ARGO GOLD INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2022

General

The following management's discussion and analysis **("MD&A")** of the financial condition and results of the operations of Argo Gold Inc. **("Argo Gold",** or the **"Company")** constitutes management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2021 and 2022**.** This MD&A was written to comply with the requirements of National Instrument 51-102 - Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company for the years ended December 31, 2022 and 2021, together with the notes thereto ("the **financial statements").** Results are reported in Canadian dollars, unless otherwise noted.

The financial statements and the financial information contained in this MD&A were prepared in accordance with International Financial Reporting Standards **("IFRS")** as issued by the International Accounting Standards Board **("IASB")** and interpretations of the International Financial Reporting Interpretations Committee **("IFRIC").** Please refer to Note 3 of the annual audited financial statements as at and for the years ended December 31, 2022 and 2021 for disclosure of the Company's significant accounting policies.

The audit committee of the Company has reviewed this MD&A and the financial statements for the years ended December 31, 2022 and 2021 and the Company's Board of Directors approved these documents prior to their release.

This MD&A is dated May 1, 2023 and is current to that date.

Additional information relating to the Company is available free of charge on the System for Electronic Document Analysis and Retrieval **("SEDAR")** website at www.sedar.com, on the Canadian Securities Exchange **("CSE")** website at www.thecse.com or on Argo Gold's website at www.argogold.com.

Caution Regarding Forward Looking Information

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical fact, that address future exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Qualified Person

Technical information contained in this MD&A has been prepared by or under the supervision of Bill Kerr, P. Geo., consulting geologist for Argo Gold, who is a "Qualified Person" for the purpose of National Instrument 43-101 Standards of Disclosure for Mineral Projects **("NI 43-101").** He has verified the data comprising such technical information, including sampling, analytical and test data underlying the information or opinions contained herein.

Overview

Argo Gold is an exploration and development stage company incorporated under the laws of Ontario on December 9, 1995. The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol **ARQ,** the OTCQB under **ARBTF,** and on the XFRA, XSTU and XBER under **A2ASDS.** The address of the Company's corporate office and principal place of business is 350 Bay Street, Suite 700 Toronto, Ontario, MSH 256.

Going Concern

The audited financial statements of the Company have been prepared on the basis that the Company will continue as a going concern, which presumes that it will be able to realize its assets and discharge its liabilities in the normal course of business. Due to continuing operating losses and current working capital levels, the application of the going concern basis is dependent upon the Company achieving profitable operations to generate sufficient cash flows to fund continuing operations or in the absence of adequate cash flows from operations, obtaining additional financing to support operations for the foreseeable future. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. These factors may cast significant doubt on the entity's ability to continue as a going concern.

The audited financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern. If management is unsuccessful in securing capital, the Company's assets may not be realized, or its liabilities discharged at their carrying amounts and these differences could be material. Changes in future conditions could require material write-downs of the carrying amounts of mineral properties.

Description of the Business

Argo Gold Inc. (the "Company" or "Argo Gold") was incorporated under the laws of Ontario on December 9, 1995. The Company is listed on the Canadian Stock Exchange ("CSE"), having the symbol ARQ and on the OTCQB under the symbol ARBTF. The Company is currently engaged in the acquisition, exploration, and development of mineral properties, and has entered into letters of intent to pursue the exploration and development of oil and gas opportunities. Effective September 19, 2016, the Company changed its name to Argo Gold Inc. from Arbitrage Exploration Inc. The address of the Company's corporate office and principal place of business is 350 Bay Street, Suite 700 Toronto, Ontario, M5H 2S6, Canada.

Developments during 2022 and up to May 1, 2023

Oil and Gas Exploration and Development

May 1, 2023

Argo issued 3,500,000 shares at $0.10 per share for gross proceeds of $350,000. This financing was done privately with low expected share issuing costs expenses that are yet to be determined. The total number of outstanding shares after the new share issuance is 69,485.581.

March 30, 2023 **-** Argo announced that the Lindbergh Area Sparky oil well was drilled in mid-March 2023 and is on production at anticipated rates. Argo participated for 37.5% of the Lindbergh well and Argo's share of production is expected to yield 55 to 70 barrels oil/day.

February 1, 2023 - Argo announced that the company has entered into a second participation agreement with Croverro Energy to participate in a second horizontal Sparky oil well proximal to Lloydminster, Alberta. Argo will pay the operator 25 per cent of the cost to drill, complete, and fully equip or abandon the well to earn an 18.75 percent working interest in the well. The second Sparky oil well is planned to be drilled post spring break-up and upon successful completion, Argo's portion of oil production is estimated to be 30 to 40 bbls oil/day.

