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**SOLEIL CAPITAL AND GOLDPLAY EXPLORATION ANNOUNCE OVER-SUBSCRIPTION OF FINANCING
AND PROVIDE UPDATED DISCLOSURE REGARDING THE RESULTING ISSUER**

February 22, 2018, Calgary, Alberta: Soleil Capital Corp. (TSX.V: SOLE.P - the “**Company**” or “**Soleil**”), a capital pool company (a “**CPC**”), is pleased to provide an update on the over-subscribed financing (the “**Goldplay Financing**”) that was required to be completed by Goldplay Exploration Ltd. (“**Goldplay**”) in connection with the previously announced amalgamation of Soleil and Goldplay (the “**Amalgamation**”). This news release also updates and amends information contained in the joint information circular (the “**Circular**”) of Soleil and Goldplay dated January 10, 2018. A copy of the Circular is available under Soleil’s profile on the SEDAR website at www.sedar.com.

Over-Subscribed Goldplay Financing

The Company had previously anticipated (see September 21, 2017 and November 20, 2017 press releases and reference to the “**Concurrent Brokered Financing**” in the Circular) that Goldplay would close the Goldplay Financing for maximum gross proceeds of up to \$1.5 million through the issuance of up to 5,000,000 subscription receipts (the “**Subscription Receipts**”) at a price of \$0.30 per Subscription Receipt (the “**Offering Price**”). As a result of significant interest received by Goldplay, Soleil and Goldplay agreed to close on the over-subscribed amount of 7,501,239 Subscription Receipts at the Offering Price for gross proceeds of approximately \$2.25 million. The Goldplay Financing was completed on February 16, 2018 and funds are being held in escrow by TSX Trust Company, as subscription receipt agent, pending completion of the Amalgamation. On the closing date of the Amalgamation, the subscription funds, less commissions payable thereon, will be released to Goldplay.

Immediately prior to the Amalgamation being effected, each Subscription Receipt will automatically convert, at no additional cost to the holder, to one post-consolidation share in the capital of Goldplay, which will then be exchanged for a common share (each a “**Resulting Issuer Share**”) in the capital of the Resulting Issuer (as defined in TSX Venture Exchange (the “**Exchange**”) Policy 2.4) on a 1:1 basis at the effective time of the Amalgamation.

In conjunction with the closing of the Goldplay Financing, Goldplay issued an aggregate of 41,066 compensation warrants (the “**Compensation Warrants**”) and paid M Partners Inc.’s (the “**Agent**”) out-of-pocket expenses (including legal + taxes) of \$34,115.73. On the effective date of the Amalgamation, Goldplay will also pay cash commissions totaling \$15,271.99 to or at the direction of the Agent. Each Compensation Warrant will ultimately entitle the holder to acquire one Resulting Issuer Share at a price of \$0.30 per share for a period of 2 years following the date of issuance. The Compensation Warrant Certificates are being held in escrow by the Agent’s lawyer and will be released to the Agent on the closing date of the Amalgamation.

Non-Brokered Financing with Strategic Investors

Within 30 days following the completion of the Amalgamation, the Resulting Issuer anticipates completing an additional non-brokered private placement (the “**Strategic Financing**”) (referred to as the “**Concurrent Non-Brokered Financing**” in the Circular) of up to 3,333,334 Resulting Issuer Shares

at the Offering Price to arm's length strategic investors and their associates and affiliates for additional gross proceeds of up to \$1 million.

It is expected that the proceeds of the Goldplay Financing and the Strategic Financing will be used to fund the costs associated with completing the Amalgamation, exploration on the Resulting Issuer's properties, concession taxes due on the Resulting Issuer's Mexican properties and for general working capital (see below for further details).

Closing of the Amalgamation

Meetings of the shareholders of Soleil and Goldplay will be held on February 26, 2018 for, among other things, the purpose of obtaining approval of the Amalgamation. The Company currently anticipates that the Amalgamation will be completed on March 1, 2018.

