



## **TOREX GOLD AMENDS STOCK OPTION PLAN AND RSU PLAN**

TORONTO, Ontario, June 12, 2015 – Torex Gold Resources Inc. (the “Company” or “Torex”) (TSX:TXG) announces that as a result of comments received from independent proxy advisory agencies, it has made amendments (the “Amendments”) to its stock option plan (the “SOP”) and restricted share unit plan (the “RSU Plan”) in order to continue to align the Company with leading governance practices. The Amendments will be submitted to shareholders for ratification, confirmation and approval at the annual and special meeting scheduled for June 23, 2015 (the “Meeting”).

### **Non-employee Director Limits**

The SOP and RSU Plan have been amended to provide, as applicable, that the aggregate number of securities granted under all security-based compensation arrangements of the Company, to any one non-employee director within any one-year period shall not exceed a maximum value of (i) in the case of options granted under the SOP C\$100,000 worth of options; and (ii) in the case of securities granted under all security-based compensation arrangements of the Company C\$150,000 worth of securities. The value of securities granted under all security based compensation arrangements of the Company shall be determined using a generally-accepted valuation model.

For the purposes of the foregoing provisions, the aggregate number of securities granted under all security-based compensation arrangements of the Company will be calculated without reference to: (i) the initial securities granted under such arrangements to a person (who was not previously an insider of the Company) upon such person becoming a director of the Company; however, the aggregate number of securities granted under all security-based compensation arrangements of the Company in this initial grant to any one non-employee director shall not exceed a maximum value of C\$150,000 worth of securities; and (ii) the securities granted under all security-based compensation arrangements of the Company to a director who was also an officer of the Company at the time of grant but who subsequently became a non-employee director.

The SOP and RSU Plan have also been amended to require shareholder approval for any increases to the foregoing limits imposed on non-employee directors.

### **SOP and RSU Plan Maximums**

In addition, each of the SOP and the RSU Plan has been amended to reduce the maximum number of common shares (“Shares”) of the Company reserved for issuance pursuant to the SOP and the RSU Plan. The aggregate number of Shares reserved for issuance pursuant to the SOP shall not exceed 7% of the issued and outstanding Shares at the time of grant and the maximum number of Shares made available for the RSU Plan shall not exceed 1.5% of the Shares outstanding from time to time.

The board of directors of the Company unanimously recommends that shareholders vote in favour of ratifying, confirming and approving the Company’s amended SOP and RSU Plan at the Meeting.

All shareholders are encouraged to submit their proxies prior to the June 19, 2015 5:00 p.m. (EDT) proxy deposit deadline.

### **Voting by Registered Shareholders**

Registered shareholders who have already deposited their proxies and wish to change their vote on these matters should contact Computershare Investor Services Inc. (“Computershare”) immediately at 1-800-564-6253 to obtain further instructions on how to deposit a new proxy with Computershare prior to the proxy deposit deadline. Registered shareholders who have voted by internet or telephone can change their vote by voting again in the same manner.

### **Voting by Non-Registered Shareholders**

Non-registered (beneficial) shareholders who have already deposited their voting instruction forms and wish to change their vote on these matters should contact the person who services their account immediately to obtain

further instructions on how to change their vote. Non-registered (beneficial) shareholders who have voted by internet or telephone can change their vote by voting again in the same manner.

### **About Torex**

Torex is a growth-oriented, Canadian-based resource company engaged in the exploration and development of its 100% owned Morelos Gold Property, an area of 29,000 hectares in the highly prospective Guerrero Gold Belt located 180 kilometers southwest of Mexico City. Within this property, Torex has two projects: the El Limon-Guajes Project, currently under development, and the Media Luna Project, at an advanced stage of exploration. Torex intends to identify a pipeline of future economic deposits within its property, which remains 75% unexplored.

For further information, please contact:

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### **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, including with respect to the required shareholder and regulatory approvals of the Amendments. Forward-looking statements are subject to other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. Specific reference is made to the Company's most recent Annual Information Form filed on Continental's SEDAR profile for a discussion of some of the factors underlying forward-looking statements. All of the forward-looking statements made in this press release are qualified by these cautionary statements, and are made as of the date hereof. The Company assumes no responsibility to update them or revise them to reflect new events or circumstances, other than as required by law.