December 20, 2022. The Alberta Energy Regulator (AER) approved Argo Gold for General Eligibility for Energy under AER Directive 067 to hold and acquire energy licenses in the province of Alberta.

Croverro Energy had some delays and the Sparky oil well that Argo is participating in will be initiated in the first quarter of 2023. Also, Croverro Energy now estimates that Argo's 50% of capital costs has been decreased to an estimated $800,000. Argo's 50% capital cost contribution entitles Argo to 37.5% of the oil well production estimated to be 90 bbl/day oil to Argo.

On November 7, 2022 – Argo announced it entered a non-binding letter of intent to acquire interest in the Clearwater Play in Alberta. Under the terms of the agreement, Argo would pay $725,000 to a private junior energy producer to acquire interest on land in the Clearwater Play around the Nipisi area of Alberta. This agreement was subsequently cancelled.

On November 3, 2022 – Argo announced it entered into a farmout agreement to participate in the Sparky Oil Well in the Lindbergh area, proximal to Lloydminster, Alberta.The agreement is a one-well farmout with Croverro Energy Ltd. of Calgary, Alberta whereby Argo Gold (the Farmee) will pay the operator 50 per cent of the cost to drill, complete, and fully equip or abandon the well to earn a 37.5% interest.

August 25, 2022 – Argo announced that it had entered into strategic alliance with Jasper Mining Corporation (”Jasper” TSXV:JSP) whereby the companies agreed to share technical knowledge and expertise, employing the particular technical strengths of each management team in their respective resource industry. Each of Jasper and Argo have a similar asset mix, including lands which contain significant quantities of precious and base metals within Canada; yet both aspire to expand their operations to include a significant, or dominant, component in the oil and gas sector.

The joint-use of technical expertise and resources is expected to have a near-term impact of reducing specific consulting costs, where currently each company must retain professionals to fill gaps in its team's technical ability to effectively evaluate acquisitions and conduct operations, without incurring costs to the respective corporation. The initial term of the alliance shall be for 12 months; but can be terminated at any time by either company giving written notice to the other.

On June 21, 2022, Argo Gold entered into two letters of intent (LOIs) to farm into two separate Devonian oil and gas mineral lands in southern Alberta. Argo Gold will earn a 100% working interest in the two prospect lands, subject to a gross overriding royalty (GOR) to the holder of the mineral lands, in exchange for drilling one well per prospect. The oil prospects are seismically defined and are located within in a well-known producing trend with proven oil zones and surrounding infrastructure. Four additional well locations have been identified on the two Devonian prospects. Estimated yield on the two initial test wells is estimated to be 100 bbl/day to 150 bbl/day in range and the estimated ultimate recovery (EUR) of the two initial wells is expected to be 275,000 bbl oil and 300,000 bbl oil respectively.

Argo Gold also confirms that it had entered into a fourth Letter of Intent and Area of Mutual Interest Agreement to earn into oil and gas lands in southern Alberta with exploration and development potential in Cretaceous clastic reservoirs. However, the parties mutually agreed to cancel the agreement but have also agreed to continue discussions. These two letters or intent were subsequently cancelled.

Uchi Gold Project

Argo Gold announced that a gold mineralized extension has been identified at the Raingold and HST Zone at the Uchi Gold Project. Raingold is located along the HST Zone (Hill-Sloan-Tivy) which also hosts the past-producing Grassett Mine to the north. The HST Zone is a parallel mineralized trend located one km west of the main Uchi - Northgate gold mineralized trend.

in 2020, 71 samples were taken over a strike length of 50 metres of diamond saw channels in the footwall, the hanging wall, and the mineralized zone at Raingold. Visible gold was identified in only one sample and 37 samples returned grades greater than 1.0 g/t Au. The best intersections at Raingold were 2.3 metres of 31.2 g/t Au, 1.9 metres of 29.8 g/t Au, 1.9 metres of 10.3 g/t Au, 2.65 metres of 5.4 g/t Au, 2.6 metres of 5.Sg/t and 1.0 metres of 21.2 g/t Au. The mineralized zone is mainly hosted by silica-rich iron formation with siderite-ankerite alteration, disseminated pyrite-pyrrhotite and quartz-ankerite veining.

