

VANCOUVER, BRITISH COLUMBIA--(Marketwired - Mar 7, 2017) - [Rapier Gold Inc.](#) (TSX VENTURE:RPR) ("Rapier" or the "Company") releases a letter to shareholders providing Rapier's perspective regarding Delbrook Capital Advisors Inc.'s ("Delbrook") carefully orchestrated scheme to snatch control of Rapier in order to force the Company into a highly speculative, risky and shady transaction that has been structured, coordinated and aggressively promoted by Delbrook and its co-conspirators to serve their own private interests.

Shareholders are reminded the only way to stop Delbrook from destroying the value of their investment is to vote their BLUE proxy FOR the current Rapier Board and its consistently articulated plan to continue and complete high quality exploration work on the Pen Gold Project. Shareholders' BLUE proxies must be received by 10:00 a.m. (Pacific Time) on March 28, 2017.

Shareholders with questions or who need help voting should contact Kingsdale Advisors at 1-855-682-8087 toll-free in North America, or 1-416-867-2272 outside of North America, or by email at contactus@kingsdaleadvisors.com.

The full copy of the letter is set out below:

Dear Fellow Shareholder:

By now you are likely aware that Delbrook Capital Advisors Inc. ("Delbrook") has nominated a slate of individuals (the "Dissident Nominees") to replace Your Board at the upcoming Annual General Meeting. You should also be aware that this puts Your Company at significant risk!

Delbrook is Misleading You

Delbrook has publicly provided a number of false rationales for its attempt to replace Your Board. In fact, the detailed disclosures contained in the accompanying management information circular will reveal to you that Delbrook's attempt to replace Your Board is the culmination of a carefully orchestrated scheme to snatch control of Your Company and its strategic direction in order to serve its own carefully concealed interests and those of its co-conspirators.

You will discover that, as part of this scheme, Delbrook has:

- 1. Consistently attempted to exert undue control over Your Board, including by trying to force its way onto Your Board without shareholder support*
- 1. Steered significant blocks of Rapier Shares into the hands of a pack of co-conspirators (together with Delbrook, the "Delbrook Pack") resulting in the Delbrook Pack now controlling between 30-40% of the outstanding Rapier Shares*
- 1. Continually used threats and bullying tactics, including this attempt to replace Your Board, to try to force Your Company into a highly speculative, risky and, in our view, shady multi-party merger transaction promising a doubtful "premium" for Our Public Shareholders (the "Delbrook Pack Transaction") that has been structured, coordinated and aggressively promoted by the Delbrook Pack to serve its own private interests.*
- 1. Used concealment and misdirection, including by not telling you (until we pulled their skeleton out of the closet) about the Delbrook Pack Transaction and that two of the Dissident Nominees were key negotiators for the other side, in order to advance the Delbrook Pack's private agenda.*

What Delbrook Didn't Want You to Know

Since mid-October, Delbrook has been attempting to browbeat Your Board into hastily agreeing to implementation of the highly speculative, risky and shady Delbrook Pack Transaction.

Though the terms of the Delbrook Pack Transaction have shifted repeatedly since it was first presented to Your Board for consideration, its fundamental terms include the following:

- 1. The acquisition of all of the issued and outstanding Rapier Shares in exchange for shares of a public shell company (the "Shell Company Acquiror") with no assets and significant liabilities that is controlled by a member of the Delbrook Pack, was introduced to Rapier by Delbrook and was represented in negotiations by Darren Blasutti and Paul Parisotto, two of Delbrook's Dissident Nominees*
- 1. The concurrent acquisition by the Shell Company Acquiror from one or more third parties of a portfolio of recycled assets having questionable value and significant liabilities*

1. A concurrent speculative financing of the Shell Company Acquiror that includes Delbrook as the anchor investor and will exclude Our Public Shareholders

What You Don't Know Will Likely Hurt You

A special committee of independent members of Your Board (the "Special Committee") undertook a careful, time-consuming and costly review of the Delbrook Pack Transaction for the protection of Our Public Shareholders and Your Company.

The Special Committee was consistently denied the information it required to properly evaluate the Delbrook Pack Transaction and was pressured to commit Your Company to the transaction without that information and without sufficient time to properly negotiate its terms. When Your Board resisted the Delbrook Pack's unreasonable and self-interested demands to rush into the Delbrook Pack Transaction, noting the significant danger posed to Our Public Shareholders and Your Company in doing so, Delbrook made numerous threats to replace Your Board and initiate legal proceedings against the members of Your Board.

Delbrook's dishonest campaign to replace Your Board with the Dissident Nominees is the culmination of these threats. Having failed to strong-arm Your Board into agreeing to the Delbrook Pack Transaction, Delbrook is now pursuing a 'Trojan horse' strategy to snatch control of Your Company and its strategic direction in order to carry out the Delbrook Pack's carefully concealed scheme at your expense.

