

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Argo Gold Inc. (the “**Company**”)
365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

2. **Date of Material Change**

January 10, 2019

3. **News Release**

A press release disclosing the material change was released on January 10, 2019 through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company closed its previously announced non-brokered private placement (the “**Offering**”) by issuing 1,725,555 units (“**Units**”) at a price of \$0.18 per Unit and 3,986,500 flow through shares (“**Flow Through Shares**”) at a price of \$0.22 per Flow Through Share. Each Unit is comprised of one common share (“**Common Share**”) and one-half of one Common Share purchase warrant (“**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of \$0.25 for twelve (12) months from the closing of the Offering.

To date the Company has raised an aggregate of \$1,187,629.90 through the issuance of Units and Flow-Through Shares pursuant to the Offering. In connection with the Offering the Company has paid finder’s fees of \$81,274.10 cash and issued an aggregate of 388,955 warrants (“**Broker Warrants**”). Each Broker Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.25 per Common Share for a period of twelve (12) months from the date of issuance. All securities issued in connection with the Offering are subject to a four month statutory hold period.

5. **Full Description of Material Change**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Chris Irwin, President of the Company at (416) 361-2516

9. **Date of Report.**

This report is dated at Toronto, this 16th day of January, 2019.

SCHEDULE "A"

ARGO GOLD INC.

365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

FOR IMMEDIATE RELEASE

S/O: 36,325,681

Argo Gold Announces closing of Private Placement of Units and Flow-Through Shares as well as Exploration Plans, Drill Program and Corporate Updates

Toronto, CANADA, January 10, 2019 – Argo Gold Inc. ("**Argo Gold**" or the "**Company**") (CSE: **ARQ**) is pleased to announce that it has closed its previously announced private placement through the issuance of 1,725,555 units ("**Units**") at the price of \$0.18 per Unit and 3,986,500 flow through shares ("**Flow Through Shares**") at the price of \$0.22 per Flow Through Share.

To date the Company has raised an aggregate of \$1,187,629.90 through the issuance of Units and Flow-Through Shares pursuant to the offering. In connection with the offering the Company has paid finder's fees of \$81,274.10 cash and issued an aggregate of 388,955 warrants ("**Broker Warrants**"). Each Broker Warrant entitles the holder thereof to purchase one common share (each, a "**Common Share**") at an exercise price of \$0.25 per Common Share for a period of twelve (12) months from the date of issuance. All securities issued in connection with the offering are subject to a four month statutory hold period.

The gross proceeds from the Flow-Through Share offering will be used for Canadian Exploration Expenses, and will qualify as "flow-through mining expenditures", as defined in the *Income Tax Act* (Canada). The Company has scheduled a meeting of its technical committee for January 14, 2019. The purpose of this meeting is to finalize the exploration plans and the drill program previously outlined in November 2018, focusing on the flagship Woco Gold Project located west of Uchi Lake in the Red Lake Mining District of Ontario. The Woco Gold Project is just 75 kilometres east of the Great Bear Resources Dixie Project, with both projects having high-grade mineralization in the Confederation volcanics proximal to a major regional structure.

The Company is continuing its search for a Chief Executive Officer and expects to find a suitable replacement in the near future.

About Argo Gold Inc.

Argo Gold is listed on the Canadian Securities Exchange under the ticker ARQ. Argo Gold is focused on gold exploration projects in central and northwestern Ontario. Argo Gold's website is www.argogold.ca.

For more information please contact:

Paul Poggione
Corporate Development
(613) 277-1989
paul@argogold.ca

or

Ken Storey
Chief Financial Officer
(905) 301-3404
kj.storey@argogold.ca

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Forward-looking Information Cautionary Statement

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe",

“anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the CSE. There are uncertainties inherent in forward-looking information, including factors beyond the Company’s control. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company’s filings with Canadian securities regulators, which filings are available at www.sedar.com