

# ANNOUNCEMENT



RESOURCE CAPITAL  
GOLD CORP

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## RESOURCE CAPITAL GOLD CORP.

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### RESOURCE CAPITAL GOLD CLOSES SECOND TRANCHE OF NON-BROKERED FINANCING

March 15, 2018

TSX-V: RCG

**RESOURCE CAPITAL GOLD CORP. (TSX-V: RCG)** ("**RCG**" or the "**Company**") is pleased to announce the closing of the second and final tranche of its previously-announced non-brokered private placement financing of units ("**Units**") of the Company at an issue price of \$0.09 per Unit and units issued on a flow-through basis at a price of \$0.10 per flow-through unit (the "**FT Units**") (the Units and FT Units collectively, the "**Offering**"). Each Unit consists of one common share (a "**Common Share**") and one half of one common share purchase Warrant (each whole common share purchase warrant, a "**Warrant**"). Each FT Unit issued on a flow-through basis consists of one Common Share and one half of one Warrant. Each Warrant is transferable and entitles the holder to acquire one Common Share until March 15, 2020 at a price of C\$0.12.

Further to its press releases dated February 13, 2018 and March 2, 2018, the Company completed the second and final tranche of the Offering through the issuance of 2,333,333 Units and 4,400,000 FT Units at a price of \$0.10 per FT Unit, for total aggregate proceeds of C\$650,000.02.

In connection with the second tranche, certain eligible persons (the "**Finders**") were paid a cash commission equal to 6% of the proceeds raised from subscribers introduced to the Company by such Finders, and issued finder warrants (the "**Finder Warrants**") equal to 6% of the securities purchased by such subscribers. Each Finder Warrant entitles the holder thereof to purchase one Common Share for a period of two (2) years from the closing of the Offering at a price of \$0.12 per Common Share.

The aggregate gross proceeds raised by the Company pursuant to both tranches of the Offering was \$2,850,000.01.

The gross proceeds from the sale of the FT Units will be used to fund work on the Company's properties as qualifying Canadian Exploration Expenses as defined in subsection 127(9) of the *Income Tax Act* (Canada) which will be renounced to the subscribers with an effective date of December 31, 2018.

The net proceeds from the sale of the Units will be used for advancing the Company's projects, working capital and general corporate purposes.

Pro group participation in the Offering totaled 2,300,000 FT Units. Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including the approval of TSX Venture Exchange. All securities issued under the Offering are subject to a four-month and one day statutory hold period pursuant to applicable securities legislation.

The Offering constituted a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 ("**MI 61-101**") as an insider of the Company subscribed for an aggregate of 1,777,778 Units pursuant to the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the first tranche of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**") or any U.S. state securities laws, and may not be offered or sold in the United States of America or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
RESOURCE CAPITAL GOLD CORP.**

*"Jack R. Cartmel"*

Jack R. Cartmel  
Interim CEO and President

**For more information, please contact:**

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## **Forward-Looking Statements**

*This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words "believes," "may," "plans," "will," "anticipates," "intends," "could", "estimates", "expects", "forecasts", "projects" and similar expressions, and the negative of such expressions. Forward-looking information in this news release may include statements about the Company's plans for Dufferin or its other projects and the respective timing for completion of any activities to further such plans, the results of the Preliminary Economic Assessment on the Dufferin Project or any other of the Company's projects ("PEA") and the ability of the Company to achieve those results, including capital and operating costs, mine life, anticipated internal rate of return and net present value, payback period, ramp-up periods, production costs, production parameters, recovery rates, assumptions on which the PEA is based including metal prices and exchange rates, and the Company's prospects for growth and the ability to attain such growth.*

*Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including, without limitation, risks as a result of the Company having a limited operating history, uncertainty as to the ability to achieve the results described in the PEA as the PEA is preliminary in nature and may have a wide variance from actual results, risks from making a production decision without any feasibility study completed on the Company's properties, uncertainty regarding the inclusion of inferred mineral resources in the mineral resource estimate which are too speculative geologically to be classified as mineral reserves, uncertainty regarding the ability to convert any part of the mineral resource into mineral reserves, uncertainty involving resource estimates and the ability to extract those resources economically, or at all, uncertainty involving drilling programs and the Company's ability to expand and upgrade existing resource estimates, any applicable regulatory processes and actions, risks applicable to mining operations generally, and risk as a result of the Company being subject to certain covenants with respect to its activities by creditors, as well as other risks.*

*Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, and other factors that management believes are relevant and reasonable in the circumstances at the date such statements are made. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.*

*All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.*

*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.*

***This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.***