In Spring 2021, Argo Gold drilled a total of 399 metres at the Raingold and the HST Zone. Only anomalous gold was intersected at depth. A step-out drill hole located 100 metres to the north identified anomalous gold across two structures where the second mineralized structure is identified as a new mineralized trend 100 metres to the east of the HST Zone. In Spring 2021, Argo Gold also confirmed high-grade gold in channel sampling 32.84 g/t Au over 2.5 metres at Raingold.

In late 2021, Argo Gold also completed overburden stripping and washing for 280 metres south of the high-grade Raingold area along the near vertical HST Zone following quartz veining and sulphide mineralization along the sheared break. Sixty-two channel samples across 35 channels perpendicular to strike were taken along the south extension of the Raingold - HST Zone with an average spacing of 7.7 metres. Gold mineralization is associated with abundant quartz veins and veinlets, iron formation, pyrite or ankerite alteration. The Fall 2021 channel samples are shown on the Raingold map where the best intercept is 15.4 g/t Au over 0.9 metres. It is significant that this highest sample was the farthest sample to the south and the trench geologic structure remains open in that direction.

Talbot Lake Gold Project

April 18, 2023, Argo announced that Argo's 100% owned Talbot Lake Gold Project located 100 kilometres northeast of Pickle Lake, Ontario is permitted for exploration and drilling.

In June 2020, Argo Gold acquired the Talbot Lake Gold Project located 100 kilometres north east of Pickle Lake in the prolific Uchi Geologic Subprovince (see Argo Gold news release June 11, 2020). The property hosts a historical non-NI 43-101 compliant mineral resource estimate of approximately 50,000 ounces at 14.0 g/t Au in a quartz vein system, starting at surface. There is also known gold mineralization in the associated banded iron formations **("BIFs")** stretching over 23 line kilometres, which holds the potential for Musselwhite Mine type mineralization (over 20 years of 200,000 ounces of annual production). Gold mineralization in BIFs can be very pervasive.

The Company believes the current historical non-NI 43-101 compliant estimated mineral resource has the potential to be expanded. Prior to the acquisition of Talbot Lake from Denison Mines Inc., the property had been sitting unexplored within a uranium company.

Hurdman Silver-Zinc Project

The Hurdman Silver-Zinc Project is a metamorphosed sedimentary exhalative VMS deposit that is very similar to that of Australia's Broken **Hill** deposit. The Main Zone at surface has an NI 43-101 compliant mineral resource estimate of 3.4 M tonnes grading 1.2% Zn, 18.1g/t Ag and 0.34 g/t Au for *approximately 2 million in-situ silver ounces.* The nature of the known mineralization indicates exploration potential for additional mineralization and higher-grade mineralization as a result of metamorphism. Located 120 km north of Timmins, there are 70 km^2 of mineral claims surrounding the Main Zone that cover all of the area geophysical targets that have not been drill tested.

Marshall Lake Area Copper Property

On January 9, 2022, the Company staked 243 copper focused mineral claims, comprising four separate claim blocks in the Marshall Lake Area of the Thunder Bay Mining District, in Ontario.

The four claim blocks cover 50 square kilometres that is prospective for copper mineralization indicated by known sulphide mineralization present in the area Marshall assemblage.

The SW Claim Block is on the NE -SW trend line of local faults and is possibly down dip of the east dipping D2 fold. The North Claim Block is underlain by the Marshall assemblage, multiple faults, the D1 fold and the gabbroic intrusion associated with known mineralization in the camp. The East Claim Block covers the D2 fold extension associated with the trend of notable VTEM anomalies. The SE Claim Block has historic drill holes intersecting the lithology similar to Marshall Lake including sulphides with 12 historic assessment reports assaying for nickel and copper.

Financings

May 1, 2023

Argo issued 3,650,000 shares at $0.10 per share for gross proceeds of $365,000. The total number of outstanding shares after the new share issuance is 69,653.581. Argo did not complete any financing in 2022.

Sale of Investments

March 3, 2023, Argo Sold 218,000 shares of Manitou Gold Inc. for net proceeds of $9,640. Argo no longer has an investment in Manitou Gold Inc.

January 12, 2023, Argo sold 2,500.000 shares of Cross River Ventures Corp. for net proceeds of $49,417. Argo no longer has an investment in Cross River Ventures Corp.

December 21, 2022, Argo sold 32,000 shares of Manitou Gold Inc. for net proceeds of $450.

