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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 units (the "NFT Units") and flow through units (the "FT Units") on a best efforts basis at a price of \$0.10 per Non-Flow Through Unit (the "NFT Units") and \$0.115 per Flow Through Unit (the "FT Units") for aggregate proceeds of up to \$2,500,000 (the "Offering").

Each of the NFT units and FT Units will include a transferable common share purchase warrant that will entitle the holder to purchase one common share at an exercise price of \$0.15 for a period of 24 months. The Company reserves the right to increase the size of the private placement or to modify the type, nature and/or price of the units for any reason. The Offering and any modification to it are subject to compliance with applicable securities laws and 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. Secutor Capital Management Corp., as well as other parties, are acting as finders on this financing.

The proceeds from the issuance of the FT Units will be used to incur Canadian Exploration Expenses on the Issuer's Pen Gold Project located in the Province of Ontario, and the proceeds from the NFT Units will be used by the issuer for general working capital.

The results of the Company's summer exploration program and winter drilling program were summarized in detail in the Company's news release dated December 6, 2016.

Diamond drilling work permits are in place and Rapier has finalized a winter drill program of approx. 3,000 m in three areas of the Pen Gold Project;

- Area 1 - Nib Yellowknife Area - exploration extensions of anomalous values and determine what the width and possible strike length are, once attitude of mineralization is determined. 3-4 holes
- Area 2- Broadsword Area - Determine if grade and thickness warrant further work. 2-3 holes
- Area 3 - Talc Mine Area - 5-7 holes to explore extension of New Vein Zone from hole PG13-108
- Follow up for Areas 1 - 3. 10 holes; these will be allocated depending on results from the previous drilling. Targets along the Eastgate-Westgate and Porphyry trends will be investigated during the program and drill holes diverted there if warranted. The three areas are shown in Appendix 1.

High resolution aero magnetics will be flown in late winter to early spring over the Pen Gold South and newly staked grounds, totally over 12,000 hectares, to complete the geophysics coverage and to aid in geological interpretation and exploration targeting for the 2017 summer field season.

Speaking of the financing, Roger Walsh, the Company's President, stated, "The Company's exploration strategy has been in process since early last year where the summer exploration program, designed to deliver high value drill targets, would be funded by capital raising in late 2016. This is consistent with the corporate presentations and information provided to the market and shareholders. There has been a significant delay in raising this funding which is directly attributable to the Company providing exclusivity to a company that presented a business transaction. In compliance with the conditions of that exclusivity, the Company refrained from raising funds while the Special Committee evaluated a proposal for a potential business transaction." See news release of February 15, 2017.

Certain directors and officers of the Company may acquire securities under the private placement. Such participation is 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.

Pen Gold Project Summary

● The Company's activities are exclusively focused on exploring the Pen Gold Project, comprising approximately 19,333 hectares (approximately 193 sq. km.) located on Highway 101, 75 km south west of Timmins, Ontario. (See Appendix 2). The project is approximately 45 km southwest of Tahoe Resources Timmins West Mine and the recently discovered 144 Exploration Area.

- Tahoe Resources (formerly Lakeshore Gold) are conducting an extensive exploration program on 144 Exploration Area, which is outlined in a very comprehensive section of the company's website:
<http://www.lsgold.com/Mines-Projects-Properties/Review-of-Properties/Timmins-West-complex/144-Gap-Zone-Discovery>
- The Pen Gold Project is located approximately 85 km northeast of Goldcorp's Borden Gold Project. In March 2015 Goldcorp acquired this project in the takeover of Probe Mines for \$526 million. Goldcorp are actively advancing the Borden Gold Project as a source of ore for the 11,000 tpd Dome Mill, located 160 km away in Timmins.
- The Pen Gold Project appears to be on 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 of gold to date.
- Probe Metals acquired the Ivanhoe Project located to the west of Rapier's Pen Gold Project and the West Porcupine and Ross Properties to the east of the Pen Gold Project.

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 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 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 financing, 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.

To view Appendix 1, please visit the following link: <http://media3.marketwire.com/docs/1086340Appendix1.jpg>.

To view Appendix 2, please visit the following link: <http://media3.marketwire.com/docs/1086340Appendix2.jpg>.

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