



INTEGRITY GAMING CORP.

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Integrity Gaming Corp. Announces Securityholder Approval of Arrangement with PlayAGS, Inc.

Vancouver, BC, February 5, 2019 – **INTEGRITY GAMING CORP.** (TSX-V: IGAM) (OTCQX: IGAMF) (“**Integrity**” or the “**Company**”) is pleased to announce that, at the special meeting of holders (“**Shareholders**”) of common shares (“**Shares**”), options (“**Options**”) and restricted share units (“**RSUs**”) of Integrity (collectively, the “**Securityholders**”) held today (the “**Meeting**”), Securityholders overwhelmingly voted in favour of a special resolution (the “**Arrangement Resolution**”) to approve the previously announced plan of arrangement (the “**Arrangement**”) involving Integrity, a wholly-owned subsidiary of PlayAGS, Inc. (“**AGS**”) and the Securityholders pursuant to which AGS’s subsidiary will acquire all of the issued and outstanding Shares. Pursuant to the Arrangement, subject to applicable withholding taxes (if any), holders of Shares will receive CAD\$0.46 in cash for each Share held, holders of all unexercised Options (including Options which have not vested) will receive, in respect of each Option held, CAD\$0.46 in cash less the exercise price of such Option and holders of RSUs (including RSUs which have not vested) will receive, in respect of each RSU held, CAD\$0.46 in cash.

The Arrangement required the approval of: (i) not less than 66⅔% of the votes cast by Shareholders present in person or represented by proxy at the Meeting; (ii) not less than 66⅔% of the votes cast by Securityholders present in person or represented by proxy at the Meeting, voting together as a single class and (iii) a simple majority of the votes cast by Shareholders at the Meeting after excluding the votes cast by those persons whose votes must be excluded pursuant to Multilateral Instrument 61-101- *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

Of the votes cast at the Meeting, 99.99% of the votes cast by Shareholders were in favour of the Arrangement Resolution (99.99% after excluding the votes cast by those persons whose votes must be excluded in determining minority approval for the Arrangement pursuant to MI 61-101). In addition, of the votes cast at the Meeting, 99.99% of the votes cast by Securityholders, voting together as a single class, were in favour of the Arrangement Resolution.

Integrity will be seeking a final order of the British Columbia Supreme Court to approve the Arrangement on February 7, 2019. Completion of the Arrangement is subject to the satisfaction of certain other closing conditions customary of a transaction of this nature.

Assuming that the conditions to closing are satisfied or waived, it is expected that the Arrangement will be completed after the close of trading on February 8, 2019, following which date Integrity will be delisted from the TSX Venture Exchange.

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 release.

For further information, please contact:

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Cautionary Note Regarding Forward-Looking Statements

Certain information in this news release is considered forward-looking within the meaning of certain securities laws and is subject to important risks, uncertainties and assumptions. This forward-looking information includes, among other things, information with respect to the Company's beliefs, plans, expectations, anticipations, estimates and intentions. The words "may", "could", "should", "would", "suspect", "outlook", "believe", "anticipate", "estimate", "expect", "intend", "plan", "target" and similar words and expressions are used to identify forward-looking information. The forward-looking information in this news release describes the Company's expectations as of the date of this news release. Forward-looking statements in this news release include, but are not limited to statements with respect to receipt of the final order, the closing of the Arrangement, the anticipated consideration to be received by Securityholders and the satisfaction of closing conditions.

The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. Material factors which could cause actual results or events to differ materially from such forward-looking information include, among others, risks arising from general economic conditions; adverse industry events; inability to realize anticipated synergies; future legislative and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; income tax and regulatory matters and other risks. Readers are cautioned that the foregoing list is not exhaustive.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME.