



**UNIGOLD INC.**

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**PR No. 2019-05**

**UNIGOLD ANNOUNCES CLOSING OF PRIVATE PLACEMENT  
OF 32,350,000 UNITS FOR GROSS PROCEEDS OF APPROXIMATELY \$3 MILLION**

**Toronto, Ontario, September 19, 2019** – Unigold Inc. ("**Unigold**" or the "**Company**") (TSX-V: UGD) is pleased to announce that it has closed its previously announced private placement of 32,350,000 units of the Company (the "**Units**") at a price of \$0.10 per Unit for gross proceeds of \$3,250,500 (the "**Offering**"). Each Unit consists of one common share in the capital of the Company (a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.15 at any time prior to September 18, 2021. The Company has the right to accelerate the expiry date of the Warrants on notice to the holders of Warrants if the closing price of the Common Shares on a stock exchange in Canada is higher than \$0.30 per Common Share for more than 20 consecutive trading days at any time after January 19, 2020.

In connection with the closing of the Offering, the Company issued an aggregate of 1,341,000 Warrants and paid an aggregate of \$135,900 in cash to various finders in connection with the Offering.

The following "insiders" of the Company have subscribed for Units under the Offering:

<b>Insider</b>	<b>Insider Relationship</b>	<b>Units Purchased</b>
Eric Sprott <sup>(1)</sup>	10% Security Holder	10,000,000
Osisko Gold Royalties Ltd.	10% Security Holder	1,500,000
Monarch Gold Corporation	10% Security Holder	1,500,000
Normand Tremblay <sup>(2)</sup>	Director of Issuer	1,250,000
Charles Page	Director of Issuer	250,000
Joseph Hamilton	Director of Issuer	250,000
<b>TOTAL:</b>		<b>14,750,000</b>

<sup>(1)</sup> 2176423 Ontario Inc., a holding company of Mr. Eric Sprott, subscribed under the Offering. Mr. Sprott became a 10% security holder on closing of the Offering.

<sup>(2)</sup> 6545921 Canada Inc., a holding company of Mr. Normand Tremblay, subscribed under the Offering.

Certain subscriptions under the Offering are considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and Policy 5.9 – *Protection of Minority Security Holders in Special Transactions* of the TSX Venture Exchange. Pursuant to MI 61-101, the Company will file a material change report providing disclosure in relation to each "related party transaction" on SEDAR under Unigold's issuer profile at [www.sedar.com](http://www.sedar.com). The

Company did not file the material change report more than 21 days before the expected closing date of the Offering as the details of the Offering and the participation therein by each "related party" of the Company were not settled until shortly prior to the closing of the Offering, and the Company wished to close the Offering on an expedited basis for sound business reasons. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(b) as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization.

The proceeds from the Offering will be used to fund the Company's continued exploration and development of its gold assets in the Dominican Republic, and for general working capital purposes.

All securities issued under the Offering are subject to a four-month hold period, which will expire January 19, 2020. The Offering is subject to final acceptance of the TSX Venture Exchange.

**The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.**

#### **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.

**For further information, please visit [www.unigoldinc.com](http://www.unigoldinc.com) or contact:**

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*Neither 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 release.*

#### **Cautionary Note Regarding Forward-Looking Information**

This news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates, projections and interpretations as at the date of this news release. The information in this news release about the Offering; the use of the proceeds from the Offering; the number of Common Shares offered or sold; the gross proceeds from the Offering; the timing and ability of the Company to close the Offering, if at all; the timing and ability of the Company to satisfy the listing conditions of the TSX Venture Exchange, if at all; and any other information herein that is not a historical fact may be "forward-looking information". Any statement that involves discussions with respect to predictions, expectations, interpretations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "interpreted", "management's view", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information. This forward-looking information is based on reasonable assumptions and estimates of management of the Company, at the time such assumptions and estimates were made, and involves known and unknown risks, uncertainties or other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking information. Such factors include, among others, risks relating to the Offering; volatility in the trading price of common shares of the Company; risks relating to the ability of the Company to obtain required approvals, complete definitive documentation and complete the Offering on the terms announced; risks relating to mining activities; the global economic climate; metal prices; dilution; environmental risks changes in the tax and regulatory regime; and community and non-governmental actions. Although the forward-looking information contained in this news release is based upon what management believes, or believed at the time, to be reasonable assumptions, the Company cannot guarantee shareholders and prospective purchasers of securities of the Company that actual results will be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended, and neither Company nor any other person assumes responsibility for the accuracy and completeness of any such forward looking information. Company does not undertake, and assumes no obligation, to update or revise any such forward-looking statements or forward-looking information contained herein to reflect new events or circumstances, except as may be required by law.