

EMGOLD MINING CORPORATION

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TSX Venture Exchange : **EMR**

OTC : **EGMCF**

Frankfurt Exchange : **EMLN**

EMGOLD RECEIVES APPROVAL TO ACQUIRE UP TO A 91% INTEREST IN THE CASA SOUTH PROPERTY, QUEBEC

Vancouver, British Columbia - Emgold Mining Corporation (TSXV: EMR) (“**Emgold**” or the “**Company**”) announces it has obtained conditional approval from the TSX Venture Exchange (the “**Exchange**”) to acquire up to a 91% interest in the Casa South Property, QC (the “**Property**”). Closing of the transaction (“**Transaction**”) is subject, among others conditions, to final approval by the Exchange. All currency amounts in this press release are in \$CDN. The Transaction, originally announced by press release on December 14, 2018, is an arms-length transaction.

The Property comprises 180 active mining titles covering a total of 10,061 hectares (100 square kilometers). It is located immediately south of Hecla Mining Corporation’s (“**Hecla**”) (**NYSE:HL**) Casa Berardi Mine which has produced over 2.0 million recovered gold ounces since commencing production in 1988. Gold production at the Mine in 2018, reported in a February 21, 2018 news release by Hecla, was 162,744 ounces. Note that the presence of mineral resources and reserves found on the Casa Berardi Mine Property does not guarantee discovery or delineation of mineral resources and reserves on the Casa South Property.

Terms of the Amended Assignment Agreement

Emgold has completed an amended assignment agreement (the “**Amended Assignment Agreement**”) with Twilight Capital Inc., a third party, a privately held company (the “**Assignor**”), granting Emgold (the “**Assignee**”) its rights, held through a binding Letter of Intent (“**LOI**”) with Greg Exploration Inc. and Affiliates (collectively referred to as the “**Vendors**”), to acquire up to a 91% interest in the Property. Pursuant to the Amended Assignment Agreement, Emgold has agreed to acquire the rights, held through the LOI executed between the Assignor and the Vendors. Emgold has agreed to compensate the Assignor in the form of a Finder’s Fee, as per Exchange policies as follows:

1. At closing of the Transaction, Emgold will issue to the Assignor 807,692 commons shares of the Company representing \$52,500, at a share price of \$0.065 (based on the Market Price, as defined in Exchange policies, of the Company’s common shares at the time of disclosing of the Transaction).
2. With each of four annual payments to the Vendors as outlined in Table 1 below, Emgold will issue to the Assignor common shares of the Company representing \$5,625, at Market Price, as defined in Exchange Policies on the date of issuance for a total value of \$22,500, based on 7.5% of the four cash payments to be made by the Company under the Option Agreement as described below.

Terms of the Definitive Agreement between Emgold and the Vendors

Emgold's assumption of the rights held through the LOI outlined above grants Emgold the option to acquire up to a 91% interest in the Property under the following terms, which have now been incorporated into a definitive option agreement (the "**Option Agreement**") between Emgold and the Vendors dated January 28th, 2019 with effective date being the closing date of the Transaction. During the option period (the "**Option Period**"), Emgold will be required to make cash payments to the Vendors as shown in Table 1 below:

Table 1
Payments to the Vendors During the Option Period

Timing of Cash Payment	Payment \$CDN
Closing of the Transaction	\$75,000
Year 1 Anniversary of the Definitive Agreement	\$75,000
Year 2 Anniversary of the Definitive Agreement	\$75,000
Year 3 Anniversary of the Definitive Agreement	\$75,000
Year 4 Anniversary of the Definitive Agreement	\$75,000
Total	\$375,000

Emgold will be required to complete \$600,000 in exploration expenditures ("**Exploration Expenditures**") in Year One of the Option Period. Emgold will be required to make an additional \$1,000,000 in Exploration Expenditures during the Option Period, without any commitment as to amount and timing of amount to be spent. Exploration Expenditures shall include, but not be limited to, cash payments made to the Vendors in Table 1 above, claim fees, property taxes, exploration expenditures, permitting expenditures, reclamation expenditures, payments made to First Nations, holding costs, legal costs, and reasonable administrative costs. Excess expenditures, made in a given year, will be credited to future years of exploration of the Property.

If Emgold completes the contemplated \$1.6 million in Exploration Expenditures during the Option Period, it will be entitled to a 91% interest in the Property. If Emgold completes \$1.1 million but less than \$1.6 million in Exploration Expenditures during the Option Period, it will be entitled to an 86% interest in the Property. If Emgold completes more than \$600,000 but less than \$1.1 million in Exploration Expenditures during the Option Period, it will be entitled to an 81% interest in the Property.

