

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Valens GroWorks Corp. (the "Issuer").

Trading Symbol: VGW

Date: May 30, 2019

1. New Options Granted:

Date of Grant: June 1, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Jeffrey Fallows	Officer	Yes	750,000	\$4.21	01-Jun-2024	0

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Aiden O'Neil	25,000	1.95	14-Oct-2018	23-Oct-2023
Altan Mehmet	50,000	0.30	23-Sep-2015	22-Sep-2020
Anderson Smith	150,000	1.95	14-Oct-2018	23-Oct-2023
Brett Channer	20,000	1.95	14-Oct-2018	23-Oct-2023
Carmelino Grande	75,000	1.95	14-Oct-2018	23-Oct-2023
Chantel Popoff	300,000	1.07	09-Jul-2018	09-Jul-2023
	300,000	1.95	14-Oct-2018	23-Oct-2023
Chris Carroll	75,000	1.95	14-Oct-2018	23-Oct-2023
Christopher Buysen	400,000	1.95	14-Oct-2018	23-Oct-2023
	300,000	1.07	09-Jul-2018	09-Jul-2023

Cynthia Lambert	12,500	1.95	14-Oct-2018	23-Oct-2023
Dave Gervais	38,462	0.65	30-Nov-2016	30-Nov-2021
Dawn Macaulay	25,000	1.95	14-Oct-2018	23-Oct-2023
Dawn Visintainer	150,000	1.95	14-Oct-2018	23-Oct-2023
Deepak Shahi	25,000	1.95	14-Oct-2018	23-Oct-2023
Desmond Sailor	57,000	1.95	14-Oct-2018	23-Oct-2023
Dwayne Sauka	25,000	1.95	14-Oct-2018	23-Oct-2023
Everett Knight	600,000	1.95	14-Oct-2018	23-Oct-2023
Florentina Ionita	25,000	1.95	14-Oct-2018	23-Oct-2023
Gord Fretwell	50,000	0.65	30-Nov-2016	30-Nov-2021
Greg Patchell	66,667	0.30	01-Sep-2015	31-Aug-2020
	500,000	0.65	30-Nov-2016	30-Nov-2021
	100,000	1.95	14-Oct-2018	31-Oct-2019
Haywood Securities Inc.	25,000	1.25	27-Nov-2018	27-Nov-2020
Houssain ElAribi	15,000	1.95	14-Oct-2018	23-Oct-2023
Jamie Turek	25,000	1.95	14-Oct-2018	23-Oct-2023
Jarrod Johnson	25,000	1.95	14-Oct-2018	23-Oct-2023
Joshua Richardson	25,000	1.95	14-Oct-2018	23-Oct-2023
Kayla Mann	75,000	1.95	14-Oct-2018	23-Oct-2023
Michael Annechino	1,000,000	2.50	27-Feb-2018	23-Feb-2023
Phil Donne	20,000	1.95	14-Oct-2018	23-Oct-2023
Preston Collins	25,000	1.95	14-Oct-2018	23-Oct-2023
Quinn Shiskin	150,000	1.95	14-Oct-2018	23-Oct-2023
Rob van Santen	500,000	0.65	30-Nov-2016	30-Nov-2021
Shabnam Ashtiani	25,000	1.95	14-Oct-2018	23-Oct-2023
Tim Tombe	350,000	0.65	30-Nov-2016	30-Nov-2021
Tommy Howes	25,000	1.95	14-Oct-2018	23-Oct-2023
Tyler Robson	500,000	0.65	30-Nov-2016	30-Nov-2021
	100,000	1.95	14-Oct-2018	23-Oct-2023

(1) Set out number of optioned shares for each grant with different terms.

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3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

(b) State the date of the news release announcing the grant of options.

News release was dated May 27, 2019.

(c) State the total issued and outstanding share capital at the date of grant or amendment.

121,704,136 issued and outstanding common shares.

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

5.76%

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

5,165,784 remaining shares reserved for issuance under 10% stock option plan.

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

The Issuer completed a bought deal prospectus offering on April 9, 2019 at a price of \$2.95 per unit.

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable.

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated May 30, 2019.

Chris Buysen
Name of Director or Senior Officer

"Chris Buysen" (Signed)
Signature

Chief Financial Officer
Official Capacity