Overview of Financial Results

Three months and Year Ended December 31, 2022, vs December 31, 2021

	Three months Ended December 31,		Year Ended December 31,	
(Expressed in Canadian Dollars)	**2022**	2021	**2022**	2021
Expenses				
Exploration and evaluation	**$30,942**	$109,674	**$128,697**	$1,278,322
Management fees	**45,975**	36,000	**138,625**	160,000
Consulting fees	**40,049**	7,500	**186,963**	43,700
Professional fees	**119,160**	17,450	**205,659**	52,078
Business development	**88,733**	20,862	**233,552**	116,973
Investor relations	**18,928**	13,000	**101,006**	121,291
General and administrative	**79,512**	15,552	**155,597**	84,920
Listing filing and regulatory fees	**36,679**	13,144	**84,538**	40,725
Depreciation	**878**	406	**3,360**	2,141
Total Expenses	**460,855**	233,588	**1,237,997**	1,900,150
Loss before the undernoted	**(460,855)**	(233,588)	**(1,237,997)**	(1,900,150)
Bank charges	**(607)**	(238)	**(1,483)**	(1,770)
Part X11.6 taxes	**(2,400)**	0	**(2,400)**	(395)
Interest Income (expense)	**(260)**	2	**(307)**	5
Realized (loss) gain on sale of investments	**(3,870)**	35,230	**(3,870)**	35,230
Change in unrealied (loss) on value of investments	**(17,410)**	(52,500)	**(244,910)**	(533,750)
Flow-through share premium recovery	**149,798**	0	**43,750**	224,650
Net loss and comprehensive loss for the period	**(335,605)**	(251,094)	**(1,447,217)**	(2,176,180)
Basic and diluted loss per share	**(0.01)**	**(0.00)**	**(0.02)**	**(0.03)**
Weighted average number of shares outstanding - basic and dilute	**65,985,581**	63,068,881	**65,985,581**	63,068,881

Three months ended December 31, 2022 vs. three months ended December 31, 2021

- Overall, the Company recorded a net loss and comprehensive loss of $335,605 or $0.01 per share for the quarter ended December 31, 2022 compared to a net loss and comprehensive loss of $251,094 or $0.00 per share for the quarter ended December 31, 2021.
- Exploration and evaluation expenses were $30,942 in the fourth quarter of 2022 compared to $109,674 during the fourth quarter of 2021. Fourth quarter 2021 expenditures were related to general exploration expenses, Uchi Lake's 2021 stripping and oil and gas prospecting.
- Management fees were $45,975 in the fourth quarter of 2022 compared to $36,000 in the fourth quarter of 2021. These include fees paid to the Company's CFO and 50% of the fees paid to the Company's CEO. The other 50% is included in exploration and evaluation expenditures. CFO fees were more in the fourth quarter of 2022.
- Consulting fees were $40,049, $7,500 during the fourth quarter of 2021. The 2022 amount includes fees for Red Bear Oil (James Bell), Vice President Business Development and Zubin Sethna, Chief Investment Officer.
- Professional fees were $119,160 during the fourth quarter of 2022 compared to $17,450 during the fourth quarter of 2021. The 2022 increase relates to higher accrued audit fees and legal fees in 2022 compared to 2021 and increased controller and corporate controller fees.
- Business development was $88,733 during the fourth quarter of 2022 compared to $20,862 during the fourth quarter of 2021. The increase is the result of increased efforts to prospect oil and gas properties.
- Investor relations was $18,928 during the fourth quarter of 2022 compared to $13,000 during the fourth quarter of 2021. The increase in the fourth quarter was to increase Argo's public exposure in social and other media.
- General and administrative expenses were $79,512 in the fourth quarter of 2022 compared to $15,552 in the fourth quarter of 2021. The increase in 2022 is due to Argo Golds rent and office expenses in Calgary and management's increased travel and accommodation while prospecting for Argo and promoting Argo.
- Listing, filing, and regulatory fees were $36,679 in the fourth quarter of 2022 compared to $13,144 during the fourth quarter of 2021. This increase is due to preparations for the December 2, 2022, Annual Meeting of Shareholders (AGM).
- Flow-through recovery was $149,798 in the fourth quarter of 2022 compared to the &Nil in the fourth quarter of 2021. This amount is to reverse a potential flow through obligation until a better estimate is produced.
- The change in market value of investments resulted in a non-cash loss of $17,410 during the fourth quarter of 2022, compared to a non-cash loss of $52,500 during the fourth quarter of 2021. See Note 4 to the financial statements for the years ended December 31, 2022, for the market values of the Company's investments.

