

## FORM 51-102F4

### BUSINESS ACQUISITION REPORT

#### Item 1 Identity of Company

##### 1.1 Name and Address of Company

Argonaut Gold Inc. (the “**Company**”)  
3400 One First Canadian Place,  
P.O. Box 130,  
Toronto, Ontario, M5X 1A4

##### 1.2 Executive Officer

For further information about the acquisition and this Business Acquisition Report (the “**Report**”), please contact:

Peter C. Dougherty  
President and Chief Executive Officer  
Argonaut Gold Inc.  
9600 Prototype Ct  
Reno, Nevada  
USA 89521  
(775) 284-4422

#### Item 2 Details of Acquisition

##### 2.1 Nature of Business Acquired

On July 1, 2020, the Company and Alio Gold Inc. (“**Alio**”) completed the closing of an at-market merger (the “**Arrangement Agreement**”) whereby the Company, among other things, acquired all of the issued and outstanding shares of Alio (the “**Alio Shares**”) pursuant to a statutory plan of arrangement under the provisions of the *Business Corporations Act* (British Columbia) (the “**Transaction**”). As a result of the Transaction, Alio became a wholly-owned subsidiary of the Company.

Alio was in the business of acquiring, exploring, developing and operating mineral resource properties. The Transaction and the businesses of Alio is more fully-described in the joint management information circular in connection with the Transaction dated April 17, 2020 and filed on SEDAR at [www.sedar.com](http://www.sedar.com) under the profile of each of the Company and Alio.

##### 2.2 Date of Acquisition

July 1, 2020

##### 2.3 Consideration

Each Alio Share outstanding at the effective time of the Transaction was exchanged on the basis of 0.67 of the Company’s common share per each Alio common share (the “**Exchange Ratio**”). Each outstanding Alio stock option was exchanged for a replacement option exercisable for common shares of the Company

at the Exchange Ratio at an exercise price equal to the exercise price divided by the Exchange Ratio. Each outstanding Alio warrant was assumed by the Company and is now exercisable for common shares of the Company as adjusted by the Exchange Ratio. Each outstanding DSU, RSU, and PSU to purchase Alio Shares prior to the effective time of the Arrangement was deemed to be unconditionally vested and assigned and transferred by the holders thereof in exchange for aggregate cash consideration of US\$2,112,434 and such number of Alio incentive common shares as were converted into an aggregate of 512,842 common shares of the Company

## **2.4 Effect on Financial Position**

Pursuant to the Transaction, the Company acquired control of Alio and assumed all liabilities of Alio. Through the Transaction, the Company gained control of the Florida Canyon Mine in Nevada, USA and the development assets of Alio.

The effect of the Transaction on the Company's financial position is outlined in the Company's unaudited pro forma condensed consolidated financial statements which are attached to this report and referred to in Item 3 below.

In conjunction with the closing of the Transaction, the Company appointed Ms. Paula Rogers and Mr. Stephen Lang, former directors of Alio, to the Company's board of directors.

## **2.5 Prior Valuations**

Not applicable.

## **2.6 Parties to Transaction**

The Company and Alio were parties to the Transaction.

Alio was not an informed person, associate or affiliate of the Company.

## **2.7 Date of Report**

July 7, 2020.

## **Item 3 Financial Statements**

The following financial statements of Alio are specifically incorporated by reference in and form part of this Report:

- (a) Audited consolidated annual financial statements of Alio as of December 31, 2019 and 2018 and for the years ended December 31, 2019, December 31, 2018, and December 31, 2017, together with the related notes thereto and the auditor's report of the independent registered public accounting firm thereon; and
- (b) Unaudited condensed interim consolidated financial statements for Alio as at March 31, 2020 and for the three months ended March 31, 2020 and 2019, together with the notes thereto.

The above-noted financial statements of Alio are filed on SEDAR (at [www.sedar.com](http://www.sedar.com)) under the profile of Alio. The audited consolidated financial statements of Alio referenced in (a) above were included in

the joint information circular that was filed on SEDAR on April 17, 2020 under the profile of each of the Company and Alio. The auditors of Alio, Deloitte LLP, have given their consent to the incorporation by reference of their audit report in this Report.

