

# San Marco Resources Revises Previously Announced Financing Terms

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VANCOUVER, BRITISH COLUMBIA--(Marketwired - Dec 17, 2014) - [San Marco Resources Inc.](#) (TSX VENTURE:SMN) ("San Marco" or "the Company") announces that, as a result of changes in market conditions, the Company's board of directors has revised certain pricing terms of the non-brokered private placement financing announced on October 24, 2014. The proposed private placement financing will still occur on a post (five into one) consolidation basis of the Company's shares, which consolidation is subject to shareholder approval at a special meeting of shareholders being held on December 22, 2014.

Specifically, **the price of the units offered in this financing will now be \$0.05 per unit** (from \$0.075 previously announced), **and the exercise price of the warrants underlying the units will be similarly reduced in price** (to \$0.05 in year one, \$0.10 in year two, and \$0.15 in year three). The Company may accelerate the warrant expiry date if the closing market price of the Company's shares (after the expiry of the hold period) on the TSX Venture Exchange for a period of 15 consecutive trading days is \$0.20 (formerly \$0.22) or greater in the first year of the warrant, \$0.25 (formerly \$0.27) or greater in the second year of the warrant or \$0.30 (formerly \$0.32) or greater in the third year of the warrant (in all cases, an "Acceleration Triggering Event"), by issuing a news release and giving written notice of acceleration ("Notice of Acceleration") to the warrant holders within five trading days of the Acceleration Triggering Event. The new warrant expiry date shall be 20 trading days after the date of the Notice of Acceleration.

Finders' fees may be paid on a portion of the placement, consisting of a cash fee equal to 7% (unchanged) of the proceeds from units sold to investors introduced by finders, which fees, at the finder's option, may be satisfied with units at \$0.05 each (rather than \$0.075 previously announced) and non-transferable share purchase warrants equal to 10% of the units sold to such investors exercisable on the same (amended) terms as the warrants contained in the units (unchanged).

As a result of the revision in unit price, the Company anticipates it will offer for sale up to 10,000,000 units (consisting of one post-consolidation common share and one non-transferable share purchase warrant) for gross proceeds of up to \$500,000. Certain insiders of San Marco intend to participate in the proposed private placement, and San Marco may, if warranted, increase the size of the placement.

## About San Marco

[San Marco Resources Inc.](#) is a Canadian mineral exploration company with a portfolio of three promising properties in mining-friendly Mexico, including the Cuatro de Mayo Project in Sonora State and the recently acquired El Chunibas area concession. The Company maintains a strategic project generation program focused on high-calibre, low-opportunity cost projects in the Cuatro de Mayo District. San Marco has a committed management team with extensive experience in Mexico and a proven track record of building shareholder value.

## Forward-Looking Information

Information set forth in this news release may include forward-looking statements, including: the pricing, terms and conditions of the Company's proposed private placement financing; and regulatory and shareholder approvals necessary to proceed with the private placement financing, which are beyond the Company's control. While these statements reflect management's current plans, projections and intents, by their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the control of San Marco. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on these forward-looking statements. San Marco's actual results, programs and financial position could differ materially from those expressed in or implied by these

forward-looking statements.

*Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.*

## Contact

Robert Willis, CEO  
Phone: 604-568-5951  
Cell: 604-813-2606  
rwillis@sanmarcocorp.com  
Barbara Henderson, Investor Relations Officer  
Phone: 604-568-5951  
Cell: 604-789-7689  
bhenderson@sanmarcocorp.com

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