



# ARGONAUT GOLD

## **Code of Ethics and Business Conduct Guidelines**

The Corporation maintains a written Code of Ethics and Business Conduct Guidelines (the “Code”) for all directors, executive officers and employees, requiring adherence to high standards of personal and corporate conduct. All directors, all U.S. employees and all managers at non-U.S. locations of the Corporation annually acknowledge (in writing) adherence to the Code. The Corporation’s Code and Guidelines are available for review at [www.argonautgold.com](http://www.argonautgold.com), and are also filed with the Canadian Securities Administrators in the SEDAR filing system.

Employees who know of violations of the Code or Guidelines are obligated to report them to management, to the Chairman of the Board, to the Committee, to the Corporation’s legal counsel or directly to the Corporation’s CFO. The CFO is responsible for ensuring the Code is properly implemented and monitored. It is the Corporation’s policy and intent that, except for knowingly reporting false accusations, every employee may report Code, policy or law violations without fear of retaliation.

This statement of corporate governance practices has been amended and approved by the Board of Directors on March 22, 2018.

## **CODE OF ETHICS**

Argonaut Gold Inc. and its affiliate companies (collectively, the "Company", "Argonaut" or "Argonaut Gold") are committed to conducting all business lawfully and with integrity. This Code of Ethics and Business Conduct ("Code") covers a wide range of business practices and procedures, but it does not reiterate every policy that Argonaut may maintain. All of Argonaut's directors, officers, employees, consultants, and all other agents must follow this Code. This Code may be amended or modified from time to time, at Argonaut's sole discretion. Everyone at Argonaut is responsible for reading, understanding, complying with and enforcing this Code. If you have questions, ask your manager. Ignorance is not a defense to any actions taken in violation of the Code.

This Code, along with compliance training and other communications that will accompany or follow the Code, are intended to help everyone who is covered by the Code to promote and follow these objectives:

Honest and ethical conduct;

Avoidance of conflicts of interest;

Full, fair, accurate, timely and transparent disclosures;

Prompt internal reporting of actual or suspected violations; and

Accountability for compliance with the Code.

Everyone, at all levels of the Company, from the Directors and the Chief Executive Officer to each and every employee, has responsibility for upholding this Code. That means that everyone must be proactive in its enforcement. If you become aware of a matter you suspect may be a violation of the Code, you must report it. If a violation or a suspected violation is reported to you, you must act and act immediately, to determine whether there is a problem and, if so, how to most effectively address that problem. Often, this will simply require your escalating the problem to the Chief Financial Officer or the Chief Executive Officer of Argonaut Gold. In turn, those to whom concerns are reported have a similar obligation to act. Inaction or ignoring the problem is not acceptable. Remaining silent or declining to act on reports from others is considered a violation of the Code and will result in disciplinary action up to and including possible termination, even for a first offense.

### **Reporting Responsibilities and Prohibition of Retaliation**

This Code and any related policies contain the rules that all Argonaut Gold employees must follow, but they cannot address every issue that may arise. It is the responsibility of everyone at Argonaut Gold, to address issues as soon as possible. It never hurts to ask a question or to verify whether some activity or planned activity is in compliance with the Code and the related policies. Anyone who has a question about what is "the right thing to do", should seek help.

When faced with a situation or a proposed course of action, ask yourself these questions:

Is it legal?

Is it permitted by the Code and our policies?

How would it be viewed by the press, our shareholders, and others who have an interest in our ethical conduct?

Is it the "right thing"?

If you are unsure or you do not know how to answer these questions, get help. By getting help early, you might be able to prevent problems. By reporting your concerns, you might be able to contain problems. By always keeping in mind this Code, you will be able to help Argonaut Gold and your fellow employees adhere to the Code; you will help them to do the right thing.

Argonaut Gold has established a reporting Hotline and a reporting website for the reporting of any concerns you may identify as potentially in violation of the Code. In order to access the Hotline – in the U.S.: simply call 1-866-807-4448, and in Mexico, follow the two-step process: Step 1: Dial the AT&T access code 1-800-462-4240 and Step 2: Dial the Navex hotline 1-866-807-4448. You can either identify yourself, or remain anonymous. What is important is that matters under the Code are reported. If you do not feel comfortable speaking to your supervisor or an executive within the Company, you are urged to utilize this Hotline or visit the reporting website <https://argonautgoldinc.alertline.com/gcs/welcome>. Argonaut considers the Code and related policies to be of the utmost importance. The Hotline and the Website are ways to be sure we are all doing our job to make sure the Code is upheld and enforced.