The following unaudited *pro forma* condensed consolidated financial statements of the Company are attached hereto as Schedule "A":

- (a) The unaudited *pro forma* condensed consolidated statement of financial position of the Company as at March 31, 2020;
- (b) The unaudited *pro forma* condensed consolidated statement of loss of the Company for the year ended December 31, 2019;
- (c) The unaudited *pro forma* condensed consolidated statement of loss of the Company for the three months ended March 31, 2020; and
- (d) the notes related thereto.

## **Schedule “A”**

# **Argonaut Gold Inc.**

## **PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**For the year ended December 31, 2019 and the three months ended March 31, 2020**

(Expressed in thousands of United States Dollars)

**(Unaudited)**

# Argonaut Gold Inc.

## Pro Forma Condensed Consolidated Statement of Financial Position

As at March 31, 2020

(Expressed in thousands of United States dollars)

(Unaudited)

|                                                   | Argonaut<br>Gold Inc.<br>\$ | Alto Gold<br>Inc.<br>\$ | Sale of<br>Subsidiary<br>Note 5(a)<br>\$ | Purchase Price<br>Allocation<br>Adjustments<br>\$ | Notes    | Pro Forma<br>Consolidated<br>\$ |
|---------------------------------------------------|-----------------------------|-------------------------|------------------------------------------|---------------------------------------------------|----------|---------------------------------|
| <b>ASSETS</b>                                     |                             |                         |                                          |                                                   |          |                                 |
| <b>Current assets</b>                             |                             |                         |                                          |                                                   |          |                                 |
| Cash and cash equivalents                         | 41,815                      | 10,422                  | -                                        | (2,112)                                           | 5(b)     | 50,125                          |
| Receivables                                       | 16,293                      | 2,516                   | 7,995                                    | -                                                 |          | 26,804                          |
| Inventories                                       | 50,901                      | 47,469                  | -                                        | 19,029                                            | 5(c)     | 117,399                         |
| Prepaid income tax                                | 394                         | -                       | -                                        | -                                                 |          | 394                             |
| Prepaid expenses and other                        | 1,741                       | 1,748                   | -                                        | -                                                 |          | 3,489                           |
| Assets held for sale                              | -                           | 26,500                  | (26,500)                                 | -                                                 |          | -                               |
|                                                   | 111,144                     | 88,655                  | (18,505)                                 | 16,917                                            |          | 198,211                         |
| Non-current portion of inventory                  | 10,991                      | -                       | -                                        | -                                                 |          | 10,991                          |
| Mineral properties, plant and equipment           | 443,969                     | 145,014                 | -                                        | (34,401)                                          | 5(d)     | 554,582                         |
| Deferred income taxes                             | 3,697                       | -                       | -                                        | -                                                 |          | 3,697                           |
| Other assets                                      | 242                         | 11,768                  | 8,863                                    | -                                                 |          | 20,873                          |
| <b>Total assets</b>                               | <b>570,043</b>              | <b>245,437</b>          | <b>(9,642)</b>                           | <b>(17,484)</b>                                   |          | <b>788,354</b>                  |
| <b>LIABILITIES</b>                                |                             |                         |                                          |                                                   |          |                                 |
| <b>Current liabilities</b>                        |                             |                         |                                          |                                                   |          |                                 |
| Accounts payable and accrued liabilities          | 28,563                      | 15,988                  | -                                        | 4,276                                             | 5(e)     | 48,827                          |
| Income taxes payable                              | 4,061                       | -                       | -                                        | -                                                 |          | 4,061                           |
| Current portion of debt                           | 7,000                       | 2,479                   | -                                        | -                                                 |          | 9,479                           |
| Current portion of lease liability                | -                           | 10,009                  | -                                        | -                                                 |          | 10,009                          |
| Flow-through share premium                        | 24                          | -                       | -                                        | -                                                 |          | 24                              |
| Liabilities held for sale                         | -                           | 18,644                  | (18,644)                                 | -                                                 |          | -                               |
| Derivative liabilities                            | 1,245                       | -                       | -                                        | -                                                 |          | 1,245                           |
|                                                   | 40,893                      | 47,120                  | (18,644)                                 | 4,276                                             |          | 73,645                          |
| Debt                                              | -                           | 12,919                  | -                                        | -                                                 |          | 12,919                          |
| Reclamation provision                             | 17,715                      | 31,044                  | -                                        | -                                                 |          | 48,759                          |
| Lease liabilities                                 | -                           | 27,422                  | -                                        | -                                                 |          | 27,422                          |
| Deferred income taxes                             | 3,457                       | 8,281                   | -                                        | (4,627)                                           | 5(f)     | 7,111                           |
| Derivative liabilities                            | 2,411                       | -                       | -                                        | -                                                 |          | 2,411                           |
| Other liabilities                                 | 2,748                       | 2,626                   | -                                        | -                                                 |          | 5,374                           |
| <b>Total liabilities</b>                          | <b>67,224</b>               | <b>129,412</b>          | <b>(18,644)</b>                          | <b>(351)</b>                                      |          | <b>177,641</b>                  |
| <b>SHAREHOLDERS' EQUITY</b>                       |                             |                         |                                          |                                                   |          |                                 |
| Share capital                                     | 791,235                     | 324,360                 | -                                        | (215,165)                                         | 5(g),(h) | 900,430                         |
| Contributed surplus                               | 17,340                      | 20,640                  | -                                        | (17,665)                                          | 5(g),(i) | 20,315                          |
| Deficit                                           | (201,586)                   | (228,975)               | 9,002                                    | 215,698                                           | 5(e),(g) | (205,862)                       |
| Accumulated other comprehensive loss              | (104,170)                   | -                       | -                                        | -                                                 |          | (104,170)                       |
| <b>Total shareholders' equity</b>                 | <b>502,819</b>              | <b>116,025</b>          | <b>9,002</b>                             | <b>(17,132)</b>                                   |          | <b>610,713</b>                  |
| <b>Total liabilities and shareholders' equity</b> | <b>570,043</b>              | <b>245,437</b>          | <b>(9,642)</b>                           | <b>(17,484)</b>                                   |          | <b>788,354</b>                  |

