



## **Mandalay Resources Corporation Announces Adoption of Shareholder Rights Plan**

**Toronto, Ontario – April 13, 2015** – Mandalay Resources Corporation (“**Mandalay**” or the “**Company**”) (TSX:MND) announced today that its board of directors (the “**Board**”) has adopted a shareholder rights plan (the “**Rights Plan**”).

The purpose of the Rights Plan is to provide the Board with additional time, in the event of an unsolicited takeover bid, to develop and propose alternatives to the bid and negotiate with the bidder, as well as to ensure equal treatment of shareholders in the context of an acquisition of control, and lessen the pressure on shareholders to tender to a bid. The Rights Plan has not been adopted in response to, or in anticipation of, any known or anticipated take-over bid or proposal to acquire control of the Company.

The Board has implemented the Rights Plan by authorizing the issuance of one right (a “**Right**”) in respect of each common share outstanding at the close of business today, April 13, 2015 (the “**Record Time**”) and in respect of each common share issued after the Record Time and prior to the earlier of the Separation Time and Expiration Time. The Rights trade with, and are represented by, the common shares. Until such time as the Rights separate (i.e. when they become exercisable), Rights certificates will not be distributed and no further action is required by shareholders.

If a person, or a group acting jointly or in concert (each, an “**Offeror**”), acquires beneficial ownership of 20% or more of the then outstanding voting shares (other than pursuant to an exemption available under the Rights Plan), Rights (other than those held by such Offeror, which will become void) will separate and permit the holders thereof to purchase additional shares at a substantial discount to the market price of the common shares at that time. Pursuant to the Rights 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 a separation under the Rights Plan. The criteria include, 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, that all shareholders be treated equally, that the bid remain open for acceptance by shareholders for at least 60 days and that the bid is subject to an irrevocable minimum tender condition equal to at least 50% of the common shares held by independent shareholders.

The Rights Plan has been conditionally accepted by the Toronto Stock Exchange subject to ratification by the Company's shareholders within six months of the Rights Plan's effective date.

The Rights Plan is effective immediately and will be submitted to shareholders for confirmation at the Company's annual general and special meeting (the “**Meeting**”) to be held on May 13, 2015. If the Rights Plan is not ratified by shareholders at the Meeting, it and any rights issued thereunder will terminate. If the Rights Plan is ratified, it will continue in effect until the third annual meeting of shareholders thereafter. A copy of the Rights Plan will be available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**For further information or to obtain a copy of the notice filed with the TSX in connection with the bid, please contact:**

Bradford Mills  
Chief Executive Officer

Greg DiTomaso  
Director of Investor Relations

Contact: 647.260.1566  
Email: g.ditomaso@mandalayresources.com  
Company website: www.mandalayresources.com

**About Mandalay Resources Corporation**

Mandalay is a Canadian-based natural resource company with producing assets in Australia, Chile, and Sweden, and a development project in Chile. The Company is focused on executing a roll-up strategy, creating critical mass by aggregating advanced or in-production gold, silver and antimony projects in Australia, the Americas, and Europe to generate near-term cash flow and shareholder value.

**Forward-Looking Statements:**

*This news release contains "forward-looking statements" within the meaning of applicable securities laws, including statements regarding the Company's production of gold, silver and antimony for the 2015 fiscal year. Readers are cautioned not to place undue reliance on forward-looking statements. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, changes in commodity prices and general market and economic conditions. The factors identified above are not intended to represent a complete list of the factors that could affect Mandalay. A description of additional risks that could result in actual results and developments differing from those contemplated by forward-looking statements in this news release can be found under the heading "Risk Factors" in Mandalay's annual information form dated March 31, 2015, a copy of which is available under Mandalay's profile at [www.sedar.com](http://www.sedar.com). In addition, there can be no assurance that any inferred resources that are discovered as a result of additional drilling will ever be upgraded to proven or probable reserves. Although Mandalay has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.*