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Scorpion Resources Inc.

(TSX.V-SR.P)

**Scorpion Resources Inc. Announces
Agreement for Qualifying Transaction**

VANCOUVER, BRITISH COLUMBIA--(September 4, 2013) – Scorpion Resources Inc. (“**Scorpion**” or the “**Company**”) (TSX.V: SR.P), a Capital Pool Company, is pleased to announce the signing of an agreement dated August 27, 2013 with MAG Exploration Services Inc. (“**MAG**”), pursuant to which Scorpion will acquire up to 80% of MAG’s right, title, and interest in and to 173 mineral claims and 7 mineral exploration permits located in Pima County, Arizona and collectively referred to as the CWT Property (collectively referred to as the “**Property**”)(the “**Proposed Transaction**”).

The Company

Scorpion was incorporated under the provisions of the *Business Corporations Act* (British Columbia) on October 19, 2011 and is a capital pool company (“**CPC**”) as defined in Policy 2.4 (the “**CPC Policy**”) of the TSX Venture Exchange (the “**Exchange**”). It is intended that the acquisition of the Property will constitute Scorpion’s Qualifying Transaction as such term is defined in the CPC Policy. The Proposed Transaction is an arm’s length transaction and therefore will not be subject to shareholder approval. Upon completion of the Proposed Transaction, it is expected that Scorpion will be listed on the Exchange as a Tier 2 mining issuer.

The Vendor

MAG Exploration Services Inc. is a private corporation incorporated pursuant to the laws of the State of Arizona, and holds unpatented mining claims and mineral exploration permits in Pima County, Arizona. Mark Glenn, a resident of the State of Arizona, controls all of the shares of MAG and is its sole director and officer.

The Property

The Property consists of 173 unpatented mining claims, and 7 mineral exploration permits situated in Township 17 South, Range 12 East, Gila and Salt River Meridian, Pima County, Arizona. MAG holds a 100% interest in the Property.

The Property contains the CWT mine, a historic underground operation which produced Zn-Cu-Pb-Ag, and was formerly owned by the Continental Materials Corp. The CWT

produced approximately 69,000 tons of ore in 1967. The CWT includes a 1,000 foot deep shaft and extensive underground workings. The Property is located adjacent to ASARCO's Mission Complex and Freeport McMoran's Sierrita Mine and Twin Buttes Mine in Pima County, Arizona. There have been 38 core holes drilled in the immediate area of the Property. MAG has performed assaying work, geologic mapping and geophysics on the Property.

The Company intends to engage a firm for the purpose of preparing a technical report on the Property in accordance with *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* ("NI 43-101"). That report will include a proposed work program and budget for the exploration and development of the Property. The Company anticipates that it will be able to cover the costs of exploration and development with its existing resources, however, if the costs are greater than anticipated, the Company may need to obtain further financing, and would complete a financing prior to, or concurrent with closing of the Qualifying Transaction.

Summary of the Proposed Qualifying Transaction

Pursuant to the Agreement the Company can earn up to an undivided 80% interest in and to the Property upon the following terms:

1. The Company shall earn a 50% interest by making the following payments and expenditures:
 - a. US\$50,000 in cash upon signing the Agreement;
 - b. 1,000,000 common shares of the capital stock of the Company upon regulatory approval;
 - c. US\$75,000 cash and 1,000,000 common shares on or before the first anniversary of regulatory approval;
 - d. US\$100,000 and 1,000,000 common shares on or before the second anniversary of regulatory approval;
 - e. US\$150,000 and 1,000,000 common shares on or before the third anniversary of regulatory approval;
 - f. US\$250,000 and 1,000,000 common shares on or before the fourth anniversary of regulatory approval;
 - g. On or before the date that is four years from regulatory approval the Company shall incur exploration expenditures of at least US\$500,000 on the Property.
2. The Company shall earn an additional 10% interest in the Property upon completion and regulatory approval of a NI 43-101 compliant resource report (in any category [i.e. inferred, indicated, measured] prepared according to the standards of the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM").
3. The Company shall earn an additional 10% interest in the Property upon completion and regulatory approval of a Preliminary Economic Assessment prepared according to CIM standards.

4. The Company shall earn an additional 5% interest in the Property upon completion and regulatory approval of a Pre-feasibility Study prepared according to CIM standards.
5. The Company shall earn an additional 5% interest in the Property upon completion and regulatory approval of a Bankable Feasibility Study prepared according to CIM standards.