The accompanying notes form an integral part of these pro forma consolidated financial statements.

# Argonaut Gold Inc.

## Pro Forma Condensed Consolidated Statement of Loss

For the year ended December 31, 2019

(Expressed in thousands of United States dollars)

(Unaudited)

|                                                       | Argonaut<br>Gold Inc.<br>\$ | Alio Gold<br>Inc.<br>\$ | Sale of<br>Subsidiary<br>Note 5(a)<br>\$ | Pro Forma<br>Adjustments<br>\$ | Notes    | Pro Forma<br>Consolidated<br>\$ |
|-------------------------------------------------------|-----------------------------|-------------------------|------------------------------------------|--------------------------------|----------|---------------------------------|
| Revenue                                               | 268,885                     | 111,541                 | (50,527)                                 | -                              |          | 329,899                         |
| Cost of sales                                         | 254,409                     | 114,260                 | (53,634)                                 | 19,729                         | 5(j),(k) | 334,764                         |
| <b>Gross profit</b>                                   | <b>14,476</b>               | <b>(2,719)</b>          | <b>3,107</b>                             | <b>(19,729)</b>                |          | <b>(4,865)</b>                  |
| Exploration expenses                                  | 693                         | 842                     | -                                        | -                              |          | 1,535                           |
| General and administrative expenses                   | 13,819                      | 6,927                   | (1,669)                                  | -                              |          | 19,077                          |
| Other operating expense (income)                      | (2,356)                     | 783                     | -                                        | -                              |          | (1,573)                         |
| Impairment of mineral properties, plant and equipment | 111,291                     | 124,148                 | (43,597)                                 | (80,551)                       | 5(l)     | 111,291                         |
| <b>Loss from operations</b>                           | <b>(108,971)</b>            | <b>(135,419)</b>        | <b>48,373</b>                            | <b>60,822</b>                  |          | <b>(135,195)</b>                |
| Finance income                                        | 58                          | -                       | -                                        | -                              |          | 58                              |
| Finance expenses                                      | (1,709)                     | (2,802)                 | 351                                      | -                              |          | (4,160)                         |
| Gains (losses) on derivatives                         | (1,438)                     | (3,804)                 | 1,374                                    | -                              |          | (3,868)                         |
| Other income (expense)                                | 3,529                       | 1,050                   | (796)                                    | -                              |          | 3,783                           |
| <b>Net income (loss) before taxes</b>                 | <b>(108,531)</b>            | <b>(140,975)</b>        | <b>49,302</b>                            | <b>60,822</b>                  |          | <b>(139,382)</b>                |
| Current income tax expense (recovery)                 | 3,712                       | (1,929)                 | -                                        | -                              |          | 1,783                           |
| Deferred income tax expense (recovery)                | (19,151)                    | (2,823)                 | 3,291                                    | -                              |          | (18,683)                        |
| <b>Net income (loss)</b>                              | <b>(93,092)</b>             | <b>(136,223)</b>        | <b>46,011</b>                            | <b>60,822</b>                  |          | <b>(122,482)</b>                |

The accompanying notes form an integral part of these pro forma consolidated financial statements.

