

## 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

November 6, 2017

### Item 3 News Release

The news release dated November 6, 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

November 15, 2017

## **VALENS GROWORKS CLOSES FIRST TRANCHE OF OFFERING**

*Vancouver, B.C., November 6, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”), a biotechnology company specializing in the production, research, development and commercialization of novel, cannabinoid-based products and drug therapies, is pleased to announce the closing of 207,500 units (the “Units”) for proceeds of \$207,500, the first tranche of its non-brokered private placement to raise up to \$500,000 at a price of \$1.00 per Unit (the “Offering”) as announced on October 25, 2017.*

*An insider participated for 110,000 Units representing \$110,000 in cash. The Company intends to use the proceeds of the Offering for ongoing plant expansion costs including additional growing and oil extraction capacity at existing facilities, and for general corporate purposes.*

*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 biotechnology company with an aggressive buildout strategy. 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 “plants to premium products” objectives.*

*The Company operates a 17,000 square foot facility located on two acres in Kelowna, in the heart of British Columbia’s Okanagan Valley. Wholly owned subsidiary Supra THC Services Inc. (“Supra”), in collaboration with Thermo Fisher Scientific, a world leader in Health Science services, is developing a “Centre of Excellence in Plant Based Medicine Analytics” to provide analytical services and directed research and development, including clinical trials. Supra and the Company’s subsidiary Valens AgriTech Ltd. (“Valens AgriTech”), a Health Canada Licensed Dealer, recently announced a \$330,000 MITACS funded research grant and collaboration with UBC Okanagan and Thompson Rivers University to explore potential cannabis bio-products including pharmaceuticals, nutritional products, and industrial fiber.*

*For more information, visit [www.valensgroworks.com](http://www.valensgroworks.com)*

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

*(signed) “Robert 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 “anticipates”, “plan”, “continue”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed”, “positioned” 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.*

*Neither the CSE nor its regulations services provider have reviewed, approved or accept responsibility for the adequacy or accuracy of this press release. We seek Safe Harbour.*