(a development stage company)

# CONDENSED INTERIM UNAUDITED FINANCIAL STATEMENTS (PREPARED BY MANAGEMENT)

FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

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# ARGO GOLD INC. (FORMERLY ARBITRAGE RESOURCES INC.) MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING SEPTEMBER 30, 2016

The accompanying interim unaudited condensed financial statements of Argo Gold Inc. (the "Company") (formerly Arbitrage Resources Inc.) were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for ensuring that management fulfills its financial reporting responsibilities and for reviewing and approving the financial statements together with other financial information. The Audit Committee, on behalf of the Board of Directors, meets with management to review the internal controls over the financial reporting process, the financial statements together with other financial information of the Company, and the auditor's report. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements for issuance to the shareholders. Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

#### Notice of no auditor review of interim financial statements:

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying interim unaudited condensed financial statements of the Company have been prepared by, and are the responsibility of, the Company's management.

(a development stage company)

#### CONDENSED INTERIM UNAUDITED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

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	5	December 31 201	
ASSETS			
Current			
Cash HST receivable	\$	43,275 6,033	\$ 7,47 8,97
		49,308	16,44
Exploration and evaluation asset (Note 5)		314,065	290,00
Equipment (Note 6)		1,269	1,49
	\$	364,642	\$ 307,93
LIABILITIES			
Current Accounts payable and accrued liabilities Due to related party (Note 9) Short-term debt (Note 7)	\$	124,297 225 46,668	\$ 82,31 22
		171,190	82,54
Long-term debt (Note 7)		-	43,19
		171,190	125,73
SHAREHOLDERS' EQUITY			
Share capital (Note 8) Contributed surplus Deficit		9,899,750 273,759 (9,980,057)	9,80 <b>2,</b> 64 180,60 (9,801,05
		193,452	182,20
	\$	364,642	\$ 307,93

#### Approved on Behalf of the Board

'Alex Falconer'	Director
'Chris Irwin'	Director

(a development stage company)

# **CONDENSED INTERIM UNAUDITED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS** (Expressed in Canadian Dollars)

# FOR THE THREE AND NINE MONTH PERIODS ENDED

(Unaudited)

	Three Months September 30,				Nine Months September 30,			
		2016		2015		2016		2015
Expenses								
Depreciation (Note 6)	\$	75	\$	93	\$	224	\$	280
Administrative expenses		49,534		17,485		107,870		62,740
Professional fees		-		3,069		750		10,067
Listing fees		4,593		1,516		8,607		21,501
Interest expense		1,158		2,315		3,473		2,315
Share-based compensation (Note 8(c))		58,082		-		58,082		-
Forgiveness of loan payable and accounts payable		-		-		-		(78,000)
Loss from operations		113,442		24,478		179,006		18,903
Net loss and comprehensive loss income for the period		(113,442)		(24,478)	\$	(179,006)	\$	(18,903)
Net loss per share								
Basic and fully diluted loss per share	\$	(0.008)	\$	(0.002)	\$	(0.012)	\$	(0.002)
Weighted average number of shares - basic and fully diluted		14,952,337		12,485,562		14,325,662		12,416,145

(a development stage company)

# **CONDENSED INTERIM UNAUDITED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY** (Expressed in Canadian Dollars)

# FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015 (Unaudited)

	Common shares	Amount	Contributed surplus	Accumulated deficit	Total
Balance January 1, 2015	11,157,312	\$ 9,735,762	\$ 152,527	\$ (9,705,567)	\$ 182,722
Shares issued for cash Fair value of warrants Shares issue costs Net loss	1,915,000 - - -	95,750 (63,865) (787)	63,865	- - (16,588)	95,750 - (787) (16,588)
Balance, September 30, 2015	13,072,312	\$ 9,766,860	\$ 216,392	\$ (9,722,155)	\$ 261,097
Balance January 1, 2016	13,072,312	\$ 9,802,643	\$ 180,609	\$ (9,801,051)	\$ 182,201
Shares issued for cash (Note 8(b)(i)(ii)) Shares issued for debt settlement	2,053,500	102,675	-	-	102,675
(Note 8(iii))	600,000	30,000	_	-	30,000
Fair value of warrants (Note 8(d)) Shares issue costs Stock-based compensation (Note	-	(35,068) (500)	35,068 -	-	(500)
8(c)) Net loss	-	-	58,082	(179,006)	58,082 (179,006)
Balance, September 30, 2016	15,725,812	\$ 9,899,750	\$ 273,759	\$ (9,980,057)	\$ 193,452

