

Argonaut Gold Announces C\$15 Million Bought Deal Private Placement of Flow-Through Shares

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TORONTO, April 27, 2023 - [Argonaut Gold Inc.](#) (TSX:AR) ("Argonaut" or the "Company") is pleased to announce that it has entered into an agreement with a syndicate of underwriters led by Scotiabank and Cormark Securities Inc. (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to buy on a "bought deal" private placement basis, subject to a right to substitute purchasers, for aggregate gross proceeds of approximately C\$15 million, as follows: (i) 6,613,800 common shares of the Company to be issued as "flow-through shares" with respect to "Canadian exploration expenses" (the "CEE Flow-Through Shares") at a price of C\$0.756 per CEE Flow-Through Share for gross proceeds of C\$5,000,033; and (ii) 14,925,500 common shares of the Company to be issued as "flow-through shares" with respect to "Canadian development expenses" ("CDE Flow-Through Shares", and together with the CEE Flow-Through Shares, the "Flow-Through Shares") at a price of C\$0.67 per CDE Flow-Through Share for gross proceeds of C\$10,000,085.

The proceeds of the offering will be used to incur Qualifying Expenditures (as defined below) at the Company's Magino project.

The Company, pursuant to the provisions in the *Income Tax Act* (Canada) shall use the proceeds of the offering to incur "Canadian development expenses" and "Canadian exploration expenses" (the "Qualifying Expenditures"), after the closing date and in respect of the "Canadian development expenses", prior to December 31, 2023 and in respect of the "Canadian exploration expenses" prior to December 31, 2024 in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of Flow-Through Shares. The Company shall renounce the Qualifying Expenditures so incurred to the purchasers of the Flow-Through Shares effective on or before December 31, 2023.

The offering is expected to close on or about May 24, 2023 and is subject to Argonaut receiving all necessary regulatory approvals, including the approval of the Toronto Stock Exchange.

The securities offered have not been registered under the *U.S. Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Argonaut Gold

Argonaut Gold is a Canadian gold company with a portfolio of operations and multi-stage assets in North America. Focused on becoming a low-cost mid-tier gold producer, the Company is in the final stages of construction at its Magino project, located in Ontario, Canada. Magino is expected to achieve commercial production in the third quarter of 2023 and become Argonaut's largest and lowest cost mine. The commissioning of Magino will be the first step in transforming the Company as it enters a pivotal growth stage.

The Company also has three operating mines including the Florida Canyon mine in Nevada, USA, where it is pursuing additional growth, La Colorada mine in Sonora, Mexico and San Agustin mine in Durango, Mexico. Argonaut Gold trades on the Toronto Stock Exchange (TSX) under the ticker symbol "AR".

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Caution Regarding Forward-Looking Information

This news release contains certain "forward-looking statements" and "forward-looking information" under applicable Canadian securities laws concerning the business, operations and financial performance and condition of Argonaut Gold. Forward- looking statements and forward-looking information in this news release include, but are not limited to, statements with respect to closing of the Offering, use of proceeds of the Offering, tax treatment of the CEE Flow Through Shares and CDE Flow Through Shares and timing of the renunciation of the Qualifying Expenditures. Except for statements of historical fact relating to Argonaut, certain information contained herein constitutes forward-looking statements. Forward-looking statements are frequently characterized by words such as "plan," "expect," "project," "intend," "believe," "anticipate," "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of the management of Argonaut at the date the statements are made, and are based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Many of these assumptions are based on factors and events that are not within the control of Argonaut and there is no assurance they will prove to be correct. Factors that could cause actual results to vary materially from results anticipated by such forward-looking statements include risks of the mining industry, the spread of COVID-19 and the impact of government policies to ameliorate COVID-19, failure of plant, equipment or processes to operate as anticipated, changes in market conditions, variations in ore grade or recovery rates, risks relating to international operations, fluctuating metal prices and currency exchange rates, changes in project parameters, the possibility of project cost overruns or unanticipated costs and expenses and labour disputes. These factors are discussed in greater detail in Argonaut's (i) most recent Annual Information Forms, and (ii) most recent Management Discussion and Analysis, which are each filed on Argonaut's SEDAR profile and provide additional general assumptions in connection with these statements. Argonaut cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. Argonaut believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this presentation should not be unduly relied upon. These statements speak only as of the date of this press release. Although Argonaut have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Argonaut undertakes any obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

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