

## 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

August 4, 2017

### Item 3 News Release

The news release dated August 4 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

August 10, 2017

## **VALENS GROWORKS ANNOUNCES AGM RESULTS, NEW APPOINTMENT**

**Vancouver, B.C., August 4, 2017** – **Valens GroWorks Corp. (CSE: VGW)** (the “**Company**” or “**Valens**”), a vertically integrated provider of cannabis products, is pleased to announce the voting results from the Company’s Annual General Meeting (“**AGM**”), and subsequent board meeting, held in Vancouver, British Columbia on August 4, 2017.

A total of 47,505,896 common shares were represented at the AGM, representing 84.48% of the votes attached to all outstanding common shares as at the record date. All of the matters submitted to the shareholders for approval as set out in the Company’s notice of meeting and management information circular, dated June 30, 2017, were approved by the requisite majority of votes cast at the AGM. Shareholders voted in favour of setting the number of directors at six (6) and elected all incumbent directors.

Immediately following the AGM, the board of directors elected Mr. Saul Katz, recently appointed as the Company’s President, as a seventh member of the board, as well as its Executive Chairman.

### **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 adult 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 buildouts of fully-licensed 3<sup>rd</sup> 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 GROWORKS CORP.**

*(signed) “Tyler Robson”*

*Chief Executive Officer*

**For further information, please contact:**

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*Notice regarding Forward Looking Statements*