

## 51-102F3 Material Change Report [F]

### Item 1 Name and Address of Company

Genovation Capital Corp.  
1400, 1040 West Georgia Street  
Vancouver, BC V6E 4H1

### Item 2 Date of Material Change

November 2, 2016

### Item 3 News Release

The news release dated November 2, 2016 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

### Item 4 Summary of Material Change

Please refer to attached news release.

### Item 5 Full Description of Material Change

#### 5.1 Full Description of Material Change

Please refer to attached news release.

#### 5.2 Disclosure for Restructuring Transactions

N/A

### Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

### Item 7 Omitted Information

N/A

### Item 8 Executive Officer

Robert van Santen, CEO, Asean Energy Corp.

### Item 9 Date of Report

November 4, 2016

## **GENOVATION CAPITAL CLOSES ACQUISITION OF VALENS AGRITECH**

**Vancouver, B.C., November 2, 2016 – Genovation Capital Corp. (CSE: GEC) the “Company” or “Genovation Capital”** is pleased to announce the acquisition (the “Transaction”) of all the issued and outstanding shares of Valens Agritech Ltd. (“Valens”) by way of a share exchange agreement dated October 31, 2016, (the “SEA”), as previously announced on March 31, 2016.

Valens is a privately held biotechnology company based in the Okanagan Valley of British Columbia, focused on the cannabis cultivation and research business, with assets and improvements that include a state-of-the-art 17,000 square foot research and development facility located on a small acreage in Kelowna.

Valens has expended over \$2.7 million to satisfy the stringent security requirements for a Controlled Drugs and Substances Dealer's Licence (including the activities of cultivation, production (extraction), packaging, possession, sale, transportation, delivery and research), and is currently awaiting final inspection by the Regional Inspectorate of the Office of Controlled Substances, Health Canada.

Valens is focused on deriving unique strains to alleviate different neurological conditions through intensive plant breeding, and to capitalize its position in the phytopharma world with the acquisition of a Health Canada DIN number. Valens anticipates holding both the research and development oriented Dealer's licensing as well as a Licensed Producer (“LP”) contract from Health Canada under the Access to Cannabis for Medical Purposes Regulations (ACMPR), enabling the capture of a broad spectrum of Medical Marijuana users and the potentially lucrative world of recreational users once legalized. We are unaware of any existing dealer's licences associated with cannabis research and development issued by Health Canada. There are currently 36 production LP's for medical purposes for all of Canada.

Pursuant to the terms of the SEA, the Company is issuing to the shareholders of Valens (the “Valens Shareholders”) an aggregate of 36 million common shares of the Company (“Transaction Shares”) and finders' fees (“Finder Shares”) totalling 675,000 common shares at closing of the Transaction. Of the 51,022,668 issued and outstanding shares, 90.9% or 46,379,233 shares are subject to a combination of milestone vesting parameters, standard regulatory escrow provisions and a voluntary pooling agreement, over a period of 36 months.

The Transaction is a fundamental change under the policies of the Canadian Securities Exchange (the “CSE”). As such, completion of the Transaction was subject to a number of customary conditions including CSE approval. Trading of the Company's shares on the CSE is expected to resume once the CSE upon issue of the CSE's resumption bulletin.

Please refer to the Company's Form 2A Listing Statement (the “**Listing Statement**”) dated October 31, 2016, available under the Company's SEDAR and CSE profiles, for further details concerning the Transaction and the business of the combined company, including director and officer biographies.

The Company intends to undergo a name change that provides a unique branding opportunity and is more descriptive of its initiatives with cannabis in the life sciences sector, subject to regulatory approval, in due course.

*Exercise of Convertible Debentures*  
Further to the Company's news releases of October 30, 2015, January 21 and May 9, 2016, Westland Capital Advisors S.A. (“**Westland**”) exercised all remaining issued and outstanding Convertible Debentures totalling \$363,500 (US\$250,000) concurrently with the closing of the Transaction, into 3,029,166 common shares of the Company. Westland now maintains control and direction over 5,262,499 shares representing 10.3% of the 51,022,668 issued and outstanding shares.

**On behalf of the Board of Directors,  
GENOVATION CAPITAL CORP.**

*(signed) “Robert van Santen”  
Executive Chairman*

**For further information, please contact:**

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*Cautionary statements*

*This press release contains forward-looking information based on current expectations. Statements about the Company's expectations are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Genovation Capital assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. We seek safe harbor.*