Emgold shall have the right to accelerate the exercise of the Option and consequently reduce the Option Period by concurrently accelerating the aforementioned cash payments to Vendors and Exploration Expenditures. Should Emgold decide to accelerate such cash payments and Exploration Expenditures, Emgold will be entitled to a 20% discount on the contemplated annual cash payments to be made, as described hereinabove.

Once the conditions of the Option have been satisfied, Emgold and Vendors will form a joint venture with Emgold acting as the Manager and an industry standard joint venture agreement will be completed (the "**Joint Venture**"). As soon as reasonably practicable after the establishment of the Joint Venture, the claims comprising the Property will be transferred into the name of the Joint Venture.

Once the Option is completed, Emgold shall grant to the Vendors a 1.5% Net Smelter Royalty ("**NSR**") on the Property, being agreed that half a percent (0.5%) of said NSR can be repurchased by the Company, for an amount of five hundred thousand dollars (\$500,000).

About the Casa South Property

The Property is located approximately 80 kilometers north of the town of La Sarre, Quebec or 105 kilometers west south-west of Matagami in the Casa Berardi Township, James Bay Municipality. It is located south of the Casa Berardi Mine, owned and operated by Hecla. It is accessible going north from La Sarre via Casa Berardi Mine's all season gravel road. The Property consists of 180 active mining titles covering a total of 10,061 hectares. The claims are in one contiguous block.

The Property encompasses a lithologic context similar to the Cass Berardi deposit. Its exploration history followed the same stages of evolution over a period of time from the 1960 to 1990 where exploration focused sulfide rich polymetallic deposits similar to the Kidd Creek, Selbaie, or Mattagami deposits discovered in the northern part of the Abitibi belt. Exploration work on the claims was done by companies such as Newmont, Noranda, and Cambior, among others.

Following the discovery of gold close to the Casa Berardi fault in 1981, various geophysical surveys were done on the Property as well as soil and rock chip sampling and drilling looking for similar targets. The historical gold potential appears to be located inside the Kama faults and related anomalies corresponding to a three kilometer by two kilometer area where disseminated pyrite and arsenopyrite concentrations were found in carbonated andesite along flow contacts. Over a period of 45 years, about 23,000 meters of drilling was done on the Property in 47 drill holes. The Vendors have compiled a significant database of information and conducted recent geophysics work that will aid Emgold in its exploration efforts.

About Emgold

Emgold is a Vancouver based gold exploration and mine development Company with exploration properties located in the Quebec, Nevada, and British Columbia. These include the Golden Arrow, Buckskin Rawhide East, Buckskin Rawhide West, and Koegel Rawhide properties in Nevada, and the Stewart and Rozan properties located in British Columbia. The Company recently acquired the Troilus North property in Quebec and subsequently vended it to Troilus Gold Corporation (**TSX: TLG**) for 3.75 million shares and \$250,000 in cash.

Alain Moreau, P.GEO., a qualified person under the NI 43-101 instrument, has reviewed and approved the content of this press release.

On behalf of the Board of Directors

David G. Watkinson, P.Eng.
President & CEO

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

Cautionary Note on Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States *Private Securities Litigation Reform Act* of 1995. All statements, other than statements of historical fact, included herein including,

without limitation, statements regarding the anticipated results from exploration activities, the discovery and delineation of mineral deposits/resources/reserves and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "postulate" and similar expressions, or are those, which, by their nature, refer to future events.

The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future results or performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including potential acquisition of the Casa South Property, further exploration, development, or mining activities on the Casa South Property, or its other Properties, operating and technical difficulties in connection with mineral exploration and development activities, the estimation or realization of mineral reserves and mineral resources, the timing and amount of estimated future production, the costs of production, capital expenditures, the costs and timing of the development of new deposits, requirements for additional capital, future prices of precious metals, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, labour disputes and other risks of the mining industry, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, changes in laws, regulations and policies affecting mining operations, title disputes, the inability of the Company to obtain any necessary permits, consents or authorizations required, including TSX Venture Exchange acceptance of any other current or future property acquisitions or financings and other planned activities, the timing and possible outcome of any pending litigation, environmental issues and liabilities, and risks related to joint venture operations, and other risks and uncertainties disclosed in the Company's latest interim Management's Discussion and Analysis and filed with certain securities commissions in Canada. The Company's Canadian public disclosure filings may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

The Company does not undertake to update any forward-looking information provided in this press release or Management's Discussion and Analysis, except as, and to the extent required by, applicable securities laws. For more information on the Company and its business, investors should review the Company's annual information form and other regulatory filings filed with securities commissions or similar authorities in Canada that are available on SEDAR at www.sedar.com. The Company reviews its forward-looking statements on an ongoing basis and updates this information when circumstances require it.

Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update any of the forward-looking statements in this news release or incorporated by reference herein, except as otherwise required by law.