(a development stage company)

## CONDENSED INTERIM UNAUDITED STATEMENTS OF CASH FLOWS

(Expressed in Canadian Dollars)

# FOR THE THREE AND NINE MONTH PERIODS ENDED

(Unaudited)

	Three Months September 30,			Nine Months September 30,		
	2016	CIIID	2015	2016	iibei .	2015
OPERATING ACTIVITIES						
Net (loss) income for the <b>period</b>	\$ (113,442)	\$	(24,478)	\$ (179,006)	\$	(18,903)
Adjustments not effecting cash:						
Depreciation	75		93	224		280
Forgiveness of loan payable and accounts payable	-		-	_		(78,000)
Interest on long-term debt	1,157		-	3,473		-
Share-based compensation	58,082		-	58,082		-
Changes in non-cash working capital						
Accounts receivable	_		-	-		1,639
Prepaid expenses	-		-	-		1,250
HST receivable	(3,625)		(2,285)	2,937		(999)
Accounts payable and accrued liabilities	32,849		8,814	41,979		(19,704)
Cash used in operating activities	(24,904)		(17,856)	(72,311)		(114,437)
INVESTING ACTIVITIES						
Exploration and evaluation asset	-		-	(24,065)		-
Cash used in investing activities	-		-	(24,065)		-
FINANCING ACTIVITIES						
Issuance of common shares	-		-	132,675		91,436
Shares issue costs	-		3,527	(500)		3,527
Convertible debentures	-		-	-		46,308
Cash provided by financing activities	-		3,527	132,175		141,271
Net (decrease) increase in cash	(24,904)		(14,329)	35,799		26,834
Cash, beginning of period	68,179		47,265	7,476		6,102
Cash, end of period	\$ 43,275	\$	32,936	\$ 43,275	\$	32,936

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

#### 1. REPORTING ENTITY AND GOING CONCERN

Argo Gold Inc. (the "Company") (formerly Arbitrage Resources Inc.) is a development stage enterprise incorporated under the laws of Ontario on December 9, 1995. The Company is listed on the Canadian Stock Exchange ("CSE"), having the symbol AEA and is in the process of exploring its mineral properties. Effective September 19, 2016, the Company changed its name to Argo Gold Inc.

The address of the Company's corporate office and principal place of business is 365 Bay Street, Suite 400 Toronto, Ontario, M5H 2V1, Canada.

These condensed interim unaudited financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern, and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material. It is not possible to predict whether the company will be able to raise adequate financing or to ultimately attain profit levels of operations. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Changes in future conditions could require material write downs of the carrying values.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$9,980,057 as at September 30, 2016 (December 31, 2015 - \$9,801,051). The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities. As at September 30, 2016, the Company had current assets of \$49,308 (December 31, 2015 - \$16,446) to cover current liabilities of \$171,190 (December 31, 2015 - \$82,543).

#### 2. BASIS OF PRESENTATION

#### **Statement of Compliance**

The condensed interim unaudited financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"), as issued by the International Accounting Standards Board ("IASB") and therefore, do not contain all disclosures required by International Financial Report Standards ("IFRS") for annual financial statements. Accordingly, these condensed interim unaudited financial statements should be read in conjunction with the Company's most recently prepared audited annual financial statements for the fiscal year ended December 31, 2015.

The policies applied in these condensed interim unaudited financial statements are consistent with the policies disclosed in Notes 2 and 3 of the audited annual financial statements for the year ended December 31, 2015.

The condensed interim unaudited financial statements were authorized for issue by the Board of Directors on November 29, 2016.

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

#### Recently Adopted Accounting Standards

The IASB issued the following accounting standards and amendments to accounting standards, which are effective January 1, 2016:

On May 6, 2014 the IASB issued Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11). The amendments require business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business. The adoption of this standard had no impact on the Company's condensed interim consolidated financial statements.

