

**NOTICE DECLARING INTENTION TO BE QUALIFIED
UNDER NATIONAL INSTRUMENT 44-101
SHORT FORM PROSPECTUS DISTRIBUTIONS (“NI 44-101”)**

May 25, 2018

TO: Ontario Securities Commission, as Notice Regulator

Valens GroWorks Corp. (the “**Issuer**”) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer hereby acknowledges that it must satisfy all applicable qualifications criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer’s intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

VALENS GROWORKS CORP.

Per: "Tyler Robson" (Signed)
Tyler Robson, Chief Executive Officer