

Torex Announces Amendments to Shareholder Rights Plan

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TORONTO, ONTARIO--(Marketwired - Jun 13, 2014) - [Torex Gold Resources Inc.](#) (the "**Company**" or "**Torex**") (TSX:TXG)(TSX:TXG.WT) announces that the Company has amended certain terms of the shareholders rights plan agreement dated May 21, 2014 (the "**Plan**") to be presented for ratification at the annual and special meeting of shareholders of Torex scheduled to be held on June 26, 2014 (the "**Meeting**"). The amendments were made in response to comments from ISS Proxy Advisory Services, a branch of Institutional Shareholder Services Inc. ("**ISS**"), a proxy voting advisory and corporate governance services firm.

Torex has amended the Plan to:

1. confine the definition of "Associate" to include only familial relationships by removing corporations, trusts and persons who have direct or indirect control of more than 10% of the voting rights from the definition;
2. introduce a cap on "Pro Rata Acquisitions" to prevent the acquisition of voting shares pursuant to the acquisition or exercise of rights pursuant to a rights offering which may result in a possible change of control without shareholder approval by means of a backstopped rights offering;
3. limit the Corporation's ability to supplement or amend the Plan prior to the Meeting where such actions would materially adversely affect the interests of the holders of rights generally; and
4. narrow the board of directors' (the "**Board**") discretion in administering the Plan, including with respect to the Board's exclusive ability to interpret the provisions of the Plan and making determinations for its administration.

The amended and restated Plan will be available on SEDAR.

About Torex

Torex is a growth-oriented, Canadian-based resource company engaged in the exploration and development of precious metal resources with a focus on gold. It owns 100% of the Morelos Gold Property, which is located 180 kilometres southwest of Mexico City in the highly prospective Morelos Gold Belt. Torex is currently constructing its El Limon - Guajes Project and continues to explore within its property to identify a pipeline of additional future economic deposits. The property covers an area of 29,000ha of which more than 75% remains unexplored.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This press release contains "forward looking statements" and "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the recommendation of ISS with respect to the Plan and the future exploration and development plans concerning the Morelos Gold Property. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", "estimates", "intends", "anticipates" or "believes" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made at the date that such statements are made. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including the risk factors disclosed elsewhere in the Company's public disclosure. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purposes of assisting investors in understanding the Company's plans and objectives and may not be appropriate for other purposes. The

Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Contact

[Torex Gold Resources Inc.](#)

Fred Stanford

President and CEO

(647) 260-1502

fred.stanford@torexgold.com

[Torex Gold Resources Inc.](#)

Gabriela Sanchez

Vice President Investor Relations

(647) 260-1503

gabriela.sanchez@torexgold.com

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