

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: VALENS GROWORKS CORP. (the "Issuer").

Trading Symbol: VGW

Date: November 29, 2017 (AMENDED Dec 11, 2017)

### 1. New Options Granted (Cancelled):

Date of Grant: Nov 28, 2017 cancellation of unvested options upon termination of Saul Katz for cause, per news release issued Nov 24, 2017.

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exer- cise Price	Expiry Date	No. of Options Granted in Past 12 Months
Saul Katz	Former President	YES	(1,335,000)	1.00	19-07-2022	2,490,000

Total Number of optioned shares proposed for acceptance/(cancellation): (1,335,000).

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Rob van Santen	20,000	3.00	11-10-2013	10-10-2018
	3,333	3.00	29-11-2013	28-11-2018
	75,000	0.30	01-09-2015	31-08-2020
	500,000	0.65	30-11-2016	30-11-2021
Dave Gervais	500,000	0.65	30-11-2016	30-11-2021
Tyler Robson	500,000	0.65	30-11-2016	30-11-2021
Tim Tombe	350,000	0.65	30-11-2016	30-11-2021
Chris Cooper	25,000	0.30	01-09-2015	31-08-2020
Greg Patchell	20,000	3.00	11-10-2013	10-10-2018
	66,666	0.30	01-09-2015	31-08-2020
	500,000	0.65	30-11-2016	30-11-2021
Gord Fretwell	16,666	3.00	28-11-2013	27-11-2018
	50,000	0.65	30-11-2016	30-11-2021
Altan Mehmet	50,000	0.30	23-09-2015	22-09-2020
Robert Thompson O'Brien	260,000	1.25	17-02-2017	29-02-2020
Saul Katz	1,125,000	1.00	20-07-2017	As per Stock Option Plan terms following notice of termination.
Incanco Cannabis Consultants Co. Ltd.	150,000	1.00	08-11-2017	31-10-2020

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

## 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.

Termination letter approved by Board Resolution, and executed by CEO

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

Termination announcement Nov 24, 2017

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

60,937,109

- (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.

6.9%

- (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.

1,882,046

- (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.

\$1.00

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

None other than as disclosed in news releases issued to date.

#### **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 November 29, 2017 (Amended Dec. 11, 2017)

Robert van Santen  
Name of Director or Senior  
Officer

"Rob van Santen"  
Signature

Chief Financial Officer  
Official Capacity