



**Shoal Games Ltd.**  
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## **Shoal Games Ltd. Announces Rights Offering**

ANGUILLA, B.W.I., June 30, 2016 / Shoal Games Ltd. (TSX-V : SGW) (OTCQB : SGLDF) <http://www.shoalgames.com> (“the Company”), announces that it will be offering rights (the “**Offering**”) to holders of its common shares (the “**Common Shares**”) of record at the close of business on July 5, 2016 (the “**Record Date**”) expiring October 11, 2016 (“**Expiry Date**”). The Offering will be made to all Company shareholders resident in Canada (the “**Qualified Jurisdiction**”). The Offering notice and circular have been accepted for filing by the TSX Venture Exchange.

Shareholders of record on the Record Date will receive one right (a “**Right**”) for each Common Share held. Ten Rights plus the sum of \$0.60 (the “**Subscription Price**”) will entitle the holder to subscribe for one Common Share (a “**Rights Share**”). The Subscription Price will escalate during the term of the Offering. Holders of Rights who subscribe for Rights Shares on or after August 16, 2016 will be required to pay a Subscription Price of \$0.65 per Rights Share. Holders of Rights who subscribe for Rights Shares on or after September 16, 2016 and prior to the Expiry Time will be required to pay a Subscription Price of \$0.70 per Rights Share. Rights will be evidenced by transferable rights certificates (each, a “**Rights Certificate**”). The Rights expire at 4:00 p.m. (EST) (the “**Expiry Time**”) on the Expiry Date, October 11, 2016, after which time unexercised Rights will be void and of no value. Shareholders who fully exercise their Rights are entitled to subscribe pro rata for additional Common Shares, if available, that were not subscribed for initially on or before the Expiry Time. The maximum number of common shares issuable pursuant to the Offering will be 5,953,564. The completion of the Offering is not subject to the Company receiving any minimum amount of subscriptions. There is no standby commitment for the purchase of Rights Shares that are available to be purchased, but are not subscribed for, at the Expiry Time of the Offering.

The Company’s Common Shares and Rights Shares are qualified investments for TFSA accounts.

Proceeds from the Offering will be used to increase SGL's marketing expenditures with a view to increasing the number of downloads and installs of Trophy Bingo, its innovative social bingo game. Proceeds may also be used for game development and player acquisition for Garfield’s Bingo. The Rights will be posted for trading on the TSX Venture Exchange and will trade under the symbol “SGW.RT”. Trading of the Rights is expected to commence on July 22, 2016 and continue until 12:00 noon EST on October 11, 2016. A rights notice and offering circular, together with Rights Certificates, will be mailed to eligible shareholders after the Record Date. Eligible registered shareholders wishing to exercise their Rights must forward the completed Rights Certificates, along with the applicable funds to Computershare Investor Services Inc. (“Computershare”) by the Expiry Date. Shareholders who own their shares through an

intermediary, such as a bank, trust company, securities dealer or broker, will receive materials and instructions for the sale or exercise of Rights from their intermediary. Rights issued to shareholders who are resident outside of the Qualified Jurisdiction (“Shareholders Requiring Exemptions” will be issued to and held by Computershare for the benefit of those shareholders. Shareholders Requiring Exemptions will be given until October 1, 2016 to claim their Rights Certificate by satisfying the Company that the issue of Rights Shares is permissible in their jurisdiction of residence. Following October 1, 2016 Computershare will attempt to sell all Rights allocable to Shareholders Requiring Exemptions that have not been exercised and will deliver the proceeds of any such sales pro rata to the Shareholders Requiring Exemptions

### **No U.S. Registration**

The securities offered will not be or have not been registered under the Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S of the Securities Act) or person in the United States, unless an exemption from such registration requirements is available. Certain shareholders in the United States will be permitted to participate in the Offering upon satisfying the Company that such participation is lawful and in compliance with all applicable securities and other laws of the United States. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States.

For the full text of the Company’s Rights Offering Circular dated July 22, 2016 and for full details of the Company’s operations and financial results, please refer to Shoal Games Ltd.’s corporate website at <http://investor.shoalgames.com> or Shoal Games’ continuous disclosure record on SEDAR.

### **About Shoal Games Ltd.**

Shoal Games Ltd. (TSX-V : SGW) (OTCQB : SGLDF) <http://www.shoalgames.com> is the parent company of the group of companies, which owns Trophy Bingo (<http://www.trophybingo.com>), live in the Apple, Google and Amazon App Stores, and Garfield’s Bingo, in production and scheduled for a Q4 2016 release. Both games brings unique gameplay and industry leading monetization techniques to the bingo category which is both high growth and high value. Garfield’s Bingo, once released, and Trophy Bingo are free to download and earn revenue through in-app purchases and in-game advertising. Shoal Games Ltd. trades on the TSX Venture exchange in Canada and the OTCQB Venture Marketplace for companies that are current in their reporting with the U.S. regulator. Investors can find real time quotes and market information for the Company at [http://web.tmxmoney.com/quote.php?qm\\_symbol=SGW](http://web.tmxmoney.com/quote.php?qm_symbol=SGW) and <http://www.otcmarkets.com/stock/SGLDF/quote>.

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. Certain information included in this press release (as well as information included in oral statements or other written statements made or to be made by the company) contains statements that are forward-looking, such as statements relating to anticipated future success of the company. Such forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ materially from those expressed in any forward-looking statements made by or on behalf of the company. For a description of additional risks and uncertainties, please refer to the company’s filings with the Securities and Exchange Commission. Specifically, readers should read the Company’s Annual Report on Form 10-K, filed with the SEC on March 17, 2016, and the prospectus filed under Rule 424(b) of the Securities Act on March 9, 2005 and the SB2 filed July 17, 2007, and the TSX Venture Exchange Listing Application for Common Shares

filed on June 29, 2015 on SEDAR, for a more thorough discussion of the Company's financial position and results of operations, together with a detailed discussion of the risk factors involved in an investment in Shoal Games Ltd.

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