# Argonaut Gold Inc.

## Pro Forma Condensed Consolidated Statement of Loss

For the three months ended March 31, 2020

(Expressed in thousands of United States dollars)

(Unaudited)

|                                                       | Argonaut<br>Gold Inc.<br>\$ | Alio Gold<br>Inc.<br>\$ | Sale of<br>Subsidiary<br>Note 5(a)<br>\$ | Pro Forma<br>Adjustments<br>\$ | Notes | Pro Forma<br>Consolidated<br>\$ |
|-------------------------------------------------------|-----------------------------|-------------------------|------------------------------------------|--------------------------------|-------|---------------------------------|
| Revenue                                               | 66,550                      | 15,771                  | -                                        | -                              |       | 82,321                          |
| Cost of sales                                         | 52,665                      | 14,720                  | -                                        | (304)                          | 5 (k) | 67,081                          |
| <b>Gross profit</b>                                   | <b>13,885</b>               | <b>1,051</b>            | <b>-</b>                                 | <b>304</b>                     |       | <b>15,240</b>                   |
| Exploration expenses                                  | 263                         | 627                     | -                                        | -                              |       | 890                             |
| General and administrative expenses                   | 4,062                       | 1,869                   | -                                        | -                              |       | 5,931                           |
| Other operating expense (income)                      | -                           | -                       | -                                        | -                              |       | -                               |
| Impairment of mineral properties, plant and equipment | -                           | -                       | -                                        | -                              |       | -                               |
| <b>Profit (loss) from operations</b>                  | <b>9,560</b>                | <b>(1,445)</b>          | <b>-</b>                                 | <b>304</b>                     |       | <b>8,419</b>                    |
| Finance income                                        | 28                          | -                       | -                                        | -                              |       | 28                              |
| Finance expenses                                      | (292)                       | (1,268)                 | -                                        | -                              |       | (1,560)                         |
| Gains (losses) on derivatives                         | (1,794)                     | -                       | -                                        | -                              |       | (1,794)                         |
| Other income (expense)                                | (5,860)                     | 851                     | -                                        | -                              |       | (5,009)                         |
| <b>Net income (loss) before taxes</b>                 | <b>1,642</b>                | <b>(1,862)</b>          | <b>-</b>                                 | <b>304</b>                     |       | <b>84</b>                       |
| Current income tax expense (recovery)                 | 2,792                       | -                       | -                                        | -                              |       | 2,792                           |
| Deferred income tax expense (recovery)                | 8,379                       | 234                     | -                                        | -                              |       | 8,613                           |
| <b>Net income (loss) from continuing operations</b>   | <b>(9,529)</b>              | <b>(2,096)</b>          | <b>-</b>                                 | <b>304</b>                     |       | <b>(11,321)</b>                 |
| Loss from discontinued operations                     | -                           | (581)                   | 581                                      | -                              |       | -                               |
| <b>Net income (loss)</b>                              | <b>(9,529)</b>              | <b>(2,677)</b>          | <b>581</b>                               | <b>304</b>                     |       | <b>(11,321)</b>                 |

The accompanying notes form an integral part of these pro forma consolidated financial statements.

# Argonaut Gold Inc.

## Notes to the Pro Forma Condensed Consolidated Financial Statements

As at and for the three months ended March 31, 2020 and for the year ended December 31, 2019

(Expressed in thousands of United States dollars)

(Unaudited)

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### 1. BASIS OF PRESENTATION

These unaudited pro forma condensed consolidated financial statements have been prepared in connection with the transaction between Argonaut Gold Inc. (the “Company” or “Argonaut”) and Alio Gold Inc. (“Alio”) as set forth in the Arrangement Agreement between Argonaut and Alio dated March 30, 2020. Pursuant to the Arrangement Agreement, on July 1, 2020 Argonaut acquired all of the issued and outstanding common shares of Alio (the “Transaction”).

