

## 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

October 3, 2017

### Item 3 News Release

The news release dated October 3, 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

October 3, 2017

## VALENS GROWORKS CLOSES FINAL TRANCHE OF OFFERING

**Vancouver, B.C., October 3, 2017 – Valens GroWorks Corp. (CSE: VGW)** (the “Company” or “Valens”), a vertically integrated provider of cannabis products, is pleased to announce the closing of an additional 85,000 units (the “Units”) for proceeds of \$85,000, the final tranche of its non-brokered \$1.00 per Unit private placement (the “Offering”) first announced on July 26, 2017. The Offering raised a total of \$3,335,615.

Proceeds from the Offering settled significant secured debt owing to the founding shareholders of wholly-owned subsidiary Valens Agritech, incurred during the original 17,000 sf facility buildout. Insiders subscribed for an aggregate of 3,250,615 Units from the Offering, all in the initial tranche that closed on August 26. The Company is particularly pleased to have converted this debt into equity, underlining related party and shareholder confidence, and curtailing the related interest expense burden on the Company.

Additional licensing initiatives, expansion and extraction capability, as well as marketing & branding initiatives have been successfully funded through this Offering, as well as by the recently announced exercise of options and warrants that raised an additional \$478,000 for the Company.

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.**

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

The Company operates through two wholly-owned subsidiaries based in the Okanagan Valley of British Columbia: Valens Agritech Ltd. (“VAL”) holds a Health Canada Dealer’s License and is positioning for expanded cannabis production, and 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.

Supra, in collaboration with Thermo Fisher Scientific (Mississauga) Inc., is developing a “Centre of Excellence in Plant Based Medicine Analytics” in Kelowna, British Columbia. For more information, please visit <http://valensgroworks.com>, <http://www.valensagritech.com> and <http://www.suprathc.ca>.

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

(signed) “A. Tyler Robson”

Chief Executive Officer

**For further information, please contact:**

Greg Patchell

Telephone: +1.250.860.8634

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.