

Falco Pacific Resource Group Inc. Adopts New Shareholder Rights Plan

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ROUYN-NORANDA, QC -- (Marketwired - July 14, 2014) - [Falco Pacific Resource Group Inc.](#) ("Falco") (TSX VENTURE: FPC) announced today that its Board of Directors has adopted a new shareholder rights plan ("Rights Plan").

The Rights Plan is intended to achieve three objectives in the event of an unsolicited take-over bid for the shares of Falco: (1) ensure that Falco shareholders are treated fairly in connection with any such take-over bid, (2) give all shareholders and the Board adequate time to evaluate any such take-over bid, and (3) provide the Board adequate time to identify and negotiate value-enhancing alternatives, as considered appropriate. "The Rights Plan is not intended to prevent a change of control of Falco to the detriment of shareholders," said Trent Mell, President and CEO. "Rather, we want to ensure that the future of Falco is decided by a fair process that will protect the rights and determine the wishes of all our shareholders."

The Board has approved the Rights Plan, which authorizes the issue of one right for each common share of Falco outstanding at 4:00 p.m. (Toronto time) today and each common share issued thereafter. The rights will become exercisable if at any time following the adoption of this Rights Plan a person, together with its affiliates, associates and joint actors, acquires beneficial ownership of common shares which, when aggregated with its holdings, total 15% or more of the outstanding common shares of Falco (determined in the manner set out in the Rights Plan). Following any such acquisition, each right held by a person other than the acquiring person and its affiliates and joint actors would, upon exercise, entitle the holder to purchase common shares at a substantial discount to the market price of the shares at that time.

The Board has the discretion to defer the time at which the rights become exercisable, to waive the application of the Rights Plan and to amend the Rights Plan.

The Rights Plan permits the acquisition of control of Falco through a "permitted bid", a "competing permitted bid" or a negotiated transaction. A permitted bid is one that, among other things, is made to all holders of common shares for all of their shares, is open for a minimum of 60 days and is subject to an irrevocable minimum tender condition of at least 50% of the common shares held by independent shareholders.

To the best of the Board's knowledge, no existing shareholder of Falco owns greater than 15% of the outstanding common shares of Falco.

Falco is not aware of any specific take-over bid for the common shares of Falco or any intention on the part of any party to make such a take-over bid.

The Board considered a number of factors in adopting the Rights Plan. Given recent weakness in the share prices of many junior mining companies including Falco, the Board believes that there is a material risk of an opportunistically timed take-over bid. The Board believes that the Rights Plan benefits shareholders by providing a substantially greater opportunity to run a value maximizing auction process in the event that Falco is put in play through a hostile take-over bid.

Although effective as of today, the Rights Plan is subject to TSX Venture Exchange approval. The Rights Plan will be submitted to Falco shareholders for ratification at the Annual and Special Meeting to be held later this year. If the Rights Plan is not ratified by shareholders, the Rights Plan and any rights issued pursuant to it will terminate. If the Rights Plan is ratified, it will continue in effect until the third annual meeting of shareholders thereafter. A copy of the Rights Plan will be available shortly on SEDAR at www.sedar.com. Falco's existing shareholder rights plan, which was approved by shareholders on December 5, 2013, will terminate at the upcoming shareholders' meeting if the Rights Plan is ratified by shareholders.

About Falco

Falco is a mineral exploration and development company and owner of mineral rights to 14 former mines within a 700 km² land package in the Rouyn-Noranda mining camp in Quebec, Canada. Falco's principal property is the Horne mine complex, which was operated by Noranda from 1927 to 1976 and produced 11.6 million ounces of gold and 2.5 billion pounds of copper. A maiden 43-101 mineral resource estimate for the

Horne 5 deposit delineated an inferred resource totaling 25.3 million tonnes grading 2.64 g/t Au, 0.23% Cu and 0.7% Zn, for 2.2 Moz Au contained (see March 4, 2014 news release for more details).

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.

Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information (together, "forward-looking statements") within the meaning of applicable securities laws and the United States Private Securities Litigation Reform Act of 1995 concerning future performance and operations of the Company, including the ratification of the Rights Plan by shareholders and the acceptance of the Rights Plan by the TSX Venture Exchange, as well as management's objectives, strategies, beliefs and intentions. All statements, other than statements of historical facts, are forward-looking statements. Generally, forward-looking statements can be identified by the use of terminology such as "plans", "expects", "estimates", "intends", "anticipates", "believes" or variations of such words, or statements that certain actions, events or results "may", "could", "would", "might", "will be taken", "occur" or "be achieved". Forward-looking statements involve risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements include the reliability of the historical data referenced in this press release and those risks set out in Falco's public documents, including in each management discussion and analysis, filed on SEDAR at www.sedar.com. Although Falco believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed times frames or at all. Except where required by applicable law, Falco disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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