



Telson Resources Inc.  
(TSX.V: TSN, OTCBB: SOHFF)  
Shares Issued: 49,696,616

## TELSON RESOURCES INC. REVISES TERMS FOR POSSIBLE CHANGE OF CONTROL OF THE COMPANY AND NON-BROKERED PRIVATE PLACEMENT.

VANCOUVER, BRITISH COLUMBIA, June 14, 2015 – Telson Resources Inc. (TSX Venture - TSN) (“Telson” or the “Company”) is pleased to announce the signing of an Agreement (“Agreement”) with Reyna Minas, S.A. de C.V. (“Reyna” or the “Investors”) a private Mexican mining group focused on the acquisition and development of mining projects in Mexico. The Agreement replaces a Letter of Intent signed between the parties on April 15, 2015. The Agreement and proposed transaction will take the form of a corporate restructuring (the “Transaction”), whereby upon full implementation, the Investors will acquire a minimum CAD\$2,000,000 worth of Units of Telson (the “Telson Units”) and Telson will consolidate its share capital on substantially the terms and conditions described herein.

### Private Placement

The Investors and Telson intend to effect a private placement transaction (the “Private Placement”) pursuant to which the Investors will acquire the Telson Units in consideration for the minimum payment of CAD \$2,000,000 (the “Purchase Price”) as a result of which the Investors will collectively become the control persons of Telson. The Telson Units will be comprised of one (1) common share of Telson and one half (1/2) of a transferable share purchase warrant (a “Telson Warrant”), each whole Telson Warrant entitling the holder thereof to acquire an additional one (1) common share of Telson for a period of 2 years from the date of issue.

The Purchase Price is payable against the issuance to the Investors of share and warrant certificates representing the Telson Units at a deemed price of \$.025 per Telson Unit, if calculated on a pre-consolidation basis, or \$0.05 per Telson Unit, if calculated on a post-consolidation basis, provided that a consolidation of Telson’s common shares takes place on a two old for one (1) new basis. All securities to be issued under the proposed private placement will be subject to a four (4) month hold period under Canadian securities laws.

### Share Consolidation

The parties acknowledge that as part and parcel of the corporate restructuring, Telson will seek shareholder and TSX Venture Exchange approval to consolidate its common shares on a minimum two (2) old for one (1) new basis. The parties further acknowledge that it is the intention of the parties that the price of the Telson Units on a pre consolidation basis shall be \$.025 per Telson Unit ( the “Unit Price”), and that each Telson whole Warrant shall be exercisable at a price of \$.025 per share on a pre consolidated basis (the “Warrant Price”). In the event that Telson consolidates its share capital on other than a two (2) for one (1) basis, if mutually agreed, then the price of the Telson Units and Telson warrants shall be adjusted by multiplying the Unit Price and the Warrant Price by the consolidation ratio adopted.

### Use of Proceeds

Telson will use the proceeds from the Offering to eliminate substantially all of its corporate debt estimated, as of January 29<sup>th</sup>, 2015 to be \$1,500,000 after conducting a share for debt settlement of approximately \$693,500

with its current controlling shareholders and to fund the regulatory and legal costs to complete the corporate reorganization described herein and for general working capital.

### **Debt Settlement**

Certain insiders of Telson have agreed to and will accept a share for debt settlement to eliminate a minimum of \$693,500 of shareholder loans and cash advances provided to Telson as working capital over the last several years at the pre consolidated price of \$0.025 per share.

### **Due Diligence**

The Investors shall be entitled from the date of this Agreement until the close of business on September 15, 2015 (the "**Due Diligence Period**") to continue to carry out at the Investors' expense, a complete inspection and review of the business and records of Telson (the "**Due Diligence Inspection**").

### **Cash Payments**

In order to purchase the minimum CAD \$2,000,000 worth of Units of Telson, Reyna agrees to make the following advance payments towards the private placement,

- \$25,000 cash on April 15th, 2015 (Already paid)
- \$25,000 cash on May 15th, 2015 (Already paid)
- \$100,000 cash on Jun 15th, 2015. (Already Paid)
- \$75,000 cash on July 15th, 2015
- \$500,000 cash on August 15th, 2015
- \$1,300,000 cash on September 15th, 2015

Reyna can, at any time, accelerate any or all of the advance payments, should it elect to do so thereby completing the full private placement prior to Sept 15, 2015.

### **Appointment of Directors by Investors**

The Investors will have the right to appoint a majority, by one, of Directors to the Board of Directors of Telson upon closing of the investment. Telson will have the right to maintain at least two of its current directors on the reorganized Board of Directors.

### **Preparation of Scoping Study**

Reyna Mining, one of the Investors, as part of their due diligence, will prepare an internal, non NI 43-101 scoping study to determine the potential viability of placing the Tahuehueto Property into commercial production at a mining rate of between 500-750 tonnes per day using underground mining methods. Costs of the scoping study shall initially be borne by the Investors and shall be invoiced to Telson at cost upon the Investors completing the Private Placement described above.

### **Finders Fees**

Finders fees calculated in accordance with TSX Venture Exchange guidelines are payable on the placement.

### **About Telson Resources Inc.**

Telson Resources Inc. is an exploration and development company strategically focused on gold, silver and base metals in the prolific Sierra Madre Belt of Mexico. The Company holds 99% of the outstanding shares of its Mexican subsidiary company that maintains 100% ownership in 9,081 hectare Tahuehueto Property, an advanced stage gold and base metal exploration and development project.

Past exploration efforts led to the delivery of the 2009 Wilson Resource Report. Tables from this report showing the Resource Summary – Grade/Tonne are presented below. The full 2009 Wilson Resource Report can be viewed at the following link;

A Preliminary Economic Assessment (“**PEA**”) dated October 29, 2010 prepared by Snowden Mining Consultants in accordance with NI 43-101 demonstrated positive preliminary economics for a combined open pit underground mining operation processing one million tonnes per annum. Key findings from this report can be viewed on the Telson website at the following link, <http://www.telsonresources.com/tahuehuetooverview.html>

The Tahuehueto Project is a classic epithermal system hosting multiple structures traced for up to six kilometers of strike length. Considerable upside exploration potential remains on the existing explored resource structures both down dip and along strike, as well as on numerous other unexplored mineralized structures known to occur on the property.

Upon completion of the offering and reorganization contemplated above, the Company intends to investigate, within NI 43-101 guidelines, the economics associated with a smaller underground mining operation than that contemplated in Oct 29, 2010 PEA, focusing its studies on the mining of the higher grade resources identified within the published resources of the 2009 Wilson Resource Report.

#### **Qualified Persons**

This press release was prepared under the supervision and review of Ralph Shearing, President and CEO of Telson Resources Inc., a Professional Geologist registered in Alberta as a member of the professional organization APEGA, and a Qualified Person as defined by NI 43-101.

#### **ON BEHALF OF THE BOARD OF DIRECTORS**

(signed) “*Ralph Shearing*”

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Ralph Shearing, Chief Executive Officer

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release*

*WARNING: The Company relies upon litigation protection for “forward-looking” statements. This News Release may contain forward-looking statements including but not limited to comments regarding the timing and content of up-coming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. Telson Resources Inc. relies upon litigation protection for forward-looking statements.*

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