Complaints via the Hotline or website will be directed initially to the Chairman of the Board of Directors of Argonaut Gold or if the aforementioned person be a (potential) party to the complaint, the complaint will be directed to the Chief Financial Officer of Argonaut Gold for review and investigation. Reports concerning Code violations will be made to the Audit Committee by the Chief Financial Officer, no less frequently than at the quarterly Audit Committee meeting. More frequent reporting can be given at the specific request of the Audit Committee or should special circumstances require more frequent reporting. The Chair of the Compensation & Governance Committee will be responsible for making a summary update to the Board of Directors on a quarterly basis.

In all instances, the Chief Financial Officer is the Argonaut Gold Officer responsible for enforcing the Code. Should the Chief Financial Officer be named (directly or indirectly) in a complaint, then the Chief Executive Officer is the Officer responsible for enforcement. Finally, should a situation occur in which the Chief Financial Officer and the Chief Executive Officer be named in a complaint or possible violation, the Chairman of the Board of Directors shall be the person responsible for investigation and resolution of a complaint.

Any individual, who, in good faith, seeks advice, raises a concern or reports misconduct is following this Code. Argonaut will not tolerate retaliation against that person. If you suspect that someone you know has suffered retaliation for raising an ethics or compliance issue, immediately contact the Chief Financial Officer or Chief Executive Officer of Argonaut Gold. All reports of retaliation are taken seriously and will be investigated accordingly. Appropriate action will be taken. Self-reporting is encouraged and, while it will not protect an individual from the consequences of the reported misconduct, such self-reporting may be taken into account when assessing the appropriate consequences for any violation of the Code. False or misleading reports made in bad faith are prohibited and any employee, officer, or director who knowingly brings false or misleading reports forward will be subject to disciplinary action up to and including termination.

## **Supervisors' and Managers' Responsibilities**

If you hold a supervisory or managerial position, you have additional responsibilities under the Code. You are held to the highest standard of ethical and compliant behavior; therefore, you must:

- Set an example of ethical behavior
- Ensure that others with whom you have contact understand how to comply with the Code
- Monitor the behavior of others to ensure ethical standards are met

Supervisors and Managers are also responsible for the enforcement of the Code, including reporting actual or suspected noncompliance to the Chief Financial Officer or the Chief Executive Officer of Argonaut Gold.

Should the supervisor or manager feel that the Chief Financial Officer and/or the Chief Executive Officer is a party to any actual or suspected noncompliance, the complaint must be reported to the attention of the Chairman of the Board of Directors. **Confidential reporting can be done through the Hotline.** Additional reporting can be made through posting a sealed envelope addressed to the attention of the "Chairman of the Board – Confidential, Argonaut Gold Inc., 9600 Prototype Ct. Reno, NV 89521". This envelope will be forwarded, unopened, to the Chairman.

## **Internal Investigations**

Argonaut will investigate behavior that may violate the law, the Code, or that may otherwise harm Argonaut's reputation. You are required to cooperate in the investigation. Interference with the investigation is prohibited; accordingly, you must not destroy records or information related to the investigation, lie or misrepresent facts, attempt to discover the identity of others cooperating in the investigation, disclose information to unauthorized individuals, or retaliate against anyone involved in the investigation.

Argonaut strives to maintain confidentiality to the greatest degree possible. As you know, complete confidentiality is not always possible, but information provided or discovered in the course of an investigation will only be disclosed to those with a need to know.

## **Employees at All Levels**

High standards of professional behavior and workplace conduct are essential at Argonaut. We expect everyone to exercise the highest standards of ethics in all of your decisions and actions. If you are uncertain about what may be the appropriate decision or course of action, ask yourself whether you would like to read about your contemplated action in the newspaper. If you even pause in answering the question, it probably does not meet Argonaut's high standards.

## **Protection and Proper Use of Company Assets**

All property and information owned by Argonaut is valuable and has been acquired through considerable expense, after considerable time, and pursuant to considerable efforts of those at Argonaut. Everyone has a responsibility to preserve such property and information, to protect it from theft, destruction, or disclosure to those outside of Argonaut, and to thereby carefully guard the assets of Argonaut.

