

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: VGW

Date: October 18, 2018

### 1. New Options Granted:

Date of Grant: October 14, 2018

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
Phil Donne	Consultant	No	20,000	\$ 1.95	10-13-23	NIL
Brett Channer	Consultant	No	20,000	\$ 1.95	10-13-23	NIL
Tyler Robson	Officer	Yes	100,000	\$ 1.95	10-13-23	NIL
Chris Buysen	Officer	Yes	400,000	\$ 1.95	10-13-23	300,000
Chantel Popoff	Employee	Yes	300,000	\$ 1.95	10-13-23	300,000
Everett Knight	Employee	Yes	600,000	\$ 1.95	10-13-23	NIL
Quinn Shiskin	Employee	Yes	150,000	\$ 1.95	10-13-23	NIL
Dawn Visintainer	Employee	Yes	150,000	\$ 1.95	10-13-23	NIL
Anderson Smith	Employee	Yes	150,000	\$ 1.95	10-13-23	NIL
Chris Caroll	Employee	Yes	75,000	\$ 1.95	10-13-23	NIL
Carmelino Grande	Employee	Yes	75,000	\$ 1.95	10-13-23	NIL
Kayla Mann	Employee	Yes	75,000	\$ 1.95	10-13-23	25,000
Aiden O'Neil	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Ken Louis	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Preston Collins	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Michael Fazakas	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Desmond Sailor	Employee	Yes	37,000	\$ 1.95	10-13-23	NIL

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Jarrod Johnson	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Jamie Turek	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Joshua Richardson	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Tommy Howes	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Florentina Ionita	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Dawn Macaulay	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Deepak Shahi	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Dwayne Sauka	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Cascade Tong	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Katelyn Thiessen	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Shabnam Ashtiani	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Ryan Hayward	Employee	Yes	25,000	\$ 1.95	10-13-23	NIL
Greg Patchell	Consultant	No	100,000	\$ 1.95	10-31-19	NIL

Total Number of optioned shares proposed for acceptance: 2,652,000.

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OR AMENDMENT**

## 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	3,333	3.00	29-11-2013	28-11-2018
	75,000	0.30	01-09-2015	31-08-2020
	500,000	0.65	31-11-2016	30-11-2021
Dave Gervais	38,462	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
Greg Patchell	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
Incanco Cannabis Consultants Co. Ltd.	150,000	1.00	08-11-2017	31-10-2020
Michael Annechino	1,000,000	2.50	27-02-2018	23-02-2023
Chris Buysen	300,000	1.07	03-08-2018	09-07-2023
Chantel Popoff	300,000	1.07	03-08-2018	09-07-2023
Kayla Mann	25,000	1.07	03-08-2018	09-07-2023

(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.

October 5, 2018

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

October 18, 2018

- (c) State the total issued and outstanding share capital at the date of grant or amendment.  
88,786,157
- (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.  
7.70%
- (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.  
2,041,488
- (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.  
\$1.95 per unit (1 common share and ½ share purchase warrant)
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.  
None

#### **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 October 18, 2018

Tyler Robson  
Name of Director or Senior  
Officer

"Tyler Robson"  
Signature

Chief Executive Officer  
Official Capacity