On May 12, 2014 the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. The amendments made to IAS 16 explicitly state that revenue-based methods of depreciation cannot be used for property, plant and equipment. This is because such methods reflect factors other than the consumption of economic benefits embodied in the asset. The amendments in IAS 38 introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. This presumption could be overcome only when revenue and consumption of the economic benefits of the intangible asset are highly correlated or when the intangible asset is expressed as a measure of revenue. The adoption of this standard had no impact on the Company's condensed interim consolidated financial statements.

On December 18, 2014 the IASB issued amendments to IAS 1 Presentation of Financial Statements as part of its major initiative to improve presentation and disclosure in financial reports (the "Disclosure Initiative"). These amendments will not require any significant change to current practice, but should facilitate improved financial statement disclosures. The adoption of this standard had no impact on the Company's condensed interim consolidated financial statements.

#### 3. FINANCIAL INSTRUMENTS

The Company manages its exposure to a number of different financial risks arising from its operations as well as its use of financial instruments including market risks (commodity prices, foreign currency exchange rate and interest rate), credit risk and liquidity risk through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility.

Financial risks are primarily managed and monitored through operating and financing activities and, if required, through the use of derivative financial instruments. The Company does not use derivative financial instruments for purposes other than risk management. The financial risks are evaluated regularly with due consideration to changes in the key economic indicators and up-to-date market information.

#### Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The Company may use derivative financial instruments such as foreign exchange contracts and interest rate swaps to manage certain exposures. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis.

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

#### Liquidity Risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main sources of liquidity is derived from its common stock issuances. These funds are primarily used to finance working capital, operating expenses, capital expenditures, and acquisitions.

The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash. The 2016 budget is planned to be funded by additional financing.

Accounts payable and accrued liabilities are current financial instruments, are due within 30 days expected to be settled in the normal course of operations. Short-term debt is due in 2017 (Note 7).

As at September 30, 2016 the Company held cash of \$43,275 (December 31, 2015 -\$7,476) to settle current liabilities of \$171,190 (December 31, 2015 - \$82,543).

#### **Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears interest at market rates. Management believes that the risk that the Company will realize a loss on interest rates due to the long-tem debt is remote due to current market prices and its fixed rate. Other current financial assets and liabilities are not exposed to interest rate risk because of their short-term nature.

#### Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and accounts receivable. The Company has reduced its credit risk by investing its cash with a Canadian chartered bank.

#### Fair Value

The Company has designated its cash as FVTPL, which is measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities and HST payable are classified as other financial liabilities, which are measured at amortized cost.

The carrying value and fair value of financial instruments excluding long-term debt held at September 30, 2016 and December 31, 2015 approximate fair value due to their short term nature. Long-term debt is carried at its fair value, which is the amortized cost and is accreted to its face value over the term of the debt.

#### 4. CAPITAL MANAGEMENT

The Company defines capital management in the manner it manages its share capital. As at September 30, 2016 the Company's share capital was \$9,899,750 (December 31, 2015 - \$9,802,643).

There were no changes in the Company's approach to capital management during the year ended September 30, 2016 and the Company is not subject to any externally imposed capital requirements.

The Company's objectives when managing capital are:

- a) To safeguard the Company's financial capacity and liquidity for future earnings in order to continue to provide an appropriate return to shareholders and other stakeholders;
- b) To maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk; and
- c) To enable the Company to maximize growth by meeting its capital expenditure budget, to expand its budget to accelerate projects, and to take advantage of acquisition opportunities.

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

The Company regularly monitors and reviews the amount of capital in proportion to risk and future development and exploration opportunities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new debt or equity or similar instruments, reduce debt levels from, or make adjustments to, its capital expenditure program.