Delbrook and the Dissident Nominees intentionally concealed from you the Delbrook Pack Transaction and their central role in structuring, coordinating and promoting the transaction, publicly misrepresenting that neither Delbrook nor any of the Dissident Nominees has any material interest, direct or indirect, in any proposed transaction which has materially affected or will materially affect Your Company.

What else are Delbrook and its co-conspirators concealing from you?

Stick With What (and Who) You Know and Can Trust: Rapier's Best Alternative Remains Your Board's Consistently Articulated Strategy for Creating Value and Your Board has the Proven Integrity and Diverse Skillset Needed to Execute That Strategy

Delbrook has disclosed that its proposed slate of "independent" director nominees "has been selected for their diverse but relevant skill and experience." In fact, all four Dissident Nominees are trained accountants. Your Board has serious reservations about the ability of a board comprised entirely of members with apparent financial but no technical expertise to develop a suitable corporate strategy for a grassroots exploration company like Rapier whose core competency at this stage in its development is geoscience. The likelihood is that the Dissident Nominees, two of which are representatives of the Shell Company Acquiror, were not selected for their skill and experience but for their willingness to rubber-stamp the Delbrook Pack's highly speculative, risky and shady Delbrook Pack Transaction on terms that Your Board determined not to be in the best interests of Your Company and Our Public Shareholders.

We know from numerous discussions with Our Public Shareholders that the vast majority of you share Your Board's view that Rapier benefits from a very valuable land position in a key geological region and that Your Company's focus in the short term should remain on completing high quality exploration work on its flagship Pen Gold Project in order to create value. Your Board has the experience, knowledge and professional and technical skillset, and is supported by best-in-class technical teams on the ground, needed to execute on that vision.

We have continued to demonstrate this in spite of significant recent disruption caused by the Delbrook Pack and its self-interested attempts to force the highly speculative, risky and shady Delbrook Pack Transaction on Your Company. The most recently completed fiscal quarter was very successful from the perspective of continuing to carry out Your Company's ambitious exploration program. A significant amount of expenditure was allocated to direct exploration, including mapping, prospecting, surface grab and channel sampling an area of 3,300 hectares, or roughly 20% of the Pen Gold Project area. In November, the Company staked twelve claims totaling 2,173 hectares adjoining the eastern and southern boundaries of Pen Gold Project. These claims bolster Your Company's land position and also allow for testing of concepts within our exploration model, while limiting encroachment on the property by other claimholders.

Going forward, we expect that things will only improve. Having recently been freed from exclusive negotiations with the Shell Company Acquiror that prevented any pursuit of financing alternatives for several months, Your Company is now in a position to raise the funding required to ensure it will be able to continue Your Board's well-developed and consistently articulated strategy of focusing on exploring the highly prospective Pen Gold Project. To that end, on February 20, Your Board announced a private placement offering of up to \$2.5 million, which is expected to provide Rapier with the funds it needs to, among other things, execute a substantial Winter drilling program budgeted at \$850,000 and exploration work during the summer field season budgeted at \$500,000.

We urge you to review the accompanying management information circular carefully and in its entirety in order to become more fully acquainted with the dangers posed to Your Company by Delbrook, the Dissident Nominees and the highly speculative,

risky and shady Delbrook Pack Transaction. After reviewing its disclosure, Your Board knows you will agree that it is by continuing to fund the high quality exploration work that we have been carrying out on the Pen Gold Project, and not by rushing into transactions with questionable benefits and significant risks like the Delbrook Pack Transaction, that value will be created for Our Public Shareholders.

Your Vote Counts No Matter How Many Shares You Own

You have a clear choice between:

Delbrook's self-interested 'Trojan horse' Dissident Nominees, who threaten to rush Your Company into a highly speculative, risky and shady transaction.

OR

Your Board Nominees, who have the vision and plan needed to create value from the Pen Gold Project and a proven track record of putting the interests of Your Company and Our Public Shareholders first.

The choice is clear: Vote your BLUE proxy "FOR" Your Current Board.

Now is a critical moment for your Rapier investment.

Your BLUE proxy must be received by 10:00 a.m. (Pacific Time) on March 28, 2017

If you have any questions please contact Kingsdale Advisors at 1-855-682-8087 toll-free in North America, or 1-416-867-2272 outside of North America, or by email at contactus@kingsdaleadvisors.com.

Sincerely,

Roger Walsh, President & CEO and Director

Daryl Hodges, Director

William John Blake, Director

Claude Oberson, Director

The Board of Directors

Advisors

Rapier has retained Kingsdale Advisors as its strategic shareholder advisor, proxy solicitation agent, and communications advisor. Fasken Martineau DuMoulin LLP is acting as legal advisor to the Rapier Board in connection with the Annual General Meeting.

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.

Cautionary Note Regarding Forward Looking Statements: Certain disclosure in this release may constitute 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.

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