Year ended December 31, 2022 vs. year ended December 31, 2021

- Overall, the Company recorded a net loss and comprehensive loss of $1,446,217 or $0.02 per share for the year ended December 31, 2022, compared to a net loss and comprehensive loss of $2,176,180 or $0.03 per share for the year ended December 31, 2021.
- Exploration and evaluation expenses were $128,697 in the year ended December 31, 2022, compared to $1,278,322 during the year ended December 31, 2021, expenditures were related to research of the Marshall Lake area copper claims, stripping fees of the Fall 2021 stripping, sampling, and mapping program at the Uchi Gold Project, mineral claim management and CEO's 50% of fees allocation to exploration of Argo's properties.
- Management fees were $138,625 in the year ended December 31, 2022, compared to $160,000 in the year ended December 31, 2021. These include fees paid to the Company's CFO and 50% of the fees paid to the Company's CEO. The other 50% are included in

exploration and evaluation expenditures. The decrease is related to less fees paid to the Company's CFO in the year ended December 31, 2022, compared to 2021.

- Consulting fees were $186,963 during the year ended December 31,2022 compared to $43,700 during the year ended December 31,2021. This decrease is due to Argo's focus on pursuing oil and gas opportunities, this refocus gave an increase to business development expenses.
- Professional fees were $205,659 during the year ended December 31, 2022, compared to $52,078 during the year ended December 31, 2021. The 2022 increase relates to higher accrued audit fees, an increase in controllership fees and legal fees for the annual general meeting held in December 2022.
- Business development was $233,552 during the year ended December 31, 2022, compared to $116,973 during the year ended December 31, 2021. The increase is the result of pursuing new opportunities in the oil and gas industry in 2022 compared to 2021.
- Investor relations was $101,006 during the year ended December 31, 2022, compared to $121,291 during the year ended December 31, 2021. The decrease in 2022 is due to the reduction in the use of outside investors relations services compared to 2021.
- General and administrative expenses were $155,597 in the year ended December 31, 2022, compared to $84,920 in the year ended December 31, 2021. The increase is for Calgary office supplies and rent, and travel to Calgary and accommodation in Calgary.
- Listing, filing, and regulatory fees were $84,538 in the year ended December 31, 2022, compared to $40,725 during the year ended December 31, 2021. The increase is due to an application with Alberta's Energy Regulator and fees related to preparing for the 2022 Annual General Meeting (AGM).
- The change in market value of investments resulted in a non-cash loss of $244,910 during the year ended December 31, 2022, compared to a non-cash loss of $533,750 during the year ended December 31, 2021. The 2022 year ended non-cash loss was primarily the result of the decrease in the share price of Cross River Ventures Inc. from $0.135 December 31, 2021 to $0.030 per share at December 31, 2022. See Note 4 to the financial statements for the year ended December 31, 2022, for the market values of the Company's investments.

Selected Quarterly Financial Information

The following table is a summary of selected financial information for the Company for the eight most recently completed financial quarters. It has been derived from the audited condensed financial statements of the Company. The information has been prepared by management in accordance with IFRS and is expressed in Canadian dollars.

	2022				
	Annual	Q4	Q3	Q2	Q1
	31-Dec-22	31-Dec-22	30-Sep-22	30-Jun-22	31-Mar-22
	(audited)				
Revenue		$ -	$ -	$ -	$ -
(Loss) income and comprehensive loss	(1,447,217)	($335,605)	(386,231)	($602,166)	($123,215)
(Loss) incone per share - basic and diluted	($0.02)	($0.0)	($0.01)	($0.01)	($0.02)
Assets	$ 1,092,164	$ 1,092,164	$ 1,270,765	$ 1,526,252	$ 2,008,466

	2021				
	Annual	Q4	Q3	Q2	Q1
	31-Dec-21	30-Dec-21	30-Sep-21	30-Jun-21	31-Mar-21
	(audited)				
Revenue	$ -	$ -	$ -	$ -	$ -
(Loss) income and comprehensive loss	($2,176,180)	(251,094)	($446,395)	($876,512)	($602,179)
(Loss) incone per share - basic and diluted	($0.03)	($0.0)	($0.01)	($0.01)	($0.01)
Assets	2,140,104	2,140,104	$ 2,148,861	$ 3,101,495	$ 3,620,438

Liquidity and Capital Resources

The Company's cash decreased by $164,414 during the three months ended December 31, 2022, compared to an increase of $708,577 during the three months ended December 31, 2021. The Company's cash decreased by $814,613 during the year ended December 31, 2022, compared to an increase of $985,301 during the year ended December 31, 2021. As at December 31, 2022, the ending cash balance was $7,104 compared to $821,717 as at December 31, 2021.