#### 5. EXPLORATION AND EVALUATION ASSET

	Ser	otember 30,	December 31,
		2016	2015
Hurdman	\$	290,000	\$ 290,000
McVicar		19,696	0
Wawa South		4,369	0
Total exploration and evaluation asset	\$	314,065	\$ 290,000

#### **Hurdman Property**

On September 4, 2013, the Company closed the acquisition of the Hurdman property with Eloro Resources Ltd. ("Eloro"), whereby the Company acquired Eloro's wholly owned Hurdman Property, comprising 14 contiguous mining claims covering 2,944 hectares in Hurdman Township, 120 kilometres north northwest of the City of Timmins, Ontario. The acquisition was completed by issuing 5,000,000 common shares (post consolidation - 1,250,000 common shares) and paying \$40,000 in cash to Eloro.

#### Mc Vicar Property

In June 2016, the Company staked 144 claim units totaling 2304 hectares in the McVicar Lake area and Stoughton Lake area located approximately 90 kilometres west of Pickle Lake. The claims are 100% owned by the Company.

#### 6. EQUIPMENT

Cost	Office	equipment
Balance at December 31, 2013	\$	4,438
Additions		
Balance at December 31, 2014	\$	4,438
Additions		_
Balance at December 31, 2015 and September 30, 2016	\$	4,438
Accumulated Depreciation		
Balance at December 31, 2013	\$	2,106
Amortization for the period		466
Balance at December 31, 2014	\$	2,572
Amortization for the period		373
Balance at December 31, 2015	\$	2,945
Depreciation for the period		224
Balance at September 30, 2016	\$	3,169
Carrying Amounts		
As at December 31, 2013	\$	2,332
As at December 31, 2014	\$	1,866
As at December 31, 2015	\$	1,493
Balance at September 30, 2016	\$	1,269

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

#### 7. SHORT-TERM DEBT

In March 2015, a director of the Company converted \$46,307 of accounts payable to a long-term note. The note bears interest at 10% per annum and due March 31, 2017. The fair value of the note on the date of issuance was \$35,811 based on the present value of cash out flows using a discount rate of 25%, the Company recorded a gain on extinguishment of \$10,496 to administrative expenses in the statement of operations and comprehensive loss. During the year ended December 31, 2015, the Company recorded accretion expense of \$3,911. During the period ended June 30, 2016, the Company realized the long-term note as a short-term debt.

#### 8. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares Unlimited number of special shares, issuable in series

b) Total outstanding shares:

Issued:

15,701,812 Common shares

To be issued: 24,000 Common shares

- (i) In May 2016, the Company completed a private placement of 1,404,500 shares at a price of \$0.05 per share for aggregate proceeds of \$70,225. Each unit consist of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at a price of \$0.10 per a common share for a period of 24 months from the date of issuance.
- (ii) In June 2016, the Company completed the second tranche of a private placement of 649,000 units at a price of \$0.05 per unit for aggregate proceeds of \$32,450. Each unit consist of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at a price of \$0.10 per common share for a period of 24 months from the date of issuance.
- (iii) In May and June 2016, the Company settled an aggregate of \$30,000 of indebtedness through the issuance of 600,000 units at a price of \$0.05 per share. Each unit consist of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at a price of \$0.10 per common share for a period of 24 months from the date of issuance.

#### c) Stock options

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and the maximum term of option is five years. The maximum number of shares which may be issued under the program shall not exceed 10% of the issued and outstanding shares. The following summarizes the employees, directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the period ended September 30, 2016.

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

The stock options outstanding at September 30, 2016 and December 31, 2015 are as follows:

	Septeml	December 31, 2015				
		Weighte	d		We	ighted
	Number of	Average	•	Number of	Av	erage
	Options	Exercise P	rice	Options	Exerc	ise Price
Outstanding, beginning of the period	-	\$	-	-	\$	-
Granted	1,500,000	(	0.10	-		
Outstanding, end of the period	1,500,000	\$	0.10	-	\$	-

The following table summarizes information about stock options outstanding and exercisable at September 30, 2016.

Date of Grant	Number of Outstanding at September 30, 2016	Exercise Price	Weighted Average Remaining Life (years)	Date of Expiry	Number of Exercisable at September 30, 2016
August 18, 2016	1,500,000	\$ 0.10	2.88	August 18, 2019	-
	1,500,000	\$ 0.10			-

The Company provides compensation to directors, employees and consultants in the form of stock options.

On August 18, 2016, the Company granted 1,500,000 options. The stock-based compensation expense related to the options for the period ended September 30, 2016 is \$58,082.

