

Stock Symbol: SGF: TSX

SASKATOON, May 19, 2015 /CNW/ - [Shore Gold Inc.](#) ("Shore" or the "Company") is pleased to announce that it intends to raise up to \$2,000,000 by way of a non-brokered private placement of common shares of the Company at a price of \$0.20 per Unit (the "Offering"). Each Unit will consist of one Common Share and one Common Share purchase warrant ("Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.25 for a period of 18 months from the date of issuance.

Shore intends to use the proceeds of the Offering to advance the Star-Orion South Diamond Project. Assuming the \$2,000,000 Offering is fully subscribed, Shore intends to use the proceeds of the Offering for general corporate purposes as it completes the 2015 large diameter drilling program on the Orion South Kimberlite and advances the Star-Orion South Diamond Project, including the re-estimate of the Orion South Mineral Resource based on the new LDD holes and the re-optimization of the open pit on Orion South. Although the Company intends to use the proceeds of the Offering as described above, the actual allocation of the proceeds may vary from the uses set forth above, depending on future operations or unforeseen events or opportunities. If the Offering is not fully subscribed, the Company will apply the proceeds of the Offering to the above uses in such priority and such proportions as the Board of Directors of the Company determines is in the best interests of Company.

The Offering is open to all existing shareholders of the Company, subject to the limitations discussed herein. The Offering will be conducted in reliance upon prospectus exemptions which permit Shore to distribute securities to its existing security holders as set forth in Multilateral CSA Notice 45-313 Prospectus Exempt for Distributions, Saskatchewan General Order 45-926 and the various other corresponding blanket orders and rules in each of the provinces and territories of Canada (the "Existing Shareholder Exemption"), subject to the terms and conditions therein. The aggregate acquisition cost to a subscriber under the Existing Shareholder Exemption cannot exceed \$15,000 unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment. The Company has fixed May 15, 2015 as the record date for the purpose of determining existing shareholders of the Company who are entitled to participate in the Offering pursuant to the Existing Shareholder Exemption. Subscribers purchasing shares under the Existing Shareholder Exemption will need to represent in writing that they meet certain requirements of the Existing Shareholder Exemption, including that on or before the record date they became a shareholder of the Company and that they continue to be a shareholder of the Company.

In addition to conducting the Offering pursuant to the Existing Shareholder Exemption, the Offering will also be conducted pursuant to other available prospectus exceptions, including sales to accredited investors and to close personal friends and business associates of directors and officers of the Company. The Company intends to solicit subscriptions from subscribers who are not currently shareholders of the Company pursuant these exemptions. In addition, existing shareholders who wish to exceed \$15,000 limit may also subscribe as accredited investors and close friends and business associates. Subscribers purchasing shares under the prospectus exemptions for accredited investors and close personal friends and business associates of directors and officers of the Company will need to make customary representations and warranties in writing that they meet certain requirements of the exemptions.

In the event that the Offering is oversubscribed, the Company reserves the right to increase the size of the Offering or allocate subscriptions on a pro rata basis in accordance with holdings of existing shareholders as of the record date. In the event that the Offering is oversubscribed and subscribers who are not currently shareholders of the Company wish to subscribe, the Company may increase the size of the Offering or, if it is determined by the Board of Directors to be in the best interests of the Company, accept subscriptions from the new subscribers and pro rate subscriptions from existing shareholders in accordance with their holdings as of the record date. Existing shareholders are welcome to subscribe for such amount of the Offering as they chose and are not limited to their proportionate share of the Offering; subscriptions will only be subject to pro-ratioring in the event the Offering is oversubscribed.

The Company will consider subscriptions from individuals outside of Canada; however these individuals need to establish that the issuance to them is exempt from prospectus and registration requirements under applicable securities law.

The Offering is not subject to any minimum aggregate subscription amount; however, each individual subscription must be in the amount of \$5,000 or more.

The Offering is expected to close on or about June 12, 2015, provided that the Offering may close in one or more tranches, but in any event no later than July 3, 2015. The Offering is subject to the approval of the TSX. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus one day from the date of Offering.

Officers and directors of the Company (collectively, the "Insiders") may participate in the Offering for an aggregate of up to 2,000,000 shares.

Existing shareholders or other subscribers interested in participating in the offering should contact the Company by e-mail at [shoregold@shoregold.com](mailto:shoregold@shoregold.com) or by telephone at (306) 664-2202, for additional information.

The offer and sale of the securities offered in the Offering has not been and will not be registered under the US Securities Act of 1933, as amended, or any state securities laws, and such securities may not be offered or sold in the United States absent registration or applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States or in any jurisdiction in which the offer, sale or solicitation would be unlawful.

Shore is a Canadian based corporation engaged in the acquisition, exploration and development of mineral properties. Shares of the Company trade on the TSX Exchange under the trading symbol "SGF".

#### Caution Regarding Forward-Looking Statements

This news release contains forward-looking statements as defined by certain securities laws, including the "safe harbour" provisions of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "believe", "expect", "plan", "intend", "forecast", "target", "project", "guidance", "may", "will", "should", "could", "estimate", "predict" or similar words suggesting future outcomes or language suggesting an outlook. In particular, statements regarding the use of proceeds of the Offering, the amount of the proceeds of the Offering and the anticipated closing date.

Forward-looking statements in this press release include, but are not limited to statements with respect to the use of proceeds of the Offering; the proposed LDD program; the re-estimation of mineral resources; re-optimization of the open pit; and Shore's objectives for the ensuing year.

These forward-looking statements are based on Shore's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific.

Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, developments in world diamond markets, changes in diamond prices, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration, development or mining plans due to exploration results and changing budget priorities of Shore or its joint venture partners, the effects of competition in the markets in which Shore operates, the impact of changes in the laws and regulations regulating mining exploration, development, closure, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks and the additional risks described in Shore's most recently filed Annual Information Form, annual and interim MD&A. Shore's anticipation of and success in managing the foregoing risks could cause actual results to differ materially from what is anticipated in such forward-looking statements.

Although management considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to it, those assumptions may prove to be incorrect. When making decisions with respect to Shore, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events. Unless required by applicable securities law, Shore does not undertake to update any forward-looking statement that is made herein.

SOURCE [Shore Gold Inc.](#)

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