

**ARGO GOLD INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED September 30, 2024**

**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 periods ended September 30, 2024 and 2023. 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 unaudited interim financial statements of the Company for the periods ended September 30, 2024 and 2023, 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, 2023 and 2022 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 period ended September 30, 2024 and 2023 and the Company's Board of Directors approved these documents prior to their release.

This MD&A is dated November 18, 2024 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.sedarplus.ca](http://www.sedarplus.ca), on the Canadian Securities Exchange ("**CSE**") website at [www.thecse.com](http://www.thecse.com) or on Argo Gold's website at [www.argogold.com](http://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.

**Petroleum reserves**

The reserves report was completed by Petrotech and Associates Ltd., an independent qualified reserves evaluator based in Calgary, Alberta and was prepared in accordance with the Canadian Oil and Gas evaluation handbook ("COGE Handbook") and National Instrument 51-101, Standards of Disclosure for Oil and Gas activities.

**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 Inc. is currently producing oil, exploring oil properties, developing oil wells in Alberta, and exploring and prospecting for minerals in Ontario and Northern Saskatchewan. The Company is incorporated under the laws of Ontario. The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol **ARQ**, on the XFRA, XSTU and XBER under **A2ASDS**. The address of the Company's corporate office and principal place of business is 25 Adelaide Street, Suite 1400, Toronto, Ontario, M5C 3A1.

## Description of the Business

Argo Gold Inc. ("**Argo Gold**", or the "**Company**") was incorporated under the laws of Ontario. The Company is listed on the Canadian Stock Exchange ("CSE") on the XFRA, XSTU and XBER under **A2ASDS**. The Company is currently engaged in the acquisition, exploration, and development of mineral properties and oil properties.

Argo Gold is an oil producing company. Argo's first oil well started production on March 29, 2023, four more additional oil wells were added to production in October and December 2023, and September and October 2024.

## Developments up to November 18, 2024

### Oil and Gas Exploration and Development

October 2024, Lindbergh's third well started producing in late October 2024. This well was drilled in October 2024. Argo participated for an 18.75% interest in development drilling.

September 2024, Lloydminster well number two started producing in mid-September 2024. This well was drilled in late August 2024. Argo's participation is for an 18.75%.

December 12, 2023 – Argo announced that a second horizontal well was producing oil at Lindbergh. The Argo's interest in this second well in the Lindbergh Area is 37.50%.

October 5, 2023 – Argo Gold announced that the seven leg multi-lateral Lloydminster oil well in the Lindbergh formation has been completed and equipped and is now producing oil. Argo's interest in the Lloyd oil well is 18.75%.

March 30, 2023 - Argo announced that the first Lindbergh oil well was drilled in mid-March 2023 and was in production. Argo participated for 37.5% of the Lindbergh oil well.

February 1, 2023 - Argo announced that the company has entered into a second participation agreement with Croverro Energy to participate in a second horizontal Lindbergh 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.

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.

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 Lindbergh 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.

## **Oil and Gas Opportunities**

Argo also has a mutual area of interest at Lindbergh, whereby Argo can participate in additional oil wells for 37.5% of the production for 37.5% of the oil well cost. In the area proximal to the current Lindbergh oil well (southern half of property), there are drilling locations for five oil wells based on current seismic coverage. It is estimated that there are locations for an additional six oil wells on the northern half of property upon completion of technical due diligence.

## **Mineral Properties**

August 7, 2024 – Argo entered into an agreement to acquire mineral claims in North Saskatchewan. The Company acquired 100% of mineral claims located 120 kilometers north of La Ronge, Saskatchewan in exchange for an aggregate of \$7,000 in cash and 1,000,000 common shares of the Company. Common shares were awarded August 13, 2024.

The North Saskatchewan claims consist of 5,955 hectares proximal to the past-producing Rottenstone Mine which produced Nickel, copper, gold and platinum group of metals from 1965 to 1969. In addition to this acquisition, the Company has staked 15,161 hectares in the Rottenstone area identifying areas of interest that include anomalous copper in soils, electromagnetic conductors identified by historic geophysical surveys, ultramafic rocks, the Gow Lake meteor crater area and the geological strike extension of the Rottenstone Mine. The Company owns a total of 21,116 hectares of high-quality exploration targets in this emerging metallogenic district.