Argonaut treats all employees' personal information as confidential. Access to personnel records is limited to persons who have authorization and a business need for such access.

Network and communications is available to you so that you can do you can conduct Argonaut business. In addition to any other policy that may apply to use of computers and communications

equipment, all employees agree that use of these systems is primarily for business reasons and there is no reasonable expectation of privacy in the use of such systems.

Argonaut has the right to access, inspect, search, monitor, take possession of, record and disclose all communications by you and information about your use of all Argonaut systems and properly, regardless of its location, including, for example, equipment, documents, records, voice mail, e-mail and instant messages (including attachments), text messages, Intranet and Internet use, bulletin boards, Company desks, lockers, Company vehicles, landline and cellular telephone records.

Further details regarding the rights and responsibilities related to network and communications can be found in the Information Technology Acceptable Use Policy as well as the Communications Facilities Policy.

### **Employee Harassment or Discrimination**

It is the policy of Argonaut Gold to afford equal opportunity to all qualified applicants and employees regardless of race, color, religion, sex, sexual orientation, age, national origin, disability, or veteran status, and to conform to applicable laws and regulations. This policy of equal opportunity encompasses all aspects of the employment, promotion and transfer, selection for training opportunities, wage and salary administration, work environment, and employee benefit plan programs.

Furthermore, Argonaut Gold is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment.

Therefore, Argonaut Gold expects that all relationships among persons in the office will be business-like and free of bias, prejudice and harassment and Argonaut Gold encourages reporting of all perceived incidents of discrimination or harassment. It is Argonaut Gold's policy to investigate such reports. Argonaut Gold prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports.

These policies apply to all applicants and employees, whether related to conduct engaged in by fellow employees or someone not directly connected to Argonaut Gold (e.g., an outside vendor, consultant, etc).

Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business related social events.

### **Employee Safety**

Argonaut is committed to providing a safe and healthful workplace. Everyone shares in this responsibility. We can minimize the chances of anyone being hurt on the job by following the law and good safety practices, including the following:

- Immediately report any unsafe condition to your supervisor;
- Make sure Local Safety Management and/or your supervisor reviews all new tools and equipment;
- Supervisors must ensure that employees receive required safety training
  - Workplace safety policies must be enforced;
- Always wear the proper protective equipment.
- Violence and threatening behavior are not permitted.
- Employees must report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol.

### **Environmental Compliance**

Argonaut is dedicated to being a leader in environmental matters by continuously improving its processes. To meet legal environmental standards, every facility is required to demonstrate compliance with all public health and environmental laws pertaining to its operations. Everyone at Argonaut is expected to participate in this matter, and to ensure that legal requirements are met. Argonaut views its corporate responsibility—including with respect to the environment—very seriously. Every one of Argonaut’s facilities is expected to maintain an open dialogue with local communities on the nature and hazards of the materials that it produces or handles. Argonaut’s policy is to participate actively with government authorities, industry groups, and the public in promoting community awareness and emergency response programs to deal with any potential hazards associated with Company materials or facilities. All employees must assist in these efforts.

### **Conflicts of Interest**

Argonaut employees must always act in the best interests of Argonaut and safeguard Argonaut from any conflict of interest or even the appearance of a conflict of interest. You must avoid financial or other relationships that might be adverse to the interest of Argonaut, produce conflicting loyalties, interfere with effective job performance or even appear to do so. Do not compete with Argonaut or even appear to be influenced by personal interests, including those of relatives, friends, or others with whom you may have contact.

Argonaut respects the privacy of every employee, officer, and director in the conduct of his or her personal affairs. Employees, officers, and directors may hold outside jobs as long as they meet the performance standards of their job with Argonaut Gold. All employees will be judged by the same performance standards and will be subject to Argonaut’s scheduling demands, regardless of any existing outside work requirements.

If Argonaut Gold determines that an employee, officer or director’s outside work interferes with performance or the ability to meet the requirements of Argonaut Gold as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain with Argonaut Gold.

Outside employment that constitutes a conflict of interest is prohibited.

