



Rio Cristal Announces Units for Debt Transaction, Private Placement and New Board Nominees

Vancouver, Canada - (December 24, 2014) Rio Cristal Resources Corporation (TSXV:RCZ) ("**Rio Cristal**" or the "**Company**") announces that, to preserve its cash in light of the Company's current working capital position, it has agreed to issue units ("Debt Units"), each Debt Unit comprised of one common share and one common share purchase warrant (a "Debt Warrant"), to settle an aggregate debt of \$1,180,020.96 owing to Augusta Investments Inc. and Iris Consulting Limited. A total of 23,600,419 Debt Units will be issued at a deemed price of \$0.05 per Debt Unit. The Debt Warrants will have an exercise price of \$0.05 per common share and will be exercisable for a five year term. Augusta Investments Inc. and Iris Consulting Limited each hold an equal amount of the Company's debt. The debt for units transaction is subject to TSX Venture Exchange and shareholder approval.

Augusta Investments Inc. and Iris Consulting Limited are both private companies which are at arm's length to Rio Cristal. Augusta Investments Inc. is beneficially owned or controlled by Mr. Richard W. Warke. Iris Consulting Limited is beneficially owned or controlled by Mr. Robert Pirooz, Q.C. Following the issuance of the Units, both Augusta Investments Inc. and Iris Consulting Limited will become control persons of Rio Cristal and together they will hold approximately 93% of the Company's outstanding common shares on a non-diluted basis

As part and parcel of the units for debt transaction, the Company will also undertake a \$200,000 private placement financing (the "Private Placement"), under which Rio Cristal will issue 4,000,000 units ("Private Placement Units") at a deemed price of \$0.05 per Private Placement Unit. Each Private Placement Unit will be comprised of one common share and one common share purchase warrant (a "Private Placement Warrant"). The Private Placement Warrants will have an exercise price of \$0.08 per common share and will be exercisable for a three year term. The Private Placement is conditional on closing of the unit for debt transaction. Both Augusta Investments Inc. and Iris Consulting Limited will participate in the Private Placement. The Private Placement is subject to TSX Venture Exchange and shareholder approval.

Rio Cristal will hold an annual and special general meeting of shareholders on Thursday, February 26, 2015. At the meeting, among other things, disinterested shareholders will be asked to pass ordinary resolutions approving the issuance of the Debt Units to Augusta Investments Inc. and Iris Consulting Limited as well as the Private Placement. At the meeting, conditional upon the approval of the issuance of the Debt Units, shareholders will also be asked to elect three new directors to the Company's board – Richard W. Warke, Robert Pirooz Q.C. and Purni Parikh.

Mr. Warke is the founder, Chairman and CEO of Wildcat Silver Corporation and President, Chief Executive Officer and Director for Catalyst Copper Corporation. Previously, he was the founder and Executive Chairman for both Augusta Resource Corporation, which was acquired for over \$550 million in July 2014, and Ventana Gold Corporation, which was acquired in early 2011 for \$1.5 billion. Throughout his 25 years of experience in corporate finance and marketing in the global resource industry, Mr. Warke has been involved in raising over \$1 billion dollars in equity for resource companies. Mr. Warke's endeavours have primarily involved mineral resource operations, however, he has an array of experience with oil and gas, forestry, technology and manufacturing operations as well.

Mr. Pirooz has been a distinguished member of the Canadian Bar for over two decades and was a 2012 Queen's Counsel appointee. Mr. Pirooz has been instrumental in the formation, development and operation of over 11 different companies, and played a key role in the sale of five of these companies – Regalito Copper Corp., Northern Peru Copper Corp., Global Copper Corp., Lumina Royalty Corp. and Lumina Copper Corp. -

which generated proceeds of over \$1.6 billion. Currently, Mr. Pirooz serves as General Counsel and a director for Pan American Silver Corp. and is the Executive Chair of Network Media Group Inc.

Ms. Parikh brings extensive business and corporate governance experience from 20 years in the mining sector and is currently Vice President Corporate Secretary of Wildcat Silver Corporation, Catalyst Copper Corp. and Plata Latina Minerals Corporation and previously held the same positions with Augusta Resource Corporation and Ventana Gold Corp.

The Debt Units and the Private Placement Units will be issued in reliance on certain prospectus and registration exemptions available under applicable securities legislation and will be subject to a hold period of four months and one day in accordance with applicable securities legislation and TSX Venture Exchange requirements. The shares comprising the Debt Units and any shares issued upon exercise of the Debt Warrants may also be subject to escrow in accordance with applicable TSX Venture Exchange requirements.

Any halt in trading in the Company's shares resulting from the proposed transactions will extend at the discretion of the TSX Venture Exchange. In the ordinary course, management would expect such a halt to last until an information circular for the annual and special general meeting had been reviewed and accepted for filing by the TSX Venture Exchange and mailed to shareholders. That is expected by the end of January 2015.

For further information, please contact the Company via email at contact: Matthew Watson at mgwatson@shaw.ca

About Rio Cristal Resources Corporation

Rio Cristal Resources Corporation is a Canadian company listed on the TSXV under the symbol RCZ. For further information for investors, please contact the Company via email at mgwatson@shaw.ca.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This release contains forward-looking statements as that term is used in Canadian securities law. Often, but not always, forward-looking statements can be identified by the use of words such as "expected", "will" or variations of such words and phrases. Forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. These statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties. Examples of forward-looking information in this news release include, but are not limited to, statements with respect to closing of the units for debt transaction and the Private Placement, shareholder and TSX-V approval of the issuance of the Debt Units or the Private Placement, shareholder approval of the election of Richard W. Warke, Robert Pirooz Q.C. and Purni Parikh to the Company's board, escrow of the shares comprising the Debt Units and any shares issued upon exercise of the Debt Warrants, the duration of any halt in trading of the Company's common shares and the date on which an information circular will be reviewed and accepted for filing by the TSX Venture Exchange and mailed to shareholders. For additional information on risks and uncertainties, see the Company's MD&A for the year ended March 31, 2014, which is available on SEDAR at www.sedar.com. The risk factors identified in the Company's annual MD&A are not intended to represent a complete list of factors that could affect the Company. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume any obligation to update the forward-looking information contained in this press release.