

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Valens Groworks Corp.
1400, 1040 West Georgia Street
Vancouver, BC V6E 4H1

Item 2 Date of Material Change

January 10, 2017

Item 3 News Release

The news release dated January 10, 2017 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Name Change.

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, Valens Groworks Corp.

Item 9 Date of Report

January 11, 2017

VALENS GROWORKS CLOSES FINALTRANCHE OF OFFERING

Vancouver, B.C., January 10, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “**Company**”) is pleased to announce the closing of an additional 1,158,614 units (the “**Units**”) for proceeds of \$753,100, the second and final tranche of the non-brokered private placement first announced on November 30, 2016. The Company raised a total of \$1,399,575 at a price of \$0.65 per Unit (the “**Offering**”). The financing was oversubscribed by \$99,575. Insiders subscribed for an aggregate of 644,461 Units in this tranche.

The Company intends to use the proceeds of the Offering for security upgrades, equipment purchases and debt repayment by wholly-owned subsidiary Valens Agritech Ltd., and to supplement general working capital. The Company may pay a finder’s fee on the Offering within the amount permitted by the policies of the CSE. Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE. All securities issued pursuant to this private placement are subject to a hold period expiring four months and one day from the date of issuance.

About Valens GroWorks Corp.

The Company recently completed the acquisition of Valens Agritech Ltd. (“**VAL**”). VAL is a biotechnology company based in the Okanagan Valley of British Columbia, focused on cannabis cultivation and research, with assets and improvements that include a state-of-the-art 17,000 square foot R&D facility located in Kelowna, British Columbia.

VAL has scheduled a final inspection to take place this week, under its application for a Controlled Drugs and Substances Dealer's Licence (including the activities of cultivation, production (extraction), packaging, possession, sale, transportation, delivery and research), by the Regional Inspectorate of the Office of Controlled Substances of Health Canada, expected to be a three day process.

Post-licensing, Valens anticipates participation in several clinical trial programs researching the efficacy of medical cannabis for certain indications, and is seeking to capture a broad spectrum of medical marijuana users, as well as recreational users once legalized.

**On behalf of the Board of Directors,
VALENS GROWORKS CORP.**

(signed) “Robert van Santen”

Chief Executive Officer

For further information, please contact:

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