hedging contracts from time to time to reduce its exposure to fluctuations in spot commodity prices.

The Company has entered into Gold Collars to further reduce the risk associated with future fluctuations of the price of gold. The Gold Collars represent European-style put and call options that are generally settled in cash as they expire at the end of each settlement date. These Gold Collars are not designated as hedging instruments. Changes in the fair value of the Gold Collars are recorded in other income and expense. The Company has entered into Gold Collars on 30,000 gold ounces with settlement dates spread between December 2024 and February 2025 at a weighted average put price of \$2,600/ounce and weighted average call price of \$3,353/ounce. As at September 30, 2024, the Company has recognized a derivative liability of \$8.5 million (December 31, 2023 - \$nil) related to the Gold Collars, and during the three and nine months ended September 30, 2024, has recognized an expense of \$5.6 million and \$8.5 million, respectively, recognized as a change in fair value in the statements of loss and comprehensive loss.

ii. Currency risk

The functional currency of the Company is the Canadian dollar. Currency transaction risk and currency translation risk is the risk that fluctuations of the Canadian dollar in relation to other currencies may impact the fair value of financial assets or liabilities. As of September 30, 2024, the Company had US dollar denominated cash deposits of US\$0.1 million. There were no other significant financial assets or liabilities that were subject to currency translation risk.

ARTEMIS GOLD INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Fair value

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, 2024, the carrying value of the Company's cash and cash equivalents, restricted cash, receivables, as well as accounts payable approximate their fair values due to their short-term nature. The face value of the Company's long-term debt also approximates its fair value. The fair value of variable consideration payable (Note 8) is estimated to be \$48.0 million, which was determined using a discounted cashflow approach with an estimated market interest rate applied. The fair value of the Company's equity investment in VLC is disclosed in Note 4. The fair value of the embedded derivative asset related to the partial buy-back option of the Silver Stream (Note 11) is estimated to be \$nil and was determined by using a discounted cash flow approach with an estimated market silver price applied. The fair value of the Gold Collars (Note 14) is estimated to be a liability of \$8.5 million and was determined based on forward price curves for gold denominated in Canadian dollars.

Fair value is based on available public market information or, when such information is not available, estimated using present value or option pricing techniques and assumptions concerning the amount and timing of future cash flows and discount rates which factor in the appropriate credit risk.

15. CONTINGENCIES

The Company may become subject to legal proceedings, claims, regulatory investigations and other proceedings in the ordinary course of its business, including the action(s) described below.

The Company is currently involved in a dispute with one of its contractors, which may result in mediation, arbitration, or litigation. Such proceedings, if it occurs, may be ongoing for an extended period of time. The Company does not currently expect that the matter will result in a material net liability and have not raised any provisions in relation thereto. The Company will continually monitor and re-assess the likelihood and magnitude of any net liability associated with these proceedings.

16. SUBSEQUENT EVENTS

- a) In October 2024, the Company drew \$40 million under the COF (Note 9).
- b) In October 2024, the Company executed an agreement with one of its existing lenders to provide additional stand-by debt funding of up to \$65 million, plus up to \$10 million in capitalized interest and fees, on a subordinated and unsecured basis. This funding is in addition to the Company's existing PLF and COF (Note 9). The stand-by facility is repayable within 12 months, but otherwise has the same commercial terms as the COF announced on March 1, 2023. On October 21, 2024, the Company drew \$35 million of the available \$65 million stand-by facility.