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[Rapier Gold Inc.](#) (TSX VENTURE:RPR) (the "Company") is pleased to announce a non-brokered private placement of non-flow through and flow through units on a best efforts basis at a price of \$0.05 per Non-Flow Through Unit (the "NFT Unit") and \$0.075 per Flow Through Unit (the "FT Unit") for aggregate proceeds of up to \$550,000 (the "Offering").

The Company intends to use the net proceeds of the Offering primarily for expenditures on the Company's Pen Gold Project, located 75 km south west of Timmins, Ontario, and for general working capital, details of the offering are summarized below.

The next stages of summer exploration work at Pen Gold Project include:

- Mapping, prospecting, stripping and sampling three areas based on the results of the airborne magnetic geophysics survey flown in February and previous field work.
- Follow-up drilling of approximately 4 holes in the area of drill hole PG13-108 which intersected 13.0 g/t gold over 4.3 m just north of the talc pit at a vertical depth of 150 m
- Re-logging historic talc drill holes and incorporating these into Rapier's GIS database and integrating with the new geophysical data.

The prospecting work includes further follow up sampling based on recent age dating analysis completed by Dr. Sandra Kamo of the University of Toronto. This work is follow up to test observations detailed in the OGS Report December 2014, which is on our website: www.rapiergold.com

Pen Gold Project Summary

- The Company's activities are exclusively focused on exploring the Pen Gold Project, comprising approximately 16,400 hectares (approximately 160 sq km) located on Highway 101, 75 km southwest of Timmins, Ontario. Appendix A.
- Pen Gold Project is approximately 50 km southeast of Lake Shore Gold's Timmins West Mine and the newly discovered 144 Exploration Area. 144 is a new discovery and Lake Shore Gold are conducting an extensive exploration program which has resulted in a second discovery. These results are outlined in a very comprehensive section of Lakeshore Gold's website: <http://www.lsgold.com/Mines-Projects-Properties/Review-of-Properties/Timmins-West-complex/144-Gap-Zone-Discovery/default.aspx>
- The Pen Gold Project is located approximately 85 km northeast of Goldcorp's Borden Gold Project. Goldcorp acquired this project in the takeover of Probe Mines, on March 13 2015, for \$526,000,000. Appendix A shows the locations of the 144 and Borden projects in relation to Pen Gold Project.
- The Pen Gold Project sits on what is interpreted to be the western extension of the Porcupine-Destor Fault Zone (PDFZ), one of the most productive gold structures in the world. This fault zone extends east into Quebec and hosts many of the largest and most famous gold mines in Canada. The Timmins Camp has produced approximately 72.5 million ounces to date.

Details of the Private Placement

Each FT Unit or NFT Unit will consist of one common share and one transferable common share purchase warrant. Each warrant will entitle the holder to purchase one common share at an exercise price of \$0.10 for 24 months following completion of the Offering. Should the Issuer's Shares trade on the TSX Venture Exchange at a weighted average price of greater than Cdn\$0.15 for any ten consecutive trading day period the Company may, on written notice to the holders of the Warrants, reduce the exercise period of the Warrants to a date that is not less than 30 days from the date of the notice. The Company reserves the right to increase the size of the private placement or to modify the type, nature and/or price.

The financing may be closed in multiple tranches, with a final closing anticipated on or before August 31, 2015. The Offering is subject to certain conditions, including approval of the TSX Venture Exchange. The Company may pay finders' fees in accordance with the policies of the TSX Venture Exchange. The shares will be subject to a statutory four month hold period.

The proceeds from the issuance of the FT Units will qualify as Canadian exploration expenses which will be renounced to investors no later than December 31, 2015.

Certain directors and officers of the Company intend to acquire securities under the private placement. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to, or the consideration paid by such persons, will exceed 25% of the Company's market capitalization.

Gary Wong, P.Eng., Vice-President Exploration of the Company, and a Qualified Person under the definition in National Instrument 43-101, has reviewed and approved the technical content of this release.

ON BEHALF OF THE BOARD OF DIRECTORS

Roger Walsh, *President & CEO*

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.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or the benefit of, any person in the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

Cautionary Note Regarding Forward Looking Statements: Certain disclosure in this release constitutes forward-looking statements. 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 obtain any government or other regulatory approvals required to complete the private placement and Company's planned exploration activities, that the Company is able to complete the private placement, 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. Such risk factors include, among others, that the private placement will not be completed, that actual results of the Company's exploration activities will be different than those expected by management and that the Company will be unable to obtain or will experience delays in obtaining any required government approvals or be unable to procure required equipment and supplies in sufficient quantities and on a timely basis. 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.

Appendix A. Location of Pen Gold Project between Lake Shore Gold's 144 Project and Goldcorp's Borden Project:
<http://media3.marketwire.com/docs/Rapier715.jpg>

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