

ValOro Resources Inc. Mails Information Circular for Special Meeting to be Held on December 19, 2018 Regarding Merger With Defiance Silver Corp.

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VANCOUVER, Nov. 23, 2018 - [ValOro Resources Inc.](#) (TSX-V: VRO) is pleased to announce that Madam Justice Matthews of the BC Supreme Court issued an order today authorizing ValOro to call a special general meeting of its shareholders to consider and, if appropriate, approve by a special resolution the friendly merger of ValOro and [Defiance Silver Corp.](#) (TSX-V: DEF). Due to unexpected delays in printing and mailing of the proxy materials, the meeting will be held on Wednesday, December 19, 2018.

Pursuant to that order, a copy of the Notice of Meeting is attached hereto, and copies of that Notice, ValOro's Information Circular and the court order have been posted on ValOro's website. The Notice, Information Circular and a proxy are being mailed to all shareholders, warrant holders and option holders.

About ValOro Resources Inc.

[ValOro Resources Inc.](#) (VRO | TSX Venture Exchange) is a mineral exploration and development company focused on acquiring, exploring, and developing mineral resource opportunities with the potential to host profitable mining operations. The Company's primary focus is the 100% owned Tepal Gold/Copper Project in Michoacán state, Mexico.

For Further Information Please Contact

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Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.

NOTICE (AMENDED) OF SPECIAL GENERAL MEETING OF SECURITYHOLDERS

NOTICE IS HEREBY GIVEN THAT a special general meeting (the "Meeting") of the holders of common shares ("ValOro Shareholders" and "ValOro Shares", respectively), holders of share purchase warrants ("ValOro Warrant holders" and "ValOro Warrants", respectively) and holders of stock options ("ValOro Option holders" and "ValOro Options", respectively) of [ValOro Resources Inc.](#) ("ValOro") will be held in the boardroom of ValOro's legal counsel, Northwest Law Group, at Suite 704, 595 Howe Street, Vancouver, British Columbia on Wednesday, December 19, 2018 at 10:00 a.m. for the following purposes:

1. To consider, pursuant to an interim order of the Supreme Court of British Columbia made November 22, 2018 (the "Interim Order"), and, if deemed advisable, to authorize, by way of a special resolution (the "Arrangement Resolution"), the full text of which is set forth in Schedule A to ValOro's Management Information Circular dated November 21, 2018 (the "Circular"), an arrangement under section 288 of the *Business Corporations Act* (British Columbia) ("BCBCA"), pursuant to a Plan of Arrangement set out in an Arrangement Agreement dated November 5, 2018 between ValOro and [Defiance Silver Corp.](#) ("Defiance") under which Defiance will acquire all of the outstanding ValOro Shares in consideration of common shares of Defiance ("Defiance Shares") on the basis of 0.71 Defiance Shares for each ValOro Share (the "Exchange Ratio") and all ValOro Warrants and ValOro Options will, on exercise, entitle the ValOro Warrantholders and ValOro Optionholders to acquire Defiance Shares, in such numbers and at such prices as amended by the Exchange Ratio (the "Arrangement"), all as described in the Circular
2. Transact such other business as may properly come before the Meeting.

Pursuant to the Interim Order, registered ValOro Shareholders may dissent with respect to the Arrangement Resolution and, if the Arrangement Resolution is passed, require ValOro to purchase, pursuant to the BCBCA, all of their ValOro Shares for their fair value as described in the Circular under "The Arrangement & Dissent Rights". Failure to strictly comply with the requirements with respect to the dissent rights set forth in the BCBCA may result in the loss of any right to dissent. ValOro Shareholders who are beneficial owners of ValOro Shares registered in the name of a broker, custodian, nominee or other intermediary and who wish to dissent must make arrangements for their ValOro Shares to be registered in their name prior to the time the written objection to the Arrangement Resolution is required to be received by ValOro, or alternatively, make arrangements for the registered holder of their ValOro Shares to dissent on their behalf.

ValOro Securityholders are reminded to read the Circular before voting and, if unable to attend the Meeting in person, to complete and return the enclosed Proxy (or Request for Voting Instructions, a "VIF") in accordance with its instructions (or vote online). Unregistered ValOro Securityholders must return their completed VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them (or vote online).

DATED this 22nd day of November 2018

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) EVELYN E. ABBOT
CFO and Secretary

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