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Argo Living Soils Corp. Announces Private Placement Offering and Board Change

February 6, 2023 – Vancouver, British Columbia – Argo Living Soils Corp. (CSE: ARGO) (OTC Pink: ARLSF) (“Argo” or the “Company”) announces a private placement offering of up to 3,000,000 units (the “Units”) at a price of \$0.10 per Unit, for aggregate gross proceeds of up to \$300,000 (the “Offering”).

Each Unit will consist of one common share in the capital of the Company and one-half of one transferrable purchase warrant (each full warrant a “Warrant”). Each Warrant will entitle the holder to purchase one additional common share in the capital of the Company at \$0.20 per share for a period of 24 months following the closing of the Offering. In connection with the Offering, the Company may pay customary finders fees.

The Offering is subject to a 10% over-allotment option exercisable by the Company pursuant to which the Company may sell additional Units for aggregate gross proceeds of up to an additional \$30,000 over the \$300,000 Offering amount described herein.

There is no minimum Offering size. Assuming that the Offering is fully subscribed and including exercise of any over-allotment, the Company plans to allocate the proceeds of the Offering to general working capital purposes and identifying and evaluating strategic business opportunities which align with the Company’s business plan.

If the Offering is not fully subscribed, the Company will apply the proceeds to the above uses in priority and in such proportions as the Board of Directors and management of the Company determine is in the best interests of the Company. If the Offering is over-subscribed, subscriptions will be accepted at the discretion of the Company; therefore, it is possible that a subscriber’s subscription may not be accepted by the Company even though it is received within the Offering period, unless the Company determines to increase the size of the Offering.

The Offering will be conducted pursuant to available prospectus exemptions including sales to accredited investors, family members, close friends and business associates of directors and officers of the Company, to purchasers who have obtained suitability advice from a registered investment dealer pursuant to the exemption set out in BC Instrument 45-536 (*Exemption from prospectus requirement for certain distributions through an investment dealer*) (the “**Investment Dealer Exemption**”) and to existing shareholders of the Company pursuant to the exemption set out in British Columbia Securities Commission BC Instrument 45-534 (*Exemption from prospectus requirement for certain trades to existing security holders*) (the “**Existing Shareholder Exemption**”).

The Existing Shareholder Exemption is available to shareholders residing in all Canadian jurisdictions. Shareholders of record of the Company as at February 3, 2023 (the “**Record Date**”) are eligible to participate under the Existing Shareholder Exemption. To rely upon the Existing Shareholder Exemption, the subscriber must: (a) have been a shareholder of the Company on the Record Date and continue to hold shares of the Company until the date of closing of the Offering, (b) be purchasing the Shares as a principal and for their own account and not for any other party, and (c) may not subscribe for more than \$15,000 worth of securities from the Company in any 12 month period unless they have first received advice from a registered investment dealer regarding the suitability of the investment. Existing shareholders interested in participating in the Offering should consult their investment advisor or the Company directly.

The Investment Dealer Exemption is available to shareholders of the Company who (a) will be purchasing the security as a principal, and (b) who obtain advice regarding the suitability of the investment, and if they reside in Canada, that advice is obtained from a registered investment dealer.

In accordance with the requirements of the Investment Dealer Exemption, the Company confirms that there is no material fact or material change related to the Company which has not been generally disclosed.

All securities to be issued under the Offering will be subject to a four month and one day hold period in accordance with applicable Canadian securities laws.

Board Change

The Company further advises that John da Costa has resigned as a Director of the Company. The Company wishes Mr. da Costa the best and is pleased to announce that Mr. Michael Uhm will be joining the Company as a Director. Mr. Uhm brings extensive experience and connections in Korea, Canada and in the capital markets.

About Argo Living Soils Corp.

The Company specializes in producing and developing organic products including soil amendments, living soils, bio-fertilizers, vermicompost, and compost tea kits formulated specifically for high value crops. The Company’s vision and overall business plan is to create an established brand of organic and/or environmentally friendly products. The Company was founded in 2018 and its production facilities are located on Galiano Island, British Columbia.

For further information please contact:

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The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.

Certain information contained herein constitutes “forward-looking information” under Canadian securities legislation. Forward-looking information includes, but is not limited to, the completion of the Offering, size of the Offering and exercise of the over-allotment option, intended use of funds, and, the Company creating a brand of organic and/or environmentally friendly products. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “will” or variations of such words and phrases or statements that certain actions, events or results “will” occur. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are from those expressed or implied by such forward-

looking statements or forward-looking information subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different, including receipt of all necessary regulatory approvals. Although management of the Company have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.