NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1 Name of the Parties to the Transaction

Defiance Silver Corp. ("**DEF**"), and ValOro Resources Inc. ("**ValOro**").

Item 2 Description of the Transaction

On December 31, 2018, DEF acquired all of the issued and outstanding common shares of ValOro by way of a court approved plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (British Columbia). The Arrangement was effected pursuant to an arrangement agreement dated November 5, 2018 (the "**Arrangement Agreement**").

Under the terms of the Arrangement Agreement, ValOro shareholders received 0.71 of a DEF share for each ValOro share held.

Outstanding ValOro options and warrants are now exercisable for DEF shares, as adjusted in accordance with the appropriate exchange ratio.

The Arrangement was approved by ValOro shareholders on December 19, 2018 and by the Supreme Court of British Columbia. The Arrangement became effective on December 31, 2018.

Item 3 Effective Date of Transaction

December 31, 2018 (effective date of the Arrangement).

Item 4 Names of Each Party, if any, that Ceased to be an Issuer Subsequent to the Transaction and of each Continuing Entity

ValOro has applied to cease to be a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland.

Item 5 Date of the Issuer's First Financial Year-End Subsequent to the Transaction

Not applicable.

Item 6 Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Issuer's First Financial Year Subsequent to the Transaction

Not applicable.

Item 7 Documents filed under NI 51-102 that described the Transaction

The following additional information relating to the Merger has been filed on the SEDAR profiles of DEF and ValOro, as applicable:

a. the joint news release of DEF and ValOro dated November 6, 2018 announcing the entering into of the Arrangement and the terms of the Arrangement Agreement;

b. the Arrangement Agreement between DEF and ValOro dated as of November 5, 2018 and filed on November 21, 2018;

c. the Notice of Special Meeting and the Amended Management Information Circular filed and dated November 22, 2018 for the December 19^{th} general and special meeting of ValOro;

d. the joint news release of DEF and ValOro dated December 27, 2018 announcing the ValOro's shareholders approvals of the Arrangement;

e. the joint news release of DEF and ValOro dated January 7, 2019 announcing the completion of the Arrangement; and

f. the material change reports of DEF and ValOro dated and filed January 8, 2019, each disclosing the completion of the Arrangement.

Dated: April 3, 2019