

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

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

2. Date of Material Changes:

November 3 and 7, 2022.

3. News Release:

News releases setting out information concerning the material change described in this report was issued by the Company on November 3, 2022 and November 7, 2022 and disseminated through the facilities of a recognized news service, and would have been received by the securities commissions where the Company is a reporting issuer in the normal course of dissemination.

4. Summary of Material Change:

On November 3, 2022, the Company announced that it had entered into a one-well farmout agreement with Croverro Energy Ltd. (the "**Farmout Agreement**") in respect of a horizontal well in the Lindbergh area of Alberta. Pursuant to the Farmout Agreement, Argo will pay 50% of the costs to drill, complete, equip and tie-in (or abandon) the well (collectively, the "**DCET costs**") and will earn a 37.5% interest therein (the "**Farmout**").

On November 7, 2022, Argo announced that it had entered into an agreement (the "**Acquisition Agreement**") with a private oil and gas producer for the acquisition of 18,000 contiguous acres (7,600 hectares) of land located in the Nipisi area of Alberta (the "**Clearwater Lands**") for a purchase price of \$725,000 (the "**Clearwater Acquisition**").

The Farmout and the Clearwater Acquisition are in line with the Company's previously announced strategy of pursuing oil and gas opportunities in Western Canada.

5. Full Description of Material Change:

5.1 Full Description of Material Change:

On November 3, 2022, the Company announced that it had entered into the Farmout Agreement. Pursuant to the Farmout Agreement, Argo will pay 50% of the DCET costs and will earn a 37.5% interest therein. It is expected that the total DCET costs net to Argo will be approximately \$1 million. The well is expected to be drilled by the end of 2022 or early Q1 2023 and will target oil in the Sparky formation.

On November 7, 2022, Argo announced that it had entered into the Acquisition Agreement for the Clearwater Lands. The Clearwater Acquisition is subject to board approval, normal due diligence and other customary closing conditions and is expected to be completed by mid-December 2022. The Company intends to commence exploration activities on the Clearwater Lands in 2023.

The Farmout and the Clearwater Acquisition are in line with the Company's previously announced strategy of pursuing oil and gas opportunities in Western Canada. The Company is currently pursuing different avenues of financing its obligations under the Farmout Agreement and the Acquisition Agreement, including

through the issuance of equity or debt. There is no certainty that the Company will be able to access equity or debt markets or that the terms of such financing will be acceptable to the Company.

5.2 Disclosure for Restructuring Transactions:

Not applicable.

6. Reliance of Subsection 7.1(2) of National Instrument 51-102:

Not applicable

7. Omitted Information:

Not applicable

8. Executive Officer:

For further information, please contact:

Judy Baker
Chief Executive Officer
Telephone: (416) 786-7860

9. Date of Report:

November 14, 2022.

Forward-Looking Information and Advisory

The information in this material change report contains certain forward-looking statements, including within the meaning of applicable securities laws. These statements relate to future events or our future intentions or performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "continue", "demonstrate", "expect", "may", "can", "will", "believe", "would" and similar expressions and include statements relating to, among other things, references to the DCET costs to Argo under the Farmout Agreement; the timing of drilling the well under the Farmout Agreement; the source of capital to fund Argo's obligations under the Farmout Agreement; the completion of and timing with respect thereto of the Clearwater Acquisition; the source of capital to complete the Clearwater Acquisition; and, the timing for commencing exploration activities on the Clearwater Lands. Argo's actual decisions, activities, results, performance or achievement could differ materially from those expressed in, or implied by, such forward-looking statements and accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur or, if any of them do, what benefits that Argo will derive from them.

Forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties, some that are similar to other oil and gas companies and some that are unique to Argo. Argo's actual results may differ materially from those expressed or implied by its forward-looking statements and readers are cautioned not to place undue reliance on them. Such risks and uncertainties, certain of which are beyond Argo's control, include, but not limited to: ability to access sufficient capital from internal and external sources to fund the Company's obligations; changes in general economic, market and business conditions; industry conditions, including as a result of demand and supply effects resulting from the COVID-19 pandemic; actions by governmental or regulatory authorities including increasing taxes and changes in investment or other regulations; changes in tax laws, royalty regimes and incentive programs relating to the oil and gas industry; Argo's success at acquisition, exploitation and development of reserves; unexpected drilling results; changes in commodity prices, currency exchange rates, the occurrence of unexpected events involved in the exploration for, and the operation and development of, oil and gas properties, including hazards such as fire, explosion, blowouts, cratering, and spills, each of which could result in

substantial damage to wells, production and processing facilities, other property and the environment or in personal injury; changes or fluctuations in production levels; delays in anticipated timing of drilling and completion of wells; individual well productivity; competition from other producers; the lack of availability of qualified personnel or management; credit risk; changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced; ability to comply with current and future environmental or other laws; stock market volatility and market valuations; liabilities inherent in oil and natural gas operations; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; incorrect assessments of the value of acquisitions; geological, technical, drilling and processing problems and other difficulties in producing petroleum reserves; and ability to obtain required approvals of regulatory authorities. Readers are also referred to risk factors described in other documents Argo files with Canadian securities authorities.

With respect to forward-looking statements contained in this material change report, Argo has made assumptions regarding, but not limited to: that the Company will have sufficient cash flow, debt or equity sources or other financial resources required to fund its capital and operating expenditures and requirements as needed; conditions in general economic and financial markets; effects of regulation by governmental agencies; current and future commodity prices and royalty regimes; future exchange rates; royalty rates; future operating costs; future transportation costs and availability of product transportation capacity; availability of skilled labor; availability of drilling and related equipment; timing and amount of net capital expenditures; the impact of increasing competition; the price of crude oil and natural gas; that the Company's conduct and results of operations will be consistent with its expectations; that the Company will have the ability to develop the Company's properties in the manner currently contemplated; current or, where applicable, proposed assumed industry conditions, laws and regulations will continue in effect or as anticipated; and the impact and duration of ongoing global events and the ability of the Company to carry on its operations as currently contemplated in light of such events.

Management has included the above summary of assumptions and risks related to forward-looking information above and in its continuous disclosure filings on SEDAR in order to provide shareholders with a more complete perspective on Argo's future operations and such information may not be appropriate for other purposes. Argo's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits that Argo will derive there from. Readers are cautioned that the foregoing lists of factors are not exhaustive.

These forward-looking statements are made as of the date of this material change report and Argo disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.