#### d) Warrants

The following table summarizes warrants that have been issued during the period ended September 30, 2016:

	Number of Warrants	Bla	ick-Scholes Value	 ed Average cise Price
Balance, January 1, 2015				
Issued	1,600,000	\$	23,234	\$ 0.10
Issued	315,000		4,573	0.10
Issued (Broker)	15,750		275	0.10
Balance, December 31, 2015	1,930,750	\$	28,082	\$ 0.10
Issued	952,250		19,603	0.10
Issued	374,500		15,465	0.10
Balance, September 30, 2016	3,257,500	\$	63,150	\$ 0.10

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

At September 30, 2016, the following warrants were outstanding. The warrants entitle the holders to purchase the stated number of common shares at the exercise price on or before the expiry date:

Warrants	Exercise Price	Fair Value	Expiry date
1,600,000	\$ 0.10	\$ 23,234	May 27, 2017
315,000	0.10	4,573	June 3, 2017
15,750	0.10	275	June 3, 2017
952,250	0.10	19,603	May 18, 2018
374,500	0.10	15,465	June 14, 2018
3,257,500	\$ 0.10	\$ 63,150	

#### 9. RELATED PARTY TRANSACTIONS

The following related party transactions occurred and were reflected in the financial statements during the period ended September 30, 2016 and 2015 as follows:

	September 30, 2016		September 30, 2015	
Management fees and consulting fees expense:				_
Management fees were charged by the CFO for corporate administrative and financial management services (note b)	\$	7,500	\$	-
Consulting fees were charged by the CEO for corporate administration (note b)	\$	15,000	\$	12,000
	\$	22,500	\$	12,000

- a) Included in accounts payable and accrued liabilities are management fees of \$50,200 (December 31, 2015 \$22,70) to a company controlled by the CEO and CFO in common with the Company and legal fees of \$35,833 (December 31, 2015 \$35,833) due to a company controlled by a director in common with the Company.
- b) CEO and CFO compensation was incurred of \$22,500 (September 30, 2015 \$12,000l).
- c) Included in short-term debt is with a principal balance of \$48,780 (carrying value \$45,510) (December 31, 2015 \$48,780) due to a company controlled by an officer/director in common with the Company.
- d) As at September 30, 2016, amounts due to related party consist of \$225 (December 31, 2015 \$225) to company controlled by an officer/director of the Company.

#### 10. SUBSEQUENT EVENT

The Company entered into a mining claim acquisition agreement with Upper Canada Explorations Ltd. pursuant to which Argo Gold can acquire a 100 % interest in certain mineral claims located in the townships of Jacobson, Riggs, Abbie Lake area and David Lakes area near Wawa, Ont., in exchange for an aggregate of 1,739,833 common shares of the company and the grant of a 2% net smelter returns royalty on the property. The acquisition of the mineral claims is subject to receipt of regulatory approval and the common shares issuable thereunder will be subject to a statutory hold period of four months and one day from the date of issuance.

The mineral claims include: the Rockstar property comprising of 16 mineral claims in Jacobson and Riggs townships, the Macassa Creek property comprising of two mineral claims in the David Lakes area, and the Abbie Lake property comprising of 24 mineral claims in the Abbie Lake area.

(a development stage company)

#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

(Expressed in Canadian Dollars)

After quarter end, the Company entered into a mining claim acquisition agreement with Dollard Mines Ltd., pursuant to which the Company can acquire a 100% interest in certain mineral claims located in Earngey township of the Red Lake mining district in exchange for an aggregate of one million common shares of the company and the grant of a 2% net smelter return royalty on the property. The acquisition of the mineral claims is subject to receipt of regulatory approval, and the common shares issuable thereunder will be subject to a statutory hold period of four months and one day from the date of issuance.

The Woco gold project comprises 20 mineral claims in Earngey township covering 320 hectares located northwest of Uchi Lake, proximal to the Uchi Lake deformation zone in the Birch-Uchi greenstone belt. The Woco gold project is located 85 kilometres northeast of Ear Falls, Ont., and 1.5 kilometres south of the past-producing Uchi mine.