### **Accepting Gifts, Meals and Entertainment**

Argonaut maintains strict rules for accepting and offering gifts, meals, and entertainment. Any gift accepted from a particular entity must never exceed \$100.00 in value during a single calendar year from that one source. You may never accept cash or cash equivalents (e.g., gift cards or gift certificates) for products and services. Any gifts, meals or entertainment accepted or offered must be reasonable, infrequent and business related. Even if the gift satisfies these stringent requirements, if it places the employee or Argonaut under any obligation which may tend to influence a business relationship, do not accept the gift.

We recognize, and you should too, that \$100.00 is a very low limit. If you anticipate that you may be in a situation where you will want to have a higher limit, you may contact the Chief Financial Officer *prior* to the event, to request an exception in a specific amount. If you make a request only after the fact, you will be deemed to have violated this provision of the Code.

Should a situation arise where a gift is offered by a key customer or supplier that exceeds this limit and where the non-acceptance of this gift would result in an offense to the giver for reasons of local culture or custom only, then acceptance of the gift is permissible. However, receipt of any such gift by any employee, officer, or director must be reported to the Chief Financial Officer or Chief Executive Officer as soon as practical. Neglecting to report such a gift is considered a violation of this provision of the Code. It is expected that acceptance of gifts under this specific cultural context will be rare.

### **Compliance with Laws, Rules and Regulations, Domestic and Foreign**

Argonaut will comply with all applicable laws, rules, and regulations in each jurisdiction in which it does business. If there appears to be a conflict between applicable foreign law and applicable United States and Canadian law or any Argonaut policy, you must consult the Chief Financial Officer or the Chief Executive Officer to resolve any conflict. You are responsible for understanding and complying with all applicable U.S., Canadian and foreign laws rules and regulations associated with your business activity.

Applicable United States and Canadian law includes the *Foreign Corrupt Practices Act* (United States) and the *Corruption of Foreign Public Officials Act* (Canada), which make it illegal to make or offer to make improper payments to foreign officials (including political office holders, government officials and employees, officials of state-owned companies, political parties and candidates) to get or keep business or obtain any other business advantage. Further these laws make it illegal to conceal bribery in a company's books or records.

### **No Giving of Bribes or Other Improper Payments**

Argonaut does NOT allow the giving of gifts, favors, personal advantages, loans or benefits of any kind to current or potential suppliers, customers, partners or government agencies (or their employees). Any requests for such payments should be referred to the Chief Financial Officer. This prohibition does not apply to gifts of nominal value as part of the normal exchange of hospitality between persons doing business together or exchanged as part of protocol. Any gift in this situation from Argonaut requires pre-approval from your supervisor and must be of a nominal nature within generally accepted business practices.

It is also prohibited to use the services of a third party (e.g., an agent or representative) to bribe a public official, customer, supplier or partner indirectly, or to pay, offer or promise to pay anything of value to a third party to accomplish the same purpose. A mere offer or promise to pay a bribe is prohibited and will be treated with equal severity as an actual bribe.

Argonaut and its employees shall not provide excessive or otherwise unreasonable hospitality or entertainment for a public official, customer, supplier or partner that could reasonably raise a concern that the recipient might use his or her official position or influence to provide any improper advantage to Argonaut.

Payment of the reasonable expenses of a public official, which are directly related to the promotion, demonstration or explanation of Argonaut's products or services (such as a visit to a mine site) or to the execution or performance of a contract with a government entity, are permissible, but the payment of such expenses requires the prior approval of the Chief Financial Officer and must be made to the government entity involved and not directly to the official.

### **Accounting Policies**

All directors, officers, employees and other persons are prohibited from directly or indirectly falsifying or causing to be false or misleading any financial or accounting book, record or account. Everyone is prohibited from directly or indirectly manipulating an audit, and from destroying or tampering with any record, document or tangible object with the intent to obstruct a pending or contemplated audit, review or federal investigation. The commission of, or participation in, one of these prohibited activities or other illegal conduct will subject the perpetrator to federal penalties, as well as punishment of up to and including termination of employment.

No director, officer, or employee of Argonaut may (i) directly or indirectly make or cause to be made a materially false or misleading statement, or (ii) omit to state, or cause another person to omit to state, any material fact necessary to make statements made not misleading in connection with the audit of financial statements by independent accountants, the preparation of any required reports whether by independent or internal accountants, or another work which involves or related to the filing of a document with the Toronto Stock Exchange ("TSX") or Canadian Securities Administrators.

