



Notice of Annual General Meeting of Shareholders and Availability of Proxy Materials

MEETING DATE AND LOCATION

Meeting Type: Annual General Meeting of Shareholders (the “**Meeting**”)
When: August 1, 2024 at 11:00 a.m. (Vancouver Time)
Where: 595 Burrard Street, Suite 3083, in Vancouver, British Columbia

BUSINESS OF THE MEETING

- A. to receive the audited financial statements of the Company for the year ended December 31, 2023 and the report of the auditors thereon;
- B. to elect directors of the Company for the ensuing year (see “*Election of Directors*” in the Company’s management information circular dated June 12, 2024 (the “**Information Circular**”));
- C. to appoint PricewaterhouseCoopers LLP as the auditors of the Company for the ensuing year at a remuneration to be fixed by the directors (see “*Appointment of Auditors*” in the Information Circular);
- D. to consider and, if thought fit, to pass an ordinary resolution re-approving the Company’s rolling omnibus plan, as more fully set forth in the Information Circular (see “*Re-approval of Rolling Omnibus Incentive Plan*” in the Information Circular); and
- E. to transact any other business that may properly come before the Meeting and any postponement(s) or adjournment(s) thereof.

The Meeting will be held both in person and via a live teleconference. The Company encourages shareholders to participate via the live teleconference, and to vote their shares in advance of the Meeting via mail, telephone or online. No management presentation will be made at the Meeting. 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 July 30, 2024:

<https://dpreregister.com/sreg/10023556/f88a168000>

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.): 1-844-763-8274, or
Toll (International): +1-647-484-8814.

NOTICE-AND-ACCESS

Artemis Gold Inc. (“**Artemis**” or the “**Company**”) is using the notice-and-access (“**Notice and Access**”) model for delivery of meeting materials to shareholders of common shares of Artemis (“**Shareholders**”). 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.

Therefore, instead of receiving the Information Circular by mail, you may view it electronically by visiting <https://www.artemisgoldinc.com/investors/agm-materials/> or the Company’s SEDAR+ profile at www.sedarplus.ca.

HOW DO I OBTAIN A PRINTED COPY OF THE CIRCULAR?

To obtain a printed paper copy of the Information Circular, please contact the Company at 1-888-955-9362 (toll-free Canada/U.S.), 604-558-1107 (local or outside Canada/U.S.) 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. To receive a printed copy of the Information Circular before the voting deadline for the Meeting of 11:00 a.m. (Vancouver Time) on Tuesday July 30, 2024, your request must be received no later than July 16, 2024. Following the Meeting, the documents will remain available at the websites listed above for a period of at least one year.

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).

VOTING IS SIMPLE. PLEASE VOTE TODAY.

WHO CAN VOTE?

Holders of common shares of Artemis on the record date of June 12, 2024 are entitled to receive notice and to vote at the Meeting.

HOW DO I VOTE?

There are several convenient ways to vote your shares including online and via telephone. You will find attached to this notice, a form of proxy or a voting instruction form containing detailed instructions on how to exercise your voting rights.

	Beneficial Shareholders <i>Shares held with a broker, bank or other intermediary.</i>	Registered Shareholders <i>Shares held in own name and represented by a physical certificate.</i>
Internet:	www.investorvote.com	www.investorvote.com
Phone or Fax:	Phone: 1-866-732-8683	Phone: 1-866-732-8683
Mail:	Return the voting instruction form in the enclosed postage paid envelope.	Return the form of proxy in the enclosed postage paid envelope.

If you wish to vote via teleconference at the Meeting, please follow the instructions found in the Information Circular. You are reminded to view the Information Circular prior to voting.

Please submit your vote well in advance of the proxy deposit deadline on Tuesday, July 30, 2024 at 11:00 a.m. (Vancouver Time).

BOARD RECOMMENDATION

The Board of Directors of Artemis unanimously recommends that Shareholders **VOTE FOR** of all the proposed resolutions.

By order of the Board,

“Steven Dean”

Steven Dean

Chairman and Chief Executive Officer

June 12, 2024