## **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 Grasset 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 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**

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<sup>2</sup> of mineral claims surrounding the Main Zone that cover all of the area geophysical targets that have not been drill tested.

Hurdman main claims became open April 11, 2023, got extended upon request but because no credits were added, the claims became open. Management performed a review of these claims and there were clear indicators of impairment in accordance with IRFS 6. The Property was subsequently written off.

### **Financings**

June 25, 2024 – Argo announced normal course issuer bid (NCIB) to purchase the cancellation, over a 12-month period, an aggregate amount of up to 3,617,692 common shares, representing five percent of the Company's issued and outstanding common shares. The NCIB will end on June 26, 2025, unless the maximum number of common shares is purchased before then or Argo provides earlier notice of termination

November 2, 2023 – Argo Gold announced that it had closed the second tranche of its previously announced non-brokered private placement. In the second tranche, the Company issued 2,700,000 common shares at a price of \$0.10 per share for gross proceeds of \$268,000. The shares issued under the financing are subject to a four-month and one day statutory hold period expiring on March 1, 2024.

May 1, 2023, Argo issued 3,650,000 shares at \$0.10 per share for gross proceeds of \$347,000. The total number of outstanding shares after the new share issuance was 69,635.

### **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 gross proceeds of \$50,000. 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

For the years periods September 30, 2024, vs September 30, 2023.

(Expressed in Canadian Dollars)	Three months ended		Nine months ended	
	September 30,		September 30,	
	2024	2023	2024	2023
<b>Revenue</b>	\$ 594,275	\$ 286,563	\$ 1,736,705	\$ 520,887
<b>Expenses</b>				
Oil and gas expenses	\$107,711	42,437	369,314	88,380
Oil and gas depletion, depreciation and accretion	\$68,331	108,100	207,454	207,153
Exploration and evaluation	17,000	17,042	54,452	55,587
Management fees	15,000	15,000	45,000	45,000
Consulting fees	1,000	-	\$9,749	(33,183)
Professional fees	63,029	47,465	159,298	97,980
Business development	21,294	10,308	119,983	20,971
Investor relations	25,563	14,226	64,563	46,632
General and administrative	18,342	7,046	42,306	53,459
Listing filing and regulatory fees	8,646	10,660	24,468	34,584
Depreciation	462	921	2,487	2,763
<b>Total Expenses</b>	<b>346,378</b>	<b>273,205</b>	<b>1,099,072</b>	<b>619,326</b>
Loss before the undernoted	247,897	13,358	637,633	(98,439)
Bank charges	(438)	(208)	(705)	(840)
Interest (expense) income	1,894	-	5,658	0
Interest expense - short-term loan	(19,055)	(\$20,094)	(82,145)	(47,879)
Late fees	0	-	(680)	0
Realized (loss) gain on sale of investments	-	-	-	(\$18,630)
<b>Net profit (loss) and comprehensive loss for the period</b>	<b>230,298</b>	<b>(\$6,944)</b>	<b>559,761</b>	<b>(\$165,788)</b>
Basic earnings per share basic and fully diluted	0.00	(0.00)	0.01	(0.00)
Weighted average number of shares outstanding -basic	73,297,030	71,535,581	73,297,030	71,535,581

### Three months ended September 30, 2024, vs. three months September 30, 2023.

- Gross revenue after royalties from Lindbergh and Lloydminster oil wells was \$594,275 for the quarter ended September 30, 2024, compared to \$286,563 in the quarter ended September 30, 2023. The first Lloydminster well started producing in the third quarter of 2023 and the second Lindbergh well started producing in the fourth quarter of 2023. The company had during the third quarter 2024, four oil producing wells.
- Oil and gas expenses were \$107,711 in the third quarter of 2024 (\$150,538 in the third quarter of 2023). In the third quarter of 2023, Argo only had one producing well. In the third quarter ended September 30, 2024, the Company had four producing oil wells.
- Exploration and evaluation expenses for mineral properties were \$17,000 in the third quarter of 2024 compared to \$17,042 during the third quarter of 2023.
- Management fees were \$15,000 in the third quarter of 2024 compared to \$15,000 in the third quarter of 2022.
- Consulting fees were \$1,000 during the third quarter of 2024 compared to \$Nil in the third quarter of 2023. Fees were paid to companies related to Argo's board of directors' members.
- Professional fees were \$63,029 during the third quarter of 2024 compared to \$47,465 during the third quarter of 2023. Professional fees include higher audit fees, legal and controllership fees.
- Business development was \$21,294 during the third quarter of 2024 compared to \$10,308