These unaudited pro forma condensed consolidated financial statements have been prepared from information derived from, and should be read in conjunction with, the audited consolidated financial statements of each of the Company and Alio for the year ended December 31, 2019 and the condensed interim consolidated financial statements of the Company and Alio as at and for the three months ended March 31, 2020, which were prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standard 34 respectively. These pro forma condensed consolidated financial statements have been compiled from and include:

- (a) An unaudited pro forma condensed consolidated statement of financial position as of March 31, 2020 combining:
  - (i) The interim condensed consolidated statement of financial position of the Company as of March 31, 2020;
  - (ii) The condensed interim consolidated statement of financial position of Alio as of March 31, 2020; and
  - (iii) The adjustments described in Note 5.

This statement assumes that the Transaction occurred March 31, 2020.

- (b) An unaudited pro forma condensed consolidated statement of loss for the year ended December 31, 2019 combining:
  - (i) The consolidated statement of loss of the Company for the year ended December 31, 2019;
  - (ii) The consolidated statement of (loss) earnings of Alio for the year ended December 31, 2019; and
  - (iii) The adjustments described in Note 5.

This statement assumes that the Transaction occurred January 1, 2019.

- (c) An unaudited pro forma condensed consolidated statement of loss for the three months ended March 31, 2020 combining:
  - (i) The interim condensed consolidated statement of (loss) of the Company for the three months ended March 31, 2020;
  - (ii) The condensed interim consolidated statement of (loss) earnings of Alio for the three months ended March 31, 2020; and
  - (iii) The adjustments described in Note 5.

This statement assumes that the Transaction occurred January 1, 2019.

The unaudited pro forma condensed consolidated financial statements are not intended to reflect the financial performance or the financial position of the Company which would have resulted had the Transaction been effected on the dates indicated. Actual amounts recorded upon completion of the purchase price allocation of the Transaction will likely differ from those recorded in the unaudited pro forma condensed consolidated financial statements and such differences could be material. Any

# Argonaut Gold Inc.

## Notes to the Pro Forma Condensed Consolidated Financial Statements

As at and for the three months ended March 31, 2020 and for the year ended December 31, 2019

(Expressed in thousands of United States dollars)

(Unaudited)

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potential synergies that may be realized, integration costs that may be incurred upon completion of the Transaction or other non-recurring changes have been excluded from the unaudited pro forma financial information.

Further, the pro forma financial information is not necessarily indicative of the results of operations that may be obtained in the future.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in preparing the unaudited pro forma condensed consolidated financial statements are set out in the Company's consolidated financial statements for the year ended December 31, 2019 and March 31, 2020. In preparing the unaudited pro forma condensed consolidated financial statements a preliminary review was undertaken to identify any accounting policy differences between the accounting policies used by Alio and those of the Company where the impact was potentially material and could be reasonably estimated. Based on this preliminary review, the Company has not identified accounting policies that significantly depart from those followed by the Company. For purposes of these pro forma condensed consolidated financial statements, the Company has retained the respective policies of each entity. A final review of accounting policies and policy elections will be completed as part of the purchase price allocation to ensure any differences have been identified, synchronized and recognized.

## 3. DESCRIPTION OF THE TRANSACTION

Under the terms of the Transaction, Alio shareholders received 0.67 of an Argonaut share for each Alio share held (the "Exchange Ratio"). Outstanding Alio performance share units ("PSUs"), restricted share units ("RSUs") and deferred share units ("DSUs") were settled through a combination of cash and Argonaut shares at closing. Alio options and warrants were converted into options and warrants to acquire the Company's common shares based on the Exchange Ratio and other commensurate adjustments as set forth in the Arrangement Agreement.

## 4. PURCHASE PRICE ALLOCATION

The acquisition of the outstanding common shares of Alio by the Company pursuant to the Transaction constitutes a business combination in accordance with IFRS 3 *Business Combinations* ("IFRS 3"), with Argonaut identified as the acquirer. Accordingly, the Company has applied the principles of IFRS 3 in the pro forma accounting for the acquisition of Alio, which requires the Company recognize Alio's identifiable assets acquired and liabilities assumed at fair value, recognize consideration transferred in the acquisition at fair value and recognize goodwill or a bargain purchase gain, if any, as the excess or deficiency of consideration transferred over the net acquisition date fair value of identifiable assets acquired and liabilities assumed.

