



TOREX ANNOUNCES AMENDMENT TO SHAREHOLDER RIGHTS PLAN

Toronto, Ontario, June 12, 2017 — Torex Gold Resources Inc. (the “Company” or “Torex”) (TSX:TXG) announces that the Company has amended certain terms of the proposed amended and restated shareholder rights plan agreement (the “Plan”) to be presented for approval at the annual and special meeting of shareholders of Torex scheduled to be held on June 21, 2017. The amendment was 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 definition of “Beneficial Owner” in the Plan to clarify the exemption for money managers, pension funds, mutual funds, trustees and custodians who are not making a take-over bid by removing the requirement that they did not acquire or hold securities for the purpose or with the effect of changing or influencing the control of the Company.

The revised version of the amended and restated Plan will be available on the Company’s website at www.torexgold.com.

Torex is an emerging intermediate gold producer based in Canada, engaged in the exploration, development and operation 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 the El Limón Guajes Mine, which announced commercial production in March of 2016 and the Media Luna Project, which is in an advanced stage of exploration, and for which the Company issued a preliminary economic assessment (PEA) in 2015. The property remains 75% unexplored.

For further information, please contact:

TOREX GOLD RESOURCES INC.

Fred Stanford
President and CEO
Tel. (647) 260-1502
Email: fred.stanford@torexgold.com

Gabriela Sanchez
Vice President Investor Relations
Tel. (647) 260-1503
Email: gabriela.sanchez@torexgold.com

This press release contains “forward-looking statements” and “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, information with respect to the recommendation of ISS with respect to the Plan. Generally, forward-looking information 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 information is subject to known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, and other factors that management believes are relevant and reasonable in the circumstances at the date such statements are made. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.