

TORONTO, ONTARIO--(Marketwired - Jun 25, 2015) - [Unigold Inc.](#) ("Unigold" or the "Company") (TSX VENTURE:UGD) is pleased to announce that it has completed a non-brokered private placement of post-consolidation common shares (as defined below) to [Osisko Gold Royalties Ltd.](#) ("Osisko") for aggregate gross proceeds of \$1,020,000. In addition, the Company is pleased to announce that it has executed an investment agreement (the "Investment Agreement") with Osisko providing for certain participation, nomination and royalty/stream rights. The particulars of each of the private placement and the Investment Agreement are set forth below.

### *Private Placement*

Pursuant to the terms of a subscription agreement (the "Subscription Agreement") between Unigold and Osisko, Unigold issued 5,100,000 post-consolidation common shares to Osisko at a price of \$0.20 per share for aggregate gross proceeds of \$1,020,000 (the "Osisko Subscription"). The Osisko Subscription was conducted after giving effect to a consolidation of the common shares of the Company on the basis of one (1) new common share (a "post-consolidation common share" or a "Unigold Share") for every ten (10) common shares issued and outstanding (the "Consolidation"). The Consolidation was approved by shareholders of Unigold ("Shareholders") at the annual and special meeting of Shareholders held on March 31, 2015 and became effective as of June 24, 2015. Following the Consolidation, 24,371,323 Unigold Shares were issued and outstanding; following the Consolidation and the Osisko Subscription, 29,471,323 Unigold Shares are outstanding.

The Osisko Subscription comprises the first tranche of a potentially larger offering of up to 7,500,000 Unigold Shares for aggregate gross proceeds of \$1,500,000 (such larger offering, the "Private Placement"). It is anticipated that an additional 2,400,000 Unigold Shares may be issued pursuant to a second tranche for additional gross proceeds of \$480,000, in part to provide for the exercise of pre-emptive rights by certain existing Shareholders. The Company anticipates that finder's fees or commission may be payable in respect of the sale of certain Unigold Shares under the Private Placement.

The Company expects to use the net proceeds of the Private Placement to advance the exploration and development of the Company's gold assets in the Dominican Republic and for general corporate purposes. The closing of a second tranche of the Private Placement is subject to customary closing conditions, including without limitation the receipt of all regulatory or other approvals (including that of the TSX Venture Exchange) as may be necessary in order to complete the transactions contemplated herein. All securities issued pursuant to the Private Placement are subject to a statutory four month hold period from the date of issuance pursuant to Canadian securities laws.

### *Investment Agreement*

In connection with the Osisko Subscription, the Company and Osisko have executed the Investment Agreement which provides for the following:

- 1. Participation Right.** As long as Osisko holds Unigold Shares equal to at least 10% of the issued and outstanding Unigold Shares on a non-diluted basis, Osisko will have the right to participate in future equity financings by Unigold on a *pro rata* basis to its non-diluted shareholding at the applicable time.
- 2. Nomination Right.** As long as Osisko holds Unigold Shares equal to at least 10% of the issued and outstanding Unigold Shares on a non-diluted basis, Osisko will be entitled to nominate the greater of: (i) two (2) nominees, and (ii) the number of nominees obtained by multiplying Osisko's percentage ownership of Unigold Shares (on a non-diluted basis) by the number of directors Unigold's management slate of nominees proposed to the Board (fractional numbers being rounded down to the nearest whole number) at any meeting of shareholders of Unigold.
- 3. Royalty Option.** Osisko will be granted an option to purchase a 2% net smelter return ("NSR") royalty on Unigold's Neita property for a consideration of \$2,000,000, exercisable 90 days following the delivery of a feasibility study. Once exercised, Unigold will have the right to repurchase a 1% NSR (being 50% of the 2% NSR held by Osisko) for \$1,000,000 until 90 days following the achievement of commercial production.
- 4. Royalty/Stream Right.** As long as Osisko holds Unigold Shares equal to at least 10% of the issued and outstanding Unigold Shares on a non-diluted basis, Osisko will have the right of first refusal over any royalty, stream, forward, off-take, gold loan or other agreement involving the sale of a similar interest in products from properties of Unigold that Unigold proposes to enter into from time to time. In the event that Osisko does not exercise its right of first refusal, Unigold may thereafter offer such right to a third party on terms no more favourable to such third party than those offered to Osisko.

### *Consolidation*

In connection with the Consolidation, registered Shareholders will be required to exchange their share certificates representing pre-consolidation common shares for new share certificates representing post-consolidation common shares. Registered Shareholders will be sent a letter of transmittal from the Company's transfer agent and registrar, Computershare Investor Services Inc. ("Computershare"), as soon as practicable. The letter of transmittal will contain instructions on how certificate(s) representing pre-consolidation shares may be surrendered to Computershare. Computershare will forward to each registered Shareholder who has provided the required documents a new share certificate representing the number of post-consolidation common shares to which the Shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation common shares of the

Company will be deemed for all purposes to represent the number of whole post-consolidation common shares to which the holder is entitled as a result of the Consolidation.

Non-registered Shareholders holding their common shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have various procedures for processing the Consolidation. If a Shareholder holds common shares with such a bank, broker or other nominee and has any questions in this regard, the Shareholder is encouraged to contact its nominee. No fractional shares will be issued upon the Consolidation. If as a result of the Consolidation a Shareholder has become entitled to a fractional post-consolidation common share, such fraction will be rounded down to the nearest whole number.

#### About Unigold Inc. - Discovering Gold in the Caribbean

Unigold is a Canadian based mineral exploration company traded on the TSX Venture Exchange under the symbol UGD, focused primarily on exploring and developing its gold assets in the Dominican Republic.

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities of Unigold in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities offered 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 U.S. state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or unless an exemption from such registration is available.*

#### Cautionary Language and Forward-Looking Statements

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

This press release includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address the timing and completion of a second tranche of the Private Placement, the receipt of all necessary approvals (including that of the TSX Venture Exchange) for a second tranche of the Private Placement, future exploration drilling, exploration activities, anticipated metal production, internal rate of return, estimated mineral grades, commencement of production estimates and projected exploration and capital expenditures (including costs and other estimates upon which such projections are based) and events or developments that Unigold expects, are forward-looking statements. Although Unigold believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include metal prices, exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Accordingly, readers should not place undue reliance on forward-looking statements.

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