Working Capital

As at December 31, 2022, the Company had a working capital deficit of $323,924 compared to a surplus of $1,127,301 as at December 31, 2021.

A summary of the Company's cash position and changes in cash for the three month and year ended December 31, 2022, and 2021 are provided below:

Three months ended December 31, 2022, vs. three months ended December 31, 2021

Operating Activities

Cash used in operating activities before changes in non-cash working capital during the three months ended December 31, 2022, was $463,244 compared to $233,418 for the three months ended December 31, 2021. The fourth quarter of 2022 was higher due to decreased expenditures in most expense categories.

	Three Months Ended December 31,		**Twelve Months Ended December 31,**	
	2022	2021	**2022**	2021
Cash used in operating activities	**($463,244)**	($233,418)	**($1,238,827)**	($1,900,169)
Changes in non-cash operating working capital	**299,406**	($55,239)	**431,132**	($80,817)
Cash used in operating activities - net	**(163,838)**	(288,657)	**(807,695)**	(1,980,986)
Cash used in investing activities	**(576)**	$675,230	**(6,918)**	$673,681
Cash provided by financing activities	**$0**	$322,004	**$0**	$322,004
(Decrease) increase in cash	**(164,414)**	$708,577	**(814,613)**	(985,301)
Cash, beginning of period	**171,518**	113,140	**821,717**	1,807,018
Cash, end of period	**$7,104**	$821,717	**$7,104**	$821,717

Investing Activities

During the three months ended December 31, 2022, cash used in investing activities was negative $576 compared to $675,230 net received from investing activities for the three months ended December 31, 2021.

Liquidity Outlook

The Company had a cash balance of $7,104 at December 31, 2022, a decrease of $814,613 from the balance at December 31, 2021.

In addition, at December 31, 2022, the Company holds 2,500,000 shares of Cross River Ventures Corp. valued at $75,000 and 218,000 shares of Manitou Gold Inc., valued at $3,270. The sale of these investments was completed in the first quarter of 2023.

In general, completion of all the Company's ongoing and future exploration and development initiatives and its ability to continue as a going concern are subject to successfully raising additional funding (see "Risks and Uncertainties").

Related Party Transactions and Key Management Compensation

Key Management Compensation

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Key management of Argo Gold includes the Chief Executive Officer and the Chief Financial Officer.

Related Party Transactions and Key Management Compensation

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Key management of Argo Gold includes the Chief Executive Officer and the Vice President Finance and Chief Financial Officer.

	Year Ended	
	December 31, 2022	December 31, 2021
Management fees - paid to CEO	**$ 60,000**	$ 60,000
Exploration and evaluation fees - paid to CEO (1)	**60,000**	60,000
Management fees - paid for CFO services	**78,625**	100,000
Consulting fees - paid to independent directors	**10,000**	5,000
Consulting fees - paid to independent directors(1)	**40,345**	-
Other fees paid to key management personnel	**129,100**	-
Total fees paid to management	**$ 378,070**	$ 225,000

(1) Amount included in "Consulting fees" in exploration and evaluation expenditures.

Related Party Transactions

Related parties include the Board of Directors, senior management, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

As at December 31, 2022, $188,209 (December 31, 2021 - $nil) included in accounts payable and accrued liabilities was owing to related parties. These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.

Subsequent Events

Oil and Gas Opportunities

March 30, 2023 **-** Argo announced that the Lindbergh Area Sparky oil well was drilled in mid-March 2023 and is on production at anticipated rates. Argo participated for 37.5% of the Lindbergh well and Argo's share of production is expected to yield 55 to 70 barrels oil/day.

February 23, 2023 - Judy Baker, Argo's CEO, loaned Argo an additional $653,000 to fund its portion of drilling at the Lindbergh area oil well which Argo is participating in with Croverro Energy. The loan has a term of 5 months and a 10 percent interest rate.

February 1, 2023 - Argo announced that the company has entered into a second participation agreement with Croverro Energy to participate in a second horizontal Sparky oil well proximal to Lloydminster, Alberta. Argo will pay the operator 25 per cent of the cost to drill, complete, and fully equip or abandon the well to earn an 18.75 percent working interest in the well. The second Sparky oil well is planned to be drilled post spring break-up and upon successful completion, Argo's portion of oil production is estimated to be 30 to 40 bbls oil/day.