The Resulting Issuer

Assuming that no shareholders of Goldplay or Soleil dissent to the Amalgamation, immediately upon completion of the Amalgamation there will be 29,534,572 Resulting Issuer Shares issued and outstanding (34,140,600 Resulting Issuer Shares on a fully-diluted basis). Assuming that no shareholders of Goldplay or Soleil dissent to the Amalgamation, upon completion of the Amalgamation and the Strategic Financing, there will be approximately 32,867,906 Resulting Issuer Shares issued and outstanding (37,807,268 Resulting Issuer Shares on a fully-diluted basis), with:

- (i) former Soleil shareholders holding 6,200,000 Resulting Issuer Shares, representing 21.0% of the outstanding Resulting Issuer Shares upon completion of the Amalgamation or 18.9% of the Resulting Issuer Shares upon completion of the Amalgamation and assuming the Strategic Financing is fully subscribed;
- (ii) former Goldplay shareholders (not including subscribers under the Goldplay Financing or the Strategic Financing) holding 15,833,333 Resulting Issuer Shares, representing 53.6% of the outstanding Resulting Issuer Shares upon completion of the Amalgamation or 48.2% of the Resulting Issuer Shares upon completion of the Amalgamation and assuming the Strategic Financing is fully subscribed;
- (iii) subscribers under the Goldplay Financing holding 7,501,239 Resulting Issuer Shares, representing 25.4% of the outstanding Resulting Issuer Shares upon completion of the Amalgamation or 22.8% of the Resulting Issuer Shares upon completion of the Amalgamation and assuming the Strategic Financing is fully subscribed; and
- (iv) the subscribers under the Strategic Financing holding 3,333,334 Resulting Issuer Shares, representing 10.1% of the outstanding Resulting Issuer Shares upon completion of the Amalgamation and assuming the Strategic Financing is fully subscribed.

Update to Disclosure in Circular

In contemplation of the meetings of the shareholders of Goldplay and Soleil, respectively, and as a result of the over-subscribed Goldplay Financing and the anticipated Strategic Financing, Soleil and Goldplay wish to amend and update certain of the disclosure set forth in the Circular with a view to

ensuring that readers have the most current information available prior to considering and voting on the Amalgamation.

For the purposes of the following disclosure, “Min. Financing” or “Minimum Financing” refers to the now-closed Goldplay Financing, and “Max. Financing” or “Maximum Financing” refers to the now-closed Goldplay Financing and assumes the proposed additional Strategic Financing is fully subscribed. Other terms used but not defined have the meanings ascribed thereto in the Circular.

Information regarding the Resulting Issuer’s fully diluted capitalization previously set out on page 3 of Appendix G in the Circular is updated as follows:

PRO FORMA CONSOLIDATED CAPITALIZATION

Fully Diluted Share Capital

The following table describes and summarizes the diluted share capital of Resulting Issuer following the completion of the Amalgamation:

Designation of Security	Amount Outstanding (Min. Financing)	Percentage (%) of Total	Amount Outstanding (Max. Financing)	Percentage (%) of Total
Resulting Issuer Shares issuable for Soleil Shares issued as of the date of this Circular ⁽¹⁾ :	6,200,000	18.2%	6,200,000	16.4%
Resulting Issuer Shares issuable for Goldplay Shares issued as of the date of this Circular ⁽¹⁾ :	15,833,333	46.4%	15,833,333	41.9%
Resulting Issuer Shares reserved for closing of the Goldplay Financing ⁽¹⁾ :	7,501,239	22.0%	7,501,239	19.8%
Resulting Issuer Shares reserved for closing of the Strategic Financing ⁽¹⁾ :	Nil	N/A	3,333,334	8.8%
Resulting Issuer Shares reserved for issuance upon exercise of the Soleil Options ⁽¹⁾ :	620,000	1.8%	620,000	1.6%
Resulting Issuer Shares reserved for issuance upon exercise of the Soleil Agent’s Warrants ⁽¹⁾ :	500,000	1.5%	500,000	1.3%
Resulting Issuer Shares reserved for issuance upon exercise of the Goldplay Warrants ⁽¹⁾ :	1,111,505	3.2%	1,111,505	2.9%
Resulting Issuer Shares reserved for issuance upon exercise of the Goldplay Compensation Warrants ⁽¹⁾ :	41,066	0.1%	41,066	0.1%
Resulting Issuer Shares to be reserved for the exercise of Resulting Issuer Options to be granted on the Effective Date after completion of the Amalgamation ⁽²⁾ :	1,750,000	5.1%	1,750,000	4.6%
Remaining Resulting Issuer Shares to be reserved for the exercise of Resulting Issuer Options available for grant under the Resulting Issuer Stock Option Plan ⁽³⁾ :	583,457	1.7%	916,790	2.4%
Total fully diluted Share capitalization:	34,140,600	100%	37,807,268	100%

Notes:

(1) Assumes the consolidation of share capital to be completed by each of Goldplay and Soleil immediately prior to the Effective Time of the Amalgamation (see “Effect of the Amalgamation – Goldplay Shares and Soleil Shares” in the body of the Circular).