As of the date of these pro forma condensed consolidated financial statements, Argonaut has not completed a detailed valuation process to arrive at the required final estimates of the fair value of the Alio's assets to be acquired and liabilities to be assumed. A final determination of the fair value of Alio's assets and liabilities, including inventory, mineral properties, plant and equipment and others, will be done as a part of the purchase price allocation process that will not be completed at the time of filing these pro forma condensed consolidated financial statements. As a result, the pro forma adjustments set out herein are preliminary only and are subject to change as additional analysis is performed. The preliminary pro forma adjustments have been made solely for the purpose of providing this unaudited pro forma financial information.

# Argonaut Gold Inc.

## Notes to the Pro Forma Condensed Consolidated Financial Statements

As at and for the three months ended March 31, 2020 and for the year ended December 31, 2019

(Expressed in thousands of United States dollars)

(Unaudited)

The purchase price has been adjusted to reflect the impact of share-based payments that will or have been issued by Alio subsequent to March 31, 2020 and which were exchanged for either cash or Argonaut shares on the closing date of the Transaction, including those disclosed elsewhere in the Business Acquisition Report. No adjustments to the purchase price have been assumed with respect to change of control payments either in shares or cash and which are only due upon employee termination.

The fair value assumptions with respect to Alio's assets and liabilities have been based on information obtained in preliminary discussions with Alio's management, preliminary valuation information, due diligence and other information presented in Alio's public filings. A final determination of fair value of Alio's assets and liabilities has not yet been completed, and the purchase price allocation below is preliminary. Increases and decreases in the fair value of assets acquired and liabilities assumed upon completion of the final valuations may result in adjustments to the values reflected in the unaudited pro forma condensed consolidated statement of financial position and unaudited pro forma condensed consolidated statement of loss.

| <b>Argonaut purchase consideration:</b>                                                    | <b>\$000s</b>  |
|--------------------------------------------------------------------------------------------|----------------|
| Argonaut shares to be issued to Alio shareholders                                          | 108,232        |
| Argonaut shares to be issued in exchange for Alio's PSUs, RSUs and DSUs <sup>(1)</sup>     | 963            |
| Argonaut options and warrants to be exchanged for Alio options and warrants <sup>(2)</sup> | 2,975          |
| Cash consideration paid to Alio PSU, RSU and DSU holders <sup>(1)</sup>                    | 2,112          |
|                                                                                            | <b>114,282</b> |

<sup>(1)</sup> The fair values of Argonaut cash consideration paid and shares that were issued in exchange for Alio's PSUs, RSUs and DSUs, were based on share prices and exchange rates on June 24, 2020 (5 business days prior to closing as per the Arrangement Agreement) and June 30, 2020 respectively. The amount of Argonaut shares issued were based on the Exchange Ratio and volume-weighted average price of the Alio shares for the 10 consecutive trading day period ending on June 17, 2020 (10 business day prior to closing) as per the Arrangement Agreement. The PSUs, RSUs and DSUs vested immediately prior to the close of the Transaction. No adjustments have been made with respect to withholding taxes withheld on behalf of recipients.

<sup>(2)</sup> Amounts represent Argonaut options and warrants that were issued as part of the acquisition with respect to option and warrants of Alio outstanding at the closing date. Fair values have been estimated using the Black-Scholes valuation method. For each outstanding Alio option existing immediately prior to the Transaction close, the number of share options and their respective exercise prices were adjusted to reflect the Exchange Ratio and exercise prices as set forth in the Arrangement Agreement. Alio warrants became exercisable for Argonaut shares in lieu of Alio shares, based on the exercise prices and expiry dates of the Alio warrants prior to the closing of the Transaction and the number of shares based on the Exchange Ratio. The expiry date of each Alio option and warrant as it existed immediately prior to the Transaction was used to estimate the expected useful life for the purpose of the Black-Scholes valuation calculation.