February 1, 2023 - Judy Baker, Argo's CEO, loaned Argo $104,000 to fund its portion of surface preparation and equipment installments on the Lindbergh area prospect which Argo is participating in with Croverro Energy. The loan has a term of 5 months and a 10 percent interest rate.

Corporate Developments

On February 1, 2023 – Zubin Sethna, James Bell and Gary Lobb resigned as Chief Investment Officer, VP Business Development and VP Finance and CFO of Argo Gold Inc. respectively.

On October 27, 2022 – Zubin Sethna joined as Chief Investment Officer of Argo Gold Inc.

On October 27, 2022 – James Bell joined as Vice President Business Development of Argo Gold Inc.

On September 20, 2022 – Gary Lobb joined as Vice President of Finance and CFO of Argo Gold Inc.

On July 7, 2022 – Michael Farrant resigned as CFO and Secretary of Argo Gold Inc.

On August 12, 2022 – Mr. Reinhard Schu stepped down from the Board of Directors bringing the number of directors to four.

On July 22, 2022 **-** Argo Gold cancelled its agreement to settle an aggregate of $250,000 of indebtedness of the Company with various arm's length and non-arm's length creditors through the issuance of an aggregate of 2,500,000 common shares at a price of $0.10 per Common Share.

Financing

May 1, 2023

Argo issued 3,500,000 shares at $0.10 per share for gross proceeds of $350,000. This financing was done privately with low expected share issuing costs expenses that are yet to be determined. The total number of outstanding shares after the new share issuance is 69,485.581.

Outstanding Capital and Share Data

Argo Gold's authorized capital stock consists of an unlimited number of common shares without par value. As at December 31, 2022 there were 65,985,581 common shares issued and outstanding.

As at December 31, 2022, the Company also had the following items issued and outstanding:

- 11,200,000 common share purchase warrants at an exercise price of $0.12, expiring February 5, 2023.
- There were no stock options outstanding as at December 31, 2022.

Continuous efforts to finance Argo to increase its oil and gas producing assets will make the number of common shares change in 2023.

Off-Balance Sheet Arrangements

In the normal course of business, the Company evaluates property acquisition and sale transactions and, in some cases, makes proposals to acquire or sell such properties. These proposals, which are usually subject to Board and sometimes regulatory and shareholder approvals, may involve future payments, share issuances and property work commitments. These future obligations are usually contingent in nature and generally the Company is only required to incur the obligation if it wishes to continue with the transaction.

On February 1, 2023 Argo entered into a second participation agreement with Croverro Energy to participate in a second horizontal Sparky oil well proximal to Lloydminster, Alberta. Argo will pay the operator 25 per cent of the cost to drill, complete, and fully equip or abandon the well to earn an 18.75 percent working interest in the well. The second Sparky oil well is planned to be drilled post spring break-up and upon successful completion, Argo’s portion of oil production is estimated to be 30 to 40 bbls oil/day.

On November 3, 2022 – Argo announced that it entered into a farmout agreement to participate in Sparky Oil Well in the Lindbergh area, proximal to Lloydminster, Alberta. The agreement is a one-well farmout with Croverro Energy Ltd. of Calgary, Alberta whereby Argo Gold (the Farmee) will pay the operator 50 per cent of the cost to drill, complete, and fully equip or abandon the well to earn a 37.5 per cent interest.

Financial Instruments

The Company manages its exposure to several 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, using 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 ongoing basis.

Commodity Risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company monitors commodity prices as they relate to gold and the stock market to determine the appropriate course of action to be taken.

Liquidity Risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main source 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.

As at December 31, 2022 the Company held cash of $7,104 (December 31, 2021- $821,717) to settle current liabilities of $478,434 (December 31, 2021- $79,157), There is no certainty of the company’s ability to complete additional financing.

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. In the event that the Company held interest bearing debt, the Company could be exposed to interest rate risk. The Company does not have any interest-bearing debt. 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 subscription receivable. The Company has reduced its credit risk by investing its cash with a Canadian chartered bank. The Company's financial assets and liabilities as at December 31, 2022 and December 31, 2021 were as follows:

	Amortized Cost	FVPL	Total
December 31, 2021			
Financial assets			
Cash	$ 821,717	$ -	$ 821,717
Investments	$ -	$ 327,500	$ 327,500
Financial liabilities			
Accounts payable and accrued liabilities	$ 79,157	$ -	$ 79,157
December 31, 2022			
Financial assets			
Cash	$ 7,104	$ -	$ 7,104
Investments	$ -	$ 78,270	$ 78,270
Financial liabilities			
Accounts payable and accrued liabilities	$ 478,434	$ -	$ 478,434

At December 31, 2022 and December 31, 2021, there were no significant concentrations of credit risk for receivables. The carrying amounts reflected above represent the Company's maximum exposure to credit risk for such receivables.