### **Insider Trading**

In order to protect the investing public, securities laws make it illegal for those with material, non-public information to buy or sell securities (e.g., stocks, bonds, options). Violation of these laws may result in civil or criminal penalties.

"Confidential information" is a broad term that includes all non-public information generated or maintained by Argonaut. Confidential information includes, but is not limited to, information about Argonaut's business plans, finances, employees, customers and business partners. Confidential information may be contained in documents, e-mails, instant messages, or stored on Argonaut systems. Everyone must maintain the confidentiality of all non-public or confidential information until it is released through the approved channels. Everyone must take precautions to avoid accidental disclosure of such information.

“Nonpublic information” means information that Argonaut has not disclosed to the public.

“Material information” means information that a reasonable investor would likely consider important in deciding whether to buy, sell, or hold a security. Non-public information might include, but not be limited to:

Introduction of an innovative new process;

Signing of confidentiality agreements;

Accounting policies and estimates;

Planned securities offerings;

A change in senior management or auditor;

Proposed acquisitions, mergers, joint ventures or divestitures;

Strategic plans or information about significant changes or developments at Argonaut;

Changes in financial forecasts or results.

The rule against insider trading also applies to people outside of Argonaut who get information from one of our employees. This means you may never give someone inside or outside Argonaut a “tip” regarding material, nonpublic information, even if that person is a spouse or friend.

Material, nonpublic information can also be information obtained about another company. You may not trade in the securities of such a company when you have material, nonpublic information about it.

Those with material, nonpublic information can lawfully trade in the market only once the information is made public through established channels and enough time has passed for the information to be absorbed by the public, which is typically 2 business days after the release of this information to the public.

In addition to legal regulation, those with material, nonpublic information are prohibited by this Code from trading Argonaut Gold securities except during the period (or “trading window”) that “opens” on the third (3<sup>rd</sup>) trading day following the release of quarterly or year-end financial results and “closes” at the end of the last trading day of the fiscal quarter. This window also closes upon any major announcement in a press release for a period of two (2) trading days following such release. The Trading Window period is communicated, company-wide, by email announcement. There is no legitimate reason for you to misunderstand the time period set forth herein. Trading outside the Trading Window is strictly prohibited in all but the most exceptional circumstances. Anyone with material, non-public information will be allowed to trade outside the Trading Window only with the written permission of the Chief Financial Officer, or in his or her absence, the Chief Executive Officer. Such permission may be granted if all the following conditions are met:

- The person faces a personal financial emergency and cannot wait for the next Trading Window;
- The market expectations of the unreleased results are realistic; and
- There is no material undisclosed fact or change about Argonaut Gold, known or unknown to the person.

Argonaut’s quarters end on March 31, June 30, September 30, and December 31. Quarterly results are typically released within 45 days of the fiscal quarter. Annual results are typically released within 90 days of the fiscal year. The specific dates for each Trading Window are available from

the Chief Financial Officer of Argonaut Gold. It is each person's responsibility to know of and follow Trading Window restrictions.

Directors and senior officers of Argonaut should consult the Trading of Argonaut Gold Securities by Insiders Policy with respect to their Canadian obligations.

### **Communications with the Media, Industry and Financial Analysts and Confidential Information**

Argonaut has designated, trained spokespersons who are the only ones authorized to communicate with the media, industry analysts and the investment community on behalf of Argonaut. Any contact with the media and industry analysts must be guided by the Disclosure Policy of Argonaut Gold. It is expected that such contact will be administered by the President and Chief Executive Officer, or in his absence, the Vice President of Investor Relations.

### **Compliance with Laws, Rules and Regulations**

Argonaut Gold is committed to compliance with all applicable laws, rules, and regulations in every jurisdiction in which it does business. All employees, officers, and directors are expected to adhere to the standards and restrictions imposed by those laws, rules, and regulations. Employees, officers, and directors should educate themselves on the laws, rules, and regulations that govern their work and should seek the assistance of counsel when necessary or appropriate.

Furthermore, Argonaut Gold will periodically review this Code. This Code may be amended, modified, or waived by the Board of Directors. Waivers will be disclosed as required under applicable securities commission and stock exchange rules. Under no circumstances will any amendment, modification or waiver supersede any applicable law, rule or regulation. Employees, officers, and directors will be fully informed of any material modifications or revisions to this Code.