FORM 51–102F3

MATERIAL CHANGE REPORT

UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Argentum Silver Corp.
Suite 1610 – 1066 West Hastings Street
Vancouver, British Columbia
V6E 3X1

(the "Company" or "Argentum")

Item 2 Date of Material Change

May 30, 2011.

Item 3 News Release

A news release with respect to the material change referred to in this report was issued through newswire services on May 31, 2011 and was filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com

Item 4 Summary of Material Change

On May 31, 2011 the Company announced that it closed the second tranche of its non-brokered private placement on May 30, 2011. The second tranche consisted of 1,649,500 units at a price of $0.35 per unit for total gross proceeds of $577,325.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

May 31, 2011: Vancouver, B.C.: Argentum Silver Corp. ("Argentum" or the "Company") announces that it closed the second tranche of its non-brokered private placement on May 30, 2011. The second tranche consisted of 1,649,500 units at a price of $0.35 per unit for total gross proceeds of $577,325.

The units each consist of one common share and one-half of one share purchase warrant. Each whole warrant (the "Warrants") will be exercisable for one additional common share at a price of $0.50 until May 30, 2012.

Argentum agreed to pay qualified parties a finder's fee in cash equal to 7% of the total proceeds invested by subscribers introduced to Argentum by such parties, subject to the approval of the TSX Venture Exchange (the "Exchange"). Each qualified finder will also receive a non-transferable warrant (the "Finder's Warrant") entitling them to purchase that number of Argentum common shares equal to 7% of the total number of Units purchased by subscribers introduced to Argentum by such parties. Each Finder's Warrant will have terms and conditions similar to that of the Warrants issued under the private placement. In connection with the closing of the second tranche, Argentum has agreed to pay a total of $39,923 in cash and issue 114,065 Finder's Warrants.

All securities issued with respect to the second tranche of the placement are subject to a four month hold period expiring on October 1, 2011, in accordance with the policies of the Exchange and the provisions of the Securities Act (British Columbia).

About Argentum Silver

Argentum holds the right to acquire a 100% interest in the Lachiguiri, Silacayoapan and Nino Perdido properties, all located in Oaxaca, Mexico, under an option agreement with Arco Resources Corp. Argentum also has an option to earn a 100% interest from Soltoro Ltd. in the Victoria and Coyote silver-gold projects located in Jalisco, Mexico. For further information, please go to www.argentumsilvercorp.com.

On behalf of the Board of Directors of Argentum Silver Corp.

"Warren McIntyre"

Warren McIntyre
President and Chief Executive Officer

Argentum Silver Corp.

For further information:

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5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Warren McIntyre
President and Chief Executive Officer
Vancouver, British Columbia

Tel: (604) 661-2110

Item 9 Date of Report

May 31, 2010