

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

May 4, 2017

Item 3 News Release

The news release dated May 4, 2017 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Name Change.

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

Robert van Santen, CEO, Valens Groworks Corp.

Item 9 Date of Report

May 4, 2017

VALENS GROWWORKS ANNOUNCES AGM, MANAGEMENT APPOINTMENTS

Vancouver, B.C., May 4, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”) is pleased to announce the appointment of A.Tyler Robson, currently Chief Operating Officer and a Company director, as its new Chief Executive Officer (“**CEO**”) effective immediately. Rob van Santen, CEO of Valens GroWorks Corp., will remain engaged as Chief Financial Officer (“**CFO**”) of the Company, with Annie Storey, the current CFO, continuing her engagement as Controller.

Rob van Santen commented: *“With the Company’s transition from corporate acquisition vehicle to a scalable cannabis sector operator, the time for an industry-savvy leader and spokesperson to take the helm has come. Tyler’s unique skill set and operational knowledge have been key drivers for the expansion of our growing Canadian and U.S.-based commercial interests. Tyler’s robust relationship network and exceptional commercial marijuana cultivation record enhances our ability to engage in strategic transactions, and to attract both Licensed Producers (“LP’s”) and selected late-stage LP applicants seeking support and partnership alternatives”.*

2017 Annual General Meeting

The Company will host its Annual General Meeting of shareholders on Friday, August 4, 2017 at 10:00 am PDT at the 14th Floor (entrance on the 15th floor), 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H1.

About Valens GroWorks Corp.

Valens GroWorks Corp is a CSE-listed company with an aggressive acquisition strategy in progress, financing the expansion of fully licensed operations in Arizona, the proposed buildout of late-stage LP applicant Royal Green Acres Manufacturing, as well as providing management, consulting, testing and support services to domestic and international licensees.

The Company has two wholly-owned subsidiaries based in the Okanagan Valley of British Columbia: 1) Valens Agritech Ltd. (“**VAL**”), a post-inspection applicant anticipating receipt of a Controlled Drugs and Substances Dealers Licence for the cultivation and processing of marijuana, and 2) Supra THC Services Inc. (“**Supra**”), a Health Canada Dealers-Licensed cannabis testing lab with an established scientific team supporting its operations, positioning to provide sector-leading analytical and proprietary services to Licensed Producers and ACMPR patients.

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

(signed) “Robert van Santen”

Chief Financial Officer

For further information, please contact:

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