

# Canada Carbon Adopts Shareholder Rights Plan

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VANCOUVER, BRITISH COLUMBIA--(Marketwired - Mar 3, 2014) - [Canada Carbon Inc. \(the "Company" or "Canada Carbon"\) \(TSX VENTURE:CCB\)](#) announces that its Board of Directors (the "**Board**") has approved the adoption of a shareholder rights plan (the "**Plan**") effective immediately. The Plan will be submitted to shareholders of the Company ("**Shareholders**") at the next annual and special meeting of shareholders which is expected to take place in June of 2014 (the "**Meeting**").

The Plan encourages fair treatment of Shareholders should an unsolicited take-over bid be made for the common shares of Canada Carbon ("**Common Shares**"). The Plan is similar to other shareholder rights plans adopted by Canadian publicly listed companies and is designed to provide the Board and the Shareholders with more time to consider an unsolicited take-over bid for the Common Shares. The Plan is intended to discourage coercive or unfair take-over bids and to provide the Board with more time to assess and evaluate any unsolicited take-over bid, and to explore and develop, if appropriate, alternatives that enhance shareholder value and to give Shareholders adequate time to consider any such transaction.

The Plan has not been adopted in response to, or in contemplation of, any specific proposal to acquire control of the Company. The Plan is subject to acceptance by the TSX Venture Exchange and must be ratified by Shareholders within six months of the effective date of the Plan. If ratified by Shareholders at the Meeting, the Plan will continue in force until the close of the third annual meeting of Shareholders following the Meeting, unless the Plan is reconfirmed and extended at such meeting.

The Board is of the view that the recent press releases detailing the quality of the Miller graphite, which achieved 99.9978 % purity by rapid thermal upgrading and surpassed the Nuclear graphite threshold, may have created an environment where an opportunistic take-over bid could be made for the Common Shares. Such an offer may not be in the best interest of all Shareholders. Consequently, the Board has adopted the Plan, the benefits of which extend to Shareholders should an offer be made for the Common Shares.

In connection with the Plan, the Board authorized the issuance of one right ("**Right**") in respect of each Common Share outstanding as of the close of business on February 28, 2014, and one Right will attach automatically to each Common Share issued after such date. The Rights issued under the Plan will become exercisable only when a person, including any party related to it, acquires or announces its intention to acquire 20% or more of the outstanding Common Shares without complying with the "Permitted Bid" provisions of the Plan or without approval of the Board. Should such acquisition occur, each Right will, upon exercise, entitle a Right holder other than the acquiring person or related persons to purchase Common Shares at the exercise price, subject to the terms and conditions set forth in the Plan.

The Plan is not intended to prevent take-over bids. Pursuant to the terms of the Plan, any bid that meets certain criteria intended to protect the interests of all Shareholders will be deemed to be a "Permitted Bid" and will not trigger the Plan. These criteria require, among other things, that the bid be made by way of a take-over bid circular to all holders of Common Shares other than the offeror under the bid, and remain open for acceptance for not less than 60 days. If, at the end of such 60 day period, at least 50% of the outstanding shares, other than those owned by the offeror or certain related parties, have been tendered, the offeror may take up and pay for the shares but must extend the bid for a further 10 days to allow other Shareholders to tender.

A copy of the Plan will be filed at [www.sedar.com](http://www.sedar.com).

On Behalf of the Board of Directors

**CANADA CARBON INC.**

"R. Bruce Duncan"

CEO and Director

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**FORWARD LOOKING STATEMENTS:** *This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. All of the forward-looking statements made in this press release are qualified by these cautionary statements and by those made in our filings with SEDAR in Canada (available at [www.sedar.com](http://www.sedar.com)).*

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