

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

June 30, 2017

Item 3 News Release

The news release dated June 30, 2017 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

N/A

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

Tyler Robson, CEO, Valens Groworks Corp.

Item 9 Date of Report

June, 2017

VALENS GROWWORKS ANNOUNCES CORPORATE DEVELOPMENTS

Vancouver, B.C., June 30, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”) announces the resignation of Mr. Mark Doucet. Mr. Doucet was appointed President of the Company as announced on March 14, 2017. The Stock Options granted to Mr. Doucet in accordance with the Company’s stock option plan have been cancelled.

About Valens GroWorks Corp.

Valens GroWorks Corp is a CSE-listed company with an aggressive buildout strategy in progress. The Company seeks to capture a broad spectrum of clinical trial and R&D clients, medical marijuana users, as well as recreational users once legalized, in pursuit of its ambitious seed to sale and farm to pharma objectives. The Company also provides management, consulting, testing and support services to domestic and international licensees, as well as financing and managing the buildout of fully-licensed 3rd party operations.

The Company has two wholly-owned subsidiaries based in the Okanagan Valley of British Columbia: 1) Valens Agritech Ltd. (“**VAL**”) which holds a Controlled Drugs and Substances Dealers Licence at its state-of-the-art production facility in Kelowna, British Columbia, and 2) Supra THC Services Inc. (“**Supra**”), a Health Canada licensed cannabis testing lab providing sector-leading analytical and proprietary services to Licensed Producers and ACMPR patients.

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

(signed) “Tyler Robson”

Chief Executive Officer

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Notice regarding Forward Looking Statements

This news release contains certain "forward-looking statements" within the meaning of such statements under applicable securities law. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Corporation is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

The CSE or other regulatory authority has not reviewed, approved or disapproved the contents of this press release. We seek Safe Harbour.