during the third quarter of 2023. The increase in the third quarter of 2024 is due to marketing fees to promote Argo as an oil producing company.

- Investor relations total was \$25,563 during the third quarter of 2024 compared to \$14,226 during the third quarter of 2023. In the third quarter of 2024, the company increased expenses in social media consulting.
- General and administrative expenses were \$18,342 in the third quarter of 2024 compared to \$7,046 in the third quarter of 2023. The increase in 2024 is related to office space rental.
- Listing, filing, and regulatory fees were \$8,646 in the third quarter of 2024 compared to \$10,660 during the third quarter of 2023. Decreased fees in 2024 are due, in part, to the delisting of the Company from OTCQB.
- Depreciation in the third quarter of 2024 was \$462 compared to \$921 in the third quarter of 2023. Some equipment still in use has been fully depreciated.
- Interest income was \$1,894 in the third quarter 2024 compared to \$Nil in interest revenue in the third quarter 2023. The increase in 2024 is due to the interest on the note receivable of \$50,000 at 15%.
- Interest expense was in the third quarter 2024, \$19,055.30 compared to a net loss of \$Nil in the third quarter of 2023.
- Overall, the Company recorded a net profit of \$230,298 or \$Nil per share for the quarter ended September 30, 2024, compared to a net loss and comprehensive loss of \$6,944 or \$Nil per share for the quarter ended September 30, 2023. Revenue in the third quarter was the product of four oil wells in 2024 and in the third quarter of 2023, the product of one oil well.

#### **Nine months ended September 30, 2024 vs. nine months ended September 30, 2023**

- Revenue after royalties was \$1,736,705 for the third quarter ended September 30, 2024, compared to \$520,887 in the third quarter 2023. The first Lindbergh oil well started production at the end of the first quarter 2023. In the third quarter of 2024, four oil wells were producing.
- Oil and gas asset recovery obligation (ARO) depreciation and accretion were adjusted to reflect risk free market interest rates as of September 30, 2024. Depletion is based on units of production.
- Mineral properties exploration and evaluation expenses were \$54,452 in the nine months ended September 30, 2024, compared to \$55,587 during the nine months ended June 30, 2023.
- Management fees were \$45,000 in the nine months ended September 30, 2024, compared to \$45,000 during the nine months ended September 30, 2023. The other 50% paid in management fees is included in exploration and evaluation expenditures. No CFO fees were paid in the third quarter ended September 30, 2024 or 2023.
- Consulting fees were \$9,749 during the nine months ended September 30, 2024, compared to negative \$33,183. during the nine months September, 2021. In 2023, this was due to the reduction of fees owed to some consultants.
- Professional fees were \$159,298 during the nine months ended September 30, 2024, compared to \$97,980 during the nine months ended September 30, 2023. In 2023, the higher professional fees are a combination of higher audit fees and controllership fees.
- Business development was \$119,983 during the nine months ended September 30, 2024, compared to \$20,971 during the nine months ended September 30, 2023. The increase is the result of marketing expenses to promote the Company during the period ended September 30, 2024.
- Investor relations was \$64,563 during the nine months ended September 30, 2024, compared to \$46,632 during the period ended September 30, 2023. The increase in 2024 is due to the use of outside investors relations services compared to the third quarter in 2023.
- General and administrative expenses were \$42,306 in the nine months ended September 30, 2024, compared to \$53,459 in the nine months ended September 30, 2023. Lower corporate travel and rent in the third quarter ended September 30, 2024.
- Listing, filing, and regulatory fees were \$24,468 in the nine months ended September 30, 2024, compared to \$34,584. Delisting from the OTCQB in 2023 resulted in a reduced amount in 2024.

