

Clifton Star Resources Inc. Issues Urgent Shareholder Letter

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QUEBEC CITY -- (Dec 10, 2014) - [Clifton Star Resources Inc.](#) ("Clifton Star" or the "Company") (TSX VENTURE:CFO) (FRANKFURT:C3T) issued the following letter to Company's shareholders in response to a press release issued on December 9th by Harry Miller, the former president of the Company;

Dear fellow Shareholder:

The upcoming Annual Meeting of shareholders of Clifton Star is more important than ever. Harry Miller is attempting to execute a "cashless takeover" to gain full control of your Company without any plans or paying a control premium. Only your vote can protect your investment.

Rather than engage in a constructive dialogue about any concerns, Mr. Miller has chosen a last minute attempt to hijack the board. It is clear that this eleventh hour attempt is designed to deny shareholders the ability to thoughtfully consider each of the proposed nominees and real issues at hand.

Clifton Star's Board: Responsible decisions for all shareholders.

Mr. Miller's demands hinge on some questionable assertions about the Duparquet Option, a misinterpretation of its feasibility, and some personal opinions about management.

However, the facts are clear:

Clifton Star's independent board of directors has been working hard on what matters most to you: Enhancing shareholder value through prudent investment decisions under an experienced management team with proven exploration and development achievements.

Most recently, the board chose not to exercise Clifton Star's Duparquet Option. The fact is that based on the current gold environment and project values the terms of the Option were unacceptably high; a thorough search for financing partners revealed that no acceptable alternatives existed; and attempts to negotiate with the owners for more favourable terms over the last year to the benefit of all shareholders were rejected.

But most importantly, the pre-feasibility study shows that the Company would have been squandering shareholder value and grossly overpaying had it exercised all its future options. There was simply no out clause or protection in the contracts for the Company if it found itself in a situation such as the current gold market environment. This was an omission that Mr. Miller did not include in the original agreements.

Plain and simple, exercising the Duparquet Option would have been a very bad deal for Clifton Star.

Do not let a disgruntled former officer takeover your Company.

In contrast to this responsible decision by Clifton Star's board, Mr. Miller wants to derail the important work being undertaken at a critical time in our industry. He wants to punish a responsible board for responsible decisions. It will hurt our ability to execute on our business plan and deny the opportunity to acquire good projects in the gold sector which have arisen as other companies have entered a period of financial distress.

Mr. Miller has presented no plan, no rationale, and offers no control premium.

Facts remain that the last time Mr. Miller was in charge, the Company was left with a litany of problems after his departure, including litigation expenses, missed tax recovery opportunities, and a very damaging cease trade order issued under his watch, all of which cost our Company dearly.

You are being asked to make a very important decision that will impact the future of our Company and your investment. There is only one choice:

Forge ahead with the prudent and focused execution of Clifton Star's business plan under the leadership of a diligent and strong management team and the watchful eye of our experienced board.

Vote today to stop the "cashless takeover" and protect your investment.

Shareholders are urged to vote their WHITE proxy in favour of Clifton Star's current board of directors prior to the proxy cut-off at Monday, December 15th at 5pm (EST).

If you have any questions or need assistance in voting your WHITE form of proxy, please contact Kingsdale Shareholder Services, at 1-855-683-3113 (toll-free in North America), or 416-867-2272 (collect calls accepted) outside North America or by email at contactus@kingsdaleshareholder.com.

On behalf of the board and management, we would like to thank you for your continued support of Clifton Star.

Yours truly,

Ross Glanville, B.Sc., P.Eng., CGA, MBA, Chairman of the Board of Directors

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