

# Integra Gold Corp. Receives Shareholder Approval of Acquisition by Eldorado Gold Corp.

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[Integra Gold Corp.](#) (TSX-V: ICG; OTCQX: ICGQF) ("Integra" or the "Company") is pleased to announce that the previously announced acquisition by [Eldorado Gold Corp.](#) ("Eldorado") (TSX: ELD; NYSE: EGO) of all of the issued and outstanding common shares of Integra (the "Integra Shares") that it does not currently own, by way of a plan of arrangement (the "Arrangement") has been approved by shareholders of Integra ("Integra Shareholders"). At the special meeting of Integra Shareholders held on July 4, 2017 (the "Meeting"), a special resolution approving the Arrangement was approved by 85.92% of the votes cast at the Meeting in person or by proxy by Integra Shareholders and approved by 82.91% of the votes cast at the Meeting in person or by proxy by Integra Shareholders, excluding the votes cast in respect of Integra Shares held by interested parties (including Eldorado) required to be excluded pursuant to applicable securities law.

On closing of the Arrangement, each Integra Shareholder (excluding Eldorado) will be entitled to receive, in consideration for each Integra share held, one of the following, at the election of the holder (provided that such election is validly made prior to July 5, 2017 and subject to the pro ration limitations described below, as applicable): (i) 0.24250 of an Eldorado share plus C\$0.001, (ii) C\$1.21250 in cash, or (iii) 0.18188 of an Eldorado share and C\$0.30313 in cash. Eldorado will issue an aggregate maximum of approximately 77 million shares and pay an aggregate maximum of approximately C\$129 million in cash, equal to approximately 25% of the total consideration. Accordingly, to the extent the elections would otherwise result in the issuance of additional Eldorado shares beyond this maximum, the number of Eldorado shares will be prorated and substituted with cash. Likewise, to the extent elections would result in the payment of cash beyond the maximum, the amount of cash will be prorated and substituted for Eldorado shares, valued as at May 12, 2017.

The Arrangement is subject to final approval by the TSX Venture Exchange and the Supreme Court of British Columbia (the "Court"). The Court hearing for the final order to approve the Arrangement is scheduled to take place on July 7, 2017, and subject to satisfaction or waiver of other customary closing conditions, completion of the Arrangement is expected to occur on July 10, 2017.&

Additional information regarding the terms of the Arrangement is set out in Integra's management information circular dated June 5, 2017, which is available on Integra's profile at [www.sedar.com](http://www.sedar.com).

## ON BEHALF OF THE BOARD OF DIRECTORS

Stephen de Jong  
CEO & President, Director

## About Integra Gold

Integra Gold is a junior gold exploration company. The Company's primary focus is its Lamaque project located in Val-d'Or, Québec, one of the top mining jurisdictions in the world. In the fall of 2014, Integra completed the accretive acquisition of the Sigma Mill and Mine Complex, a fully permitted 2,200 ton per day mill and tailings facility. With major federal and provincial permits in place, existing infrastructure and significant exploration potential, this acquisition removed major costs and shortened timelines typically associated with mine projects. Integra has raised over \$150 million since 2013, at successively higher share prices, despite depressed gold prices.

## About Eldorado

Eldorado is a leading intermediate gold producer with mining, development and exploration operations in Turkey, Greece, Romania, Brazil and Serbia. Eldorado's success to date is based on a highly skilled workforce, safe and responsible operations, a portfolio of high-quality assets, and long-term partnerships with the communities where they operate.

*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. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur", "be achieved" or "has the potential to". Forward looking statements contained in this release may include statements regarding the Company's ability to complete the Arrangement, the timing and receipt of the final approval by the Court and the TSX Venture Exchange, the satisfaction or waiver of other customary closing conditions, the timing of the closing of the Arrangement, the elections of Integra Shareholders and the proration of the cash and/or Eldorado shares payable under the Arrangement, all of which involve known and unknown risks and uncertainties which may not prove to be accurate. 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, including that the Company is able to procure personnel, equipment and supplies required for its exploration activities in sufficient quantities and on a timely basis and that actual results of exploration activities are consistent with management's expectations. 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. Among these risks and factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements are the following: uncertainties as to timing of the Arrangement, receipt of Court and TSX Venture Exchange approvals, satisfaction or waiver of other conditions to the Arrangement, market conditions and other risk factors listed from time to time in the Company's continuous disclosure documents filed with the Canadian securities regulators at [www.sedar.com](http://www.sedar.com). 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.*

## Contact

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

Follow Integra On: Twitter: <http://twitter.com/integragoldcorp>

If you have any questions, please contact Kingsdale Advisors at 1-866-229-8874 toll-free in North America, or 416-867-2272 outside North America or by email at [mailto:contactus@kingsdaleadvisors.com](mailto:mailto:contactus@kingsdaleadvisors.com).

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