

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 20, 2017

Item 3 News Release

The news release dated October 20, 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 20, 2017

VALENS GROWORKS ANNOUNCES EXERCISE OF WARRANTS

Vancouver, B.C., October 20, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”) is pleased to announce the exercise of 322,221 warrants at a price of \$0.75 per share, resulting in the issue of 322,221 common shares (“Shares”) of the Company. This provides \$41,666 cash added to the Company’s treasury, and a \$200,000 reduction in payables. Insider participation represents \$200,000 of the total proceeds of \$241,666.

These Shares are being issued pursuant to the terms of the Warrant Certificates attached to the Private Placement closed by the Company and filed with the Canadian Securities Exchange (“CSE”) on October 23, 2015.

Following issuance of these Shares, Valens will have 60,699,609 common shares issued and outstanding. No commissions or placement fees have been paid related to the proceeds from this warrant exercise. Proceeds are earmarked for general corporate purposes.

About Valens GroWorks Corp.

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 commencing cannabis production and further expansion, 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.

Both subsidiaries are involved in a collaborative research partnership with BC-based universities UBC Okanagan and Thompson Rivers to explore the vast range of bioproducts that can be made from cannabis plant materials. Supra, in collaboration with Thermo Fisher Scientific (Mississauga) Inc., is developing a “Centre of Excellence in Plant Based Medicine Analytics” at the Company’s 17,000 square foot facility located on two acres in Kelowna. 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) “Rob van Santen”

Chief Financial Officer

For further information, please contact:

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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.