- Interest expense was \$82,145 in the nine months ended September 30, 2024 compared to only \$47,879 in the nine months ended September 30, 2023. The 2024 amount includes a full year of interest, the 2023 interest amount was adjusted to actuals in the fourth quarter of 2023.
- Overall, the Company recorded a net profit and comprehensive profit of \$559,761 \$Nil per share for the nine months ended September 30, 2024, compared to a net loss and comprehensive loss of \$165,788 or \$Nil per share for the nine months ended September 30, 2023. The increase in net profit is attributable in its entirety to the production of oil by the four wells in which Argo had interests by the end of the period ended September 2024.

### 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.

	2024			2023	
	Q3	Q2	Q1	Annual	Q4
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
Revenue	\$ 594,275	\$ 621,241	\$ 521,189	\$ 952,692	\$ 431,804
(Loss) income and comprehensive loss	230,298	\$ 284,519	\$ 44,944	(\$280,004)	(114,216)
(Loss) income per share - basic and diluted	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
Assets	\$ 3,206,055	\$ 2,949,801	\$ 2,800,032	\$ 2,775,329	\$ 2,775,329

	2023			2022	
	Q3	Q2	Q1	Annual	Q4
	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
Revenue	\$ 286,563	\$ 221,061	\$ 13,263	\$ -	\$ -
(Loss) income and comprehensive loss	(\$6,944)	(\$17,273)	(\$141,569)	(\$1,447,217)	(\$335,605)
(Loss) income per share - basic and diluted	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
Assets	\$ 2,384,011	\$ 2,053,348	\$ 1,853,370	\$ 2,140,104	\$ 2,140,104

### Liquidity and Capital Resources

The Company's cash decreased \$247,009 in the three months ended September 30, 2024, compared to a decrease in cash of \$63,980 in the three months ended September 30, 2023. Cash decreased by \$65,913 during the nine months ended September 30, 2024, compared to a decrease of \$28,077 during the nine months ended September 30, 2023.

### Working Capital

As at September 30, 2024, the Company had a working capital deficit of \$1,098,211 compared to a working capital deficit of \$1,379,007 as at September 30, 2023.

A summary of the Company's cash position and changes in cash for the three months and nine months ended September 30, 2024, and 2023 are provided below:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
Cash used in operating activities	<b>\$298,092</b>	\$102,077	<b>\$769,702</b>	\$79,712
Changes in non-cash operating working capital	<b>(\$221,504)</b>	(\$228,424)	<b>(\$346,710)</b>	(\$315,800)
Cash used in operating activities - net	<b>76,588</b>	(126,347)	<b>422,992</b>	(\$236,088)
Cash used in investing activities	<b>(320,481)</b>	(377,633)	<b>(485,791)</b>	(1,338,531)
Cash provided by financing activities	<b>(\$3,115)</b>	440,000	<b>(\$3,115)</b>	1,602,696
(Decrease) increase in cash	<b>(247,009)</b>	(63,980)	<b>(\$65,913)</b>	28,077
Cash, beginning of period	<b>255,984</b>	99,161	<b>74,889</b>	7,104
Cash, end of period	<b>\$8,976</b>	\$35,181	<b>\$8,976</b>	\$35,181

### Operating Activities

Cash used in operating activities before changes in non-cash working capital during the three months ended September 30, 2024, was \$298,092 compared to \$102,077 for the three months ended September 30, 2023. Cash used in operating activities before changes in non-working capital during the nine months ended September 30, 2024 was \$768,702 compared to the nine months ended September 30, 2023 of \$79,712. The Company's operating cash comes from the sale of the oil produced in the Company's oil wells.

### Investing Activities

During the three months ended September 30, 2024, cash used in investing activities was negative \$320,481 compared to negative \$377,633 in the three months ended September 30, 2023. Investing activities for the nine months ended September 30, 2024 were negative \$485,791 compared to the nine months ended September 30, 2023 of negative \$1,338,531. The investment in the Company's oil wells in Lindbergh and Lloyd happened in 2023. In 2024, more cash was used in investment activities to drill and additional well in Lloydminster in the third quarter ended September 2024.

