

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

February 28, 2018

Item 3 News Release

The news release dated February 27, 2018 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

February 28, 2018

VALENS GROWWORKS ANNOUNCES OPTION AMENDMENT

Vancouver, B.C., February 27, 2018 –Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”), a multi-licenced, vertically integrated provider of cannabis products, announces that further to its press release of February 23, 2018, the Company has agreed to reduce the number of options granted to a consultant to 1,000,000 options exercisable at a price of \$2.50 per share and expiring on February 23, 2023.

About Valens GroWorks

Valens GroWorks is a multi-licenced, vertically integrated provider of Canadian cannabis products with two wholly-owned subsidiaries located in Kelowna, BC. Subsidiary Valens Agritech has initiated cannabis production, processing and sales under a Health Canada Dealers Licence, which includes a supply agreement with Canopy Growth Corporation (TSX:WEED) under their extensive CraftGrow distribution network. Subsidiary Supra THC Services is a Health Canada licenced cannabis testing lab providing sector-leading analytical services and has partnered with Thermo Fisher Scientific to develop a Centre of Excellence in Plant Based Medicine Analytics. For more information, please visit <http://valensgrowworks.com>, <http://www.valensagritech.com> and <http://www.suprathc.ca>.

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

(signed) “Tyler Robson”
Chief Executive Officer

For further information, please contact:
Greg Patchell
Telephone: +1.250.860.8634
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