



## Valencia Completes Reverse Takeover of EarthRenew

### Closes \$1 Million Private Placement

TORONTO, Dec. 21, 2018 -- Valencia Ventures Inc. ("Valencia" or the "Company") (TSXV: VVI.H) is pleased to announce that it has closed its previously announced reverse take-over ("RTO") of EarthRenew, a low cost sustainable power-generation company with a patented production process that converts livestock waste to nutrient-rich, slow-release pelleted organic fertilizer with a manufacturing facility located in Strathmore, Alberta.

As a condition of closing the RTO, Valencia has completed a non-brokered private placement of 4,545,454 Valencia Shares at a price per share of \$0.22 for aggregate cash proceeds to Valencia of \$1,000,000. The net proceeds of the Offering are expected to be used by the Issuer to complete the RTO with EarthRenew and for general corporate purposes. No finder fees or warrants were issued in connection with the private placement.

Pursuant to the completion of the RTO, the Company is now known as "EarthRenew Inc.". Upon the submission of the requisite documentation to the Canadian Securities Exchange ("CSE"), as further outlined in the CSE's conditional approval letter, the common shares of the Company will be listed on the CSE under the symbol "ERTH" and delisted from the TSX Venture Exchange (the "TSXV").

**EARTHRENEW UPDATE** EarthRenew is currently completing testing to restart sustainable electricity production at its Strathmore, Alberta plant (the "Strathmore Plant"). As currently configured, the Strathmore Plant is capable of producing up to four MegaWatts per hour (4MWh) of low cost electricity powered by a natural gas fired industrial size Rolls Royce turbine. EarthRenew intends to commence electricity production on or about the end of February 2019. Electricity produced at the Strathmore Plant can be sold to the municipal electricity grid. EarthRenew is also evaluating electricity distribution options that will maximize revenue for its business including selling electricity to cryptocurrency mining operations which can co-locate at the Strathmore Plant.

Following engineering upgrades to the Strathmore Plant planned in 2019, EarthRenew intends to use about 1.5MWh of the 4.0 MWh generated by the Strathmore Plant to power the Strathmore Plant dryer to produce pelleted organic fertilizers made from cattle manure waste. The Strathmore Plant is located on a 25,000 head cattle feedlot. EarthRenew has executed an off-take agreement with Sun Country Organics ([www.suncountryorganics.com](http://www.suncountryorganics.com)) pursuant to which substantially all the organic fertilizer produced by EarthRenew at the Strathmore Plant will be purchased by Sun Country Organics for wholesale and retail distribution in Canada and the US midwest.

The unique patented EarthRenew waste conversion process capitalizes on the high temperature exhaust from the on-site natural gas-fired turbine for the thermal drying of fresh manure, a process which removes pathogens, pharmaceutical residue and weeds that when left untreated can contaminate soil and leach into waterways. The resulting organic granular product is an ideal fertilizer for use in home gardens, organic farming, marijuana cultivation, turf and in municipal areas subject to chemical fertilizer bans or restrictions.

### About EarthRenew

EarthRenew is a low-cost sustainable power-generation company with a patented production process that converts livestock waste to nutrient-rich, slow-release pelleted organic fertilizer. EarthRenew converts natural gas to electricity from an industrial-sized gas turbine which it intends to capitalize on through various revenue drivers. These include selling surplus electricity to the electrical grid and to cryptocurrency miners which can co-locate on site and to dry manure feedstock to produce high value organic fertilizer. The Company has a commercial scale operation in Strathmore, Alberta.

For additional information, please contact:

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### About Valencia

Valencia is a Canadian resource company with common shares that trade on the NEX Board of the TSX Venture Exchange under the symbol VVI.H.

For additional information, please contact:

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### **Cautionary Note regarding Forward - Looking Information**

*This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to EarthRenew's ability to restart electricity production at the Strathmore Plan, EarthRenew's ability to sell electricity to the electrical grid or to cryptocurrency miners, EarthRenew's ability to execute its business plan, EarthRenew's proposed business activity, the timing of the listing on the CSE and the delisting from the TSXV, the satisfaction of all conditions precedent, receipt of any required third party and regulatory approvals, the impact of the reverse- take-over transaction on the Company and its stakeholders and other transaction statements. Generally, forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of exploration activities; regulatory risks; risks inherent in foreign operations; and other risks of the renewable energy, mining and cryptocurrency industries. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*

*Completion of the proposed Valencia – EarthRenew transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Valencia should be considered highly speculative.*

*The TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.*