# Argonaut Gold Inc.

## Notes to the Pro Forma Condensed Consolidated Financial Statements

As at and for the three months ended March 31, 2020 and for the year ended December 31, 2019

(Expressed in thousands of United States dollars)

(Unaudited)

| <b>Net Assets acquired:</b>                  | <b>\$000s</b>  |
|----------------------------------------------|----------------|
| Cash and cash equivalents                    | 10,422         |
| Receivables                                  | 10,511         |
| Inventories                                  | 66,498         |
| Prepaid expenses and other                   | 1,748          |
| Mineral properties, plant and equipment      | 110,613        |
| Other assets:                                |                |
| Investment in Magna Gold Corp. shares        | 8,863          |
| Reclamation bonds                            | 11,768         |
| Accounts payable and accrued liabilities     | (15,988)       |
| Debt, including current portion              | (15,398)       |
| Reclamation provision                        | (31,044)       |
| Lease liabilities, including current portion | (37,431)       |
| Deferred income taxes                        | (3,654)        |
| Other liabilities                            | (2,626)        |
|                                              | <b>114,282</b> |

## 5. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

The unaudited pro forma condensed consolidated financial statements reflect the following assumptions and adjustments to give effect to the proposed business combination. As of the date of these pro forma condensed consolidated financial statements, Argonaut is not aware of any additional reclassifications that would have a material impact on the unaudited pro forma financial information other than as described in the pro forma assumptions and adjustments. Assumptions and adjustments made are as follows:

- a) The elimination of assets, liabilities, revenue and expenses of Molimentales del Noroeste S.A. de C.V. (the "Subsidiary"), which owns the San Francisco mine and which is the subject of a prior sale agreement between Alio and Magna Gold Corp. ("Magna") pursuant to which Alio agreed to sell 100% of the shares of the Subsidiary to Magna. The sale of the Subsidiary closed on May 6, 2020. The consideration included the receipt of 9,740,000 shares in Magna, a \$5,000 receivable, a working capital adjustment receivable of \$2,675 due within one year of the closing date, and a VAT receivable of \$558 due from the Mexican government. The fair value of the shares of Magna have been based on the share price of Magna on June 30, 2020 resulting in a value of \$8,863. The \$5,000 receivable, which is convertible into a 1% net smelter royalty in the San Francisco mine if the receivable is not paid within 365 days, has been recorded at its present value (\$4,762) and the adjustment to record the receivable is presented net of receivables disposed of upon the assumed disposition of the Subsidiary. The pro forma condensed consolidated statements of loss for the three months ended March 31, 2020 and the pro forma condensed consolidated statements of loss for the year ended December 31, 2019 do not reflect an adjustment with respect to assumed income generated from the Magna consideration for those periods.
- b) The issuance of cash in partial settlement to Alio PSU, RSU and DSU holders as described in note 4.
- c) The difference between the estimated fair value and carrying value of Alio's inventories based on the spot gold price on June 30, 2020 less estimated costs to complete, as applied to volumes estimated by Alio at March 31, 2020.

# Argonaut Gold Inc.

## Notes to the Pro Forma Condensed Consolidated Financial Statements

As at and for the three months ended March 31, 2020 and for the year ended December 31, 2019

(Expressed in thousands of United States dollars)

(Unaudited)