### Financing Activities

The cash provided by financing activities in the three months ended September 30, 2024 was negative \$3,115. The cash was used to buy back and cancel shares. In the third quarter of 2023, the Company received funds from the issuing of shares. For the nine months ended September 30, 2024, cash provided from financing activities was negative \$3,115 compared to the nine months ended September 30, 2023 of \$1,602,696. The cash provided by financing activities was from a loan from the Company's CEO and for the share issuing of May 1, 2023.

### Liquidity Outlook

The Company's management remains committed to prudent financial management to ensure long-term sustainability and growth.

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.

	<b>2024</b>	2023
	<b>September 30,</b>	September 30,
Compensation	\$ <b>90,000</b>	\$ 90,000
Consulting fees - paid to independent directors	<b>16,000</b>	-
Share-based payments	-	-
<b>Total fees paid to management</b>	<b>\$ 106,000</b>	\$ 90,000

During 2024, the company was charged \$106,000 (2023 - \$113,000) by companies controlled by certain of the Company's officers and directors for services rendered. As of September 30, 2024, \$79,686 are in accounts payable (2023 - \$102,071).

### 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.

- a) Judy Baker, Argo Gold's CEO loaned the company a total of \$1,109,683. The short-term loan was extended to the end of the year at the same interest rate of 10%. The loan maturity date is April 24, 2024. There are no covenants attached to it.

b)

<b>Short-term Loan</b>	<b>Total Principal</b>
February 14, 2023	\$ 107,301
February 14, 2024	679,466
September 21, 2023	322,917
<b>Total loan principal to September 30, 2024</b>	<b>1,109,683</b>
Interest to September 30, 2024	183,255
Less: interest payments	(\$73,566)
<b>Total interest owed to September 30, 2024</b>	<b>109,689</b>
<b>Total principal and interest payable September 30, 2024</b>	<b>\$ 1,219,372</b>

- c) On October 30, 2023, The Company entered into a \$50,000 convertible note agreement with Caravel Resources Corp. (“Caravel”) bearing an annual interest rate of 15%. The principal plus any accrued interest is payable October 31, 2024. The Company has the option to convert the principal amount and any accrued interest into equity units at the conversion price of \$0.075 on the loan due date. George Langdon is the CEO and director of Caravel Resources Corp. He is also a member of the Company’s board of directors. As at September 30, 2024, the Company had recognized Interest income of \$6,884.

### **Outstanding Capital and Share Data**

Argo Gold's authorized capital stock consists of an unlimited number of common shares without par value. As at September 30, 2024 there were 73,297,030 common shares issued and outstanding.

### **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.

### **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 comes from the sale of oil. These funds are primarily used for 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.

Oil production is the main source of liquidity for the Company and liquidity risk is currently having only two companies to sell its production to, this in addition to any accidents or force majeure that could prevent the continued production of oil from its wells,

As at December 31, 2023 the Company held cash of \$74,889 (September 30, 2024- \$8,976) to settle current liabilities of \$1,767,750 (September 30, 2023- \$1,557,705).

### **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. The short-term loan from the Companies CEO has a fixed rate.

### **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.

The Company has accounts receivable risk as the number of customers it currently has is only two.

### **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, 2023.

### **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.

### **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 producing oil and exploring and developing oil wells and 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, 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, 2023, before investing in the Company's common shares. These documents have been posted on the Company's website at [www.argogold.com](http://www.argogold.com) and are available on SEDAR at [www.sedar.com](http://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 September 30,2024 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 September 30,2024.

### **Other MD&A Requirements**

#### **Additional Disclosure for Companies Without Significant Revenue**

Additional disclosure concerning Argo Gold's exploration and evaluation expenditures, oil and mineral property costs and general and administrative expenses is provided in the Company's audited financial

statements for the year ended December 31, 2024, that are available on the Company's website at [www.argogold.com](http://www.argogold.com) and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### **Approval**

The Board of Directors of Argo Gold approved the disclosure contained in this MD&A on November 18, 2024. 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

Weir Foulds LLP

MNP , 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.