The fair values of these financial instruments approximate their carrying values because of their short-term nature and/or the existence of market related interest rates on the instruments.

Critical Accounting Policies and the Use of Estimates

The preparation of the annual financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from those estimates. A detailed summary of the Company's significant accounting policies, including the use of estimates, is included in Notes 2 and 3 of the Company's audited financial statements for the year ended December 31, 2022.

Commitments and Contingencies

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company and its operations have been largely unaffected by the impact of the COVID-19 global pandemic. The Company continues to follow all related government measures and mandates and recommendations from health officials. The Company continues to believe that it will remain largely unaffected, however the future impact on the Company, if any, is uncertain at this time.

Risks and Uncertainties

Readers of the M D&A should give careful consideration to the information included or incorporated by reference in this document and the Company's audited condensed financial statements and related notes. Argo Gold's business of exploring and developing mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry, including the limited extent of the Company's assets, the Company's state of development and the degree of reliance upon the expertise of management. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and the Company's common shares should be considered speculative. Only those persons who can bear the risk of the entire loss of their investment should participate.

An investor should carefully consider the risks described in the Company's audited financial statements for the year ended December 31, 2022, and the "Risks and Uncertainties" discussion in the Company's MD&A for the year ended December 31, 2022, dated May 1, 2023, before investing in the Company's common shares. These documents have been posted on the Company's website at www.argogold.com and are available on SEDAR at www.sedar.com. The risks described in these documents is not an exhaustive list. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business in the future. If any of the risks noted in the Company's financial disclosure occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and could cause actual events to differ materially from those described in forward- looking statements relating to the Company. In this event, investors may lose part or all of their investment.

Regulatory standards continue to change, making the review process longer, more complex and more costly. Even if an apparently mineable mineral deposit is developed, there is no assurance that it will ever reach production or be profitable, as its potential economics are influenced by many key factors such as commodity prices, foreign exchange rates, equity markets and political interference, which cannot be controlled by management. As a result, the Company's future business, operations, and financial condition could differ materially from the forward-looking information contained in this MD&A and described in the "Forward-Looking Statements" section below.

Forward Looking Statements

This report may contain forward-looking statements that involve a number of risks and uncertainties, including statements regarding the outlook for the Company's business and operational results. By nature, these risks and uncertainties could cause actual results to differ materially from what has been indicated. Factors that could cause actual results to differ materially from any forward-looking statement include but are not limited to failure to establish estimated resources and reserves, the grade and recovery of ore which is mined from estimates, capital and operating costs varying significantly from estimates, delays or failure in obtaining governmental, environmental or other project approvals and other factors including those risks and uncertainties identified above. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information as a result of new information, future results or other such factors, which affect this information, except as required by law.

Management's Evaluation of Disclosure Controls

Management is responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company is made known to the Company's certifying officers. The Company's Chief Executive Officer has evaluated the effectiveness of the Company's disclosure controls and procedures as at December 31, 2022 and have concluded that these controls and procedures are effective.

Internal Control over Financial Reporting:

Management is responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with accounting principles generally accepted in Canada. Based on a review of its control procedures at the end of the period covered by this MD&A, management believes its internal controls and procedures are appropriately designed as at December 31, 2022.

Other MD&A Requirements

Additional Disclosure for Companies Without Significant Revenue

Additional disclosure concerning Argo Gold's exploration and evaluation expenditures, mineral property costs and general and administrative expenses is provided in the Company's audited financial statements for the year ended December 31, 2022 that are available on the Company's website at www.argogold.com and on SEDAR at www.sedar.com.

Approval

The Board of Directors of Argo Gold approved the disclosure contained in this MD&A on May 1, 2023. A copy of this MD&A will be provided to anyone who requests it from the Company.

Additional Information

Officers and Directors:
Judy Baker, Chief Executive Officer

Directors
Jonathan Armes, Director
George Langdon, Director
Christopher Wardrop, Director
Legal Counsel and Auditors
Peterson Mcvicar LLP, James Mcvicar
McGovern Hurley LLP, Auditors
TSX Trust Company, Transfer Agent

Comparative Figures

Certain comparative figures have been reclassified to conform to the current period's presentation. These reclassifications did not affect the results of prior periods.