

Valencia Ventures Inc.
(the "Corporation")

FORM OF PROXY ("PROXY")

Annual and Special Meeting
Friday, August 10, 2018 at 10:00 a.m. EST
65 Queen Street West, 8th Floor,
Toronto, Ontario, M5H 2M5
(the "Meeting")

RECORD DATE: June 22, 2018
CONTROL NUMBER: «CONTROL_NUMBER»
SEQUENCE #: «SEQUENCE_NUMBER» - «CUSIP» - «PartAcct_No»
FILING DEADLINE FOR PROXY: Wednesday, August 8, 2018 at 10:00 a.m. EST

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Damian Lopez**, whom failing **Ryan Ptolemy** (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

«MAIL_SEQUENCE»
«Name»
«Add1»
«Add2»
«Add3»
«City», «Province»
«Country»
«Postal_Code»

«Shares»
«SEQUENCE_NUMBER»

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Election of Directors

- a) Keith Driver
b) Catherine Stretch
c) David Argyle

FOR WITHHOLD

☐	☐
☐	☐
☐	☐

2. Appointment of Auditors

Appointment of **UHY McGovern Hurley LLP** as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

FOR WITHHOLD

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3. Current Board

An Ordinary resolution, approving the directors of the Corporation, as set out below, if the reverse take-over transaction between the Corporation and 2292055 Ontario Inc. does not close, as more particularly described in the accompanying Management Information Circular.

FOR WITHHOLD

- a) Tito Gandhi
b) Bernard Wilson
c) Damian Lopez

☐	☐
☐	☐
☐	☐

4. Name Change

A Special Resolution approving the articles of incorporation of the Corporation be amended to change the name of the Corporation to "EarthRenew Inc." or such other name as the Board of Directors may choose, as more particularly described in the accompanying Management Information Circular.

FOR AGAINST

☐	☐
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5. Confirmation of the Stock Option Plan

To consider, and if deemed advisable, to pass with or without variation, a resolution to confirm the existing stock option plan of the Corporation, as more particularly described in the accompanying Management Information Circular.

FOR AGAINST

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This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the ***Voting Methods*** and ***must be received by TSX Trust Company*** before the ***Filing Deadline for Proxies***, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit
www.tsxtrust.com/investorinsite

Click on, “*Register Online Now*” and complete the registration form.
Call us toll free at 1-866-600-5869 with any questions.