Sponsorship of a Qualifying Transaction of a capital pool company is required by the Exchange unless exempt according to Exchange policies. The Company intends to apply for an exemption from sponsorship requirements, however there is no assurance that the Company will obtain this exemption.

A filing statement in respect of the Proposed Transaction will be prepared and filed in accordance with CPC Policy on SEDAR at www.sedar.com. A press release will be issued once the filing statement has been filed as required pursuant to Exchange policies.

The Proposed Transaction is subject to the approval of the Exchange and to other standard closing conditions, including satisfactory due diligence review of the Property by Scorpion, approval of the board of directors of Scorpion, and the completion of a financing (the “Offering”) on terms satisfactory to Scorpion, in its sole discretion, as may be necessary in order to meet the minimum listing requirements of the Exchange.

Trading of the common shares of Scorpion has been halted by the Exchange and trading will remain halted in accordance with Exchange policies until all required documentation with respect to the Qualifying Transaction has been received and the Exchange is otherwise satisfied that the halt should be lifted.

Resulting Issuer

Following completion of the Qualifying Transaction the resulting issuer will operate the Property and proceed to carry on business in the mining sector. Scorpion’s current management will continue as officers and directors of the Company upon completion of the Qualifying Transaction. Accordingly, the directors of the Company upon closing of the Qualifying Transaction are expected to be John Eckersley, Joshua Bleak and Laara Shaffer. A fourth independent director will be appointed, prior to, or concurrent with closing of the Qualifying Transaction. Mr. Eckersley will continue to serve as President and CEO. The following are brief descriptions of the current directors and officers that will continue to bear management responsibility for Scorpion following completion of the Qualifying Transaction.

John Eckersley, President, CEO, and Director

Mr. Eckersley is corporate attorney, executive vice president and a director for Passport Potash, Inc., (TSX: PPI.V). He currently serves as a director for Silverhorn Mining Ltd. He served as corporate counsel for HNFC, a boutique consulting firm specializing in corporate strategies, corporate mergers, acquisitions, capital and credit placement

accommodations, and in various regulatory compliance filings and registrations. He received his BS and his Juris Doctorate from the University of Utah.

Joshua Bleak, Director

Mr. Bleak is a fourth generation miner from an Arizona mining family that has developed gold, silver, copper and uranium properties throughout the southwestern United States. He was previously President of American Energy Fields, Inc., a U.S. publicly traded uranium company. He is President and CEO of Passport Potash, Inc., a Canadian junior mining company developing a potash project in northern Arizona, and currently serves as a director for a number of Canadian junior mining exploration companies. He is also president of North American Environmental Corp., a consulting company specializing in mining project management, permitting, lobbying and land tenure.

Laara Shaffer, CFO, Corporate Secretary, and Director

Ms. Shaffer has been self employed since 1990. Ms. Shaffer currently holds officer positions with a number of public companies, and serves as a director for Aquila Energy Corp., Passport Potash, Inc., and Pro-Tech Venture Corp.

About Scorpion Resources Inc.

Scorpion Resources Inc. is designated as a Capital Pool Company by the Exchange. It has not commenced commercial operations and has no assets other than cash. The purpose of the offering under its Prospectus was to provide it with funds to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction. Until completion of a Qualifying Transaction, Scorpion will not carry on any business other than identification and evaluation of businesses or assets with a view to completing a proposed Qualifying Transaction.

The Company would like to announce that it has accepted the resignation of Roy Fuller from its Board of Directors, and would like to thank him for the time he served on the Board and wish him the best in his future endeavors.

On behalf of the Board of Directors

John Eckersley, President, Chief Executive Officer and a Director

Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to the Exchange requirements, a majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction 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 proposed transaction and has neither approved nor disapproved the contents of this press release.

Forward Looking Statements

The statements used in this press release may contain forward-looking statements, and are based on the opinions and estimates of management, or on opinions and estimates provided to, and accepted by, management. These opinions and estimates are used by management, and speak only as of the date of this press release. Forward-looking statements in this press release include, but are not limited to, the closing of the Qualifying Transaction and the anticipated benefits from the Qualifying Transaction. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions, including with respect to the closing of the Qualifying Transaction, the timing and receipt of all applicable regulatory approvals and third party consents, the anticipated benefits from the Qualifying Transaction and the satisfaction of other conditions to the completion of the Qualifying Transaction. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ, possibly significantly. Although Scorpion believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual events or results will be consistent with these forward-looking statements. Except as required by applicable law, Scorpion does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise. Readers are therefore cautioned not to place undue reliance on any forward-looking statements.