VALENS GROWORKS CORP.

230 Carion Road

Kelowna, British Columbia, Canada V4V 2K5

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders of Valens Groworks Corp. ("**Valens**" or the "**Company**") will be held on October 5, 2018 at 11AM (PST) at Four Points Kelowna Airport, located at 5505 Airport Way, Kelowna, BC for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended November 30, 2017, and the report of the auditors thereon and the related management discussion and analysis;
2. to determine the number of directors at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint auditors and to authorize the directors to fix their remuneration;
5. to ratify and approve the continuation of the Company's share option plan; and
6. to consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Valens Shareholders of record at the close of business on August 31, 2018 will be entitled to receive notice of and vote at the Meeting.

Your vote is important regardless of the number of common shares of the Company you own. Shareholders who are unable to attend the Meeting in person are asked to sign, date and return the enclosed form of proxy relating to the common shares of the Company held by them in the envelope provided for that purpose or vote via telephone or internet (online) as specified in the proxy form.

Registered Valens Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non–registered Valens Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.

To be effective, the proxy must be duly completed and signed and then deposited with either the Company or the Company's registrar and transfer agent, Computershare Trust Company of Canada, Proxy Department 100 University Ave., 8th Floor, Toronto, ON M5J 2Y1, or voted via telephone or internet (online) as specified in the proxy form, no later than 11:00 a.m. on October 3, 2018.

Dated at Kelowna, British Columbia, this 31st day of August 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Tyler Robson"

Tyler Robson
Chief Executive Officer and Director