

Leading Proxy Advisors Glass Lewis and ISS Recommends Rapier Gold Shareholders Vote "FOR" the Arrangement with GFG Resources

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VANCOUVER, Feb. 5, 2018 - [Rapier Gold Inc.](#) ("Rapier" or the "Company") (TSX VENTURE:RPR) is pleased to announce that Glass Lewis & Co ("Glass Lewis") and International Shareholder Services ("ISS"), two leading independent proxy voting advisory firms, have recommended that Rapier shareholders vote "FOR" the resolution approving the arrangement with [GFG Resources Inc.](#) (the "Transaction").

In reaching its recommendation that Rapier shareholders vote "FOR," Glass Lewis stated: "(The transaction) brings closure to a lengthy period of uncertainty for Rapier and allows management of the combined firm to focus principally on the development of the merged resource base."

ISS, for its part, stated: "The Arrangement makes strategic sense as it will provide the company's shareholders with (a) premium to the unaffected share price and will allow shareholders to continue to participate in the Pen Gold project as part of a larger diversified resulting issuer. Moreover, the arrangement is expected to strengthen the balance sheet and enhance capital markets profile of the combined company."

"We are pleased that the proposed transaction has gained the support of ISS and Glass Lewis, two respected independent proxy advisors," said David Lotan, Interim CEO of Rapier. "While we are seeing strong support for the arrangement agreement, it is important that all our securityholders submit their proxies and participate in the process."

In addition, Glass Lewis and ISS have recommended that Rapier shareholders vote "FOR" the deferred share unit resolution also being considered at the same meeting as the Transaction.

Securityholders are reminded every vote counts, regardless of how many securities they own and to vote their proxies by February 13th, 2018 at 9:00 a.m. (Toronto time).

If you have any questions, please contact Shorecrest Group, our agent, by telephone at 1-888-637-5789 toll-free in North America or by e-mail at contact@shorecrestgroup.com.

About Rapier Gold Inc.

[Rapier Gold Inc.](#) is a Canada-based gold mining and exploration company, listed on the TSX.V on March 8, 2013. Rapier's activities are solely focused on exploring the Pen Gold Project which comprises 16,448 hectares (approximately 160 sq. km), 75 km southwest of Timmins, Ontario, in close proximity to the western extension of the Porcupine-Destor Deformation (Fault) Zone, one of the most productive gold structures in the world. For more information, please visit our website: www.rapiergold.com.

About Glass Lewis

Glass Lewis is the leading independent provider of global governance services, helping institutional investors understand and connect with the companies they invest in. Glass Lewis empowers more than 1,200 institutional investors to make sound voting decisions at more than 20,000 meetings a year by uncovering and assessing governance, business, legal, political and accounting risks at issuers domiciled in 100 countries.

About Institutional Shareholder Services

Institutional Shareholder Services Inc. is the world's leading provider of corporate governance and responsible investment (RI) solutions for asset owners, asset managers, hedge funds, and asset service providers. ISS' solutions include: objective governance research and recommendations; RI data, analytics, and research; end-to-end proxy voting and distribution solutions; turnkey securities class-action claims management; and reliable global governance data and modeling tools. Institutional clients turn to ISS to

apply their corporate governance views, identify environmental, social and governance risk, and manage their complete proxy voting needs on a global basis. ISS analysts have unique expertise and insight on the governance and RI landscape, local market voting practices and regulatory requirements, along with expertise in varied fields such as law, M&A, compensation, and analytics.

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