

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

February 10, 2017

Item 3 News Release

The news release dated February 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

February 10, 2017

**VALENS GROWORKS APPOINTS CHIEF OPERATING OFFICER
AND ARRANGES CONVERTIBLE NOTE FINANCING**

Vancouver, B.C., February 10, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “**Company**”) is pleased to announce the appointment of A. Tyler Robson, currently a director of the Company, as its Chief Operating Officer. Mr. Robson also continues as Director of Operations of Valens Agritech Ltd., the Company’s wholly-owned operating subsidiary in Kelowna, B.C.

Rob van Santen, CEO of Valens GroWorks Corp., commented: “We are delighted to announce the appointment of someone of Tyler’s calibre to strengthen our senior management team, particularly as we focus on the set up, expansion and management of our growing Canadian and U.S.-based commercial interests. Tyler has a strong track record in all aspects of efficient, high quality, commercial marijuana cultivation, holds a B.Sc. degree in biology with a strong interest in cannabis as sports medicine, and brings significant entrepreneurial initiative to help drive our growth objectives.”

The Company also reports that it has issued a convertible unsecured note (the “**Note**”) to a non-arm’s length lender, a company controlled by an outside director of the Company (the “**Lender**”), for an aggregate principal amount of \$500,000. The CEO of the Company has personally guaranteed the prompt, punctual and full payment of the Note when due. Note proceeds will be used for the purposes of meeting Company acquisition and expansion obligations and for general corporate purposes.

The Note will mature in one year and bear interest at 10% per annum from the date of funds advance until the earlier of: the date the Note, together with all accrued interest, is repaid in full, and the date of completion of the Option Exercise (as defined below).

Prior to the date of closing of the next corporate financing (the “**Financing**”), the Lender has the option but not an obligation to exchange all or part of the Note and accrued interest (the “**Option Exercise**”) into common shares of the Company (“**Common Shares**”) under the same terms and conditions as, and as a participant in the Financing. The Lender accepts the risk that the Financing may not be completed. Any Common Shares issued will be subject to restrictions on transfer and other alienation that may be imposed by regulatory authorities and underwriters.

In accordance with an Executive Services Agreement, the Company has indemnified and holds harmless the CEO for any liability incurred by him by reason of his execution of any personal guarantee for the Company’s benefit (including but not limited to personal guarantees in connection with office or equipment leases, commercial loans or promissory notes).

About Valens GroWorks Corp.

Valens GroWorks Corp is a Canadian Securities Exchange listed company with two pending proposed acquisitions in progress (see our February 9, 2017 news release).

The Company’s wholly-owned subsidiary, Valens Agritech Ltd. (“**VAL**”), is a post-inspection applicant (see our January 13, 2017 news release) awaiting the granting of a Controlled Drugs and Substances Dealer’s Licence for the cultivation and processing of marijuana. Based in the Okanagan Valley of British Columbia, VAL anticipates participation in clinical trial programs researching the efficacy of medical cannabis, and seeks to capture a broad spectrum of medical marijuana users, as well as recreational users once legalized, in pursuit of its ambitious farm to pharma objectives.

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

(signed) “Robert van Santen”

Chief Executive Officer

For further information, please contact:

Greg Patchell

Telephone: +1.250.860.8634

Notice regarding Forward Looking Statements

This news release contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain

actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include statements regarding the use of proceeds from a proposed funding. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability to obtain any necessary financing; the economy generally; competition; regulation and anticipated and unanticipated costs and delays. The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation. Neither the Canadian Securities Exchange 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.