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[Integra Gold Corp.](#) (TSX VENTURE:ICG)(OTCQX:ICGQF) ("Integra Gold" or the "Company") is pleased to announce that it has entered into an agreement with Macquarie Capital Markets Canada Ltd. and Paradigm Capital Inc. on behalf of a syndicate of underwriters (together the "Underwriters"), whereby the Underwriters will purchase for their own account or arrange for substituted purchasers to purchase on a bought-deal private placement basis 15,151,515 flow-through common shares (the "Flow-Through Shares") and 17,857,143 common shares (the "Common Shares") from Integra Gold at a price of C\$0.33 per Flow-Through Share and C\$0.28 per Common Share for aggregate gross proceeds to Integra Gold of C\$10,000,000 (the "Offering").

The Underwriters shall also have the option (the "Underwriters' Option") to purchase from Integra Gold up to an additional 15% of the number of Flow-Through Shares and up to an additional 15% of the number of Common Shares sold pursuant to the Offering. The Offering will take place by way of a private placement to qualified investors in such provinces of Canada as the Underwriters may designate, and otherwise in those jurisdictions where the Offering can lawfully be made, including but not limited to the United States under applicable private placement exemptions. The securities to be issued under the Offering will have a hold period of four months and one day from closing.

The proceeds raised from the sale of the Flow-Through Shares will be used by the Company to finance qualified Canadian exploration expenditures at the Company's Lamaque Gold Project. The net proceeds raised from the sale of the Common Shares will be used for surface and underground exploration at the Company's Lamaque Gold Project and for general corporate purposes.

It is expected that the closing of the Offering will occur on or about April 22, 2015 (the "Closing Date") and is subject to the satisfaction of certain conditions, including receipt of all applicable regulatory approvals including the approval of the TSX Venture Exchange.

In consideration for their services, the Underwriters will receive a cash commission equal to 6.0% of the gross proceeds of the Offering, including any offered securities sold pursuant to the Underwriters' Option. As additional consideration, Integra Gold has agreed to pay to the Underwriters a number of broker warrants (the "Broker Warrants") equal to 5.0% of the Common Shares and Flow-Through Shares issued under the Offering. Each Broker Warrant is exercisable into one Common Share for a period of 12 months at a price of \$0.28.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

ON BEHALF OF THE BOARD OF DIRECTORS

Stephen de Jong, *CEO & President*

Visit the company website: [www.integragold.com](http://www.integragold.com)

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*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.*

**Cautionary Note Regarding Forward-Looking Statements:** Certain disclosures in this release constitute forward-looking statements including the timing and completion of the private placement. In making the forward-looking statements in this release, the Company has applied certain factors and assumptions that are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company. Although the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among others, those matters identified in its continuous disclosure filings, including its most recently filed MD&A. Readers are cautioned not to place

undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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