

Valterra Resource Corp. to Amend Warrant Terms

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Vancouver, May 5, 2021 - [Valterra Resource Corp.](#) (TSXV: VQA) (OTCQB: VRSCF) ("Valterra" and "the Company") reports that the Company will apply to the TSX Venture Exchange (the "Exchange") for approval to amend the terms and reprice the following three series of warrants issued in connection with three separate private placements to \$0.125; warrants issued on October 5, 2016 at \$1.00 with expiry date October 5, 2021; warrants issued on December 29, 2016 at \$1.00 with expiry date December 29, 2021; and warrants issued on August 1, 2019 and September 18, 2019 at \$0.50 with expiry dates August 1, 2023 and September 18, 2023, respectively. The original expiry dates will remain, subject to the accelerated exercise period provision as set out below.

In order to reduce the exercise price of the warrants, the Exchange requires the inclusion of an accelerated exercise period provision in the amended warrants. The accelerated exercise period provision will provide that, if the closing price of our shares is \$0.165 or higher for 10 consecutive trading days (the "Premium Trading Days"), warrant holders will have 30 calendar days, commencing 7 calendar days after the last Premium Trading Day, to exercise the warrants. The proposed amendments to the warrants are subject to acceptance for filing by the Exchange.

About Valterra

Valterra is a Manex Resource Group Company. The group provides expertise in exploration, administration, and corporate development services for Valterra's mineral properties located in British Columbia and Mexico. Valterra's focus is on advancing its early-stage properties that have the potential to host large deposits in regions with excellent infrastructure. Valterra owns a 100% interest in the Swift-Katie copper gold porphyry property in British Columbia and has an option to earn a 100% interest in the Los Reyes copper- gold property in Mexico. As well, upon acquisition of Poconé Mining Mineração Ltda, Valterra will indirectly hold a 100% interest in the Lima Gold Project and an option to acquire a 100% interest in the Livramento Gold Project, both located in Brazil.

On behalf of the Board of Directors,

"Lawrence Page"

Lawrence Page Q.C., President, [Valterra Resource Corp.](#)

For further information, please visit Valterra's website at valterraresource.com or contact Valterra at 604.641.2759 or by email at ir@mnxltd.com.

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 news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming 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. These statements are based on a number of assumptions, including, but not limited to, assumptions regarding general economic conditions, interest rates, commodity markets, regulatory and governmental approvals for [Valterra Resource Corp.](#)'s projects, and the availability of financing for [Valterra Resource Corp.](#)'s development projects on reasonable terms. Factors that could cause actual results to differ materially from those in forward looking statements include market prices,

exploitation and exploration successes, the timing and receipt of government and regulatory approvals, and continued availability of capital and financing and general economic, market or business conditions. [Valterra Resource Corp.](#) does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by applicable law.

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