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- d) The difference between the estimated fair value and carrying value of Alio's mineral properties, plant and equipment of \$34,401. For purposes of the pro forma condensed consolidated financial statements, any excess (shortfall) of the consideration paid over (under) the estimated fair value of Alio's net assets has been assumed to be attributable to the fair value of mineral properties, plant and equipment. Upon completion of the Company's valuation of mineral properties, plant and equipment, such excess (shortfall), if any, will be reclassified to goodwill or a bargain purchase gain.
- e) The obligation to pay transaction costs estimated at approximately \$1,128 and the change of control payments of both cash and shares valued at \$3,148 all to be incurred by Argonaut and Alio subsequent to March 31, 2020.
- f) The reduction of Alio's deferred tax liabilities as a result of the pro forma adjustments discussed above. These pro forma condensed consolidated financial statements assume acquired deferred tax assets in excess of deferred tax liabilities have not been recognized.
- g) The elimination of historical equity of Alio.
- h) The issuance of common shares to Alio shareholders and Alio DSU, RSU and PSU holders at a fair value of \$1.88 (CA \$2.56) per share, based on the closing price of Argonaut common shares and a CAD/USD exchange rate of 0.73 at June 30, 2020. The pro forma condensed consolidated statement of loss does not include any adjustment to compensation expense related to share based payments.
- i) The issuance of fully vested Argonaut options and warrants to Alio option and warrant holders at an estimated fair value of \$2,975 in exchange for vested options and warrants, determined using the Black-Scholes valuation method based on Argonaut's share price at June 30, 2020, as discussed in note 4. The pro forma condensed consolidated statement of loss does not reflect any adjustment to compensation expense related to share based payments. All unvested Alio options vested upon closing of the Transaction and were converted into Argonaut options at the Exchange Ratio. These options expire on the later of July 1, 2021 and the usual term or 30 days after termination.
- j) An increase to cost of sales of \$20,945 as a result of the fair value adjustment to inventory on January 1, 2019.
- k) A decrease in cost of sales of \$1,217 and \$304 representing the impact on depreciation, depletion and amortization for the year ended December 31, 2019 and the three months ended March 31, 2020 as a result of the fair value adjustment to mineral properties, plant and equipment on the Transaction date (see (d) above). The fair value adjustments at March 31, 2020 are based on preliminary estimates of the fair values of the mineral properties, plant and equipment balances and exploration properties acquired in the Transaction. An increase or decrease of the fair value assigned to producing mineral properties, plant and equipment upon finalization of the purchase price allocation would have a corresponding impact on depreciation, depletion and amortization included in the pro forma cost of sales.
- l) A decrease in impairment of mineral properties, plant and equipment for the year ended December 31, 2019 resulting from the pro forma purchase price allocation on January 1, 2019 and January 1, 2020 respectively, which assumes the same fair value allocation as at December 31, 2019 with respect to the mineral interests, plant and equipment in existence at that date.

# Argonaut Gold Inc.

## Notes to the Pro Forma Condensed Consolidated Financial Statements

As at and for the three months ended March 31, 2020 and for the year ended December 31, 2019

(Expressed in thousands of United States dollars)

(Unaudited)

### 6. PRO FORMA SHARE CAPITAL

Argonaut pro forma share capital as at March 31, 2020 has been determined as follows:

|                                                                                              | Common<br>Shares ('000's) | Amount<br>(\$'000's) |
|----------------------------------------------------------------------------------------------|---------------------------|----------------------|
| Issued and outstanding, March 31, 2020                                                       | 180,695                   | 791,235              |
| Argonaut shares issued in exchange for Alio shares<br>outstanding at March 31, 2020 (Note 4) | 57,616                    | 108,232              |
| Argonaut shares to be issued in exchange for Alio's PSUs,<br>RSUs and DSUs (Notes 4, 5(j,h)) | 513                       | 963                  |
| Pro forma balance Issued and outstanding                                                     | 238,824                   | 900,430              |

### 7. PRO FORMA LOSS PER SHARE

Pro forma basic and diluted loss per share for the year ended December 31, 2019 and the three months ended March 31, 2020 have been calculated based on actual weighted average number of Argonaut common shares outstanding for the year as well as the number of shares issued in connection with the Transaction as if such shares had been outstanding since January 1, 2019:

|                                                                         |             |
|-------------------------------------------------------------------------|-------------|
| Actual weighted average number of Argonaut common shares outstanding    | 178,585,738 |
| Number of Argonaut common shares issued with respect to:                |             |
| Argonaut shares issued in exchange for Alio shares                      | 57,615,559  |
| Vested share based payments of Alio                                     | 512,842     |
| Pro forma weighted average number of Argonaut common shares outstanding | 236,714,139 |
| Pro forma net loss attributable to shareholders of the combined Company | (122,482)   |
| Pro forma basic and diluted net loss per share                          | (\$0.52)    |

|                                                                         |             |
|-------------------------------------------------------------------------|-------------|
| Actual weighted average number of Argonaut common shares outstanding    | 180,294,362 |
| Number of Argonaut common shares issued with respect to:                |             |
| Argonaut shares issued in exchange for Alio shares                      | 57,615,559  |
| Vested share based payments of Alio                                     | 512,842     |
| Pro forma weighted average number of Argonaut common shares outstanding | 238,422,763 |
| Pro forma net loss attributable to shareholders of the combined Company | (11,321)    |
| Pro forma basic and diluted net loss per share                          | (\$0.05)    |