Information regarding the Resulting Issuer's funds available and principal purposes of such funds previously set out on page 4 of Appendix G in the Circular is updated as follows:

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Funds Available

Source of Funds	Approx. Amount (Min. Financing) (\$)	Approx. Amount (Max. Financing) (\$)
Soleil estimated consolidated working capital ⁽¹⁾	\$866,590	\$866,590
Goldplay estimated consolidated working capital ⁽¹⁾	\$81,781	\$81,781
Estimated net proceeds from the Goldplay Financing ⁽²⁾	\$2,112,170	\$2,112,170
Proceeds from the Strategic Financing	Nil	\$1,000,000
TOTAL ESTIMATED FUNDS AVAILABLE TO THE RESULTING ISSUER (unaudited):	\$3,060,541	\$4,060,541

Notes:

(1) Estimated as at December 31, 2017.

(2) Net of an estimated \$138,200 expenses related to the Goldplay Financing (including, the Agent's out-of-pocket expenses, commission payable, the subscription receipt agent fees and legal fees plus applicable taxes).

Principal Purposes of Funds

As at the date hereof, the proposed management of the Resulting Issuer following completion of the Amalgamation intends to use the funds available to the Resulting Issuer upon completion of the Amalgamation, in order of priority, substantially as set forth in the following table:

Use of Funds	Approx. Amount (Min. Financing) (\$)	Approx. Amount (Max. Financing) (\$)
Balance of costs of the Amalgamation ⁽¹⁾	\$257,261	\$257,261
Completion of Stage 1 work program on the El Habal Gold Property as recommended in the Technical Report ⁽²⁾	\$456,810	\$456,810
Based on and subject to results of Stage 1 work program, complete Stage 2 work program on the El Habal Gold Property as recommended in the El Habal Technical Report ⁽²⁾	\$537,500	\$537,500
Administrative costs for 12 month period after completion of the Amalgamation ⁽³⁾⁽⁴⁾ :	\$421,741	\$421,741
Concession taxes in Mexico	\$49,998	\$49,998
Unallocated working capital:	\$1,360,431	\$2,360,431

Notes:

Refer to page 5 of Appendix G of the Circular for details on the footnotes to this table.

Information regarding anticipated principal securityholders of the Resulting Issuer previously set out on page 5 of Appendix G in the Circular is updated as follows:

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and executive officers of Soleil and Goldplay as of the date hereof, it is anticipated that no persons or corporations will beneficially own or control, directly or indirectly, or

exercise control or direction over more than 10% of the issued and outstanding Resulting Issuer Shares following completion of the Amalgamation.

Information regarding the Directors and Executive Officers of the Resulting Issuer previously set out on pages 6-7 of Appendix G in the Circular is updated as follows:

DIRECTORS AND EXECUTIVE OFFICERS OF RESULTING ISSUER

The following table sets forth the name, municipality of residence and proposed office for each of the proposed directors and executive officers of Resulting Issuer following completion of the Amalgamation, together with the date they were appointed to their position at Soleil or Goldplay, as the case may be, and the number and percentage of Resulting Issuer Shares anticipated to be beneficially owned, or over which control or direction will be exercised, based on current and anticipated shareholdings in Soleil and Goldplay at the Effective Time:

Name, Municipality of Residence & Expected Position	Date Appointed as Director or Officer of Soleil/Goldplay	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares Held or Controlled Upon Completion of the Amalgamation and including the Goldplay Financing ⁽¹⁾
Marcio Fonseca ⁽²⁾ Vancouver, BC <i>President, CEO & Director</i>	June 18, 2014 (Director of Goldplay) Jan 1, 2017 (President & CEO of Goldplay)	Vice President Corporate Development SilverCrest Mines (2013 – 2015); and Division Director Macquarie Bank. Metals Energy Capital Division (2004 – 2013)	2,456,942 ⁽⁴⁾ 8.3%
Yaron Conforti Toronto, ON <i>Vice-President, Corporate Development</i>	October 1, 2017	Principal of Emmarentia Capital Corp., a private company engaged in principal investments and advisory services for venture-stage companies	1,574,377 ⁽⁵⁾ 5.3%
Gino DeMichele ⁽³⁾ Calgary, AB <i>Director</i>	Apr 20, 2017 (Director of Goldplay)	CEO of Vogogo Inc. (since Jun 2016), a risk management and payment services company listed on the TSXV; CEO of A2 Capital Management Inc. (since 2013), a private merchant bank; and former investment advisor with Macquarie Private Wealth (Oct 2009 – Jul 2013)	1,522,161 ⁽⁶⁾ 5.2%
Darren Bahrey Vancouver, BC ⁽³⁾ <i>Director</i>	Nov 28, 2012 (Director of Goldplay)	CEO and co-founder of DFX Exploration Ltd. (since Sep 2011), a private resources company; and former CEO of Oro Mining Ltd. (Sep 2004 – Nov 2011), a TSXV-listed company	1,345,311 ⁽⁷⁾ 4.6%
Blaine Bailey	Nov 8, 2012	Principal of Promaid Services Ltd., a	572,923

