

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Argo Gold Inc. (the “**Company**”)  
350 Bay Street, Suite 700  
Toronto, Ontario M5H 2S6

2. **Date of Material Change**

February 5, 2019

3. **News Release**

A news release disclosing the material change was released on February 7, 2020 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 11,200,000 units (“**Units**”) at a price of \$0.09 per Unit for gross proceeds of \$1,008,000. Each Unit is comprised of one common share (“**Common Share**”) and one Common Share purchase warrant (“**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of \$0.12 for thirty-six (36) months from the closing of the Offering. All securities issued in connection with the Offering are subject to a four month and one day statutory hold period. No finder’s fees were paid in connection with the Offering.

Mr. Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, acquired all 11,200,000 Units for a total consideration of \$1,008,000. Following the completion of the private placement, Mr. Sprott beneficially owns and controls 11,200,000 Common Shares and 11,200,000 Warrants of the Company representing approximately 22.2% of the issued and outstanding Common Shares of the Company on a non-diluted basis and approximately 36.4% of the issued and outstanding Common Shares on a partially diluted basis. Prior to the Offering, Mr. Sprott did not beneficially own or control any shares of the Company. The Units were acquired by Mr. Sprott for investment purposes. Mr. Sprott has a long-term view of the investment and may acquire additional securities of the Company including on the open market or through private acquisitions or sell securities of the Company, including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. A copy of Mr. Sprott's early warning report has been filed on SEDAR.

5. **Full Description of Material Change**

The material change is fully described in the Company’s news 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 Judy Baker, Chief Executive Officer of the Company at 416-786-7860.

**9. Date of Report**

This report is dated at Toronto, this 7<sup>th</sup> day of February, 2020.

**SCHEDULE “A”**

**ARGO GOLD INC.**

350 Bay Street, Suite 700  
Toronto, Ontario M5H 2S6

**FOR IMMEDIATE RELEASE**

**S/O: 50,397,349**

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES**

**Argo Gold Closes Financing**

**Toronto, CANADA, February 7, 2020** – Argo Gold Inc. (“**Argo Gold**” or the “**Company**”) (CSE: **ARQ**) is pleased to announce that it has closed its previously announced non-brokered private placement of 11,200,000 units (“**Units**”) at a price of \$0.09 per Unit for gross proceeds of \$1,008,000 (the “**Offering**”).

Each Unit consists of one common share (a “**Common Share**”) of the Company and one common share purchase warrant (a “**Warrant**”) with each Warrant entitling the holder thereof to purchase a Common Share at an exercise price of \$0.12 for a period of thirty-six (36) months. All securities issued under the Offering are subject to a four-month and one day statutory hold period.

Mr. Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, acquired 11,200,000 Units for a total consideration of \$1,008,000. Following the completion of the private placement, Mr. Sprott beneficially owns and controls 11,200,000 Common Shares and 11,200,000 Warrants of the Company representing approximately 22.2% of the issued and outstanding Common Shares of the Company on a non-diluted basis and approximately 36.4% of the issued and outstanding Common Shares on a partially diluted basis. Prior to the Offering, Mr. Sprott did not beneficially own or control any securities of the Company. The Units were acquired by Mr. Sprott for investment purposes. Mr. Sprott has a long-term view of the investment and may acquire additional securities of Argo Gold including on the open market or through private acquisitions or sell securities of Argo Gold including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. A copy of Mr. Sprott's early warning report will appear on Argo Gold's profile on SEDAR and may also be obtained by calling Mr. Sprott's office at (416) 945-3294 (200 Bay Street, Suite 2600, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2J2).

**About Argo Gold Inc.**

Argo Gold is a Canadian mineral exploration and development company, focused on gold exploration projects in central and northwestern Ontario. Argo Gold's flagship Uchi Gold Project is comprised of 22 km<sup>2</sup> of multiple mineralized trends and widespread gold mineralization. High grade gold intercepts from the Company's winter 2019 drilling program include 132 g/t Au over 1.8 metres at the Woco Vein. All of the Company's projects are 100% owned and have the potential for economic mineralization. Information relating to the Company and its properties can be obtained from SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.argogold.ca](http://www.argogold.ca). Argo Gold is listed on the Canadian Securities Exchange ([www.thecse.com](http://www.thecse.com)) under the ticker **ARQ** and on the OTC under the ticker ARBTF.

**For more information please contact:**

Judy Baker, Chief Executive Officer

Argo Gold Inc.

(416) 786-7860

**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](http://www.sedar.com).*