Burnaby, BC <i>CFO and Corporate Secretary</i>	(CFO of Goldplay)	private company that provides accounting and CFO services to public companies (since 2002); CFO of various TSXV-listed companies	1.9%
Michael Thomson ⁽²⁾ Calgary, AB <i>Director</i>	Oct 19, 2016 (Director of Soleil)	President and principal of Independent Capital Partners, a corporate financing consulting and advisory company	300,000 ⁽⁸⁾ 1.0%
Heye Daun Vredehoek, South Africa <i>Director</i>	July 10, 2017 (Director of Goldplay)	President of Osino Resources Corp., a private mining company; director of Lumina Gold Corp. (since Dec 2016); and former President and CEO of Ecuador Gold and Copper Corp. and former President and co-founder of Auryx Gold Corp., all of which are mining companies.	203,324 ⁽⁹⁾ 0.7%
Laura Diaz Mexico City, Mexico <i>Director</i>	Mar 26, 2013 (Director of Goldplay)	Lawyer. Mexican national and partner of DBR Lawyers. 22+ years as legal counsel for multiple public exploration and mining companies in Mexico, including small to mid- size Canadian mining companies operating in Mexico.	122,643 0.4%
Alan Friedman ⁽²⁾⁽³⁾ Toronto, ON <i>Director</i>	July 10, 2017 (Director of Goldplay)	President and CEO of Rivonia Capital Inc., a Canadian corporation providing market structuring, capital planning and administrative management services to private and public resource companies (since Sep 2006)	Nil 0%

Notes:

- (1) Information provided by the respective director or executive officer.
- (2) Proposed member of Audit Committee.
- (3) Proposed member of Compensation Committee.
- (4) 835,889 Resulting Issuer Shares of which will be held directly by Mr. Fonseca and 1,287,719 of which will be held by Margeo Consulting Inc., a private company owned and controlled by Mr. Fonseca, resulting from the exchange of Goldplay Shares for Resulting Issuer Shares on completion of the Amalgamation. In addition, Margeo Consulting Inc. will acquire 166,667 Resulting Issuer Shares and Mr. Fonseca will acquire 166,667 Resulting Issuer Shares on conversion of Goldplay Subscription Receipts after closing of the Amalgamation.
- (5) 338,874 Resulting Issuer Shares of which will be held directly by Mr. Conforti and 1,152,170 of which will be held by 2280730 Ontario Inc., a private company owned and controlled by Mr. Conforti, resulting from the exchange of Goldplay Shares for Resulting Issuer Shares on completion of the Amalgamation. In addition, Yaron Conforti will acquire 83,333 Resulting Issuer Shares on conversion of Goldplay Subscription
- (6) All of which Resulting Issuer Shares will be held by A2 Capital Management Inc., a private company owned and controlled by Mr. DeMichele, resulting from the exchange of Goldplay Shares for Resulting Issuer Shares on completion of the Amalgamation. In addition, A2 Capital Management Inc. will acquire 166,667 Resulting Issuer Shares on conversion of Goldplay Subscription Receipts after closing of the Amalgamation.
- (7) 1,310,311 Resulting Issuer Shares of which will be held by GoVenture Capital Ltd., a private company owned and controlled by Mr. Bahrey, resulting from the exchange of Goldplay Shares for Resulting Issuer Shares on completion of the Amalgamation. In addition, Darren Bahrey will acquire 35,000 Resulting Issuer Shares on conversion of Goldplay Subscription Receipts after closing of the Amalgamation.
- (8) All of which Resulting Issuer Shares will be held by Independent Capital Partners Inc., a private company owned and controlled by Mr. Thomson.
- (9) All of which Resulting Issuer Shares will be held by Apollo Nominees Incorporated, a private company owned and controlled by Mr. Daun.

After giving effect to the Amalgamation and the conversion of the Goldplay Subscription Receipts immediately thereafter, the number of Resulting Issuer Shares beneficially owned, directly or

indirectly, or over which control or direction will be exercised, by the proposed directors and executive officers of the Resulting Issuer, will be an aggregate of 8,097,681 Resulting Issuer Shares, options to purchase an aggregate of 1,848,623 Resulting Issuer Shares and warrants to purchase an aggregate of 1,111,505 Resulting Issuer Shares (approximately 27.4% and 32.4% of the estimated issued and outstanding Resulting Issuer Shares following completion of the Amalgamation, calculated on an undiluted basis and fully-diluted basis, respectively, and approximately 24.6% and 29.2% of the estimated issued and outstanding Resulting Issuer Shares following completion of the Amalgamation, calculated on a undiluted basis and fully-diluted basis, respectively, assuming the Strategic Financing if fully subscribed).

About Soleil Capital Corp.

Soleil is a CPC that completed its initial public offering of \$1,000,000 (gross proceeds) and obtained a listing on the Exchange in January 2017 (trading symbol: "SOLE.P"). Prior to entering into the letter of intent which superseded the Agreement, Soleil did not carry on any active business activity other than reviewing potential transactions that would qualify as Soleil's Qualifying Transaction.

About Goldplay Resources Ltd.

Goldplay was incorporated on November 8, 2012, under the *Business Corporations Act* (British Columbia). Goldplay's principal business is mineral exploration. The head office of Goldplay is located at 250 University Ave., Suite 238, Toronto, Ontario M5H 3E5.

Goldplay is a junior exploration company focused on the Rosario Gold District, Sinaloa, Mexico. The Rosario District is a historical gold and silver district that includes the multi-million ounce historic high grade Au-Ag Rosario Mine, which reportedly operated for 250 years. Goldplay's team has over 30 years' experience with senior roles in exploration, financing, development in the mining industry, including extensive exploration experience in the Rosario District, leading to previous successful discoveries.

Goldplay also owns optioned interests in certain unpatented mining claims located in Nevada, USA.

For further information on Goldplay, contact:

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Cautionary Note

The completion of the Amalgamation is subject to a number of conditions including, without limitation, approval of the Exchange and the approval of the shareholders of Goldplay and Soleil. Where applicable, the Amalgamation cannot close until the required approvals have been obtained. There can be no assurance that the Amalgamation will be completed as proposed or at all.

ON BEHALF OF THE BOARD OF DIRECTORS:

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Disclaimer for Forward-Looking Information

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect Soleil's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release include information relating to the business plans of Soleil, Goldplay, and the Resulting Issuer, the Goldplay Financing, the Strategic Financing and the Amalgamation (including Exchange approval and the closing of the Amalgamation). Such statements and information reflect the current view of Soleil. Risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following risks:

- there is no assurance that the Strategic Financing will be completed or as to the actual offering price or gross proceeds to be raised in connection with the Strategic Financing.
- there is no assurance that Soleil and Goldplay will obtain all requisite approvals for the Amalgamation, including the approval of the Soleil Shareholders and Goldplay Shareholders, or the approval of the Exchange for the Amalgamation (which may be conditional upon amendments to the terms of the Amalgamation);
- following completion of the Amalgamation, the Resulting Issuer may require additional financing from time to time in order to continue its operations. Financing may not be available when needed or on terms and conditions acceptable to the Resulting Issuer;
- new laws or regulations could adversely affect the Resulting Issuer's business and results of operations; and
- the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance.

There are a number of important factors that could cause Soleil's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: currency fluctuations; limited business history of Soleil; disruptions or changes in the credit or security markets; results of operation activities and development of projects; project cost overruns or unanticipated costs and expenses, fluctuations in commodity prices, and general market and industry conditions.

Soleil cautions that the foregoing list of material factors is not exhaustive. When relying on Soleil's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Soleil has assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF SOLEIL AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE SOLEIL MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

This press release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Completion of the Amalgamation is subject to a number of conditions, including but not limited to, Exchange acceptance. There can be no assurance that the Amalgamation will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the information circular prepared in connection with the Amalgamation, any information released or received with respect to the Amalgamation may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Amalgamation and has neither approved nor disapproved the contents of this press release.

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 press release.